

CORNERSTONE TOTAL RETURN FUND INC  
Form N-PX  
August 19, 2016

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)

48 Wall Street New York, NY                      10005  
(Address of principal executive offices)    (Zip code)

Frank J. Maresca

AST Fund Solutions, LLC, 48 Wall Street, 22<sup>nd</sup> Floor, New York, NY 10005

---

(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, 2015 - June 30, 2016

---

## ITEM 1. PROXY VOTING RECORD.

| Company Name        | Ticker | CUSIP     | Meeting Date | Proposal Number | Proposal Description   | Proponent | Management Recommendation | V  |
|---------------------|--------|-----------|--------------|-----------------|--|-----------|---------------------------|----|
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 1               | Elect Sondra L. Barbour  | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 2               | Elect Thomas K. Brown  | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 3               | Elect Vance D. Coffman   | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 4               | Elect David B. Dillon  | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 5               | Elect Michael L. Eskew   | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 6               | Elect Herbert L. Henkel  | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 7               | Elect Muhtar Kent  | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 8               | Elect Edward M. Liddy  | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 9               | Elect Gregory R. Page  | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 10              | Elect Inge G. Thulin   | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 11              | Elect Robert J. Ulrich   | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 12              | Elect Patricia A. Woertz   | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 13              | Ratification of Auditor  | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 14              | Advisory Vote on Executive Compensation  | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 15              | Approval of the 2016 Long-Term Incentive Plan  | Mgmt      | For                       | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 16              | Shareholder Proposal Regarding Special Meetings                                      | ShrHoldr  | Against                   | Fo |
| 3M Company          | MMM    | 88579Y101 | 5/10/2016    | 17              | Shareholder Proposal Regarding Excluding Share Repurchases in Executive Compensation | ShrHoldr  | Against                   | A  |
| Abbott Laboratories | ABT    | 002824100 | 4/29/2016    | 1.1             | Elect Robert J. Alpern   | Mgmt      | For                       | Fo |
| Abbott Laboratories | ABT    | 002824100 | 4/29/2016    | 1.2             | Elect Roxanne S. Austin  | Mgmt      | For                       | Fo |
| Abbott Laboratories | ABT    | 002824100 | 4/29/2016    | 1.3             | Elect Sally E. Blount  | Mgmt      | For                       | Fo |
| Abbott Laboratories | ABT    | 002824100 | 4/29/2016    | 1.4             | Elect W. James Farrell   | Mgmt      | For                       | Fo |
| Abbott Laboratories | ABT    | 002824100 | 4/29/2016    | 1.5             | Elect Edward M. Liddy  | Mgmt      | For                       | Fo |
| Abbott Laboratories | ABT    | 002824100 | 4/29/2016    | 1.6             | Elect Nancy McKinstry  | Mgmt      | For                       | Fo |
|                     | ABT    | 002824100 | 4/29/2016    | 1.7             |  | Mgmt      | For                       | Fo |

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

|                                     |      |           |           |      |  |  |          |         |         |
|-------------------------------------|------|-----------|-----------|------|--|--|----------|---------|---------|
| Abbott Laboratories                 |      |           |           |      |  | Elect Phebe N. Novakovic   |          |         |         |
| Abbott Laboratories                 | ABT  | 002824100 | 4/29/2016 | 1.8  |  | Elect William A. Osborn  | Mgmt     | For     | For     |
| Abbott Laboratories                 | ABT  | 002824100 | 4/29/2016 | 1.9  |  | Elect Samuel C. Scott III  | Mgmt     | For     | For     |
| Abbott Laboratories                 | ABT  | 002824100 | 4/29/2016 | 1.10 |  | Elect Glenn F. Tilton  | Mgmt     | For     | For     |
| Abbott Laboratories                 | ABT  | 002824100 | 4/29/2016 | 1.11 |  | Elect Miles D. White   | Mgmt     | For     | For     |
| Abbott Laboratories                 | ABT  | 002824100 | 4/29/2016 | 2    |  | Ratification of Auditor  | Mgmt     | For     | For     |
| Abbott Laboratories                 | ABT  | 002824100 | 4/29/2016 | 3    |  | Advisory Vote on Executive Compensation                                | Mgmt     | For     | For     |
| AbbVie Inc.                         | ABBV | 00287Y109 | 5/6/2016  | 1.1  |  | Elect William H.L. Burnside  | Mgmt     | For     | For     |
| AbbVie Inc.                         | ABBV | 00287Y109 | 5/6/2016  | 1.2  |  | Elect Brett J. Hart  | Mgmt     | For     | For     |
| AbbVie Inc.                         | ABBV | 00287Y109 | 5/6/2016  | 1.3  |  | Elect Edward J. Rapp   | Mgmt     | For     | For     |
| AbbVie Inc.                         | ABBV | 00287Y109 | 5/6/2016  | 2    |  | Ratification of Auditor  | Mgmt     | For     | For     |
| AbbVie Inc.                         | ABBV | 00287Y109 | 5/6/2016  | 3    |  | Advisory Vote on Executive Compensation                                | Mgmt     | For     | For     |
| AbbVie Inc.                         | ABBV | 00287Y109 | 5/6/2016  | 4    |  | Repeal of Classified Board   | Mgmt     | For     | For     |
| AbbVie Inc.                         | ABBV | 00287Y109 | 5/6/2016  | 5    |  | Approval of Performance Goals Under the Performance Incentive Plan     | Mgmt     | For     | For     |
| AbbVie Inc.                         | ABBV | 00287Y109 | 5/6/2016  | 6    |  | Shareholder Proposal Regarding Take-Back Programs for Unused Medicines | ShrHoldr | Against | Against |
| AbbVie Inc.                         | ABBV | 00287Y109 | 5/6/2016  | 7    |  | Shareholder Proposal Regarding Lobbying Report                         | ShrHoldr | Against | Against |
| Aberdeen Australia Equity Fund Inc. | IAF  | 003011103 | 3/24/2016 | 1    |  | Elect Neville J. Miles   | Mgmt     | For     | For     |
| Aberdeen Australia Equity Fund Inc. | IAF  | 003011103 | 3/24/2016 | 2    |  | Elect Moritz Sell  | Mgmt     | For     | For     |
| Aberdeen Chile Fund Inc             | CH   | 00301W105 | 3/24/2016 | 1    |  | Elect Lawrence J. Fox  | Mgmt     | For     | For     |

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

|                                 |     |           |           |    |  |      |     |                    |
|---------------------------------|-----|-----------|-----------|----|--|------|-----|--------------------|
| Aberdeen Greater China Fund Inc | GCH | 003031101 | 6/22/2016 | 1  | Election of Directors                              | Mgmt | For | A<br>21<br>79<br>A |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 1  | Elect Jaime Ardila                                 | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 2  | Elect Dina Dublon                                  | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 3  | Elect Charles H. Giancarlo                         | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 4  | Elect William L. Kimsey                            | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 5  | Elect Marjorie Magner                              | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 6  | Elect Blythe J. McGarvie                           | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 7  | Elect Pierre Nanterme                              | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 8  | Elect Gilles Pelisson                              | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 9  | Elect Paula A. Price                               | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 10 | Elect Arun Sarin                                   | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 11 | Elect Wulf von Schimmelmann                        | Mgmt | For | A                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 12 | Elect Frank K. Tang                                | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 13 | Advisory Vote on Executive Compensation            | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 14 | Amendment to the 2010 Share Incentive Plan         | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 15 | Amendment to the 2010 Employee Stock Purchase Plan | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 16 | Ratification of KPMG                               | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 17 | Article Amendment for Proxy Access                 | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 18 | Amendment to Articles of Association               | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 19 | Amendments to Memorandum of Association            | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 20 | Plurality Voting in a Contested Election           | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 21 | Set Board Size                                     | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 22 | Authority to Issue Shares w/ Preemptive Rights     | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 23 | Authority to Issue Shares w/o Preemptive Rights    | Mgmt | For | F                  |
| Accenture plc                   | ACN | G1151C101 | 2/3/2016  | 24 | Authority to Repurchase Shares                     | Mgmt | For | F                  |

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

|                            |      |           |            |    |  |          |     |    |
|----------------------------|------|-----------|------------|----|--|----------|-----|----|
| Accenture plc              | ACN  | G1151C101 | 2/3/2016   | 25 | Issuance of Treasury Shares                                | Mgmt     | For | FC |
| ACE Limited                | ACE  | H0023R105 | 10/22/2015 | 1  | Increase in Authorized Share Capital                       | Mgmt     | For | FC |
| ACE Limited                | ACE  | H0023R105 | 10/22/2015 | 2  | Company Name Change  | Mgmt     | For | FC |
| ACE Limited                | ACE  | H0023R105 | 10/22/2015 | 3  | Merger/Acquisition   | Mgmt     | For | FC |
| ACE Limited                | ACE  | H0023R105 | 10/22/2015 | 4  | Elect Sheila P. Burke                                      | Mgmt     | For | FC |
| ACE Limited                | ACE  | H0023R105 | 10/22/2015 | 5  | Elect James I. Cash, Jr.                                   | Mgmt     | For | FC |
| ACE Limited                | ACE  | H0023R105 | 10/22/2015 | 6  | Elect Lawrence W. Kellner                                  | Mgmt     | For | FC |
| ACE Limited                | ACE  | H0023R105 | 10/22/2015 | 7  | Elect James M. Zimmerman                                   | Mgmt     | For | FC |
| ACE Limited                | ACE  | H0023R105 | 10/22/2015 | 8  | Board Compensation   | Mgmt     | For | FC |
| ACE Limited                | ACE  | H0023R105 | 10/22/2015 | 9  | Additional or Miscellaneous Proposals                      | ShrHoldr | For | A  |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 1  | Elect Amy L. Banse   | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 2  | Elect Edward W. Barnholt                                   | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 3  | Elect Robert K. Burgess                                    | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 4  | Elect Frank A. Calderoni                                   | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 5  | Elect James E. Daley                                       | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 6  | Elect Laura B. Desmond                                     | Mgmt     | For | A  |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 7  | Elect Charles M. Geschke                                   | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 8  | Elect Shantanu Narayen                                     | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 9  | Elect Daniel Rosensweig                                    | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 10 | Elect John E. Warnock                                      | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 11 | Amendment to the 2003 Equity Incentive Plan                | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 12 | Approval of the 2016 Executive Cash Performance Bonus Plan | Mgmt     | For | FC |
| Adobe Systems Incorporated | ADBE | 00724F101 | 4/13/2016  | 13 | Ratification of Auditor                                    | Mgmt     | For | FC |

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

|   |      |           |            |    |  |          |         |         |
|---|------|-----------|------------|----|--|----------|---------|---------|
| Adobe Systems Incorporated                    | ADBE | 00724F101 | 4/13/2016  | 14 | Advisory Vote on Executive Compensation                              | Mgmt     | For     | For     |
| Advent-Claymore Enhanced Growth & Income Fund | LCM  | 00765E104 | 9/30/2015  | 1  | Elect Tracy V. Maitland  | Mgmt     | For     | For     |
| Advent-Claymore Enhanced Growth & Income Fund | LCM  | 00765E104 | 9/30/2015  | 2  | Elect Ronald A. Nyberg   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 1  | Elect Fernando Aguirre   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 2  | Elect Mark T. Bertolini  | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 3  | Elect Frank M. Clark, Jr.  | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 4  | Elect Betsy Z. Cohen   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 5  | Elect Molly J. Coye  | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 6  | Elect Roger N. Farah   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 7  | Elect Jeffrey E. Garten  | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 8  | Elect Ellen M. Hancock   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 9  | Elect Richard J. Harrington  | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 10 | Elect Edward J. Ludwig   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 11 | Elect Joseph P. Newhouse   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 12 | Elect Olympia J. Snowe   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 13 | Ratification of Auditor  | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 14 | Approval of the 2016 Employee Stock Purchase Plan                    | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 15 | Advisory Vote on Executive Compensation                              | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 5/20/2016  | 16 | Shareholder Proposal Regarding Report on Indirect Political Spending | ShrHoldr | Against | Against |
| Aetna Inc.                                    | AET  | 00817Y108 | 10/19/2015 | 1  | Merger   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 10/19/2015 | 2  | Right to Adjourn Meeting   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 10/19/2015 | 1  | Merger   | Mgmt     | For     | For     |
| Aetna Inc.                                    | AET  | 00817Y108 | 10/19/2015 | 2  | Right to Adjourn Meeting   | Mgmt     | For     | For     |
| Air Products and Chemicals, Inc.              | APD  | 009158106 | 1/28/2016  | 1  | Elect Susan K. Carter  | Mgmt     | For     | For     |
| Air Products and Chemicals, Inc.              | APD  | 009158106 | 1/28/2016  | 2  | Elect Charles I. Cogut   | Mgmt     | For     | For     |

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

|                                  |     |           |           |      |  |      |     |    |
|----------------------------------|-----|-----------|-----------|------|--|------|-----|----|
| Air Products and Chemicals, Inc. | APD | 009158106 | 1/28/2016 | 3    | Elect Seifi Ghasemi  | Mgmt | For | FO |
| Air Products and Chemicals, Inc. | APD | 009158106 | 1/28/2016 | 4    | Elect David H. Y. Ho   | Mgmt | For | FO |
| Air Products and Chemicals, Inc. | APD | 009158106 | 1/28/2016 | 5    | Elect Margaret G. McGlynn  | Mgmt | For | FO |
| Air Products and Chemicals, Inc. | APD | 009158106 | 1/28/2016 | 6    | Advisory Vote on Executive Compensation  | Mgmt | For | FO |
| Air Products and Chemicals, Inc. | APD | 009158106 | 1/28/2016 | 7    | Ratification of Auditor  | Mgmt | For | FO |
| Air Products and Chemicals, Inc. | APD | 009158106 | 1/28/2016 | 8    | Approval of Annual Incentive Plan Terms  | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.1  | Elect Nesli Basgoz   | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.2  | Elect Paul M. Bisaro   | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.3  | Elect James H. Bloem   | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.4  | Elect Christopher W. Bodine  | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.5  | Elect Christopher J. Coughlin  | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.6  | Elect Michael R. Gallagher   | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.7  | Elect Catherine M. Klema   | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.8  | Elect Peter J. McDonnell   | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.9  | Elect Patrick J. O'Sullivan  | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.10 | Elect Brenton L. Saunders  | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.11 | Elect Ronald R. Taylor   | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 1.12 | Elect Fred G. Weiss  | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 2    | Advisory Vote on Executive Compensation  | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 3    | Ratification of Auditor and Authority to Set Fees                                    | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 4    | Amendment to the Memorandum of Association to Make Certain Administrative Amendments | Mgmt | For | FO |
| Allergan plc                     | AGN | G0177J108 | 5/5/2016  | 5    | Amendment to the Articles of Association to make Certain Administrative Amendments   | Mgmt | For | FO |

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

|  |     |           |           |     |  |          |         |               |
|--|-----|-----------|-----------|-----|--|----------|---------|---------------|
| Allergan plc                           | AGN | G0177J108 | 5/5/2016  | 6   | Provide for a Plurality Voting Standard in the Event of a Contested Election | Mgmt     | For     | FC            |
| Allergan plc                           | AGN | G0177J108 | 5/5/2016  | 7   | Sole Authority of Board to Determine Board Size                              | Mgmt     | For     | FC            |
| Allergan plc                           | AGN | G0177J108 | 5/5/2016  | 8   | Reduction of Company Capital   | Mgmt     | For     | FC            |
| Allergan plc                           | AGN | G0177J108 | 5/5/2016  | 9   | Shareholder Proposal Regarding Lobbying Report                               | ShrHoldr | Against | A             |
| Allergan plc                           | AGN | G0177J108 | 5/5/2016  | 10  | Shareholder Proposal Regarding Independent Board Chairman                    | ShrHoldr | Against | FC            |
| AllianzGI Convertible & Income Fund II | NCZ | 01883A107 | 6/30/2016 | 1.1 | Elect Deborah A. DeCotis   | Mgmt     | For     | FC<br>W<br>99 |
| AllianzGI Convertible & Income Fund II | NCZ | 01883A107 | 6/30/2016 | 1.2 | Elect Bradford K. Gallagher  | Mgmt     | For     | FC<br>W<br>99 |
| AllianzGI Convertible & Income Fund II | NCZ | 01883A107 | 6/30/2016 | 1.3 | Elect James A. Jacobson  | Mgmt     | For     | FC<br>W<br>15 |
| AllianzGI Convertible & Income Fund II | NCZ | 01883A107 | 6/30/2016 | 1.4 | Elect Barbara R. Claussen  | Mgmt     | For     | FC<br>W<br>59 |
| AllianzGI Convertible & Income Fund II | NCZ | 01883A107 | 6/30/2016 | 1.5 | Elect A. Douglas Eu  | Mgmt     | For     | FC<br>W<br>69 |
| AllianzGI Convertible & Income Fund II | NCZ | 018825109 | 6/30/2016 | 1.1 | Elect William B. Ogden IV  | Mgmt     | For     | FC<br>W<br>69 |
| AllianzGI Convertible & Income Fund II | NCZ | 018825109 | 6/30/2016 | 1.2 | Elect Barbara R. Claussen  | Mgmt     | For     | FC<br>W<br>59 |
| AllianzGI Convertible & Income Fund II | NCZ | 018825109 | 6/30/2016 | 1.3 | Elect A. Douglas Eu  | Mgmt     | For     | FC<br>W<br>69 |
| AllianzGI Convertible & Income Fund II | NCZ | 018828103 | 6/30/2016 | 1.1 | Elect Hans W. Kertess  | Mgmt     | N/A     | FC<br>W<br>69 |
| AllianzGI Convertible & Income Fund II | NCZ | 018828103 | 6/30/2016 | 1.2 | Elect William B. Ogden IV  | Mgmt     | N/A     | FC<br>W<br>69 |
|  | NCZ | 018828103 | 6/30/2016 | 1.3 | Elect Barbara R. Claussen  | Mgmt     | N/A     |               |



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

|  |       |           |           |     |   |          |         |  |  |  |
|--|-------|-----------|-----------|-----|---|----------|---------|--|--|--|
| AllianzGI<br>Convertible &<br>Income Fund II |       |           |           |     |   |          |         |  |  |  |
| AllianzGI<br>Convertible &<br>Income Fund II | NCZ   | 018828103 | 6/30/2016 | 1.4 | Elect A. Douglas Eu   | Mgmt     | N/A     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 1   | Elect Kermit R. Crawford  | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 2   | Elect Michael L. Eskew  | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 3   | Elect Herbert L. Henkel   | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 4   | Elect Siddharth N. Mehta  | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 5   | Elect Jacques P. Perold   | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 6   | Elect Andrea Redmond  | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 7   | Elect John W. Rowe  | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 8   | Elect Judith A. Sprieser  | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 9   | Elect Mary Alice Taylor   | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 10  | Elect Thomas J. Wilson  | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 11  | Advisory Vote on<br>Executive Compensation  | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 12  | Ratification of Auditor   | Mgmt     | For     |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 13  | Shareholder Proposal<br>Regarding Independent<br>Board Chairman                         | ShrHoldr | Against |  |  |  |
| Allstate<br>Corporation                      | ALL   | 020002101 | 5/24/2016 | 14  | Shareholder Proposal<br>Regarding Political<br>Contributions and<br>Expenditures Report | ShrHoldr | Against |  |  |  |
| Alphabet Inc.                                | GOOGL | 02079K305 | 6/8/2016  | 1.1 | Elect Larry Page  | Mgmt     | For     |  |  |  |
| Alphabet Inc.                                | GOOGL | 02079K305 | 6/8/2016  | 1.2 | Elect Sergey Brin   | Mgmt     | For     |  |  |  |
| Alphabet Inc.                                | GOOGL | 02079K305 | 6/8/2016  | 1.3 | Elect Eric E. Schmidt   | Mgmt     | For     |  |  |  |
| Alphabet Inc.                                | GOOGL | 02079K305 | 6/8/2016  | 1.4 | Elect L. John Doerr   | Mgmt     | For     |  |  |  |
| Alphabet Inc.                                | GOOGL | 02079K305 | 6/8/2016  | 1.5 | Elect Diane B. Greene   | Mgmt     | For     |  |  |  |
| Alphabet Inc.                                | GOOGL | 02079K305 | 6/8/2016  | 1.6 | Elect John L. Hennessy  | Mgmt     | For     |  |  |  |

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

|                                       |       |           |           |      |  |          |         |                    |
|---------------------------------------|-------|-----------|-----------|------|--|----------|---------|--------------------|
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 1.7  | Elect Ann Mather   | Mgmt     | For     | W                  |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 1.8  | Elect Alan R. Mulally  | Mgmt     | For     | Fe                 |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 1.9  | Elect Paul S. Otellini   | Mgmt     | For     | Fe                 |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 1.10 | Elect K. Ram Shriram   | Mgmt     | For     | Fe                 |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 1.11 | Elect Shirley M. Tilghman  | Mgmt     | For     | Fe                 |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 2    | Ratification of Auditor  | Mgmt     | For     | Fe                 |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 3    | Amendment to the 2012 Stock Plan   | Mgmt     | For     | A                  |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 4    | Amendment to Google Inc.'s Certificate of Incorporation                        | Mgmt     | For     | Fe                 |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 5    | Shareholder Proposal Regarding Recapitalization                                | ShrHoldr | Against | Fe                 |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 6    | Shareholder Proposal Regarding Lobbying Report                                 | ShrHoldr | Against | Fe                 |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 7    | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | A                  |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 8    | Shareholder Proposal Regarding Majority Vote for Election of Directors         | ShrHoldr | Against | Fe                 |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 9    | Shareholder Proposal Regarding Independent Board Chairman                      | ShrHoldr | Against | A                  |
| Alphabet Inc.                         | GOOGL | 02079K305 | 6/8/2016  | 10   | Shareholder Proposal Regarding Gender Pay Equity Report                        | ShrHoldr | Against | Fe                 |
| Alpine Global Dynamic Dividend Fund   | AGD   | 02082E205 | 5/17/2016 | 1.1  | Elect James A. Jacobson  | Mgmt     | For     | Fe<br>W<br>15      |
| Alpine Global Dynamic Dividend Fund   | AGD   | 02082E205 | 5/17/2016 | 1.2  | Elect H. Guy Leibler   | Mgmt     | For     | Fe<br>W<br>15      |
| Alpine Global Dynamic Dividend Fund   | AGD   | 02082E205 | 5/17/2016 | 2    | Transaction of Other Business  | Mgmt     | For     | Fe<br>A<br>39<br>A |
| Alpine Global Premier Properties Fund | AWP   | 02083A103 | 5/17/2016 | 1.1  | Elect James A. Jacobson  | Mgmt     | For     | Fe<br>W<br>15      |

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

|                                       |      |           |           |     |   |          |         |
|---------------------------------------|------|-----------|-----------|-----|---|----------|---------|
| Alpine Global Premier Properties Fund | AWP  | 02083A103 | 5/17/2016 | 1.2 | Elect H. Guy Leibler  | Mgmt     | For     |
| Alpine Global Premier Properties Fund | AWP  | 02083A103 | 5/17/2016 | 2   | Transaction of Other Business   | Mgmt     | For     |
| Alpine Total Dynamic Dividend Fund    | AOD  | 021060207 | 5/17/2016 | 1.1 | Elect James A. Jacobson   | Mgmt     | For     |
| Alpine Total Dynamic Dividend Fund    | AOD  | 021060207 | 5/17/2016 | 1.2 | Elect H. Guy Leibler  | Mgmt     | For     |
| Alpine Total Dynamic Dividend Fund    | AOD  | 021060207 | 5/17/2016 | 2   | Transaction of Other Business   | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 1   | Elect Gerald L. Baliles   | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 2   | Elect Martin J. Barrington  | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 3   | Elect John T. Casteen III   | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 4   | Elect Dinyar S. Devitre   | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 5   | Elect Thomas F. Farrell II  | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 6   | Elect Thomas W. Jones   | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 7   | Elect Debra J. Kelly-Ennis  | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 8   | Elect W. Leo Kiely III  | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 9   | Elect Kathryn B. McQuade  | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 10  | Elect George Munoz  | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 11  | Elect Nabil Y. Sakkab   | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 12  | Ratification of Auditor   | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 13  | Advisory Vote on Executive Compensation                                     | Mgmt     | For     |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 14  | Shareholder proposal regarding report on tobacco ingredients                | ShrHoldr | Against |
| Altria Group, Inc.                    | MO   | 02209S103 | 5/19/2016 | 15  | Shareholder Proposal Regarding Mediation of Alleged Human Rights Violations | ShrHoldr | Against |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 1   | Elect Jeffrey P. Bezos  | Mgmt     | For     |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 2   | Elect Tom A. Alberg   | Mgmt     | For     |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 3   | Elect John Seely Brown  | Mgmt     | For     |

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

|                                       |      |           |           |    |  |          |         |     |
|---------------------------------------|------|-----------|-----------|----|--|----------|---------|-----|
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 4  | Elect William B. Gordon  | Mgmt     | For     | For |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 5  | Elect Jamie S. Gorelick  | Mgmt     | For     | For |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 6  | Elect Judith A McGrath   | Mgmt     | For     | For |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 7  | Elect Jonathan J. Rubinstein   | Mgmt     | For     | For |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 8  | Elect Thomas O. Ryder  | Mgmt     | For     | For |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 9  | Elect Patricia Q. Stonesifer   | Mgmt     | For     | For |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 10 | Elect Wendell P. Weeks   | Mgmt     | For     | For |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 11 | Ratification of Auditor  | Mgmt     | For     | For |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 12 | Shareholder Proposal Regarding Sustainability Report                           | ShrHoldr | Against | For |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 13 | Shareholder Proposal Regarding Human Rights Report                             | ShrHoldr | Against | For |
| Amazon.com, Inc.                      | AMZN | 023135106 | 5/17/2016 | 14 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | For |
| American Electric Power Company, Inc. | AEP  | 025537101 | 4/26/2016 | 1  | Elect Nicholas K. Akins  | Mgmt     | For     | For |
| American Electric Power Company, Inc. | AEP  | 025537101 | 4/26/2016 | 2  | Elect David J. Anderson  | Mgmt     | For     | For |
| American Electric Power Company, Inc. | AEP  | 025537101 | 4/26/2016 | 3  | Elect J. Barnie Beasley, Jr.   | Mgmt     | For     | For |
| American Electric Power Company, Inc. | AEP  | 025537101 | 4/26/2016 | 4  | Elect Ralph D. Crosby, Jr.   | Mgmt     | For     | For |
| American Electric Power Company, Inc. | AEP  | 025537101 | 4/26/2016 | 5  | Elect Linda A. Goodspeed   | Mgmt     | For     | For |
| American Electric Power Company, Inc. | AEP  | 025537101 | 4/26/2016 | 6  | Elect Thomas E. Hoaglin  | Mgmt     | For     | For |
| American Electric Power Company, Inc. | AEP  | 025537101 | 4/26/2016 | 7  | Elect Sandra Beach Lin   | Mgmt     | For     | For |
| American Electric Power Company, Inc. | AEP  | 025537101 | 4/26/2016 | 8  | Elect Richard C. Notebaert   | Mgmt     | For     | For |

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

|                                       |     |           |           |    |   |      |     |    |
|---------------------------------------|-----|-----------|-----------|----|---|------|-----|----|
| American Electric Power Company, Inc. | AEP | 025537101 | 4/26/2016 | 9  | Elect Lionel L. Nowell III              | Mgmt | For | FO |
| American Electric Power Company, Inc. | AEP | 025537101 | 4/26/2016 | 10 | Elect Stephen S. Rasmussen              | Mgmt | For | FO |
| American Electric Power Company, Inc. | AEP | 025537101 | 4/26/2016 | 11 | Elect Oliver G. Richard, III            | Mgmt | For | FO |
| American Electric Power Company, Inc. | AEP | 025537101 | 4/26/2016 | 12 | Elect Sara Martinez Tucker              | Mgmt | For | FO |
| American Electric Power Company, Inc. | AEP | 025537101 | 4/26/2016 | 13 | Ratification of Auditor                 | Mgmt | For | FO |
| American Electric Power Company, Inc. | AEP | 025537101 | 4/26/2016 | 14 | Advisory Vote on Executive Compensation | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 1  | Elect Charlene Barshefsky               | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 2  | Elect Ursula M. Burns                   | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 3  | Elect Kenneth I. Chenault               | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 4  | Elect Peter Chernin                     | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 5  | Elect Ralph de la Vega                  | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 6  | Elect Anne L. Lauvergeon                | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 7  | Elect Micheal O. Leavitt                | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 8  | Elect Theodore J. Leonsis               | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 9  | Elect Richard C. Levin                  | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 10 | Elect Samuel J. Palmisano               | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 11 | Elect Daniel L. Vasella                 | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 12 | Elect Robert D. Walter                  | Mgmt | For | FO |
| American Express Company              | AXP | 025816109 | 5/2/2016  | 13 | Elect Ronald A. Williams                | Mgmt | For | FO |

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

|                                    |     |           |           |    |  |          |         |    |
|------------------------------------|-----|-----------|-----------|----|--|----------|---------|----|
| American Express Company           | AXP | 025816109 | 5/2/2016  | 14 | Ratification of Auditor  | Mgmt     | For     | FO |
| American Express Company           | AXP | 025816109 | 5/2/2016  | 15 | Advisory Vote on Executive Compensation                        | Mgmt     | For     | FO |
| American Express Company           | AXP | 025816109 | 5/2/2016  | 16 | Approval of the 2016 Incentive Compensation Plan               | Mgmt     | For     | FO |
| American Express Company           | AXP | 025816109 | 5/2/2016  | 17 | Shareholder Proposal Regarding Employment Diversity Report     | ShrHoldr | Against | FO |
| American Express Company           | AXP | 025816109 | 5/2/2016  | 18 | Shareholder Proposal Regarding Privacy and Data Security       | ShrHoldr | Against | FO |
| American Express Company           | AXP | 025816109 | 5/2/2016  | 19 | Shareholder Proposal Regarding Right to Act by Written Consent | ShrHoldr | Against | FO |
| American Express Company           | AXP | 025816109 | 5/2/2016  | 20 | Shareholder Proposal Regarding Lobbying Report                 | ShrHoldr | Against | FO |
| American Express Company           | AXP | 025816109 | 5/2/2016  | 21 | Shareholder Proposal Regarding Independent Board Chairman      | ShrHoldr | Against | FO |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 1  | Elect W. Don Cornwell  | Mgmt     | For     | FO |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 2  | Elect Peter R. Fisher  | Mgmt     | For     | FO |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 3  | Elect John Fitzpatrick   | Mgmt     | For     | FO |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 4  | Elect Peter D. Hancock   | Mgmt     | For     | FO |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 5  | Elect William G. Jurgensen                                     | Mgmt     | For     | FO |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 6  | Elect Christopher S. Lynch                                     | Mgmt     | For     | FO |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 7  | Elect Samuel J. Merksamer                                      | Mgmt     | For     | FO |
| American International             | AIG | 026874784 | 5/11/2016 | 8  | Elect George L. Miles, Jr.                                     | Mgmt     | For     | FO |

