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### Directors and Corporate Officers

Ralph W. Bradshaw	Chairman of the Board of Directors and President
Robert E. Dean	Director
Edwin Meese III	Director
Matthew W. Morris	Director
Scott B. Rogers	Director
Andrew A. Strauss	Director
Glenn W. Wilcox, Sr.	Director
Gary A. Bentz	Chief Compliance Officer, Secretary, and Assistant Treasurer
Frank J. Maresca	Treasurer

### Investment Manager

Cornerstone Advisors, Inc.  
1075 Hendersonville Road  
Suite 250  
Asheville, NC 28803

### Stock Transfer Agent and Registrar, LLC

American Stock Transfer &  
Trust Co., LLC  
6201 15th Avenue  
Brooklyn, NY 11219

### Administrator

AST Fund Solutions, LLC  
48 Wall Street, 22nd Floor  
New York, NY 10005

### Independent Registered Public Accounting Firm

Tait, Weller & Baker LLP  
1818 Market Street  
Suite 2400  
Philadelphia, PA 19103

### Custodian

U.S. Bank, N.A.  
425 Walnut Street  
Cincinnati, OH 45202

### Legal Counsel

Blank Rome LLP  
405 Lexington Avenue  
New York, NY 10174

### Executive Offices

48 Wall Street, 22nd Floor  
New York, NY 10005

For stockholder inquiries, please call toll-free (866) 668-6558

Please visit us on the web at  
[www.cornerstonetotalreturnfund.com](http://www.cornerstonetotalreturnfund.com)

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**NYSE AMERICAN**

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## CORNERSTONE TOTAL RETURN FUND, INC.

**DECEMBER 31, 2017**

This update contains the following two documents:

- Letter from the Fund's President
  - Annual Report to Stockholders
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## LETTER FROM THE FUND'S PRESIDENT

January 31, 2018

Dear Fellow Stockholders:

Following is the annual report for Cornerstone Total Return Fund, Inc. (the "Fund") for the year ended December 31, 2017. At the end of the year, the Fund's net assets were \$293.8 million and the Net Asset Value per share ("NAV") was \$13.18. The share price closed at \$15.29. After reflecting the reinvestment of monthly distributions totaling \$2.75 per share, the Fund achieved a total investment return at market value of 25.13% for the year ended December 31, 2017.

### Economic and Market Summary

The stock market started the year off cautiously optimistic about a Trump presidency but investors quickly made 2017 a banner year for positive returns. The Dow Jones Industrial Average, S&P 500, and NASDAQ indices all broke records during the year as global growth continued to strengthen the economic outlook for many countries. The Federal Reserve raised its benchmark interest rate three times in 2017, which followed one increase in 2016 and zero increases in the decade prior. The central banks of Canada, England, and South Korea began to raise their benchmark rates for the first time in years as the European Central Bank considered tapering its quantitative easing program and evaluating raising its benchmark rate in the near future. The employment situation in the United States was positive with fairly strong job growth and the lowest unemployment rate since 2000. The Trump Administration focused on creating a more business-friendly political environment in 2017 and capped off the year with a tax reform bill passed in late December. In response to the accommodative policies of the current administration, businesses have announced new spending initiatives that will hopefully continue to support the bull market, which is already the second-longest in modern U.S. history.

In the closed-end fund industry, discounts to net asset value were generally stable during the second half of 2017 which followed a trend of narrowing earlier in the year. There were several initial public offerings of CEFs during the second half of 2017 focused predominantly on fixed income investments. There were also several successful rights offerings conducted by the Fund as well as others.

### Managed Distribution Policy

The Fund has maintained its policy of regular distributions to stockholders which continues to be popular with investors. These distributions are not tied to the Fund's investment income and capital gains and do not represent yield or investment return on the Fund's portfolio. The policy of maintaining regular monthly distributions is designed to enhance stockholder value by increasing liquidity for individual investors and providing greater flexibility to manage their investment in the Fund. As always, stockholders have the option of taking their distributions in cash or reinvesting them in shares of the Fund pursuant to the Fund's reinvestment plan. Pursuant to the Fund's distribution policy, the monthly distribution amount for the year 2018 was reset to \$0.2301 per share. The Board of Directors again approved a distribution percentage of 21% of net assets for the calendar year 2018. Under this policy the annual percentage rate was applied to the Fund's NAV at the end of October 2017 in order to determine the monthly distribution amount for 2018. The Board of Directors believes that the Fund's distribution policy maintains a stable, high rate of distribution for stockholders. As always, the monthly distributions are reviewed and approved by the Board throughout the year and are subject to change at their discretion. In addition, be sure to note the Fund's reinvestment plan which may provide additional benefit to participating stockholders, as explained further below. Please read the disclosure notes in the Fund's report for details on the Fund's distribution policy and reinvestment plan. As in previous years, stockholders receive a final determination of the total distribution attributable to

## **LETTER FROM THE FUND'S PRESIDENT (CONTINUED)**

income, capital gains, or return-of-capital after the end of each year. The allocation among these categories may vary greatly from year to year. In any given year, there can be no guarantee that the Fund's investment returns will exceed the amount of the distributions. To the extent that the amount of distributions taken in cash exceeds the total net investment returns of the Fund, the assets of the Fund will decline. If the total net investment returns exceed the amount of cash distributions, the assets of the Fund will increase. Either way, the Fund's individual stockholders have complete flexibility to take their distributions in cash or to reinvest in Fund shares through the Fund's reinvestment plan, and they can change this election as they desire.

### **Distribution Reinvestment Considerations**

The Fund's dividend reinvestment plan may at times provide significant benefits to plan participants; therefore, stockholders should evaluate the advantages of reinvesting their distribution payments through the plan. Under the plan, the method for determining the number of newly issued shares received when distributions are reinvested is determined by dividing the amount of the distribution either by the Fund's last reported NAV or by a price equal to the average closing price of the Fund over the five trading days preceding the payment date of the distribution, whichever is lower. When the Fund trades at a premium to its NAV, as it has in recent history, stockholders may find that reinvestments through the plan provide potential advantages worth considering.

### **Outlook**

In 2017, the Trump Administration had significant influence on the stock market in both positive and negative ways and 2018 will likely continue that trend. The tax reform bill has already spurred increased spending by businesses and a potential legislative focus on infrastructure in the first half of 2018 will hopefully induce more business expansion and investment. Although there are positive milestones on the horizon of the American economy, there are also potential setbacks including internal government investigations, geopolitical risks involving North Korea, Iran, and Russia, and the impact of climate change on markets. In spite of these potential risks, the global economy is growing in almost every market for the first time in years. We believe the Fund's portfolio is well positioned to take advantage of the potential opportunities going into the new year. The Fund's holdings include a widely diversified portfolio predominantly comprised of large-cap companies and some closed-end funds. The large-cap sector is typically made up of well-capitalized established companies that offer the ability to tap into international markets, while also exhibiting a greater degree of defensive strength during difficult periods. The investment adviser believes that closed-end funds offer unique investment opportunities for the Fund, while also allowing for appropriate exposure to a variety of markets, which can be especially important as a means of reducing overall portfolio risk during and after periods of increases in the equity markets. The percentage of closed-end funds in the portfolio may at times increase or decrease, depending on market conditions. The investment adviser attempts to enhance portfolio performance by taking advantage of temporary and occasional pricing inefficiencies in certain securities. The availability and magnitude of such opportunities are unpredictable, and their effect on possible portfolio performance may vary considerably from year to year.

## LETTER FROM THE FUND'S PRESIDENT (CONCLUDED)

The Fund's Board of Directors, its officers, and its investment adviser appreciate your ongoing support. We are all aware that investors have placed their trust in us. We know you have a choice, and we all remain committed to continuing to provide our service to you.

