

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

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Cornerstone Total Return Fund, Inc.		2 Issuer's employer identification number (EIN) 13-2737013	
3 Name of contact for additional information Cornerstone Advisers, Inc.	4 Telephone No. of contact (513)-326-3597	5 Email address of contact TaxQuestions@ultimusfundsolutions.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 350 Jericho Turnpike, Suite 206		7 City, town, or post office, state, and Zip code of contact Jericho, NY 11753	
8 Date of action January 15, 2013	9 Classification and description Common Stock - Regulated Investment Company		
10 CUSIP number 21924U201	11 Serial number(s) N/A	12 Ticker symbol CRF	13 Account number(s) N/A

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

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **The issuer paid monthly distributions to common stockholders from January 2012 to December 2012. All or a portion of each distribution constitutes a non-taxable return of capital.**

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

Per share Reduction of		Per share Reduction of	
Distribution payable on:	Basis in Common Stock	Distribution payable on:	Basis in Common Stock
January 31, 2012	\$0.0721	July 31, 2012	\$0.0721
February 29, 2012	\$0.0721	August 31, 2012	\$0.0721
March 30, 2012	\$0.0721	September 28, 2012	\$0.0721
April 30, 2012	\$0.0721	October 31, 2012	\$0.0721
May 31, 2012	\$0.0721	November 30, 2012	\$0.0721
June 29, 2012	\$0.0721	December 31, 2012	\$0.0721

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Issuer's current and accumulated earnings were compared to distributions paid during the year ended December 31, 2012. The non-taxable return of capital represents the amount of distributions paid during the taxable year ended December 31, 2012 in excess of the Issuer's current and accumulated earnings and profits under IRC Section 316.**

AMENDED 2/13/2013*

Replaces preliminary version originally posted to Fund's website on 1/14/2013

Part II Organizational Action (continued)

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

Internal Revenue Code Sections 301, 316, 852

18 Can any resulting loss be recognized? ▶ No

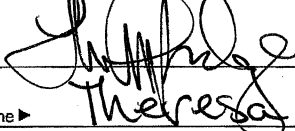
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

See Part II, Item 15 of this form for the per share amounts and dates of distributions impacted by this organizational action. This organizational action is reportable with respect to calendar year 2012.

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

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

Sign Here

Signature ▶  Date ▶ 2/14/13
Print your name ▶ Theresa M. Bridge Title ▶ Treasurer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Leonard J. DiPietro, CPA	Signed: Leonard J. DiPietro, CPA	02/13/2013		ON FILE
	Firm's name ▶ Tait, Weller & Baker LLC	Firm's EIN ▶		ON FILE	
	Firm's address ▶ 1818 Market Street, Suite 2400, Philadelphia, PA 19103	Phone no.		ON FILE	