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CALAMOS STRATEGIC TOTAL RETURN FUND
Form N-PX
August 31, 2004

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 811-21484

CALAMOS STRATEGIC TOTAL RETURN FUND

(Exact name of registrant as specified in charter)

1111 East Warrenville Road
Naperville, Illinois

60563

(Address of principal executive offices)

(Zip code)

James S. Hamman, Jr., Secretary
Calamos Asset Management, Inc.
1111 East Warrenville Road
Naperville, Illinois 60563-1493

(Name and address of agent for service)

Registrant's telephone number, including area code: (630) 245-7200

Date of fiscal year end: 10/31

Date of reporting period: 07/01/2003 - 06/30/2004

ITEM 1. PROXY VOTING RECORD

The information contained herein discloses the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors); and
- (i) Whether the registrant cast its vote for or against management.

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Investment Company Report

Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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Calamos Strategic Total Return Fund Agenda Number: 700484974

APN NEWS AND MEDIA LIMITED

Security: Q1076J107 Meeting Type: AGM
Ticker: Meeting Date: 28-Apr-04
ISIN: AU000000APN4

| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|--|---------------|---------------|------------------------|
| | Receive and approve the financial statements, the Directors report and the independent audit report for the YE 31 DEC 2003 | Non-Voting | No Action | * |
| | Comments: | | | |
| 1. | Re-elect Mr. Kevin J. Luscombe as a Director, who retires by rotation | Mgmt | No Action | * |
| | Comments: | | | |
| 2. | Re-elect Ms. Sallyanne Atkinson as a Director, who retires by rotation | Mgmt | No Action | * |
| | Comments: | | | |
| 3. | Re-elect Mr. Liam P. Healy as a Director, who retires by rotation | Mgmt | No Action | * |
| | Comments: | | | |
| 4. | Re-elect Mr. Albert E. Harris as a Director, who retires by rotation | Mgmt | No Action | * |
| | Comments: | | | |
| 5. | Re-elect Mr. Donal J. Buggy as a Director, who retires by rotation | Mgmt | No Action | * |
| | Comments: | | | |

Investment Company Report

Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|--|---------------|---------------|------------------------|
| 6. | Re-elect Mr. Pierce P.J. Cody as a Director of the | Mgmt | No Action | * |

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Company, who retires by rotation in accordance with the Company s Constitution and the Listing Rules of Australian Stock Exchange Limited ASX

Comments:

- | | | | | |
|----|---|------|-----------|---|
| 7. | Re-elect Mr. Peter M. Cosgrove as a Director of the Company, who retires by rotation in accordance with the Company s Constitution and the Listing Rules of Australian Stock Exchange Limited ASX | Mgmt | No Action | * |
|----|---|------|-----------|---|

Comments:

- | | | | | |
|----|--|------|-----------|---|
| 8. | Re-elect Mr. John H. Maasland as a Director of the Company, who retires by rotation in accordance with the Company s Constitution and the Listing Rules of Australian Stock Exchange Limited ASX | Mgmt | No Action | * |
|----|--|------|-----------|---|

Comments:

- | | | | | |
|----|--|------|-----------|---|
| 9. | Approve to increase the maximum yearly aggregate sum payable to Directors of the Company from AUD 250,000 to AUD 750,000 under Article 71(1) of the Company s Constitution | Mgmt | No Action | * |
|----|--|------|-----------|---|

Comments:

- | | | | | |
|-----|---|------|-----------|---|
| 10. | Authorize the Directors of the Company, pursuant to the Company s Executive and Director Option Plan EDOP to issue to Mr. Brendan M.A. Hopkins, a Director and the Company s Chief Executive, options to subscribe for up to 1,500,000 fully paid ordinary shares in the capital of the Company and to issue fully paid ordinary shares following the exercise of any options in accordance with the EDOP | Mgmt | No Action | * |
|-----|---|------|-----------|---|

Comments:

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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|-----------------------------|---------------|---------------|------------------------|
| | Transact any other business | Non-Voting | No Action | * |

Comments:

* Management position unknown

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Calamos Strategic Total Return Fund

Agenda Number: 932152666

BANK OF AMERICA CORPORATION

Security: 060505104
 Ticker: BAC
 ISIN:

Meeting Type: Annual
 Meeting Date: 26-May-04

| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|---------------------|---------------|---------------|------------------------|
| 01 | DIRECTOR | | | |
| | Comments: | | | |
| 1 | WILLIAM BARNET, III | Mgmt | For | For |
| 2 | CHARLES W. COKER | Mgmt | For | For |
| 3 | JOHN T. COLLINS | Mgmt | For | For |
| 4 | GARY L. COUNTRYMAN | Mgmt | For | For |
| 5 | PAUL FULTON | Mgmt | For | For |
| 6 | CHARLES K. GIFFORD | Mgmt | For | For |
| 7 | DONALD E. GUINN | Mgmt | For | For |
| 8 | JAMES H. HANCE, JR. | Mgmt | For | For |
| 9 | KENNETH D. LEWIS | Mgmt | For | For |
| 10 | WALTER E. MASSEY | Mgmt | For | For |

Investment Company Report

Meeting Date Range: 01-Jul-2003 - 30-Jun-2004

Report Date: 26-Aug-2004

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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|----------------------|---------------|---------------|------------------------|
| 11 | THOMAS J. MAY | Mgmt | For | For |
| 12 | C. STEVEN MCMILLAN | Mgmt | For | For |
| 13 | EUGENE M. MCQUADE | Mgmt | For | For |
| 14 | PATRICIA E. MITCHELL | Mgmt | For | For |
| 15 | EDWARD L. ROMERO | Mgmt | For | For |
| 16 | THOMAS M. RYAN | Mgmt | For | For |
| 17 | O. TEMPLE SLOAN, JR. | Mgmt | For | For |
| 18 | MEREDITH R. SPANGLER | Mgmt | For | For |

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| | | | | |
|----|--|------|---------|-----|
| 19 | JACKIE M. WARD | Mgmt | For | For |
| 02 | RATIFICATION OF INDEPENDENT PUBLIC ACCOUNTANTS | Mgmt | For | For |
| | Comments: | | | |
| 03 | STOCKHOLDER PROPOSAL - ANNUAL MEETING DATE | Shr | Against | For |
| | Comments: | | | |
| 04 | STOCKHOLDER PROPOSAL - NOMINATION OF DIRECTORS | Shr | Against | For |
| | Comments: | | | |

Investment Company Report

Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|---|---------------|---------------|------------------------|
| 05 | STOCKHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS | Shr | Against | For |
| | Comments: | | | |
| 06 | STOCKHOLDER PROPOSAL - MUTUAL FUND TRADING POLICIES | Shr | Against | For |
| | Comments: | | | |
| 07 | STOCKHOLDER PROPOSAL - PRIVACY AND INFORMATION SECURITY | Shr | Against | For |
| | Comments: | | | |

Investment Company Report

Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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Calamos Strategic Total Return Fund Agenda Number: 932154420

FANNIE MAE

Security: 313586109 Meeting Type: Annual
 Ticker: FNM Meeting Date: 25-May-04
 ISIN:

| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|----------|---------------|---------------|------------------------|
| 01 | DIRECTOR | | | |

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Comments:

| | | | | |
|----|-----------------|------|----------|---------|
| 1 | S.B. ASHLEY | Mgmt | For | For |
| 2 | K.M. DUBERSTEIN | Mgmt | For | For |
| 3 | T.P. GERRITY | Mgmt | For | For |
| 4 | T. HOWARD | Mgmt | For | For |
| 5 | A. KOROLOGOS | Mgmt | For | For |
| 6 | F.V. MALEK | Mgmt | Withheld | Against |
| 7 | D.B. MARRON | Mgmt | For | For |
| 8 | D.H. MUDD | Mgmt | For | For |
| 9 | A.M. MULCAHY | Mgmt | For | For |
| 10 | J.K. PICKETT | Mgmt | For | For |

Investment Company Report

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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|---|---------------|---------------|------------------------|
| 11 | L. RAHL | Mgmt | For | For |
| 12 | F.D. RAINES | Mgmt | For | For |
| 13 | H.P. SWYGERT | Mgmt | For | For |
| 02 | RATIFICATION OF THE SELECTION OF AUDITORS | Mgmt | For | For |
| | Comments: | | | |
| 03 | APPROVAL OF AN AMENDMENT TO THE FANNIE MAE EMPLOYEE STOCK PURCHASE PLAN | Mgmt | For | For |
| | Comments: | | | |
| 04 | STOCKHOLDER PROPOSAL TO REINSTATE CUMULATIVE VOTING | Shr | Against | For |
| | Comments: | | | |

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Calamos Strategic Total Return Fund

Agenda Number: 932143059

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GENERAL MOTORS CORPORATION

Security: 370442105
 Ticker: GM
 ISIN:

Meeting Type: Annual
 Meeting Date: 02-Jun-04

| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|---------------|---------------|---------------|------------------------|
| 01 | DIRECTOR | | | |
| | Comments: | | | |
| 1 | P.N. BARNEVIK | Mgmt | For | For |
| 2 | J.H. BRYAN | Mgmt | For | For |
| 3 | A.M. CODINA | Mgmt | For | For |
| 4 | G.M.C. FISHER | Mgmt | For | For |
| 5 | K. KATEN | Mgmt | For | For |
| 6 | K. KRESA | Mgmt | For | For |
| 7 | A.G. LAFLEY | Mgmt | For | For |
| 8 | P.A. LASKAWY | Mgmt | For | For |
| 9 | E.S. O'NEAL | Mgmt | For | For |
| 10 | E. PFEIFFER | Mgmt | For | For |

Investment Company Report

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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|--|---------------|---------------|------------------------|
| 11 | G.R. WAGONER, JR. | Mgmt | For | For |
| 02 | RATIFY SELECTION OF INDEPENDENT ACCOUNTANTS | Mgmt | For | For |
| | Comments: | | | |
| 03 | ELIMINATE AWARDING, REPRICING, OR RENEWING STOCK OPTIONS | Shr | Against | For |
| | Comments: | | | |
| 04 | ELIMINATE OPTIONS, SARS, AND SEVERANCE PAYMENTS | Shr | Against | For |
| | Comments: | | | |
| 05 | REQUIRE AN INDEPENDENT CHAIRMAN | Shr | Against | For |

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SEPARATE FROM CHIEF EXECUTIVE OFFICER

Comments:

| | | | | |
|----|--|-----|---------|-----|
| 06 | APPOINT INDEPENDENT DIRECTORS TO KEY BOARD COMMITTEES | Shr | Against | For |
|----|--|-----|---------|-----|

Comments:

| | | | | |
|----|------------------------------------|-----|---------|-----|
| 07 | REPORT ON GREENHOUSE GAS EMISSIONS | Shr | Against | For |
|----|------------------------------------|-----|---------|-----|

Comments:

| | | | | |
|----|---------------------------|-----|---------|-----|
| 08 | APPROVE GOLDEN PARACHUTES | Shr | Against | For |
|----|---------------------------|-----|---------|-----|

Comments:

| | | | | |
|----|--|-----|---------|-----|
| 09 | REQUIRE SENIOR EXECUTIVES AND DIRECTORS TO RETAIN STOCK OBTAINED BY EXERCISING OPTIONS | Shr | Against | For |
|----|--|-----|---------|-----|

Comments:

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Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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Calamos Strategic Total Return Fund Agenda Number: 700477715

GIVAUDAN SA, VERNIER

| | |
|---------------------|-------------------------|
| Security: H3238Q102 | Meeting Type: AGM |
| Ticker: | Meeting Date: 16-Apr-04 |
| ISIN: CH0010645932 | |

| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|--|------------------|------------------|---------------------------|
| 1. | Approve the annual report, the annual financial statements and the consolidated financial statements for the year 2003 | Mgmt | No Action | * |
| | Comments: | | | |
| 2. | Discharge the Board of Directors | Mgmt | No Action | * |
| | Comments: | | | |
| 3. | Approve the appropriation of the retained earnings | Mgmt | No Action | * |
| | Comments: | | | |
| 4. | Approve the capital decrease | Mgmt | No Action | * |
| | Comments: | | | |
| 5. | Approve the authorized capital | Mgmt | No Action | * |

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Comments:

6. Elect the Board of Directors Mgmt No Action *

Comments:

7. Elect the Auditors and the Group Auditors Mgmt No Action *

Comments:

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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|----------|---------------|---------------|------------------------|
|---------|----------|---------------|---------------|------------------------|

| | | | | |
|--|---|------------|-----------|---|
| | Please note this is the Part II of the meeting notice sent under meeting #118262, including the agenda. Please be advised that the meeting date scheduled to 16 APR 2004 instead of 08 APR 2004. To vote in the upcoming meeting, your name must be notified to the company registrar as beneficial owner before the re-registration deadline. Please note that those instructions that are submitted after the ADP cutoff date will be processed on a best effort basis. Thank you | Non-Voting | No Action | * |
|--|---|------------|-----------|---|

Comments:

| | | | | |
|--|---|------------|-----------|---|
| | The practice of share blocking varies widely in this market. Please contact your ADP client service representative to obtain blocking information for your accounts | Non-Voting | No Action | * |
|--|---|------------|-----------|---|

Comments:

* Management position unknown

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Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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Calamos Strategic Total Return Fund Agenda Number: 932182760

INDEPENDENCE COMMUNITY BANK CORP.

