

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

CORNERSTONE TOTAL RETURN FUND INC
Form N-PX
August 19, 2010

OMB APPROVAL

OMB Number: 3235-0582
Expires: March 31, 2012
Estimated average burden
hours per response 9.6

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)

260 Madison Avenue, 8th Floor New York, New York 10165

(Address of principal executive offices) (Zip code)

Frank J. Maresca

Ultimus Fund Solutions, LLC 260 Madison Avenue, 8th Floor New York, NY 10165

(Name and address of agent for service)

Registrant's telephone number, including area code: (646) 881-4985

Date of fiscal year end: December 31

Date of reporting period: July 1, 2009 - June 30, 2010

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not

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

required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. PROXY VOTING RECORD.

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

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

SIGNATURES

[See General Instruction F]

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, 2010

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

* Print the name and title of each signing officer under his or her signature.

EXHIBIT A

***** FORM N-PX REPORT *****

ICA File Number: 811-02363
Reporting Period: 07/01/2009 - 06/30/2010
Cornerstone Total Return Fund, Inc.

===== Cornerstone Total Return Fund, Inc. =====

3M COMPANY

Ticker: MMM Security ID: 88579Y101
Meeting Date: MAY 11, 2010 Meeting Type: Annual
Record Date: MAR 12, 2010

Table with 5 columns: #, Proposal, Mgt Rec, Vote Cast, Sponsor. Contains 13 rows of proposal details for 3M Company.

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
Meeting Date: APR 23, 2010 Meeting Type: Annual
Record Date: FEB 24, 2010

Table with 5 columns: #, Proposal, Mgt Rec, Vote Cast, Sponsor. Contains 12 rows of proposal details for Abbott Laboratories.

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

| | | | | |
|---|--|---------|-----|-------------|
| 3 | Advisory Vote to Ratify Named Executive Against Officers' Compensation | For | For | Shareholder |
| 4 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

ADAMS EXPRESS CO., THE

Ticker: ADX Security ID: 006212104
 Meeting Date: MAR 23, 2010 Meeting Type: Annual
 Record Date: FEB 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Enrique R. Arzac | For | For | Management |
| 1.2 | Elect Director Phyllis O. Bonanno | For | For | Management |
| 1.3 | Elect Director Kenneth J. Dale | For | For | Management |
| 1.4 | Elect Director Daniel E. Emerson | For | For | Management |
| 1.5 | Elect Director Frederic A. Escherich | For | For | Management |
| 1.6 | Elect Director Roger W. Gale | For | For | Management |
| 1.7 | Elect Director Thomas H. Lenagh | For | For | Management |
| 1.8 | Elect Director Kathleen T. McGahran | For | For | Management |
| 1.9 | Elect Director Douglas G. Ober | For | For | Management |
| 1.10 | Elect Director Craig R. Smith | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

AES CORPORATION, THE

Ticker: AES Security ID: 00130H105
 Meeting Date: APR 22, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Samuel W. Bodman, III | For | For | Management |
| 1.2 | Elect Director Paul Hanrahan | For | For | Management |
| 1.3 | Elect Director Tarun Khanna | For | For | Management |
| 1.4 | Elect Director John A. Koskinen | For | For | Management |
| 1.6 | Elect Director Philip Lader | For | For | Management |
| 1.7 | Elect Director Sandra O. Moose | For | For | Management |
| 1.8 | Elect Director John B. Morse, Jr. | For | For | Management |
| 1.9 | Elect Director Philip A. Odeen | For | For | Management |
| 1.10 | Elect Director Charles O. Rossotti | For | For | Management |
| 1.11 | Elect Director Sven Sandstrom | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Approve/Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

AFLAC INCORPORATED

Ticker: AFL Security ID: 001055102
 Meeting Date: MAY 3, 2010 Meeting Type: Annual
 Record Date: FEB 24, 2010

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

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Daniel P. Amos | For | For | Management |
| 1.2 | Elect Director John Shelby Amos II | For | For | Management |
| 1.3 | Elect Director Paul S. Amos II | For | For | Management |
| 1.4 | Elect Director Michael H. Armacost | For | For | Management |
| 1.5 | Elect Director Kriss Cloninger III | For | For | Management |
| 1.6 | Elect Director Joe Frank Harris | For | For | Management |
| 1.7 | Elect Director Elizabeth J. Hudson | For | For | Management |
| 1.8 | Elect Director Douglas W. Johnson | For | For | Management |
| 1.9 | Elect Director Robert B. Johnson | For | For | Management |
| 1.10 | Elect Director Charles B. Knapp | For | For | Management |
| 1.11 | Elect Director E. Stephen Purdom, M.d. | For | For | Management |
| 1.12 | Elect Director Barbara K. Rimer, PhD | For | For | Management |
| 1.13 | Elect Director Marvin R. Schuster | For | For | Management |
| 1.14 | Elect Director David Gary Thompson | For | For | Management |
| 1.15 | Elect Director Robert L. Wright | For | For | Management |
| 1.16 | Elect Director Takuro Yoshida | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

AGILENT TECHNOLOGIES, INC.

Ticker: A Security ID: 00846U101
 Meeting Date: MAR 2, 2010 Meeting Type: Annual
 Record Date: JAN 6, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Elect Director Paul N. Clark | For | For | Management |
| 2 | Elect Director James G. Cullen | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Approve Executive Incentive Bonus Plan | For | For | Management |

ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103
 Meeting Date: MAY 20, 2010 Meeting Type: Annual
 Record Date: MAR 29, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Elizabeth E. Bailey | For | For | Management |
| 2 | Elect Director Gerald L. Baliles | For | For | Management |
| 3 | Elect Director John T. Casteen III | For | For | Management |
| 4 | Elect Director Dinyar S. Devitre | For | For | Management |
| 5 | Elect Director Thomas F. Farrell II | For | For | Management |
| 6 | Elect Director Robert E. R. Huntley | For | For | Management |
| 7 | Elect Director Thomas W. Jones | For | For | Management |
| 8 | Elect Director George Munoz | For | For | Management |
| 9 | Elect Director Nabil Y. Sakkab | For | For | Management |
| 10 | Elect Director Michael E. Szymanczyk | For | For | Management |
| 11 | Approve Omnibus Stock Plan | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Report on Effect of Marketing Practices on the Poor | Against | Against | Shareholder |
| 14 | Adopt Human Rights Protocols for Company and Suppliers | Against | For | Shareholder |

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

 AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106
 Meeting Date: MAY 25, 2010 Meeting Type: Annual
 Record Date: MAR 29, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------------|---------|-----------|-------------|
| 1 | Elect Director Jeffrey P. Bezos | For | For | Management |
| 2 | Elect Director Tom A. Alberg | For | For | Management |
| 3 | Elect Director John Seely Brown | For | For | Management |
| 4 | Elect Director William B. Gordon | For | Against | Management |
| 5 | Elect Director Alain Monie | For | For | Management |
| 6 | Elect Director Thomas O. Ryder | For | For | Management |
| 7 | Elect Director Patricia Q. Stonesifer | For | Against | Management |
| 8 | Ratify Auditors | For | For | Management |
| 9 | Report on Political Contributions | Against | For | Shareholder |

 AMERICAN EXPRESS COMPANY

Ticker: AXP Security ID: 025816109
 Meeting Date: APR 26, 2010 Meeting Type: Annual
 Record Date: FEB 26, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Daniel F. Akerson | For | For | Management |
| 1.2 | Elect Director Charlene Barshefsky | For | For | Management |
| 1.3 | Elect Director Ursula M. Burns | For | For | Management |
| 1.4 | Elect Director Kenneth I. Chenault | For | For | Management |
| 1.5 | Elect Director Peter Chernin | For | For | Management |
| 1.6 | Elect Director Jan Leschly | For | For | Management |
| 1.7 | Elect Director Richard C. Levin | For | For | Management |
| 1.8 | Elect Director Richard A. McGinn | For | For | Management |
| 1.9 | Elect Director Edward .D. Miller | For | For | Management |
| 1.10 | Elect Director Steven S. Reinemund | For | For | Management |
| 1.11 | Elect Director Robert D. Walter | For | For | Management |
| 1.12 | Elect Director Ronald A. Williams | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 4 | Provide for Cumulative Voting | Against | For | Shareholder |
| 5 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 6 | Stock Retention/Holding Period | Against | For | Shareholder |

 AMGEN, INC.

Ticker: AMGN Security ID: 031162100
 Meeting Date: MAY 12, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Dr. David Baltimore | For | For | Management |

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

| | | | | |
|----|--|---------|-----|-------------|
| 2 | Elect Director Frank J. Biondi, Jr. | For | For | Management |
| 3 | Elect Director Francois De Carbonnel | For | For | Management |
| 4 | Elect Director Jerry D. Choate | For | For | Management |
| 5 | Elect Director Dr. Vance D. Coffman | For | For | Management |
| 6 | Elect Director Frederick W. Gluck | For | For | Management |
| 7 | Elect Director Dr. Rebecca M. Henderson | For | For | Management |
| 8 | Elect Director Frank C. Herringer | For | For | Management |
| 9 | Elect Director Dr. Gilbert S. Omenn | For | For | Management |
| 10 | Elect Director Judith C. Pelham | For | For | Management |
| 11 | Elect Director Adm. J. Paul Reason, USN (Retired) | For | For | Management |
| 12 | Elect Director Leonard D. Schaeffer | For | For | Management |
| 13 | Elect Director Kevin W. Sharer | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 16 | Stock Retention/Holding Period | Against | For | Shareholder |

ANADARKO PETROLEUM CORPORATION

Ticker: APC Security ID: 032511107
 Meeting Date: MAY 18, 2010 Meeting Type: Annual
 Record Date: MAR 23, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|-------------|
| 1 | Elect Director H. Paulett Eberhart | For | For | Management |
| 2 | Elect Director Preston M. Geren III | For | For | Management |
| 3 | Elect Director James T. Hackett | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | For | Shareholder |
| 6 | Reimburse Expenses Incurred by Stockholder in Contested Election of Directors | Against | For | Shareholder |

AOL INC.

Ticker: AOL Security ID: 00184X105
 Meeting Date: APR 29, 2010 Meeting Type: Annual
 Record Date: MAR 4, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Tim Armstrong | For | For | Management |
| 2 | Elect Director Richard Dalzell | For | Against | Management |
| 3 | Elect Director Karen Dykstra | For | For | Management |
| 4 | Elect Director William Hambrecht | For | For | Management |
| 5 | Elect Director Susan Lyne | For | Against | Management |
| 6 | Elect Director Patricia Mitchell | For | For | Management |
| 7 | Elect Director Michael Powell | For | For | Management |
| 8 | Elect Director Fredric Reynolds | For | For | Management |
| 9 | Elect Director James Stengel | For | Against | Management |
| 10 | Elect Director James Wiatt | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Amend Omnibus Stock Plan | For | For | Management |
| 13 | Amend Executive Incentive Bonus Plan | For | For | Management |

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

AON CORPORATION

Ticker: AON Security ID: 037389103
 Meeting Date: MAY 21, 2010 Meeting Type: Annual
 Record Date: MAR 24, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Lester B. Knight | For | For | Management |
| 2 | Elect Director Gregory C. Case | For | For | Management |
| 3 | Elect Director Fulvio Conti | For | For | Management |
| 4 | Elect Director Edgar D. Jannotta | For | For | Management |
| 5 | Elect Director Jan Kalff | For | For | Management |
| 6 | Elect Director J. Michael Losh | For | For | Management |
| 7 | Elect Director R. Eden Martin | For | Against | Management |
| 8 | Elect Director Andrew J. McKenna | For | For | Management |
| 9 | Elect Director Robert S. Morrison | For | For | Management |
| 10 | Elect Director Richard B. Myers | For | For | Management |
| 11 | Elect Director Richard C. Notebaert | For | For | Management |
| 12 | Elect Director John W. Rogers, Jr. | For | For | Management |
| 13 | Elect Director Gloria Santona | For | For | Management |
| 14 | Elect Director Carolyn Y. Woo | For | For | Management |
| 15 | Ratify Auditors | For | For | Management |

APPLE INC.

Ticker: AAPL Security ID: 037833100
 Meeting Date: FEB 25, 2010 Meeting Type: Annual
 Record Date: DEC 28, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director William V. Campbell | For | For | Management |
| 1.2 | Elect Director Millard S. Drexler | For | For | Management |
| 1.3 | Elect Director Albert A. Gore, Jr. | For | For | Management |
| 1.4 | Elect Director Steven P. Jobs | For | For | Management |
| 1.5 | Elect Director Andrea Jung | For | For | Management |
| 1.6 | Elect Director Arthur D. Levinson | For | For | Management |
| 1.7 | Elect Director Jerome B. York | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Amend Non-Employee Director Omnibus Stock Plan | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Prepare Sustainability Report | Against | Against | Shareholder |
| 7 | Establish Other Board Committee | Against | Against | Shareholder |

ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102
 Meeting Date: NOV 5, 2009 Meeting Type: Annual
 Record Date: SEP 10, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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

| | | | | | |
|-----|-----------------|---------------------|---------|-----|-------------|
| 1.1 | Elect Director | George W. Buckley | For | For | Management |
| 1.2 | Elect Director | Mollie Hale Carter | For | For | Management |
| 1.3 | Elect Director | Donald E. Felsing | For | For | Management |
| 1.4 | Elect Director | Victoria F. Haynes | For | For | Management |
| 1.5 | Elect Director | Antonio Maciel Neto | For | For | Management |
| 1.6 | Elect Director | Patrick J. Moore | For | For | Management |
| 1.7 | Elect Director | Thomas F. O'Neill | For | For | Management |
| 1.8 | Elect Director | Kelvin R. Westbrook | For | For | Management |
| 1.9 | Elect Director | Patricia A. Woertz | For | For | Management |
| 2 | Approve Omnibus | Stock Plan | For | For | Management |
| 3 | Ratify Auditors | | For | For | Management |
| 4 | Adopt ILO Based | Code of Conduct | Against | For | Shareholder |

AT&T INC.

Ticker: T Security ID: 00206R102
 Meeting Date: APR 30, 2010 Meeting Type: Annual
 Record Date: MAR 2, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Randall L. Stephenson | For | For | Management |
| 2 | Elect Director Gilbert F. Amelio | For | For | Management |
| 3 | Elect Director Reuben V. Anderson | For | For | Management |
| 4 | Elect Director James H. Blanchard | For | For | Management |
| 5 | Elect Director Jaime Chico Pardo | For | For | Management |
| 6 | Elect Director James P. Kelly | For | For | Management |
| 7 | Elect Director Jon C. Madonna | For | For | Management |
| 8 | Elect Director Lynn M. Martin | For | For | Management |
| 9 | Elect Director John B. McCoy | For | For | Management |
| 10 | Elect Director Joyce M. Roche | For | For | Management |
| 11 | Elect Director Laura D Andrea Tyson | For | For | Management |
| 12 | Elect Director Patricia P. Upton | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Provide for Cumulative Voting | Against | For | Shareholder |
| 15 | Exclude Pension Credits from Calculations of Performance-Based Pay | Against | For | Shareholder |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 17 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

AUTOMATIC DATA PROCESSING, INC.

Ticker: ADP Security ID: 053015103
 Meeting Date: NOV 10, 2009 Meeting Type: Annual
 Record Date: SEP 11, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gregory D. Brenneman | For | For | Management |
| 1.2 | Elect Director Leslie A. Brun | For | For | Management |
| 1.3 | Elect Director Gary C. Butler | For | For | Management |
| 1.4 | Elect Director Leon G. Cooperman | For | For | Management |
| 1.5 | Elect Director Eric C. Fast | For | For | Management |
| 1.6 | Elect Director Linda R. Gooden | For | For | Management |
| 1.7 | Elect Director R. Glenn Hubbard | For | For | Management |
| 1.8 | Elect Director John P. Jones | For | For | Management |

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

| | | | | |
|------|-----------------------------------|-----|-----|------------|
| 1.9 | Elect Director Charles H. Noski | For | For | Management |
| 1.10 | Elect Director Sharon T. Rowlands | For | For | Management |
| 1.11 | Elect Director Gregory L. Summe | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
Meeting Date: FEB 23, 2010 Meeting Type: Special
Record Date: JAN 7, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Increase Authorized Common Stock | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

BANK OF AMERICA CORPORATION

Ticker: BAC Security ID: 060505104
Meeting Date: APR 28, 2010 Meeting Type: Annual
Record Date: MAR 3, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Susan S. Bies | For | For | Management |
| 2 | Elect Director William P. Boardman | For | For | Management |
| 3 | Elect Director Frank P. Bramble, Sr. | For | For | Management |
| 4 | Elect Director Virgis W. Colbert | For | For | Management |
| 5 | Elect Director Charles K. Gifford | For | For | Management |
| 6 | Elect Director Charles O. Holliday, Jr. | For | For | Management |
| 7 | Elect Director D. Paul Jones, Jr. | For | For | Management |
| 8 | Elect Director Monica C. Lozano | For | For | Management |
| 9 | Elect Director Thomas J. May | For | For | Management |
| 10 | Elect Director Brian T. Moynihan | For | For | Management |
| 11 | Elect Director Donald E. Powell | For | For | Management |
| 12 | Elect Director Charles O. Rossotti | For | For | Management |
| 13 | Elect Director Robert W. Scully | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Increase Authorized Common Stock | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 17 | Amend Omnibus Stock Plan | For | For | Management |
| 18 | Report on Government Service of Employees | Against | Against | Shareholder |
| 19 | TARP Related Compensation | Against | For | Shareholder |
| 20 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 21 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 22 | Adopt Policy on Succession Planning | Against | For | Shareholder |
| 23 | Report on Collateral in Derivatives Trading | Against | For | Shareholder |
| 24 | Claw-back of Payments under Restatements | Against | For | Shareholder |

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

BANK OF NEW YORK MELLON CORPORATION, THE

Ticker: BK Security ID: 064058100
 Meeting Date: APR 13, 2010 Meeting Type: Annual
 Record Date: FEB 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Ruth E. Bruch | For | For | Management |
| 1.2 | Elect Director Nicholas M. Donofrio | For | For | Management |
| 1.3 | Elect Director Gerald L. Hassell | For | For | Management |
| 1.4 | Elect Director Edmund F. Kelly | For | For | Management |
| 1.5 | Elect Director Robert P. Kelly | For | For | Management |
| 1.6 | Elect Director Richard J. Kogan | For | For | Management |
| 1.7 | Elect Director Michael J. Kowalski | For | For | Management |
| 1.8 | Elect Director John A. Luke, Jr. | For | For | Management |
| 1.9 | Elect Director Robert Mehrabian | For | For | Management |
| 1.10 | Elect Director Mark A. Nordenberg | For | For | Management |
| 1.11 | Elect Director Catherine A. Rein | For | For | Management |
| 1.12 | Elect Director William C. Richardson | For | For | Management |
| 1.13 | Elect Director Samuel C. Scott III | For | For | Management |
| 1.14 | Elect Director John P. Surma | For | For | Management |
| 1.15 | Elect Director Wesley W. von Schack | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Provide for Cumulative Voting | Against | For | Shareholder |
| 5 | Stock Retention/Holding Period | Against | For | Shareholder |
| 6 | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For | Shareholder |

BAXTER INTERNATIONAL INC.