Sincerely,

A handwritten signature in black ink, appearing to read "Ralph W. Bradshaw". The signature is fluid and cursive, with a long horizontal stroke at the end.

Ralph W. Bradshaw  
President

*In addition to historical information, this report contains forward-looking statements, which may concern, among other things, domestic and foreign markets, industry and economic trends and developments and government regulation and their potential impact on the Fund's investment portfolio. These statements are subject to risks and uncertainties and actual trends, developments and regulations in the future and their impact on the Fund could be materially different from those projected, anticipated or implied. The Fund has no obligation to update or revise forward-looking statements.*

**This Letter from the Fund's President is not a part of the Annual Report to Stockholders that follows.**

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**CORNERSTONE TOTAL  
RETURN FUND, INC.**

**ANNUAL REPORT  
DECEMBER 31, 2017**

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**CORNERSTONE TOTAL RETURN FUND, INC.**  
**PORTFOLIO SUMMARY – AS OF DECEMBER 31, 2017 (UNAUDITED)**

**SECTOR ALLOCATION**

Sector	Percent of Net Assets
Information Technology	20.9
Closed-End Funds	19.2
Health Care	12.1
Financials	11.7
Consumer Discretionary	10.4
Industrials	8.4
Consumer Staples	6.8
Energy	3.7
Exchange-Traded Funds	1.8
Materials	1.6
Utilities	1.5
Telecommunication Services	0.6
Real Estate	0.4
Other	0.9

**TOP TEN HOLDINGS, BY ISSUER\***

Holding	Sector	Percent of Net Assets
1. Facebook, Inc. - Class A	Information Technology	3.6
2. Apple Inc.	Information Technology	3.3
3. JPMorgan Chase & Co.	Financials	2.8
4. Amazon.com, Inc.	Consumer Discretionary	2.6
5. Alphabet Inc. - Class C	Information Technology	2.5
6. Microsoft Corporation	Information Technology	2.1
7. Johnson & Johnson	Health Care	2.0
8. Adams Diversified Equity Fund, Inc.	Closed-End Funds	1.7
9. Home Depot, Inc. (The)	Consumer Discretionary	1.6
10. BlackRock Resources & Commodities Strategy Trust	Closed-End Funds	1.6

\* Excludes short-term investments

**CORNERSTONE TOTAL RETURN FUND, INC.**  
**SCHEDULE OF INVESTMENTS – DECEMBER 31, 2017**

Description	No. of Shares	Value	Description	No. of Shares	Value
<b>EQUITY SECURITIES — 99.07%</b>			<b>EMERGING MARKETS (CONTINUED)</b>		
<b>CLOSED-END FUNDS — 19.17%</b>			Latin American Discovery Fund, Inc. (The)		
<b>CORE — 5.65%</b>			25,837 \$ 297,642		
Adams Diversified Equity Fund, Inc.	330,025	\$ 4,960,276	Mexico Equity & Income Fund Inc.	27,884	286,090
Gabelli Equity Trust, Inc.	4,661	28,852	Mexico Fund, Inc. (The)	78,579	1,237,619
General American Investors Company, Inc.	129,575	4,457,380	Morgan Stanley China A Share Fund, Inc.	71,990	1,683,126
Liberty All-Star Equity Fund	240,467	1,514,942	Morgan Stanley Emerging Markets Fund, Inc.	36,825	658,799
Royce Micro-Cap Trust, Inc.	106,890	1,009,576	Morgan Stanley India Investment Fund, Inc.	22,475	745,046
Royce Value Trust	39,054	631,503	Taiwan Fund, Inc. (The) *	47	981
Source Capital, Inc.	17,376	708,246	Templeton Dragon Fund, Inc.	142,302	3,060,916
Sprott Focus Trust, Inc.	63,855	505,732	Templeton Emerging Markets Fund	145,796	2,392,512
Tri-Continental Corporation	103,395	<u>2,785,461</u>	Voya Emerging Markets High Dividend Equity Fund	69,526	<u>618,781</u>
		<u>16,601,968</u>			<u>14,823,606</u>
<b>DEVELOPED MARKET — 0.70%</b>			<b>GLOBAL — 1.02%</b>		
Aberdeen Singapore Fund, Inc.	46,857	581,964	Alpine Total Dynamic Dividend Fund	27,150	257,111
Japan Smaller Capitalization Fund, Inc.	17,511	206,805	Gabelli Global Small and Mid Cap Value Trust (The)	50,192	639,446
Morgan Stanley Asia-Pacific Fund, Inc.	35,271	648,987	GDL Fund (The)	96,213	936,152
New Germany Fund, Inc. (The)	18,934	368,266	Lazard Global Total Return & Income Fund, Inc.	34,860	627,480
New Ireland Fund, Inc. (The)	6,314	79,114	Royce Global Value Trust, Inc.	50,533	<u>546,262</u>
Swiss Helvetia Fund, Inc. (The)	13,124	<u>167,462</u>			<u>3,006,451</u>
		<u>2,052,598</u>	<b>GLOBAL INCOME — 0.04%</b>		
<b>EMERGING MARKETS — 5.05%</b>			Legg Mason BW Global Income Opportunities Fund Inc.		
Aberdeen Chile Fund, Inc.	37,308	333,160		10,100	<u>128,977</u>
Central Europe, Russia and Turkey Fund, Inc. (The)	36,221	883,430			
India Fund, Inc. (The)	100,517	2,625,504			

See accompanying notes to financial statements.

**CORNERSTONE TOTAL RETURN FUND, INC.****SCHEDULE OF INVESTMENTS – DECEMBER 31, 2017 (CONTINUED)**

Description	No. of Shares	Value	Description	No. of Shares	Value
<b>INCOME &amp; PREFERRED STOCK — 0.39%</b>			<b>UTILITY — 0.26%</b>		
Delaware Investments Dividend & Income Fund, Inc.	800	\$ 8,616	Duff & Phelps Global Utility Income Fund Inc.	37,064	\$ 575,233
LMP Capital and Income Fund Inc.	80,839	<u>1,127,704</u>	Gabelli Global Utility & Income Trust (The)	5,547	118,151
		<u>1,136,320</u>	Macquarie Global Infrastructure Total Return Fund Inc.	2,963	<u>76,386</u>
<b>NATURAL RESOURCES — 2.86%</b>					<u>769,770</u>
Adams Natural Resources Fund, Inc.	193,802	3,845,032	<b>TOTAL CLOSED-END FUNDS</b>		<u>56,308,401</u>
BlackRock Resources & Commodities Strategy Trust	467,817	<u>4,570,572</u>	<b>CONSUMER DISCRETIONARY — 10.36%</b>		
		<u>8,415,604</u>	Amazon.com, Inc. *	6,500	7,601,555
<b>OPTION ARBITRAGE/OPTIONS STRATEGIES — 0.11%</b>			Aptiv PLC	3,000	254,490
BlackRock Enhanced Equity Dividend Trust	2,600	23,998	Carnival Corporation	7,000	464,590
Voya Asia Pacific High Dividend Equity Income Fund	27,539	<u>288,609</u>	Charter Communications, Inc. *	3,500	1,175,860
		<u>312,607</u>	Comcast Corporation - Class A	103,000	4,125,150
<b>PACIFIC EX JAPAN — 0.13%</b>			Ford Motor Company	54,400	679,456
Korea Fund, Inc. (The)	8,957	<u>369,655</u>	General Motors Company	18,000	737,820
<b>REAL ESTATE — 2.40%</b>			Home Depot, Inc. (The)	25,000	4,738,250
Alpine Global Premier Properties Fund	400,001	2,696,007	Lowe's Companies, Inc.	17,000	1,579,980
CBRE Clarion Global Real Estate Income Fund	322,144	2,551,381	McDonald's Corporation	16,600	2,857,192
RMR Real Estate Income Fund	94,097	<u>1,796,312</u>	Netflix, Inc. *	9,000	1,727,640
		<u>7,043,700</u>	Newell Brands Inc.	11,000	339,900
<b>SECTOR EQUITY — 0.56%</b>			Royal Caribbean Cruises Ltd.	4,500	536,760
Gabelli Healthcare & Wellness <sup>Rx</sup> Trust	134,741	1,391,875	Starbucks Corporation	30,000	1,722,900
Nuveen Real Asset Income and Growth Fund	14,341	<u>255,270</u>	Time Warner, Inc.	7,000	640,290
		<u>1,647,145</u>	TJX Companies, Inc. (The)	9,000	688,140
			Twenty-First Century Fox, Inc.	8,500	290,020
			Yum! Brands, Inc.	3,500	<u>285,635</u>
					<u>30,445,628</u>

See accompanying notes to financial statements.

