
Directors and Corporate Officers

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Daniel W. Bradshaw	Director and Assistant Secretary
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Andrew A. Strauss	Director
Benjamin V. Mollozzi	Chief Compliance Officer
Hoyt M. Peters	Secretary and Assistant Treasurer
Brian J. Lutes	Treasurer

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Please visit us on the web at
www.cornerstonetotalreturnfund.com

**CORNERSTONE TOTAL
RETURN FUND, INC.****JUNE 30, 2024**

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LISTED

NYSE AMERICAN

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August 5, 2024

Dear Fellow Stockholders:

Following is the semi-annual report for Cornerstone Total Return Fund, Inc. (the “Fund”) for the six-month period ended June 30, 2024. At the end of the period, the Fund’s net assets were \$766.8 million and the Net Asset Value per share (“NAV”) was \$6.79. The share price closed at \$7.85. After reflecting the reinvestment of monthly distributions totaling \$0.62 per share, the Fund achieved a total investment return at market value of 21.92% for the period ended June 30, 2024.

Economic and Market Summary

The U.S. economy has done quite well this year by most metrics. Although 2024 is off to a slow start, there is less concern about a recession, inflation is declining, consumer confidence is high, and the labor market is still solid despite a slowdown. Job growth was positive in the first half of the year, although the pace of expansion slowed in the second quarter. The unemployment rate started the year near an all-time low but gradually ticked up into the summer, hitting 4.0% in May for the first time since January 2022. At the beginning of the year, investors were unsure of the path the Federal Reserve (the “Fed”) would take. Some economists predicted multiple interest rate cuts, while others predicted no changes. The Fed has maintained rates in a range between 5.00% and 5.25% since July 2023, but economists are now predicting just one cut in the second half of 2024. The first half of the year saw a slowdown in U.S. economic growth, below economists’ forecasts. There were concerns that economic growth would be impacted by trade disruptions resulting from the Francis Scott Key Bridge collapse in Baltimore, but the negative effects were short-lived. Inflation metrics improved, but progress toward returning it to its pre-pandemic averages of just under 2% has slowed in recent months. The information technology and communication services sectors were strong contributors to gains in the S&P 500 during the first half of the year. Returns were significantly boosted by positive corporate returns from some of the Magnificent Seven technology companies. The real estate and utilities sectors were weaker in the first quarter, while materials and industrials were weaker in the second quarter.

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. 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, please 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 will receive a final determination of the total distribution attributable to 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 is 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

LETTER TO STOCKHOLDERS (CONCLUDED)

of the Fund will increase. In both cases, 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 distribution 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

There are still questions about the direction of inflation and the extent and timing of Fed rate reductions. It is anticipated that growth would continue to moderate in the second half of 2024. The stock market's course will be influenced by a number of variables, but the strength of American consumers—who have benefited from years of hiring and wage growth—will continue to have a significant impact. Although there's a chance that the November U.S. Presidential election could heighten volatility, these impacts will likely be temporary.

The Fund's Board of Directors, its officers, and its investment adviser appreciate your ongoing support and are 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.



Joshua G. Bradshaw
Portfolio Manager



Daniel W. Bradshaw
Portfolio Manager

CORNERSTONE TOTAL RETURN FUND, INC.
PORTFOLIO SUMMARY – AS OF JUNE 30, 2024 (UNAUDITED)

SECTOR ALLOCATION

Sector	Percent of Net Assets
Information Technology	24.3
Closed-End Funds	22.2
Financials	9.2
Health Care	8.2
Communication Services	7.8
Consumer Discretionary	7.0
Industrials	5.9
Exchange-Traded Funds	5.2
Consumer Staples	5.0
Energy	2.6
Utilities	1.6
Materials	0.1
Real Estate	0.1
Other	0.8

TOP TEN HOLDINGS, BY ISSUER

Holding	Sector	Percent of Net Assets
1. Apple Inc.	Information Technology	6.5%
2. Microsoft Corporation	Information Technology	4.9%
3. NVIDIA Corporation	Information Technology	4.6%
4. Alphabet Inc. - Class C	Communication Services	3.9%
5. Amazon.com, Inc.	Consumer Discretionary	3.1%
6. Meta Platforms, Inc. - Class A	Communication Services	2.1%
7. Gabelli Dividend & Income Trust (The)	Closed-End Funds	1.7%
8. Eaton Vance Tax-Advantaged Dividend Income Fund	Closed-End Funds	1.6%
9. Nuveen Nasdaq 100 Dynamic Overwrite Fund	Closed-End Funds	1.5%
10. Eaton Vance Tax-Managed Buy-Write Opportunities Fund	Closed-End Funds	1.5%

CORNERSTONE TOTAL RETURN FUND, INC.
SCHEDULE OF INVESTMENTS – JUNE 30, 2024 (UNAUDITED)

