

**Rupert, Kevin C.**

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**From:** Schwartz, Geoffrey <SCHWARTZ-G@Blankrome.com>  
**Sent:** Wednesday, October 17, 2012 11:11 AM  
**To:** Rupert, Kevin C.  
**Subject:** Cornerstone Funds - Rights Offerings  
**Attachments:** CLM (PROSPECTUS - COMPARED TO CFP 2012 RIGHTS OFFERING).DOC; CLM (SAI - COMPARED TO 2012 CFP RIGHTS OFFERING).DOC; CLM (PROSPECTUS - COMPARED TO 2011 RIGHTS OFFERING).DOC; CLM (SAI - COMPARED TO 2011 RIGHTS OFFERING).DOC; CRF (PROSPECTUS - COMPARED TO CFP 2012 RIGHTS OFFERING).DOC; CRF (SAI - COMPARED TO 2012 CFP RIGHTS OFFERING).DOC; CRF (PROSPECTUS - COMPARED TO 2011 RIGHTS OFFERING).DOC; CRF (SAI - COMPARED TO 2011 RIGHTS OFFERING).DOC

Mr. Rupert,

As discussed, attached are the following blacklines:

Cornerstone Strategic Value Fund, Inc. (CLM)

- 1) Prospectus – compared to the Cornerstone Progressive Return Fund (CFP) rights offering in May 2012
- 2) SAI – compared to the CFP rights offering in May 2012
- 3) Prospectus – compared to the CLM rights offering in Nov 2011
- 4) SAI – compared to the CLM rights offering in Nov 2011

Cornerstone Total Return Fund, Inc. (CRF)

- 1) Prospectus – compared to the CFP rights offering in May 2012
- 2) SAI – compared to the CFP rights offering in May 2012
- 3) Prospectus – compared to the CRF rights offering in Nov 2011
- 4) SAI – compared to the CRF rights offering in Nov 2011

Please let me know if you have any questions or require anything further.

Thank you,

Geoff

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# Cornerstone ~~Progressive Return Fund~~ 15,776,109 Strategic Value Fund, Inc.

## [ ] Rights for 5,258,703 [ ] Shares of Beneficial Interest Common Stock

Cornerstone ~~Progressive Return~~ Strategic Value Fund, Inc. (the "Fund") is issuing non-transferable rights ("Rights") to its holders of record of shares ~~of beneficial interest~~ ("Shares") of common stock ("Common Stock") (such holders ~~herein defined as "Shareholders"~~) hereinafter referred to as "Stockholders", and the shares of Common Stock, the "Shares"). These Rights will allow ~~Shareholders~~ Stockholders to subscribe for new Shares. For every three (3) Rights a ~~Shareholder~~ Stockholder receives, such ~~Shareholder~~ Stockholder will be entitled to buy one (1) new Share. Each ~~Shareholder~~ Stockholder will receive one Right for each outstanding Share it owns on ~~May 22 [ ]~~, 2012 (the "Record Date"). Fractional Shares will not be issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a ~~Shareholder~~ Stockholder on the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. ~~Shareholders~~ Stockholders on the Record Date may purchase Shares not acquired by other ~~Shareholders~~ Stockholders in this Rights offering (the "Offering"), subject to certain limitations discussed in this ~~p~~Prospectus. Additionally, if there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its sole discretion, issue additional Shares up to 100% of the Shares available in the Offering to honor over-subscription requests. See "The Offering" below.

The Rights are non-transferable, and may not be purchased or sold. Rights will expire without residual value at the Expiration Date (defined below). The Rights will not be listed for trading on the NYSE MKT LLC ("NYSE MKT"), and there will not be any market for trading Rights. The Shares to be issued pursuant to the Offering will be listed for trading on the NYSE MKT ~~LLC ("NYSE MKT")~~, subject to the NYSE MKT being officially notified of the issuance of those Shares. On ~~May 4 [ ]~~, 2012, the last reported net asset value ("NAV") per Share was ~~\$5.09 [ ]~~ and the last reported sales price per Share on the NYSE MKT was ~~\$7.04 [ ]~~, which represents a ~~37.72 [ ]~~% premium to the Fund's NAV per Share. The subscription price per Share (the "Subscription Price") will be the greater of (i) 107% of NAV per Share as calculated at the close of trading on the date of expiration of the Offering and (ii) 90% of the market price per Share at such time. The considerable number of ~~Shares~~ shares that may be issued as a result of the Offering may cause the premium above NAV at which the Fund's ~~Shares~~ shares are currently trading to decline, especially if ~~Shareholders~~ stockholders exercising the Rights attempt to sell sizeable numbers of ~~Shares~~ shares immediately after such issuance.

~~SHAREHOLDERS~~ STOCKHOLDERS WHO CHOOSE TO EXERCISE THEIR RIGHTS WILL NOT KNOW THE SUBSCRIPTION PRICE PER SHARE AT THE TIME THEY EXERCISE SUCH RIGHTS BECAUSE THE OFFERING WILL EXPIRE (~~i.e.~~, CLOSE) PRIOR TO THE AVAILABILITY OF THE FUND'S NAV AND OTHER RELEVANT MARKET INFORMATION ON THE EXPIRATION DATE. ONCE A ~~SHAREHOLDER~~ STOCKHOLDER SUBSCRIBES FOR SHARES AND THE FUND RECEIVES PAYMENT, SUCH ~~SHAREHOLDER~~ STOCKHOLDER WILL NOT BE ABLE TO CHANGE HIS, HER OR ITS DECISION. THE OFFERING WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON ~~JUNE 22 [ ]~~, 2012 (THE "EXPIRATION DATE"), UNLESS EXTENDED ~~BY THE FUND~~, AS DISCUSSED IN THIS PROSPECTUS.

The Fund is a diversified, closed-end management investment company. The Fund's investment objective is to ~~provide total return. The Fund pursues its investment objective~~ seek long-term capital appreciation through investing primarily in the equity securities of U.S. and non-U.S. companies. There can be no assurance that the Fund's objective will be achieved.

For more information, please call AST Fund Solutions, LLC (the "Information Agent") toll free at (800) 581-4001.

**Investing in the Fund involves risks. See "Risk Factors" on page ~~36-29~~ of this prospectus.**

	Estimated Subscription Price <sup>(1)</sup>	Estimated Sales Load	Estimated Proceeds to the Fund <sup>(2)</sup>
Per Share	<del>\$6.31 [ ]</del>	None	<del>\$6.31 [ ]</del>
Total	<del>\$33,182,415.93 [ ]</del>	None	<del>\$33,182,415.93 [ ]</del>

<sup>(1)</sup> Because the Subscription Price will not be determined until after printing and distribution of this prospectus, the "Estimated Subscription Price" above is an estimate of the subscription price based on the Fund's per-Share NAV and market price at the close of trading on ~~May 4 [ ]~~, 2012. See "The Offering - Subscription Price" and "The Offering - Payment for Shares."

<sup>(2)</sup> Proceeds to the Fund are before deduction of expenses incurred by the Fund in connection with the Offering, estimated to be approximately ~~\$89,000~~ 109,000. Funds received prior to the final due date of this Offering will be deposited in a segregated account pending allocation and distribution of Shares. Interest, if any, on subscription monies will be paid to the Fund regardless of whether Shares are issued by the Fund; interest will not be used as credit toward the purchase of Shares.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is ~~May 24~~      , 2012.

*(continued on following page)*

(continued from previous page)

The Fund's Shares are listed on the NYSE MKT under the ticker symbol "**CFPLM**."

*Investment Adviser.* Cornerstone Advisors, Inc. (the "Adviser") acts as the Fund's investment adviser. See "Management of the Fund." As of ~~March-September 310~~, 2012, the Adviser managed two other closed-end funds with combined assets with the Fund of ~~\$213,924,552~~approximately \$249 million. The Adviser's address is 1075 Hendersonville Road, Suite 250, Asheville, North Carolina, 28803.

This prospectus sets forth concisely the information about the Fund that you should know before deciding whether to invest in the Fund. A Statement of Additional Information, dated ~~May-24~~[ ], 2012 (the "Statement of Additional Information"), and other materials, containing additional information about the Fund, have been filed with the Securities and Exchange Commission (the "SEC"). The Statement of Additional Information is incorporated by reference in its entirety into this prospectus, which means it is considered to be part of this prospectus. You may request a free copy of the Statement of Additional Information, the table of contents of which is on page ~~54-49~~ of this prospectus, and other information filed with the SEC, by calling collect (513) 326-3597 or by writing to the Fund c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753. The Fund files annual and semi-annual ~~shareholder-stockholder~~ reports, proxy statements and other information with the SEC. The Fund does not have an ~~I~~nternet website. You can obtain this information or the Fund's Statement of Additional Information or any information regarding the Fund filed with the SEC from the SEC's web site (<http://www.sec.gov>).

The Fund's Shares do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any governmental agency.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information contained in this prospectus is accurate only as of the date of this prospectus. The Fund will amend this prospectus if, during the period this prospectus is required to be delivered, there are any material changes to the facts stated in this prospectus subsequent to the date of this prospectus.

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## SUMMARY

*This summary does not contain all of the information that you should consider before investing in the Fund. You should review the more detailed information contained or incorporated by reference in this prospectus and in the Statement of Additional Information, particularly the information set forth under the heading “Risk Factors.”*

<p><b>The Fund</b></p>	<p>Cornerstone <del>Progressive Return</del> <u>Strategic Value</u> Fund- <u>Inc.</u> is a diversified, closed-end management investment company. <del>The Fund is an unincorporated statutory trust established under the laws of the State of Delaware upon the filing of a Certificate of Trust with the Secretary of State of the State of Delaware on April 26</del> <u>It was incorporated in Maryland on May 1, 2007.</u> <del>The Fund 1987 and</del> commenced investment operations on <del>September 10</del> <u>June 30, 2007</u> <del>1987</del>. The Fund’s <del>shares of beneficial interest (“Shares”)</del> <u>of Common Stock</u> are traded on the NYSE MKT under the ticker symbol <del>“CPPLM”</del>. <del>As of May 4</del> <u>September 30, 2012</u>, the Fund had <del>154,776,441,1094</del> <u>1094</u> Shares issued and outstanding.</p>
<p><b>The Offering</b></p>	<p>The Fund is offering non-transferable rights (“Rights”) to its <del>Shareholders</del> <u>Stockholders</u> as of the close of business on <del>May 22</del> <u>[ ]</u>, 2012. These Rights will allow <del>Shareholders</del> <u>Stockholders</u> to subscribe for an aggregate of <del>5,258,703</del> <u>[ ]</u> Shares. For every three (3) Rights a <del>Shareholder</del> <u>Stockholder</u> receives, such <del>Shareholder</del> <u>Stockholder</u> will be entitled to buy one (1) new Share at a subscription price equal to the greater of (i) 107% of NAV of <del>a share of beneficial interest of the Fund</del> <u>the Shares</u> as calculated on the Expiration Date and (ii) 90% of the market price at the close of trading on such date. Each <del>Shareholder</del> <u>Stockholder</u> will receive one Right for each outstanding Share he or she owns on the Record Date (the “Basic Subscription”). Fractional Shares will not be issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a <del>Shareholder</del> <u>Stockholder</u> as of the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. <del>Shareholders</del> <u>Stockholders</u> as of the Record Date may purchase Shares not acquired by other <del>Shareholders</del> <u>Stockholders</u> in this Rights offering (the “Offering”), subject to certain limitations discussed in this prospectus. Additionally, if there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its discretion, issue additional Shares up to 100% of the Shares available in the Offering to honor over-subscription requests.</p> <p>Shares will be issued within the 15-day period immediately following the record date of the Fund’s monthly’s distribution and <del>Shareholders</del> <u>Stockholders</u> exercising rights will not be entitled to receive such dividend with respect to the <del>Shares</del> <u>shares</u> issued pursuant to such exercise.</p> <p>The Fund <u>previously</u> conducted a rights offering that expired on <del>May 6</del> <u>December 16</u>, 2011 (the “2011 Offering”) and included similar terms and conditions as this Offering. Pursuant to the 2011 Offering, <u>which was fully subscribed</u>, the Fund issued <del>6,254,468</del> <u>5,734,886</u> Shares (<del>3,127,234</del> <u>2,867,443</u> Shares of which were Over-Allotment Shares) at a subscription price of \$6. <del>40</del> <u>9</u> per Share, for a total offering of \$<del>40,591,497</del> <u>34,925,455</u>.</p>

	<p><u>Prior to the 2011 Offering, the Fund conducted a rights offering that expired on December 10, 2010 (the “2010 Offering”) and included similar terms and conditions as this Offering. Pursuant to the 2010 Offering, the Fund issued 1,433,827 Shares in fulfillment of Basic Subscription requests at a subscription price of \$8.24 per Share, for a total offering of \$11,812,869.</u></p>
<p><b>Purpose of the Offering</b></p>	<p>The Board of <del>Trustees of the Fund</del> <u>Directors</u> has determined that it would be in the best interests of the Fund and its <del>Shareholders</del> <u>Stockholders</u> to increase the assets of the Fund. The primary reasons include:</p> <ul style="list-style-type: none"> <li>• The Basic Subscription will provide existing <del>Shareholders</del> <u>Stockholders</u> an opportunity to purchase additional Shares at a price that is potentially below market value without incurring any commission or transaction charges.</li> <li>• Raising more cash will better position the Fund to take advantage of investment opportunities that exist or may arise.</li> <li>• Increasing the Fund’s assets will provide the Fund additional flexibility in maintaining the <u>Fund’s managed distribution policy (the “Distribution Policy”)</u> (see discussion below), <del>which seeks to provide Shareholders</del>. <u>This policy permits Stockholders to receive</u> a predictable level of cash flow and some liquidity periodically with respect to their Shares without having to sell Shares.</li> <li>• Increasing Fund assets may lower the Fund’s expenses as a proportion of net assets because the Fund’s fixed costs would be spread over a larger asset base. There can be no assurance that by increasing the size of the Fund, the Fund’s expense ratio will be lowered.</li> <li>• Because the Offering will increase the Fund’s outstanding Shares, it may increase the number of <del>Shareholders</del> <u>Stockholders</u> over the long term, which could increase the level of market interest in and visibility of the Fund and improve the trading liquidity of the Shares on the NYSE MKT.</li> <li>• The Offering is expected to be anti-dilutive to all <del>Shareholders</del> <u>Stockholders</u>, including those electing not to participate, because the estimated expenses incurred for the Offering will be more than offset by the increase in the net assets of the Fund such that <del>non-participating Shareholders</del> <u>non-participating Stockholders</u> will receive an increase in their net asset value, so long as the number of Shares issued to participating <del>Shareholders</del> <u>Stockholders</u> is not materially less than a full exercise of the Basic</li> </ul>



	Subscription amount.
Investment Objective and Policies	<p><del>The Fund's investment objective is to provide total return. The Fund pursues its investment objective through investing primarily in the equity securities of U.S. and non-U.S. companies. The Fund invests primarily all of its assets in equity securities of U.S. issuers, non-U.S. issuers whose securities trade on a U.S. securities exchange or over the counter or as ADRs or other forms of depositary receipts, such as IDRs, which trade in the United States, closed-end investment companies and ETFs. The Fund pursues current income, as a component of total return, by investing in dividend-paying equity securities and U.S. dollar-denominated debt securities.</del> <u>The Fund's investment objective is to seek long-term capital appreciation through investment in equity securities of U.S. and non-U.S. companies.</u></p> <p>There is no assurance that the Fund will achieve its investment objective. The Fund's investment <del>objective is a non-fundamental policy, which means that it may be changed by the Board of Trustees without Shareholder approval if the Board believes that it is in the best interests of the Fund and its Shareholders to do so.</del> <u>Some of the Fund's objectives and some of its</u> investment policies are considered fundamental policies and may not be changed without <u>Shareholder Stockholder</u> approval. The Statement of Additional Information contains a list of the fundamental and non-fundamental investment policies of the Fund under the heading "Investment Restrictions."</p> <p>During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its net assets in cash or cash equivalents.</p>
Investment Strategies	<p><del>The Fund's portfolio, under normal market conditions, will consist principally of the equity securities of U.S. and non-U.S. companies. In general, the Fund invests primarily in common stocks, closed-end investment companies, preferred stocks, convertible securities, warrants and other securities having the characteristics of common stocks, such as ADRs and IDRs, and ETFs. The Fund may, however, invest a portion of its assets in U.S. dollar-denominated debt securities when the Adviser believes that it is appropriate to do so to earn current income. For example, when interest rates are high in comparison to anticipated returns on equity investments, the Adviser may determine to invest in U.S. dollar-denominated debt securities. Debt securities in which the Fund may invest include U.S. dollar-denominated bank, corporate or government bonds, notes, and debentures that the Adviser determines are suitable investments for the Fund. Such determination may be made regardless of the maturity, duration or rating of any such debt security, provided, however, that the Fund may not invest in debt securities that are rated below "BBB" by S&amp;P or "Baa" by Moody's at the time the investment is made. Other than this policy with respect to the rating of debt securities, the Adviser does not have a policy with respect to the maturity or duration of the</del></p>

~~debt securities in which the Fund may invest. The Fund invests without limitation in the securities of other closed-end investment companies and ETFs, provided that, in accordance with Section 12(d)(1)(F) of the 1940 Act, and in reliance upon Rule 12d-3 promulgated thereunder, the Fund limits the amount invested in any single investment company to no more than 3% of the voting stock of the acquired investment company. As a shareholder in any investment company, the Fund will bear its ratable share of the investment company's expenses and would remain subject to payment of the Fund's advisory and administrative fees with respect to the assets so invested.~~

The Fund's management utilizes Under normal circumstances, the Fund's portfolio will consist principally of the equity securities of U.S. and non-U.S. companies. The Fund invests in common stocks and may also invest in preferred stocks, rights, warrants and securities convertible into common stocks that are listed on stock exchanges or traded over the counter.

In determining which securities to buy for the Fund's portfolio, the Adviser uses a balanced approach, including "value" and "growth" investing by seeking out companies at reasonable prices, without regard to sector or industry, which demonstrate favorable long-term growth characteristics. Valuation and growth characteristics may be considered for purposes of selecting potential investment securities. In general, valuation analysis is used to determine the inherent value of the company by analyzing financial information such as a company's price to book, price to sales, return on equity, and return on assets ratios; and growth analysis is used to determine a company's potential for long-term dividends and earnings growth due to market-oriented factors such as growing market share, the launch of new products or services, the strength of its management and market demand. Fluctuations in these characteristics may trigger trading decisions to be made by the Adviser ~~with respect to the Fund's portfolio.~~

Although the Fund has the ability to invest a significant portion of its assets in non-U.S. companies, the Fund has consistently maintained the investment of at least 95% of its assets in U.S. listed companies for the last decade.

The Fund may invest without limitation in other closed-end investment companies and ETFs, provided that the Fund limits its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund. As a stockholder in any investment company, the Fund will bear its ratable share of the investment company's expenses and would remain subject to payment of the Fund's advisory and administrative fees with respect to the assets so invested.

~~To comply with provisions of the 1940 Act, on any matter upon which the Fund is solicited to vote as a shareholder in an investment company in which it invests, the Adviser votes~~

	<p><del>such shares in the same general proportion as shares held by other shareholders of that investment company. The Fund does not and will not invest in any closed-end funds managed by the Adviser.</del></p> <p><del>Generally, securities will be purchased or sold by the Fund on national securities exchanges and in the over-the-counter market. From time to time, securities may be purchased or sold in private transactions, including securities that are not publicly traded or that are otherwise illiquid. The Adviser does not expect investments in illiquid securities to comprise more than 10% of the Fund's net assets (determined at the time the investment is made). The Fund will invest only in illiquid securities that the Adviser believes provide opportunities for substantial growth over a period of two to five years.</del></p> <p>The Fund may invest up to 15% of its assets in illiquid U.S. and non-U.S. securities, provided that the Fund may not invest more than 3% of the Fund's assets in the securities of companies that, at the time of investment, had less than a year of operations, including operations of predecessor companies. The Fund will invest only in such illiquid securities that, in the opinion of Fund management, present opportunities for substantial growth over a period of two to five years.</p> <p><u>To comply with provisions of the 1940 Act, on any matter upon which the Fund is solicited to vote as a shareholder in an investment company in which it invests, the Adviser votes such shares in the same general proportion as shares held by other shareholders of that investment company. The Fund does not and will not invest in any other closed-end funds managed by the Adviser.</u></p> <p>The Fund may, without limitation, hold cash or invest in assets in money market instruments, including U.S. and non-U.S. government securities, high grade commercial paper and certificates of deposit and bankers' acceptances issued by U.S. and non-U.S. banks having deposits of at least \$500 million.</p> <p><u>The Fund's annual portfolio turnover rate is expected to continue to be relatively low, ranging between 10% and 90%.</u></p>
<p><b>Investment Adviser and Fee</b></p>	<p>Cornerstone Advisors, Inc. (the "Adviser"), the investment adviser of the Fund, is registered with the <del>SEC</del> <u>SEC</u> Securities and Exchange Commission ("SEC") as an investment adviser under the Investment Advisers Act of 1940, as amended. As of <del>March September 30</del> <u>March September 30</u>, 2012, the Adviser managed two other closed-end funds with combined assets <del>with the Fund of \$213,924,552</del> <u>with the Fund, of approximately \$249 million.</u></p> <p>The Adviser is entitled to receive a monthly fee at the annual rate of 1.00% of the Fund's average weekly net assets. See "Management of the Fund."</p>

<p><b>Administrator and Fund Accounting Agent</b></p>	<p>Ultimus Fund Solutions, LLC (“Ultimus”), 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, serves as administrator and accounting agent to the Fund. Under the administration agreement with the Fund, Ultimus is responsible for generally managing the administrative affairs of the Fund, including supervising the preparation of reports to <del>Shareholders</del><u>Stockholders</u>, reports to and filings with the SEC and materials for meetings of the Board, and is entitled to receive a monthly fee at the annual rate of 0.10% of the Fund’s average daily net assets up to \$250 million and 0.075% of such assets in excess of \$250 million, subject to a minimum annual fee of \$50,000. Under the Fund Accounting Agreement, Ultimus calculates the net asset value per share and maintains the financial books and records of the Fund. For the performance of these services, Ultimus is entitled to receive a base fee of \$2,500 per month plus an asset based fee of 0.010% of the first \$500 million of average daily net assets and 0.005% of such assets in excess of \$500 million. See “Management of the Fund.”</p>
<p><b>Closed-End Fund Structure</b></p>	<p>Closed-end funds differ from open-end management investment companies (commonly referred to as mutual funds) in that closed-end funds do not redeem their shares at the option of the <del>shareholder</del><u>stockholder</u> and generally list their shares for trading on a securities exchange. By comparison, mutual funds issue securities that are redeemable daily at net asset value at the option of the <del>shareholder</del><u>stockholder</u> and typically engage in a continuous offering of their shares. Mutual funds are subject to continuous asset in-flows and out-flows that can complicate portfolio management, whereas closed-end funds generally can stay more fully invested in securities consistent with the closed-end fund’s investment objectives and policies. In addition, in comparison to open-end funds, closed-end funds have greater flexibility in the employment of financial leverage and in the ability to make certain types of investments, including investments in illiquid securities.</p> <p>Although the Fund’s Shares have <del>typically</del><u>frequently</u> traded at a premium to its net asset value during the past several years, shares of closed-end funds frequently trade at a discount from their net asset value. In recognition of the possibility that the <del>Fund’s</del> Shares might trade at a discount to net asset value and that any such discount may not be in the interest of <del>Shareholders</del><u>stockholders</u>, the Fund’s Board of <del>Trustees</del><u>Directors</u>, in consultation with the Adviser, may, from time to time, review possible actions to reduce any such discount, including <del>that the Board of Trustees may consider</del><u>considering</u> open market repurchases or tender offers for <del>Fund</del><u>the Fund’s</u> Shares. There can be no assurance that the Board of <del>Trustees</del><u>Directors</u> will decide to undertake any of these actions or that, if undertaken, such actions would result in the <del>Fund’s</del> Shares trading at a price equal to or close to net asset value per <del>s</del><u>Share</u>.</p> <p>In addition, the Fund’s <u>managed</u> distribution policy may continue to be an effective action to counter a trading discount. See “Distribution Policy.”</p> <p>The Board of <del>Trustees</del><u>might</u> <del>Directors</del><u>may</u> also consider the</p>

	<p>conversion of the Fund to an open-end investment company. The Board of <del>Trustees</del> <u>Directors</u> believes, however, that the closed-end structure is desirable, given the Fund's investment objective and policies. Investors should assume, therefore, that it is highly unlikely that the Board of <del>Trustees</del> <u>Directors</u> would vote to convert the Fund to an open-end investment company.</p>
<p><b>Summary of Principal Risks</b></p>	<p>Investing in the Fund involves risks, including the risk that you may receive little or no return on your investment or that you may lose part or all of your investment. Therefore, before investing you should consider carefully the following principal risks that you assume when you invest in the Fund.</p> <p><b>Stock Market Volatility.</b> Stock markets can be volatile. In other words, the prices of stocks can rise or fall rapidly in response to developments affecting a specific company or industry, or to changing economic, political or market conditions. The Fund is subject to the general risk that the value of its investments may decline if the stock markets perform poorly. There is also a risk that the Fund's investments will underperform either the securities markets generally or particular segments of the securities markets.</p> <p><b>Issuer Specific Changes.</b> Changes in the financial condition of an issuer, changes in the specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect the credit quality or value of an issuer's securities. Lower-quality debt securities tend to be more sensitive to these changes than higher-quality debt securities.</p> <p><del><b>Other Investment Company Securities Risk.</b> The Fund invests in the securities of other closed-end investment companies and in ETFs. Investing in other investment companies and ETFs involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company's portfolio securities, and a Shareholder in the Fund will bear not only his proportionate share of the expenses of the Fund, but also, indirectly, the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company or ETF in which the Fund invests will be achieved.</del></p> <p><b>Common Stock Risk.</b> The Fund will invest a significant portion of its net assets in common stocks. Common stocks represent an ownership interest in a company. The Fund may also invest in securities that can be exercised for or converted into common stocks (such as convertible preferred stock). Common stocks and similar equity securities are more volatile and more risky than some other forms of investment. Therefore, the value of your investment in the Fund may sometimes decrease instead of increase. Common stock prices fluctuate for many</p>

reasons, including changes in investors' perceptions of the financial condition of an issuer, the general condition of the relevant stock market or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates, as the costs of capital rise for issuers. Because convertible securities can be converted into equity securities, their values will normally increase or decrease as the values of the underlying equity securities increase or decrease. The common stocks in which the Fund will invest are structurally subordinated to preferred securities, bonds and other debt instruments in a company's capital structure in terms of priority to corporate income and assets and, therefore, will be subject to greater risk than the preferred securities or debt instruments of such issuers.

~~***Emerging Markets Securities Risk. The Fund may invest up to 20% of its net assets in securities of issuers located in "emerging markets" through its investments in ETFs, other investment companies and depository receipts and may invest up to 5% of its net assets directly in emerging market securities. Because of less developed markets and economies and, in some countries, less mature governments and governmental institutions, the risks of investing in foreign securities can be intensified in the case of investments in issuers domiciled or doing substantial business in emerging market countries. These risks include high concentration of market capitalization and trading volume in a small number of issuers representing a limited number of industries, as well as a high concentration of investors and financial intermediaries; lack of liquidity and greater price volatility due to the smaller size of the market for such securities and lower trading volume; political and social uncertainties; national policies that may restrict the Fund's investment opportunities including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; greater risks of expropriation, confiscatory taxation and nationalization; over-dependence on exports, especially with respect to primary commodities, making these economies vulnerable to changes in commodity prices; overburdened infrastructure and obsolete or unseasoned financial systems; environmental problems; less developed legal systems; and less reliable custodial services and settlement practices. Dividends paid by issuers in emerging market countries will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See "Federal Income Tax Matters."***~~

***Other Investment Company Securities Risk. The Fund invests in the securities of other closed-end investment companies and in ETFs. Investing in other investment companies and ETFs involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment***

company securities, those assets will be subject to the risks of the purchased investment company's portfolio securities, and a stockholder in the Fund will bear not only his proportionate share of the expenses of the Fund, but also, indirectly, the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company or ETF in which the Fund invests will be achieved.

*Foreign Securities Risk.* Investments in securities of non-U.S. issuers involve special risks not presented by investments in securities of U.S. issuers, including the following: less publicly available information about companies due to less rigorous disclosure or accounting standards or regulatory practices; the impact of political, social or diplomatic events, including war; possible seizure, expropriation or nationalization of the company or its assets; possible imposition of currency exchange controls; and changes in foreign currency exchange rates. These risks are more pronounced to the extent that the Fund invests a significant amount of its investments in companies located in one region. These risks may be greater in emerging markets and in less developed countries. For example, prior governmental approval for foreign investments may be required in some emerging market countries, and the extent of foreign investment may be subject to limitation in other emerging countries. With respect to risks associated with changes in foreign currency exchange rates, the Fund does not expect to engage in foreign currency hedging transactions. See "Foreign Currency Risk".

~~*Market Discount From Net Asset Value.* Shares of closed-end investment companies frequently trade at a discount from their net asset value. This characteristic is a risk separate and distinct from the risk that the Fund's net asset value could decrease as a result of its investment activities and may be greater for investors expecting to sell their Shares in a relatively short period following completion of this Offering. The net asset value of the Shares may be reduced immediately following the Offering as a result of the payment of certain Offering costs. Whether investors will realize gains or losses upon the sale of the Shares will depend not upon the Fund's net asset value but entirely upon whether the market price of the Shares at the time of sale is above or below the investor's purchase price for the Shares. Because the market price of the Shares will be determined by factors such as relative supply of and demand for the Shares in the market, general market and economic conditions, and other factors beyond the control of the Fund, the Fund cannot predict whether the Shares will trade at, below or above net asset value.~~

*Defensive Positions.* During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its assets in cash or cash equivalents. The Fund would not be pursuing its investment objective in these circumstances and could miss favorable market developments.

**Management Risk.** The Fund is subject to management risk because it is an actively managed portfolio. The Fund's successful pursuit of its investment objective depends upon the Adviser's ability to find and exploit market inefficiencies with respect to undervalued securities. Such situations occur infrequently and sporadically and may be difficult to predict, and may not result in a favorable pricing opportunity that allows the Adviser to fulfill the Fund's investment objective. The Adviser's security selections and other investment decisions might produce losses or cause the Fund to underperform when compared to other funds with similar investment goals. If one or more key individuals leave the employ of the Adviser, the Adviser may not be able to hire qualified replacements, or may require an extended time to do so. This could prevent the Fund from achieving its investment objective. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund, which could be perceived as a conflict of interest.

~~**Distribution Policy Risk.** The Fund seeks to make distributions to Shareholders on a monthly basis. Such distributions are not tied to the Fund's investment income and capital gains and do not represent yield or investment return on the Fund's portfolio. To the extent that the amount distributed in cash exceeds the total net investment income of the Fund, the assets of the Fund will decline. Accordingly, a decline in Fund assets may result in an increase in~~ Managed Distribution Risk. Under the Fund's managed distribution policy (the "Distribution Policy"), the Fund makes monthly distributions to Stockholders at a rate that may include periodic distributions of its net income and net capital gains ("Net Earnings"), or from return-of-capital. For any fiscal year where total cash distributions exceeded Net Earnings (the "Excess"), the Excess would decrease the Fund's total assets and, as a result, would have the likely effect of increasing the Fund's expense ratio. In addition, the maintenance of the Fund's distribution policy may cause the Fund's assets to be less fully invested than would otherwise be the case, which could reduce the Fund's total investment return. The Fund may use the proceeds of ~~There is a risk that the total Net Earnings from the Fund's portfolio would not be great enough to offset the amount of cash distributions paid to Stockholders. If this were to be the case, the Fund's assets would be depleted, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may have to sell a portion of its investment portfolio, including securities purchased with the proceeds of the Offering, at a time when independent investment judgment might not dictate such action. Furthermore, such assets used to make distributions will not be available for investment pursuant to the Fund's investment objective. Since the Fund adopted the Distribution Policy in 2002, the Fund's distributions have exceeded its Net Earnings for each year except one (2005). The Fund may use the proceeds of~~ this Offering to maintain the ~~Fund's distribution policy~~ Distribution Policy by providing funding for future distributions, which may constitute a return of capital to



~~Shareholders~~ ~~Stockholders~~ and lower the tax basis in their Shares. ~~Shareholders~~ ~~Stockholders~~ are advised to consult with their own tax advisers with respect to the tax consequences of their investment in the Fund. Furthermore, the Fund may need to raise additional capital in order to maintain the ~~d~~Distribution ~~p~~Policy.

***Preferred Securities Risk.*** Investment in preferred securities carries risks including credit risk, deferral risk, redemption risk, limited voting rights, risk of subordination and lack of liquidity. Fully taxable or hybrid preferred securities typically contain provisions that allow an issuer, at its discretion, to defer distributions for up to 20 consecutive quarters. Traditional preferreds also contain provisions that allow an issuer, under certain conditions to skip (in the case of “noncumulative preferreds”) or defer (in the case of “cumulative preferreds”), dividend payments. If the Fund owns a preferred security that is deferring its distributions, the Fund may be required to report income for tax purposes while it is not receiving any distributions. Preferred securities typically contain provisions that allow for redemption in the event of tax or security law changes in addition to call features at the option of the issuer. In the event of a redemption, the Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred securities typically do not provide any voting rights, except in cases when dividends are in arrears beyond a certain time period, which varies by issue. Preferred securities are subordinated to bonds and other debt instruments in a company’s capital structure in terms of priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than those debt instruments. Preferred securities may be substantially less liquid than many other securities, such as U.S. government securities, corporate debt or common stocks. Dividends paid on preferred securities will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”

***Convertible Securities Risk.*** The value of a convertible security, including, for example, a warrant, is a function of its “investment value” (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its “conversion value” (the security’s worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security’s investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. Generally, the conversion value decreases as the convertible security approaches maturity. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security

	<p>will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed income security.</p> <p>A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Fund's ability to achieve its investment objective.</p> <p><b>Repurchase Agreement Risk.</b> The Fund could suffer a loss if the proceeds from a sale of the securities underlying a repurchase agreement to which it is a party turns out to be less than the repurchase price stated in the agreement. In addition, repurchase agreements may involve risks in the event of default or insolvency of the seller, including possible delays or restrictions upon the Fund's ability to dispose of the underlying securities.</p>
<p><u>Managed</u> Distribution Policy</p>	<p><del>The Fund seeks to make a distribution to Shareholders each month. These distributions are not tied to the Fund's investment income and capital gains and do</del> <u>Effective June 25, 2002, the Fund initiated a fixed, monthly distribution to Stockholders (the "Distribution Policy"). On November 29, 2006, the Distribution Policy was updated to provide for the annual resetting of the monthly distribution amount per share based on the Fund's net asset value on the last business day in October. The terms of the Distribution Policy will be reviewed and approved at least annually by the Fund's Board of Directors and can be modified at the Board's discretion. To the extent that these distributions exceed the current earnings of the Fund, the balance will be generated from sales of portfolio securities held by the Fund, and will be distributed as either short-term or long-term capital gains or a tax-free return-of-capital. To the extent these distributions are not represented by net investment income and capital gains, they will</u> not represent yield or investment return on the Fund's portfolio. <del>The distribution rate may be modified by the Board of Trustees from time to time. If, for any monthly distribution, investment company taxable income, if any (which term includes net short-term capital gain), and net tax-exempt income, if any, is less than the amount of the distribution, the difference will generally be a tax-free return of capital distributed from the Fund's assets</del> <u>investment portfolio.</u> Although return of capital distributions may not be taxable, such distributions may reduce a <u>Shareholder's Stockholder's</u> cost basis in his or her Shares, and therefore may result in an increase in the amount of any taxable gain on a subsequent disposition of such Shares, even if such Shares are sold at a loss to the <u>Shareholder's original investment amount.</u> <del>The Fund's final distribution for each calendar year is expected to include any remaining investment company</del></p>

~~taxable income and net tax-exempt income undistributed during the year, as well as all net capital gain realized during the year. However, if it determines it is appropriate to do so, the Board of Trustees may elect to not distribute realized gains and to pay taxes incurred. In general, the total distributions made in any taxable year (other than distributions of net capital gain or return of capital) would be treated as ordinary dividend income to the extent of the Fund's current and accumulated earnings and profits. Distributions in excess of the earnings and profits would first be a tax-free return of capital to the extent of the adjusted tax basis in the Shares. Shareholders are advised to consult their own tax advisers with respect to the tax consequences of their investment in the Fund. This distribution policy may, under certain circumstances, have adverse consequences to the Fund and the Shareholders because it may result in a return of capital resulting in less of a Shareholder's assets being invested in the Fund and, over time, increase the Fund's expense ratio.~~Stockholder's original investment amount. The Fund plans to maintain the Distribution Policy even if a return-of-capital distribution would exceed an investor's tax basis and therefore be a taxable distribution.

To the extent necessary to meet the amounts distributed under the Fund's ~~d~~Distribution ~~p~~Policy, portfolio securities, including those purchased with the proceeds of this Offering, may be sold to the extent adequate income is not available. Sustaining the Distribution Policy could require the Fund to raise additional capital in the future.

Although it has no current intention to do so, the Board may terminate this Distribution Policy at any time, and such termination may have an adverse effect on the market price for the Fund's Shares. The Fund determines annually whether to distribute any net realized long-term capital gains in excess of net realized short-term capital losses, including capital loss carryovers, if any. To the extent that the Fund's taxable income in any calendar year exceeds the aggregate amount distributed pursuant to the Distribution Policy, an additional distribution may be made to avoid the payment of a 4% U.S. federal excise tax, and to the extent that the aggregate amount distributed in any calendar year exceeds the Fund's taxable income, the amount of that excess may constitute a return-of-capital for tax purposes. Dividends and distributions to Stockholders are recorded by the Fund on the ex-dividend date.

~~Unless the registered owner of Shares elects to receive cash, all distributions declared on Shares will be automatically reinvested in additional Shares of the Fund. See "Dividend Reinvestment Plan".~~

~~The Board may determine in the future to authorize the filing of an exemptive application with the SEC seeking an order under the 1940 Act to exempt the Fund from the requirements of Section 19(b) of the 1940 Act and Rule 19b-1 thereunder, permitting the Fund to make periodic distributions of long-~~

	<p><del>term capital gains, provided that the distribution policy of the Fund with respect to its Shares calls for periodic (for example, quarterly/monthly) distributions in an amount equal to a fixed percentage of the Fund's average net asset value over a specified period of time or market price per Share at or about the time of distribution or pay-out of a level dollar amount. The Board of Trustees continues to monitor whether such relief is needed. In the event the Board determines to authorize the filing of such an exemptive application, there can be no assurance that the staff of the SEC will grant such relief to the Fund or, if granted, that the Board will determine to implement a managed distribution plan. No assurance can be given that the SEC will grant the exemption to the Fund. This Offering is not contingent upon the receipt of such exemption nor upon the application for such exemption.</del></p> <p><del>The monthly distribution described above would result in the payment of approximately the same amount or percentage to the Shareholders each month. These distributions will not be tied to the Fund's investment income and capital gains and will not represent yield or investment return on the Fund's portfolio. Section 19(a) of the 1940 Act and Rule 19a-1 thereunder require the Fund to provide a written statement accompanying any such payment that adequately discloses its source or sources, other than net investment income. Thus, if the source of some or all of the dividend or other distribution were the original capital contribution of the Shareholder, and the payment amounted to a return of capital, the Fund would be required to provide written disclosure to that effect. Nevertheless, persons who periodically receive the payment of a dividend or other distribution may be under the impression that they are receiving net profits when they are not. Shareholders should read any written disclosure provided pursuant to Section 19(a) and Rule 19a-1 carefully, and should not assume that the source of any distribution from the Fund is net profit.</del></p> <p><del>The Board of Trustees reserves the right to change the Distribution Policy from time to time.</del></p>
<p><b>Dividend Reinvestment Plan</b></p>	<p>Unless a <del>Shareholder</del><u>Stockholder</u> elects otherwise, the <del>Shareholder's</del><u>sckholder's</u> distributions will be reinvested in additional Shares under the Fund's dividend reinvestment plan. <del>Shareholders</del><u>sckholders</u> who elect not to participate in the Fund's dividend reinvestment plan will receive all distributions in cash paid to the <del>Shareholder</del><u>Stockholder</u> of record (or, if the Shares are held in street or other nominee name, then to such nominee). See "Dividend Reinvestment Plan."</p>
<p><b>Stock Purchases and Tenders</b></p>	<p>The Board of <del>Trustees</del><u>Directors</u> may consider repurchasing the Fund's Shares in the open market or in private transactions, or tendering for Shares, in an attempt to reduce or eliminate a market value discount from net asset value, if one should occur. There can be no assurance that the Board of <del>Trustees</del><u>Directors</u> will determine to effect any such repurchase or tender or that it would</p>

	be effective in reducing or eliminating any market value discount.
<b>Custodian and Transfer Agent</b>	U.S. Bank National Association serves as the Fund's custodian and American Stock Transfer and Trust Company serves as the Fund's transfer agent. See "Management of the Fund".

## SUMMARY OF FUND EXPENSES

The following table shows Fund expenses as a percentage of net assets attributable to the Fund's ~~shares of beneficial interest~~ (“Shares”).

### ~~Shareholder~~ Stockholder Transaction Expenses

Sales load	None
Dividend Reinvestment Plan fees	None
<b>Annual Expenses (as a percentage of net assets attributable to <u>the</u> Shares)</b>	
Management fees	1.00%
Other expenses <sup>(1)</sup>	0.455%
Acquired Fund fees and expenses <sup>(2)</sup>	<del>1.060</del> 0.49%
Total Annual Expenses	2.5104%

### Example<sup>(3)</sup>

The following example illustrates the hypothetical expenses that you would pay on a \$1,000 investment in the Shares, assuming (i) annual expenses of ~~2.511~~1.89% of net assets attributable to the Shares and (ii) a 5% annual return:

	1 Year	3 Years	5 Years	10 Years
You would pay the following expenses on a \$1,000 investment, assuming a 5% annual return	\$ <del>261</del>	\$ <del>7965</del>	\$ <del>13511</del>	\$ <del>28739</del>

- <sup>(1)</sup> “Other Expenses” are based upon gross estimated amounts for the current fiscal year and include, among other expenses, administration and fund accounting fees. The Fund has no current intention to borrow money for investment purposes and has adopted a fundamental policy against selling securities short.
- <sup>(2)</sup> The Fund invests in other closed-end investment companies and ETFs (collectively, the “Acquired Funds”). The Fund’s ~~Shareholders~~ stockholders indirectly bear a pro rata portion of the fees and expenses of the Acquired Funds in which the Fund invests. Acquired Fund fees and expenses are based on estimated amounts for the current fiscal year.
- <sup>(3)</sup> The example assumes that the estimated “Other Expenses” set forth in the Annual Expenses table remain the same each year and that all dividends and distributions are reinvested at net asset value. Actual expenses may be greater or less than those assumed. The example further assumes that the Fund uses no leverage, as currently intended. Moreover, the Fund’s actual rate of return will vary and may be greater or less than the hypothetical 5% annual return.

The purpose of the above table is to help a ~~holder of Shares~~ Stockholder understand the fees and expenses that such ~~holder~~ Stockholder would bear directly or indirectly. **The example should not be considered a representation of actual future expenses. Actual expenses may be higher or lower than those shown.**

## THE FUND

The Fund is a diversified, closed-end management investment company. The Fund ~~is an unincorporated statutory trust established under the laws of the State of Delaware upon the filing of a Certificate of Trust with the Secretary of State of Delaware on April 26, 2007~~ was organized as a Maryland corporation on May 1, 1987. The Fund’s principal office is located c/o Ultimus Fund Solutions, LLC at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, and its telephone number is (513) 326-3597.

## THE OFFERING

Terms of the Offering. The Fund is issuing to Record Date ~~Shareholders~~ Stockholders (i.e., ~~Shareholders~~ Stockholders who hold Shares on the Record Date) non-transferable Rights to subscribe for Shares.

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Each Record Date ~~Shareholder-Stockholder~~ is being issued one non-transferable Right for every one Share owned on the Record Date. The Rights entitle a Record Date ~~Shareholder-Stockholder~~ to acquire one Share at the Subscription Price for every three Rights held. Fractional Shares will not be issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a Record Date ~~Shareholder-Stockholder~~ on the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. Rights may be exercised at any time during the Subscription Period, which commences on or about ~~June 4~~, 2012 and ends at 5:00 p.m., New York City time, on ~~June 22~~, 2012, unless extended by the Fund. See “Expiration of the Offering.” The right to acquire one additional Share for every three Rights held during the Subscription Period at the Subscription Price is hereinafter referred to as the “Basic Subscription.”

In addition to the Basic Subscription, Record Date ~~Shareholders-Stockholders~~ who exercise all of their Rights are entitled to subscribe for Shares which were not otherwise subscribed for by others in the Basic Subscription (the “Additional Subscription Privilege”). If sufficient Shares are not available to honor all requests under the Additional Subscription Privilege, the Fund may, in its discretion, issue additional Shares up to 100% of the Shares available in the Offering (or ~~5,258,703~~ Shares for a total of ~~10,517,406~~ Shares) (the “Over-Allotment Shares”) to honor over-subscription requests, with such Shares subject to the same terms and conditions of this Offering. See “Additional Subscription Privilege” below. For purposes of determining the maximum number of Shares a ~~Shareholder-Stockholder~~ may acquire pursuant to the Offering, broker-dealers whose Shares are held of record by any Nominee will be deemed to be the holders of the Rights that are issued to such Nominee on their behalf. The term “Nominee” shall mean, collectively, CEDE & Company (“Cede”), as nominee for the Depository Trust Company (“DTC”), or any other depository or nominee. Shares acquired pursuant to the Additional Subscription Privilege are subject to allotment, which is more fully discussed below under “Additional Subscription Privilege.”

SHARES WILL BE ISSUED WITHIN THE 15-DAY PERIOD IMMEDIATELY FOLLOWING THE RECORD DATE OF THE FUND’S MONTHLY DISTRIBUTION AND ~~SHAREHOLDERS STOCKHOLDERS~~ EXERCISING RIGHTS WILL NOT BE ENTITLED TO RECEIVE SUCH DIVIDEND WITH RESPECT TO THE SHARES ISSUED PURSUANT TO SUCH EXERCISE.

Rights will be Evidenced by Subscription Certificates. The number of Rights issued to each Record Date ~~Shareholder-Stockholder~~ will be stated on the Subscription Certificates delivered to the Record Date ~~Shareholder-Stockholder~~. The method by which Rights may be exercised and Shares paid for is set forth below in “Method of Exercising Rights” and “Payment for Shares.” A RIGHTS HOLDER WILL HAVE NO RIGHT TO RESCIND A PURCHASE AFTER THE SUBSCRIPTION AGENT HAS RECEIVED PAYMENT. See “Payment for Shares” below.

The Rights are non-transferable and may not be purchased or sold. Rights will expire without residual value at the Expiration Date. The Rights will not be listed for trading on the NYSE MKT, and there will not be any market for trading Rights. The Shares to be issued pursuant to the Offering will be listed for trading on the NYSE MKT, subject to the NYSE MKT being officially notified of the issuance of those Shares.

Purpose of the Offering. ~~The Board initially discussed conducting a rights offering at~~ At a meeting held on ~~February 10, 2012. Subsequently, at meetings held on April 18, 2012 and May 4~~ October 16, 2012, the Board approved the Offering and determined that it would be in the best interests of the Fund and its existing ~~Shareholders-Stockholders~~ to increase the assets of the Fund. The primary reasons include:

- The Basic Subscription will provide existing ~~Shareholders-Stockholders~~ an opportunity to purchase additional Shares at a price that is potentially below market value without incurring any commission or transaction charges.
- Raising more cash will better position the Fund to take advantage of investment opportunities that exist or may arise.
- Increasing the Fund’s assets will provide the Fund additional flexibility in maintaining ~~its distribution policy, which seeks to provide Shareholders~~ the Distribution Policy. The Distribution Policy

permits Stockholders to receive a predictable level of cash flow and some liquidity periodically with respect to their Shares without having to sell Shares.

- Increasing Fund assets may lower the Fund's expenses as a proportion of net assets because the Fund's fixed costs would be spread over a larger asset base. There can be no assurance that by increasing the size of the Fund, the Fund's expense ratio will be lowered.

- Because the Offering will increase the Fund's outstanding Shares, it may increase the number of ~~Shareholders~~Stockholders over the long term, which could increase the level of market interest in and visibility of the Fund and improve the trading liquidity of the Shares on the NYSE MKT.

- The Board expects the Offering to be anti-dilutive to all ~~Shareholders~~Stockholders, including those electing not to participate, because the estimated expenses incurred for the Offering will be more than offset by the increase in the net assets of the Fund such that non-participating ~~Shareholders~~Stockholders will receive an increase in their net asset value, so long as the number of Shares issued to participating ~~Shareholders~~Stockholders is not materially less than a full exercise of the Basic Subscription amount.

Board Considerations in Approving the Offering. ~~The Board initially discussed conducting a rights offering at~~ At a meeting held on ~~February 10, 2012.~~ Subsequently, at a meeting held on April 18October 16, 2012, the Board considered the approval of the Offering. In considering whether or not to approve the Offering, the Board relied on materials and information prepared and presented by the Fund's management at such meeting and discussions at that time. Based on such materials and their deliberations at this meeting, the Board determined that it would be in the best interests of the Fund and its ~~Shareholders~~Stockholders to conduct the Offering in order to increase the assets of the Fund available for current and future investment opportunities. In making its determination, the Board considered the various factors set forth in "The Offering - Purpose of the Offering". The Board also considered a number of other factors, including the success of the rights offering conducted by the Fund in 2010 (the "2010 Offering") and 2011 (the "2011 Offering", and together with the 2010 Offering, the "Prior Rights Offerings") and that the Prior Rights Offerings were anti-dilutive to Stockholders, the ability of the Adviser to invest the proceeds of the Offering ~~and~~ the potential effect of the Offering on the Fund's stock price and conditions to the Fund's exemptive relief in connection with the Distribution Policy. The Board considered that, during the course of each of the Prior Rights Offerings, the Fund's market price declined, however the Board noted that the Fund continued at all times during the 2011 Offering and since the 2011 Offering's conclusion to sell at a premium to NAV, and the market price, after adjusting for distributions, has approached the level that it was prior to the 2011 Offering. When considering the potential effect of the Offering on the Fund's stock price, the Board ~~took into account the positive effect that the rights offering conducted by the Fund in 2011 had on the Fund's net asset value per share, but determined that the impact of the Offering on the Fund's price was uncertain.~~ The Board concluded thatconcluded that the impact on the Fund's price was uncertain and, regardless of the potential impact ~~on the Fund's stock price,~~ the Offering was in the best ~~interests of the Fund and the Shareholders,~~interest of the Stockholders. As a result of these considerations, the Board determined that it was appropriate and in the best interest of the Fund and its Stockholder to proceed with the Offering, while continuing with the Distribution Policy.

~~At the meeting held on April 18, 2012, a majority of the Board voted to approve the terms of the Offering. Subsequently, at a meeting held on May 4, 2012, the~~ The Board voted unanimously ~~to ratify and to~~ approve the terms of the Offering. One of the Fund's ~~Trustees~~Directors who voted to authorize the Offering is affiliated with the Adviser and, therefore, could benefit indirectly from the Offering. The other ~~Trustees~~four directors are not "interested persons" of the Fund within the meaning of the 1940 Act. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund. It is not possible to state precisely the amount of additional compensation the Adviser might receive as a result of the Offering because it is not known how many Shares will be subscribed for and ~~because~~ the proceeds of the Offering will be invested in additional portfolio securities, which will fluctuate in value. It is likely that affiliates of the Adviser who are also ~~Shareholders~~Stockholders will participate in the Offering ~~along with the other Shareholders~~ and, accordingly, will receive the same benefits of acquiring Shares as other ~~Shareholders~~Stockholders.

There can be no assurance that the Fund or its ~~Shareholders~~Stockholders will achieve any of the foregoing objectives or benefits through the Offering.

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The Fund may, in the future, choose to make additional rights offerings from time to time for a number of Shares and on terms that may or may not be similar to this Offering. Any such future rights offerings will be made in accordance with the then applicable requirements of the 1940 Act and the Securities Act.

Notice of NAV Decline. If ~~Fund—the~~ Shares begin to trade at a discount, the Board may make a determination whether to discontinue the Offering, provided that the Fund, as required by the SEC’s registration form, will suspend the Offering until it amends this prospectus if, subsequent to the date of this prospectus, the Fund’s NAV declines more than 10% from its NAV as of that date. Accordingly, the Expiration Date would be extended and the Fund would notify Record Date ~~Shareholders—~~Stockholders of the decline and permit ~~Shareholders—~~Stockholders to cancel their exercise of Rights.

The Subscription Price. The Subscription Price for the Shares to be issued under the Offering will be equal to the greater of (i) 107% of NAV per Share as calculated at the close of trading on the Expiration Date or (ii) 90% of the market price per Share at such time. For example, if the Offering were held using the “Estimated Subscription Price” (i.e., an estimate of the Subscription Price based on the Fund’s per-share NAV and market price at the end of business on ~~May 4~~ [ ], 2012 (~~\$5.09~~ [ ] and ~~\$7.01~~ [ ], respectively), the Subscription Price would be ~~\$6.31~~ [ ] per share (90% of ~~\$7.01~~ [ ]).

Additional Subscription Privilege. If all of the Rights initially issued are not exercised, any Shares for which subscriptions have not been received will be offered, by means of the Additional Subscription Privilege, to Record Date ~~Shareholders—~~Stockholders who have exercised all of the Rights initially issued to them and who wish to acquire more than the number of Shares for which the Rights held by them are exercisable. Record Date ~~Shareholders—~~Stockholders who exercise all of their Rights will have the opportunity to indicate on the Subscription Certificate how many unsubscribed Shares they are willing to acquire pursuant to the Additional Subscription Privilege.

If enough unsubscribed Shares remain after the Basic Subscriptions have been exercised, all over-subscription requests will be honored in full. If there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its discretion, issue additional Shares up to 100% of Shares available in the Offering to honor Additional Subscription Privilege requests (defined above as the “Over-Allotment Shares”), with such Shares subject to the same terms and conditions of this Offering. In the event that the Subscription Price is less than the Estimated Subscription Price, Over-Allotment Shares may be used by the Fund to fulfill any Shares subscribed for under the Basic Subscription. The method by which any unsubscribed Shares or Over-Allotment Shares (collectively, the “Excess Shares”) will be distributed and allocated pursuant to the Additional Subscription Privilege is as follows:

(i) If there are sufficient Excess Shares to satisfy all additional subscriptions by ~~Shareholders—~~Stockholders exercising their rights under the Additional Subscription Privilege, each such ~~Shareholder—~~Stockholder shall be allotted the number of Shares which the ~~Shareholder—~~Stockholder requested.