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

|                                    |     |           |           |    |   |      |     |  |  |
|------------------------------------|-----|-----------|-----------|----|---|------|-----|--|--|
| Group, Inc.                        |     |           |           |    |   |      |     |  |  |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 9  | Elect Henry S. Miller                   | Mgmt | For |  |  |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 10 | Elect Robert S. Miller                  | Mgmt | For |  |  |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 11 | Elect Linda A. Mills                    | Mgmt | For |  |  |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 12 | Elect Suzanne Nora Johnson              | Mgmt | For |  |  |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 13 | Elect John A. Paulson                   | Mgmt | For |  |  |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 14 | Elect Ronald A. Rittenmeyer             | Mgmt | For |  |  |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 15 | Elect Douglas M. Steenland              | Mgmt | For |  |  |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 16 | Elect Theresa M. Stone                  | Mgmt | For |  |  |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 17 | Advisory Vote on Executive Compensation | Mgmt | For |  |  |
| American International Group, Inc. | AIG | 026874784 | 5/11/2016 | 18 | Ratification of Auditor                 | Mgmt | For |  |  |
| American Tower Corporation         | AMT | 03027X100 | 6/1/2016  | 1  | Elect Raymond P. Dolan                  | Mgmt | For |  |  |
| American Tower Corporation         | AMT | 03027X100 | 6/1/2016  | 2  | Elect Robert D. Hormats                 | Mgmt | For |  |  |
| American Tower Corporation         | AMT | 03027X100 | 6/1/2016  | 3  | Elect Carolyn Katz                      | Mgmt | For |  |  |
| American Tower Corporation         | AMT | 03027X100 | 6/1/2016  | 4  | Elect Gustavo Lara Cantu                | Mgmt | For |  |  |
| American Tower Corporation         | AMT | 03027X100 | 6/1/2016  | 5  | Elect Craig Macnab                      | Mgmt | For |  |  |
| American Tower Corporation         | AMT | 03027X100 | 6/1/2016  | 6  | Elect JoAnn A. Reed                     | Mgmt | For |  |  |
| American Tower Corporation         | AMT | 03027X100 | 6/1/2016  | 7  | Elect Pamela D.A. Reeve                 | Mgmt | For |  |  |

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

Corporation

|                                |     |           |          |    |  |          |         |     |
|--------------------------------|-----|-----------|----------|----|--|----------|---------|-----|
| American Tower Corporation     | AMT | 03027X100 | 6/1/2016 | 8  | Elect David E. Sharbutt  | Mgmt     | For     | For |
| American Tower Corporation     | AMT | 03027X100 | 6/1/2016 | 9  | Elect James D. Taiclet, Jr.                                    | Mgmt     | For     | For |
| American Tower Corporation     | AMT | 03027X100 | 6/1/2016 | 10 | Elect Samme L. Thompson  | Mgmt     | For     | For |
| American Tower Corporation     | AMT | 03027X100 | 6/1/2016 | 11 | Ratification of Auditor  | Mgmt     | For     | For |
| American Tower Corporation     | AMT | 03027X100 | 6/1/2016 | 12 | Advisory Vote on Executive Compensation                        | Mgmt     | For     | For |
| American Tower Corporation     | AMT | 03027X100 | 6/1/2016 | 13 | Shareholder Proposal Regarding Right to Call a Special Meeting | ShrHoldr | Against | For |
| Amerisource Bergen Corporation | ABC | 03073E105 | 3/3/2016 | 1  | Elect Ornella Barra  | Mgmt     | For     | For |
| Amerisource Bergen Corporation | ABC | 03073E105 | 3/3/2016 | 2  | Elect Steven H. Collis   | Mgmt     | For     | For |
| Amerisource Bergen Corporation | ABC | 03073E105 | 3/3/2016 | 3  | Elect Douglas R. Conant  | Mgmt     | For     | For |
| Amerisource Bergen Corporation | ABC | 03073E105 | 3/3/2016 | 4  | Elect D. Mark Durcan   | Mgmt     | For     | For |
| Amerisource Bergen Corporation | ABC | 03073E105 | 3/3/2016 | 5  | Elect Richard W. Gohnauer                                      | Mgmt     | For     | For |
| Amerisource Bergen Corporation | ABC | 03073E105 | 3/3/2016 | 6  | Elect Lon R. Greenberg   | Mgmt     | For     | For |
| Amerisource Bergen Corporation | ABC | 03073E105 | 3/3/2016 | 7  | Elect Jane E. Henney   | Mgmt     | For     | For |
| Amerisource Bergen Corporation | ABC | 03073E105 | 3/3/2016 | 8  | Elect Kathleen Hyle  | Mgmt     | For     | For |
| Amerisource Bergen Corporation | ABC | 03073E105 | 3/3/2016 | 9  | Elect Michael J. Long  | Mgmt     | For     | For |
| Amerisource Bergen Corporation | ABC | 03073E105 | 3/3/2016 | 10 | Elect Henry W. McGee   | Mgmt     | For     | For |



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

|                                      |      |           |           |    |   |          |         |         |
|--------------------------------------|------|-----------|-----------|----|---|----------|---------|---------|
| Amerisource<br>Bergen<br>Corporation | ABC  | 03073E105 | 3/3/2016  | 11 | Ratification of Auditor                                   | Mgmt     | For     | For     |
| Amerisource<br>Bergen<br>Corporation | ABC  | 03073E105 | 3/3/2016  | 12 | Advisory Vote on<br>Executive Compensation                | Mgmt     | For     | For     |
| Amerisource<br>Bergen<br>Corporation | ABC  | 03073E105 | 3/3/2016  | 13 | Shareholder Proposal<br>Regarding Proxy Access            | ShrHoldr | Against | Against |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 1  | Elect David Baltimore                                     | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 2  | Elect Frank J. Biondi, Jr.                                | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 3  | Elect Robert A. Bradway                                   | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 4  | Elect Francois de<br>Carbonnel                            | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 5  | Elect Robert A. Eckert                                    | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 6  | Elect Greg C. Garland                                     | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 7  | Elect Fred Hassan   | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 8  | Elect Rebecca M.<br>Henderson                             | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 9  | Elect Frank C. Herringer                                  | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 10 | Elect Tyler Jacks   | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 11 | Elect Judith C. Pelham                                    | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 12 | Elect Ronald D. Sugar                                     | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 13 | Elect R. Sanders<br>Williams                              | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 14 | Ratification of Auditor                                   | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 15 | Advisory Vote on<br>Executive Compensation                | Mgmt     | For     | For     |
| AMGEN Inc.                           | AMGN | 031162100 | 5/19/2016 | 16 | Shareholder Proposal<br>Regarding Counting<br>Abstentions | ShrHoldr | Against | Against |
| Anthem, Inc.                         | ANTM | 036752103 | 5/19/2016 | 1  | Elect Lewis Hay, III                                      | Mgmt     | For     | For     |
| Anthem, Inc.                         | ANTM | 036752103 | 5/19/2016 | 2  | Elect George A. Schaefer,<br>Jr.                          | Mgmt     | For     | For     |
| Anthem, Inc.                         | ANTM | 036752103 | 5/19/2016 | 3  | Elect Joseph R. Swedish                                   | Mgmt     | For     | For     |
| Anthem, Inc.                         | ANTM | 036752103 | 5/19/2016 | 4  | Elect Elizabeth E. Tallett                                | Mgmt     | For     | For     |
| Anthem, Inc.                         | ANTM | 036752103 | 5/19/2016 | 5  | Ratification of Auditor                                   | Mgmt     | For     | For     |
| Anthem, Inc.                         | ANTM | 036752103 | 5/19/2016 | 6  | Advisory Vote on<br>Executive Compensation                | Mgmt     | For     | For     |
| Anthem, Inc.                         | ANTM | 036752103 | 5/19/2016 | 7  | Shareholder Proposal<br>Regarding Lobbying<br>Report      | ShrHoldr | Against | Against |

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

|              |      |           |           |    |  |      |     |     |
|--------------|------|-----------|-----------|----|--|------|-----|-----|
| Anthem, Inc. | ANTM | 036752103 | 12/3/2015 | 1  | Merger/Acquisition   | Mgmt | For | For |
| Anthem, Inc. | ANTM | 036752103 | 12/3/2015 | 2  | Right to Adjourn Meeting   | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 1  | Elect Lester B. Knight   | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 2  | Elect Gregory C. Case  | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 3  | Elect Fulvio Conti   | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 4  | Elect Cheryl Francis   | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 5  | Elect James W. Leng  | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 6  | Elect J. Michael Losh  | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 7  | Elect Robert S. Morrison   | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 8  | Elect Richard B. Myers   | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 9  | Elect Richard C. Notebaert   | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 10 | Elect Gloria Santona   | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 11 | Elect Carolyn Y. Woo   | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 12 | Advisory Vote on Executive Compensation                              | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 13 | Remuneration Report (Advisory)                                       | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 14 | Accounts and Reports   | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 15 | Ratification of Auditor  | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 16 | Ratification of Statutory Auditor                                    | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 17 | Authority to Set Auditor's Fees                                      | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 18 | Approval of Share Repurchase Contracts and Repurchase Counterparties | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 19 | Authority to Issue Shares w/ or w/o Preemptive Rights                | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 20 | Authority to Issue Shares w/o Preemptive Rights                      | Mgmt | For | For |
| Aon plc      | AON  | G0408V102 | 6/24/2016 | 21 | Authorization of Political Donations and Expenditures                | Mgmt | For | For |
| Apple Inc.   | AAPL | 037833100 | 2/26/2016 | 1  | Elect James A. Bell  | Mgmt | For | For |
| Apple Inc.   | AAPL | 037833100 | 2/26/2016 | 2  | Elect Timothy D. Cook  | Mgmt | For | For |
| Apple Inc.   | AAPL | 037833100 | 2/26/2016 | 3  | Elect Albert A. Gore   | Mgmt | For | For |
| Apple Inc.   | AAPL | 037833100 | 2/26/2016 | 4  | Elect Robert A. Iger   | Mgmt | For | For |

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

|               |      |           |           |    |   |          |         |         |
|---------------|------|-----------|-----------|----|---|----------|---------|---------|
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 5  | Elect Andrea Jung   | Mgmt     | For     | For     |
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 6  | Elect Arthur D. Levinson  | Mgmt     | For     | For     |
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 7  | Elect Ronald D. Sugar   | Mgmt     | For     | For     |
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 8  | Elect Susan L. Wagner   | Mgmt     | For     | For     |
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 9  | Ratification of Auditor   | Mgmt     | For     | For     |
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 10 | Advisory Vote on Executive Compensation                                 | Mgmt     | For     | For     |
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 11 | Approval of Amended and Restated 2014 Employee Stock Plan               | Mgmt     | For     | For     |
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 12 | Shareholder Proposal Regarding Net Zero Greenhouse Gas Emissions        | ShrHoldr | Against | Against |
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 13 | Shareholder Proposal Regarding Racial Diversity of Board and Management | ShrHoldr | Against | Against |
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 14 | Shareholder Proposal Regarding Country Selection Guidelines             | ShrHoldr | Against | Against |
| Apple Inc.    | AAPL | 037833100 | 2/26/2016 | 15 | Shareholder Proposal Regarding Proxy Access                             | ShrHoldr | Against | Against |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 1  | Elect Randall L. Stephenson   | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 2  | Elect Samuel A. Di Piazza, Jr.  | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 3  | Elect Richard W. Fisher   | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 4  | Elect Scott T. Ford   | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 5  | Elect Glenn H. Hutchins   | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 6  | Elect William E. Kennard  | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 7  | Elect Michael McCallister   | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 8  | Elect Beth E. Mooney  | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 9  | Elect Joyce M. Roche  | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 10 | Elect Matthew K. Rose   | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 11 | Elect Cynthia B. Taylor   | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 12 | Elect Laura D'Andrea Tyson  | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 13 | Ratification of Auditor   | Mgmt     | For     | For     |
| AT and T Inc. | T    | 00206R102 | 4/29/2016 | 14 | Advisory Vote on Executive Compensation                                 | Mgmt     | For     | For     |

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

|                                 |      |           |            |     |  |          |         |               |
|---------------------------------|------|-----------|------------|-----|--|----------|---------|---------------|
| AT and T Inc.                   | T    | 00206R102 | 4/29/2016  | 15  | Approval of the 2016 Incentive Plan  | Mgmt     | For     | FC            |
| AT and T Inc.                   | T    | 00206R102 | 4/29/2016  | 16  | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | A             |
| AT and T Inc.                   | T    | 00206R102 | 4/29/2016  | 17  | Shareholder Proposal Regarding Lobbying Report                                 | ShrHoldr | Against | FC            |
| AT and T Inc.                   | T    | 00206R102 | 4/29/2016  | 18  | Shareholder Proposal Regarding Independent Board Chairman                      | ShrHoldr | Against | FC            |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 1.1 | Elect Ellen R. Alemany   | Mgmt     | For     | FC            |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 1.2 | Elect Peter Bisson   | Mgmt     | For     | FC            |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 1.3 | Elect Richard T. Clark   | Mgmt     | For     | FC            |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 1.4 | Elect Eric C. Fast   | Mgmt     | For     | FC            |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 1.5 | Elect Linda R. Gooden  | Mgmt     | For     | FC            |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 1.6 | Elect Michael P. Gregoire  | Mgmt     | For     | FC            |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 1.7 | Elect R. Glenn Hubbard   | Mgmt     | For     | FC<br>W<br>39 |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 1.8 | Elect John P. Jones  | Mgmt     | For     | W             |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 1.9 | Elect Carlos A. Rodriguez  | Mgmt     | For     | FC            |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 2   | Advisory Vote on Executive Compensation  | Mgmt     | For     | FC            |
| Automatic Data Processing, Inc. | ADP  | 053015103 | 11/10/2015 | 3   | Ratification of Auditor  | Mgmt     | For     | FC            |
| Avago Technologies Limited      | AVGO | Y0486S104 | 11/10/2015 | 1   | Merger   | Mgmt     | For     | FC            |
| Avago Technologies Limited      | AVGO | Y0486S104 | 11/10/2015 | 2   | Issuance of Shares w/o Preemptive Rights                                       | Mgmt     | For     | FC            |
| Baxter International Inc.       | BAX  | 071813109 | 5/3/2016   | 1   | Elect Thomas F. Chen   | Mgmt     | For     | FC            |
|                                 | BAX  | 071813109 | 5/3/2016   | 2   | Elect John D. Forsyth  | Mgmt     | For     | FC            |

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

Baxter  
International Inc.

|                           |     |           |           |    |   |          |         |         |
|---------------------------|-----|-----------|-----------|----|---|----------|---------|---------|
| Baxter International Inc. | BAX | 071813109 | 5/3/2016  | 3  | Elect Michael F. Mahoney                                  | Mgmt     | For     | For     |
| Baxter International Inc. | BAX | 071813109 | 5/3/2016  | 4  | Elect Carole J. Shapazian                                 | Mgmt     | For     | For     |
| Baxter International Inc. | BAX | 071813109 | 5/3/2016  | 5  | Advisory Vote on Executive Compensation                   | Mgmt     | For     | For     |
| Baxter International Inc. | BAX | 071813109 | 5/3/2016  | 6  | Ratification of Auditor                                   | Mgmt     | For     | For     |
| Baxter International Inc. | BAX | 071813109 | 5/3/2016  | 7  | Repeal of Classified Board                                | Mgmt     | For     | For     |
| Baxter International Inc. | BAX | 071813109 | 5/3/2016  | 8  | Shareholder Proposal Regarding Independent Board Chairman | ShrHoldr | Against | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 1  | Elect Jennifer S. Banner                                  | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 2  | Elect K. David Boyer, Jr.                                 | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 3  | Elect Anna R. Cablik                                      | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 4  | Elect James A. Faulkner                                   | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 5  | Elect I. Patricia Henry                                   | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 6  | Elect Eric C. Kendrick                                    | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 7  | Elect Kelly S. King                                       | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 8  | Elect Louis B. Lynn                                       | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 9  | Elect Edward C. Milligan                                  | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 10 | Elect Charles A. Patton                                   | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 11 | Elect Nido R. Qubein                                      | Mgmt     | For     | Against |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 12 | Elect William J. Reuter                                   | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 13 | Elect Tollie W. Rich, Jr.                                 | Mgmt     | For     | For     |
| BB and T Corporation      | BBT | 054937107 | 4/26/2016 | 14 | Elect Christine Sears                                     | Mgmt     | For     | For     |

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

|                               |     |           |           |    |  |      |     |    |
|-------------------------------|-----|-----------|-----------|----|--|------|-----|----|
| BB and T Corporation          | BBT | 054937107 | 4/26/2016 | 15 | Elect Thomas E. Skains                                   | Mgmt | For | FO |
| BB and T Corporation          | BBT | 054937107 | 4/26/2016 | 16 | Elect Thomas N. Thompson                                 | Mgmt | For | FO |
| BB and T Corporation          | BBT | 054937107 | 4/26/2016 | 17 | Elect Edwin H. Welch                                     | Mgmt | For | FO |
| BB and T Corporation          | BBT | 054937107 | 4/26/2016 | 18 | Elect Stephen T. Williams                                | Mgmt | For | FO |
| BB and T Corporation          | BBT | 054937107 | 4/26/2016 | 19 | Ratification of Auditor                                  | Mgmt | For | FO |
| BB and T Corporation          | BBT | 054937107 | 4/26/2016 | 20 | Advisory Vote on Executive Compensation                  | Mgmt | For | AO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 1  | Elect Basil L. Anderson                                  | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 2  | Elect Catherine M. Burzik                                | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 3  | Elect Vincent A. Forlenza                                | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 4  | Elect Claire M. Fraser                                   | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 5  | Elect Christopher Jones                                  | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 6  | Elect Marshall O. Larsen                                 | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 7  | Elect Gary A. Mecklenburg                                | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 8  | Elect James F. Orr                                       | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 9  | Elect Willard J. Overlock, Jr.                           | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 10 | Elect Claire Pomeroy                                     | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 11 | Elect Rebecca W. Rimel                                   | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 12 | Elect Bertram L. Scott                                   | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 13 | Ratification of Auditor                                  | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 14 | Advisory Vote on Executive Compensation                  | Mgmt | For | FO |
| Becton, Dickinson and Company | BDX | 075887109 | 1/26/2016 | 15 | Amendment to the 2004 Employee and Director Equity-Based | Mgmt | For | FO |

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

Compensation Plan

|                         |       |           |           |      |  |          |         |     |
|-------------------------|-------|-----------|-----------|------|--|----------|---------|-----|
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.1  | Elect Warren E. Buffett  | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.2  | Elect Charles T. Munger  | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.3  | Elect Howard G. Buffett  | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.4  | Elect Stephen B. Burke   | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.5  | Elect Susan L. Decker  | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.6  | Elect William H. Gates III                                       | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.7  | Elect David S. Gottesman   | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.8  | Elect Charlotte Guyman   | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.9  | Elect Thomas S. Murphy   | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.10 | Elect Ronald L. Olson  | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.11 | Elect Walter Scott, Jr.  | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 1.12 | Elect Meryl B. Witmer  | Mgmt     | For     | For |
| Berkshire Hathaway Inc. | BRK.A | 084670702 | 4/30/2016 | 2    | Shareholder Proposal Regarding Reporting Of Climate Change Risks | ShrHoldr | Against | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 1    | Elect Alexander J. Denner  | Mgmt     | For     | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 2    | Elect Caroline Dorsa   | Mgmt     | For     | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 3    | Elect Nancy L. Leaming   | Mgmt     | For     | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 4    | Elect Richard C. Mulligan  | Mgmt     | For     | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 5    | Elect Robert W. Pangia   | Mgmt     | For     | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 6    | Elect Stelios Papadopoulos                                       | Mgmt     | For     | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 7    | Elect Brian S. Posner  | Mgmt     | For     | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 8    | Elect Eric K. Rowinsky   | Mgmt     | For     | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 9    | Elect George A. Scangos  | Mgmt     | For     | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 10   | Elect Lynn Schenk  | Mgmt     | For     | For |
| Biogen Inc.             | BIIB  | 09062X103 | 6/8/2016  | 11   | Elect Stephen A. Sherwin   | Mgmt     | For     | For |

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

|                                     |      |           |           |     |   |      |     |     |
|-------------------------------------|------|-----------|-----------|-----|---|------|-----|-----|
| Biogen Inc.                         | BIIB | 09062X103 | 6/8/2016  | 12  | Ratification of Auditor                 | Mgmt | For | For |
| Biogen Inc.                         | BIIB | 09062X103 | 6/8/2016  | 13  | Advisory Vote on Executive Compensation | Mgmt | For | For |
| BlackRock Municipal 2020 Term Trust | BCX  | 09257A108 | 7/29/2015 | 1.1 | Elect Frank J. Fabozzi                  | Mgmt | For | For |
| BlackRock Municipal 2020 Term Trust | BCX  | 09257A108 | 7/29/2015 | 1.2 | Elect James T. Flynn                    | Mgmt | For | For |
| BlackRock Municipal 2020 Term Trust | BCX  | 09257A108 | 7/29/2015 | 1.3 | Elect Babara G. Novick                  | Mgmt | For | For |
| BlackRock Municipal 2020 Term Trust | BCX  | 09257A108 | 7/29/2015 | 1.4 | Elect John M. Perlowski                 | Mgmt | For | For |
| BlackRock Municipal 2020 Term Trust | BCX  | 09257A108 | 7/29/2015 | 1.5 | Elect Karen P. Robards                  | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 1   | Elect Abdlatif Yousef Al-Hamad          | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 2   | Elect Mathis Cabiallavetta              | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 3   | Elect Pamela Daley                      | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 4   | Elect William S. Demchak                | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 5   | Elect Jessica P. Einhorn                | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 6   | Elect Laurence D. Fink                  | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 7   | Elect Fabrizio Freda                    | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 8   | Elect Murry S. Gerber                   | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 9   | Elect James Grosfeld                    | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 10  | Elect Robert S. Kapito                  | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 11  | Elect David H. Komansky                 | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 12  | Elect Sir Deryck C. Maughan             | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 13  | Elect Cheryl D. Mills                   | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 14  | Elect Gordon M. Nixon                   | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 15  | Elect Thomas H. O'Brien                 | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 16  | Elect Ivan G. Seidenberg                | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 17  | Elect Marco Antonio Slim Domit          | Mgmt | For | For |
| BlackRock, Inc.                     | BLK  | 09247X101 | 5/25/2016 | 18  | Elect John S. Varley                    | Mgmt | For | For |



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

|                 |      |           |           |    |  |          |         |         |
|-----------------|------|-----------|-----------|----|--|----------|---------|---------|
| BlackRock, Inc. | BLK  | 09247X101 | 5/25/2016 | 19 | Elect Susan L. Wagner  | Mgmt     | For     | For     |
| BlackRock, Inc. | BLK  | 09247X101 | 5/25/2016 | 20 | Advisory Vote on Executive Compensation                        | Mgmt     | For     | Against |
| BlackRock, Inc. | BLK  | 09247X101 | 5/25/2016 | 21 | Ratification of Auditor  | Mgmt     | For     | For     |
| BlackRock, Inc. | BLK  | 09247X101 | 5/25/2016 | 22 | Implement Proxy Access   | Mgmt     | For     | For     |
| BlackRock, Inc. | BLK  | 09247X101 | 5/25/2016 | 23 | Shareholder Proposal Regarding Proxy Voting Practices          | ShrHoldr | Against | Against |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 1  | Elect David L. Calhoun   | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 2  | Elect Arthur D. Collins, Jr.                                   | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 3  | Elect Kenneth M. Duberstein                                    | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 4  | Elect Edmund P. Giambastiani, Jr.                              | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 5  | Elect Lynn J. Good   | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 6  | Elect Lawrence W. Kellner                                      | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 7  | Elect Edward M. Liddy  | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 8  | Elect Dennis A. Muilenburg                                     | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 9  | Elect Susan C. Schwab  | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 10 | Elect Randall L. Stephenson                                    | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 11 | Elect Ronald A. Williams                                       | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 12 | Elect Mike S. Zafirovski                                       | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 13 | Advisory Vote on Executive Compensation                        | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 14 | Ratification of Auditor  | Mgmt     | For     | For     |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 15 | Shareholder Proposal Regarding Lobbying Report                 | ShrHoldr | Against | Against |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 16 | Shareholder Proposal Regarding Right to Call a Special Meeting | ShrHoldr | Against | Against |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 17 | Shareholder Proposal Regarding Independent Board Chairman      | ShrHoldr | Against | Against |
| Boeing Company  | BA   | 097023105 | 5/2/2016  | 18 | Shareholder Proposal Regarding Report on Arms Sales to Israel  | ShrHoldr | Against | Against |
| Broadcom Ltd.   | AVGO | Y09827109 | 4/6/2016  | 1  | Elect Hock E. Tan  | Mgmt     | For     | For     |

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

|                                   |      |           |          |    |   |      |     |    |
|-----------------------------------|------|-----------|----------|----|---|------|-----|----|
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 2  | Elect James V. Diller, Sr.                                | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 3  | Elect Lewis C. Eggebrecht                                 | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 4  | Elect Kenneth Y. Hao                                      | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 5  | Elect Eddy W. Hartenstein                                 | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 6  | Elect Justine Lien  | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 7  | Elect Donald Macleod                                      | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 8  | Elect Peter J. Marks                                      | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 9  | Elect Dr. Henry S. Samuelli                               | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 10 | Elect Lucien Y.K. Wong                                    | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 11 | Appointment of Auditor and Authority to Set Fees          | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 12 | Authority to Issue Ordinary and Special Preference Shares | Mgmt | For | FC |
| Broadcom Ltd.                     | AVGO | Y09827109 | 4/6/2016 | 13 | Directors' Fees   | Mgmt | For | FC |
| Capital One Financial Corporation | COF  | 14040H105 | 5/5/2016 | 1  | Elect Richard D. Fairbank                                 | Mgmt | For | FC |
| Capital One Financial Corporation | COF  | 14040H105 | 5/5/2016 | 2  | Elect Patrick W. Gross                                    | Mgmt | For | FC |
| Capital One Financial Corporation | COF  | 14040H105 | 5/5/2016 | 3  | Elect Ann Fritz Hackett                                   | Mgmt | For | A  |
| Capital One Financial Corporation | COF  | 14040H105 | 5/5/2016 | 4  | Elect Lewis Hay, III                                      | Mgmt | For | FC |
| Capital One Financial Corporation | COF  | 14040H105 | 5/5/2016 | 5  | Elect Benjamin P. Jenkins, III                            | Mgmt | For | FC |
| Capital One Financial Corporation | COF  | 14040H105 | 5/5/2016 | 6  | Elect Peter Thomas Killalea                               | Mgmt | For | FC |
| Capital One Financial Corporation | COF  | 14040H105 | 5/5/2016 | 7  | Elect Pierre E. Leroy                                     | Mgmt | For | FC |
| Capital One Financial Corporation | COF  | 14040H105 | 5/5/2016 | 8  | Elect Peter E. Raskind                                    | Mgmt | For | FC |
| Capital One                       | COF  | 14040H105 | 5/5/2016 | 9  | Elect Mayo A. Shattuck                                    | Mgmt | For | FC |

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

|   |      |           |           |     | III                                     |      |     |  |  |  |
|---|------|-----------|-----------|-----|---|------|-----|--|--|--|
| Financial Corporation                       |      |           |           |     |   |      |     |  |  |  |
| Capital One Financial Corporation           | COF  | 14040H105 | 5/5/2016  | 10  | Elect Bradford H. Warner                | Mgmt | For |  |  |  |
| Capital One Financial Corporation           | COF  | 14040H105 | 5/5/2016  | 11  | Elect Catherine G. West                 | Mgmt | For |  |  |  |
| Capital One Financial Corporation           | COF  | 14040H105 | 5/5/2016  | 12  | Ratification of Auditor                 | Mgmt | For |  |  |  |
| Capital One Financial Corporation           | COF  | 14040H105 | 5/5/2016  | 13  | Advisory Vote on Executive Compensation | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 1   | Elect David J. Anderson                 | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 2   | Elect Colleen F. Arnold                 | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 3   | Elect George S. Barrett                 | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 4   | Elect Carrie S. Cox                     | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 5   | Elect Calvin Darden                     | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 6   | Elect Bruce L. Downey                   | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 7   | Elect Patricia A. Hemingway Hall        | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 8   | Elect Clayton M. Jones                  | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 9   | Elect Gregory B. Kenny                  | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 10  | Elect Nancy Killefer                    | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 11  | Elect David P. King                     | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 12  | Ratification of Auditor                 | Mgmt | For |  |  |  |
| Cardinal Health, Inc.                       | CAH  | 14149Y108 | 11/4/2015 | 13  | Advisory Vote on Executive Compensation | Mgmt | For |  |  |  |
| CBRE Clarion Global Real Estate Income Fund | IGR  | 12504G100 | 10/7/2015 | 1   | Elect Asuka Nakahara                    | Mgmt | For |  |  |  |
|   | CELG | 151020104 | 6/15/2016 | 1.1 | Elect Robert J. Hugin                   | Mgmt | For |  |  |  |

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

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Celgene Corporation

Cerner Corporation

Cerner Corporation

Cerner Corporation

|      |           |           |      |  |          |         |  |
|------|-----------|-----------|------|--|----------|---------|--|
| CELG | 151020104 | 6/15/2016 | 1.2  | Elect Mark J. Alles  | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 1.3  | Elect Richard W. Barker  | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 1.4  | Elect Michael W. Bonney  | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 1.5  | Elect Michael D. Casey   | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 1.6  | Elect Carrie S. Cox  | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 1.7  | Elect Jacquelyn A. Fouse                                       | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 1.8  | Elect Michael A. Friedman                                      | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 1.9  | Elect Julia A. Haller  | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 1.10 | Elect Gilla Kaplan   | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 1.11 | Elect James J. Loughlin  | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 1.12 | Elect Ernest Mario   | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 2    | Ratification of Auditor  | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 3    | Amendment to the 2008 Stock Incentive Plan                     | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 4    | Advisory Vote on Executive Compensation                        | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 5    | Exclusive Forum Provision                                      | Mgmt     | For     |  |
| CELG | 151020104 | 6/15/2016 | 6    | Shareholder Proposal Regarding Right to Call a Special Meeting | ShrHoldr | Against |  |
| CELG | 151020104 | 6/15/2016 | 7    | Shareholder Proposal Regarding Proxy Access                    | ShrHoldr | Against |  |
| CERN | 156782104 | 5/27/2016 | 1    | Elect Gerald E. Bisbee, Jr.                                    | Mgmt     | For     |  |
| CERN | 156782104 | 5/27/2016 | 2    | Elect Denis A. Cortese   | Mgmt     | For     |  |
| CERN | 156782104 | 5/27/2016 | 3    | Elect Linda M. Dillman   | Mgmt     | For     |  |