**CORNERSTONE TOTAL RETURN FUND, INC.****SCHEDULE OF INVESTMENTS – DECEMBER 31, 2017 (CONTINUED)**

Description	No. of Shares	Value	Description	No. of Shares	Value
<b>CONSUMER STAPLES — 6.81%</b>			<b>ENERGY (CONTINUED)</b>		
Altria Group, Inc.	29,000	\$ 2,070,890	Occidental Petroleum Corporation	10,900	\$ 802,894
British American Tobacco p.l.c. - ADR	7,364	493,314	Pioneer Natural Resources Company	2,000	345,700
Clorox Company (The)	2,000	297,480			<u>10,867,694</u>
Constellation Brands, Inc.	4,000	914,280	<b>EXCHANGE-TRADED FUNDS — 1.82%</b>		
Costco Wholesale Corporation	7,000	1,302,840	iShares Core S&P 500 ETF	10,000	2,688,500
CVS Health Corporation	15,000	1,087,500	SPDR S&P 500 ETF Trust	10,000	2,668,600
Estée Lauder Companies Inc. (The) - Class A	7,000	890,680			<u>5,357,100</u>
Kellogg Company	5,000	339,900	<b>FINANCIALS — 11.74%</b>		
Kraft Heinz Company (The)	8,000	622,080	Allstate Corporation (The)	8,000	837,680
Kroger Company (The)	14,000	384,300	Aon plc	7,000	938,000
Lamb Weston Holdings, Inc.	1	56	Bank of America Corporation	131,000	3,867,120
Mondelez International, Inc.	23,000	984,400	Bank of New York Mellon Corporation (The)	21,000	1,131,060
Monster Beverage Corporation *	8,000	506,320	BB&T Corporation	12,000	596,640
PepsiCo, Inc.	28,000	3,357,760	BlackRock, Inc. - Class A	3,000	1,541,130
Philip Morris International Inc.	20,000	2,113,000	Brighthouse Financial, Inc. *	1	59
Procter & Gamble Company (The)	24,000	2,205,120	Citigroup Inc.	40,700	3,028,487
Sysco Corporation	12,000	728,760	CME Group Inc.	4,000	584,200
Tyson Foods, Inc.	5,000	405,350	Goldman Sachs Group, Inc. (The)	7,000	1,783,320
Walgreens Boots Alliance, Inc.	18,000	<u>1,307,160</u>	Intercontinental Exchange, Inc.	10,000	705,600
		<u>20,011,190</u>	JPMorgan Chase & Co.	76,000	8,127,440
<b>ENERGY — 3.70%</b>			Loews Corporation	6,000	300,180
Chevron Corporation	25,000	3,129,750	Marsh & McLennan Companies, Inc.	10,000	813,900
Concho Resources Inc. *	2,000	300,440	MetLife, Inc.	14,000	707,840
ConocoPhillips	17,000	933,130	Moody's Corporation	4,000	590,440
Devon Energy Corporation	7,500	310,500	Morgan Stanley	30,500	1,600,335
EOG Resources, Inc.	8,000	863,280	PNC Financial Services Group, Inc. (The)	10,000	1,442,900
Exxon Mobil Corporation	50,000	4,182,000	S&P Global Inc.	6,000	1,016,400
			State Street Corporation	8,000	780,880

See accompanying notes to financial statements.

**CORNERSTONE TOTAL RETURN FUND, INC.****SCHEDULE OF INVESTMENTS – DECEMBER 31, 2017 (CONTINUED)**

Description	No. of Shares	Value	Description	No. of Shares	Value
<b>FINANCIALS (CONTINUED)</b>			<b>INDUSTRIALS — 8.40%</b>		
U.S. Bancorp	23,000	\$ 1,232,340	3M Company	9,000	\$ 2,118,330
Wells Fargo & Company	47,000	<u>2,851,490</u>	Boeing Company (The)	12,000	3,538,920
		<u>34,477,441</u>	CSX Corporation	20,900	1,149,709
<b>HEALTH CARE — 12.07%</b>			Cummins Inc.	2,000	353,280
Abbott Laboratories	21,000	1,198,470	Delta Air Lines, Inc	15,000	840,000
AbbVie Inc.	45,000	4,351,950	FedEx Corporation	5,500	1,372,470
Aetna Inc.	7,000	1,262,730	Deere & Company	6,000	939,060
Allergan plc	1,900	310,802	Eaton Corporation plc	6,000	474,060
Amgen Inc.	20,000	3,478,000	General Dynamics Corporation	5,000	1,017,250
Baxter International Inc.	11,000	711,040	Honeywell International Inc.	11,000	1,686,960
Becton, Dickinson and Company	5,000	1,070,300	Illinois Tool Works Inc.	6,500	1,084,525
Boston Scientific Corporation *	27,000	669,330	Ingersoll-Rand Plc	4,000	356,760
Celgene Corporation *	16,000	1,669,760	Lockheed Martin Corporation	4,000	1,284,200
Danaher Corporation	9,000	835,380	Northrop Grumman Corporation	4,000	1,227,640
Eli Lilly and Company	17,000	1,435,820	Republic Services, Inc.	4,000	270,440
Express Scripts Holding Company *	13,000	970,320	Roper Technologies, Inc.	2,500	647,500
Gilead Sciences, Inc.	8,000	573,120	Southwest Airlines Co.	12,000	785,400
Humana Inc.	3,000	744,210	Union Pacific Corporation	16,000	2,145,600
Johnson & Johnson	42,000	5,868,240	United Parcel Service, Inc.	10,100	1,203,415
McKesson Corporation	2,000	311,900	United Technologies Corporation	11,000	1,403,270
Medtronic Plc	19,000	1,534,250	Waste Management, Inc.	9,000	<u>776,700</u>
Mylan N.V. *	8,000	338,480			<u>24,675,489</u>
Regeneron Pharmaceuticals, Inc. *	2,000	751,920	<b>INFORMATION TECHNOLOGY — 20.93%</b>		
Stryker Corporation	6,000	929,040	Adobe Systems Incorporated *	10,000	1,752,400
Thermo Fisher Scientific Inc.	8,000	1,519,040	Alphabet Inc. - Class C *	7,002	7,326,893
UnitedHealth Group Incorporated	19,000	4,188,740	Amphenol Corporation	8,000	702,400
Vertex Pharmaceuticals Incorporated *	5,000	<u>749,300</u>	Analog Devices, Inc.	10,500	934,815
		<u>35,472,142</u>	Apple Inc.	57,000	9,646,110
			Applied Materials, Inc.	27,000	1,380,240
			Broadcom Limited	8,000	2,055,200

See accompanying notes to financial statements.