(ii) If the aggregate number of Shares subscribed for under the Additional Subscription Privilege exceeds the number of Excess Shares, the Excess Shares will be allocated to Record Date ~~Shareholders—~~Stockholders who have exercised all of their Rights in accordance with their Additional Subscription Privilege request.

(iii) If there are not enough Excess Shares to fully satisfy all Additional Subscription Privilege requests by Record Date ~~Shareholders—~~Stockholders pursuant to paragraph (2) above, the Excess Shares will be allocated among Record Date ~~Shareholders—~~Stockholders who have exercised all of their Rights in proportion, not to the number of Shares requested pursuant to the Additional Subscription Privilege, but to the number of Rights exercised by them; provided, however, that no ~~Shareholder—~~Stockholder shall be allocated a greater number of Excess Shares than such Record Date ~~Shareholder—~~Stockholder paid for and in no event shall the number of Shares allocated in connection with the Additional Subscription Privilege exceed 100% of the Shares available in the Offering. The formula to be used in allocating the Excess Shares under this paragraph is as follows: (Rights Exercised by over-subscribing Record Date ~~Shareholder—~~Stockholder divided by Total Rights Exercised by all over-subscribing Record Date ~~Shareholders—~~Stockholders) multiplied by Excess Shares ~~#~~Remaining.

The percentage of Excess Shares each over-subscriber may acquire will be rounded up to result in delivery of whole Shares (fractional Shares will not be issued).

The foregoing allocation process may involve a series of allocations in order to assure that the total number of Shares available for over-subscription are distributed on a pro-rata basis. The Fund will not offer or sell any Shares which are not subscribed for under the Basic Subscription or the Additional Subscription Privilege. The Additional Subscription Privilege may result in additional dilution of a ~~Shareholder's~~stockholder's ownership percentage and voting rights.

**The Fund will not offer or sell any Shares which are not subscribed for under the Basic Subscription or the Additional Subscription Privilege.**

**Expiration of the Offering.** The Offering will expire at 5:00 p.m., New York City time, on the Expiration Date (~~June 22~~    , 2012), unless extended by the Fund (the "Extended Expiration Date"). Rights will expire on the Expiration Date (or Extended Expiration Date as the case may be) and thereafter may not be exercised.

**Method of Exercising Rights.** Rights may be exercised by filling in and signing the reverse side of the Subscription Certificate and mailing it in the envelope provided, or otherwise delivering the completed and signed Subscription Certificate to the Subscription Agent, together with payment for the Shares as described below under "Payment for Shares." Rights may also be exercised through a Rights holder's broker, who may charge the Rights holder a servicing fee in connection with such exercise.

In the event that the Estimated Subscription Price is more than the Subscription Price on the Expiration Date, any resulting excess amount paid by a ~~Shareholder~~Stockholder towards the purchase of Shares in the Offering will be applied by the Fund towards the purchase of additional Shares under the Basic Subscription or, if such ~~Shareholder~~Stockholder has exercised all of the Rights initially issued to such ~~Shareholder~~stockholder under the Basic Subscription, towards the purchase of an additional number of Shares pursuant to the Additional Subscription Privilege. Any ~~Shareholder~~Stockholder who desires that such excess not be treated by the Fund as a request by the ~~Shareholder~~Stockholder to acquire additional Shares in the Offering and that such excess be refunded to the ~~Shareholder~~Stockholder must so indicate in the space provided on the Subscription Certificate.

Completed Subscription Certificates must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date (or Extended Expiration Date     as the case may be). The Subscription Certificate and payment should be delivered to the Subscription Agent at the following address:

If by first class mail:

The Colbent Corporation  
Cornerstone ~~Progressive Return~~  
~~Strategic Value~~ Fund         Rights Offering  
Att: Corporate Actions  
P.O. Box 859208  
Braintree, MA 02185-9208

If by mail or overnight courier:

The Colbent Corporation  
Cornerstone ~~Progressive Return~~  
~~Strategic Value~~ Fund     Rights Offering  
Att: Corporation Actions  
161 Bay State Drive  
Braintree, MA 02184

**Subscription Agent.** The Subscription Agent is The Colbent Corporation, with an address at 161 Bay State Drive, Braintree, MA 02184. The Subscription Agent will receive from the Fund an amount estimated to be \$176,000, comprised of the fee for its services and the reimbursement for certain expenses related to the Offering. INQUIRIES BY ALL HOLDERS OF RIGHTS SHOULD BE DIRECTED TO THE INFORMATION AGENT, AST FUND SOLUTIONS, LLC, AT (800) 581-4001; HOLDERS MAY ALSO CONSULT THEIR BROKERS OR NOMINEES.

**Payment for Shares.** Payment for Shares shall be calculated by multiplying the Estimated Subscription Price by the sum of (i) the number of Shares intended to be purchased in the Basic Subscription (e.g., the number of Rights exercised divided by three), plus (ii) the number of additional Shares intended to be over-subscribed under the Additional Subscription Privilege. For example, based on the Estimated Subscription Price of \$6.31     per ~~900200.00001/12246331v.1~~

Share, if a ~~Shareholder~~ Stockholder receives 300 Rights and wishes to subscribe for 100 Shares in the Basic Subscription, and also wishes to over-subscribe for 50 additional Shares under the Additional Subscription Privilege, such ~~Shareholder~~ Stockholder would remit payment in the amount of \$~~946.50~~ ~~(\$631~~ ~~[ ]~~ ~~(\$~~ ~~[ ]~~ plus \$~~315.50~~ ~~[ ]~~).

Record Date ~~Shareholders~~ Stockholders who wish to acquire Shares in the Basic Subscription or pursuant to the Additional Subscription Privilege must, together with the properly completed and executed Subscription Certificate, send payment for the Shares acquired in the Basic Subscription and any additional Shares subscribed for pursuant to the Additional Subscription Privilege, to the Subscription Agent based on the Estimated Subscription Price of \$~~6.31~~ ~~[ ]~~ per Share. To be accepted, such payment, together with the Subscription Certificate, must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date (or Extended Expiration Date as the case may be).

If the Estimated Subscription Price is greater than the actual per Share purchase price, the excess payment will be applied toward the purchase of unsubscribed Shares to the extent that there remain sufficient unsubscribed Shares available after the Basic Subscription and Additional Subscription Privilege allocations are completed. To the extent that sufficient unsubscribed Shares are not available to apply all of the excess payment toward the purchase of unsubscribed Shares, available Shares will be allocated in the manner consistent with that described in the section entitled “Additional Subscription Privilege” above.

PAYMENT MUST ACCOMPANY ANY SUBSCRIPTION CERTIFICATE FOR SUCH SUBSCRIPTION CERTIFICATE TO BE ACCEPTED.

Within five (5) business days following the Expiration Date (or Extended Expiration Date as the case may be), a confirmation will be sent by the Subscription Agent to each ~~Shareholder~~ Stockholder (or, if the Shares on the Record Date are held by CEDE or any other depository or nominee, to CEDE or such other depository or nominee). The date of the confirmation is referred to as the “Confirmation Date.” The confirmation will show (i) the number of Shares acquired pursuant to the Basic Subscription; (ii) the number of Shares, if any, acquired pursuant to the Additional Subscription Privilege; (iii) the per Share and total purchase price for the Shares; and (iv) any additional amount payable by such ~~Shareholder~~ Stockholder to the Fund (i.e., if the Estimated Subscription Price was less than the Subscription Price on the Expiration Date) or any excess to be refunded by the Fund to such ~~Shareholder~~ Stockholder (i.e., if the Estimated Subscription Price was more than the Subscription Price on the Expiration Date and the ~~Shareholder~~ Stockholder indicated on the Subscription Certificate that such excess not be treated by the Fund as a request by the ~~Shareholder~~ Stockholder to acquire additional Shares in the Offering). Any additional payment required from a ~~Shareholder~~ Stockholder must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the date specified as the deadline for final payment for Shares, and any excess payment to be refunded by the Fund to such ~~Shareholder~~ Stockholder will be mailed by the Subscription Agent within ten (10) business days after the Confirmation Date. All payments by a ~~Shareholder~~ Stockholder must be made in United States Dollars by money order or by checks drawn on banks located in the continental United States payable to “Cornerstone ~~Progressive Return~~ Strategic Value Fund, Inc.”.

Issuance and delivery of certificates for the Shares subscribed for are subject to collection of funds and actual payment by the subscribing ~~Shareholder~~ Stockholder.

The Subscription Agent will deposit all checks received by it prior to the final due date into a segregated account pending distribution of the Shares from the Offering. Any interest earned on such account will accrue to the benefit of the Fund and investors will not earn interest on payments submitted nor will interest be credited toward the purchase of Shares.

YOU WILL HAVE NO RIGHT TO RESCIND YOUR SUBSCRIPTION AFTER THE SUBSCRIPTION AGENT HAS RECEIVED THE SUBSCRIPTION CERTIFICATE.

If a Record Date ~~Shareholder~~ Stockholder who acquires Shares pursuant to the Basic Subscription or the Additional Subscription Privilege does not make payment of any amounts due, the Fund reserves the right to take any or all of the following actions: (i) find other purchasers for such subscribed-for and unpaid-for Shares; (ii) apply any payment actually received by it toward the purchase of the greatest whole number of Shares which could be

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acquired by such holder upon exercise of the Basic Subscription or the Additional Subscription Privilege; (iii) sell all or a portion of the Shares actually purchased by the holder in the open market, and apply the proceeds to the amounts owed; or (iv) exercise any and all other rights or remedies to which it may be entitled, including, without limitation, the right to set off against payments actually received by it with respect to such subscribed Shares and to enforce the relevant guaranty of payment.

Holders who hold Shares for the account of others, such as brokers, trustees, or depositories for securities, should notify the respective beneficial owners of the Shares as soon as possible to ascertain the beneficial owners' intentions and to obtain instructions with respect to the Rights. If the beneficial owner so instructs, the record holder of the Rights should complete Subscription Certificates and submit them to the Subscription Agent with the proper payment. In addition, beneficial owners of Shares or Rights held through such a holder should contact the holder and request the holder to effect transactions in accordance with the beneficial owner's instructions.

The instructions accompanying the Subscription Certificates should be read carefully and followed in detail. DO NOT SEND SUBSCRIPTION CERTIFICATES TO THE FUND OR THE ADVISER.

The method of delivery of Subscription Certificates and payment of the Subscription Price to the Subscription Agent will be at the election and risk of the Rights holders, but if sent by mail it is recommended that the certificates and payments be sent by registered mail, properly insured, with return receipt requested, and that a sufficient number of days be allowed to ensure delivery to the Subscription Agent and clearance of payment prior to 5:00 p.m., New York City time, on the Expiration Date. Because uncertified personal checks may take at least five business days to clear, each Record Date ~~Shareholder~~Stockholder participating in the Offering is strongly urged to pay, or arrange for payment, by means of a certified or cashier's check or money order.

All questions concerning the timeliness, validity, form and eligibility of any exercise of Rights will be determined by the Fund, whose determinations will be final and binding. The Fund in its sole discretion may waive any defect or irregularity, or permit a defect or irregularity to be corrected within such time as it may determine, or reject the purported exercise of any Right. If the Fund elects in its sole discretion to waive any defect or irregularity, it may do so on a case-by-case basis which means that not all defects or irregularities may be waived, if at all, or waived in the same manner as with other defects or irregularities. Subscriptions will not be deemed to have been received or accepted until all irregularities have been waived or cured within such time as the Fund determines in its sole discretion. Neither the Fund nor the Subscription Agent will be under any duty to give notification of any defect or irregularity in connection with the submission of Subscription Certificates or incur any liability for failure to give such notification.

Delivery of the Shares. The Shares purchased pursuant to the Basic Subscription will be delivered to subscribers in book-entry form as soon as practicable after the corresponding Rights have been validly exercised and full payment for the Shares has been received and cleared. The Shares purchased pursuant to the Additional Subscription Privilege will be delivered to subscribers in book-entry form as soon as practicable after the Expiration Date and after all allocations have been conducted.

Foreign Restrictions. Subscription Certificates will only be mailed to Record Date ~~Shareholders~~Stockholders whose addresses are within the United States (other than an APO or FPO address). Record Date ~~Shareholders~~Stockholders whose addresses are outside the United States or who have an APO or FPO address will receive written notice of the Offering and those who wish to subscribe to the Offering either in part or in full should contact the Subscription Agent by written instruction no later than three business days prior to the Expiration Date. The Fund will determine whether the Offering may be made to any such Record Date ~~Shareholder~~Stockholder. If no instructions have been received by the Expiration Date, the Rights of those foreign Record Date ~~Shareholders~~Stockholders will expire.

Federal Income Tax Consequences Associated with the Offering. The following is a general summary of the significant federal income tax consequences of the receipt of Rights by a Record Date ~~Shareholder~~Stockholder and a subsequent lapse or exercise of such Rights. The discussion is based upon applicable provisions of the Code, the Treasury Regulations promulgated thereunder, and other authorities currently in effect but does not address any state, local, or foreign tax consequences of the Offering. Each ~~Shareholder~~Stockholder should consult its own tax advisor regarding specific questions as to federal, state, local, or foreign taxes. Each ~~Shareholder~~Stockholder

should also review the discussion of certain tax considerations affecting it and the Fund set forth under “Federal Income Tax Matters.”

For purposes of the following discussion, the term “Old Share” shall mean a currently outstanding Share with respect to which a Right is issued and the term “New Share” shall mean a newly issued Share that Record Date ~~Shareholders~~ Stockholders receive upon the exercise of their Rights.

*For all Record Date ~~Shareholders~~ Stockholders:*

Neither the receipt nor the exercise of Rights by a Record Date ~~Shareholder~~ Stockholder will result in taxable income to such ~~Shareholder~~ stockholder for federal income tax purposes regardless of whether or not the ~~Shareholder~~ stockholder makes the below-described election which is available under Section 307(b)(2) of the Code (a “Section 307(b)(2) Election”).

If the fair market value of the Rights distributed to all of the Record Date ~~Shareholders~~ Stockholders is more than 15% of the total fair market value of all of the Fund’s outstanding Shares as of the Record Date, or if a Record Date ~~Shareholder~~ Stockholder makes a Section 307(b)(2) Election for the taxable year in which such Rights were received, the Record Date ~~Shareholder’s~~ stockholder’s federal income tax basis in any Right received pursuant to the Offering will be equal to a portion of the Record Date ~~Shareholder’s~~ stockholder’s existing federal income tax basis in the related Old Share. If made, a Section 307(b)(2) Election is effective with respect to all Rights received by a Record Date ~~Shareholder~~ Stockholder. A Section 307(b)(2) Election is made by attaching a statement to the Record Date ~~Shareholder’s~~ stockholder’s federal income tax return for the taxable year of the Record Date (which is the same as the year as when the Rights ~~are~~ were received). Record Date ~~Shareholders~~ Stockholders should carefully review the differing federal income tax consequences described below before deciding whether or not to make a Section 307(b)(2) Election.

*For Record Date ~~Shareholders~~ Stockholders When the Fair Market Value of Rights Distributed Exceed 15% of the Total Fair Market Value of the Fund’s Shares or When Making a 307(b)(2) Election:*

*Lapse of Rights.* If the fair market value of rights distributed exceed 15% of the total fair market value of the Shares or if a Record Date ~~Shareholder~~ Stockholder makes a Section 307(b)(2) Election, no taxable loss will be realized for federal income tax purposes if the Record Date ~~Shareholder~~ Stockholder retains a Right but allows it to lapse without exercise. Moreover, the existing federal income tax basis of the related Old Share will not be reduced if such lapse occurs.

*Exercise of Rights.* If a Record Date ~~Shareholder~~ Stockholder exercises a Right, the Record Date ~~Shareholder’s~~ stockholder’s existing federal income tax basis in the related Old Share must be allocated between such Right and the Old Share in proportion to their respective fair market values as of the date of distribution of such Rights (effectively reducing the Record Date ~~Shareholder’s~~ stockholder’s basis in his Old Share). Upon such exercise of the Record Date ~~Shareholder’s~~ stockholder’s Rights, the New Shares received by the Record Date ~~Shareholder~~ Stockholder pursuant to such exercise will have a federal income tax basis equal to the sum of the basis of such Rights as described in the previous sentence and the Subscription Price paid for the New Shares (as increased by any servicing fee charged to the Record Date ~~Shareholder~~ Stockholder by his broker, bank or trust company and other similar costs). If the Record Date ~~Shareholder~~ Stockholder subsequently sells such New Shares (and holds such Shares as capital assets at the time of their sale), the Record Date ~~Shareholder~~ Stockholder will recognize a capital gain or loss equal to the difference between the amount received from the sale of the New Shares and the Record Date ~~Shareholder’s~~ stockholder’s federal income tax basis in the New Shares as described above. Such capital gain or loss will be long-term capital gain or loss if the New Shares are sold more than one year after the date that the New Shares are acquired by the Record Date ~~Shareholder~~ Stockholder.

*For Record Date ~~Shareholders~~ Stockholders Not Making a Section 307(b)(2) Election When the Fair Market Value of the Rights Distributed are Less than 15% of the Total Fair Market Value of the Fund’s Outstanding Shares:*

*Lapse of Rights.* If the fair market value of the Rights distributed are less than 15% of the total fair market value of the outstanding Shares and a Record Date ~~Shareholder-Stockholder~~ does not make a Section 307(b)(2) Election for the taxable year in which such Rights were received, no taxable loss will be realized for federal income tax purposes if the Record Date ~~Shareholder-Stockholder~~ retains a Right but allows it to lapse without exercise. Moreover, the federal income tax basis of the related Old Share will not be reduced if such lapse occurs.

*Exercise of Rights.* If a non-electing Record Date ~~Shareholder-Stockholder~~ exercises his Rights, the federal income tax basis of the related Old Shares will remain unchanged and the New Shares will have a federal income tax basis equal to the Subscription Price paid for the New Shares (as increased by any servicing fee charged to the Record Date ~~Shareholder-Stockholder~~ by his broker, bank or trust company and other similar costs). If the Record Date ~~Shareholder-Stockholder~~ subsequently sells such New Shares (and holds such Shares as capital assets at the time of their sale), the Record Date ~~Shareholder-Stockholder~~ will recognize a capital gain or loss equal to the difference between the amount received from the sale of the New Shares and the ~~Shareholder's~~~~stockholder's~~ federal income tax basis in the New Shares as described above. Such capital gain or loss will be long-term capital gain or loss if the New Shares are sold more than one year after the Record Date ~~Shareholder-Stockholder~~ acquires the New Shares through the Offering.

*Employee Plan Considerations.* Record Date ~~Shareholders-Stockholders~~ that are employee benefit plans subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), including corporate savings and 401(k) plans, Keogh Plans of self-employed individuals and Individual Retirement Accounts (“IRA”) (each a “Benefit Plan” and collectively, “Benefit Plans”), should be aware that additional contributions of cash in order to exercise Rights may be treated as Benefit Plan contributions and, when taken together with contributions previously made, may subject a Benefit Plan to excise taxes for excess or nondeductible contributions. In the case of Benefit Plans qualified under Section 401(a) of the Code, additional cash contributions could cause the maximum contribution limitations of Section 415 of the Code or other qualification rules to be violated. Benefit Plans contemplating making additional cash contributions to exercise Rights should consult with their counsel prior to making such contributions.

Benefit Plans and other tax exempt entities, including governmental plans, should also be aware that if they borrow in order to finance their exercise of Rights, they may become subject to the tax on unrelated business taxable income (“UBTI”) under Section 511 of the Code. If any portion of an IRA is used as security for a loan, the portion so used is also treated as distributed to the IRA depositor.

ERISA contains prudence and diversification requirements and ERISA and the Code contain prohibited transaction rules that may impact the exercise of Rights. Among the prohibited transaction exemptions issued by the Department of Labor that may exempt a Benefit Plan’s exercise of Rights are Prohibited Transaction Exemption 84-24 (governing purchases of shares in investment companies) and Prohibited Transaction Exemption 75-1 (covering sales of securities).

Due to the complexity of these rules and the penalties for noncompliance, Benefit Plans should consult with their counsel regarding the consequences of their exercise of Rights under ERISA and the Code.

*Benefit to the Adviser.* The Adviser will benefit from the Offering because its fees are based on the average total net assets of the Fund. It is not possible to state precisely the amount of additional compensation the Adviser will receive as a result of the Offering because the proceeds of the Offering will be invested in additional portfolio securities that will fluctuate in value. However, if all Rights are exercised at the Estimated Subscription Price of ~~\$6.31~~ [\_\_\_], the annual compensation to be received by the Adviser would be increased by approximately ~~\$331,824~~ [\_\_\_]. If the Fund issues all of the Over-Allotment Shares, the annual compensation to be received by the Adviser would be increased by an additional ~~\$663,648~~ [\_\_\_]. One of the Fund’s ~~Trustees-Directors~~ who voted to approve the Offering is an “interested person” of the Adviser within the meaning of the 1940 Act. This ~~Trustee~~~~Director~~, Ralph Bradshaw, could benefit indirectly from the Offering because of his beneficial interest in the Adviser. The other ~~Trustees~~~~four Directors~~ were aware of the potential benefit to the Adviser (and indirectly to Mr. Bradshaw), but nevertheless concluded that the Offering was in the best interest of the Fund’s ~~Shareholders~~~~Stockholders~~.

The Fund may, in the future and at its discretion, choose to make additional rights offerings from time to time for a number of Shares and on terms which may or may not be similar to the Offering. Any such future rights offerings will be made in accordance with the 1940 Act and the Securities Act. Under the laws of ~~the State of Delaware~~ Maryland, the state in which the Fund is ~~organized~~ incorporated, under certain circumstances, the Board is authorized to approve rights offerings without obtaining ~~shareholder~~ Stockholder approval. The staff of the SEC has interpreted the 1940 Act as not requiring ~~shareholder~~ stockholder approval of a rights offering at a price below the then current NAV so long as certain conditions are met, including a good faith determination by the fund's board of directors that such offering would result in a net benefit to the Fund's existing ~~Shareholders~~ stockholders.

## FINANCIAL HIGHLIGHTS

Set forth below is for each year indicated, per share operating performance data for ~~a-Share~~ **outstanding one share of the Fund's common stock ("Share")**, total investment return, ratios to average net assets and other supplemental data ~~for each year indicated~~. This information has been derived from the financial statements and market price data for the Fund's Shares. The financial highlights for the fiscal year ended December 31, 2011 have been audited by Tait, Weller & Baker LLP, independent registered public accounting firm. The financial statements and notes thereto for the fiscal year ended December 31, 2011, together with the report thereon of the Fund's independent accountants registered public accounting firm, are incorporated by reference in the SAI and are available without charge by calling collect (513) 326-3597 or by writing to the Fund c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753. The information as of June 30, 2012 appears in the Fund's unaudited interim financial statements as filed with the SEC in the Fund's most recent stockholder report for the period ended June 30, 2012.

	<u>For the Six Months Ended June 30, 2012 (unaudited)</u>			<u>For the Years Ended December 31,*</u>							
	<u>2011</u>	<u>2010</u>	<u>2012</u>	<u>2009</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007*</u>		
<b>PER SHARE OPERATING PERFORMANCE</b>											
Net asset value, beginning of <del>year</del> <u>period</u>	\$ 5.90	<del>6.28</del>	6.13	\$ 7.16	<u>7.55</u>	\$ 8.24	\$ 8.71	\$ 14.10	<u>18.12</u>	\$ 14.96	<u>21.28</u>
Net investment income <sup>#</sup> / <del>(loss)</del> <sup>#</sup>		0.12	<u>0.13</u>	<del>0.16</del>	<u>0.07</u>	0.06	0.06	<del>0.16</del>	<u>0.15</u>	<del>0.06</del>	<u>0.16</u>
Net realized and unrealized gain/(loss) on investments <u>and foreign currency related transactions</u>	<del>(0.11)</del>	<u>1.03</u>	<u>1.42</u>	<u>0.41</u>	<u>(0.04)</u>	0.76	<u>1.52</u>	<del>4.64</del>	<u>(0.35)</u>	<u>5.55</u>	<u>0.96</u>
Net increase/(decrease) in net assets resulting from operations <u>and foreign currency related transactions</u>		<u>0.01</u>	<u>1.16</u>	<u>0.53</u>	<u>1.58</u>	0.82	1.58	<del>(4.48)</del>	<u>5.40</u>	<del>(0.29)</del>	<u>1.12</u>
Dividends and distributions to <del>shareholders</del> <u>stockholders</u> :											
Net investment income	(0.61)	<del>(1.14)</del>	<u>(0.12)</u>	<u>(0.13)</u>	<u>(0.07)</u>	<u>(0.06)</u>	<u>(0.06)</u>	<u>(0.16)</u>	<u>0.15</u>	<u>(0.06)</u>	<u>0.16</u>
Net realized capital gains	—	—	—	—	—	—	—	—	—	<del>(0.15)</del>	<u>(1.32)</u>
Return-of-capital	(0.63)	<del>5.55</del>	<u>(0.40)</u>	<u>(2.30)</u>	<u>1.40</u>	<u>(1.61)</u>	<u>(2.03)</u>	<u>(2.30)</u>	<u>4.01</u>	<u>(0.41)</u>	<u>(3.00)</u>
Total dividends and distributions to <del>shareholders</del> <u>stockholders</u>	<u>(1.24)</u>	<u>0.67</u>	<u>(1.54)</u>	<u>(2.46)</u>	<u>1.53</u>	<u>(1.68)</u>	<u>(2.09)</u>	<u>(2.46)</u>	<u>4.16</u>	<u>(0.62)</u>	<u>4.48</u>
<b>Capital stock transactions:</b>											
<b>Transactions in common shares of beneficial interest:</b>											
Anti-dilutive effect due to shares issued:											
Rights offering		0.31	—	—	—	0.13	—	—	—	—	0.05
Reinvestment of dividends and distributions		0.02	<del>0.00</del>	—	<del>0.03</del>	0.04	0.04	<del>0.15</del>	—	<del>0.20</del>	<u>0.20</u>

\* Effective December 23, 2006, a reverse stock split of 1:4 occurred. All per share amounts have been restated according to the terms of the split.

+ Amount rounds to less than \$0.01.

(a) Not annualized.

(b) Annualized.

# Based on average shares outstanding.

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Total <u>capital stock</u> transactions in <u>common shares of beneficial interest</u>	<u>0.33</u>	<u>-0.08</u>				
			<u>0.17</u>	<u>0.04</u>	<u>-0.15</u>	<u>0.05</u> <u>0.20</u>
Net asset value, end of <u>year period</u>	<u>\$ 5.00</u> <u>\$-5.90</u> <u>99</u>	<u>\$-6.28</u> <u>6.13</u>	<u>\$ 7.55</u>	<u>\$ 8.24</u>	<u>7.16</u> <u>\$</u>	<u>8.71</u> <u>14.10</u> <u>18.12</u>
Market value, end of <u>year period</u>	<u>\$ 6.04</u> <u>\$-7.46</u> <u>7.13</u>	<u>\$ 8.90</u> <u>6.59</u>	<u>\$ 8.84</u>	<u>\$ 11.61</u>	<u>\$-7.10</u>	<u>\$ 16.75</u> <u>20.20</u>
Total investment return <sup>1(a)</sup>	<u>(2.12)%</u> <u>4.73%</u> <u>20.36%</u> <sup>(a)</sup>	<u>65.40%</u> <u>(11.11)%</u>	<u>(10.19)%</u>	<u>89.55%</u>	<u>(479.53</u> <u>92)%</u>	<u>16.02%</u> <sup>(b)</sup> <u>(29.04)%</u>
<b>RATIOS/SUPPLEMENTAL DATA</b>						
Net assets, end of <u>year period</u> (000 omitted)	<u>\$-78,435</u> <u>\$-55,277</u> <u>\$</u>	<u>\$-58,738</u> <u>\$</u>	<u>\$ 64,266</u>	<u>\$ 57,447</u>	<u>-66,811</u> <u>\$</u>	<u>\$ 131,628</u> <u>\$</u>
Ratio of expenses to average net assets,	<u>1.30%</u>	<u>1.47%</u>			<u>59,510</u>	<u>120,268</u>
net of fee waivers, if any <sup>2, (c), (d), 3</sup>	<u>1.47%</u>	<u>1.55%</u>				
<u>continued</u>	<u>1.40%</u> <sup>(b)</sup>	<u>1.54</u>	<u>1.73%</u>	<u>1.80%</u>	<u>1.25</u> <u>40%</u>	<u>1.29%</u> <sup>(e)</sup> <u>1.23%</u>
Ratio of expenses to average net assets <sup>(d), (f)</sup>		<u>1.55%</u>				
<u>excluding fee waivers, if any</u> <sup>3, 4</sup>	<u>1.45%</u> <u>1.61%</u> <u>1.40%</u> <sup>(b)</sup>		<u>1.74%</u>	<u>2.01%</u>	<u>321.54%</u>	<u>1.42%</u> <sup>(e)</sup> <u>1.35%</u>
Ratio of net investment income <u>(loss)</u> to average net assets		<u>2.54</u>				
Portfolio turnover rate	<u>2.20%</u> <u>2.20%</u> <u>3.71%</u> <sup>(b)</sup>	<u>0.98%</u>	<u>0.77%</u>	<u>0.79%</u>	<u>1.40</u> <u>8%</u>	<u>1.46%</u> <sup>(e)</sup> <u>0.86%</u>
	<u>117.45%</u> <u>20.33%</u> <sup>(a)</sup>	<u>115.99</u> <u>38.08%</u>	<u>25.28%</u>	<u>10.81%</u>	<u>0.19</u> <u>13.24%</u>	<u>-6.77%</u> <sup>(b)</sup> <u>10.38%</u>

For the Years Ended December 31,\*

	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>	<u>2002</u>
<b><u>PER SHARE OPERATING PERFORMANCE</u></b>					
<u>Net asset value, beginning of year</u>	<u>\$ 22.60</u>	<u>\$ 25.92</u>	<u>\$ 27.60</u>	<u>\$ 25.64</u>	<u>\$ 36.80</u>
<u>Net investment income/(loss)<sup>#</sup></u>	<u>0.20</u>	<u>0.12</u>	<u>0.20</u>	<u>0.16</u>	<u>(0.04)</u>
<u>Net realized and unrealized gain/(loss) on investments and foreign currency related transactions</u>	<u>2.64</u>	<u>0.72</u>	<u>2.20</u>	<u>5.76</u>	<u>(9.16)</u>
<u>Net increase/(decrease) in net assets resulting from operations and foreign currency related transactions</u>	<u>2.84</u>	<u>0.84</u>	<u>2.40</u>	<u>5.92</u>	<u>(9.20)</u>
<b><u>Dividends and distributions to stockholders:</u></b>					
<u>Net investment income</u>	<u>(0.16)</u>	<u>(0.16)</u>	<u>(0.20)</u>	<u>(0.16)</u>	<u>—</u>
<u>Net realized gain on investments and foreign currency related transactions</u>	<u>—</u>	<u>(4.00)</u>	<u>—</u>	<u>—</u>	<u>—</u>
<u>Return-of-capital</u>	<u>(4.00)</u>	<u>—</u>	<u>(3.96)</u>	<u>(3.80)</u>	<u>(2.00)</u>
<u>Total dividends and distributions to stockholders</u>	<u>(4.16)</u>	<u>(4.16)</u>	<u>(4.16)</u>	<u>(3.96)</u>	<u>(2.00)</u>
<u>Capital stock transactions:</u>					

<sup>1</sup> Total investment return at market value is based on the changes in market price of a share during the period and assumes reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividends reinvestment plan. Total investment return does not reflect brokerage commissions.

<sup>2</sup> Expenses are net of fees paid indirectly.

<sup>3</sup> Expenses do not include expenses of investment companies in which the Fund invests.

<sup>4</sup> Expenses exclude the reduction for fees paid indirectly.

\* Effective December 23, 2006, a reverse stock split of 1:4 occurred. All per share amounts have been restated according to the terms of the split.

<sup>#</sup> Based on average shares outstanding.

<u>Anti-dilutive effect due to capital stock repurchased</u>					
					<u>0.08</u>
<del>* From September 10, 2007, the date the Fund commenced investment operations, through December 31, 2007. ^ Based on \$15.00 per share public offering price less \$0.04 per share of offering expenses related to the Fund's initial public offering. # Based on average shares outstanding. † Amount rounds to less than \$0.01. (a) <u>Anti-dilutive/(dilutive)</u> Total investment return at market value is based on the changes in market price of a share during the period and assumes <u>effect due to shares issued in</u> reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividend reinvestment plan. Total investment return does not reflect brokerage commissions.</del>					
<del>(b) Not annualized.</del>					
<del>(c) Expenses are net of fees paid indirectly.</del>					
<del>(d) Expenses do not include expenses of investment companies in which the Fund invests.</del>					
<del>(e) Annualized.</del>					
<del>(f) Expenses exclude the reduction for fees paid indirectly.</del>					
				<u>0.08</u>	<u>(0.04)</u>
<u>Total capital stock transactions</u>			<u>0.08</u>		<u>0.04</u>
<u>Net asset value, end of year</u>	<u>\$ 21.28</u>	<u>\$ 22.60</u>	<u>\$ 25.92</u>	<u>27.60</u>	<u>\$ 25.64</u>
<u>Market value, end of year</u>	<u>\$ 33.80</u>	<u>\$ 28.20</u>	<u>\$ 34.04</u>	<u>\$ 36.00</u>	<u>\$ 23.40</u>
<u>Total investment return<sup>5</sup></u>	<u>45.36%</u>	<u>(1.32)%</u>	<u>8.38%</u>	<u>77.69%</u>	<u>(20.85)%</u>
<u>RATIOS/SUPPLEMENTAL DATA</u>					
<u>Net assets, end of year (000 omitted)</u>	<u>\$ 136,344</u>	<u>\$ 139,706</u>	<u>\$ 154,690</u>	<u>\$ 26,565</u>	<u>\$ 24,376</u>
<u>Ratio of expenses to average net assets, net of fee waivers, if any<sup>6</sup></u>		<u>1.20%</u>	<u>1.28%</u>	<u>1.20%</u>	<u>1.80%</u>
<u>Ratio of expenses to average net assets, excluding fee waivers, if any<sup>7</sup></u>		<u>1.36%</u>	<u>1.50%</u>	<u>1.59%</u>	<u>2.17%</u>
<u>Ratio of net investment income/(loss) to average net assets</u>		<u>0.58%</u>	<u>0.73%</u>	<u>.68%</u>	<u>(0.13)%</u>
<u>Portfolio turnover rate</u>		<u>21.60%</u>	<u>39.05%</u>	<u>11.88%</u>	<u>29.63%</u>

<sup>5</sup> Total investment return at market value is based on the changes in market price of a share during the year and assumes reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividends reinvestment plan. Total investment return does not reflect brokerage commissions.

<sup>6</sup> Expenses are net of fees paid indirectly.

<sup>7</sup> Expenses exclude the reduction for fees paid indirectly.

## USE OF PROCEEDS

If fully-subscribed, the net proceeds of this Offering will be approximately \$33,182,416[ ]. The net proceeds of the Offering will be invested in accordance with the Fund's investment objective and policies (as stated below) as soon as practicable after completion of the Offering. The Fund currently anticipates being able to do so within one month after the completion of the Offering. Pending investment of the net proceeds in accordance with the Fund's investment objective and policies, the Fund will invest in money market securities or money market mutual funds. Investors should expect, therefore, that before the Fund has fully invested the proceeds of the Offering in accordance with its investment objective and policies, the Fund's net asset value would earn interest income at a modest rate. To the extent adequate income is not available, portfolio securities, including those purchased with proceeds of this Offering, may be sold to meet the amounts distributed under the Fund's managed distribution policy.

## INVESTMENT OBJECTIVES AND POLICIES

### Investment Objectives

The Fund's investment objective is to seek long-term capital appreciation through investment primarily in equity securities of U.S. and non-U.S. companies which Fund management believes have demonstrated fundamental investment value and favorable growth prospects, as determined by the Adviser.

~~The Fund's investment objective is to provide total return. The Fund pursues its investment objective by investing primarily all of its assets in equity securities of U.S. issuers, non-U.S. issuers whose securities trade on a U.S. securities exchange or over the counter or as ADRs or other forms of depositary receipts, such as IDRs, which trade in the United States, closed-end investment companies and ETFs. The Fund pursues current income, as a component of total return, by investing in dividend-paying equity securities and U.S. dollar-denominated debt securities.~~

~~The Fund's investment objective is a non-fundamental policy, which means that it may be changed by the Board of Trustees without the vote of a majority of the Fund's outstanding Shares if the Board believes that it is in the best interests of the Fund and the Shareholders to do so.~~

### Investment Strategies

The Fund's portfolio, under normal market conditions, will consist principally of the equity securities of U.S. and non-U.S. companies. In general, the Fund invests primarily in common stocks, ~~closed-end investment companies, preferred stocks, convertible securities, warrants and other securities having the characteristics of common stocks, such as ADRs and IDRs, and ETFs.~~ The Fund may, however, invest a portion of its assets in U.S. dollar-denominated debt securities when the Adviser believes that it is appropriate to do so to earn current income. For example, when interest rates are high in comparison to anticipated returns on equity investments, the Adviser may determine to invest in U.S. dollar-denominated debt securities. Debt securities in which the Fund may invest include U.S. dollar-denominated bank, corporate or government bonds, notes, and debentures that the Adviser determines are suitable investments for the Fund. Such determination may be made regardless of the maturity, duration or rating of any such debt security, provided, however, that the Fund may not invest in debt securities that are rated below "BBB" by S&P or "Baa" by Moody's at the time the investment is made. Other than this policy with respect to the rating of debt securities, the Adviser does not have a policy with respect to the maturity or duration of the debt securities in which the Fund may invest. preferred stocks, rights, warrants and securities convertible into common stocks that are listed on stock exchanges or traded over the counter. The Fund may, without limitation, hold cash or invest in assets in money market instruments, including U.S. and non-U.S. government securities, high grade commercial paper and certificates of deposit and bankers' acceptances issued by U.S. and non-U.S. banks having deposits of at least \$500 million. In addition, the Fund may engage in hedging transactions to reduce its company market and currency exchange exposure.

~~The Fund invests without limitation in the securities of other closed-end investment companies and ETFs, provided that, in accordance with Section 12(d)(1)(F) of the 1940 Act, and in reliance upon Rule 12d-3~~

~~promulgated thereunder, the Fund limits the amount invested in any single investment company to no more than 3% of the voting stock of the acquired investment company. As a shareholder in any investment company, the Fund will bear its ratable share of the investment company's expenses and would remain subject to payment of the Fund's advisory and administrative fees with respect to the assets so invested.~~

~~The Fund's management utilizes~~ In determining which securities to buy for the Fund's portfolio, the Adviser uses a balanced approach, including "value" and "growth" investing by seeking out companies at reasonable prices, without regard to sector or industry, which demonstrate favorable long-term growth characteristics. Valuation and growth characteristics may be considered for purposes of selecting potential investment securities. In general, valuation analysis is used to determine the inherent value of the company by analyzing financial information such as a company's price to book, price to sales, return on equity, and return on assets ratios; and growth analysis is used to determine a company's potential for long-term dividends and earnings growth due to market-oriented factors such as growing market share, the launch of new products or services, the strength of its management and market demand. Fluctuations in these characteristics may trigger trading decisions to be made by the Adviser with respect to the Fund's portfolio.

Although the Fund has the ability to invest a significant portion of its assets in non-U.S. companies, the Fund has consistently maintained the investment of at least 95% of its assets in U.S. listed companies since June 30, 2001.

The Fund may invest without limitation in other closed-end investment companies and ETFs, provided that the Fund limits its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund. As a stockholder in any investment company, the Fund will bear its ratable share of the investment company's expenses and would remain subject to payment of the Fund's advisory and administrative fees with respect to the assets so invested.

To comply with provisions of the 1940 Act, on any matter upon which the Fund is solicited to vote as a ~~shareholder~~ stockholder in an investment company in which it invests, the Adviser ~~votes~~ will vote such shares in the same general proportion as shares held by other ~~shareholders~~ stockholders of that investment company. The Fund ~~does not and~~ will not invest in any other closed-end funds managed by the Adviser.

~~Generally, securities will be purchased or sold by the Fund on national securities exchanges and in the over-the-counter market. From time to time, securities may be purchased or sold in private transactions, including securities that are not publicly traded or that are otherwise illiquid. The Adviser does not expect investments in illiquid securities to comprise more than 10% of the Fund's net assets (determined at the time the investment is made). The Fund will invest only in~~ The Fund may invest up to 15% of its assets in illiquid U.S. and non-U.S. securities, provided that the Fund may not invest more than 3% of the Fund's assets in the securities of companies that, at the time of investment, had less than a year of operations, including operations of predecessor companies. The Fund will invest only in such illiquid securities that ~~, in the opinion of the Adviser~~ believe ~~pres~~ provide ~~ent~~ opportunities for substantial growth over a period of two to five years.

The Fund's investment policies emphasize long-term investment in securities. Therefore, the Fund's annual portfolio turnover rate is expected to continue to be relatively low, ranging between 10% and 90%. Higher portfolio turnover rates resulting from more actively traded portfolio securities generally result in higher transaction costs, including brokerage commissions and related capital gains or losses.

The Fund's foregoing investment policies may be changed by the Fund's Board of ~~Trustees~~ Directors without ~~Shareholder~~ Stockholder vote.

Although the Fund does not anticipate having any securities lending income during the current calendar year, the Fund may lend the securities that it owns to others, which would allow the Fund the opportunity to earn additional income. Although the Fund will require the borrower of the securities to post collateral for the loan in accordance with market practice and the terms of the loan will require that the Fund be able to reacquire the loaned securities if certain events occur, the Fund is still subject to the risk that the borrower of the securities may default, which could result in the Fund losing money, which would result in a decline in the Fund's net asset value.

The Fund may, from time to time, take temporary defensive positions that are inconsistent with the Fund's principal investment strategies in attempting to respond to adverse market, economic, political or other conditions. During such times, the Fund may temporarily invest up to 100% of its assets in cash or cash equivalents, including money market instruments, prime commercial paper, repurchase agreements, Treasury bills and other short-term obligations of the U. S. Government, its agencies or instrumentalities. In these and in other cases, the Fund may not achieve its investment objective.

The Adviser may invest the Fund's cash balances in any investments it deems appropriate. The Adviser expects that such investments will primarily be pursuant to a repurchase agreement, however such investments may also be made in, without limitation and as permitted under the 1940 Act, money market funds, additional repurchase agreements, U.S. Treasury and U.S. agency securities, municipal bonds and bank accounts. Any income earned from such investments is ordinarily reinvested by the Fund in accordance with its investment program. Many of the considerations entering into the Adviser's recommendations and the portfolio manager's decisions are subjective.

The Fund has no current intent to use leverage; however, the Fund reserves the right to utilize limited leverage through issuing preferred shares. The Fund also may borrow money ~~as a~~ in amounts not exceeding 10% of its total assets (including the amount borrowed) for temporary ~~measure for extraordinary~~ or emergency purposes, including the payment of dividends and the settlement of securities transactions, which otherwise might require untimely dispositions of Fund securities. ~~In addition, the Fund may incur leverage through the use of investment management techniques (e.g., "uncovered" sales of put and call options, futures contracts and options on futures contracts). In order to hedge against adverse market shifts and for non-hedging, speculative purposes, the Fund may utilize up to 5% of its net assets to purchase put and call options on securities or stock indices.~~

## Portfolio Investments

### *Other Closed-End Investment Companies*

~~The Fund invests in the shares of other closed-end management investment companies. In accordance with Section 12d(1)(F) of the 1940 Act, and in reliance upon Rule 12d-3 promulgated thereunder, the Fund limits the amount invested in any single investment company to 3% of that investment company's total outstanding stock. There can be no assurance that the investment objective of any investment company in which the Fund invests will be achieved. Closed-end investment companies are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the closed-end investment company, will bear its pro rata portion of the closed-end investment company's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.~~

### *Common Stocks*

The Fund will invest in common stocks. Common stocks represent an ownership interest in an issuer. While offering greater potential for long-term growth, common stocks are more volatile and more risky than some other forms of investment. Common stock prices fluctuate for many reasons, including adverse events, such as an unfavorable earnings report, changes in investors' perceptions of the financial condition of an issuer or the general condition of the relevant stock market, or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates as the costs of capital rise and borrowing costs increase.

### *Other Closed-End Investment Companies*

The Fund may invest without limitation in other closed-end investment companies, provided that the Fund limits its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund. There can be no assurance that the investment objective of any investment company in which the Fund invests will be achieved. Closed-end investment companies are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the closed-end investment company, will bear its pro rata portion of

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the closed-end investment company's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.

### Exchange Traded Funds

The Fund may invest in exchange-traded funds ("ETFs"), which are investment companies that aim to track or replicate a desired index, such as a sector, market or global segment. ETFs are passively managed and their shares are traded on a national exchange. ETFs do not sell individual shares directly to investors and only issue their shares in large blocks known as "creation units." The investor purchasing a creation unit may sell the individual shares on a secondary market. Therefore, the liquidity of ETFs depends on the adequacy of the secondary market. There can be no assurance that an ETF's investment objective will be achieved, as ETFs based on an index may not replicate and maintain exactly the composition and relative weightings of securities in the index. ETFs are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the ETF, will bear its pro rata portion of the ETF's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.

### *Foreign Securities*

The Fund may invest in foreign securities, including direct investments in securities of foreign issuers that are traded on a U.S. securities exchange or over the counter and investments in depository receipts (such as ADRs), ETFs and other closed-end investment companies that represent indirect interests in securities of foreign issuers. The Fund is not limited in the amount of assets it may invest in such foreign securities. These investments involve risks not associated with investments in the United States, including the risk of fluctuations in foreign currency exchange rates, unreliable and untimely information about the issuers and political and economic instability. These risks could result in the Adviser's misjudging the value of certain securities or in a significant loss in the value of those securities.

The value of foreign securities is affected by changes in currency rates, foreign tax laws (including withholding tax), government policies (in this country or abroad), relations between nations and trading, settlement, custodial and other operational risks. In addition, the costs of investing abroad are generally higher than in the United States, and foreign securities markets may be less liquid, more volatile and less subject to governmental supervision than markets in the United States. As an alternative to holding foreign traded securities, the Fund may invest in dollar-denominated securities of foreign companies that trade on U.S. exchanges or in the U.S. over-the-counter market (including depository receipts as described below, which evidence ownership in underlying foreign securities, and ETFs as described below).

Because foreign companies are not subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those applicable to U.S. companies, there may be less publicly available information about a foreign company than about a domestic company. Volume and liquidity in most foreign debt markets is less than in the United States and securities of some foreign companies are less liquid and more volatile than securities of comparable U.S. companies. There is generally less government supervision and regulation of securities exchanges, broker dealers and listed companies than in the United States. Mail service between the United States and foreign countries may be slower or less reliable than within the United States, thus increasing the risk of delayed settlements of portfolio transactions or loss of certificates for portfolio securities. Payment for securities before delivery may be required. In addition, with respect to certain foreign countries, there is the possibility of expropriation or confiscatory taxation, political or social instability, or diplomatic developments which could affect investments in those countries. Moreover, individual foreign economies may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross national product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies.

The Fund may purchase ADRs, IDRs and global depository receipts ("GDRs") which are certificates evidencing ownership of shares of foreign issuers and are alternatives to purchasing directly the underlying foreign securities in their national markets and currencies. However, such depository receipts continue to be subject to many

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of the risks associated with investing directly in foreign securities. These risks include foreign exchange risk as well as the political and economic risks associated with the underlying issuer's country. ADRs, EDRs and GDRs may be sponsored or unsponsored. Unsponsored receipts are established without the participation of the issuer. Unsponsored receipts may involve higher expenses, they may not pass-through voting or other ~~shareholder~~ stockholder rights, and they may be less liquid. Less information is normally available on unsponsored receipts.

Dividends paid on foreign securities may not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. As a result, there can be no assurance as to what portion of the Fund's distributions attributable to foreign securities will be designated as qualified dividend income. See "Federal Income Tax Matters."

### Emerging Market Securities

The Fund may invest up to 5% of its net assets in emerging market securities, although through its investments in ETFs, other investment companies or depository receipts that invest in emerging market securities, up to 20% of the Fund's assets may be invested indirectly in issuers located in emerging markets. The risks of foreign investments described above apply to an even greater extent to investments in emerging markets. The securities markets of emerging countries are generally smaller, less developed, less liquid, and more volatile than the securities markets of the United States and developed foreign markets. Disclosure and regulatory standards in many respects are less stringent than in the United States and developed foreign markets. There also may be a lower level of monitoring and regulation of securities markets in emerging market countries and the activities of investors in such markets and enforcement of existing regulations has been extremely limited. Many emerging countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets of certain emerging countries. Economies in emerging markets generally are heavily dependent upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values, and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of these countries also have been and may continue to be adversely affected by economic conditions in the countries in which they trade. The economies of countries with emerging markets may also be predominantly based on only a few industries or dependent on revenues from particular commodities. In addition, custodial services and other costs relating to investment in foreign markets may be more expensive in emerging markets than in many developed foreign markets, which could reduce the Fund's income from such securities.

In many cases, governments of emerging countries continue to exercise significant control over their economies, and government actions relative to the economy, as well as economic developments generally, may affect the Fund's investments in those countries. In addition, there is a heightened possibility of expropriation or confiscatory taxation, imposition of withholding taxes on interest payments, or other similar developments that could affect investments in those countries. There can be no assurance that adverse political changes will not cause the Fund to suffer a loss of any or all of its investments.

### *Preferred Stocks*

The Fund may invest in preferred stocks. Preferred stock, like common stock, represents an equity ownership in an issuer. Generally, preferred stock has a priority of claim over common stock in dividend payments and upon liquidation of the issuer. Unlike common stock, preferred stock does not usually have voting rights. Preferred stock in some instances is convertible into common stock. Although they are equity securities, preferred stocks have characteristics of both debt and common stock. Like debt, their promised income is contractually fixed. Like common stock, they do not have rights to precipitate bankruptcy proceedings or collection activities in the event of missed payments. Other equity characteristics are their subordinated position in an issuer's capital structure and that their quality and value are heavily dependent on the profitability of the issuer rather than on any legal claims to specific assets or cash flows.

Distributions on preferred stock must be declared by the ~~B~~oard of ~~Trustees~~ directors and may be subject to deferral, and thus they may not be automatically payable. Income payments on preferred stocks may be

cumulative, causing dividends and distributions to accrue even if not declared by the company's board or otherwise made payable, or they may be non-cumulative, so that skipped dividends and distributions do not continue to accrue. There is no assurance that dividends on preferred stocks in which the Fund invests will be declared or otherwise made payable. The Fund may invest in non-cumulative preferred stock, although the Adviser would consider, among other factors, their non-cumulative nature in making any decision to purchase or sell such securities.

Shares of preferred stock have a liquidation value that generally equals the original purchase price at the date of issuance. The market values of preferred stock may be affected by favorable and unfavorable changes impacting the issuers' industries or sectors, including companies in the utilities and financial services sectors, which are prominent issuers of preferred stock. They may also be affected by actual and anticipated changes or ambiguities in the tax status of the security and by actual and anticipated changes or ambiguities in tax laws, such as changes in corporate and individual income tax rates, and in the dividends received deduction for corporate taxpayers or the lower rates applicable to certain dividends.

Because the claim on an issuer's earnings represented by preferred stock may become onerous when interest rates fall below the rate payable on the stock or for other reasons, the issuer may redeem preferred stock, generally after an initial period of call protection in which the stock is not redeemable. Thus, in declining interest rate environments in particular, the Fund's holdings of higher dividend-paying preferred stocks may be reduced and the Fund may be unable to acquire securities paying comparable rates with the redemption proceeds.

### *Exchange-Traded Funds*

~~The Fund may invest in ETFs, which are investment companies that aim to track or replicate a desired index, such as a sector, market or global segment. ETFs are passively managed and their shares are traded on a national exchange. ETFs do not sell individual shares directly to investors and only issue their shares in large blocks known as "creation units." The investor purchasing a creation unit may sell the individual shares on a secondary market. Therefore, the liquidity of ETFs depends on the adequacy of the secondary market. There can be no assurance that an ETF's investment objective will be achieved, as ETFs based on an index may not replicate and maintain exactly the composition and relative weightings of securities in the index. ETFs are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the ETF, will bear its pro rata portion of the ETF's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.~~

### **Other Securities**

Although it has no current intention do so to any material extent, the Adviser may determine to invest the Fund's assets in some or all of the following securities from time to time.

### *Corporate Bonds, Government Debt Securities and Other Debt Securities*

The Fund may invest in corporate bonds, debentures and other debt securities. Debt securities in which the Fund may invest may pay fixed or variable rates of interest. Bonds and other debt securities generally are issued by corporations and other issuers to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and normally must repay the amount borrowed on or before maturity. Certain debt securities are "perpetual" in that they have no maturity date.

The Fund will invest in government debt securities, including those of emerging market issuers or of other non-U.S. issuers. These securities may be U.S. dollar-denominated or non-U.S. dollar-denominated and include: (a) debt obligations issued or guaranteed by foreign national, provincial, state, municipal or other governments with taxing authority or by their agencies or instrumentalities; and (b) debt obligations of supranational entities. Government debt securities include: debt securities issued or guaranteed by governments, government agencies or instrumentalities and political subdivisions; debt securities issued by government owned, controlled or sponsored entities; interests in entities organized and operated for the purpose of restructuring the investment characteristics issued by the above noted issuers; or debt securities issued by supranational entities such as the World Bank or the European Union. The Fund may also invest in securities denominated in currencies of emerging market countries.



Emerging market debt securities generally are rated in the lower rating categories of recognized credit rating agencies or are unrated and considered to be of comparable quality to lower rated debt securities. A non-U.S. issuer of debt or the non-U.S. governmental authorities that control the repayment of the debt may be unable or unwilling to repay principal or interest when due, and the Fund may have limited resources in the event of a default. Some of these risks do not apply to issuers in large, more developed countries. These risks are more pronounced in investments in issuers in emerging markets or if the Fund invests significantly in one country.

The Fund will not invest in debt securities rated below investment grade (i.e., securities rated lower than Baa by Moody's Investors Service, Inc. ("Moody's") or lower than BBB by Standard & Poor's Rating Services, a division of The McGraw-Hill Companies, Inc. ("S&P")), or their equivalent as determined by the Adviser. These securities are commonly referred to as "junk bonds." The foregoing credit quality policy applies only at the time a security is purchased, and the Fund is not required to dispose of securities already owned by the Fund in the event of a change in assessment of credit quality or the removal of a rating.

