

CORNERSTONE TOTAL RETURN FUND INC
Form N-CSRS
September 06, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-02363

Cornerstone Total Return Fund, Inc.

(Exact name of registrant as specified in charter)

200A Executive Drive, Edgewood, New York

11717

(Address of principal executive offices)

(Zip code)

Frank J. Maresca

AST Fund Solutions, LLC, 200A Executive Drive, Edgewood, New York 11717

(Name and address of agent for service)

Registrant's telephone number, including area code: (866) 668-6558

Date of fiscal year end: December 31, 2013

Date of reporting period: June 30, 2013

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. REPORTS TO STOCKHOLDERS.

Cornerstone Total

Return Fund, Inc.

Semi-Annual Report
June 30, 2013
(Unaudited)

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Cornerstone Total Return Fund, Inc.
Portfolio Summary – as of June 30, 2013 (unaudited)

SECTOR ALLOCATION

Sector	Percent of Net Assets
Closed-End Funds	27.3
Financials	12.6
Information Technology	12.4
Health Care	8.9
Consumer Discretionary	8.5
Energy	7.9
Consumer Staples	7.8
Industrials	7.1
Telecommunication Services	2.8
Materials	1.9
Utilities	1.9
Other	0.9

TOP TEN HOLDINGS, BY ISSUER

Holding	Sector	Percent of Net Assets
1. BlackRock Global Opportunities Equity Trust	Closed-End Funds	4.1
2. Wal-Mart Stores, Inc.	Consumer Staples	2.9
3. BlackRock International Growth and Income Trust	Closed-End Funds	2.8
4. Exxon Mobil Corporation	Energy	2.8
5. Wells Fargo & Company	Financials	2.7
6. Microsoft Corporation	Information Technology	2.4
7. JPMorgan Chase & Co.	Financials	2.3
8. Berkshire Hathaway Inc. - Class B	Financials	2.0
9. General Electric Company	Industrials	1.8
10. Johnson & Johnson	Health Care	1.8

Cornerstone Total Return Fund, Inc.
Schedule of Investments – June 30, 2013 (unaudited)

Description	No. of Shares	Value
EQUITY SECURITIES — 99.13%		
CLOSED-END FUNDS — 27.34%		
CONVERTIBLE SECURITIES — 0.33%		
Putnam High Income Securities Fund	21,395	\$169,021
CORE — 1.02%		
Adams Express Company (The)	16,290	194,991
Advent/Claymore Enhanced Growth & Income Fund	4	39
General American Investors Company, Inc.	10,260	327,704
		522,734
CORPORATE DEBT INVESTMENT GRADE-LEVERAGED — 1.87%		
Western Asset/Claymore Inflation-Linked Opportunities & Income Fund	54,047	640,457
Western Asset/Claymore Inflation-Linked Securities & Income Fund	26,332	314,931
		955,388
CORPORATE DEBT INVESTMENT GRADE-RATED — 0.99%		
Federated Enhanced Treasury Income Fund	11,217	145,933
Invesco Van Kampen Bond Fund	19,483	357,123
		503,056
DEVELOPED MARKET — 0.62%		
Aberdeen Israel Fund, Inc.	2,400	34,584
Singapore Fund, Inc. (The)	10,201	131,899
Swiss Helvetia Fund, Inc. (The)	12,300	151,536
		318,019
EMERGING MARKETS — 1.10%		
India Fund, Inc. (The)	27,000	517,590
Description	No. of Shares	Value
EMERGING MARKETS (continued)		
Turkish Investment Fund, Inc. (The)	2,900	\$46,081
		563,671
GENERAL & INSURED LEVERAGED — 1.80%		
Invesco Value Municipal Income Trust	21,816	310,878
Nuveen Dividend Advantage Municipal Fund 2	41,295	576,065
Western Asset Municipal Partners Fund, Inc.	2,100	31,311
		918,254
GENERAL BOND — 0.44%		
Nuveen Build America Bond Opportunity Fund	11,100	222,000
GLOBAL — 1.71%		
Alpine Global Dynamic Dividend Fund	38,759	178,291

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Clough Global Allocation Fund	9,798	148,636
Delaware Enhanced Global Dividend and Income Fund	34,702	403,584
Nuveen Global Value Opportunities Fund	11,196	144,540
		875,051
GLOBAL INCOME — 0.86%		
Nuveen Multi-Currency Short-Term Government Income Fund	39,014	437,347
INCOME & PREFERRED STOCK — 1.59%		
John Hancock Premium Dividend Fund	11,500	152,490
Nuveen Quality Preferred Income Fund 3	23,100	194,502
Zweig Total Return Fund, Inc. (The)	36,204	465,584
		812,576

See accompanying notes to financial statements.

