

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

CORNERSTONE TOTAL RETURN FUND INC  
 Form N-Q  
 May 20, 2005

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS 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)

383 Madison Avenue, New York, NY 10179  
 -----

(Address of principal executive offices) (Zip code)

Vincent L. Pereira

Cornerstone Total Return Fund, Inc., 383 Madison Avenue, New York, NY 10179  
 -----

(Name and address of agent for service)

Registrant's telephone number, including area code: (212) 272-3550  
 -----

Date of fiscal year end: December 31, 2005  
 -----

Date of reporting period: January 1, 2005 through March 31, 2005  
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ITEM 1: SCHEDULE OF INVESTMENTS

=====

CORNERSTONE TOTAL RETURN FUND, INC.  
 SCHEDULE OF INVESTMENTS - MARCH 31, 2005 (UNAUDITED)

=====

| DESCRIPTION                            | NO. OF<br>SHARES | MARKET<br>VALUE |
|--|------------------|-----------------|
|  |                  |                 |
| EQUITY SECURITIES - 99.63%             |                  |                 |
| UNITED STATES - 98.26%                 |                  |                 |
| CLOSED-END DOMESTIC FUNDS - 7.26%      |                  |                 |
| Adams Express Co.                      | 38,800           | \$ 499,356      |
| Boulder Total Return Fund, Inc.        | 21,100           | 368,195         |
| Dreman/Claymore Dividend & Income Fund | 12,500           | 234,250         |
| General American Investors Co., Inc.   | 2,500            | 77,175          |
| Salomon Brothers Fund, Inc. (The)      | 13,300           | 168,245         |
| Tri-Continental Corp.                  | 109,000          | 1,940,200       |
| Zweig Fund, Inc.                       | 165,900          | 909,132         |
|  |                  | -----           |
|  |                  | 4,196,553       |
|  |                  | -----           |

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### CONSUMER DISCRETIONARY - 11.92%

|  |        |           |
|--|--------|-----------|
| Bed Bath & Beyond Inc. +                 | 2,500  | 91,350    |
| Best Buy Co., Inc.                       | 2,500  | 135,025   |
| Carnival Corp.                           | 5,300  | 274,593   |
| Clear Channel Communications, Inc.       | 2,700  | 93,069    |
| Comcast Corp., Class A +                 | 8,508  | 287,400   |
| Comcast Corp., Special Class A +         | 4,500  | 150,300   |
| Costco Wholesale Corp.                   | 2,600  | 114,868   |
| Dana Corp.                               | 2,500  | 31,975    |
| Delphi Corp.                             | 5,100  | 22,848    |
| Eastman Kodak Co.                        | 2,500  | 81,375    |
| Ford Motor Co.                           | 15,200 | 172,216   |
| Fortune Brands, Inc.                     | 2,500  | 201,575   |
| Gap, Inc. (The)                          | 6,900  | 150,696   |
| General Motors Corp.                     | 2,500  | 73,475    |
| Harley-Davidson, Inc                     | 2,500  | 144,400   |
| Harrah's Entertainment, Inc.             | 2,500  | 161,450   |
| Hilton Hotels Corp.                      | 2,500  | 55,875    |
| Home Depot, Inc. (The)                   | 14,800 | 565,952   |
| J.C. Penney Co., Inc.                    | 2,500  | 129,800   |
| Kohl's Corp. +                           | 2,500  | 129,075   |
| Limited Brands, Inc.                     | 2,000  | 48,600    |
| Lowe's Companies, Inc.                   | 3,700  | 211,233   |
| Mattel, Inc.                             | 4,500  | 96,075    |
| McDonald's Corp.                         | 8,100  | 252,234   |
| McGraw-Hill Companies, Inc. (The)        | 2,500  | 218,125   |
| Monsanto Co.                             | 1,773  | 114,359   |
| Office Depot, Inc. +                     | 2,500  | 55,450    |
| Omnicom Group Inc.                       | 1,500  | 132,780   |
| Reebok International Ltd.                | 2,500  | 110,750   |
| Rockwell Automation, Inc.                | 2,500  | 141,600   |
| Staples, Inc.                            | 2,100  | 66,003    |
| Starbucks Corp. +                        | 2,500  | 129,150   |
| Target Corp.                             | 4,600  | 230,092   |
| Time Warner Inc. +                       | 25,500 | 447,525   |
| TJX Companies, Inc. (The)                | 4,000  | 98,520    |
| Tribune Co.                              | 2,500  | 99,675    |
| Univision Communications Inc., Class A + | 2,500  | 69,225    |
| Viacom Inc., non-voting Class B          | 9,000  | 313,470   |
| Wal-Mart Stores, Inc.                    | 13,000 | 651,430   |
| Walt Disney Co. (The)                    | 11,700 | 336,141   |
|  |        | -----     |
|  |        | 6,889,754 |
|  |        | -----     |