**CORNERSTONE TOTAL RETURN FUND, INC.****SCHEDULE OF INVESTMENTS – DECEMBER 31, 2017 (CONCLUDED)**

Description	No. of Shares	Value	Description	No. of Shares	Value
<b>INFORMATION TECHNOLOGY (CONTINUED)</b>			<b>UTILITIES — 1.43%</b>		
Corning Incorporated	19,000	\$ 607,810	American Electric Power Company, Inc.	10,000	\$ 735,700
Electronic Arts Inc. *	6,000	630,360	DTE Energy Company	4,000	437,840
Facebook, Inc. - Class A *	60,000	10,587,600	Edison International	4,500	284,580
Intel Corporation	95,200	4,394,432	NextEra Energy, Inc.	9,000	1,405,710
Intuit Inc.	5,000	788,900	PG&E Corporation	7,000	313,810
Mastercard Incorporated	19,000	2,875,840	Sempra Energy	5,000	534,600
Microsoft Corporation	72,400	6,193,096	Xcel Energy Inc.	10,500	<u>505,155</u>
NVIDIA Corporation	11,000	2,128,500			<u>4,217,395</u>
Oracle Corporation	60,700	2,869,896	<b>TOTAL EQUITY SECURITIES</b>		
TE Connectivity Ltd.	8,000	760,320	(cost - \$257,099,674)		<u>291,065,690</u>
Texas Instruments Incorporated	20,000	2,088,800	<b>SHORT-TERM INVESTMENT — 1.70%</b>		
Visa, Inc. - Class A	33,100	<u>3,774,062</u>	<b>MONEY MARKET FUND — 1.70%</b>		
		<u>61,497,674</u>	Fidelity Institutional Money Market Government Portfolio - Class I, 1.15%^		
<b>MATERIALS — 1.56%</b>			(cost - \$5,001,411)	5,001,411	<u>5,001,411</u>
Air Products and Chemicals, Inc.	3,000	492,240	<b>TOTAL INVESTMENTS — 100.77%</b>		
DowDuPont Inc.	30,820	2,195,001	(cost - \$262,101,085)		<u>296,067,101</u>
Ecolab Inc.	4,000	536,720	<b>LIABILITIES IN EXCESS OF OTHER ASSETS — (0.77)%</b>		<u>(2,274,661)</u>
Monsanto Company	5,000	583,900	<b>NET ASSETS — 100.00%</b>		<u>\$293,792,440</u>
Praxair, Inc.	5,000	<u>773,400</u>			
		<u>4,581,261</u>			
<b>REAL ESTATE — 0.44%</b>					
American Tower Corporation	9,000	<u>1,284,030</u>			
<b>TELECOMMUNICATION SERVICES — 0.64%</b>					
AT&T, Inc.	48,103	<u>1,870,245</u>			

\* Non-income producing security.

^ The rate shown is the 7-day effective yield as of December 31, 2017.

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**CORNERSTONE TOTAL RETURN FUND, INC.****STATEMENT OF ASSETS AND LIABILITIES – DECEMBER 31, 2017**

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**ASSETS**

Investments, at value (cost – \$262,101,085) (Notes B and C)	\$296,067,101
Cash	71,898
Receivables:	
Investments sold	453,658
Dividends	798,733
Prepaid expenses	<u>2,445</u>
Total Assets	<u>297,393,835</u>

**LIABILITIES**

Payables:	
Investments purchased	3,222,749
Investment management fees (Note D)	253,909
Directors' fees and expenses	20,889
Administration fees (Note D)	17,267
Other accrued expenses	<u>86,581</u>
Total Liabilities	<u>3,601,395</u>

NET ASSETS (applicable to 22,293,496 shares of common stock) \$293,792,440

NET ASSET VALUE PER SHARE ( $\$293,792,440 \div 22,293,496$ ) \$ 13.18

**NET ASSETS CONSISTS OF**

Common stock, \$0.01 par value; 22,293,496 shares issued and outstanding (50,000,000 shares authorized)	\$ 222,935
Paid-in Capital	259,611,788
Accumulated net realized loss on investments	(8,299)
Net unrealized appreciation in value of investments	<u>33,966,016</u>
Net assets applicable to shares outstanding	<u>\$293,792,440</u>

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**CORNERSTONE TOTAL RETURN FUND, INC.**  
**STATEMENT OF OPERATIONS – FOR THE YEAR ENDED DECEMBER 31, 2017**

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**INVESTMENT INCOME**

Income:

Dividends \$ 4,664,732

Expenses:

Investment management fees (Note D) 2,103,752

Administration fees (Note D) 161,593

Directors' fees and expenses 84,950

Accounting fees 51,124

Transfer agent fees 40,800

Legal and audit fees 39,555

Printing 38,829

Custodian fees 33,999

Insurance 8,959

Stock exchange listing fees 7,118

Miscellaneous 4,484

Total Expenses 2,575,163

Net Investment Income 2,089,569

**NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS**

Net realized gain from investments 19,262,733

Capital gain distributions from regulated investment companies 2,116,728

Net change in unrealized appreciation in value of investments 20,873,231

Net realized and unrealized gain on investments 42,252,692

NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS \$ 44,342,261

**CORNERSTONE TOTAL RETURN FUND, INC.**  
**STATEMENTS OF CHANGES IN NET ASSETS**

	<u>For the Year Ended December 31,</u>	
	<u>2017</u>	<u>2016</u>
<b>INCREASE IN NET ASSETS</b>		
Operations:		
Net investment income	\$ 2,089,569	\$ 1,334,655
Net realized gain from investments	21,379,461	9,322,275
Net change in unrealized appreciation in value of investments	<u>20,873,231</u>	<u>(621,155)</u>
Net increase in net assets resulting from operations	<u>44,342,261</u>	<u>10,035,775</u>
Dividends and distributions to stockholders (Note B):		
Net investment income	(1,971,478)	(1,273,915)
Net realized gains	(21,504,419)	(9,344,509)
Return-of-capital	<u>(20,863,908)</u>	<u>(18,258,684)</u>
Total dividends and distributions to stockholders	<u>(44,339,805)</u>	<u>(28,877,108)</u>
Common stock transactions:		
Proceeds from rights offering of 8,798,352 and 5,196,240 shares of newly issued common stock, respectively	117,985,900	71,136,525
Offering expenses associated with rights offering	(130,983)	(109,436)
Proceeds from 430,414 and 207,514 shares newly issued in reinvestment of dividends and distributions, respectively	<u>5,598,165</u>	<u>2,819,947</u>
Net increase in net assets from common stock transactions	<u>123,453,082</u>	<u>73,847,036</u>
Total increase in net assets	<u>123,455,538</u>	<u>55,005,703</u>
<b>NET ASSETS</b>		
Beginning of year	<u>170,336,902</u>	<u>115,331,199</u>
End of year	<u>\$293,792,440</u>	<u>\$170,336,902</u>

See accompanying notes to financial statements.

**CORNERSTONE TOTAL RETURN FUND, INC.****FINANCIAL HIGHLIGHTS**

Contained below is per share operating performance data for a share of common stock outstanding, total investment return, ratios to average net assets and other supplemental data for each year indicated. This information has been derived from information provided in the financial statements and market price data for the Fund's shares.