Ticker: BAX Security ID: 071813109
 Meeting Date: MAY 4, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------------|---------|-----------|-------------|
| 1 | Elect Director Blake E. Devitt | For | For | Management |
| 2 | Elect Director John D. Forsyth | For | For | Management |
| 3 | Elect Director Gail D. Fosler | For | For | Management |
| 4 | Elect Director Carole J. Shapazian | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

BB&T CORPORATION

Ticker: BBT Security ID: 054937107
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: FEB 24, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John A. Allison IV | For | For | Management |
| 1.2 | Elect Director Jennifer S. Banner | For | For | Management |
| 1.3 | Elect Director K. David Boyer, Jr. | For | For | Management |
| 1.4 | Elect Director Anna R. Cablik | For | For | Management |
| 1.5 | Elect Director Ronald E. Deal | For | For | Management |

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

| | | | | | |
|------|--|------------------------|---------|----------|-------------|
| 1.6 | Elect Director | Barry J. Fitzpatrick | For | For | Management |
| 1.7 | Elect Director | Littleton Glover, Jr. | For | Withhold | Management |
| 1.8 | Elect Director | L. Vincent Hackley PhD | For | For | Management |
| 1.9 | Elect Director | Jane P. Helm | For | For | Management |
| 1.10 | Elect Director | John P. Howe III, MD | For | For | Management |
| 1.11 | Elect Director | Kelly S. King | For | For | Management |
| 1.12 | Elect Director | James H. Maynard | For | For | Management |
| 1.13 | Elect Director | Albert O. McCauley | For | For | Management |
| 1.14 | Elect Director | J. Holmes Morrison | For | For | Management |
| 1.15 | Elect Director | Nido R. Qubein | For | For | Management |
| 1.16 | Elect Director | Thomas E. Skains | For | For | Management |
| 1.17 | Elect Director | Thomas N. Thompson | For | For | Management |
| 1.18 | Elect Director | Stephen T. Williams | For | For | Management |
| 2 | Increase Authorized Common Stock | | For | For | Management |
| 3 | Ratify Auditors | | For | For | Management |
| 4 | Report on Political Contributions | | Against | For | Shareholder |
| 5 | Require Independent Board Chairman | | Against | Against | Shareholder |
| 6 | Report on Overdraft Policies and Practices, and Impacts to Borrowers | | Against | For | Shareholder |

BED BATH & BEYOND INC.

Ticker: BBBY Security ID: 075896100
Meeting Date: JUN 29, 2010 Meeting Type: Annual
Record Date: MAY 7, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Warren Eisenberg | For | For | Management |
| 2 | Elect Director Leonard Feinstein | For | For | Management |
| 3 | Elect Director Steven H. Temares | For | For | Management |
| 4 | Elect Director Dean S. Adler | For | For | Management |
| 5 | Elect Director Stanley F. Barshay | For | For | Management |
| 6 | Elect Director Klaus Eppler | For | For | Management |
| 7 | Elect Director Patrick R. Gaston | For | For | Management |
| 8 | Elect Director Jordan Heller | For | For | Management |
| 9 | Elect Director Victoria A. Morrison | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |

BLACKROCK INCOME TRUST INC., THE

Ticker: BKT Security ID: 09247F100
Meeting Date: AUG 26, 2009 Meeting Type: Annual
Record Date: JUN 29, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Richard S. Davis | For | For | Management |
| 1.2 | Elect Trustee Frank J. Fabozzi | For | For | Management |
| 1.3 | Elect Trustee James T. Flynn | For | For | Management |
| 1.4 | Elect Trustee Karen P. Robards | For | For | Management |

BOSTON SCIENTIFIC CORP.

Ticker: BSX Security ID: 101137107

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

Meeting Date: MAY 11, 2010 Meeting Type: Annual

Record Date: MAR 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John E. Abele | For | For | Management |
| 1.2 | Elect Director Katharine T. Bartlett | For | For | Management |
| 1.3 | Elect Director Bruce L. Byrnes | For | For | Management |
| 1.4 | Elect Director Nelda J. Connors | For | For | Management |
| 1.5 | Elect Director J. Raymond Elliott | For | For | Management |
| 1.6 | Elect Director Marye Anne Fox | For | For | Management |
| 1.7 | Elect Director Ray J. Groves | For | Withhold | Management |
| 1.8 | Elect Director Ernest Mario | For | Withhold | Management |
| 1.9 | Elect Director N.J. Nicholas, Jr. | For | For | Management |
| 1.10 | Elect Director Pete M. Nicholas | For | For | Management |
| 1.11 | Elect Director Uwe E. Reinhardt | For | For | Management |
| 1.12 | Elect Director John E. Sununu | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Other Business | For | Against | Management |

BRISTOL-MYERS SQUIBB COMPANY

Ticker: BMY Security ID: 110122108

Meeting Date: MAY 4, 2010 Meeting Type: Annual

Record Date: MAR 11, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Lamberto Andreotti | For | For | Management |
| 2 | Elect Director Lewis B. Campbell | For | For | Management |
| 3 | Elect Director James M. Cornelius | For | For | Management |
| 4 | Elect Director Louis J. Freeh | For | For | Management |
| 5 | Elect Director Laurie H. Glimcher, M.D | For | For | Management |
| 6 | Elect Director Michael Grobstein | For | For | Management |
| 7 | Elect Director Leif Johansson | For | For | Management |
| 8 | Elect Director Alan J. Lacy | For | For | Management |
| 9 | Elect Director Vicki L. Sato, Ph.D. | For | For | Management |
| 10 | Elect Director Togo D. West, Jr. | For | For | Management |
| 11 | Elect Director R. Sanders Williams, M.D. | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Provide Right to Call Special Meeting | For | For | Management |
| 14 | Reduce Supermajority Vote Requirements Applicable to Common Stock | For | For | Management |
| 15 | Reduce Supermajority Vote Requirement Applicable to Preferred Stock | For | For | Management |
| 16 | Increase Disclosure of Executive Compensation | Against | Against | Shareholder |
| 17 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 18 | Report and Set Goals Related to Animal Use and Testing | Against | Against | Shareholder |

CA, INC.

Ticker: CA Security ID: 12673P105

Meeting Date: SEP 14, 2009 Meeting Type: Annual

Record Date: JUL 17, 2009

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

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|-------------|
| 1 | Elect Director Raymond J. Bromark | For | For | Management |
| 2 | Elect Director Gary J. Fernandes | For | For | Management |
| 3 | Elect Director Kay Koplovitz | For | For | Management |
| 4 | Elect Director Christopher B. Lofgren | For | For | Management |
| 5 | Elect Director William E. McCracken | For | For | Management |
| 6 | Elect Director John A. Swainson | For | For | Management |
| 7 | Elect Director Laura S. Unger | For | For | Management |
| 8 | Elect Director Arthur F. Weinbach | For | For | Management |
| 9 | Elect Director Renato (Ron) Zambonini | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Amend Executive Bonus Program | Against | For | Shareholder |

CAPITAL ONE FINANCIAL CORPORATION

Ticker: COF Security ID: 14040H105
 Meeting Date: APR 29, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|-------------|
| 1 | Elect Director W. Ronald Dietz | For | For | Management |
| 2 | Elect Director Lewis Hay, III | For | For | Management |
| 3 | Elect Director Mayo A. Shattuck III | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 6 | Stock Retention/Holding Period | Against | For | Shareholder |
| 7 | Declassify the Board of Directors | Against | For | Shareholder |

CARNIVAL CORP.

Ticker: CCL Security ID: 143658300
 Meeting Date: APR 13, 2010 Meeting Type: Annual
 Record Date: FEB 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Reelect Micky Arison As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 2 | Elect Sir Jonathon Band As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 3 | Reelect Robert H. Dickinson As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 4 | Reelect Arnold W. Donald As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 5 | Reelect Pier Luigi Foschi As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 6 | Reelect Howard S. Frank As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 7 | Reelect Richard J. Glasier As A Director Of Carnival Corporation And As | For | For | Management |

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

| | | | | |
|----|--|---------|------|-------------|
| 8 | A Director Of Carnival Plc. Reelect Modesto A. Maidique As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 9 | Reelect Sir John Parker As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 10 | Reelect Peter G. Ratcliffe As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 11 | Reelect Stuart Subotnick As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 12 | Reelect Laura Weil As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 13 | Reelect Randall J. Weisenburger As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 14 | Reelect Uzi Zucker As A Director Of Carnival Corporation And As A Director Of Carnival Plc. | For | For | Management |
| 15 | Reappoint The UK Firm Of PricewaterhouseCoopers LLP As Independent Auditors For Carnival Plc And Ratify The U.S. Firm Of PricewaterhouseCoopers LLP As The Independent Auditor For Carnival Corporation. | For | For | Management |
| 16 | Authorize The Audit Committee Of Carnival Plc To Fix Remuneration Of The Independent Auditors Of Carnival Plc. | For | For | Management |
| 17 | Receive The UK Accounts And Reports Of The Directors And Auditors Of Carnival Plc For The Year Ended November 30, 2009 | For | For | Management |
| 18 | Approve The Directors Remuneration Report Of Carnival Plc For The Year Ended November 30, 2009 | For | For | Management |
| 19 | Authorize Issue of Equity with Pre-emptive Rights | For | For | Management |
| 20 | Authorize Issue of Equity without Pre-emptive Rights | For | For | Management |
| 21 | Authorise Shares for Market Purchase | For | For | Management |
| 22 | Stock Retention/Holding Period | Against | For | Shareholder |
| 23 | Transact Other Business (Non-Voting) | None | None | Management |

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
Meeting Date: MAY 26, 2010 Meeting Type: Annual
Record Date: APR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------|---------|-----------|------------|
| 1 | Elect Director S.H. Armacost | For | For | Management |
| 2 | Elect Director L.F. Deily | For | For | Management |
| 3 | Elect Director R.E. Denham | For | For | Management |
| 4 | Elect Director R.J. Eaton | For | For | Management |
| 5 | Elect Director C. Hagel | For | For | Management |

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

| | | | | |
|----|---|---------|---------|-------------|
| 6 | Elect Director E. Hernandez | For | For | Management |
| 7 | Elect Director F.G. Jenifer | For | For | Management |
| 8 | Elect Director G.L. Kirkland | For | For | Management |
| 9 | Elect Director S. Nunn | For | For | Management |
| 10 | Elect Director D.B. Rice | For | For | Management |
| 11 | Elect Director K.W. Sharer | For | For | Management |
| 12 | Elect Director C.R. Shoemate | For | For | Management |
| 13 | Elect Director J.G. Stumpf | For | For | Management |
| 14 | Elect Director R.D. Sugar | For | For | Management |
| 15 | Elect Director C. Ware | For | For | Management |
| 16 | Elect Director J.S. Watson | For | For | Management |
| 17 | Ratify Auditors | For | For | Management |
| 18 | Provide Right to Call Special Meeting | For | For | Management |
| 19 | Request Director Nominee with Environmental Qualifications | Against | For | Shareholder |
| 20 | Stock Retention/Holding Period | Against | For | Shareholder |
| 21 | Disclose Payments To Host Governments | Against | Against | Shareholder |
| 22 | Adopt Guidelines for Country Selection | Against | For | Shareholder |
| 23 | Report on Financial Risks From Climate Change | Against | Against | Shareholder |
| 24 | Amend Bylaws to Establish a Board Committee on Human Rights | Against | Against | Shareholder |

CHUBB CORPORATION, THE

Ticker: CB Security ID: 171232101
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Zoe Baird | For | For | Management |
| 2 | Elect Director Sheila P. Burke | For | For | Management |
| 3 | Elect Director James I. Cash, Jr. | For | For | Management |
| 4 | Elect Director John D. Finnegan | For | For | Management |
| 5 | Elect Director Martin G. Mcguinn | For | For | Management |
| 6 | Elect Director Lawrence M. Small | For | For | Management |
| 7 | Elect Director Jess Soderberg | For | For | Management |
| 8 | Elect Director Daniel E. Somers | For | For | Management |
| 9 | Elect Director Karen Hastie Williams | For | For | Management |
| 10 | Elect Director James M. Zimmerman | For | For | Management |
| 11 | Elect Director Alfred W. Zollar | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |

CIGNA CORPORATION

Ticker: CI Security ID: 125509109
 Meeting Date: APR 28, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director David M. Cordani | For | For | Management |
| 2 | Elect Director Isaiah Harris, Jr. | For | For | Management |
| 3 | Elect Director Jane E. Henney, M.D. | For | For | Management |
| 4 | Elect Director Donna F. Zarcone | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Amend Omnibus Stock Plan | For | For | Management |

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

7 Approve Non-Employee Director Omnibus For For Management
Stock Plan

CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102
Meeting Date: NOV 12, 2009 Meeting Type: Annual
Record Date: SEP 14, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Carol A. Bartz | For | For | Management |
| 2 | Elect Director M. Michele Burns | For | For | Management |
| 3 | Elect Director Michael D. Capellas | For | For | Management |
| 4 | Elect Director Larry R. Carter | For | For | Management |
| 5 | Elect Director John T. Chambers | For | For | Management |
| 6 | Elect Director Brian L. Halla | For | For | Management |
| 7 | Elect Director John L. Hennessy | For | For | Management |
| 8 | Elect Director Richard M. Kovacevich | For | For | Management |
| 9 | Elect Director Roderick C. McGearry | For | For | Management |
| 10 | Elect Director Michael K. Powell | For | For | Management |
| 11 | Elect Director Arun Sarin | For | For | Management |
| 12 | Elect Director Steven M. West | For | For | Management |
| 13 | Elect Director Jerry Yang | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |
| 15 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Amend Bylaws to Establish a Board Committee on Human Rights | Against | Against | Shareholder |
| 18 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 19 | Report on Internet Fragmentation | Against | For | Shareholder |

CITIGROUP INC.

