

CORNERSTONE TOTAL RETURN FUND INC
Form N-PX
August 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANY

Investment Company Act file number 811-02363

Cornerstone Total Return Fund, Inc.

(Exact name of registrant as specified in charter)

200A Executive Drive Edgewood, NY

11717

(Address of principal executive offices)

(Zip code)

Frank J. Maresca

AST Fund Solutions, LLC, 200A Executive Drive Edgewood, NY 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

Date of reporting period: July 1, 2012 - June 30, 2013

ITEM 1. PROXY VOTING RECORD.

| Company Name | Ticker | CUSIP | Meeting Date | Proposal Number | Proposal Description | Proponent | Mgmt Recommendation |
|---------------------|--------|-----------|--------------|-----------------|---|-------------|---------------------|
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 1 | Elect Linda G. Alvarado | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 2 | Elect Vance D. Coffman | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 3 | Elect Michael L. Eskew | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 4 | Elect W. James Farrell | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 5 | Elect Herbert L. Henkel | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 6 | Elect Muhtar Kent | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 7 | Elect Edward M. Liddy | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 8 | Elect Robert S. Morrison | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 9 | Elect Aulana L. Peters | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 10 | Elect Inge G. Thulin | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 11 | Elect Robert J. Ulrich | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 12 | Ratification of Auditor | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 14 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | Against |
| 3M Co. | MMM | 88579Y101 | 5/14/2013 | 15 | Shareholder Proposal Regarding Feasibility Study on Prohibition of Political Spending | Shareholder | Against |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 1.1 | Elect Robert J. Alpern | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 1.2 | Elect Roxanne S. Austin | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 1.3 | Elect Sally E. Blount | Management | For |
| | ABT | 002824100 | 4/26/2013 | 1.4 | Elect W. James Farrell | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

Abbott
Laboratories

| | | | | | | | |
|------------------------|-----|-----------|-----------|------|---|-------------|---------|
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 1.5 | Elect Edward M. Liddy | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 1.6 | Elect Nancy McKinstry | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 1.7 | Elect Phebe N. Novakovic | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 1.8 | Elect William A. Osborn | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 1.9 | Elect Samuel C. Scott III | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 1.10 | Elect Glenn F. Tilton | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 1.11 | Elect Miles D. White | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 2 | Ratification of Auditor | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 3 | Advisory Vote on Executive Compensation | Management | For |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 4 | Shareholder Proposal Regarding Genetically Modified Organisms | Shareholder | Against |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 5 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 6 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 7 | Shareholder Proposal Regarding Retention of Shares | Shareholder | Against |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 8 | Shareholder Proposal Regarding Excluding Compliance Costs for the Purposes of Executive Compensation | Shareholder | Against |
| Abbott Laboratories | ABT | 002824100 | 4/26/2013 | 9 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|-------------|------|-----------|-----------|-----|--|------------|--------|--|
| Abbvie Inc. | ABBV | 00287Y109 | 5/6/2013 | 1.1 | Elect William Burnside | Management | For | |
| Abbvie Inc. | ABBV | 00287Y109 | 5/6/2013 | 1.2 | Elect Edward Rapp | Management | For | |
| Abbvie Inc. | ABBV | 00287Y109 | 5/6/2013 | 1.3 | Elect Roy Roberts | Management | For | |
| Abbvie Inc. | ABBV | 00287Y109 | 5/6/2013 | 2 | Ratification of Auditor | Management | For | |
| Abbvie Inc. | ABBV | 00287Y109 | 5/6/2013 | 3 | Advisory Vote on Executive Compensation | Management | For | |
| Abbvie Inc. | ABBV | 00287Y109 | 5/6/2013 | 4 | Frequency of Advisory Vote on Executive Compensation | Management | 1 Year | |
| Abbvie Inc. | ABBV | 00287Y109 | 5/6/2013 | 5 | 2013 Stock Incentive Plan | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 1 | Elect Andrés R. Gluski | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 2 | Elect Guo Bao Zhang | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 3 | Elect Kristina M. Johnson | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 4 | Elect Tarun Khanna | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 5 | Elect John A. Koskinen | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 6 | Elect Philip Lader | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 7 | Elect Sandra O. Moose | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 8 | Elect John B. Morse, Jr. | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 9 | Elect Moisés Naim | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 10 | Elect Charles O. Rossotti | Management | For | |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 11 | Elect Sven Sandstrom | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-------------------------------|-----|-----------|-----------|----|---|------------|-----|
| AES Corp. | AES | 00130H105 | 4/18/2013 | 12 | Ratification of Auditor | Management | For |
| AES Corp. | AES | 00130H105 | 4/18/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 1 | Elect Daniel P. Amos | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 2 | Elect John Shelby Amos II | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 3 | Elect Paul S. Amos II | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 4 | Elect W. Paul Bowers | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 5 | Elect Kriss Cloninger III | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 6 | Elect Elizabeth J. Hudson | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 7 | Elect Douglas W. Johnson | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 8 | Elect Robert B. Johnson | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 9 | Elect Charles B. Knapp | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 10 | Elect E. Stephen Purdom | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 11 | Elect Barbara K. Rimer | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 12 | Elect Melvin T. Stith | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 13 | Elect David Gary Thompson | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 14 | Elect Takuro Yoshida | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 15 | Advisory Vote on Executive Compensation | Management | For |
| Aflac Incorporated | AFL | 001055102 | 5/6/2013 | 16 | Ratification of Auditor | Management | For |
| Air Products & Chemicals Inc. | APD | 009158106 | 1/24/2013 | 1 | Elect William Davis, III | Management | For |
| Air Products & Chemicals Inc. | APD | 009158106 | 1/24/2013 | 2 | Elect W. Douglas Ford | Management | For |
| Air Products & | APD | 009158106 | 1/24/2013 | 3 | Elect Evert Henkes | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

Chemicals Inc.

| | | | | | | | |
|-------------------------------|-----|-----------|-----------|----|--|-------------|---------|
| Air Products & Chemicals Inc. | APD | 009158106 | 1/24/2013 | 4 | Elect Margaret McGlynn | Management | For |
| Air Products & Chemicals Inc. | APD | 009158106 | 1/24/2013 | 5 | Ratification of Auditor | Management | For |
| Air Products & Chemicals Inc. | APD | 009158106 | 1/24/2013 | 6 | Advisory Vote on Executive Compensation | Management | For |
| Air Products & Chemicals Inc. | APD | 009158106 | 1/24/2013 | 7 | Amendment to the Long-Term Incentive Plan | Management | For |
| Air Products & Chemicals Inc. | APD | 009158106 | 1/24/2013 | 8 | Shareholder Proposal Regarding Declassification of the Board | Shareholder | Against |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 1 | Elect David E.I. Pyott | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 2 | Elect Michael R. Gallagher | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 3 | Elect Deborah Dunsire | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 4 | Elect Dawn E. Hudson | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 5 | Elect Trevor M. Jones | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 6 | Elect Louis J. Lavigne, Jr. | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 7 | Elect Peter J. McDonnell | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 8 | Elect Timothy D. Proctor | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 9 | Elect Russell T. Ray | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 10 | Ratification of Auditor | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 11 | Advisory Vote on Executive Compensation | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 12 | Right to Call a Special Meeting | Management | For |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 13 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | Against |
| Allergan Inc. | AGN | 018490102 | 4/30/2013 | 14 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|---|-----|-----------|------------|-----|---|-------------|---------|
| AllianzGI Global Equity & Convertible Income Fund | NGZ | 00119R108 | 12/19/2012 | 1.1 | Elect Deborah DeCotis | Management | For |
| AllianzGI Global Equity & Convertible Income Fund | NGZ | 00119R108 | 12/19/2012 | 1.2 | Elect John Maney | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 1 | Elect F. Duane Ackerman | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 2 | Elect Robert D. Beyer | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 3 | Elect Kermit R. Crawford | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 4 | Elect Jack M. Greenberg | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 5 | Elect Herbert L. Henkel | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 6 | Elect Ronald T. LeMay | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 7 | Elect Andrea Redmond | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 8 | Elect H. John Riley, Jr. | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 9 | Elect John W. Rowe | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 10 | Elect Judith A. Sprieser | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 11 | Elect Mary Alice Taylor | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 12 | Elect Thomas J. Wilson | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 14 | 2013 Equity Incentive Plan | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 15 | Ratification of Auditor | Management | For |
| Allstate Corporation (The) | ALL | 020002101 | 5/21/2013 | 16 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against |
| | ALL | 020002101 | 5/21/2013 | 17 | | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | Shareholder Proposal Regarding Lobbying Report | | |
|-------------------------------|-----|-----------|-----------|-----|--|-------------|---------|
| Allstate Corporation (The) | | | | | | | |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 1 | Elect Gerald L. Baliles | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 2 | Elect Martin J. Barrington | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 3 | Elect John T. Casteen III | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 4 | Elect Dinyar S. Devitre | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 5 | Elect Thomas F. Farrell II | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 6 | Elect Thomas W. Jones | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 7 | Elect Debra J. Kelly-Ennis | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 8 | Elect W. Leo Kiely III | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 9 | Elect Kathryn B. McQuade | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 10 | Elect George Muñoz | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 11 | Elect Nabil Y. Sakkab | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 12 | Ratification of Auditor | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| Altria Group Inc. | MO | 02209S103 | 5/16/2013 | 14 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.1 | Elect Charlene Barshefsky | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.2 | Elect Ursula M. Burns | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.3 | Elect Kenneth I. Chenault | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.4 | Elect Peter Chernin | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.5 | Elect Anne Lauvergeon | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.6 | Elect Theodore J. Leonsis | Management | For |
| | AXP | 025816109 | 4/29/2013 | 1.7 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|----------------------|------|-----------|-----------|------|---|-------------|---------|
| American Express Co. | | | | | Elect Richard C. Levin | | |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.8 | Elect Richard A. McGinn | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.9 | Elect Samuel J. Palmisano | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.10 | Elect Steven S. Reinemund | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.11 | Elect Daniel L. Vasella | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.12 | Elect Robert D. Walter | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 1.13 | Elect Ronald A. Williams | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 2 | Ratification of Auditor | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 3 | Advisory Vote on Executive Compensation | Management | For |
| American Express Co. | AXP | 025816109 | 4/29/2013 | 4 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 1 | Elect David Baltimore | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 2 | Elect Frank J. Biondi, Jr. | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 3 | Elect Robert A. Bradway | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 4 | Elect François de Carbonnel | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 5 | Elect Vance D. Coffman | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 6 | Elect Robert A. Eckert | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 7 | Elect Rebecca M. Henderson | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 8 | Elect Frank C. Herringer | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 9 | Elect Tyler Jacks | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 10 | Elect Gilbert S. Omenn | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 11 | Elect Judith C. Pelham | Management | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 12 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|--------------------------|------|-----------|-----------|----|---|----------------------------|--|---------|
| | | | | | | Elect Leonard D. Schaeffer | | |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 13 | Elect Ronald D. Sugar | Management | | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 14 | Ratification of Auditor | Management | | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 15 | Advisory Vote on Executive Compensation | Management | | For |
| Amgen Inc. | AMGN | 031162100 | 5/22/2013 | 16 | Amendment to the 2009 Equity Incentive Plan | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 1 | Elect Kevin P. Chilton | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 2 | Elect Luke R. Corbett | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 3 | Elect H. Paulett Eberhart | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 4 | Elect Peter J. Fluor | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 5 | Elect Richard L. George | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 6 | Elect Preston M. Geren, III | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 7 | Elect Charles W. Goodyear | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 8 | Elect John R. Gordon | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 9 | Elect Eric D. Mullins | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 10 | Elect Paula Rosput Reynolds | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 11 | Elect R. A. Walker | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 12 | Ratification of Auditor | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 13 | Advisory Vote on Executive Compensation | Management | | For |
| Anadarko Petroleum Corp. | APC | 032511107 | 5/14/2013 | 14 | Shareholder Proposal Regarding Report on Political Spending | Shareholder | | Against |
| Aon plc | AON | G0408V102 | 5/17/2013 | 1 | Elect Lester B. Knight | Management | | For |
| Aon plc | AON | G0408V102 | 5/17/2013 | 2 | Elect Gregory C. Case | Management | | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|------------|------|-----------|-----------|-----|---|-------------|---------|---|
| Aon plc | AON | G0408V102 | 5/17/2013 | 3 | Elect Fulvio Conti | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 4 | Elect Cheryl A. Francis | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 5 | Elect Edgar D. Jannotta | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 6 | Elect J. Michael Losh | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 7 | Elect Robert S. Morrison | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 8 | Elect Richard B. Myers | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 9 | Elect Richard C. Notebaert | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 10 | Elect Gloria Santona | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 11 | Elect Carolyn Y. Woo | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 12 | Accounts and Reports | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 13 | Ratification of Auditor | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 14 | Ratification of Auditor | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 15 | Authority to Set Auditor's Fees | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 16 | Advisory Vote on Executive Compensation | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 17 | U.K. Remuneration Report | Management | For | |
| Aon plc | AON | G0408V102 | 5/17/2013 | 18 | Global Share Purchase Plan | Management | For | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 5 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against | A |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 6 | Shareholder Proposal Regarding Formation of Human Rights Committee | Shareholder | Against | A |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 1.1 | Elect William V. Campbell | Management | For | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 1.2 | Elect Timothy D. Cook | Management | For | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 1.3 | Elect Millard S. Drexler | Management | For | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 1.4 | | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|------------|------|-----------|-----------|-----|---|------------------------------|-----|--|
| | | | | | | Elect Albert A. Gore, Jr. | | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 1.5 | Elect Robert A. Iger | Management | For | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 1.6 | Elect Andrea Jung | Management | For | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 1.7 | Elect Arthur D. Levinson | Management | For | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 1.8 | Elect Ronald D. Sugar | Management | For | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 2 | Amendments to Articles of Incorporation | Management | For | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 3 | Ratification of Auditor | Management | For | |
| Apple Inc. | AAPL | 037833100 | 2/27/2013 | 4 | Advisory Vote on Executive Compensation | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 1 | Elect Randall L. Stephenson | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 2 | Elect Gilbert F. Amelio | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 3 | Elect Reuben V. Anderson | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 4 | Elect James H. Blanchard | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 5 | Elect Jaime Chico Pardo | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 6 | Elect Scott T. Ford | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 7 | Elect James P. Kelly | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 8 | Elect Jon C. Madonna | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 9 | Elect Michael B. McCallister | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 10 | Elect John B. McCoy | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 11 | Elect Joyce M. Roché | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 12 | Elect Matthew K. Rose | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 13 | Elect Laura D'Andrea Tyson | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 14 | Ratification of Auditor | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 15 | Advisory Vote on Executive Compensation | Management | For | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 16 | | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|--------------------------------|-----|-----------|------------|------|---|-------------|---------|
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 17 | Amendment to the Stock Purchase and Deferral Plan | | |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 18 | Shareholder Proposal Regarding Political Spending | Shareholder | Against |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 19 | Shareholder Proposal Regarding Lead Batteries | Shareholder | Against |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 20 | Shareholder Proposal Regarding Shareholder Approval of Severance Agreements | Shareholder | Against |
| AT&T, Inc. | T | 00206R102 | 4/26/2013 | 20 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.1 | Elect Ellen Alemany | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.2 | Elect Gregory Brenneman | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.3 | Elect Leslie Brun | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.4 | Elect Richard Clark | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.5 | Elect Eric Fast | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.6 | Elect Linda Gooden | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.7 | Elect R. Glenn Hubbard | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.8 | Elect John Jones | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.9 | Elect Carlos Rodriguez | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.10 | Elect Enrique Salem | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 1.11 | Elect Gregory Summe | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 2 | Ratification of Auditor | Management | For |
| Automatic Data Processing Inc. | ADP | 053015103 | 11/13/2012 | 3 | Advisory Vote on Executive | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