	For the Years Ended December 31,				
	2017	2016	2015	2014*	2013*
<b>PER SHARE OPERATING PERFORMANCE</b>					
Net asset value, beginning of year	\$ 13.04	\$ 15.05	\$ 18.69	\$ 20.56	\$ 20.36
Net investment income #	0.13	0.15	0.14	0.16	0.24
Net realized and unrealized gain/(loss) on investments	2.40	0.83	(0.25)	2.15	3.76
Net increase/(decrease) in net assets resulting from operations	2.54	0.98	(0.11)	2.31	4.00
Dividends and distributions to stockholders:					
Net investment income	(0.12)	(0.15)	(0.14)	(0.16)	(0.92)
Net realized capital gain	(1.33)	(1.08)	(0.30)	(0.82)	(0.80)
Return-of-capital	(1.29)	(2.12)	(3.54)	(3.20)	(2.64)
Total dividends and distributions to stockholders	(2.75)	(3.35)	(3.98)	(4.18)	(4.36)
Common stock transactions:					
Anti-dilutive effect due to shares issued:					
Rights offering	0.35	0.36	0.45	—	0.56
Reinvestment of dividends and distributions	0.00 <sup>+</sup>	0.00 <sup>+</sup>	0.00 <sup>+</sup>	0.00 <sup>+</sup>	0.00 <sup>+</sup>
Total common stock transactions	0.35	0.36	0.45	0.00 <sup>+</sup>	0.56
Net asset value, end of year	\$ 13.18	\$ 13.04	\$ 15.05	\$ 18.69	\$ 20.56
Market value, end of year	\$ 15.29	\$ 15.07	\$ 16.89	\$ 19.41	\$ 24.20
Total investment return <sup>(a)</sup>	25.13%	13.88%	10.28%	(0.68)%	40.08%
<b>RATIOS/SUPPLEMENTAL DATA</b>					
Net assets, end of year (000 omitted)	\$293,792	\$170,337	\$115,331	\$ 83,678	\$ 89,147
Ratio of expenses to average net assets, net of fee waivers and fees paid indirectly, if any <sup>(b)</sup>	1.22%	1.33%	1.35%	1.44%	1.46%
Ratio of expenses to average net assets, excluding fee waivers and fees paid indirectly, if any <sup>(b)</sup>	1.22%	1.33%	1.35%	1.44%	1.46%
Ratio of net investment income to average net assets <sup>(c)</sup>	0.99%	1.12%	0.86%	0.84%	1.13%
Portfolio turnover rate	71%	64%	53%	32%	48%

\* Effective December 29, 2014, a reverse split of 1:4 occurred. All per share amounts have been restated according to the terms of the reverse split.

# Based on average shares outstanding.

+ Amount rounds to less than \$0.01 per share.

(a) Total investment return at market value is based on the changes in market price of a share during the period and assumes reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividend reinvestment plan. Total investment return does not reflect brokerage commissions.

(b) Expenses do not include expenses of investments companies in which the Fund invests.

(c) Recognition of net investment income/(loss) by the Fund may be affected by the timing of the declaration of dividends, if any, by investment companies in which the Fund invests.

See accompanying notes to financial statements.

**NOTE A. ORGANIZATION**

Cornerstone Total Return Fund, Inc. (the “Fund”) was incorporated in New York on March 16, 1973 and commenced investment operations on May 15, 1973. Its investment objective is to seek capital appreciation with current income as a secondary objective. The Fund is registered under the Investment Company Act of 1940, as amended, as a closed-end, diversified management investment company. As an investment company, the Fund follows the accounting and reporting guidance of the Financial Accounting Standards Board Accounting Standards Codification Topic 946 “Financial Services – Investment Companies”.

**NOTE B. SIGNIFICANT ACCOUNTING POLICIES**

**Management Estimates:** The Fund is an investment company that applies the accounting and reporting guidance issued in Topic 946 by the U.S. Financial Accounting Standards Board. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make certain estimates and assumptions that may affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

**Subsequent Events:** The Fund has evaluated the need for additional disclosures and/or adjustments resulting from subsequent events through the date its financial statements were issued. Based on this evaluation, no additional disclosures or adjustments were required to such financial statements.

**Portfolio Valuation:** Investments are stated at value in the accompanying financial statements. Readily marketable portfolio securities listed on the New York Stock Exchange (“NYSE”) are valued, except as indicated below, at the last sale price reflected on the consolidated tape at the close of the NYSE on the business day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the closing bid and asked prices on such

day. If no bid or asked prices are quoted on such day or if market prices may be unreliable because of events occurring after the close of trading, then the security is valued by such method as the Board of Directors shall determine in good faith to reflect its fair market value. Readily marketable securities not listed on the NYSE but listed on other domestic or foreign securities exchanges are valued in a like manner. Portfolio securities traded on more than one securities exchange are valued at the last sale price on the business day as of which such value is being determined as reflected on the consolidated tape at the close of the exchange representing the principal market for such securities. Securities trading on the Nasdaq Stock Market, Inc. (“NASDAQ”) are valued at the NASDAQ Official Closing Price.

Readily marketable securities traded in the over-the-counter market, including listed securities whose primary market is believed by Cornerstone Advisors, Inc. (the “Investment Manager” or “Cornerstone”) to be over-the-counter, are valued at the mean of the current bid and asked prices as reported by the NASDAQ or, in the case of securities not reported by the NASDAQ or a comparable source, as the Board of Directors deem appropriate to reflect their fair market value. Where securities are traded on more than one exchange and also over-the-counter, the securities will generally be valued using the quotations the Board of Directors believes reflect most closely the value of such securities. At December 31, 2017 the Fund held no securities valued in good faith by the Board of Directors.

The net asset value per share of the Fund is calculated weekly and on the last business day of the month with the exception of those days on which the NYSE is closed.

The Fund is exposed to financial market risks, including the valuations of its investment portfolio. During the year ended December 31, 2017, the Fund did not invest in derivative instruments or engage in hedging activities.

**Investment Transactions and Investment Income:** Investment transactions are accounted for on the trade date. The cost of investments sold is determined by use of the specific identification method for both financial reporting and income tax purposes. Interest income is recorded on an accrual basis; dividend income is recorded on the ex-dividend date.

**Risks Associated with Investments in Other Closed-end Funds:** Closed-end investment companies are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the closed-end investment company, will bear its pro rata portion of the closed-end investment company's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.

**Taxes:** No provision is made for U.S. federal income or excise taxes as it is the Fund's intention to continue to qualify as a regulated investment company and to make the requisite distributions to its stockholders which will be sufficient to relieve it from all or substantially all U.S. federal income and excise taxes.

The Accounting for Uncertainty in Income Taxes Topic of the FASB Accounting Standards Codification defines the threshold for recognizing the benefits of tax-return positions in the financial statements as "more-likely-than-not" to be sustained by the taxing authority and requires measurement of a tax position meeting the more-likely-than-not criterion, based on the largest benefit that is more than 50 percent likely to be realized. The Fund's policy is to classify interest and penalties associated with underpayment of federal and state income taxes, if any, as income tax expense on its Statement of Operations. As of December 31, 2017, the Fund does not have any interest or penalties associated with the underpayment of any income taxes. Management reviewed any uncertain tax positions for open tax years 2014 through 2016, and for the year ended December 31, 2017. There was no material impact to the financial statements.

**Distributions to Stockholders:** Effective January 2002, the Fund initiated a fixed, monthly distribution to stockholders. On November 29, 2006, this distribution policy was updated to provide for the annual resetting of the monthly distribution amount per share based on the Fund's net asset value on the last business day in each October. The terms of the distribution policy will be reviewed and approved at least annually by the Fund's Board of Directors and can be modified at their discretion. To the extent that these distributions exceed the current earnings of the Fund, the balance will be generated from sales of portfolio securities held by the Fund, which will either be short-term or long-term capital gains, or a tax-free return-of-capital. To the extent these distributions are not represented by net investment income and capital gains, they will not represent yield or investment return on the Fund's investment portfolio. The Fund plans to maintain this distribution policy even if regulatory requirements would make part of a return-of-capital, necessary to maintain the distribution, taxable to stockholders and to disclose that portion of the distribution that is classified as ordinary income. Although it has no current intention to do so, the Board may terminate this distribution policy at any time and such termination may have an adverse effect on the market price for the Fund's common shares. The Fund determines annually whether to distribute any net realized long-term capital gains in excess of net realized short-term capital losses, including capital loss carryovers, if any. To the extent that the Fund's taxable income in any calendar year exceeds the aggregate amount distributed pursuant to this distribution policy, an additional distribution may be made to avoid the payment of a 4% U.S. federal excise tax, and to the extent that the aggregate amount distributed in any calendar year exceeds the Fund's taxable income, the amount of that excess may constitute a return-of-capital for tax purposes. A return-of-capital distribution reduces the cost basis of an investor's shares in the Fund. Dividends and distributions to stockholders are recorded by the Fund on the ex-dividend date.