Ticker: C Security ID: 172967101
Meeting Date: APR 20, 2010 Meeting Type: Annual
Record Date: FEB 25, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Elect Director Alain J.P. Belda | For | For | Management |
| 2 | Elect Director Timothy C. Collins | For | For | Management |
| 3 | Elect Director Jerry A. Grundhofer | For | For | Management |
| 4 | Elect Director Robert L. Joss | For | For | Management |
| 5 | Elect Director Andrew N. Liveris | For | For | Management |
| 6 | Elect Director Michael E. O'Neill | For | For | Management |
| 7 | Elect Director Vikram S. Pandit | For | For | Management |
| 8 | Elect Director Richard D. Parsons | For | For | Management |
| 9 | Elect Director Lawrence R. Ricciardi | For | For | Management |
| 10 | Elect Director Judith Rodin | For | For | Management |
| 11 | Elect Director Robert L. Ryan | For | For | Management |
| 12 | Elect Director Anthony M. Santomero | For | For | Management |
| 13 | Elect Director Diana L. Taylor | For | For | Management |
| 14 | Elect Director William S. Thompson, Jr. | For | For | Management |
| 15 | Elect Director Ernesto Zedillo | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |

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

| | | | | |
|----|---|---------|---------|-------------|
| 17 | Amend Omnibus Stock Plan | For | For | Management |
| 18 | Amend Omnibus Stock Plan | For | For | Management |
| 19 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 20 | Amend NOL Rights Plan (NOL Pill) | For | For | Management |
| 21 | Approve Reverse Stock Split | For | For | Management |
| 22 | Affirm Political Non-Partisanship | Against | Against | Shareholder |
| 23 | Report on Political Contributions | Against | For | Shareholder |
| 24 | Report on Collateral in Derivatives Trading | Against | For | Shareholder |
| 25 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 26 | Stock Retention/Holding Period | Against | For | Shareholder |
| 27 | Reimburse Expenses Incurred by Stockholder in Contested Election of Directors | Against | For | Shareholder |

COCA-COLA COMPANY, THE

Ticker: KO Security ID: 191216100
 Meeting Date: APR 21, 2010 Meeting Type: Annual
 Record Date: FEB 22, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Herbert A. Allen | For | For | Management |
| 2 | Elect Director Ronald W. Allen | For | For | Management |
| 3 | Elect Director Cathleen P. Black | For | For | Management |
| 4 | Elect Director Barry Diller | For | Against | Management |
| 5 | Elect Director Alexis M. Herman | For | For | Management |
| 6 | Elect Director Muhtar Kent | For | For | Management |
| 7 | Elect Director Donald R. Keough | For | For | Management |
| 8 | Elect Director Maria Elena Lagomasino | For | For | Management |
| 9 | Elect Director Donald F. McHenry | For | For | Management |
| 10 | Elect Director Sam Nunn | For | For | Management |
| 11 | Elect Director James D. Robinson III | For | For | Management |
| 12 | Elect Director Peter V. Ueberroth | For | For | Management |
| 13 | Elect Director Jacob Wallenberg | For | For | Management |
| 14 | Elect Director James B. Williams | For | For | Management |
| 15 | Ratify Auditors | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 17 | Require Independent Board Chairman | Against | For | Shareholder |
| 18 | Performance-Based Equity Awards | Against | Against | Shareholder |
| 19 | Publish Report on Chemical Bisphenol A (BPA) | Against | For | Shareholder |

COCA-COLA ENTERPRISES INC.

Ticker: CCE Security ID: 191219104
 Meeting Date: APR 23, 2010 Meeting Type: Annual
 Record Date: FEB 25, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director L. Phillip Humann | For | For | Management |
| 1.2 | Elect Director Suzanne B. Labarge | For | For | Management |
| 1.3 | Elect Director Veronique Morali | For | Withhold | Management |

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

| | | | | |
|-----|---|---------|---------|-------------|
| 1.4 | Elect Director Phoebe A. Wood | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | Against | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For | Shareholder |

COHEN & STEERS QUALITY INCOME REALTY FUND, INC.

Ticker: RQI Security ID: 19247L106
 Meeting Date: MAY 13, 2010 Meeting Type: Annual
 Record Date: MAR 19, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Martin Cohen | For | For | Management |
| 1.2 | Elect Director Richard J. Norman | For | For | Management |
| 1.3 | Elect Director Frank K. Ross | For | For | Management |

COLGATE-PALMOLIVE COMPANY

Ticker: CL Security ID: 194162103
 Meeting Date: MAY 7, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director John T. Cahill | For | For | Management |
| 2 | Elect Director Ian Cook | For | For | Management |
| 3 | Elect Director Helene D. Gayle | For | For | Management |
| 4 | Elect Director Ellen M. Hancock | For | For | Management |
| 5 | Elect Director Joseph Jimenez | For | For | Management |
| 6 | Elect Director David W. Johnson | For | For | Management |
| 7 | Elect Director Richard J. Kogan | For | For | Management |
| 8 | Elect Director Delano E. Lewis | For | For | Management |
| 9 | Elect Director J. Pedro Reinhard | For | For | Management |
| 10 | Elect Director Stephen I. Sadove | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Report on Charitable Contributions | Against | Against | Shareholder |
| 14 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101
 Meeting Date: MAY 20, 2010 Meeting Type: Annual
 Record Date: MAR 11, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director S. Decker Anstrom | For | For | Management |
| 1.2 | Elect Director Kenneth J. Bacon | For | For | Management |
| 1.3 | Elect Director Sheldon M. Bonovitz | For | For | Management |
| 1.4 | Elect Director Edward D. Breen | For | For | Management |
| 1.5 | Elect Director Julian A. Brodsky | For | For | Management |

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

| | | | | | |
|------|--------------------------------------|----------------------|---------|-----|-------------|
| 1.6 | Elect Director | Joseph J. Collins | For | For | Management |
| 1.7 | Elect Director | J. Michael Cook | For | For | Management |
| 1.8 | Elect Director | Gerald L. Hassell | For | For | Management |
| 1.9 | Elect Director | Jeffrey A. Honickman | For | For | Management |
| 1.10 | Elect Director | Brian L. Roberts | For | For | Management |
| 1.11 | Elect Director | Ralph J. Roberts | For | For | Management |
| 1.12 | Elect Director | Judith Rodin | For | For | Management |
| 1.13 | Elect Director | Michael I. Sovern | For | For | Management |
| 2 | Ratify Auditors | | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | | For | For | Management |
| 4 | Provide for Cumulative Voting | | Against | For | Shareholder |
| 5 | Adopt Policy on Succession Planning | | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | | Against | For | Shareholder |

CONAGRA FOODS INC.

Ticker: CAG Security ID: 205887102
 Meeting Date: SEP 25, 2009 Meeting Type: Annual
 Record Date: JUL 31, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Mogens C. Bay | For | For | Management |
| 1.2 | Elect Director Stephen G. Butler | For | For | Management |
| 1.3 | Elect Director Steven F. Goldstone | For | For | Management |
| 1.4 | Elect Director Joie A. Gregor | For | For | Management |
| 1.5 | Elect Director Rajive Johri | For | For | Management |
| 1.6 | Elect Director W.g. Jurgensen | For | For | Management |
| 1.7 | Elect Director Richard H. Lenny | For | For | Management |
| 1.8 | Elect Director Ruth Ann Marshall | For | For | Management |
| 1.9 | Elect Director Gary M. Rodkin | For | For | Management |
| 1.10 | Elect Director Andrew J. Schindler | For | For | Management |
| 1.11 | Elect Director Kenneth E. Stinson | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

CONSOL ENERGY INC.

Ticker: CNX Security ID: 20854P109
 Meeting Date: MAY 4, 2010 Meeting Type: Annual
 Record Date: MAR 11, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John Whitmire | For | For | Management |
| 1.2 | Elect Director J. Brett Harvey | For | For | Management |
| 1.3 | Elect Director James E. Altmeyer, Sr. | For | For | Management |
| 1.4 | Elect Director Philip W. Baxter | For | For | Management |
| 1.5 | Elect Director William E. Davis | For | For | Management |
| 1.6 | Elect Director Raj K. Gupta | For | For | Management |
| 1.7 | Elect Director Patricia A. Hammick | For | For | Management |
| 1.8 | Elect Director David C. Hardesty, Jr. | For | For | Management |
| 1.9 | Elect Director John T. Mills | For | For | Management |
| 1.10 | Elect Director William P. Powell | For | For | Management |
| 1.11 | Elect Director Joseph T. Williams | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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

CONSOLIDATED EDISON, INC.

Ticker: ED Security ID: 209115104
 Meeting Date: MAY 17, 2010 Meeting Type: Annual
 Record Date: MAR 30, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Kevin Burke | For | For | Management |
| 2 | Elect Director Vincent A. Calarco | For | For | Management |
| 3 | Elect Director George Campbell, Jr. | For | For | Management |
| 4 | Elect Director Gordon J. Davis | For | For | Management |
| 5 | Elect Director Michael J. Del Giudice | For | For | Management |
| 6 | Elect Director Ellen V. Futter | For | For | Management |
| 7 | Elect Director John F. Hennessy, III | For | For | Management |
| 8 | Elect Director Sally Hernandez | For | For | Management |
| 9 | Elect Director John F. Killian | For | For | Management |
| 10 | Elect Director Eugene R. McGrath | For | For | Management |
| 11 | Elect Director Michael W. Ranger | For | For | Management |
| 12 | Elect Director L. Frederick Sutherland | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Increase Disclosure of Executive Compensation | Against | Against | Shareholder |

CORNING INCORPORATED

Ticker: GLW Security ID: 219350105
 Meeting Date: APR 29, 2010 Meeting Type: Annual
 Record Date: FEB 25, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Robert F. Cummings, Jr. | For | For | Management |
| 1.2 | Elect Director Carlos M. Gutierrez | For | For | Management |
| 1.3 | Elect Director William D. Smithburg | For | For | Management |
| 1.4 | Elect Director Hansel E. Tookes, II | For | For | Management |
| 1.5 | Elect Director Wendell P. Weeks | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Approve Non-Employee Director Omnibus Stock Plan | For | For | Management |
| 5 | Declassify the Board of Directors | For | For | Management |
| 6 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

DEERE & CO.

Ticker: DE Security ID: 244199105
 Meeting Date: FEB 24, 2010 Meeting Type: Annual
 Record Date: DEC 31, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Samuel R. Allen | For | For | Management |
| 2 | Elect Director Aulana L. Peters | For | For | Management |
| 3 | Elect Director David B. Speer | For | For | Management |
| 4 | Declassify the Board of Directors | For | For | Management |

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

| | | | | |
|----|--|---------|---------|-------------|
| 5 | Amend Omnibus Stock Plan | For | For | Management |
| 6 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 7 | Ratify Auditors | For | For | Management |
| 8 | Limit Executive Compensation | Against | Against | Shareholder |
| 9 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 10 | Require Independent Board Chairman | Against | For | Shareholder |

DEVON ENERGY CORPORATION

Ticker: DVN Security ID: 25179M103
 Meeting Date: JUN 9, 2010 Meeting Type: Annual
 Record Date: APR 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director John Richels | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

DIRECTV

Ticker: DTV Security ID: 25490A101
 Meeting Date: JUN 3, 2010 Meeting Type: Annual
 Record Date: APR 5, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Neil R. Austrian | For | For | Management |
| 1.2 | Elect Director Ralph F. Boyd, Jr. | For | For | Management |
| 1.3 | Elect Director Paul A. Gould | For | For | Management |
| 1.4 | Elect Director Charles R. Lee | For | For | Management |
| 1.5 | Elect Director Peter A. Lund | For | For | Management |
| 1.6 | Elect Director Gregory B. Maffei | For | For | Management |
| 1.7 | Elect Director John C. Malone | For | For | Management |
| 1.8 | Elect Director Nancy S. Newcomb | For | For | Management |
| 1.9 | Elect Director Haim Saban | For | For | Management |
| 1.10 | Elect Director Michael D. White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 5 | Stock Retention/Holding Period | Against | For | Shareholder |

DISCOVER FINANCIAL SERVICES

Ticker: DFS Security ID: 254709108
 Meeting Date: APR 8, 2010 Meeting Type: Annual
 Record Date: FEB 10, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Jeffrey S. Aronin | For | For | Management |
| 2 | Elect Director Mary K. Bush | For | For | Management |
| 3 | Elect Director Gregory C. Case | For | For | Management |
| 4 | Elect Director Robert M. Devlin | For | For | Management |
| 5 | Elect Director Cynthia A. Glassman | For | For | Management |

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

| | | | | |
|----|--|-----|-----|------------|
| 6 | Elect Director Richard H. Lenny | For | For | Management |
| 7 | Elect Director Thomas G. Maheras | For | For | Management |
| 8 | Elect Director Michael H. Moskow | For | For | Management |
| 9 | Elect Director David W. Nelms | For | For | Management |
| 10 | Elect Director E. Follin Smith | For | For | Management |
| 11 | Elect Director Lawrence A. Weinbach | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |

DOMINION RESOURCES, INC.

Ticker: D Security ID: 25746U109
 Meeting Date: MAY 18, 2010 Meeting Type: Annual
 Record Date: MAR 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director William P. Barr | For | For | Management |
| 1.2 | Elect Director Peter W. Brown | For | For | Management |
| 1.3 | Elect Director George A. Davidson, Jr. | For | For | Management |
| 1.4 | Elect Director Thomas F. Farrell II | For | For | Management |
| 1.5 | Elect Director John W. Harris | For | For | Management |
| 1.6 | Elect Director Robert S. Jepson, Jr. | For | For | Management |
| 1.7 | Elect Director Mark J. Kington | For | For | Management |
| 1.8 | Elect Director Margaret A. McKenna | For | For | Management |
| 1.9 | Elect Director Frank S. Royal | For | For | Management |
| 1.10 | Elect Director Robert H. Spilman, Jr. | For | For | Management |
| 1.11 | Elect Director David A. Wollard | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Reduce Supermajority Vote Requirement | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement | For | For | Management |
| 5 | Reduce Supermajority Vote Requirement | For | For | Management |
| 6 | Reduce Supermajority Vote Requirement | For | For | Management |
| 7 | Amend Quorum Requirements | For | For | Management |
| 8 | Adopt Renewable Energy Production Goal | Against | Against | Shareholder |
| 9 | Stop Construction of Nuclear Reactor at North Anna Facility | Against | Against | Shareholder |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

DUKE ENERGY CORPORATION

Ticker: DUK Security ID: 26441C105
 Meeting Date: MAY 6, 2010 Meeting Type: Annual
 Record Date: MAR 11, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William Barnet, III | For | For | Management |
| 1.2 | Elect Director G. Alex Bernhardt, Sr. | For | For | Management |
| 1.3 | Elect Director Michael G. Browning | For | For | Management |
| 1.4 | Elect Director Daniel R. DiMicco | For | For | Management |
| 1.5 | Elect Director John H. Forsgren | For | For | Management |
| 1.6 | Elect Director Ann Maynard Gray | For | For | Management |
| 1.7 | Elect Director James H. Hance, Jr. | For | For | Management |
| 1.8 | Elect Director E. James Reinsch | For | For | Management |
| 1.9 | Elect Director James T. Rhodes | For | For | Management |

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

| | | | | |
|------|---|---------|---------|-------------|
| 1.10 | Elect Director James E. Rogers | For | For | Management |
| 1.11 | Elect Director Philip R. Sharp | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Report on Global Warming Lobbying Activities | Against | Against | Shareholder |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 6 | Stock Retention/Holding Period | Against | For | Shareholder |

E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109
 Meeting Date: APR 28, 2010 Meeting Type: Annual
 Record Date: MAR 3, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Samuel W. Bodman | For | For | Management |
| 2 | Elect Director Richard H. Brown | For | For | Management |
| 3 | Elect Director Robert A. Brown | For | For | Management |
| 4 | Elect Director Bertrand P. Collomb | For | For | Management |
| 5 | Elect Director Curtis J. Crawford | For | For | Management |
| 6 | Elect Director Alexander M. Cutler | For | For | Management |
| 7 | Elect Director John T. Dillon | For | For | Management |
| 8 | Elect Director Eleuthere I. Du Pont | For | For | Management |
| 9 | Elect Director Marillyn A. Hewson | For | For | Management |
| 10 | Elect Director Lois D. Juliber | For | For | Management |
| 11 | Elect Director Ellen J. Kullman | For | For | Management |
| 12 | Elect Director William K. Reilly | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 15 | Amend Human Rights Policy to Address Seed Saving | Against | Against | Shareholder |

EBAY INC.

Ticker: EBAY Security ID: 278642103
 Meeting Date: APR 29, 2010 Meeting Type: Annual
 Record Date: MAR 4, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Elect Director David M. Moffett | For | For | Management |
| 2 | Elect Director Richard T. Schlosberg, III | For | For | Management |
| 3 | Elect Director Thomas J. Tierney | For | For | Management |
| 4 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 5 | Amend Omnibus Stock Plan | For | For | Management |
| 6 | Ratify Auditors | For | For | Management |

EL PASO CORPORATION

Ticker: EP Security ID: 28336L109

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

Meeting Date: MAY 19, 2010 Meeting Type: Annual

Record Date: MAR 24, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Juan Carlos Braniff | For | For | Management |
| 2 | Elect Director David W. Crane | For | For | Management |
| 3 | Elect Director Douglas L. Foshee | For | For | Management |
| 4 | Elect Director Robert W. Goldman | For | For | Management |
| 5 | Elect Director Anthony W. Hall, Jr. | For | For | Management |
| 6 | Elect Director Thomas R. Hix | For | For | Management |
| 7 | Elect Director Ferrell P. McClean | For | For | Management |
| 8 | Elect Director Timothy J. Probert | For | For | Management |
| 9 | Elect Director Steven J. Shapiro | For | For | Management |
| 10 | Elect Director J. Michael Talbert | For | For | Management |
| 11 | Elect Director Robert F. Vagt | For | For | Management |
| 12 | Elect Director John L. Whitmire | For | For | Management |
| 13 | Amend Omnibus Stock Plan | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |

EMERSON ELECTRIC CO.

Ticker: EMR Security ID: 291011104

Meeting Date: FEB 2, 2010 Meeting Type: Annual

Record Date: NOV 24, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director C. A. H. Boersig | For | For | Management |
| 1.2 | Elect Director C. Fernandez G. | For | For | Management |
| 1.3 | Elect Director W. J. Galvin | For | For | Management |
| 1.4 | Elect Director R. L. Stephenson | For | For | Management |
| 1.5 | Elect Director V. R. Loucks, Jr. | For | For | Management |
| 1.6 | Elect Director R. L. Ridgway | For | For | Management |
| 2 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

EOG RESOURCES, INC.