Security: 453414104 Meeting Type: Annual
Ticker: ICBC Meeting Date: 24-Jun-04
ISIN:

| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|----------|---------------|---------------|------------------------|
|---------|----------|---------------|---------------|------------------------|

| | | | | |
|----|----------|--|--|--|
| 01 | DIRECTOR | | | |
|----|----------|--|--|--|

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Comments:

| | | | | |
|----|---|------|-----|-----|
| 1 | ROHIT M. DESAI* | Mgmt | For | For |
| 2 | CHARLES J. HAMM* | Mgmt | For | For |
| 3 | SCOTT M. HAND* | Mgmt | For | For |
| 4 | DAVID L. HINDS* | Mgmt | For | For |
| 5 | MARIA FIORINI RAMIREZ* | Mgmt | For | For |
| 6 | DONALD M. KARP** | Mgmt | For | For |
| 7 | ROBERT B. CATELL*** | Mgmt | For | For |
| 8 | ROBERT W. GELFMAN*** | Mgmt | For | For |
| 02 | TO APPROVE AN AMENDMENT TO INDEPENDENCE COMMUNITY BANK CORP. S CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK. | Mgmt | For | For |

Comments:

Investment Company Report

Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|--|------------------|------------------|---------------------------|
| 03 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENCE COMMUNITY BANK CORP. S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2004. | Mgmt | For | For |

Comments:

Investment Company Report

Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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Calamos Strategic Total Return Fund Agenda Number: 700507188

OMV AG, WIEN

Security: A51460110 Meeting Type: AGM
Ticker: Meeting Date: 18-May-04
ISIN: AT0000743059

| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|---|------------------|------------------|---------------------------|
| 1. | Receive the annual report and approve the | Mgmt | No Action | * |

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reporting of the Supervisory Board for the 2003
business year

Comments:

| | | | | |
|----|--------------------------------------|------|-----------|---|
| 2. | Approve the allocation of net income | Mgmt | No Action | * |
|----|--------------------------------------|------|-----------|---|

Comments:

| | | | | |
|----|---|------|-----------|---|
| 3. | Approve the actions of the Managing Board and the Supervisory Board for the FY 2003 | Mgmt | No Action | * |
|----|---|------|-----------|---|

Comments:

| | | | | |
|----|--|------|-----------|---|
| 4. | Approve the statutory allowance of the Supervisory Board | Mgmt | No Action | * |
|----|--|------|-----------|---|

Comments:

| | | | | |
|----|---|------|-----------|---|
| 5. | Elect the Auditors for the statement of accounts and the Group statement of accounts for 2004 | Mgmt | No Action | * |
|----|---|------|-----------|---|

Comments:

| | | | | |
|----|--|------|-----------|---|
| 6. | Approve the Stock Options Plan 2004 and grant authority to repurchase own shares | Mgmt | No Action | * |
|----|--|------|-----------|---|

Comments:

Investment Company Report

Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|---|---------------|---------------|------------------------|
| 7. | Approve the restructuring of the OMV AG into a Management Holding Company: a) to spin off its refining and marketing business; b) to spin off its exploration and production Austria business; c) to spin off its exploration production international business | Mgmt | No Action | * |
| | Comments: | | | |
| 8. | Approve to issue convertible bonds | Mgmt | No Action | * |
| | Comments: | | | |
| 9. | Approve the claused raise of initial capital up to EUR 21,810.00 with bearer stocks | Mgmt | No Action | * |
| | Comments: | | | |
| 10. | Approve to raise initial capital up to EUR 58,160.000 with new issued shares | Mgmt | No Action | * |
| | Comments: | | | |

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- | | | | | |
|-----|---|------|-----------|---|
| 11. | Approve the change of the Article in the Clause 3 | Mgmt | No Action | * |
| | Comments: | | | |
| 12. | Approve the insurance of the Supervisory Board | Mgmt | No Action | * |
| | Comments: | | | |
| 13. | Elect the Supervisory Board | Mgmt | No Action | * |
| | Comments: | | | |
- * Management position unknown

Investment Company Report

Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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Calamos Strategic Total Return Fund Agenda Number: 932162489