Cornerstone Total Return Fund, Inc.
Schedule of Investments – June 30, 2013 (unaudited) (continued)

Description	No. of Shares	Value
OPTION ARBITRAGE/OPTIONS STRATEGIES — 8.94%		
AllianzGI International & Premium Strategy Fund	32,718	\$307,876
BlackRock Enhanced Equity Dividend Trust	90,200	686,422
BlackRock Global Opportunities Equity Trust	156,832	2,117,232
BlackRock International Growth and Income Trust	196,931	1,451,382
		4,562,912
PACIFIC EX JAPAN — 0.09%		
Taiwan Fund, Inc. (The)	2,900	47,125
REAL ESTATE — 0.70%		
Neuberger Berman Real Estate Securities Income Fund Inc.	73,524	355,121
SECTOR EQUITY — 5.28%		
BlackRock EcoSolutions Investment Trust	23,594	189,224
BlackRock Energy and Resources Trust	14,100	352,923
BlackRock Real Asset Equity Trust	66,980	582,056
BlackRock Utility and Infrastructure Trust	32,873	595,330
Petroleum & Resources Corporation	17,400	446,832
Reaves Utility Income Fund	20,796	527,595
		2,693,960
TOTAL CLOSED-END FUNDS		13,956,235
Description	No. of Shares	Value
CONSUMER DISCRETIONARY — 8.45%		
CBS Corporation - Class B	4,000	\$195,480
Comcast Corporation - Class A	9,012	377,423
Comcast Corporation - Special Class A	4,250	168,597
CST Brands, Inc. *	277	8,534
D.R. Horton, Inc.	2,500	53,200
DIRECTV *	3,000	184,860
Ford Motor Company	12,000	185,640
Gap, Inc. (The)	3,000	125,190
Home Depot, Inc. (The)	9,500	735,965
Lowe's Companies, Inc.	7,000	286,300
Macy's, Inc.	3,000	144,000
News Corporation - Class B *	2,500	82,050
NIKE, Inc. - Class B	4,000	254,720
Omnicom Group Inc.	2,000	125,740
Starbucks Corporation	3,000	196,470

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Time Warner Inc.	6,466	373,864
TJX Companies, Inc. (The)	4,000	200,240
Viacom Inc. - Class B	3,000	204,150
Walt Disney Company (The)	6,500	410,475
		4,312,898
CONSUMER STAPLES — 7.84%		
Altria Group, Inc.	7,000	244,930
Coca-Cola Company (The)	20,000	802,200
Colgate-Palmolive Company	7,000	401,030
Costco Wholesale Corporation	2,500	276,425
CVS Caremark Corporation	7,000	400,260
General Mills, Inc.	3,000	145,590
Kimberly-Clark Corporation	1,000	97,140
Kraft Foods Group, Inc.	1,000	55,870

See accompanying notes to financial statements.

Cornerstone Total Return Fund, Inc.
Schedule of Investments – June 30, 2013 (unaudited) (continued)

Description	No. of Shares	Value
CONSUMER STAPLES (continued)		
Mondelēz International, Inc. - Class A	3,000	\$85,590
Wal-Mart Stores, Inc.	20,000	1,489,800
		3,998,835
ENERGY — 7.87%		
Anadarko Petroleum Corporation	1,000	85,930
Chevron Corporation	6,000	710,040
ConocoPhillips	8,000	484,000
EOG Resources, Inc.	2,000	263,360
Exxon Mobil Corporation	16,000	1,445,600
Hess Corporation	2,000	132,980
Marathon Oil Corporation	4,900	169,442
Phillips 66	3,000	176,730
Schlumberger Limited	5,500	394,130
Valero Energy Corporation	2,500	86,925
Williams Companies, Inc. (The)	2,000	64,940
		4,014,077
FINANCIALS — 12.55%		
Allstate Corporation (The)	2,500	120,300
American Express Company	8,000	598,080
Aon plc	2,500	160,875
BB&T Corporation	4,500	152,460
Berkshire Hathaway Inc. - Class B *	9,000	1,007,280
BlackRock, Inc. - Class A	1,000	256,850
Capital One Financial Corporation	2,500	157,025
Chubb Corporation (The)	2,000	169,300
Discover Financial Services	4,000	190,560
Franklin Resources, Inc.	2,000	272,040
JPMorgan Chase & Co.	22,200	1,171,938
Marsh & McLennan Companies, Inc.	3,000	119,760
MetLife, Inc.	5,500	251,680