Compensation

| | | | | | | | |
|---------------------------|-----|-----------|-----------|------|--|------------|-----|
| Baxter International Inc. | BAX | 071813109 | 5/7/2013 | 1 | Elect Thomas Chen | Management | For |
| Baxter International Inc. | BAX | 071813109 | 5/7/2013 | 2 | Elect Blake Devitt | Management | For |
| Baxter International Inc. | BAX | 071813109 | 5/7/2013 | 3 | Elect John Forsyth | Management | For |
| Baxter International Inc. | BAX | 071813109 | 5/7/2013 | 4 | Elect Gail Fosler | Management | For |
| Baxter International Inc. | BAX | 071813109 | 5/7/2013 | 5 | Elect Carole Shapazian | Management | For |
| Baxter International Inc. | BAX | 071813109 | 5/7/2013 | 6 | Ratification of Auditor | Management | For |
| Baxter International Inc. | BAX | 071813109 | 5/7/2013 | 7 | Advisory Vote on Executive Compensation | Management | For |
| Baxter International Inc. | BAX | 071813109 | 5/7/2013 | 8 | Repeal of Classified Board | Management | For |
| Baxter International Inc. | BAX | 071813109 | 5/7/2013 | 9 | Restoration of Right to Call a Special Meeting | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1 | Amendment to Terms of Preferred Stock | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 2 | Right to Adjourn Meeting | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.1 | Elect John A. Allison IV | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.2 | Elect Jennifer S. Banner | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.3 | Elect K. David Boyer, Jr. | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.4 | Elect Anna R. Cablik | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.5 | Elect Ronald E. Deal | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.6 | Elect James A. Faulkner | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.7 | Elect I. Patricia Henry | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.8 | Elect John P. Howe III | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.9 | Elect Eric C. Kendrick | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.10 | Elect Kelly S. King | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.11 | Elect Louis B. Lynn | Management | For |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.12 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|-------------------------|------|-----------|-----------|------|--|-------------|---------|---|
| | | | | | Elect Edward C. Milligan | | | |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.13 | Elect Charles A. Patton | Management | For | |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.14 | Elect Nido R. Qubein | Management | For | W |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.15 | Elect Tollie W. Rich, Jr. | Management | For | |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.16 | Elect Thomas E. Skains | Management | For | |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.17 | Elect Thomas N. Thompson | Management | For | |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.18 | Elect Edwin H. Welch Ph.D. | Management | For | |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 1.19 | Elect Stephen T. Williams | Management | For | W |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 2 | Ratification of Auditor | Management | For | |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 3 | Advisory Vote on Executive Compensation | Management | For | |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 4 | Shareholder Proposal Regarding Political Spending | Shareholder | Against | |
| BB&T Corp. | BBT | 054937107 | 4/23/2013 | 5 | Shareholder Proposal Regarding Majority Vote for Election of Directors | Shareholder | Against | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.1 | Elect Warren Buffett | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.2 | Elect Charles Munger | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.3 | Elect Howard Buffett | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.4 | Elect Stephen Burke | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.5 | Elect Susan Decker | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.6 | Elect William Gates III | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.7 | Elect David Gottesman | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.8 | Elect Charlotte Guyman | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|-------------------------|------|-----------|-----------|------|--|-------------|---------|---|
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.9 | Elect Donald Keough | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.10 | Elect Thomas Murphy | Management | For | W |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.11 | Elect Ronald Olson | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.12 | Elect Walter Scott, Jr. | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 1.13 | Elect Meryl B. Witmer | Management | For | |
| Berkshire Hathaway Inc. | BRKA | 084670702 | 5/4/2013 | 2 | Shareholder Proposal Regarding Reporting and Reducing Greenhouse Gas Emissions | Shareholder | Against | A |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 1 | Elect Caroline Dorsa | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 2 | Elect Stelios Papadopoulos | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 3 | Elect George A. Scangos | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 4 | Elect Lynn Schenk | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 5 | Elect Alexander J. Denner | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 6 | Elect Nancy L. Leaming | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 7 | Elect Richard C. Mulligan | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 8 | Elect Robert W. Pangia | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 9 | Elect Brian S. Posner | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 10 | Elect Eric K. Rowinsky | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 11 | Elect Stephen A. Sherwin | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 12 | Elect William D. Young | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 13 | Ratification of Auditor | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 14 | Advisory Vote on Executive Compensation | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 15 | Amendment to the 2008 | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|---|------|-----------|-----------|-----|---|-------------|---------|---|
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 16 | Performance-Based Management Incentive Plan | | | |
| | | | | | Amendment to the 2008 Omnibus Incentive Plan | Management | For | |
| Biogen Idec Inc. | BIIB | 09062X103 | 6/12/2013 | 17 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against | A |
| BlackRock Enhanced Capital and Income Fund Inc | CII | 09256A109 | 7/27/2012 | 1.2 | Elect Michael Castellano | Management | For | |
| BlackRock Enhanced Capital and Income Fund Inc. | CII | 09256A109 | 7/27/2012 | 1.1 | Elect Paul Audet | Management | For | |
| BlackRock Enhanced Capital and Income Fund Inc. | CII | 09256A109 | 7/27/2012 | 1.3 | Elect Richard Cavanagh | Management | For | |
| BlackRock Enhanced Capital and Income Fund Inc. | CII | 09256A109 | 7/27/2012 | 1.4 | Elect Frank Fabozzi | Management | For | |
| BlackRock Enhanced Capital and Income Fund Inc. | CII | 09256A109 | 7/27/2012 | 1.5 | Elect Kathleen Feldstein | Management | For | |
| BlackRock Enhanced Capital and Income Fund Inc. | CII | 09256A109 | 7/27/2012 | 1.6 | Elect James Flynn | Management | For | |
| BlackRock Enhanced Capital and Income Fund Inc. | CII | 09256A109 | 7/27/2012 | 1.7 | Elect Henry Gabbay | Management | For | |
| BlackRock Enhanced Capital and Income Fund Inc. | CII | 09256A109 | 7/27/2012 | 1.8 | Elect Jerrold Harris | Management | For | |
| BlackRock Enhanced Capital and Income Fund Inc. | CII | 09256A109 | 7/27/2012 | 1.9 | Elect R. Glenn Hubbard | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|--|-----|-----------|-----------|------|---|------------|-----|
| BlackRock Enhanced Capital and Income Fund Inc. | CII | 09256A109 | 7/27/2012 | 1.10 | Elect W. Carl Kester | Management | For |
| BlackRock Enhanced Capital and Income Fund Inc. | CII | 09256A109 | 7/27/2012 | 1.11 | Elect Karen Robards | Management | For |
| BlackRock Inc. | BLK | 09247X101 | 5/30/2013 | 1 | Elect Abdlatif Yousef Al-Hamad | Management | For |
| BlackRock Inc. | BLK | 09247X101 | 5/30/2013 | 2 | Elect Mathis Cabiallavetta | Management | For |
| BlackRock Inc. | BLK | 09247X101 | 5/30/2013 | 3 | Elect Dennis D. Dammerman | Management | For |
| BlackRock Inc. | BLK | 09247X101 | 5/30/2013 | 4 | Elect Jessica P. Einhorn | Management | For |
| BlackRock Inc. | BLK | 09247X101 | 5/30/2013 | 5 | Elect Fabrizio Freda | Management | For |
| BlackRock Inc. | BLK | 09247X101 | 5/30/2013 | 6 | Elect David H. Komansky | Management | For |
| BlackRock Inc. | BLK | 09247X101 | 5/30/2013 | 7 | Elect James E. Rohr | Management | For |
| BlackRock Inc. | BLK | 09247X101 | 5/30/2013 | 8 | Elect Susan L. Wagner | Management | For |
| BlackRock Inc. | BLK | 09247X101 | 5/30/2013 | 9 | Electory Vote on Executive Compensation | Management | For |
| BlackRock Inc. | BLK | 09247X101 | 5/30/2013 | 10 | Ratification of Auditor | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 1 | Elect Lamberto Andreotti | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 2 | Elect Lewis B. Campbell | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 3 | Elect James M. Cornelius | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 4 | Elect Laurie H. Glimcher | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 5 | Elect Michael Grobstein | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 6 | Elect Alan J. Lacy | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 7 | Elect Vicki L. Sato | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 8 | Elect Elliott Sigal | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-----------------------------|-----|-----------|----------|----|--|------------|-----|
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 9 | Elect Gerald L. Storch | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 10 | Elect Togo D. West, Jr. | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 11 | Ratification of Auditor | Management | For |
| Bristol-Myers Squibb Co. | BMY | 110122108 | 5/7/2013 | 12 | Advisory Vote on Executive Compensation | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 1 | Elect Jens Alder | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 2 | Elect Raymond Bromark | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 3 | Elect Gary Fernandes | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 4 | Elect Rohit Kapoor | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 5 | Elect Kay Koplovitz | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 6 | Elect Christopher Lofgren | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 7 | Elect William McCracken | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 8 | Elect Richard Sulpizio | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 9 | Elect Laura Unger | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 10 | Elect Arthur Weinbach | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 11 | Elect Ron Zambonini | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 12 | Ratification of Auditor | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 13 | Advisory Vote on Executive Compensation | Management | For |
| CA Technologies Inc. | CA | 12673P105 | 8/1/2012 | 14 | 2012 Non-Employee Director Compensation Plan | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 1 | Elect Richard D. Fairbank | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 2 | Elect W. Ronald Dietz | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|--------------------------------|------|-----------|-----------|-----|--|------------|-----|
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 3 | Elect Lewis Hay, III | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 4 | Elect Benjamin P. Jenkins, III | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 5 | Elect Peter E. Raskind | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 6 | Elect Mayo A. Shattuck III | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 7 | Elect Bradford H. Warner | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 8 | Elect Catherine G. West | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 9 | Ratification of Auditor | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 10 | Advisory Vote on Executive Compensation | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 11 | Elimination of Supermajority Requirements for Future Amendments to the Bylaws and the Certificate | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 12 | Elimination of Supermajority Requirement for the Removal of Directors | Management | For |
| Capital One Financial Corp. | COF | 14040H105 | 5/2/2013 | 13 | Elimination of Supermajority Requirement for Certain Business Combinations | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 1.1 | Elect Robert J. Hugin | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 1.2 | Elect Richard W. Barker D. Phil | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 1.3 | Elect Michael D. Casey | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 1.4 | Elect Carrie S. Cox | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 1.5 | Elect Rodman L. Drake | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 1.6 | Elect Michael Friedman | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 1.7 | Elect Gilla Kaplan | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 1.8 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|---------------|------|-----------|-----------|-----|---|-------------|---------|
| | | | | | Elect James J. Loughlin | | |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 1.9 | Elect Ernest Mario | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 2 | Ratification of Auditor | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 3 | Amendment to the 2008 Stock Incentive Plan | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 4 | Advisory Vote on Executive Compensation | Management | For |
| Celgene Corp. | CELG | 151020104 | 6/12/2013 | 5 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 1 | Elect Linnet F. Deily | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 2 | Elect Robert E. Denham | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 3 | Elect Alice P. Gast | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 4 | Elect Enrique Hernandez, Jr. | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 5 | Elect George L. Kirkland | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 6 | Elect Charles W. Moorman, IV | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 7 | Elect Kevin W. Sharer | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 8 | Elect John G. Stumpf | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 9 | Elect Ronald D. Sugar | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 10 | Elect Carl Ware | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 11 | Elect John S. Watson | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 12 | Ratification of Auditor | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 14 | Amendment to the Long-Term Incentive Plan | Management | For |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 15 | Shareholder Proposal Regarding Hydraulic Fracturing | Shareholder | Against |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 16 | Shareholder Proposal Regarding Offshore | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|---------------|-----|-----------|-----------|----|--|-------------|---------|
| | | | | | Drilling Report | | |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 17 | Shareholder Proposal Regarding Report on Climate Change | Shareholder | Against |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 18 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 19 | Shareholder Proposal Regarding Prohibition on Political Spending | Shareholder | Against |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 20 | Shareholder Proposal Regarding Cumulative Voting | Shareholder | Against |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 21 | Shareholder Proposal Regarding Right to Call a Special Meeting | Shareholder | Against |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 22 | Shareholder Proposal Regarding Environmental Expertise on Board | Shareholder | Against |
| Chevron Corp. | CVX | 166764100 | 5/29/2013 | 23 | Shareholder Proposal Regarding Country Selection Guidelines | Shareholder | Against |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 5 | Elect Lawrence W. Kellner | Management | For |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 6 | Elect Martin G. McGuinn | Management | For |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 7 | Elect Lawrence M. Small | Management | For |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 8 | Elect Jess S oderberg | Management | For |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 9 | Elect Daniel E. Somers | Management | For |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 10 | Elect William C. Weldon | Management | For |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 11 | Elect James M. Zimmerman | Management | For |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 12 | Elect Alfred W. Zollar | Management | For |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 13 | Ratification of Auditor | Management | For |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 14 | Advisory Vote on Executive Compensation | Management | For |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 15 | | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | | |
|------------------------|------|-----------|------------|----|---|--|---------|---|--|
| | | | | | | Shareholder Proposal Regarding Incorporation of Values in Political Spending | | | |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 16 | Sustainability Report | Shareholder | Against | A | |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 1 | Elect Zoë Baird Budinger | Management | For | | |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 2 | Elect Sheila P. Burke | Management | For | | |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 3 | Elect James I. Cash, Jr. | Management | For | | |
| Chubb Corp. | CB | 171232101 | 4/30/2013 | 4 | Elect John D. Finnegan | Management | For | | |
| Cigna Corp. | CI | 125509109 | 4/24/2013 | 1 | Elect David M. Cordani | Management | For | | |
| Cigna Corp. | CI | 125509109 | 4/24/2013 | 2 | Elect Isaiah Harris, Jr. | Management | For | | |
| Cigna Corp. | CI | 125509109 | 4/24/2013 | 3 | Elect Jane E. Henney | Management | For | | |
| Cigna Corp. | CI | 125509109 | 4/24/2013 | 4 | Elect Donna F. Zarcone | Management | For | | |
| Cigna Corp. | CI | 125509109 | 4/24/2013 | 5 | Ratification of Auditor | Management | For | | |
| Cigna Corp. | CI | 125509109 | 4/24/2013 | 6 | Advisory Vote on Executive Compensation | Management | For | | |
| Cigna Corp. | CI | 125509109 | 4/24/2013 | 7 | Amendment to the Long-Term Incentive Plan | Management | For | | |
| Cigna Corp. | CI | 125509109 | 4/24/2013 | 8 | Shareholder Proposal Regarding Political Spending | Shareholder | Against | A | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 1 | Elect Carol Bartz | Management | For | | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 2 | Elect Marc Benioff | Management | For | | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 3 | Elect M. Michele Burns | Management | For | | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 4 | Elect Michael Capellas | Management | For | | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 5 | Elect Larry Carter | Management | For | | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 6 | Elect John Chambers | Management | For | | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|----------------------------------|------|-----------|------------|-----|--|-------------|---------|---|
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 7 | Elect Brian Halla | Management | For | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 8 | Elect John Hennessy | Management | For | A |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 9 | Elect Kristina Johnson | Management | For | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 10 | Elect Richard Kovacevich | Management | For | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 11 | Elect Roderick McGeary | Management | For | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 12 | Elect Arun Sarin | Management | For | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 13 | Elect Steven West | Management | For | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 14 | Amendment to the Executive Incentive Plan | Management | For | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 15 | Advisory Vote on Executive Compensation | Management | For | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 16 | Ratification of Auditor | Management | For | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 17 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against | |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/15/2012 | 18 | Shareholder Proposal Regarding Report on Conflict Minerals | Shareholder | Against | A |