PETROCHINA COMPANY LIMITED

Security: 71646E100 Meeting Type: Annual
 Ticker: PTR Meeting Date: 18-May-04
 ISIN:

| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|--|---------------|---------------|------------------------|
| 01 | TO APPROVE THE REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE YEAR 2003. | Mgmt | | |
| | Comments: | | | |
| 02 | TO APPROVE THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR 2003. | Mgmt | | |
| | Comments: | | | |
| 03 | TO APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2003. | Mgmt | | |
| | Comments: | | | |
| 04 | TO APPROVE THE DECLARATION AND PAYMENT OF A FINAL DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2003 IN THE AMOUNT AND IN THE MANNER RECOMMENDED BY THE BOARD OF DIRECTORS. | Mgmt | | |
| | Comments: | | | |
| 05 | TO APPROVE THE AUTHORISATION OF THE BOARD OF DIRECTORS TO DETERMINE THE DISTRIBUTION OF INTERIM DIVIDEND FOR 2004. | Mgmt | | |
| | Comments: | | | |

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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|---|---------------|---------------|------------------------|
| 06 | TO APPROVE THE CONTINUATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS, AS THE INTERNATIONAL AUDITORS OF THE COMPANY AND PRICEWATERHOUSECOOPERS ZHONG TIAN CPAS LIMITED COMPANY, AS THE DOMESTIC AUDITORS OF THE COMPANY. | Mgmt | | |
| | Comments: | | | |
| 7A | TO APPROVE THE PROPOSAL IN RELATION TO THE RE-ELECTION OF MR. CHEN GENG AS A DIRECTOR OF THE COMPANY. | Mgmt | | |
| | Comments: | | | |
| 7B | TO APPROVE THE PROPOSAL IN RELATION TO THE ELECTION OF MR. ZHOU JIPING AS A DIRECTOR OF THE COMPANY. | Mgmt | | |
| | Comments: | | | |
| 7C | TO APPROVE THE PROPOSAL IN RELATION TO THE ELECTION OF MR. DUAN WENDE AS A DIRECTOR OF THE COMPANY. | Mgmt | | |
| | Comments: | | | |
| 8A | TO APPROVE THE PROPOSAL IN RELATION TO THE ELECTION OF MR. SUN XIANFENG AS A SUPERVISOR OF THE COMPANY. | Mgmt | | |
| | Comments: | | | |
| 8B | TO APPROVE THE PROPOSAL IN RELATION TO THE ELECTION OF MR. XU FENGLI AS A SUPERVISOR OF THE COMPANY. | Mgmt | | |
| | Comments: | | | |

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Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|--|---------------|---------------|------------------------|
| 09 | TO ALLOT AND DEAL WITH ADDITIONAL DOMESTIC SHARES. | Mgmt | | |
| | Comments: | | | |

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Investment Company Report

Meeting Date Range: 01-Jul-2003 - 30-Jun-2004 Report Date: 26-Aug-2004
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Calamos Strategic Total Return Fund Agenda Number: 932165699

THE MILLS CORPORATION

Security: 601148109 Meeting Type: Annual
Ticker: MLS Meeting Date: 10-Jun-04
ISIN:

| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|--|---------------|---------------|------------------------|
| 01 | DIRECTOR | | | |
| | Comments: | | | |
| 1 | JAMES C. BRAITHWAITE | Mgmt | For | For |
| 2 | HON JOSEPH B GILDENHORN | Mgmt | For | For |
| 3 | HARRY H. NICK | Mgmt | For | For |
| 4 | ROBERT P. PINCUS | Mgmt | For | For |
| 02 | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS FOR 2004. | Mgmt | For | For |
| | Comments: | | | |
| 03 | PROPOSAL TO APPROVE THE AMENDMENT TO THE MILLS CORPORATION S CERTIFICATE OF INCORPORATION TO INCREASE THE TOTAL NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK FROM 170,000,000 TO 190,000,000 AND THE NUMBER OF AUTHORIZED SHARES OF PREFERRED STOCK FROM 20,000,000 TO 40,000,000. | Mgmt | For | For |
| | Comments: | | | |

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| Prop. # | Proposal | Proposal Type | Proposal Vote | For/Against Management |
|---------|--|---------------|---------------|------------------------|
| 04 | PROPOSAL TO APPROVE THE MILLS CORPORATION S 2004 STOCK INCENTIVE PLAN. | Mgmt | For | For |
| | Comments: | | | |
| 05 | PROPOSAL TO APPROVE THE EXECUTIVE | Mgmt | For | For |

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HIGH PERFORMANCE PROGRAM.

Comments:

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) CALAMOS STRATEGIC TOTAL RETURN FUND

By (Signature) /S/ John P. Calamos

Name John P. Calamos

Title President

Date 08-31-2004