### *Convertible Securities*

The Fund may invest in convertible securities. Convertible securities include fixed income securities that may be exchanged or converted into a predetermined number of shares of the issuer's underlying common stock at the option of the holder during a specified period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, units consisting of "usable" bonds and warrants or a combination of the features of several of these securities. The investment characteristics of each convertible security vary widely, which allows convertible securities to be employed for a variety of investment strategies.

The Fund will exchange or convert convertible securities into shares of underlying common stock when, in the opinion of the Adviser, the investment characteristics of the underlying common shares will assist the Fund in achieving its investment objective. The Fund may also elect to hold or trade convertible securities. In selecting convertible securities, the Adviser evaluates the investment characteristics of the convertible security as a fixed income instrument, and the investment potential of the underlying equity security for capital appreciation. In evaluating these matters with respect to a particular convertible security, the Adviser considers numerous factors, including the economic and political outlook, the value of the security relative to other investment alternatives, trends in the determinants of the issuer's profits, and the issuer's management capability and practices.

### *Real Estate Investment Trusts*

~~The Fund may invest in real estate investment trusts ("REITs"). REITs are financial vehicles that pool investors' capital to purchase or finance real estate. The market value of REIT shares and the ability of REITs to distribute income may be adversely affected by numerous factors, including rising interest rates, changes in the national, state and local economic climate and real estate conditions, perceptions of prospective tenants of the safety, convenience and attractiveness of the properties, the ability of the owners to provide adequate management, maintenance and insurance, the cost of complying with the Americans with Disabilities Act, increasing competition and compliance with environmental laws, changes in real estate taxes and other operating expenses, adverse changes in governmental rules and fiscal policies, adverse changes in zoning laws, and other factors beyond the control of the issuers. In addition, distributions received by the Fund from REITs may consist of dividends, capital gains and/or return of capital. As REITs generally pay a higher rate of dividends than most other operating companies, to the extent application of the Fund's investment strategy results in the Fund investing in REIT shares, the percentage of the Fund's dividend income received from REIT shares will likely exceed the percentage of the Fund's portfolio that is comprised of REIT shares.~~

~~Dividends paid by REITs will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See "Federal Income Tax Matters."~~

### *Emerging Market Securities*

~~The Fund may invest up to 5% of its net assets in emerging market securities, although through its investments in ETFs, other investment companies or depository receipts that invest in emerging market securities, up to 20% of the Fund's assets may be invested indirectly in issuers located in emerging markets. The risks of foreign investments described above apply to an even greater extent to investments in emerging markets. The securities markets of emerging countries are generally smaller, less developed, less liquid, and more volatile than the securities markets of the United States and developed foreign markets. Disclosure and regulatory standards in many respects are less stringent than in the United States and developed foreign markets. There also may be a lower level of monitoring and regulation of securities markets in emerging market countries and the activities of investors in such markets and enforcement of existing regulations has been extremely limited. Many emerging countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets of certain emerging countries. Economies in emerging markets generally are heavily dependent upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values, and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of these countries also have been and may continue to be adversely affected by economic conditions in the countries in which they trade. The economies of countries with emerging markets may also be predominantly based on only a few industries or dependent on revenues from particular commodities. In addition, custodial services and other costs relating to investment in foreign markets may be more expensive in emerging markets than in many developed foreign markets, which could reduce the Fund's income from such securities.~~

~~In many cases, governments of emerging countries continue to exercise significant control over their economies, and government actions relative to the economy, as well as economic developments generally, may affect the Fund's investments in those countries. In addition, there is a heightened possibility of expropriation or confiscatory taxation, imposition of withholding taxes on interest payments, or other similar developments that could affect investments in those countries. There can be no assurance that adverse political changes will not cause the Fund to suffer a loss of any or all of its investments.~~

### *Illiquid Securities*

Illiquid securities are securities that are not readily marketable. Illiquid securities include securities that have legal or contractual restrictions on resale, and repurchase agreements maturing in more than seven days. Illiquid securities involve the risk that the securities will not be able to be sold at the time desired or at prices approximating the value at which the Fund is carrying the securities. Where registration is required to sell a security, the Fund may be obligated to pay all or part of the registration expenses, and a considerable period may elapse between the decision to sell and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, the Fund might obtain a less favorable price than prevailed when it decided to sell. The Fund may invest up to 150% of the value of its net assets in illiquid securities. Restricted securities for which no market exists and other illiquid investments are valued at fair value as determined in accordance with procedures approved and periodically reviewed by the Board of ~~Trustees~~Directors.

### *Rule 144A Securities*

The Fund may invest in restricted securities that are eligible for resale pursuant to Rule 144A under the Securities Act of 1933, as amended, (the "1933 Act"). Generally, Rule 144A establishes a safe harbor from the registration requirements of the 1933 Act for resale by large institutional investors of securities that are not publicly traded. The Adviser determines the liquidity of the Rule 144A securities according to guidelines adopted by the Board of ~~Trustees~~Directors. The Board of ~~Trustees~~Directors monitors the application of those guidelines and procedures. Securities eligible for resale pursuant to Rule 144A, which are determined to be liquid, are not subject to the Fund's 150% limit on investments in illiquid securities.

## Warrants

The Fund may invest in equity and index warrants of domestic and international issuers. Equity warrants are securities that give the holder the right, but not the obligation, to subscribe for equity issues of the issuing company or a related company at a fixed price either on a certain date or during a set period. Changes in the value of a warrant do not necessarily correspond to changes in the value of its underlying security. The price of a warrant may be more volatile than the price of its underlying security, and a warrant may offer greater potential for capital appreciation as well as capital loss. Warrants do not entitle a holder to dividends or voting rights with respect to the underlying security and do not represent any rights in the assets of the issuing company. A warrant ceases to have value if it is not exercised prior to its expiration date. These factors can make warrants more speculative than other types of investments. The sale of a warrant results in a long or short-term capital gain or loss depending on the period for which the warrant is held.

## Investment Techniques

~~The Fund may, but is under no obligation to, from time to time employ a variety of investment techniques, including those described below, to hedge against fluctuations in the price of portfolio securities, to earn additional income, to enhance total return or to provide a substitute for the purchase or sale of securities. Some of these techniques, such as purchases of put and call options and options on stock indices, may be used as hedges against or substitutes for investments in equity securities. The Fund's ability to utilize any of the techniques described below may be limited by restrictions imposed on its operations in connection with obtaining and maintaining its qualification as a regulated investment company under the Code. Additionally, other factors (such as cost) may make it impractical or undesirable to use any of these investment techniques from time to time.~~

## Options on Securities

~~In order to hedge against adverse market shifts and for non-hedging, speculative purposes, the Fund may utilize up to 5% of its net assets (including options on stock indices described below) to purchase put and call options on securities. The Fund may, in certain situations, augment its investment positions by purchasing call options, both on specific equity securities, as well as securities representing exposure to equity sectors or indices and fixed income indices. In addition, the Fund may seek to increase its income or may hedge a portion of its portfolio investments through writing (i.e., selling) covered put and call options. A put option embodies the right of its purchaser to compel the writer of the option to purchase from the option holder an underlying security or its equivalent at a specified price at any time during the option period. In contrast, a call option gives the purchaser the right to buy the underlying security or its equivalent covered by the option or its equivalent from the writer of the option at the stated exercise price. Under interpretations of the SEC currently in effect, which may change from time to time, a "covered" call option means that so long as the Fund is obligated as the writer of the option, it will own (1) the underlying instruments subject to the option, (2) instruments convertible or exchangeable into the instruments subject to the option or (3) a call option on the relevant instruments with an exercise price no higher than the exercise price on the call option written.~~

~~Similarly, the SEC currently requires that, to "cover" or support its obligation to purchase the underlying instruments if a put option is written by the Fund, the Fund must (1) deposit with its custodian in a segregated account liquid securities having a value at least equal to the exercise price of the underlying securities, (2) continue to own an equivalent number of puts of the same "series" (that is, puts on the same underlying security having the same exercise prices and expiration dates as those written by the Fund), or an equivalent number of puts of the same "class" (that is, puts on the same underlying security) with exercise prices greater than those it has written (or, if the exercise prices of the puts it holds are less than the exercise prices of those it has written, it will deposit the difference with its custodian in a segregated account) or (3) sell short the securities underlying the put option at the same or a higher price than the exercise price on the put option written.~~

~~The Fund will receive a premium when it writes put and call options, which increases the Fund's return on the underlying security in the event the option expires unexercised or is closed out at a profit. By~~

writing a call, the Fund will limit its opportunity to profit from an increase in the market value of the underlying security above the exercise price of the option for as long as the Fund's obligation as the writer of the option continues. Upon the exercise of a put option written by the Fund, the Fund may suffer an economic loss equal to the difference between the price at which the Fund is required to purchase the underlying security and its market value at the time of the option exercise, less the premium received for writing the option. Upon the exercise of a call option written by the Fund, the Fund may suffer an economic loss equal to the excess of the security's market value at the time of the option exercise over the price at which the Fund is required to sell the underlying security less the premium received for writing the option. Thus, in some periods the Fund might receive less total return and in other periods greater total return from its hedged positions than it would have received from leaving its underlying securities unhedged.

The Fund may purchase and write options on securities that are listed on national securities exchanges or are traded over the counter, although it expects, under normal circumstances, to effect such transactions on national securities exchanges.

As a holder of a put option, the Fund will have the right to sell the securities underlying the option and as the holder of a call option, the Fund will have the right to purchase the securities underlying the option, in each case at their exercise price at any time prior to the option's expiration date. The Fund may choose to exercise the options it holds, permit them to expire or terminate them prior to their expiration by entering into closing sale transactions. In entering into a closing sale transaction, the Fund would sell an option of the same series as the one it has purchased. The ability of the Fund to enter into a closing sale transaction with respect to options purchased and to enter into a closing purchase transaction with respect to options sold depends on the existence of a liquid secondary market. There can be no assurance that a closing purchase or sale transaction can be effected when the Fund so desires. The Fund's ability to terminate option positions established in the over-the-counter market may be more limited than in the case of exchange-traded options and may also involve the risk that securities dealers participating in such transactions would fail to meet their obligations to the Fund.

In purchasing a put option, the Fund will seek to benefit from a decline in the market price of the underlying security, while in purchasing a call option, the Fund will seek to benefit from an increase in the market price of the underlying security. If an option purchased is not sold or exercised when it has remaining value, or if the market price of the underlying security remains equal to or greater than the exercise price, in the case of a put, or remains equal to or below the exercise price, in the case of a call, during the life of the option, the option will expire worthless. For the purchase of an option to be profitable, the market price of the underlying security must decline sufficiently below the exercise price, in the case of a put, and must increase sufficiently above the exercise price, in the case of a call, to cover the premium and transaction costs. Because option premiums paid by the Fund are small in relation to the market value of the instruments underlying the options, buying options can result in large amounts of leverage. The leverage offered by trading in options could cause the Fund's net asset value to be subject to more frequent and wider fluctuation than would be the case if the Fund did not invest in options.

#### *Options on Stock Indices*

The Fund may utilize up to 5% of its net assets (including options on securities) to purchase put and call options on domestic stock indices to hedge against risks of market-wide price movements affecting its net assets and to purchase call options on securities representing exposure to equity sectors or indices and fixed income indices. In addition, the Fund may write covered put and call options on stock indices. A stock index measures the movement of a certain group of stocks by assigning relative values to the common stocks included in the index. Options on stock indices are similar to options on securities. Because no underlying security can be delivered, however, the option represents the holder's right to obtain from the writer, in cash, a fixed multiple of the amount by which the exercise price exceeds (in the case of a put) or is less than (in the case of a call) the closing value of the underlying index on the exercise date. The advisability of using stock index options to hedge against the risk of market-wide movements will depend on the extent of diversification of the Fund's investments and the sensitivity of its investments to factors influencing the underlying index. The effectiveness of purchasing or writing stock index options as a hedging technique will depend upon the extent to which price movements in the Fund's securities investments correlate with price movements in the

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~~stock index selected. In addition, successful use by the Fund of options on stock indices will be subject to the ability of the Adviser to predict correctly changes in the relationship of the underlying index to the Fund's portfolio holdings. No assurance can be given that the Adviser's judgment in this respect will be correct.~~

~~When the Fund writes an option on a stock index, it will establish a segregated account with its custodian in which the Fund will deposit liquid securities in an amount equal to the market value of the option, and will maintain the account while the option is open.~~

#### *Securities Lending*

~~Although the Fund does not anticipate having any securities lending income during the current calendar year, the Fund may lend the securities that it owns to others, which would allow the Fund the opportunity to earn additional income. Although the Fund will require the borrower of the securities to post collateral for the loan in accordance with market practice and the terms of the loan will require that the Fund be able to reacquire the loaned securities if certain events occur, the Fund is still subject to the risk that the borrower of the securities may default, which could result in the Fund losing money, which would result in a decline in the Fund's net asset value. The Fund continues to receive the equivalent of the interest or dividends paid by the issuer on the securities loaned as well as the benefit of an increase and the detriment of any decrease in the market value of the securities loaned and would also receive compensation based on investment of the collateral. The right to vote the shares of the securities loaned passes to the borrower, therefore, the Fund would not have the right to vote any securities having voting rights during the existence of the loan, but could call the loan in anticipation of an important vote to be taken among holders of the securities or of the giving or withholding of consent on a material matter affecting the investment. The Fund does not anticipate paying any compensation relating to the investment of the cash collateral for the loans.~~

#### *Defensive Positions*

~~During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its net assets in cash or cash equivalents. The Fund will not be pursuing its investment objective in these circumstances. Cash equivalents are highly liquid, short-term securities such as commercial paper, time deposits, certificates of deposit, short-term notes and short-term U.S. government obligations.~~

#### *Short Sales*

~~The Fund has no current intention to engage in short sales of securities. However, if the Adviser determines to sell securities short, the Fund would incur associated expenses and risks.~~

## RISK FACTORS

*An investment in the Fund's Shares is subject to risks. The value of the Fund's investments will increase or decrease based on changes in the prices of the investments it holds. You could lose money by investing in the Fund. By itself, the Fund does not constitute a balanced investment program. You should consider carefully the following principal risks before investing in the Fund. There may be additional risks that the Fund does not currently foresee or consider material. You may wish to consult with your legal or tax advisors, before deciding whether to invest in the Fund.*

### **Principal Risks**

***Stock Market Volatility.*** Stock markets can be volatile. In other words, the prices of stocks can rise or fall rapidly in response to developments affecting a specific company or industry, or to changing economic, political or market conditions. The Fund is subject to the general risk that the value of its investments may decline if the stock markets perform poorly. There is also a risk that the Fund's investments will underperform either the securities markets generally or particular segments of the securities markets.

***Issuer Specific Changes.*** Changes in the financial condition of an issuer, changes in the specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect the credit quality or value of an issuer's securities. Lower-quality debt securities tend to be more sensitive to these changes than higher-quality debt securities.

~~***Other Investment Company Securities Risk.*** The Fund may invest in the securities of other closed-end investment companies and in ETFs. Investing in other investment companies and ETFs involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company's portfolio securities, and a Shareholder in the Fund will bear not only his proportionate share of the expenses of the Fund, but also, indirectly the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company or ETF in which the Fund invests will be achieved.~~

***Common Stock Risk.*** The Fund will invest a significant portion of its net assets in common stocks. Common stocks represent an ownership interest in a company. The Fund may also invest in securities that can be exercised for or converted into common stocks (such as convertible preferred stock). Common stocks and similar equity securities are more volatile and more risky than some other forms of investment. Therefore, the value of your investment in the Fund may sometimes decrease instead of increase. Common stock prices fluctuate for many reasons, including changes in investors' perceptions of the financial condition of an issuer, the general condition of the relevant stock market or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates, as the costs of capital rise for issuers. Because convertible securities can be converted into equity securities, their values will normally increase or decrease as the values of the underlying equity securities increase or decrease. The common stocks in which the Fund will invest are structurally subordinated to preferred securities, bonds and other debt instruments in a company's capital structure in terms of priority to corporate income and assets and, therefore, will be subject to greater risk than the preferred securities or debt instruments of such issuers.

~~***Emerging Markets Securities Risk.*** The Fund may invest up to 20% of its net assets in securities of issuers located in "emerging markets" through its investments in ETFs, other investment companies and depository receipts and may invest up to 5% of its net assets directly in emerging market securities. Because of less developed markets and economies and, in some countries, less mature governments and governmental institutions, the risks of investing in foreign securities can be intensified in the case of investments in issuers domiciled or doing substantial business in emerging market countries. These risks include high concentration of market capitalization and trading volume in a small number of issuers representing a limited number of industries, as well as a high concentration of investors and financial intermediaries; lack of liquidity and greater price volatility due to the smaller size of the market for such securities and lower trading volume; political and social uncertainties; national policies that may restrict the Fund's investment opportunities~~

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~~including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; greater risks of expropriation, confiscatory taxation and nationalization; over-dependence on exports, especially with respect to primary commodities, making these economies vulnerable to changes in commodity prices; overburdened infrastructure and obsolete or unseasoned financial systems; environmental problems; less developed legal systems; and less reliable custodial services and settlement practices. Dividends paid by issuers in emerging market countries will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”~~

*Other Investment Company Securities Risk.* The Fund may invest in the securities of other closed-end investment companies and in ETFs. Investing in other investment companies and ETFs involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company’s portfolio securities, and a stockholder in the Fund will bear not only his proportionate share of the expenses of the Fund, but also, indirectly the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company or ETF in which the Fund invests will be achieved.

*Foreign Securities Risk.* Investments in securities of non-U.S. issuers involve special risks not presented by investments in securities of U.S. issuers, including the following: less publicly available information about companies due to less rigorous disclosure or accounting standards or regulatory practices; the impact of political, social or diplomatic events, including war; possible seizure, expropriation or nationalization of the company or its assets; possible imposition of currency exchange controls; and changes in foreign currency exchange rates. These risks are more pronounced to the extent that the Fund invests a significant amount of its investments in companies located in one region. These risks may be greater in emerging markets and in less developed countries. For example, prior governmental approval for foreign investments may be required in some emerging market countries, and the extent of foreign investment may be subject to limitation in other emerging countries. With respect to risks associated with changes in foreign currency exchange rates, the Fund does not expect to engage in foreign currency hedging transactions. See “Foreign Currency Risk<sup>22</sup>.”

~~*Market Discount From Net Asset Value.* Shares of closed-end investment companies frequently trade at a discount from their net asset value. This characteristic is a risk separate and distinct from the risk that the Fund’s net asset value could decrease as a result of its investment activities and may be greater for investors expecting to sell their Shares in a relatively short period following completion of this Offering. The net asset value of the Shares will be reduced immediately following the Offering as a result of the payment of certain Offering costs. Whether investors will realize gains or losses upon the sale of the Shares will depend not upon the Fund’s net asset value but entirely upon whether the market price of the Shares at the time of sale is above or below the investor’s purchase price for the Shares. Because the market price of the Shares will be determined by factors such as relative supply of and demand for the Shares in the market, general market and economic conditions, and other factors beyond the control of the Fund, the Fund cannot predict whether the Shares will trade at, below or above net asset value.~~

*Repurchase Agreement Risk.* The Fund could suffer a loss if the proceeds from a sale of the securities underlying a repurchase agreement to which it is a party turns out to be less than the repurchase price stated in the agreement. In addition, repurchase agreements may involve risks in the event of default or insolvency of the seller, including possible delays or restrictions upon the Fund’s ability to dispose of the underlying securities.

~~*Defensive Positions.*~~ During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its net assets in cash or cash equivalents. The Fund would not be pursuing its investment objective in these circumstances and could miss favorable market developments.

*Management Risk.* The Fund is subject to management risk because it is an actively managed portfolio. The Fund’s successful pursuit of its investment objective depends upon the Adviser’s ability to find and exploit market inefficiencies with respect to undervalued securities. Such situations occur infrequently and sporadically and may be difficult to predict, and may not result in a favorable pricing opportunity that allows the Adviser to fulfill the Fund’s investment objective. The Adviser’s security selections and other investment decisions might produce losses or cause the Fund to underperform when compared to other funds with similar investment goals. If one or more key

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individuals leave the employ of the Adviser, the Adviser may not be able to hire qualified replacements, or may require an extended time to do so. This could prevent the Fund from achieving its investment objective. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund, which could be perceived as a conflict of interest.

~~***Distribution Policy Risk.*** The Fund seeks to make distributions to Shareholders on a monthly basis. Such distributions are not tied to the Fund's investment income and capital gains and do not represent yield or investment return on the Fund's portfolio. To the extent that the amount distributed in cash exceeds the total net investment income of the Fund, the assets of the Fund will decline. Accordingly, a decline in Fund assets may result in an increase in the Fund's expense ratio. In addition, the maintenance of the Fund's distribution policy may cause the Fund's assets to be less fully invested than would otherwise be the case, which could reduce the Fund's total investment return. The Fund may use the proceeds of this Offering to maintain the Fund's distribution policy by providing funding for future distributions, which may constitute a return of capital to Shareholders.~~ ***Managed Distribution Policy Risk.*** Under the Fund's managed distribution policy (the "Distribution Policy"), the Fund makes monthly distributions to Stockholders at a rate that may include periodic distributions of its net income and net capital gains ("Net Earnings"), or from return-of-capital. For any fiscal year where total cash distributions exceeded Net Earnings (the "Excess"), the Excess would decrease the Fund's total assets and, as a result, would have the likely effect of increasing the Fund's expense ratio. There is a risk that the total Net Earnings from the Fund's portfolio would not be great enough to offset the amount of cash distributions paid to Stockholders. If this were to be the case, the Fund's assets would be depleted, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may have to sell a portion of its investment portfolio, including securities purchased with the proceeds of the Offering, at a time when independent investment judgment might not dictate such action. Furthermore, such assets used to make distributions will not be available for investment pursuant to the Fund's investment objective. Distributions may constitute a return of capital to Stockholders and lower the tax basis in their Shares. ~~Shareholders~~ Stockholders are advised to consult their own tax advisers with respect to the tax consequences of their investment in the Fund. ~~Furthermore, the The~~ Fund may need to raise additional capital in order to maintain the ~~d~~Distribution ~~p~~Policy.

The following table is provided to demonstrate the historical performance of the Distribution Policy. A return of capital distribution does not reflect positive investment performance. Stockholders should not draw any conclusions about the Fund's investment performance from the amount of its managed distributions or from the terms of the Distribution Policy. The Fund's managed distribution rates do not correlate to the Fund's total return based on NAV.



Cornerstone Strategic Value Fund, Inc.  
Managed Distributions Paid and NAV Returns from 2005 through 2011

<u>Years/ Period</u>	<u>NAV Per Share</u>	<u>Average Annual Return*</u>	<u>Average Annual Return**</u>	<u>Managed Distribution Per Share</u>	<u>Return-of- Capital Distribution</u>	<u>Capital Gains Distribution</u>	<u>Net Investment Income Distribution</u>	<u>Gross Expense Ratios</u>
2005	\$ 22.60	3.86%	3.24%	\$ 4.16	\$ -	\$ 4.00	\$ 0.16	1.36%
2006	21.28	14.19	12.57	4.16	4.00	-	0.16	1.32
2007	18.12	5.65	6.20	4.48	3.00	1.32	0.16	1.35
2008	8.71	-36.19	-28.97	4.16	4.01	-	0.15	1.54
2009	8.24	17.69	18.60	2.09	2.03	-	0.06	2.01
2010	7.55	8.07	12.01	1.68	1.61	-	0.07	1.74
2011	6.13	-3.19	1.50	1.53	1.40	-	0.13	1.55

\* Includes the reinvestments of distributions in accordance with the operations of Fund's dividend reinvestment plan.

\*\* Includes distributions received but not reinvested.

**Preferred Securities Risk.** Investment in preferred securities carries risks including credit risk, deferral risk, redemption risk, limited voting rights, risk of subordination and lack of liquidity. Fully taxable or hybrid preferred securities typically contain provisions that allow an issuer, at its discretion, to defer distributions for up to 20 consecutive quarters. Traditional preferreds also contain provisions that allow an issuer, under certain conditions to skip (in the case of “noncumulative preferreds”) or defer (in the case of “cumulative preferreds”), dividend payments. If the Fund owns a preferred security that is deferring its distributions, the Fund may be required to report income for tax purposes while it is not receiving any distributions. Preferred securities typically contain provisions that allow for redemption in the event of tax or security law changes in addition to call features at the option of the issuer. In the event of a redemption, the Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred securities typically do not provide any voting rights, except in cases when dividends are in arrears beyond a certain time period, which varies by issue. Preferred securities are subordinated to bonds and other debt instruments in a company’s capital structure in terms of priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than those debt instruments. Preferred securities may be substantially less liquid than many other securities, such as U.S. government securities, corporate debt or common stocks. Dividends paid on preferred securities will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”

**Other Risks**

In addition to the principal risks set forth above, the following additional risks may apply to an investment in the Fund.

**Interest Rate Risk.** Debt securities have varying levels of sensitivity to changes in interest rates. In general, the price of a debt security can fall when interest rates rise and can rise when interest rates fall. Securities with longer maturities and mortgage securities can be more sensitive to interest rate changes although they usually offer higher yields to compensate investors for the greater risks. The longer the maturity of the security, the greater the impact a change in interest rates could have on the security’s price. In addition, short-term and long-term interest rates do not necessarily move in the same amount or the same direction. Short-term securities tend to react to changes in short-term interest rates and long-term securities tend to react to changes in long-term interest rates.

**Credit Risks.** Fixed income securities rated B or below by S&P’s or Moody’s may be purchased by either Fund. These securities have speculative characteristics and changes in economic conditions or other circumstances are more likely to lead to a weakened capacity of those issuers to make principal or interest payments, as compared to issuers of more highly rated securities.

**Extension Risk.** The Fund is subject to the risk that an issuer will exercise its right to pay principal on an obligation held by that Fund (such as mortgage-backed securities) later than expected. This may happen when there

is a rise in interest rates. These events may lengthen the duration (i.e. interest rate sensitivity) and potentially reduce the value of these securities.

**Debt Security Risk.** In addition to interest rate risk, call risk and extension risk, debt securities are also subject to the risk that they may also lose value if the issuer fails to make principal or interest payments when due, or the credit quality of the issuer falls.

***Illiquid Securities.*** The Fund may invest up to 15% of its respective net assets in illiquid securities. Illiquid securities may offer a higher yield than securities which are more readily marketable, but they may not always be marketable on advantageous terms. The sale of illiquid securities often requires more time and results in higher brokerage charges or dealer discounts than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. A security traded in the U.S. that is not registered under the Securities Act will not be considered illiquid if Fund management determines that an adequate investment trading market exists for that security. However, there can be no assurance that a liquid market will exist for any security at a particular time.

***Foreign Currency Risk.*** Although the Fund will report its net asset value and pay expenses and distributions in U.S. dollars, the Fund may invest in foreign securities denominated or quoted in currencies other than the U.S. dollar. Therefore, changes in foreign currency exchange rates will affect the U.S. dollar value of the Fund's investment securities and net asset value. For example, even if the securities prices are unchanged on their primary foreign stock exchange, the Fund's net asset value may change because of a change in the rate of exchange between the U.S. dollar and the trading currency of that primary foreign stock exchange. Certain currencies are more volatile than those of other countries and Fund investments related to those countries may be more affected. Generally, if a foreign currency depreciates against the dollar (i.e., if the dollar strengthens), the value of the existing investment in the securities denominated in that currency will decline. When a given currency appreciates against the dollar (i.e., if the dollar weakens), the value of the existing investment in the securities denominated in that currency will rise. Certain foreign countries may impose restrictions on the ability of foreign securities issuers to make payments of principal and interest to investors located outside of the country, due to a blockage of foreign currency exchanges or otherwise.

***Convertible Securities Risk.*** The value of a convertible security, including, for example, a warrant, is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. Generally, the conversion value decreases as the convertible security approaches maturity. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed income security.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Fund's ability to achieve its investment objective.

***Investment in Small and Mid-Capitalization Companies.*** The Fund may invest in companies with mid or small sized capital structures (generally a market capitalization of \$5 billion or less). Accordingly, the Fund may be subject to the additional risks associated with investment in these companies. The market prices of the securities of such companies tend to be more volatile than those of larger companies. Further, these securities tend to trade at a

lower volume than those of larger more established companies. If the Fund is heavily invested in these securities and the value of these securities suddenly declines, that Fund will be susceptible to significant losses.

~~*Qualified Dividend Tax Risk.* No assurance can be given as to what percentage of the distributions paid on the Shares, if any, will consist of tax-advantaged qualified dividend income or long-term capital gains or what the tax rates on various types of income will be in future years. The favorable Federal tax treatment may be adversely affected, changed or repealed by future changes in tax laws at any time and is currently scheduled to expire for tax years beginning after December 31, 2012. See “Federal Income Tax Matters.”~~

~~*REIT Risk.* Investments in REITs will subject the Fund to various risks. The first, real estate industry risk, is the risk that REIT share prices will decline because of adverse developments affecting the real estate industry and real property values. In general, real estate values can be affected by a variety of factors, including supply and demand for properties, the economic health of the country or of different regions, and the strength of specific industries that rent properties. REITs often invest in highly leveraged properties. The second risk is the risk that returns from REITs, which typically are small or medium capitalization stocks, will trail returns from the overall stock market. The third, interest rate risk, is the risk that changes in interest rates may hurt real estate values or make REIT shares less attractive than other income producing investments. REITs are also subject to heavy cash flow dependency, defaults by borrowers and self liquidation.~~

~~Qualification as a REIT under the Code in any particular year is a complex analysis that depends on a number of factors. There can be no assurance that the entities in which the Fund invests with the expectation that they will be taxed as a REIT will qualify as a REIT. An entity that fails to qualify as a REIT would be subject to a corporate level tax, would not be entitled to a deduction for dividends paid to its shareholders and would not pass through to its shareholders the character of income earned by the entity. If the Fund were to invest in an entity that failed to qualify as a REIT, such failure could drastically reduce the Fund’s yield on that investment.~~

~~REITs can be classified as equity REITs, mortgage REITs and hybrid REITs. Equity REITs invest primarily in real property and earn rental income from leasing those properties. They may also realize gains or losses from the sale of properties. Equity REITs will be affected by conditions in the real estate rental market and by changes in the value of the properties they own. Mortgage REITs invest primarily in mortgages and similar real estate interests and receive interest payments from the owners of the mortgaged properties. They are paid interest by the owners of the financed properties. Mortgage REITs will be affected by changes in creditworthiness of borrowers and changes in interest rates. Hybrid REITs invest both in real property and in mortgages. Equity and mortgage REITs are dependent upon management skills, may not be diversified and are subject to the risks of financing projects.~~

~~Dividends paid by REITs will not generally qualify for the reduced U.S. federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”~~

~~The Fund’s investment in REITs may include an additional risk to Shareholders. Some or all of a REIT’s annual distributions to its investors may constitute a non-taxable return of capital. Any such return of capital will generally reduce the Fund’s basis in the REIT investment, but not below zero. To the extent the distributions from a particular REIT exceed the Fund’s basis in such REIT, the Fund will generally recognize gain. In part because REIT distributions often include a nontaxable return of capital, Fund distributions to Shareholders may also include a nontaxable return of capital. Shareholders that receive such a distribution will also reduce their tax basis in their shares of the Fund, but not below zero. To the extent the distribution exceeds a Shareholder’s basis in the Fund shares, such Shareholder will generally recognize capital gain.~~

~~*Over-the-Counter Bulletin Board Markets.* The Fund may invest in companies whose stock is trading on the over-the-counter Bulletin Board which have only a limited trading market. A more active trading market may never develop. The Fund may be unable to sell its investments in these companies on any particular day due to the limited trading market.~~

~~*Anti-Takeover Provisions.* The Fund’s Declaration of Trust Charter and Bylaws includes provisions that could have the effect of inhibiting the Fund’s possible conversion to open-end status and limiting limit the~~

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ability of other persons or entities ~~or persons~~ to acquire control of the Fund or ~~the Board of Trustees. In certain circumstances, these provisions might also inhibit the ability of Shareholders to sell their Shares at a premium over prevailing market prices,~~ to cause it to engage in certain transactions or to modify its structure.

*Leverage Risk.* Utilization of leverage is a speculative investment technique and involves certain risks to the holders of common stock. These include the possibility of higher volatility of the net asset value of the common stock and potentially more volatility in the market value of the common stock. So long as the Fund is able to realize a higher net return on its investment portfolio than the then current cost of any leverage together with other related expenses, the effect of the leverage will be to cause holders of common stock to realize higher current net investment income than if the Fund were not so leveraged. On the other hand, to the extent that the then current cost of any leverage, together with other related expenses, approaches the net return on the Fund's investment portfolio, the benefit of leverage to holders of common stock will be reduced, and if the then current cost of any leverage were to exceed the net return on the Fund's portfolio, the Fund's leveraged capital structure would result in a lower rate of return to Stockholders than if the Fund were not so leveraged. There can be no assurance that the Fund's leverage strategy will be successful.

*Market Discount from Debt Security Risk.* In addition to interest rate risk, call risk and extension risk, debt securities are also subject to the risk that they may also lose value if the issuer fails to make principal or interest payments when due, or the credit quality of the issuer falls. *Net Asset Value.* Shares of closed-end investment companies frequently trade at a discount from their net asset value. This characteristic is a risk separate and distinct from the risk that the Fund's net asset value could decrease as a result of its investment activities and may be greater for investors expecting to sell their Shares in a relatively short period following completion of the Offering. The net asset value of the Shares will be reduced immediately following the offering as a result of the payment of certain costs of the Offering. Whether investors will realize gains or losses upon the sale of the Shares will depend not upon the Fund's net asset value but entirely upon whether the market price of the Shares at the time of sale is above or below the investor's purchase price for the Shares. Because the market price of the Shares will be determined by factors such as relative supply of and demand for the Shares in the market, general market and economic conditions, and other factors beyond the control of the Fund, the Fund cannot predict whether the Shares will trade at, below or above net asset value.

*Portfolio Turnover Risk.* The Fund cannot predict its securities portfolio turnover rate with certain accuracy, but anticipates that its annual portfolio turnover rate will range between 10% and 90% under normal market conditions. However, it could be materially higher under certain conditions. Higher portfolio turnover rates could result in corresponding increases in brokerage commissions and may generate short-term capital gains taxable as ordinary income.

*Securities Lending Risk.* Securities lending is subject to the risk that loaned securities may not be available to the Fund on a timely basis and the Fund may, therefore, lose the opportunity to sell the securities at a desirable price. Any loss in the market price of securities loaned by the Fund that occurs during the term of the loan would be borne by the Fund and would adversely affect the Fund's performance. Also, there may be delays in recovery, or no recovery, of securities loaned or even a loss of rights in the collateral should the borrower of the securities fail financially while the loan is outstanding. The Fund retains the right to recall securities that it lends to enable it to vote such securities if it determines such vote to be material. Despite its right to recall securities lent, there can be no guarantee that recalled securities will be received timely to enable the Fund to vote those securities. The Fund does not anticipate having any securities lending income during the current calendar year.

~~*Market Discount From Net Asset Value.* Shares of closed-end investment companies frequently trade at a discount from their net asset value. This characteristic is a risk separate and distinct from the risk that the Fund's net asset value could decrease as a result of its investment activities and may be greater for investors expecting to sell their Shares in a relatively short period following completion of this Offering. The net asset value of the Shares will be reduced immediately following the Offering as a result of the payment of certain Offering costs. Whether investors will realize gains or losses upon the sale of the Shares will depend not upon the Fund's net asset value but entirely upon whether the market price of the Shares at the time of sale is above or below the investor's purchase price for the Shares. Because the market price of the Shares will be determined by factors such as relative supply of and demand for the Shares in the market, general~~

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~~market and economic conditions, and other factors beyond the control of the Fund, the Fund cannot predict whether the Shares will trade at, below or above net asset value.~~

~~*Portfolio Turnover Risk.*—The Fund cannot predict its securities portfolio turnover rate with certain accuracy, but anticipates that its annual portfolio turnover rate will range between 50% and 150% under normal market conditions. However, it could be materially higher under certain conditions. Higher portfolio turnover rates could result in corresponding increases in brokerage commissions and may generate short-term capital gains taxable as ordinary income.~~

#### LISTING OF SHARES

The Fund's Shares trade on the NYSE MKT under the ticker symbol "~~C~~FPLM," and are required to meet the NYSE MKT's continued listing requirements.

## MANAGEMENT OF THE FUND

### ~~Trustees~~ Directors and Officers

The Board of ~~Trustees~~ Directors is responsible for the overall management of the Fund, including supervision of the duties performed by the Adviser. ~~The Board of Trustees is currently comprised of five Trustees, one of whom~~ There are five Directors of the Fund, one of which is an “interested person” (as defined in the 1940 Act) of the Fund. The ~~Trustees~~ Directors are responsible for the Fund’s overall management, including adopting the investment and other policies of the Fund, electing and replacing officers and selecting and supervising the Fund’s Adviser. The name and business address of the ~~Trustees~~ Directors and officers of the Fund and their principal occupations and other affiliations during the past five years, as well as a description of committees of the Board of ~~Trustees~~ Directors, are set forth under “Management” in the Statement of Additional Information.

### Investment Adviser

Cornerstone Advisors, Inc., 1075 Hendersonville Road, Suite 250, Asheville, North Carolina 28803, is a corporation organized under the laws of North Carolina and serves as the Fund’s investment adviser. The Adviser is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended. The Adviser began conducting business in February, 2001 and manages two other closed-end funds with combined assets ~~with the Fund of \$213,924,552, as of March 31, 2012. The Adviser is a North Carolina corporation organized in February, 2001~~ under management, with the Fund, of approximately \$249 million, as of September 30, 2012.

Under the general supervision of the Fund’s Board of ~~Trustees~~ Directors, the Adviser carries out the investment and reinvestment of the net assets of the Fund, continuously furnishes an investment program with respect to the Fund, determines which securities should be purchased, sold or exchanged, and implements such determinations. The Adviser furnishes to the Fund investment advice and office facilities, equipment and personnel for servicing the investments of the Fund. The Adviser compensates all ~~Trustees~~ Directors and officers of the Fund who are members of the Adviser’s organization and who render investment services to the Fund, and will also compensate all other Adviser personnel who provide research and investment services to the Fund. In return for these services, facilities and payments, the Fund has agreed to pay the Adviser as compensation under the Investment Management Agreement a monthly fee computed at the annual rate of 1.00% of the average weekly net assets of the Fund. The total estimated annual expenses of the Fund are set forth in the section titled “Summary of Fund Expenses.”

The Board of ~~Trustees~~ Directors annually considers the continuance of the Investment Management Agreement. A discussion regarding the basis for the Board of ~~Trustees~~ Directors’ approval ~~in on~~ in on February ~~2011-10, 2012~~ 2011-10, 2012 of the continuance of the ~~Fund’s~~ Investment Management Agreement ~~between the Fund and the Adviser~~ between the Fund and the Adviser is available in the Fund’s semi-annual report to ~~Shareholders for the six-month period ended June 30, 2011, and a discussion regarding the basis for the Board of Trustees’ approval on February 10, 2012 of the continuance of the Fund’s Investment Management Agreement will be available in the Fund’s semi-annual report to Shareholders for the six~~ Stockholders for the six-month period ended June 30, 2012.

During the last three fiscal years, the Fund paid the Adviser the following amounts as compensation:

	Fiscal Year Ended December 31,		
	2011	2010	2009 <del>2008</del>
Management Fees Earned	<del>\$730,851</del> <u>\$598,937</u>	<del>\$538,817</del> <u>\$532,131</u>	<del>\$583,494</del> <del>\$1,006,426</del> <u>\$545,334</u>
<u>Fee Waiver</u>	<u>=</u>	<u>=</u>	<u>\$ 28,834</u>
Management Fee Paid	<del>\$730,851</del> <u>\$598,937</u>	<del>\$538,817</del> <u>\$532,131</u>	<del>\$583,494</del> <del>\$1,006,426</del> <u>\$516,500</u>

During the periods noted above until July 2009, the Adviser voluntarily agreed to waive its fee from the Fund to the extent that the Fund's net monthly operating expenses (including basic legal fees, but excluding other legal expenses) exceeded a rate of 0.10% of the Fund's average net assets.

### **Portfolio Manager**

Ralph W. Bradshaw is the Fund's portfolio manager (the "Portfolio Manager"). In addition, Mr. Bradshaw may consult with Gary Bentz, another officer of the Adviser, regarding investment decisions. In carrying out responsibilities for the management of the Fund's portfolio of securities, the Portfolio Manager has primary responsibility. The Adviser may create a portfolio management team by assigning additional portfolio managers. In cases where the team might not be in agreement with regard to an investment decision, Mr. Bradshaw has ultimate authority to decide the matter.

### **Administrator**

Ultimus Fund Solutions, LLC, located at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, serves as administrator to the Fund. Under the Administration Agreement, Ultimus is responsible for generally managing the administrative affairs of the Fund. Ultimus is entitled to receive a monthly fee at the annual rate of 0.10% of the Fund's average weekly net assets, subject to a minimum annual fee of \$50,000.

### **Custodian and Transfer Agent**

U.S. Bank National Association, located at ~~1555 N. Riverside Drive~~425 Walnut Street, ~~MK-WI-S302 Cincinnati, Milwaukee Ohio 45202, WI 53212,~~ is the custodian of the Fund and maintains custody of the securities and cash of the Fund.

American Stock Transfer and Trust ~~Company Co., LLC~~, with an address at ~~59 Maiden Lane~~6201 15<sup>th</sup> Avenue, Brooklyn, New York, ~~New York 10038 11219~~, serves as the transfer agent and dividend paying agent of the Fund.

### **Fund Expenses**

The Adviser is obligated to pay expenses associated with providing the services contemplated by the Investment Management Agreement, including compensation of and office space for its officers and employees connected with investment and economic research, trading and investment management and administration of the Fund. The Fund is not obligated to pay the fees of any ~~Trustee~~Director of the Fund who is affiliated with the Adviser.

Ultimus is obligated to pay expenses associated with providing the services contemplated by the Administration Agreement, including compensation of and office space for Ultimus's officers and employees and administration of the Fund. Ultimus is obligated to pay the fees of any ~~Trustee~~Director of the Fund who is affiliated with Ultimus, if any.

The Fund pays all other expenses incurred in the operation of the Fund including, among other things, (i) expenses for legal and independent accountants' services, (ii) costs of printing proxies, share certificates and reports to ~~Shareholders~~ckholders, (iii) charges of the custodian and transfer agent in connection with the Fund's Dividend Reinvestment Plan, (iv) fees and expenses of independent ~~Trustees~~Directors, (v) printing costs, (vi) membership fees in trade association, (vii) fidelity bond coverage for the Fund's officers and ~~Trustees~~Directors, (viii) errors and omissions insurance for the Fund's officers and ~~Trustees~~Directors, (ix) brokerage costs and listing fees and expenses charged by NYSE MKT, (x) taxes and (xi) other extraordinary or non-recurring expenses and other expenses properly payable by the Fund. The expenses incident to the Offering and issuance of Shares to be issued by the Fund will be recorded as a reduction of capital of the Fund attributable to the Shares.

The Fund's annual operating expenses for the fiscal year ended December 31, 2011 were approximately ~~\$1,061,000~~930,000. No assurance can be given, in light of the Fund's investment objectives and policies, however, that future annual operating expenses will not be substantially more or less than this estimate.

Offering expenses relating to the Fund's Shares, estimated at approximately ~~\$89,000~~117,000, will be payable upon completion of the Offering ~~of Shares~~ and will be deducted from the proceeds of the Offering.

The Investment Management Agreement authorizes the Adviser to select brokers or dealers (including affiliates) to arrange for the purchase and sale of Fund securities, including principal transactions. Any commission, fee or other remuneration paid to an affiliated broker or dealer is paid in compliance with the Fund's procedures adopted in accordance with Rule 17e-1 under the 1940 Act.



## DETERMINATION OF NET ASSET VALUE

The net asset value of shares of the Fund is determined weekly and on the last business day of each month, as of the close of regular trading on the NYSE MKT (normally, 4:00 p.m., Eastern time). In computing net asset value, portfolio securities of the Fund are valued at their current market values determined on the basis of market quotations. If market quotations are not readily available, securities are valued at fair value as determined by the Board of ~~Trustees~~Directors. Fair valuation involves subjective judgments, and it is possible that the fair value determined for a security may differ materially from the value that could be realized upon the sale of the security. Non-dollar-denominated securities are valued as of the close of the NYSE MKT at the closing price of such securities in their principal trading market, but may be valued at fair value if subsequent events occurring before the computation of net asset value materially have affected the value of the securities.

Trading may take place in foreign issues held by the Fund at times when the Fund is not open for business. As a result, the Fund's net asset value may change at times when it is not possible to purchase or sell shares of the Fund. The Fund may use a third party pricing service to assist it in determining the market value of securities in the Fund's portfolio. The Fund's net asset value per Share is calculated by dividing the value of the Fund's total assets (the value of the securities the Fund holds plus cash or other assets, including interest accrued but not yet received), less accrued expenses of the Fund, less the Fund's other liabilities by the total number of Shares outstanding.

Readily marketable portfolio securities listed on the NYSE MKT are valued, except as indicated below, at the last sale price reflected on the consolidated tape at the close of the NYSE MKT on the business day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the closing bid and asked prices on such day. If no bid or asked prices are quoted on such day or if market prices may be unreliable because of events occurring after the close of trading, then the security is valued by such method as the Board of ~~Trustees~~Directors shall determine in good faith to reflect its fair market value. Readily marketable securities not listed on the NYSE MKT but listed on other domestic or foreign securities exchanges are valued in a like manner. Portfolio securities traded on more than one securities exchange are valued at the last sale price on the business day as of which such value is being determined as reflected on the consolidated tape at the close of the exchange representing the principal market for such securities. Securities trading on the Nasdaq Stock Market, Inc. ("NASDAQ") are valued at the closing price. Readily marketable securities traded in the over-the counter market, including listed securities whose primary market is believed by the Adviser to be over-the-counter, are valued at the mean of the current bid and asked prices as reported by the NASDAQ or, in the case of securities not reported by the NASDAQ or a comparable source, as the Board of ~~Trustees~~Directors deem appropriate to reflect their fair market value. Where securities are traded on more than one exchange and also over-the-counter, the securities will generally be valued using the quotations the Board of ~~Trustees~~Directors believes reflect most closely the value of such securities.

## DISTRIBUTION POLICY

~~The Fund seeks to make a distribution to Shareholders each month (the “Distribution Policy”).~~

The Fund initiated a fixed, monthly distribution to stockholders in 2002 which, with interim adjustments and extensive disclosure, continues to be a high-level managed distribution plan (“MDP”). The MDP has been maintained through the historic economic volatility, increased regulatory scrutiny and challenging markets of the intervening years.

During recent years, the Fund’s investments made in accordance with its objective have failed to provide adequate income to meet the requirements of the ~~Distribution Policy~~managed distribution policy. Nevertheless, the Board continues to believe that the Fund’s objective and strategy are complementary to the Fund’s commitment, through ~~its distribution policy~~the MDP, to provide regular distributions which increase liquidity and provide flexibility to individual ~~Shareholders~~Stockholders. The Adviser seeks to achieve net investment returns that exceed the amount of the Fund’s managed distributions, although there is no guarantee that the Adviser will be successful in this regard.

~~The Fund seeks to make a distribution to Shareholders each month. These distributions are not tied to the Fund’s investment income and capital gains and do not represent yield or investment return on the Fund’s portfolio. The distribution rate may be modified by the Board of Trustees from time to time. If, for any monthly distribution, investment company taxable income, if any (which term includes net short-term capital gain), and net tax-exempt income, if any, is less than the amount of the distribution, the difference will generally be a tax-free return of capital distributed from the Fund’s assets. Although return of capital distributions may not be taxable, such distributions may reduce a Shareholder’s cost basis in his or her Shares, and therefore may result in an increase in the amount of any taxable gain on a subsequent disposition of such Shares, even if such Shares are sold at a loss to the Shareholder’s original investment amount. The Fund’s final distribution for each calendar year is expected to include any remaining investment company taxable income and net tax-exempt income undistributed during the year, as well as all net capital gain realized during the year. However, if they determine it is appropriate to do so, the Board of Trustees may elect to not distribute realized gains and to pay taxes incurred. In general, the total distributions made in any taxable year (other than distributions of net capital gain or return of capital) would be treated as ordinary dividend income to the extent of the Fund’s current and accumulated earnings and profits. Distributions in excess of the earnings and profits would first be a tax-free return of capital to the extent of the adjusted tax basis in the Shares. Shareholders are advised to consult their own tax advisers with respect to the tax consequences of their investment in the Fund. The Distribution Policy may, under certain circumstances, have adverse consequences to the Fund and the Shareholders because it may result in a return of capital resulting in less of a Shareholder’s assets being invested in the Fund and, over time, increase the Fund’s expense ratio.~~

~~To the extent necessary to meet the amounts distributed under the Fund’s distribution policy, portfolio securities, including those purchased with proceeds of this Offering, may be sold to the extent adequate income is not available.~~

What are the features of the MDP?

The MDP provides a regular monthly distribution to Stockholders that is adjusted through an annual resetting of the monthly distribution amount per share based on the Fund’s net asset value on the last business day in October. The terms of the MDP have been reviewed and are approved at least annually by the Fund’s Board and can be modified at the Board’s discretion. To the extent that distributions exceed the current Net Earnings of the Fund, the balance of the amounts paid out will be generated from sales of portfolio securities held by the Fund and will be distributed either as short-term or long-term capital gains or a tax-free return-of-capital. Although return of capital distributions may not be taxable, such distributions may reduce a Stockholder’s cost basis in his or her Shares, and therefore may result in an increase in the amount of any taxable gain on a subsequent disposition of such Shares, even if such Shares are sold at a loss to the Stockholder’s original investment amount. To the extent these distributions are not represented by net investment income and capital gains, they will not represent yield or investment return on the Fund’s

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investment portfolio. A return-of-capital distribution reduces the tax basis of an investor's shares in the Fund. The Fund plans to maintain the MDP even if a return-of-capital distribution would exceed an investor's tax basis and therefore be a taxable distribution. The Board currently plans to maintain this MDP even if regulatory requirements would make part of a return-of-capital, necessary to maintain the distribution, taxable to Stockholders and to disclose that portion of the distribution that is classified as ordinary income. Although it has no current intention to do so, the Board may terminate the MDP at any time and such termination may have an adverse effect on the market price for the Fund's Shares.

#### What are the benefits of the MDP?

The MDP historically has maintained a stable, high rate of distribution. The Board remains convinced that the Fund's Stockholders are well served by a policy of regular distributions which increase liquidity and provide flexibility to individual Stockholders in managing their investments. Stockholders have the option of reinvesting all or a portion of these distributions in additional Shares through the Fund's dividend reinvestment plan or receiving them in cash. For more information regarding the Fund's dividend reinvestment plan, Stockholders should carefully read the description of the dividend reinvestment plan contained in the Fund's Reports to Stockholders.

#### What are the risks of the MDP?

The Fund makes level distributions on a monthly basis and these distributions are not tied to the Fund's net investment income and capital gains, and may not represent yield or investment return on the Fund's portfolio. Under the MDP, the Fund makes monthly distributions to Stockholders at a rate that may include periodic distributions of its Net Earnings or a return of capital. As noted above, Stockholders have the option of reinvesting all or a portion of these distributions in additional shares of the Fund through the Fund's dividend reinvestment plan or receiving them in cash. In any fiscal year where total cash distributions exceed Net Earnings and unrealized gain or loss for the year, such excess will decrease the Fund's total assets and, as a result, will have the likely effect of increasing the Fund's expense ratio. There is a risk that the total Net Earnings and unrealized gain or loss for years from the Fund's portfolio would not be great enough to fully offset the amount of cash distributions paid to Fund stockholders. If this were to be the case, the Fund's assets would be partially reduced by an equal amount, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may need to sell a portion of its investment portfolio at a time when independent investment judgment might not dictate such action. Furthermore, the cash used to make distributions will not be available for investment pursuant to the Fund's investment objective.

Funds maintain varying degrees of cash levels pursuant to market conditions and the judgment of the portfolio manager. In addition, portfolio managers must raise cash periodically to cover operating expenses. For any fund, to the extent that cash is held at any given time for operating expenses or other purposes, it will not be available for investment pursuant to that fund's investment objective. In addition to these general cash requirements, a fund's distribution policy may also require that securities be sold to raise cash for those stockholders who elect to take cash distributions rather than reinvest in shares of the fund, in which case, it will also not be available for investment pursuant to the fund's investment objective. It is possible that a situation will occur where the MDP contributes to a reduction of assets over an extended period of time such that the assets of the Fund are reduced to a point where the Fund would no longer be economically viable. In such event, the Fund would need to take additional actions, which may include, for example, liquidation or merger, to address the situation. While this is one of the risk factors of any managed distribution policy, including the MDP, it is important to note that the MDP was not designed to be a mechanism for the dissolution of the Fund or a short-term liquidation policy, and it is not the intention of the Board to allow the Fund to self-liquidate through the unsupervised effects of the MDP. The Board monitors the MDP and the Fund's asset levels regularly, and remains ready to modify the terms of the MDP if, in its judgment, the Board believes it is in the best interests of the Fund and its Stockholders. To the extent Fund assets are reduced, the Board will consider additional rights offerings in the future.

A return-of-capital distribution reduces the tax basis of an investor's Shares, which may make record-keeping by certain Stockholders more difficult.

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The Fund discloses the characterization of its distributions in notices to Stockholders and press releases to the public. Notwithstanding these communications, it is possible that the MDP may create potential confusion in the marketplace as to whether the Fund's distributions are comprised of income or return of capital and how such characterization may influence the market price of the Fund's Shares.

For the years 2007-2011, the Fund's distributions under the MDP were characterized, on an annual basis, as set forth on the table below:

<u>Cornerstone Strategic Value Fund, Inc.</u> <u>Dividend and Distributions Paid from 2007 through 2011</u>							
<u>Years</u>	<u>Total Dividend</u> <u>and</u> <u>Distributions</u>	<u>Ordinary Income</u>		<u>Capital Gains</u>		<u>Return-of-Capital</u>	
	<u>Amount</u>	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
<u>2007</u>	<u>\$ 29,082,560</u>	<u>\$ 3,365,187</u>	<u>11.57%</u>	<u>\$ 6,265,676</u>	<u>21.55%</u>	<u>\$ 19,451,697</u>	<u>66.88%</u>
<u>2008</u>	<u>28,072,853</u>	<u>984,743</u>	<u>3.51</u>	<u>=</u>	<u>0.00</u>	<u>27,088,110</u>	<u>96.49</u>
<u>2009</u>	<u>14,453,561</u>	<u>430,985</u>	<u>2.98</u>	<u>=</u>	<u>0.00</u>	<u>14,022,576</u>	<u>97.02</u>
<u>2010</u>	<u>11,773,272</u>	<u>468,744</u>	<u>3.98</u>	<u>=</u>	<u>0.00</u>	<u>11,304,528</u>	<u>96.02</u>
<u>2011</u>	<u>13,130,654</u>	<u>1,082,449</u>	<u>8.24</u>	<u>=</u>	<u>0.00</u>	<u>12,048,205</u>	<u>91.76</u>

Unless the registered owner of Shares elects to receive cash, all distributions declared on the Fund's Shares will be automatically reinvested in additional Shares ~~of the Fund~~. See "Dividend Reinvestment Plan".