### CONSUMER STAPLES - 8.15%

|                                |        |         |
|--------------------------------|--------|---------|
| Albertson's, Inc.              | 2,500  | 51,625  |
| Altria Group, Inc.             | 10,700 | 699,673 |
| Anheuser-Busch Companies, Inc. | 3,700  | 175,343 |
|                                |        |         |
| Archer-Daniels-Midland Co.     | 5,650  | 138,877 |
| Avon Products, Inc.            | 2,500  | 107,350 |
| Campbell Soup Co.              | 3,200  | 92,864  |
| Coca-Cola Co. (The)            | 13,500 | 562,545 |
| Coca-Cola Enterprises Inc.     | 2,500  | 51,300  |
| ConAgra Foods, Inc.            | 2,500  | 67,550  |
| General Mills, Inc.            | 2,500  | 122,875 |
| Gillette Co. (The)             | 5,100  | 257,448 |
| H.J. Heinz Co.                 | 2,700  | 99,468  |
| Kimberly-Clark Corp.           | 2,500  | 164,325 |

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|   |           |             |
|---|-----------|-------------|
| Kroger Co. (The) +                            | 6,600     | 105,798     |
| PepsiCo, Inc.                                 | 10,000    | 530,300     |
| Procter & Gamble Co. (The)                    | 15,000    | 795,000     |
| Safeway Inc.+                                 | 4,900     | 90,797      |
| Sara Lee Corp.                                | 2,600     | 57,616      |
| Sysco Corp.                                   | 3,500     | 125,300     |
| Walgreen Co.                                  | 5,600     | 248,752     |
| Wm. Wrigley Jr. Co.                           | 2,500     | 163,925     |
|   |           | -----       |
|   |           | 4,708,731   |
|   |           | -----       |
| <br>ENERGY - 7.86%                            |           |             |
| Anadarko Petroleum Corp.                      | 2,500     | 190,250     |
| Baker Hughes Inc.                             | 2,500     | 111,225     |
| Burlington Resources, Inc.                    | 2,500     | 125,175     |
| CenterPoint Energy, Inc.                      | 5,700     | 68,571      |
| ChevronTexaco Corp.                           | 10,104    | 589,164     |
| ConocoPhillips                                | 3,669     | 395,665     |
| Devon Energy Corp.                            | 2,500     | 119,375     |
| Exxon Mobil Corp.                             | 36,000    | 2,145,600   |
| Halliburton Co.                               | 2,500     | 108,125     |
| Occidental Petroleum Corp.                    | 2,500     | 177,925     |
| Schlumberger Ltd.                             | 5,100     | 359,448     |
| Unocal Corp.                                  | 2,500     | 154,225     |
|   |           | -----       |
|   |           | 4,544,748   |
|   |           | -----       |
| <br>FINANCIALS - 17.72%                       |           |             |
| AFLAC Inc.                                    | 4,000     | 149,040     |
| Allstate Corp. (The)                          | 5,200     | 281,112     |
| American Express Co.                          | 6,100     | 313,357     |
| American International Group, Inc.            | 15,331    | 849,491     |
| AmSouth Bancorporation                        | 2,500     | 64,875      |
| Bank of America Corp.                         | 18,240    | 804,384     |
| Bank of New York Co., Inc. (The)              | 5,900     | 171,395     |
| BB&T Corp.                                    | 2,000     | 78,160      |
| Capital One Financial Corp.                   | 1,000     | 74,770      |
| Charles Schwab Corp. (The)                    | 8,200     | 86,182      |
| Citigroup Inc.                                | 32,600    | 1,465,044   |
| Countrywide Financial Corp.                   | 3,500     | 113,610     |
| Fannie Mae                                    | 5,700     | 310,365     |
| Fifth Third Bancorp                           | 2,500     | 107,450     |
| Fiserv, Inc. +                                | 2,500     | 99,500      |
| Freddie Mac                                   | 3,300     | 208,560     |
| Goldman Sachs Group, Inc. (The)               | 3,000     | 329,970     |
| Hartford Financial Services Group, Inc. (The) | 1,600     | 109,696     |
| JPMorgan Chase & Co.                          | 12,700    | 439,420     |
| KeyCorp                                       | 2,500     | 81,125      |
| Lehman Brothers Holdings Inc.                 | 2,500     | 235,400     |
| M&T Bank Corp.                                | 2,500     | 255,150     |
| Marsh & McLennan Companies, Inc.              | 4,600     | 139,932     |
| MBNA Corp.                                    | 7,550     | 185,352     |
| Mellon Financial Corp.                        | 2,300     | 65,642      |
| Merrill Lynch & Co., Inc.                     | 1,100     | 62,260      |
| MetLife Inc.                                  | 6,000     | 234,600     |
| Moody's Corp.                                 | 1,000     | 80,860      |
| <br>Morgan Stanley                            | <br>6,200 | <br>354,950 |
| National City Corp.                           | 5,000     | 167,500     |

