

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 July 29, 2016 payment of \$0.2792 per share to stockholders of record on July 15, 2016, such distribution is estimated to be comprised of the following:

Source of Payment	Amount per Share
Net investment income	\$0.0207
Net realized short-term capital gains	\$0.0130
Net realized long-term capital gains	\$0.1618
Paid-in capital	\$0.0837

This information should not be used for tax reporting purposes. After the end of the calendar year (during February 2017), 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.