| Clough Global Opportunities Fund | GLO | 18914E106 | 7/16/2012 | 1.1 | Elect Edmund Burke | Management | For | |
| Clough Global Opportunities Fund | GLO | 18914E106 | 7/16/2012 | 1.2 | Elect John Mee | Management | For | |
| Coca Cola Company | KO | 191216100 | 7/10/2012 | 1 | Approval of Stock Split | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 1 | Elect Herbert A. Allen | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 2 | Elect Ronald W. Allen | Management | For | A |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 3 | Elect Howard G. Buffett | Management | For | |
| | KO | 191216100 | 4/24/2013 | 4 | | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | | |
|-----------------------|----|-----------|-----------|----|--|--|-------------|---------|---|
| Coca Cola Company | | | | | | Elect Richard M. Daley | | | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 5 | | Elect Barry Diller | Management | For | A |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 6 | | Elect Helene D. Gayle | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 7 | | Elect Evan G. Greenberg | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 8 | | Elect Alexis M. Herman | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 9 | | Elect Muhtar Kent | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 10 | | Elect Robert A. Kotick | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 11 | | Elect Maria Elena Lagomasino | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 12 | | Elect Donald F. McHenry | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 13 | | Elect Sam Nunn | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 14 | | Elect James D. Robinson III | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 15 | | Elect Peter V. Ueberroth | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 16 | | Elect Jacob Wallenberg | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 17 | | Ratification of Auditor | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 18 | | Advisory Vote on Executive Compensation | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 19 | | Amendment to By-Laws Regarding the Right to Call Special Meetings | Management | For | |
| Coca Cola Company | KO | 191216100 | 4/24/2013 | 20 | | Shareholder Proposal Regarding Formation of a Human Rights Committee | Shareholder | Against | A |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 1 | | Elect Nikesh Arora | Management | For | |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 2 | | Elect John T. Cahill | Management | For | |
| | CL | 194162103 | 5/10/2013 | 3 | | Elect Ian M. Cook | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | | | | | | | |
|-----------------------|-------|-----------|-----------|------|---|-------------|--|--|--|--|--|--|---------|-----|
| Colgate-Palmolive Co. | | | | | | | | | | | | | | |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 4 | Elect Helene D. Gayle | Management | | | | | | | | For |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 5 | Elect Ellen M. Hancock | Management | | | | | | | | For |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 6 | Elect Joseph Jimenez | Management | | | | | | | | For |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 7 | Elect Richard J. Kogan | Management | | | | | | | | For |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 8 | Elect Delano E. Lewis | Management | | | | | | | | For |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 9 | Elect J. Pedro Reinhard | Management | | | | | | | | For |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 10 | Elect Stephen I. Sadove | Management | | | | | | | | For |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 11 | Ratification of Auditor | Management | | | | | | | | For |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 12 | Advisory Vote on Executive Compensation | Management | | | | | | | | For |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 13 | 2013 Incentive Compensation Plan | Management | | | | | | | | For |
| Colgate-Palmolive Co. | CL | 194162103 | 5/10/2013 | 14 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | | | | | | | Against | A |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.1 | Elect Kenneth J. Bacon | Management | | | | | | | | For |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.2 | Elect Sheldon M. Bonovitz | Management | | | | | | | | For |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.3 | Elect Joseph J. Collins | Management | | | | | | | | For |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.4 | Elect J. Michael Cook | Management | | | | | | | | For |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.5 | Elect Gerald L. Hassell | Management | | | | | | | | For |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.6 | Elect Jeffrey A. Honickman | Management | | | | | | | | For |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.7 | Elect Eduardo G. Mestre | Management | | | | | | | | For |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.8 | Elect Brian L. Roberts | Management | | | | | | | | For |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.9 | Elect Ralph J. Roberts | Management | | | | | | | | For |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.10 | Elect Johnathan A. Rodgers | Management | | | | | | | | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|----------------|-------|-----------|-----------|------|--|-------------|---------|---|
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 1.11 | Elect Judith Rodin | Management | For | W |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 2 | Ratification of Auditor | Management | For | |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 3 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | Shareholder | Against | |
| Comcast Corp. | CMCSA | 20030N101 | 5/15/2013 | 4 | Shareholder Proposal Regarding Recapitalization | Shareholder | Against | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 1 | Elect Richard L. Armitage | Management | For | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 2 | Elect Richard H. Auchinleck | Management | For | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 3 | Elect James E. Copeland, Jr. | Management | For | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 4 | Elect Jody L Freeman | Management | For | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 5 | Elect Gay Huey Evans | Management | For | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 6 | Elect Ryan M. Lance | Management | For | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 7 | Elect Mohd H. Marican | Management | For | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 8 | Elect Robert A. Niblock | Management | For | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 9 | Elect Harald J. Norvik | Management | For | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 10 | Elect William E. Wade, Jr. | Management | For | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 11 | Ratification of Auditor | Management | For | A |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 12 | Advisory Vote on Executive Compensation | Management | For | A |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 13 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against | A |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 14 | Shareholder Proposal Regarding Reporting and Reducing Greenhouse Gas Emissions | Shareholder | Against | |
| ConocoPhillips | COP | 20825C104 | 5/14/2013 | 15 | Shareholder Proposal Regarding Adopting Gender Identity and Expression Anti-Bias | Shareholder | Against | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | Policy | | |
|---------------------------|-----|-----------|-----------|----|--|-------------|---------|
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 1 | Elect Kevin Burke | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 2 | Elect Vincent A. Calarco | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 3 | Elect George Campbell, Jr. | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 4 | Elect Gordon J. Davis | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 5 | Elect Michael J. Del Giudice | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 6 | Elect Ellen V. Futter | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 7 | Elect John F. Hennessy III | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 8 | Elect John F. Killian | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 9 | Elect Eugene R. McGrath | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 10 | Elect Sally H. Piñero | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 11 | Elect Michael W. Ranger | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 12 | Elect L. Frederick Sutherland | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 13 | Ratification of Auditor | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 14 | Long Term Incentive Plan | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 15 | Advisory Vote on Executive Compensation | Management | For |
| Consolidated Edison, Inc. | ED | 209115104 | 5/20/2013 | 16 | Shareholder Proposal Regarding Compensation Benchmarking | Shareholder | Against |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 1 | Elect Jose E. Almeida | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 2 | Elect Joy A. Amundson | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 3 | Elect Craig Arnold | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 4 | Elect Robert H. Brust | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 5 | Elect John M. Connors, Jr. | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|--------------------------|-----|-----------|-----------|----|---|------------|-----|
| Covidien plc | COV | G2554F113 | 3/20/2013 | 6 | Elect Christopher J. Coughlin | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 7 | Elect Randall J. Hogan, III | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 8 | Elect Martin D. Madaus | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 9 | Elect Dennis H. Reilley | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 10 | Elect Joseph A. Zaccagnino | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 11 | Appointment of Auditor and Authority to Set Remuneration | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 12 | Advisory Vote on Executive Compensation | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 13 | Amendment to the Stock and Incentive Plan | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 14 | Authority to Repurchase Shares | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 15 | Authority to Reissue Treasury Shares | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 16 | Amendments to Articles to Update Share Transfer Procedures | Management | For |
| Covidien plc | COV | G2554F113 | 3/20/2013 | 17 | Advisory Vote on the Reduction of Share Premium Account in Connection with Spin Off | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 1 | Elect C. David Brown II | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 2 | Elect David W. Dorman | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 3 | Elect Anne M. Finucane | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 4 | Elect Kristen E. Gibney Williams | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 5 | Elect Larry J. Merlo | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 6 | Elect Jean-Pierre Millon | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|--------------------------|-----|-----------|-----------|----|---|-------------|---------|
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 7 | Elect Richard J. Swift | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 8 | Elect William C. Weldon | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 9 | Elect Tony L. White | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 10 | Ratification of Auditor | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 11 | Advisory Vote on Executive Compensation | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 12 | Amendment to the 2007 Employee Stock Purchase Plan | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 13 | Reduction of Voting Thresholds in the Fair Price Provision | Management | For |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 14 | Shareholder Proposal Regarding Report on Political Spending | Shareholder | Against |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 15 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | Shareholder | Against |
| CVS Caremark Corporation | CVS | 126650100 | 5/9/2013 | 16 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 1 | Elect Samuel R. Allen | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 2 | Elect Crandall C. Bowles | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 3 | Elect Vance D. Coffman | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 4 | Elect Charles O. Holliday, Jr. | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 5 | Elect Dipak C. Jain | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 6 | Elect Clayton M. Jones | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 7 | Elect Joachim Milberg | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 8 | Elect Richard B. Myers | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 9 | Elect Thomas H. Patrick | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-------------|-----|-----------|-----------|----|---|-------------|---------|
| Deere & Co. | DE | 244199105 | 2/27/2013 | 10 | Elect Aulana L. Peters | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 11 | Elect Sherry M. Smith | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 12 | Advisory Vote on Executive Compensation | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 13 | Re-approval of Mid-Term Incentive Plan | Management | For |
| Deere & Co. | DE | 244199105 | 2/27/2013 | 14 | Ratification of Auditor | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 1 | Elect Neil R. Austrian | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 2 | Elect Ralph F. Boyd, Jr. | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 3 | Elect Abelardo E. Bru | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 4 | Elect David B. Dillon | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 5 | Elect Samuel A. DiPiazza, Jr. | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 6 | Elect Dixon R. Doll | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 7 | Elect Charles R. Lee | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 8 | Elect Peter A. Lund | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 9 | Elect Nancy S. Newcomb | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 10 | Elect Lorrie M. Norrington | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 11 | Elect Michael D. White | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 12 | Ratification of Auditor | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 14 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | Shareholder | Against |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 15 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| DIRECTV | DTV | 25490A309 | 5/2/2013 | 16 | Shareholder Proposal Regarding Right to Act by Written | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | Consent | | | |
|--------------------------------|-----|-----------|-----------|------|---|------------|-----|---|
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 1 | Elect Jeffrey S. Aronin | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 2 | Elect Mary K. Bush | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 3 | Elect Gregory C. Case | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 4 | Elect Cynthia A. Glassman | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 5 | Elect Richard H. Lenny | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 6 | Elect Thomas G. Maheras | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 7 | Elect Michael H. Moskow | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 8 | Elect David W. Nelms | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 9 | Elect E. Follin Smith | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 10 | Elect Mark A. Thierer | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 11 | Elect Lawrence A. Weinbach | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 12 | Advisory Vote on Executive Compensation | Management | For | |
| Discover Financial Services | DFS | 254709108 | 4/17/2013 | 13 | Ratification of Auditor | Management | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.6 | Elect John H. Forsgren | Management | For | W |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.7 | Elect Ann Maynard Gray | Management | For | W |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.8 | Elect James H. Hance, Jr. | Management | For | W |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.9 | Elect John T. Herron | Management | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.10 | Elect James B. Hyler, Jr. | Management | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.11 | Elect E. Marie McKee | Management | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.12 | Elect E. James Reinsch | Management | For | |
| | DUK | 26441C204 | 5/2/2013 | 1.13 | Elect James T. Rhodes | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | | |
|---|-----|-----------|-----------|------|--|-------------|--|---------|-------------|
| Duke Energy Corp. | | | | | | | | | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.14 | Elect James E. Rogers | Management | | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.15 | Elect Carlos A. Saladrigas | Management | | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.16 | Elect Philip R. Sharp | Management | | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 2 | Ratification of Auditor | Management | | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 3 | Advisory Vote on Executive Compensation | Management | | For | A |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 4 | Amended Short-Term Incentive Plan | Management | | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 5 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | | Against | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 6 | Shareholder Proposal Regarding Majority Vote for Election of Directors | Shareholder | | Against | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.1 | Elect William Barnet III | Management | | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.2 | Elect G. Alex Bernhardt, Sr. | Management | | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.3 | Elect Michael G. Browning | Management | | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.4 | Elect Harris E. DeLoach, Jr. | Management | | For | |
| Duke Energy Corp. | DUK | 26441C204 | 5/2/2013 | 1.5 | Elect Daniel R. DiMicco | Management | | For | |
| Eaton Vance Enhanced Equity Income Fund | EOI | 278274105 | 7/20/2012 | 1.1 | Elect Scott Eston | Management | | For | 9 W 8 |
| Eaton Vance Enhanced Equity Income Fund | EOI | 278274105 | 7/20/2012 | 1.2 | Elect William Park | Management | | For | 9 W 8 |
| Eaton Vance Enhanced Equity Income Fund | EOI | 278274105 | 7/20/2012 | 1.3 | Elect Ronald Pearlman | Management | | For | 9 W 8 |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|---|-----|-----------|-----------|-----|-----------------------------|------------|-----|
| Eaton Vance Enhanced Equity Income Fund | EOI | 278274105 | 7/20/2012 | 1.4 | Elect Harriett Taggart | Management | For |
| Eaton Vance Enhanced Equity Income Fund II | EOS | 278277108 | 4/19/2013 | 1.1 | Elect Lynn A. Stout | Management | For |
| Eaton Vance Enhanced Equity Income Fund II | EOS | 278277108 | 4/19/2013 | 1.2 | Elect Harriet T. Taggart | Management | For |
| Eaton Vance Enhanced Equity Income Fund II | EOS | 278277108 | 4/19/2013 | 1.3 | Elect Ralph F. Verni | Management | For |
| Eaton Vance Tax-Managed Diversified Equity Income Fund | ETY | 27828N102 | 8/24/2012 | 1.1 | Elect Scott Eston | Management | For |
| Eaton Vance Tax-Managed Diversified Equity Income Fund | ETY | 27828N102 | 8/24/2012 | 1.2 | Elect Harriett Taggart | Management | For |
| Eaton Vance Tax-Managed Diversified Equity Income Fund | ETY | 27828N102 | 8/24/2012 | 1.3 | Elect Helen Peters | Management | For |
| Eaton Vance Tax-Managed Diversified Equity Income Fund | ETY | 27828N102 | 8/24/2012 | 1.4 | Elect Lynn Stout | Management | For |
| Eaton Vance Tax-Managed Diversified Equity Income Fund | ETY | 27828N102 | 8/24/2012 | 1.5 | Elect Ralph Verni | Management | For |
| Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund | ETW | 27829C105 | 4/19/2013 | 1.1 | Elect William H. Park | Management | For |
| Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund | ETW | 27829C105 | 4/19/2013 | 1.2 | Elect Ronald A. Pearlman | Management | For |
| Eaton Vance Tax-Managed Global Buy-Write Opportunities | ETW | 27829C105 | 4/19/2013 | 1.3 | Elect Harriet T. Taggart | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