**Managed Distribution Risk:** Under the managed distribution policy, the Fund makes monthly distributions to stockholders at a rate that may include periodic distributions of its net income and net capital gains (“Net Earnings”), or from return-of-capital. If, for any fiscal year where total cash distributions exceeded Net Earnings (the “Excess”), the Excess would decrease the Fund’s total assets and, as a result, would have the likely effect of increasing the Fund’s expense ratio. There is a risk that the total Net Earnings from the Fund’s portfolio would not be great enough to offset the amount of cash distributions paid to Fund stockholders. If this were to be the case, the Fund’s assets would be depleted, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may have to sell a portion of its investment portfolio at a time when independent investment judgment might not dictate such action. Furthermore, such assets used to make distributions will not be available for investment pursuant to the Fund’s investment objective.

**NOTE C. FAIR VALUE**

As required by the Fair Value Measurement and Disclosures Topic of the FASB Accounting Standards Codification, the Fund has performed an analysis of all assets and liabilities measured at fair value to determine the significance and character of all inputs to their fair value determination.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into the following three broad categories.

- Level 1 – quoted unadjusted prices for identical instruments in active markets to which the Fund has access at the date of measurement.
- Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets. Level

2 inputs are those in markets for which there are few transactions, the prices are not current, little public information exists or instances where prices vary substantially over time or among brokered market makers.

- Level 3 – model derived valuations in which one or more significant inputs or significant value drivers are unobservable. Unobservable inputs are those inputs that reflect the Fund’s own assumptions that market participants would use to price the asset or liability based on the best available information.

The following is a summary of the inputs used as of December 31, 2017 in valuing the Fund’s investments carried at value:

Valuation Inputs	Investments in Securities	Other Financial Instruments*
Level 1 – Quoted Prices		
Equity Investments	\$ 291,065,690	\$ —
Short-Term Investments	5,001,411	—
Level 2 – Other Significant Observable Inputs	—	—
Level 3 – Significant Unobservable Inputs	—	—
Total	<u>\$ 296,067,101</u>	<u>\$ —</u>

\* Other financial instruments include futures, forwards and swap contracts.

The breakdown of the Fund’s investments into major categories is disclosed in its Schedule of Investments.

During the year ended December 31, 2017 the Fund did not have any transfers in and out of any Level.

The Fund did not have any assets or liabilities that were measured at fair value on a recurring basis using significant unobservable inputs (Level 3) at December 31, 2017.

It is the Fund’s policy to recognize transfers into and out of any Level at the end of the reporting period.

On October 13, 2016, the Securities and Exchange Commission (the “SEC”) adopted new rules and forms and amended existing rules and forms which are intended to modernize and enhance the reporting and disclosure of information by registered investment companies and to improve the quality of information that funds provide to investors, including modifications to Regulation S-X which would require standardized, enhanced disclosure about derivatives in investment company financial statements. The compliance dates of the other amendments and rules is April 2019 for larger fund groups and April 2020 for smaller fund groups. Management is currently evaluating the impacts to the financial statement disclosures.

**NOTE D. AGREEMENTS WITH AFFILIATES**

At December 31, 2017 certain officers of the Fund are also officers of Cornerstone or AST Fund Solutions, LLC (“AFS”). Such officers are paid no fees by the Fund for serving as officers of the Fund.

*Investment Management Agreement*

Cornerstone serves as the Fund’s Investment Manager with respect to all investments. As compensation for its investment management services, Cornerstone receives from the Fund an annual fee, calculated weekly and paid monthly, equal to 1.00% of the Fund’s average weekly net assets. For the year ended December 31, 2017 Cornerstone earned \$2,103,752 for investment management services.

*Administration Agreement*

Under the terms of the administration agreement, AFS supplies executive, administrative and regulatory services for the Fund. AFS supervises the preparation of reports to shareholders for the Fund, reports to and filings with the Securities and Exchange Commission and materials for meetings of the Board of Directors. For these services, the Fund pays AFS a monthly fee at an annual rate of 0.075% of its average daily net assets, subject to an annual minimum fee of \$50,000. AFS has agreed to

discount the annual minimum fee to \$30,000 and such discount will remain in place until an amended fee is agreed upon. For the year ended December 31, 2017, AFS earned \$161,593 as administrator.

**NOTE E. INVESTMENT IN SECURITIES**

For the year ended December 31, 2017, purchases and sales of securities, other than short-term investments, were \$231,505,284 and \$148,094,146, respectively.

**NOTE F. SHARES OF COMMON STOCK**

The Fund has 50,000,000 shares of common stock authorized and 22,293,496 shares issued and outstanding at December 31, 2017. Transactions in common stock for the year ended December 31, 2017 were as follows:

Shares at beginning of year	13,064,730
Shares newly issued from rights offering	8,798,352
Shares newly issued in reinvestment of dividends and distributions	<u>430,414</u>
Shares at end of year	<u>22,293,496</u>

**NOTE G. FEDERAL INCOME TAXES**

Income and capital gains distributions are determined in accordance with federal income tax regulations, which may differ from GAAP. These differences are primarily due to differing treatments of losses deferred due to wash sales.

The tax character of dividends and distributions paid to stockholders during the years ended December 31, 2017 and December 31, 2016 was as follows:

	<u>2017</u>	<u>2016</u>
Ordinary Income	\$ 8,431,880	\$ 2,137,494
Long-Term Capital Gains	15,044,017	8,480,930
Return-of-Capital	<u>20,863,908</u>	<u>18,258,684</u>
Total Distributions	<u>\$ 44,339,805</u>	<u>\$ 28,877,108</u>

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**CORNERSTONE TOTAL RETURN FUND, INC.**  
**NOTES TO FINANCIAL STATEMENTS (CONCLUDED)**

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At December 31, 2017, the components of accumulated earnings on a tax basis for the Fund were as follows:

Net unrealized appreciation	<u>\$ 33,957,716</u>
Total accumulated earnings	<u>\$ 33,957,716</u>

GAAP requires that certain components of net assets relating to permanent differences be reclassified between financial and tax reporting. These reclassifications have no effect on net assets or net asset value per share. For the year ended December 31, 2017, the Fund decreased accumulated net realized loss on investments by \$118,091 and decreased undistributed net investment income by \$118,091 on the Statement of Assets and Liabilities. Under current tax law, certain capital losses realized after October 31 within a taxable year may be deferred and treated as occurring on the first day of the following tax year ("Post-October losses"). The Fund incurred no such losses during the year ended December 31, 2017.

The following information is computed on a tax basis for each item as of December 31, 2017:

Cost of portfolio investments	<u>\$ 262,109,384</u>
Gross unrealized appreciation	\$ 37,590,800
Gross unrealized depreciation	<u>(3,633,084)</u>
Net unrealized appreciation	<u>\$ 33,957,716</u>

The difference between book-basis and tax-basis unrealized appreciation is attributable to the tax deferral of losses on wash sales.

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Shareholders and Board of Directors  
of Cornerstone Total Return Fund, Inc.**

### **OPINION ON THE FINANCIAL STATEMENTS**

We have audited the accompanying statement of assets and liabilities of Cornerstone Total Return Fund, Inc. (the “Fund”), including the schedule of investments, as of December 31, 2017, the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and financial highlights for each of the five years in the period then ended, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of Cornerstone Total Return Fund, Inc. as of December 31, 2017, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

### **BASIS FOR OPINION**

These financial statements are the responsibility of the Fund’s management. Our responsibility is to express an opinion on the Fund’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We have served as the Fund’s auditor since 2002.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Fund’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our procedures included confirmation of securities owned as of December 31, 2017 by correspondence with the custodian and brokers. We believe that our audits provide a reasonable basis for our opinion.