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

|                            |      |           |           |   |  |          |         |         |
|----------------------------|------|-----------|-----------|---|--|----------|---------|---------|
| Cerner Corporation         | CERN | 156782104 | 5/27/2016 | 4 | Ratification of Auditor                                    | Mgmt     | For     | For     |
| Cerner Corporation         | CERN | 156782104 | 5/27/2016 | 5 | Advisory Vote on Executive Compensation                    | Mgmt     | For     | For     |
| Cerner Corporation         | CERN | 156782104 | 5/27/2016 | 6 | Approval of the Performance-Based Compensation Plan        | Mgmt     | For     | For     |
| Charles Schwab Corporation | SCHW | 808513105 | 5/17/2016 | 1 | Elect John K. Adams  | Mgmt     | For     | For     |
| Charles Schwab Corporation | SCHW | 808513105 | 5/17/2016 | 2 | Elect Stephen A. Ellis                                     | Mgmt     | For     | For     |
| Charles Schwab Corporation | SCHW | 808513105 | 5/17/2016 | 3 | Elect Arun Sarin   | Mgmt     | For     | For     |
| Charles Schwab Corporation | SCHW | 808513105 | 5/17/2016 | 4 | Elect Charles R. Schwab                                    | Mgmt     | For     | For     |
| Charles Schwab Corporation | SCHW | 808513105 | 5/17/2016 | 5 | Elect Paula A. Sneed                                       | Mgmt     | For     | For     |
| Charles Schwab Corporation | SCHW | 808513105 | 5/17/2016 | 6 | Ratification of Auditor                                    | Mgmt     | For     | For     |
| Charles Schwab Corporation | SCHW | 808513105 | 5/17/2016 | 7 | Advisory Vote on Executive Compensation                    | Mgmt     | For     | For     |
| Charles Schwab Corporation | SCHW | 808513105 | 5/17/2016 | 8 | Shareholder Proposal Regarding Lobbying Report             | ShrHoldr | Against | For     |
| Charles Schwab Corporation | SCHW | 808513105 | 5/17/2016 | 9 | Shareholder Proposal Regarding Employment Diversity Report | ShrHoldr | Against | Against |
| Chevron Corporation        | CVX  | 166764100 | 5/25/2016 | 1 | Elect Alexander B. Cummings, Jr.                           | Mgmt     | For     | Against |
| Chevron Corporation        | CVX  | 166764100 | 5/25/2016 | 2 | Elect Linnet F. Deily                                      | Mgmt     | For     | For     |
| Chevron Corporation        | CVX  | 166764100 | 5/25/2016 | 3 | Elect Robert E. Denham                                     | Mgmt     | For     | For     |
| Chevron Corporation        | CVX  | 166764100 | 5/25/2016 | 4 | Elect Alice P. Gast  | Mgmt     | For     | For     |
| Chevron Corporation        | CVX  | 166764100 | 5/25/2016 | 5 | Elect Enrique Hernandez, Jr.                               | Mgmt     | For     | For     |
| Chevron Corporation        | CVX  | 166764100 | 5/25/2016 | 6 | Elect Jon M. Huntsman, Jr.                                 | Mgmt     | For     | For     |
| Chevron Corporation        | CVX  | 166764100 | 5/25/2016 | 7 | Elect Charles W. Moorman, IV                               | Mgmt     | For     | For     |
| Chevron Corporation        | CVX  | 166764100 | 5/25/2016 | 8 | Elect John G. Stumpf                                       | Mgmt     | For     | For     |

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

|                     |     |           |           |    |  |          |         |         |
|---------------------|-----|-----------|-----------|----|--|----------|---------|---------|
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 9  | Elect Ronald D. Sugar  | Mgmt     | For     | For     |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 10 | Elect Inge G. Thulin   | Mgmt     | For     | For     |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 11 | Elect John S. Watson   | Mgmt     | For     | For     |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 12 | Ratification of Auditor  | Mgmt     | For     | For     |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 13 | Advisory Vote on Executive Compensation  | Mgmt     | For     | Against |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 14 | Amendment to Non-Employee Directors' Equity Compensation and Deferral Plan     | Mgmt     | For     | For     |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 15 | Shareholder Proposal Regarding Lobbying Report                                 | ShrHoldr | Against | For     |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 16 | Shareholder Proposal Regarding Reporting and Reducing Greenhouse Gas Emissions | ShrHoldr | Against | Against |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 17 | Shareholder Proposal Regarding Climate Change Policy Risk                      | ShrHoldr | Against | For     |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 18 | Shareholder Proposal Regarding Report on Reserve Replacements                  | ShrHoldr | Against | Against |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 19 | Shareholder Proposal Regarding Dividend Policy                                 | ShrHoldr | Against | Against |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 20 | Shareholder Proposal Regarding Hydraulic Fracturing                            | ShrHoldr | Against | Against |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 21 | Shareholder Proposal Regarding Environmental Expertise on Board                | ShrHoldr | Against | Against |
| Chevron Corporation | CVX | 166764100 | 5/25/2016 | 22 | Shareholder Proposal Regarding Right to Call a Special meeting                 | ShrHoldr | Against | Against |
| Chubb Limited       | CB  | H1467J104 | 5/19/2016 | 1  | Accounts and Reports   | Mgmt     | For     | For     |
| Chubb Limited       | CB  | H1467J104 | 5/19/2016 | 2  | Allocation of Profits/Dividends  | Mgmt     | For     | For     |
| Chubb Limited       | CB  | H1467J104 | 5/19/2016 | 3  | Dividends from Reserves  | Mgmt     | For     | For     |
| Chubb Limited       | CB  | H1467J104 | 5/19/2016 | 4  | Ratification of Board  | Mgmt     | For     | For     |

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

Acts

|               |    |           |           |    |  |      |     |     |
|---------------|----|-----------|-----------|----|--|------|-----|-----|
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 5  | Election of Statutory Auditors                   | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 6  | Appointment of Auditor                           | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 7  | Appointment of Special Auditor                   | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 8  | Elect Evan G. Greenberg                          | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 9  | Elect Robert M. Hernandez                        | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 10 | Elect Michael G. Atieh                           | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 11 | Elect Sheila P. Burke                            | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 12 | Elect James I. Cash, Jr.                         | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 13 | Elect Mary A. Cirillo                            | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 14 | Elect Michael P. Connors                         | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 15 | Elect John A. Edwardson                          | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 16 | Elect Lawrence W. Kellner                        | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 17 | Elect Leo F. Mullin                              | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 18 | Elect Kimberly Ross                              | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 19 | Elect Robert W. Scully                           | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 20 | Elect Eugene B. Shanks, Jr.                      | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 21 | Elect Theodore Shasta                            | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 22 | Elect David H. Sidwell                           | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 23 | Elect Olivier Steimer                            | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 24 | Elect James M. Zimmerman                         | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 25 | Elect Evan G. Greenberg as Chairman of the Board | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 26 | Elect Michael P. Connors                         | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 27 | Elect Mary A. Cirillo                            | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 28 | Elect Robert M. Hernandez                        | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 29 | Elect Robert W. Scully                           | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 30 | Elect James M. Zimmerman                         | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 31 | ELECTION OF HOMBURGER AG AS INDEPENDENT PROXY    | Mgmt | For | For |
| Chubb Limited | CB | H1467J104 | 5/19/2016 | 32 |  | Mgmt | For | For |

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

|                        |      |           |            |    | Increase in Authorized<br>Share Capital for General<br>Purposes |      |     |    |
|------------------------|------|-----------|------------|----|---|------|-----|----|
| Chubb Limited          | CB   | H1467J104 | 5/19/2016  | 33 | Approval of the 2016<br>Long-Term Incentive<br>Plan             | Mgmt | For | FO |
| Chubb Limited          | CB   | H1467J104 | 5/19/2016  | 34 | Compensation of the<br>Board until the Next<br>AGM              | Mgmt | For | FO |
| Chubb Limited          | CB   | H1467J104 | 5/19/2016  | 35 | Executive Compensation  | Mgmt | For | FO |
| Chubb Limited          | CB   | H1467J104 | 5/19/2016  | 36 | Advisory Vote on<br>Executive Compensation                      | Mgmt | For | AO |
| Chubb Limited          | CB   | H1467J104 | 5/19/2016  | 37 | Additional or<br>Miscellaneous Proposals                        | Mgmt | For | AO |
| CIGNA<br>Corporation   | CI   | 125509109 | 4/27/2016  | 1  | Elect David M. Cordani  | Mgmt | For | FO |
| CIGNA<br>Corporation   | CI   | 125509109 | 4/27/2016  | 2  | Elect Isaiah Harris, Jr.  | Mgmt | For | FO |
| CIGNA<br>Corporation   | CI   | 125509109 | 4/27/2016  | 3  | Elect Jane E. Henney  | Mgmt | For | FO |
| CIGNA<br>Corporation   | CI   | 125509109 | 4/27/2016  | 4  | Elect Donna F. Zarcone  | Mgmt | For | FO |
| CIGNA<br>Corporation   | CI   | 125509109 | 4/27/2016  | 5  | Advisory Vote on<br>Executive Compensation                      | Mgmt | For | FO |
| CIGNA<br>Corporation   | CI   | 125509109 | 4/27/2016  | 6  | Ratification of Auditor   | Mgmt | For | FO |
| CIGNA<br>Corporation   | CI   | 125509109 | 12/3/2015  | 1  | Merger/Acquisition  | Mgmt | For | FO |
| CIGNA<br>Corporation   | CI   | 125509109 | 12/3/2015  | 2  | Advisory Vote on Golden<br>Parachutes                           | Mgmt | For | FO |
| CIGNA<br>Corporation   | CI   | 125509109 | 12/3/2015  | 3  | Right to Adjourn Meeting  | Mgmt | For | FO |
| Cisco Systems,<br>Inc. | CSCO | 17275R102 | 11/19/2015 | 1  | Elect Carol A. Bartz  | Mgmt | For | FO |
| Cisco Systems,<br>Inc. | CSCO | 17275R102 | 11/19/2015 | 2  | Elect M. Michele Burns  | Mgmt | For | FO |
| Cisco Systems,<br>Inc. | CSCO | 17275R102 | 11/19/2015 | 3  | Elect Michael D. Capellas                                       | Mgmt | For | FO |
| Cisco Systems,<br>Inc. | CSCO | 17275R102 | 11/19/2015 | 4  | Elect John T. Chambers  | Mgmt | For | FO |
| Cisco Systems,<br>Inc. | CSCO | 17275R102 | 11/19/2015 | 5  | Elect Brian L. Halla  | Mgmt | For | FO |
| Cisco Systems,<br>Inc. | CSCO | 17275R102 | 11/19/2015 | 6  | Elect John L. Hennessy  | Mgmt | For | AO |



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

|                     |      |           |            |    |   |          |         |  |  |
|---------------------|------|-----------|------------|----|---|----------|---------|--|--|
| Inc.                |      |           |            |    |   |          |         |  |  |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/19/2015 | 7  | Elect Kristina M. Johnson                           | Mgmt     | For     |  |  |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/19/2015 | 8  | Elect Roderick C. McGeary                           | Mgmt     | For     |  |  |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/19/2015 | 9  | Elect Charles H. Robbins                            | Mgmt     | For     |  |  |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/19/2015 | 10 | Elect Arun Sarin                                    | Mgmt     | For     |  |  |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/19/2015 | 11 | Elect Steven M. West                                | Mgmt     | For     |  |  |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/19/2015 | 12 | Advisory Vote on Executive Compensation             | Mgmt     | For     |  |  |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/19/2015 | 13 | Ratification of Auditor                             | Mgmt     | For     |  |  |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/19/2015 | 14 | Shareholder Proposal Regarding Holy Land Principles | ShrHoldr | Against |  |  |
| Cisco Systems, Inc. | CSCO | 17275R102 | 11/19/2015 | 15 | Shareholder Proposal Regarding Proxy Access         | ShrHoldr | Against |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 1  | Elect Michael L. Corbat                             | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 2  | Elect Ellen M. Costello                             | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 3  | Elect Duncan P. Hennes                              | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 4  | Elect Peter B. Henry                                | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 5  | Elect Franz B. Humer                                | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 6  | Elect Renee J. James                                | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 7  | Elect Eugene M. McQuade                             | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 8  | Elect Michael E. O'Neill                            | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 9  | Elect Gary M. Reiner                                | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 10 | Elect Judith Rodin                                  | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 11 | Elect Anthony M. Santomero                          | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 12 | Elect Joan E. Spero                                 | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 13 | Elect Diana L. Taylor                               | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 14 | Elect William S. Thompson, Jr.                      | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 15 | Elect James S. Turley                               | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 16 | Elect Ernesto Zedillo Ponce de Leon                 | Mgmt     | For     |  |  |
| Citigroup Inc.      | C    | 172967424 | 4/26/2016  | 17 | Ratification of Auditor                             | Mgmt     | For     |  |  |

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

|  |      |           |           |     |   |          |         |               |
|--|------|-----------|-----------|-----|---|----------|---------|---------------|
| Citigroup Inc.                             | C    | 172967424 | 4/26/2016 | 18  | Advisory Vote on Executive Compensation                                 | Mgmt     | For     | A             |
| Citigroup Inc.                             | C    | 172967424 | 4/26/2016 | 19  | Amendment to the 2014 Stock Incentive Plan                              | Mgmt     | For     | FC            |
| Citigroup Inc.                             | C    | 172967424 | 4/26/2016 | 20  | Amendment to the 2011 Executive Performance Plan                        | Mgmt     | For     | FC            |
| Citigroup Inc.                             | C    | 172967424 | 4/26/2016 | 21  | Shareholder Proposal Regarding Gender Pay Equity Report                 | ShrHoldr | Against | A             |
| Citigroup Inc.                             | C    | 172967424 | 4/26/2016 | 22  | Shareholder Proposal Regarding Lobbying Report                          | ShrHoldr | Against | A             |
| Citigroup Inc.                             | C    | 172967424 | 4/26/2016 | 23  | Shareholder Proposal Regarding Formation of Shareholder Value Committee | ShrHoldr | Against | A             |
| Citigroup Inc.                             | C    | 172967424 | 4/26/2016 | 24  | Shareholder Proposal Regarding Amendment to Clawback Policy             | ShrHoldr | Against | A             |
| Citigroup Inc.                             | C    | 172967424 | 4/26/2016 | 25  | Shareholder Proposal Regarding Government Service Vesting               | ShrHoldr | Against | A             |
| Clough Global Allocation Fund              | GLV  | 18913Y103 | 7/28/2015 | 1.1 | Elect Robert L. Butler  | Mgmt     | For     | FC<br>W<br>49 |
| Clough Global Allocation Fund              | GLV  | 18913Y103 | 7/28/2015 | 1.2 | Elect James E. Canty  | Mgmt     | For     | FC<br>W<br>49 |
| Clough Global Allocation Fund              | GLV  | 18913Y103 | 7/28/2015 | 1.3 | Elect Richard C. Rantzow  | Mgmt     | For     | FC<br>W<br>49 |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 1   | Elect Zein Abdalla  | Mgmt     | For     | FC            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 2   | Elect Maureen Breakiron-Evans   | Mgmt     | For     | FC            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 3   | Elect Jonathan Chadwick   | Mgmt     | For     | FC            |
| Cognizant                                  | CTSH | 192446102 | 6/15/2016 | 4   | Elect Francisco D'Souza   | Mgmt     | For     | FC            |

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

|  |      |           |           |     |  |          |         |  |               |
|--|------|-----------|-----------|-----|--|----------|---------|--|---------------|
| Technology Solutions Corporation           |      |           |           |     |  |          |         |  |               |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 5   | Elect John N. Fox, Jr.   | Mgmt     | For     |  | FO            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 6   | Elect John E. Klein  | Mgmt     | For     |  | FO            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 7   | Elect Leo S. Mackay, Jr.                                       | Mgmt     | For     |  | FO            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 8   | Elect Lakshmi Narayanan  | Mgmt     | For     |  | FO            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 9   | Elect Michael Patsalos-Fox                                     | Mgmt     | For     |  | FO            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 10  | Elect Robert E. Weissman                                       | Mgmt     | For     |  | FO            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 11  | Elect Thomas M. Wendel   | Mgmt     | For     |  | FO            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 12  | Advisory Vote on Executive Compensation                        | Mgmt     | For     |  | FO            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 13  | Ratification of Auditor  | Mgmt     | For     |  | FO            |
| Cognizant Technology Solutions Corporation | CTSH | 192446102 | 6/15/2016 | 14  | Shareholder Proposal Regarding Right to Act by Written Consent | ShrHoldr | Against |  | FO            |
| Cohen & Steers Infrastructure Fund Inc     | UTF  | 19248A109 | 4/28/2016 | 1.1 | Elect Joseph M. Harvey   | Mgmt     | For     |  | FO<br>W<br>59 |

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

|   |     |           |           |     |                          |      |     |
|---|-----|-----------|-----------|-----|--------------------------|------|-----|
| Cohen & Steers Infrastructure Fund Inc            | UTF | 19248A109 | 4/28/2016 | 1.2 | Elect Gerald J. Maginnis | Mgmt | For |
| Cohen & Steers Infrastructure Fund Inc            | UTF | 19248A109 | 4/28/2016 | 1.3 | Elect Richard J. Norman  | Mgmt | For |
| Cohen & Steers Infrastructure Fund Inc            | UTF | 19248A109 | 4/28/2016 | 1.4 | Elect Frank K. Ross      | Mgmt | For |
| Cohen & Steers Quality Income Realty Fund, Inc.   | RQI | 19247L106 | 4/28/2016 | 1.1 | Elect Joseph M. Harvey   | Mgmt | For |
| Cohen & Steers Quality Income Realty Fund, Inc.   | RQI | 19247L106 | 4/28/2016 | 1.2 | Elect Gerald J. Maginnis | Mgmt | For |
| Cohen & Steers Quality Income Realty Fund, Inc.   | RQI | 19247L106 | 4/28/2016 | 1.3 | Elect Richard J. Norman  | Mgmt | For |
| Cohen & Steers Quality Income Realty Fund, Inc.   | RQI | 19247L106 | 4/28/2016 | 1.4 | Elect Frank K. Ross      | Mgmt | For |
| Cohen & Steers REIT & Preferred Income Fund, Inc. | RNP | 19247X100 | 4/28/2016 | 1.1 | Elect Joseph M. Harvey   | Mgmt | For |
| Cohen & Steers REIT & Preferred Income Fund, Inc. | RNP | 19247X100 | 4/28/2016 | 1.2 | Elect Gerald J. Maginnis | Mgmt | For |
| Cohen & Steers REIT & Preferred Income Fund, Inc. | RNP | 19247X100 | 4/28/2016 | 1.3 | Elect Richard J. Norman  | Mgmt | For |
| Cohen & Steers REIT & Preferred Income Fund, Inc. | RNP | 19247X100 | 4/28/2016 | 1.4 | Elect Frank K. Ross      | Mgmt | For |
| Colgate-Palmolive Company                         | CL  | 194162103 | 5/6/2016  | 1   | Elect John P. Bilbrey    | Mgmt | For |
| Colgate-Palmolive Company                         | CL  | 194162103 | 5/6/2016  | 2   | Elect John T. Cahill     | Mgmt | For |
| Colgate-Palmolive Company                         | CL  | 194162103 | 5/6/2016  | 3   | Elect Ian M. Cook        | Mgmt | For |
| Colgate-Palmolive Company                         | CL  | 194162103 | 5/6/2016  | 4   | Elect Helene D. Gayle    | Mgmt | For |
| Colgate-Palmolive Company                         | CL  | 194162103 | 5/6/2016  | 5   | Elect Ellen M. Hancock   | Mgmt | For |
| Colgate-Palmolive Company                         | CL  | 194162103 | 5/6/2016  | 6   | Elect C. Martin Harris   | Mgmt | For |

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

|                           |       |           |           |      |  |          |         |     |
|---------------------------|-------|-----------|-----------|------|--|----------|---------|-----|
| Colgate-Palmolive Company | CL    | 194162103 | 5/6/2016  | 7    | Elect Richard J. Kogan   | Mgmt     | For     | For |
| Colgate-Palmolive Company | CL    | 194162103 | 5/6/2016  | 8    | Elect Lorrie M. Norrington                                     | Mgmt     | For     | For |
| Colgate-Palmolive Company | CL    | 194162103 | 5/6/2016  | 9    | Elect Michael B. Polk  | Mgmt     | For     | For |
| Colgate-Palmolive Company | CL    | 194162103 | 5/6/2016  | 10   | Elect Stephen I. Sadove  | Mgmt     | For     | For |
| Colgate-Palmolive Company | CL    | 194162103 | 5/6/2016  | 11   | Ratification of Auditor  | Mgmt     | For     | For |
| Colgate-Palmolive Company | CL    | 194162103 | 5/6/2016  | 12   | Advisory Vote on Executive Compensation                        | Mgmt     | For     | For |
| Colgate-Palmolive Company | CL    | 194162103 | 5/6/2016  | 13   | Shareholder Proposal Regarding Right to Call a Special Meeting | ShrHoldr | Against | For |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.1  | Elect Kenneth J. Bacon   | Mgmt     | For     | For |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.2  | Elect Madeline S. Bell   | Mgmt     | For     | For |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.3  | Elect Sheldon M. Bonovitz                                      | Mgmt     | For     | For |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.4  | Elect Edward D. Breen  | Mgmt     | For     | W   |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.5  | Elect Joseph J. Collins  | Mgmt     | For     | W   |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.6  | Elect Gerald L. Hassell  | Mgmt     | For     | W   |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.7  | Elect Jeffrey A. Honickman                                     | Mgmt     | For     | For |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.8  | Elect Eduardo G. Mestre  | Mgmt     | For     | For |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.9  | Elect Brian L. Roberts   | Mgmt     | For     | For |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.10 | Elect Johnathan A. Rodgers                                     | Mgmt     | For     | For |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 1.11 | Elect Judith Rodin   | Mgmt     | For     | W   |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 2    | Ratification of Auditor  | Mgmt     | For     | For |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 3    | Amend 2002 Restricted Stock Plan                               | Mgmt     | For     | For |
| Comcast Corporation       | CMCSA | 20030N101 | 5/19/2016 | 4    | Amend 2003 Stock Option Plan                                   | Mgmt     | For     | For |

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

|                              |       |           |            |     |   |          |         |    |
|------------------------------|-------|-----------|------------|-----|---|----------|---------|----|
| Comcast Corporation          | CMCSA | 20030N101 | 5/19/2016  | 5   | Amend 2002 Employee Stock Purchase Plan   | Mgmt     | For     | FC |
| Comcast Corporation          | CMCSA | 20030N101 | 5/19/2016  | 6   | Amend 2011 Employee Stock Purchase Plan   | Mgmt     | For     | FC |
| Comcast Corporation          | CMCSA | 20030N101 | 5/19/2016  | 7   | Shareholder Proposal Regarding Lobbying Report                                  | ShrHoldr | Against | FA |
| Comcast Corporation          | CMCSA | 20030N101 | 5/19/2016  | 8   | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | ShrHoldr | Against | FC |
| Comcast Corporation          | CMCSA | 20030N101 | 5/19/2016  | 9   | Shareholder Proposal Regarding Independent Board Chairman                       | ShrHoldr | Against | FC |
| Comcast Corporation          | CMCSA | 20030N101 | 5/19/2016  | 10  | Shareholder Proposal Regarding Recapitalization                                 | ShrHoldr | Against | FC |
| Comcast Corporation          | CMCSA | 20030N101 | 12/10/2015 | 1   | Conversion of Class A Special Common Stock Into Class A Common Stock            | Mgmt     | For     | FC |
| Comcast Corporation          | CMCSA | 20030N200 | 12/10/2015 | 1   | Conversion of Class A Special Common Stock Into Class A Common Stock            | Mgmt     | For     | FC |
| Costco Wholesale Corporation | COST  | 22160K105 | 1/29/2016  | 1.1 | Elect Hamilton E. James   | Mgmt     | For     | W  |
| Costco Wholesale Corporation | COST  | 22160K105 | 1/29/2016  | 1.2 | Elect W. Craig Jelinek  | Mgmt     | For     | W  |
| Costco Wholesale Corporation | COST  | 22160K105 | 1/29/2016  | 1.3 | Elect John W. Stanton   | Mgmt     | For     | FC |
| Costco Wholesale Corporation | COST  | 22160K105 | 1/29/2016  | 1.4 | Elect Maggie Wilderotter  | Mgmt     | For     | FC |
| Costco Wholesale Corporation | COST  | 22160K105 | 1/29/2016  | 2   | Ratification of Auditor   | Mgmt     | For     | FC |
| Costco Wholesale Corporation | COST  | 22160K105 | 1/29/2016  | 3   | Advisory Vote on Executive Compensation   | Mgmt     | For     | FC |
| Costco Wholesale Corporation | COST  | 22160K105 | 1/29/2016  | 4   | Shareholder Proposal Regarding Proxy Access                                     | ShrHoldr | Against | FC |
| CVS Health Corporation       | CVS   | 126650100 | 5/19/2016  | 1   | Elect Richard M. Bracken  | Mgmt     | For     | FC |
| CVS Health Corporation       | CVS   | 126650100 | 5/19/2016  | 2   | Elect C. David Brown II   | Mgmt     | For     | FC |
| CVS Health                   | CVS   | 126650100 | 5/19/2016  | 3   | Elect Alecia A.   | Mgmt     | For     | FC |

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

|                        |     |           |           |    |   |          |         |         |
|------------------------|-----|-----------|-----------|----|---|----------|---------|---------|
| Corporation            |     |           |           |    | DeCoudreaux   |          |         |         |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 4  | Elect Nancy-Ann M. DeParle  | Mgmt     | For     | For     |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 5  | Elect David W. Dorman   | Mgmt     | For     | For     |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 6  | Elect Anne M. Finucane  | Mgmt     | For     | For     |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 7  | Elect Larry J. Merlo  | Mgmt     | For     | For     |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 8  | Elect Jean-Pierre Millon  | Mgmt     | For     | For     |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 9  | Elect Richard J. Swift  | Mgmt     | For     | For     |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 10 | Elect William C. Weldon   | Mgmt     | For     | For     |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 11 | Elect Tony L. White   | Mgmt     | For     | For     |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 12 | Ratification of Auditor   | Mgmt     | For     | For     |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 13 | Advisory Vote on Executive Compensation                                     | Mgmt     | For     | Against |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 14 | Shareholder Proposal Regarding Incorporating Values in Political Spending   | ShrHoldr | Against | Against |
| CVS Health Corporation | CVS | 126650100 | 5/19/2016 | 15 | Shareholder Proposal Regarding Report on Ratio Between CEO and Employee Pay | ShrHoldr | Against | Against |
| D.R. Horton, Inc.      | DHI | 23331A109 | 1/21/2016 | 1  | Elect Donald R. Horton  | Mgmt     | For     | For     |
| D.R. Horton, Inc.      | DHI | 23331A109 | 1/21/2016 | 2  | Elect Barbara K. Allen  | Mgmt     | For     | For     |
| D.R. Horton, Inc.      | DHI | 23331A109 | 1/21/2016 | 3  | Elect Bradley S. Anderson   | Mgmt     | For     | For     |
| D.R. Horton, Inc.      | DHI | 23331A109 | 1/21/2016 | 4  | Elect Michael R. Buchanan   | Mgmt     | For     | For     |
| D.R. Horton, Inc.      | DHI | 23331A109 | 1/21/2016 | 5  | Elect Michael W. Hewatt   | Mgmt     | For     | For     |
| D.R. Horton, Inc.      | DHI | 23331A109 | 1/21/2016 | 6  | Advisory Vote on Executive Compensation                                     | Mgmt     | For     | For     |
| D.R. Horton, Inc.      | DHI | 23331A109 | 1/21/2016 | 7  | Ratification of Auditor   | Mgmt     | For     | For     |
| Danaher Corporation    | DHR | 235851102 | 5/10/2016 | 1  | Elect Donald J. Ehrlich   | Mgmt     | For     | For     |
| Danaher Corporation    | DHR | 235851102 | 5/10/2016 | 2  | Elect Linda P. Hefner Filler  | Mgmt     | For     | For     |

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

|                       |      |           |           |    |  |          |         |     |
|-----------------------|------|-----------|-----------|----|--|----------|---------|-----|
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 3  | Elect Thomas P. Joyce, Jr.   | Mgmt     | For     | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 4  | Elect Teri List-Stoll  | Mgmt     | For     | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 5  | Elect Walter G. Lohr, Jr.  | Mgmt     | For     | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 6  | Elect Mitchell P. Rales  | Mgmt     | For     | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 7  | Elect Steven M. Rales  | Mgmt     | For     | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 8  | Elect John T. Schwieters   | Mgmt     | For     | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 9  | Elect Alan G. Spoon  | Mgmt     | For     | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 10 | Elect Elias A. Zerhouni  | Mgmt     | For     | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 11 | Ratification of Auditor  | Mgmt     | For     | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 12 | Advisory Vote on Executive Compensation  | Mgmt     | For     | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 13 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | For |
| Danaher Corporation   | DHR  | 235851102 | 5/10/2016 | 14 | Shareholder Proposal Regarding Right to Call a Special Meeting                 | ShrHoldr | Against | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 1  | Elect Joseph S. Cantie   | Mgmt     | For     | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 2  | Elect Kevin P. Clark   | Mgmt     | For     | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 3  | Elect Gary L. Cowger   | Mgmt     | For     | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 4  | Elect Nicholas M. Donofrio   | Mgmt     | For     | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 5  | Elect Mark P. Frissora   | Mgmt     | For     | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 6  | Elect Rajiv L. Gupta   | Mgmt     | For     | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 7  | Elect J. Randall MacDonald   | Mgmt     | For     | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 8  | Elect Sean O. Mahoney  | Mgmt     | For     | For |



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

|                       |      |           |           |    |   |      |     |     |
|-----------------------|------|-----------|-----------|----|---|------|-----|-----|
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 9  | Elect Timothy M. Manganello             | Mgmt | For | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 10 | Elect Bethany J. Mayer                  | Mgmt | For | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 11 | Elect Thomas W. Sidlik                  | Mgmt | For | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 12 | Elect Bernd Wiedemann                   | Mgmt | For | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 13 | Elect Lawrence A. Zimmerman             | Mgmt | For | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 14 | Ratification of Auditor                 | Mgmt | For | For |
| Delphi Automotive PLC | DLPH | G27823106 | 4/28/2016 | 15 | Advisory Vote on Executive Compensation | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 1  | Elect Richard H. Anderson               | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 2  | Elect Edward H. Bastian                 | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 3  | Elect Francis S. Blake                  | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 4  | Elect Daniel A. Carp                    | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 5  | Elect David G. DeWalt                   | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 6  | Elect Thomas E. Donilon                 | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 7  | Elect William H. Easter III             | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 8  | Elect Mickey P. Foret                   | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 9  | Elect Shirley C. Franklin               | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 10 | Elect George N. Mattson                 | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 11 | Elect Douglas R Ralph                   | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 12 | Elect Sergio A. L. Rial                 | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 13 | Elect Kathy N. Waller                   | Mgmt | For | For |
| Delta Air Lines, Inc. | DAL  | 247361702 | 6/10/2016 | 14 | Elect Kenneth B. Woodrow                | Mgmt | For | For |
|                       | DAL  | 247361702 | 6/10/2016 | 15 |   | Mgmt | For | For |