Ticker: EOG Security ID: 26875P101

Meeting Date: APR 28, 2010 Meeting Type: Annual

Record Date: MAR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director George A. Alcorn | For | For | Management |
| 2 | Elect Director Charles R. Crisp | For | For | Management |
| 3 | Elect Director James C. Day | For | For | Management |
| 4 | Elect Director Mark G. Papa | For | For | Management |
| 5 | Elect Director H. Leighton Steward | For | For | Management |
| 6 | Elect Director Donald F. Textor | For | For | Management |
| 7 | Elect Director Frank G. Wisner | For | For | Management |
| 8 | Ratify Auditors | For | For | Management |
| 9 | Amend Omnibus Stock Plan | For | For | Management |
| 10 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 11 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 12 | Report on Environmental Impacts of Natural Gas Fracturing | Against | For | Shareholder |

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

| | | | | |
|----|--------------------------------|---------|-----|-------------|
| 13 | Stock Retention/Holding Period | Against | For | Shareholder |
| 14 | Double Trigger on Equity Plans | Against | For | Shareholder |

EXELON CORPORATION

Ticker: EXC Security ID: 30161N101
Meeting Date: APR 27, 2010 Meeting Type: Annual
Record Date: MAR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director John A. Canning, Jr. | For | For | Management |
| 2 | Elect Director M. Walter D'Alessio | For | For | Management |
| 3 | Elect Director Nicholas DeBenedictis | For | For | Management |
| 4 | Elect Director Bruce DeMars | For | For | Management |
| 5 | Elect Director Nelson A. Diaz | For | For | Management |
| 6 | Elect Director Sue L. Gin | For | For | Management |
| 7 | Elect Director Rosemarie B. Greco | For | For | Management |
| 8 | Elect Director Paul L. Joskow | For | For | Management |
| 9 | Elect Director Richard W. Mies | For | For | Management |
| 10 | Elect Director John M. Palms | For | For | Management |
| 11 | Elect Director William C. Richardson | For | For | Management |
| 12 | Elect Director Thomas J. Ridge | For | For | Management |
| 13 | Elect Director John W. Rogers, Jr. | For | For | Management |
| 14 | Elect Director John W. Rowe | For | For | Management |
| 15 | Elect Director Stephen D. Steinour | For | For | Management |
| 16 | Elect Director Don Thompson | For | For | Management |
| 17 | Approve Omnibus Stock Plan | For | For | Management |
| 18 | Ratify Auditors | For | For | Management |

EXPRESS SCRIPTS, INC.

Ticker: ESRX Security ID: 302182100
Meeting Date: MAY 5, 2010 Meeting Type: Annual
Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Gary G. Benanav | For | For | Management |
| 2 | Elect Director Frank J. Borelli | For | For | Management |
| 3 | Elect Director Maura C. Breen | For | For | Management |
| 4 | Elect Director Nicholas J. LaHowchic | For | For | Management |
| 5 | Elect Director Thomas P. Mac Mahon | For | For | Management |
| 6 | Elect Director Frank Mergenthaler | For | For | Management |
| 7 | Elect Director Woodrow A Myers, Jr., M.D. | For | For | Management |
| 8 | Elect Director John O. Parker, Jr. | For | For | Management |
| 9 | Elect Director George Paz | For | For | Management |
| 10 | Elect Director Samuel K. Skinner | For | For | Management |
| 11 | Elect Director Seymour Sternberg | For | For | Management |
| 12 | Elect Director Barrett A. Toan | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Report on Political Contributions | Against | For | Shareholder |
| 15 | Require Independent Board Chairman | Against | Against | Shareholder |

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

EXXON MOBIL CORPORATION

Ticker: XOM Security ID: 30231G102
 Meeting Date: MAY 26, 2010 Meeting Type: Annual
 Record Date: APR 6, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director M.J. Boskin | For | For | Management |
| 1.2 | Elect Director P. Brabeck-Letmathe | For | For | Management |
| 1.3 | Elect Director L.R. Faulkner | For | For | Management |
| 1.4 | Elect Director J.S. Fishman | For | For | Management |
| 1.5 | Elect Director K.C. Frazier | For | For | Management |
| 1.6 | Elect Director W.W. George | For | For | Management |
| 1.7 | Elect Director M.C. Nelson | For | For | Management |
| 1.8 | Elect Director S.J. Palmisano | For | For | Management |
| 1.9 | Elect Director S.C. Reinemund | For | For | Management |
| 1.10 | Elect Director R.W. Tillerson | For | For | Management |
| 1.11 | Elect Director E.E. Whitacre, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 4 | Reincorporate in Another State [from New Jersey to North Dakota] | Against | Against | Shareholder |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 6 | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | Against | Shareholder |
| 7 | Adopt Policy on Human Right to Water | Against | Against | Shareholder |
| 8 | Adopt Policy to Address Coastal Louisiana Environmental Impacts | Against | Against | Shareholder |
| 9 | Report on Environmental Impact of Oil Sands Operations in Canada | Against | For | Shareholder |
| 10 | Report on Environmental Impacts of Natural Gas Fracturing | Against | For | Shareholder |
| 11 | Report on Energy Technologies Development | Against | Against | Shareholder |
| 12 | Adopt Quantitative GHG Goals from Products and Operations | Against | For | Shareholder |
| 13 | Report on Risks of Alternative Long-term Fossil Fuel Demand Estimates | Against | Against | Shareholder |

FIRST TRUST STRATEGIC HIGH INCOME FUND

Ticker: FHI Security ID: 337347108
 Meeting Date: APR 14, 2010 Meeting Type: Annual
 Record Date: JAN 25, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James A. Bowen | For | For | Management |
| 1.2 | Elect Director Niel B. Nielson | For | For | Management |

FORD MOTOR COMPANY

Ticker: F Security ID: 345370860
 Meeting Date: MAY 13, 2010 Meeting Type: Annual

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

Record Date: MAR 17, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Stephen G. Butler | For | For | Management |
| 1.2 | Elect Director Kimberly A. Casiano | For | For | Management |
| 1.3 | Elect Director Anthony F. Earley, Jr. | For | Withhold | Management |
| 1.4 | Elect Director Edsel B. Ford II | For | For | Management |
| 1.5 | Elect Director William Clay Ford, Jr. | For | For | Management |
| 1.6 | Elect Director Richard A. Gephardt | For | For | Management |
| 1.7 | Elect Director Irvine O. Hockaday, Jr. | For | For | Management |
| 1.8 | Elect Director Richard A. Manoogian | For | Withhold | Management |
| 1.9 | Elect Director Ellen R. Marram | For | Withhold | Management |
| 1.10 | Elect Director Alan Mulally | For | For | Management |
| 1.11 | Elect Director Homer A. Neal | For | For | Management |
| 1.12 | Elect Director Gerald L. Shaheen | For | For | Management |
| 1.13 | Elect Director John L. Thornton | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Adopt NOL Rights Plan (NOL Pill) | For | For | Management |
| 4 | Disclose Prior Government Service | Against | Against | Shareholder |
| 5 | Adopt Recapitalization Plan | Against | For | Shareholder |
| 6 | Report on Political Contributions | Against | For | Shareholder |
| 7 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 8 | Prohibit Energy Projects Only Concerned With CO2 Reduction | Against | Against | Shareholder |

FRANKLIN RESOURCES, INC.

Ticker: BEN Security ID: 354613101
 Meeting Date: MAR 16, 2010 Meeting Type: Annual
 Record Date: JAN 19, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Samuel H. Armacost | For | For | Management |
| 1.2 | Elect Director Charles Crocker | For | For | Management |
| 1.3 | Elect Director Joseph R. Hardiman | For | For | Management |
| 1.4 | Elect Director Robert D. Joffe | For | For | Management |
| 1.5 | Elect Director Charles B. Johnson | For | For | Management |
| 1.6 | Elect Director Gregory E. Johnson | For | For | Management |
| 1.7 | Elect Director Rupert H. Johnson, Jr. | For | For | Management |
| 1.8 | Elect Director Thomas H. Kean | For | For | Management |
| 1.9 | Elect Director Chutta Ratnathicam | For | For | Management |
| 1.10 | Elect Director Peter M. Sacerdote | For | For | Management |
| 1.11 | Elect Director Laura Stein | For | For | Management |
| 1.12 | Elect Director Anne M. Tatlock | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

FREEMPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857
 Meeting Date: JUN 9, 2010 Meeting Type: Annual
 Record Date: APR 13, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard C. Adkerson | For | For | Management |

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

| | | | | | |
|------|--|------------------------|---------|-----|-------------|
| 1.2 | Elect Director | Robert J. Allison, Jr. | For | For | Management |
| 1.3 | Elect Director | Robert A. Day | For | For | Management |
| 1.4 | Elect Director | Gerald J. Ford | For | For | Management |
| 1.5 | Elect Director | H. Devon Graham, Jr. | For | For | Management |
| 1.6 | Elect Director | Charles C. Krulak | For | For | Management |
| 1.7 | Elect Director | Bobby Lee Lackey | For | For | Management |
| 1.8 | Elect Director | Jon C. Madonna | For | For | Management |
| 1.9 | Elect Director | Dustan E. McCoy | For | For | Management |
| 1.10 | Elect Director | James R. Moffett | For | For | Management |
| 1.11 | Elect Director | B.M. Rankin, Jr. | For | For | Management |
| 1.12 | Elect Director | Stephen H. Siegele | For | For | Management |
| 2 | Ratify Auditors | | For | For | Management |
| 3 | Amend Omnibus Stock Plan | | For | For | Management |
| 4 | Request Director Nominee with Environmental Qualifications | | Against | For | Shareholder |
| 5 | Stock Retention/Holding Period | | Against | For | Shareholder |

GAP, INC., THE

Ticker: GPS Security ID: 364760108
 Meeting Date: MAY 18, 2010 Meeting Type: Annual
 Record Date: MAR 22, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Adrian D.P. Bellamy | For | For | Management |
| 1.2 | Elect Director Domenico De Sole | For | For | Management |
| 1.3 | Elect Director Robert J. Fisher | For | For | Management |
| 1.4 | Elect Director William S. Fisher | For | For | Management |
| 1.5 | Elect Director Bob L. Martin | For | For | Management |
| 1.6 | Elect Director Jorge P. Montoya | For | For | Management |
| 1.7 | Elect Director Glenn K. Murphy | For | For | Management |
| 1.8 | Elect Director James M. Schneider | For | For | Management |
| 1.9 | Elect Director Mayo A. Shattuck III | For | For | Management |
| 1.10 | Elect Director Kneeland C. Youngblood | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |

GENERAL DYNAMICS CORPORATION

Ticker: GD Security ID: 369550108
 Meeting Date: MAY 5, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|-------------|
| 1 | Elect Director Nicholas D. Chabraja | For | For | Management |
| 2 | Elect Director James S. Crown | For | For | Management |
| 3 | Elect Director William P. Fricks | For | For | Management |
| 4 | Elect Director Jay L. Johnson | For | For | Management |
| 5 | Elect Director George A. Joulwan | For | For | Management |
| 6 | Elect Director Paul G. Kaminski | For | For | Management |
| 7 | Elect Director John M. Keane | For | For | Management |
| 8 | Elect Director Lester L. Lyles | For | For | Management |
| 9 | Elect Director William A. Osborn | For | For | Management |
| 10 | Elect Director Robert Walmsley | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Report on Space-based Weapons Program | Against | Against | Shareholder |

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

GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103
 Meeting Date: APR 28, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director W. Geoffrey Beattie | For | For | Management |
| 2 | Elect Director James I. Cash, Jr. | For | For | Management |
| 3 | Elect Director William M. Castell | For | For | Management |
| 4 | Elect Director Ann M. Fudge | For | For | Management |
| 5 | Elect Director Susan Hockfield | For | For | Management |
| 6 | Elect Director Jeffrey R. Immelt | For | For | Management |
| 7 | Elect Director Andrea Jung | For | For | Management |
| 8 | Elect Director Alan G. (A.G.) Lafley | For | For | Management |
| 9 | Elect Director Robert W. Lane | For | For | Management |
| 10 | Elect Director Ralph S. Larsen | For | For | Management |
| 11 | Elect Director Rochelle B. Lazarus | For | For | Management |
| 12 | Elect Director James J. Mulva | For | For | Management |
| 13 | Elect Director Sam Nunn | For | For | Management |
| 14 | Elect Director Roger S. Penske | For | For | Management |
| 15 | Elect Director Robert J. Swieringa | For | For | Management |
| 16 | Elect Director Douglas A. Warner III | For | For | Management |
| 17 | Ratify Auditors | For | For | Management |
| 18 | Provide for Cumulative Voting | Against | For | Shareholder |
| 19 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 20 | Require Independent Board Chairman | Against | For | Shareholder |
| 21 | Report on Pay Disparity | Against | Against | Shareholder |
| 22 | Adopt Policy Prohibiting Certain Directors from Serving on Key Board Committees | Against | Against | Shareholder |
| 23 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103
 Meeting Date: MAY 11, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Paul Berg | For | For | Management |
| 1.2 | Elect Director John F. Cogan | For | For | Management |
| 1.3 | Elect Director Etienne F. Davignon | For | For | Management |
| 1.4 | Elect Director James M. Denny | For | For | Management |
| 1.5 | Elect Director Carla A. Hills | For | For | Management |
| 1.6 | Elect Director Kevin E. Lofton | For | For | Management |
| 1.7 | Elect Director John W. Madigan | For | For | Management |
| 1.8 | Elect Director John C. Martin | For | For | Management |
| 1.9 | Elect Director Gordon E. Moore | For | For | Management |
| 1.10 | Elect Director Nicholas G. Moore | For | For | Management |
| 1.11 | Elect Director Richard J. Whitley | For | For | Management |
| 1.12 | Elect Director Gayle E. Wilson | For | For | Management |
| 1.13 | Elect Director Per Wold-Olsen | For | For | Management |

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

| | | | | |
|---|---------------------------------------|---------|-----|-------------|
| 2 | Ratify Auditors | For | For | Management |
| 3 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

GOLDMAN SACHS GROUP, INC., THE

Ticker: GS Security ID: 38141G104
 Meeting Date: MAY 7, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Lloyd C. Blankfein | For | For | Management |
| 1.2 | Elect Director John H. Bryan | For | For | Management |
| 1.3 | Elect Director Gary D. Cohn | For | For | Management |
| 1.4 | Elect Director Claes Dahlback | For | For | Management |
| 1.5 | Elect Director Stephen Friedman | For | For | Management |
| 1.6 | Elect Director William W. George | For | For | Management |
| 1.7 | Elect Director James A. Johnson | For | For | Management |
| 1.8 | Elect Director Lois D. Juliber | For | For | Management |
| 1.9 | Elect Director Lakshmi N. Mittal | For | For | Management |
| 1.10 | Elect Director James J. Schiro | For | For | Management |
| 1.11 | Elect Director H. Lee Scott, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement | For | For | Management |
| 5 | Provide Right to Call Special Meeting | For | For | Management |
| 6 | Provide for Cumulative Voting | Against | For | Shareholder |
| 7 | Report on Collateral in Derivatives Trading | Against | For | Shareholder |
| 8 | Require Independent Board Chairman | Against | Against | Shareholder |
| 9 | Report on Political Contributions | Against | For | Shareholder |
| 10 | Report on Global Warming Science | Against | Against | Shareholder |
| 11 | Report on Pay Disparity | Against | Against | Shareholder |
| 12 | Stock Retention/Holding Period | Against | For | Shareholder |

GOOGLE INC.