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|   |        |            |
|---|--------|------------|
| Northern Trust Corp.                        | 1,100  | 47,784     |
| PNC Financial Services Group, Inc.          | 1,400  | 72,072     |
| Progressive Corp. (The)                     | 2,500  | 229,400    |
| Providian Financial Corp.+                  | 2,500  | 42,900     |
| Prudential Financial, Inc.                  | 2,500  | 143,500    |
| SLM Corp.                                   | 2,500  | 124,600    |
| State Street Corp.                          | 1,600  | 69,952     |
| St. Paul Travelers Companies, Inc. (The)    | 2,292  | 84,185     |
| SunTrust Banks, Inc.                        | 1,500  | 108,105    |
| U.S. Bancorp                                | 9,700  | 279,554    |
| Wachovia Corp.                              | 8,100  | 412,371    |
| Washington Mutual, Inc.                     | 4,250  | 167,875    |
| Wells Fargo & Co.                           | 9,000  | 538,200    |
|   |        | -----      |
|   |        | 10,239,650 |
|   |        | -----      |
| <br>HEALTHCARE - 11.34%                     |        |            |
| Aetna Inc.                                  | 2,000  | 149,900    |
| Amgen Inc.+                                 | 8,300  | 483,143    |
| Becton, Dickinson & Co.                     | 2,500  | 146,050    |
| Biogen Idec Inc. +                          | 2,500  | 86,275     |
| Biomet, Inc.                                | 2,500  | 90,750     |
| Boston Scientific Corp. +                   | 5,000  | 146,450    |
| Bristol-Myers Squibb Co.                    | 9,600  | 244,416    |
| Caremark Rx, Inc.+                          | 2,500  | 99,450     |
| CIGNA Corp.                                 | 800    | 71,440     |
| Eli Lilly & Co.                             | 4,100  | 213,610    |
| Forest Laboratories, Inc. +                 | 2,500  | 92,375     |
| Genzyme Corp. +                             | 1,500  | 85,860     |
| Health Management Associates, Inc., Class A | 2,500  | 65,450     |
| Johnson & Johnson                           | 18,200 | 1,222,312  |
| King Pharmaceuticals, Inc. +                | 2,500  | 20,775     |
| Laboratory Corp. of America Holdings +      | 2,500  | 120,500    |
| McKesson Corp.                              | 2,500  | 94,375     |
| Medco Health Solutions, Inc. +              | 1,531  | 75,892     |
| Medtronic, Inc.                             | 7,100  | 361,745    |
| Merck & Co. Inc.                            | 8,700  | 281,619    |
| Pfizer Inc.                                 | 42,460 | 1,115,424  |
| Schering-Plough Corp.                       | 8,400  | 152,460    |
| Stryker Corp.                               | 2,000  | 89,220     |
| Tenet Healthcare Corp. +                    | 5,000  | 57,650     |
| UnitedHealth Group Inc.                     | 5,000  | 476,900    |
| Wyeth                                       | 7,500  | 316,350    |
| Zimmer Holdings, Inc. +                     | 2,500  | 194,525    |
|   |        | -----      |
|   |        | 6,554,916  |
|   |        | -----      |
| <br>INDUSTRIALS - 11.39%                    |        |            |
| 3M Co.                                      | 5,000  | 428,450    |
| Apollo Group, Inc., Class A +               | 1,000  | 74,060     |
| Boeing Co. (The)                            | 3,900  | 227,994    |
| Burlington Northern Santa Fe Corp.          | 2,000  | 107,860    |
| Caterpillar Inc.                            | 2,500  | 228,600    |
| Cendant Corp.                               | 7,100  | 145,834    |
| CSX Corp.                                   | 2,500  | 104,125    |
| Danaher Corp.                               | 2,500  | 133,525    |
| Deere & Co.                                 | 2,500  | 167,825    |
| Dover Corp.                                 | 1,000  | 37,790     |
| Emerson Electric Co.                        | 2,000  | 129,860    |
| FedEx Corp.                                 | 2,500  | 234,875    |