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

|                             |     |           |           |    |  |          |         |    |
|-----------------------------|-----|-----------|-----------|----|--|----------|---------|----|
| Delta Air Lines, Inc.       |     |           |           |    | Advisory Vote on Executive Compensation  |          |         |    |
| Delta Air Lines, Inc.       | DAL | 247361702 | 6/10/2016 | 16 | Amendment to the 2007 Performance Compensation Plan                            | Mgmt     | For     | FO |
| Delta Air Lines, Inc.       | DAL | 247361702 | 6/10/2016 | 17 | Ratification of Auditor  | Mgmt     | For     | FO |
| Delta Air Lines, Inc.       | DAL | 247361702 | 6/10/2016 | 18 | Shareholder Proposal Regarding Retention of Shares Until Normal Retirement Age | ShrHoldr | Against | AA |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 1  | Elect Jeffrey S. Aronin  | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 2  | Elect Mary K. Bush   | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 3  | Elect Gregory C. Case  | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 4  | Elect Candace H. Duncan  | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 5  | Elect Joseph F. Eazor  | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 6  | Elect Cynthia A. Glassman  | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 7  | Elect Richard H. Lenny   | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 8  | Elect Thomas G. Maheras  | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 9  | Elect Michael H. Moskow  | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 10 | Elect David W. Nelms   | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 11 | Elect Mark A. Thierer  | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 12 | Elect Lawrence A. Weinbach   | Mgmt     | For     | AA |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 13 | Advisory Vote on Executive Compensation  | Mgmt     | For     | FO |
| Discover Financial Services | DFS | 254709108 | 5/12/2016 | 14 | Ratification of Auditor  | Mgmt     | For     | FO |
| Dollar General Corporation  | DG  | 256677105 | 5/25/2016 | 1  | Elect Warren F. Bryant   | Mgmt     | For     | FO |
| Dollar General Corporation  | DG  | 256677105 | 5/25/2016 | 2  | Elect Michael M. Calbert   | Mgmt     | For     | FO |

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

|                            |    |           |           |    |  |          |         |   |
|----------------------------|----|-----------|-----------|----|--|----------|---------|---|
| Dollar General Corporation | DG | 256677105 | 5/25/2016 | 3  | Elect Sandra B. Cochran                        | Mgmt     | For     | A |
| Dollar General Corporation | DG | 256677105 | 5/25/2016 | 4  | Elect Patricia Fili-Krushel                    | Mgmt     | For     | F |
| Dollar General Corporation | DG | 256677105 | 5/25/2016 | 5  | Elect Paula A. Price                           | Mgmt     | For     | F |
| Dollar General Corporation | DG | 256677105 | 5/25/2016 | 6  | Elect William C. Rhodes III                    | Mgmt     | For     | F |
| Dollar General Corporation | DG | 256677105 | 5/25/2016 | 7  | Elect David B. Rickard                         | Mgmt     | For     | F |
| Dollar General Corporation | DG | 256677105 | 5/25/2016 | 8  | Elect Todd J. Vasos                            | Mgmt     | For     | F |
| Dollar General Corporation | DG | 256677105 | 5/25/2016 | 9  | Ratification of Auditor                        | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 1  | Elect William P. Barr                          | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 2  | Elect Helen E. Dragas                          | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 3  | Elect James O. Ellis, Jr.                      | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 4  | Elect Thomas F. Farrell II                     | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 5  | Elect John W. Harris                           | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 6  | Elect Mark J. Kington                          | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 7  | Elect Pamela L. Royal                          | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 8  | Elect Robert H. Spilman, Jr.                   | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 9  | Elect Michael E. Szymanczyk                    | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 10 | Elect David A. Wollard                         | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 11 | Ratification of Auditor                        | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 12 | Advisory Vote on Executive Compensation        | Mgmt     | For     | F |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 13 | Shareholder Proposal Regarding Lobbying Report | ShrHoldr | Against | A |
| Dominion Resources, Inc.   | D  | 25746U109 | 5/11/2016 | 14 | Shareholder Proposal Regarding Financial       | ShrHoldr | Against | A |

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

Analysis of North Ana 3  
Construction

|                          |     |           |           |    |  |          |         |    |
|--------------------------|-----|-----------|-----------|----|--|----------|---------|----|
| Dominion Resources, Inc. | D   | 25746U109 | 5/11/2016 | 15 | Shareholder Proposal Regarding Right to Act by Written Consent   | ShrHoldr | Against | FO |
| Dominion Resources, Inc. | D   | 25746U109 | 5/11/2016 | 16 | Shareholder Proposal Regarding Climate Change Expertise on Board                                       | ShrHoldr | Against | AO |
| Dominion Resources, Inc. | D   | 25746U109 | 5/11/2016 | 17 | Shareholder Proposal Regarding Financial Risks of Climate Change                                       | ShrHoldr | Against | AO |
| Dominion Resources, Inc. | D   | 25746U109 | 5/11/2016 | 18 | Shareholder Proposal Regarding Reporting on Company Climate Change Policies and Technological Advances | ShrHoldr | Against | AO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 1  | Elect Ajay Banga   | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 2  | Elect Jacqueline K. Barton   | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 3  | Elect James A. Bell  | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 4  | Elect Richard K. Davis   | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 5  | Elect Jeff M. Fettig   | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 6  | Elect Andrew N. Liveris  | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 7  | Elect Mark Loughridge  | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 8  | Elect Raymond J. Milchovich  | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 9  | Elect Robert S. Miller   | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 10 | Elect Paul Polman  | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 11 | Elect Dennis H. Reilley  | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 12 | Elect James M. Ringler   | Mgmt     | For     | FO |
| Dow Chemical Company     | DOW | 260543103 | 5/12/2016 | 13 | Elect Ruth G. Shaw   | Mgmt     | For     | FO |
|                          | DOW | 260543103 | 5/12/2016 | 14 | Ratification of Auditor  | Mgmt     | For     | FO |

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

|  |     |           |           |     |   |          |         |  |  |  |
|--|-----|-----------|-----------|-----|---|----------|---------|--|--|--|
| Dow Chemical Company                         |     |           |           |     |   |          |         |  |  |  |
| Dow Chemical Company                         | DOW | 260543103 | 5/12/2016 | 15  | Advisory Vote on Executive Compensation     | Mgmt     | For     |  |  |  |
| Dow Chemical Company                         | DOW | 260543103 | 5/12/2016 | 16  | Shareholder Proposal Regarding Proxy Access | ShrHoldr | Against |  |  |  |
| Duff & Phelps Global Utility Income Fund Inc | DPG | 26433C105 | 3/15/2016 | 1.1 | Elect Phillip R. McLoughlin                 | Mgmt     | For     |  |  |  |
| Duff & Phelps Global Utility Income Fund Inc | DPG | 26433C105 | 3/15/2016 | 1.2 | Elect Nathan I. Partain                     | Mgmt     | For     |  |  |  |
| DWS Funds                                    | CEE | 153436100 | 6/30/2016 | 1.1 | Elect Dr. Wilhelm Bender                    | Mgmt     | For     |  |  |  |
| DWS Funds                                    | CEE | 153436100 | 6/30/2016 | 1.2 | Elect Detlef Beirbaum                       | Mgmt     | For     |  |  |  |
| DWS Funds                                    | CEE | 153436100 | 6/30/2016 | 1.3 | Elect Richard Karl Goeltz                   | Mgmt     | For     |  |  |  |
| DWS Funds                                    | CEE | 153436100 | 6/30/2016 | 2   | Ratification of Auditor                     | Mgmt     | For     |  |  |  |
| E. I. du Pont de Nemours and Company         | DD  | 263534109 | 4/27/2016 | 1   | Elect Lamberto Andreotti                    | Mgmt     | For     |  |  |  |
| E. I. du Pont de Nemours and Company         | DD  | 263534109 | 4/27/2016 | 2   | Elect Edward D. Breen                       | Mgmt     | For     |  |  |  |
| E. I. du Pont de Nemours and Company         | DD  | 263534109 | 4/27/2016 | 3   | Elect Robert A. Brown                       | Mgmt     | For     |  |  |  |
| E. I. du Pont de Nemours and Company         | DD  | 263534109 | 4/27/2016 | 4   | Elect Alexander M. Cutler                   | Mgmt     | For     |  |  |  |
| E. I. du Pont de Nemours and Company         | DD  | 263534109 | 4/27/2016 | 5   | Elect Eleuthere I. du Pont                  | Mgmt     | For     |  |  |  |
| E. I. du Pont de Nemours and                 | DD  | 263534109 | 4/27/2016 | 6   | Elect James L. Gallogly                     | Mgmt     | For     |  |  |  |

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

## Company

|                                      |      |           |           |    |   |          |         |         |
|--------------------------------------|------|-----------|-----------|----|---|----------|---------|---------|
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 7  | Elect Marillyn A. Hewson  | Mgmt     | For     | For     |
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 8  | Elect Lois D. Juliber   | Mgmt     | For     | For     |
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 9  | Elect Ulf M. Schneider  | Mgmt     | For     | For     |
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 10 | Elect Lee M. Thomas   | Mgmt     | For     | For     |
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 11 | Elect Patrick J. Ward   | Mgmt     | For     | For     |
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 12 | Amendment to the Equity and Incentive Plan                      | Mgmt     | For     | For     |
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 13 | Ratification of Auditor   | Mgmt     | For     | For     |
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 14 | Advisory Vote on Executive Compensation                         | Mgmt     | For     | Against |
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 15 | Shareholder Proposal Regarding Employee Board Advisory Position | ShrHoldr | Against | Against |
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 16 | Shareholder Proposal Regarding Sustainable Forestry Report      | ShrHoldr | Against | Against |
| E. I. du Pont de Nemours and Company | DD   | 263534109 | 4/27/2016 | 17 | Shareholder Proposal Regarding Accident Risk Reduction Report   | ShrHoldr | Against | Against |
| EBay Inc.                            | EBAY | 278642103 | 4/27/2016 | 1  | Elect Fred D. Anderson Jr.                                      | Mgmt     | For     | For     |
| EBay Inc.                            | EBAY | 278642103 | 4/27/2016 | 2  | Elect Edward W. Barnholt  | Mgmt     | For     | For     |
| EBay Inc.                            | EBAY | 278642103 | 4/27/2016 | 3  | Elect Anthony J. Bates  | Mgmt     | For     | For     |
| EBay Inc.                            | EBAY | 278642103 | 4/27/2016 | 4  | Elect Bonnie S. Hammer  | Mgmt     | For     | For     |
| EBay Inc.                            | EBAY | 278642103 | 4/27/2016 | 5  | Elect Kathleen C. Mitic   | Mgmt     | For     | For     |
| EBay Inc.                            | EBAY | 278642103 | 4/27/2016 | 6  | Elect Pierre M. Omidyar   | Mgmt     | For     | For     |
| EBay Inc.                            | EBAY | 278642103 | 4/27/2016 | 7  | Elect Paul S. Pressler  | Mgmt     | For     | For     |
| EBay Inc.                            | EBAY | 278642103 | 4/27/2016 | 8  | Elect Robert H. Swan  | Mgmt     | For     | For     |

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

|             |      |           |           |    |   |          |         |         |
|-------------|------|-----------|-----------|----|---|----------|---------|---------|
| EBay Inc.   | EBAY | 278642103 | 4/27/2016 | 9  | Elect Thomas J. Tierney   | Mgmt     | For     | For     |
| EBay Inc.   | EBAY | 278642103 | 4/27/2016 | 10 | Elect Perry M. Traquina   | Mgmt     | For     | For     |
| EBay Inc.   | EBAY | 278642103 | 4/27/2016 | 11 | Elect Devin N. Wenig  | Mgmt     | For     | For     |
| EBay Inc.   | EBAY | 278642103 | 4/27/2016 | 12 | Advisory Vote on Executive Compensation   | Mgmt     | For     | For     |
| EBay Inc.   | EBAY | 278642103 | 4/27/2016 | 13 | Amendment to the 2008 Equity Incentive Award Plan                                       | Mgmt     | For     | Against |
| EBay Inc.   | EBAY | 278642103 | 4/27/2016 | 14 | Ratification of Auditor   | Mgmt     | For     | For     |
| EBay Inc.   | EBAY | 278642103 | 4/27/2016 | 15 | Shareholder Proposal Regarding Gender Pay Equity Report                                 | ShrHoldr | Against | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 1  | Elect Douglas M. Baker, Jr.   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 2  | Elect Barbara J. Beck   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 3  | Elect Leslie S. Biller  | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 4  | Elect Carl M. Casale  | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 5  | Elect Stephen I. Chazen   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 6  | Elect Jeffrey M. Ettinger   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 7  | Elect Jerry A. Grundhofer   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 8  | Elect Arthur J. Higgins   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 9  | Elect Michael Larson  | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 10 | Elect Jerry W. Levin  | Mgmt     | For     | Against |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 11 | Elect David W. MacLennan  | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 12 | Elect Tracy B. McKibben   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 13 | Elect Victoria J. Reich   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 14 | Elect Suzanne M. Vautrinot  | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 15 | Elect John J. Zillmer   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 16 | Ratification of Auditor   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 17 | Amendment to the 2001 Non-Employee Director Stock Option and Deferred Compensation Plan | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 18 | Advisory Vote on Executive Compensation   | Mgmt     | For     | For     |
| Ecolab Inc. | ECL  | 278865100 | 5/5/2016  | 19 | Shareholder Proposal Regarding Proxy Access   | ShrHoldr | Against | Against |
|             | EIX  | 281020107 | 4/28/2016 | 1  | Elect Jagjeet S. Bindra   | Mgmt     | For     | For     |

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

|                                      |     |           |           |     |  |          |         |  |  |  |
|--------------------------------------|-----|-----------|-----------|-----|--|----------|---------|--|--|--|
| Edison International                 |     |           |           |     |  |          |         |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 2   | Elect Vanessa C.L. Chang                         | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 3   | Elect Theodore F. Craver, Jr.                    | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 4   | Elect James T. Morris                            | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 5   | Elect Richard T. Schlosberg, III                 | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 6   | Elect Linda G. Stuntz                            | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 7   | Elect William P. Sullivan                        | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 8   | Elect Ellen O. Tauscher                          | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 9   | Elect Peter J. Taylor                            | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 10  | Elect Brett White                                | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 11  | Ratification of Auditor                          | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 12  | Advisory Vote on Executive Compensation          | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 13  | Amendment to the 2007 Performance Incentive Plan | Mgmt     | For     |  |  |  |
| Edison International                 | EIX | 281020107 | 4/28/2016 | 14  | Shareholder Proposal Regarding Proxy Access      | ShrHoldr | Against |  |  |  |
| Ellsworth Growth and Income Fund Ltd | ECF | 289074106 | 5/9/2016  | 1.1 | Elect James A. Dinsmore                          | Mgmt     | For     |  |  |  |
| Ellsworth Growth and Income Fund Ltd | ECF | 289074106 | 5/9/2016  | 1.2 | Elect Elizabeth C. Bogan                         | Mgmt     | For     |  |  |  |
| Ellsworth Growth and Income Fund Ltd | ECF | 289074106 | 5/9/2016  | 1.3 | Elect Anthonie C. van Ekris                      | Mgmt     | For     |  |  |  |
| EOG Resources, Inc.                  | EOG | 26875P101 | 4/26/2016 | 1   | Elect Janet F. Clark                             | Mgmt     | For     |  |  |  |
| EOG Resources, Inc.                  | EOG | 26875P101 | 4/26/2016 | 2   | Elect Charles R. Crisp                           | Mgmt     | For     |  |  |  |
| EOG Resources, Inc.                  | EOG | 26875P101 | 4/26/2016 | 3   | Elect James C. Day                               | Mgmt     | For     |  |  |  |



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

|                                 |      |           |           |    |   |      |     |    |
|---------------------------------|------|-----------|-----------|----|---|------|-----|----|
| EOG Resources, Inc.             | EOG  | 26875P101 | 4/26/2016 | 4  | Elect H. Leighton Steward                     | Mgmt | For | FO |
| EOG Resources, Inc.             | EOG  | 26875P101 | 4/26/2016 | 5  | Elect Donald F. Textor                        | Mgmt | For | FO |
| EOG Resources, Inc.             | EOG  | 26875P101 | 4/26/2016 | 6  | Elect William R. Thomas                       | Mgmt | For | FO |
| EOG Resources, Inc.             | EOG  | 26875P101 | 4/26/2016 | 7  | Elect Frank G. Wisner                         | Mgmt | For | FO |
| EOG Resources, Inc.             | EOG  | 26875P101 | 4/26/2016 | 8  | Ratification of Auditor                       | Mgmt | For | FO |
| EOG Resources, Inc.             | EOG  | 26875P101 | 4/26/2016 | 9  | Advisory Vote on Executive Compensation       | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 1  | Elect Maura C. Breen                          | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 2  | Elect William J. DeLaney                      | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 3  | Elect Elder Granger                           | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 4  | Elect Nicholas J. LaHowchic                   | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 5  | Elect Thomas P. Mac Mahon                     | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 6  | Elect Frank Mergenthaler                      | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 7  | Elect Woodrow A. Myers, Jr.                   | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 8  | Elect Roderick A. Palmore                     | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 9  | Elect George Paz                              | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 10 | Elect William L. Roper                        | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 11 | Elect Seymour Sternberg                       | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 12 | Elect Timothy Wentworth                       | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 13 | Ratification of Auditor                       | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 14 | Advisory Vote on Executive Compensation       | Mgmt | For | FO |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 15 | Approval of the 2016 Long-Term Incentive Plan | Mgmt | For | FO |

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

|                                 |      |           |           |      |  |          |         |   |
|---------------------------------|------|-----------|-----------|------|--|----------|---------|---|
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 16   | Shareholder Proposal Regarding Independent Board Chairman                      | ShrHoldr | Against | F |
| Express Scripts Holding Company | ESRX | 30219G108 | 5/4/2016  | 17   | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | A |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.1  | Elect Michael J. Boskin  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.2  | Elect Peter Brabeck-Letmathe   | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.3  | Elect Angela F. Braly  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.4  | Elect Ursula M. Burns  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.5  | Elect Larry R. Faulkner  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.6  | Elect Jay S. Fishman   | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.7  | Elect Henrietta H. Fore  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.8  | Elect Kenneth C. Frazier   | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.9  | Elect Douglas R. Oberhelman  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.10 | Elect Samuel J. Palmisano  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.11 | Elect Steven S Reinemund   | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.12 | Elect Rex W. Tillerson   | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.13 | Elect William C. Weldon  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 1.14 | Elect Darren W. Woods  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 2    | Ratification of Auditor  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 3    | Advisory Vote on Executive Compensation  | Mgmt     | For     | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 4    | Shareholder Proposal Regarding Independent Board Chairman                      | ShrHoldr | Against | F |
| Exxon Mobil Corporation         | XOM  | 30231G102 | 5/25/2016 | 5    | Shareholder Proposal Regarding Climate   | ShrHoldr | Against | A |

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

|                         |     |           |           |     |   |                           |         |  |    |
|-------------------------|-----|-----------|-----------|-----|---|---------------------------|---------|--|----|
|                         |     |           |           |     |   | Change Expertise on Board |         |  |    |
| Exxon Mobil Corporation | XOM | 30231G102 | 5/25/2016 | 6   | Shareholder Proposal Regarding Sale of Company                      | ShrHoldr                  | Against |  | A  |
| Exxon Mobil Corporation | XOM | 30231G102 | 5/25/2016 | 7   | Shareholder Proposal Regarding Proxy Access                         | ShrHoldr                  | Against |  | Fo |
| Exxon Mobil Corporation | XOM | 30231G102 | 5/25/2016 | 8   | Shareholder Proposal Regarding Gender Pay Equity Report             | ShrHoldr                  | Against |  | A  |
| Exxon Mobil Corporation | XOM | 30231G102 | 5/25/2016 | 9   | Shareholder Proposal Regarding Lobbying Report                      | ShrHoldr                  | Against |  | A  |
| Exxon Mobil Corporation | XOM | 30231G102 | 5/25/2016 | 10  | Shareholder Proposal Regarding Dividend Policy                      | ShrHoldr                  | Against |  | A  |
| Exxon Mobil Corporation | XOM | 30231G102 | 5/25/2016 | 11  | Shareholder Proposal Regarding Climate Change Policy and Commitment | ShrHoldr                  | Against |  | A  |
| Exxon Mobil Corporation | XOM | 30231G102 | 5/25/2016 | 12  | Shareholder Proposal Regarding Climate Change Policy Risk           | ShrHoldr                  | Against |  | Fo |
| Exxon Mobil Corporation | XOM | 30231G102 | 5/25/2016 | 13  | Shareholder Proposal Regarding Report on Reserve Replacements       | ShrHoldr                  | Against |  | A  |
| Exxon Mobil Corporation | XOM | 30231G102 | 5/25/2016 | 14  | Shareholder Proposal Regarding Hydraulic Fracturing                 | ShrHoldr                  | Against |  | A  |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 1.1 | Elect Marc L. Andreessen  | Mgmt                      | For     |  | W  |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 1.2 | Elect Erskine B. Bowles   | Mgmt                      | For     |  | Fo |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 1.3 | Elect Susan D. Desmond-Hellmann                                     | Mgmt                      | For     |  | Fo |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 1.4 | Elect Reed Hastings   | Mgmt                      | For     |  | Fo |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 1.5 | Elect Jan Koum  | Mgmt                      | For     |  | Fo |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 1.6 | Elect Sheryl K. Sandberg  | Mgmt                      | For     |  | Fo |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 1.7 | Elect Peter A. Thiel  | Mgmt                      | For     |  | Fo |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 1.8 | Elect Mark Zuckerberg   | Mgmt                      | For     |  | Fo |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 2   | Ratification of Auditor   | Mgmt                      | For     |  | Fo |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 3   | Advisory Vote on Executive Compensation                             | Mgmt                      | For     |  | Fo |
| Facebook, Inc.          | FB  | 30303M102 | 6/20/2016 | 4   | Ratification of 2013 Grants to Non-Employee                         | Mgmt                      | For     |  | Fo |

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

Directors

|                   |     |           |           |    |   |          |         |    |
|-------------------|-----|-----------|-----------|----|---|----------|---------|----|
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 5  | Ratification of 2014 and 2015 Grants to Non-Employee Directors                    | Mgmt     | For     | Fe |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 6  | Annual Compensation Program for Non-Employee Directors                            | Mgmt     | For     | Fe |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 7  | Approve Establishment of Class C Stock and Associated Rights                      | Mgmt     | For     | A  |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 8  | Increase the Number of Class A Stock from 5,000,000,000 to 20,000,000,000         | Mgmt     | For     | A  |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 9  | Provide Equal Treatment of Stock Classes in Transactions and Dividends            | Mgmt     | For     | Fe |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 10 | Provide for Conversion Events of Class B Stock                                    | Mgmt     | For     | Fe |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 11 | Amendment to the 2012 Equity Incentive Plan                                       | Mgmt     | For     | A  |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 12 | Shareholder Proposal Regarding Recapitalization                                   | ShrHoldr | Against | Fe |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 13 | Shareholder Proposal Regarding Sustainability Report                              | ShrHoldr | Against | Fe |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 14 | Shareholder Proposal Regarding Lobbying Report                                    | ShrHoldr | Against | Fe |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 15 | Shareholder Proposal Regarding Formation of International Public Policy Committee | ShrHoldr | Against | A  |
| Facebook, Inc.    | FB  | 30303M102 | 6/20/2016 | 16 | Shareholder Proposal Regarding Gender Pay Equity Report                           | ShrHoldr | Against | A  |
| FedEx Corporation | FDX | 31428X106 | 9/28/2015 | 1  | Elect James L. Barksdale  | Mgmt     | For     | Fe |
| FedEx Corporation | FDX | 31428X106 | 9/28/2015 | 2  | Elect John A. Edwardson   | Mgmt     | For     | Fe |
| FedEx Corporation | FDX | 31428X106 | 9/28/2015 | 3  | Elect Marvin Ellison  | Mgmt     | For     | A  |
|                   | FDX | 31428X106 | 9/28/2015 | 4  | Elect Kimberly A. Jabal   | Mgmt     | For     | Fe |

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

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

FedEx Corporation

|     |           |           |    |  |          |         |  |
|-----|-----------|-----------|----|--|----------|---------|--|
| FDX | 31428X106 | 9/28/2015 | 5  | Elect Shirley Ann Jackson  | Mgmt     | For     |  |
| FDX | 31428X106 | 9/28/2015 | 6  | Elect Gary W. Loveman  | Mgmt     | For     |  |
| FDX | 31428X106 | 9/28/2015 | 7  | Elect R. Brad Martin   | Mgmt     | For     |  |
| FDX | 31428X106 | 9/28/2015 | 8  | Elect Joshua C. Ramo   | Mgmt     | For     |  |
| FDX | 31428X106 | 9/28/2015 | 9  | Elect Susan C. Schwab  | Mgmt     | For     |  |
| FDX | 31428X106 | 9/28/2015 | 10 | Elect Frederick W. Smith   | Mgmt     | For     |  |
| FDX | 31428X106 | 9/28/2015 | 11 | Elect David P. Steiner   | Mgmt     | For     |  |
| FDX | 31428X106 | 9/28/2015 | 12 | Elect Paul S. Walsh  | Mgmt     | For     |  |
| FDX | 31428X106 | 9/28/2015 | 13 | Advisory Vote on Executive Compensation  | Mgmt     | For     |  |
| FDX | 31428X106 | 9/28/2015 | 14 | Ratification of Auditor  | Mgmt     | For     |  |
| FDX | 31428X106 | 9/28/2015 | 15 | Shareholder Proposal Regarding Independent Board Chairman                      | ShrHoldr | Against |  |
| FDX | 31428X106 | 9/28/2015 | 16 | Shareholder Proposal Regarding Tax Payments on Restricted Stock Awards         | ShrHoldr | Against |  |
| FDX | 31428X106 | 9/28/2015 | 17 | Shareholder Proposal Regarding Recoupment of Unearned Bonuses                  | ShrHoldr | Against |  |
| FDX | 31428X106 | 9/28/2015 | 18 | Shareholder Proposal Regarding Proxy Access                                    | ShrHoldr | Against |  |
| FDX | 31428X106 | 9/28/2015 | 19 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against |  |
| FDX | 31428X106 | 9/28/2015 | 20 | Shareholder Proposal Regarding Lobbying Report                                 | ShrHoldr | Against |  |
| FDX | 31428X106 | 9/28/2015 | 21 | Shareholder Proposal Regarding Report of Values in Political                   | ShrHoldr | Against |  |

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

Spending

|  |      |           |           |      |   |          |         |  |
|--|------|-----------|-----------|------|---|----------|---------|--|
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.1  | Elect Alison Davis                          | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.2  | Elect Christopher M. Flink                  | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.3  | Elect Daniel P. Kearney                     | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.4  | Elect Dennis F. Lynch                       | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.5  | Elect Denis J. O'Leary                      | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.6  | Elect Glenn M. Renwick                      | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.7  | Elect Kim M. Robak                          | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.8  | Elect J.D. Sherman                          | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.9  | Elect Doyle R. Simons                       | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.10 | Elect Thomas C. Wertheimer                  | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 1.11 | Elect Jeffery W. Yabuki                     | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 2    | Advisory Vote on Executive Compensation     | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 3    | Ratification of Auditor                     | Mgmt     | For     |  |
| Fiserv, Inc.                                 | FISV | 337738108 | 5/18/2016 | 4    | Shareholder Proposal Regarding Proxy Access | ShrHoldr | Against |  |
| Gabelli Global Small and Mid Cap Value Trust | GGZ  | 36249W104 | 5/9/2016  | 1.1  | Elect Kevin V. Dreyer                       | Mgmt     | For     |  |
| Gabelli Global Small and Mid Cap Value Trust | GGZ  | 36249W104 | 5/9/2016  | 1.2  | Elect Kuni Nakamura                         | Mgmt     | For     |  |
| Gabelli Global Small and Mid Cap Value Trust | GGZ  | 36249W104 | 5/9/2016  | 1.3  | Elect Salvatore J. Zizza                    | Mgmt     | For     |  |
| Gabelli Global Utility & Income Trust.       | GLU  | 36242L105 | 5/9/2016  | 1.1  | Elect Vincent D. Enright                    | Mgmt     | For     |  |
| Gabelli Global Utility & Income Trust.       | GLU  | 36242L105 | 5/9/2016  | 1.2  | Elect Michael J. Melarkey                   | Mgmt     | For     |  |
| Gabelli Healthcare & WellnessRx Trust        | GRX  | 36246K103 | 5/9/2016  | 1.1  | Elect Jeffrey J. Jonas                      | Mgmt     | For     |  |
| Gabelli Healthcare & WellnessRx Trust        | GRX  | 36246K103 | 5/9/2016  | 1.2  | Elect Kuni Nakamura                         | Mgmt     | For     |  |
| GAMCO Natural Resources, Gold & Income Trust | GNT  | 36465E101 | 5/9/2016  | 1.1  | Elect James P. Conn                         | Mgmt     | For     |  |

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

|  |     |           |           |     |                           |      |     |
|--|-----|-----------|-----------|-----|---------------------------|------|-----|
| GAMCO Natural Resources, Gold & Income Trust | GNT | 36465E101 | 5/9/2016  | 1.2 | Elect Vincent D. Enright  | Mgmt | For |
| GAMCO Natural Resources, Gold & Income Trust | GNT | 36465E101 | 5/9/2016  | 1.3 | Elect Kuni Nakamura       | Mgmt | For |
| GDL Fund                                     | GDL | 361570104 | 5/9/2016  | 1.1 | Elect Edward T. Tokar     | Mgmt | For |
| GDL Fund                                     | GDL | 361570104 | 5/9/2016  | 1.2 | Elect Salvatore J. Zizza  | Mgmt | For |
| General American Investors Company, Inc.     | GAM | 368802104 | 4/13/2016 | 1.1 | Elect Rodney B. Berens    | Mgmt | For |
| General American Investors Company, Inc.     | GAM | 368802104 | 4/13/2016 | 1.2 | Elect Lewis B. Cullman    | Mgmt | For |
| General American Investors Company, Inc.     | GAM | 368802104 | 4/13/2016 | 1.3 | Elect Spencer Davidson    | Mgmt | For |
| General American Investors Company, Inc.     | GAM | 368802104 | 4/13/2016 | 1.4 | Elect John D. Gordan, III | Mgmt | For |
| General American Investors Company, Inc.     | GAM | 368802104 | 4/13/2016 | 1.5 | Elect Betsy F. Gotbaum    | Mgmt | For |
| General American Investors Company, Inc.     | GAM | 368802104 | 4/13/2016 | 1.6 | Elect Sidney R. Knafel    | Mgmt | For |
| General American Investors Company, Inc.     | GAM | 368802104 | 4/13/2016 | 1.7 | Elect Daniel M. Neidich   | Mgmt | For |
| General American Investors Company, Inc.     | GAM | 368802104 | 4/13/2016 | 1.8 | Elect Jeffrey W. Priest   | Mgmt | For |
|  | GAM | 368802104 | 4/13/2016 | 1.9 | Elect Henry R. Schirmer   | Mgmt | For |