Description	No. of Shares	Value	Description	No. of Shares	Value
EQUITY SECURITIES — 99.11%			GLOBAL (CONTINUED)		
CLOSED-END FUNDS — 22.22%					
CONVERTIBLE SECURITY FUNDS — 0.47%					
Bancroft Fund Ltd.	44,388	\$ 695,560	Clough Global Equity Fund	167,449	\$ 1,167,956
Ellsworth Growth and Income Fund Ltd.	149,224	1,229,606	Clough Global Opportunities Fund	359,971	1,936,644
Gabelli Convertible & Income Securities Fund, Inc.	2,197	8,041	Eaton Vance Tax-Advantaged Global Dividend Income Fund	559,211	10,406,917
Virtus Convertible & Income Fund	398,336	1,302,559	Eaton Vance Tax-Advantaged Global Dividend Opportunities Fund	148,316	3,782,058
Virtus Convertible & Income Fund II	113,119	<u>330,307</u>	Gabelli Global Small and Mid Cap Value Trust (The)	18,181	205,263
		<u>3,566,073</u>	GDL Fund (The)	78,774	<u>617,588</u>
DIVERSIFIED EQUITY — 5.92%					<u>21,766,971</u>
Eaton Vance Tax-Advantaged Dividend Income Fund	511,056	11,902,494	INCOME & PREFERRED STOCK — 1.00%		
Gabelli Dividend & Income Trust (The)	573,321	13,020,120	Calamos Long/Short Equity & Dynamic Income Trust	44,475	678,244
General American Investors Company, Inc.	186,040	9,249,909	Calamos Strategic Total Return Fund	415,443	<u>6,996,060</u>
John Hancock Tax-Advantaged Dividend Income Fund	11,094	224,210			<u>7,674,304</u>
Liberty All-Star [®] Equity Fund	129,010	877,268	NATURAL RESOURCES — 0.40%		
Liberty All-Star [®] Growth Fund, Inc.	681,462	3,639,007	Adams Natural Resources Fund, Inc.	130,634	<u>3,084,269</u>
Royce Value Trust, Inc.	309,683	4,481,113	OPTION ARBITRAGE/OPTIONS STRATEGIES — 10.01%		
Tri-Continental Corporation	64,725	<u>2,004,533</u>	BlackRock Enhanced Capital & Income Fund, Inc.	87,500	1,749,125
		<u>45,398,654</u>	BlackRock Enhanced Equity Dividend Trust	588,767	4,810,226
GLOBAL — 2.84%			BlackRock Enhanced Global Dividend Trust	325,813	3,456,876
abrtn Global Dynamic Dividend Fund	29,902	291,844	BlackRock Enhanced International Dividend Trust	208,706	1,164,579
abrtn Total Dynamic Dividend Fund	326,498	2,745,848	Eaton Vance Enhanced Equity Income Fund	59,775	1,161,428
Clough Global Dividend and Income Fund	107,518	612,853			

See accompanying notes to financial statements.

CORNERSTONE TOTAL RETURN FUND, INC.**SCHEDULE OF INVESTMENTS – JUNE 30, 2024 (UNAUDITED) (CONTINUED)**

Description	No. of Shares	Value	Description	No. of Shares	Value
OPTION ARBITRAGE/OPTIONS STRATEGIES (CONTINUED)			SECTOR EQUITY (CONTINUED)		
Eaton Vance Enhanced Equity Income Fund II	172,081	\$ 3,747,924	Gabelli Healthcare & WellnessRx Trust (The)	34,048	\$ 326,180
Eaton Vance Risk-Managed Diversified Equity Income Fund	529,426	4,648,360	GAMCO Natural Resources, Gold & Income Trust	300	1,647
Eaton Vance Tax-Managed Buy-Write Income Fund	149,343	2,108,723	John Hancock Financial Opportunities Fund	44,700	<u>1,252,047</u>
Eaton Vance Tax-Managed Buy-Write Opportunities Fund	826,475	11,297,914			<u>5,972,222</u>
Eaton Vance Tax-Managed Diversified Equity Income Fund	438,924	6,166,882	UTILITY — 0.80%		
Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund	532,730	4,405,677	Allspring Utilities and High Income Fund	46,129	452,987
Eaton Vance Tax-Managed Global Diversified Equity Income Fund	1,159,561	9,798,291	BlackRock Utilities, Infrastructure & Power Opportunities Trust	115,763	2,564,150
Nuveen Dow 30SM Dynamic Overwrite Fund	279,414	3,914,590	Duff & Phelps Utility and Infrastructure Fund Inc.	317,261	<u>3,118,676</u>
Nuveen Nasdaq 100 Dynamic Overwrite Fund	453,984	11,385,919			<u>6,135,813</u>
Nuveen S&P 500 Buy-Write Income Fund	385,042	5,198,067	TOTAL CLOSED-END FUNDS		<u>170,378,006</u>
Nuveen S&P 500 Dynamic Overwrite Fund	92,924	1,517,449	COMMON STOCKS — 71.67%		
Virtus Dividend, Interest & Premium Strategy Fund	17,450	214,286	COMMUNICATION SERVICES — 7.76%		
Voya Global Equity Dividend and Premium Opportunity Fund	6,495	<u>33,384</u>	Alphabet Inc. - Class C	164,900	30,245,958
		<u>76,779,700</u>	AT&T Inc.	88,100	1,683,591
SECTOR EQUITY — 0.78%			Comcast Corporation - Class A	53,700	2,102,892
BlackRock Innovation and Growth Term Trust	607,517	4,392,348	Meta Platforms, Inc. - Class A	31,200	15,731,664
			Netflix, Inc. *	5,900	3,981,792
			T-Mobile US, Inc.	9,100	1,603,238
			Verizon Communications Inc.	54,900	2,264,076
			Walt Disney Company (The)	19,400	<u>1,926,226</u>
					<u>59,539,437</u>
			CONSUMER DISCRETIONARY — 7.01%		
			Amazon.com, Inc. *	122,100	23,595,825
			AutoZone, Inc. *	120	355,692
			Booking Holdings Inc.	300	1,188,450

See accompanying notes to financial statements.