Fund

| | | | | | | | | |
|---|------|-----------|-----------|-----|--|-------------|---------|--|
| Eaton Vance Tax-Managed Global Diversified Equity Income Fund | EXG | 27829F108 | 8/24/2012 | 1.1 | Elect Scott Eston | Management | For | |
| Eaton Vance Tax-Managed Global Diversified Equity Income Fund | EXG | 27829F108 | 8/24/2012 | 1.2 | Elect Ronald Pearlman | Management | For | |
| Eaton Vance Tax-Managed Global Diversified Equity Income Fund | EXG | 27829F108 | 8/24/2012 | 1.3 | Elect Helen Peters | Management | For | |
| Eaton Vance Tax-Managed Global Diversified Equity Income Fund | EXG | 27829F108 | 8/24/2012 | 1.4 | Elect Lynn Stout | Management | For | |
| Eaton Vance Tax-Managed Global Diversified Equity Income Fund | EXG | 27829F108 | 8/24/2012 | 1.5 | Elect Ralph Verni | Management | For | |
| eBay Inc. | EBAY | 278642103 | 4/18/2013 | 1 | Elect David M. Moffett | Management | For | |
| eBay Inc. | EBAY | 278642103 | 4/18/2013 | 2 | Elect Richard T. Schlosberg, III | Management | For | |
| eBay Inc. | EBAY | 278642103 | 4/18/2013 | 3 | Elect Thomas J. Tierney | Management | For | |
| eBay Inc. | EBAY | 278642103 | 4/18/2013 | 4 | Advisory Vote on Executive Compensation | Management | For | |
| eBay Inc. | EBAY | 278642103 | 4/18/2013 | 5 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against | |
| eBay Inc. | EBAY | 278642103 | 4/18/2013 | 6 | Shareholder Proposal Regarding Privacy and Data Security | Shareholder | Against | |
| eBay Inc. | EBAY | 278642103 | 4/18/2013 | 7 | Ratification of Auditor | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 1 | Elect Douglas M. Baker, Jr. | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|-----------------|-----|-----------|----------|----|--|-------------|---------|---|
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 2 | Elect Barbara J. Beck | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 3 | Elect Leslie S. Biller | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 4 | Elect Stephen I. Chazen | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 5 | Elect Jerry A. Grundhofer | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 6 | Elect Arthur J. Higgins | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 7 | Elect Joel W. Johnson | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 8 | Elect Michael Larson | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 9 | Elect Jerry W. Levin | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 10 | Elect Robert L. Lumpkins | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 11 | Elect Victoria J. Reich | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 12 | Elect Mary M. VanDeWeghe | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 13 | Elect John J. Zillmer | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 14 | Ratification of Auditor | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 15 | Amendment to the 2010 Stock Incentive Plan | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 16 | Advisory Vote on Executive Compensation | Management | For | |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 17 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against | A |
| Ecolab, Inc. | ECL | 278865100 | 5/2/2013 | 18 | Shareholder Proposal Regarding Incorporation of Values in Political Spending | Shareholder | Against | A |
| Eli Lilly & Co. | LLY | 532457108 | 5/6/2013 | 1 | Elect Ralph Alvarez | Management | For | |
| Eli Lilly & Co. | LLY | 532457108 | 5/6/2013 | 2 | Elect Sir Winfried Bischoff | Management | For | |
| Eli Lilly & Co. | LLY | 532457108 | 5/6/2013 | 3 | Elect R. David Hoover | Management | For | |
| Eli Lilly & Co. | LLY | 532457108 | 5/6/2013 | 4 | Elect Franklyn G. Prendergast | Management | For | |
| Eli Lilly & Co. | LLY | 532457108 | 5/6/2013 | 5 | Elect Kathi P. Seifert | Management | For | |
| Eli Lilly & Co. | LLY | 532457108 | 5/6/2013 | 6 | | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|---------------------|-----|-----------|-----------|-----|---|------------|-----|
| Eli Lilly & Co. | LLY | 532457108 | 5/6/2013 | 7 | Ratification of Auditor Advisory Vote on Executive Compensation | Management | For |
| Eli Lilly & Co. | LLY | 532457108 | 5/6/2013 | 8 | Reapproval of Material Terms of Performance Goals for the 2002 Lilly Stock Plan | Management | For |
| EOG Resources, Inc. | EOG | 26875P101 | 5/2/2013 | 1 | Elect Charles Crisp | Management | For |
| EOG Resources, Inc. | EOG | 26875P101 | 5/2/2013 | 2 | Elect James Day | Management | For |
| EOG Resources, Inc. | EOG | 26875P101 | 5/2/2013 | 3 | Elect Mark Papa | Management | For |
| EOG Resources, Inc. | EOG | 26875P101 | 5/2/2013 | 4 | Elect H. Leighton Steward | Management | For |
| EOG Resources, Inc. | EOG | 26875P101 | 5/2/2013 | 5 | Elect Donald Textor | Management | For |
| EOG Resources, Inc. | EOG | 26875P101 | 5/2/2013 | 6 | Elect William Thomas | Management | For |
| EOG Resources, Inc. | EOG | 26875P101 | 5/2/2013 | 7 | Elect Frank Wisner | Management | For |
| EOG Resources, Inc. | EOG | 26875P101 | 5/2/2013 | 8 | Ratification of Auditor | Management | For |
| EOG Resources, Inc. | EOG | 26875P101 | 5/2/2013 | 9 | Amendment to the 2008 Omnibus Equity Compensation Plan | Management | For |
| EOG Resources, Inc. | EOG | 26875P101 | 5/2/2013 | 10 | Advisory Vote on Executive Compensation | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.1 | Elect Michael J. Boskin | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.2 | Elect Peter Brabeck-Letmathe | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.3 | Elect Ursula M. Burns | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.4 | Elect Larry R. Faulkner | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.5 | Elect Jay S. Fishman | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.6 | Elect Henrietta H. Fore | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-------------------|-----|-----------|-----------|------|---|-------------|---------|
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.7 | Elect Kenneth C. Frazier | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.8 | Elect William W. George | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.9 | Elect Samuel J. Palmisano | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.10 | Elect Steven S. Reinemund | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.11 | Elect Rex W. Tillerson | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.12 | Elect William C. Weldon | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 1.13 | Elect Edward E. Whitacre, Jr. | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 2 | Ratification of Auditor | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 3 | Advisory Vote on Executive Compensation | Management | For |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 4 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 5 | Shareholder Proposal Regarding Majority Vote in the Election of Directors | Shareholder | Against |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 6 | Shareholder Proposal Regarding Multiple Board Service | Shareholder | Against |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 7 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 8 | Shareholder Proposal Regarding Feasibility Study on Prohibition of Political Spending | Shareholder | Against |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 9 | Shareholder Proposal Regarding Adopting Sexual Orientation and Gender Identity Anti-Bias Policy | Shareholder | Against |
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 10 | Shareholder Proposal Regarding Hydraulic Fracturing | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|---------------------|------|-----------|-----------|----|---|-------------|---------|---|
| Exxon Mobil Corp. | XOM | 30231G102 | 5/29/2013 | 11 | Shareholder Proposal Regarding Reporting and Reducing Greenhouse Gas Emissions | Shareholder | Against | A |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 1 | Elect James Barksdale | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 2 | Elect John Edwardson | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 3 | Elect Shirley Jackson | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 4 | Elect Steven Loranger | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 5 | Elect Gary Loveman | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 6 | Elect R. Brad Martin | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 7 | Elect Joshua Ramo | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 8 | Elect Susan Schwab | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 9 | Elect Frederick Smith | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 10 | Elect Joshua Smith | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 11 | Elect David Steiner | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 12 | Elect Paul Walsh | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 13 | Ratification of Auditor | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 14 | Advisory Vote on Executive Compensation | Management | For | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 15 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against | |
| FedEx Corporation | FDX | 31428X106 | 9/24/2012 | 16 | Shareholder Proposals Regarding Political Contributions and Expenditures Report | Shareholder | Against | |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 1 | Elect Darryl F. Allen | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|--|------|-----------|-----------|-----|--|------------|--------|
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 2 | Elect Evan Bayh | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 3 | Elect Ulysses L. Bridgeman, Jr. | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 4 | Elect Emerson L. Brumback | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 5 | Elect James P. Hackett | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 6 | Elect Gary R. Heminger | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 7 | Elect Jewell D. Hoover | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 8 | Elect William M. Isaac | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 9 | Elect Kevin T. Kabat | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 10 | Elect Mitchel D. Livingston | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 11 | Elect Michael B. McCallister | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 12 | Elect Hendrick G. Meijer | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 13 | Elect John J. Schiff, Jr. | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 14 | Elect Marsha C. Williams | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 15 | Ratification of Auditor | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 16 | Advisory Vote on Executive Compensation | Management | For |
| Fifth Third Bancorp | FITB | 316773100 | 4/16/2013 | 17 | Frequency of Advisory Vote on Executive Compensation | Management | 1 Year |
| First Trust/Aberdeen Emerging Opportunity Fund | FEO | 33731L100 | 4/17/2013 | 1.1 | Elect James A. Bowen | Management | For |
| First Trust/Aberdeen Emerging Opportunity Fund | FEO | 33731L100 | 4/17/2013 | 1.2 | Elect Niel B. Nielson | Management | For |
| | BEN | 354613101 | 3/13/2013 | 1 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|--------------------------|-----|-----------|-----------|----|--|--|-------------|---------|
| Franklin Resources, Inc. | | | | | | Elect Samuel H. Armacost | | |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 2 | | Elect Peter K. Barker | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 3 | | Elect Charles Crocker | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 4 | | Elect Charles B. Johnson | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 5 | | Elect Gregory E. Johnson | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 6 | | Elect Rupert H. Johnson, Jr. | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 7 | | Elect Mark C. Pigott | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 8 | | Elect Chutta Ratnathicam | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 9 | | Elect Laura Stein | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 10 | | Elect Anne M. Tatlock | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 11 | | Elect Geoffrey Y. Yang | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 12 | | Ratification of Auditor | Management | For |
| Franklin Resources, Inc. | BEN | 354613101 | 3/13/2013 | 13 | | Shareholder Proposal Regarding Genocide-Free Investing | Shareholder | Against |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 1 | | Elect Adrian D.P. Bellamy | Management | For |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 2 | | Elect Domenico De Sole | Management | For |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 3 | | Elect Robert J. Fisher | Management | For |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 4 | | Elect William S. Fisher | Management | For |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 5 | | Elect Isabella D. Goren | Management | For |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 6 | | Elect Bob L. Martin | Management | For |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 7 | | Elect Jorge P. Montoya | Management | For |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 8 | | Elect Glenn K. Murphy | Management | For |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 9 | | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|--------------------------------------|-----|-----------|-----------|-----|---|------------|-----|
| | | | | | Elect Mayo A. Shattuck III | | |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 10 | Elect Katherine Tsang | Management | For |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 11 | Ratification of Auditor | Management | For |
| Gap, Inc. (The) | GPS | 364760108 | 5/21/2013 | 12 | Advisory Vote on Executive Compensation | Management | For |
| General American Investors Co., Inc. | GAM | 368802104 | 4/10/2013 | 1.1 | Elect Rodney B. Berens | Management | For |
| General American Investors Co., Inc. | GAM | 368802104 | 4/10/2013 | 1.2 | Elect Lewis B. Cullman | Management | For |
| General American Investors Co., Inc. | GAM | 368802104 | 4/10/2013 | 1.3 | Elect Spencer Davidson | Management | For |
| General American Investors Co., Inc. | GAM | 368802104 | 4/10/2013 | 1.4 | Elect Gerald M. Edelman | Management | For |
| General American Investors Co., Inc. | GAM | 368802104 | 4/10/2013 | 1.5 | Elect John D. Gordan, III | Management | For |
| General American Investors Co., Inc. | GAM | 368802104 | 4/10/2013 | 1.6 | Elect Betsy F. Gotbaum | Management | For |
| General American Investors Co., Inc. | GAM | 368802104 | 4/10/2013 | 1.7 | Elect Sidney R. Knafel | Management | For |
| General American Investors Co., Inc. | GAM | 368802104 | 4/10/2013 | 1.8 | Elect Daniel M. Neidich | Management | For |
| General American Investors Co., Inc. | GAM | 368802104 | 4/10/2013 | 1.9 | Elect Jeffrey W. Priest | Management | For |
| General American Investors Co., Inc. | GAM | 368802104 | 4/10/2013 | 2 | Ratification of Auditor | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 1 | Elect W. Geoffrey Beattie | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 2 | Elect John J. Brennan | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 3 | Elect James I. Cash, Jr. | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 4 | Elect Francisco D'Souza | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 5 | Elect Marijn E. Dekkers | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 6 | Elect Ann M. Fudge | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 7 | Elect Susan Hockfield | Management | For |
| | GE | 369604103 | 4/24/2013 | 8 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|----------------------|----|-----------|-----------|----|---|-------------|---------|
| General Electric Co. | | | | | Elect Jeffrey R. Immelt | | |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 9 | Elect Andrea Jung | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 10 | Elect Robert W. Lane | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 11 | Elect Ralph S. Larsen | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 12 | Elect Rochelle B. Lazarus | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 13 | Elect James J. Mulva | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 14 | Elect Mary L. Schapiro | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 15 | Elect Robert J. Swieringa | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 16 | Elect James S. Tisch | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 17 | Elect Douglas A. Warner III | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 18 | Advisory Vote on Executive Compensation | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 19 | Ratification of Auditor | Management | For |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 20 | Shareholder Proposal Regarding Cessation of All Stock Options and Bonuses | Shareholder | Against |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 21 | Shareholder Proposal Regarding Term Limits | Shareholder | Against |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 22 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 23 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | Against |
| General Electric Co. | GE | 369604103 | 4/24/2013 | 24 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|----------------------|------|-----------|-----------|-----|---|-------------|---------|---|