Ticker: GOOG Security ID: 38259P508
 Meeting Date: MAY 13, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Eric Schmidt | For | For | Management |
| 1.2 | Elect Director Sergey Brin | For | For | Management |
| 1.3 | Elect Director Larry Page | For | For | Management |
| 1.4 | Elect Director L. John Doerr | For | For | Management |
| 1.5 | Elect Director John L. Hennessy | For | For | Management |
| 1.6 | Elect Director Ann Mather | For | For | Management |
| 1.7 | Elect Director Paul S. Otellini | For | For | Management |
| 1.8 | Elect Director K. Ram Shriram | For | For | Management |
| 1.9 | Elect Director Shirley M. Tilghman | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | Against | Management |
| 4 | Prepare Sustainability Report | Against | For | Shareholder |
| 5 | Adopt Principles for Online Advertising | Against | Against | Shareholder |
| 6 | Amend Human Rights Policies Regarding | Against | Against | Shareholder |

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

Chinese Operations

H&Q HEALTHCARE INVESTORS

Ticker: HQH Security ID: 404052102
Meeting Date: JUN 8, 2010 Meeting Type: Annual
Record Date: APR 27, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Eric Oddleifson | For | For | Management |
| 1.2 | Elect Trustee Oleg M. Pohotsky | For | For | Management |
| 1.3 | Elect Trustee William S. Reardon | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

H&Q HEALTHCARE INVESTORS

Ticker: HQH Security ID: 404052102
Meeting Date: JUN 8, 2010 Meeting Type: Annual
Record Date: APR 27, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Eric Oddleifson | For | Withhold | Management |
| 1.2 | Elect Trustee Oleg M. Pohotsky | For | Withhold | Management |
| 1.3 | Elect Trustee William S. Reardon | For | Withhold | Management |
| 2 | Ratify Auditors | For | Against | Management |

H&Q HEALTHCARE INVESTORS

Ticker: HQH Security ID: 404052102
Meeting Date: JUN 8, 2010 Meeting Type: Annual
Record Date: APR 27, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Eric Oddleifson | For | Withhold | Management |
| 1.2 | Elect Trustee Oleg M. Pohotsky | For | Withhold | Management |
| 1.3 | Elect Trustee William S. Reardon | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |

H&Q HEALTHCARE INVESTORS

Ticker: HQH Security ID: 404052102
Meeting Date: JUN 8, 2010 Meeting Type: Annual
Record Date: APR 27, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Eric Oddleifson | For | Withhold | Management |
| 1.2 | Elect Trustee Oleg M. Pohotsky | For | Withhold | Management |
| 1.3 | Elect Trustee William S. Reardon | For | Withhold | Management |
| 2 | Ratify Auditors | For | Abstain | Management |

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

H&Q LIFE SCIENCES INVESTORS

Ticker: HQL Security ID: 404053100
Meeting Date: JUN 8, 2010 Meeting Type: Annual
Record Date: APR 27, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Lawrence S. Lewin | For | For | Management |
| 1.2 | Elect Trustee William S. Reardon | For | For | Management |
| 1.3 | Elect Trustee Uwe E. Reinhardt | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

H&Q LIFE SCIENCES INVESTORS

Ticker: HQL Security ID: 404053100
Meeting Date: JUN 8, 2010 Meeting Type: Annual
Record Date: APR 27, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Lawrence S. Lewin | For | Withhold | Management |
| 1.2 | Elect Trustee William S. Reardon | For | Withhold | Management |
| 1.3 | Elect Trustee Uwe E. Reinhardt | For | Withhold | Management |
| 2 | Ratify Auditors | For | Against | Management |

H&Q LIFE SCIENCES INVESTORS

Ticker: HQL Security ID: 404053100
Meeting Date: JUN 8, 2010 Meeting Type: Annual
Record Date: APR 27, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Lawrence S. Lewin | For | Withhold | Management |
| 1.2 | Elect Trustee William S. Reardon | For | Withhold | Management |
| 1.3 | Elect Trustee Uwe E. Reinhardt | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |

H&Q LIFE SCIENCES INVESTORS

Ticker: HQL Security ID: 404053100
Meeting Date: JUN 8, 2010 Meeting Type: Annual
Record Date: APR 27, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Lawrence S. Lewin | For | Withhold | Management |
| 1.2 | Elect Trustee William S. Reardon | For | Withhold | Management |
| 1.3 | Elect Trustee Uwe E. Reinhardt | For | Withhold | Management |
| 2 | Ratify Auditors | For | Abstain | Management |

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

H. J. HEINZ CO.

Ticker: HNZ Security ID: 423074103
 Meeting Date: AUG 12, 2009 Meeting Type: Annual
 Record Date: JUN 4, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director W.R. Johnson | For | For | Management |
| 2 | Elect Director C.E. Bunch | For | For | Management |
| 3 | Elect Director L.S. Coleman, Jr. | For | For | Management |
| 4 | Elect Director J.G. Drosdick | For | For | Management |
| 5 | Elect Director E.E. Holiday | For | For | Management |
| 6 | Elect Director C. Kendle | For | For | Management |
| 7 | Elect Director D.R. O Hare | For | For | Management |
| 8 | Elect Director N. Peltz | For | For | Management |
| 9 | Elect Director D.H. Reilley | For | For | Management |
| 10 | Elect Director L.C. Swann | For | For | Management |
| 11 | Elect Director T.J. Usher | For | For | Management |
| 12 | Elect Director M.F. Weinstein | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Provide Right to Call Special Meeting | For | For | Management |

HALLIBURTON COMPANY

Ticker: HAL Security ID: 406216101
 Meeting Date: MAY 19, 2010 Meeting Type: Annual
 Record Date: MAR 22, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director A.M. Bennett | For | For | Management |
| 2 | Elect Director J.R. Boyd | For | For | Management |
| 3 | Elect Director M. Carroll | For | For | Management |
| 4 | Elect Director N.K. Dicciani | For | For | Management |
| 5 | Elect Director S.M. Gillis | For | For | Management |
| 6 | Elect Director J.T. Hackett | For | For | Management |
| 7 | Elect Director D.J. Lesar | For | For | Management |
| 8 | Elect Director R.A. Malone | For | For | Management |
| 9 | Elect Director J.L. Martin | For | For | Management |
| 10 | Elect Director D.L. Reed | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Review and Assess Human Rights Policies | Against | For | Shareholder |
| 13 | Report on Political Contributions | Against | For | Shareholder |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 15 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

HARTFORD FINANCIAL SERVICES GROUP, INC., THE

Ticker: HIG Security ID: 416515104
 Meeting Date: MAY 19, 2010 Meeting Type: Annual
 Record Date: MAR 31, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Elect Director Robert B. Allardice, III | For | For | Management |

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

| | | | | |
|----|--------------------------------------|---------|-----|-------------|
| 2 | Elect Director Trevor Fetter | For | For | Management |
| 3 | Elect Director Paul G. Kirk, Jr. | For | For | Management |
| 4 | Elect Director Liam E. McGee | For | For | Management |
| 5 | Elect Director Gail J. McGovern | For | For | Management |
| 6 | Elect Director Michael G. Morris | For | For | Management |
| 7 | Elect Director Thomas A. Renyi | For | For | Management |
| 8 | Elect Director Charles B. Strauss | For | For | Management |
| 9 | Elect Director H. Patrick Swygart | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Approve Omnibus Stock Plan | For | For | Management |
| 12 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 13 | Reimburse Proxy Contest Expenses | Against | For | Shareholder |

HEWLETT-PACKARD COMPANY

Ticker: HPQ Security ID: 428236103
 Meeting Date: MAR 17, 2010 Meeting Type: Annual
 Record Date: JAN 19, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Marc L. Andreessen | For | For | Management |
| 1.2 | Elect Director Lawrence T. Babbio, Jr. | For | For | Management |
| 1.3 | Elect Director Sari M. Baldauf | For | For | Management |
| 1.4 | Elect Director Rajiv L. Gupta | For | For | Management |
| 1.5 | Elect Director John H. Hammergren | For | For | Management |
| 1.6 | Elect Director Mark V. Hurd | For | For | Management |
| 1.7 | Elect Director Joel Z. Hyatt | For | For | Management |
| 1.8 | Elect Director John R. Joyce | For | For | Management |
| 1.9 | Elect Director Robert L. Ryan | For | For | Management |
| 1.10 | Elect Director Lucille S. Salhany | For | For | Management |
| 1.11 | Elect Director G. Kennedy Thompson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Company Request on Advisory Vote on Executive Compensation | For | For | Management |

HOME DEPOT, INC., THE

Ticker: HD Security ID: 437076102
 Meeting Date: MAY 20, 2010 Meeting Type: Annual
 Record Date: MAR 22, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director F. Duane Ackerman | For | For | Management |
| 2 | Elect Director David H. Batchelder | For | For | Management |
| 3 | Elect Director Francis S. Blake | For | For | Management |
| 4 | Elect Director Ari Bousbib | For | For | Management |
| 5 | Elect Director Gregory D. Brenneman | For | For | Management |
| 6 | Elect Director Albert P. Carey | For | For | Management |
| 7 | Elect Director Armando Codina | For | For | Management |
| 8 | Elect Director Bonnie G. Hill | For | For | Management |
| 9 | Elect Director Karen L. Katen | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Amend Omnibus Stock Plan | For | For | Management |
| 12 | Provide for Cumulative Voting | Against | For | Shareholder |
| 13 | Advisory Vote to Ratify Named Executive | Against | For | Shareholder |

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

| | | | | |
|----|--|---------|---------|-------------|
| | Officers' Compensation | | | |
| 14 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 15 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 16 | Require Independent Board Chairman | Against | Against | Shareholder |
| 17 | Prepare Employment Diversity Report | Against | For | Shareholder |
| 18 | Reincorporate in Another State [from Delaware to North Dakota] | Against | Against | Shareholder |

HONEYWELL INTERNATIONAL INC.

Ticker: HON Security ID: 438516106
 Meeting Date: APR 26, 2010 Meeting Type: Annual
 Record Date: FEB 26, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Gordon M. Bethune | For | For | Management |
| 2 | Elect Director Kevin Burke | For | For | Management |
| 3 | Elect Director Jaime Chico Pardo | For | For | Management |
| 4 | Elect Director David M. Cote | For | For | Management |
| 5 | Elect Director D. Scott Davis | For | For | Management |
| 6 | Elect Director Linnet F. Deily | For | For | Management |
| 7 | Elect Director Clive R. Hollick | For | For | Management |
| 8 | Elect Director George Paz | For | For | Management |
| 9 | Elect Director Bradley T. Sheares | For | For | Management |
| 10 | Elect Director Michael W. Wright | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Provide Right to Call Special Meeting | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 15 | Require Independent Board Chairman | Against | For | Shareholder |
| 16 | Review and Amend Code of Conduct to Include Human Rights | Against | Against | Shareholder |

HUDSON CITY BANCORP, INC.

Ticker: HCBK Security ID: 443683107
 Meeting Date: APR 21, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Elect Director Donald O. Quest PhD | For | For | Management |
| 2 | Elect Director Joseph G. Sponholz | For | For | Management |
| 3 | Approve/Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

ILLINOIS TOOL WORKS INC.

Ticker: ITW Security ID: 452308109
 Meeting Date: MAY 7, 2010 Meeting Type: Annual
 Record Date: MAR 9, 2010

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

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|-------------|
| 1 | Elect Director Marvin D. Brailsford | For | For | Management |
| 2 | Elect Director Susan Crown | For | For | Management |
| 3 | Elect Director Don H. Davis, Jr. | For | For | Management |
| 4 | Elect Director Robert C. McCormack | For | For | Management |
| 5 | Elect Director Robert S. Morrison | For | For | Management |
| 6 | Elect Director James A. Skinner | For | For | Management |
| 7 | Elect Director David B. Smith, Jr. | For | For | Management |
| 8 | Elect Director David B. Speer | For | For | Management |
| 9 | Elect Director Pamela B. Strobel | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Report on Political Contributions | Against | For | Shareholder |

INTEL CORPORATION

Ticker: INTC Security ID: 458140100
 Meeting Date: MAY 19, 2010 Meeting Type: Annual
 Record Date: MAR 22, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Charlene Barshefsky | For | For | Management |
| 2 | Elect Director Susan L. Decker | For | For | Management |
| 3 | Elect Director John J. Donahoe | For | For | Management |
| 4 | Elect Director Reed E. Hundt | For | For | Management |
| 5 | Elect Director Paul S. Otellini | For | For | Management |
| 6 | Elect Director James D. Plummer | For | For | Management |
| 7 | Elect Director David S. Pottruck | For | For | Management |
| 8 | Elect Director Jane E. Shaw | For | For | Management |
| 9 | Elect Director Frank D. Yeary | For | For | Management |
| 10 | Elect Director David B. Yoffie | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: FEB 26, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------|---------|-----------|------------|
| 1 | Elect Director A. J. P. Belda | For | For | Management |
| 2 | Elect Director C. Black | For | For | Management |
| 3 | Elect Director W. R. Brody | For | For | Management |
| 4 | Elect Director K. I. Chenault | For | For | Management |
| 5 | Elect Director M. L. Eskew | For | For | Management |
| 6 | Elect Director S. A. Jackson | For | For | Management |
| 7 | Elect Director A. N. Liveris | For | For | Management |
| 8 | Elect Director W. J. McNerney, Jr. | For | For | Management |
| 9 | Elect Director T. Nishimuro | For | For | Management |
| 10 | Elect Director J. W. Owens | For | For | Management |
| 11 | Elect Director S. J. Palmisano | For | For | Management |
| 12 | Elect Director J. E. Spero | For | For | Management |
| 13 | Elect Director S. Taurel | For | For | Management |
| 14 | Elect Director L. H. Zambrano | For | For | Management |

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

| | | | | |
|----|---|---------|-----|-------------|
| 15 | Ratify Auditors | For | For | Management |
| 16 | Adopt Policy on Bonus Banking | Against | For | Shareholder |
| 17 | Provide for Cumulative Voting | Against | For | Shareholder |
| 18 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 19 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

JOHN HANCOCK BANK AND THRIFT OPPORTUNITY FUND

Ticker: BTO Security ID: 409735206
 Meeting Date: JAN 22, 2010 Meeting Type: Annual
 Record Date: NOV 12, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James R. Boyle | For | For | Management |
| 1.2 | Elect Director Deborah C. Jackson | For | For | Management |
| 1.3 | Elect Director Patti McGill Peterson | For | For | Management |
| 1.4 | Elect Director Steven R. Pruchansky | For | For | Management |

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 22, 2010 Meeting Type: Annual
 Record Date: FEB 23, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Mary Sue Coleman | For | For | Management |
| 2 | Elect Director James G. Culien | For | For | Management |
| 3 | Elect Director Michael M. E. Johns | For | For | Management |
| 4 | Elect Director Susan L. Lindquist | For | For | Management |
| 5 | Elect Director Anne M. Mulcahy | For | For | Management |
| 6 | Elect Director Lea F. Mullin | For | For | Management |
| 7 | Elect Director William D. Perez | For | For | Management |
| 8 | Elect Director Charles Prince | For | For | Management |
| 9 | Elect Director David Satcher | For | For | Management |
| 10 | Elect Director William C. Welton | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 13 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 18, 2010 Meeting Type: Annual
 Record Date: MAR 19, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Crandall C. Bowles | For | For | Management |
| 1.2 | Elect Director Stephen B. Burke | For | For | Management |
| 1.3 | Elect Director David M. Cote | For | For | Management |

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

| | | | | |
|------|--|---------|---------|-------------|
| 1.4 | Elect Director James S. Crown | For | For | Management |
| 1.5 | Elect Director James Dimon | For | For | Management |
| 1.6 | Elect Director Ellen V. Futter | For | For | Management |
| 1.7 | Elect Director William H. Gray, III | For | For | Management |
| 1.8 | Elect Director Laban P. Jackson, Jr. | For | For | Management |
| 1.9 | Elect Director David C. Novak | For | For | Management |
| 1.10 | Elect Director Lee R. Raymond | For | For | Management |
| 1.11 | Elect Director William C. Weldon | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Affirm Political Non-Partisanship | Against | Against | Shareholder |
| 5 | Amend Bylaws-- Call Special Meetings | Against | For | Shareholder |
| 6 | Report on Collateral in Derivatives Trading | Against | For | Shareholder |
| 7 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 8 | Require Independent Board Chairman | Against | For | Shareholder |
| 9 | Report on Pay Disparity | Against | Against | Shareholder |
| 10 | Stock Retention/Holding Period | Against | For | Shareholder |

LIBERTY ALL-STAR EQUITY FUND

Ticker: USA Security ID: 530158104
 Meeting Date: MAY 7, 2010 Meeting Type: Annual
 Record Date: FEB 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard W. Lowry | For | For | Management |
| 1.2 | Elect Director John J. Neuhauser | For | For | Management |
| 1.3 | Elect Director Richard C. Rantzow | For | For | Management |
| 2 | Approve Sub-advisory Agreement | For | For | Management |

LIBERTY ALL-STAR GROWTH FUND, INC.

Ticker: ASG Security ID: 529900102
 Meeting Date: JUN 11, 2010 Meeting Type: Proxy Contest
 Record Date: FEB 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|--------------|-------------|
| 1.1 | Elect Director George R. Gaspari | For | Did Not Vote | Management |
| 1.2 | Elect Director Richard W. Lowry | For | Did Not Vote | Management |
| 2 | Approve Investment Advisory Agreement | For | Did Not Vote | Management |
| 1.1 | Elect Director George R. Gaspari | Against | Did Not Vote | Shareholder |
| 1.2 | Elect Director Richard W. Lowry | Against | Did Not Vote | Shareholder |
| 2 | Approve Investment Advisory Agreement | Against | Did Not Vote | Management |

LMP CAPITAL AND INCOME FUND, INC.

Ticker: SCD Security ID: 50208A102
 Meeting Date: APR 30, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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

| | | | | |
|-----|--------------------------------------|-----|-----|------------|
| 1.1 | Elect Director Leslie H. Gelb | For | For | Management |
| 1.2 | Elect Director William R. Hutchinson | For | For | Management |
| 1.3 | Elect Director R. Jay Gerken | For | For | Management |

LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109
 Meeting Date: APR 22, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director E. C. "Pete" Aldrige, Jr. | For | For | Management |
| 2 | Elect Director Nolan D. Archibald | For | For | Management |
| 3 | Elect Director David B. Burritt | For | For | Management |
| 4 | Elect Director James O. Ellis, Jr. | For | For | Management |
| 5 | Elect Director Gwendolyn S. King | For | For | Management |
| 6 | Elect Director James M. Loy | For | For | Management |
| 7 | Elect Director Douglas H. McCorkindale | For | For | Management |
| 8 | Elect Director Joseph W. Ralston | For | For | Management |
| 9 | Elect Director James Schneider | For | For | Management |
| 10 | Elect Director Anne Stevens | For | For | Management |
| 11 | Elect Director Robert J. Stevens | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Report on Space-based Weapons Program | Against | Against | Shareholder |

MATTEL, INC.