CORNERSTONE TOTAL RETURN FUND, INC.**SCHEDULE OF INVESTMENTS – JUNE 30, 2024 (UNAUDITED) (CONTINUED)**

Description	No. of Shares	Value	Description	No. of Shares	Value
CONSUMER DISCRETIONARY (CONTINUED)			CONSUMER STAPLES (CONTINUED)		
Chipotle Mexican Grill, Inc. *	20,000	\$ 1,253,000	Kraft Heinz Company (The)	13,600	\$ 438,192
D.R. Horton, Inc.	4,500	634,185	Mondelēz International, Inc. - Class A	23,900	1,564,016
eBay Inc.	7,800	419,016	Monster Beverage Corporation *	13,100	654,345
Ford Motor Company	58,400	732,336	PepsiCo, Inc.	16,900	2,787,317
General Motors Company	20,800	966,368	Philip Morris International Inc.	26,700	2,705,511
Hilton Worldwide Holdings Inc.	4,000	872,800	Procter & Gamble Company (The)	39,100	6,448,372
Home Depot, Inc. (The)	14,000	4,819,360	Target Corporation	8,800	1,302,752
Lowe's Companies, Inc.	7,000	1,543,220	Walmart Inc.	74,800	5,064,708
Marriott International, Inc. - Class A	4,400	1,063,788			<u>38,586,731</u>
McDonald's Corporation	9,000	2,293,560	ENERGY — 2.59%		
NIKE, Inc. - Class B	13,700	1,032,569	Chevron Corporation	23,900	3,738,438
O'Reilly Automotive, Inc. *	1,000	1,056,060	ConocoPhillips	17,200	1,967,336
Ross Stores, Inc.	5,100	741,132	Devon Energy Corporation	10,900	516,660
Starbucks Corporation	14,100	1,097,685	EOG Resources, Inc.	7,500	944,025
Tesla, Inc. *	42,900	8,489,052	Exxon Mobil Corporation	60,764	6,995,152
TJX Companies, Inc. (The)	14,300	<u>1,574,430</u>	Hess Corporation	5,800	855,616
		<u>53,728,528</u>	Kinder Morgan, Inc. - Class P	16,884	335,485
CONSUMER STAPLES — 5.03%			Marathon Petroleum Corporation	3,700	641,876
Altria Group, Inc.	30,400	1,384,720	Occidental Petroleum Corporation	8,000	504,240
Archer-Daniels-Midland Company	10,500	634,725	Phillips 66	7,200	1,016,424
Coca-Cola Company (The)	66,700	4,245,455	Schlumberger Limited	19,200	905,856
Colgate-Palmolive Company	15,700	1,523,528	Valero Energy Corporation	4,800	752,448
Constellation Brands, Inc. - Class A	2,800	720,384	Williams Companies, Inc. (The)	16,600	<u>705,500</u>
Costco Wholesale Corporation	7,500	6,374,925			<u>19,879,056</u>
Dollar General Corporation	800	105,784	FINANCIALS — 9.21%		
General Mills, Inc.	10,500	664,230	Aflac Incorporated	8,600	768,066
Hershey Company (The)	2,900	533,107	American Express Company	8,300	1,921,865
Keurig Dr Pepper Inc.	17,300	577,820			
Kimberly-Clark Corporation	6,200	856,840			

See accompanying notes to financial statements.