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|   |        |           |
|---|--------|-----------|
| General Dynamics Corp.                  | 2,500  | 267,625   |
| General Electric Co.                    | 58,000 | 2,091,480 |
| Honeywell International Inc.            | 3,300  | 122,793   |
| Illinois Tool Works Inc.                | 2,500  | 223,825   |
| Lockheed Martin Corp.                   | 2,500  | 152,650   |
|   |        |           |
| Masco Corp.                             | 4,600  | 159,482   |
| Norfolk Southern Corp.                  | 2,500  | 92,625    |
| Paychex, Inc.                           | 2,500  | 82,050    |
| Raytheon Co.                            | 2,500  | 96,750    |
| Southwest Airlines Co.                  | 6,100  | 86,864    |
| Transocean Inc. +                       | 2,500  | 128,650   |
| Tyco International Ltd.                 | 11,600 | 392,080   |
| United Parcel Service, Inc., Class B    | 4,000  | 290,960   |
| United Technologies Corp.               | 2,200  | 223,652   |
| Waste Management, Inc.                  | 5,300  | 152,905   |
|   |        | -----     |
|   |        | 6,585,189 |
|   |        | -----     |
|   |        |           |
| INFORMATION TECHNOLOGY - 14.48%         |        |           |
| Agere Systems Inc, Class A +            | 75     | 107       |
| Agilent Technologies, Inc. +            | 5,000  | 111,000   |
| Analog Devices, Inc.                    | 2,500  | 90,350    |
| Apple Computer, Inc. +                  | 5,000  | 208,350   |
| Applied Materials, Inc. +               | 13,400 | 217,750   |
| Autodesk, Inc.                          | 2,500  | 74,400    |
| Cisco Systems, Inc. +                   | 35,000 | 626,150   |
| Computer Associates International, Inc. | 2,700  | 73,170    |
| Corning Inc. +                          | 7,500  | 83,475    |
| Dell Inc.+                              | 13,700 | 526,354   |
| eBay Inc. +                             | 7,000  | 260,820   |
| Electronic Data Systems Corp.           | 7,500  | 155,025   |
| EMC Corp. +                             | 8,000  | 98,560    |
| First Data Corp.                        | 4,325  | 170,016   |
| Freescale Semiconductor Inc., Class B+  | 1,777  | 30,653    |
| Hewlett-Packard Co.                     | 15,842 | 347,574   |
| Intel Corp.                             | 38,500 | 894,355   |
| International Business Machines Corp.   | 8,200  | 749,316   |
| Maxim Integrated Products, Inc.         | 2,500  | 102,175   |
| Micron Technology, Inc. +               | 5,500  | 56,870    |
| Microsoft Corp.                         | 56,800 | 1,372,856 |
| Motorola, Inc.                          | 16,100 | 241,017   |
| Network Appliance, Inc. +               | 2,500  | 69,150    |
| Oracle Corp. +                          | 33,600 | 419,328   |
| PerkinElmer, Inc.                       | 1,500  | 30,945    |
| QUALCOMM Inc.                           | 9,300  | 340,845   |
| Siebel Systems, Inc. +                  | 5,000  | 45,650    |
| Solelectron Corp. +                     | 5,700  | 19,779    |
| Sun Microsystems, Inc. +                | 8,600  | 34,744    |
| Symantec Corp. +                        | 5,000  | 106,650   |
| Texas Instruments Inc.                  | 13,500 | 344,115   |
| Waters Corp. +                          | 2,500  | 89,475    |
| Xerox Corp. +                           | 6,000  | 90,900    |
| Yahoo! Inc. +                           | 8,500  | 288,150   |
|   |        | -----     |
|   |        | 8,370,074 |
|   |        | -----     |
|   |        |           |
| MATERIALS - 2.69%                       |        |           |
| Air Products & Chemicals, Inc.          | 2,500  | 158,225   |