Ticker: MAT Security ID: 577081102
 Meeting Date: MAY 12, 2010 Meeting Type: Annual
 Record Date: MAR 19, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Michael J. Dolan | For | Against | Management |
| 1.2 | Elect Director Robert A. Eckert | For | Against | Management |
| 1.3 | Elect Director Frances D. Fergusson | For | Against | Management |
| 1.4 | Elect Director Tully M. Friedman | For | Against | Management |
| 1.5 | Elect Director Dominic Ng | For | Against | Management |
| 1.6 | Elect Director Vasant M. Prabhu | For | Against | Management |
| 1.7 | Elect Director Andrea L. Rich | For | Against | Management |
| 1.8 | Elect Director Ronald L. Sargent | For | Against | Management |
| 1.9 | Elect Director Dean A. Scarborough | For | Against | Management |
| 1.10 | Elect Director Christopher A. Sinclair | For | Against | Management |
| 1.11 | Elect Director G. Craig Sullivan | For | Against | Management |
| 1.12 | Elect Director Kathy Brittain White | For | Against | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

MCKESSON CORPORATION

Ticker: MCK Security ID: 58155Q103
 Meeting Date: JUL 22, 2009 Meeting Type: Annual
 Record Date: MAY 29, 2009

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

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Andy D. Bryant | For | For | Management |
| 1.2 | Elect Director Wayne A. Budd | For | For | Management |
| 1.3 | Elect Director John H. Hammergren | For | For | Management |
| 1.4 | Elect Director Alton F. Irby, III | For | For | Management |
| 1.5 | Elect Director M. Christine Jacobs | For | For | Management |
| 1.6 | Elect Director Marie L. Knowles | For | For | Management |
| 1.7 | Elect Director David M. Lawrence | For | For | Management |
| 1.8 | Elect Director Edward A. Mueller | For | For | Management |
| 1.9 | Elect Director Jane E. Shaw | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Stock Retention/Holding Period | Against | For | Shareholder |
| 5 | Adopt a Policy in which the Company will not Make or Promise to Make Any Death Benefit Payments to Senior Executives | Against | For | Shareholder |

MEDCO HEALTH SOLUTIONS, INC.

Ticker: MHS Security ID: 58405U102
 Meeting Date: MAY 12, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director Howard W. Barker, Jr. | For | For | Management |
| 2 | Elect Director John L. Cassis | For | For | Management |
| 3 | Elect Director Michael Goldstein | For | For | Management |
| 4 | Elect Director Charles M. Lillis | For | For | Management |
| 5 | Elect Director Myrtle S. Potter | For | For | Management |
| 6 | Elect Director William L. Roper | For | For | Management |
| 7 | Elect Director David B. Snow, Jr. | For | For | Management |
| 8 | Elect Director David D. Stevens | For | Against | Management |
| 9 | Elect Director Blenda J. Wilson | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Provide Right to Call Special Meeting | For | For | Management |

MEDTRONIC, INC.

Ticker: MDT Security ID: 585055106
 Meeting Date: AUG 27, 2009 Meeting Type: Annual
 Record Date: JUN 29, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Richard H. Anderson | For | For | Management |
| 1.2 | Elect Director Victor J. Dzau | For | For | Management |
| 1.3 | Elect Director William A. Hawkins | For | For | Management |
| 1.4 | Elect Director S. Ann Jackson | For | For | Management |
| 1.5 | Elect Director Denise M. O'Leary | For | For | Management |
| 1.6 | Elect Director Robert C. Pozen | For | For | Management |
| 1.7 | Elect Director Jean-pierre Rosso | For | For | Management |
| 1.8 | Elect Director Jack W. Schuler | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |

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

4 Amend Omnibus Stock Plan For For Management

MERCK & CO., INC.

Ticker: MRK Security ID: 589331107
 Meeting Date: AUG 7, 2009 Meeting Type: Special
 Record Date: JUN 22, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------|---------|-----------|------------|
| 1 | Approve Acquisition | For | For | Management |

MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105
 Meeting Date: MAY 25, 2010 Meeting Type: Annual
 Record Date: MAR 26, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Leslie A. Brun | For | For | Management |
| 2 | Elect Director Thomas R. Cech | For | For | Management |
| 3 | Elect Director Richard T. Clark | For | For | Management |
| 4 | Elect Director Thomas H. Glocer | For | For | Management |
| 5 | Elect Director Steven F. Goldstone | For | For | Management |
| 6 | Elect Director William B. Harrison, Jr. | For | For | Management |
| 7 | Elect Director Harry R. Jacobson | For | For | Management |
| 8 | Elect Director William N. Kelley | For | For | Management |
| 9 | Elect Director C. Robert Kidder | For | For | Management |
| 10 | Elect Director Rochelle B. Lazarus | For | For | Management |
| 11 | Elect Director Carlos E. Represas | For | For | Management |
| 12 | Elect Director Patricia F. Russo | For | For | Management |
| 13 | Elect Director Thomas E. Shenk | For | For | Management |
| 14 | Elect Director Anne M. Tatlock | For | For | Management |
| 15 | Elect Director Craig B. Thompson | For | For | Management |
| 16 | Elect Director Wendell P. Weeks | For | For | Management |
| 17 | Elect Director Peter C. Wendell | For | For | Management |
| 18 | Ratify Auditors | For | For | Management |
| 19 | Approve Omnibus Stock Plan | For | For | Management |
| 20 | Approve Non-Employee Director Omnibus Stock Plan | For | For | Management |

METLIFE, INC.

Ticker: MET Security ID: 59156R108
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director R. Glenn Hubbard, Ph.D | For | For | Management |
| 1.2 | Elect Director Alfred F. Kelly, Jr. | For | For | Management |
| 1.3 | Elect Director James M. Kilts | For | For | Management |
| 1.4 | Elect Director David Satcher, M.D., Ph.D. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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

3 Provide for Cumulative Voting Against For Shareholder

MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918104
 Meeting Date: NOV 19, 2009 Meeting Type: Annual
 Record Date: SEP 4, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director William H. Gates, III | For | For | Management |
| 2 | Elect Director Steven A. Ballmer | For | For | Management |
| 3 | Elect Director Dina Dublon | For | For | Management |
| 4 | Elect Director Raymond V. Gilmartin | For | For | Management |
| 5 | Elect Director Reed Hastings | For | For | Management |
| 6 | Elect Director Maria Klawe | For | For | Management |
| 7 | Elect Director David F. Marquardt | For | For | Management |
| 8 | Elect Director Charles H. Noski | For | For | Management |
| 9 | Elect Director Helmut Panke | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Permit Right to Call Special Meeting | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Adopt Principles for Health Care Reform | Against | Against | Shareholder |
| 14 | Report on Charitable Contributions | Against | Against | Shareholder |

MONSANTO CO.

Ticker: MON Security ID: 61166W101
 Meeting Date: JAN 26, 2010 Meeting Type: Annual
 Record Date: NOV 27, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Frank V. AtLee III | For | For | Management |
| 2 | Elect Director David L. Chicoine | For | For | Management |
| 3 | Elect Director Arthur H. Harper | For | For | Management |
| 4 | Elect Director Gwendolyn S. King | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Amend Omnibus Stock Plan | For | For | Management |

MORGAN STANLEY

Ticker: MS Security ID: 617446448
 Meeting Date: MAY 18, 2010 Meeting Type: Annual
 Record Date: MAR 22, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Roy J. Bostock | For | Against | Management |
| 2 | Elect Director Erskine B. Bowles | For | For | Management |
| 3 | Elect Director Howard J. Davies | For | For | Management |
| 4 | Elect Director James P. Gorman | For | For | Management |
| 5 | Elect Director James H. Hance, Jr. | For | For | Management |
| 6 | Elect Director Nobuyuki Hirano | For | For | Management |
| 7 | Elect Director C. Robert Kidder | For | For | Management |

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

| | | | | |
|----|--|---------|---------|-------------|
| 8 | Elect Director John J. Mack | For | For | Management |
| 9 | Elect Director Donald T. Nicolaisen | For | For | Management |
| 10 | Elect Director Charles H. Noski | For | For | Management |
| 11 | Elect Director Hutham S. Olayan | For | For | Management |
| 12 | Elect Director O. Griffith Sexton | For | For | Management |
| 13 | Elect Director Laura D. Tyson | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Amend Omnibus Stock Plan | For | Against | Management |
| 17 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 18 | Stock Retention/Holding Period | Against | For | Shareholder |
| 19 | Require Independent Board Chairman | Against | For | Shareholder |
| 20 | Report on Pay Disparity | Against | Against | Shareholder |
| 21 | Claw-back of Payments under Restatements | Against | For | Shareholder |

NATIONAL OILWELL VARCO, INC.

Ticker: NOV Security ID: 637071101
 Meeting Date: MAY 12, 2010 Meeting Type: Annual
 Record Date: MAR 23, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ben A. Guill | For | For | Management |
| 1.2 | Elect Director Roger L. Jarvis | For | For | Management |
| 1.3 | Elect Director Eric L. Mattson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

NEWMONT MINING CORPORATION

Ticker: NEM Security ID: 651639106
 Meeting Date: APR 23, 2010 Meeting Type: Annual
 Record Date: FEB 22, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Glen A. Barton | For | For | Management |
| 2 | Elect Director Vincent A. Calarco | For | For | Management |
| 3 | Elect Director Joseph A. Carrabba | For | For | Management |
| 4 | Elect Director Noreen Doyle | For | For | Management |
| 5 | Elect Director Veronica M. Hagen | For | For | Management |
| 6 | Elect Director Michael S. Hamson | For | For | Management |
| 7 | Elect Director Richard T. O'Brien | For | For | Management |
| 8 | Elect Director John B. Prescott | For | For | Management |
| 9 | Elect Director Donald C. Roth | For | For | Management |
| 10 | Elect Director James V. Taranik | For | For | Management |
| 11 | Elect Director Simon Thompson | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 14 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

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

NFJ DIVIDEND, INTEREST & PREMIUM STRATEGY FUND

Ticker: NFJ Security ID: 65337H109
 Meeting Date: JUL 14, 2009 Meeting Type: Annual
 Record Date: MAY 12, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee R. Peter Sullivan, III | For | For | Management |
| 1.2 | Elect Trustee Diana L. Taylor | For | For | Management |

NIKE, INC.

Ticker: NKE Security ID: 654106103
 Meeting Date: SEP 21, 2009 Meeting Type: Annual
 Record Date: JUL 24, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Jill K. Conway | For | For | Management |
| 1.2 | Elect Director Alan B. Graf, Jr. | For | For | Management |
| 1.3 | Elect Director John C. Lechleiter | For | For | Management |
| 2 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

NISOURCE INC.

Ticker: NI Security ID: 65473P105
 Meeting Date: MAY 11, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|-------------|
| 1 | Elect Director Richard A. Abdo | For | For | Management |
| 2 | Elect Director Steven C. Beering | For | For | Management |
| 3 | Elect Director Dennis E. Foster | For | For | Management |
| 4 | Elect Director Michael E. Jesanis | For | For | Management |
| 5 | Elect Director Marty R. Kittrell | For | For | Management |
| 6 | Elect Director W. Lee Nutter | For | For | Management |
| 7 | Elect Director Deborah S. Parker | For | For | Management |
| 8 | Elect Director Ian M. Rolland | For | For | Management |
| 9 | Elect Director Robert C. Skaggs, Jr. | For | For | Management |
| 10 | Elect Director Richard L. Thompson | For | For | Management |
| 11 | Elect Director Carolyn Y. Woo | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Provide Right to Call Special Meeting | For | For | Management |
| 14 | Approve Omnibus Stock Plan | For | For | Management |
| 15 | Stock Retention/Holding Period | Against | For | Shareholder |

OCCIDENTAL PETROLEUM CORPORATION

Ticker: OXY Security ID: 674599105
 Meeting Date: MAY 7, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

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

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Spencer Abraham | For | Against | Management |
| 2 | Elect Director John S. Chalsty | For | Against | Management |
| 3 | Elect Director Stephen I. Chazen | For | For | Management |
| 4 | Elect Director Edward P. Djerejian | For | Against | Management |
| 5 | Elect Director John E. Feick | For | Against | Management |
| 6 | Elect Director Carlos M. Gutierrez | For | Against | Management |
| 7 | Elect Director Ray R. Irani | For | Against | Management |
| 8 | Elect Director Irvin W. Maloney | For | Against | Management |
| 9 | Elect Director Avedick B. Poladian | For | Against | Management |
| 10 | Elect Director Rodolfo Segovia | For | Against | Management |
| 11 | Elect Director Aziz D. Syriani | For | Against | Management |
| 12 | Elect Director Rosemary Tomich | For | Against | Management |
| 13 | Elect Director Walter L. Weisman | For | Against | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Amend Omnibus Stock Plan | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 17 | Limit Executive Compensation | Against | Against | Shareholder |
| 18 | Require Independent Board Chairman | Against | For | Shareholder |
| 19 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 20 | Report on Host Country Social and Environmental Laws | Against | Against | Shareholder |
| 21 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 22 | Report on Policy for Increasing Safety by Reducing Hazardous Substance Usage and Re-locating Facilities | Against | Against | Shareholder |
| 23 | Double Trigger on Equity Plans | Against | For | Shareholder |

ORACLE CORP.

Ticker: ORCL Security ID: 68389X105
 Meeting Date: OCT 7, 2009 Meeting Type: Annual
 Record Date: AUG 10, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Jeffrey S. Berg | For | Withhold | Management |
| 1.2 | Elect Director H. Raymond Bingham | For | For | Management |
| 1.3 | Elect Director Michael J. Boskin | For | For | Management |
| 1.4 | Elect Director Safra A. Catz | For | For | Management |
| 1.5 | Elect Director Bruce R. Chizen | For | For | Management |
| 1.6 | Elect Director George H. Conrades | For | For | Management |
| 1.7 | Elect Director Lawrence J. Ellison | For | For | Management |
| 1.8 | Elect Director Hector Garcia-Molina | For | Withhold | Management |
| 1.9 | Elect Director Jeffrey O. Henley | For | For | Management |
| 1.10 | Elect Director Donald L. Lucas | For | For | Management |
| 1.11 | Elect Director Charles E. Phillips, Jr. | For | For | Management |
| 1.12 | Elect Director Naomi O. Seligman | For | Withhold | Management |
| 2 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 6 | Stock Retention/Holding Period | Against | For | Shareholder |

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

 PAYCHEX, INC.

Ticker: PAYX Security ID: 704326107
 Meeting Date: OCT 13, 2009 Meeting Type: Annual
 Record Date: AUG 14, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director B. Thomas Golisano | For | For | Management |
| 2 | Elect Director David J.S. Flaschen | For | For | Management |
| 3 | Elect Director Grant M. Inman | For | For | Management |
| 4 | Elect Director Pamela A. Joseph | For | For | Management |
| 5 | Elect Director Jonathan J. Judge | For | For | Management |
| 6 | Elect Director Joseph M. Tucci | For | For | Management |
| 7 | Elect Director Joseph M. Velli | For | For | Management |
| 8 | Ratify Auditors | For | For | Management |

 PEPSICO, INC.

Ticker: PEP Security ID: 713448108
 Meeting Date: MAY 5, 2010 Meeting Type: Annual
 Record Date: MAR 5, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Shona L. Brown | For | For | Management |
| 2 | Elect Director Ian M. Cook | For | For | Management |
| 3 | Elect Director Dina Dublon | For | For | Management |
| 4 | Elect Director Victor J. Dzau | For | For | Management |
| 5 | Elect Director Ray L. Hunt | For | For | Management |
| 6 | Elect Director Alberto Ibarguen | For | For | Management |
| 7 | Elect Director Arthur C. Martinez | For | For | Management |
| 8 | Elect Director Indra K. Nooyi | For | For | Management |
| 9 | Elect Director Sharon P. Rockefeller | For | For | Management |
| 10 | Elect Director James J. Schiro | For | For | Management |
| 11 | Elect Director Lloyd G. Trotter | For | For | Management |
| 12 | Elect Director Daniel Vasella | For | Against | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |
| 15 | Report on Charitable Contributions | Against | Against | Shareholder |
| 16 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 17 | Report on Public Policy Advocacy Process | Against | Against | Shareholder |

 PFIZER INC.

Ticker: PFE Security ID: 717081103
 Meeting Date: APR 22, 2010 Meeting Type: Annual
 Record Date: FEB 23, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Dennis A. Ausiello | For | For | Management |
| 2 | Elect Director Michael S. Brown | For | For | Management |
| 3 | Elect Director M. Anthony Burns | For | For | Management |

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

| | | | | |
|----|--|---------|---------|-------------|
| 4 | Elect Director Robert N. Burt | For | For | Management |
| 5 | Elect Director W. Don Cornwell | For | For | Management |
| 6 | Elect Director Frances D. Fergusson | For | For | Management |
| 7 | Elect Director William H. Gray III | For | For | Management |
| 8 | Elect Director Constance J. Horner | For | For | Management |
| 9 | Elect Director James M. Kilts | For | For | Management |
| 10 | Elect Director Jeffrey B. Kindler | For | For | Management |
| 11 | Elect Director George A. Lorch | For | For | Management |
| 12 | Elect Director John P. Mascotte | For | For | Management |
| 13 | Elect Director Suzanne Nora Johnson | For | For | Management |
| 14 | Elect Director Stephen W. Sanger | For | For | Management |
| 15 | Elect Director William C. Steere, Jr. | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 18 | Provide Right to Call Special Meeting | For | For | Management |
| 19 | Prohibit Executive Stock-Based Awards | Against | Against | Shareholder |

PHILIP MORRIS INTERNATIONAL INC.