CORNERSTONE TOTAL RETURN FUND, INC.**SCHEDULE OF INVESTMENTS – JUNE 30, 2024 (UNAUDITED) (CONTINUED)**

Description	No. of Shares	Value	Description	No. of Shares	Value
FINANCIALS (CONTINUED)			FINANCIALS (CONTINUED)		
American International Group, Inc.	10,400	\$ 772,096	S&P Global Inc.	5,000	\$ 2,230,000
Aon plc - Class A	2,900	851,382	Travelers Companies, Inc. (The)	3,300	671,022
Arthur J. Gallagher & Co.	3,000	777,930	Truist Financial Corporation	20,600	800,310
Bank of America Corporation	110,400	4,390,608	U.S. Bancorp	24,400	968,680
Bank of New York Mellon Corporation (The)	9,600	574,944	Visa, Inc. - Class A	24,900	6,535,503
Berkshire Hathaway Inc. - Class B *	18,400	7,485,120	Wells Fargo & Company	59,100	3,509,949
BlackRock, Inc.	2,000	1,574,640			<u>70,647,029</u>
Capital One Financial Corporation	5,100	706,095	HEALTH CARE — 8.16%		
Charles Schwab Corporation (The)	23,100	1,702,239	Abbott Laboratories	22,200	2,306,802
Chubb Limited	6,400	1,632,512	AbbVie Inc.	25,000	4,288,000
Citigroup Inc.	28,800	1,827,648	Amgen Inc.	7,100	2,218,395
CME Group Inc.	5,800	1,140,280	Becton, Dickinson and Company	4,500	1,051,695
Fiserv, Inc. *	9,400	1,400,976	Boston Scientific Corporation *	20,336	1,566,075
Goldman Sachs Group, Inc. (The)	5,300	2,397,296	Bristol-Myers Squibb Company	24,600	1,021,638
Intercontinental Exchange, Inc.	9,300	1,273,077	Centene Corporation *	10,200	676,260
JPMorgan Chase & Co.	45,800	9,263,508	Cigna Group (The)	4,400	1,454,508
Marsh & McLennan Companies, Inc.	8,000	1,685,760	CVS Health Corporation	14,400	850,464
Mastercard Incorporated - Class A	13,300	5,867,428	Danaher Corporation	8,800	2,198,680
MetLife, Inc.	9,900	694,881	DexCom, Inc. *	7,600	861,688
Moody's Corporation	2,000	841,860	Edwards Lifesciences Corporation *	7,300	674,301
Morgan Stanley	19,900	1,934,081	Elevance Health, Inc.	3,200	1,733,952
MSCI Inc.	1,100	529,925	Eli Lilly and Company	9,400	8,510,572
PayPal Holdings, Inc. *	16,800	974,904	Gilead Sciences, Inc.	17,200	1,180,092
PNC Financial Services Group, Inc. (The)	6,100	948,428	HCA Healthcare, Inc.	3,200	1,028,096
Progressive Corporation (The)	9,600	1,994,016	IDEXX Laboratories, Inc. *	700	341,040
			Intuitive Surgical, Inc. *	4,300	1,912,855
			Johnson & Johnson	34,402	5,028,196
			McKesson Corporation	1,900	1,109,676
			Medtronic plc	15,600	1,227,876
			Merck & Co., Inc.	36,200	4,481,560

See accompanying notes to financial statements.

CORNERSTONE TOTAL RETURN FUND, INC.**SCHEDULE OF INVESTMENTS – JUNE 30, 2024 (UNAUDITED) (CONTINUED)**

Description	No. of Shares	Value	Description	No. of Shares	Value
HEALTH CARE (CONTINUED)			INDUSTRIALS (CONTINUED)		
Moderna, Inc. *	1,000	\$ 118,750	Norfolk Southern Corporation	3,800	\$ 815,822
Pfizer Inc.	77,300	2,162,854	Northrop Grumman Corporation	2,500	1,089,875
Regeneron Pharmaceuticals, Inc. *	1,300	1,366,339	Old Dominion Freight Line, Inc.	3,300	582,780
Stryker Corporation	4,000	1,361,000	PACCAR Inc.	8,200	844,108
Thermo Fisher Scientific Inc.	5,000	2,765,000	Parker-Hannifin Corporation	2,100	1,062,201
UnitedHealth Group Incorporated	12,903	6,570,982	Paychex, Inc.	5,900	699,504
Vertex Pharmaceuticals Incorporated *	3,100	1,453,032	Republic Services, Inc.	3,600	699,624
Zoetis Inc.	6,000	1,040,160	RTX Corporation	21,700	2,178,463
		<u>62,560,538</u>	Trane Technologies plc - Class A	3,900	1,282,827
INDUSTRIALS — 5.87%			TransDigm Group Incorporated	900	1,149,849
3M Company	9,600	981,024	Union Pacific Corporation	10,500	2,375,730
Automatic Data Processing, Inc.	7,100	1,694,699	United Parcel Service, Inc. - Class B	12,300	1,683,255
Boeing Company (The) *	10,200	1,856,502	Veralto Corporation	2,633	251,373
Carrier Global Corporation	14,000	883,120	Waste Management, Inc.	6,800	<u>1,450,712</u>
Caterpillar Inc.	8,600	2,864,660			<u>45,030,020</u>
Cintas Corporation	1,700	1,190,442	INFORMATION TECHNOLOGY — 24.28%		
CSX Corporation	34,800	1,164,060	Accenture plc - Class A	9,000	2,730,690
Cummins Inc.	2,900	803,097	Adobe Inc. *	6,100	3,388,794
Deere & Company	4,500	1,681,335	Advanced Micro Devices, Inc. *	18,200	2,952,222
Eaton Corporation plc	6,800	2,132,140	Amphenol Corporation - Class A	17,200	1,158,764
Emerson Electric Co.	9,400	1,035,504	Analog Devices, Inc.	7,100	1,620,646
FedEx Corporation	3,300	989,472	Apple Inc.	237,500	50,022,250
GE Vernova Inc. *	4,675	801,809	Applied Materials, Inc.	11,400	2,690,286
General Dynamics Corporation	4,200	1,218,588	Arista Networks, Inc. *	4,000	1,401,920
General Electric Company	18,700	2,972,739	Autodesk, Inc. *	2,100	519,645
Honeywell International Inc.	11,300	2,413,002	Broadcom Inc.	5,800	9,312,074
Illinois Tool Works Inc.	5,300	1,255,888	Cadence Design Systems, Inc. *	3,100	954,025
Johnson Controls International plc	13,800	917,286	Cisco Systems, Inc.	46,400	2,204,464
Lockheed Martin Corporation	4,300	2,008,530			

See accompanying notes to financial statements.