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|                                       |        |            |
|---------------------------------------|--------|------------|
| Alcoa Inc.                            | 4,300  | 130,677    |
| Dow Chemical Co. (The)                | 4,700  | 234,295    |
| E.I. du Pont de Nemours & Co.         | 5,800  | 297,192    |
| International Paper Co.               | 4,800  | 176,592    |
| Newmont Mining Corp.                  | 2,500  | 105,625    |
| Nucor Corp.                           | 2,500  | 143,900    |
| Praxair, Inc.                         | 2,500  | 119,650    |
| Rohm & Haas Co.                       | 2,500  | 120,000    |
| Weyerhaeuser Co.                      | 1,000  | 68,500     |
|                                       |        | -----      |
|                                       |        | 1,554,656  |
|                                       |        | -----      |
| REAL ESTATE INVESTMENT TRUSTS - 0.26% |        |            |
| Simon Property Group Inc.             | 2,500  | 151,450    |
|                                       |        | -----      |
| TELECOMMUNICATION SERVICES - 2.83%    |        |            |
| AT&T Corp.                            | 5,260  | 98,625     |
| BellSouth Corp.                       | 10,200 | 268,158    |
| Lucent Technologies Inc. +            | 15,000 | 41,250     |
| SBC Communications Inc.               | 25,600 | 606,464    |
| Sprint Corp.                          | 4,100  | 93,275     |
| Verizon Communications Inc.           | 14,900 | 528,950    |
|                                       |        | -----      |
|                                       |        | 1,636,722  |
|                                       |        | -----      |
| UTILITIES - 2.36%                     |        |            |
| American Electric Power Co., Inc.     | 5,500  | 187,330    |
| Dominion Resources, Inc.              | 2,000  | 148,860    |
| Duke Energy Corp.                     | 6,600  | 184,866    |
| FirstEnergy Corp.                     | 2,500  | 104,875    |
| Scottish Power plc, ADR               | 4,000  | 124,800    |
| Sempra Energy                         | 2,500  | 99,600     |
| Southern Co. (The)                    | 2,500  | 79,575     |
| TXU Corp.                             | 3,700  | 294,631    |
| Williams Companies, Inc. (The)        | 2,500  | 47,025     |
| Xcel Energy, Inc.                     | 5,500  | 94,490     |
|                                       |        | -----      |
|                                       |        | 1,366,052  |
|                                       |        | -----      |
| TOTAL UNITED STATES                   |        |            |
| (cost \$58,743,190)                   |        | 56,798,495 |
|                                       |        | -----      |
| CZECH REPUBLIC - 1.37%                |        |            |
| CONSUMER DISCRETIONARY - 1.37%        |        |            |
| Bonton AS +#                          | 68,590 | 19,944     |
| Bonton Book AS +#                     | 68,590 | 130,066    |
| Bonton Discs AS +#                    | 68,590 | 199        |
| Bonton Film Entertainment AS +#       | 68,590 | 433,552    |
| Bonton Music AS +#                    | 68,590 | 130,066    |
| Bonton Pictures AS +#                 | 68,590 | 78,039     |
|                                       |        | -----      |
| TOTAL CZECH REPUBLIC                  |        |            |
| (cost \$894,867)                      |        | 791,866    |
|                                       |        | -----      |