Description	No. of Shares	Value
FINANCIALS (continued)		
Prudential Financial, Inc.	2,000	\$146,060
SunTrust Banks, Inc.	5,000	157,850
Wells Fargo & Company	33,000	1,361,910
Weyerhaeuser Company	4,000	113,960
		6,407,928

HEALTH CARE — 8.94%

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Abbott Laboratories	10,000	348,800
AbbVie Inc.	6,000	248,040
Allergan, Inc.	2,000	168,480
Amgen Inc.	6,000	591,960
Baxter International, Inc.	1,200	83,124
Biogen Idec, Inc. *	2,000	430,400
Bristol-Myers Squibb Company	3,000	134,070
Celgene Corporation *	3,500	409,185
Cigna Corporation	2,000	144,980
Covidien plc	2,000	125,680
Eli Lilly & Company	4,500	221,040
Johnson & Johnson	10,500	901,530
McKesson Corporation	2,000	229,000
Pfizer, Inc.	16,462	461,101
Stryker Corporation	1,000	64,680
		4,562,070
INDUSTRIALS — 7.10%		
3M Company	3,000	328,050
Deere & Company	2,500	203,125
Emerson Electric Co.	4,000	218,160
General Electric Company	39,000	904,410
Honeywell International Inc.	4,000	317,360
Lockheed Martin Corporation	2,500	271,150
Precision Castparts Corporation	1,500	339,015
Union Pacific Corporation	2,500	385,700
United Parcel Service, Inc. - Class B	4,000	345,920

See accompanying notes to financial statements.

Cornerstone Total Return Fund, Inc.
Schedule of Investments – June 30, 2013 (unaudited) (concluded)

Description	No. of Shares	Value
INDUSTRIALS (continued)		
United Technologies Corporation	2,500	\$232,350
Waste Management, Inc.	2,000	80,660
		3,625,900
INFORMATION TECHNOLOGY — 12.40%		
Apple Inc.	2,000	792,160
Automatic Data Processing, Inc.	3,500	241,010
Cisco Systems, Inc.	20,000	486,200
eBay Inc. *	9,000	465,480
Google Inc. *	1,000	880,370
International Business Machines Corporation	3,000	573,330
Microsoft Corporation	36,000	1,243,080
Oracle Corporation	16,600	509,952
QUALCOMM Incorporated	5,000	305,400
Visa Inc. - Class A	4,000	731,000
Yahoo! Inc. *	4,000	100,440
		6,328,422
MATERIALS — 1.94%		
Air Products & Chemicals, Inc.	1,500	137,355
Dow Chemical Company (The)	4,000	128,680
Ecolab Inc.	2,000	170,380
E. I. du Pont de Nemours and Company	3,000	157,500
International Paper Company	2,300	101,913
Monsanto Company	3,000	296,400
		992,228
TELECOMMUNICATION SERVICES — 2.80%		
AT&T, Inc.	17,589	622,651
Verizon Communications, Inc.	16,000	805,440
		1,428,091
Description	No. of Shares	Value
UTILITIES — 1.90%		
AES Corporation (The)	4,600	\$55,154
Consolidated Edison, Inc.	1,500	87,465
NextEra Energy, Inc.	2,000	162,960
NiSource Inc.	2,000	57,280
Public Service Enterprises Group, Inc.	2,000	65,320
Sempra Energy	1,500	122,640
Southern Company (The)	6,000	264,780
Xcel Energy Inc.	5,500	155,870

		971,469
TOTAL EQUITY SECURITIES		
(cost - \$44,648,187)		50,598,153
SHORT-TERM INVESTMENTS — 1.06%		
MONEY MARKET FUNDS — 1.06%		
Fidelity Institutional Money Market Government Portfolio - Class I, 0.01%^ (cost		
- \$541,162)	541,162	541,162
TOTAL INVESTMENTS — 100.19%		
(cost - \$45,189,349)		51,139,315
LIABILITIES IN EXCESS OF OTHER ASSETS — (0.19)%		(96,018)
NET ASSETS — 100.00%		\$51,043,297

* Non-income producing security.