CORNERSTONE TOTAL RETURN FUND, INC.**SCHEDULE OF INVESTMENTS – JUNE 30, 2024 (UNAUDITED) (CONTINUED)**

Description	No. of Shares	Value	Description	No. of Shares	Value
INFORMATION TECHNOLOGY (CONTINUED)			REAL ESTATE — 0.09%		
Fortinet, Inc. *	11,200	\$ 675,024	CBRE Group, Inc. - Class A *	600	\$ 53,466
Intel Corporation	42,300	1,310,031	Crown Castle, Inc.	1,000	97,700
International Business Machines Corporation	14,300	2,473,185	Extra Space Storage Inc.	500	77,705
Intuit Inc.	3,700	2,431,677	Prologis, Inc.	2,200	247,082
KLA Corporation	1,700	1,401,667	Public Storage	200	57,530
Lam Research Corporation	2,000	2,129,700	Realty Income Corporation	1,000	52,820
Microchip Technology Incorporated	7,800	713,700	SBA Communications Corporation - Class A	400	<u>78,520</u>
Micron Technology, Inc.	13,000	1,709,890			<u>664,823</u>
Microsoft Corporation	84,400	37,722,580	UTILITIES — 1.57%		
Motorola Solutions, Inc.	2,500	965,125	American Electric Power Company, Inc.	8,900	780,886
NVIDIA Corporation	288,100	35,591,874	American Water Works Company, Inc.	3,300	426,228
NXP Semiconductors N.V.	3,700	995,633	Consolidated Edison, Inc.	3,100	277,202
ON Semiconductor Corporation *	3,700	253,635	Constellation Energy Corporation	5,533	1,108,094
Oracle Corporation	27,600	3,897,120	Dominion Energy, Inc.	15,000	735,000
Palo Alto Networks, Inc. *	4,500	1,525,545	Duke Energy Corporation	8,600	861,978
QUALCOMM Incorporated	17,100	3,405,978	Edison International	6,800	488,308
Roper Technologies, Inc.	1,600	901,856	Exelon Corporation	20,700	716,427
Salesforce, Inc.	12,500	3,213,750	NextEra Energy, Inc.	35,600	2,520,836
ServiceNow, Inc. *	2,600	2,045,342	PG&E Corporation	22,100	385,866
Synopsys, Inc. *	2,000	1,190,120	Public Service Enterprise Group Incorporated	9,000	663,300
TE Connectivity Ltd.	4,700	707,021	Sempra	7,700	585,662
Texas Instruments Incorporated	9,900	<u>1,925,847</u>	Southern Company (The)	18,700	1,450,559
		<u>186,142,080</u>	WEC Energy Group, Inc.	6,600	517,836
MATERIALS — 0.10%			Xcel Energy Inc.	9,900	<u>528,759</u>
Albemarle Corporation	200	19,104			<u>12,046,941</u>
Corteva, Inc.	1,600	86,304	TOTAL COMMON STOCKS		
Ecolab Inc.	400	95,200			<u>549,591,065</u>
Linde plc	1,000	438,810	EXCHANGE-TRADED FUNDS — 5.22%		
Nucor Corporation	800	<u>126,464</u>	Consumer Discretionary Select Sector SPDR® Fund (The)	14,300	2,608,320
		<u>765,882</u>			

See accompanying notes to financial statements.

CORNERSTONE TOTAL RETURN FUND, INC.
SCHEDULE OF INVESTMENTS – JUNE 30, 2024 (UNAUDITED) (CONCLUDED)

Description	No. of Shares	Value	Description	No. of Shares	Value
EXCHANGE-TRADED FUNDS (CONTINUED)			SHORT-TERM INVESTMENT — 0.64%		
Consumer Staples Select Sector SPDR [®] Fund (The)	38,600	\$ 2,955,988	MONEY MARKET FUND — 0.64%		
Energy Select Sector SPDR [®] Fund (The)	5,300	483,095	Fidelity Institutional Money Market Government Portfolio - Class I, 5.21% ^ (cost - \$4,888,063)	4,888,063	\$ 4,888,063
Health Care Select Sector SPDR [®] Fund (The)	59,200	8,628,400	TOTAL INVESTMENTS — 99.75%		
Industrial Select Sector SPDR [®] Fund (The)	47,900	5,837,573	(cost - \$579,246,781)		<u>764,869,034</u>
Materials Select Sector SPDR [®] Fund (The)	65,700	5,801,967	OTHER ASSETS IN EXCESS OF LIABILITIES — 0.25%		
Real Estate Select Sector SPDR [®] Fund (The)	93,900	3,606,699			<u>1,889,764</u>
Technology Select Sector SPDR [®] Fund (The)	44,600	<u>10,089,858</u>	NET ASSETS — 100.00%		
TOTAL EXCHANGE-TRADED FUNDS		<u>40,011,900</u>			<u>\$766,758,798</u>
TOTAL EQUITY SECURITIES			* Non-income producing security.		
(cost - \$574,358,718)		<u>759,980,971</u>	^ The rate shown is the 7-day effective yield as of June 30, 2024.		
			plc Public Limited Company.		

See accompanying notes to financial statements.