**TAIT, WELLER & BAKER LLP**

**Philadelphia, Pennsylvania  
February 15, 2018**

## 2017 TAX INFORMATION (UNAUDITED)

This notification along with Form 1099-DIV reflects the amount to be used by calendar year taxpayers on their U.S. federal income tax returns. As indicated in this notice, a portion of the Fund's distributions for 2017 were comprised of a return-of-capital; accordingly these distributions do **not** represent yield or investment return on the Fund's portfolio.

### SOURCES OF DIVIDENDS AND DISTRIBUTIONS (Per Share Amounts)

Payment Dates:	1/31/17	2/28/17	3/31/17	4/28/17	5/31/17	6/30/17
Ordinary Income <sup>(1)</sup>	\$ 0.0435	\$ 0.0435	\$ 0.0435	\$ 0.0435	\$ 0.0435	\$ 0.0435
Return-of-Capital <sup>(2)</sup>	0.1077	0.1077	0.1077	0.1077	0.1077	0.1077
Capital Gain <sup>(3)</sup>	0.0777	0.0777	0.0777	0.0777	0.0777	0.0777
Total	<u>\$ 0.2289</u>					

  

Payment Dates:	7/31/17	8/31/17	9/29/17	10/31/17	11/30/17	12/29/17
Ordinary Income <sup>(1)</sup>	\$ 0.0435	\$ 0.0435	\$ 0.0435	\$ 0.0435	\$ 0.0435	\$ 0.0435
Return-of-Capital <sup>(2)</sup>	0.1077	0.1077	0.1077	0.1077	0.1077	0.1077
Capital Gain <sup>(3)</sup>	0.0777	0.0777	0.0777	0.0777	0.0777	0.0777
Total	<u>\$ 0.2289</u>					

#### Notes:

- (1) **Ordinary Income Dividends** – This is the total per share amount of ordinary income dividends and short-term capital gain distributions (if applicable) included in the amount reported in Box 1a on Form 1099-DIV.
- (2) **Return-of-Capital** – This is the per share amount of return-of-capital, or sometimes called nontaxable, distributions reported in Box 3 – under the title “Nondividend distributions” – on Form 1099-DIV. This amount should not be reported as taxable income on your current return. Rather, it should be treated as a reduction in the original cost basis of your investment in the Fund.
- (3) **Capital Gains Distributions** – This is the total per share amount of capital gain distribution included in the amount reported in Box 2a on Form 1099-DIV.

The Fund has met the requirements to pass through 44.56% of its ordinary income dividends as qualified dividends, which are subject to a maximum federal tax rate of 23.8% (20% qualified dividends maximum long-term capital gain rate plus 3.8% Medicare tax). This is reported in Box 1b on Form 1099-DIV. Ordinary income dividends should be reported as dividend income on Form 1040. Please note that to utilize the lower tax rate for qualifying dividend income, stockholders generally must have held their shares in the Fund for at least 61 days during the 121 day period beginning 60 days before the ex-dividend date.

Long-term capital gain distributions arise from gains on securities held by the Fund for more than one year. They are subject to a maximum federal rate of 20% (23.8%, reflecting 3.8% Medicare tax on income exceeding certain threshold amounts).

Foreign stockholders will generally be subject to U.S. withholding tax on the amount of the actual ordinary income dividend paid by the Fund.

In general, distributions received by tax-exempt recipients (e.g., IRA's and Keoghs) need not be reported as taxable income for U.S. federal income tax purposes. However, some retirement trusts (e.g., corporate, Keogh and 403(b)(7) plans) may need this information for their annual information reporting.

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

**ADDITIONAL INFORMATION REGARDING THE FUND'S DIRECTORS  
AND CORPORATE OFFICERS (UNAUDITED)**

<b>Name and Address* (Birth Date)</b>	<b>Position(s) Held with Fund</b>	<b>Principal Occupation over Last 5 Years</b>	<b>Position with Fund Since</b>
Ralph W. Bradshaw** (Dec. 1950)	Chairman of the Board of Directors and President	President, Cornerstone Advisors, Inc.; Financial Consultant; President and Director of Cornerstone Strategic Value Fund, Inc.	2001
Robert E. Dean (Apr. 1951)	Director; Audit, Nominating and Corporate Governance Committee Member	Director, National Bank Holdings Corp.; Director of Cornerstone Strategic Value Fund, Inc.	2014
Edwin Meese III (Dec. 1931)	Director; Audit, Nominating and Corporate Governance Committee Member	Ronald Reagan Distinguished Fellow Emeritus, The Heritage Foundation Washington D.C.; Distinguished Visiting Fellow at the Hoover Institution, Stanford University; Director of Cornerstone Strategic Value Fund, Inc.	2001
Matthew W. Morris (May 1971)	Director; Audit, Nominating and Corporate Governance Committee Member	Chief Executive Officer, Stewart Information Services Corporation, Director of Cornerstone Strategic Value Fund, Inc.	2017
Scott B. Rogers (July 1955)	Director; Audit, Nominating and Corporate Governance Committee Member	Director, Board of Health Partners, Inc.; Chief Executive Officer, Asheville Buncombe Community Christian Ministry ("ABCCM"); President, ABCCM Doctor's Medical Clinic; Member of North Carolina Governor's Council on Homelessness (from July 2014); Director of Cornerstone Strategic Value Fund, Inc.	2001
Andrew A. Strauss (Nov. 1953)	Director; Chairman of Nominating and Corporate Governance Committee and Audit Committee Member	Attorney and senior member of Strauss & Associates, P.A., Attorneys; Director of Cornerstone Strategic Value Fund, Inc.	2001

**ADDITIONAL INFORMATION REGARDING THE FUND'S DIRECTORS  
AND CORPORATE OFFICERS (UNAUDITED) (CONCLUDED)**

<b>Name and Address* (Birth Date)</b>	<b>Position(s) Held with Fund</b>	<b>Principal Occupation over Last 5 Years</b>	<b>Position with Fund Since</b>
Glenn W. Wilcox, Sr. (Dec. 1931)	Director; Chairman of Audit Committee, Nominating and Corporate Governance Committee Member	Chairman of the Board of Tower Associates, Inc.; Chairman of the Board of Wilcox Travel Agency, Inc.; Director of Champion Industries, Inc.; Director of Cornerstone Strategic Value Fund, Inc.	2001
Gary A. Bentz (June 1956)	Chief Compliance Officer, Secretary, and Assistant Treasurer	Chairman and Chief Financial Officer of Cornerstone Advisors, Inc.; Financial Consultant, C.P.A., Chief Compliance Officer, Secretary, and Assistant Treasurer of Cornerstone Strategic Value Fund, Inc.	2004, 2008, 2009
Frank J. Maresca (Oct. 1958)	Treasurer	Executive Vice President of AST Fund Solutions, LLC; Treasurer of The Asia Pacific Fund, Inc. (since July 2016); Treasurer of Cornerstone Strategic Value Fund, Inc. (since April 2013)	2013

\* The mailing address of each Director and/or Officer with respect to the Fund's operation is 48 Wall Street, 22nd floor, New York, NY 10005.

\*\* Designates a director who is an "interested person" of the Fund as defined by the Investment Company Act of 1940, as amended. Mr. Bradshaw is an interested person of the Fund by virtue of his current position with the Investment Adviser of the Fund.