^ The rate shown is the 7-day effective yield as of June 30, 2013.

See accompanying notes to financial statements.

Cornerstone Total Return Fund, Inc.
Statement of Assets and Liabilities – June 30, 2013 (unaudited)

ASSETS

Investments, at value (cost – \$45,189,349) (Notes B and C)	\$	51,139,315
Receivables:		
Dividends		58,143
Prepaid expenses		5,983
Total Assets		51,203,441

LIABILITIES

Payables:		
Investments purchased		46,471
Investment management fees (Note D)		47,720
Directors' fees and expenses		12,053
Accounting fees (Note D)		6,636
Administration fees (Note D)		2,862
Other accrued expenses		44,402
Total Liabilities		160,144

NET ASSETS (applicable to 10,286,152 common shares of beneficial interest)	\$	51,043,297
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NET ASSET VALUE PER SHARE (\$51,043,297 ÷ 10,286,152)	\$	4.96
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NET ASSETS CONSISTS OF

Common stock, \$0.001 par value; 10,286,152 shares issued and outstanding (50,000,000 shares authorized)	\$	10,286
Paid-in Capital		45,090,169
Accumulated net realized loss on investments		(7,124)
Net unrealized appreciation in value of investments		5,949,966
Net assets applicable to shares outstanding	\$	51,043,297

See accompanying notes to financial statements.

Cornerstone Total Return Fund, Inc.
Statement of Operations – for the Six Months Ended June 30, 2013 (unaudited)

INVESTMENT INCOME

Income:

Dividends	\$921,190
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Expenses:

Investment management fees (Note D)	261,662
Administration fees (Note D)	23,741
Directors' fees and expenses	22,315
Legal and audit fees	20,805
Accounting fees (Note D)	19,310
Printing	19,255
Transfer agent fees	14,609
Custodian fees	4,960
Stock exchange listing fees	1,955
Insurance	1,806
Miscellaneous	7,126
Total Expenses	397,544
Net Investment Income	523,646

NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS

Net realized gain from investments	1,988,967
Net change in unrealized appreciation in value of investments	1,717,212
Net realized and unrealized gain on investments	3,706,179

NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$4,229,825
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See accompanying notes to financial statements.

Cornerstone Total Return Fund, Inc.
Statement of Changes in Net Assets

	For the Six Months Ended June 30, 2013 (Unaudited)	For the Year Ended December 31, 2012
INCREASE/(DECREASE) IN NET ASSETS		
Operations:		
Net investment income	\$523,646	\$307,812
Net realized gain from investments	1,988,967	1,735,167
Net change in unrealized appreciation in value of investments	1,717,212	2,522,710
Net increase in net assets resulting from operations	4,229,825	4,565,689
Dividends and distributions to stockholders (Note B):		
Net investment income	(523,646)	(2,042,979)
Net realized gains	(95,418)	—
Return-of-capital	(4,961,883)	(5,768,973)
Total dividends and distributions to stockholders	(5,580,947)	(7,811,952)
Common stock transactions:		
Proceeds from rights offering of 0 and 3,364,521 shares of newly issued common stock, respectively	—	17,932,897
Offering expenses associated with rights offering	—	(93,668)
Write-off of offering expenses associated with rights offerings	32,952	—
Proceeds from 152,913 and 181,473 shares newly issued in reinvestment of dividends and distributions, respectively	786,547	978,072
Net increase in net assets from common stock transactions	819,499	18,817,301
Total increase/(decrease) in net assets	(531,623)	15,571,038
NET ASSETS		
Beginning of period	51,574,920	36,003,882
End of period	\$51,043,297	\$51,574,920

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 period indicated. This information has been derived from information provided in the financial statements and market price data for the Fund's shares.