CORNERSTONE TOTAL RETURN FUND, INC.
STATEMENT OF ASSETS AND LIABILITIES – JUNE 30, 2024 (UNAUDITED)

ASSETS

Investments, at value (cost – \$579,246,781) (Notes B and C)	\$ 764,869,034
Receivables:	
Investments sold	2,257,166
Dividends	672,826
Prepaid expenses	39,384
Total Assets	<u>767,838,410</u>

LIABILITIES

Payables:	
Investment management fees (Note D)	621,748
Investments purchased	236,591
Administration and fund accounting fees (Note D)	61,048
Directors' fees and expenses	61,064
Other accrued expenses	99,161
Total Liabilities	<u>1,079,612</u>

NET ASSETS (applicable to 113,004,522 shares of common stock) \$ 766,758,798

NET ASSET VALUE PER SHARE (\$766,758,798 ÷ 113,004,522) \$ 6.79

NET ASSETS CONSISTS OF

Common stock, \$0.01 par value; 113,004,522 shares issued and outstanding (1,000,000,000 shares authorized)	\$ 1,130,045
Paid-in capital	580,952,088
Accumulated earnings	184,676,665
Net assets applicable to shares outstanding	<u>\$ 766,758,798</u>

CORNERSTONE TOTAL RETURN FUND, INC.**STATEMENT OF OPERATIONS – FOR THE SIX MONTHS ENDED JUNE 30, 2024 (UNAUDITED)**

INVESTMENT INCOME

Income:

Dividends	<u>\$ 10,977,035</u>
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Expenses:

Investment management fees (Note D)	3,673,163
Administration and fund accounting fees (Note D)	191,774
Directors' fees and expenses	129,080
Printing	59,855
Custodian fees	50,656
Legal and audit fees	32,224
Transfer agent fees	26,683
Insurance	13,410
Stock exchange listing fees	7,964
Miscellaneous	<u>16,986</u>
Total Expenses	<u>4,201,795</u>

Net Investment Income	<u>6,775,240</u>
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NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS

Net realized gain from investments	29,813,847
Long-term capital gain distributions from regulated investment companies	24,708
Net change in unrealized appreciation/(depreciation) in value of investments	<u>65,368,217</u>
Net realized and unrealized gain on investments	<u>95,206,772</u>

NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	<u>\$ 101,982,012</u>
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CORNERSTONE TOTAL RETURN FUND, INC.
STATEMENTS OF CHANGES IN NET ASSETS

	For the Six Months Ended June 30, 2024 <u>(Unaudited)</u>	For the Year Ended December 31, 2023 <u></u>
INCREASE IN NET ASSETS		
Operations:		
Net investment income	\$ 6,775,240	\$ 2,916,919
Net realized gain from investments	29,838,555	55,181,730
Net change in unrealized appreciation/ (depreciation) in value of investments	<u>65,368,217</u>	<u>116,486,182</u>
Net increase in net assets resulting from operations	<u>101,982,012</u>	<u>174,584,831</u>
Distributions to stockholders (Note B):		
From earnings	(35,968,004)	(56,795,621)
Return-of-capital	<u>(33,193,211)</u>	<u>(92,028,339)</u>
Total distributions to stockholders	<u>(69,161,215)</u>	<u>(148,823,960)</u>
Common stock transactions:		
Proceeds from 3,181,422 and 7,508,601 shares newly issued in reinvestment of dividends and distributions, respectively	<u>21,186,834</u>	<u>48,079,312</u>
Net increase in net assets from common stock transactions	<u>21,186,834</u>	<u>48,079,312</u>
Total increase in net assets	<u>54,007,631</u>	<u>73,840,183</u>
NET ASSETS		
Beginning of period	<u>712,751,167</u>	<u>638,910,984</u>
End of period	<u>\$766,758,798</u>	<u>\$712,751,167</u>

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, 2024 (Unaudited)	For the Years Ended December 31,				
		2023	2022	2021	2020	2019
PER SHARE OPERATING PERFORMANCE						
Net asset value, beginning of period	\$ 6.49	\$ 6.24	\$ 9.88	\$ 9.56	\$ 10.46	\$ 10.15
Net investment income #	0.06	0.03	0.02	0.01	0.04	0.10
Net realized and unrealized gain/(loss) on investments	0.86	1.64	(2.00)	1.82	1.21	2.59
Net increase/(decrease) in net assets resulting from operations	0.92	1.67	(1.98)	1.83	1.25	2.69
Dividends and distributions to stockholders:						
Net investment income	(0.06)	(0.03)	(0.03)	(0.01)	(0.04)	(0.10)
Net realized capital gains	(0.26)	(0.51)	(0.22)	(1.12)	(0.58)	(0.43)
Return-of-capital	(0.30)	(0.88)	(1.83)	(0.71)	(1.54)	(1.85)
Total dividends and distributions to stockholders	(0.62)	(1.42)	(2.08)	(1.84)	(2.16)	(2.38)
Common stock transactions:						
Anti-dilutive effect due to shares issued:						
Rights offering	—	—	0.42	0.33	—	—
Reinvestment of dividends and distributions	0.00 ⁺	0.00 ⁺	0.00 ⁺	0.00 ⁺	0.00 ⁺	0.00 ⁺
Common stock repurchases	—	—	—	—	0.01	—
Total common stock transactions	—	—	0.42	0.33	0.01	0.00 ⁺
Net asset value, end of period	\$ 6.79	\$ 6.49	\$ 6.24	\$ 9.88	\$ 9.56	\$ 10.46
Market value, end of period	\$ 7.85	\$ 7.06	\$ 7.10	\$ 13.75	\$ 11.40	\$ 10.99
Total investment return ^(a)	21.92% ^(b)	23.63%	(32.11%)	45.50%	30.70%	23.68%
RATIOS/SUPPLEMENTAL DATA						
Net assets, end of period (000 omitted)	\$766,759	\$712,751	\$638,911	\$625,215	\$391,374	\$415,560
Ratio of net expenses to average net assets ^(c)	1.14% ^(d)	1.15%	1.15%	1.15%	1.19%	1.17% ^(e)
Ratio of net investment income to average net assets ^(f)	1.85% ^(d)	0.43%	0.31%	0.17%	0.43%	0.96%
Portfolio turnover rate	18% ^(b)	59%	49%	77%	104%	46%

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 investment companies in which the Fund invests.