## DESCRIPTION OF DIVIDEND REINVESTMENT PLAN (UNAUDITED)

Cornerstone Total Return Fund, Inc. (the “Fund”) operates a Dividend Reinvestment Plan (the “Plan”), administered by American Stock Transfer & Trust Company, LLC (the “Agent”), pursuant to which the Fund’s income dividends or capital gains or other distributions (each, a “Distribution” and collectively, “Distributions”), net of any applicable U.S. withholding tax, are reinvested in shares of the Fund.

Stockholders automatically participate in the Fund’s Plan, unless and until an election is made to withdraw from the Plan on behalf of such participating stockholder. Stockholders who do not wish to have Distributions automatically reinvested should so notify the Agent at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Under the Plan, the Fund’s Distributions to stockholders are reinvested in full and fractional shares as described below.

When the Fund declares a Distribution the Agent, on the stockholder’s behalf, will (i) receive additional authorized shares from the Fund either newly issued or repurchased from stockholders by the Fund and held as treasury stock (“Newly Issued Shares”) or (ii) purchase outstanding shares on the open market, on the NYSE American or elsewhere, with cash allocated to it by the Fund (“Open Market Purchases”).

The method for determining the number of Newly Issued Shares received when Distributions are reinvested will be determined by dividing the amount of the Distribution either by the Fund’s last reported net asset value per share or by a price equal to the average closing price of the Fund over the five trading days preceding the payment date of the Distribution, whichever is lower. However, if the last reported net asset value of the Fund’s shares is higher than the average closing price of the Fund over the five trading days preceding the payment date of the Distribution (i.e., the Fund is selling at a discount), shares may be acquired by the Agent in Open Market Purchases and allocated to the reinvesting stockholders based on the average cost of such Open Market Purchases. Upon notice from

the Fund, the Agent will receive the distribution in cash and will purchase shares of common stock in the open market, on the NYSE American or elsewhere, for the participants’ accounts, except that the Agent will endeavor to terminate purchases in the open market and cause the Fund to issue the remaining shares if, following the commencement of the purchases, the market value of the shares, including brokerage commissions, exceeds the net asset value at the time of valuation. These remaining shares will be issued by the Fund at a price equal to the net asset value at the time of valuation.

In a case where the Agent has terminated open market purchases and caused the issuance of remaining shares by the Fund, the number of shares received by the participant in respect of the cash dividend or distribution will be based on the weighted average of prices paid for shares purchased in the open market, including brokerage commissions, and the price at which the Fund issues the remaining shares. To the extent that the Agent is unable to terminate purchases in the open market before the Agent has completed its purchases, or remaining shares cannot be issued by the Fund because the Fund declared a dividend or distribution payable only in cash, and the market price exceeds the net asset value of the shares, the average share purchase price paid by the Agent may exceed the net asset value of the shares, resulting in the acquisition of fewer shares than if the dividend or distribution had been paid in shares issued by the Fund.

Whenever the Fund declares a Distribution and the last reported net asset value of the Fund’s shares is higher than its market price, the Agent will apply the amount of such Distribution payable to Plan participants of the Fund in Fund shares (less such Plan participant’s pro rata share of brokerage commissions incurred with respect to Open Market Purchases in connection with the reinvestment of such Distribution) to the purchase on the open market of Fund shares for such Plan participant’s account. Such purchases will be made on or after the payable date for such Distribution, and in no event more than 30 days after such date except where

## DESCRIPTION OF DIVIDEND REINVESTMENT PLAN (UNAUDITED) (CONCLUDED)

temporary curtailment or suspension of purchase is necessary to comply with applicable provisions of federal securities laws. The Agent may aggregate a Plan participant's purchases with the purchases of other Plan participants, and the average price (including brokerage commissions) of all shares purchased by the Agent shall be the price per share allocable to each Plan participant.

Registered stockholders who do not wish to have their Distributions automatically reinvested should so notify the Fund in writing. If a stockholder has not elected to receive cash Distributions and the Agent does not receive notice of an election to receive cash Distributions prior to the record date of any Distribution, the stockholder will automatically receive such Distributions in additional shares.

Participants in the Plan may withdraw from the Plan by providing written notice to the Agent at least 30 days prior to the applicable Distribution payment date. The Agent will maintain all stockholder accounts in the Plan and furnish written confirmations of all transactions in the accounts, including information needed by stockholders for personal and tax records. The Agent will hold shares in the account of the Plan participant in non-certificated form in the name of the participant, and each stockholder's proxy will include those shares purchased pursuant to the Plan. The Agent will distribute all proxy solicitation materials to participating stockholders.

In the case of stockholders, such as banks, brokers or nominees, that hold shares for others who are beneficial owners participating in the Plan, the Agent will administer the Plan on the basis of the number of shares certified from time to time by the record stockholder as representing the total amount of shares registered in the stockholder's name and held for the account of beneficial owners participating in the Plan.

Neither the Agent nor the Fund shall have any responsibility or liability beyond the exercise of ordinary care for any action taken or omitted pursuant to the Plan, nor shall they have any duties, responsibilities or liabilities except such as expressly set forth herein. Neither shall they be liable hereunder for any act done in good faith or for any good faith omissions to act, including, without limitation, failure to terminate a participants account prior to receipt of written notice of his or her death or with respect to prices at which shares are purchased or sold for the participants account and the terms on which such purchases and sales are made, subject to applicable provisions of the federal securities laws.

The automatic reinvestment of Distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Distributions. The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan.

Participants may at any time sell some or all of their shares through the Agent. Shares may be sold via the internet at [www.amstock.com](http://www.amstock.com) or through the toll free number. Participants can also use the tear off portion attached to the bottom of their statement and mail the request to American Stock Transfer and Trust Company LLC, P.O. Box 922 Wall Street Station, New York, N.Y. 10269-0560. There is a fee of \$15.00 per transaction and commission of \$0.10 per share.

All correspondence concerning the Plan should be directed to the Agent at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Certain transactions can be performed online at [www.amstock.com](http://www.amstock.com) or by calling the toll-free number (866) 668-6558.

## **PROXY VOTING AND PORTFOLIO HOLDINGS INFORMATION (UNAUDITED)**

The policies and procedures that the Fund uses to determine how to vote proxies relating to its portfolio securities are available:

- without charge, upon request, by calling toll-free (866) 668-6558; and
- on the website of the Securities and Exchange Commission, <http://www.sec.gov>.

Information regarding how the Fund voted proxies relating to portfolio securities during the most recent period ended June 30, 2016 is available without charge, upon request, by calling toll-free (866) 668-6558, and on the SEC's website at <http://www.sec.gov> or on the Fund's website at [www.cornerstonetotalreturnfund.com](http://www.cornerstonetotalreturnfund.com) (See Form N-PX).

The Fund files a complete schedule of its portfolio holdings for the first and third quarters of its fiscal year with the SEC on Form N-Q. The Fund's Form N-Q is available on the SEC's website at <http://www.sec.gov> and may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the SEC's Public Reference Room may be obtained by calling toll-free 1-800-SEC-0330.

## **SUMMARY OF GENERAL INFORMATION (UNAUDITED)**

Cornerstone Total Return Fund, Inc. is a closed-end, diversified investment company whose shares trade on the NYSE American. Its investment objective is to seek capital appreciation with current income as a secondary objective. The Fund is managed by Cornerstone Advisors, Inc.

## **STOCKHOLDER INFORMATION (UNAUDITED)**

The Fund is listed on the NYSE American (symbol "CRF"). The previous week's net asset value per share, market price, and related premium or discount are available on the Fund's website at [www.cornerstonetotalreturnfund.com](http://www.cornerstonetotalreturnfund.com).

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*Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that Cornerstone Total Return Fund, Inc. may from time to time purchase shares of its common stock in the open market.*

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**CORNERSTONE TOTAL RETURN FUND, INC.**