	For the Six Months Ended June 30, 2013 (Unaudited)	2012	For the Years Ended December 31,*				2008
			2011	2010	2009		
PER SHARE OPERATING PERFORMANCE							
Net asset value, beginning of period	\$5.09	\$5.47	\$6.65	\$7.19	\$7.75		\$17.00
Net investment income/(loss) #	0.05	0.05	0.02	(0.00)+	(0.02)		0.12
Net realized and unrealized gain/(loss) on investments	0.37	0.62	0.05	0.68	1.31		(5.64)
Net increase/(decrease) in net assets resulting from operations	0.42	0.67	0.07	0.68	1.29		(5.52)
Dividends and distributions to stockholders:							
Net investment income	(0.05)	(0.31)	(0.02)	—	—		(0.12)
Net realized capital gain	(0.01)	—	—	—	—		—
Return-of-capital	(0.49)	(0.86)	(1.32)	(1.46)	(1.90)		(3.77)
Total dividends and distributions to stockholders	(0.55)	(1.17)	(1.34)	(1.46)	(1.90)		(3.89)
Common stock transactions:							
Anti-dilutive effect due to shares issued:							
Rights offering	—	0.12	0.06	0.19	—		—
Reinvestment of dividends and distributions	0.00 +	0.00 +	0.03	0.05	0.05		0.16
Total anti-dilutive effect due to shares issued	0.00 +	0.12	0.09	0.24	0.05		0.16
Net asset value, end of period	\$4.96	\$5.09	\$5.47	\$6.65	\$7.19		\$7.75
Market value, end of period	\$6.98	\$5.35	\$5.97	\$7.88	\$10.29		\$7.60
Total investment return (a)	45.00 % (b)	11.16 %	(10.08)%	(10.28)%	66.98 %		(49.30)%

RATIOS/SUPPLEMENTAL
DATA

Net assets, end of period (000 omitted)	\$51,043		\$51,575		\$36,004		\$25,913		\$20,400		\$21,505	
Ratio of expenses to average net assets, net of fee waivers and fees paid indirectly, if any (c)	1.52	%(e)	1.73	%	1.88	%	2.33	%	2.76	%	1.67	%
Ratio of expenses to average net assets, excluding fee waivers and fees paid indirectly, if any (c)	1.52	%(e)	1.73	%	1.88	%	2.37	%	3.20	%	1.94	%
Ratio of net investment income/(loss) to average net assets (d)	2.00	%(e)	0.85	%	0.31	%	(0.04)	)%	(0.24)	)%	0.98	%
Portfolio turnover rate	27.26	%(b)	44.55	%	30.11	%	34.39	%	13.24	%	15.61	%

*Effective December 23, 2008, a reverse stock split of 1:2 occurred. All per share amounts have been restated according to the terms of the 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) Not annualized.

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

(d) 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.

(e) Annualized.

See accompanying notes to financial statements.

Cornerstone Total Return Fund, Inc.
Notes to Financial Statements (unaudited)

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.

NOTE B. SIGNIFICANT ACCOUNTING POLICIES

Management Estimates: 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 June 30, 2013 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 six

months ended June 30, 2013, 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.

Cornerstone Total Return Fund, Inc.
Notes to Financial Statements (unaudited) (continued)

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 June 30, 2013, 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 2009 through 2012, and for the six months ended June 30, 2013. 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

Cornerstone Total Return Fund, Inc.
Notes to Financial Statements (unaudited) (continued)

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 June 30, 2013 in valuing the Fund's investments carried at value:

Valuation Inputs	Investments in Securities	Other Financial Instruments*
Level 1 - Quoted Prices		
Equity Investments	\$50,598,153	\$—
Short-Term Investments	541,162	—
Level 2 - Other Significant Observable Inputs	—	—
Level 3 – Significant Unobservable Inputs	—	—
Total	\$51,139,315	\$—

* 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 six months ended June 30, 2013, 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 June 30, 2013.

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

In December 2011, FASB issued ASU No. 2011-11 related to disclosures about offsetting assets and liabilities. The amendments in this ASU require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. The ASU is currently effective. The guidance requires retrospective application for all comparative periods

Cornerstone Total Return Fund, Inc.
Notes to Financial Statements (unaudited) (continued)

presented. The Investment Manager has evaluated the impact ASU 2011-11 and believes that it does not have a material impact on the Fund's financial statements and disclosures.

NOTE D. AGREEMENTS WITH AFFILIATES

At June 30, 2013 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 six months ended June 30, 2013, Cornerstone earned \$261,662 for investment management services.

Administration Agreement

Through April 16, 2013, Ultimus Fund Solutions, LLC ("Ultimus") served as the administrator. Under the terms of the Administration Agreement, Ultimus supplied executive, administrative and regulatory services for the Fund. Ultimus supervised 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 paid Ultimus a monthly fee at an annual rate of 0.100% of its average daily net assets up to \$250 million and 0.075% of such assets in excess of \$250 million, subject to an annual minimum fee of \$50,000. For the period January 1 through April 16, 2013, Ultimus earned \$15,250 as administrator.

