

Cornerstone Total Return Fund, Inc.

(CUSIP # 21924U300)

48 Wall Street, 22nd Floor

New York, NY 10005

RULE 19a-1 NOTICE ACCOMPANYING DIVIDEND PAYMENT

Cornerstone Total Return Fund, Inc. (the “Fund”) is required by regulation to notify you when it makes a dividend payment to its stockholders from sources other than net investment income. With respect to the January 31, 2017 payment of \$0.2289 per share to stockholders of record on January 13, 2017, such distribution is estimated to be comprised of the following:

Source of Payment	Amount per Share
Net investment income	\$0.0029
Net realized short-term capital gains	\$0.0088
Net realized long-term capital gains	\$0.0226
Paid-in capital	\$0.1946

This information should not be used for tax reporting purposes. After the end of the calendar year (during February 2018), you will receive tax reporting information that will indicate the exact components of all dividends and distributions paid by the Fund that you received for the calendar year.

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