~~The Board may determine in the future to authorize the filing of an exemptive application with the SEC seeking an order under the 1940 Act to exempt the Fund. In order to maintain the MDP, the Fund applied for and received an exemption~~ from the requirements of Section 19(b) of the 1940 Act and Rule 19b-1 thereunder, ~~—~~ permitting the Fund to make periodic distributions of long-term capital gains, provided that the ~~distribution policy of the Fund with respect to its Shares MDP~~ calls for periodic (for example, g., quarterly/monthly) distributions in an amount equal to a fixed percentage of the Fund's average net asset value over a specified period of time or market price per Share at or about the time of distribution or pay-out of a level dollar amount. ~~The Board continues to monitor whether such relief is needed. In the event the Board determines to authorize the filing of such an exemptive application, there can be no assurance that the staff of the SEC will grant such relief to the Fund or, if granted, that the Board will determine to implement a managed distribution plan. No assurance can be given that the SEC will grant the exemption to the Fund. This Offering is not contingent upon the receipt of such exemption nor upon the application for such exemption.~~

~~The level monthly dividend distribution described above would result. The MDP results~~ in the payment of approximately the same amount ~~or percentage per share~~ to the ~~Shareholders Fund's Stockholders~~ each month. These distributions ~~will are~~ not be tied to the Fund's investment income and capital gains and ~~will do~~ not represent yield or investment return on the Fund's portfolio. Section 19(a) of the 1940 Act and Rule 19a-1 thereunder require the Fund to provide a written statement accompanying any such payment that adequately discloses its source or sources, other than net investment income. Thus, if the source of some or all of the dividend or other distribution were the original capital contribution of the ~~Shareholder Stockholder~~, and the payment amounted to a return of capital, the Fund would be required to provide written disclosure to that effect. Nevertheless, persons who periodically receive the payment of a dividend or other distribution may be under the impression that they are receiving net profits when they are not. ~~Shareholdersckholders~~ should read any written disclosure provided pursuant to Section 19(a) and Rule 19a-1 carefully, and should not assume that the source of any distribution from the Fund is net profit. A return of capital distribution does not reflect positive investment performance. Stockholders should not draw any conclusions about the Fund's investment performance from the amount of its managed distributions or from the terms of the MDP.

The Board of Directors reserves the right to change the MDP from time to time.

~~The following table is provided to demonstrate the historical performance of the Fund's distribution policy. A return of capital distribution does not reflect positive investment performance. Shareholders should not draw any conclusions about the Fund's investment performance from the amount of~~

its distributions or from the terms of the Fund's distribution policy. The Fund's distribution rates do not correlate to the Fund's total return based on NAV.

**Distributions Paid and NAV Returns from 2007 through 2011**

<u>Years /Period</u>	<u>NAV Per Share</u>	<u>Average Annual Return*</u>	<u>Average Annual Return**</u>	<u>Distribution Per Share</u>	<u>Return of Capital Distribution</u>	<u>Capital Gains Distribution</u>	<u>Net Investment Income Distribution</u>	<u>Gross Expense Ratios</u>
2007 <sup>△</sup>	\$ 14.10	-2.08%	-1.60%	\$ 0.62	\$ 0.41	\$ 0.15	\$ 0.06	1.42%
2008	\$ 7.16	-37.14%	-31.77%	\$ 2.46	\$ 2.30	—	\$ 0.16	1.32%
2009	\$ 6.28	-15.73%	-22.07%	\$ 2.46	\$ 2.30	—	\$ 0.16	1.54%
2010	\$ 5.90	-17.38%	-18.47%	\$ 1.54	\$ 0.40	—	\$ 1.14	1.61%
2011	\$ 6.04	-2.45%	-5.69%	\$ 1.24	\$ 0.63	—	\$ 0.61	1.45%

<sup>△</sup> For the period September 10, 2007, the date the Fund commenced investment operations, through December 31, 2007.

\* Includes the reinvestments of distributions in accordance with the operations of Fund's Dividend Reinvestment Plan.

\*\* Includes distributions received but not reinvested.

## DIVIDEND REINVESTMENT PLAN

The Fund operates a ~~Dividend~~dividend Reinvestment ~~P~~plan (the “Plan”), sponsored and administered by American Stock Transfer & Trust Company, LLC (the “Agent”), pursuant to which the Fund’s income dividends or capital gains or other distributions (each, a “Distribution”-, and collectively, “Distributions”), net of any applicable U.S. withholding tax, are reinvested in ~~Shares of~~the Fund’s Shares.

~~Shareholders~~ckholders automatically participate in the ~~Fund’s~~ Plan, unless and until an election is made to withdraw from the Plan on behalf of such participating ~~Shareholder~~Stockholder. ~~Shareholders~~ckholders who do not wish to have Distributions automatically reinvested should so notify the Agent at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Under the Plan, ~~the Fund’s~~ Distributions to ~~Shareholders~~ckholders are reinvested in full and fractional Shares as described below.

When the Fund declares a Distribution, the Agent, on the ~~Shareholder’s~~ckholder’s behalf, will (i) receive additional authorized Shares from the Fund either newly issued or repurchased from ~~Shareholders~~ckholders by the Fund and held as treasury stock (“Newly Issued Shares”) or (ii) purchase outstanding Shares on the open market, on the NYSE MKT ~~LLC~~ or elsewhere, with cash allocated to it by the Fund (“Open Market Purchases”).

The method for determining the number of Newly Issued Shares received when Distributions are reinvested will be determined by dividing the amount of the Distribution either by the Fund’s last reported net asset value per share or by a price equal to the average closing price of the Fund over the five trading days preceding the payment date of the Distribution, whichever is lower. However, if the last reported net asset value of the Fund’s Shares is higher than its market price (i.e., the Fund is selling at a discount), Shares may be acquired by the Agent in Open Market Purchases and allocated to the reinvesting ~~Shareholders~~Stockholders based on the average cost of such Open Market Purchases.

Whenever the Fund declares a Distribution and the last reported net asset value of the Fund’s ~~Shares~~shares is higher than its market price, the Agent will apply the amount of such Distribution payable to Plan participants of the Fund in Fund ~~Shares~~shares (less such Plan participant’s pro rata share of brokerage commissions incurred with respect to Open Market Purchases in connection with the reinvestment of such Distribution) to the purchase on the open market of Fund ~~Shares~~shares for such Plan participant’s account. Such purchases will be made on or after the payable date for such Distribution, and in no event more than 30 days after such date except where temporary curtailment or suspension of purchase is necessary to comply with applicable provisions of federal securities laws. The Agent may aggregate a Plan participant’s purchases with the purchases of other Plan participants, and the average price (including brokerage commissions) of all ~~Shares~~shares purchased by the Agent shall be the price per share allocable to each Plan participant.

Registered ~~Shareholders~~Stockholders who do not wish to have their Distributions automatically reinvested should so notify the Fund in writing. If a ~~Shareholder~~Stockholder has not elected to receive cash Distributions and the Agent does not receive notice of an election to receive cash Distributions prior to the record date of any Distribution, the ~~Shareholder~~Stockholder will automatically receive such Distributions in additional Shares.

Participants in the Plan may withdraw from the Plan by providing written notice to the Agent at least 30 days prior to the applicable Distribution payment date. When a ~~P~~participant withdraws from the Plan, or upon suspension or termination of the Plan at the sole discretion of the Fund’s Board of ~~Trustees~~Directors, certificates for whole Shares credited to ~~his or her~~such participant’s account under the Plan will, upon request, be issued. Whether or not a participant requests that certificates for whole Shares be issued, a cash payment will be made for any fraction of a ~~s~~Share credited to such account.

The Agent will maintain all ~~Shareholder~~Stockholder accounts in the Plan and furnish written confirmations of all transactions in the accounts, including information needed by ~~Shareholders~~ckholders for personal and tax records. The Agent will hold Shares in the account of the Plan participant in non-certificated form in the name of the participant, and each ~~Shareholder’s~~ckholder’s proxy will include those Shares purchased pursuant to the Plan. Each participant, nevertheless, has the right to receive certificates for whole Shares owned. The Agent will distribute all proxy solicitation materials to participating ~~Shareholders~~ckholders.

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In the case of ~~Shareholders~~stockholders, such as banks, brokers or nominees, that hold Shares for others who are beneficial owners participating in the Plan, the Agent will administer the Plan on the basis of the number of Shares certified from time to time by the record ~~Shareholder~~Stockholder as representing the total amount of Shares registered in the ~~Shareholder's~~stockholder's name and held for the account of beneficial owners participating in the Plan.

Neither the Agent nor the Fund shall have any responsibility or liability beyond the exercise of ordinary care for any action taken or omitted pursuant to the Plan, nor shall they have any duties, responsibilities or liabilities except such as expressly set forth herein. Neither shall they be liable hereunder for any act done in good faith or for any good faith omissions to act, including, without limitation, failure to terminate a participant's account prior to receipt of written notice of his or her death or with respect to prices at which Shares are purchased or sold for the participants account and the terms on which such purchases and sales are made, subject to applicable provisions of the federal securities laws.

The automatic reinvestment of Distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Distributions.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan.

All correspondence concerning the Plan should be directed to the Agent at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Certain transactions can be performed online at [www.amstock.com](http://www.amstock.com) or by calling the toll free number (888) 556-0422.

## FEDERAL INCOME TAX MATTERS

The following is a summary discussion of certain U.S. federal income tax consequences that may be relevant to a ~~Shareholder of the Fund~~ Stockholder that acquires, holds and/or disposes of ~~Shares of the Fund's~~ Shares, and reflects provisions of the Code, existing Treasury regulations, rulings published by the IRS, and other applicable authority, as of the date of this prospectus. These authorities are subject to change by legislative or administrative action, possibly with retroactive effect. The following discussion is only a summary of some of the important tax considerations generally applicable to investments in the Fund and the discussion set forth herein does not constitute tax advice. For more detailed information regarding tax considerations, see the Statement of Additional Information. There may be other tax considerations applicable to particular investors. In addition, income earned through an investment in the Fund may be subject to state, local and foreign taxes.

The Fund elects to be treated and intends to qualify each year for taxation as a regulated investment company (a "RIC") under Subchapter M of the Code. In order for the Fund to qualify as a RIC, it must meet income and asset diversification tests each year. If the Fund so qualifies and satisfies certain distribution requirements, the Fund (but not its ~~Shareholders~~ Stockholders) will not be subject to federal income tax to the extent it distributes its investment company taxable income and net capital gains (the excess of net long-term capital gains over net short-term capital loss) in a timely manner to its ~~Shareholders~~ Stockholders in the form of dividends or capital gain distributions. The Code imposes a 4% nondeductible excise tax on RICs, such as the Fund, to the extent they do not meet certain distribution requirements by the end of each calendar year. The Fund anticipates meeting these distribution requirements.

The Fund intends to make monthly distributions of investment company taxable income after payment of the Fund's operating expenses. Unless a ~~Shareholder~~ Stockholder is ineligible to participate or elects otherwise, all distributions will be automatically reinvested in additional Shares ~~of the Fund~~ pursuant to the ~~Plan~~ Fund's dividend reinvestment plan (the "Plan"). For U.S. federal income tax purposes, all dividends are generally taxable whether a ~~Shareholder~~ Stockholder takes them in cash or they are reinvested pursuant to the Plan in additional Shares ~~of the Fund~~. Distributions of the Fund's investment company taxable income (including short-term capital gains) will generally be treated as ordinary income to the extent of the Fund's current and accumulated earnings and profits. Distributions of the Fund's net capital gains ("capital gain dividends"), if any, are taxable to ~~Shareholders~~ Stockholders as long-term capital gains, regardless of the length of time Shares have been held by ~~Shareholders~~ Stockholders. Distributions, if any, in excess of the Fund's earnings and profits will first reduce the adjusted tax basis of a holder's Shares and, after that basis has been reduced to zero, will constitute capital gains to the ~~Shareholder of the Fund~~ Stockholder (assuming the Shares are held as a capital asset). See below for a summary of the maximum tax rates applicable to capital gains (including capital gain dividends). A corporation that owns ~~Fund~~ Shares generally will not be entitled to the dividends received deduction with respect to all of the dividends it receives from the Fund. Fund dividend payments that are attributable to qualifying dividends received by the Fund from certain domestic corporations may be designated by the Fund as being eligible for the dividends received deduction. There can be no assurance as to what portion of Fund dividend payments may be classified as qualifying dividends. With respect to the monthly distributions of investment company taxable income described above, it may be the case that any such distributions would result in a return of capital to the ~~Shareholder of the Fund~~ Stockholder. The determination of the character for U.S. federal income tax purposes of any distribution from the Fund (i.e., ordinary income dividends, capital gains dividends, qualifying dividends, return of capital distributions) will be made as of the end of the Fund's taxable year. Generally, no later than 60 days after the close of its taxable year, the Fund will provide ~~Shareholders~~ Stockholders with a written notice designating the amount of any capital gain distributions or other distributions. See "Distribution Policy" for a more complete description of such returns and the risks associated with them.

The Fund may elect to retain its net capital gain or a portion thereof for investment and be taxed at corporate rates on the amount retained. In such case, it may designate the retained amount as undistributed capital gains in a notice to its ~~Shareholders~~ Stockholders who will be treated as if each received a distribution of ~~his~~ his-such Stockholder's pro rata share of such gain, with the result that each ~~Shareholder~~ Stockholder will (i) be required to report ~~his~~ his-such Stockholder's pro rata share of such gain on ~~his~~ his-such Stockholder's tax return as long-term capital gain, (ii) receive a refundable tax credit for ~~his~~ his-such Stockholder's pro rata share of tax paid by the Fund on the gain and (iii) increase the tax basis for ~~his~~ his-such Stockholder's Shares by an amount equal to the deemed distribution less the tax credit.

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Under current law, certain income distributions paid by the Fund to individual taxpayers may be taxed at rates equal to those applicable to net long-term capital gains (generally, 15%). This tax treatment applies only if certain holding period and other requirements are satisfied by the ~~Shareholder of the Fund~~ Stockholder with respect to its Shares ~~of the Fund~~, and the dividends are attributable to qualified dividends received by the Fund itself. For this purpose, “qualified dividends” means dividends received by the Fund from certain United States corporations and certain qualifying foreign corporations, provided that the Fund satisfies certain holding period and other requirements in respect of the stock of such corporations. In the case of securities lending transactions, payments in lieu of dividends are not qualified dividends. These special rules relating to the taxation of ordinary income dividends from regulated investment companies generally apply to taxable years beginning before January 1, 2013. Thereafter, the Fund’s dividends, other than capital gain dividends, will be fully taxable at ordinary income tax rates unless further ~~Congressional~~ legislative action is taken. While certain income distributions to ~~Shareholders~~ sckholders may qualify as qualified dividends, the Fund’s seeks to provide dividends regardless of whether they so qualify. As additional special rules apply to determine whether a distribution will be a qualified dividend, investors should consult their tax advisors. Investors should also see the “Taxes” section of the Fund’s Statement of Additional Information for more information relating to qualified dividends.

Dividends and interest received, and gains realized, by the Fund on foreign securities may be subject to income, withholding or other taxes imposed by foreign countries and U.S. possessions (collectively “foreign taxes”) that would reduce the return on its securities. Tax conventions between certain countries and the United States, however, may reduce or eliminate foreign taxes, and many foreign countries do not impose taxes on capital gains in respect of investments by foreign investors. If more than 50% of the value of the Fund’s net assets at the close of its taxable year consists of securities of foreign corporations, it will be eligible to, and may, file an election with the Internal Revenue Service that will enable its ~~Shareholders~~ sckholders, in effect, to receive the benefit of the foreign tax credit with respect to any foreign taxes paid by the Fund. Pursuant to the election, the Fund would treat those taxes as dividends paid to its ~~Shareholders~~ sckholders and each ~~Shareholder~~ Stockholder (1) would be required to include in gross income, and treat as paid by such ~~Shareholder~~ Stockholder, a proportionate share of those taxes, (2) would be required to treat such share of those taxes and of any dividend paid by the Fund that represents income from foreign or U.S. possessions sources as such ~~Shareholder’s~~ sckholder’s own income from those sources, and, if certain conditions are met, (3) could either deduct the foreign taxes deemed paid in computing taxable income or, alternatively, use the foregoing information in calculating the foreign tax credit against federal income tax. The Fund will report to its ~~Shareholders~~ sckholders shortly after each taxable year their respective shares of foreign taxes paid and the income from sources within, and taxes paid to, foreign countries and U.S. possessions if it makes this election.

The Fund will inform its ~~Shareholders~~ sckholders of the source and tax status of all distributions promptly after the close of each calendar year.

The Fund may invest in other RICs. In general, the Code taxes a RIC which satisfies certain requirements as a pass-through entity by permitting a qualifying RIC to deduct dividends paid to its ~~Shareholders~~ sckholders in computing the RIC’s taxable income. A qualifying RIC is also generally permitted to pass through the character of certain types of its income when it makes distributions. For example, a RIC may distribute ordinary dividends to its ~~Shareholders~~ sckholders, capital gain dividends, or other types of dividends which effectively pass through the character of the RIC’s income to its ~~Shareholders~~ sckholders, including the Fund.

Selling ~~Shareholders of the Fund~~ Stockholders will generally recognize gain or loss in an amount equal to the difference between the ~~Shareholder’s~~ sckholder’s adjusted tax basis in the Shares sold and the amount received. If the Shares are held as a capital asset, the gain or loss will be a capital gain or loss. Under current law, the maximum tax rate applicable to capital gains recognized by individuals and other non-corporate taxpayers is (i) the same as the maximum ordinary income tax rate for gains recognized on the sale of capital assets held for one year or less or (ii) generally, 15% for gains recognized on the sale of capital assets held for more than one year (as well as certain capital gain dividends). Any loss on a disposition of Shares held for six months or less will be treated as a long-term capital loss to the extent of any capital gain dividends received with respect to those Shares. The use of capital losses is subject to limitations. For purposes of determining whether Shares have been held for six months or less, the holding period is suspended for any periods during which the ~~Shareholder’s~~ sckholder’s risk of loss is diminished as a result of holding one or more other positions in substantially similar or related property, or through certain options or short sales. Any loss realized on a sale or exchange of Shares will be disallowed to the extent

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those Shares are replaced by other substantially identical Shares within a period of 61 days beginning 30 days before and ending 30 days after the date of disposition of the Shares (whether through the reinvestment of distributions, which could occur, for example, if the ~~Shareholder~~ Stockholder is a participant in the Plan or otherwise). In that event, the basis of the replacement Shares will be adjusted to reflect the disallowed loss.

An investor should be aware that, if Shares are purchased shortly before the record date for any taxable dividend (including a capital gain dividend), the purchase price likely will reflect the value of the dividend and the investor then would receive a taxable distribution likely to reduce the trading value of such Shares, in effect resulting in a taxable return of some of the purchase price. Taxable distributions to individuals and certain other non-corporate ~~Shareholders of the Fund~~ Stockholders, including those who have not provided their correct taxpayer identification number and other required certifications, may be subject to “backup” federal income tax withholding currently equal to 28%.

An investor should also be aware that the benefits of the reduced tax rate applicable to long-term capital gains and qualified dividend income may be impacted by the application of the alternative minimum tax to individual ~~Shareholders~~ Stockholders.

If the Fund utilizes leverage through borrowing, it may be restricted by loan covenants with respect to the declaration of, and payment of, dividends in certain circumstances. Limits on the Fund’s payments of dividends may prevent the Fund from meeting the distribution requirements, described above, and may, therefore, jeopardize the Fund’s qualification for taxation as a RIC and possibly subject the Fund to the 4% excise tax. The Fund will endeavor to avoid restrictions on its ability to make dividend payments.

Section 6045B of the Code generally imposes certain reporting requirements on the Fund with respect to any organizational action that affects the tax basis of ~~our~~ the Shares for U.S. federal income tax purposes. The Fund has historically made returns of capital distributions to certain ~~Shareholders~~ Stockholders and, to the extent such payments continue, the Fund will generally be required to file IRS Form 8937, Report of Organizational Actions Affecting Basis of Securities (“Form 8937”), with the IRS and deliver an information statement to certain ~~Shareholders~~ Stockholders, subject to certain exceptions. Generally, the Fund must file Form 8937 with the IRS on or before the 45th day following the corporate action or, if earlier, January 15 of the year following the calendar year of the corporate action. In addition, the Fund must furnish the same information to certain ~~Shareholders~~ Stockholders on or before January 15 of the year following the calendar year of the corporate action. However, the Fund generally would not be required to file Form 8937 or furnish this information to ~~Shareholders~~ Stockholders provided it posts the requisite information on its primary public website by the due date for filing Form 8937 with the IRS and such information is available on its website (or any successor organization’s website) for 10 years.

As the Fund will generally not be able to determine whether a distribution during the year will be out of its earnings and profits (and, therefore, whether such distribution should be treated as a dividend or a return of capital distribution for these purposes) until the close of the tax year, the Fund does not intend to file Form 8937 until after the end of the current calendar year. Based on the limited interpretive guidance currently available, the Fund believes that this position is consistent with the spirit of Section 6045B and the Treasury Regulations thereunder. The Fund intends to utilize its best efforts to determine the tax characterization of the Fund’s distributions as soon as practicable following the close of the year and timely comply with the abovementioned Section 6045B requirements, to the extent applicable. The Fund may be subject to substantial penalties to the extent that it fails to timely comply with its Section 6045B reporting obligations. Each ~~Shareholder~~ Stockholder is urged to consult its own tax advisor regarding the application of Section 6045B to its individual circumstances.

For taxable years starting on or after January 1, 2013, the 2010 Health Care Bill imposes a new 3.8% “Medicare Tax” on “net investment income” for taxpayers earning over specified amounts. The tax is generally levied on income from interest, dividends, royalties, rents, and capital gains, but there are some exclusions and taxpayers should consult their tax advisors about the more precise definition of “net investment income” as it pertains to their particular situations.

The foregoing briefly summarizes some of the important federal income tax consequences to ~~Shareholders~~ Stockholders of investing in the ~~Fund’s~~ Shares, reflects the federal tax law as of the date of this prospectus, and does not address special tax rules applicable to certain types of investors, such as corporate, tax

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exempt and foreign investors. Investors should consult their tax advisers regarding other federal, state or local tax considerations that may be applicable in their particular circumstances, as well as any proposed tax law changes.

## DESCRIPTION OF CAPITAL STRUCTURE

The Fund is ~~an unincorporated statutory trust~~ a corporation established under the laws of the State of ~~Delaware~~ Maryland upon the filing of ~~a Certificate of Trust with the Secretary of State of Delaware on April 26, 2007 and 1987. The Fund~~ its Charter on May 1, 2007 and 1987. The Fund commenced investment operations on ~~September 10, 2007~~ June 30, 2007 1987. The Fund intends to hold annual meetings of its ~~Shareholders~~ stockholders in compliance with the requirements of the NYSE MKT. As of ~~May 4, 2012~~ September 30, 2012, the Fund had ~~154,776,441,094~~ 154,776,441,094 Shares issued and outstanding.

### Shares of Beneficial Interest

#### Common Stock

The ~~Declaration of Trust~~ Charter, which has been filed with the SEC, permits the Fund to issue ~~an unlimited number of full and fractional shares of beneficial interest, no par value ("Shares"). Each Share of the Fund 100,000,000 shares of stock, with a par value of \$0.001. Fractional shares are permitted. Each Share~~ represents an equal proportionate interest in the net assets of the Fund with each other Share ~~in the Fund~~. Holders of Shares will be entitled to the payment of dividends when, ~~as and if~~ declared by the Board of ~~Trustees~~ Directors. ~~The Fund seeks to make a distribution each month to its Shareholders. See "Distribution Policy." Unless the registered owner of Shares elects to receive cash, all dividends declared on Shares will be automatically reinvested for Shareholders in additional Shares of the Fund. See "Dividend Reinvestment Plan." Each whole share~~ Each whole Share shall be entitled to one vote as to matters on which it is entitled to vote pursuant to the terms of the Declaration of Trust Charter on file with the SEC. Upon liquidation of the Fund, after paying or adequately providing for the payment of all liabilities of the Fund, and upon receipt of such releases, indemnities and refunding agreements as they deem necessary for the ~~ix~~ protection of the Directors, the ~~Trustees~~ Board may distribute the remaining net assets of the Fund among its ~~Shareholders~~ Stockholders. ~~The Shares are not liable to further calls or to assessment by the Fund. There are no pre-emptive rights associated with the Shares. The Declaration of Trust provides that the Fund's Shareholders are not liable for any liabilities of the Fund. Although shareholders of an unincorporated statutory trust established under Delaware law, in certain limited circumstances, may be held personally liable for the obligations of the Fund as though they were general partners, the provisions of the Declaration of Trust described in the foregoing sentence make the likelihood of such personal liability remote~~ Shares.

The Fund has no present intention of offering additional Shares, except as described herein in connection with the exercise of the Rights. Other offerings of its Shares, if made, will require approval of the Board of ~~Trustees~~ Directors. Any additional offering will not be sold at a price per ~~s~~ Share below the then current net asset value (exclusive of underwriting discounts and commissions) except in connection with an offering to existing ~~Shareholders of the Fund~~ Stockholders or with the consent of a majority of the Fund's outstanding Shares.

The Fund generally will not issue share certificates. The Fund's Transfer Agent will maintain an account for each ~~Shareholder~~ Stockholder upon which the registration and transfer of Shares are recorded, and transfers will be reflected by bookkeeping entry, without physical delivery. The Transfer Agent will require that a ~~Shareholder~~ Stockholder provide requests in writing, accompanied by a valid signature guarantee form, when changing certain information in an account such as wiring instructions or telephone privileges.

### *Trading and Net Asset Value Information*

In the past, the Shares have traded at both a premium and at a discount in relation to NAV. Although the Shares recently have been trading at a premium above NAV, there can be no assurance that this premium will continue after the Offering or that the Shares will not again trade at a discount. ~~Although the Fund's Shares have typically traded at a premium to NAV during the past several years, shares~~ Shares of closed-end ~~funds investment companies such as the Fund~~ frequently trade at a discount from ~~their net asset value~~ NAV. See "Risk Factors." The Shares are listed and traded on the NYSE MKT. The average weekly trading volume of the Shares on the NYSE MKT during the calendar year ended December 31, 2011 was ~~837,079~~ 350,887 Shares.

The following table shows for the quarters indicated: (i) the high and low sale price of the Shares on the NYSE MKT; (ii) the high and low NAV per Share; and (iii) the high and low premium or discount to NAV at which the Shares were trading (as a percentage of NAV):

Fiscal Quarter Ended	High Close	Low Close	High NAV	Low NAV	Premium/-(Discount) to High NAV	Premium/-(Discount) To Low NAV
<u>09/30/12</u>	<u>\$ 7.64</u>	<u>\$ 6.92</u>	<u>\$ 6.10</u>	<u>\$ 5.91</u>	<u>25.66%</u>	<u>17.17%</u>
<u>06/30/12</u>	<u>7.97</u>	<u>6.66</u>	<u>6.41</u>	<u>5.75</u>	<u>29.52</u>	<u>16.83</u>
<u>03/31/12</u>	<u>7.64</u>	<u>6.71</u>	<u>6.45</u>	<u>6.15</u>	<u>19.19</u>	<u>7.70</u>
12/31/11	<del>\$6.89</del> <u>8.99</u>	<del>\$5.65</del> <u>6.46</u>	<del>\$4.88</del> <u>6.24</u>	<del>\$5.30</del> <u>5.47</u>	<del>31.22%</del> <u>54.57</u>	<del>20.24%</del> <u>7.66</u>
09/30/11	<del>7.40</del> <u>10.55</u>	<del>6.04</del> <u>8.45</u>	<del>5.08</del> <u>7.29</u>	<del>5.99</del> <u>7</u>	<del>30.00</del> <u>51.94</u>	<del>20.40</del> <u>41.37</u>
06/30/11	<del>7.85</del> <u>11.00</u>	<del>6.83</del> <u>9.95</u>	<del>6.03</del> <u>7.60</u>	<del>5.65</del> <u>6.93</u>	<del>34.37</del> <u>52.26</u>	<del>19.03</del> <u>39.34</u>
03/31/11	<del>8.69</del> <u>10.95</u>	<del>7.21</del> <u>8.93</u>	<del>5.77</del> <u>7.73</u>	<del>5.32</del> <u>7.26</u>	<del>56.68</del> <u>43.01</u>	<del>27.04</del> <u>19.34</u>
12/31/10	<del>7.50</del> <u>11.70</u>	<del>6.77</del> <u>8.38</u>	<del>6.03</del> <u>7.55</u>	<del>5.73</del> <u>7.12</u>	<del>27.65</del> <u>56.99</u>	<del>17.75</del> <u>14.19</u>
09/30/10	<del>7.17</del> <u>11.70</u>	<del>6.75</del> <u>10.36</u>	<del>5.62</del> <u>7.31</u>	<del>5.19</del> <u>6.72</u>	<del>33.02</del> <u>59.48</u>	<del>20.28</del> <u>49.52</u>
06/30/10	<del>12.7</del> <u>8.52</u>	<del>6.39</del> <u>9.96</u>	<del>6.22</del> <u>8.33</u>	<del>5.22</del> <u>6.83</u>	<del>29.89</del> <u>55.64</u>	<del>21.20</del> <u>40.65</u>
03/31/10	<del>9.16</del> <u>12.50</u>	<del>6.05</del> <u>9.60</u>	<del>6.48</del> <u>8.44</u>	<del>5.71</del> <u>7.68</u>	<del>41.20</del> <u>55.64</u>	<del>13.95</del> <u>31.01</u>
12/31/09	<del>9.56</del> <u>12.99</u>	<del>8.89</del> <u>10.57</u>	<del>6.58</del> <u>8.34</u>	<del>6.09</del> <u>8.00</u>	<del>50.15</del> <u>55.48</u>	<del>41.72</del> <u>30.06</u>
09/30/09	<del>10.28</del> <u>14.65</u>	<del>8.86</del> <u>10.16</u>	<del>6.56</del> <u>8.30</u>	<del>5.92</del> <u>7.41</u>	<del>69.76</del> <u>78.01</u>	<del>42.90</del> <u>31.44</u>
06/30/09	<del>11.71</del> <u>10.41</u>	<del>8.00</del> <u>7.18</u>	<del>6.81</del> <u>8.11</u>	<del>5.98</del> <u>7.57</u>	<del>77.26</del> <u>35.19</u>	<del>46.84</del> <u>(2.76)</u>
03/31/09	<del>10.9</del> <u>0.25</u>	<del>6.65</del> <u>5.84</u>	<del>7.40</del> <u>8.97</u>	<del>5.50</del> <u>6.41</u>	<del>61.71</del> <u>11.40</u>	<del>2.19</del> <u>(9.59)</u>

### Recent Rights Offerings

The Fund conducted a rights offering that expired on December 10, 2010 and included similar terms and conditions as this Offering (the “2010 Offering”). Pursuant to the 2010 Offering, the Fund issued 1,433,827 Shares in fulfillment of Basic Subscription requests at a subscription price of \$8.24 per Share, for a total offering of \$11,812,869.

~~The Fund conducted a rights offering that expired on May 6, 2011 and included similar terms and conditions as this Offering (the “2011 Offering”). Pursuant to the 2011 Offering, which was fully subscribed, the Fund issued 6,254,468 5,734,886 Shares (3,127,234 2,867,443 Shares of which were Over-Allotment Shares) at a subscription price of \$6.409 per Share, for a total offering of \$40,591,497. Except for the 2011 Offering, the Fund has not conducted any other rights offerings.~~34,925,455.

### Repurchase of Shares

As has been done in the past to enhance ~~Shareholder~~Stockholder value, pursuant to Section 23 of the Investment Company Act, the Fund may purchase ~~its~~ Shares on the open market from time to time, at such times, and in such amounts as may be deemed advantageous to the Fund. Nothing herein shall be considered a commitment to purchase such ~~S~~ shares. The Fund had no repurchases during the year ended December 31, 2011. No limit has been placed on the number of Shares to be repurchased by the Fund other than those imposed by federal securities laws. All purchases are made in accordance with federal securities laws, with Shares repurchased held in treasury, for future use by the Fund. In determining to repurchase ~~its~~ Shares, the Board of ~~Trustees~~Directors, in consultation with the Adviser, will consider such factors as the market price of the Shares, the net asset value of the Shares, the liquidity of the assets of the Fund, effect on the Fund’s expenses, whether such transactions would impair the Fund’s status as a regulated investment company or result in a failure to comply with applicable asset coverage requirements, general economic conditions and such other events or conditions, which may have a material effect on the Fund’s ability to consummate such transactions.

### Preferred Shares

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~~The Declaration of Trust authorizes the issuance of an unlimited number of shares with preference rights, including preferred shares (“preferred shares”), having no par value per share or such other amount as the Trustees may establish, in one or more series, with rights as determined by the Board of Trustees, by action of the Board of Trustees without the approval of the Shareholders.~~ Charter provides that the Directors of the Fund may classify or reclassify authorized but unissued shares of stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of the Fund’s capital stock. The Board may issue preferred shares in the future, but has no current intention to do so.

Under the requirements of the 1940 Act, the Fund must, immediately after the issuance of any preferred shares, have an “asset coverage” of at least 200%. Asset coverage means the ratio which the value of the total assets of the Fund, less all liability and indebtedness not represented by senior securities (as defined in the 1940 Act), bears to the aggregate amount of senior securities representing indebtedness of the Fund, if any, plus the aggregate liquidation preference of the preferred shares. If the Fund seeks a rating of the preferred shares, asset coverage requirements, in addition to those set forth in the 1940 Act, may be imposed. The liquidation value of the preferred shares is expected to equal their aggregate original purchase price plus redemption premium, if any, together with any accrued and unpaid dividends thereon (on a cumulative basis), whether or not earned or declared. The terms of the preferred shares, including their dividend rate, voting rights, liquidation preference and redemption provisions, will be determined by the Board of ~~Trustees~~ Directors (subject to applicable law and the Fund’s ~~Declaration of Trust~~ Charter) if and when it authorizes the preferred shares. The Fund may issue preferred shares that provide for the periodic redetermination of the dividend rate at relatively short intervals through an auction or remarketing procedure, although the terms of the preferred shares may also enable the Fund to lengthen such intervals. At times, the dividend rate as redetermined on the Fund’s preferred shares may approach or exceed the Fund’s return after expenses on the investment of proceeds from the preferred shares and the Fund’s leveraged capital structure would result in a lower rate of return to ~~Shareholders~~ common stockholders than if the Fund were not so structured. If issued, preferred shares may be viewed as adding leverage to the Fund.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Fund, the terms of any preferred shares may entitle the holders of preferred shares to receive a preferential liquidating distribution (expected to equal the original purchase price per share plus redemption premium, if any, together with accrued and unpaid dividends, whether or not earned or declared and on a cumulative basis) before any distribution of assets is made to holders of ~~Shares~~ common shares. After payment of the full amount of the liquidating distribution to which they are entitled, the preferred ~~Shareholders~~ stockholders would not be entitled to any further participation in any distribution of assets by the Fund.

Under the 1940 Act, if at any time dividends on the preferred shares are unpaid in an amount equal to two full years’ dividends thereon, the holders of all outstanding preferred shares, voting as a class, will be allowed to elect a majority of the Fund’s ~~Trustees~~ Directors until all dividends in default have been paid or declared and set apart for payment. In addition, if required by the ~~R~~ a Rating Agency rating the preferred shares or if the Board of ~~Trustees~~ Directors determines it to be in the best interests of the ~~Shareholders~~ common stockholders, issuance of the preferred shares may result in more restrictive provisions than required by the 1940 Act being imposed. In this regard, holders of the preferred shares may be entitled to elect a majority of the Fund’s Board of ~~Trustees~~ Directors in other circumstances, for example, if one payment on the preferred shares is in arrears.

~~If the Fund were to issue preferred shares, it is expected that the Fund would seek a AAA/Aaa credit rating for the preferred shares from a Rating Agency. In that case, as long as preferred shares are outstanding, the composition of its portfolio would reflect guidelines established by such Rating Agency. Although, as of the date hereof, no such Rating Agency has established guidelines relating to any such preferred shares, based on previous guidelines established by such Rating Agencies for the securities of other issuers, the Fund anticipates that the guidelines with respect to the preferred shares would establish a set of tests for portfolio composition and asset coverage that supplement (and in some cases are more restrictive than) the applicable requirements under the 1940 Act. Although, at this time, no assurance can be given as to the nature or extent of the guidelines, which may be imposed in connection with obtaining a rating of the preferred shares, the Fund currently anticipates that such guidelines will include asset coverage requirements, which are more restrictive than those under the 1940 Act, restrictions on certain portfolio investments and investment practices, requirements that the Fund maintain a portion of its net assets in~~

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~~short-term, high-quality, fixed income securities and certain mandatory redemption requirements relating to the preferred shares. No assurance can be given that the guidelines actually imposed with respect to the preferred shares by such Rating Agency will be more or less restrictive than as described in this prospectus.~~

~~Anti-Takeover Additional Provisions in the Declaration of Trust of the Charter and By-laws~~

~~—————The Declaration of Trust includes provisions that could have the effect of limiting the ability of other entities or persons to acquire control of the Fund or to change the composition of the Board of Trustees, and could have the effect of depriving the Fund’s Shareholders of an opportunity to sell their Shares at a premium over prevailing market prices by discouraging a third party from seeking to obtain control of the Fund. These provisions may have the effect of discouraging attempts to acquire control of the Fund, which attempts could have the effect of increasing the expenses of the Fund and interfering with the normal operation of the Fund. A Trustee may be removed from office without cause, at any time by a written instrument signed or adopted by a vote of the holders of at least a majority of the Shares of the Fund that are entitled to vote in the election of such Trustee.~~

~~—————The Declaration of Trust provides that the Fund may not merge into another entity, or sell, lease or exchange all or substantially all of its assets without the approval of at least two-thirds of the Trustees and 50% of the affected Shareholders.~~

~~In addition, the Declaration of Trust A Director may be removed from office without cause, at any time by a written instrument signed or adopted by a vote of the holders of at least a majority of the shares of the Fund that are entitled to vote in the election of such Director. The Charter requires the favorable vote of the holders of at least 50 2/3% of the outstanding shares of each class of the Fund, voting as a class, then entitled to vote to approve, adopt or authorize certain transactions with 5%-or-greater holders of the Fund’s outstanding shares and their affiliates or associates, unless two-thirds of the Board of ~~Trustees~~ Directors have approved by resolution a memorandum of understanding with such holders, in which case normal voting requirements would be in effect. For purposes of these provisions, a 5%-or-greater holder of outstanding shares (a “Principal ~~Shareholder~~ Stockholder”) refers to any person who, whether directly or indirectly and whether alone or together with its affiliates and associates, beneficially owns 5% or more of the outstanding ~~Shares~~ shares of beneficial interest of the Fund. The transactions subject to these special approval requirements are: (i) the merger or consolidation of the Fund or any subsidiary of the Fund with or into any Principal ~~Shareholder~~ Stockholder; (ii) the issuance of any securities of the Fund to any Principal ~~Shareholder~~ Stockholder for cash (other than pursuant to any automatic dividend reinvestment plan or pursuant to any offering in which such Principal ~~Shareholder~~ Stockholder acquires securities that represent no greater a percentage of any class or series of securities being offered than the percentage of any class of shares beneficially owned by such Principal ~~Shareholder~~ Stockholder immediately prior to such offering or, in the case of securities, offered in respect of another class or series, the percentage of such other class or series beneficially owned by such Principal ~~Shareholder~~ Stockholder immediately prior to such offering); (iii) the sale, lease or exchange of all or any substantial part of the assets of the Fund to any Principal ~~Shareholder~~ Stockholder (except assets having an aggregate fair market value of less than \$1,000,000, aggregating for the purpose of such computation all assets sold, leased or exchanged in any series of similar transactions within a twelve month period); and (iv) the sale, lease or exchange to the Fund or any subsidiary thereof, in exchange for securities of the Fund, of any assets of any Principal ~~Shareholder~~ Stockholder (except assets having an aggregate fair market value of less than \$1,000,000, aggregating for the purposes of such computation all assets sold, leased or exchanged in any series of similar transactions within a twelve month period); ~~or (v) the purchase by the Fund, or any entity controlled by the Fund, of any Shares from any Principal Shareholder or any person to whom any Principal Shareholder transferred Shares.~~~~

~~The Board of Trustees has determined that provisions with respect to the Board of Trustees and the 50% voting requirements described above are in the best interest of the Fund’s Shareholders generally. Reference should be made to the Declaration of Trust on file with the SEC for the full text of these provisions.~~

## LEGAL MATTERS

Certain legal matters in connection with the Shares will be passed upon for the Fund by Blank Rome LLP, New York, New York.

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## REPORTS TO ~~SHAREHOLDERS~~CKHOLDERS

The Fund sends its ~~Shareholders~~ckholders unaudited semi-annual and audited annual reports, including a list of investments held.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Tait, Weller & Baker LLP is the independent registered public accounting firm for the Fund and ~~audits~~will audit the Fund's financial statements. Tait, Weller & Baker LLP is located at 1818 Market Street, Suite 2400, Philadelphia, Pennsylvania 19103.

## ADDITIONAL INFORMATION

The prospectus and the Statement of Additional Information do not contain all of the information set forth in the Registration Statement that the Fund has filed with the SEC (file No. 333-17523019). The complete Registration Statement may be obtained from the SEC at [www.sec.gov](http://www.sec.gov). See the cover page of this prospectus for information about how to obtain a paper copy of the Registration Statement or Statement of Additional Information without charge.



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**THE FUND'S PRIVACY POLICY**

<b>FACTS</b>	WHAT DOES CORNERSTONE <del>PROGRESSIVE RETURN</del> <u>STRATEGIC VALUE FUND-<u>JNC.</u></u> (“CORNERSTONE” OR THE “FUND”), AND SERVICE PROVIDERS TO THE FUND, ON THE FUND’S BEHALF, DO WITH YOUR PERSONAL INFORMATION?
<b>Why?</b>	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
<b>What?</b>	<p>The types of personal information we, and our service providers, on our behalf, collect and share depends on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>• Social Security number</li> <li>• account balances</li> <li>• account transactions</li> <li>• transaction history</li> <li>• wire transfer instructions</li> <li>• checking account information</li> </ul> <p>When you are no longer our customer, we continue to share your information as described in this notice.</p>
<b>How?</b>	All financial companies need to share customers’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers ‘ personal information; the reasons the Fund, and our service providers, on our behalf, choose to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Cornerstone share?	Can you limit this sharing?
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes – to offer our products and services to you	No	We don’t share
For joint marketing with other financial companies	No	We don’t share
For our affiliates’ everyday business purposes – information about your transactions and experiences	Yes	No
For our affiliates’ everyday business purposes – information about your creditworthiness	No	We don’t share

For our affiliates to market to you	No	We don't share
For nonaffiliates to market to you	No	We don't share

<b>Questions?</b>	<b>Call (513) 326-3597</b>
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What we do	
<b>Who is providing this notice?</b>	Cornerstone <del>Progressive Return Strategic Value</del> <u>Fund, Inc.</u> (“Cornerstone” or the “Fund”)
<b>How does the Fund, and the Fund’s service providers, on the Fund’s behalf, protect my personal information?</b>	To protect your personal information from unauthorized access and use, we and our service providers use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
<b>How does the Fund, and the Fund’s service providers, on the Fund’s behalf, collect my personal information?</b>	We collect your personal information, for example, when you: <ul style="list-style-type: none"> <li>▪ open an account</li> <li>▪ provide account information</li> <li>▪ give us your contact information</li> <li>▪ make a wire transfer</li> </ul> <p>We also collect your information from others, such as credit bureaus, affiliates, or other companies.</p>
<b>Why can’t I limit all sharing?</b>	Federal law gives you the right to limit only <ul style="list-style-type: none"> <li>▪ sharing for affiliates’ everyday business purposes – information about your creditworthiness</li> <li>▪ affiliates from using your information to market to you</li> <li>▪ sharing for nonaffiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>
Definitions	
<b>Affiliates</b>	Companies related by common ownership or control. They can be financial and nonfinancial companies. <ul style="list-style-type: none"> <li>▪ <i>Cornerstone Advisors, Inc., Cornerstone <del>Total Progressive Return Fund, Inc.</del> and Cornerstone <del>Strategic Value Total Return</del> Fund, Inc.</i></li> </ul>

<b>Nonaffiliates</b>	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone does not share with nonaffiliates so they can market to you.</i></li> </ul>
<b>Joint marketing</b>	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone does not jointly market.</i></li> </ul>

~~**Cornerstone Progressive Return Fund**~~  
~~**15,776,109 Rights for 5,258,703 Shares of**~~  
~~**Beneficial Interest**~~

*Not part of the Prospectus*

Cornerstone Strategic Value Fund, Inc.

[ ] Rights for

[ ] Shares of Common Stock

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**PROSPECTUS**

**May 24**[ ], 2012

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Comparison Details	
Title	<b>pdfDocs compareDocs Comparison Results</b>
Date & Time	10/17/2012 10:58:47 AM
Comparison Time	4.80 seconds
compareDocs version	v3.4.7.10

Sources	
Original Document	[#12202101] [v1] CFP Prospectus Rights Offering 497 (as filed on May 24, 2012).docDMS Information
Modified Document	[#12241884] [v4] CLM Prospectus - Rights Offering 2012.docDMS information

Comparison Statistics	
Insertions	530
Deletions	167
Changes	732
Moves	76
TOTAL CHANGES	1505

Word Rendering Set Markup Options	
Name	Standard
<u>Insertions</u>	
<del>Deletions</del>	
<u>Moves</u> / <del>Moves</del>	
Inserted cells	
Deleted cells	
Merged cells	
Formatting	Color only.
Changed lines	Mark left border.
Comments color	ByAuthorcolor options]
Balloons	False

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after Saving	General	Always
Report Type	Word	Formatting
Character Level	Word	True
Include Headers / Footers	Word	True
Include Footnotes / Endnotes	Word	True
Include List Numbers	Word	True
Include Tables	Word	True
Include Field Codes	Word	True
Include Moves	Word	True
Show Track Changes Toolbar	Word	True
Show Reviewing Pane	Word	True
Update Automatic Links at Open	Word	True
Summary Report	Word	End
Include Change Detail Report	Word	Separate
Document View	Word	Print
Remove Personal Information	Word	False

STATEMENT OF ADDITIONAL INFORMATION

~~NOVEMBER 21, 2011~~

1, 2012

CORNERSTONE STRATEGIC VALUE FUND, INC.  
C/O ULTIMUS FUND SOLUTIONS, LLC  
350 JERICHO TURNPIKE, SUITE 206  
JERICHO, NEW YORK 11753

THIS STATEMENT OF ADDITIONAL INFORMATION (“SAI”) IS NOT A PROSPECTUS. THIS SAI SHOULD BE READ IN CONJUNCTION WITH THE PROSPECTUS OF CORNERSTONE STRATEGIC VALUE FUND, INC. (THE “FUND”), DATED ~~NOVEMBER 21, 2011~~ 1, 2012 (THE “PROSPECTUS”), AS IT MAY BE SUPPLEMENTED FROM TIME TO TIME. CAPITALIZED TERMS USED BUT NOT DEFINED IN THIS SAI HAVE THE MEANINGS GIVEN TO THEM IN THE PROSPECTUS.

A COPY OF THE PROSPECTUS MAY BE OBTAINED WITHOUT CHARGE BY CALLING THE FUND COLLECT AT (513) 326-3597. THE FUND DOES NOT HAVE AN INTERNET WEBSITE. THE REGISTRATION STATEMENT OF WHICH THE PROSPECTUS IS A PART CAN BE REVIEWED AND COPIED AT THE PUBLIC REFERENCE ROOM OF THE SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) AT 100 F STREET NE, WASHINGTON, D.C. YOU MAY OBTAIN INFORMATION ON THE OPERATION OF THE PUBLIC REFERENCE ROOM BY CALLING THE SEC AT (202) 551-8090. THE FUND’S FILINGS WITH THE SEC ARE ALSO AVAILABLE TO THE PUBLIC ON THE SEC’S INTERNET WEBSITE AT WWW.SEC.GOV. COPIES OF THESE FILINGS MAY BE OBTAINED, AFTER PAYING A DUPLICATING FEE, BY ELECTRONIC REQUEST AT THE FOLLOWING E-MAIL ADDRESS: PUBLICINFO@SEC.GOV, OR BY WRITING THE SEC’S PUBLIC REFERENCE SECTION, 100 F ST. NE, WASHINGTON, D.C. 20549-0102.



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## FORWARD-LOOKING STATEMENTS

This SAI contains or incorporates by reference “forward-looking statements” (within the meaning of the federal securities laws) that involve risks and uncertainties. These statements describe our plans, strategies and goals and our beliefs and assumptions concerning future economic or other conditions and the outlook for the Fund, based on currently available information. In this SAI, words such as “anticipates,” “believes,” “expects,” “objectives,” “goals,” “future,” “intends,” “seeks,” “will,” “may,” “could,” “should,” and similar expressions are used in an effort to identify forward-looking statements, although some forward-looking statements may be expressed differently.

The Fund’s actual results could differ materially from those anticipated in the forward-looking statements because of various risks and uncertainties, including the factors set forth in the section headed “Risk Factors” in the Fund’s prospectus and elsewhere in the prospectus and this SAI. You should consider carefully the discussions of risks and uncertainties in the “Risk Factors” section in the prospectus. The forward-looking statements contained in this SAI are based on information available to the Fund on the date of this SAI, and the Fund assumes no obligation to update any such forward-looking statements, except as required by law.

## INVESTMENT RESTRICTIONS

### FUNDAMENTAL POLICIES

The Fund has adopted certain fundamental investment restrictions that may not be changed without the prior approval of the holders of a majority of the Fund’s outstanding voting securities. For purposes of the restrictions listed below, all percentage limitations, with the exception of the percentage limitation listed in 2 below, apply immediately after a purchase or initial investment, and any subsequent change in any applicable percentage resulting from market fluctuations does not require elimination of any security from the Fund’s portfolio. Fund policies which are not fundamental may be modified by the Board of Directors if, in the reasonable exercise of the Board’s business judgment, modification is determined to be necessary or appropriate to carry out the Fund’s objective. Under its fundamental restrictions, the Fund may not:

1. With respect to 75% of its total assets, purchase a security, other than securities issued or guaranteed by the U.S. Government or securities of other regulated investment companies, if as a result of such purchase, more than 5% of the value of that Fund’s total assets would be invested in the securities of any one issuer, or that Fund would own more than 10% of the voting securities of any one issuer.
2. Invest 25% or more of the total value of its assets in a particular industry. This restriction does not apply to investments in United States Government securities.
3. Issue senior securities, borrow or pledge its assets, except that the Fund may borrow from a bank for temporary or emergency purposes or for the clearance of transactions in amounts not exceeding 10% (taken at the lower of cost or current value) of its total assets (not including the amount borrowed) and may also pledge its assets to secure such borrowings. Additional investments will not be made when borrowings exceed 5% of the Fund's assets.
4. Make short sales of securities or maintain a short position in any security.
5. Purchase securities on margin, except such short-term credits as may be necessary or routine for the clearance or settlement of transactions and the maintenance of margin with respect to forward contracts or other hedging transactions.

6. Underwrite securities of other issuers, except insofar as the Fund may be deemed an underwriter under the 1933 Act in selling portfolio securities.
7. Purchase or sell commodities or real estate, except that the Fund may invest in securities secured by real estate or interests in real estate or in securities issued by companies, including real estate investment trusts, that invest in real estate or interests in real estate, and may purchase and sell forward contracts on foreign currencies to the extent permitted under applicable law.
8. Make investments for the purpose of exercising control over, or management of, the issuers of any securities.

#### **NON-FUNDAMENTAL POLICIES**

The following policies of the Fund are non-fundamental and may be changed by the Fund's Board of Directors without stockholder vote. Under its non-fundamental restrictions, the Fund may not:

1. Invest in more than 3% of any one investment company's total outstanding stock.
2. Invest more than 15% of its assets in illiquid U.S. and non-U.S. securities and may not invest more than 3% of the Fund's assets in the securities of companies that, at the time of investment, had less than a year of operations, including operations of predecessor companies.

## MANAGEMENT

The Board of Directors of the Fund (the “Board”) has the responsibility for the overall management of the Fund, including general supervision and review of the Fund’s investment activities and its conformity with Delaware law and the policies of the Fund. The Board elects the officers of the Fund, who are responsible for administering the Fund’s day-to-day operations.

The Directors, including the Directors who are not interested persons of the Fund, as that term is defined in the 1940 Act (“Independent Directors”), and executive officers of the Fund, their ages and principal occupations during the past five years are set forth below.