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

|                          |    |           |           |    |   |          |         |         |
|--------------------------|----|-----------|-----------|----|---|----------|---------|---------|
| General Electric Company | GE | 369604103 | 4/27/2016 | 3  | Elect John J. Brennan                                     | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 4  | Elect Francisco D'Souza                                   | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 5  | Elect Marijn E. Dekkers                                   | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 6  | Elect Peter B. Henry                                      | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 7  | Elect Susan Hockfield                                     | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 8  | Elect Jeffrey R. Immelt                                   | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 9  | Elect Andrea Jung   | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 10 | Elect Robert W. Lane                                      | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 11 | Elect Rochelle B. Lazarus                                 | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 12 | Elect Lowell C. McAdam                                    | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 13 | Elect James J. Mulva                                      | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 14 | Elect James E. Rohr                                       | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 15 | Elect Mary L. Schapiro                                    | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 16 | Elect James S. Tisch                                      | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 17 | Advisory Vote on Executive Compensation                   | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 18 | Ratification of Auditor                                   | Mgmt     | For     | For     |
| General Electric Company | GE | 369604103 | 4/27/2016 | 19 | Shareholder Proposal Regarding Lobbying Report            | ShrHoldr | Against | Against |
| General Electric Company | GE | 369604103 | 4/27/2016 | 20 | Shareholder Proposal Regarding Independent Board Chairman | ShrHoldr | Against | Against |
| General Electric Company | GE | 369604103 | 4/27/2016 | 21 | Shareholder Proposal Regarding Holy Land Principles       | ShrHoldr | Against | Against |
| General Electric Company | GE | 369604103 | 4/27/2016 | 22 | Shareholder Proposal Regarding Cumulative Voting          | ShrHoldr | Against | Against |

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

|   |      |           |           |    |  |          |         |             |
|---|------|-----------|-----------|----|--|----------|---------|-------------|
| General Electric Company                            | GE   | 369604103 | 4/27/2016 | 23 | Shareholder Proposal Regarding Performance-Based Equity Compensation | ShrHoldr | Against | A           |
| General Electric Company                            | GE   | 369604103 | 4/27/2016 | 24 | Shareholder Proposal Regarding Human Rights Review                   | ShrHoldr | Against | A           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 1  | Elect John F. Cogan  | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 2  | Elect Kevin E. Lofton  | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 3  | Elect John W. Madigan  | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 4  | Elect John C. Martin   | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 5  | Elect John F. Milligan   | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 6  | Elect Nicholas G. Moore  | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 7  | Elect Richard J. Whitley   | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 8  | Elect Gayle E. Wilson  | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 9  | Elect Per Wold-Olsen   | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 10 | Ratification of Auditor  | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 11 | Amendment to the Code Section 162(m) Bonus Plan                      | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 12 | Advisory Vote on Executive Compensation                              | Mgmt     | For     | F           |
| Gilead Sciences, Inc.                               | GILD | 375558103 | 5/11/2016 | 13 | Shareholder Proposal Regarding Right to Act by Written Consent       | ShrHoldr | Against | F           |
| Guggenheim Equal Weight Enhanced Equity Income Fund | GOF  | 40167M106 | 4/6/2016  | 1  | Elect Robert B. Karn III   | Mgmt     | For     | F<br>A<br>A |
| Guggenheim Equal Weight Enhanced Equity Income Fund | GOF  | 40167M106 | 4/6/2016  | 2  | Elect Maynard F. Oliverius   | Mgmt     | For     | F<br>A<br>A |
| Guggenheim  | GOF  | 40167M106 | 4/6/2016  | 3  | Elect Ronald E. Toupin   | Mgmt     | For     | F           |

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

|  |     |           |           |    | Jr.  |          |         |  | A  |
|--|-----|-----------|-----------|----|--|----------|---------|--|----|
|  |     |           |           |    |  |          |         |  | A  |
| Equal Weight<br>Enhanced Equity<br>Income Fund |     |           |           |    |  |          |         |  |    |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 1  | Elect William S. Ayer  | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 2  | Elect Kevin Burke  | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 3  | Elect Jaime Chico Pardo  | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 4  | Elect David M. Cote  | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 5  | Elect D. Scott Davis   | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 6  | Elect Linnet F. Deily  | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 7  | Elect Judd Gregg   | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 8  | Elect Clive Hollick  | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 9  | Elect Grace D. Lieblein  | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 10 | Elect George Paz   | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 11 | Elect Bradley T. Sheares   | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 12 | Elect Robin L.<br>Washington   | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 13 | Ratification of Auditor  | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 14 | Advisory Vote on<br>Executive Compensation                           | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 15 | 2016 Stock Incentive<br>Plan   | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 16 | Approval of 2016 Stock<br>Plan for Non-Employee<br>Directors         | Mgmt     | For     |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 17 | Shareholder Proposal<br>Regarding Independent<br>Board Chairman      | ShrHoldr | Against |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 18 | Shareholder Proposal<br>Regarding Right to Act<br>by Written Consent | ShrHoldr | Against |  | FC |
| Honeywell<br>International Inc.                | HON | 438516106 | 4/25/2016 | 19 | Shareholder Proposal<br>Regarding Lobbying                           | ShrHoldr | Against |  | FC |

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

Report

|                          |      |           |           |    |  |          |         |         |
|--------------------------|------|-----------|-----------|----|--|----------|---------|---------|
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 1  | Elect Daniel J. Brutto   | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 2  | Elect Susan Crown  | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 3  | Elect James W. Griffith  | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 4  | Elect Richard H. Lenny   | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 5  | Elect Robert S. Morrison   | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 6  | Elect E. Scott Santi   | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 7  | Elect James A. Skinner   | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 8  | Elect David B. Smith, Jr.  | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 9  | Elect Pamela B. Strobel  | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 10 | Elect Kevin M. Warren  | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 11 | Elect Anre D. Williams   | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 12 | Ratification of Auditor  | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 13 | Advisory Vote on Executive Compensation  | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 14 | Right to Call a Special Meeting  | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 15 | Re-approval of the 2011 Cash Incentive Plan  | Mgmt     | For     | For     |
| Illinois Tool Works Inc. | ITW  | 452308109 | 5/6/2016  | 16 | Shareholder Proposal Regarding Excluding Share Repurchases in Executive Compensation | ShrHoldr | Against | Against |
| Intel Corporation        | INTC | 458140100 | 5/19/2016 | 1  | Elect Charlene Barshefsky  | Mgmt     | For     | For     |
| Intel Corporation        | INTC | 458140100 | 5/19/2016 | 2  | Elect Aneel Bhusri   | Mgmt     | For     | For     |
| Intel Corporation        | INTC | 458140100 | 5/19/2016 | 3  | Elect Andy D. Bryant   | Mgmt     | For     | For     |
| Intel Corporation        | INTC | 458140100 | 5/19/2016 | 4  | Elect John J. Donahoe  | Mgmt     | For     | For     |
| Intel Corporation        | INTC | 458140100 | 5/19/2016 | 5  | Elect Reed E. Hundt  | Mgmt     | For     | For     |
| Intel Corporation        | INTC | 458140100 | 5/19/2016 | 6  | Elect Brian M. Krzanich  | Mgmt     | For     | For     |

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

|                                 |      |           |           |    |  |          |         |         |
|---------------------------------|------|-----------|-----------|----|--|----------|---------|---------|
| Intel Corporation               | INTC | 458140100 | 5/19/2016 | 7  | Elect James D. Plummer   | Mgmt     | For     | For     |
| Intel Corporation               | INTC | 458140100 | 5/19/2016 | 8  | Elect David S. Pottruck  | Mgmt     | For     | For     |
| Intel Corporation               | INTC | 458140100 | 5/19/2016 | 9  | Elect Frank D. Yeary   | Mgmt     | For     | For     |
| Intel Corporation               | INTC | 458140100 | 5/19/2016 | 10 | Elect David B. Yoffie  | Mgmt     | For     | For     |
| Intel Corporation               | INTC | 458140100 | 5/19/2016 | 11 | Ratification of Auditor  | Mgmt     | For     | For     |
| Intel Corporation               | INTC | 458140100 | 5/19/2016 | 12 | Advisory Vote on Executive Compensation                        | Mgmt     | For     | For     |
| Intel Corporation               | INTC | 458140100 | 5/19/2016 | 13 | Shareholder Proposal Regarding Holy Land Principles            | ShrHoldr | Against | Against |
| Intel Corporation               | INTC | 458140100 | 5/19/2016 | 14 | Shareholder Proposal Regarding Right to Act by Written Consent | ShrHoldr | Against | Against |
| Intel Corporation               | INTC | 458140100 | 5/19/2016 | 15 | Shareholder Proposal Regarding Counting Abstentions            | ShrHoldr | Against | Against |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 1  | Elect Charles R. Crisp   | Mgmt     | For     | For     |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 2  | Elect Jean-Marc Forneri  | Mgmt     | For     | For     |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 3  | Elect Lord Hague of Richmond                                   | Mgmt     | For     | For     |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 4  | Elect Fred W. Hatfield   | Mgmt     | For     | For     |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 5  | Elect Frederic V. Salerno                                      | Mgmt     | For     | For     |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 6  | Elect Jeffrey C. Sprecher                                      | Mgmt     | For     | For     |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 7  | Elect Judith A. Sprieser                                       | Mgmt     | For     | For     |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 8  | Elect Vincent Tese   | Mgmt     | For     | For     |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 9  | Advisory Vote on Executive Compensation                        | Mgmt     | For     | For     |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 10 | Ratification of Auditor  | Mgmt     | For     | For     |
| Intercontinental Exchange, Inc. | ICE  | 45866F104 | 5/13/2016 | 11 | Shareholder Proposal Regarding Sustainability Report           | ShrHoldr | Against | Against |
| International Paper Company     | IP   | 460146103 | 5/9/2016  | 1  | Elect David J. Bronczek  | Mgmt     | For     | For     |
| International Paper Company     | IP   | 460146103 | 5/9/2016  | 2  | Elect William J. Burns   | Mgmt     | For     | For     |

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

|  |     |           |          |     |   |      |     |                |
|--|-----|-----------|----------|-----|---|------|-----|----------------|
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 3   | Elect Ahmet C. Dorduncu                 | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 4   | Elect Ilene S. Gordon                   | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 5   | Elect Jay L. Johnson                    | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 6   | Elect Stacey J. Mobley                  | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 7   | Elect Joan E. Spero                     | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 8   | Elect Mark S. Sutton                    | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 9   | Elect John L. Townsend, III             | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 10  | Elect William G. Walter                 | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 11  | Elect J. Steven Whisler                 | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 12  | Elect Ray G. Young                      | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 13  | Ratification of Auditor                 | Mgmt | For | For            |
| International Paper Company              | IP  | 460146103 | 5/9/2016 | 14  | Advisory Vote on Executive Compensation | Mgmt | For | For            |
| John Hancock Hedged equity & Income Fund | HEQ | 47804L102 | 2/3/2016 | 1.1 | Elect James R. Boyle                    | Mgmt | For | For<br>W<br>39 |
| John Hancock Hedged equity & Income Fund | HEQ | 47804L102 | 2/3/2016 | 1.2 | Elect Craig Bromley                     | Mgmt | For | For<br>W<br>39 |
| John Hancock Hedged equity & Income Fund | HEQ | 47804L102 | 2/3/2016 | 1.3 | Elect Deborah C. Jackson                | Mgmt | For | For<br>W<br>39 |
| John Hancock Hedged equity & Income Fund | HEQ | 47804L102 | 2/3/2016 | 1.4 | Elect James M. Oates                    | Mgmt | For | For<br>W<br>39 |
| John Hancock Hedged equity & Income Fund | HEQ | 47804L102 | 2/3/2016 | 1.5 | Elect Steven R. Pruchansky              | Mgmt | For | For<br>W<br>39 |
| John Hancock Investors Trust             | JHI | 410142103 | 2/3/2016 | 1.1 | Elect Charles L. Bardelis               | Mgmt | For | For<br>W<br>79 |
| John Hancock Investors Trust             | JHI | 410142103 | 2/3/2016 | 1.2 | Elect James R. Boyle                    | Mgmt | For | For<br>W       |

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

|                              |     |           |           |      |                             |      |     |
|------------------------------|-----|-----------|-----------|------|-----------------------------|------|-----|
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.3  | Elect Craig Bromley         | Mgmt | For |
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.4  | Elect Peter S. Burgess      | Mgmt | For |
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.5  | Elect William H. Cunningham | Mgmt | For |
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.6  | Elect Grace K. Fey          | Mgmt | For |
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.7  | Elect Theron S. Hoffman     | Mgmt | For |
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.8  | Elect Deborah C. Jackson    | Mgmt | For |
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.9  | Elect Hassell H. McClellan  | Mgmt | For |
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.10 | Elect James M. Oates        | Mgmt | For |
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.11 | Elect Steven R. Pruchansky  | Mgmt | For |
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.12 | Elect Gregory A. Russo      | Mgmt | For |
| John Hancock Investors Trust | JHI | 410142103 | 2/3/2016  | 1.13 | Elect Warren A. Thomson     | Mgmt | For |
| Johnson & Johnson            | JNJ | 478160104 | 4/28/2016 | 1    | Elect Mary C. Beckerle      | Mgmt | For |
| Johnson & Johnson            | JNJ | 478160104 | 4/28/2016 | 2    | Elect D. Scott Davis        | Mgmt | For |
| Johnson & Johnson            | JNJ | 478160104 | 4/28/2016 | 3    | Elect Ian E.L. Davis        | Mgmt | For |
| Johnson & Johnson            | JNJ | 478160104 | 4/28/2016 | 4    | Elect Alex Gorsky           | Mgmt | For |
| Johnson & Johnson            | JNJ | 478160104 | 4/28/2016 | 5    | Elect Susan L. Lindquist    | Mgmt | For |

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

|                      |     |           |           |    |  |          |         |         |
|----------------------|-----|-----------|-----------|----|--|----------|---------|---------|
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 6  | Elect Mark B. McClellan  | Mgmt     | For     | For     |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 7  | Elect Anne M. Mulcahy  | Mgmt     | For     | For     |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 8  | Elect William D. Perez   | Mgmt     | For     | For     |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 9  | Elect Charles Prince   | Mgmt     | For     | For     |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 10 | Elect A. Eugene Washington   | Mgmt     | For     | For     |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 11 | Elect Ronald A. Williams   | Mgmt     | For     | For     |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 12 | Advisory Vote on Executive Compensation                                | Mgmt     | For     | For     |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 13 | Ratification of Auditor  | Mgmt     | For     | For     |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 14 | Shareholder Proposal Regarding Giving Preference to Share Repurchases  | ShrHoldr | Against | Against |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 15 | Shareholder Proposal Regarding Independent Board Chairman              | ShrHoldr | Against | Against |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 16 | Shareholder Proposal Regarding Lobbying Report                         | ShrHoldr | Against | Against |
| Johnson & Johnson    | JNJ | 478160104 | 4/28/2016 | 17 | Shareholder Proposal Regarding Take-Back Programs for Unused Medicines | ShrHoldr | Against | Against |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/17/2016 | 1  | Elect Linda B. Bammann   | Mgmt     | For     | For     |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/17/2016 | 2  | Elect James A. Bell  | Mgmt     | For     | For     |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/17/2016 | 3  | Elect Crandall C. Bowles   | Mgmt     | For     | For     |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/17/2016 | 4  | Elect Stephen B. Burke   | Mgmt     | For     | For     |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/17/2016 | 5  | Elect James S. Crown   | Mgmt     | For     | For     |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/17/2016 | 6  | Elect James Dimon  | Mgmt     | For     | For     |
| JPMorgan Chase & Co. | JPM | 46625H100 | 5/17/2016 | 7  | Elect Timothy P. Flynn   | Mgmt     | For     | For     |



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

|                            |     |           |           |    |   |          |         |         |
|----------------------------|-----|-----------|-----------|----|---|----------|---------|---------|
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 8  | Elect Laban P. Jackson, Jr.   | Mgmt     | For     | For     |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 9  | Elect Michael A. Neal   | Mgmt     | For     | For     |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 10 | Elect Lee R. Raymond  | Mgmt     | For     | For     |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 11 | Elect William C. Weldon   | Mgmt     | For     | For     |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 12 | Advisory Vote on Executive Compensation                                 | Mgmt     | For     | For     |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 13 | Ratification of Auditor   | Mgmt     | For     | For     |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 14 | Shareholder Proposal Regarding Independent Board Chairman               | ShrHoldr | Against | For     |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 15 | Shareholder Proposal Regarding Counting Abstentions                     | ShrHoldr | Against | Against |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 16 | Shareholder Proposal Regarding Government Service Vesting               | ShrHoldr | Against | Against |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 17 | Shareholder Proposal Regarding Formation of Shareholder Value Committee | ShrHoldr | Against | Against |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 18 | Shareholder Proposal Regarding Amendment to Clawback Policy             | ShrHoldr | Against | Against |
| JPMorgan Chase & Co.       | JPM | 46625H100 | 5/17/2016 | 19 | Shareholder Proposal Regarding Linking Executive Pay to Social Factors  | ShrHoldr | Against | Against |
| Kimberly-Clark Corporation | KMB | 494368103 | 5/4/2016  | 1  | Elect John F. Bergstrom   | Mgmt     | For     | For     |
| Kimberly-Clark Corporation | KMB | 494368103 | 5/4/2016  | 2  | Elect Abelardo E. Bru   | Mgmt     | For     | For     |
| Kimberly-Clark Corporation | KMB | 494368103 | 5/4/2016  | 3  | Elect Robert W. Decherd   | Mgmt     | For     | For     |
| Kimberly-Clark Corporation | KMB | 494368103 | 5/4/2016  | 4  | Elect Thomas J. Falk  | Mgmt     | For     | For     |
| Kimberly-Clark Corporation | KMB | 494368103 | 5/4/2016  | 5  | Elect Fabian T. Garcia  | Mgmt     | For     | For     |
| Kimberly-Clark Corporation | KMB | 494368103 | 5/4/2016  | 6  | Elect Mae C. Jemison  | Mgmt     | For     | For     |

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

|                            |      |           |           |    |  |      |     |     |
|----------------------------|------|-----------|-----------|----|--|------|-----|-----|
| Kimberly-Clark Corporation | KMB  | 494368103 | 5/4/2016  | 7  | Elect James M. Jenness   | Mgmt | For | For |
| Kimberly-Clark Corporation | KMB  | 494368103 | 5/4/2016  | 8  | Elect Nancy J. Karch   | Mgmt | For | For |
| Kimberly-Clark Corporation | KMB  | 494368103 | 5/4/2016  | 9  | Elect Ian C. Read  | Mgmt | For | For |
| Kimberly-Clark Corporation | KMB  | 494368103 | 5/4/2016  | 10 | Elect Marc J. Shapiro  | Mgmt | For | For |
| Kimberly-Clark Corporation | KMB  | 494368103 | 5/4/2016  | 11 | Elect Michael D. White   | Mgmt | For | For |
| Kimberly-Clark Corporation | KMB  | 494368103 | 5/4/2016  | 12 | Ratification of Auditor  | Mgmt | For | For |
| Kimberly-Clark Corporation | KMB  | 494368103 | 5/4/2016  | 13 | Advisory Vote on Executive Compensation                                  | Mgmt | For | For |
| Kimberly-Clark Corporation | KMB  | 494368103 | 5/4/2016  | 14 | REAPPROVAL OF PERFORMANCE GOALS UNDER THE 2011 EQUITY PARTICIPATION PLAN | Mgmt | For | For |
| Kimberly-Clark Corporation | KMB  | 494368103 | 5/4/2016  | 15 | Amendment to the 2011 Outside Directors' Compensation Plan               | Mgmt | For | For |
| Kraft Foods Group Inc.     | KRFT | 50076Q106 | 7/1/2015  | 1  | Merger/Acquisition   | Mgmt | For | For |
| Kraft Foods Group Inc.     | KRFT | 50076Q106 | 7/1/2015  | 2  | Advisory Vote on Golden Parachutes                                       | Mgmt | For | For |
| Kraft Foods Group Inc.     | KRFT | 50076Q106 | 7/1/2015  | 3  | Right to Adjourn Meeting   | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 1  | Elect Nora. A. Aufreiter   | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 2  | Elect Robert D. Beyer  | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 3  | Elect Anne Gates   | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 4  | Elect Susan J. Kropf   | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 5  | Elect W. Rodney McMullen   | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 6  | Elect Jorge P. Montoya   | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 7  | Elect Clyde R. Moore   | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 8  | Elect Susan M. Phillips  | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 9  | Elect James A. Runde   | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 10 | Elect Ronald L. Sargent  | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 11 | Elect Bobby S. Shackouls   | Mgmt | For | For |
| Kroger Co.                 | KR   | 501044101 | 6/23/2016 | 12 | Advisory Vote on Executive Compensation                                  | Mgmt | For | For |

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

|  |     |           |           |    |   |          |         |               |
|--|-----|-----------|-----------|----|---|----------|---------|---------------|
| Kroger Co.   | KR  | 501044101 | 6/23/2016 | 13 | Ratification of Auditor   | Mgmt     | For     | Fe            |
| Kroger Co.   | KR  | 501044101 | 6/23/2016 | 14 | Shareholder Proposal<br>Regarding Human Rights<br>Report                                    | ShrHoldr | Against | A             |
| Kroger Co.   | KR  | 501044101 | 6/23/2016 | 15 | Shareholder Proposal<br>Regarding Reporting on<br>the Use of<br>Non-Recyclable<br>Packaging | ShrHoldr | Against | A             |
| Kroger Co.   | KR  | 501044101 | 6/23/2016 | 16 | Shareholder Proposal<br>Regarding Report on<br>Renewable Energy<br>Sourcing                 | ShrHoldr | Against | A             |
| Kroger Co.   | KR  | 501044101 | 6/23/2016 | 17 | Shareholder Proposal<br>Regarding Giving<br>Preference to Share<br>Repurchases              | ShrHoldr | Against | A             |
| L Brands, Inc.                                       | LB  | 501797104 | 5/19/2016 | 1  | Elect Dennis S. Hersch  | Mgmt     | For     | Fe            |
| L Brands, Inc.                                       | LB  | 501797104 | 5/19/2016 | 2  | Elect David T. Kollat   | Mgmt     | For     | A             |
| L Brands, Inc.                                       | LB  | 501797104 | 5/19/2016 | 3  | Elect Leslie H. Wexner  | Mgmt     | For     | Fe            |
| L Brands, Inc.                                       | LB  | 501797104 | 5/19/2016 | 4  | Ratification of Auditor   | Mgmt     | For     | Fe            |
| L Brands, Inc.                                       | LB  | 501797104 | 5/19/2016 | 5  | Elimination of<br>Supermajority<br>Requirement  | Mgmt     | For     | Fe            |
| L Brands, Inc.                                       | LB  | 501797104 | 5/19/2016 | 6  | Advisory Vote on<br>Executive Compensation  | Mgmt     | For     | A             |
| L Brands, Inc.                                       | LB  | 501797104 | 5/19/2016 | 7  | Shareholder Proposal<br>Regarding Proxy Access  | ShrHoldr | Against | Fe            |
| Lazard Global<br>Total Return and<br>Income Fund Inc | LGI | 52106W103 | 4/22/2016 | 1  | Elect Kenneth S.<br>Davidson  | Mgmt     | For     | Fe<br>A<br>12 |
| Lazard Global<br>Total Return and<br>Income Fund Inc | LGI | 52106W103 | 4/22/2016 | 2  | Elect Nancy A. Eckl   | Mgmt     | For     | Fe<br>A<br>12 |
| Lazard Global<br>Total Return and<br>Income Fund Inc | LGI | 52106W103 | 4/22/2016 | 3  | Elect Trevor W. Morrison  | Mgmt     | For     | Fe<br>A<br>12 |
| Lazard World<br>Dividend &<br>Income Fund Inc        | LOR | 521076109 | 4/22/2016 | 1  | Elect Robert M. Solmson   | Mgmt     | For     | Fe<br>A<br>26 |
| Lazard World<br>Dividend &<br>Income Fund Inc        | LOR | 521076109 | 4/22/2016 | 2  | Elect Charles L. Carroll  | Mgmt     | For     | Fe<br>A<br>26 |
| Liberty All-Star                                     | USA | 530158104 | 2/25/2016 | 1  | Approval of a new   | Mgmt     | For     | Fe            |

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

Equity Fund

Portfolio Management  
Agreement for Liberty  
All-Star Equity Fund

|                                    |     |           |           |     |  |          |         |
|------------------------------------|-----|-----------|-----------|-----|--|----------|---------|
| Liberty All-Star<br>Equity Fund    | USA | 530158104 | 8/27/2015 | 1.1 | Elect John A. Benning  | Mgmt     | For     |
| Liberty All-Star<br>Equity Fund    | USA | 530158104 | 8/27/2015 | 1.2 | Elect Edmund J. Burke  | Mgmt     | For     |
| Liberty All-Star<br>Equity Fund    | USA | 530158104 | 8/27/2015 | 2   | Shareholder Proposal to<br>Authorize Self-Tender<br>Offer for Shares of The<br>Equity Fund | ShrHoldr | Against |
| LMP Capital and<br>Income Fund Inc | SCD | 50208A102 | 3/24/2016 | 1.1 | Elect Leslie H. Gelb   | Mgmt     | For     |
| LMP Capital and<br>Income Fund Inc | SCD | 50208A102 | 3/24/2016 | 1.2 | Elect William R.<br>Hutchinson   | Mgmt     | For     |
| LMP Capital and<br>Income Fund Inc | SCD | 50208A102 | 3/24/2016 | 1.3 | Elect Jane E. Trust  | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 1   | Elect Daniel F. Akerson  | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 2   | Elect Nolan D. Archibald   | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 3   | Elect Rosalind G. Brewer   | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 4   | Elect David B. Burritt   | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 5   | Elect Bruce A. Carlson   | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 6   | Elect James O. Ellis, Jr.  | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 7   | Elect Thomas J. Falk   | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 8   | Elect Marillyn A.<br>Hewson  | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 9   | Elect James M. Loy   | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 10  | Elect Joseph W. Ralston  | Mgmt     | For     |
| Lockheed Martin<br>Corporation     | LMT | 539830109 | 4/28/2016 | 11  | Elect Anne L. Stevens  | Mgmt     | For     |

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

|                             |     |           |           |      |   |          |         |     |
|-----------------------------|-----|-----------|-----------|------|---|----------|---------|-----|
| Lockheed Martin Corporation | LMT | 539830109 | 4/28/2016 | 12   | Ratification of Auditor   | Mgmt     | For     | For |
| Lockheed Martin Corporation | LMT | 539830109 | 4/28/2016 | 13   | Advisory Vote on Executive Compensation   | Mgmt     | For     | For |
| Lockheed Martin Corporation | LMT | 539830109 | 4/28/2016 | 14   | Re-approval of the 2011 Incentive Performance Award Plan for the Purposes of Section 162(m) | Mgmt     | For     | For |
| Lockheed Martin Corporation | LMT | 539830109 | 4/28/2016 | 15   | Shareholder Proposal Regarding Right to Call a Special Meeting                              | ShrHoldr | Against | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.1  | Elect Raul Alvarez  | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.2  | Elect Angela F. Braly   | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.3  | Elect Sandra B. Cochran   | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.4  | Elect Laurie Z. Douglas   | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.5  | Elect Richard W. Dreiling   | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.6  | Elect Robert L. Johnson   | Mgmt     | For     | W   |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.7  | Elect Marshall O. Larsen  | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.8  | Elect James H Morgan  | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.9  | Elect Robert A. Niblock   | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.10 | Elect Bertram L. Scott  | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 1.11 | Elect Eric C. Wiseman   | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 2    | Approval of the 2016 Annual Incentive Plan  | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 3    | Advisory Vote on Executive Compensation   | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 4    | Ratification of Auditor   | Mgmt     | For     | For |
| Lowe's Companies, Inc.      | LOW | 548661107 | 5/27/2016 | 5    | Shareholder Proposal Regarding Sustainability Report  | ShrHoldr | Against | A   |
|                             | LOW | 548661107 | 5/27/2016 | 6    |   | ShrHoldr | Against | A   |

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

|  |     |           |           |     | Shareholder Proposal<br>Regarding Proxy Access  |      |     |               |
|--|-----|-----------|-----------|-----|---|------|-----|---------------|
| Lowe's<br>Companies, Inc.  |     |           |           |     |   |      |     |               |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 1   | Elect Jacques Aigrain   | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 2   | Elect Lincoln Benet   | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 3   | Elect Nance K. Dicciani   | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 4   | Elect Bruce A. Smith  | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 5   | Elect Thomas Aebischer  | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 6   | Elect Dan Coombs  | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 7   | Elect James D. Guilfoyle  | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 8   | Adoption of Dutch<br>Statutory Annual<br>Accounts for 2015  | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 9   | Discharge From Liability<br>of Members of the<br>Management   | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 10  | DISCHARGE FROM<br>LIABILITY OF<br>MEMBERS OF THE<br>SUPERVISORY<br>BOARD  | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 11  | Appointment of Auditor  | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 12  | Appointment of<br>PriceWaterhouseCoopers<br>Accountants N.V. as the<br>Auditor for the Dutch<br>Annual Accounts | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 13  | Allocation of Dividends   | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 14  | Advisory Vote Approving<br>Executive Compensation   | Mgmt | For | FC            |
| LyondellBasell<br>Industries N.V.                                | LYB | N53745100 | 5/11/2016 | 15  | Authority of Management<br>Board to Repurchase<br>Shares  | Mgmt | For | FC            |
| Macquarie Global<br>Infrastructure<br>Total Return<br>Fund, Inc. | MGU | 55608D101 | 6/15/2016 | 1.1 | Elect Thomas W.<br>Hunersen   | Mgmt | For | FC<br>W<br>69 |