Ticker: PM Security ID: 718172109
 Meeting Date: MAY 12, 2010 Meeting Type: Annual
 Record Date: MAR 16, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Harold Brown | For | For | Management |
| 2 | Elect Director Mathis Cabiavetta | For | For | Management |
| 3 | Elect Director Louis C. Camilleri | For | For | Management |
| 4 | Elect Director J. Dudley Fishburn | For | For | Management |
| 5 | Elect Director Jennifer Li | For | For | Management |
| 6 | Elect Director Graham Mackay | For | For | Management |
| 7 | Elect Director Sergio Marchionne | For | For | Management |
| 8 | Elect Director Lucio A. Noto | For | For | Management |
| 9 | Elect Director Carlos Slim Helu | For | For | Management |
| 10 | Elect Director Stephen M. Wolf | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Report on Effect of Marketing Practices on the Poor | Against | Against | Shareholder |
| 13 | Establish Supplier Human Rights Purchasing Protocols | Against | Against | Shareholder |

PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109
 Meeting Date: OCT 13, 2009 Meeting Type: Annual
 Record Date: AUG 14, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director Kenneth I. Chenault | For | For | Management |
| 2 | Elect Director Scott D. Cook | For | For | Management |
| 3 | Elect Director Rajat K. Gupta | For | For | Management |
| 4 | Elect Director A.G. Lafley | For | For | Management |
| 5 | Elect Director Charles R. Lee | For | For | Management |
| 6 | Elect Director Lynn M. Martin | For | For | Management |
| 7 | Elect Director Robert A. McDonald | For | For | Management |
| 8 | Elect Director W. James McNerney, Jr. | For | For | Management |

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

| | | | | |
|----|--|---------|-----|-------------|
| 9 | Elect Director Johnathan A. Rodgers | For | For | Management |
| 10 | Elect Director Ralph Snyderman | For | For | Management |
| 11 | Elect Director Mary Agnes Wilderotter | For | For | Management |
| 12 | Elect Director Patricia A. Woertz | For | For | Management |
| 13 | Elect Director Ernesto Zedillo | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Amend Code of Regulations | For | For | Management |
| 16 | Approve Omnibus Stock Plan | For | For | Management |
| 17 | Provide for Cumulative Voting | Against | For | Shareholder |
| 18 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

PRUDENTIAL FINANCIAL, INC.

Ticker: PRU Security ID: 744320102
 Meeting Date: MAY 11, 2010 Meeting Type: Annual
 Record Date: MAR 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Thomas J. Baltimore, Jr. | For | For | Management |
| 2 | Elect Director Gordon M. Bethune | For | For | Management |
| 3 | Elect Director Gaston Caperton | For | For | Management |
| 4 | Elect Director Gilbert F. Casellas | For | For | Management |
| 5 | Elect Director James G. Cullen | For | For | Management |
| 6 | Elect Director William H. Gray, III | For | For | Management |
| 7 | Elect Director Mark B. Grier | For | For | Management |
| 8 | Elect Director Jon F. Hanson | For | For | Management |
| 9 | Elect Director Constance J. Horner | For | For | Management |
| 10 | Elect Director Karl J. Krapek | For | For | Management |
| 11 | Elect Director Christine A. Poon | For | For | Management |
| 12 | Elect Director John R. Strangfield | For | For | Management |
| 13 | Elect Director James A. Unruh | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

PULTEGROUP, INC.

Ticker: PHM Security ID: 745867101
 Meeting Date: MAY 12, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Thomas M. Schoewe | For | For | Management |
| 1.2 | Elect Director Timothy R. Eller | For | For | Management |
| 1.3 | Elect Director Clint W. Murchison III | For | For | Management |
| 1.4 | Elect Director Richard J. Dugas, Jr. | For | For | Management |
| 1.5 | Elect Director David N. McCammon | For | Withhold | Management |
| 1.6 | Elect Director James J. Postl | For | For | Management |
| 2 | Declassify the Board of Directors | For | For | Management |
| 3 | Amend Stock Ownership Limitations | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |
| 7 | Performance-Based Equity Awards | Against | For | Shareholder |

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

| | | | | |
|----|---|---------|-----|-------------|
| 8 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 9 | Stock Retention/Holding Period | Against | For | Shareholder |
| 10 | Reimburse Expenses Incurred by Stockholder in Contested Election of Directors | Against | For | Shareholder |

QUALCOMM INCORPORATED

Ticker: QCOM Security ID: 747525103
 Meeting Date: MAR 2, 2010 Meeting Type: Annual
 Record Date: JAN 4, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Barbara T. Alexander | For | For | Management |
| 1.2 | Elect Director Stephen M. Bennett | For | For | Management |
| 1.3 | Elect Director Donald G. Cruickshank | For | For | Management |
| 1.4 | Elect Director Raymond V. Dittamore | For | For | Management |
| 1.5 | Elect Director Thomas W. Horton | For | For | Management |
| 1.6 | Elect Director Irwin Mark Jacobs | For | For | Management |
| 1.7 | Elect Director Paul E. Jacobs | For | For | Management |
| 1.8 | Elect Director Robert E. Kahn | For | For | Management |
| 1.9 | Elect Director Sherry Lansing | For | For | Management |
| 1.10 | Elect Director Duane A. Nelles | For | For | Management |
| 1.11 | Elect Director Brent Scowcroft | For | For | Management |
| 1.12 | Elect Director Marc I. Stern | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

QWEST COMMUNICATIONS INTERNATIONAL INC.

Ticker: Q Security ID: 749121109
 Meeting Date: MAY 12, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Edward A. Mueller | For | For | Management |
| 2 | Elect Director Charles L. Biggs | For | For | Management |
| 3 | Elect Director K. Dane Brooksher | For | For | Management |
| 4 | Elect Director Peter S. Hellman | For | For | Management |
| 5 | Elect Director R. David Hoover | For | Against | Management |
| 6 | Elect Director Patrick J. Martin | For | For | Management |
| 7 | Elect Director Caroline Matthews | For | For | Management |
| 8 | Elect Director Wayne W. Murdy | For | For | Management |
| 9 | Elect Director Jan L. Murley | For | For | Management |
| 10 | Elect Director Michael J. Roberts | For | For | Management |
| 11 | Elect Director James A. Unruh | For | For | Management |
| 12 | Elect Director Anthony Welters | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 15 | Performance-Based Equity Awards | Against | Against | Shareholder |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 17 | Require Independent Board Chairman | Against | For | Shareholder |
| 18 | Amend Articles/Bylaws/Charter -- Call | Against | For | Shareholder |

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

Special Meetings

REPUBLIC SERVICES, INC.

Ticker: RSG Security ID: 760759100
 Meeting Date: MAY 13, 2010 Meeting Type: Annual
 Record Date: MAR 16, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------------|---------|-----------|-------------|
| 1 | Election Director James E. O Connor | For | For | Management |
| 2 | Election Director John W. Croghan | For | For | Management |
| 3 | Election Director James W. Crownover | For | For | Management |
| 4 | Election Director William J. Flynn | For | For | Management |
| 5 | Election Director David I. Foley | For | For | Management |
| 6 | Election Director Michael Larson | For | For | Management |
| 7 | Election Director Nolan Lehmann | For | For | Management |
| 8 | Election Director W. Lee Nutter | For | For | Management |
| 9 | Election Director Ramon A. Rodriguez | For | For | Management |
| 10 | Election Director Allan C. Sorensen | For | For | Management |
| 11 | Election Director John M. Trani | For | For | Management |
| 12 | Election Director Michael W. Wickham | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Report on Political Contributions | Against | Against | Shareholder |

SARA LEE CORP.

Ticker: SLE Security ID: 803111103
 Meeting Date: OCT 29, 2009 Meeting Type: Annual
 Record Date: SEP 8, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director Brenda C. Barnes | For | For | Management |
| 2 | Elect Director Christopher B. Begley | For | For | Management |
| 3 | Elect Director Crandall C. Bowles | For | Against | Management |
| 4 | Elect Director Virgis W. Colbert | For | For | Management |
| 5 | Elect Director James S. Crown | For | Against | Management |
| 6 | Elect Director Laurette T. Koellner | For | For | Management |
| 7 | Elect Director Cornelis J.A. Van Lede | For | For | Management |
| 8 | Elect Director Dr. John McAdam | For | For | Management |
| 9 | Elect Director Sir Ian Prosser | For | For | Management |
| 10 | Elect Director Norman R. Sorensen | For | Against | Management |
| 11 | Elect Director Jeffrey W. Ubben | For | For | Management |
| 12 | Elect Director Jonathan P. Ward | For | Against | Management |
| 13 | Ratify Auditors | For | For | Management |

SCHLUMBERGER LTD.

Ticker: SLB Security ID: 806857108
 Meeting Date: APR 7, 2010 Meeting Type: Annual
 Record Date: FEB 17, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------|---------|-----------|------------|
| 1.1 | Elect P. Camus as Director | For | For | Management |

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

| | | | | |
|------|---|-----|-----|------------|
| 1.2 | Elect P. Currie as Director | For | For | Management |
| 1.3 | Elect J.S. Gorelick as Director | For | For | Management |
| 1.4 | Elect A. Gould as Director | For | For | Management |
| 1.5 | Elect T. Isaac as Director | For | For | Management |
| 1.6 | Elect K.V. Kamath as Director | For | For | Management |
| 1.7 | Elect N. Kudryavtsev as Director | For | For | Management |
| 1.8 | Elect A. Lajous as Director | For | For | Management |
| 1.9 | Elect M.E. Marks as Director | For | For | Management |
| 1.10 | Elect L.R. Reif as Director | For | For | Management |
| 1.11 | Elect T.I. Sandvold as Director | For | For | Management |
| 1.12 | Elect H. Seydoux as Director | For | For | Management |
| 2 | Adopt and Approve Financials and Dividends | For | For | Management |
| 3 | Approve 2010 Omnibus Stock Incentive Plan | For | For | Management |
| 4 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 5 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |

SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806109
 Meeting Date: MAY 6, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Melvyn E. Bergstein | For | For | Management |
| 2 | Elect Director Linda Walker Bynoe | For | For | Management |
| 3 | Elect Director Larry C. Glasscock | For | For | Management |
| 4 | Elect Director Karen N. Horn, PhD | For | For | Management |
| 5 | Elect Director Allan Hubbard | For | For | Management |
| 6 | Elect Director Reuben S. Leibowitz | For | For | Management |
| 7 | Elect Director Daniel C. Smith, PhD | For | For | Management |
| 8 | Elect Director J. Albert Smith, Jr. | For | For | Management |
| 9 | Ratify Auditors | For | For | Management |

SOUTHERN COMPANY, THE

Ticker: SO Security ID: 842587107
 Meeting Date: MAY 26, 2010 Meeting Type: Annual
 Record Date: MAR 30, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director J. P. Baranco | For | For | Management |
| 1.2 | Elect Director J. A. Boscia | For | For | Management |
| 1.3 | Elect Director H. A. Clark III | For | For | Management |
| 1.4 | Elect Director H. W. Habermeyer, Jr. | For | For | Management |
| 1.5 | Elect Director V. M. Hagen | For | For | Management |
| 1.6 | Elect Director W. A. Hood, Jr. | For | For | Management |
| 1.7 | Elect Director D. M. James | For | For | Management |
| 1.8 | Elect Director J. N. Purcell | For | For | Management |
| 1.9 | Elect Director D. M. Ratcliffe | For | For | Management |
| 1.10 | Elect Director W. G. Smith, Jr. | For | For | Management |
| 1.11 | Elect Director L. D. Thompson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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

| | | | | |
|---|--|---------|---------|-------------|
| 3 | Adopt Majority Voting for Uncontested Election of Directors | For | For | Management |
| 4 | Eliminate Cumulative Voting | For | For | Management |
| 5 | Increase Authorized Common Stock | For | For | Management |
| 6 | Adopt Quantitative GHG Goals for Products and Operations | Against | Against | Shareholder |
| 7 | Report on Coal Combustion Waste Hazard and Risk Mitigation Efforts | Against | For | Shareholder |

SOUTHWESTERN ENERGY COMPANY

Ticker: SWN Security ID: 845467109
 Meeting Date: MAY 18, 2010 Meeting Type: Annual
 Record Date: MAR 31, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Lewis E. Epley, Jr. | For | For | Management |
| 1.2 | Elect Director Robert L. Howard | For | For | Management |
| 1.3 | Elect Director Harold M. Korell | For | For | Management |
| 1.4 | Elect Director Vello A. Kuuskraa | For | For | Management |
| 1.5 | Elect Director Kenneth R. Mourton | For | For | Management |
| 1.6 | Elect Director Steven L. Mueller | For | For | Management |
| 1.7 | Elect Director Charles E. Scharlau | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Increase Authorized Common Stock | For | For | Management |
| 4 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 5 | Report on Political Contributions | Against | For | Shareholder |

ST. JUDE MEDICAL, INC.

Ticker: STJ Security ID: 790849103
 Meeting Date: MAY 7, 2010 Meeting Type: Annual
 Record Date: MAR 10, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Stuart M. Essig | For | For | Management |
| 1.2 | Elect Director Barbara B. Hill | For | For | Management |
| 1.3 | Elect Director Michael A. Rocca | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Prepare Sustainability Report | Against | For | Shareholder |

STARBUCKS CORP.

Ticker: SBUX Security ID: 855244109
 Meeting Date: MAR 24, 2010 Meeting Type: Annual
 Record Date: JAN 14, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Howard Schultz | For | For | Management |
| 1.2 | Elect Director Barbara Bass | For | For | Management |
| 1.3 | Elect Director William W. Bradley | For | For | Management |
| 1.4 | Elect Director Mellody Hobson | For | For | Management |

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

| | | | | |
|------|--|---------|---------|-------------|
| 1.5 | Elect Director Kevin R. Johnson | For | For | Management |
| 1.6 | Elect Director Olden Lee | For | For | Management |
| 1.7 | Elect Director Sheryl Sandberg | For | For | Management |
| 1.8 | Elect Director James G. Shennan, Jr. | For | For | Management |
| 1.9 | Elect Director Javier G. Teruel | For | For | Management |
| 1.10 | Elect Director Myron E. Ullman, III | For | For | Management |
| 1.11 | Elect Director Craig E. Weatherup | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Adopt Comprehensive Recycling Strategy for Beverage Containers | Against | Against | Shareholder |

SUNTRUST BANKS, INC.

Ticker: STI Security ID: 867914103
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: FEB 17, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Robert M. Beall, II | For | For | Management |
| 2 | Elect Director Alston D. Correll | For | For | Management |
| 3 | Elect Director Jeffrey C. Crowe | For | For | Management |
| 4 | Elect Director Patricia C. Frist | For | For | Management |
| 5 | Elect Director Blake P. Garrett, Jr. | For | For | Management |
| 6 | Elect Director David H. Hughes | For | For | Management |
| 7 | Elect Director M. Douglas Ivester | For | For | Management |
| 8 | Elect Director J. Hicks Lanier | For | For | Management |
| 9 | Elect Director William A. Linnenbringer | For | For | Management |
| 10 | Elect Director G. Gilmer Minor, III | For | For | Management |
| 11 | Elect Director Larry L. Prince | For | For | Management |
| 12 | Elect Director Frank S. Royal, M.D. | For | For | Management |
| 13 | Elect Director Thomas R. Watjen | For | For | Management |
| 14 | Elect Director James M. Wells, III | For | For | Management |
| 15 | Elect Director Karen Hastie Williams | For | For | Management |
| 16 | Elect Director Phail Wynn, Jr. | For | For | Management |
| 17 | Amend Management Incentive Bonus Plan | For | For | Management |
| 18 | Ratify Auditors | For | For | Management |
| 19 | Advisory Vote on Executive Compensation | For | For | Management |
| 20 | Prepare Sustainability Report | Against | For | Shareholder |

TARGET CORPORATION

Ticker: TGT Security ID: 87612E106
 Meeting Date: JUN 9, 2010 Meeting Type: Annual
 Record Date: APR 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|-------------|
| 1 | Elect Director Calvin Darden | For | For | Management |
| 2 | Elect Director Anne M. Mulcahy | For | For | Management |
| 3 | Elect Director Stephen W. Sanger | For | For | Management |
| 4 | Elect Director Gregg W. Steinhafel | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Declassify the Board of Directors | For | For | Management |
| 7 | Reduce Supermajority Vote Requirement | For | For | Management |
| 8 | Amend Articles of Incorporation | For | For | Management |
| 9 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

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

 TEXAS INSTRUMENTS INCORPORATED

Ticker: TXN Security ID: 882508104
 Meeting Date: APR 15, 2010 Meeting Type: Annual
 Record Date: FEB 16, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------|---------|-----------|------------|
| 1 | Elect Director R.W. Babb, Jr. | For | For | Management |
| 2 | Elect Director D.L. Boren | For | For | Management |
| 3 | Elect Director D.A. Carp | For | For | Management |
| 4 | Elect Director C.S. Cox | For | For | Management |
| 5 | Elect Director D.R. Goode | For | For | Management |
| 6 | Elect Director S.P. MacMillan | For | For | Management |
| 7 | Elect Director P.H. Patsley | For | For | Management |
| 8 | Elect Director W.R. Sanders | For | For | Management |
| 9 | Elect Director R.J. Simmons | For | For | Management |
| 10 | Elect Director R.K. Templeton | For | For | Management |
| 11 | Elect Director C.T. Whitman | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |

 TIME WARNER CABLE INC.