INDEPENDENT DIRECTORS					
NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY DIRECTOR	OTHER DIRECTORSHIPS HELD BY DIRECTOR
Glenn W. Wilcox, Sr. (Dec. 1931)	Director; Chairman of Audit Committee and Nominating and Corporate Governance Committee Member	Since 2000 (Until 2013)	Chairman of <del>the Board</del> , Tower Associates, Inc.; Chairman of the Board <del>and Chief Executive Officer</del> of Wilcox Travel Agency, Inc.; Director/Trustee of Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund	3	<del>Director of Wachovia Corp. WNC Regional Advisory Board;</del> Director of Champion Industries, Inc.
Andrew A. Strauss (Nov. 1953)	Director; Chairman of Nominating and Corporate Governance Committee and Audit Committee Member	Since 2000 (Until 2013)	Attorney and senior member of Strauss & Associates, P.A., Attorneys, <del>Asheville and Hendersonville, NC;</del> <del>previous President of White Knight Healthcare, Inc. and LMV Leasing, Inc., a wholly-owned subsidiary of Xerox Credit Corporation;</del> Director/Trustee of Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund	3	<del>Director of Deerfield Episcopal Retirement Community</del> <u>None</u>

**INDEPENDENT DIRECTORS**

<b>NAME AND ADDRESS* (BIRTHDATE)</b>	<b>POSITION(S) HELD WITH FUND</b>	<b>TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE</b>	<b>PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS</b>	<b>NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY DIRECTOR</b>	<b>OTHER DIRECTORSHIPS HELD BY DIRECTOR</b>
Edwin Meese III (Dec. 1931)	Director; Audit, Nominating and Corporate Governance Committee Member	Since 2000 (Until 2014)	Distinguished Fellow, The Heritage Foundation Washington D.C.; Distinguished Visiting Fellow at the Hoover Institution, Stanford University; Senior Adviser, Revelation L.P.; Director/Trustee of Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund	3	<a href="#"><u>None</u></a>
<b>Thomas H. Lenagh (Nov. 1924)</b>	<b>Director; Audit, Nominating and Corporate Governance Committee Member</b>	<b>Since 1987 (Until 2012)</b>	<b>Independent Financial Advisor; Director of Photonics Products Group; Director/Trustee of Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund</b>	<b>3</b>	<b>Director of Adams Express Company, Petroleum and Resources Corporation, and PPGI Industries.</b>

**INDEPENDENT DIRECTORS**

<b>NAME AND ADDRESS* (BIRTHDATE)</b>	<b>POSITION(S) HELD WITH FUND</b>	<b>TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE</b>	<b>PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS</b>	<b>NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY DIRECTOR</b>	<b>OTHER DIRECTORSHIPS HELD BY DIRECTOR</b>
Scott B. Rogers (July 1955)	Director; Audit, Nominating and Corporate Governance Committee Member	Since 2000 (Until 2012)	<del>Chairman</del> <u>Director</u> , Board of Health Partners Inc.; Chief Executive Officer, Asheville Buncombe Community Christian Ministry; and President, ABCCM Doctor's Medical Clinic; <del>Appointee, NC Governor's Commission on Welfare to Work</del> ; Director/Trustee of Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund	3	<del>Chairman &amp; Director, Recycling Unlimited; Director of A-B Vision Board, Interdenominational Ministerial Alliance, Faith Partnerships, Inc.</del> <u>None</u>

**INTERESTED DIRECTOR**

Ralph W. Bradshaw (Dec. 1950)***	Chairman of the Board of Directors and President	Since 1998 (Until 2014)	President, Cornerstone Advisors Inc.; Financial Consultant; President and Director/Trustee of Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund	3	
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\* The mailing address of each Director and ~~Officer~~ is c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753.

\*\* As of December 31, 2010~~1~~, the Fund Complex is comprised of the Fund, Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund, all of which are managed by Cornerstone Advisors, Inc. ~~the Adviser~~. Each of the above Directors oversees all of the Funds in the Fund Complex.

\*\*\* Mr. Bradshaw is an "interested person" as defined in the Investment Company Act of 1940 because of his affiliation with Cornerstone Advisors, Inc.

The Board believes that the significance of each Director's experience, qualifications, attributes or skills is an individual matter (meaning that experience that is important for one Director may not have the same value for another) and that these factors are best evaluated at the Board level, with no single Director, or particular factor, being indicative of the Board's effectiveness. The Board determined that each of the Directors is qualified to serve as a Director of the Fund based on a review of the experience, qualifications, attributes and skills of each Director. In reaching this determination, the Board has considered a variety of criteria, including, among other things: character and integrity; ability to review critically, evaluate, question and discuss information provided, to exercise effective business judgment in protecting stockholder interests and to interact effectively with the other Directors, the Adviser, other service providers, counsel and the independent registered accounting firm ("independent auditors"); and willingness and ability to commit the time necessary to perform the duties of a Director. Each Director's ability to perform his duties effectively is evidenced by his experience or achievements in the following areas: management or board experience in the investment management industry or companies or organizations in other fields, educational background and professional training; and experience as a Director of the Fund. In addition, the Board values the diverse skill sets and experiences that each Director contributes. The Board considers that its diversity as a whole is as a result of a combination of Directors who are working in the private, as opposed to public, sector, those that are retired from professional work and the various perspectives that each Director provides as a result of his present experiences and his background. Information discussing the specific experience, skills, attributes and qualifications of each Director which led to the Board's determination that the Director should serve in this capacity is provided below.

*Ralph W. Bradshaw.* Mr. Bradshaw is co-founder of Cornerstone Advisors, Inc. and has served as its President since its inception in 2001. He brings over 18-20 years of extensive investment management experience and also serves as a director of several other closed-end funds. Prior to founding the Adviser, he served in consulting and management capacities for registered investment advisory firms specializing in closed-end fund investments. His experiences included developing and implementing successful trading strategies with a variety of underlying portfolios containing domestic and international equity and fixed-income investments. In addition, he has been a financial consultant and has held managerial positions or operated small businesses in several industries. Mr. Bradshaw holds a B.S. in Chemical Engineering and an M.B.A. Mr. Bradshaw provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with service providers, counsel and the Fund's independent auditor. Mr. Bradshaw commits a significant amount of time to the Fund as a Director, in addition to in his capacity as President of the Adviser. The Board values his strong moral character and integrity.

~~**Thomas H. Lenagh. Mr. Lenagh has been involved in the investment company and financial industry for over 40 years, including as a member of the Board of Directors of the Merrill Lynch Funds for over ten years. Earlier in his career, Mr. Lenagh served as the Chief Executive Officer of a public company for approximately five years. In addition to the Cornerstone Funds' Boards, he serves on the boards of three other public companies. Mr. Lenagh is a Chartered Financial Analyst. Mr. Lenagh provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Lenagh has demonstrated a willingness to commit the time necessary to serve as an effective Director. The Board values his strong moral character and integrity.**~~

*Edwin Meese III.* Mr. Meese holds the Ronald Reagan Chair in Public Policy at The Heritage Foundation and is also the Chairman of The Heritage Foundation's Center for Legal and Judicial Studies. He is the former chairman of the governing board of George Mason University in Virginia and serves on the board of several civic and educational organizations. Previously, Mr. Meese served as the 75th Attorney General of the United States and immediately prior to that as Counselor to the President of the United States for Ronald Reagan. Mr. Meese provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with the Adviser, other service providers, counsel and

the Fund's independent auditor. Mr. Meese has demonstrated a willingness to commit the time necessary to serve as an effective Director. The Board values his strong moral character and integrity.

*Scott B. Rogers.* Reverend Rogers has been the Executive Director of a regional community ministry organization for over 30 years. In addition to the leadership and management skills obtained through this work, he contributes a non-profit perspective and community insight to the Board's discussions and deliberations, which provides desirable diversity. Mr. Rogers provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Rogers has demonstrated a willingness to commit the time necessary to serve as an effective Director. The Board values his strong moral character and integrity.

*Andrew A. Strauss.* Mr. Strauss is an experienced attorney with a securities law background. He currently manages a law firm specializing in estate planning, probate and estate administration. In addition, Mr. Strauss served in an executive capacity with a large public company for over nine years. He is a graduate of the Wharton School of the University of Pennsylvania and Georgetown University Law Center. Mr. Strauss provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Strauss has demonstrated a willingness to commit the time necessary to serve as an effective Director. The Board values his strong moral character and integrity.

*Glenn W. Wilcox, Sr.* Mr. Wilcox has been a business owner for over 55 years. He has previous business experience in the real estate development, radio and oil and gas exploration industries. He serves on the Board of Directors and Audit Committee of another public company. From 1996 until 2004, Mr. Wilcox was a member of the Board of Appalachian State University, and was Chairman of the Board from 2001-2003. He has been a private investor in public equities for over 50 years. Mr. Wilcox provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Wilcox has demonstrated a willingness to commit the time necessary to serve as an effective Director. The Board values his strong moral character and integrity.

Specific details regarding each Director's principal occupations during the past five years are included in the table above. The summaries set forth above as to the experience, qualifications, attributes and/or skills of the Directors do not constitute holding out the Board or any Director as having any special expertise or experience, and do not impose any greater responsibility or liability on any such person or on the Board as a whole than would otherwise be the case. The following table sets forth, for each Director, the aggregate dollar range of equity securities owned of the Fund and of all Funds overseen by each Director in the Fund Complex as of ~~December~~ September 30, 2010~~2~~. The information as to beneficial ownership is based on statements furnished to the Fund by each Director.

NAME OF DIRECTOR	DOLLAR RANGE OF EQUITY SECURITIES IN THE FUND	AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL REGISTERED INVESTMENT COMPANIES overseen BY DIRECTOR IN FAMILY OF INVESTMENT COMPANIES
INDEPENDENT DIRECTORS		
<b>Thomas H. Lenagh</b>	None	<b>\$1-\$10,000</b>
Edwin Meese III	None	None
Scott B. Rogers	None	Over \$100,000



NAME OF DIRECTOR	DOLLAR RANGE OF EQUITY SECURITIES IN THE FUND	AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL REGISTERED INVESTMENT COMPANIES OVERSEEN BY DIRECTOR IN FAMILY OF INVESTMENT COMPANIES
Andrew A. Strauss	<del>\$1-\$10,000</del> - <u>\$10,000</u>	<del>\$1-\$1-</del> \$10,000
Glenn W. Wilcox Sr.	\$1- \$10,000	\$10,001- \$50,000
INTERESTED DIRECTOR		
Ralph W. Bradshaw	\$10,001- \$50,000	Over \$100,000

### EXECUTIVE OFFICERS

The Board elects the officers of the Fund annually. In addition to Mr. Bradshaw, the current principal officers of the Fund are:

NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS
Gary A. Bentz (June 1956)	Chief Compliance Officer; Secretary and Assistant Treasurer	Since 2004, 2008, 2009, respectively	Chairman and Chief Financial Officer of Cornerstone Advisors, <del>Inc.; previous Director, Vice President and Treasurer of the Fund and Cornerstone Total Return Fund, Inc.;</del> Financial Consultant, C.P.A.; Chief Compliance Officer, Secretary, and Assistant Treasurer of Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund
<del>Frank J. Maresca</del> <u>Theresa M. Bridge</u> ( <del>Oct</del> <u>Dec.</u> 19 <u>58</u> <u>69</u> )	Treasurer	Since <del>2009</del> <u>2012</u>	<del>Executive Vice President of Ultimus Fund Solutions, LLC (since March 2009) previous Executive Director, JP Morgan Chase &amp; Co.; Previous President of Bear Stearns Funds Management Inc.; Previous Senior Managing Director of Bear Stearns &amp; Co. Inc.;</del> <u>Treasurer of Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund (since May 2009) Vice President and Mutual Fund Controller of Ultimus Fund Solutions, LLC</u>

\* The mailing address of each officer is c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753.

## COMPENSATION

The Fund will pay an annual fee in the amount of \$20,000 to each Director who is not an officer or employee of the Adviser (or any affiliated company of the Adviser). All Directors are reimbursed by the Fund for all reasonable out-of-pocket expenses incurred relating to attendance at meetings of the Board of Directors or committee meetings.

The table set forth below includes information regarding compensation from the Fund and other funds in the Fund Complex for each of the Directors during the year ended December 31, 2010. This information does not reflect any additional monies received for a named individual serving in any other capacity to the Fund. Please note that the Fund has no bonus, profit sharing, pension or retirement plans, none of the officers of the Fund receive compensation from the Fund, nor does any person affiliated with the Fund receive compensation in excess of \$60,000 from the Fund.

NAME OF PERSON, POSITION	AGGREGATE COMPENSATION FROM FUND	PENSION OR RETIREMENT BENEFITS ACCRUED AS PART OF FUND EXPENSES	ESTIMATED ANNUAL BENEFITS UPON RETIREMENT	TOTAL COMPENSATION FROM FUND AND FUND COMPLEX PAID TO DIRECTORS*
INDEPENDENT DIRECTOR				
Glenn W. Wilcox, Sr.	\$20,000	None	None	\$45,000
Andrew A. Strauss	\$20,000	None	None	\$45,000
Edwin Meese III	\$20,000	None	None	\$45,000
Scott B. Rogers	\$20,000	None	None	\$45,000
<b>Thomas H. Lenagh</b>	<b>\$20,000</b>	<b>None</b>	<b>None</b>	<b>\$45,000</b>
INTERESTED DIRECTOR				
Ralph W. Bradshaw	\$0	None	None	\$0

\* For compensation purposes, the Fund Complex refers to the Fund, Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund, all of which were managed by Cornerstone Advisors, Inc. during the year ended December 31, 2010.

## DIRECTOR TRANSACTIONS WITH FUND AFFILIATES

As of ~~December~~ September 30, 2010, neither the Independent Directors nor members of their immediate family owned securities beneficially or of record in Cornerstone Advisors, Inc., or any affiliate thereof. Furthermore, over the past five years, neither the Independent Directors nor members of their immediate family have any direct or indirect interest, the value of which exceeds \$120,000, in Cornerstone Advisors, Inc. or any affiliate thereof. In addition, since the beginning of the last two fiscal years, neither the Independent Directors nor members of their immediate family have conducted any transactions (or series of transactions) or maintained any direct or indirect relationship in which the amount involved exceeds \$120,000 and to which Cornerstone Advisors, Inc. or any affiliate thereof, the Fund, an officer of the Fund, an investment company which the Cornerstone Advisors, Inc. advises or an officer thereof was a party.

## BOARD COMPOSITION AND LEADERSHIP STRUCTURE

The Board consists of ~~six~~ five individuals, one of whom is an Interested Director. The Chairman of the Board, Mr. Bradshaw, is the Interested Director and is the President of the Fund, the President of the Adviser, and is the President and a director of Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund. The Board does not have a lead independent director.

The Board believes that its structure facilitates the orderly and efficient flow of information to the Directors from the Adviser and other service providers with respect to services provided to the Fund, potential conflicts of interest that could arise from these relationships and other risks that the Fund may face. The Board further believes that its structure allows all of the Directors to participate in the full range of the Board's oversight responsibilities. The Board believes that the orderly and efficient flow of information and the ability to bring each Director's talents to bear in overseeing the Fund's operations is important, in light of the size and complexity of the Fund and the risks that the Fund faces. The Board and its committees review their structure regularly, to help ensure that it remains appropriate as the business and operations of the Fund and the environment in which the Fund operates changes.

Currently, the Board has an Audit Committee and a Nominating and Corporate Governance Committee. The responsibilities of each committee and its members are described below. Each of the Directors attended at least seventy-five (75%) percent of the ~~six (6)~~five meetings of the Board of Directors and the four ~~(4)~~ meetings of its committees (including regularly scheduled and special meetings) held during the calendar year ended December 31, 2010~~1~~.

### THE AUDIT COMMITTEE

~~During the calendar year ended December 31, 2010, the Audit Committee was comprised solely of Independent Directors. The members of the Audit Committee during this period were Messrs. Wilcox, Sr., Strauss, Rogers, Meese, and Lenagh. The Board of Directors has adopted an audit committee. The Fund has a standing Audit Committee (the "Audit Committee"), which is comprised of Messrs. Wilcox, Meese, Rogers and Strauss, all of whom are Directors who are not interested persons of the Fund, as such term is defined in Section 2(a)(19) of the Investment Company Act. The Audit Committee has a written~~ charter. The principal functions of the Audit Committee include but are not limited to, (i) the oversight of the accounting and financial reporting processes of the Fund and its internal control over financial reporting; (ii) the oversight of the quality and integrity of the Fund's financial statements and the independent audit thereof; and (iii) the approval, prior to the engagement of, the Fund's independent registered public accounting firm and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund's independent registered public accounting firm. The Audit Committee convened four ~~(4)~~ times during the 2010~~1~~ calendar year.

The Audit Committee currently does not have an Audit Committee Financial Expert, as such term is defined in Section 407 of the Sarbanes-Oxley Act of 2002. Rather, the Audit Committee members believe that each of their individual experiences provide the Audit Committee with sufficient experience and expertise to allow them to perform their duties as members of the Audit Committee.

### THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Fund has a standing Nominating and Corporate Governance Committee (the "N&CG Committee"), which is comprised of Messrs. Wilcox, Sr., Strauss, Rogers, ~~and~~ Meese, ~~and~~ Lenagh, all of whom are Independent Directors. The N&CG Committee has a written charter. In addition to its responsibility to oversee the corporate governance of the Fund, the N&CG Committee's principal function is to identify and select qualified candidates for the Board who have exhibited strong decision making ability, substantial business experience, relevant knowledge of the investment company industry (including closed-end funds), skills or technological expertise and exemplary personal integrity and reputation. In addition, the N&CG Committee seeks candidates that have experience and knowledge involving all of the service providers of a registered investment company.

The N&CG Committee will consider all nominees recommended by stockholders of the Fund, so long as stockholders send their recommendations in writing to the Secretary of the Fund in a

manner consistent with the Fund's By-laws. Specifically, the N&CG Committee assesses all director nominees taking into account several factors, including, but not limited to, issues such as the current needs of the Board and the nominee's: (i) integrity, honesty, and accountability; (ii) successful leadership experience and strong business acumen; (iii) forward-looking, strategic focus; (iv) collegiality; (v) independence and absence of conflicts of interests; and (vi) ability to devote necessary time to meet ~~a~~Director responsibilities. The N&CG Committee does not have a policy with regard to considering diversity when identifying candidates for election, but would expect to consider racial, gender and professional experience diversity when identifying future candidates. The N&CG Committee will ultimately recommend nominees that it believes will enhance the Board's ability to effectively oversee, in an effective manner, the affairs and business of the Fund. The N&CG Committee will consider and evaluate stockholder-recommended candidates by applying the same criteria used to evaluate director-recommended candidates. ~~The N&CG Committee will ultimately recommend nominees that it believes will enhance the Board's ability to effectively oversee the affairs and business of the Fund. Currently, the By-laws provide that the~~ deadline for submitting a stockholder proposal for inclusion in the Fund's proxy statement and proxy for the Fund's 201~~23~~<sup>21</sup> annual meeting of stockholders pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, ~~was~~ is November ~~21~~<sup>21</sup>, 201~~12~~<sup>12</sup>. Stockholders wishing to submit proposals or director nominations that are to be included in such proxy statement and proxy must have delivered notice to the Secretary at the principal executive offices of the Fund not later than the close of business on November ~~21~~<sup>21</sup>, 201~~12~~<sup>12</sup>. Stockholders are also advised to review the Fund's By-laws, which contain additional requirements with respect to advance notice of stockholder proposals and director nominations.

~~In 2011, the N&CG Committee met and discussed the nomination of the Class I Directors of the Fund for the 2011 Annual Meeting of Stockholders. Each Nominee was recommended by the N&CG Committee, comprised of Independent Directors.~~ The N&CG Committee convened four ~~(4)~~ times during the 201~~01~~<sup>01</sup> calendar year.

## **BOARD'S ROLE IN RISK OVERSIGHT OF THE FUND**

The Board oversees risk management for the Fund directly and, as to certain matters, through its Audit and N&CG Committees. The Board exercises its oversight in this regard primarily through requesting and receiving reports from and otherwise working with the Fund's senior officers (including the Fund's Chief Compliance Officer), portfolio management personnel of the Adviser, the Fund's independent auditors, legal counsel and personnel from the Fund's other service providers. At its regular quarterly meetings, the Board receives a report regarding risks applicable to the Funds presented by the Adviser and the Chief Compliance Officer. The Board has adopted, on behalf of the Fund, and periodically reviews with the assistance of the Fund's Chief Compliance Officer, policies and procedures designed to address certain risks associated with the Fund's activities. In addition, the Adviser and the Fund's other service providers also have adopted policies, processes and procedures designed to identify, assess and manage certain risks associated with the Fund's activities, and the Board receives reports from service providers with respect to the operation of these policies, processes and procedures as required and/or as the Board deems appropriate. The Board does not believe that a separate Risk Oversight Committee is necessary for effective risk oversight at this time, but intends to continuously evaluate how it assesses risk and will consider again in the future whether any changes to their current structure are prudent.

## CODE OF ETHICS

The Adviser and the Fund have each adopted a Code of Ethics, pursuant to Section 204A and Rule 204A-1 under the Investment Advisers Act of 1940 and Rule 17j-1 under the 1940 Act, respectively. Each Code of Ethics applies to the personal investing activities of the Directors, officers and certain employees of the Fund or the Adviser (“Access Persons”), as applicable. Rule 17j-1 and each Code of Ethics are designed to prevent unlawful practices in connection with the purchase or sale of securities by Access Persons. Each Code of Ethics permits Access Persons to trade securities for their own accounts, including securities that may be purchased or held by the Fund, and generally requires them to report their personal securities transactions and holdings. The Fund’s Code of Ethics is included as an exhibit to the Fund’s registration statement, which will be on file with the SEC, and available as described on the cover page of this SAI. The Adviser’s and the Fund’s Codes of Ethics may also be reviewed and copied at the SEC’s Public Reference Room in Washington, D.C., and information on the operation of the Public Reference Room may be obtained by calling the SEC at (202) 551-8090. The Codes of Ethics are also available on the EDGAR Database on the SEC’s Internet site at <http://www.sec.gov>, and copies of the Codes of Ethics may be obtained, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC’s Public Reference Section, Washington, D.C. 20549-0102.

## PROXY VOTING PROCEDURES

### PROXY VOTING POLICIES AND PROCEDURES

The Fund provides a voice on behalf of stockholders of the Fund. The Fund views the proxy voting process as an integral part of the relationship with the Fund. The Fund has delegated its authority to vote proxies to the Adviser, subject to the supervision of the Board of Directors. The Adviser has entered into an arrangement with Glass, Lewis & Co., LLC. (“Glass Lewis”) whereby Glass Lewis votes all of the Fund’s portfolio companies’ proxy statements and records all of the proxy votes for compilation in the Form N-PX. The Fund believes that by engaging Glass Lewis, the Fund is in a better position to monitor corporate actions, analyze proxy proposals, make voting decisions and ensure that proxies are submitted promptly. The fundamental purpose of Glass Lewis’ Voting Policy Guidelines is to ensure that each vote will be in a manner that reflects the best interest of the Fund and its stockholders, and that maximizes the value of the Fund’s investment.

### POLICIES OF THE ADVISER

The Adviser has a contractual arrangement, on behalf of the Fund, with Glass Lewis for proxy voting services related to Fund portfolio holdings. Glass Lewis provides the Fund with a set of voting policies and procedures and votes all of the Fund’s portfolio securities on behalf of the Fund in accordance with those policies. It is the Adviser’s policy to vote all proxies received by the Fund in a timely manner. Upon receiving each proxy, Glass Lewis will review the issues presented and make a decision to vote for, against or abstain on each of the issues presented in accordance with the proxy voting guidelines adopted by the Fund. Generally, the guidelines support policies, plans and structures that give quality management teams appropriate latitude to run the business in a way that is likely to maximize value for owners. Conversely, the guidelines generally oppose proposals that clearly have the effect of restricting the ability of stockholders to realize the full potential value of their investment. With respect to shares of other investment companies, Glass Lewis will vote such shares in the same general proportion as shares held by other stockholders of that investment company.

### CONFLICTS OF INTEREST

The Adviser’s duty is to vote in the best interests of the Fund’s stockholders. The Adviser believes that, by delegating authority to vote all proxies to Glass Lewis, it will avoid potential conflicts of interest between the Adviser’s interests and the Fund’s interests. However, if a potential conflict of interest does arise, Glass Lewis will take one of the following steps to resolve the conflict:

1. If a proposal is addressed by the guidelines, Glass Lewis will vote in accordance with those guidelines; or
2. If the Adviser believes it is in the Fund’s best interest to depart from the guidelines provided, the Adviser will disclose the conflict to the Fund and obtain its consent to the proposed vote prior to voting the securities and instruct accordingly.

### MORE INFORMATION

The actual voting records relating to the Fund’s portfolio securities during the most recent 12-month period ended June 30<sup>th</sup> ~~will be~~ are available without charge, upon request, by calling collect (513) 326-3597 or in the Fund’s reports filed with the SEC and available on the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, a copy of the Fund’s<sup>2</sup> proxy voting policies and procedures is available by calling collect (513) 326-3597 and will be sent within three business days of receipt of ~~a~~ a-such request.

## INVESTMENT ADVISORY AND OTHER SERVICES

### INVESTMENT ADVISORY SERVICES

The management of the Fund is supervised by the Board of Directors. Cornerstone Advisors, Inc. provides investment advisory services to the Fund pursuant to an investment management agreement entered into with the Fund (an “Investment Management Agreement”).

The Adviser, located at 1075 Hendersonville Road, Suite 250, Asheville, North Carolina, 28803, is a North Carolina corporation. It was formed in February, ~~2001~~ for the purpose of providing investment advisory and management services to investment companies. Ralph W. Bradshaw, ~~a Fund Director~~ the Fund’s Chairman and President, and Gary A. Bentz, ~~an officer of the Fund’s~~ Chief Compliance Officer, Secretary and Assistant Treasurer, are the only ~~stockholders~~ shareholders of the Adviser.

Under the general supervision of the Fund’s Board of Directors, the Adviser carries out the investment and reinvestment of the net assets of the Fund, continuously furnishes an investment program with respect to the Fund, determines which securities should be purchased, sold or exchanged, and implements such determinations. The Adviser furnishes to the Fund investment advice and office facilities, equipment and personnel for servicing the investments of the Fund.

The annual percentage rate and method used in computing the investment advisory fee of the Fund is described in the Prospectus.

The Investment Management Agreement is terminable, without penalty, on sixty days’ written notice, by a vote of the holders of a majority of the Fund’s outstanding shares, by the Directors of the Fund or by the Adviser. The Investment Management Agreement provides that it will automatically terminate in the event of its assignment. The Investment Management Agreement provides in substance that the Adviser shall not be liable for any action or failure to act in accordance with its duties thereunder in the absence of willful misfeasance, bad faith or gross negligence on the part of the Adviser or of reckless disregard of its obligations thereunder.

### ADMINISTRATIVE SERVICES

Under the Administration Agreement, Ultimus Fund Solutions, LLC (“Ultimus”), located at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, supplies executive, administrative and regulatory services for the Fund. ~~Frank J. Theresa M. Maresea~~ Bridge, the Fund’s Treasurer, is ~~an Executive~~ Vice President and Mutual Fund Controller of Ultimus. Ultimus supervises the preparation of reports to stockholders for the Fund, reports to and filings with the Securities and Exchange Commission and materials for meetings of the Board of Directors. For these services, the Fund pays Ultimus a monthly fee at an annual rate of 0.100% of its average daily net assets up to \$250 million and 0.075% of such assets in excess of \$250 million, subject to an annual minimum fee of \$50,000.

### FUND ACCOUNTING AGREEMENT

Under the Fund Accounting Agreement, Ultimus is responsible for calculating the net asset value of the common shares of the Fund and maintains the financial books and records of the Fund. For the performance of these services, the Fund pays Ultimus a base fee of \$2,500 per month plus an asset based fee of 0.010% of the first \$500 million of average daily net assets and 0.005% of such assets in excess of \$500 million.

Information regarding the Fund's custodian, transfer agent and independent public accounting firm is described in the Prospectus.



## PORTFOLIO MANAGERS

~~Mr.~~ Ralph W. Bradshaw is the portfolio manager responsible for the day-to-day management of the Fund (the “Portfolio Manager”). In addition, Mr. Bradshaw may consult with Gary Bentz, ~~another an~~ officer of the Adviser, regarding investment decisions. The following table shows the number of other accounts managed by Mr. Bradshaw and the total assets in the accounts managed within various categories as of ~~September~~ June 30, 201~~1~~2.

TYPE OF ACCOUNTS	NUMBER OF ACCOUNTS	TOTAL ASSETS (\$ IN MILLIONS)	ADVISORY FEE BASED ON PERFORMANCE	
			NUMBER OF ACCOUNTS	TOTAL ASSETS
RALPH W. BRADSHAW				
Registered Investment Companies	2	<del>100.02</del> <u>163.5</u>	0	0
Other Pooled Investments	0	0	0	0
Other Accounts	0	0	0	0

### CONFLICTS OF INTEREST

Conflicts of interest may arise because the Fund’s Portfolio Manager has day-to-day management responsibilities with respect to the Fund and two other accounts (i.e., Cornerstone Total Return Fund, Inc. and Cornerstone Progressive Return Fund). These potential conflicts include:

*LIMITED RESOURCES.* The Portfolio Manager cannot devote his full time and attention to the management of each of the accounts that he manages. Accordingly, the Portfolio Manager may be limited in his ability to identify investment opportunities for each of the accounts that are as attractive as might be the case if the Portfolio Manager was to devote substantially more attention to the management of a single account. The effects of this potential conflict may be more pronounced where the accounts have different investment strategies.

*LIMITED INVESTMENT OPPORTUNITIES.* Other investment funds of the Adviser may have investment objectives and policies similar to those of the Fund. The Adviser may, from time to time, make recommendations which result in the purchase or sale of a particular security by its other investment funds simultaneously with the Fund. If transactions on behalf of more than one investment fund during the same period increase the demand for securities being purchased or the supply of securities being sold, there may be an adverse effect on price or quantity. It is the policy of the Adviser to allocate advisory recommendations and the placing of orders in a manner that it believes is equitable to the accounts involved, including the Fund. When two or more investment funds of the Adviser are purchasing or selling the same security on a given day from the same broker-dealer, such transactions may be averaged as to price. See “Allocation of Brokerage”.

*DIFFERENT INVESTMENT STRATEGIES.* The accounts managed by the Portfolio Manager have differing investment strategies. If the Portfolio Manager determines that an investment opportunity may be appropriate for only some of the accounts or decides that certain of the accounts should take different positions with respect to a particular security, the Portfolio Manager may effect transactions for one or more accounts which may affect the market price of the security or the execution of the transaction, or both, to the detriment or benefit of one or more other accounts.

*SELECTION OF BROKERS.* The Portfolio Manager selects the brokers that execute securities transactions for the accounts that he supervises, including the Fund. See “Allocation of Brokerage.”

Where conflicts of interest arise between the Fund and other accounts managed by the Portfolio Manager, the Portfolio Manager will use good faith efforts so that the Fund will not be treated materially less favorably than other accounts.

### **COMPENSATION**

The Portfolio Manager's compensation will be made up of a fixed salary amount which is not based on the value of the assets in the Fund's portfolio.

### **SECURITIES OWNED IN THE FUND BY PORTFOLIO MANAGERS**

As of the date of this SAI, the Portfolio Manager owned ~~7292~~9,764 shares of the Fund. See "Director Ownership of Fund Shares."

## ALLOCATION OF BROKERAGE

Decisions regarding the placement of orders to purchase and sell investments for the Fund are made by the Adviser, subject to the supervision of the Directors. A substantial portion of the transactions in equity securities for the Fund will occur on domestic stock exchanges. Transactions on stock exchanges involve the payment of brokerage commissions. In transactions on stock exchanges in the United States and some foreign exchanges, these commissions are negotiated. However, on many foreign stock exchanges these commissions are fixed. In the case of securities traded in the foreign and domestic over-the-counter markets, there is generally no stated commission, but the price usually includes an undisclosed commission or markup. Over-the-counter transactions will generally be placed directly with a principal market maker, although the Fund may place an over-the-counter order with a broker-dealer if a better price (including commission) and execution are available.

It is anticipated that most purchase and sale transactions involving fixed income securities will be with the issuer or an underwriter or with major dealers in such securities acting as principals. Such transactions are normally effected on a net basis and generally do not involve payment of brokerage commissions. However, the cost of securities purchased from an underwriter usually includes a commission paid by the issuer to the underwriter. Purchases or sales from dealers will normally reflect the spread between the bid and ask price.

The policy of the Fund regarding transactions for purchases and sales of securities is that primary consideration will be given to obtaining the most favorable prices and efficient executions of transactions. Consistent with this policy, when securities transactions are effected on a stock exchange, the Fund's policy is to pay commissions which are considered fair and reasonable without necessarily determining that the lowest possible commissions are paid in all circumstances. The Board of Directors of the Fund believes that a requirement always to seek the lowest commission cost could impede effective management and preclude the Fund and the Adviser from obtaining high quality brokerage and research services. In seeking to determine the reasonableness of brokerage commissions paid in any transaction, the Adviser may rely on its experience and knowledge regarding commissions generally charged by various brokers and on its judgment in evaluating the brokerage and research services received from the broker effecting the transaction. Such determinations are necessarily subjective and imprecise, as in most cases an exact dollar value for those services is not ascertainable.

In seeking to implement the Fund's policies, the Adviser will place transactions with those brokers and dealers who it believes provide the most favorable prices and which are capable of providing efficient executions. If the Adviser believes such price and execution are obtainable from more than one broker or dealer, it may give consideration to placing transactions with those brokers and dealers who also furnish research or research related services to the Fund or the Adviser. Such services may include, but are not limited to, any one or more of the following: information as to the availability of securities for purchase or sale; statistical or factual information or opinions pertaining to investments; and appraisals or evaluations of securities. The information and services received by the Adviser from brokers and dealers may be of benefit in the management of accounts of other clients and may not in all cases benefit the Fund directly. While such services are useful and important in supplementing its own research and facilities, the Adviser believes the value of such services is not determinable and does not significantly reduce its expenses.

The Fund has adopted procedures under Rule 17a-7 of the 1940 Act to permit purchase and sales transactions to be effected between the Fund and other accounts that are managed by the Adviser. The Fund may from time to time engage in such transactions in accordance with these procedures.

Securities considered as investments for the Fund may also be appropriate for other investment accounts managed by the Adviser or its affiliates. Whenever decisions are made to buy or sell securities by

the Fund and one or more of such other accounts simultaneously, the Adviser will allocate the security transactions (including “hot” issues) in a manner which it believes to be equitable under the circumstances. As a result of such allocations, there may be instances where the Fund will not participate in a transaction that is allocated among other accounts. If an aggregated order cannot be filled completely, allocations will generally be made on a pro rata basis. An order may not be allocated on a pro rata basis where, for example: (i) consideration is given to an account with specialized investment policies that coincide with the particulars of a specific investment; (ii) pro rata allocation would result in odd-lot or de minimis amounts being allocated to a portfolio or other client; or (iii) where the Adviser reasonably determines that departure from a pro rata allocation is advisable. While these aggregation and allocation policies could have a detrimental effect on the price or amount of the securities available to the Fund from time to time, it is the opinion of the Directors of the Fund that the benefits from the Adviser’s organization outweigh any disadvantage that may arise from exposure to simultaneous transactions.

During the fiscal years ended December 31, ~~2008, 2009 and 2010~~ and 2011, the Fund paid ~~92,708,~~ \$44,812 ~~and~~ \$32,025 and \$46,916, respectively, in brokerage commissions.

## TAXES

**THE FOLLOWING IS A SUMMARY DISCUSSION OF THE MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY BE RELEVANT TO A STOCKHOLDER OF ACQUIRING, HOLDING AND DISPOSING OF SHARES OF THE FUND. THIS DISCUSSION DOES NOT ADDRESS THE SPECIAL TAX RULES APPLICABLE TO CERTAIN CLASSES OF INVESTORS, SUCH AS TAX-EXEMPT ENTITIES, FOREIGN INVESTORS, INSURANCE COMPANIES AND FINANCIAL INSTITUTIONS. THIS DISCUSSION ADDRESSES ONLY U.S. FEDERAL INCOME TAX CONSEQUENCES TO U.S. STOCKHOLDERS WHO HOLD THEIR SHARES AS CAPITAL ASSETS AND DOES NOT ADDRESS ALL OF THE U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY BE RELEVANT TO PARTICULAR STOCKHOLDERS IN LIGHT OF THEIR INDIVIDUAL CIRCUMSTANCES. IN ADDITION, THE DISCUSSION DOES NOT ADDRESS ANY STATE, LOCAL OR FOREIGN TAX CONSEQUENCES, AND IT DOES NOT ADDRESS ANY U.S. FEDERAL TAX CONSEQUENCES OTHER THAN U.S. FEDERAL INCOME TAX CONSEQUENCES. THE DISCUSSION IS BASED UPON PRESENT PROVISIONS OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE “CODE”), THE REGULATIONS PROMULGATED THEREUNDER, AND JUDICIAL AND ADMINISTRATIVE RULING AUTHORITIES, ALL OF WHICH ARE SUBJECT TO CHANGE OR DIFFERING INTERPRETATIONS (POSSIBLY WITH RETROACTIVE EFFECT). NO ATTEMPT IS MADE TO PRESENT A DETAILED EXPLANATION OF ALL U.S. FEDERAL INCOME TAX CONCERNS AFFECTING THE FUND AND ITS STOCKHOLDERS, AND THE DISCUSSION SET FORTH HEREIN DOES NOT CONSTITUTE TAX ADVICE. INVESTORS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS TO DETERMINE THE SPECIFIC TAX CONSEQUENCES TO THEM OF INVESTING IN THE FUND, INCLUDING THE APPLICABLE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES TO THEM AND THE EFFECT OF POSSIBLE CHANGES IN TAX LAWS.**

The Fund intends to elect to be treated and to qualify each year as a regulated investment company (a “RIC”) under the Code. Accordingly, the Fund must, among other things, (i) derive in each taxable year at least 90% of its gross income (including tax-exempt interest) from (a) dividends, interest, payments with respect to certain securities loans, and gains from the sale or other disposition of stock, securities or foreign currencies, or other income (including but not limited to gain from forward contracts) derived with respect to its business of investing in such stock, securities or currencies; and (b) net income from interests in “qualified publicly traded partnerships” (as defined in the Code); (ii) diversify its holdings so that, at the end of each quarter of each taxable year (a) at least 50% of the value of the Fund’s total assets is represented by cash and cash items, U.S. government securities, the securities of other regulated investment companies and other securities, with such other securities limited, in respect of any one issuer, to an amount not greater than 5% of the value of the Fund’s total assets and not more than 10% of the outstanding voting securities of such issuer and (b) not more than 25% of the value of the Fund’s total assets is invested in the securities (other than U.S. government securities and the securities of other regulated investment companies) of (I) any one issuer; (II) any two or more issuers that the Fund controls and that are determined to be engaged in the same business or similar or related trades or businesses or (III) any one or more “qualified publicly traded partnerships” (as defined in the Code); and (iii) distribute at least 90% of its investment company taxable income (as defined in the Code, but without regard to the deduction for dividends paid) and 90% of its tax-exempt interest income (net of certain deductions and amortizable bond premiums) for such taxable year in accordance with the timing requirements imposed by the Code, so as to maintain its RIC status and to avoid paying any U.S. federal income tax. For purposes of the 90% of gross income requirement described above, the Code expressly provides the U.S. Treasury with authority to issue regulations that would exclude foreign currency gains from qualifying income if such gains are not directly related to the Fund’s business of investing in stock or securities. While to date the U.S. Treasury has not exercised this regulatory authority, there can be no assurance that it will not issue regulations in the future (possibly with

retroactive application) that would treat some or all of the Fund's foreign currency gains as non-qualifying income. To the extent it qualifies for treatment as a RIC and satisfies the above-mentioned distribution requirements, the Fund will not be subject to U.S. federal income tax on income paid to its stockholders in the form of dividends or capital gain distributions.

In order to avoid incurring a U.S. federal excise tax obligation, the Code requires that the Fund distribute (or be deemed to have distributed) by December 31 of each calendar year an amount at least equal to the sum of (i) 98.2% of its ordinary income for such year and (ii) 98.2% of its capital gain net income (which is the excess of its realized capital gain over its realized capital loss), generally computed on the basis of the one-year period ending on October 31 of such year, after reduction by any available capital loss carryforwards, plus (iii) 100% of any ordinary income and capital gain net income from previous years (as previously computed) that were not paid out during such years and on which the Fund paid no U.S. federal income tax.

If the Fund does not qualify as a RIC for any taxable year, the Fund's taxable income will be subject to corporate income taxes, and all distributions from earnings and profits, including distributions of net capital gain (if any), will be taxable to the stockholder as ordinary income. Such distributions generally will be eligible (i) for the dividends received deduction in the case of corporate stockholders and (ii) for treatment as "qualified dividends" as discussed below, in the case of individual stockholders provided certain holding period and other requirements are met, as described below. In addition, in order to requalify for taxation as a RIC, the Fund may be required to recognize unrealized gains, pay substantial taxes and interest, and make certain distributions.

Distributions from the Fund, except in the case of distributions of qualified dividend income or capital gain dividends, as described below, generally will be taxable to stockholders as ordinary dividend income to the extent of the Fund's current and accumulated earnings and profits. Distributions of net capital gains (that is, the excess of net gains from the sale of capital assets held more than one year over net losses from the sale of capital assets held for not more than one year) properly designated as capital gain dividends ("Capital Gain Dividends") will be taxable to stockholders as long-term capital gain, regardless of how long a stockholder has held the shares in the Fund.

If a stockholder's distributions are automatically reinvested pursuant to the Plan and the Plan Administrator invests the distribution in shares acquired on behalf of the stockholder in open-market purchases, for U.S. federal income tax purposes, the stockholder will generally be treated as having received a taxable distribution in the amount of the cash dividend that the stockholder would have received if the stockholder had elected to receive cash. If a stockholder's distributions are automatically reinvested pursuant to the Plan and the Plan Administrator invests the distribution in newly issued shares of the Fund, the stockholder will generally be treated as receiving a taxable distribution equal to the fair market value of the stock the stockholder receives.

Under current law, certain income distributions paid by the Fund to individual taxpayers are taxed at rates equal to those applicable to net long-term capital gains (generally, 15%). This tax treatment applies only if certain holding period requirements and other requirements are satisfied by the stockholder and the dividends are attributable to qualified dividend income received by the Fund itself. For this purpose, "qualified dividend income" means dividends received by the Fund from certain United States corporations and qualifying foreign corporations, provided that the Fund satisfies certain holding period and other requirements in respect of the stock of such corporations. For these purposes, a "qualified foreign corporation" means any foreign corporation if (i) such corporation is incorporated in a possession of the United States, (ii) such corporation is eligible for benefits of a qualified comprehensive income tax treaty with the United States and which includes an exchange of information program, or (iii) the stock of such corporation with respect to which such dividend is paid is readily tradable on an established securities

market in the United States. A “qualified foreign corporation” does not include any foreign corporation which for the taxable year of the corporation in which the dividend was paid, or the preceding taxable year, is a “passive foreign investment company” (as defined in the Code). In the case of securities lending transactions, payments in lieu of dividends are not qualified dividends. These special rules relating to the taxation of ordinary income dividends from regulated investment companies generally apply to taxable years beginning before January 1, 2013. Thereafter, the Fund’s dividends, other than Capital Gain Dividends, will be fully taxable at ordinary income tax rates unless further Congressional legislative action is taken.

A dividend will not be treated as qualified dividend income (whether received by the Fund or paid by the Fund to a stockholder) if (1) the dividend is received with respect to any share held for fewer than 61 days during the 121-day period beginning on the date which is 60 days before the date on which such share becomes ex-dividend with respect to such dividend, (or fewer than 91 days during the associated 181-day period in the case of certain preferred stocks), (2) to the extent that the recipient is under an obligation (whether pursuant to a short sale or otherwise) to make related payments with respect to positions in substantially similar or related property, or (3) if the recipient elects to have the dividend treated as investment income for purposes of the limitation on deductibility of investment interest. Distributions of income by the Fund, other than qualified dividend income and Capital Gains Dividends, are taxed as ordinary income, at rates currently up to 35%.

We cannot assure you as to what percentage of the dividends paid on the shares will consist of qualified dividend income or long-term capital gains, both of which are taxed at lower rates for individuals than are ordinary income and short-term capital gains.

The Fund’s investment in zero coupon and certain other securities will cause it to realize income prior to the receipt of cash payments with respect to these securities. Such income will be accrued daily by the Fund and, in order to avoid a tax payable by the Fund, the Fund may be required to liquidate securities that it might otherwise have continued to hold in order to generate cash so that the Fund may make required distributions to its stockholders.

Investments in lower rated or unrated securities may present special tax issues for the Fund to the extent that the issuers of these securities default on their obligations pertaining thereto. The Code is not entirely clear regarding the federal income tax consequences of the Fund’s taking certain positions in connection with ownership of such distressed securities.

Any recognized gain or income attributable to market discount on long-term debt obligations (i.e., obligations with a term of more than one year except to the extent of a portion of the discount attributable to original issue discount) purchased by the Fund is taxable as ordinary income. A long-term debt obligation is generally treated as acquired at a market discount if purchased after its original issue at a price less than (i) the stated principal amount payable at maturity, in the case of an obligation that does not have original issue discount or (ii) in the case of an obligation that does have original issue discount, the sum of the issue price and any original issue discount that accrued before the obligation was purchased, subject to a de minimis exclusion.

Under Section 988 of the Code, gains or losses attributable to fluctuations in exchange rates between the time the Fund accrues income or receivables or expenses or other liabilities denominated in a foreign currency and the time the Fund actually collects such income or receivables or pays such liabilities are generally treated as ordinary income or loss. Similarly, gains or losses on foreign currency forward contracts and the disposition of debt securities denominated in a foreign currency, to the extent attributable to fluctuations in exchange rates between the acquisition and disposition dates, are also treated as ordinary income or loss.

Dividends and interest received, and gains realized, by the Fund on foreign securities may be subject to income, withholding or other taxes imposed by foreign countries and U.S. possessions (collectively “foreign taxes”) that would reduce the return on its securities. Tax conventions between certain countries and the United States, however, may reduce or eliminate foreign taxes, and many foreign countries do not impose taxes on capital gains in respect of investments by foreign investors. If more than 50% of the value of the Fund’s total assets at the close of its taxable year consists of securities of foreign corporations, it will be eligible to, and may, file an election with the Internal Revenue Service (the “IRS”) that will enable its stockholders, in effect, to receive the benefit of the foreign tax credit with respect to any foreign taxes paid by the Fund. Pursuant to the election, the Fund would treat those taxes as dividends paid to its stockholders and each stockholder (1) would be required to include in gross income, and treat as paid by such stockholder, a proportionate share of those taxes, (2) would be required to treat such share of those taxes and of any dividend paid by the Fund that represents income from foreign or U.S. possessions sources as such stockholder’s own income from those sources, and, if certain conditions are met, (3) could either deduct the foreign taxes deemed paid in computing taxable income or, alternatively use the foregoing information in calculating the foreign tax credit against federal income tax (but IRA accounts may not be able to use the foreign tax credit). The Fund will report to its stockholders shortly after each taxable year their respective shares of foreign taxes paid and the income from sources within, and taxes paid to, foreign countries and U.S. possessions if it makes this election. The rules relating to the foreign tax credit are complex. Each stockholder should consult his own tax adviser regarding the potential application of foreign tax credits.

If the Fund acquires any equity interest in certain foreign corporations that receive at least 75% of their annual gross income from passive sources (such as interest, dividends, certain rents and royalties, or capital gains) or that hold at least 50% of their assets in investments producing such passive income (“passive foreign investment companies”), the Fund could be subject to U.S. federal income tax and additional interest charges on “excess distributions” received from such companies or on gain from the sale of stock in such companies, even if all income or gain actually received by the Fund is timely distributed to its stockholders. The Fund would not be able to pass through to its stockholders any credit or deduction for such a tax. An election may generally be available that would ameliorate these adverse tax consequences, but any such election could require the Fund to recognize taxable income or gain (subject to tax distribution requirements) without the concurrent receipt of cash and would require certain information to be furnished by the foreign corporation, which may not be provided. These investments could also result in the treatment of associated capital gains as ordinary income. The Fund may limit and/or manage its holdings in passive foreign investment companies to limit its tax liability or maximize its return from these investments. Dividends paid by passive foreign investment companies will not qualify as qualified dividend income eligible for taxation at reduced tax rates.

If the Fund utilizes leverage through borrowing, it may be restricted by loan covenants with respect to the declaration of, and payment of, dividends in certain circumstances. Limits on the Fund’s payments of dividends may prevent the Fund from meeting the distribution requirements, described above, and may, therefore, jeopardize the Fund’s qualification for taxation as a RIC and possibly subject the Fund to the 4% excise tax. The Fund will endeavor to avoid restrictions on its ability to make dividend payments.

The sale, exchange or redemption of Fund shares may give rise to a gain or loss. Such gain or loss would generally be treated as capital gain or loss if the Fund shares are held as a capital asset. In general, any gain or loss realized upon a taxable disposition of shares will be treated as long-term capital gain or loss if the shares have been held for more than 12 months. Otherwise, the gain or loss on the taxable disposition of Fund shares will be treated as short-term capital gain or loss. Long-term capital gain rates applicable to individuals have been reduced, in general, to 15%; however, such rate is set to expire for taxable years beginning after December 31, 2012 absent further legislation. Any loss realized upon the sale or exchange of Fund shares with a holding period of 6 months or less will be treated as a long-term capital loss to the extent of any capital gain distributions received with respect to such shares. The use of capital losses is subject to



limitations. In addition, all or a portion of a loss realized on a redemption or other disposition of Fund shares may be disallowed under “wash sale” rules to the extent the shares disposed of are replaced with other substantially identical shares (whether through the reinvestment of distributions or otherwise) within a 61-day period beginning 30 days before the redemption of the loss shares and ending 30 days after such date. Any disallowed loss will result in an adjustment to the stockholder’s tax basis in some or all of the other shares acquired.

Dividends and distributions on the Fund’s shares are generally subject to federal income tax as described herein to the extent they do not exceed the Fund’s realized income and gains, even though such dividends and distributions may economically represent a return of a particular stockholder’s investment. Such distributions are likely to occur in respect of shares purchased at a time when the Fund’s net asset value reflects gains that are either unrealized, or realized but not distributed. Such realized gains may be required to be distributed even when the Fund’s net asset value also reflects unrealized losses. Certain distributions declared in October, November or December and paid in the following January will be taxed to stockholders as if received on December 31 of the year in which they were declared. In addition, certain other distributions made after the close of a taxable year of the Fund may be “spilled back” and treated as paid by the Fund (except for purposes of the 4% excise tax) during such taxable year. In such case, stockholders will nevertheless be treated as having received such dividends in the taxable year in which the distributions were actually made.

Amounts paid by the Fund to individuals and certain other stockholders who have not provided the Fund with their correct taxpayer identification number (“TIN”) and certain certifications required by the Internal Revenue Service as well as stockholders with respect to whom the Fund has received certain information from the IRS or a broker may be subject to “backup” withholding of federal income tax arising from the Fund’s taxable dividends and other distributions as well as the gross proceeds of sales of shares, currently equal to 28%. An individual’s TIN is generally his or her social security number. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from payments made to a stockholder may be refunded or credited against such stockholder’s U.S. federal income tax liability, if any, provided that the required information is furnished to the IRS.

Under Treasury regulations, if a stockholder recognizes a loss on disposition of the Fund’s shares of \$2 million or more for an individual stockholder or \$10 million or more for a corporate stockholder, the stockholder generally must file with the IRS a disclosure statement on Form 8886 except to the extent such losses are from assets that have a qualifying basis and meet certain other requirements. Direct stockholders of portfolio securities are in many cases excepted from this reporting requirement, but under current guidance, stockholders of a regulated investment company are not excepted. Future guidance may extend the current exception from this reporting requirement to stockholders of most or all regulated investment companies. In addition, pursuant to recently enacted legislation, significant penalties may be imposed for the failure to comply with the reporting requirements. The fact that a loss is reportable under these regulations does not affect the legal determination of whether the taxpayer’s treatment of the loss is proper. Stockholders should consult their tax advisers to determine the applicability of these regulations in light of their individual circumstances.

The foregoing discussion does not address the special tax rules applicable to certain classes of investors, such as tax-exempt entities, foreign investors, insurance companies and financial institutions. Stockholders should consult their own tax advisers with respect to special tax rules that may apply in their particular situations, as well as the state, local, and, where applicable, foreign tax consequences of investing in the Fund.

The Fund will inform stockholders of the source and tax status of all distributions promptly after the close of each calendar year. The IRS currently requires that a RIC that has two or more classes of stock

allocate to each such class proportionate amounts of each type of its income (such as ordinary income, capital gains, dividends qualifying for the dividends received deduction and qualified dividend income) based upon the percentage of total dividends paid out of earnings or profits to each class for the tax year. Accordingly, if the Fund issues preferred shares in the future, the Fund intends each year to allocate capital gain dividends, dividends qualifying for the dividends received deduction and dividends derived from qualified dividend income, if any, between its common shares and preferred shares in proportion to the total dividends paid out of earnings or profits to each class with respect to such tax year.

#### **STATE AND LOCAL TAXES**

Stockholders should consult their own tax advisers as to the state or local tax consequences of investing in the Fund.

## **FINANCIAL STATEMENTS**

The financial statements included in the Fund's Annual Report for the year ended December 31, 201~~0~~1 and its unaudited Semi-Annual Report for the period ended June 30, 201~~1~~2, filed with the Securities and Exchange Commission on March ~~8~~2, 201~~1~~2 and September ~~24~~2, 201~~1~~2, respectively (File No. 811-05150), are herein incorporated by reference.

## **OTHER INFORMATION**

The Fund is a Maryland corporation. Pursuant to the Fund's Amended and Restated By-Laws, the Fund will indemnify, to the fullest extent permitted by the Maryland General Corporation Law (the "MGCL") and the 1940 Act, every person who is, or has been, a director or officer of the Fund against liability and all expenses reasonably incurred or paid by him in connection with a claim, action, suit or proceeding in which he becomes involved by virtue of being a director or officer of the Fund and amounts paid or incurred in settlement of such claim, action, suit or proceeding. The Fund may also indemnify its employees and agents and make advances to them for reasonable expenses to the extent permitted by the MGCL, the 1933 Act and the 1940 Act.

The Fund's Prospectus and this SAI do not contain all of the information set forth in the Registration Statement that the Fund has filed with the SEC. The complete Registration Statement may be obtained as described on the cover page of this SAI.

## **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Tait, Weller & Baker LLP is the independent registered public accounting firm for the Fund and provides audit services, tax return preparation and assistance and consultation with respect to the preparation of filings with the SEC.

Comparison Details	
Title	<b>pdfDocs compareDocs Comparison Results</b>
Date & Time	10/17/2012 10:54:33 AM
Comparison Time	2.78 seconds
compareDocs version	v3.4.7.10

Sources	
Original Document	[#12150781] [v1] CLM SAI 497 2011.docDMS Information
Modified Document	[#12241915] [v3] CLM SAI - Rights Offering 2012.docDMS information

Comparison Statistics	
Insertions	39
Deletions	49
Changes	55
Moves	6
TOTAL CHANGES	149

Word Rendering Set Markup Options	
Name	Standard
<u>Insertions</u>	
<del>Deletions</del>	
<u>Moves</u> / <del>Moves</del>	
Inserted cells	
Deleted cells	
Merged cells	
Formatting	Color only.
Changed lines	Mark left border.
Comments color	ByAuthorcolor options]
Balloons	False

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after Saving	General	Always
Report Type	Word	Formatting
Character Level	Word	True
Include Headers / Footers	Word	True
Include Footnotes / Endnotes	Word	True
Include List Numbers	Word	True
Include Tables	Word	True
Include Field Codes	Word	True
Include Moves	Word	True
Show Track Changes Toolbar	Word	True
Show Reviewing Pane	Word	True
Update Automatic Links at Open	Word	True
Summary Report	Word	End
Include Change Detail Report	Word	Separate
Document View	Word	Print
Remove Personal Information	Word	False

# Cornerstone Total Return Fund, Inc.

**3,942,013** [ ] Rights for **1,314,005** [ ] Shares of Common Stock

Cornerstone Total Return Fund, Inc. (the “Fund”) is issuing non-transferable rights (“Rights”) to its holders of record of shares (“Shares”) of common stock (“Common Stock”) (such holders ~~herein defined as, hereinafter referred to as~~ “Stockholders”) ~~and the shares of Common Stock, the “Shares”~~. These Rights will allow Stockholders to subscribe for new Shares ~~of Common Stock~~. For every three (3) Rights a Stockholder receives, such Stockholder will be entitled to buy one (1) new Share. Each Stockholder will receive one Right for each outstanding Share it owns on ~~November 21, 2011~~ [ ], ~~2012~~ (the “Record Date”). Fractional Shares will not be issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a Stockholder on the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. Stockholders on the Record Date may purchase Shares not acquired by other Stockholders in this Rights offering (the “Offering”), subject to certain limitations discussed in this Prospectus. Additionally, if there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its sole discretion, issue additional Shares up to 100% of the Shares available in the Offering to honor over-subscription requests. See “The Offering” below.