| General Electric Co. | GE | 369604103 | 4/24/2013 | 25 | Shareholder Proposal Regarding Double Board Nominees | Shareholder | Against | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 1.6 | Elect John L. Hennessy | Management | For | W |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 1.7 | Elect Ann Mather | Management | For | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 1.8 | Elect Paul S. Otellini | Management | For | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 1.9 | Elect K. Ram Shriram | Management | For | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 1.1 | Elect Shirley M. Tilghman | Management | For | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 2 | Ratification of Auditor | Management | For | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 3 | Shareholder Proposal Regarding Lead Batteries | Shareholder | Against | A |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 4 | Shareholder Proposal Regarding Recapitalization | Shareholder | Against | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 5 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against | A |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 6 | Shareholder Proposal Regarding CEO Succession Planning | Shareholder | Against | A |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 1.1 | Elect Larry Page | Management | For | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 1.2 | Elect Sergey Brin | Management | For | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 1.3 | Elect Eric E. Schmidt | Management | For | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 1.4 | Elect L. John Doerr | Management | For | |
| Google Inc. | GOOG | 38259P508 | 6/6/2013 | 1.5 | Elect Diane B. Greene | Management | For | |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 1.1 | Elect John Krenicki, Jr. | Management | For | |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 1.2 | Elect Kevin Meyers | Management | For | |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 1.3 | Elect Frederic Reynolds | Management | For | |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 1.4 | Elect William Schrader | Management | For | |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 1.5 | Elect Mark Williams | Management | For | |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 2 | Ratification of Auditor | Management | For | |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 3 | Advisory Vote on Executive Compensation | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|------------------|-----|-----------|-----------|-----|---|-------------|-------------|
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 4 | Repeal of Classified Board | Management | For |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 5 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 6 | Shareholder Proposal Regarding Simple Majority Vote | Shareholder | Against |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 7 | Shareholder Proposal Regarding Report on Political Spending | Shareholder | Against |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 8 | Shareholder Proposal Regarding Bylaw Amendments | Shareholder | Against |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 1.1 | Elect Rodney Chase | Management | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 1.2 | Elect Harvey Golub | Management | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 1.3 | Elect Karl Kurz | Management | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 1.4 | Elect David McManus | Management | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 1.5 | Elect Marshall Smith | Management | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 2 | Ratification of Auditor | Management | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 3 | Advisory Vote on Executive Compensation | Management | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 4 | Repeal of Classified Board | Management | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 5 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 6 | Shareholder Proposal Regarding Simple Majority Vote | Shareholder | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 7 | Shareholder Proposal Regarding Report on Political Spending | Shareholder | Do Not Vote |
| Hess Corporation | HES | 42809H107 | 5/16/2013 | 8 | Shareholder Proposal Regarding Bylaw Amendments | Shareholder | Do Not Vote |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 1 | Elect F. Duane Ackerman | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 2 | Elect Francis S. Blake | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 3 | Elect Ari Bousbib | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-------------------------------|-----|-----------|-----------|----|--|-------------|---------|
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 4 | Elect Gregory D. Brenneman | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 5 | Elect J. Frank Brown | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 6 | Elect Albert P. Carey | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 7 | Elect Armando M. Codina | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 8 | Elect Bonnie G. Hill | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 9 | Elect Karen Katen | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 10 | Elect Mark Vadon | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 11 | Ratification of Auditor | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 12 | Advisory Vote on Executive Compensation | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 13 | Approval of the Material Terms under the Management Incentive Plan | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 14 | Amendment to the 2005 Omnibus Stock Incentive Plan | Management | For |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 15 | Shareholder Proposal Regarding Employment Diversity Report | Shareholder | Against |
| Home Depot, Inc. | HD | 437076102 | 5/23/2013 | 16 | Shareholder Proposal Regarding Stormwater Management Policy | Shareholder | Against |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 1 | Elect Gordon M. Bethune | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 2 | Elect Kevin Burke | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 3 | Elect Jaime Chico Pardo | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 4 | Elect David M. Cote | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 5 | Elect D. Scott Davis | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 6 | Elect Linnet F. Deily | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 7 | Elect Judd Gregg | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 8 | Elect Lord Clive | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-------------------------------|-----|-----------|-----------|----|---|-------------|---------|
| International, Inc. | | | | | Hollick | | |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 9 | Elect Grace D. Lieblein | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 10 | Elect George Paz | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 11 | Elect Bradley T. Sheares | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 12 | Elect Robin L. Washington | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 13 | Ratification of Auditor | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 14 | Advisory Vote on Executive Compensation | Management | For |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 15 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 16 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | Against |
| Honeywell International, Inc. | HON | 438516106 | 4/22/2013 | 17 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | Shareholder | Against |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 1 | Elect Daniel J. Brutto | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 2 | Elect Susan Crown | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 3 | Elect Don H. Davis, Jr. | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 4 | Elect James W. Griffith | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 5 | Elect Robert C. McCormack | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 6 | Elect Robert S. Morrison | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 7 | Elect E. Scott Santi | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 8 | Elect James A. Skinner | Management | For |
| | ITW | 452308109 | 5/3/2013 | 9 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|---|-----|-----------|------------|-----|---|-------------|---------|
| Illinois Tool Works, Inc. | | | | | Elect David B. Smith, Jr. | | |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 10 | Elect Pamela B. Strobel | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 11 | Elect Kevin M. Warren | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 12 | Elect Anré D. Williams | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 13 | Ratification of Auditor | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 14 | Advisory Vote on Executive Compensation | Management | For |
| Illinois Tool Works, Inc. | ITW | 452308109 | 5/3/2013 | 15 | Shareholder Proposal Regarding Simple Majority Vote | Shareholder | Against |
| India Fund Inc. | IFN | 454089103 | 5/17/2013 | 1.1 | Elect J. Marc Hardy | Management | For |
| India Fund Inc. | IFN | 454089103 | 5/17/2013 | 1.2 | Elect Hugh Young | Management | For |
| ING Global Advantage and Premium Opportunity Fund | IGA | 44982N109 | 7/5/2012 | 1.1 | Elect Colleen Baldwin | Management | For |
| ING Global Advantage and Premium Opportunity Fund | IGA | 44982N109 | 7/5/2012 | 1.2 | Elect John Boyer | Management | For |
| ING Global Advantage and Premium Opportunity Fund | IGA | 44982N109 | 7/5/2012 | 1.3 | Elect Patricia Chadwick | Management | For |
| ING Global Advantage and Premium Opportunity Fund | IGA | 44982N109 | 12/20/2012 | 1 | Approval of a New Sub-Advisory Agreement | Management | For |
| ING Global Advantage and Premium Opportunity Fund | IGA | 44982N109 | 6/6/2013 | 1 | Approval of a New Investment Advisory Agreement | Management | For |
| ING Global Advantage and Premium Opportunity Fund | IGA | 44982N109 | 6/6/2013 | 2 | Approval of a New Sub-Advisory Agreement | Management | For |
| ING Global Advantage and Premium Opportunity Fund | IGA | 44982N109 | 6/6/2013 | 3 | Approval of a New Sub-Advisory Agreement | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|---|-----------|-----------|-----|-------------------------------|------------|-----|--|--|
| Opportunity Fund | | | | | | | | |
| ING Global Advantage and Premium Opportunity Fund | | | | | | | | |
| IGA | 44982N109 | 6/6/2013 | 4.1 | Elect John V. Boyer | Management | For | | |
| ING Global Advantage and Premium Opportunity Fund | | | | | | | | |
| IGA | 44982N109 | 6/6/2013 | 4.2 | Elect Patricia W. Chadwick | Management | For | | |
| ING Global Advantage and Premium Opportunity Fund | | | | | | | | |
| IGA | 44982N109 | 6/6/2013 | 4.3 | Elect Albert E. DePrince, Jr. | Management | For | | |
| ING Global Advantage and Premium Opportunity Fund | | | | | | | | |
| IGA | 44982N109 | 6/6/2013 | 4.4 | Elect Martin J. Gavin | Management | For | | |
| ING Global Advantage and Premium Opportunity Fund | | | | | | | | |
| IGA | 44982N109 | 6/6/2013 | 4.5 | Elect Sheryl K. Pressler | Management | For | | |
| International Business Machines Corp. | | | | | | | | |
| IBM | 459200101 | 4/30/2013 | 1 | Elect Alain J. P. Belda | Management | For | | |
| International Business Machines Corp. | | | | | | | | |
| IBM | 459200101 | 4/30/2013 | 2 | Elect William R. Brody | Management | For | | |
| International Business Machines Corp. | | | | | | | | |
| IBM | 459200101 | 4/30/2013 | 3 | Elect Kenneth I. Chenault | Management | For | | |
| International Business Machines Corp. | | | | | | | | |
| IBM | 459200101 | 4/30/2013 | 4 | Elect Michael L. Eskew | Management | For | | |
| International Business Machines Corp. | | | | | | | | |
| IBM | 459200101 | 4/30/2013 | 5 | Elect David N. Farr | Management | For | | |
| International Business Machines Corp. | | | | | | | | |
| IBM | 459200101 | 4/30/2013 | 6 | Elect Shirley A. Jackson | Management | For | | |
| International Business Machines Corp. | | | | | | | | |
| IBM | 459200101 | 4/30/2013 | 7 | Elect Andrew N. Liveris | Management | For | | |
| International Business Machines Corp. | | | | | | | | |
| IBM | 459200101 | 4/30/2013 | 8 | Elect W. James McNerney, Jr. | Management | For | | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|---------------------------------------|-----|-----------|-----------|----|---|-------------|---------|
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 9 | Elect James W. Owens | Management | For |
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 10 | Elect Virginia M. Rometty | Management | For |
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 11 | Elect Joan E. Spero | Management | For |
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 12 | Elect Sidney Taurel | Management | For |
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 13 | Elect Lorenzo H Zambrano | Management | For |
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 14 | Ratification of Auditor | Management | For |
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 15 | Advisory Vote on Executive Compensation | Management | For |
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 16 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 17 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | Against |
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 18 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| International Business Machines Corp. | IBM | 459200101 | 4/30/2013 | 19 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 1 | Elect David J. Bronczek | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 2 | Elect Ahmet C. Dördüncü | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 3 | Elect John V. Faraci | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 4 | Elect Ilene S. Gordon | Management | For |
| | IP | 460146103 | 5/13/2013 | 5 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|--|-----|-----------|-----------|-----|---|-------------|---------|
| International Paper Co. | | | | | Elect Stacey J. Mobley | | |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 6 | Elect Joan E. Spero | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 7 | Elect John L. Townsend, III | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 8 | Elect John F. Turner | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 9 | Elect William G. Walter | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 10 | Elect J. Steven Whisler | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 11 | Ratification of Auditor | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 12 | Right to Act by Written Consent | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| International Paper Co. | IP | 460146103 | 5/13/2013 | 14 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | Shareholder | Against |
| Japan Smaller Capitalization Fund Inc. | JOF | 47109U104 | 12/4/2012 | 1.1 | Elect Rodney Buck | Management | For |
| Japan Smaller Capitalization Fund Inc. | JOF | 47109U104 | 12/4/2012 | 1.2 | Elect David Chemidlin | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 1 | Elect Mary Sue Coleman | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 2 | Elect James G. Cullen | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 3 | Elect Ian E.L. Davis | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 4 | Elect Alex Gorsky | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 5 | Elect Michael M. E. Johns | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 6 | Elect Susan L. Lindquist | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 7 | Elect Anne M. Mulcahy | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|----------------------|-----|-----------|-----------|----|--|-------------|---------|
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 8 | Elect Leo F. Mullin | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 9 | Elect William D. Perez | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 10 | Elect Charles Prince | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 11 | Elect A. Eugene Washington | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 12 | Elect Ronald A. Williams | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 14 | Ratification of Auditor | Management | For |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 15 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 16 | Shareholder Proposal Regarding Political Contributions and Corporate Values Report | Shareholder | Against |
| Johnson & Johnson | JNJ | 478160104 | 4/25/2013 | 17 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 1 | Elect James A. Bell | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 2 | Elect Crandall C. Bowles | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 3 | Elect Stephen B. Burke | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 4 | Elect David M. Cote | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 5 | Elect James S. Crown | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 6 | Elect James Dimon | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 7 | Elect Timothy P. Flynn | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 8 | Elect Ellen V. Futter | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|----------------------|-----|-----------|-----------|----|---|-------------|---------|