Ticker: TWC Security ID: 88732J207
 Meeting Date: MAY 24, 2010 Meeting Type: Annual
 Record Date: MAR 29, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director Carole Black | For | Against | Management |
| 2 | Elect Director Glenn A. Britt | For | For | Management |
| 3 | Elect Director Thomas H. Castro | For | Against | Management |
| 4 | Elect Director David C. Chang | For | For | Management |
| 5 | Elect Director James E. Copeland, Jr. | For | For | Management |
| 6 | Elect Director Peter R. Haje | For | Against | Management |
| 7 | Elect Director Donna A. James | For | For | Management |
| 8 | Elect Director Don Logan | For | For | Management |
| 9 | Elect Director N.J. Nicholas, Jr. | For | Against | Management |
| 10 | Elect Director Wayne H. Pace | For | For | Management |
| 11 | Elect Director Edward D. Shirley | For | For | Management |
| 12 | Elect Director John E. Sununu | For | For | Management |
| 13 | Ratification Of Auditors | For | For | Management |

 TIME WARNER INC.

Ticker: TWX Security ID: 887317303
 Meeting Date: MAY 21, 2010 Meeting Type: Annual
 Record Date: MAR 26, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director James L. Barksdale | For | For | Management |
| 2 | Elect Director William P. Barr | For | For | Management |
| 3 | Elect Director Jeffrey L. Bewkes | For | For | Management |
| 4 | Elect Director Stephen F. Bollenbach | For | For | Management |

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

| | | | | |
|----|--|---------|-----|-------------|
| 5 | Elect Director Frank J. Caufield | For | For | Management |
| 6 | Elect Director Robert C. Clark | For | For | Management |
| 7 | Elect Director Mathias Dopfner | For | For | Management |
| 8 | Elect Director Jessica P. Einhorn | For | For | Management |
| 9 | Elect Director Fred Hassan | For | For | Management |
| 10 | Elect Director Michael A. Miles | For | For | Management |
| 11 | Elect Director Kenneth J. Novack | For | For | Management |
| 12 | Elect Director Deborah C. Wright | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Approve Omnibus Stock Plan | For | For | Management |
| 15 | Provide Right to Call Special Meeting | For | For | Management |
| 16 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |
| 17 | Stock Retention/Holding Period | Against | For | Shareholder |
| 18 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

TJX COMPANIES, INC., THE

Ticker: TJX Security ID: 872540109
 Meeting Date: JUN 2, 2010 Meeting Type: Annual
 Record Date: APR 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Jose B. Alvarez | For | For | Management |
| 2 | Elect Director Alan M. Bennett | For | For | Management |
| 3 | Elect Director David A. Brandon | For | For | Management |
| 4 | Elect Director Bernard Cammarata | For | For | Management |
| 5 | Elect Director David T. Ching | For | For | Management |
| 6 | Elect Director Michael F. Hines | For | For | Management |
| 7 | Elect Director Amy B. Lane | For | For | Management |
| 8 | Elect Director Carol Meyrowitz | For | For | Management |
| 9 | Elect Director John F. O'Brien | For | For | Management |
| 10 | Elect Director Willow B. Shire | For | For | Management |
| 11 | Elect Director Fletcher H. Wiley | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

TRAVELERS COMPANIES, INC., THE

Ticker: TRV Security ID: 89417E109
 Meeting Date: MAY 4, 2010 Meeting Type: Annual
 Record Date: MAR 5, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Alan L. Beller | For | For | Management |
| 1.2 | Elect Director John H. Dasburg | For | For | Management |
| 1.3 | Elect Director Janet M. Dolan | For | For | Management |
| 1.4 | Elect Director Kenneth M. Duberstein | For | For | Management |
| 1.5 | Elect Director Jay S. Fishman | For | For | Management |
| 1.6 | Elect Director Lawrence G. Graev | For | For | Management |
| 1.7 | Elect Director Patricia L. Higgins | For | For | Management |
| 1.8 | Elect Director Thomas R. Hodgson | For | For | Management |
| 1.9 | Elect Director Cleve L. Killingsworth, Jr. | For | For | Management |
| 1.10 | Elect Director Blythe J. McGarvie | For | For | Management |

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

| | | | | |
|------|----------------------------------|-----|-----|------------|
| 1.11 | Elect Director Donald J. Shepard | For | For | Management |
| 1.12 | Elect Director Laurie J. Thomsen | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

UNION PACIFIC CORPORATION

Ticker: UNP Security ID: 907818108
 Meeting Date: MAY 6, 2010 Meeting Type: Annual
 Record Date: FEB 26, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|-------------|
| 1 | Elect Director Andrew H. Card, Jr. | For | For | Management |
| 2 | Elect Director Erroll B. Davis, Jr. | For | For | Management |
| 3 | Elect Director Thomas J. Donohue | For | For | Management |
| 4 | Elect Director Archie W. Dunham | For | For | Management |
| 5 | Elect Director Judith Richards Hope | For | For | Management |
| 6 | Elect Director Charles C. Krulak | For | For | Management |
| 7 | Elect Director Michael R. McCarthy | For | For | Management |
| 8 | Elect Director Michael W. McConnell | For | For | Management |
| 9 | Elect Director Thomas F. McLarty III | For | For | Management |
| 10 | Elect Director Steven R. Rogel | For | For | Management |
| 11 | Elect Director Jose H. Villarreal | For | For | Management |
| 12 | Elect Director James R. Young | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Require Independent Board Chairman | Against | Against | Shareholder |
| 15 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

UNITED PARCEL SERVICE, INC.

Ticker: UPS Security ID: 911312106
 Meeting Date: MAY 6, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director F. Duane Ackerman | For | For | Management |
| 1.2 | Elect Director Michael J. Burns | For | For | Management |
| 1.3 | Elect Director D. Scott Davis | For | For | Management |
| 1.4 | Elect Director Stuart E. Eizenstat | For | For | Management |
| 1.5 | Elect Director Michael L. Eskew | For | For | Management |
| 1.6 | Elect Director William R. Johnson | For | For | Management |
| 1.7 | Elect Director Ann M. Livermore | For | Withhold | Management |
| 1.8 | Elect Director Rudy Markham | For | For | Management |
| 1.9 | Elect Director John W. Thompson | For | For | Management |
| 1.10 | Elect Director Carol B. Tome | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Adopt Majority Voting for Uncontested Election of Directors | For | For | Management |

UNUM GROUP

Ticker: UNM Security ID: 91529Y106
 Meeting Date: MAY 20, 2010 Meeting Type: Annual
 Record Date: MAR 22, 2010

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

| | | | | |
|----|---|---------|---------|-------------|
| 5 | Elect Director Roger C. Corbett | For | For | Management |
| 6 | Elect Director Douglas N. Daft | For | Against | Management |
| 7 | Elect Director Michael T. Duke | For | For | Management |
| 8 | Elect Director Gregory B. Penner | For | For | Management |
| 9 | Elect Director Steven S. Reinemund | For | For | Management |
| 10 | Elect Director H. Lee Scott, Jr. | For | For | Management |
| 11 | Elect Director Arne M. Sorenson | For | For | Management |
| 12 | Elect Director Jim C. Walton | For | For | Management |
| 13 | Elect Director S. Robson Walton | For | For | Management |
| 14 | Elect Director Christopher J. Williams | For | For | Management |
| 15 | Elect Director Linda S. Wolf | For | Against | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Approve Omnibus Stock Plan | For | Against | Management |
| 18 | Amend Sharesave Plan | For | For | Management |
| 19 | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | For | Shareholder |
| 20 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 21 | Report on Political Contributions | Against | For | Shareholder |
| 22 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 23 | Require Suppliers to Adopt CAK | Against | Against | Shareholder |
| 24 | Report on Process for Identifying and Prioritizing Public Policy Activities | Against | Against | Shareholder |

WALGREEN CO.

Ticker: WAG Security ID: 931422109
 Meeting Date: JAN 13, 2010 Meeting Type: Annual
 Record Date: NOV 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Steven A. Davis | For | For | Management |
| 1.2 | Elect Director William C. Foote | For | For | Management |
| 1.3 | Elect Director Mark P. Frissora | For | For | Management |
| 1.4 | Elect Director Alan G. McNally | For | For | Management |
| 1.5 | Elect Director Nancy M. Schlichting | For | For | Management |
| 1.6 | Elect Director David Y. Schwartz | For | For | Management |
| 1.7 | Elect Director Alejandro Silva | For | For | Management |
| 1.8 | Elect Director James A. Skinner | For | For | Management |
| 1.9 | Elect Director Gregory D. Wasson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Stock Option Plan | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |
| 5 | Performance-Based Equity Awards | Against | For | Shareholder |
| 6 | Report on Charitable Contributions | Against | Against | Shareholder |

WALT DISNEY COMPANY, THE

Ticker: DIS Security ID: 254687106
 Meeting Date: MAR 10, 2010 Meeting Type: Annual
 Record Date: JAN 11, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------------|---------|-----------|------------|
| 1 | Elect Director Susan E. Arnold | For | For | Management |

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

| | | | | |
|----|--|---------|---------|-------------|
| 2 | Elect Director John E. Bryson | For | For | Management |
| 3 | Elect Director John S. Chen | For | For | Management |
| 4 | Elect Director Judith L. Estrin | For | For | Management |
| 5 | Elect Director Robert A. Iger | For | For | Management |
| 6 | Elect Director Steven P. Jobs | For | For | Management |
| 7 | Elect Director Fred H. Langhammer | For | For | Management |
| 8 | Elect Director Aylwin B. Lewis | For | For | Management |
| 9 | Elect Director Monica C. Lozano | For | For | Management |
| 10 | Elect Director Robert W. Matschullat | For | For | Management |
| 11 | Elect Director John E. Pepper, Jr. | For | For | Management |
| 12 | Elect Director Sheryl Sandberg | For | For | Management |
| 13 | Elect Director Orin C. Smith | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Amend Omnibus Stock Plan | For | Against | Management |
| 16 | Reduce Supermajority Vote Requirement | For | For | Management |
| 17 | Reduce Supermajority Vote Requirement | For | For | Management |
| 18 | Amend Articles of Incorporation to Delete Certain Tracking Stock Provisions | For | For | Management |
| 19 | Amend Articles of Incorporation to Delete Classified Board Transition Provisions | For | For | Management |
| 20 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 21 | Amend EEO Policy to Prohibit Discrimination Based on Ex-Gay Status | Against | Against | Shareholder |

WELLPOINT, INC.

Ticker: WLP Security ID: 94973V107
 Meeting Date: MAY 18, 2010 Meeting Type: Annual
 Record Date: MAR 17, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|-------------|
| 1 | Elect Director Sheila P. Burke | For | For | Management |
| 2 | Elect Director George A. Schaefer, Jr. | For | For | Management |
| 3 | Elect Director Jackie M. Ward | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Report on Conversion to Non-Profit Status | Against | Against | Shareholder |
| 6 | Report on Lobbying Expenses | Against | Against | Shareholder |
| 7 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 8 | Reincorporate in Another State [from Indiana to Delaware] | Against | For | Shareholder |

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: FEB 26, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Election Director John D. Baker II | For | For | Management |
| 2 | Election Director John S. Chen | For | For | Management |
| 3 | Election Director Lloyd H. Dean | For | For | Management |

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

| | | | | |
|----|---|---------|---------|-------------|
| 4 | Election Director Susan E. Engel | For | For | Management |
| 5 | Election Director Enrique Hernandez, Jr. | For | For | Management |
| 6 | Election Director Donald M. James | For | For | Management |
| 7 | Election Director Richard D. McCormick | For | For | Management |
| 8 | Election Director Mackey J. McDonald | For | For | Management |
| 9 | Election Director Cynthia H. Milligan | For | For | Management |
| 10 | Elect Director Nicholas G. Moore | For | For | Management |
| 11 | Elect Director Philip J. Quigley | For | Against | Management |
| 12 | Elect Director Judith M. Runstad | For | For | Management |
| 13 | Elect Director Stephen W. Sanger | For | For | Management |
| 14 | Elect Director Robert K. Steel | For | For | Management |
| 15 | Elect Director John G. Stumpf | For | For | Management |
| 16 | Elect Director an G. Swenson | For | For | Management |
| 17 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 18 | Increase Authorized Common Stock | For | For | Management |
| 19 | Ratify Auditors | For | For | Management |
| 20 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 21 | Require Independent Board Chairman | Against | For | Shareholder |
| 22 | Report on Charitable Contributions | Against | Against | Shareholder |
| 23 | Report on Political Contributions | Against | For | Shareholder |

WESTERN UNION COMPANY, THE

Ticker: WU Security ID: 959802109
 Meeting Date: MAY 14, 2010 Meeting Type: Annual
 Record Date: MAR 17, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Dinyar S. Devitre | For | For | Management |
| 2 | Elect Director Christina A. Gold | For | For | Management |
| 3 | Elect Director Betsy D. Holden | For | For | Management |
| 4 | Elect Director Wulf Von Schimmelmann | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |

WYETH

Ticker: WYE Security ID: 983024100
 Meeting Date: JUL 20, 2009 Meeting Type: Annual
 Record Date: JUN 5, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |
| 3.1 | Elect Director Robert M. Amen | For | Against | Management |
| 3.2 | Elect Director Michael J. Critelli | For | Against | Management |
| 3.3 | Elect Director Frances D. Fergusson | For | For | Management |
| 3.4 | Elect Director Victor F. Ganzi | For | Against | Management |
| 3.5 | Elect Director Robert Langer | For | For | Management |
| 3.6 | Elect Director John P. Mascotte | For | Against | Management |
| 3.7 | Elect Director Raymond J. McGuire | For | Against | Management |
| 3.8 | Elect Director Mary Lake Polan | For | For | Management |
| 3.9 | Elect Director Bernard Poussot | For | For | Management |
| 3.10 | Elect Director Gary L. Rogers | For | Against | Management |

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

| | | | | |
|------|---|---------|-----|-------------|
| 3.11 | Elect Director John R. Torell III | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Report on Political Contributions | Against | For | Shareholder |
| 6 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

XCEL ENERGY INC.

Ticker: XEL Security ID: 98389B100
 Meeting Date: MAY 19, 2010 Meeting Type: Annual
 Record Date: MAR 23, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Fredric W. Corrigan | For | For | Management |
| 1.2 | Elect Director Richard K. Davis | For | For | Management |
| 1.3 | Elect Director Benjamin G.S. Fowke, III | For | For | Management |
| 1.4 | Elect Director Richard C. Kelly | For | For | Management |
| 1.5 | Elect Director Albert F. Moreno | For | For | Management |
| 1.6 | Elect Director Christopher J. Policinski | For | For | Management |
| 1.7 | Elect Director A. Patricia Sampson | For | For | Management |
| 1.8 | Elect Director David A. Westerlund | For | For | Management |
| 1.9 | Elect Director Kim Williams | For | For | Management |
| 1.10 | Elect Director Timothy V. Wolf | For | For | Management |
| 2 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

XILINX, INC.

Ticker: XLNX Security ID: 983919101
 Meeting Date: AUG 12, 2009 Meeting Type: Annual
 Record Date: JUN 15, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Philip T. Gianos | For | For | Management |
| 1.2 | Elect Director Moshe N. Gavrielov | For | For | Management |
| 1.3 | Elect Director John L. Doyle | For | For | Management |
| 1.4 | Elect Director Jerald G. Fishman | For | For | Management |
| 1.5 | Elect Director William G. Howard, Jr. | For | For | Management |
| 1.6 | Elect Director J. Michael Patterson | For | For | Management |
| 1.7 | Elect Director Marshall C. Turner | For | For | Management |
| 1.8 | Elect Director E.W. Vanderslice | For | For | Management |
| 2 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

YUM! BRANDS, INC.

Ticker: YUM Security ID: 988498101

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

Meeting Date: MAY 20, 2010 Meeting Type: Annual
 Record Date: MAR 22, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director David W. Dorman | For | For | Management |
| 2 | Elect Director Massimo Ferragamo | For | For | Management |
| 3 | Elect Director J. David Grissom | For | For | Management |
| 4 | Elect Director Bonnie G. Hill | For | For | Management |
| 5 | Elect Director Robert Holland, Jr. | For | For | Management |
| 6 | Elect Director Kenneth G. Langone | For | For | Management |
| 7 | Elect Director Jonathan S. Linen | For | For | Management |
| 8 | Elect Director Thomas C. Nelson | For | For | Management |
| 9 | Elect Director David C. Novak | For | For | Management |
| 10 | Elect Director Thomas M. Ryan | For | For | Management |
| 11 | Elect Director Jing-Shyh S. Su | For | For | Management |
| 12 | Elect Director Robert D. Walter | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

ZWEIG TOTAL RETURN FUND, INC., THE

Ticker: ZTR Security ID: 989837109
 Meeting Date: OCT 27, 2009 Meeting Type: Special
 Record Date: AUG 13, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Approve Conversion from Closed-End to Open-End Fund | Against | Against | Management |

===== END NPX REPORT