(d) Annualized.

(e) Includes the reimbursement of proxy solicitation costs by the investment manager. If these costs had not been reimbursed by the investment manager, the ratio of expenses to average net assets would have been 1.19%, annualized, for the year ended December 31, 2019.

(f) Recognition of net investment income 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 (the “1940 Act”), 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 (“FASB”) Accounting Standards Codification Topic 946, “Financial Services – Investment Companies.”

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 of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of increase (decrease) in net assets from operations during the reporting period. 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, LLC (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, 2024, 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, 2024, 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.

The Fund holds certain investments which pay distributions to their stockholders based upon available funds from operations. It is possible for these dividends to exceed the underlying investments' taxable earnings and profits resulting in the excess portion of such dividends being designated as a return of capital. Distributions received from investments in securities that represent a return of capital or long-term capital gains are treated as a reduction of the cost of investments or as a realized gain, respectively.

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, 2024, the Fund does not have any interest or penalties associated with the under-payment of any income taxes. Management reviewed any uncertain

tax positions for open tax years 2021 through 2023, and for the six months ended June 30, 2024. 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.

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.

Securities or other assets that are not publicly traded or for which a market price is not otherwise readily available will be valued at a price that reflects such security's fair value, as determined by the Investment Manager and ratified by the Board in accordance with the Fund's Policy for Valuation of Portfolio Securities. In making such fair value determinations, the Investment Manager is required to consider all appropriate factors relevant to the value of securities for which other pricing sources are not available or reliable as described above. No single method exists for determining fair value, because fair value depends upon the circumstances of each individual case. As a general principle, the current fair value of a security being valued would be the amount that the Fund might reasonably expect to receive upon the current sale. Methods that are in accordance with this principle may, for example, be based on (i) a multiple of earnings; (ii) a discount from market prices of a similar freely traded security (including a derivative security or a basket of securities traded on other markets, exchanges or among dealers); or (iii) yield to maturity with respect to debt issues, or a combination of these and other methods. Fair-value pricing is permitted if, in the Investment Manager's opinion, the validity of market quotations appears to be questionable based on factors such as evidence of a thin market in the security based on a small number of quotations, a significant event occurs after the close of a market but before the Fund's NAV calculation that may affect a security's value, or the Investment Manager is aware of any other data that calls into question the reliability of market quotations.

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

The following is a summary of the Fund's investments and the inputs used as of June 30, 2024, in valuing the investments carried at value:

Valuation Inputs	Investments in Securities	Other Financial Instruments*
Level 1 – Quoted Prices		
Equity Securities	\$ 759,980,971	\$ —
Short-Term Investment	4,888,063	—
Level 2 – Other Significant Observable Inputs	—	—
Level 3 – Significant Unobservable Inputs	—	—
Total	<u>\$ 764,869,034</u>	<u>\$ —</u>

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

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

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, 2024.

NOTE D. AGREEMENTS WITH AFFILIATES

At June 30, 2024, certain officers of the Fund are also officers of Cornerstone or Ultimus Fund Solutions, LLC ("Ultimus"). 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, 2024, Cornerstone earned \$3,673,163 for investment management services.

Fund Accounting and Administration Agreement

Under the fund accounting and administration agreement with the Fund, Ultimus is responsible for generally managing the administrative affairs of the Fund, including supervising the preparation of reports to stockholders, reports to and filings with the Securities and Exchange Commission ("SEC") and materials for meetings of the Board.

Ultimus is also responsible for calculating the net asset value per share and maintaining the financial books and records of the Fund. Ultimus is entitled to receive a fee in accordance with the agreements. For the six months ended June 30, 2024, Ultimus earned \$191,774 as fund accounting agent and administrator

NOTE E. INVESTMENT IN SECURITIES

For the six months ended June 30, 2023, purchases and sales of securities, other than short-term investments, were \$131,008,211 and \$171,790,564, respectively.

NOTE F. SHARES OF COMMON STOCK

The Fund has 1,000,000,000 shares of common stock authorized and 113,004,522 shares issued and outstanding at June 30, 2024. Transactions in common stock for the six months ended June 30, 2024, were as follows:

Shares at beginning of period	109,823,100
Shares newly issued from rights offering	—
Shares issued in reinvestment of dividends and distributions	<u>3,181,422</u>
Shares at end of period	<u>113,004,522</u>

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.