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|   |                                |               |
|---|--------------------------------|---------------|
| TOTAL EQUITY SECURITIES                             |                                | 57,590,361    |
| (cost \$59,638,057)                                 |                                | -----         |
|   | PRINCIPAL<br>AMOUNT<br>(000'S) |               |
|   | -----                          |               |
| SHORT-TERM INVESTMENTS - 4.94.%                     |                                |               |
| REPURCHASE AGREEMENTS - 4.94%                       |                                |               |
| Bear, Stearns & Co. Inc.                            |                                |               |
| (Agreement dated 03/31/05 to be repurchased         |                                |               |
| at \$326,094), 2.63%, 04/01/05,                     |                                |               |
| collateralized by \$335,590 in U.S.                 |                                |               |
| Treasury Bonds                                      | \$ 343                         | \$ 326,070    |
|   |                                | -----         |
| Bear, Stearns & Co. Inc.                            |                                |               |
| (Agreement dated 03/31/05 to be repurchased         |                                |               |
| at \$1,660,433), 2.88%*, 04/01/05,                  |                                |               |
| collateralized by \$1,709,207 in U.S.               |                                |               |
| Treasury Bonds**                                    | 1,660                          | 1,660,300     |
|   |                                | -----         |
| Bear, Stearns & Co. Inc.                            |                                |               |
| (Agreement dated 03/31/05 to be repurchased         |                                |               |
| at \$872,958), 1.44%*, 04/01/05,                    |                                |               |
| collateralized by \$899,842 in U.S.                 |                                |               |
| Treasury Bonds**                                    | 873                            | 872,923       |
|   |                                | -----         |
| TOTAL SHORT-TERM INVESTMENTS                        |                                | 2,859,293     |
| (cost - \$2,859,293)                                |                                | -----         |
| <br>TOTAL INVESTMENTS - 104.57%                     |                                |               |
| (cost - \$62,497,350)                               |                                | 60,449,654    |
|   |                                | -----         |
| <br>LIABILITIES IN EXCESS OF OTHER ASSETS - (4.57)% |                                | (2,643,794)   |
|   |                                | -----         |
| <br>NET ASSETS - 100.00%                            |                                | \$ 57,805,860 |
|   |                                | =====         |

-----  
+ Non-income producing security.

# Securities are fair valued in accordance with procedures established by the Board of Directors.

\* Stated interest rate, before rebate earned by borrower of securities on loan.

\*\* Represents investment purchased with cash collateral received for securities on loan.

ADR American Depositary Receipts.

At March 31, 2005, the Fund held 1.37% of its net assets in securities valued in good faith by the Board of Directors with an aggregate cost of \$894,867 and a fair value of \$791,866.

Federal Income Tax Cost - At March 31, 2005, the identified cost for federal income tax purposes, as well as the gross unrealized appreciation from

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investments for those securities having an excess of value over cost, gross unrealized depreciation from investments for those securities having an excess of cost over value and the net unrealized depreciation from investments were \$62,548,979, \$7,027,943, \$(9,127,268) and \$(2,099,325), respectively.

Securities valuation policies and other investment related disclosures are hereby incorporated by reference to the Fund's annual report previously filed with the Securities and Exchange Commission on the Form N-CSR.

Other information regarding the Fund is available in the Fund's most recent annual report. This information is also available to registered shareholders by calling (800) 937-5449. For general inquiries, please call (212) 272-3550. This information is also available on the website of the Securities and Exchange Commission - <http://www.sec.gov>.

### ITEM 2: CONTROLS AND PROCEDURES

(a) As of a date within 90 days from the filing date of this report, the principal executive officer and principal financial officer concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "Act")), were effective based on their evaluation of the disclosure controls and procedures required by Rule 30a-3(b) under the Act and Rules 13a-15(b) or 15d-15(b) under the Securities and Exchange Act of 1934.

(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

### ITEM 3: EXHIBITS

1. The certifications of the registrant as required by Rule 30a-2(a) under the Act are exhibits to this report.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Cornerstone Total Return Fund, Inc.

/s/ Ralph. W. Bradshaw

-----  
Name: Ralph W. Bradshaw  
Title: Principal Executive Officer  
Date: May 20, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Ralph. W. Bradshaw

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Name: Ralph W. Bradshaw  
Title: Principal Executive Officer  
Date: May 20, 2005

/s/ Vincent L. Pereira

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Name: Vincent L. Pereira  
Title: Principal Financial Officer  
Date: May 20, 2005