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 9 | Elect Laban P. Jackson, Jr. | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 10 | Elect Lee R. Raymond | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 11 | Elect William C. Weldon | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 12 | Ratification of Auditor | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 14 | Allow Shareholders to Act by Written Consent | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 15 | Key Executive Performance Plan | Management | For |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 16 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 17 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 18 | Shareholder Proposal Regarding Genocide-Free Investing | Shareholder | Against |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/21/2013 | 19 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 1 | Elect John R. Alm | Management | For |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 2 | Elect John F. Bergstrom | Management | For |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 3 | Elect Abelardo E. Bru | Management | For |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 4 | Elect Robert W. Decherd | Management | For |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 5 | Elect Thomas J. Falk | Management | For |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 6 | Elect Fabian T. Garcia | Management | For |
| Kimberly-Clark | KMB | 494368103 | 5/2/2013 | 7 | Elect Mae C. Jemison | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|-----------------------------------|------|-----------|-----------|-----|---|-------------|---------|--|
| Corp. | | | | | | | | |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 8 | Elect James M. Jenness | Management | For | |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 9 | Elect Nancy J. Karch | Management | For | |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 10 | Elect Ian C. Read | Management | For | |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 11 | Elect Linda Johnson Rice | Management | For | |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 12 | Elect Marc J. Shapiro | Management | For | |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 13 | Ratification of Auditor | Management | For | |
| Kimberly-Clark Corp. | KMB | 494368103 | 5/2/2013 | 14 | Advisory Vote on Executive Compensation | Management | For | |
| Kraft Foods Group, Inc. | KRFT | 50076Q106 | 5/22/2013 | 1 | Elect Abelardo E. Bru | Management | For | |
| Kraft Foods Group, Inc. | KRFT | 50076Q106 | 5/22/2013 | 2 | Elect Jeanne P. Jackson | Management | For | |
| Kraft Foods Group, Inc. | KRFT | 50076Q106 | 5/22/2013 | 3 | Elect E. Follin Smith | Management | For | |
| Kraft Foods Group, Inc. | KRFT | 50076Q106 | 5/22/2013 | 4 | Advisory Vote on Executive Compensation | Management | For | |
| Kraft Foods Group, Inc. | KRFT | 50076Q106 | 5/22/2013 | 5 | Frequency of Advisory Vote on Executive Compensation | Management | 1 Year | |
| Kraft Foods Group, Inc. | KRFT | 50076Q106 | 5/22/2013 | 6 | Reapproval of the 2012 Performance Incentive Plan | Management | For | |
| Kraft Foods Group, Inc. | KRFT | 50076Q106 | 5/22/2013 | 7 | Ratification of Auditor | Management | For | |
| Kraft Foods Group, Inc. | KRFT | 50076Q106 | 5/22/2013 | 8 | Shareholder Proposal Regarding Genetically Modified Organisms | Shareholder | Against | |
| Liberty All-Star Growth Fund Inc. | ASG | 529900102 | 7/30/2012 | 1.1 | Elect Thomas Brock | Management | For | |
| Liberty All-Star Growth Fund Inc. | ASG | 529900102 | 7/30/2012 | 1.2 | Elect John Neuhauser | Management | For | |
| Liberty All-Star Growth Fund Inc. | ASG | 529900102 | 7/30/2012 | 1.3 | Elect Edmund J. Burke | Management | For | |
| | ASG | 529900102 | 7/30/2012 | 2 | | Shareholder | Against | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|-----------------------------------|-----|-----------|-----------|-----|--|--|--|---------|
| Liberty All-Star Growth Fund Inc. | | | | | | Shareholder Proposal Regarding Self-Tender Offer | | |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 1 | Elect Nolan D. Archibald | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 2 | Elect Rosalind G. Brewer | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 3 | Elect David B. Burrirt | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 4 | Elect James O. Ellis, Jr. | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 5 | Elect Thomas J. Falk | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 6 | Elect Marillyn A. Hewson | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 7 | Elect Gwendolyn S. King | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 8 | Elect James M. Loy | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 9 | Elect Douglas H. McCorkindale | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 10 | Elect Joseph W. Ralston | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 11 | Elect Anne L. Stevens | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 12 | Elect Robert J. Stevens | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 13 | Ratification of Auditor | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 14 | Advisory Vote on Executive Compensation | Management | | For |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 15 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | | Against |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 16 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | | Against |
| Lockheed Martin Corp. | LMT | 539830109 | 4/25/2013 | 17 | Shareholder Proposal Regarding Lobbying Report | Shareholder | | Against |
| | LOW | 548661107 | 5/31/2013 | 1.1 | Elect Raul Alvarez | Management | | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|---------------------------|-----|-----------|-----------|------|--|-------------|---------|--|
| Lowe's Companies, Inc. | | | | | | | | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 1.2 | Elect David W. Bernauer | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 1.3 | Elect Leonard L. Berry | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 1.4 | Elect Peter C. Browning | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 1.5 | Elect Richard W. Dreiling | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 1.6 | Elect Dawn E. Hudson | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 1.7 | Elect Robert L. Johnson | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 1.8 | Elect Marshall O. Larsen | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 1.9 | Elect Richard K. Lochridge | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 1.10 | Elect Robert A. Niblock | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 1.11 | Elect Eric C. Wiseman | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 2 | Ratification of Auditor | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 3 | Advisory Vote on Executive Compensation | Management | For | |
| Lowe's Companies, Inc. | LOW | 548661107 | 5/31/2013 | 4 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against | |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 1 | Elect Stephen F. Bollenbach | Management | For | |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 2 | Elect Deirdre P. Connelly | Management | For | |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 3 | Elect Meyer Feldberg | Management | For | |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 4 | Elect Sara Levinson | Management | For | |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 5 | Elect Terry J. Lundgren | Management | For | |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 6 | Elect Joseph Neubauer | Management | For | |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 7 | Elect Joyce M. Roché | Management | For | |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 8 | Elect Paul C. Varga | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|----------------------------------|-----|-----------|-----------|----|--|-------------|---------|
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 9 | Elect Craig E. Weatherup | Management | For |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 10 | Elect Marna C. Whittington | Management | For |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 11 | Ratification of Auditor | Management | For |
| Macy`s Inc. | M | 55616P104 | 5/17/2013 | 12 | Advisory Vote on Executive Compensation | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 1 | Elect Gregory H. Boyce | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 2 | Elect Pierre R. Brondeau | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 3 | Elect Clarence P. Cazalot, Jr. | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 4 | Elect Linda Z. Cook | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 5 | Elect Shirley A. Jackson | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 6 | Elect Philip Lader | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 7 | Elect Michael E.J. Phelps | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 8 | Elect Dennis H. Reilley | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 9 | Ratification of Auditor | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 10 | Advisory Vote on Executive Compensation | Management | For |
| Marathon Oil Corporation | MRO | 565849106 | 4/24/2013 | 11 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 1 | Elect Zachary W. Carter | Management | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 2 | Elect Óscar Fanjul Martín | Management | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 3 | Elect Daniel S. Glaser | Management | For |
| Marsh & McLennan | MMC | 571748102 | 5/16/2013 | 4 | Elect H. Edward Hanway | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|----------------------------------|-----|-----------|-----------|----|---|------------|-----|--|
| Companies, Inc. | | | | | | | | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 5 | Elect Ian Lang | Management | For | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 6 | Elect Elaine La Roche | Management | For | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 7 | Elect Steven A. Mills | Management | For | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 8 | Elect Bruce P. Nolop | Management | For | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 9 | Elect Marc D. Oken | Management | For | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 10 | Elect Morton O. Schapiro | Management | For | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 11 | Elect Adele S. Simmons | Management | For | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 12 | Elect Lloyd M. Yates | Management | For | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 13 | Elect R. David Yost | Management | For | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 14 | Advisory Vote on Executive Compensation | Management | For | |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/16/2013 | 15 | Ratification of Auditor | Management | For | |
| McDonald's Corp. | MCD | 580135101 | 5/23/2013 | 1 | Elect Walter E. Massey | Management | For | |
| McDonald's Corp. | MCD | 580135101 | 5/23/2013 | 2 | Elect John W. Rogers, Jr. | Management | For | |
| McDonald's Corp. | MCD | 580135101 | 5/23/2013 | 3 | Elect Roger W. Stone | Management | For | |
| McDonald's Corp. | MCD | 580135101 | 5/23/2013 | 4 | Elect Miles D. White | Management | For | |
| McDonald's Corp. | MCD | 580135101 | 5/23/2013 | 5 | Advisory Vote on Executive Compensation | Management | For | |
| McDonald's Corp. | MCD | 580135101 | 5/23/2013 | 6 | Ratification of | Management | For | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|----------------------|-----|-----------|-----------|----|---|-------------|---------|
| | | | | | Auditor | | |
| McDonald's Corp. | MCD | 580135101 | 5/23/2013 | 7 | Shareholder Proposal Regarding Report on Ratio Between CEO and Employee Pay | Shareholder | Against |
| McDonald's Corp. | MCD | 580135101 | 5/23/2013 | 8 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against |
| McDonald's Corp. | MCD | 580135101 | 5/23/2013 | 9 | Shareholder Proposal Regarding Review of Human Rights Policies | Shareholder | Against |
| McDonald's Corp. | MCD | 580135101 | 5/23/2013 | 10 | Shareholder Proposal Regarding Report on Childhood Obesity | Shareholder | Against |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 1 | Elect Andy Bryant | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 2 | Elect Wayne Budd | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 3 | Elect John Hammergren | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 4 | Elect Alton Irby III | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 5 | Elect M. Christine Jacobs | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 6 | Elect Marie Knowles | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 7 | Elect David Lawrence | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 8 | Elect Edward Mueller | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 9 | Elect Jane Shaw | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 10 | Ratification of Auditor | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 11 | Advisory Vote on Executive Compensation | Management | For |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 12 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | Against |
| McKesson | MCK | 58155Q103 | 7/25/2012 | 13 | Shareholder Proposal | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| Corporation | | | | | Regarding | | |
|-------------------------|-----|-----------|-----------|----|---|-------------|---------|
| | | | | | Independent Board Chairman | | |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 14 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against |
| McKesson Corporation | MCK | 58155Q103 | 7/25/2012 | 15 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | Shareholder | Against |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 1 | Elect Leslie A. Brun | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 2 | Elect Thomas R. Cech | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 3 | Elect Kenneth C. Frazier | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 4 | Elect Thomas H. Glocer | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 5 | Elect William B. Harrison, Jr. | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 6 | Elect C. Robert Kidder | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 7 | Elect Rochelle B. Lazarus | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 8 | Elect Carlos E. Represas | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 9 | Elect Patricia F. Russo | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 10 | Elect Craig B. Thompson | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 11 | Elect Wendell P. Weeks | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 12 | Elect Peter C. Wendell | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 13 | Ratification of Auditor | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 14 | Advisory Vote on Executive Compensation | Management | For |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 15 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | Against |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 16 | Shareholder Proposal Regarding Right to | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-----------------------|------|-----------|------------|----|--|-------------|---------|
| | | | | | Call a Special Meeting | | |
| | | | | | Shareholder Proposal Regarding Political and Charitable Contributions Report | Shareholder | Against |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 17 | Shareholder Proposal Regarding Report on Public Policy | | |
| Merck & Co., Inc. | MRK | 58933Y105 | 5/28/2013 | 18 | Advocacy | Shareholder | Against |
| MetLife Inc. | MET | 59156R108 | 4/23/2013 | 1 | Elect R. Glenn Hubbard | Management | For |
| MetLife Inc. | MET | 59156R108 | 4/23/2013 | 2 | Elect Steven A. Kandarian | Management | For |
| MetLife Inc. | MET | 59156R108 | 4/23/2013 | 3 | Elect John M. Keane | Management | For |
| MetLife Inc. | MET | 59156R108 | 4/23/2013 | 4 | Elect Alfred F. Kelly, Jr. | Management | For |
| MetLife Inc. | MET | 59156R108 | 4/23/2013 | 5 | Elect James M. Kilts | Management | For |
| MetLife Inc. | MET | 59156R108 | 4/23/2013 | 6 | Elect Catherine R. Kinney | Management | For |
| MetLife Inc. | MET | 59156R108 | 4/23/2013 | 7 | Elect Hugh B. Price | Management | For |
| MetLife Inc. | MET | 59156R108 | 4/23/2013 | 8 | Elect Kenton J. Sicchitano | Management | For |
| MetLife Inc. | MET | 59156R108 | 4/23/2013 | 9 | Ratification of Auditor | Management | For |
| MetLife Inc. | MET | 59156R108 | 4/23/2013 | 10 | Advisory Vote on Executive Compensation | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 1 | Elect Steven Ballmer | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 2 | Elect Dina Dublon | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 3 | Elect William Gates III | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 4 | Elect Maria Klawe | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 5 | Elect Stephen Luczo | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 6 | Elect David Marquardt | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 7 | Elect Charles Noski | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 8 | Elect Helmut Panke | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