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

|                                       |     |           |           |     |  |          |         |         |
|---------------------------------------|-----|-----------|-----------|-----|--|----------|---------|---------|
| Madison Strategic Sector Premium Fund | MSP | 558268108 | 7/31/2015 | 1.1 | Elect Philip E. Blake  | Mgmt     | For     | For     |
| Marathon Petroleum Corporation        | MPC | 56585A102 | 4/27/2016 | 1.1 | Elect B. Evan Bayh III   | Mgmt     | For     | For     |
| Marathon Petroleum Corporation        | MPC | 56585A102 | 4/27/2016 | 1.2 | Elect Charles E. Bunch   | Mgmt     | For     | For     |
| Marathon Petroleum Corporation        | MPC | 56585A102 | 4/27/2016 | 1.3 | Elect Frank M Semple   | Mgmt     | For     | For     |
| Marathon Petroleum Corporation        | MPC | 56585A102 | 4/27/2016 | 2   | Ratification of Auditor  | Mgmt     | For     | For     |
| Marathon Petroleum Corporation        | MPC | 56585A102 | 4/27/2016 | 3   | Advisory Vote on Executive Compensation  | Mgmt     | For     | For     |
| Marathon Petroleum Corporation        | MPC | 56585A102 | 4/27/2016 | 4   | Shareholder Proposal Regarding Proxy Access                                    | ShrHoldr | Against | Against |
| Marathon Petroleum Corporation        | MPC | 56585A102 | 4/27/2016 | 5   | Shareholder Proposal Regarding Safety and Environmental Incidents              | ShrHoldr | Against | Against |
| Marathon Petroleum Corporation        | MPC | 56585A102 | 4/27/2016 | 6   | Shareholder Proposal Regarding Reporting and Reducing Greenhouse Gas Emissions | ShrHoldr | Against | Against |
| Marriott International, Inc.          | MAR | 571903202 | 4/8/2016  | 1   | Merger   | Mgmt     | For     | For     |
| Marriott International, Inc.          | MAR | 571903202 | 4/8/2016  | 2   | Right to Adjourn Meeting   | Mgmt     | For     | For     |
| Marriott International, Inc.          | MAR | 571903202 | 5/6/2016  | 1   | Elect J.W. Marriott, Jr.   | Mgmt     | For     | For     |
| Marriott International, Inc.          | MAR | 571903202 | 5/6/2016  | 2   | Elect Mary K. Bush   | Mgmt     | For     | For     |
| Marriott International, Inc.          | MAR | 571903202 | 5/6/2016  | 3   | Elect Deborah Marriott Harrison  | Mgmt     | For     | For     |
| Marriott International, Inc.          | MAR | 571903202 | 5/6/2016  | 4   | Elect Frederick A. Henderson   | Mgmt     | For     | For     |
| Marriott International, Inc.          | MAR | 571903202 | 5/6/2016  | 5   | Elect Lawrence W. Kellner  | Mgmt     | For     | For     |
| Marriott International, Inc.          | MAR | 571903202 | 5/6/2016  | 6   | Elect Debra L. Lee   | Mgmt     | For     | For     |

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

|                                  |     |           |           |    |   |          |         |     |
|----------------------------------|-----|-----------|-----------|----|---|----------|---------|-----|
| Marriott International, Inc.     | MAR | 571903202 | 5/6/2016  | 7  | Elect George Munoz                                  | Mgmt     | For     | For |
| Marriott International, Inc.     | MAR | 571903202 | 5/6/2016  | 8  | Elect Steven S. Reinemund                           | Mgmt     | For     | For |
| Marriott International, Inc.     | MAR | 571903202 | 5/6/2016  | 9  | Elect W. Mitt Romney                                | Mgmt     | For     | For |
| Marriott International, Inc.     | MAR | 571903202 | 5/6/2016  | 10 | Elect Arne M. Sorenson                              | Mgmt     | For     | For |
| Marriott International, Inc.     | MAR | 571903202 | 5/6/2016  | 11 | Elect Susan C. Schwab                               | Mgmt     | For     | For |
| Marriott International, Inc.     | MAR | 571903202 | 5/6/2016  | 12 | Ratification of Auditor                             | Mgmt     | For     | For |
| Marriott International, Inc.     | MAR | 571903202 | 5/6/2016  | 13 | Advisory Vote on Executive Compensation             | Mgmt     | For     | For |
| Marriott International, Inc.     | MAR | 571903202 | 5/6/2016  | 14 | Shareholder Proposal Regarding Simple Majority Vote | ShrHoldr | Against | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/19/2016 | 1  | Elect Oscar Fanjul Martin                           | Mgmt     | For     | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/19/2016 | 2  | Elect Daniel S. Glaser                              | Mgmt     | For     | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/19/2016 | 3  | Elect H. Edward Hanway                              | Mgmt     | For     | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/19/2016 | 4  | Elect Elaine La Roche                               | Mgmt     | For     | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/19/2016 | 5  | Elect Maria Silvia Bastos Marques                   | Mgmt     | For     | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/19/2016 | 6  | Elect Steven A. Mills                               | Mgmt     | For     | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/19/2016 | 7  | Elect Bruce P. Nolop                                | Mgmt     | For     | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/19/2016 | 8  | Elect Marc D. Oken                                  | Mgmt     | For     | For |
| Marsh & McLennan Companies, Inc. | MMC | 571748102 | 5/19/2016 | 9  | Elect Morton O. Schapiro                            | Mgmt     | For     | For |



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

|                                  |      |           |           |    |   |      |     |     |
|----------------------------------|------|-----------|-----------|----|---|------|-----|-----|
| Marsh & McLennan Companies, Inc. | MMC  | 571748102 | 5/19/2016 | 10 | Elect Lloyd M. Yates                    | Mgmt | For | For |
| Marsh & McLennan Companies, Inc. | MMC  | 571748102 | 5/19/2016 | 11 | Elect R. David Yost                     | Mgmt | For | For |
| Marsh & McLennan Companies, Inc. | MMC  | 571748102 | 5/19/2016 | 12 | Advisory Vote on Executive Compensation | Mgmt | For | For |
| Marsh & McLennan Companies, Inc. | MMC  | 571748102 | 5/19/2016 | 13 | Ratification of Auditor                 | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 1  | Elect Richard Haythornthwaite           | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 2  | Elect Ajay Banga                        | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 3  | Elect Silvio Barzi                      | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 4  | Elect David R. Carlucci                 | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 5  | Elect Steven J. Freiberg                | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 6  | Elect Julius Genachowski                | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 7  | Elect Merit E. Janow                    | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 8  | Elect Nancy J. Karch                    | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 9  | Elect Oki Matsumoto                     | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 10 | Elect Rima Qureshi                      | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 11 | Elect Jose Octavio Reyes Lagunes        | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 12 | Elect Jackson P. Tai                    | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 13 | Advisory Vote on Executive Compensation | Mgmt | For | For |
| MasterCard Incorporated          | MA   | 57636Q104 | 6/28/2016 | 14 | Ratification of Auditor                 | Mgmt | For | For |
| McGraw Hill Financial, Inc.      | MHFI | 580645109 | 4/27/2016 | 1  | Elect Sir Winfried Bischoff             | Mgmt | For | For |
| McGraw Hill Financial, Inc.      | MHFI | 580645109 | 4/27/2016 | 2  | Elect William D. Green                  | Mgmt | For | For |

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

|                             |      |           |           |    |   |      |     |     |
|-----------------------------|------|-----------|-----------|----|---|------|-----|-----|
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 3  | Elect Charles E. Haldeman, Jr.  | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 4  | Elect Rebecca Jacoby  | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 5  | Elect Hilda Ochoa-Brillembourg  | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 6  | Elect Douglas L. Peterson   | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 7  | Elect Sir Michael Rake  | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 8  | Elect Edward B. Rust, Jr.   | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 9  | Elect Kurt L. Schmoke   | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 10 | Elect Richard E. Thornburgh   | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 11 | Company Name Change   | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 12 | Reduce the Required Minimum Number of Directors from 12 Members to 8 Members. | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 13 | Advisory Vote on Executive Compensation                                       | Mgmt | For | For |
| McGraw Hill Financial, Inc. | MHFI | 580645109 | 4/27/2016 | 14 | Ratification of Auditor   | Mgmt | For | For |
| Mckesson Corporation        | MCK  | 58155Q103 | 7/29/2015 | 1  | Elect Andy D. Bryant  | Mgmt | For | For |
| Mckesson Corporation        | MCK  | 58155Q103 | 7/29/2015 | 2  | Elect Wayne A. Budd   | Mgmt | For | For |
| Mckesson Corporation        | MCK  | 58155Q103 | 7/29/2015 | 3  | Elect N. Anthony Coles  | Mgmt | For | For |
| Mckesson Corporation        | MCK  | 58155Q103 | 7/29/2015 | 4  | Elect John H. Hammergren  | Mgmt | For | For |
| Mckesson Corporation        | MCK  | 58155Q103 | 7/29/2015 | 5  | Elect Alton F. Irby III   | Mgmt | For | For |
| Mckesson Corporation        | MCK  | 58155Q103 | 7/29/2015 | 6  | Elect M. Christine Jacobs   | Mgmt | For | For |
| Mckesson Corporation        | MCK  | 58155Q103 | 7/29/2015 | 7  | Elect Donald R. Knauss  | Mgmt | For | For |
| Mckesson Corporation        | MCK  | 58155Q103 | 7/29/2015 | 8  | Elect Marie L. Knowles  | Mgmt | For | For |
| Mckesson Corporation        | MCK  | 58155Q103 | 7/29/2015 | 9  | Elect David M. Lawrence   | Mgmt | For | For |

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

Corporation

|                      |     |           |           |    |   |          |         |    |
|----------------------|-----|-----------|-----------|----|---|----------|---------|----|
| Mckesson Corporation | MCK | 58155Q103 | 7/29/2015 | 10 | Elect Edward A. Mueller   | Mgmt     | For     | FO |
| Mckesson Corporation | MCK | 58155Q103 | 7/29/2015 | 11 | Elect Susan R. Salka  | Mgmt     | For     | FO |
| Mckesson Corporation | MCK | 58155Q103 | 7/29/2015 | 12 | Ratification of Auditor   | Mgmt     | For     | FO |
| Mckesson Corporation | MCK | 58155Q103 | 7/29/2015 | 13 | Advisory Vote on Executive Compensation   | Mgmt     | For     | FO |
| Mckesson Corporation | MCK | 58155Q103 | 7/29/2015 | 14 | Reapproval of the Management Cash Incentive Plan                                | Mgmt     | For     | FO |
| Mckesson Corporation | MCK | 58155Q103 | 7/29/2015 | 15 | Adoption of Proxy Access Bylaw  | Mgmt     | For     | FO |
| Mckesson Corporation | MCK | 58155Q103 | 7/29/2015 | 16 | Shareholder Proposal Regarding Political Contributions and Expenditures Report  | ShrHoldr | Against | FO |
| Mckesson Corporation | MCK | 58155Q103 | 7/29/2015 | 17 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | ShrHoldr | Against | A  |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 1  | Elect Leslie A. Brun  | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 2  | Elect Thomas R. Cech  | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 3  | Elect Pamela J. Craig   | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 4  | Elect Kenneth C. Frazier  | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 5  | Elect Thomas H. Glocer  | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 6  | Elect C. Robert Kidder  | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 7  | Elect Rochelle B. Lazarus   | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 8  | Elect Carlos E. Represas  | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 9  | Elect Paul B. Rothman   | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 10 | Elect Patricia F. Russo   | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 11 | Elect Craig B. Thompson   | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 12 | Elect Wendell P. Weeks  | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 13 | Elect Peter C. Wendell  | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 14 | Advisory Vote on Executive Compensation   | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 15 | Ratification of Auditor   | Mgmt     | For     | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 16 | Shareholder Proposal Regarding Right to Act by Written Consent                  | ShrHoldr | Against | FO |
| Merck & Co., Inc.    | MRK | 58933Y105 | 5/24/2016 | 17 |   | ShrHoldr | Against | FO |

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

| Company                     | Symbol | Proposal ID | Effective Date | Count | Proposal Description   | Category | Stance  | Other |
|-----------------------------|--------|-------------|----------------|-------|--|----------|---------|-------|
| Merck & Co., Inc.           | MRK    | 58933Y105   | 5/24/2016      | 18    | Shareholder Proposal Regarding Independent Board Chairman              | ShrHoldr | Against | A     |
| Merck & Co., Inc.           | MRK    | 58933Y105   | 5/24/2016      | 18    | Shareholder Proposal Regarding Take-Back Programs for Unused Medicines | ShrHoldr | Against | A     |
| MFS Special Value Trust     | MFV    | 55274E102   | 10/1/2015      | 1.1   | Elect Robert E. Butler   | Mgmt     | For     | 6%    |
| MFS Special Value Trust     | MFV    | 55274E102   | 10/1/2015      | 1.2   | Elect David H. Gunning   | Mgmt     | For     | 6%    |
| MFS Special Value Trust     | MFV    | 55274E102   | 10/1/2015      | 1.3   | Elect Robin A. Stelmach  | Mgmt     | For     | 5%    |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 1     | Elect Stephen F. Bollenbach  | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 2     | Elect Lewis W.K. Booth   | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 3     | Elect Lois D. Juliber  | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 4     | Elect Mark D. Ketchum  | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 5     | Elect Jorge S. Mesquita  | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 6     | Elect Joseph Neubauer  | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 7     | Elect Nelson Peltz   | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 8     | Elect Fredric G. Reynolds  | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 9     | Elect Irene B. Rosenfeld   | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 10    | Elect Christiana Shi   | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 11    | Elect Patrick T. Siewert   | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 12    | Elect Ruth J. Simmons  | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 13    | Elect Jean-Francois M. L. van Boxmeer                                  | Mgmt     | For     |       |
| Mondelez International Inc. | MDLZ   | 609207105   | 5/18/2016      | 14    | Advisory Vote on Executive Compensation                                | Mgmt     | For     |       |

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

|                              |      |           |           |      |   |          |         |    |
|------------------------------|------|-----------|-----------|------|---|----------|---------|----|
| Mondelez International Inc.  | MDLZ | 609207105 | 5/18/2016 | 15   | Ratification of Auditor   | Mgmt     | For     | FO |
| Mondelez International Inc.  | MDLZ | 609207105 | 5/18/2016 | 16   | Shareholder Proposal Regarding Reporting on the Use of Non-Recyclable Packaging | ShrHoldr | Against | AA |
| Mondelez International Inc.  | MDLZ | 609207105 | 5/18/2016 | 17   | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | ShrHoldr | Against | AA |
| Mondelez International Inc.  | MDLZ | 609207105 | 5/18/2016 | 18   | Shareholder Proposal Regarding Mediation of Alleged Human Rights Violations     | ShrHoldr | Against | AA |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 1.1  | Elect Rodney C. Sacks   | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 1.2  | Elect Hilton H. Schlosberg  | Mgmt     | For     | W  |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 1.3  | Elect Mark J. Hall  | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 1.4  | Elect Norman C. Epstein   | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 1.5  | Elect Gary P. Fayard  | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 1.6  | Elect Benjamin M. Polk  | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 1.7  | Elect Sydney Selati   | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 1.8  | Elect Harold C. Taber, Jr.  | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 1.9  | Elect Kathy N. Waller   | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 1.10 | Elect Mark S. Vidergauz   | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 2    | Ratification of Auditor   | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 3    | Advisory Vote on Executive Compensation   | Mgmt     | For     | AA |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 4    | Re-approval of the Material Terms under the 2011 Omnibus Incentive Plan         | Mgmt     | For     | FO |
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 5    | Shareholder Proposal  | ShrHoldr | Against | FO |

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

| Corporation                  |      |           |           |    | Regarding Proxy Access   |          |         |         |
|------------------------------|------|-----------|-----------|----|--|----------|---------|---------|
| Monster Beverage Corporation | MNST | 61174X109 | 6/14/2016 | 6  | Shareholder Proposal Regarding Majority Vote for Election of Directors | ShrHoldr | Against | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 1  | Elect Basil L. Anderson  | Mgmt     | For     | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 2  | Elect Jorge A. Bermudez  | Mgmt     | For     | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 3  | Elect Darrell Duffie   | Mgmt     | For     | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 4  | Elect Kathryn M. Hill  | Mgmt     | For     | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 5  | Elect Ewald Kist   | Mgmt     | For     | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 6  | Elect Raymond W. McDaniel, Jr.   | Mgmt     | For     | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 7  | Elect Henry A. McKinnell, Jr.  | Mgmt     | For     | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 8  | Elect Leslie F. Seidman  | Mgmt     | For     | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 9  | Elect Bruce Van Saun   | Mgmt     | For     | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 10 | Ratification of Auditor  | Mgmt     | For     | For     |
| Moody's Corporation          | MCO  | 615369105 | 4/12/2016 | 11 | Advisory Vote on Executive Compensation                                | Mgmt     | For     | For     |
| Mylan N.V.                   | MYL  | N59465109 | 1/7/2016  | 1  | Redemption of Preferred Stock  | Mgmt     | For     | For     |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 1  | Elect Heather Bresch   | Mgmt     | For     | For     |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 2  | Elect Wendy Cameron  | Mgmt     | For     | Against |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 3  | Elect Robert J. Cindrich   | Mgmt     | For     | For     |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 4  | Elect Robert J. Coury  | Mgmt     | For     | For     |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 5  | Elect JoEllen Lyons Dillon   | Mgmt     | For     | For     |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 6  | Elect Neil F. Dimick   | Mgmt     | For     | For     |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 7  | Elect Melina Higgins   | Mgmt     | For     | For     |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 8  | Elect Douglas J. Leech   | Mgmt     | For     | Against |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 9  | Elect Rajiv Malik  | Mgmt     | For     | For     |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 10 | Elect Joseph C. Maroon   | Mgmt     | For     | For     |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 11 | Elect Mark Parrish   | Mgmt     | For     | Against |
| Mylan N.V.                   | MYL  | N59465109 | 6/24/2016 | 12 | Elect Rodney L. Piatt  | Mgmt     | For     | For     |

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

|   |     |           |           |     |  |      |     |     |
|---|-----|-----------|-----------|-----|--|------|-----|-----|
| Mylan N.V.  | MYL | N59465109 | 6/24/2016 | 13  | Elect Randall L. Vanderveen                                      | Mgmt | For | For |
| Mylan N.V.  | MYL | N59465109 | 6/24/2016 | 14  | Adoption of the Dutch Annual Accounts                            | Mgmt | For | For |
| Mylan N.V.  | MYL | N59465109 | 6/24/2016 | 15  | Ratification of Auditor  | Mgmt | For | For |
| Mylan N.V.  | MYL | N59465109 | 6/24/2016 | 16  | Appointment of Auditor for the Dutch Annual Accounts             | Mgmt | For | For |
| Mylan N.V.  | MYL | N59465109 | 6/24/2016 | 17  | Advisory Vote on Executive Compensation                          | Mgmt | For | For |
| Mylan N.V.  | MYL | N59465109 | 6/24/2016 | 18  | Re-Approval of 2003 Long-Term Incentive Plan                     | Mgmt | For | For |
| Mylan N.V.  | MYL | N59465109 | 6/24/2016 | 19  | Authorization for Board to Acquire Ordinary and Preferred Shares | Mgmt | For | For |
| Neuberger Berman Real Estate Securities Income Fund Inc | NRO | 64190A103 | 8/24/2015 | 1.1 | Elect Robert Conti   | Mgmt | For | For |
| Neuberger Berman Real Estate Securities Income Fund Inc | NRO | 64190A103 | 8/24/2015 | 1.2 | Elect Michael M. Knetter   | Mgmt | For | For |
| Neuberger Berman Real Estate Securities Income Fund Inc | NRO | 64190A103 | 8/24/2015 | 1.3 | Elect Peter P. Trapp   | Mgmt | For | For |
| NextEra Energy, Inc.                                    | NEE | 65339F101 | 5/19/2016 | 1   | Elect Sherry S. Barrat   | Mgmt | For | For |
| NextEra Energy, Inc.                                    | NEE | 65339F101 | 5/19/2016 | 2   | Elect James L. Camaren   | Mgmt | For | For |
| NextEra Energy, Inc.                                    | NEE | 65339F101 | 5/19/2016 | 3   | Elect Kenneth B. Dunn  | Mgmt | For | For |
| NextEra Energy, Inc.                                    | NEE | 65339F101 | 5/19/2016 | 4   | Elect Naren K. Gursahaney  | Mgmt | For | For |
| NextEra Energy, Inc.                                    | NEE | 65339F101 | 5/19/2016 | 5   | Elect Kirk S. Hachigian  | Mgmt | For | For |
| NextEra Energy, Inc.                                    | NEE | 65339F101 | 5/19/2016 | 6   | Elect Toni Jennings  | Mgmt | For | For |
| NextEra Energy, Inc.                                    | NEE | 65339F101 | 5/19/2016 | 7   | Elect Amy B. Lane  | Mgmt | For | For |
| NextEra Energy, Inc.                                    | NEE | 65339F101 | 5/19/2016 | 8   | Elect James L. Robo  | Mgmt | For | For |

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

|                              |     |           |           |    |  |          |         |         |
|------------------------------|-----|-----------|-----------|----|--|----------|---------|---------|
| NextEra Energy, Inc.         | NEE | 65339F101 | 5/19/2016 | 9  | Elect Rudy E. Schupp   | Mgmt     | For     | For     |
| NextEra Energy, Inc.         | NEE | 65339F101 | 5/19/2016 | 10 | Elect John L. Skolds   | Mgmt     | For     | For     |
| NextEra Energy, Inc.         | NEE | 65339F101 | 5/19/2016 | 11 | Elect William H. Swanson   | Mgmt     | For     | For     |
| NextEra Energy, Inc.         | NEE | 65339F101 | 5/19/2016 | 12 | Elect Hansel E. Tookes II  | Mgmt     | For     | For     |
| NextEra Energy, Inc.         | NEE | 65339F101 | 5/19/2016 | 13 | Ratification of Auditor  | Mgmt     | For     | For     |
| NextEra Energy, Inc.         | NEE | 65339F101 | 5/19/2016 | 14 | Advisory Vote on Executive Compensation  | Mgmt     | For     | For     |
| NextEra Energy, Inc.         | NEE | 65339F101 | 5/19/2016 | 15 | Reapproval of material terms of the 2011 Long Term Incentive Plan              | Mgmt     | For     | For     |
| NextEra Energy, Inc.         | NEE | 65339F101 | 5/19/2016 | 16 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | For     |
| NextEra Energy, Inc.         | NEE | 65339F101 | 5/19/2016 | 17 | Shareholder Proposal Regarding Proxy Access                                    | ShrHoldr | Against | For     |
| NextEra Energy, Inc.         | NEE | 65339F101 | 5/19/2016 | 18 | Shareholder Proposal on Sea Level Rise Risks Report                            | ShrHoldr | Against | Against |
| Northrop Grumman Corporation | NOC | 666807102 | 5/18/2016 | 1  | Elect Wesley G. Bush   | Mgmt     | For     | For     |
| Northrop Grumman Corporation | NOC | 666807102 | 5/18/2016 | 2  | Elect Marianne C. Brown  | Mgmt     | For     | For     |
| Northrop Grumman Corporation | NOC | 666807102 | 5/18/2016 | 3  | Elect Victor H. Fazio  | Mgmt     | For     | For     |
| Northrop Grumman Corporation | NOC | 666807102 | 5/18/2016 | 4  | Elect Donald E. Felsing  | Mgmt     | For     | For     |
| Northrop Grumman Corporation | NOC | 666807102 | 5/18/2016 | 5  | Elect Ann M. Fudge   | Mgmt     | For     | For     |
| Northrop Grumman Corporation | NOC | 666807102 | 5/18/2016 | 6  | Elect Bruce S. Gordon  | Mgmt     | For     | For     |
| Northrop Grumman Corporation | NOC | 666807102 | 5/18/2016 | 7  | Elect William H. Hernandez   | Mgmt     | For     | For     |



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

|  |     |           |           |     |   |      |     |               |
|--|-----|-----------|-----------|-----|---|------|-----|---------------|
| Northrop Grumman Corporation               | NOC | 666807102 | 5/18/2016 | 8   | Elect Madeleine A. Kleiner              | Mgmt | For | FO            |
| Northrop Grumman Corporation               | NOC | 666807102 | 5/18/2016 | 9   | Elect Karl J. Krapek                    | Mgmt | For | FO            |
| Northrop Grumman Corporation               | NOC | 666807102 | 5/18/2016 | 10  | Elect Richard B. Myers                  | Mgmt | For | FO            |
| Northrop Grumman Corporation               | NOC | 666807102 | 5/18/2016 | 11  | Elect Gary Roughead                     | Mgmt | For | FO            |
| Northrop Grumman Corporation               | NOC | 666807102 | 5/18/2016 | 12  | Elect Thomas M. Schoewe                 | Mgmt | For | FO            |
| Northrop Grumman Corporation               | NOC | 666807102 | 5/18/2016 | 13  | Elect James S. Turley                   | Mgmt | For | FO            |
| Northrop Grumman Corporation               | NOC | 666807102 | 5/18/2016 | 14  | Advisory Vote on Executive Compensation | Mgmt | For | FO            |
| Northrop Grumman Corporation               | NOC | 666807102 | 5/18/2016 | 15  | Ratification of Auditor                 | Mgmt | For | FO            |
| Nuveen Global Equity Income Fund           | JRI | 67074Y105 | 4/22/2016 | 1.1 | Elect William Curt Hunter               | Mgmt | For | FO<br>W<br>49 |
| Nuveen Global Equity Income Fund           | JRI | 67074Y105 | 4/22/2016 | 1.2 | Elect Judith M. Stockdale               | Mgmt | For | FO<br>W<br>10 |
| Nuveen Global Equity Income Fund           | JRI | 67074Y105 | 4/22/2016 | 1.3 | Elect Carole E. Stone                   | Mgmt | For | FO<br>W<br>10 |
| Nuveen Global Equity Income Fund           | JRI | 67074Y105 | 4/22/2016 | 1.4 | Elect Margaret L. Wolff                 | Mgmt | For | FO<br>W<br>49 |
| Nuveen Premium Income Municipal Fund 4 Inc | NPT | 670699107 | 8/5/2015  | 1.1 | Elect Jack B. Evans                     | Mgmt | For | FO<br>W<br>23 |
| Nuveen Premium Income Municipal Fund 4 Inc | NPT | 670699107 | 8/5/2015  | 1.2 | Elect William J. Schneider              | Mgmt | For | FO<br>W<br>69 |
| Nuveen Premium Income Municipal Fund 4 Inc | NPT | 670699107 | 8/5/2015  | 1.3 | Elect Thomas S. Schreier, Jr.           | Mgmt | For | FO<br>W<br>22 |

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

|                           |      |           |            |     |   |          |         |          |
|---------------------------|------|-----------|------------|-----|---|----------|---------|----------|
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 1   | Elect David E. O'Reilly                                   | Mgmt     | For     | For      |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 2   | Elect Charles H. O'Reilly, Jr.                            | Mgmt     | For     | Against  |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 3   | Elect Larry P. O'Reilly                                   | Mgmt     | For     | Against  |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 4   | Elect Rosalie O'Reilly-Wooten                             | Mgmt     | For     | Against  |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 5   | Elect Jay D. Burchfield                                   | Mgmt     | For     | For      |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 6   | Elect Thomas T. Hendrickson                               | Mgmt     | For     | For      |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 7   | Elect Paul R. Lederer                                     | Mgmt     | For     | For      |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 8   | Elect John Murphy   | Mgmt     | For     | For      |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 9   | Elect Ronald Rashkow                                      | Mgmt     | For     | For      |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 10  | Advisory Vote on Executive Compensation                   | Mgmt     | For     | For      |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 11  | Ratification of Auditor                                   | Mgmt     | For     | For      |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 12  | Shareholder Proposal Regarding Proxy Access               | ShrHoldr | Against | For      |
| O'Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2016   | 13  | Shareholder Proposal Regarding Independent Board Chairman | ShrHoldr | Against | For      |
| Oracle Corporation        | ORCL | 68389X105 | 11/18/2015 | 1.1 | Elect Jeffrey S. Berg                                     | Mgmt     | For     | For      |
| Oracle Corporation        | ORCL | 68389X105 | 11/18/2015 | 1.2 | Elect H. Raymond Bingham                                  | Mgmt     | For     | Withhold |
| Oracle Corporation        | ORCL | 68389X105 | 11/18/2015 | 1.3 | Elect Michael J. Boskin                                   | Mgmt     | For     | Withhold |
| Oracle Corporation        | ORCL | 68389X105 | 11/18/2015 | 1.4 | Elect Safra A. Catz                                       | Mgmt     | For     | For      |
| Oracle Corporation        | ORCL | 68389X105 | 11/18/2015 | 1.5 | Elect Bruce R. Chizen                                     | Mgmt     | For     | Withhold |
| Oracle Corporation        | ORCL | 68389X105 | 11/18/2015 | 1.6 | Elect George H. Conrades                                  | Mgmt     | For     | Withhold |
| Oracle Corporation        | ORCL | 68389X105 | 11/18/2015 | 1.7 | Elect Lawrence J. Ellison                                 | Mgmt     | For     | For      |
| Oracle Corporation        | ORCL | 68389X105 | 11/18/2015 | 1.8 | Elect Hector Garcia-Molina                                | Mgmt     | For     | For      |

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

|                       |      |           |            |      |  |          |         |    |
|-----------------------|------|-----------|------------|------|--|----------|---------|----|
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 1.9  | Elect Jeffrey O. Henley  | Mgmt     | For     | FO |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 1.10 | Elect Mark V. Hurd   | Mgmt     | For     | FO |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 1.11 | Elect Leon E. Panetta  | Mgmt     | For     | FO |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 1.12 | Elect Naomi O. Seligman  | Mgmt     | For     | W  |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 2    | Re-approval of the Material Terms of the Executive Bonus Plan  | Mgmt     | For     | FO |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 3    | Advisory Vote on Executive Compensation  | Mgmt     | For     | A  |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 4    | Ratification of Auditor  | Mgmt     | For     | FO |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 5    | Shareholder Proposal Regarding Renewable Energy Sourcing   | ShrHoldr | Against | A  |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 6    | Shareholder Proposal Regarding Proxy Access  | ShrHoldr | Against | FO |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 7    | Shareholder Proposal Regarding Shareholder Approval of Specific Performance Metrics in Equity Compensation Plans | ShrHoldr | Against | A  |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 8    | Shareholder Proposal Regarding Shareholder Engagement  | ShrHoldr | Against | FO |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 9    | Shareholder Proposal Regarding Counting Abstentions  | ShrHoldr | Against | A  |
| Oracle Corporation    | ORCL | 68389X105 | 11/18/2015 | 10   | Shareholder Proposal Regarding Lobbying Report   | ShrHoldr | Against | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016  | 1    | Elect Wences Casares   | Mgmt     | For     | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016  | 2    | Elect Jonathan Christodoro   | Mgmt     | For     | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016  | 3    | Elect John J. Donahoe  | Mgmt     | For     | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016  | 4    | Elect David Dorman   | Mgmt     | For     | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016  | 5    | Elect Gail J. McGovern   | Mgmt     | For     | FO |