The Rights are non-transferable, and may not be purchased or sold. Rights will expire without residual value at the Expiration Date (defined below). The Rights will not be listed for trading on the NYSE ~~Amex~~ MKT LLC (“NYSE MKT”), and there will not be any market for trading Rights. The Shares to be issued pursuant to the Offering will be listed for trading on the NYSE ~~Amex~~ MKT, subject to the NYSE ~~Amex~~ MKT being officially notified of the issuance of those Shares. On ~~November 4, 2011~~ [ ], ~~2012~~, the last reported net asset value (“NAV”) per Share was \$~~5.57~~ [ ] and the last reported sales price per Share on the NYSE ~~Amex~~ MKT was \$~~8.31~~ [ ], which represents a ~~49.19~~ [ ]% premium to the Fund’s NAV per Share. The subscription price per Share (the “Subscription Price”) will be the greater of (i) ~~102.7~~ [ ]% of NAV per Share as calculated at the close of trading on the date of expiration of the Offering and (ii) 90% of the market price per Share at such time. The considerable number of shares that may be issued as a result of the Offering may cause the premium above NAV at which the Fund’s shares are currently trading to decline, especially if stockholders exercising the Rights attempt to sell sizeable numbers of shares immediately after such issuance.

**STOCKHOLDERS WHO CHOOSE TO EXERCISE THEIR RIGHTS WILL NOT KNOW THE SUBSCRIPTION PRICE PER SHARE AT THE TIME THEY EXERCISE SUCH RIGHTS BECAUSE THE OFFERING WILL EXPIRE (i.e., CLOSE) PRIOR TO THE AVAILABILITY OF THE FUND’S NAV AND OTHER RELEVANT MARKET INFORMATION ON THE EXPIRATION DATE. ONCE A STOCKHOLDER SUBSCRIBES FOR SHARES AND THE FUND RECEIVES PAYMENT, SUCH STOCKHOLDER WILL NOT BE ABLE TO CHANGE HIS OR HER OR ITS DECISION. THE OFFERING WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON ~~DECEMBER 16, 2011~~ [ ], ~~2012~~ (THE “EXPIRATION DATE”), UNLESS EXTENDED, AS DISCUSSED IN THIS PROSPECTUS.**

The Fund is a diversified, closed-end management investment company. ~~Its~~ The Fund’s investment objective is capital appreciation with current income as a secondary objective. The Fund seeks to achieve its objectives by investing primarily in U.S. and non-U.S. companies. There can be no assurance that the Fund’s objectives will be achieved.

For more information, please call ~~The Altman Group~~ AST Fund Solutions, LLC (the “Information Agent”) toll free at (800) 581-4001.

*(continued on following page)*

**Investing in the Fund involves risks. See “Risk Factors” on page ~~27-30~~ of this prospectus.**

	Estimated Subscription Price <sup>(1)</sup>	Estimated Sales Load	Estimated Proceeds to the Fund <sup>(2)</sup>
Per Share	\$ <del>7.48</del> [ ]	None	\$ <del>7.48</del> [ ]
Total	\$ <del>9,828,757.40</del> [ ]	None	\$ <del>9,828,757.40</del> [ ]

<sup>(1)</sup> Because the Subscription Price will not be determined until after printing and distribution of this ~~Prospectus~~ prospectus, the “Estimated Subscription Price” above is an estimate of the subscription price based on the Fund’s per-Share NAV and market price at the close of trading on ~~November 4, 2011~~ [ ], ~~2012~~. See “The Offering - Subscription Price” and “The Offering - Payment for Shares.”

<sup>(2)</sup> Proceeds to the Fund are before deduction of expenses incurred by the Fund in connection with the Offering, estimated to be approximately \$~~827~~.000. Funds received prior to the final due date of this Offering will be deposited in a segregated account pending allocation and distribution of Shares. Interest, if any, on subscription monies will be paid to the Fund regardless of whether Shares are issued by the Fund; interest will not be used as credit toward the purchase of Shares.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is ~~November 21, 2011~~    , 2012.

*(continued on following page)*

-(continued from previous page)

The Fund's Shares are listed on the NYSE ~~Amex~~ MKT under the ticker symbol "CRF."

*Investment Adviser.* Cornerstone Advisors, Inc. (the "Adviser") acts as the Fund's investment adviser. See "Management of the Fund." As of September 30, 201~~1~~2, the Adviser managed two other closed-end funds with combined assets with the Fund of approximately \$~~151,358,649~~249 million. The Adviser's address is 1075 Hendersonville Road, Suite 250, Asheville, North Carolina, 28803.

This prospectus sets forth concisely the information about the Fund that you should know before deciding whether to invest in the Fund. A Statement of Additional Information, dated ~~November 21, 2011~~ [ ], 2012 (the "Statement of Additional Information"), and other materials, containing additional information about the Fund, have been filed with the Securities and Exchange Commission (the "SEC"). The Statement of Additional Information is incorporated by reference in its entirety into this prospectus, which means it is considered to be part of this prospectus. You may request a free copy of the Statement of Additional Information, the table of contents of which is on page ~~45~~ 49 of this prospectus, and other information filed with the SEC, by calling collect (513) 326-3597 or by writing to the Fund c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753. The Fund files annual and semi-annual stockholder reports, proxy statements and other information with the SEC. The Fund does not have an Internet website. You can obtain this information or the Fund's Statement of Additional Information or any information regarding the Fund filed with the SEC from the SEC's web site (<http://www.sec.gov>).

The Fund's Shares do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any governmental agency.

**You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information contained in this prospectus is accurate only as of the date of this prospectus. The Fund will amend this prospectus if, during the period this prospectus is required to be delivered, there are any material changes to the facts stated in this prospectus subsequent to the date of this prospectus.**

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## SUMMARY

*This summary does not contain all of the information that you should consider before investing in the Fund. You should review the more detailed information contained or incorporated by reference in this prospectus and in the Statement of Additional Information, particularly the information set forth under the heading “Risk Factors.”*

<p><b>The Fund</b></p>	<p>Cornerstone Total Return Fund, Inc. is a diversified, closed-end management investment company. It was incorporated in New York on March 16, 1973 and commenced investment operations on May 15, 1973. The <del>Fund’s</del> Shares of <del>Common Stock</del> are traded on the NYSE <del>Amex</del> <del>MKT</del> under the ticker symbol “CRF.” As of <del>December</del> <del>September</del> <del>30</del>, 2010<del>2</del>, the Fund had <del>3,896,958</del> <del>6,727,416</del> Shares issued and outstanding.</p>
<p><b>The Offering</b></p>	<p>The Fund is offering non-transferable rights (“Rights”) to its Stockholders as of the close of business on <del>November 21, 2011</del>, 2012. These Rights will allow Stockholders to subscribe for an aggregate of <del>1,314,005</del> Shares of <del>Common Stock</del>. For every three (3) Rights a Stockholder receives, such Stockholder will be entitled to buy one (1) new Share at a subscription price equal to the greater of (i) 102<del>7</del>% of NAV of the <del>Common Stock</del> Shares as calculated on the Expiration Date and (ii) 90% of the market price at the close of trading on such date. Each Stockholder will receive one Right for each outstanding Share he or she owns on the Record Date (the “Basic Subscription”). Fractional Shares will not be issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a Stockholder as of the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. <del>Common</del> Stockholders as of the Record Date may purchase Shares not acquired by other Stockholders in this Rights offering (the “Offering”), subject to certain limitations discussed in this <del>Prospectus</del> prospectus. Additionally, if there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its discretion, issue additional Shares up to 100% of the Shares available in the Offering to honor over-subscription requests.</p> <p>Shares will be issued within the 15-day period immediately following the record date of the Fund’s monthly’s distribution and Stockholders exercising rights will not be entitled to receive such dividend with respect to the shares issued pursuant to such exercise.</p> <p><u>The Fund previously conducted a rights offering that expired on December 16, 2011 (the “2011 Offering”) and included similar terms and conditions as this Offering. Pursuant to the 2011 Offering, which was fully subscribed, the Fund issued 2,628,010 Shares (1,314,005 Shares of which were Over-Allotment Shares) at a subscription price of \$5.54 per Share, for a total offering of \$14,559,175.</u></p> <p><del>The</del> <u>Prior to the 2011 Offering, the</u> Fund conducted a rights offering that expired on December 10, 2010 (the “2010 Offering”) and included similar terms and conditions as this Offering. Pursuant to the 2010 Offering, which was fully subscribed, the Fund issued 1,006,384 Shares (46,351 Shares of which were Over-Allotment Shares) at a subscription price of \$7.23 per Share,</p>

	for a total offering of \$7,275,425.
<p><b>Purpose of the Offering</b></p>	<p>The Board of Directors has determined that it would be in the best interests of the Fund and its Stockholders to increase the assets of the Fund. The primary reasons include:</p> <ul style="list-style-type: none"> <li>• The Basic Subscription will provide existing Stockholders an opportunity to purchase additional Shares at a price that is potentially below market value without incurring any commission or transaction charges.</li> <li>• Raising more cash will better position the Fund to take advantage of investment opportunities that exist or may arise.</li> <li>• Increasing the Fund’s assets will provide the Fund additional flexibility in maintaining the <a href="#">Fund’s managed distribution policy (the “Distribution Policy”)</a> (see discussion below). This policy permits Stockholders to receive a predictable level of cash flow and some liquidity periodically with respect to their <del>Common Stock Shares</del> without having to sell Shares.</li> <li>• Increasing Fund assets may lower the Fund’s expenses as a proportion of net assets because the Fund’s fixed costs would be spread over a larger asset base. There can be no assurance that by increasing the size of the Fund, the Fund’s expense ratio will be lowered.</li> <li>• Because the Offering will increase the Fund’s outstanding Shares, it may increase the number of Stockholders over the long term, which could increase the level of market interest in and visibility of the Fund and improve the trading liquidity of the Shares on the NYSE <del>Amex</del> <a href="#">MKT</a>.</li> <li>• The Offering is expected to be anti-dilutive to all Stockholders, including those electing not to participate, because the estimated expenses incurred for the Offering will be more than offset by the increase in the net assets of the Fund such that non-participating Stockholders will receive an increase in their net asset value, so long as the number of Shares issued to participating Stockholders is not materially less than a full exercise of the Basic Subscription amount.</li> </ul>
<p><b>Investment Objective and Policies</b></p>	<p>The Fund’s investment objective is capital appreciation with current income as a secondary objective.</p> <p>There is no assurance that the Fund will achieve its investment objectives. The Fund’s investment objectives and some of its investment policies are considered fundamental policies and may not be changed without Stockholder approval. The Statement of Additional Information contains a list of the fundamental and non-fundamental investment policies of the Fund under the</p>

	<p>heading “Investment Restrictions.”</p> <p>During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its net assets in cash or cash equivalents.</p>
<p><b>Investment Strategies</b></p>	<p>Under normal market conditions, the Fund’s portfolio consists principally of the equity securities of large, mid and small-capitalization companies. Equity securities in which the Fund may invest include common and preferred stocks, convertible securities, warrants and other securities having the characteristics of common stocks, such as American Depositary Receipts (“ADRs”) and International Depositary Receipts (“IDRs”).</p> <p>The Fund may invest <del>up to 10% of its assets without limitation</del> in other closed-end investment companies <u>and ETFs</u>, provided that the Fund limits its investment <u>in securities issued by other investment companies</u> so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund. As a stockholder in any investment company, the Fund will bear its ratable share of the investment company’s expenses and would remain subject to payment of the Fund’s advisory and administrative fees with respect to the assets so invested.</p> <p>The Fund may invest a portion of its assets in U.S. dollar denominated debt securities when <del>Fund management the</del> <u>Adviser</u> believes that it is appropriate to do so in order to achieve the Fund’s secondary investment objective, <del>for example (e.g.</del> when interest rates are high in comparison to anticipated returns on equity investments). Debt securities in which the Fund may invest include U.S. dollar denominated bank, corporate or government bonds, notes, and debentures of any maturity determined by <del>Fund management the</del> <u>Adviser</u> to be suitable for investment by the Fund. The Fund may invest in the securities of issuers that it determines to be suitable for investment by the Fund regardless of their rating, provided, however, that the Fund may not invest in debt securities that are determined by <del>Fund management the</del> <u>Adviser</u> to be rated below “BBB” by <u>S&amp;P Standard &amp; Poor’s Rating Services, a division of The McGraw-Hill Companies (“S&amp;P”)</u> or Moody’s <u>Investor Services, Inc. (“Moody’s”)</u>, commonly referred to as “junk bonds.”</p> <p>In determining which securities to buy for the Fund’s portfolio, the <del>Fund’s investment adviser</del> <u>Adviser</u> uses a balanced approach, including “value” and “growth” investing by seeking out companies at reasonable prices, without regard to sector or industry, which demonstrate favorable long-term growth characteristics. Valuation and growth characteristics may be considered for purposes of selecting potential investment securities. In general, valuation analysis is used to determine the inherent value of the company by analyzing financial information such as a company’s price to book, price to sales, return on equity, and return on assets ratios; and growth analysis is used to determine a company’s potential for long-term dividends and earnings growth due to market-oriented factors such as growing</p>

	<p>market share, the launch of new products or services, the strength of its management and market demand. Fluctuations in these characteristics may trigger trading decisions to be made by the <del>A</del>adviser.</p> <p><u>To comply with provisions of the 1940 Act, on any matter upon which the Fund is solicited to vote as a shareholder in an investment company in which it invests, the Adviser votes such shares in the same general proportion as shares held by other shareholders of that investment company. The Fund does not and will not invest in any other closed-end funds managed by the Adviser.</u></p> <p>The Fund may, without limitation, hold cash or invest in assets in money market instruments, including U.S. and non-U.S. government securities, high grade commercial paper and certificates of deposit and bankers' acceptances issued by U.S. and non-U.S. banks having deposits of at least \$500 million.</p> <p>The Fund may invest up to 20% of its assets in illiquid U.S. securities. The Fund will invest only in such illiquid securities that, in the opinion of <del>Fund management</del><u>the Adviser</u>, present opportunities for substantial growth over a period of two to five years.</p> <p><u>With respect to 75% of its total assets, the Fund may not purchase a security, other than securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities, if as a result of such purchase, more than 5% of the value of the Fund's total assets would be invested in the securities of any one issuer, or the Fund would own more than 10% of the voting securities of any one issuer.</u></p> <p><del>The Fund's investment policies emphasize long term investment in the securities of companies, therefore, the</del> <u>The</u> Fund's annual portfolio turnover rate is expected to continue to be relatively low, ranging between 10% and 90%.</p>
<p><b>Investment Adviser and Fee</b></p>	<p>Cornerstone Advisors, Inc. (the "Adviser"), the investment adviser of the Fund, is registered with the <del>SEC</del> <u>Securities and Exchange Commission ("SEC")</u> as an investment adviser under the Investment Advisers Act of 1940, as amended. As of September 30, 201<del>4</del><u>2</u>, the Adviser managed two other closed-end funds with combined assets <del>with the Fund of \$151,358,649</del> <u>with the Fund, of approximately \$249 million.</u></p> <p>The Adviser is entitled to receive a monthly fee at the annual rate of 1.00% of the Fund's average weekly net assets. See "Management of the Fund."</p>

<p><b>Administrator and Fund Accounting Agent</b></p>	<p>Ultimus Fund Solutions, LLC (“Ultimus”), 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, serves as administrator and accounting agent to the Fund. Under the administration agreement with the Fund, Ultimus is responsible for generally managing the administrative affairs of the Fund—, <u>including supervising the preparation of reports to Stockholders, reports to and filings with the SEC and materials for meetings of the Board</u> and is entitled to receive a monthly fee at the annual rate of 0.10% of the Fund’s average <del>weekly</del> <u>daily</u> net assets, <u>up to \$250 million and 0.075% of such assets in excess of \$250 million</u>, subject to a minimum annual fee of \$50,000. Under the Fund Accounting Agreement, Ultimus calculates the net asset value per share and maintains the financial books and records of the Fund <del>and</del>. <u>For the performance of these services, Ultimus</u> is entitled to receive a base fee of \$2,500 per month plus an asset based fee of 0.010% of the <del>F</del>first \$500 million of average daily net assets and 0.005% of such assets in excess of \$500 million. See “Management of the Fund.”</p> <p>x</p>
<p><b>Closed-End Fund Structure</b></p>	<p>Closed-end funds differ from open-end management investment companies (commonly referred to as mutual funds) in that closed-end funds do not redeem their shares at the option of the stockholder and generally list their shares for trading on a securities exchange. By comparison, mutual funds issue securities that are redeemable daily at net asset value at the option of the stockholder and typically engage in a continuous offering of their shares. Mutual funds are subject to continuous asset in-flows and out-flows that can complicate portfolio management, whereas closed-end funds generally can stay more fully invested in securities consistent with the closed-end fund’s investment objectives and policies. In addition, in comparison to open-end funds, closed-end funds have greater flexibility in the employment of financial leverage and in the ability to make certain types of investments, including investments in illiquid securities.</p> <p>Although the Fund’s <del>Common Stock has</del> <u>Shares have</u> frequently traded at a premium to its net asset value during the past several years, shares of closed-end funds frequently trade at a discount from their net asset value. In recognition of the possibility that the <del>Fund’s</del> <u>Shares</u> might trade at a discount to net asset value and that any such discount may not be in the interest of Stockholders, the Fund’s Board of Directors, in consultation with the Adviser, may, from time to time, review possible actions to reduce any such discount, including <del>that the Board of Directors may consider</del> <u>considering</u> open market repurchases or tender offers for <del>Fund shares</del> <u>the Fund’s Shares</u>. There can be no assurance that the Board of Directors will decide to undertake any of these actions or that, if undertaken, such actions would result in the <del>Fund’s shares</del> <u>Shares</u> trading at a price equal to or close to net asset value per <del>s</del> <u>Share</u>.</p> <p>In addition, the Fund’s <u>managed</u> distribution policy may continue to be an effective action to counter a trading discount. See “Distribution Policy.”</p> <p>The Board of Directors <del>might</del> <u>may</u> also consider the conversion</p>

	<p>of the Fund to an open-end investment company. The Board of Directors believes, however, that the closed-end structure is desirable, given the Fund's investment objective and policies. Investors should assume, therefore, that it is highly unlikely that the Board of Directors would vote to convert the Fund to an open-end investment company.</p>
<p><b>Summary of Principal Risks</b></p>	<p>Investing in the Fund involves risks, including the risk that you may receive little or no return on your investment or that you may lose part or all of your investment. Therefore, before investing you should consider carefully the following principal risks that you assume when you invest in the Fund.</p> <p><b><i>Stock Market Volatility.</i></b> Stock markets can be volatile. In other words, the prices of stocks can rise or fall rapidly in response to developments affecting a specific company or industry, or to changing economic, political or market conditions. The Fund is subject to the general risk that the value of its investments may decline if the stock markets perform poorly. There is also a risk that the Fund's investments will underperform either the securities markets generally or particular segments of the securities markets.</p> <p><b><i>Issuer Specific Changes.</i></b> Changes in the financial condition of an issuer, changes in the specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect the credit quality or value of an issuer's securities. Lower-quality debt securities tend to be more sensitive to these changes than higher-quality debt securities.</p> <p><b><i>Common Stock Risk.</i></b> The Fund will invest a significant portion of its net assets in common stocks. Common stocks represent an ownership interest in a company. The Fund may also invest in securities that can be exercised for or converted into common stocks (such as convertible preferred stock). Common stocks and similar equity securities are more volatile and more risky than some other forms of investment. Therefore, the value of your investment in the Fund may sometimes decrease instead of increase. Common stock prices fluctuate for many reasons, including changes in investors' perceptions of the financial condition of an issuer, the general condition of the relevant stock market or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates, as the costs of capital rise for issuers. Because convertible securities can be converted into equity securities, their values will normally increase or decrease as the values of the underlying equity securities increase or decrease. The common stocks in which the Fund will invest are structurally subordinated to preferred securities, bonds and other debt instruments in a company's capital structure in terms of priority to corporate income and assets and, therefore, will be subject to greater risk than the preferred securities or debt instruments of such issuers.</p> <p><b><i>Foreign Securities Risk.</i></b> Investments in securities of non-U.S. issuers involve special risks not presented by</p>

investments in securities of U.S. issuers, including the following: less publicly available information about companies due to less rigorous disclosure or accounting standards or regulatory practices; the impact of political, social or diplomatic events, including war; possible seizure, expropriation or nationalization of the company or its assets; possible imposition of currency exchange controls; and changes in foreign currency exchange rates. These risks are more pronounced to the extent that the Fund invests a significant amount of its investments in companies located in one region. These risks may be greater in emerging markets and in less developed countries. For example, prior governmental approval for foreign investments may be required in some emerging market countries, and the extent of foreign investment may be subject to limitation in other emerging countries. With respect to risks associated with changes in foreign currency exchange rates, the Fund does not expect to engage in foreign currency hedging transactions. [See “Foreign Currency Risk.”](#)

***Defensive Positions.*** During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its assets in cash or cash equivalents. The Fund would not be pursuing its investment objective in these circumstances and could miss favorable market developments.

***Management Risk.*** The Fund is subject to management risk because it is an actively managed portfolio. The Fund’s successful pursuit of its investment objective depends upon the Adviser’s ability to find and exploit market inefficiencies with respect to undervalued securities. Such situations occur infrequently and sporadically and may be difficult to predict, and may not result in a favorable pricing opportunity that allows the Adviser to fulfill the Fund’s investment objective. The Adviser’s security selections and other investment decisions might produce losses or cause the Fund to underperform when compared to other funds with similar investment goals. If one or more key individuals leave the employ of the Adviser, the Adviser may not be able to hire qualified replacements, or may require an extended time to do so. This could prevent the Fund from achieving its investment objective. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund, which could be perceived as a conflict of interest.

***Managed Distribution Risk.*** Under the [Fund’s managed distribution policy \(the “Distribution Policy”\)](#), the Fund makes monthly distributions to Stockholders at a rate that may include periodic distributions of its net income and net capital gains, (“Net Earnings”), or from return-of-capital. For any fiscal year where total cash distributions exceeded Net Earnings (the “Excess”), the Excess would decrease the Fund’s total assets and, as a result, would have the likely effect of increasing the Fund’s expense ratio. There is a risk that the total Net Earnings from the Fund’s portfolio would not be great enough to offset the amount of cash distributions paid to **Fund** Stockholders. If this were to be the case, the Fund’s assets would be depleted, and there is no guarantee that the Fund would be able

to replace the assets. In ~~fact, during each of the past ten years, the Fund's distributions have exceeded its Net Earnings.~~ In addition, in order to make such distributions, the Fund may have to sell a portion of its investment portfolio, including securities purchased with the proceeds ~~from of~~ the Offering, at a time when independent investment judgment might not dictate such action. Furthermore, such assets used to make distributions will not be available for investment pursuant to the Fund's investment objective. ~~Sustaining the managed distribution policy could require the Fund.~~ In fact, during most of the past ten years, the Fund's distributions have exceeded its Net Earnings. The Fund may use the proceeds of this Offering to maintain the Distribution Policy by providing funding for future distributions, which may constitute a return of capital to Stockholders and lower the tax basis in their Shares. Stockholders are advised to consult with their own tax advisers with respect to the tax consequences of their investment in the Fund. Furthermore, the Fund may need to raise additional capital in the future order to maintain the Distribution Policy.

***Preferred Securities Risk.*** Investment in preferred securities carries risks including credit risk, deferral risk, redemption risk, limited voting rights, risk of subordination and lack of liquidity. Fully taxable or hybrid preferred securities typically contain provisions that allow an issuer, at its discretion, to defer distributions for up to 20 consecutive quarters. Traditional preferreds also contain provisions that allow an issuer, under certain conditions to skip (in the case of “noncumulative preferreds”) or defer (in the case of “cumulative preferreds”), dividend payments. If the Fund owns a preferred security that is deferring its distributions, the Fund may be required to report income for tax purposes while it is not receiving any distributions. Preferred securities typically contain provisions that allow for redemption in the event of tax or security law changes in addition to call features at the option of the issuer. In the event of a redemption, the Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred securities typically do not provide any voting rights, except in cases when dividends are in arrears beyond a certain time period, which varies by issue. Preferred securities are subordinated to bonds and other debt instruments in a company's capital structure in terms of priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than those debt instruments. Preferred securities may be substantially less liquid than many other securities, such as U.S. government securities, corporate debt or common stocks. Dividends paid on preferred securities will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”

***Convertible Securities Risk.*** The value of a convertible security, including, for example, a warrant, is a function of its “investment value” (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its “conversion



	<p>value” (the security’s worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security’s investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. Generally, the conversion value decreases as the convertible security approaches maturity. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed income security.</p> <p>A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security’s governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Fund’s ability to achieve its investment objective.</p> <p><b>Other Investment Company Securities Risk.</b> The Fund invests in the securities of other closed-end investment companies. Investing in other investment companies involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company’s portfolio securities, and a <del>stockholder in the Fund</del> <u>Stockholder</u> will bear not only his proportionate share of the expenses of the Fund, but also, indirectly, the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company in which the Fund invests will be achieved.</p> <p><b>Repurchase Agreement Risk.</b> The Fund could suffer a loss if the proceeds from a sale of the securities underlying a repurchase agreement to which it is a party turns out to be less than the repurchase price stated in the agreement. In addition, repurchase agreements may involve risks in the event of default or insolvency of the seller, including possible delays or restrictions upon the Fund’s ability to dispose of the underlying securities.</p>
<p><b>Managed Distribution Policy</b></p>	<p>Effective June 25, 2002, the Fund initiated a fixed, monthly distribution to Stockholders <u>(the “Distribution Policy”)</u>. On</p>

	<p>November 29, 2006, <del>this</del> <del>d</del>Distribution <del>p</del>Policy was updated to provide for the annual resetting of the monthly distribution amount per share based on the Fund's net asset value on the last business day in <del>each</del> October. The terms of the <del>d</del>Distribution <del>p</del>Policy will be reviewed and approved at least annually by the Fund's Board of Directors and can be modified at <del>their</del> <del>the</del> <u>Board's</u> discretion. To the extent that these distributions exceed the current earnings of the Fund, the balance will be generated from sales of portfolio securities held by the Fund, and will be distributed as either short-term or long-term capital gains or a tax-free return-of-capital. To the extent these distributions are not represented by net investment income and capital gains, they will not represent yield or investment return on the Fund's investment portfolio. <del>A return of capital distribution reduces the tax basis of an investor's Shares. Although return of capital distributions may not be taxable, such distributions may reduce a Stockholder's cost basis in his or her Shares, and therefore may result in an increase in the amount of any taxable gain on a subsequent disposition of such Shares, even if such Shares are sold at a loss to the Stockholder's original investment amount.</del> The Fund plans to maintain <del>this</del> <del>d</del>Distribution <del>p</del>Policy even if a return-of-capital distribution would exceed an investor's tax basis and therefore be a taxable distribution.</p> <p>To the extent necessary to meet the amounts distributed under the Fund's <del>managed distribution policy</del> <u>Distribution Policy</u>, portfolio securities, including those purchased with <del>the</del> proceeds of this Offering, may be sold to the extent adequate income is not available. Sustaining the <del>managed distribution policy</del> <u>Distribution Policy</u> could require the Fund to raise additional capital in the future.</p> <p>Although it has no current intention to do so, the Board may terminate this <del>d</del>Distribution <del>p</del>Policy at any time, and such termination may have an adverse effect on the market price for the Fund's Shares. The Fund determines annually whether to distribute any net realized long-term capital gains in excess of net realized short-term capital losses, including capital loss carryovers, if any. To the extent that the Fund's taxable income in any calendar year exceeds the aggregate amount distributed pursuant to <del>this</del> <del>d</del>Distribution <del>p</del>Policy, an additional distribution may be made to avoid the payment of a 4% U.S. federal excise tax, and to the extent that the aggregate amount distributed in any calendar year exceeds the Fund's taxable income, the amount of that excess may constitute a return-of-capital for tax purposes. Dividends and distributions to Stockholders are recorded by the Fund on the ex-dividend date.</p>
<p><b>Dividend Reinvestment Plan</b></p>	<p>Unless a Stockholder elects otherwise, the Stockholder's distributions will be reinvested in additional Shares under the Fund's dividend reinvestment plan. Stockholders who elect not to participate in the Fund's dividend reinvestment plan will receive all distributions in cash paid to the Stockholder of record (or, if the Shares are held in street or other nominee name, then to such</p>

	nominee). See “Dividend Reinvestment Plan.”
<b>Stock Purchases and Tenders</b>	The Board of Directors may consider repurchasing the Fund’s Shares in the open market or in private transactions, or tendering for Shares, in an attempt to reduce or eliminate a market value discount from net asset value, if one should occur. There can be no assurance that the Board of Directors will determine to effect any such repurchase or tender or that it would be effective in reducing or eliminating any market value discount.
<b>Custodian and Transfer Agent</b>	U.S. Bank National Association serves as the Fund’s custodian and American Stock Transfer and Trust Company serves as the Fund’s transfer agent. See “Management of the Fund”.

## SUMMARY OF FUND EXPENSES

The following table shows Fund expenses as a percentage of net assets attributable to ~~common shares~~the Fund's Shares.

### Stockholder Transaction Expenses

Sales load	None
Dividend Reinvestment Plan fees	None

### Annual Expenses (as a percentage of net assets attributable to ~~common the s~~Shares)

Management fees	1.00%
Other expenses <sup>(1)</sup>	<del>1.01</del> <u>0.88</u> %
Acquired Fund fees and expenses <sup>(2)</sup>	0. <del>07</del> <u>16</u> %
Total Annual Expenses	2. <del>08</del> <u>4</u> %

### Example<sup>(3)</sup>

The following example illustrates the hypothetical expenses that you would pay on a \$1,000 investment in ~~common the s~~Shares, assuming (i) annual expenses of ~~2.08~~1.92% of net assets attributable to ~~common the s~~Shares and (ii) a 5% annual return:

	1 Year	3 Years	5 Years	10 Years
You would pay the following expenses on a \$1,000 investment, assuming a 5% annual return	\$21	\$ <del>66</del> <u>5</u>	\$11 <del>3</del> <u>1</u>	\$2 <del>4</del> <u>3</u> <u>9</u>

<sup>(1)</sup> “Other Expenses” are based upon gross estimated amounts for the current fiscal year and include, among other expenses, administration and fund accounting fees. The Fund has no current intention to borrow money for investment purposes and ~~or to sell~~ has adopted a fundamental policy against selling securities short.

<sup>(2)</sup> The Fund invests in other closed-end investment companies and ETFs (collectively, the “Acquired Funds”). The Fund’s stockholders indirectly bear a pro rata portion of the fees and expenses of the Acquired Funds in which the Fund invests. Acquired Fund fees and expenses are based on estimated amounts for the current fiscal year.

<sup>(3)</sup> The example assumes that the estimated “Other Expenses” set forth in the Annual Expenses table remain the same each year and that all dividends and distributions are reinvested at net asset value. Actual expenses may be greater or less than those assumed. The example further assumes that the Fund uses no leverage, as currently intended. Moreover, the Fund’s actual rate of return will vary and may be greater or less than the hypothetical 5% annual return.

The purpose of the above table is to help a ~~holder of common shares~~ Stockholder understand the fees and expenses that such ~~holder~~ Stockholder would bear directly or indirectly. **The example should not be considered a representation of actual future expenses. Actual expenses may be higher or lower than those shown.**

## THE FUND

The Fund is a diversified, closed-end management investment company. The Fund was organized as a New York corporation on March 16, 1973. The Fund’s principal office is located c/o Ultimus Fund Solutions, LLC at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, and its telephone number is (513) 326-3597.

## THE OFFERING

Terms of the Offering. The Fund is issuing to Record Date Stockholders (i.e., ~~s~~Stockholders who hold Shares on the Record Date) non-transferable Rights to subscribe for Shares. Each Record Date Stockholder is being issued one non-transferable Right for every one Share owned on the Record Date. The Rights entitle a Record Date Stockholder to acquire one Share at the Subscription Price for every three Rights held. Fractional Shares will not be

issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a Record Date Stockholder on the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. Rights may be exercised at any time during the Subscription Period which commences on or about ~~December 1, 2011~~ [ ] , 2012, and ends at 5:00 p.m., New York City time, on ~~December 16, 2011~~ [ ] , 2012, unless extended by the Fund. See “Expiration of the Offering.” The right to acquire one additional Share for every three Rights held during the Subscription Period at the Subscription Price is hereinafter referred to as the “Basic Subscription.”

In addition to the Basic Subscription, Record Date Stockholders who exercise all of their Rights are entitled to subscribe for Shares which were not otherwise subscribed for by others in the Basic Subscription (the “Additional Subscription Privilege”). If sufficient Shares are not available to honor all requests under the Additional Subscription Privilege, the Fund may, in its discretion, issue additional Shares up to 100% of the Shares available in the Offering (or ~~1,314,005~~ [ ] Shares for a total of ~~2,628,010~~ [ ] Shares) (the “Over-Allotment Shares”) to honor over-subscription requests, with such Shares subject to the same terms and conditions of this Offering. See “Additional Subscription Privilege” below. For purposes of determining the maximum number of Shares a Stockholder may acquire pursuant to the Offering, broker-dealers whose Shares are held of record by any Nominee will be deemed to be the holders of the Rights that are issued to such Nominee on their behalf. The term “Nominee” shall mean, collectively, CEDE & Company (“Cede”), as nominee for the Depository Trust Company (“DTC”), or any other depository or nominee. Shares acquired pursuant to the Additional Subscription Privilege are subject to allotment, which is more fully discussed below under “Additional Subscription Privilege.”

SHARES WILL BE ISSUED WITHIN THE 15-DAY PERIOD IMMEDIATELY FOLLOWING THE RECORD DATE OF THE FUND’S MONTHLY DISTRIBUTION AND STOCKHOLDERS EXERCISING RIGHTS WILL NOT BE ENTITLED TO RECEIVE SUCH DIVIDEND WITH RESPECT TO THE SHARES ISSUED PURSUANT TO SUCH EXERCISE.

Rights will be evidenced by Subscription Certificates. The number of Rights issued to each Record Date Stockholder will be stated on the Subscription Certificates delivered to the Record Date Stockholder. The method by which Rights may be exercised and Shares paid for is set forth below in “Method of Exercising Rights” and “Payment for Shares.” A RIGHTS HOLDER WILL HAVE NO RIGHT TO RESCIND A PURCHASE AFTER THE SUBSCRIPTION AGENT HAS RECEIVED PAYMENT. See “Payment for Shares” below.

The Rights are non-transferable and may not be purchased or sold. Rights will expire without residual value at the Expiration Date. The Rights will not be listed for trading on the NYSE ~~Amex~~ MKT, and there will not be any market for trading Rights. The Shares to be issued pursuant to the Offering will be listed for trading on the NYSE ~~Amex~~ MKT, subject to the NYSE ~~Amex~~ MKT being officially notified of the issuance of those Shares.

Purpose of the Offering. At a meeting held on ~~June 28~~ October 16, 201~~1~~2, the Board approved the Offering and determined that it would be in the best interests of the Fund and its existing Stockholders to increase the assets of the Fund. The primary reasons include:

- The Basic Subscription will provide existing Stockholders an opportunity to purchase additional Shares at a price that is potentially below market value without incurring any commission or transaction charges.
- Raising more cash will better position the Fund to take advantage of investment opportunities that exist or may arise.
- Increasing the Fund’s assets will provide the Fund additional flexibility in maintaining the Distribution Policy ~~(see discussion below).~~ ~~This policy.~~ The Distribution Policy permits Stockholders to receive a predictable level of cash flow and some liquidity periodically with respect to their ~~Common Stock~~ Shares without having to sell Shares.
- Increasing Fund assets may lower the Fund’s expenses as a proportion of net assets because the Fund’s fixed costs would be spread over a larger asset base. There can be no assurance that by increasing the size of the Fund, the Fund’s expense ratio will be lowered.

- Because the Offering will increase the Fund's outstanding Shares, it may increase the number of Stockholders over the long term, which could increase the level of market interest in and visibility of the Fund and improve the trading liquidity of the Shares on the NYSE ~~Amex~~MKT.

- The Board expects the Offering ~~is expected~~ to be anti-dilutive to all Stockholders, including those electing not to participate, because the estimated expenses incurred for the Offering will be more than offset by the increase in the net assets of the Fund such that non-participating Stockholders will receive an increase in their net asset value, so long as the number of Shares issued to participating Stockholders is not materially less than a full exercise of the Basic Subscription amount.

Board Considerations in Approving the Offering. At a meeting held on ~~June 28~~October 16, 201~~12~~, the Board considered the approval of the Offering. In considering whether or not to approve the Offering, the Board relied on materials and information prepared and presented by the Fund's management at such meeting and discussions at that time. Based on such materials and their deliberations at this meeting, the Board determined that it would be in the best interests of the Fund and its Stockholders to conduct the Offering in order to increase the assets of the Fund available for current and future investment opportunities. In making its determination, the Board considered the various factors set forth in "The Offering - Purpose of the Offering". The Board also considered a number of other factors, including the success of the rights offerings conducted by the Fund in 2010 ~~and that (the~~ "2010 Offering was") and 2011 (the "2011 Offering", and together with the 2010 Offering, the "Prior Rights Offerings") and that the Prior Rights Offerings were anti-dilutive to Stockholders, the ability of the Adviser to invest the proceeds of the Offering, the potential effect of the Offering on the Fund's stock price and conditions to the Fund's exemptive relief in connection with ~~its managed distribution policy~~the Distribution Policy. The Board considered that, during the course of ~~the Fund's 2010 Offering~~each of the Prior Rights Offerings, the Fund's market price declined, however the Board noted that the Fund continued at all times during the 201~~0~~1 Offering and since the 201~~0~~1 Offering's conclusion to sell at a premium to NAV, and the market price ~~after adjusting for distributions,~~ has approached the level that it was prior to the 201~~0~~1 Offering. When considering the potential effect of the Offering on the Fund's stock price, the Board concluded that the impact on the Fund's price was uncertain and, regardless of the potential impact, the Offering was in the best interest of the Stockholders. As a result of these considerations, the Board determined that it was appropriate and in the best interest of the Fund and its Stockholders to proceed with the ~~proposed 2011 offering~~Offering, while continuing with the ~~Fund's managed distribution policy~~Distribution Policy.

~~Due to market conditions during the third quarter of 2011, the commencement of the Offering was delayed. At a meeting held on November 4, 2011, the Board reaffirmed its considerations regarding the merits of the Offering, considered current market conditions and ratified its authorization to proceed with the Offering at that time. In particular, the Board noted that, despite the volatility of the markets during the prior few months, the Fund's market price had continued to stay within a reasonable range of the market price prior to the 2010 Offering.~~

The Board voted unanimously to approve the terms of the Offering. One of the Fund's Directors who voted to authorize the Offering is affiliated with the Adviser and, therefore, could benefit indirectly from the Offering. The other ~~five~~four directors are not "interested persons" of the Fund within the meaning of the 1940 Act. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund. It is not possible to state precisely the amount of additional compensation the Adviser might receive as a result of the Offering because it is not known how many Shares will be subscribed for and ~~because~~ the proceeds of the Offering will be invested in additional portfolio securities, which will fluctuate in value. It is likely that affiliates of the Adviser who are also Stockholders will participate in the Offering ~~along with the other Stockholders~~ and, accordingly, will receive the same benefits of acquiring ~~s~~SShares as other Stockholders.

There can be no assurance that the Fund or its Stockholders will achieve any of the foregoing objectives or benefits through the Offering.

The Fund may, in the future, choose to make additional rights offerings from time to time for a number of Shares and on terms that may or may not be similar to this Offering. Any such future rights offerings will be made in accordance with the then applicable requirements of the 1940 Act and the Securities Act. ~~If Fund shares begin to trade at a discount, the Board may make a determination whether to discontinue the Offering.~~

~~There can be no assurance that the Fund or its Stockholders will achieve any of the foregoing objectives or benefits through the Offering.~~

Notice of NAV Decline. If the Shares begin to trade at a discount, the Board may make a determination whether to discontinue the Offering, provided that the Fund, as required by the SEC's registration form, will suspend the Offering until it amends this prospectus if, subsequent to the date of this prospectus, the Fund's NAV declines more than 10% from its NAV as of that date. Accordingly, the Expiration Date would be extended and the Fund would notify Record Date Stockholders of the decline and permit Stockholders to cancel their exercise of Rights.

The Subscription Price. The Subscription Price for the Shares to be issued under the Offering will be equal to the greater of (i) 10~~27~~% of NAV per Share as calculated at the close of trading on the Expiration Date or (ii) 90% of the market price per Share at such time. For example, if the Offering were held using the "Estimated Subscription Price" (i.e., an estimate of the Subscription Price based on the Fund's per-share NAV and market price at the end of business on ~~November 4, 2011 (\$5.68 and \$7.48~~ [ ]), 2012 (\$ [ ] and \$ [ ]), respectively), the Subscription Price would be \$~~7.48~~ [ ] per share (90% of \$~~8.31~~ [ ]).

Additional Subscription Privilege. If all of the Rights initially issued are not exercised, any Shares for which subscriptions have not been received will be offered, by means of the Additional Subscription Privilege, to Record Date Stockholders who have exercised all of the Rights initially issued to them and who wish to acquire more than the number of Shares for which the Rights held by them are exercisable. Record Date Stockholders who exercise all of their Rights will have the opportunity to indicate on the Subscription Certificate how many unsubscribed Shares they are willing to acquire pursuant to the Additional Subscription Privilege.

If enough unsubscribed Shares remain after the Basic Subscriptions have been exercised, all over-subscription requests will be honored in full. If there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its discretion, issue additional Shares up to 100% of Shares available in the Offering to honor Additional Subscription Privilege requests (defined above as the "Over-Allotment Shares"), with such Shares subject to the same terms and conditions of this Offering. In the event that the Subscription Price is less than the Estimated Subscription Price, Over-Allotment Shares may be used by the Fund to fulfill any Shares subscribed for under the Basic Subscription. The method by which any unsubscribed Shares or Over-Allotment Shares (collectively, the "Excess Shares") will be distributed and allocated pursuant to the Additional Subscription Privilege is as follows:

(i) If there are sufficient Excess Shares to satisfy all additional subscriptions by Stockholders exercising their rights under the Additional Subscription Privilege, each such Stockholder shall be allotted the number of Shares which the Stockholder requested.

(ii) If the aggregate number of Shares subscribed for under the Additional Subscription Privilege exceeds the number of Excess Shares, the Excess Shares will be allocated to Record Date Stockholders who have exercised all of their Rights in accordance with their Additional Subscription Privilege request.

(iii) If there are not enough Excess Shares to fully satisfy all Additional Subscription Privilege requests by Record Date Stockholders pursuant to paragraph (2) above, the Excess Shares will be allocated among Record Date Stockholders who have exercised all of their Rights in proportion, not to the number of Shares requested pursuant to the Additional Subscription Privilege, but to the number of Rights exercised by them; provided, however, that no Stockholder shall be allocated a greater number of Excess Shares than such Record Date Stockholder paid for and in no event shall the number of Shares allocated in connection with the Additional Subscription Privilege exceed 100% of the Shares available in the Offering. The formula to be used in allocating the Excess Shares under this paragraph is as follows: (Rights Exercised by over-subscribing Record Date Stockholder divided by Total Rights Exercised by all over-subscribing Record Date Stockholders) multiplied by Excess Shares Remaining.

The percentage of Excess Shares each over-subscriber may acquire will be rounded up to result in delivery of whole Shares (fractional Shares will not be issued).

The forgoing allocation process may involve a series of allocations in order to assure that the total number of Shares available for over-subscription are distributed on a pro-rata basis. The Fund will not offer or sell any Shares which are not subscribed for under the Basic Subscription or the Additional Subscription Privilege. The Additional Subscription Privilege may result in additional dilution of a Stockholder's ownership percentage and voting rights.

The Fund will not offer or sell any Shares which are not subscribed for under the Basic Subscription or the Additional Subscription Privilege.

Expiration of the Offering. The Offering will expire at 5:00 p.m., New York City time, on the Expiration Date (~~December 16, 2011~~      ~~2012~~), unless extended by the Fund (the "Extended Expiration Date"). Rights will expire on the Expiration Date (or Extended Expiration Date as the case may be) and thereafter may not be exercised.

Method of Exercising Rights. Rights may be exercised by filling in and signing the reverse side of the Subscription Certificate and mailing it in the envelope provided, or otherwise delivering the completed and signed Subscription Certificate to the Subscription Agent, together with payment for the Shares as described below under "Payment for Shares." Rights may also be exercised through a Rights holder's broker, who may charge the Rights holder a servicing fee in connection with such exercise.

In the event that the Estimated Subscription Price is more than the Subscription Price on the Expiration Date, any resulting excess amount paid by a Stockholder towards the purchase of Shares in the Offering will be applied by the Fund towards the purchase of additional Shares under the Basic Subscription or, if such Stockholder has exercised all of the Rights initially issued to such Stockholder under the Basic Subscription, towards the purchase of an additional number of Shares pursuant to the Additional Subscription Privilege. Any Stockholder who desires that such excess not be treated by the Fund as a request by the Stockholder to acquire additional Shares in the Offering and that such excess be refunded to the Stockholder must so indicate in the space provided on the Subscription Certificate.

Completed Subscription Certificates must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date (or Extended Expiration Date as the case may be). The Subscription Certificate and payment should be delivered to the Subscription Agent at the following address:

If by first class mail:

The Colbent Corporation  
Cornerstone Total Return Fund, Inc.  
Rights Offering  
Att: Corporate Actions  
P.O. Box 859208  
Braintree, MA 02185-9208

If by mail or overnight courier:

The Colbent Corporation  
Cornerstone Total Return Fund, Inc.  
Rights Offering  
Att: Corporation Actions  
161 Bay State Drive  
Braintree, MA 02184

Subscription Agent. The Subscription Agent is The Colbent Corporation, with an address at 161 Bay State Drive, Braintree, MA 02184. The Subscription Agent will receive from the Fund an amount estimated to be \$164,000, comprised of ~~a project management fee of \$7,500~~ the fee for its services and the reimbursement for certain expenses related to the Offering ~~estimated at 8,500~~. INQUIRIES BY ALL HOLDERS OF RIGHTS SHOULD BE DIRECTED TO THE INFORMATION AGENT, ~~THE ALTMAN GROUP~~ AST FUND SOLUTIONS, LLC, AT (800) 581-4001; HOLDERS MAY ALSO CONSULT THEIR BROKERS OR NOMINEES.

Payment for Shares. Payment for Shares shall be calculated by multiplying the Estimated Subscription Price by the sum of (i) the number of Shares intended to be purchased in the Basic Subscription (e.g., the number of Rights exercised divided by three), plus (ii) the number of additional Shares intended to be over-subscribed under the Additional Subscription Privilege. For example, based on the Estimated Subscription Price of \$[ ] per Share, if a Stockholder receives 300 Rights and wishes to subscribe for 100 Shares in the Basic Subscription, and also wishes to over-subscribe for 50 additional Shares under the



**Additional Subscription Privilege, such Stockholder would remit payment in the amount of \$[ ] (\$[ ] plus \$[ ]).**

Record Date Stockholders who wish to acquire Shares in the Basic Subscription or pursuant to the Additional Subscription Privilege must, together with the properly completed and executed Subscription Certificate, send payment for the Shares acquired in the Basic Subscription and any additional Shares subscribed for pursuant to the Additional Subscription Privilege, to the Subscription Agent based on the Estimated Subscription Price of **\$7.48** [ ] per Share. To be accepted, such payment, together with the Subscription Certificate, must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date (or Extended Expiration Date as the case may be).

If the Estimated Subscription Price is greater than the actual per Share purchase price, the excess payment will be applied toward the purchase of ~~Unsubscribed-unsubscribed~~ Shares to the extent that there remain sufficient unsubscribed Shares available after the Basic Subscription and Additional Subscription Privilege allocations are completed. To the extent that sufficient ~~Unsubscribed-unsubscribed~~ Shares are not available to apply all of the excess payment toward the purchase of ~~Unsubscribed-unsubscribed~~ Shares, available Shares will be allocated in the manner consistent with that described in the section entitled “Additional Subscription Privilege” above.

PAYMENT MUST ACCOMPANY ANY SUBSCRIPTION CERTIFICATE FOR SUCH SUBSCRIPTION CERTIFICATE TO BE ACCEPTED.

Within five (5) business days following ~~the completion of~~ the Expiration Date (or Extended Expiration Date as the case may be), a confirmation will be sent by the Subscription Agent to each Stockholder (or, if the Shares on the Record Date are held by CEDE or any other depository or nominee, to CEDE or such other depository or nominee). The date of the confirmation is referred to as the “Confirmation Date.” The confirmation will show (i) the number of Shares acquired pursuant to the Basic Subscription; (ii) the number of Shares, if any, acquired pursuant to the Additional Subscription Privilege; (iii) the per Share and total purchase price for the Shares; and (iv) any additional amount payable by such Stockholder to the Fund (~~e.g.i.e.~~, if the Estimated Subscription Price was less than the Subscription Price on the Expiration Date) or any excess to be refunded by the Fund to such Stockholder (~~e.g.i.e.~~, if the Estimated Subscription Price was more than the Subscription Price on the Expiration Date and the Stockholder indicated on the Subscription Certificate that such excess not be treated by the Fund as a request by the Stockholder to acquire additional Shares in the Offering). Any additional payment required from a Stockholder must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the date specified as the deadline for final payment for Shares, and any excess payment to be refunded by the Fund to such Stockholder will be mailed by the Subscription Agent within ten (10) business days after the Confirmation Date. All payments by a Stockholder must be made in United States Dollars by money order or by checks drawn on banks located in the continental United States payable to “Cornerstone Total Return Fund, Inc.”

Issuance and delivery of certificates for the Shares subscribed for are subject to collection of funds and actual payment by the subscribing Stockholder.

The Subscription Agent will deposit all checks received by it prior to the final due date into a segregated account pending distribution of the Shares from the Offering. Any interest earned on such account will accrue to the benefit of the Fund and investors will not earn interest on payments submitted nor will interest be credited toward the purchase of Shares.

YOU WILL HAVE NO RIGHT TO RESCIND YOUR SUBSCRIPTION AFTER THE SUBSCRIPTION AGENT HAS RECEIVED THE SUBSCRIPTION CERTIFICATE.

If a Record Date Stockholder who acquires Shares pursuant to the Basic Subscription or the Additional Subscription Privilege does not make payment of any amounts due, the Fund reserves the right to take any or all of the following actions: (i) find other purchasers for such subscribed-for and unpaid-for Shares; (ii) apply any payment actually received by it toward the purchase of the greatest whole number of Shares which could be acquired by such holder upon exercise of the Basic Subscription or the Additional Subscription Privilege; (iii) sell all or a portion of the Shares actually purchased by the holder in the open market, and apply the proceeds to the amounts owed; or (iv) exercise any and all other rights or remedies to which it may be entitled, including, without

limitation, the right to set off against payments actually received by it with respect to such subscribed Shares and to enforce the relevant guaranty of payment.

Holders who hold Shares for the account of others, such as brokers, trustees, or depositaries for securities, should notify the respective beneficial owners of the Shares as soon as possible to ascertain the beneficial owners' intentions and to obtain instructions with respect to the Rights. If the beneficial owner so instructs, the record holder of the Rights should complete Subscription Certificates and submit them to the Subscription Agent with the proper payment. In addition, beneficial owners of Shares or Rights held through such a holder should contact the holder and request the holder to effect transactions in accordance with the beneficial owner's instructions.

The instructions accompanying the Subscription Certificates should be read carefully and followed in detail. DO NOT SEND SUBSCRIPTION CERTIFICATES TO THE FUND OR THE ADVISER.

The method of delivery of Subscription Certificates and payment of the Subscription Price to the Subscription Agent will be at the election and risk of the Rights holders, but if sent by mail it is recommended that the certificates and payments be sent by registered mail, properly insured, with return receipt requested, and that a sufficient number of days be allowed to ensure delivery to the Subscription Agent and clearance of payment prior to 5:00 p.m., New York City time, on the Expiration Date. Because uncertified personal checks may take at least five business days to clear, each Record Date Stockholder participating in the Offering is strongly urged to pay, or arrange for payment, by means of a certified or cashier's check or money order.

All questions concerning the timeliness, validity, form and eligibility of any exercise of Rights will be determined by the Fund, whose determinations will be final and binding. The Fund in its sole discretion may waive any defect or irregularity, or permit a defect or irregularity to be corrected within such time as it may determine, or reject the purported exercise of any Right. If the Fund elects in its sole discretion to waive any defect or irregularity, it may do so on a case-by-case basis which means that not all defects or irregularities may be waived, if at all, or waived in the same manner as with other defects or irregularities. Subscriptions will not be deemed to have been received or accepted until all irregularities have been waived or cured within such time as the Fund determines in its sole discretion. Neither the Fund nor the Subscription Agent will be under any duty to give notification of any defect or irregularity in connection with the submission of Subscription Certificates or incur any liability for failure to give such notification.

Delivery of the Shares. The Shares purchased pursuant to the Basic Subscription will be delivered to subscribers in book-entry form as soon as practicable after the corresponding Rights have been validly exercised and full payment for the Shares has been received and cleared. The Shares ~~of Common Stock~~ purchased pursuant to the Additional Subscription Privilege will be delivered to subscribers in book-entry form as soon as practicable after the Expiration Date and after all allocations have been conducted.

Foreign Restrictions. Subscription Certificates will only be mailed to Record Date Stockholders whose addresses are within the United States (other than an APO or FPO address). Record Date Stockholders whose addresses are outside the United States or who have an APO or FPO address will receive written notice of the Offering and those who wish to subscribe to the Offering either in part or in full should contact the Subscription Agent by written instruction no later than three ~~B~~business ~~D~~days prior to the Expiration Date. The Fund will determine whether the Offering may be made to any such Record Date Stockholder. If no instructions have been received by the Expiration Date, the Rights of those foreign Record Date Stockholders will expire.