Corporation

| | | | | | | | |
|-----------------------------|------|-----------|------------|----|--|-------------|---------|
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 9 | Elect John Thompson | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 10 | Advisory Vote on Executive Compensation | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 11 | Amendment to the Employee Stock Purchase Plan | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 12 | Ratification of Auditor | Management | For |
| Microsoft Corporation | MSFT | 594918104 | 11/28/2012 | 13 | Shareholder Proposal Regarding Cumulative Voting | Shareholder | Against |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 1 | Elect Stephen F. Bollenbach | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 2 | Elect Lewis W.K. Booth | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 3 | Elect Lois D. Juliber | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 4 | Elect Mark D. Ketchum | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 5 | Elect Jorge S. Mesquita | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 6 | Elect Fredric G. Reynolds | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 7 | Elect Irene B. Rosenfeld | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 8 | Elect Patrick T. Siewert | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 9 | Elect Ruth J. Simmons | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 10 | Elect Ratan N. Tata | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 11 | Elect Jean-Francois M. L. van Boxmeer | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 12 | Advisory Vote on Executive Compensation | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 13 | Ratification of Auditor | Management | For |
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 14 | Shareholder Proposal Regarding Extended Producer | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | Responsibility | | |
|--|------|-----------|------------|-----|--|-------------|---------|
| Mondelez International Inc. | MDLZ | 609207105 | 5/21/2013 | 15 | Shareholder Proposal Regarding Gender Equality in the Supply Chain | Shareholder | Against |
| National Oilwell Varco Inc. | NOV | 637071101 | 5/22/2013 | 1 | Elect Merrill A. Miller, Jr. | Management | For |
| National Oilwell Varco Inc. | NOV | 637071101 | 5/22/2013 | 2 | Elect Greg L. Armstrong | Management | For |
| National Oilwell Varco Inc. | NOV | 637071101 | 5/22/2013 | 3 | Elect Ben A. Guill | Management | For |
| National Oilwell Varco Inc. | NOV | 637071101 | 5/22/2013 | 4 | Elect David D. Harrison | Management | For |
| National Oilwell Varco Inc. | NOV | 637071101 | 5/22/2013 | 5 | Elect Roger L. Jarvis | Management | For |
| National Oilwell Varco Inc. | NOV | 637071101 | 5/22/2013 | 6 | Elect Eric L. Mattson | Management | For |
| National Oilwell Varco Inc. | NOV | 637071101 | 5/22/2013 | 7 | Ratification of Auditor | Management | For |
| National Oilwell Varco Inc. | NOV | 637071101 | 5/22/2013 | 8 | Advisory Vote on Executive Compensation | Management | For |
| National Oilwell Varco Inc. | NOV | 637071101 | 5/22/2013 | 9 | Amendment to the Long-Term Incentive Plan | Management | For |
| National Oilwell Varco Inc. | NOV | 637071101 | 5/22/2013 | 10 | Approval of the Annual Cash Incentive Plan | Management | For |
| Neuberger Berman Real Estate Securities Income Fund Inc. | NRO | 64190A103 | 7/25/2012 | 1.1 | Elect Faith Colish | Management | For |
| Neuberger Berman Real Estate Securities Income Fund Inc. | NRO | 64190A103 | 7/25/2012 | 1.2 | Elect Robert Conti | Management | For |
| Neuberger Berman Real Estate Securities Income Fund Inc. | NRO | 64190A103 | 7/25/2012 | 1.3 | Elect Michael Knetter | Management | For |
| Neuberger Berman Real Estate Securities Income Fund Inc. | NRO | 64190A103 | 7/25/2012 | 1.4 | Elect Peter Trapp | Management | For |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 1 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|------------|------|-----------|------------|----|---|-------------|---------|
| | | | | | Elect José Mariá Aznar | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 2 | Elect Natalie Bancroft | Management | For |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 3 | Elect Peter Barnes | Management | For |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 4 | Elect James Breyer | Management | For |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 5 | Elect Chase Carey | Management | For |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 6 | Elect Elaine Chao | Management | For |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 7 | Elect David DeVoe | Management | For |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 8 | Elect Viet Dinh | Management | For |
| | | | | | Elect Roderick Eddington | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 9 | Elect Roderick Eddington | Management | For |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 10 | Elect Joel Klein | Management | For |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 11 | Elect James Murdoch | Management | For |
| | | | | | Elect K. Rupert Murdoch | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 12 | Elect K. Rupert Murdoch | Management | For |
| | | | | | Elect Lachlan Murdoch | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 13 | Elect Lachlan Murdoch | Management | For |
| | | | | | Elect Alvaro Uribe | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 14 | Elect Alvaro Uribe | Management | For |
| | | | | | Ratification of Auditor | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 15 | Ratification of Auditor | Management | For |
| | | | | | Advisory Vote on Executive Compensation | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 16 | Advisory Vote on Executive Compensation | Management | For |
| | | | | | Shareholder Proposal Regarding Independent Board Chairman | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 17 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| | | | | | Shareholder Proposal Regarding Simple Majority Vote | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 18 | Shareholder Proposal Regarding Simple Majority Vote | Shareholder | Against |
| | | | | | Shareholder Proposal Regarding Recapitalization | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 19 | Shareholder Proposal Regarding Recapitalization | Shareholder | Against |
| | | | | | Please vote FOR if Stock is Owned of Record or Beneficially by a U.S. Stockholder, Or vote AGAINST if Such Stock is Owned of Record or Beneficially by a Non-U.S. Stockholder | | |
| News Corp. | NWSA | 65248E203 | 10/16/2012 | 20 | Please vote FOR if Stock is Owned of Record or Beneficially by a Non-U.S. Stockholder | Management | |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|------------------------|------|-----------|-----------|----|--|-------------|---------|
| News Corp. | NWSA | 65248E203 | 6/11/2013 | 1 | Certificate Amendment Regarding Separation Transactions | Management | For |
| News Corp. | NWSA | 65248E203 | 6/11/2013 | 2 | Certificate Amendment Regarding Non-Cash Distributions | Management | For |
| News Corp. | NWSA | 65248E203 | 6/11/2013 | 3 | Company Name Change | Management | For |
| News Corp. | NWSA | 65248E203 | 6/11/2013 | 4 | Resident Status | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 2 | Elect Robert M. Beall II | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 3 | Elect James L. Camaren | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 4 | Elect Kenneth B. Dunn | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 5 | Elect Lewis Hay, III | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 6 | Elect Toni Jennings | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 7 | Elect James L. Robo | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 8 | Elect Rudy E. Schupp | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 9 | Elect John L. Skolds | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 10 | Elect William H. Swanson | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 11 | Elect Michael H. Thaman | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 12 | Elect Hansel E. Tookes II | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 13 | Ratification of Auditor | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 14 | Approval of the Material Terms under the 2013 Executive Annual Incentive Plan | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 15 | Advisory Vote on Executive Compensation | Management | For |
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 16 | Shareholder Regarding Nuclear | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | Fuel Storage and Safety | | |
|--|-----|-----------|-----------|-----|----------------------------|------------|-----|
| NextEra Energy Inc. | NEE | 65339F101 | 5/23/2013 | 1 | Elect Sherry S. Barrat | Management | For |
| Nuveen Diversified Currency Opportunities Fund | JGT | 67090N109 | 4/3/2013 | 1.1 | Elect William Hunter | Management | For |
| Nuveen Diversified Currency Opportunities Fund | JGT | 67090N109 | 4/3/2013 | 1.2 | Elect Judith Stockdale | Management | For |
| Nuveen Diversified Currency Opportunities Fund | JGT | 67090N109 | 4/3/2013 | 1.3 | Elect Carole Stone | Management | For |
| Nuveen Diversified Currency Opportunities Fund | JGT | 67090N109 | 4/3/2013 | 1.4 | Elect Virginia Stringer | Management | For |
| Nuveen Global Value Opportunities Fund | JGV | 6706EH103 | 4/3/2013 | 1.1 | Elect William Hunter | Management | For |
| Nuveen Global Value Opportunities Fund | JGV | 6706EH103 | 4/3/2013 | 1.2 | Elect Judith Stockdale | Management | For |
| Nuveen Global Value Opportunities Fund | JGV | 6706EH103 | 4/3/2013 | 1.3 | Elect Carole Stone | Management | For |
| Nuveen Global Value Opportunities Fund | JGV | 6706EH103 | 4/3/2013 | 1.4 | Elect Virginia Stringer | Management | For |
| Nuveen Quality Preferred Income Fund III | JHP | 67072W101 | 4/3/2013 | 1.1 | Elect William Hunter | Management | For |
| Nuveen Quality Preferred Income Fund III | JHP | 67072W101 | 4/3/2013 | 1.2 | Elect Judith Stockdale | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|--|------|-----------|-----------|------|---|-------------|---------|
| Nuveen Quality Preferred Income Fund III | JHP | 67072W101 | 4/3/2013 | 1.3 | Elect Carole Stone | Management | For |
| Nuveen Quality Preferred Income Fund III | JHP | 67072W101 | 4/3/2013 | 1.4 | Elect Virginia Stringer | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.1 | Elect Jeffrey Berg | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.2 | Elect H. Raymond Bingham | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.3 | Elect Michael Boskin | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.4 | Elect Safra Catz | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.5 | Elect Bruce Chizen | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.6 | Elect George Conrades | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.7 | Elect Lawrence Ellison | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.8 | Elect Hector Garcia-Molina | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.9 | Elect Jeffrey Henley | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.10 | Elect Mark Hurd | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.11 | Elect Donald Lucas | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 1.12 | Elect Naomi Seligman | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 2 | Advisory Vote on Executive Compensation | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 3 | Amendment to the 1993 Directors' Stock Plan | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 4 | Ratification of Auditor | Management | For |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 5 | Shareholder Proposal Regarding the Use of Multiple Metrics for Executive Performance Measures | Shareholder | Against |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 6 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 7 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-------------------------------------|------|-----------|-----------|----|---|-------------|---------|
| Oracle Corp. | ORCL | 68389X105 | 11/7/2012 | 8 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | Shareholder | Against |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 1 | Elect Dennis A. Ausiello | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 2 | Elect M. Anthony Burns | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 3 | Elect W. Don Cornwell | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 4 | Elect Frances D. Fergusson | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 5 | Elect William H. Gray, III | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 6 | Elect Helen H. Hobbs | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 7 | Elect Constance J. Horner | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 8 | Elect James M. Kilts | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 9 | Elect George A. Lorch | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 10 | Elect Suzanne Nora Johnson | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 11 | Elect Ian C. Read | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 12 | Elect Stephen W. Sanger | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 13 | Elect Marc Tessier-Lavigne | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 14 | Ratification of Auditor | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 15 | Advisory Vote on Executive Compensation | Management | For |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 16 | Shareholder Proposal Regarding Retention of Shares Until Retirement | Shareholder | Against |
| Pfizer Inc. | PFE | 717081103 | 4/25/2013 | 17 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | Against |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 1 | Elect Harold Brown | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 2 | Elect Mathis Cabiallavetta | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|----------------------------------|------|-----------|----------|----|--|------------|--------|
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 3 | Elect Andre Calantzopoulos | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 4 | Elect Louis Camilleri | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 5 | Elect J. Dudley Fishburn | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 6 | Elect Jennifer Li | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 7 | Elect Graham Mackay | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 8 | Elect Sergio Marchionne | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 9 | Elect Kalpana Morparia | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 10 | Elect Lucio Noto | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 11 | Elect Robert Polet | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 12 | Elect Carlos Slim Helú | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 13 | Elect Stephen Wolf | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 14 | Ratification of Auditor | Management | For |
| Philip Morris International Inc. | PM | 718172109 | 5/8/2013 | 15 | Advisory Vote on Executive Compensation | Management | For |
| Phillips 66 | PSX | 718546104 | 5/8/2013 | 1 | Elect Greg C. Garland | Management | For |
| Phillips 66 | PSX | 718546104 | 5/8/2013 | 2 | Elect John E. Lowe | Management | For |
| Phillips 66 | PSX | 718546104 | 5/8/2013 | 3 | Ratification of Auditor | Management | For |
| Phillips 66 | PSX | 718546104 | 5/8/2013 | 4 | 2013 Omnibus Stock and Performance Incentive Plan | Management | For |
| Phillips 66 | PSX | 718546104 | 5/8/2013 | 5 | Advisory Vote on Executive Compensation | Management | For |
| Phillips 66 | PSX | 718546104 | 5/8/2013 | 6 | Frequency of Advisory Vote on Executive Compensation | Management | 1 Year |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 1 | Elect Barbara T. Alexander | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-------------------|------|-----------|-----------|----|--|------------|-----|
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 2 | Elect Donald G. Cruickshank | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 3 | Elect Raymond V. Dittamore | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 4 | Elect Susan Hockfield | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 5 | Elect Thomas W. Horton | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 6 | Elect Paul E. Jacobs | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 7 | Elect Sherry Lansing | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 8 | Elect Duane A. Nelles | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 9 | Elect Francisco Ros | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 10 | Elect Brent Scowcroft | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 11 | Elect Marc I. Stern | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 12 | Amendment to the 2006 Long-Term Incentive Plan | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 13 | Ratification of Auditor | Management | For |
| QUALCOMM, Inc. | QCOM | 747525103 | 3/5/2013 | 14 | Advisory Vote on Executive Compensation | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 1 | Elect Peter L.S. Currie | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 2 | Elect Anthony Isaac | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 3 | Elect K.V. Kamath | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 4 | Elect Paal Kibsgaard | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 5 | Elect Nikolay Kudryavtsev | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 6 | Elect Adrian Lajous | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 7 | Elect Michael E. Marks | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 8 | Elect Lubna Olayan | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 9 | Elect Leo Rafael Reif | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 10 | Elect Tore I. Sandvold | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 11 | Elect Henri Seydoux | Management | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 12 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|---------------------|-----|-----------|-----------|----|---|---|--|---------|
| | | | | | | Advisory Vote on Executive Compensation | | |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 13 | Approval of Financial Statements/Dividends | Management | | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 14 | Ratification of Auditor | Management | | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 15 | 2013 Omnibus Incentive Plan | Management | | For |
| Schlumberger Ltd. | SLB | 806857108 | 4/10/2013 | 16 | Amendment to the Discounted Stock Purchase Plan | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 1 | Elect Alan L. Boeckmann | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 2 | Elect James G. Brocksmith, Jr. | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 3 | Elect William D. Jones | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 4 | Elect William G. Ouchi | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 5 | Elect Debra L. Reed | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 6 | Elect William C. Rusnack | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 7 | Elect William P. Rutledge | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 8 | Elect Lynn Schenk | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 9 | Elect Jack T. Taylor | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 10 | Elect Luis M. Téllez | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 11 | Elect James C. Yardley | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 12 | Ratification of Auditor | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 13 | Advisory Vote on Executive Compensation | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 14 | 2013 Long-Term Incentive Plan | Management | | For |
| Sempra Energy | SRE | 816851109 | 5/9/2013 | 15 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | | Against |
| Singapore Fund Inc. | SGF | 82929L109 | 6/10/2013 | 1 | Elect David G. Harmert | Management | | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|---------------------|-----|-----------|-----------|----|---|------------|-----|
| Singapore Fund Inc. | SGF | 82929L109 | 6/10/2013 | 2 | Elect Rahn K. Portert | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 1 | Elect Juanita Powell Baranco | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 2 | Elect Jon A. Boscia | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 3 | Elect Henry A. Clark III | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 4 | Elect Thomas A. Fanning | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 5 | Elect David J. Grain | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 6 | Elect H. William Habermeyer, Jr. | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 7 | Elect Veronica M. Hagen | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 8 | Elect Warren A. Hood, Jr. | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 9 | Elect Donald M. James | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 10 | Elect Dale E. Klein | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 11 | Elect William G. Smith, Jr. | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 12 | Elect Steven R. Specker | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 13 | Elect E. Jenner Wood III | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 14 | Ratification of Auditor | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 15 | Advisory Vote on Executive Compensation | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 16 | Amendment to Bylaws to Remove the Mandatory Retirement Age for Non-Employee Directors | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 17 | Elimination of Certain Supermajority Vote Requirements | Management | For |
| Southern Company | SO | 842587107 | 5/22/2013 | 18 | Reduction of Voting Thresholds in the Fair | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