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

|                       |      |           |           |    |  |      |        |  |    |
|-----------------------|------|-----------|-----------|----|--|------|--------|--|----|
| Inc.                  |      |           |           |    |  |      |        |  |    |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016 | 6  | Elect David M. Moffett                               | Mgmt | For    |  | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016 | 7  | Elect Pierre M. Omidyar                              | Mgmt | For    |  | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016 | 8  | Elect Daniel H. Schulman                             | Mgmt | For    |  | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016 | 9  | Elect Frank D. Yeary                                 | Mgmt | For    |  | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016 | 10 | Advisory Vote on Executive Compensation              | Mgmt | For    |  | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016 | 11 | Frequency of Advisory Vote on Executive Compensation | Mgmt | 1 Year |  | 1  |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016 | 12 | Amendment to the 2015 Equity Incentive Award Plan    | Mgmt | For    |  | A  |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016 | 13 | Amendment to the Employee Incentive Plan             | Mgmt | For    |  | FO |
| Paypal Holdings, Inc. | PYPL | 70450Y103 | 5/25/2016 | 14 | Ratification of Auditor                              | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 1  | Elect Shona L. Brown                                 | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 2  | Elect George W. Buckley                              | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 3  | Elect Cesar Conde                                    | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 4  | Elect Ian M. Cook                                    | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 5  | Elect Dina Dublon                                    | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 6  | Elect Rona A. Fairhead                               | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 7  | Elect Richard W. Fisher                              | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 8  | Elect William R. Johnson                             | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 9  | Elect Indra K. Nooyi                                 | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 10 | Elect David C. Page                                  | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 11 | Elect Robert C. Pohlada                              | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 12 | Elect Lloyd G. Trotter                               | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 13 | Elect Daniel Vasella                                 | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 14 | Elect Alberto Weisser                                | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 15 | Ratification of Auditor                              | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 16 | Advisory Vote on Executive Compensation              | Mgmt | For    |  | FO |
| PepsiCo, Inc.         | PEP  | 713448108 | 5/4/2016  | 17 | Amendment to the Long-Term Incentive Plan            | Mgmt | For    |  | FO |

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

|                         |     |           |           |    |  |          |         |   |
|-------------------------|-----|-----------|-----------|----|--|----------|---------|---|
| PepsiCo, Inc.           | PEP | 713448108 | 5/4/2016  | 18 | Shareholder Proposal<br>Regarding Formation of<br>Sustainability Committee     | ShrHoldr | Against | A |
| PepsiCo, Inc.           | PEP | 713448108 | 5/4/2016  | 19 | Shareholder Proposal<br>Regarding<br>Neonicotinoids                            | ShrHoldr | Against | A |
| PepsiCo, Inc.           | PEP | 713448108 | 5/4/2016  | 20 | Shareholder Proposal<br>Regarding Holy Land<br>Principles                      | ShrHoldr | Against | A |
| PepsiCo, Inc.           | PEP | 713448108 | 5/4/2016  | 21 | Shareholder Proposal<br>Regarding Renewable<br>Energy Targets                  | ShrHoldr | Against | A |
| Phillips 66             | PSX | 718546104 | 5/4/2016  | 1  | Elect Greg C. Garland  | Mgmt     | For     | F |
| Phillips 66             | PSX | 718546104 | 5/4/2016  | 2  | Elect John E. Lowe   | Mgmt     | For     | A |
| Phillips 66             | PSX | 718546104 | 5/4/2016  | 3  | Ratification of Auditor  | Mgmt     | For     | F |
| Phillips 66             | PSX | 718546104 | 5/4/2016  | 4  | Advisory Vote on<br>Executive Compensation                                     | Mgmt     | For     | F |
| Phillips 66             | PSX | 718546104 | 5/4/2016  | 5  | Repeal of Classified<br>Board  | Mgmt     | For     | F |
| PPG Industries,<br>Inc. | PPG | 693506107 | 4/21/2016 | 1  | Elect James G. Berges  | Mgmt     | For     | F |
| PPG Industries,<br>Inc. | PPG | 693506107 | 4/21/2016 | 2  | Elect John V. Faraci   | Mgmt     | For     | F |
| PPG Industries,<br>Inc. | PPG | 693506107 | 4/21/2016 | 3  | Elect Victoria F. Haynes   | Mgmt     | For     | F |
| PPG Industries,<br>Inc. | PPG | 693506107 | 4/21/2016 | 4  | Elect Michael H.<br>McGarry  | Mgmt     | For     | F |
| PPG Industries,<br>Inc. | PPG | 693506107 | 4/21/2016 | 5  | Advisory Vote on<br>Executive Compensation                                     | Mgmt     | For     | F |
| PPG Industries,<br>Inc. | PPG | 693506107 | 4/21/2016 | 6  | Approval of Performance<br>Goals Under Omnibus<br>Incentive Plan               | Mgmt     | For     | F |
| PPG Industries,<br>Inc. | PPG | 693506107 | 4/21/2016 | 7  | Approval of the Omnibus<br>Incentive Plan                                      | Mgmt     | For     | F |
| PPG Industries,<br>Inc. | PPG | 693506107 | 4/21/2016 | 8  | Ratification of Auditor  | Mgmt     | For     | F |
| PPG Industries,<br>Inc. | PPG | 693506107 | 4/21/2016 | 9  | Shareholder Proposal<br>Regarding Giving<br>Preference to Share<br>Repurchases | ShrHoldr | Against | A |
| PPL Corporation         | PPL | 69351T106 | 5/25/2016 | 1  | Elect Rodney C. Adkins   | Mgmt     | For     | F |
| PPL Corporation         | PPL | 69351T106 | 5/25/2016 | 2  | Elect John W. Conway   | Mgmt     | For     | F |
| PPL Corporation         | PPL | 69351T106 | 5/25/2016 | 3  | Elect Steven G. Elliott  | Mgmt     | For     | F |

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

|                           |     |           |           |    |   |          |         |         |
|---------------------------|-----|-----------|-----------|----|---|----------|---------|---------|
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 4  | Elect Raja Rajamannar                                     | Mgmt     | For     | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 5  | Elect Craig A. Rogerson                                   | Mgmt     | For     | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 6  | Elect William H. Spence                                   | Mgmt     | For     | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 7  | Elect Natica von Althann                                  | Mgmt     | For     | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 8  | Elect Keith H. Williamson                                 | Mgmt     | For     | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 9  | Elect Armando Zagalo De Lima                              | Mgmt     | For     | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 10 | Advisory Vote on Executive Compensation                   | Mgmt     | For     | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 11 | 2016 Short-Term Incentive Plan                            | Mgmt     | For     | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 12 | Increase of Authorized Common Stock                       | Mgmt     | For     | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 13 | Ratification of Auditor                                   | Mgmt     | For     | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 14 | Shareholder Proposal Regarding Independent Board Chairman | ShrHoldr | Against | For     |
| PPL Corporation           | PPL | 69351T106 | 5/25/2016 | 15 | Shareholder Proposal Regarding Distributed Generation     | ShrHoldr | Against | Against |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 1  | Elect Peter B. Delaney                                    | Mgmt     | For     | For     |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 2  | Elect Mark Donegan  | Mgmt     | For     | For     |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 3  | Elect Don R. Graber                                       | Mgmt     | For     | For     |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 4  | Elect Lester L. Lyles                                     | Mgmt     | For     | For     |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 5  | Elect Vernon E. Oechsle                                   | Mgmt     | For     | For     |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 6  | Elect James F. Palmer                                     | Mgmt     | For     | For     |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 7  | Elect Rick Schmidt  | Mgmt     | For     | For     |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 8  | Elect Richard L. Wambold                                  | Mgmt     | For     | For     |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 9  | Elect Timothy A. Wicks                                    | Mgmt     | For     | For     |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 10 | Elect Janet C. Wolfenbarger                               | Mgmt     | For     | For     |
| Precision Castparts Corp. | PCP | 740189105 | 8/17/2015 | 11 | Ratification of Auditor                                   | Mgmt     | For     | For     |

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

|  |      |           |            |      |   |          |         |    |
|--|------|-----------|------------|------|---|----------|---------|----|
| Precision Castparts Corp.                    | PCP  | 740189105 | 8/17/2015  | 12   | Advisory Vote on Executive Compensation     | Mgmt     | For     | A  |
| Precision Castparts Corp.                    | PCP  | 740189105 | 8/17/2015  | 13   | Shareholder Proposal Regarding Proxy Access | ShrHoldr | Against | FC |
| Precision Castparts Corp.                    | PCP  | 740189105 | 11/19/2015 | 1    | Acquisition                                 | Mgmt     | For     | FC |
| Precision Castparts Corp.                    | PCP  | 740189105 | 11/19/2015 | 2    | Advisory Vote on Golden Parachutes          | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 1.1  | Elect Timothy M. Armstrong                  | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 1.2  | Elect Jeffrey H. Boyd                       | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 1.3  | Elect Jan L. Docter                         | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 1.4  | Elect Jeffrey E. Epstein                    | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 1.5  | Elect James M. Guyette                      | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 1.6  | Elect Charles H. Noski                      | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 1.7  | Elect Nancy B. Peretsman                    | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 1.8  | Elect Thomas E. Rothman                     | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 1.9  | Elect Craig W. Rydin                        | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 1.10 | Elect Lynn M. Vojvodich                     | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 2    | Ratification of Auditor                     | Mgmt     | For     | FC |
| Priceline Group Inc.                         | PCLN | 741503403 | 6/2/2016   | 3    | Advisory Vote on Executive Compensation     | Mgmt     | For     | FC |
| Public Service Enterprise Group Incorporated | PEG  | 744573106 | 4/19/2016  | 1    | Elect Willie A. Deese                       | Mgmt     | For     | FC |
| Public Service Enterprise Group Incorporated | PEG  | 744573106 | 4/19/2016  | 2    | Elect Albert R. Gamper, Jr.                 | Mgmt     | For     | FC |
| Public Service Enterprise Group Incorporated | PEG  | 744573106 | 4/19/2016  | 3    | Elect William V. Hickey                     | Mgmt     | For     | FC |
| Public Service Enterprise Group Incorporated | PEG  | 744573106 | 4/19/2016  | 4    | Elect Ralph Izzo                            | Mgmt     | For     | FC |

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

|  |     |           |           |    |   |      |     |    |
|--|-----|-----------|-----------|----|---|------|-----|----|
| Public Service Enterprise Group Incorporated | PEG | 744573106 | 4/19/2016 | 5  | Elect Shirley Ann Jackson               | Mgmt | For | FO |
| Public Service Enterprise Group Incorporated | PEG | 744573106 | 4/19/2016 | 6  | Elect David Lilley                      | Mgmt | For | FO |
| Public Service Enterprise Group Incorporated | PEG | 744573106 | 4/19/2016 | 7  | Elect Thomas A. Renyi                   | Mgmt | For | FO |
| Public Service Enterprise Group Incorporated | PEG | 744573106 | 4/19/2016 | 8  | Elect Hak Cheol Shin                    | Mgmt | For | FO |
| Public Service Enterprise Group Incorporated | PEG | 744573106 | 4/19/2016 | 9  | Elect Richard J. Swift                  | Mgmt | For | FO |
| Public Service Enterprise Group Incorporated | PEG | 744573106 | 4/19/2016 | 10 | Elect Susan Tomasky                     | Mgmt | For | FO |
| Public Service Enterprise Group Incorporated | PEG | 744573106 | 4/19/2016 | 11 | Elect Alfred W. Zollar                  | Mgmt | For | FO |
| Public Service Enterprise Group Incorporated | PEG | 744573106 | 4/19/2016 | 12 | Advisory Vote on Executive Compensation | Mgmt | For | FO |
| Public Service Enterprise Group Incorporated | PEG | 744573106 | 4/19/2016 | 13 | Ratification of Auditor                 | Mgmt | For | FO |
| Raytheon Company                             | RTN | 755111507 | 5/26/2016 | 1  | Elect Tracy A Atkinson                  | Mgmt | For | FO |
| Raytheon Company                             | RTN | 755111507 | 5/26/2016 | 2  | Elect Robert E. Beauchamp               | Mgmt | For | FO |
| Raytheon Company                             | RTN | 755111507 | 5/26/2016 | 3  | Elect James E. Cartwright               | Mgmt | For | FO |
| Raytheon Company                             | RTN | 755111507 | 5/26/2016 | 4  | Elect Vernon E. Clark                   | Mgmt | For | FO |
| Raytheon Company                             | RTN | 755111507 | 5/26/2016 | 5  | Elect Stephen J. Hadley                 | Mgmt | For | FO |
| Raytheon Company                             | RTN | 755111507 | 5/26/2016 | 6  | Elect Thomas A. Kennedy                 | Mgmt | For | FO |
| Raytheon Company                             | RTN | 755111507 | 5/26/2016 | 7  | Elect Letitia A Long                    | Mgmt | For | FO |
| Raytheon Company                             | RTN | 755111507 | 5/26/2016 | 8  | Elect George R. Oliver                  | Mgmt | For | FO |
| Raytheon                                     | RTN | 755111507 | 5/26/2016 | 9  | Elect Michael C.                        | Mgmt | For | FO |



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

| Company                         |      |           |           |    | Ruettgers   |          |         |         |
|---------------------------------|------|-----------|-----------|----|---|----------|---------|---------|
| Raytheon Company                | RTN  | 755111507 | 5/26/2016 | 10 | Elect William R. Spivey   | Mgmt     | For     | For     |
| Raytheon Company                | RTN  | 755111507 | 5/26/2016 | 11 | Advisory Vote on Executive Compensation                               | Mgmt     | For     | For     |
| Raytheon Company                | RTN  | 755111507 | 5/26/2016 | 12 | Ratification of Auditor   | Mgmt     | For     | For     |
| Raytheon Company                | RTN  | 755111507 | 5/26/2016 | 13 | Adoption of an Exclusive Forum Provision                              | Mgmt     | For     | Against |
| Raytheon Company                | RTN  | 755111507 | 5/26/2016 | 14 | Shareholder Proposal Regarding Giving Preference to Share Repurchases | ShrHoldr | Against | Against |
| Raytheon Company                | RTN  | 755111507 | 5/26/2016 | 15 | Shareholder Proposal Regarding Proxy Access                           | ShrHoldr | Against | Against |
| Regeneron Pharmaceuticals, Inc. | REGN | 75886F107 | 6/10/2016 | 1  | Elect Michael S. Brown  | Mgmt     | For     | For     |
| Regeneron Pharmaceuticals, Inc. | REGN | 75886F107 | 6/10/2016 | 2  | Elect Leonard S. Schleifer  | Mgmt     | For     | For     |
| Regeneron Pharmaceuticals, Inc. | REGN | 75886F107 | 6/10/2016 | 3  | Elect George D. Yancopoulos   | Mgmt     | For     | For     |
| Regeneron Pharmaceuticals, Inc. | REGN | 75886F107 | 6/10/2016 | 4  | Ratification of Auditor   | Mgmt     | For     | For     |
| Reynolds American Inc.          | RAI  | 761713106 | 5/5/2016  | 1  | Elect Susan M. Cameron  | Mgmt     | For     | For     |
| Reynolds American Inc.          | RAI  | 761713106 | 5/5/2016  | 2  | Elect Martin D. Feinstein   | Mgmt     | For     | For     |
| Reynolds American Inc.          | RAI  | 761713106 | 5/5/2016  | 3  | Elect Murray S. Kessler   | Mgmt     | For     | For     |
| Reynolds American Inc.          | RAI  | 761713106 | 5/5/2016  | 4  | Elect Lionel L. Nowell III  | Mgmt     | For     | For     |
| Reynolds American Inc.          | RAI  | 761713106 | 5/5/2016  | 5  | Elect Ricardo Oberlander  | Mgmt     | For     | For     |
| Reynolds American Inc.          | RAI  | 761713106 | 5/5/2016  | 6  | Elect Jerome Abelman  | Mgmt     | For     | For     |
| Reynolds American Inc.          | RAI  | 761713106 | 5/5/2016  | 7  | Elect Robert E. Lerwill   | Mgmt     | For     | For     |
| Reynolds American Inc.          | RAI  | 761713106 | 5/5/2016  | 8  | AMENDMENT TO ARTICLES OF INCORPORATION TO                             | Mgmt     | For     | For     |

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

DECLASSIFY THE  
BOARD OF  
DIRECTORS

|                              |      |           |           |    |   |          |         |                    |
|------------------------------|------|-----------|-----------|----|---|----------|---------|--------------------|
| Reynolds American Inc.       | RAI  | 761713106 | 5/5/2016  | 9  | Increase of Authorized Shares of Common Stock                               | Mgmt     | For     | FO                 |
| Reynolds American Inc.       | RAI  | 761713106 | 5/5/2016  | 10 | Advisory Vote on Executive Compensation                                     | Mgmt     | For     | AO                 |
| Reynolds American Inc.       | RAI  | 761713106 | 5/5/2016  | 11 | Ratification of Auditor   | Mgmt     | For     | FO                 |
| Reynolds American Inc.       | RAI  | 761713106 | 5/5/2016  | 12 | Shareholder Proposal Regarding Giving Preference to Share Repurchases       | ShrHoldr | Against | AO                 |
| Reynolds American Inc.       | RAI  | 761713106 | 5/5/2016  | 13 | Shareholder Proposal Regarding Mediation of Alleged Human Rights Violations | ShrHoldr | Against | AO                 |
| RMR Real Estate Income Fund. | RIF  | 76970B101 | 4/14/2016 | 1  | Elect Arthur G. Koumantzelis  | Mgmt     | For     | FO<br>A<br>11<br>A |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 1  | Elect Michael Balmuth   | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 2  | Elect K. Gunnar Bjorklund   | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 3  | Elect Michael J. Bush   | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 4  | Elect Norman A. Ferber  | Mgmt     | For     | AO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 5  | Elect Sharon D. Garrett   | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 6  | Elect Stephen D. Milligan   | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 7  | Elect George P. Orban   | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 8  | Elect Michael O'Sullivan  | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 9  | Elect Lawrence S. Peiros  | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 10 | Elect Gregory L. Quesnel  | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 11 | Elect Barbara Rentler   | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 12 | Second Amended and Restated Incentive Plan                                  | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 13 | Advisory Vote on Executive Compensation                                     | Mgmt     | For     | FO                 |
| Ross Stores, Inc.            | ROST | 778296103 | 5/18/2016 | 14 | Ratification of Auditor   | Mgmt     | For     | FO                 |
| Royal Caribbean Cruises Ltd. | RCL  | V7780T103 | 5/20/2016 | 1  | Elect John F. Brock   | Mgmt     | For     | FO                 |
| Royal Caribbean Cruises Ltd. | RCL  | V7780T103 | 5/20/2016 | 2  | Elect Richard D. Fain   | Mgmt     | For     | FO                 |

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

|                              |     |           |           |     |   |          |     |     |
|------------------------------|-----|-----------|-----------|-----|---|----------|-----|-----|
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 3   | Elect William L. Kimsey                     | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 4   | Elect Maritza Gomez Montiel                 | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 5   | Elect Ann S. Moore                          | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 6   | Elect Eyal M. Ofer                          | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 7   | Elect Thomas J. Pritzker                    | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 8   | Elect William K. Reilly                     | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 9   | Elect Bernt Reitan                          | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 10  | Elect Vagn Ove Sorensen                     | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 11  | Elect Donald Thompson                       | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 12  | Elect Arne Alexander Wilhelmsen             | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 13  | Advisory Vote on Executive Compensation     | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 14  | Amendment to the 2008 Equity Incentive Plan | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 15  | Ratification of Auditor                     | Mgmt     | For | For |
| Royal Caribbean Cruises Ltd. | RCL | V7780T103 | 5/20/2016 | 16  | Shareholder Proposal Regarding Proxy Access | ShrHoldr | N/A | For |
| Royce Micro-Cap Trust Inc    | RMT | 780915104 | 9/24/2015 | 1.1 | Elect Charles M. Royce                      | Mgmt     | For | For |
| Royce Micro-Cap Trust Inc    | RMT | 780915104 | 9/24/2015 | 1.2 | Elect G. Peter O'Brien                      | Mgmt     | For | For |
| Royce Micro-Cap Trust Inc    | RMT | 780915104 | 9/24/2015 | 1.3 | Elect David L. Meister                      | Mgmt     | For | For |
| salesforce.com, inc.         | CRM | 79466L302 | 6/2/2016  | 1   | Elect Marc R. Benioff                       | Mgmt     | For | For |
| salesforce.com, inc.         | CRM | 79466L302 | 6/2/2016  | 2   | Elect Keith G. Block                        | Mgmt     | For | For |
| salesforce.com, inc.         | CRM | 79466L302 | 6/2/2016  | 3   | Elect Craig A. Conway                       | Mgmt     | For | For |

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

|  |     |           |          |    |   |          |         |    |
|--|-----|-----------|----------|----|---|----------|---------|----|
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 4  | Elect Alan G. Hassenfeld  | Mgmt     | For     | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 5  | Elect Neelie Kroes  | Mgmt     | For     | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 6  | Elect Colin L. Powell   | Mgmt     | For     | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 7  | Elect Sanford R. Robertson  | Mgmt     | For     | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 8  | Elect John V. Roos  | Mgmt     | For     | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 9  | Elect Lawrence J. Tomlinson   | Mgmt     | For     | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 10 | Elect Robin L. Washington   | Mgmt     | For     | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 11 | Elect Maynard G. Webb   | Mgmt     | For     | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 12 | Elect Susan D. Wojcicki   | Mgmt     | For     | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 13 | Certificate Amendment Regarding Removal of Directors Without Cause              | Mgmt     | For     | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 14 | Ratification of Auditor   | Mgmt     | For     | AO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 15 | Advisory Vote on Executive Compensation   | Mgmt     | For     | AO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 16 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | ShrHoldr | Against | FO |
| salesforce.com, inc.                     | CRM | 79466L302 | 6/2/2016 | 17 | Shareholder Proposal Regarding Equity Retention                                 | ShrHoldr | Against | AO |
| Schlumberger N.V. (Schlumberger Limited) | SLB | 806857108 | 4/6/2016 | 1  | Elect Peter L.S. Currie   | Mgmt     | For     | FO |
| Schlumberger N.V. (Schlumberger Limited) | SLB | 806857108 | 4/6/2016 | 2  | Elect V. Maureen Kempston Darkes  | Mgmt     | For     | FO |
| Schlumberger N.V. (Schlumberger Limited) | SLB | 806857108 | 4/6/2016 | 3  | Elect Paal Kibsgaard  | Mgmt     | For     | FO |

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

|   |     |           |          |    |  |      |     |    |
|---|-----|-----------|----------|----|--|------|-----|----|
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 4  | Elect Nikolay<br>Kudryavtsev                   | Mgmt | For | FO |
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 5  | Elect Michael E. Marks                         | Mgmt | For | AO |
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 6  | Elect Indra K. Nooyi                           | Mgmt | For | FO |
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 7  | Elect Lubna S. Olayan                          | Mgmt | For | FO |
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 8  | Elect Leo Rafael Reif                          | Mgmt | For | FO |
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 9  | Elect Tore I. Sandvold                         | Mgmt | For | AO |
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 10 | Elect Henri Seydoux                            | Mgmt | For | FO |
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 11 | Advisory Vote on<br>Executive Compensation     | Mgmt | For | AO |
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 12 | Approval of Financials<br>Statements/Dividends | Mgmt | For | FO |
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 13 | Ratification of Auditor                        | Mgmt | For | FO |
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016 | 14 | Amendments to Articles<br>of Incorporation     | Mgmt | For | FO |
| Schlumberger<br>N.V.<br>(Schlumberger             | SLB | 806857108 | 4/6/2016 | 15 | Ratification of Board Size                     | Mgmt | For | FO |

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

Limited)

|   |     |           |           |    |   |      |     |     |
|---|-----|-----------|-----------|----|---|------|-----|-----|
| Schlumberger<br>N.V.<br>(Schlumberger<br>Limited) | SLB | 806857108 | 4/6/2016  | 16 | Amendment to the French<br>Sub Plan Under the 2010<br>Omnibus Stock Incentive<br>Plan | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 1  | Elect Arthur F. Anton   | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 2  | Elect Christopher M.<br>Connor  | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 3  | Elect David F. Hodnik   | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 4  | Elect Thomas G. Kadien  | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 5  | Elect Richard J. Kramer   | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 6  | Elect Susan J. Kropf  | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 7  | Elect John G. Morikis   | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 8  | Elect Christine A. Poon   | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 9  | Elect John M. Stropki, Jr.  | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 10 | Elect Matthew Thornton  | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 11 | Elect Steven H. Wunning   | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 12 | Advisory Vote on<br>Executive Compensation  | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 13 | Amendment to the 2006<br>Stock Plan for<br>Nonemployee Directors                      | Mgmt | For | For |
| Sherwin-Williams<br>Company                       | SHW | 824348106 | 4/20/2016 | 14 | Ratification of Auditor   | Mgmt | For | For |
| Southwest<br>Airlines Co.                         | LUV | 844741108 | 5/18/2016 | 1  | Elect David W. Biegler  | Mgmt | For | For |
| Southwest<br>Airlines Co.                         | LUV | 844741108 | 5/18/2016 | 2  | Elect J. Veronica Biggins   | Mgmt | For | For |
| Southwest<br>Airlines Co.                         | LUV | 844741108 | 5/18/2016 | 3  | Elect Douglas H. Brooks   | Mgmt | For | For |
| Southwest<br>Airlines Co.                         | LUV | 844741108 | 5/18/2016 | 4  | Elect William H.<br>Cunningham  | Mgmt | For | For |
| Southwest   | LUV | 844741108 | 5/18/2016 | 5  | Elect John G. Denison   | Mgmt | For | For |

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

Airlines Co.

Southwest Airlines Co.

LUV 844741108 5/18/2016 6 Elect Thomas W. Gilligan Mgmt For

Southwest Airlines Co.

LUV 844741108 5/18/2016 7 Elect Gary C. Kelly Mgmt For

Southwest Airlines Co.

LUV 844741108 5/18/2016 8 Elect Grace D. Lieblein Mgmt For

Southwest Airlines Co.

LUV 844741108 5/18/2016 9 Elect Nancy B. Loeffler Mgmt For

Southwest Airlines Co.

LUV 844741108 5/18/2016 10 Elect John T. Montford Mgmt For

Southwest Airlines Co.

LUV 844741108 5/18/2016 11 Elect Ron Ricks Mgmt For

Southwest Airlines Co.

LUV 844741108 5/18/2016 12 Advisory Vote on Executive Compensation Mgmt For

Southwest Airlines Co.

LUV 844741108 5/18/2016 13 Ratification of Auditor Mgmt For

Southwest Airlines Co.