Effective April 17, 2013, AFS serves as the administrator. Under 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 \$30,000. For the period April 17 through June 30, 2013, AFS earned \$8,491 as administrator.

Fund Accounting Agreement

Under the terms of the Fund Accounting Agreement, Ultimus calculates the net asset value per share and maintains the financial books and records of the Fund. For the performance of these services, the Fund pays Ultimus a base fee of \$2,500 per month plus an asset based fee of 0.010% of the first \$500 million of average daily net assets and 0.005% of such assets in excess of \$500 million. In addition, the Fund pays out-of-pocket expenses including, but not limited to, postage, supplies and costs of pricing the Fund's portfolio securities.

NOTE E. INVESTMENT IN SECURITIES

For the six months ended June 30, 2013, purchases and sales of securities, other than short-term investments, were

\$17,852,436 and \$13,840,031, respectively.

NOTE F. SHARES OF COMMON STOCK

The Fund has 50,000,000 shares of common stock authorized and 10,286,152 shares issued and outstanding at June 30, 2013. Transactions in common stock for the six months ended June 30, 2013 were as follows:

Shares at beginning of period	10,133,239
Shares newly issued in reinvestment of dividends and distributions	152,913
Shares at end of period	10,286,152

Cornerstone Total Return Fund, Inc.
Notes to Financial Statements (unaudited) (concluded)

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 and excise tax regulations.

The tax character of dividends and distributions paid to stockholders during the calendar year ended December 31, 2012 was ordinary income of \$2,042,979 and return-of-capital of \$5,768,973.

Under the Regulated Investment Company Modernization Act of 2010 (the "Act"), net capital losses recognized after December 31, 2010 may be carried forward indefinitely, and their character is retained as short-term and/or long-term losses. Under the law in effect prior to the Act, pre-enactment net capital losses were carried forward for eight years and treated as short-term losses. As a transition rule, the Act requires that post-enactment net capital losses be used before pre-enactment net capital losses. Therefore, there may be a greater likelihood that all or a portion of the Funds' pre-enactment capital loss carryovers may expire without being utilized.

At December 31, 2012, the Fund had the following capital loss carryforwards for U.S. federal income tax purposes:

Expires December 31, 2016 - short term	\$1,557,707
Expires December 31, 2017 - short term	260,903
Expires December 31, 2018 - short term	74,939
	\$1,893,549

The following information is computed on a tax basis for each item as of June 30, 2013:

Cost of portfolio investments	\$45,196,473
Gross unrealized appreciation	\$7,163,492
Gross unrealized depreciation	(1,220,650)
Net unrealized appreciation	\$5,942,842

Results of Annual Meeting of Stockholders (unaudited)

On April 16, 2013, the Annual Meeting of Stockholders of the Fund was held and the following matters were voted upon based on 10,170,183 shares of common stock outstanding on the record date of February 19, 2013.

- (1) To approve the election of five directors to hold office until the year 2014 Annual Meeting of Shareholders.

Name of Directors	For	Withhold	Broker Non-Votes
R a l p h W . Bradshaw	8,163,256	256,627	26,387
E d w i n Meese III	8,108,099	311,784	26,387
S c o t t B . Rogers	8,117,420	302,463	26,387
Andrew A. Strauss	8,141,370	278,513	26,387
G l e n n W . Wilcox, Sr.	8,146,916	272,967	26,387

- (2) To approve an amendment to the Fund's Certificate of Incorporation increasing the number of authorized shares of common stock from 15,000,000 to 50,000,000.

For	Against	Abstain
6,057,425	2,282,793	79,691

Investment Management Agreement Approval Disclosure (unaudited)

The Board of Directors, including the Independent Directors (the “Board”) of Cornerstone Total Return Fund, Inc. (the “Fund”) considers the approval of the continuation of the Investment Management Agreement (the “Agreement”) between Cornerstone Advisors, Inc. (the “Investment Manager”) and the Fund on an annual basis. The most recent approval of the continuation of the Agreement occurred at an in person meeting of the Board held on February 8, 2013.