Price Provision

| | | | | | | | |
|-----------------|------|-----------|-----------|----|--|-------------|---------|
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 1 | Elect Howard Schultz | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 2 | Elect William W. Bradley | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 3 | Elect Robert M. Gates | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 4 | Elect Mellody Hobson | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 5 | Elect Kevin R. Johnson | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 6 | Elect Olden Lee | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 7 | Elect Joshua C. Ramo | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 8 | Elect James G. Shennan, Jr. | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 9 | Elect Clara Shih | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 10 | Elect Javier G. Teruel | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 11 | Elect Myron E. Ullman III | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 12 | Elect Craig E. Weatherup | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 14 | Amendment to the 2005 Long-Term Equity Incentive Plan | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 15 | Ratification of Auditor | Management | For |
| Starbucks Corp. | SBUX | 855244109 | 3/20/2013 | 16 | Shareholder Proposal Regarding Prohibition on Political Spending | Shareholder | Against |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 1 | Elect Howard E. Cox, Jr. | Management | For |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 2 | Elect Srikant M. Datar | Management | For |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 3 | Elect Roch Doliveux | Management | For |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 4 | Elect Louis L. Francesconi | Management | For |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 5 | Elect Allan C. Golston | Management | For |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 6 | Elect Howard L. Lance | Management | For |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 7 | Elect Kevin A. Lobo | Management | For |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 8 | Elect William U. Parfet | Management | For |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 9 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|--------------------------|-----|-----------|-----------|-----|---|------------|-----|
| | | | | | Elect Ronda E. Stryker | | |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 10 | Ratification of Auditor | Management | For |
| Stryker Corp. | SYK | 863667101 | 4/30/2013 | 11 | Advisory Vote on Executive Compensation | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 10 | Elect William H. Rogers, Jr. | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 11 | Elect Frank W. Scruggs | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 12 | Elect Thomas R. Watjen | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 13 | Elect Phail Wynn, Jr. | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 14 | Advisory Vote on Executive Compensation | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 15 | Ratification of Auditor | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 1 | Elect Robert M. Beall II | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 2 | Elect Alston D. Correll | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 3 | Elect Jeffrey C. Crowe | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 4 | Elect David H. Hughes | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 5 | Elect M. Douglas Ivester | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 6 | Elect Kyle P. Legg | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 7 | Elect William A. Linnenbringer | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 8 | Elect Donna S. Morea | Management | For |
| SunTrust Banks, Inc. | STI | 867914103 | 4/23/2013 | 9 | Elect David M. Ratcliffe | Management | For |
| Swiss Helvetia Fund Inc. | SWZ | 870875101 | 6/19/2013 | 1.1 | Elect Jean-Marc Boillat | Management | For |
| Swiss Helvetia Fund Inc. | SWZ | 870875101 | 6/19/2013 | 1.2 | Elect R. Clark Hooper | Management | For |
| Swiss Helvetia | SWZ | 870875101 | 6/19/2013 | 1.3 | Elect Alexandre de | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|---------------------------|------|-----------|-----------|----|--|---|------------|-----|
| Fund Inc. | | | | | | Takacsy | | |
| Swiss Helvetia Fund Inc. | SWZ | 870875101 | 6/19/2013 | 2 | | Ratification of Auditor | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 1 | | Elect Edward C. Bernard | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 2 | | Elect James T. Brady | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 3 | | Elect Mary K. Bush | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 4 | | Elect Donald B. Hebb, Jr. | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 5 | | Elect Freeman A. Hrabowski, III | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 6 | | Elect James A.C. Kennedy | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 7 | | Elect Robert F. MacLellan | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 8 | | Elect Brian C. Rogers | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 9 | | Elect Alfred Sommer | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 10 | | Elect Dwight S. Taylor | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 11 | | Elect Anne Marie Whittemore | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 12 | | Advisory Vote on Executive Compensation | Management | For |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/23/2013 | 13 | | Ratification of Auditor | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 3 | | Elect Henrique de Castro | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 4 | | Elect Calvin Darden | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 5 | | Elect Mary N. Dillon | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 6 | | Elect James A. Johnson | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 7 | | Elect Mary E. Minnick | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 8 | | Elect Anne M. Mulcahy | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 9 | | Elect Derica W. Rice | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 10 | | Elect Gregg W. Steinhafel | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|----------------------------|-----|-----------|-----------|-----|---|-------------|---------|
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 11 | Elect John G. Stumpf | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 12 | Elect Solomon D. Trujillo | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 13 | Ratification of Auditor | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 14 | Advisory Vote on Executive Compensation | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 15 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 16 | Shareholder Proposal Regarding Report on Electronic Waste | Shareholder | Against |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 1 | Elect Roxanne S. Austin | Management | For |
| Target Corp. | TGT | 87612E106 | 6/12/2013 | 2 | Elect Douglas M. Baker, Jr. | Management | For |
| Templeton Dragon Fund Inc. | TDF | 88018T101 | 5/31/2013 | 1.1 | Elect Edith E. Holiday | Management | For |
| Templeton Dragon Fund Inc. | TDF | 88018T101 | 5/31/2013 | 1.2 | Elect Larry D. Thompson | Management | For |
| Templeton Dragon Fund Inc. | TDF | 88018T101 | 5/31/2013 | 1.3 | Elect Rupert H. Johnson, Jr. | Management | For |
| Templeton Dragon Fund Inc. | TDF | 88018T101 | 5/31/2013 | 1.4 | Elect Gregory E. Johnson | Management | For |
| Templeton Dragon Fund Inc. | TDF | 88018T101 | 5/31/2013 | 2 | Ratification of Auditor | Management | For |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 1 | Elect James L. Barksdale | Management | For |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 2 | Elect William P. Barr | Management | For |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 3 | Elect Jeffrey L. Bewkes | Management | For |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 4 | Elect Stephen F. Bollenbach | Management | For |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 5 | Elect Robert C. Clark | Management | For |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 6 | Elect Mathias Döpfner | Management | For |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 7 | Elect Jessica P. Einhorn | Management | For |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 8 | Elect Fred Hassan | Management | For |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 9 | Elect Kenneth J. Novack | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|------------------------------|-----|-----------|-----------|-----|---|------------|-----|
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 10 | Elect Paul D. Wachter | Management | For |
| | | | | | Elect Deborah C. | | |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 11 | Wright | Management | For |
| | | | | | Ratification of | | |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 12 | Auditor | Management | For |
| | | | | | Advisory Vote on | | |
| | | | | | Executive | | |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 13 | Compensation | Management | For |
| | | | | | 2013 Stock Incentive | | |
| Time Warner Inc. | TWX | 887317303 | 5/23/2013 | 14 | Plan | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 1 | Elect Zein Abdalla | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 2 | Elect José B. Alvarez | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 3 | Elect Alan M. Bennett | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 4 | Elect Bernard Cammarata | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 5 | Elect David T. Ching | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 6 | Elect Michael F. Hines | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 7 | Elect Amy B. Lane | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 8 | Elect Dawn G. Lepore | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 9 | Elect Carol Meyrowitz | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 10 | Elect John F. O'Brien | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 11 | Elect Willow B. Shire | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 12 | Ratification of Auditor | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 13 | Amendment to the Stock Incentive Plan | Management | For |
| TJX Companies, Inc. | TJX | 872540109 | 6/11/2013 | 14 | Advisory Vote on Executive Compensation | Management | For |
| Turkish Investment Fund Inc. | TKF | 900145103 | 6/24/2013 | 1.1 | Elect Frank L. Bowman | Management | For |
| Turkish | TKF | 900145103 | 6/24/2013 | 1.2 | Elect James F. | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| Investment Fund Inc. | | | | | Higgins | | |
|------------------------------|-----|-----------|-----------|-----|---|-------------|---------|
| Turkish Investment Fund Inc. | TKF | 900145103 | 6/24/2013 | 1.3 | Elect Manuel H. Johnson | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 1 | Elect Douglas M. Baker, Jr. | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 2 | Elect Y. Marc Belton | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 3 | Elect Victoria Buyniski Gluckman | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 4 | Elect Arthur D. Collins, Jr. | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 5 | Elect Richard K. Davis | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 6 | Elect Roland A. Hernandez | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 7 | Elect Doreen Woo Ho | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 8 | Elect Joel W. Johnson | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 9 | Elect Olivia F. Kirtley | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 10 | Elect Jerry W. Levin | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 11 | Elect David B. O'Maley | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 12 | Elect O'Dell M. Owens | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 13 | Elect Craig D. Schnuck | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 14 | Elect Patrick T. Stokes | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 15 | Ratification of Auditor | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 16 | Advisory Vote on Executive Compensation | Management | For |
| U. S. Bancorp | USB | 902973304 | 4/16/2013 | 17 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 1 | Elect Andrew H. Card, Jr. | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 2 | Elect Erroll B. Davis, Jr. | Management | For |
| | UNP | 907818108 | 5/16/2013 | 3 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|---------------------------|-----|-----------|-----------|----|--|-------------|---------|
| Union Pacific Corp. | | | | | Elect Thomas J. Donohue | | |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 4 | Elect Archie W. Dunham | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 5 | Elect Judith Richards Hope | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 6 | Elect John J. Koraleski | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 7 | Elect Charles C. Krulak | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 8 | Elect Michael R. McCarthy | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 9 | Elect Michael W. McConnell | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 10 | Elect Thomas F. McLarty III | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 11 | Elect Steven R. Rogel | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 12 | Elect Jose H. Villarreal | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 13 | Elect James R. Young | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 14 | Ratification of Auditor | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 15 | Advisory Vote on Executive Compensation | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 16 | 2013 Stock Incentive Plan | Management | For |
| Union Pacific Corp. | UNP | 907818108 | 5/16/2013 | 17 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 5 | Elect Edward A. Kangas | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 6 | Elect Ellen J. Kullman | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 7 | Elect Marshall O. Larsen | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 8 | Elect Harold W. McGraw III | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-----------------------------|-----|-----------|-----------|----|---|------------|-----|
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 9 | Elect Richard B. Myers | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 10 | Elect H. Patrick Swygert | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 11 | Elect André Villeneuve | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 12 | Elect Christine Todd Whitman | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 13 | Ratification of Auditor | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 14 | Advisory Vote on Executive Compensation | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 1 | Elect Louis Chênevert | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 2 | Elect John V. Faraci | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 3 | Elect Jean-Pierre Garnier | Management | For |
| United Technologies Corp. | UTX | 913017109 | 4/29/2013 | 4 | Elect Jamie S. Gorelick | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 1 | Elect Richard L. Carrión | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 2 | Elect Melanie L. Healey | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 3 | Elect M. Frances Keeth | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 4 | Elect Robert W. Lane | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 5 | Elect Lowell C. McAdam | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-----------------------------|----|-----------|----------|----|---|-------------|---------|
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 6 | Elect Sandra O. Moose | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 7 | Elect Joseph Neubauer | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 8 | Elect Donald T. Nicolaisen | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 9 | Elect Clarence Otis, Jr. | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 10 | Elect Hugh B. Price | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 11 | Elect Rodney E. Slater | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 12 | Elect Kathryn A. Tesija | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 13 | Elect Gregory D. Wasson | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 14 | Ratification of Auditor | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 15 | Advisory Vote on Executive Compensation | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 16 | Amendment to the 2009 Long-Term Incentive Plan | Management | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 17 | Shareholder Proposal Regarding Network Neutrality | Shareholder | Against |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 18 | Shareholder Proposal Regarding Lobbying Report | Shareholder | Against |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 19 | Shareholder Proposal Regarding Proxy Access | Shareholder | Against |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 20 | Shareholder Proposal Regarding Shareholder Approval | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-----------------------------|-----|-----------|----------|----|---|-------------|---------|
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 21 | of Severance Agreements Shareholder Proposal Regarding Right to Call a Special Meeting | Shareholder | Against |
| Verizon Communications Inc. | VZ | 92343V104 | 5/2/2013 | 22 | Shareholder Proposal Regarding Right to Act by Written Consent | Shareholder | Against |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 1 | Elect Aida M. Alvarez | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 2 | Elect James I. Cash, Jr. | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 3 | Elect Roger C. Corbett | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 4 | Elect Douglas N. Daft | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 5 | Elect Michael T. Duke | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 6 | Elect Timothy P. Flynn | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 7 | Elect Marissa A. Mayer | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 8 | Elect Gregory B. Penner | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 9 | Elect Steven S. Reinemund | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 10 | Elect H. Lee Scott, Jr. | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 11 | Elect Jim C. Walton | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 12 | Elect S. Robson Walton | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 13 | Elect Christopher J. Williams | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 14 | Elect Linda S. Wolf | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 15 | Ratification of Auditor | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 16 | Advisory Vote on Executive Compensation | Management | For |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 17 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-----------------------|-----|-----------|----------|----|---|-------------|---------|
| Wal-Mart Stores, Inc. | | | | | Approval of the Management Incentive Plan | | |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 18 | Shareholder Proposal Regarding Right to Call Special Meeting | Shareholder | Against |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 19 | Shareholder Proposal Regarding Retention of Shares | Shareholder | Against |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 20 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/7/2013 | 21 | Shareholder Proposal Regarding Recoupment Report | Shareholder | Against |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 1 | Elect Susan E. Arnold | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 2 | Elect John S. Chen | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 3 | Elect Judith L. Estrin | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 4 | Elect Robert A. Iger | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 5 | Elect Fred H. Langhammer | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 6 | Elect Aylwin B. Lewis | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 7 | Elect Monica C. Lozano | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 8 | Elect Robert W. Matschullat | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 9 | Elect Sheryl Sandberg | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 10 | Elect Orin C. Smith | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 11 | Ratification of Auditor | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 12 | Amendment to the 2002 Executive Performance Plan | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 14 | Shareholder Proposal Regarding Proxy Access | Shareholder | Against |
| Walt Disney Co. | DIS | 254687106 | 3/6/2013 | 15 | Shareholder Proposal Regarding Separation of Chairman and CEO | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|-------------------|-----|-----------|-----------|----|--|-------------|---------|
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 1 | Elect John D. Baker II | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 2 | Elect Elaine L. Chao | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 3 | Elect John S. Chen | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 4 | Elect Lloyd H. Dean | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 5 | Elect Susan E. Engel | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 6 | Elect Enrique Hernandez, Jr. | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 7 | Elect Donald M. James | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 8 | Elect Cynthia H. Milligan | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 9 | Elect Federico F. Peña | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 10 | Elect Howard V. Richardson | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 11 | Elect Judith M. Runstad | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 12 | Elect Stephen W. Sanger | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 13 | Elect John G. Stumpf | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 14 | Elect Susan G. Swenson | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 15 | Advisory Vote on Executive Compensation | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 16 | Approve the Company's Amended and Restated Long-Term Incentive Compensation Plan | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 17 | Ratification of Auditor | Management | For |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 18 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 19 | Shareholder Proposal Regarding Lobbying | Shareholder | Against |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | Report | | |
|---|-----|-----------|-----------|-----|--|-------------|---------|
| Wells Fargo & Co. | WFC | 949746101 | 4/23/2013 | 20 | Shareholder Proposal Regarding Discriminatory Mortgage Servicing and Foreclosure Practices | Shareholder | Against |
| Western Asset/Claymore Inflation-Linked Opportunities & Income Fund | WIW | 95766R104 | 4/30/2013 | 1.1 | Elect Kenneth D. Fuller | Management | For |
| Western Asset/Claymore Inflation-Linked Opportunities & Income Fund | WIW | 95766R104 | 4/30/2013 | 1.2 | Elect Ronald E. Toupin, Jr. | Management | For |
| Western Asset/Claymore Inflation-Linked Securities & Income Fund | WIA | 95766Q106 | 4/30/2013 | 1.1 | Elect Michael Larson | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 1 | Elect Debra Cafaro | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 2 | Elect Mark Emmert | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 3 | Elect Daniel Fulton | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 4 | Elect John Kieckhefer | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 5 | Elect Wayne Murdy | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 6 | Elect Nicole Piasecki | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 7 | Elect Doyle Simons | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 8 | Elect Richard Sinkfield | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 9 | Elect D. Michael Steuert | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 10 | Elect Kim Williams | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 11 | Elect Charles Williamson | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 12 | 2013 Long Term Incentive Plan | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 13 | Advisory Vote on Executive Compensation | Management | For |
| Weyerhaeuser Co. | WY | 962166104 | 4/11/2013 | 14 | Ratification of Auditor | Management | For |
| | WMB | 969457100 | 5/16/2013 | 1 | | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | | |
|--------------------------|-----|-----------|-----------|----|--|---|------------|-----|
| Williams Companies, Inc. | | | | | | Elect Alan S. Armstrong | | |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 2 | | Elect Joseph R. Cleveland | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 3 | | Elect Kathleen B. Cooper | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 4 | | Elect John A. Hagg | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 5 | | Elect Juanita H. Hinshaw | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 6 | | Elect Ralph Izzo | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 7 | | Elect Frank T. MacInnis | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 8 | | Elect Steven W. Nance | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 9 | | Elect Murray D. Smith | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 10 | | Elect Janice D. Stoney | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 11 | | Elect Laura A. Sugg | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 12 | | Ratification of Auditor | Management | For |
| Williams Companies, Inc. | WMB | 969457100 | 5/16/2013 | 13 | | Advisory Vote on Executive Compensation | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 1 | | Elect Gail K. Boudreaux | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 2 | | Elect Fredric W. Corrigan | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 3 | | Elect Richard K. Davis | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 4 | | Elect Benjamin G.S. Fowke III | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 5 | | Elect Albert F. Moreno | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 6 | | Elect Richard T. O'Brien | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 7 | | Elect Christopher J. Policinski | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 8 | | Elect A. Patricia Sampson | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|------------------------------|------|-----------|-----------|-----|---|-------------|---------|
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 9 | Elect James J. Sheppard | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 10 | Elect David A. Westerlund | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 11 | Elect Kim Williams | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 12 | Elect Timothy V. Wolf | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 13 | Ratification of Auditor | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 14 | Advisory Vote on Executive Compensation | Management | For |
| Xcel Energy, Inc. | XEL | 98389B100 | 5/22/2013 | 15 | Shareholder Proposal Regarding Independent Board Chairman | Shareholder | Against |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 1 | Elect John D. Hayes | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 2 | Elect Susan M. James | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 3 | Elect Max R. Levchin | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 4 | Elect Peter Liguori | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 5 | Elect Daniel S. Loeb | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 6 | Elect Marissa A. Mayer | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 7 | Elect Thomas J. McInerney | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 8 | Elect Maynard G. Webb, Jr. | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 9 | Elect Harry J. Wilson | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 10 | Elect Michael J. Wolf | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 11 | Advisory Vote on Executive Compensation | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 12 | Ratification of Auditor | Management | For |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 13 | Shareholder Proposal Regarding Corporate Social Responsibility Report | Shareholder | Against |
| Yahoo Inc. | YHOO | 984332106 | 6/25/2013 | 14 | Shareholder Proposal Regarding Report on Political Spending | Shareholder | Against |
| Zweig Total Return Fund Inc. | ZTR | 989837208 | 5/14/2013 | 1.1 | Elect George R. Aylward | Management | For |

Edgar Filing: CORNERSTONE TOTAL RETURN FUND INC - Form N-PX

| | | | | | | | |
|---------------------------------|-----|-----------|-----------|-----|-------------------------------|------------|-----|
| Zweig Total Return Fund Inc. | ZTR | 989837208 | 5/14/2013 | 1.2 | Elect William H. Wright II | Management | For |
|---------------------------------|-----|-----------|-----------|-----|-------------------------------|------------|-----|

SIGNATURES

Pursuant to the requirements of 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, President and
Chairman
(Principal Executive Officer)

Date August 13, 2013