LUV 844741108 5/18/2016 14 Shareholder Proposal Regarding Proxy Access ShrHoldr Against

Starbucks Corporation

SBUX 855244109 3/23/2016 1 Elect Howard Schultz Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 2 Elect William W. Bradley Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 3 Elect Mary N. Dillon Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 4 Elect Robert M. Gates Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 5 Elect Mellody Hobson Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 6 Elect Kevin R. Johnson Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 7 Elect Joshua C. Ramo Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 8 Elect James G. Shennan, Jr. Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 9 Elect Clara Shih Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 10 Elect Javier G. Teruel Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 11 Elect Myron E. Ullman III Mgmt For

Starbucks Corporation

SBUX 855244109 3/23/2016 12 Elect Craig E. Weatherup Mgmt For

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

|                          |      |           |           |    |   |          |         |    |
|--------------------------|------|-----------|-----------|----|---|----------|---------|----|
| Starbucks Corporation    | SBUX | 855244109 | 3/23/2016 | 13 | Advisory Vote on Executive Compensation                     | Mgmt     | For     | FC |
| Starbucks Corporation    | SBUX | 855244109 | 3/23/2016 | 14 | Amendment to the Executive Management Bonus Plan            | Mgmt     | For     | FC |
| Starbucks Corporation    | SBUX | 855244109 | 3/23/2016 | 15 | Ratification of Auditor                                     | Mgmt     | For     | FC |
| Starbucks Corporation    | SBUX | 855244109 | 3/23/2016 | 16 | Shareholder Proposal Regarding Proxy Access                 | ShrHoldr | Against | FC |
| Starbucks Corporation    | SBUX | 855244109 | 3/23/2016 | 17 | Shareholder Proposal Regarding Human Rights Review          | ShrHoldr | Against | A  |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 1  | Elect Kennett F. Burnes                                     | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 2  | Elect Patrick de Saint-Aignan                               | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 3  | Elect Lynn A. Dugle   | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 4  | Elect William C. Freda                                      | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 5  | Elect Amelia C. Fawcett                                     | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 6  | Elect Linda A. Hill   | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 7  | Elect Joseph L. Hooley                                      | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 8  | Elect Richard P. Sergel                                     | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 9  | Elect Ronald L. Skates                                      | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 10 | Elect Gregory L. Summe                                      | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 11 | Elect Thomas J. Wilson                                      | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 12 | Advisory Vote on Executive Compensation                     | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 13 | Approval of the 2016 Senior Executive Annual Incentive Plan | Mgmt     | For     | FC |
| State Street Corporation | STT  | 857477103 | 5/18/2016 | 14 | Ratification of Auditor                                     | Mgmt     | For     | FC |
| Stryker Corporation      | SYK  | 863667101 | 4/27/2016 | 1  | Elect Howard E. Cox, Jr.                                    | Mgmt     | For     | FC |



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

|                      |     |           |           |    |  |      |     |     |
|----------------------|-----|-----------|-----------|----|--|------|-----|-----|
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 2  | Elect Srikant Datar                            | Mgmt | For | For |
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 3  | Elect Roch Doliveux                            | Mgmt | For | For |
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 4  | Elect Louise L. Francesconi                    | Mgmt | For | For |
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 5  | Elect Allan C. Golston                         | Mgmt | For | For |
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 6  | Elect Kevin A. Lobo                            | Mgmt | For | For |
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 7  | Elect William U. Parfet                        | Mgmt | For | For |
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 8  | Elect Andrew K Silvernail                      | Mgmt | For | For |
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 9  | Elect Ronda E. Stryker                         | Mgmt | For | For |
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 10 | Ratification of Auditor                        | Mgmt | For | For |
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 11 | Amendment to the 2011 Long-Term Incentive Plan | Mgmt | For | For |
| Stryker Corporation  | SYK | 863667101 | 4/27/2016 | 12 | Advisory Vote on Executive Compensation        | Mgmt | For | For |
| Suntrust Banks, Inc. | STI | 867914103 | 4/26/2016 | 1  | Elect Dallas S. Clement                        | Mgmt | For | For |
| Suntrust Banks, Inc. | STI | 867914103 | 4/26/2016 | 2  | Elect Paul R. Garcia                           | Mgmt | For | For |
| Suntrust Banks, Inc. | STI | 867914103 | 4/26/2016 | 3  | Elect M. Douglas Ivester                       | Mgmt | For | For |
| Suntrust Banks, Inc. | STI | 867914103 | 4/26/2016 | 4  | Elect Kyle P. Legg                             | Mgmt | For | For |
| Suntrust Banks, Inc. | STI | 867914103 | 4/26/2016 | 5  | Elect Donna S. Morea                           | Mgmt | For | For |
| Suntrust Banks, Inc. | STI | 867914103 | 4/26/2016 | 6  | Elect David M. Ratcliffe                       | Mgmt | For | For |
| Suntrust Banks, Inc. | STI | 867914103 | 4/26/2016 | 7  | Elect William H. Rogers, Jr.                   | Mgmt | For | For |
| Suntrust Banks, Inc. | STI | 867914103 | 4/26/2016 | 8  | Elect Frank W. Scruggs                         | Mgmt | For | For |
| Suntrust Banks, Inc. | STI | 867914103 | 4/26/2016 | 9  | Elect Bruce L. Tanner                          | Mgmt | For | For |
| Suntrust Banks, Inc. | STI | 867914103 | 4/26/2016 | 10 | Elect Thomas R. Watjen                         | Mgmt | For | For |

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

|                           |      |           |            |    |   |          |         |         |
|---------------------------|------|-----------|------------|----|---|----------|---------|---------|
| Suntrust Banks, Inc.      | STI  | 867914103 | 4/26/2016  | 11 | Elect Phail Wynn, Jr.                                 | Mgmt     | For     | For     |
| Suntrust Banks, Inc.      | STI  | 867914103 | 4/26/2016  | 12 | Advisory Vote on Executive Compensation               | Mgmt     | For     | For     |
| Suntrust Banks, Inc.      | STI  | 867914103 | 4/26/2016  | 13 | Ratification of Auditor                               | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 1  | Elect Mark S. Bartlett                                | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 2  | Elect Edward C. Bernard                               | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 3  | Elect Mary K. Bush                                    | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 4  | Elect H. Lawrence Culp                                | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 5  | Elect Freeman A. Hrabowski, III                       | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 6  | Elect Robert F. MacLellan                             | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 7  | Elect Brian C. Rogers                                 | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 8  | Elect Olympia J. Snowe                                | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 9  | Elect William J. Stromberg                            | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 10 | Elect Dwight S. Taylor                                | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 11 | Elect Anne Marie Whittemore                           | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 12 | Elect Alan D. Wilson                                  | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 13 | Advisory Vote on Executive Compensation               | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 14 | Ratification of Auditor                               | Mgmt     | For     | For     |
| T. Rowe Price Group, Inc. | TROW | 74144T108 | 4/27/2016  | 15 | Shareholder Proposal Regarding Proxy Voting Practices | ShrHoldr | Against | Against |
| The Chubb Corporation     | CB   | 171232101 | 10/22/2015 | 1  | Merger  | Mgmt     | For     | For     |
| The Chubb Corporation     | CB   | 171232101 | 10/22/2015 | 2  | Advisory Vote on Golden Parachutes                    | Mgmt     | For     | For     |
| The Chubb Corporation     | CB   | 171232101 | 10/22/2015 | 3  | Right to Adjourn Meeting                              | Mgmt     | For     | For     |

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

|                                       |     |           |           |    |  |          |         |         |
|---------------------------------------|-----|-----------|-----------|----|--|----------|---------|---------|
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 1  | Elect Gerard J. Arpey  | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 2  | Elect Ari Bousbib  | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 3  | Elect Gregory D. Brenneman                                     | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 4  | Elect J. Frank Brown   | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 5  | Elect Albert P. Carey  | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 6  | Elect Armando Codina   | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 7  | Elect Helena B. Foulkes  | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 8  | Elect Linda R. Gooden  | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 9  | Elect Wayne M. Hewett  | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 10 | Elect Karen Katen  | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 11 | Elect Craig A. Menear  | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 12 | Elect Mark Vadon   | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 13 | Ratification of Auditor  | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 14 | Advisory Vote on Executive Compensation                        | Mgmt     | For     | For     |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 15 | Shareholder Proposal Regarding Employment Diversity Report     | ShrHoldr | Against | Against |
| The Home Depot, Inc.                  | HD  | 437076102 | 5/19/2016 | 16 | Shareholder Proposal Regarding Right to Call a Special Meeting | ShrHoldr | Against | Against |
| The PNC Financial Services Group Inc. | PNC | 693475105 | 4/26/2016 | 1  | Elect Charles E. Bunch   | Mgmt     | For     | Against |
| The PNC Financial Services Group Inc. | PNC | 693475105 | 4/26/2016 | 2  | Elect Marjorie Rodgers Cheshire                                | Mgmt     | For     | For     |
| The PNC Financial Services Group Inc. | PNC | 693475105 | 4/26/2016 | 3  | Elect William S. Demchak                                       | Mgmt     | For     | For     |
|                                       | PNC | 693475105 | 4/26/2016 | 4  |  | Mgmt     | For     | For     |

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

|   |     |           |           |    |  |  |      |     |    |
|---|-----|-----------|-----------|----|--|--|------|-----|----|
| The PNC<br>Financial Services<br>Group Inc. |     |           |           |    |  | Elect Andrew T.<br>Feldstein               |      |     |    |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 5  |  | Elect Daniel R. Hesse                      | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 6  |  | Elect Kay Coles James                      | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 7  |  | Elect Richard B. Kelson                    | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 8  |  | Elect Jane G. Pepper                       | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 9  |  | Elect Donald J. Shepard                    | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 10 |  | Elect Lorene K. Steffes                    | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 11 |  | Elect Dennis F. Strigl                     | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 12 |  | Elect Michael J. Ward                      | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 13 |  | Elect Gregory D. Wasson                    | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 14 |  | Ratification of Auditor                    | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 15 |  | 2016 Incentive Award<br>Plan               | Mgmt | For | FO |
| The PNC<br>Financial Services<br>Group Inc. | PNC | 693475105 | 4/26/2016 | 16 |  | Advisory Vote on<br>Executive Compensation | Mgmt | For | FO |
| The TJX<br>Companies, Inc.                  | TJX | 872540109 | 6/7/2016  | 1  |  | Elect Zein Abdalla                         | Mgmt | For | FO |
| The TJX<br>Companies, Inc.                  | TJX | 872540109 | 6/7/2016  | 2  |  | Elect Jose B. Alvarez                      | Mgmt | For | FO |
| The TJX<br>Companies, Inc.                  | TJX | 872540109 | 6/7/2016  | 3  |  | Elect Alan M. Bennett                      | Mgmt | For | FO |

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

|                               |     |           |           |    |   |          |         |         |
|-------------------------------|-----|-----------|-----------|----|---|----------|---------|---------|
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 4  | Elect David T. Ching  | Mgmt     | For     | For     |
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 5  | Elect Ernie Herrman   | Mgmt     | For     | For     |
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 6  | Elect Michael F. Hines  | Mgmt     | For     | For     |
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 7  | Elect Amy B. Lane   | Mgmt     | For     | For     |
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 8  | Elect Carol Meyrowitz   | Mgmt     | For     | For     |
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 9  | Elect John F. O'Brien   | Mgmt     | For     | For     |
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 10 | Elect Willow B. Shire   | Mgmt     | For     | For     |
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 11 | Ratification of Auditor   | Mgmt     | For     | For     |
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 12 | Advisory Vote on Executive Compensation                                     | Mgmt     | For     | Against |
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 13 | Shareholder Proposal Regarding Linking Executive Pay to Diversity Metrics   | ShrHoldr | Against | Against |
| The TJX Companies, Inc.       | TJX | 872540109 | 6/7/2016  | 14 | Shareholder Proposal Regarding Report on Ratio Between CEO and Employee Pay | ShrHoldr | Against | Against |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 1  | Elect Marc N. Casper  | Mgmt     | For     | For     |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 2  | Elect Nelson J. Chai  | Mgmt     | For     | For     |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 3  | Elect C. Martin Harris  | Mgmt     | For     | For     |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 4  | Elect Tyler Jacks   | Mgmt     | For     | For     |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 5  | Elect Judy C. Lewent  | Mgmt     | For     | For     |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 6  | Elect Thomas J. Lynch   | Mgmt     | For     | For     |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 7  | Elect Jim P. Manzi  | Mgmt     | For     | For     |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 8  | Elect William G. Parrett  | Mgmt     | For     | For     |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 9  | Elect Scott M. Sperling   | Mgmt     | For     | For     |

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

|                               |     |           |           |    |   |          |         |         |
|-------------------------------|-----|-----------|-----------|----|---|----------|---------|---------|
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 10 | Elect Elaine S. Ullian  | Mgmt     | For     | For     |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 11 | Advisory Vote on Executive Compensation   | Mgmt     | For     | For     |
| Thermo Fisher Scientific Inc. | TMO | 883556102 | 5/18/2016 | 12 | Ratification of Auditor   | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 1  | Elect Carole Black  | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 2  | Elect Thomas H. Castro  | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 3  | Elect David C. Chang  | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 4  | Elect James E. Copeland, Jr.  | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 5  | Elect Peter R. Haje   | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 6  | Elect Donna A. James  | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 7  | Elect Don Logan   | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 8  | Elect Robert D. Marcus  | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 9  | Elect N.J. Nicholas, Jr.  | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 10 | Elect Wayne H. Pace   | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 11 | Elect Edward D. Shirley   | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 12 | Elect John E. Sununu  | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 13 | Ratification of Auditor   | Mgmt     | For     | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 14 | Advisory Vote on Executive Compensation   | Mgmt     | For     | Against |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 15 | Shareholder Proposal Regarding Lobbying Report                                  | ShrHoldr | Against | For     |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 7/1/2015  | 16 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | ShrHoldr | Against | Against |
| Time Warner Cable, Inc.       | TWC | 88732J207 | 9/21/2015 | 1  | Merger/Acquisition  | Mgmt     | For     | For     |

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

|                                       |     |           |           |     |   |      |     |              |
|---------------------------------------|-----|-----------|-----------|-----|---|------|-----|--------------|
| Time Warner Cable, Inc.               | TWC | 88732J207 | 9/21/2015 | 2   | Advisory Vote on Golden Parachutes      | Mgmt | For | A            |
| Tortoise Energy Independence Fund Inc | NDP | 89148K101 | 5/19/2016 | 1.1 | Elect H. Kevin Birzer                   | Mgmt | For | F<br>W<br>49 |
| Tortoise Energy Independence Fund Inc | NDP | 89148K101 | 5/19/2016 | 1.2 | Elect Alexandra Herger                  | Mgmt | For | F<br>W<br>49 |
| Tortoise Energy Independence Fund Inc | NDP | 89148K101 | 5/19/2016 | 2   | Ratification of Auditor                 | Mgmt | For | F<br>A<br>A  |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 1   | Elect Alan L. Beller                    | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 2   | Elect John H. Dasburg                   | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 3   | Elect Janet M. Dolan                    | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 4   | Elect Kenneth M. Duberstein             | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 5   | Elect Jay S. Fishman                    | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 6   | Elect Patricia L. Higgins               | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 7   | Elect Thomas R. Hodgson                 | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 8   | Elect William J. Kane                   | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 9   | Elect Cleve L. Killingsworth, Jr.       | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 10  | Elect Philip T. Ruegger III             | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 11  | Elect Todd C. Schermerhorn              | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 12  | Elect Alan D. Schnitzer                 | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 13  | Elect Donald J. Shepard                 | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 14  | Elect Laurie J. Thomsen                 | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 15  | Ratification of Auditor                 | Mgmt | For | F            |
| Travelers Companies, Inc.             | TRV | 89417E109 | 5/19/2016 | 16  | Advisory Vote on Executive Compensation | Mgmt | For | A            |

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

|                                |     |           |            |    |  |          |         |    |
|--------------------------------|-----|-----------|------------|----|--|----------|---------|----|
| Travelers Companies, Inc.      | TRV | 89417E109 | 5/19/2016  | 17 | Amendment to the Stock Incentive Plan  | Mgmt     | For     | FO |
| Travelers Companies, Inc.      | TRV | 89417E109 | 5/19/2016  | 18 | Shareholder Proposal Regarding Political Contributions and Expenditures Report | ShrHoldr | Against | AO |
| Travelers Companies, Inc.      | TRV | 89417E109 | 5/19/2016  | 19 | Shareholder Proposal Regarding Lobbying Report                                 | ShrHoldr | Against | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 1  | Elect K. Rupert Murdoch  | Mgmt     | For     | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 2  | Elect Lachlan K. Murdoch   | Mgmt     | For     | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 3  | Elect Delphine Arnault   | Mgmt     | For     | AO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 4  | Elect James W. Breyer  | Mgmt     | For     | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 5  | Elect Chase Carey  | Mgmt     | For     | AO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 6  | Elect David F. DeVoe   | Mgmt     | For     | AO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 7  | Elect Viet D. Dinh   | Mgmt     | For     | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 8  | Elect Roderick Ian Eddington   | Mgmt     | For     | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 9  | Elect James Murdoch  | Mgmt     | For     | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 10 | Elect Jacques Nasser   | Mgmt     | For     | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 11 | Elect Robert S. Silberman  | Mgmt     | For     | AO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 12 | Elect Tidjane Thiam  | Mgmt     | For     | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 13 | Elect Jeffrey W. Ubben   | Mgmt     | For     | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 14 | Ratification of Auditor  | Mgmt     | For     | FO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 15 | ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Mgmt     | For     | AO |
| Twenty-First Century Fox, Inc. | FOX | 90130A200 | 11/12/2015 | 16 | Declaration of Domicile  | Mgmt     | N/A     | FO |
| U.S. Bancorp                   | USB | 902973304 | 4/19/2016  | 1  | Elect Douglas M. Baker, Jr.  | Mgmt     | For     | FO |



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

|                                 |     |           |           |    |   |          |         |         |
|---------------------------------|-----|-----------|-----------|----|---|----------|---------|---------|
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 2  | Elect Warner L. Baxter  | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 3  | Elect Marc N. Casper  | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 4  | Elect Arthur D. Collins, Jr.  | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 5  | Elect Richard K. Davis  | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 6  | Elect Kimberly J. Harris  | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 7  | Elect Roland A. Hernandez   | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 8  | Elect Doreen Woo Ho   | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 9  | Elect Olivia F. Kirtley   | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 10 | Elect Karen S. Lynch  | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 11 | Elect David B. O'Maley  | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 12 | Elect O'dell M. Owens   | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 13 | Elect Craig D. Schnuck  | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 14 | Elect Scott W. Wine   | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 15 | Ratification of Auditor   | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 16 | Advisory Vote on Executive Compensation                             | Mgmt     | For     | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 17 | Shareholder Proposal Regarding Independent Chairman                 | ShrHoldr | Against | For     |
| U.S. Bancorp                    | USB | 902973304 | 4/19/2016 | 18 | Shareholder Proposal Regarding Retention of Shares Until Retirement | ShrHoldr | Against | Against |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 1  | Elect William C. Ballard, Jr.                                       | Mgmt     | For     | For     |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 2  | Elect Edson Bueno   | Mgmt     | For     | For     |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 3  | Elect Richard T. Burke  | Mgmt     | For     | For     |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 4  | Elect Robert J. Darretta  | Mgmt     | For     | For     |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 5  | Elect Stephen J. Hemsley  | Mgmt     | For     | For     |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 6  | Elect Michele J. Hooper   | Mgmt     | For     | For     |

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

|                                 |     |           |           |    |  |      |     |     |
|---------------------------------|-----|-----------|-----------|----|--|------|-----|-----|
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 7  | Elect Rodger A. Lawson                               | Mgmt | For | For |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 8  | Elect Glenn M. Renwick                               | Mgmt | For | For |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 9  | Elect Kenneth I. Shine                               | Mgmt | For | For |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 10 | Elect Gail R. Wilensky                               | Mgmt | For | For |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 11 | Advisory Vote on Executive Compensation              | Mgmt | For | For |
| UnitedHealth Group Incorporated | UNH | 91324P102 | 6/6/2016  | 12 | Ratification of Auditor                              | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 1  | Elect Joseph W Gorder                                | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 2  | Elect Deborah P. Majoras                             | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 3  | Elect Donald L. Nickles                              | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 4  | Elect Philip J. Pfeiffer                             | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 5  | Elect Robert A. Profusek                             | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 6  | Elect Susan Kaufman Purcell                          | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 7  | Elect Stephen M. Waters                              | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 8  | Elect Randall J. Weisenburger                        | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 9  | Elect Rayford Wilkins Jr.                            | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 10 | Ratification of Auditor                              | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 11 | Advisory Vote on Executive Compensation              | Mgmt | For | For |
| Valero Energy Corporation       | VLO | 91913Y100 | 5/12/2016 | 12 | Amendment to Articles Regarding Removal of Directors | Mgmt | For | For |
|                                 | VLO | 91913Y100 | 5/12/2016 | 13 |  | Mgmt | For | For |

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

|                             |    |           |          |    |  |   |      |     |     |
|-----------------------------|----|-----------|----------|----|--|---|------|-----|-----|
| Valero Energy Corporation   |    |           |          |    |  | Re-approval of the 2011 Omnibus Stock Incentive Plan for the Purposes of Section 162(m) |      |     |     |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 1  |  | Elect Shellye L. Archambeau   | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 2  |  | Elect Mark T. Bertolini   | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 3  |  | Elect Richard L. Carrion  | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 4  |  | Elect Melanie L. Healey   | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 5  |  | Elect M. Frances Keeth  | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 6  |  | Elect Karl-Ludwig Kley  | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 7  |  | Elect Lowell C. McAdam  | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 8  |  | Elect Donald T. Nicolaisen  | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 9  |  | Elect Clarence Otis, Jr.  | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 10 |  | Elect Rodney E. Slater  | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 11 |  | Elect Kathryn A. Tesija   | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 12 |  | Elect Gregory D. Wasson   | Mgmt | For | For |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 13 |  | Elect Gregory G. Weaver   | Mgmt | For | For |
| Verizon Communications      | VZ | 92343V104 | 5/5/2016 | 14 |  | Ratification of Auditor   | Mgmt | For | For |

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

|                             |    |           |          |    |  |          |         |    |
|-----------------------------|----|-----------|----------|----|--|----------|---------|----|
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 15 | Advisory Vote on Executive Compensation  | Mgmt     | For     | FO |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 16 | Shareholder Proposal Regarding Renewable Energy targets                        | ShrHoldr | Against | AO |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 17 | Shareholder Proposal Regarding Report on Indirect Political Spending           | ShrHoldr | Against | AO |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 18 | Shareholder Proposal Regarding Lobbying Report                                 | ShrHoldr | Against | FO |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 19 | Shareholder Proposal Regarding Independent Board Chairman                      | ShrHoldr | Against | FO |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 20 | Shareholder Proposal Regarding Severance Approval Policy                       | ShrHoldr | Against | AO |
| Verizon Communications Inc. | VZ | 92343V104 | 5/5/2016 | 21 | Shareholder Proposal Regarding Retention of Shares Until Normal Retirement Age | ShrHoldr | Against | AO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 1  | Elect Lloyd A. Carney  | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 2  | Elect Mary B. Cranston   | Mgmt     | For     | AO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 3  | Elect Francisco Javier Fernandez-Carbajal                                      | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 4  | Elect Alfred F. Kelly, Jr.   | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 5  | Elect Robert W. Matschullat  | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 6  | Elect Cathy E. Minehan   | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 7  | Elect Suzanne Nora Johnson   | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 8  | Elect David J. Pang  | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 9  | Elect Charles W. Scharf  | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 10 | Elect John A.C. Swainson   | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 11 | Elect Maynard G. Webb, Jr.   | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 12 | Advisory Vote on Executive Compensation  | Mgmt     | For     | FO |
| Visa Inc.                   | V  | 92826C839 | 2/3/2016 | 13 | Approval of the 2007 Equity Incentive  | Mgmt     | For     | FO |

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

|                      |     |           |          |     |  | Compensation Plan as Amended and Restated |      |     |               |
|----------------------|-----|-----------|----------|-----|--|---|------|-----|---------------|
| Visa Inc.            | V   | 92826C839 | 2/3/2016 | 14  |  | Amendment to the Visa Inc. Incentive Plan | Mgmt | For | FC            |
| Visa Inc.            | V   | 92826C839 | 2/3/2016 | 15  |  | Ratification of Auditor                   | Mgmt | For | FC            |
| Voya Funds           | IAE | 92912Y109 | 7/1/2015 | 1.1 |  | Elect Colleen D. Baldwin                  | Mgmt | For | FC<br>W<br>85 |
| Voya Funds           | IAE | 92912Y109 | 7/1/2015 | 1.2 |  | Elect Peter S. Drotch                     | Mgmt | For | FC<br>W<br>85 |
| Voya Funds           | IAE | 92912Y109 | 7/1/2015 | 1.3 |  | Elect Russell H. Jones                    | Mgmt | For | FC<br>W<br>85 |
| Voya Funds           | IAE | 92912Y109 | 7/1/2015 | 1.4 |  | Elect Joseph E. Obermeyer                 | Mgmt | For | FC<br>W<br>85 |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 1   |  | Elect James I. Cash, Jr.                  | Mgmt | For | A             |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 2   |  | Elect Pamela J. Craig                     | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 3   |  | Elect Timothy P. Flynn                    | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 4   |  | Elect Thomas W. Horton                    | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 5   |  | Elect Marissa A. Mayer                    | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 6   |  | Elect C. Douglas McMillon                 | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 7   |  | Elect Gregory B. Penner                   | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 8   |  | Elect Steven S. Reinemund                 | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 9   |  | Elect Kevin Y. Systrom                    | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 10  |  | Elect S. Robson Walton                    | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 11  |  | Elect Steuart Walton                      | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 12  |  | Elect Linda S. Wolf                       | Mgmt | For | FC            |
| Wal-Mart Stores Inc. | WMT | 931142103 | 6/3/2016 | 13  |  | Advisory Vote on Executive Compensation   | Mgmt | For | FC            |

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

|                                |     |           |           |    |  |          |         |    |
|--------------------------------|-----|-----------|-----------|----|--|----------|---------|----|
| Wal-Mart Stores Inc.           | WMT | 931142103 | 6/3/2016  | 14 | 2016 Associate Stock Purchase Plan                           | Mgmt     | For     | FC |
| Wal-Mart Stores Inc.           | WMT | 931142103 | 6/3/2016  | 15 | Ratification of Auditor                                      | Mgmt     | For     | FC |
| Wal-Mart Stores Inc.           | WMT | 931142103 | 6/3/2016  | 16 | Shareholder Proposal Regarding Independent Board Chairman    | ShrHoldr | Against | FC |
| Wal-Mart Stores Inc.           | WMT | 931142103 | 6/3/2016  | 17 | Shareholder Proposal Regarding Incentive Compensation Report | ShrHoldr | Against | A  |
| Wal-Mart Stores Inc.           | WMT | 931142103 | 6/3/2016  | 18 | Shareholder Proposal Regarding Country Selection Guidelines  | ShrHoldr | Against | A  |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 1  | Elect Janice M. Babiak                                       | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 2  | Elect David J. Brailer                                       | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 3  | Elect William C. Foote                                       | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 4  | Elect Ginger L. Graham                                       | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 5  | Elect John A. Lederer  | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 6  | Elect Dominic P. Murphy                                      | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 7  | Elect Stefano Pessina  | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 8  | Elect Barry Rosenstein                                       | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 9  | Elect Leonard D. Schaeffer                                   | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 10 | Elect Nancy M. Schlichting                                   | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 11 | Elect James A. Skinner                                       | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 12 | Advisory Vote on Executive Compensation                      | Mgmt     | For     | FC |
| Walgreens Boots Alliance, Inc. | WBA | 931427108 | 1/27/2016 | 13 | Ratification of Auditor                                      | Mgmt     | For     | FC |
| Walt Disney Co.                | DIS | 254687106 | 3/3/2016  | 1  | Elect Susan E. Arnold  | Mgmt     | For     | FC |
| Walt Disney Co.                | DIS | 254687106 | 3/3/2016  | 2  | Elect John S. Chen   | Mgmt     | For     | FC |
| Walt Disney Co.                | DIS | 254687106 | 3/3/2016  | 3  | Elect Jack Dorsey  | Mgmt     | For     | A  |
| Walt Disney Co.                | DIS | 254687106 | 3/3/2016  | 4  | Elect Robert A. Iger   | Mgmt     | For     | FC |

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

|                        |     |           |           |    |   |          |         |    |
|------------------------|-----|-----------|-----------|----|---|----------|---------|----|
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 5  | Elect Maria Elena Langomasino                       | Mgmt     | For     | FO |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 6  | Elect Fred H. Langhammer                            | Mgmt     | For     | FO |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 7  | Elect Aylwin B. Lewis                               | Mgmt     | For     | FO |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 8  | Elect Robert W. Matschullat                         | Mgmt     | For     | FO |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 9  | Elect Mark G. Parker                                | Mgmt     | For     | FO |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 10 | Elect Sheryl Sandberg                               | Mgmt     | For     | FO |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 11 | Elect Orin C. Smith                                 | Mgmt     | For     | FO |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 12 | Ratification of Auditor                             | Mgmt     | For     | FO |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 13 | Advisory Vote on Executive Compensation             | Mgmt     | For     | A  |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 14 | Elimination of Supermajority Voting Requirement     | Mgmt     | For     | FO |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 15 | Shareholder Proposal Regarding Simple Majority Vote | ShrHoldr | Against | A  |
| Walt Disney Co.        | DIS | 254687106 | 3/3/2016  | 16 | Shareholder Proposal Regarding Lobbying Report      | ShrHoldr | Against | FO |
| Waste Management, Inc. | WM  | 94106L109 | 5/12/2016 | 1  | Elect Bradbury H. Anderson                          | Mgmt     | For     | FO |
| Waste Management, Inc. | WM  | 94106L109 | 5/12/2016 | 2  | Elect Frank M. Clark, Jr.                           | Mgmt     | For     | FO |
| Waste Management, Inc. | WM  | 94106L109 | 5/12/2016 | 3  | Elect Andres R. Gluski                              | Mgmt     | For     | FO |
| Waste Management, Inc. | WM  | 94106L109 | 5/12/2016 | 4  | Elect Patrick W. Gross                              | Mgmt     | For     | FO |
| Waste Management, Inc. | WM  | 94106L109 | 5/12/2016 | 5  | Elect Victoria M. Holt                              | Mgmt     | For     | FO |
| Waste Management, Inc. | WM  | 94106L109 | 5/12/2016 | 6  | Elect Kathleen M. Mazarella                         | Mgmt     | For     | FO |
| Waste Management, Inc. | WM  | 94106L109 | 5/12/2016 | 7  | Elect John C. Pope                                  | Mgmt     | For     | FO |
| Waste Management, Inc. | WM  | 94106L109 | 5/12/2016 | 8  | Elect W. Robert Reum                                | Mgmt     | For     | FO |
| Waste Management, Inc. | WM  | 94106L109 | 5/12/2016 | 9  | Elect David P. Steiner                              | Mgmt     | For     | FO |
| Waste Management, Inc. | WM  | 94106L109 | 5/12/2016 | 10 | Elect Thomas H. Weidemeyer                          | Mgmt     | For     | FO |
|                        | WM  | 94106L109 | 5/12/2016 | 11 | Ratification of Auditor                             | Mgmt     | For     | FO |

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

|                         |     |           |           |    |   |          |         |  |  |  |
|-------------------------|-----|-----------|-----------|----|---|----------|---------|--|--|--|
| Waste Management, Inc.  |     |           |           |    |   |          |         |  |  |  |
| Waste Management, Inc.  | WM  | 94106L109 | 5/12/2016 | 12 | Advisory Vote on Executive Compensation   | Mgmt     | For     |  |  |  |
| Waste Management, Inc.  | WM  | 94106L109 | 5/12/2016 | 13 | Shareholder Proposal Regarding Compensation in the Event of a Change in Control | ShrHoldr | Against |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 1  | Elect John D. Baker II  | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 2  | Elect Elaine L. Chao  | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 3  | Elect John S. Chen  | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 4  | Elect Lloyd H. Dean   | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 5  | Elect Elizabeth A. Duke   | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 6  | Elect Susan E. Engel  | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 7  | Elect Enrique Hernandez, Jr.  | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 8  | Elect Donald M. James   | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 9  | Elect Cynthia H. Milligan   | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 10 | Elect Federico F. Pena  | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 11 | Elect James H. Quigley  | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 12 | Elect Stephen W. Sanger   | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 13 | Elect John G. Stumpf  | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 14 | Elect Susan G. Swenson  | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 15 | Elect Suzanne M. Vautrinot  | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 16 | Advisory Vote on Executive Compensation   | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 17 | Ratification of Auditor   | Mgmt     | For     |  |  |  |
| Wells Fargo and Company | WFC | 949746101 | 4/26/2016 | 18 | Shareholder Proposal  | ShrHoldr | Against |  |  |  |



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

| Company                               |     |           |           |     | Regarding Independent Board Chairman                      |          |         |              |
|---------------------------------------|-----|-----------|-----------|-----|---|----------|---------|--------------|
| Wells Fargo and Company               | WFC | 949746101 | 4/26/2016 | 19  | Shareholder Proposal Regarding Lobbying Report            | ShrHoldr | Against | A            |
| Wells Fargo Income Opportunities Fund | EOD | 94987C103 | 2/8/2016  | 1.1 | Elect Peter G. Gordon                                     | Mgmt     | For     | F<br>W<br>17 |
| Wells Fargo Income Opportunities Fund | EOD | 94987C103 | 2/8/2016  | 1.2 | Elect Timothy J. Penny                                    | Mgmt     | For     | F<br>W<br>17 |
| Wells Fargo Income Opportunities Fund | EOD | 94987C103 | 2/8/2016  | 1.3 | Elect Michael S. Scofield                                 | Mgmt     | For     | F<br>W<br>17 |
| Weyerhaeuser Company                  | WY  | 962166104 | 2/12/2016 | 1   | Merger  | Mgmt     | For     | F            |
| Weyerhaeuser Company                  | WY  | 962166104 | 2/12/2016 | 2   | Right to Adjourn Meeting                                  | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 1   | Elect Gail K. Boudreaux                                   | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 2   | Elect Richard K. Davis                                    | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 3   | Elect Benjamin G.S. Fowke III                             | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 4   | Elect Richard T. O'Brien                                  | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 5   | Elect Christopher J. Policinski                           | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 6   | Elect James T. Prokopanko                                 | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 7   | Elect A. Patricia Sampson                                 | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 8   | Elect James J. Sheppard                                   | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 9   | Elect David A. Westerlund                                 | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 10  | Elect Kim Williams  | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 11  | Elect Timothy V. Wolf                                     | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 12  | Advisory Vote on Executive Compensation                   | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 13  | Ratification of Auditor                                   | Mgmt     | For     | F            |
| Xcel Energy Inc.                      | XEL | 98389B100 | 5/18/2016 | 14  | Shareholder Proposal Regarding Independent Board Chairman | ShrHoldr | Against | F            |



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 19, 2016