The Board requested and received extensive materials and information from the Investment Manager to assist them in considering the approval of the continuance of the Agreement. Based on their review of the materials and information and discussions with management of the Investment Manager, the Board determined that the approval of the continuation of the Agreement was consistent with the best interests of the Fund and its shareholders, and would enable the Fund to continue to receive high quality services at a cost that is appropriate, reasonable, and in the best interests of the Fund and its shareholders. The Board made these determinations on the basis of the following factors, among others: (1) the nature and quality of the services provided by the Investment Manager; (2) the cost to the Investment Manager for providing such services, with special attention to the Investment Manager’s profitability (and whether the Investment Manager realizes any economies of scale); (3) the direct and indirect benefits received by the Investment Manager from its relationship with the Fund and the other investment companies advised by the Investment Manager; and (4) comparative information as to the management fees, expense ratios and performance of other similarly situated closed-end investment companies.

In response to a questionnaire provided by Fund legal counsel to the Investment Manager in accordance with Section 15c of the Investment Company Act of 1940, the Investment Manager provided certain information to the independent members of the Board in advance of the meeting held on February 8, 2013. The materials provided by the Investment Manager described the services provided by the Investment Manager to the Fund and included an overview of the Investment Manager’s investment philosophy, management style and plan, including regarding the Investment Manager’s extensive knowledge and experience in the closed-end fund industry. The Board also discussed the experience and knowledge of the Investment Manager with respect to managing the Fund’s monthly distribution policy and the extent to which such policy contributes to the market’s positive valuation of the Fund.

The Board also reviewed and discussed a comparison of the Fund’s performance with comparable closed-end funds and a comparison of the Fund’s expense ratios and management fees with those of comparable funds. Additionally, the Investment Manager presented an analysis of its profitability based on its contractual relationship with the Fund and the other investment companies advised by the Investment Manager.

The Board carefully evaluated this information, taking into consideration many factors including the overall high quality of the personnel, operations, financial condition, investment management capabilities, methodologies, and performance of the Investment Manager. The Board met in executive session to discuss the information provided and was advised by independent legal counsel with respect to its deliberations and its duties when considering the Agreement’s continuance. Based on its review of the information requested and provided, the Board determined that the management fees payable to the Investment Manager under the Agreement are fair and reasonable in light of the services to be provided, the performance of the Fund, the profitability of the Investment Manager’s relationship with the Fund, the comparability of the proposed fee to fees paid by closed-end funds in the Fund’s peer group, and the level of quality of investment management personnel. The Board determined that the Agreement is consistent with the best interests of the Fund and its shareholders, and enables the Fund to receive high quality services at a cost that is appropriate, reasonable, and in the best interests of the Fund and its shareholders. Accordingly, in light of the above considerations and such other factors and information it considered relevant, the Board by a unanimous vote (including a separate vote of all the Independent Directors present in person at the meeting) approved the continuance of the Agreement with respect to the Fund.

Description of Dividend Reinvestment Plan (unaudited)

Cornerstone Total Return Fund, Inc. (the “Fund”) operates a Dividend Reinvestment Plan (the “Plan”), sponsored and 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 MKT 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 its market price (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.

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 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. When a Participant withdraws from the Plan, or upon suspension or termination of the Plan at the sole discretion of the Fund’s Board of Directors, certificates for whole shares credited to his or her account under the Plan will, upon request, be issued. Whether or not a participant requests that certificates for whole shares be issued, a cash payment will be made for any fraction of a share credited to such account.

Description of Dividend Reinvestment Plan (unaudited) (concluded)

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. Each participant, nevertheless, has the right to receive certificates for whole shares owned. 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 participant's 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 participant's 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.

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 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 is available without charge, upon request, by calling toll-free (866) 668-6558, and on the SEC's website at <http://www.sec.gov> (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 Forms N-Q are 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.

Privacy Policy Notice (unaudited)

FACTS	WHAT DOES CORNERSTONE TOTAL RETURN FUND, INC. (THE “FUND”) DO WITH YOUR PERSONAL INFORMATION?
Why?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
What?	The types of personal information we, and our service providers, on our behalf, collect and share depend on the product or service you have with us. This information can include: • Social Security number • account balances • account transactions • transaction history • wire transfer instructions • checking account information When you are no longer our customer, we continue to share your information as described in this notice.
How?	All financial companies need to share customers’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers’ personal information; the reasons the Fund, and our service providers, on our behalf, choose to share; and whether you can limit this sharing.