Federal Income Tax Consequences Associated with the Offering. The following is a general summary of the significant federal income tax consequences of the receipt of Rights by a Record Date Stockholder and a subsequent lapse or exercise of such Rights. The discussion is based upon applicable provisions of the Code, the Treasury Regulations promulgated thereunder, and other authorities currently in effect but does not address any state, local, or foreign tax consequences of the Offering. Each Stockholder should consult its own tax advisor regarding specific questions as to federal, state, local, or foreign taxes. Each Stockholder should also review the discussion of certain tax considerations affecting it and the Fund set forth under "Federal Income Tax Matters."

For purposes of the following discussion, the term “Old Share” shall mean a currently outstanding Share with respect to which a Right is issued and the term “New Share” shall mean a newly issued Share that Record Date Stockholders receive upon the exercise of their Rights.

*For all Record Date Stockholders:*

Neither the receipt nor the exercise of Rights by a Record Date Stockholder will result in taxable income to such stockholder for federal income tax purposes regardless of whether or not the stockholder makes the below-described election which is available under Section 307(b)(2) of the Code (a “Section 307(b)(2) Election”).

If the fair market value of the Rights distributed to all of the Record Date Stockholders is more than 15% of the total fair market value of all of the Fund’s outstanding ~~Common Stock~~ Shares as of the Record Date, or if a Record Date Stockholder makes a Section 307(b)(2) Election for the taxable year in which such Rights were received, the Record Date Stockholder’s federal income tax basis in any Right received pursuant to the Offering will be equal to a portion of the Record Date Stockholder’s existing federal income tax basis in the related Old Share. If made, a Section 307(b)(2) Election is effective with respect to all Rights received by a Record Date Stockholder. A Section 307(b)(2) Election is made by attaching a statement to the Record Date Stockholder’s federal income tax return for the taxable year of the Record Date (which is the same as the year as when the Rights were received). Record Date Stockholders should carefully review the differing federal income tax consequences described below before deciding whether or not to make a Section 307(b)(2) Election.

*For Record Date Stockholders When the Fair Market Value of Rights Distributed Exceed 15% of the Total Fair Market Value of the Fund’s ~~Common Stock~~ Shares or When Making a 307(b)(2) Election:*

*Lapse of Rights.* If the fair market value of rights distributed exceed 15% of the total fair market value of the ~~Common Stock~~ Shares or if a Record Date Stockholder makes a Section 307(b)(2) Election, no taxable loss will be realized for federal income tax purposes if the Record Date Stockholder retains a Right but allows it to lapse without exercise. Moreover, the existing federal income tax basis of the related Old Share will not be reduced if such lapse occurs.

*Exercise of Rights.* If a Record Date Stockholder exercises a Right, the Record Date Stockholder’s existing federal income tax basis in the related Old Share must be allocated between such Right and the Old Share in proportion to their respective fair market values as of the date of distribution of such Rights (effectively reducing the Record Date Stockholder’s basis in his Old Share). Upon such exercise of the Record Date Stockholder’s Rights, the New Shares received by the Record Date Stockholder pursuant to such exercise will have a federal income tax basis equal to the sum of the basis of such Rights as described in the previous sentence and the Subscription Price paid for the New Shares (as increased by any servicing fee charged to the Record Date Stockholder by his broker, bank or trust company and other similar costs). If the Record Date Stockholder subsequently sells such New Shares (and holds such Shares as capital assets at the time of their sale), the Record Date Stockholder will recognize a capital gain or loss equal to the difference between the amount received from the sale of the New Shares and the Record Date Stockholder’s federal income tax basis in the New Shares as described above. Such capital gain or loss will be long-term capital gain or loss if the New Shares are sold more than one year after the date that the New Shares are acquired by the Record Date Stockholder.

*For Record Date Stockholders Not Making a Section 307(b)(2) Election When the Fair Market Value of the Rights Distributed are Less than 15% of the Total Fair Market Value of the Fund’s Outstanding ~~Common Stock~~ Shares:*

*Lapse of Rights.* If the fair market value of the Rights distributed are less than 15% of the total fair market value of the outstanding ~~Common Stock~~ Shares and a Record Date Stockholder does not make a Section 307(b)(2) Election for the taxable year in which such Rights were received, no taxable loss will be realized for federal income tax purposes if the Record Date Stockholder retains a Right but allows it to lapse without exercise. Moreover, the federal income tax basis of the related Old Share will not be reduced if such lapse occurs.

*Exercise of Rights.* If a non-electing Record Date Stockholder exercises his Rights, the federal income tax basis of the related Old Shares will remain unchanged and the New Shares will have a federal income tax basis equal to the Subscription Price paid for the New Shares (as increased by any servicing fee charged to the Record Date Stockholder by his broker, bank or trust company and other similar costs). If the Record Date Stockholder subsequently sells such New Shares (and holds such Shares as capital assets at the time of their sale), the Record Date Stockholder will recognize a capital gain or loss equal to the difference between the amount received from the sale of the New Shares and the stockholder's federal income tax basis in the New Shares as described above. Such capital gain or loss will be long-term capital gain or loss if the New Shares are sold more than one year after the Record Date Stockholder acquires the New Shares through the Offering.

Employee Plan Considerations. Record Date Stockholders that are employee benefit plans subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), including corporate savings and 401(k) plans, Keogh Plans of self-employed individuals and Individual Retirement Accounts ("IRA") (each a "Benefit Plan" and collectively, "Benefit Plans"), should be aware that additional contributions of cash in order to exercise Rights may be treated as Benefit Plan contributions and, when taken together with contributions previously made, may subject a Benefit Plan to excise taxes for excess or nondeductible contributions. In the case of Benefit Plans qualified under Section 401(a) of the Code, additional cash contributions could cause the maximum contribution limitations of Section 415 of the Code or other qualification rules to be violated. Benefit Plans contemplating making additional cash contributions to exercise Rights should consult with their counsel prior to making such contributions.

Benefit Plans and other tax exempt entities, including governmental plans, should also be aware that if they borrow in order to finance their exercise of Rights, they may become subject to the tax on unrelated business taxable income ("UBTI") under Section 511 of the Code. If any portion of an IRA is used as security for a loan, the portion so used is also treated as distributed to the IRA depositor.

ERISA contains prudence and diversification requirements and ERISA and the Code contain prohibited transaction rules that may impact the exercise of Rights. Among the prohibited transaction exemptions issued by the Department of Labor that may exempt a Benefit Plan's exercise of Rights are Prohibited Transaction Exemption 84-24 (governing purchases of shares in investment companies) and Prohibited Transaction Exemption 75-1 (covering sales of securities).

Due to the complexity of these rules and the penalties for noncompliance, Benefit Plans should consult with their counsel regarding the consequences of their exercise of Rights under ERISA and the Code.

Benefit to the Adviser. The Adviser will benefit from the Offering because its fees are based on the average total net assets of the Fund. It is not possible to state precisely the amount of additional compensation the Adviser will receive as a result of the Offering because the proceeds of the Offering will be invested in additional portfolio securities that will fluctuate in value. However, if all Rights are exercised at the Estimated Subscription Price of ~~\$7.48~~ \_\_\_\_\_, the annual compensation to be received by the Adviser would be increased by approximately ~~\$98,274.38~~ \_\_\_\_\_. If the Fund issues all of the Over-Allotment Shares, the annual compensation to be received by the Adviser would be increased by an additional ~~\$196,548.77~~ \_\_\_\_\_. One of the Fund's Directors who voted to approve the Offering is an "interested person" of the Adviser within the meaning of the 1940 Act. This Director, Ralph Bradshaw, could benefit indirectly from the Offering because of his beneficial interest in the Adviser. The other four Directors were aware of the potential benefit to the Adviser (and indirectly to Mr. Bradshaw), but nevertheless concluded that the Offering was in the best interest of the Fund's Stockholders.

The Fund may, in the future and at its discretion, choose to make additional rights offerings from time to time for a number of Shares and on terms which may or may not be similar to the Offering. Any such future rights offerings will be made in accordance with the 1940 Act and the Securities Act. Under the laws of New York, the state in which the Fund is incorporated, under certain circumstances, the Board is authorized to approve rights offerings without obtaining sStockholder approval. The staff of the SEC has interpreted the 1940 Act as not requiring stockholder approval of a rights offering at a price below the then current NAV so long as certain conditions are met, including a good faith determination by the fund's board of directors that such offering would result in a net benefit to the Fund's existing stockholders.



## FINANCIAL HIGHLIGHTS

Set forth below is ~~-, for each year indicated,~~ per share operating performance data for ~~a one~~ share of ~~Common Stock outstanding the Fund's common stock ("Share"),~~ total investment return, ratios to average net assets and other supplemental data ~~for each year indicated.~~ This information has been derived from the financial statements and market price data for the Fund's ~~Common Stock Shares.~~ The financial highlights for the fiscal year ended December 31, 2010~~1~~ have been audited by Tait, Weller & Baker LLP, independent registered public accounting firm. The financial statements and notes thereto ~~for the fiscal year ended December 31, 2011,~~ together with the report ~~of thereon of the Fund's~~ independent registered public accounting firm, ~~have been are~~ incorporated by reference in the SAI and are available without charge by calling collect (513) 326-3597 or by writing to the Fund c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753. ~~Information—The information~~ as of June 30, 2011~~2~~ appears in the Fund's unaudited interim financial statements as filed with the SEC in ~~our the Fund's~~ most recent stockholder report for the period ended June 30, 2010~~2~~.

	<u>For the Six Months Ended June 30, 2012 (Unaudited)</u>	<u>For the Years Ended December 31,*</u>				
	<u>2012</u>	<u>2011</u>	2010	2009 <del>2008</del>	<u>2008</u>	2007 <del>2006</del>
<b>PER SHARE OPERATING PERFORMANCE</b>						
Net asset value, beginning of <del>year</del> <u>period</u>		<u>\$ 6.65</u>		\$ 7.75		\$ 20.28
	<u>\$ 5.47</u>		\$ 7.19	<del>17.00</del>	<u>\$ 17.00</u>	<del>21.82</del>
Net investment income/(loss) <sup>1#</sup>	<u>0.04</u>	<u>0.02</u>	(0.00)	(0.02)	<u>0.12</u>	0.14
Net realized and unrealized gain/(loss) on investments and foreign currency related transactions	<u>0.46</u>	<u>0.05</u>	0.68	1.31	<u>(5.64)</u>	0.64
Net increase/(decrease) in net assets resulting from operations and foreign currency related transactions	<u>0.50</u>	<u>0.07</u>	0.68	1.29	<u>(5.52)</u>	0.78
Dividends and distributions to <del>shareholders</del> <u>stockholders</u> :						
Net investment income	<u>(0.04)</u>	<u>(0.02)</u>	—	(0.12)	<u>(0.12)</u>	(0.14)
Net realized capital gains	<u>—</u>	<u>—</u>	—	—	<u>—</u>	(0.06)
Return-of-capital	<u>(0.55)</u>	<u>(1.32)</u>	(1.46)	(1.90)	<u>(3.77)</u>	(4.08)
Total dividends and distributions to <del>shareholders</del> <u>stockholders</u>	<u>(0.59)</u>	<u>(1.34)</u>	(1.46)	(1.90)	<u>(3.89)</u>	(4.28)
Capital stock transactions:						
Anti-dilutive effect due to shares issued:						
Rights offering	<u>—</u>	<u>0.06</u>	—	—	<u>—</u>	—
Reinvestment of dividends and distributions	<u>0.00<sup>†</sup></u>	<u>0.03</u>	0.19	—	<u>—</u>	—
			0.05	0.05	<u>0.16</u>	0.22

\* Effective December 23, 2008, a reverse stock split of 1:2 occurred. All per share amounts have been restated according to the terms of the split.

<sup>†</sup> Amount rounds to less than \$0.01.

<sup>(a)</sup> Not annualized.

<sup>(b)</sup> Annualized.

<sup>#</sup> Based on average shares outstanding.

~~<sup>1</sup>\* Effective December 23, 2008, a reverse stock split of 1:2 occurred. All per share amounts have been restated according to the terms of the split.~~

<b>Total anti-dilutive effect due to shares issued</b>		<u>0.09</u>		<u>0.16</u>		<u>—</u>
<b>Total capital stock transactions</b>	<u>0.00</u>		0.24	<u>0.16</u>	<u>0.16</u>	<u>—</u>
Net asset value, end of <b>year period</b>	<u>\$ 5.38</u>	<u>\$ 5.47</u>	\$ 6.65	\$ 7.19	\$ 7.75	\$ 20.28
Market value, end of <b>year period</b>	<u>\$ 6.39</u>	<u>\$ 5.97</u>	\$ 7.88	\$ 10.29	\$ 7.60	\$ 19.60
Total investment return <sup>2</sup>	<u>18.87%</u> <sup>(a)</sup>	<u>(10.08)%</u>	(10.28)%	66.98%	<u>(49.30)%</u>	(40.97)%
				<u>%</u>	<u>(49.30)%</u>	<u>64.15%</u>
<b>RATIOS/SUPPLEMENTAL DATA</b>						
Net assets, end of <b>year period</b> (000 omitted)	<u>\$ 35,916</u>	<u>\$ 36,004</u>	\$ 25,913	\$ 20,400	<u>\$ 21,505</u>	\$ 45,411
Ratio of expenses to average net assets, net of fee waivers, if any <sup>3,4</sup>	<u>1.76%</u> <sup>(b)</sup>	<u>1.88%</u>	2.33%	2.76%	<u>1.67%</u>	1.49%
<i>continued</i>						
Ratio of expenses to average net assets, excluding fee waivers, if any <sup>3,5</sup>	<u>1.76%</u> <sup>(b)</sup>	<u>1.88%</u>	2.37%	3.20%	<u>1.94%</u>	1.53%
<b>Ratio of expenses to average net assets, net of fee waivers, if any<sup>3,4</sup></b>	<u>2.37%</u>	<u>2.88%</u>		<u>1.77%</u>	<u>1.52%</u>	<u>1.50%</u>
Ratio of net investment income/(loss) to average net assets	<u>1.43%</u> <sup>(b)</sup>	<u>0.31%</u>	(0.04)%	(0.24)%	<u>0.98%</u>	0.74%
Portfolio turnover rate	<u>20.48%</u> <sup>(a)</sup>	<u>30.11%</u>	34.39%	13.24%	<u>15.61%</u>	11.00%

*Continued*

**For the Years Ended December 31,<sup>6\*</sup>  
For the Years Ended December 31,\***

	<u>2006</u>	2005	2004	2003	2002 <u>2001</u>
<b>PER SHARE OPERATING PERFORMANCE</b>					
Net asset value, beginning of year	<u>\$ 21.82</u>	\$ 25.56	\$ 27.78	\$ 25.78	\$ 36.60
Net investment income/(loss) <sup>#</sup>	<u>0.18</u>	0.12	0.20	0.16	0.30
Net realized and unrealized gain/(loss) on investments and foreign currency related transactions	<u>2.50</u>	0.36	1.74	5.82	1.04
Net increase/(decrease) in net assets resulting from operations and foreign currency related transactions	<u>2.68</u>	0.48	1.94	5.98	(7.14)
Dividends and distributions to <b>shareholders</b> / <b>stockholders</b> :					<u>0.48</u>
Net investment income	<u>(0.18)</u>	(0.12)	(0.20)	(0.16)	(6.84)
					<u>1.52</u>
					(0.36)
					<u>(1.32)</u>

<sup>2</sup> Total investment return at market value is based on the changes in market price of a share during the period and assumes reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividends reinvestment plan. Total investment return does not reflect brokerage commissions.

<sup>3</sup> Expenses are net of fees paid indirectly.

<sup>4</sup> Expenses do not include expenses of investment companies in which the Fund invests.

<sup>4</sup> Expenses exclude the reduction for fees paid indirectly.

<sup>6\*\*</sup> **Effective December 23, 2008, a reverse stock split of 1:2 occurred. All per share amounts have been restated according to the terms of the split.**

**\* Effective December 23, 2008, a reverse stock split of 1:2 occurred. All per share amounts have been restated according to the terms of the split.**

<sup>#</sup> Based on average shares outstanding.

Return-of-capital	<u>(4.04)</u>	(4.10)	(4.02)	(3.82)	(3.60)
Total dividends and distributions to <del>shareholders</del> <u>stockholders</u>	<u>(4.22)</u>	(4.22)	(4.22)	(3.98)	(3.96)
					<u>(1.50)</u>
Capital stock transactions:					
Anti-dilutive effect due to capital stock repurchased	≡	—	—	—	0.04
Anti-dilutive/(dilutive) effect due to shares issued in reinvestment of dividends and distributions	≡	—	0.06	—	<u>0.02</u>
					(0.06)
Total capital stock transactions	≡	—	0.06	—	<u>(0.02)</u>
					<u>0.02</u>
Net asset value, end of year	<u>\$ 20.28</u>	\$ 21.82	\$ 25.56	\$ 27.78	\$ 25.78
					<u>\$ 36.60</u>
Market value, end of year	<u>\$ 39.24</u>	\$ 29.30	\$ 35.90	\$ 35.90	\$ 22.70
					<u>\$ 32.58</u>
Total investment return <sup>7</sup>	<u>64.15%</u>	(2.07)%	15.11%	82.96%	(19.30)%
					<u>8.91%</u>
<b>RATIOS/SUPPLEMENTAL DATA</b>					
Net assets, end of year (000 omitted)	<u>\$ 52,379</u>	\$ 54,194	\$ 61,365	\$ 65,642	\$ 60,151
					<u>\$ 39,547</u>
Ratio of expenses to average net assets, net of fee waivers, if any <sup>8</sup>	<u>1.44%</u>	1.47%	1.41%	1.20%	1.50%
					<u>3.01%</u>
Ratio of expenses to average net assets, excluding fee waivers, if any <sup>9</sup>	<u>1.50%</u>	1.52%	1.45%	1.43%	2.07%
					<u>3.01%</u>
<b>Ratio of expenses to average net assets, net of fee waivers, if any<sup>7</sup></b>	<b><u>1.50%</u></b>	<b>1.43%</b>	<b>1.23%</b>	<b>1.63%</b>	<b>3.01%</b>
Ratio of net investment income- <u>(loss)</u> to average net assets	<u>0.82%</u>	0.53%	0.75%	0.65%	1.01%
					<u>2.77%</u>
Portfolio turnover rate	<u>11.29%</u>	9.84%	12.15%	3.62%	86.60%
					<u>—</u>

<sup>7</sup> Total investment return at market value is based on the changes in market price of a share during the year and assumes reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividends reinvestment plan. Total investment return does not reflect brokerage commissions.

<sup>8</sup> Expenses are net of fees paid indirectly.

<sup>9</sup> Expenses exclude the reduction for fees paid indirectly.



## USE OF PROCEEDS

~~The~~ ~~If fully-subscribed, the~~ net proceeds of ~~this~~ ~~e~~Offering will be approximately \$~~9,828,757~~[    ]. The net proceeds of the ~~e~~Offering will be invested in accordance with the Fund's investment objective and policies (as stated below) as soon as practicable after completion of the ~~e~~Offering. The Fund currently anticipates being able to do so within one month after the completion of the ~~e~~Offering. Pending investment of the net proceeds in accordance with the Fund's investment objective and policies, the Fund will invest in money market securities or money market mutual funds. Investors should expect, therefore, that before the Fund has fully invested the proceeds of the ~~e~~Offering in accordance with its investment objective and policies, the Fund's net asset value would earn interest income at a modest rate. To the extent adequate income is not available, portfolio securities, including those purchased with proceeds of ~~this~~ ~~e~~Offering, may be sold to meet the amounts distributed under the Fund's managed distribution policy.

## INVESTMENT OBJECTIVES AND POLICIES

### Investment Objectives

The Fund's investment objective is to seek capital appreciation with current income as a secondary objective. The Fund seeks to achieve its objectives by investing primarily in U.S. and non-U.S. companies. The Fund's objectives are fundamental and may not be changed without stockholder approval.

### Investment Strategies

Under normal market conditions, the Fund's portfolio consists principally of the equity securities of large, mid and small-capitalization companies. Equity securities in which the Fund may invest include common and preferred stocks, convertible securities, warrants and other securities having the characteristics of common stocks, such as American Depositary Receipts ("ADRs") and International Depositary Receipts ("IDRs"). The Fund may, however, invest a portion of its assets in U.S. dollar denominated debt securities when ~~Fund management the~~ ~~Adviser~~ believes that it is appropriate to do so in order to achieve the Fund's secondary investment objective, for example, when interest rates are high in comparison to anticipated returns on equity investments. Debt securities in which the Fund may invest include U.S. dollar denominated bank, corporate or government bonds, notes, and debentures of any maturity determined by ~~Fund management the~~ ~~Adviser~~ to be suitable for investment by the Fund. The Fund may invest in the securities of issuers that it determines to be suitable for investment by the Fund regardless of their rating, provided, however, that the Fund may not invest in debt securities that are determined by ~~Fund management the~~ ~~Adviser~~ to be rated below "BBB" by S&P or Moody's, commonly referred to as "junk bonds."

The ~~Fund's management~~ ~~Adviser~~ utilizes a balanced approach, including "value" and "growth" investing by seeking out companies at reasonable prices, without regard to sector or industry, which demonstrate favorable long-term growth characteristics. Valuation and growth characteristics may be considered for purposes of selecting potential investment securities. In general, valuation analysis is used to determine the inherent value of the company by analyzing financial information such as a company's price to book, price to sales, return on equity, and return on assets ratios; and growth analysis is used to determine a company's potential for long-term dividends and earnings growth due to market-oriented factors such as growing market share, the launch of new products or services, the strength of its management and market demand. Fluctuations in these characteristics may trigger trading decisions to be made by the Adviser with respect to the Fund's portfolio.

The Fund may invest ~~up to 10% of its assets without limitation~~ in other closed-end investment companies, provided that the Fund limits its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund. As a stockholder in any investment company, the Fund will bear its ratable share of the investment company's expenses and would remain subject to payment of the Fund's advisory and administrative fees with respect to the assets so invested.

To comply with provisions of the 1940 Act, on any matter upon which the Fund is solicited to vote as a shareholder in an investment company in which it invests, the Adviser votes such shares in the same general proportion as shares held by other shareholders of that investment company. The Fund will not invest in any other closed-end funds managed by the Adviser.

The Fund may invest up to 20% of its assets in illiquid U.S. securities. The Fund will invest only in such illiquid securities that, in the opinion of ~~Fund management~~the Adviser, present opportunities for substantial growth over a period of two to five years.

The Fund's investment policies emphasize long-term investment in ~~the securities of~~companies, ~~therefore,~~ the Fund's annual portfolio turnover rate is expected to continue to be relatively low, ranging between 10% and 90%. Higher portfolio turnover rates resulting from more actively traded portfolio securities generally result in higher transaction costs, including brokerage commissions and related capital gains or losses.

~~The~~Although the Fund does not anticipate having any securities lending income during the current calendar year, the Fund may lend the securities that it owns to others, which ~~allows~~would allow the Fund the opportunity to earn additional income. Although the Fund will require the borrower of the securities to post collateral for the loan in accordance with market practice and the terms of the loan will require that the Fund be able to reacquire the loaned securities if certain events occur, the Fund is still subject to the risk that the borrower of the securities may default, which could result in the Fund losing money, which would result in a decline in the Fund's net asset value.~~During the calendar year ended December 31, 2010, the Board of Directors determined to suspend the Fund's security lending program, therefore, the Fund was no longer engaged in securities lending as of December 31, 2010.~~

The Fund may, from time to time, take temporary defensive positions that are inconsistent with the Fund's principal investment strategies in attempting to respond to adverse market, economic, political or other conditions. During such times, the Fund may temporarily invest up to 100% of its assets in cash or cash equivalents, including money market instruments, prime commercial paper, repurchase agreements, Treasury bills and other short-term obligations of the U. S. Government, its agencies or instrumentalities. In these and in other cases, the Fund may not achieve its investment objective.

The Adviser may invest the Fund's cash balances in any investments it deems appropriate. The Adviser expects that such investments will primarily be pursuant to a repurchase agreement, however such investments may also be made in, without limitation and as permitted under the 1940 Act, money market funds, additional repurchase agreements, U.S. Treasury and U.S. agency securities, municipal bonds and bank accounts. Any income earned from such investments is ordinarily reinvested by the Fund in accordance with its investment program. Many of the considerations entering into the Adviser's recommendations and the portfolio manager's decisions are subjective.

The Fund has no current intent to use leverage; however, the Fund may borrow money to purchase securities provided that the amount borrowed does not exceed 20% of its total assets (including the amount borrowed) at the time of borrowing and for temporary or emergency purposes in an amount not exceeding 5% of its total assets (including the amount borrowed) at the time of borrowing.

## **Portfolio Investments**

### ***Common Stocks***

The Fund will invest in common stocks. Common stocks represent an ownership interest in an issuer. While offering greater potential for long-term growth, common stocks are more volatile and more risky than some other forms of investment. Common stock prices fluctuate for many reasons, including adverse events, such as an unfavorable earnings report, changes in investors' perceptions of the financial condition of an issuer or the general condition of the relevant stock market, or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates as the costs of capital rise and borrowing costs increase.

## ***Foreign Securities***

The Fund may invest in foreign securities, including direct investments in securities of foreign issuers that are traded on a U.S. securities exchange or over the counter and investments in depository receipts (such as ADRs), and other closed-end investment companies that represent indirect interests in securities of foreign issuers. The Fund is not limited in the amount of assets it may invest in such foreign securities. These investments involve risks not associated with investments in the United States, including the risk of fluctuations in foreign currency exchange rates, unreliable and untimely information about the issuers and political and economic instability. These risks could result in the Adviser's misjudging the value of certain securities or in a significant loss in the value of those securities.

The value of foreign securities is affected by changes in currency rates, foreign tax laws (including withholding tax), government policies (in this country or abroad), relations between nations and trading, settlement, custodial and other operational risks. In addition, the costs of investing abroad are generally higher than in the United States, and foreign securities markets may be less liquid, more volatile and less subject to governmental supervision than markets in the United States. As an alternative to holding foreign traded securities, the Fund may invest in dollar-denominated securities of foreign companies that trade on U.S. exchanges or in the U.S. over-the-counter market (including depository receipts as described below, which evidence ownership in underlying foreign securities).

Because foreign companies are not subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those applicable to U.S. companies, there may be less publicly available information about a foreign company than about a domestic company. Volume and liquidity in most foreign debt markets is less than in the United States and securities of some foreign companies are less liquid and more volatile than securities of comparable U.S. companies. There is generally less government supervision and regulation of securities exchanges, broker dealers and listed companies than in the United States. Mail service between the United States and foreign countries may be slower or less reliable than within the United States, thus increasing the risk of delayed settlements of portfolio transactions or loss of certificates for portfolio securities. Payment for securities before delivery may be required. In addition, with respect to certain foreign countries, there is the possibility of expropriation or confiscatory taxation, political or social instability, or diplomatic developments which could affect investments in those countries. Moreover, individual foreign economies may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross national product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies.

The Fund may purchase ADRs, IDRs and global depository receipts ("GDRs") which are certificates evidencing ownership of shares of foreign issuers and are alternatives to purchasing directly the underlying foreign securities in their national markets and currencies. However, such depository receipts continue to be subject to many of the risks associated with investing directly in foreign securities. These risks include foreign exchange risk as well as the political and economic risks associated with the underlying issuer's country. ADRs, ~~EDRs~~-IDRs and GDRs may be sponsored or unsponsored. Unsponsored receipts are established without the participation of the issuer. Unsponsored receipts may involve higher expenses, they may not pass-through voting or other stockholder rights, and they may be less liquid. Less information is normally available on unsponsored receipts.

Dividends paid on foreign securities may not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. As a result, there can be no assurance as to what portion of the Fund's distributions attributable to foreign securities will be designated as qualified dividend income. See "Federal Income Tax Matters."

## ***Preferred Stocks***

The Fund may invest in preferred stocks. Preferred stock, like common stock, represents an equity ownership in an issuer. Generally, preferred stock has a priority of claim over common stock in dividend payments and upon liquidation of the issuer. Unlike common stock, preferred stock does not usually have voting rights.

Preferred stock in some instances is convertible into common stock. Although they are equity securities, preferred stocks have characteristics of both debt and common stock. Like debt, their promised income is contractually fixed. Like common stock, they do not have rights to precipitate bankruptcy proceedings or collection activities in the event of missed payments. Other equity characteristics are their subordinated position in an issuer's capital structure and that their quality and value are heavily dependent on the profitability of the issuer rather than on any legal claims to specific assets or cash flows.

Distributions on preferred stock must be declared by the board of directors and may be subject to deferral, and thus they may not be automatically payable. Income payments on preferred stocks may be cumulative, causing dividends and distributions to accrue even if not declared by the company's board or otherwise made payable, or they may be non-cumulative, so that skipped dividends and distributions do not continue to accrue. There is no assurance that dividends on preferred stocks in which the Fund invests will be declared or otherwise made payable. The Fund may invest in non-cumulative preferred stock, although the Adviser would consider, among other factors, their non-cumulative nature in making any decision to purchase or sell such securities.

Shares of preferred stock have a liquidation value that generally equals the original purchase price at the date of issuance. The market values of preferred stock may be affected by favorable and unfavorable changes impacting the issuers' industries or sectors, including companies in the utilities and financial services sectors, which are prominent issuers of preferred stock. They may also be affected by actual and anticipated changes or ambiguities in the tax status of the security and by actual and anticipated changes or ambiguities in tax laws, such as changes in corporate and individual income tax rates, and in the dividends received deduction for corporate taxpayers or the lower rates applicable to certain dividends.

Because the claim on an issuer's earnings represented by preferred stock may become onerous when interest rates fall below the rate payable on the stock or for other reasons, the issuer may redeem preferred stock, generally after an initial period of call protection in which the stock is not redeemable. Thus, in declining interest rate environments in particular, the Fund's holdings of higher dividend paying preferred stocks may be reduced and the Fund may be unable to acquire securities paying comparable rates with the redemption proceeds.

#### ***Other Closed-End Investment Companies***

The Fund may invest ~~in the shares of~~ without limitation in other closed-end ~~management~~ investment companies. ~~The, provided that the~~ Fund will limit limits its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund, ~~or its affiliated persons, as a whole in accordance with the 1940 Act and applicable Federal securities laws.~~ There can be no assurance that the investment objective of any investment company in which the Fund invests will be achieved. Closed-end investment companies are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the closed-end investment company, will bear its pro rata portion of the closed-end investment company's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.

#### ***Exchange Traded Funds***

The Fund may invest in certain ~~ETFs~~ exchange-traded funds ("ETFs"), which are investment companies that aim to track or replicate a desired index, such as a sector, market or global segment. ETFs are passively managed and their shares are traded on a national exchange. ETFs do not sell individual shares directly to investors and only issue their shares in large blocks known as "creation units." The investor purchasing a creation unit may sell the individual shares on a secondary market. Therefore, the liquidity of ETFs depends on the adequacy of the secondary market. There can be no assurance that an ETF's investment objective will be achieved, as ETFs based on an index may not replicate and maintain exactly the composition and relative weightings of securities in the index. ETFs are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the ETF, will bear its pro rata portion of the ETF's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.

#### ***Corporate Bonds, Government Debt Securities and Other Debt Securities***

The Fund may invest in corporate bonds, debentures and other debt securities. Debt securities in which the Fund may invest may pay fixed or variable rates of interest. Bonds and other debt securities generally are issued by corporations and other issuers to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and normally must repay the amount borrowed on or before maturity. Certain debt securities are “perpetual” in that they have no maturity date.

The Fund will invest in government debt securities, including those of emerging market issuers or of other non-U.S. issuers. These securities may be U.S. dollar-denominated or non-U.S. dollar-denominated and include: (a) debt obligations issued or guaranteed by foreign national, provincial, state, municipal or other governments with taxing authority or by their agencies or instrumentalities; and (b) debt obligations of supranational entities. Government debt securities include: debt securities issued or guaranteed by governments, government agencies or instrumentalities and political subdivisions; debt securities issued by government owned, controlled or sponsored entities; interests in entities organized and operated for the purpose of restructuring the investment characteristics issued by the above noted issuers; or debt securities issued by supranational entities such as the World Bank or the European Union. The Fund may also invest in securities denominated in currencies of emerging market countries. Emerging market debt securities generally are rated in the lower rating categories of recognized credit rating agencies or are unrated and considered to be of comparable quality to lower rated debt securities. A non-U.S. issuer of debt or the non-U.S. governmental authorities that control the repayment of the debt may be unable or unwilling to repay principal or interest when due, and the Fund may have limited resources in the event of a default. Some of these risks do not apply to issuers in large, more developed countries. These risks are more pronounced in investments in issuers in emerging markets or if the Fund invests significantly in one country.

The Fund will not invest in debt securities rated below investment grade (i.e., securities rated lower than Baa by Moody’s ~~Investors Service, Inc. (“Moody’s”)~~ or lower than BBB by ~~Standard & Poor’s Rating Services, a division of The McGraw-Hill Companies, Inc. (“S&P”)~~ S&P), or their equivalent as determined by the Adviser. These securities are commonly referred to as “junk bonds.” The foregoing credit quality policy applies only at the time a security is purchased, and the Fund is not required to dispose of securities already owned by the Fund in the event of a change in assessment of credit quality or the removal of a rating.

### ***Convertible Securities***

The Fund may invest in convertible securities. Convertible securities include fixed income securities that may be exchanged or converted into a predetermined number of shares of the issuer’s underlying common stock at the option of the holder during a specified period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, units consisting of “usable” bonds and warrants or a combination of the features of several of these securities. The investment characteristics of each convertible security vary widely, which allows convertible securities to be employed for a variety of investment strategies.

The Fund will exchange or convert convertible securities into shares of underlying common stock when, in the opinion of the Adviser, the investment characteristics of the underlying common shares will assist the Fund in achieving its investment objective. The Fund may also elect to hold or trade convertible securities. In selecting convertible securities, the Adviser evaluates the investment characteristics of the convertible security as a fixed income instrument, and the investment potential of the underlying equity security for capital appreciation. In evaluating these matters with respect to a particular convertible security, the Adviser considers numerous factors, including the economic and political outlook, the value of the security relative to other investment alternatives, trends in the determinants of the issuer’s profits, and the issuer’s management capability and practices.

### ***Warrants***

The Fund may invest in equity and index warrants of domestic and international issuers. Equity warrants are securities that give the holder the right, but not the obligation, to subscribe for equity issues of the issuing company or a related company at a fixed price either on a certain date or during a set period. Changes in the value of a warrant do not necessarily correspond to changes in the value of its underlying security. The price of a warrant may be more volatile than the price of its underlying security, and a warrant may offer greater potential for capital appreciation as well as capital loss.

Warrants do not entitle a holder to dividends or voting rights with respect to the underlying security and do not represent any rights in the assets of the issuing company. A warrant ceases to have value if it is not exercised prior to its expiration date. These factors can make warrants more speculative than other types of investments. The sale of a warrant results in a long or short-term capital gain or loss depending on the period for which the warrant is held.

### ***Repurchase Agreements***

The Fund has agreed to purchase securities from financial institutions subject to the seller's agreement to repurchase them at an agreed-upon time and price ("repurchase agreements"). The financial institutions with whom the Fund enters into repurchase agreements are banks and broker/dealers, which the Adviser considers creditworthy. The seller under a repurchase agreement will be required to maintain the value of the securities as collateral, subject to the agreement at not less than the repurchase price plus accrued interest. The Adviser monitors the mark-to-market of the value of the collateral, and, if necessary, requires the seller to maintain additional securities, so that the value of the collateral is not less than the repurchase price. Default by or bankruptcy of the seller would, however, expose the Fund to possible loss because of adverse market action or delays in connection with the disposition of the underlying securities.

### **Other Securities**

Although it has no current intention do so, the Adviser may determine to invest the Fund's assets in some or all of the following securities from time to time.

### ***Emerging Market Securities***

The Fund may invest up to 5% of its net assets in emerging market securities, although through its investments in other investment companies or depository receipts that invest in emerging market securities, up to 20% of the Fund's assets may be invested indirectly in issuers located in emerging markets. The risks of foreign investments described above apply to an even greater extent to investments in emerging markets. The securities markets of emerging countries are generally smaller, less developed, less liquid, and more volatile than the securities markets of the United States and developed foreign markets. Disclosure and regulatory standards in many respects are less stringent than in the United States and developed foreign markets. There also may be a lower level of monitoring and regulation of securities markets in emerging market countries and the activities of investors in such markets and enforcement of existing regulations has been extremely limited. Many emerging countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets of certain emerging countries. Economies in emerging markets generally are heavily dependent upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values, and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of these countries also have been and may continue to be adversely affected by economic conditions in the countries in which they trade. The economies of countries with emerging markets may also be predominantly based on only a few industries or dependent on revenues from particular commodities. In addition, custodial services and other costs relating to investment in foreign markets may be more expensive in emerging markets than in many developed foreign markets, which could reduce the Fund's income from such securities.

In many cases, governments of emerging countries continue to exercise significant control over their economies, and government actions relative to the economy, as well as economic developments generally, may affect the Fund's investments in those countries. In addition, there is a heightened possibility of expropriation or confiscatory taxation, imposition of withholding taxes on interest payments, or other similar developments that could affect investments in those countries. There can be no assurance that adverse political changes will not cause the Fund to suffer a loss of any or all of its investments.

### ***Illiquid Securities***

Illiquid securities are securities that are not readily marketable. Illiquid securities include securities that have legal or contractual restrictions on resale, and repurchase agreements maturing in more than seven days. Illiquid securities involve the risk that the securities will not be able to be sold at the time desired or at prices approximating the value at which the Fund is carrying the securities. Where registration is required to sell a security, the Fund may be obligated to pay all or part of the registration expenses, and a considerable period may elapse between the decision to sell and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, the Fund might obtain a less favorable price than prevailed when it decided to sell. The Fund may invest up to 20% of the value of its net assets in illiquid securities. Restricted securities for which no market exists and other illiquid investments are valued at fair value as determined in accordance with procedures approved and periodically reviewed by the Board of Directors.

### ***Rule 144A Securities***

The Fund may invest in restricted securities that are eligible for resale pursuant to Rule 144A under the Securities Act of 1933, as amended, (the “1933 Act”). Generally, Rule 144A establishes a safe harbor from the registration requirements of the 1933 Act for resale by large institutional investors of securities that are not publicly traded. The Adviser determines the liquidity of the Rule 144A securities according to guidelines adopted by the Board of Directors. The Board of Directors monitors the application of those guidelines and procedures. Securities eligible for resale pursuant to Rule 144A, which are determined to be liquid, are not subject to the Fund’s ~~10~~20% limit on investments in illiquid securities.

## RISK FACTORS

An investment in the Fund's ~~common shares~~ Shares is subject to risks. The value of the Fund's investments will increase or decrease based on changes in the prices of the investments it holds. You could lose money by investing in the Fund. By itself, the Fund does not constitute a balanced investment program. You should consider carefully the following principal risks before investing in the Fund. There may be additional risks that the Fund does not currently foresee or consider material. You may wish to consult with your legal or tax advisors, before deciding whether to invest in the Fund.

### Principal Risks

**Stock Market Volatility.** Stock markets can be volatile. In other words, the prices of stocks can rise or fall rapidly in response to developments affecting a specific company or industry, or to changing economic, political or market conditions. The Fund is subject to the general risk that the value of its investments may decline if the stock markets perform poorly. There is also a risk that the Fund's investments will underperform either the securities markets generally or particular segments of the securities markets.

**Issuer Specific Changes.** Changes in the financial condition of an issuer, changes in the specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect the credit quality or value of an issuer's securities. Lower-quality debt securities tend to be more sensitive to these changes than higher-quality debt securities.

**Common Stock Risk.** The Fund will invest a significant portion of its net assets in common stocks. Common stocks represent an ownership interest in a company. The Fund may also invest in securities that can be exercised for or converted into common stocks (such as convertible preferred stock). Common stocks and similar equity securities are more volatile and more risky than some other forms of investment. Therefore, the value of your investment in the Fund may sometimes decrease instead of increase. Common stock prices fluctuate for many reasons, including changes in investors' perceptions of the financial condition of an issuer, the general condition of the relevant stock market or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates, as the costs of capital rise for issuers. Because convertible securities can be converted into equity securities, their values will normally increase or decrease as the values of the underlying equity securities increase or decrease. The common stocks in which the Fund will invest are structurally subordinated to preferred securities, bonds and other debt instruments in a company's capital structure in terms of priority to corporate income and assets and, therefore, will be subject to greater risk than the preferred securities or debt instruments of such issuers.

**Foreign Securities Risk.** Investments in securities of non-U.S. issuers involve special risks not presented by investments in securities of U.S. issuers, including the following: less publicly available information about companies due to less rigorous disclosure or accounting standards or regulatory practices; the impact of political, social or diplomatic events, including war; possible seizure, expropriation or nationalization of the company or its assets; possible imposition of currency exchange controls; and changes in foreign currency exchange rates. These risks are more pronounced to the extent that the Fund invests a significant amount of its investments in companies located in one region. These risks may be greater in emerging markets and in less developed countries. For example, prior governmental approval for foreign investments may be required in some emerging market countries, and the extent of foreign investment may be subject to limitation in other emerging countries. With respect to risks associated with changes in foreign currency exchange rates, the Fund does not expect to engage in foreign currency hedging transactions. See "Foreign Currency Risk".

**Repurchase Agreement Risk.** The Fund could suffer a loss if the proceeds from a sale of the securities underlying a repurchase agreement to which it is a party turns out to be less than the repurchase price stated in the agreement. In addition, repurchase agreements may involve risks in the event of default or insolvency of the seller, including possible delays or restrictions upon the Fund's ability to dispose of the underlying securities.

**Defensive Positions** During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its net assets in cash or cash equivalents. The Fund would not be pursuing its investment objective in these circumstances and could miss favorable market developments.



**Management Risk.** The Fund is subject to management risk because it is an actively managed portfolio. The Fund's successful pursuit of its investment objective depends upon the Adviser's ability to find and exploit market inefficiencies with respect to undervalued securities. Such situations occur infrequently and sporadically and may be difficult to predict, and may not result in a favorable pricing opportunity that allows the Adviser to fulfill the Fund's investment objective. The Adviser's security selections and other investment decisions might produce losses or cause the Fund to underperform when compared to other funds with similar investment goals. If one or more key individuals leave the employ of the Adviser, the Adviser may not be able to hire qualified replacements, or may require an extended time to do so. This could prevent the Fund from achieving its investment objective. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund, which could be perceived as a conflict of interest.

**Managed Distribution Policy Risk.** Under the Fund's managed distribution policy (the "Distribution Policy"), the Fund makes monthly distributions to ~~s~~Stockholders at a rate that may include periodic distributions of its net income and net capital gains, ("Net Earnings"), or from return-of-capital. For any fiscal year where total cash distributions exceeded Net Earnings (the "Excess"), the Excess would decrease the Fund's total assets and, as a result, would have the likely effect of increasing the Fund's expense ratio. There is a risk that the total Net Earnings from the Fund's portfolio would not be great enough to offset the amount of cash distributions paid to ~~Fund~~ ~~stockholders~~Stockholders. If this were to be the case, the Fund's assets would be depleted, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may have to sell a portion of its investment portfolio, including securities purchased with the proceeds of ~~this~~ Offering, at a time when independent investment judgment might not dictate such action. Furthermore, such assets used to make distributions will not be available for investment pursuant to the Fund's investment objective. ~~Sustaining the managed distribution policy could require the Fund~~ Distributions may constitute a return of capital to Stockholders and lower the tax basis in their Shares. Stockholders are advised to consult their own tax advisers with respect to the tax consequences of their investment in the Fund. The Fund may need to raise additional capital in ~~the future~~order to maintain the Distribution Policy.

The following table is provided to demonstrate the historical performance of the ~~Fund's managed distribution policy~~Distribution Policy. A return of capital distribution does not reflect positive investment performance. Stockholders should not draw any conclusions about the Fund's investment performance from the amount of its managed distributions or from the terms of the ~~Fund's managed distribution policy~~Distribution Policy. The Fund's managed distribution rates do not correlate to the Fund's total return based on NAV.

Cornerstone Total Return Fund, Inc.  
Managed Distributions Paid and NAV Returns from 2005 through 20101

Years/ Period	NAV Per Share	Average Annual Return*	Average Annual Return**	Managed Distribution Per Share	Return-of- Capital Distribution	Capital Gains Distribution	Net Investment Income Distribution	Gross Expense Ratios
2005	\$ 21.82	2.43%	1.88%	\$ 4.22	\$ 4.10	\$ -	\$ 0.12	1.52%
2006	20.28	13.92%	12.28%	4.22	4.04	-	0.18	1.50%
2007	17.00	-0.92%	4.93%	4.28	4.08	0.06	0.14	1.53%
2008	7.75	-40.47%	-31.53%	3.89	3.77	-	0.12	1.94%
2009	7.19	14.41%	17.29%	1.90	1.90	-	-	3.20%
2010	6.65	8.36%	12.80%	1.46	1.46	-	-	2.37%
<u>2011</u>	<u>5.47</u>	<u>-2.37</u>	<u>2.32</u>	<u>1.39</u>	<u>1.32</u>	<u>=</u>	<u>0.02</u>	<u>1.88</u>

\* Includes the reinvestments of distributions in accordance with the operations of Fund's ~~DRP~~dividend reinvestment plan.

\*\* Includes distributions received but not reinvested.

**Preferred Securities Risk. — Investment Risk.** Investment in preferred securities carries risks including credit risk, deferral risk, redemption risk, limited voting rights, risk of subordination and lack of liquidity. Fully taxable or hybrid preferred securities typically contain provisions that allow an issuer, at its discretion, to defer distributions for up to 20 consecutive quarters. Traditional preferreds also contain provisions that allow an issuer, under certain conditions to skip (in the case of "noncumulative preferreds") or defer (in the case of "cumulative

preferreds”), dividend payments. If the Fund owns a preferred security that is deferring its distributions, the Fund may be required to report income for tax purposes while it is not receiving any distributions. Preferred securities typically contain provisions that allow for redemption in the event of tax or security law changes in addition to call features at the option of the issuer. In the event of a redemption, the Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred securities typically do not provide any voting rights, except in cases when dividends are in arrears beyond a certain time period, which varies by issue. Preferred securities are subordinated to bonds and other debt instruments in a company’s capital structure in terms of priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than those debt instruments. Preferred securities may be substantially less liquid than many other securities, such as U.S. government securities, corporate debt or common stocks. Dividends paid on preferred securities will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”

***Investment in Small and Mid-Capitalization Companies.*** The Fund may invest in companies with mid or small sized capital structures (generally a market capitalization of \$5 billion or less). Accordingly, the Fund may be subject to the additional risks associated with investment in these companies. The market prices of the securities of such companies tend to be more volatile than those of larger companies. Further, these securities tend to trade at a lower volume than those of larger more established companies. If the Fund is heavily invested in these securities and the value of these securities suddenly declines, that Fund will be susceptible to significant losses.

***Other Investment Company Securities Risk.*** The Fund may invest in the securities of other closed-end investment companies. Investing in other investment companies involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company’s portfolio securities, and a stockholder in the Fund will bear not only his proportionate share of the expenses of the Fund, but also, indirectly the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company in which the Fund invests will be achieved.

#### **Other Risks**

In addition to the principal risks set forth above, the following additional risks may apply to an investment in the Fund.

***Interest Rate Risk.*** Debt securities have varying levels of sensitivity to changes in interest rates. In general, the price of a debt security can fall when interest rates rise and can rise when interest rates fall. Securities with longer maturities and mortgage securities can be more sensitive to interest rate changes although they usually offer higher yields to compensate investors for the greater risks. The longer the maturity of the security, the greater the impact a change in interest rates could have on the security’s price. In addition, short-term and long-term interest rates do not necessarily move in the same amount or the same direction. Short-term securities tend to react to changes in short-term interest rates and long-term securities tend to react to changes in long-term interest rates.

***Credit Risks.*** Fixed income securities rated B or below by S&Ps or Moody’s may be purchased by either Fund. These securities have speculative characteristics and changes in economic conditions or other circumstances are more likely to lead to a weakened capacity of those issuers to make principal or interest payments, as compared to issuers of more highly rated securities.

***Extension Risk.*** The Fund is subject to the risk that an issuer will exercise its right to pay principal on an obligation held by that Fund (such as mortgage-backed securities) later than expected. This may happen when there is a rise in interest rates. These events may lengthen the duration (i.e. interest rate sensitivity) and potentially reduce the value of these securities.

***Debt Security Risk.*** In addition to interest rate risk, call risk and extension risk, debt securities are also subject to the risk that they may also lose value if the issuer fails to make principal or interest payments when due, or the credit quality of the issuer falls.

***Illiquid Securities.*** The Fund may invest up to 20% of its respective net assets in illiquid securities. Illiquid securities may offer a higher yield than securities which are more readily marketable, but they may not always be marketable on advantageous terms. The sale of illiquid securities often requires more time and results in higher brokerage charges or dealer discounts than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. A security traded in the U.S. that is not registered under the Securities Act will not be considered illiquid if Fund management determines that an adequate investment trading market exists for that security. However, there can be no assurance that a liquid market will exist for any security at a particular time.

**Foreign Currency Risk.** Although the Fund will report its net asset value and pay expenses and distributions in U.S. dollars, the Fund may invest in foreign securities denominated or quoted in currencies other than the U.S. dollar. Therefore, changes in foreign currency exchange rates will affect the U.S. dollar value of the Fund's investment securities and net asset value. For example, even if the securities prices are unchanged on their primary foreign stock exchange, the Fund's net asset value may change because of a change in the rate of exchange between the U.S. dollar and the trading currency of that primary foreign stock exchange. Certain currencies are more volatile than those of other countries and Fund investments related to those countries may be more affected. Generally, if a foreign currency depreciates against the dollar (i.e., if the dollar strengthens), the value of the existing investment in the securities denominated in that currency will decline. When a given currency appreciates against the dollar (i.e., if the dollar weakens), the value of the existing investment in the securities denominated in that currency will rise. Certain foreign countries may impose restrictions on the ability of foreign securities issuers to make payments of principal and interest to investors located outside of the country, due to a blockage of foreign currency exchanges or otherwise.

***Convertible Securities Risk.*** The value of a convertible security, including, for example, a warrant, is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. Generally, the conversion value decreases as the convertible security approaches maturity. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed income security.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Fund's ability to achieve its investment objective.

***Over-the-Counter Bulletin Board Markets.*** The Fund may invest in companies whose stock is trading on the over-the-counter Bulletin Board which have only a limited trading market. A more active trading market may never develop. The Fund may be unable to sell its investments in these companies on any particular day due to the limited trading market.

***Securities Lending Risk.*** Securities lending is subject to the risk that loaned securities may not be available to the Fund on a timely basis and the Fund may, therefore, lose the opportunity to sell the securities at a desirable price. Any loss in the market price of securities loaned by the Fund that occurs during the term of the loan would be borne by the Fund and would adversely affect the Fund's performance. Also, there may be delays in recovery, or no recovery, of securities loaned or even a loss of rights in the collateral should the borrower of the securities fail financially while the loan is outstanding. The Fund retains the right to recall securities that it lends to enable it to vote such securities if it determines such vote to be material. Despite its right to recall securities lent,

there can be no guarantee that recalled securities will be received timely to enable the Fund to vote those securities. The Fund does not anticipate having any securities lending income during the current calendar year.

**Anti-Takeover Provisions.** The Fund's Bylaws include provisions that could limit the ability of other persons or entities to acquire control of the Fund or to cause it to engage in certain transactions or to modify its structure.

**Leverage Risk.** Utilization of leverage is a speculative investment technique and involves certain risks to the holders of common stock. These include the possibility of higher volatility of the net asset value of the common stock and potentially more volatility in the market value of the common stock. So long as the Fund is able to realize a higher net return on its investment portfolio than the then current cost of any leverage together with other related expenses, the effect of the leverage will be to cause holders of common stock to realize higher current net investment income than if the Fund were not so leveraged. On the other hand, to the extent that the then current cost of any leverage, together with other related expenses, approaches the net return on the Fund's investment portfolio, the benefit of leverage to holders of common stock will be reduced, and if the then current cost of any leverage were to exceed the net return on the Fund's portfolio, the Fund's leveraged capital structure would result in a lower rate of return to Stockholders than if the Fund were not so leveraged. There can be no assurance that the Fund's leverage strategy will be successful.

**Market Discount ~~F~~from Net Asset Value.** Shares of closed=end investment companies frequently trade at a discount from their net asset value. This characteristic is a risk separate and distinct from the risk that the Fund's net asset value could decrease as a result of its investment activities and may be greater for investors expecting to sell their ~~s~~Shares in a relatively short period following completion of ~~this~~ ~~o~~Offering. The net asset value of the ~~common stock~~ ~~Shares~~ will be reduced immediately following the ~~o~~Offering as a result of the payment of certain ~~offering~~ ~~costs~~ ~~of the Offering~~. Whether investors will realize gains or losses upon the sale of the ~~common stock~~ ~~Shares~~ will depend not upon the Fund's net asset value but entirely upon whether the market price of the ~~common stock~~ ~~Shares~~ at the time of sale is above or below the investor's purchase price for the ~~common stock~~ ~~Shares~~. Because the market price of the ~~common stock~~ ~~Shares~~ will be determined by factors such as relative supply of and demand for the ~~common stock~~ ~~Shares~~ in the market, general market and economic conditions, and other factors beyond the control of the Fund, the Fund cannot predict whether the ~~common stocks~~ ~~Shares~~ will trade at, below or above net asset value.

**Portfolio Turnover ~~Risk~~—Risk.** The Fund cannot predict its securities portfolio turnover rate with certain accuracy, but anticipates that its annual portfolio turnover rate will range between 10% and 90% under normal market conditions. However, it could be materially higher under certain conditions. Higher portfolio turnover rates could result in corresponding increases in brokerage commissions and may generate short-term capital gains taxable as ordinary income.

## LISTING OF SHARES

The Fund's Shares trade on the NYSE ~~Amex~~ ~~MKT~~ under the ticker symbol "CRF," and are required to meet the NYSE ~~Amex's~~ ~~MKT's~~ continued listing requirements.

## MANAGEMENT OF THE FUND

### Directors and Officers

The Board of Directors is responsible for the overall management of the Fund, including supervision of the duties performed by the Adviser. There are ~~six~~ five Directors of the Fund, one of which is an “interested person” (as defined in the 1940 Act) of the Fund. The Directors are responsible for the Fund’s overall management, including adopting the investment and other policies of the Fund, electing and replacing officers and selecting and supervising the Fund’s Adviser. The name and business address of the Directors and officers of the Fund and their principal occupations and other affiliations during the past five years, as well as a description of committees of the Board of Directors, are set forth under “Management” in the Statement of Additional Information.