The tax character of dividends and distributions paid to stockholders during the periods ended June 30, 2024 and December 31, 2023 was as follows:

	June 30, 2024	December 31, 2023
Ordinary Income	\$ 6,775,239	\$ 6,710,287
Long-Term Capital Gains	29,192,765	50,085,334
Return-of-Capital	<u>33,193,211</u>	<u>92,028,339</u>
Total Distributions	<u>\$ 69,161,215</u>	<u>\$ 148,823,960</u>

At December 31, 2023, the components of accumulated earnings on a tax basis for the Fund were as follows:

Net unrealized appreciation	<u>\$ 118,662,658</u>
Total accumulated earnings	<u>\$ 118,662,658</u>

The following information is computed on a tax basis for each item as of June 30, 2024:

Cost of portfolio investments	<u>\$ 580,192,369</u>
Gross unrealized appreciation	\$ 196,183,740
Gross unrealized depreciation	<u>(11,507,075)</u>
Net unrealized appreciation	<u>\$ 184,676,665</u>

RESULTS OF ANNUAL MEETING OF STOCKHOLDERS (UNAUDITED)

On April 16, 2024, the Annual Meeting of Stockholders of the Fund was held and the following matter was voted upon based on 110,358,978 shares of common stock outstanding on the record date of February 15, 2024:

(1) To approve the election of nine directors to hold office until the year 2025 Annual Meeting of Stockholders.

Name of Directors	For	Withheld
Daniel W. Bradshaw	63,826,356	3,213,717
Joshua G. Bradshaw	63,660,832	3,379,241
Ralph W. Bradshaw	64,226,636	2,813,437
Robert E. Dean	64,258,674	2,781,399
Marcia E. Malzahn	64,063,511	2,976,562
Frank J. Maresca	64,236,410	2,803,663
Matthew W. Morris	64,206,564	2,833,509
Scott B. Rogers	64,570,519	2,469,554
Andrew A. Strauss	64,482,187	2,557,886

INVESTMENT MANAGEMENT AGREEMENT APPROVAL DISCLOSURE (UNAUDITED)

The Board of Directors (the “Board”) of Cornerstone Total Return Fund, Inc. (the “Fund”) , including those members of the Board who are not “interested persons,” as such term is defined by the 1940 Act (the “Independent Directors”), considers the approval of the continuation of the Investment Management Agreement (the “Agreement”) between Cornerstone Advisors, LLC (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 9, 2024.

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 the Board’s review of the materials and information as well as 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 stockholders. The Board decided that the continuation of the Agreement 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 stockholders. The Board made these determinations on the basis of the following factors, among others: (1) the nature, extent, 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 distributed by Fund counsel to the Investment Manager in accordance with Section 15(c) of the 1940 Act, as

amended, the Investment Manager provided certain information to the independent members of the Board in advance of the meeting held on February 9, 2024. The materials provided by the Investment Manager described the services offered by the Investment Manager to the Fund and included an overview of the Investment Manager’s investment philosophy, management style and plan, including the Investment Manager’s extensive knowledge and experience in the closed-end fund industry. The Board noted that the Investment Manager provides quarterly reviews of the performance of the Fund and the Investment Manager’s services for the Fund. 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 for the one-year, three-year, five-year and since inception periods ending December 31, 2023 with the performance of comparable closed-end funds for the same periods 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 Independent Directors met in executive session to discuss the information provided and was advised by independent legal counsel with respect to their deliberations and their duties when considering the Agreement’s continuance. Based on their review of the information requested and provided, the Independent Directors determined that: (i) the Investment Manager is expected to continue to provide a high-caliber quality of service to the Fund for the benefit of its stockholders; (ii) the Fund’s

INVESTMENT MANAGEMENT AGREEMENT APPROVAL DISCLOSURE (UNAUDITED)

(CONCLUDED)

performance was satisfactory; (iii) the management fees payable to the Investment Manager under the Agreement, in light of the services to be provided, were not unreasonable; and (iv) the Investment Manager's estimated profitability with respect to the Fund was not excessive. The Independent Directors concluded that the Fund's fee structure was not unreasonable and that the renewal of the Agreement with respect to the Fund was in the best interests of its stockholders. In considering the Agreement's renewal, the Independent Directors considered a variety of factors, including those discussed above, and also considered other factors (including conditions and trends prevailing generally in the economy and the securities markets). The Independent Directors did not identify any one factor as determinative, and each Independent Director may have weighed each factor differently. The Independent Directors' noted that their conclusions may be based in part on the Board's ongoing regular review of the Fund's performance and operations throughout the year. 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 the Independent Directors) 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”), administered by Equiniti 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 48 Wall Street, 23rd Floor, New York, NY 10005. 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 temporary curtailment or suspension of purchase is necessary to comply with applicable provisions of

DESCRIPTION OF DIVIDEND REINVESTMENT PLAN (UNAUDITED) (CONCLUDED)

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 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 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 their shares through the Agent. Shares may be sold via the internet at www.equiniti.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 Equiniti Trust Company LLC, 48 Wall Street, 23rd Floor, New York, NY 10005. There is a commission of \$0.05 per share.

All correspondence concerning the Plan should be directed to Equiniti Trust Company, LLC, 48 Wall Street, 23rd Floor, New York, NY 10005. Certain transactions can be performed online at www.equiniti.com or by calling the toll-free number (866) 668-6558.

PROXY AND VOTING 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 SEC, www.sec.gov.

Information regarding how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is available without charge, upon request, by calling toll-free (866) 668-6558, and on the SEC's website at www.sec.gov or on the Fund's website at 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 as an exhibit to Form N-PORT. The Fund's Form N-PORT is available on the SEC's website at www.sec.gov.

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, LLC.

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.

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.