Privacy Policy Notice (unaudited) (continued)

Reasons we can share your personal information	Does the Fund share?	Can you limit this sharing?
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes – to offer our products and services to you	No	We don't share
For joint marketing with other financial companies	No	We don't share
For our affiliates' everyday business purposes – information about your transactions and experiences	Yes	No
For our affiliates' everyday business purposes – information about your creditworthiness	No	We don't share
For our affiliates to market to you	No	We don't share
For nonaffiliates to market to you	No	We don't share

What we do

Who is providing this notice?	Cornerstone Total Return Fund, Inc. (the "Fund")
How does the Fund and the Fund's service providers, on the Fund's behalf protect my personal information?	To protect your personal information from unauthorized access and use, we and our service providers use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
How does the Fund and the Fund's service providers, on the Fund's behalf collect my personal information?	We collect your personal information, for example, when you: • open an account • provide account information • give us your contact information • make a wire transfer We also collect your information from others, such as credit bureaus, affiliates, or other companies.

Privacy Policy Notice (unaudited) (concluded)

Why can't I limit all sharing?

Federal law gives you the right to limit only

- sharing for affiliates' everyday business purposes – information about your creditworthiness

- affiliates from using your information to market to you

- sharing for nonaffiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

Definitions

Affiliates

Companies related by common ownership or control. They can be financial and nonfinancial companies.

- Cornerstone Advisors, Inc.

Nonaffiliates

Companies not related by common ownership or control. They can be financial and nonfinancial companies.

- The Fund does not share with nonaffiliates so they can market to you.

Joint marketing

A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

- The Fund does not jointly market.

Questions?

Call (866) 668-6558.

Summary of General Information (unaudited)

Cornerstone Total Return Fund, Inc. is a closed-end, diversified investment company whose shares trade on the NYSE MKT. 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 MKT (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.

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.

This report, including the financial statements herein, is sent to the stockholders of the Fund for their information. The financial information included herein is taken from the records of the Fund without examination by the independent registered public accountants who do not express an opinion thereon. It is not a prospectus, circular or representation intended for use in the purchase or sale of shares of the Fund or of any securities mentioned in the report.

Cornerstone Total Return Fund, Inc.

ITEM 2. CODE OF ETHICS.

Not required

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Not required

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not required

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not required

ITEM 6. SCHEDULE OF INVESTMENTS.

(a) Not required

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not required

ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

(a) Not required

(b) There has not been a change in any of the Portfolio Managers identified in response to this Item in the registrant's most recent annual report on Form N-CSR.

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

None

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

There have been no material changes to the procedures by which shareholders may recommend nominees to the registrant's board of trustees that have been implemented after the registrant last provided disclosure in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K (17 CFR 229.407) or this Item.

ITEM 11. CONTROLS AND PROCEDURES.

(a) Based on their evaluation of the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) as of a date within 90 days of the filing date of this report, the registrant's principal executive officer and principal financial officer have concluded that such disclosure controls and procedures are reasonably designed and are operating effectively to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to them by others within those entities, particularly during the period in which this report is being prepared, and that the information required in filings on Form N-CSR is recorded, processed, summarized, and reported on a timely basis.

(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

File the exhibits listed below as part of this Form. Letter or number the exhibits in the sequence indicated.

(a)(1) Any code of ethics, or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the registrant intends to satisfy the Item 2 requirements through filing of an exhibit: Not required

(a)(2) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the Act (17 CFR 270.30a-2(a)): Attached hereto

(a)(3) Any written solicitation to purchase securities under Rule 23c-1 under the Act (17 CFR 270.23c-1) sent or given during the period covered by the report by or on behalf of the registrant to 10 or more persons: Not applicable

(b) Certifications required by Rule 30a-2(b) under the Act (17 CFR 270.30a-2(b)): Attached hereto

Exhibit 99.CERT Certifications required by Rule 30a-2(a) under the Act

Exhibit 99.906CERT Certifications required by Rule 30a-2(b) under the Act

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Cornerstone Total Return Fund, Inc.

By (Signature and Title)* /s/ Ralph W. Bradshaw
Ralph W. Bradshaw, Chairman
and President
(Principal Executive Officer)

Date September 6, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)* /s/ Ralph W. Bradshaw
Ralph W. Bradshaw, Chairman
and President
(Principal Executive Officer)

Date September 6, 2013

By (Signature and Title)* /s/ Frank J. Maresca
Frank J. Maresca, Treasurer
(Principal Financial Officer)

Date September 6, 2013

* Print the name and title of each signing officer under his or her signature.