

Form **8937**
 (December 2011)
 Department of the Treasury
 Internal Revenue Service

**Report of Organizational Actions
 Affecting Basis of Securities**

OMB No. 1545-2224

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Cornerstone Total Return Fund, Inc.		13-2737013	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Cornerstone Advisers, Inc.	(866)-668-6558	TaxInformation@astfundsolutions.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
c/o AST Fund Solutions, LLC, 48 Wall Street, 22nd Floor		New York, NY 10005	
8 Date of action		9 Classification and description	
February 12, 2018		Common Stock - Regulated Investment Company	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
21924U300	N/A	CRF	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **The Issuer paid monthly distributions to common shareholders from January 2017 to December 2017. A portion of each distribution constitutes a non-taxable return of capital.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The portion of the distribution that constitutes a non-taxable return of capital will decrease a U.S. taxpayers basis in the shares of the Issuer. The non-taxable return of capital is as follows:**

Distribution payable on:	Per Share Reduction of Basis in Common Stock	Distribution payable on:	Per Share Reduction of Basis in Common Stock
January 31, 2017	\$0.1077	July 31, 2017	\$0.1077
February 28, 2017	\$0.1077	August 31, 2017	\$0.1077
March 31, 2017	\$0.1077	September 29, 2017	\$0.1077
April 28, 2017	\$0.1077	October 31, 2017	\$0.1077
May 31, 2017	\$0.1077	November 30, 2017	\$0.1077
June 30, 2017	\$0.1077	December 29, 2017	\$0.1077

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Issuer's current and accumulated earnings were compared to distributions paid during the year ended December 31, 2017. The non-taxable return of capital ("ROC") represents the amount of distributions paid during the taxable year ended December 31, 2017 in excess of the Issuer's current and accumulated earnings and profits under IRC Section 316.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

Internal Revenue Code Sections 301, 316, 852

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

See Part II, Item 15 of this form for the per share amounts and dates of distributions impacted by this organizational action. This organizational action is reportable with respect to calendar year 2017.

This is a corrected return and has been posted to the Fund's primary public website within 45 days after determining facts that resulted in a different quantitative effect on basis from what was previously reported.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ _____ Date ▶ _____

Print your name ▶ **Frank J. Maresca** Title ▶ **Treasurer**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Leonard J. DiPietro, CPA	Signature on File	February 9, 2018		ON FILE
	Firm's name ▶ Tait Weller & Baker LLP			Firm's EIN ▶	ON FILE
	Firm's address ▶ 818 Market Street, Suite 2400, Philadelphia, PA 19103			Phone no.	ON FILE