

Cornerstone Total Return Fund, Inc.

(CUSIP # 21924U300)

48 Wall Street, 22nd Floor

New York, NY 10005

RULE 19a-1 NOTICE ACCOMPANYING DIVIDEND PAYMENT

Cornerstone Total Return Fund, Inc. (the "Fund") is required by regulation to notify you when it makes a dividend payment to its stockholders from sources other than net investment income. With respect to the January 31, 2018 payment of \$0.2301 per share to stockholders of record on January 16, 2018, such distribution is estimated to be comprised of the following:

Source of Payment	Amount per Share
Net investment income	\$0.0019
Net realized short-term capital gains	\$0.0095
Net realized long-term capital gains	\$0.0113
Paid-in capital	\$0.2074

This information should not be used for tax reporting purposes. After the end of the calendar year (during February 2019), you will receive tax reporting information that will indicate the exact components of all dividends and distributions paid by the Fund that you received for the calendar year.

Stockholders are advised to consult their own tax advisers with respect to the tax consequences of their investment in the Fund.