### Investment Adviser

Cornerstone Advisors, Inc., 1075 Hendersonville Road, Suite 250, Asheville, North Carolina 28803, is a corporation organized under the laws of North Carolina and serves as the Fund’s investment adviser. The Adviser is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended. The Adviser began conducting business in February, ~~2001~~ and manages two other closed-end funds with combined assets under management with the Fund of ~~\$151,358,649~~ approximately \$249 million, as of September 30, ~~2011. The Adviser is a North Carolina corporation organized in February, 2001~~ 2012.

Under the general supervision of the Fund’s Board of Directors, the Adviser carries out the investment and reinvestment of the net assets of the Fund, continuously furnishes an investment program with respect to the Fund, determines which securities should be purchased, sold or exchanged, and implements such determinations. The Adviser furnishes to the Fund investment advice and office facilities, equipment and personnel for servicing the investments of the Fund. The Adviser compensates all Directors and officers of the Fund who are members of the Adviser’s organization and who render investment services to the Fund, and will also compensate all other Adviser personnel who provide research and investment services to the Fund. In return for these services, facilities and payments, the Fund has agreed to pay the Adviser as compensation under the Investment Management Agreement a monthly fee computed at the annual rate of 1.00% of the average weekly net assets of the Fund. The total estimated annual expenses of the Fund are set forth in the section titled “Summary of Fund Expenses.”

The Board of Directors annually considers the continuance of the Investment Management Agreement. A discussion regarding the basis for the Board of Directors’ ~~most recent~~ approval on February 10, 2012 of the continuance of the ~~Fund’s~~ Investment Management Agreement between the Fund and the Adviser is available in the Fund’s semi-annual report to ~~s~~Stockholders for the six month period ended June 30, 201~~1~~2.

During the last three fiscal years, the Fund paid the Adviser the following amounts as compensation:

	<b>Fiscal Year Ended December 31,</b>			
	<del>2010</del> <u>2011</u>	<u>2010</u>	2009	<del>2008</del>
Management Fees Earned	<del>\$190,388</del> <u>\$241,064</u>	<u>\$190,388</u>	\$223,718	<del>\$339,439</del>
Fee Waiver	-	=	\$ 62,127	<del>\$ 57,412</del>
Management Fee Paid	<del>\$190,388</del> <u>\$241,064</u>	<u>\$190,388</u>	\$161,591	<del>\$282,027</del>

During the periods noted above until July 2009, the Adviser voluntarily agreed to waive its fee from the Fund to the extent that the Fund’s net monthly operating expenses (including basic legal fees, but excluding other legal expenses) exceeded a rate of 0.10% of the Fund’s average net assets.

### Portfolio Manager

~~Mr.~~ Ralph W. Bradshaw is the Fund’s portfolio manager (the “Portfolio Manager”). In addition, Mr. Bradshaw may consult with Gary Bentz, another officer of the Adviser, regarding investment decisions. In carrying out responsibilities for the management of the Fund’s portfolio of securities, the Portfolio Manager has primary

responsibility. The Adviser may create a portfolio management team by assigning additional portfolio managers. In cases where the team might not be in agreement with regard to an investment decision, Mr. Bradshaw has ultimate authority to decide the matter.

### Administrator

Ultimus Fund Solutions, LLC, located at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, serves as administrator to the Fund. Under the Administration Agreement, Ultimus is responsible for generally managing the administrative affairs of the Fund. Ultimus is entitled to receive a monthly fee at the annual rate of 0.10% of the Fund's average weekly net assets, subject to a minimum annual fee of \$50,000.

### Custodian and Transfer Agent

U.S. Bank ~~National Association, N.A.~~, located at ~~1555 N. Rivercenter Dr., MK-WI-S302425 Walnut Street, Milwaukee Cincinnati, WI 53212 Ohio 45202~~, is the custodian of the Fund and maintains custody of the securities and cash of the Fund.

American Stock Transfer and Trust ~~Company Co., LLC~~, with an address at ~~59 Maiden Lane 6201 15<sup>th</sup> Avenue, Brooklyn, New York, New York 10038 11219~~, serves as the transfer agent and dividend paying agent of the Fund.

### Fund Expenses

The Adviser is obligated to pay expenses associated with providing the services contemplated by the Investment Management Agreement, including compensation of and office space for its officers and employees connected with investment and economic research, trading and investment management and administration of the Fund. The Fund is not obligated to pay the fees of any Director of the Fund who is affiliated with the Adviser.

Ultimus is obligated to pay expenses associated with providing the services contemplated by the Administration Agreement, including compensation of and office space for Ultimus's officers and employees and administration of the Fund. Ultimus is obligated to pay the fees of any Director of the Fund who is affiliated with Ultimus, if any.

The Fund pays all other expenses incurred in the operation of the Fund including, among other things, (i) expenses for legal and independent accountants' services, (ii) costs of printing proxies, share certificates and reports to stockholders, (iii) charges of the custodian and transfer agent in connection with the Fund's Dividend Reinvestment Plan, (iv) fees and expenses of independent Directors, (v) printing costs, (vi) membership fees in trade association, (vii) fidelity bond coverage for the Fund's officers and Directors, (viii) errors and omissions insurance for the Fund's officers and Directors, (ix) brokerage costs and listing fees and expenses charged by NYSE ~~Amex~~ MKT, (x) taxes and (xi) other extraordinary or non-recurring expenses and other expenses properly payable by the Fund. The expenses incident to the ~~o~~Offering and issuance of ~~common shares~~ Shares to be issued by the Fund will be recorded as a reduction of capital of the Fund attributable to the ~~common shares~~ Shares.

The Fund's annual operating expenses for the fiscal year ended December 31, 2010~~1~~ were approximately ~~\$451,000, without regard to the management fee waiver that was in place for part of that fiscal year and expenses that were indirectly incurred \$454,000~~. No assurance can be given, in light of the Fund's investment objectives and policies, however, that future annual operating expenses will not be substantially more or less than this ~~amount~~ estimate.

Offering expenses relating to the Fund's ~~common shares~~ Shares, estimated at approximately \$87,0,500, will be payable upon completion of the ~~offering of common shares~~ Offering and will be deducted from the proceeds of the ~~o~~Offering.

The Investment Management Agreement authorizes the Adviser to select brokers or dealers (including affiliates) to arrange for the purchase and sale of Fund securities, including principal transactions. Any commission,

fee or other remuneration paid to an affiliated broker or dealer is paid in compliance with the Fund's procedures adopted in accordance with Rule 17e-1 under the 1940 Act.

## DETERMINATION OF NET ASSET VALUE

The net asset value of shares of the Fund is determined weekly and on the last business day of each month, as of the close of regular trading on the NYSE ~~Amex-MKT~~ (normally, 4:00 p.m., Eastern time). In computing net asset value, portfolio securities of the Fund are valued at their current market values determined on the basis of market quotations. If market quotations are not readily available, securities are valued at fair value as determined by the Board of Directors. Fair valuation involves subjective judgments, and it is possible that the fair value determined for a security may differ materially from the value that could be realized upon the sale of the security. Non-dollar-denominated securities are valued as of the close of the NYSE ~~Amex-MKT~~ at the closing price of such securities in their principal trading market, but may be valued at fair value if subsequent events occurring before the computation of net asset value materially have affected the value of the securities.

Trading may take place in foreign issues held by the Fund at times when the Fund is not open for business. As a result, the Fund's net asset value may change at times when it is not possible to purchase or sell shares of the Fund. The Fund may use a third party pricing service to assist it in determining the market value of securities in the Fund's portfolio. The Fund's net asset value per ~~common-share~~ Share is calculated by dividing the value of the Fund's total assets (the value of the securities the Fund holds plus cash or other assets, including interest accrued but not yet received), less accrued expenses of the Fund, less the Fund's other liabilities by the total number of ~~common shares~~ Shares outstanding.

Readily marketable portfolio securities listed on the NYSE MKT are valued, except as indicated below, at the last sale price reflected on the consolidated tape at the close of the NYSE MKT on the business day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the closing bid and asked prices on such day. If no bid or asked prices are quoted on such day or if market prices may be unreliable because of events occurring after the close of trading, then the security is valued by such method as the Board of Directors shall determine in good faith to reflect its fair market value. Readily marketable securities not listed on the NYSE MKT but listed on other domestic or foreign securities exchanges are valued in a like manner. Portfolio securities traded on more than one securities exchange are valued at the last sale price on the business day as of which such value is being determined as reflected on the consolidated tape at the close of the exchange representing the principal market for such securities. Securities trading on the Nasdaq Stock Market, Inc. ("NASDAQ") are valued at the closing price. Readily marketable securities traded in the over-the counter market, including listed securities whose primary market is believed by the Adviser to be over-the-counter, are valued at the mean of the current bid and asked prices as reported by the NASDAQ or, in the case of securities not reported by the NASDAQ or a comparable source, as the Board of Directors deem appropriate to reflect their fair market value. Where securities are traded on more than one exchange and also over-the-counter, the securities will generally be valued using the quotations the Board of Directors believes reflect most closely the value of such securities.



## DISTRIBUTION POLICY

The Fund initiated a fixed, monthly distribution to stockholders in 2002 which, with interim adjustments and extensive disclosure, continues to be a ~~high-high~~-level managed distribution plan (“MDP”). ~~This~~ MDP has been maintained through the historic economic volatility, increased regulatory scrutiny and challenging markets of the intervening years.

During recent years, the Fund’s investments made in accordance with its objective have failed to provide adequate income to meet the requirements of the managed distribution policy. Nevertheless, the Board continues to believe that the Fund’s objective and strategy are complementary to the Fund’s commitment, through ~~its-managed distribution-policy~~the MDP, to provide regular distributions which increase liquidity and provide flexibility to individual ~~s~~Stockholders. The Adviser seeks to achieve net investment returns that exceed the amount of the Fund’s managed distributions, although there is no guarantee that the Adviser will be successful in this regard.

What are the features of the ~~Fund’s~~ MDP?

The ~~Fund’s~~ MDP provides a regular monthly distribution to ~~s~~Stockholders that is adjusted through an annual resetting of the monthly distribution amount per share based on the Fund’s net asset value on the last business day in ~~each~~ October. The terms of the MDP have been reviewed and are approved at least annually by the Fund’s Board and can be modified at ~~their-the Board’s~~ discretion. To the extent that distributions exceed the current Net Earnings of the Fund, the balance of the amounts paid out will be generated from sales of portfolio securities held by the Fund and will be distributed either as short-term or long-term capital gains or a tax-free return-of-capital. Although return of capital distributions may not be taxable, such distributions may reduce a Stockholder’s cost basis in his or her Shares, and therefore may result in an increase in the amount of any taxable gain on a subsequent disposition of such Shares, even if such Shares are sold at a loss to the Stockholder’s original investment amount. To the extent these distributions are not represented by net investment income and capital gains, they will not represent yield or investment return on the Fund’s investment portfolio. A return-of-capital distribution reduces the tax basis of an investor’s shares in the Fund. The Fund plans to maintain ~~this distribution-policy~~the MDP even if a return-of-capital distribution would exceed an investor’s tax basis and therefore be a taxable distribution. The Board currently plans to maintain this MDP even if regulatory requirements would make part of a return-of-capital, necessary to maintain the distribution, taxable to ~~s~~Stockholders and to disclose that portion of the distribution that is classified as ordinary income. Although it has no current intention to do so, the Board may terminate the MDP at any time and such termination may have an adverse effect on the market price for the Fund’s ~~common shares~~Shares.

What are the benefits of the MDP?

The ~~Fund’s~~ MDP historically has maintained a stable, high rate of distribution. The ~~Fund’s~~ Board remains convinced that ~~its stockholders~~the Fund’s Stockholders are well served by a policy of regular distributions which increase liquidity and provide flexibility to individual ~~s~~Stockholders in managing their investments. Stockholders have the option of reinvesting all or a portion of these distributions in additional ~~shares of the Fund~~Shares through the Fund’s dividend reinvestment plan or receiving them in cash. For more information regarding the Fund’s dividend reinvestment plan, ~~s~~Stockholders should carefully read the description of the dividend reinvestment plan contained in the Fund’s Reports to Stockholders.

What are the risks of the MDP?

The Fund makes level distributions on a monthly basis and these distributions are not tied to the Fund’s net investment income and capital gains, and may not represent yield or investment return on the Fund’s portfolio. Under the MDP, the Fund makes monthly distributions to ~~s~~Stockholders at a rate that may include periodic distributions of its Net Earnings or a return of capital. As noted above, ~~s~~Stockholders have the option of reinvesting all or a portion of these distributions in additional shares of the Fund through the Fund’s dividend reinvestment plan or receiving them in cash. In any fiscal year where total cash distributions exceed Net Earnings and unrealized gain or loss for the year, such excess will decrease the Fund’s total assets and, as a result, will have the likely effect of increasing the Fund’s expense ratio. There is a risk that the total Net Earnings and unrealized gain or loss for years from the Fund’s portfolio would not be great enough to fully offset the amount of cash distributions paid to Fund

stockholders. If this were to be the case, the Fund's assets would be partially reduced by an equal amount, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may need to sell a portion of its investment portfolio at a time when independent investment judgment might not dictate such action. Furthermore, the cash used to make distributions will not be available for investment pursuant to the Fund's investment objective.

Funds maintain varying degrees of cash levels pursuant to market conditions and the judgment of the portfolio manager. In addition, portfolio managers must raise cash periodically to cover operating expenses. For any fund, to the extent that cash is held at any given time for operating expenses or other purposes, it will not be available for investment pursuant to that fund's investment objective. In addition to these general cash requirements, a fund's MDP distribution policy may also require that securities be sold to raise cash for those stockholders who elect to take cash distributions rather than reinvest in shares of the fund, in which case, it will also not be available for investment pursuant to the fund's investment objective. It is possible that a situation will occur where the MDP contributes to a reduction of assets over an extended period of time such that the assets of the Fund are reduced to a point where the Fund would no longer be economically viable. In such event, the Fund would **then** need to take additional actions, which **might may** include, for example, liquidation or merger, to address the situation. While this is one of the risk factors of any managed distribution plan policy, including the MDP, it is important to note that the **Fund's**-MDP was not designed to be a mechanism for the dissolution of the Fund or a short-term liquidation policy, and it is not the intention of the Board to allow the Fund to self-liquidate through the unsupervised effects of the MDP. The Board monitors the MDP and the Fund's asset levels regularly, and remains ready to modify the terms of the MDP if, in its judgment, the Board believes it is in the best interests of the Fund and its Stockholders. To the extent Fund assets are reduced, the Board will consider additional rights offerings in the future.

A return-of-capital distribution reduces the tax basis of an investor's **shares in the Fund**Shares, which may make record-keeping by certain Stockholders more difficult.

The Fund discloses the characterization of its distributions in notices to Stockholders and press releases to the public. Notwithstanding these communications, it is possible that the MDP may create potential confusion in the marketplace as to whether the Fund's distributions are comprised of income or return of capital and how such characterization may influence the market price of the Fund's sShares.

For the years 2006-2010, the Fund's distributions under the MDP were characterized, on an annual basis, as set forth on the table below:

Cornerstone Total Return Fund, Inc.  
Dividend and Distributions Paid from 2006 through 2010

Years	Total Dividend and Distributions	Ordinary Income		Capital Gains		Return-of-Capital	
		Amount(\$)	Percent	Amount(\$)	Percent	Amount(\$)	Percent
<b>2006</b>	<b><del>\$ 10,676,313</del></b>	<b><del>\$ 428,197</del></b>	<b><del>4.01%</del></b>	<b><del>\$ —</del></b>	<b><del>0.00%</del></b>	<b><del>\$ 10,248,116</del></b>	<b><del>95.99%</del></b>
2007	<u>\$ 11,211,715</u>	<u>\$ 513,683</u>	4.58%	-	0.00%	<u>\$ 10,698,032</u>	95.42%
2008	10,553,136	334,663	3.17%	-	0.00%	10,218,473	96.83%
2009	5,317,678	-	0.00%	-	0.00%	5,317,678	100.00%
2010	4,164,904	-	0.00%	-	0.00%	4,164,904	100.00%
<b>2011</b>	<b><u>5,233,023</u></b>	<b><u>73,075</u></b>	<b><u>1.40</u></b>	<b><u>=</u></b>	<b><u>0.00</u></b>	<b><u>5,159,948</u></b>	<b><u>98.60</u></b>

Unless the registered owner of **common shares**Shares elects to receive cash, all distributions declared on **common shares the Fund's Shares** will be automatically reinvested in additional **common shares of the Fund**Shares. See "Dividend Reinvestment Plan".

In order to maintain the MDP, the Fund applied for and received an exemption from the requirements of Section 19(b) of the 1940 Act and Rule 19b-1 thereunder permitting the Fund to make periodic distributions of long-term capital gains, provided that the **distribution policy of the Fund with respect to its common shares**MDP calls for periodic (**for example, e.g.**, quarterly/monthly) distributions in an amount equal to a fixed percentage of the

Fund's average net asset value over a specified period of time or market price per ~~common share~~ Share at or about the time of distribution or pay-out of a level dollar amount.

The MDP ~~described above~~ results in the payment of approximately the same amount per share to the Fund's sStockholders each month. These distributions are not be tied to the Fund's investment income and capital gains and do not represent yield or investment return on the Fund's portfolio. Section 19(a) of the 1940 Act and Rule 19a-1 thereunder require the Fund to provide a written statement accompanying any such payment that adequately discloses its source or sources, other than net investment income. Thus, if the source of some or all of the dividend or other distribution were the original capital contribution of the sStockholder, and the payment amounted to a return of capital, the Fund would be required to provide written disclosure to that effect. Nevertheless, persons who periodically receive the payment of a dividend or other distribution may be under the impression that they are receiving net profits when they are not. Stockholders should read any written disclosure provided pursuant to Section 19(a) and Rule 19a-1 carefully, and should not assume that the source of any distribution from the Fund is net profit. A return of capital distribution does not reflect positive investment performance. Stockholders should not draw any conclusions about the Fund's investment performance from the amount of its managed distributions or from the terms of the ~~Fund's managed distribution policy~~ MDP.

The Board of Directors reserves the right to change the ~~distribution policy~~ MDP from time to time.

## DIVIDEND REINVESTMENT PLAN

The Fund operates a ~~Dividend-dividend Re~~investment ~~Pp~~lan (the “Plan”), sponsored and administered by American Stock Transfer & Trust Company, LLC (the “Agent”), pursuant to which the Fund’s income dividends or capital gains or other distributions (each, a “Distribution”~~—~~, and collectively, “Distributions”), net of any applicable U.S. withholding tax, are reinvested in ~~shares of~~ the Fund’s Shares.

Stockholders automatically participate in the ~~Fund’s~~ Plan, unless and until an election is made to withdraw from the Plan on behalf of such participating Stockholder. Stockholders who do not wish to have Distributions automatically reinvested should so notify ~~their broker, or if a registered Stockholder,~~ the Agent ~~in writing~~ at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. ~~Such written notice must be received by the Agent prior to the record date of the Distribution or the Stockholder will receive such Distribution in shares through the Plan.~~ Under the Plan, ~~the Fund’s~~ Distributions to Stockholders are reinvested in full and fractional sShares as described below.

When the Fund declares a Distribution~~—~~, the Agent, on the Stockholder’s behalf, will (i) receive additional authorized sShares from the Fund either newly issued or repurchased from Stockholders by the Fund and held as treasury stock (“Newly Issued Shares”) or (ii) purchase outstanding sShares on the open market, on the NYSE ~~Amex-LLC~~ MKT or elsewhere, with cash allocated to it by the Fund (“Open Market Purchases”).

The method for determining the number of Newly Issued Shares received when Distributions are reinvested will be determined by dividing the amount of the Distribution either by the Fund’s last reported net asset value per share or by a price equal to the average closing price of the Fund over the five trading days preceding the payment date of the Distribution, whichever is lower. However, if the last reported net asset value of the Fund’s sShares is higher than its market price (i.e., the Fund is selling at a discount), sShares may be acquired by the Agent in Open Market Purchases and allocated to the reinvesting Stockholders based on the average cost of such Open Market Purchases.

Whenever the Fund declares a Distribution and the last reported net asset value of the Fund’s shares is higher than its market price, the Agent will apply the amount of such Distribution payable to Plan participants of the Fund in Fund shares (less such Plan participant’s pro rata share of brokerage commissions incurred with respect to Open Market Purchases in connection with the reinvestment of such Distribution) to the purchase on the open market of Fund shares for such Plan participant’s account. Such purchases will be made on or after the payable date for such Distribution, and in no event more than 30 days after such date except where temporary curtailment or suspension of purchase is necessary to comply with applicable provisions of federal securities laws. The Agent may aggregate a Plan participant’s purchases with the purchases of other Plan participants, and the average price (including brokerage commissions) of all shares purchased by the Agent shall be the price per share allocable to each Plan participant.

Registered Stockholders who do not wish to have their Distributions automatically reinvested should so notify the Fund in writing. If a Stockholder has not elected to receive cash Distributions and the Agent does not receive notice of an election to receive cash Distributions prior to the record date of any Distribution, the Stockholder will automatically receive such Distributions in additional Shares.

Participants in the Plan may withdraw from the Plan by providing written notice to the Agent at least 30 days prior to the applicable Distribution payment date. When a ~~P~~participant withdraws from the Plan, or upon suspension or termination of the Plan at the sole discretion of the Fund’s Board of Directors, certificates for whole sShares credited to ~~his or her~~ such participant’s account under the Plan will, upon request, be issued. Whether or not a participant requests that certificates for whole sShares be issued, a cash payment will be made for any fraction of a sShare credited to such account.

The Agent will maintain all Stockholder accounts in the Plan and furnish written confirmations of all transactions in the accounts, including information needed by Stockholders for personal and tax records. The Agent will hold sShares in the account of the Plan participant in non-certificated form in the name of the participant, and each Stockholder’s proxy will include those sShares purchased pursuant to the Plan. Each participant, nevertheless,

has the right to receive certificates for whole ~~s~~Shares owned. The Agent will distribute all proxy solicitation materials to participating Stockholders.

In the case of Stockholders, such as banks, brokers or nominees, that hold ~~s~~Shares for others who are beneficial owners participating in the Plan, the Agent will administer the Plan on the basis of the number of ~~s~~Shares certified from time to time by the record Stockholder as representing the total amount of ~~s~~Shares registered in the Stockholder's name and held for the account of beneficial owners participating in the Plan.

Neither the Agent nor the Fund shall have any responsibility or liability beyond the exercise of ordinary care for any action taken or omitted pursuant to the Plan, nor shall they have any duties, responsibilities or liabilities except such as expressly set forth herein. Neither shall they be liable hereunder for any act done in good faith or for any good faith omissions to act, including, without limitation, failure to terminate a participant's account prior to receipt of written notice of his or her death or with respect to prices at which ~~s~~Shares are purchased or sold for the participants account and the terms on which such purchases and sales are made, subject to applicable provisions of the federal securities laws.

The automatic reinvestment of Distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Distributions.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan.

All correspondence concerning the Plan should be directed to the Agent at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Certain transactions can be performed online at [www.amstock.com](http://www.amstock.com) or by calling the toll free number ~~877-864-4833~~ [\(888\) 556-0422](tel:8885560422).

## FEDERAL INCOME TAX MATTERS

The following is a summary discussion of certain U.S. federal income tax consequences that may be relevant to a ~~stockholder of the Fund~~ Stockholder that acquires, holds and/or disposes of ~~shares of the Fund's~~ Shares, and reflects provisions of the Code, existing Treasury regulations, rulings published by the IRS, and other applicable authority, as of the date of this prospectus. These authorities are subject to change by legislative or administrative action, possibly with retroactive effect. The following discussion is only a summary of some of the important tax considerations generally applicable to investments in the Fund and the discussion set forth herein does not constitute tax advice. For more detailed information regarding tax considerations, see the Statement of Additional Information. There may be other tax considerations applicable to particular investors. In addition, income earned through an investment in the Fund may be subject to state, local and foreign taxes.

The Fund elects to be treated and intends to qualify each year for taxation as a regulated investment company (a "RIC") under Subchapter M of the Code. In order for the Fund to qualify as a RIC, it must meet income and asset diversification tests each year. If the Fund so qualifies and satisfies certain distribution requirements, the Fund (but not its sStockholders) will not be subject to federal income tax to the extent it distributes its investment company taxable income and net capital gains (the excess of net long-term capital gains over net short-term capital loss) in a timely manner to its sStockholders in the form of dividends or capital gain distributions. The Code imposes a 4% nondeductible excise tax on RICs, such as the Fund, to the extent they do not meet certain distribution requirements by the end of each calendar year. The Fund anticipates meeting these distribution requirements.

The Fund intends to make monthly distributions of investment company taxable income after payment of the Fund's operating expenses. Unless a sStockholder is ineligible to participate or elects otherwise, all distributions will be automatically reinvested in additional ~~shares of the Fund~~ Shares pursuant to the ~~Plan~~ Fund's dividend reinvestment plan (the "Plan"). For U.S. federal income tax purposes, all dividends are generally taxable whether a sStockholder takes them in cash or they are reinvested pursuant to the Plan in additional ~~shares of the Fund~~ Shares. Distributions of the Fund's investment company taxable income (including short-term capital gains) will generally be treated as ordinary income to the extent of the Fund's current and accumulated earnings and profits. Distributions of the Fund's net capital gains ("capital gain dividends"), if any, are taxable to sStockholders as long-term capital gains, regardless of the length of time sShares have been held by sStockholders. Distributions, if any, in excess of the Fund's earnings and profits will first reduce the adjusted tax basis of a holder's sShares and, after that basis has been reduced to zero, will constitute capital gains to the ~~stockholder of the Fund~~ Stockholder (assuming the sShares are held as a capital asset). See below for a summary of the maximum tax rates applicable to capital gains (including capital gain dividends). A corporation that owns ~~Fund shares~~ Shares generally will not be entitled to the dividends received deduction with respect to all of the dividends it receives from the Fund. Fund dividend payments that are attributable to qualifying dividends received by the Fund from certain domestic corporations may be designated by the Fund as being eligible for the dividends received deduction. There can be no assurance as to what portion of Fund dividend payments may be classified as qualifying dividends. With respect to the monthly distributions of investment company taxable income described above, it may be the case that any "~~level load~~" such distributions would result in a return of capital to the ~~stockholder of the Fund~~ Stockholder. The determination of the character for U.S. federal income tax purposes of any distribution from the Fund (i.e., ordinary income dividends, capital gains dividends, qualifying dividends, return of capital distributions) will be made as of the end of the Fund's taxable year. Generally, no later than 60 days after the close of its taxable year, the Fund will provide sStockholders with a written notice designating the amount of any capital gain distributions or other distributions. See "Distribution Policy" for a more complete description of such returns and the risks associated with them.

The Fund may elect to retain its net capital gain or a portion thereof for investment and be taxed at corporate rates on the amount retained. In such case, it may designate the retained amount as undistributed capital gains in a notice to its sStockholders who will be treated as if each received a distribution of ~~his~~ such Stockholder's pro rata share of such gain, with the result that each sStockholder will (i) be required to report ~~his~~ such Stockholder's pro rata share of such gain on ~~his~~ such Stockholder's tax return as long-term capital gain, (ii) receive a refundable tax credit for ~~his~~ such Stockholder's pro rata share of tax paid by the Fund on the gain and (iii) increase the tax basis for ~~his shares~~ such Stockholder's Shares by an amount equal to the deemed distribution less the tax credit.

Under current law, certain income distributions paid by the Fund to individual taxpayers may be taxed at rates equal to those applicable to net long-term capital gains (generally, 15%). This tax treatment applies only if certain holding period and other requirements are satisfied by the ~~stockholder of the Fund~~ Stockholder with respect to its ~~shares of the Fund~~ Shares, and the dividends are attributable to qualified dividends received by the Fund itself. For this purpose, “qualified dividends” means dividends received by the Fund from certain United States corporations and certain qualifying foreign corporations, provided that the Fund satisfies certain holding period and other requirements in respect of the stock of such corporations. In the case of securities lending transactions, payments in lieu of dividends are not qualified dividends. These special rules relating to the taxation of ordinary income dividends from regulated investment companies generally apply to taxable years beginning before January 1, 2013. Thereafter, the Fund’s dividends, other than capital gain dividends, will be fully taxable at ordinary income tax rates unless further ~~Congressional~~ legislative action is taken. While certain income distributions to sStockholders may qualify as qualified dividends, the Fund’s seeks to provide dividends regardless of whether they so qualify. As additional special rules apply to determine whether a distribution will be a qualified dividend, investors should consult their tax advisors. Investors should also see the “Taxes” section of the Fund’s Statement of Additional Information for more information relating to qualified dividends.

Dividends and interest received, and gains realized, by the Fund on foreign securities may be subject to income, withholding or other taxes imposed by foreign countries and U.S. possessions (collectively “foreign taxes”) that would reduce the return on its securities. Tax conventions between certain countries and the United States, however, may reduce or eliminate foreign taxes, and many foreign countries do not impose taxes on capital gains in respect of investments by foreign investors. If more than 50% of the value of the Fund’s net assets at the close of its taxable year consists of securities of foreign corporations, it will be eligible to, and may, file an election with the Internal Revenue Service that will enable its stockholders, in effect, to receive the benefit of the foreign tax credit with respect to any foreign taxes paid by the Fund. Pursuant to the election, the Fund would treat those taxes as dividends paid to its sStockholders and each sStockholder (1) would be required to include in gross income, and treat as paid by such sStockholder, a proportionate share of those taxes, (2) would be required to treat such share of those taxes and of any dividend paid by the Fund that represents income from foreign or U.S. possessions sources as such stockholder’s own income from those sources, and, if certain conditions are met, (3) could either deduct the foreign taxes deemed paid in computing taxable income or, alternatively, use the foregoing information in calculating the foreign tax credit against federal income tax. The Fund will report to its sStockholders shortly after each taxable year their respective shares of foreign taxes paid and the income from sources within, and taxes paid to, foreign countries and U.S. possessions if it makes this election.

The Fund will inform its sStockholders of the source and tax status of all distributions promptly after the close of each calendar year.

The Fund may invest in other RICs. In general, the Code taxes a RIC which satisfies certain requirements as a pass-through entity by permitting a qualifying RIC to deduct dividends paid to its stockholders in computing the RIC’s taxable income. A qualifying RIC is also generally permitted to pass through the character of certain types of its income when it makes distributions. For example, a RIC may distribute ordinary dividends to its stockholders, capital gain dividends, or other types of dividends which effectively pass through the character of the RIC’s income to its stockholders, including the Fund.

Selling ~~stockholders of the Fund~~ Stockholders will generally recognize gain or loss in an amount equal to the difference between the sStockholder’s adjusted tax basis in the sShares sold and the amount received. If the sShares are held as a capital asset, the gain or loss will be a capital gain or loss. Under current law, the maximum tax rate applicable to capital gains recognized by individuals and other non-corporate taxpayers is (i) the same as the maximum ordinary income tax rate for gains recognized on the sale of capital assets held for one year or less or (ii) generally, 15% for gains recognized on the sale of capital assets held for more than one year (as well as certain capital gain dividends). Any loss on a disposition of sShares held for six months or less will be treated as a long-term capital loss to the extent of any capital gain dividends received with respect to those sShares. The use of capital losses is subject to limitations. For purposes of determining whether sShares have been held for six months or less, the holding period is suspended for any periods during which the sStockholder’s risk of loss is diminished as a result of holding one or more other positions in substantially similar or related property, or through certain options or short sales. Any loss realized on a sale or exchange of sShares will be disallowed to the extent those sShares are replaced by other substantially identical sShares within a period of 61 days beginning 30 days before and ending 30

days after the date of disposition of the sShares (whether through the reinvestment of distributions, which could occur, for example, if the sStockholder is a participant in the Plan or otherwise). In that event, the basis of the replacement sShares will be adjusted to reflect the disallowed loss.

An investor should be aware that, if sShares are purchased shortly before the record date for any taxable dividend (including a capital gain dividend), the purchase price likely will reflect the value of the dividend and the investor then would receive a taxable distribution likely to reduce the trading value of such sShares, in effect resulting in a taxable return of some of the purchase price. Taxable distributions to individuals and certain other non-corporate ~~stockholders of the Fund~~ Stockholders, including those who have not provided their correct taxpayer identification number and other required certifications, may be subject to “backup” federal income tax withholding currently equal to 28%.

An investor should also be aware that the benefits of the reduced tax rate applicable to long-term capital gains and qualified dividend income may be impacted by the application of the alternative minimum tax to individual sStockholders.

If the Fund utilizes leverage through borrowing, it may be restricted by loan covenants with respect to the declaration of, and payment of, dividends in certain circumstances. Limits on the Fund’s payments of dividends may prevent the Fund from meeting the distribution requirements, described above, and may, therefore, jeopardize the Fund’s qualification for taxation as a RIC and possibly subject the Fund to the 4% excise tax. The Fund will endeavor to avoid restrictions on its ability to make dividend payments.

Section 6045B of the Code generally imposes certain reporting requirements on the Fund with respect to any organizational action that affects the tax basis of the Shares for U.S. federal income tax purposes. The Fund has historically made returns of capital distributions to certain Stockholders and, to the extent such payments continue, the Fund will generally be required to file IRS Form 8937, Report of Organizational Actions Affecting Basis of Securities (“Form 8937”), with the IRS and deliver an information statement to certain Stockholders, subject to certain exceptions. Generally, the Fund must file Form 8937 with the IRS on or before the 45th day following the corporate action or, if earlier, January 15 of the year following the calendar year of the corporate action. In addition, the Fund must furnish the same information to certain Stockholders on or before January 15 of the year following the calendar year of the corporate action. However, the Fund generally would not be required to file Form 8937 or furnish this information to Stockholders provided it posts the requisite information on its primary public website by the due date for filing Form 8937 with the IRS and such information is available on its website (or any successor organization’s website) for 10 years.

As the Fund will generally not be able to determine whether a distribution during the year will be out of its earnings and profits (and, therefore, whether such distribution should be treated as a dividend or a return of capital distribution for these purposes) until the close of the tax year, the Fund does not intend to file Form 8937 until after the end of the current calendar year. Based on the limited interpretive guidance currently available, the Fund believes that this position is consistent with the spirit of Section 6045B and the Treasury Regulations thereunder. The Fund intends to utilize its best efforts to determine the tax characterization of the Fund’s distributions as soon as practicable following the close of the year and timely comply with the abovementioned Section 6045B requirements, to the extent applicable. The Fund may be subject to substantial penalties to the extent that it fails to timely comply with its Section 6045B reporting obligations. Each Stockholder is urged to consult its own tax advisor regarding the application of Section 6045B to its individual circumstances.

For taxable years starting on or after January 1, 2013, the 2010 Health Care Bill imposes a new 3.8% “Medicare Tax” on “net investment income” for taxpayers earning over specified amounts. The tax is generally levied on income from interest, dividends, royalties, rents, and capital gains, but there are some exclusions and taxpayers should consult their tax advisors about the more precise definition of “net investment income” as it pertains to their particular situations.



The foregoing briefly summarizes some of the important federal income tax consequences to ~~s~~Stockholders of investing in the ~~Fund's shares~~Shares, reflects the federal tax law as of the date of this prospectus, and does not address special tax rules applicable to certain types of investors, such as corporate, tax exempt and foreign investors. Investors should consult their tax advisers regarding other federal, state or local tax considerations that may be applicable in their particular circumstances, as well as any proposed tax law changes.

## DESCRIPTION OF CAPITAL STRUCTURE

The Fund is a corporation established under the laws of the State of New York upon the filing of its Certificate of Incorporation (“Charter”) on March 16, 1973. The Fund commenced investment operations on May 15, 1973. ~~The~~ Fund intends to hold annual meetings of its ~~s~~Stockholders in compliance with the requirements of the NYSE ~~Amex~~MKT. As of ~~December~~ ~~September~~ ~~31~~0, 2010~~2~~, the Fund had ~~3,896,958~~ ~~6,727,416~~ Shares issued and outstanding.

### Common Stock

The Charter, which has been filed with the SEC, permits the Fund to issue 15,000,000 shares of stock, with a par value of \$0.01. Fractional shares are permitted. Each ~~share of the Fund~~ ~~Share~~ represents an equal proportionate interest in the net assets of the Fund with each other ~~share in the Fund~~ ~~Share~~. Holders of ~~shares of Common Stock~~ ~~Shares~~ will be entitled to the payment of dividends when declared by the Board of Directors. See “Distribution Policy.” Each whole ~~s~~Share shall be entitled to one vote as to matters on which it is entitled to vote pursuant to the terms of the Charter on file with the SEC. Upon liquidation of the Fund, after paying or adequately providing for the payment of all liabilities of the Fund, and upon receipt of such releases, indemnities and refunding agreements as they deem necessary for their protection, ~~of the Directors,~~ ~~the Board~~ may distribute the remaining net assets of the Fund among its ~~s~~Stockholders. Shares ~~of Common Stock~~ are not liable to further calls or to assessment by the Fund. No holder of capital stock of the Fund has any pre-emptive or preferential or other right of subscription to any shares of any class of stock of the Fund.

The Fund has no present intention of offering additional ~~shares of Common Stock~~ ~~Shares~~, except as described herein in connection with the exercise of the Rights. Other offerings of its ~~Common Stock~~ ~~Shares~~, if made, will require approval of the Board of Directors. Any additional offering will not be sold at a price per share below the then current net asset value (exclusive of underwriting discounts and commissions) except in connection with an offering to existing ~~stockholders of the Fund~~ ~~Stockholders~~ or with the consent of a majority of the Fund’s outstanding ~~common shares~~ ~~Shares~~.

The Fund generally will not issue share certificates. The Fund’s Transfer Agent will maintain an account for each ~~s~~Stockholder upon which the registration and transfer of ~~s~~Shares are recorded, and transfers will be reflected by bookkeeping entry, without physical delivery. The Transfer Agent will require that a ~~s~~Stockholder provide requests in writing, accompanied by a valid signature guarantee form, when changing certain information in an account such as wiring instructions or telephone privileges.

### Trading and Net Asset Value Information

In the past, the ~~Common Stock has~~ ~~Shares have~~ traded at both a premium and at a discount in relation to NAV. Although the Shares recently have been trading at a premium above NAV, there can be no assurance that this premium will continue after the Offering or that the Shares will not again trade at a discount. Shares of closed-end investment companies such as the Fund frequently trade at a discount from NAV. See “Risk Factors.” The Shares are listed and traded on the NYSE ~~Amex~~MKT. The average weekly trading volume of the Shares on the NYSE ~~MKT~~ during the calendar year ended December 31, 2010~~1~~ was ~~22~~10,715~~30~~ Shares.

The following table shows for the quarters indicated: (i) the high and low sale price of the Shares on the NYSE ~~Amex~~MKT; (ii) the high and low NAV per Share; and (iii) the high and low premium or discount to NAV at which the Shares were trading (as a percentage of NAV):

Fiscal Quarter Ended	High Close	Low Close	High NAV	Low NAV	Premium/(Discount) to High NAV	Premium/(Discount) To Low NAV
<u>09/30/12</u>	<u>\$ 6.81</u>	<u>\$ 6.15</u>	<u>\$ 5.97</u>	<u>\$ 5.29</u>	<u>25.88%</u>	<u>15.24%</u>
<u>06/30/12</u>	<u>7.12</u>	<u>5.82</u>	<u>5.76</u>	<u>5.14</u>	<u>28.52</u>	<u>4.37</u>
<u>03/31/12</u>	<u>6.85</u>	<u>6.03</u>	<u>5.79</u>	<u>5.49</u>	<u>18.85</u>	<u>7.66</u>
<u>12/31/11</u>	<u>8/35</u>	<u>5.84</u>	<u>5.52</u>	<u>4.76</u>	<u>59.86</u>	<u>9.14</u>
09/30/11	9.80	7.69	6.40	5.19	58.96%	41.97%
06/30/11	9.97	9.07	6.68	6.05	57.35%	41.57%
03/31/11	9.85	7.88	6.83	6.39	46.64%	18.44%
12/31/10	10.75	7.42	6.65	6.20	63.77%	14.72%
09/30/10	10.50	9.48	6.35	5.84	69.20%	55.34%
06/30/10	10.95	9.16	7.30	5.96	68.33%	43.82%
03/31/10	11.03	9.72	7.37	6.68	56.44%	42.45%
12/31/09	13.25	10.24	7.30	7.02	83.19%	42.56%
09/30/09	13.07	10.25	7.28	6.53	80.28%	54.37%
06/30/09	10.06	6.50	7.14	6.68	48.16%	4.32%
03/31/09	9.50	5.30	7.99	5.71	22.68%	-3.75%
<b>12/31/08</b>	<b>10.40</b>	<b>5.50</b>	<b>10.48</b>	<b>7.24</b>	<b>10.11%</b>	<b>-27.67%</b>
<b>09/30/08</b>	<b>26.56</b>	<b>9.52</b>	<b>12.94</b>	<b>11.06</b>	<b>106.84%</b>	<b>-9.95%</b>
<b>06/30/08</b>	<b>30.00</b>	<b>22.54</b>	<b>15.04</b>	<b>13.06</b>	<b>102.98%</b>	<b>58.78%</b>
<b>03/31/08</b>	<b>22.70</b>	<b>17.60</b>	<b>16.40</b>	<b>13.94</b>	<b>58.54%</b>	<b>21.91%</b>

#### Recent Rights Offerings

The Fund conducted a rights offering that expired on December 10, 2010 and included similar terms and conditions as this Offering (the “2010 Offering”). Pursuant to the 2010 Offering, which was fully subscribed, the Fund issued 1,006,384 Shares (46,351 Shares of which were Over-Allotment Shares) at a subscription price of \$7.23 per Share, for a total offering of \$7,275,425.

The Fund conducted a second rights offering that expired on December 16, 2011 and included similar terms and conditions as this Offering (the “2011 Offering”). Pursuant to the 2011 Offering, which was fully subscribed, the Fund issued 2,628,010 Shares (1,314,005 Shares of which were Over-Allotment Shares) at a subscription price of \$5.54 per Share, for a total offering of \$14,559,175.

#### Repurchase of Shares

As has been done in the past to enhance Stockholder value, pursuant to Section 23 of the Investment Company Act, the Fund may purchase Shares ~~of its Common Stock~~ on the open market from time to time, at such times, and in such amounts as may be deemed advantageous to the Fund. Nothing herein shall be considered a commitment to purchase such shares. The Fund had no repurchases during the year ended December 31, 2010~~1~~. No limit has been placed on the number of ~~s~~Shares to be repurchased by the Fund other than those imposed by federal securities laws. All purchases are made in accordance with federal securities laws, with ~~s~~Shares repurchased held in treasury ~~effective~~, for future use by the Fund. In determining to repurchase Shares ~~of Common Stock~~, the Board of Directors, in consultation with the Adviser, will consider such factors as the market price of the ~~Common Stock~~ Shares, the net asset value of the ~~Common Stock~~ Shares, the liquidity of the assets of the Fund, effect on the Fund’s expenses, whether such transactions would impair the Fund’s status as a regulated investment company or result in a failure to comply with applicable asset coverage requirements, general economic conditions and such other events or conditions, which may have a material effect on the Fund’s ability to consummate such transactions.

#### Additional Provisions of the Charter and By-laws

A Director may be removed from office only for cause, at any time by a written instrument signed or adopted by a vote of the holders of at least a majority of the shares of the Fund that are entitled to vote in the election of such Director or by not less than a majority of Directors then in office. The By-laws prohibit the Fund from issuing senior securities. The By-laws also include certain notice requirements regarding Stockholder nominees for Directors and proposals that may have the effect of delaying a change of control.

#### **LEGAL MATTERS**

Certain legal matters in connection with the ~~common shares~~ Shares will be passed upon for the Fund by Blank Rome LLP, New York, New York.

#### **REPORTS TO STOCKHOLDERS**

The Fund sends its Stockholders unaudited semi-annual and audited annual reports, including a list of investments held.

#### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Tait, Weller & Baker LLP is the independent registered public accounting firm for the Fund and will audit the Fund's financial statements. Tait, Weller & Baker LLP is located at 1818 Market Street, Suite 2400, Philadelphia, Pennsylvania 19103.

#### **ADDITIONAL INFORMATION**

The prospectus and the Statement of Additional Information do not contain all of the information set forth in the Registration Statement that the Fund has filed with the SEC (file No. 333-175187). The complete Registration Statement may be obtained from the SEC at [www.sec.gov](http://www.sec.gov). See the cover page of this prospectus for information about how to obtain a paper copy of the Registration Statement or Statement of Additional Information without charge.

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## THE FUND'S PRIVACY POLICY

<b>FACTS</b>	<b>WHAT DOES CORNERSTONE TOTAL RETURN FUND, INC. (“CORNERSTONE” OR THE “FUND”), AND SERVICE PROVIDERS TO THE FUND, ON THE FUND’S BEHALF, DO WITH YOUR PERSONAL INFORMATION?</b>
Why?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
What?	<p>The types of personal information we, and our service providers, on our behalf, collect and share depends on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>• Social Security number</li> <li>• account balances</li> <li>• account transactions</li> <li>• transaction history</li> <li>• wire transfer instructions</li> <li>• checking account information</li> </ul> <p>When you are <i>no longer</i> our customer, we continue to share your information as described in this notice.</p>
How?	All financial companies need to share customers’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers’ personal information; the reasons the Fund, and our service providers, on our behalf, choose to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Cornerstone share?	Can you limit this sharing?
<b>For our everyday business purposes</b> – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
<b>For our marketing purposes</b> – to offer our products and services to you	No	We don’t share
<b>For joint marketing with other financial companies</b>	No	We don’t share
<b>For our affiliates’ everyday business purposes</b> – information about your transactions and experiences	Yes	No
<b>For our affiliates’ everyday business purposes</b> – information about your creditworthiness	No	We don’t share
<b>For our affiliates to market to you</b>	No	We don’t share

<b>For nonaffiliates to market to you</b>	No	We don't share
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Questions?	Call (513) 326-3597
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What we do	
<b>Who is providing this notice?</b>	Cornerstone Total Return Fund, Inc. (“Cornerstone” or the “Fund”)
<b>How does the Fund, and the Fund’s service providers, on the Fund’s behalf, protect my personal information?</b>	To protect your personal information from unauthorized access and use, we and our service providers use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
<b>How does the Fund, and the Fund’s service providers, on the Fund’s behalf, collect my personal information?</b>	<p>We collect your personal information, for example, when you:</p> <ul style="list-style-type: none"> <li>▪ open an account</li> <li>▪ provide account information</li> <li>▪ give us your contact information</li> <li>▪ make a wire transfer</li> </ul> <p>We also collect your information from others, such as credit bureaus, affiliates, or other companies.</p>
<b>Why can’t I limit all sharing?</b>	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> <li>▪ sharing for affiliates’ everyday business purposes – information about your creditworthiness</li> <li>▪ affiliates from using your information to market to you</li> <li>▪ sharing for nonaffiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>
Definitions	
<b>Affiliates</b>	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone Advisors, Inc., Cornerstone Progressive Reutrn Fund and Cornerstone Strategic Value Fund, Inc.</i></li> </ul>
<b>Nonaffiliates</b>	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone does not share with nonaffiliates so they can market to you.</i></li> </ul>
<b>Joint marketing</b>	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone does not jointly market.</i></li> </ul>

*Not part of the Prospectus*

**Cornerstone Total Return Fund, Inc.**

~~3,942,013~~        Rights for

~~1,314,005~~        Shares of Common Stock

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**PROSPECTUS**

~~November 21, 2011~~

      , 2012

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Comparison Details	
Title	<b>pdfDocs compareDocs Comparison Results</b>
Date & Time	10/17/2012 10:50:30 AM
Comparison Time	4.52 seconds
compareDocs version	v3.4.7.10

Sources	
Original Document	[#12149258] [v1] CRF 497 Rights Offering 2011.docDMS Information
Modified Document	[#12239839] [v4] CRF Prospectus - Rights Offering 2012.docDMS information

Comparison Statistics	
Insertions	248
Deletions	219
Changes	491
Moves	10
<b>TOTAL CHANGES</b>	<b>968</b>

Word Rendering Set Markup Options	
Name	Standard
<u>Insertions</u>	
<del>Deletions</del>	
<u>Moves</u> / <del>Moves</del>	
Inserted cells	
Deleted cells	
Merged cells	
Formatting	Color only.
Changed lines	Mark left border.
Comments color	ByAuthor[color options]
Balloons	False

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after Saving	General	Always
Report Type	Word	Formatting
Character Level	Word	True
Include Headers / Footers	Word	True
Include Footnotes / Endnotes	Word	True
Include List Numbers	Word	True
Include Tables	Word	True
Include Field Codes	Word	True
Include Moves	Word	True
Show Track Changes Toolbar	Word	True
Show Reviewing Pane	Word	True
Update Automatic Links at Open	Word	True
Summary Report	Word	End
Include Change Detail Report	Word	Separate
Document View	Word	Print
Remove Personal Information	Word	False

STATEMENT OF ADDITIONAL INFORMATION

~~MAY-24~~[    ], 2012

CORNERSTONE ~~PROGRESSIVE RETURN~~STRATEGIC VALUE FUND, INC.  
C/O ULTIMUS FUND SOLUTIONS, LLC  
350 JERICHO TURNPIKE, SUITE 206  
JERICHO, NEW YORK 11753

THIS STATEMENT OF ADDITIONAL INFORMATION (“SAI”) IS NOT A PROSPECTUS. THIS SAI SHOULD BE READ IN CONJUNCTION WITH THE PROSPECTUS OF CORNERSTONE ~~PROGRESSIVE RETURN~~STRATEGIC VALUE FUND, INC. (THE “FUND”), DATED ~~MAY-24~~[    ], 2012 (THE “PROSPECTUS”), AS IT MAY BE SUPPLEMENTED FROM TIME TO TIME. CAPITALIZED TERMS USED BUT NOT DEFINED IN THIS SAI HAVE THE MEANINGS GIVEN TO THEM IN THE PROSPECTUS.

A COPY OF THE PROSPECTUS MAY BE OBTAINED WITHOUT CHARGE BY CALLING THE FUND COLLECT AT (513) 326-3597. THE FUND DOES NOT HAVE AN INTERNET WEBSITE. THE REGISTRATION STATEMENT OF WHICH THE PROSPECTUS IS A PART CAN BE REVIEWED AND COPIED AT THE PUBLIC REFERENCE ROOM OF THE SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) AT 100 F STREET NE, WASHINGTON, D.C. YOU MAY OBTAIN INFORMATION ON THE OPERATION OF THE PUBLIC REFERENCE ROOM BY CALLING THE SEC AT (202) 551-8090. THE FUND’S FILINGS WITH THE SEC ARE ALSO AVAILABLE TO THE PUBLIC ON THE SEC’S INTERNET WEBSITE AT WWW.SEC.GOV. COPIES OF THESE FILINGS MAY BE OBTAINED, AFTER PAYING A DUPLICATING FEE, BY ELECTRONIC REQUEST AT THE FOLLOWING E-MAIL ADDRESS: PUBLICINFO@SEC.GOV, OR BY WRITING THE SEC’S PUBLIC REFERENCE SECTION, 100 F ST. NE, WASHINGTON, D.C. 20549-0102.

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## FORWARD-LOOKING STATEMENTS

This SAI contains or incorporates by reference “forward-looking statements,” (within the meaning of the federal securities laws,) that involve risks and uncertainties. These statements describe our plans, strategies and goals and our beliefs and assumptions concerning future economic or other conditions and the outlook for the Fund, based on currently available information. In this SAI, words such as “anticipates,” “believes,” “expects,” “objectives,” “goals,” “future,” “intends,” “seeks,” “will,” “may,” “could,” “should,” and similar expressions are used in an effort to identify forward-looking statements, although some forward-looking statements may be expressed differently.

The Fund’s actual results could differ materially from those anticipated in the forward-looking statements because of various risks and uncertainties, including the factors set forth in the section headed “Risk Factors” in the Fund’s prospectus and elsewhere in the prospectus and this SAI. You should consider carefully the discussions of risks and uncertainties in the “Risk Factors” section in the prospectus. The forward-looking statements contained in this SAI are based on information available to the Fund on the date of this SAI, and the Fund assumes no obligation to update any such forward-looking statements, except as required by law.

## INVESTMENT RESTRICTIONS

### FUNDAMENTAL POLICIES

—The ~~following Fund has adopted certain fundamental~~ investment restrictions ~~of the Fund are designated as fundamental policies and as such that~~ may not be changed without the prior approval of the holders of a majority of the Fund’s outstanding ~~common shares~~voting securities. For purposes of the restrictions listed below, all percentage limitations, with the exception of the percentage limitation listed in 2 below, apply immediately after a purchase or initial investment, and any subsequent change in any applicable percentage resulting from market fluctuations does not require elimination of any security from the Fund’s portfolio. Fund policies which are not fundamental may be modified by the Board of Directors if, in the reasonable exercise of the Board’s business judgment, modification is determined to be necessary or appropriate to carry out the Fund’s objective. Under its fundamental restrictions, the Fund may not:

#### *Diversification*

1. With respect to 75% of its total assets, ~~the Fund may not~~ purchase a security, other than securities issued or guaranteed by the U.S. Government or securities of other regulated investment companies, its agencies or instrumentalities, if as a result of such purchase, more than 5% of the value of that Fund’s total assets would be invested in the securities of any one issuer, or ~~the~~ Fund would own more than 10% of the voting securities of any one issuer.

#### *Underwriting*

2. Invest 25% or more of the total value of its assets in a particular industry. This restriction does not apply to investments in United States Government securities.
3. Issue senior securities, borrow or pledge its assets, except that the Fund may borrow from a bank for temporary or emergency purposes or for the clearance of transactions in amounts not exceeding 10% (taken at the lower of cost or current value) of its total assets (not including the amount borrowed) and may also pledge its assets to secure such borrowings. Additional investments will not be made when borrowings exceed 5% of the Fund’s assets.

4. Make short sales of securities or maintain a short position in any security.
5. Purchase securities on margin, except such short-term credits as may be necessary or routine for the clearance or settlement of transactions and the maintenance of margin with respect to forward contracts or other hedging transactions.
6. ~~—The Fund will not underwrite any issue of securities except as it~~ Underwrite securities of other issuers, except insofar as the Fund may be deemed an underwriter under the 1933 Act in ~~connection with the sale of securities in accordance with its investment objective, policies and limitations,~~ selling portfolio securities.
7. Purchase or sell commodities or real estate, except that the Fund may invest in securities secured by real estate or interests in real estate or in securities issued by companies, including real estate investment trusts, that invest in real estate or interests in real estate, and may purchase and sell forward contracts on foreign currencies to the extent permitted under applicable law.
8. Make investments for the purpose of exercising control over, or management of, the issuers of any securities.

*Interests in Oil, Gas or Other Mineral Exploration or Development Programs*

~~—The Fund may not purchase, sell or invest in interests in oil, gas or other mineral exploration or development programs.~~

*Short Sales*

~~—The Fund may not sell a security short if, as a result of such sale, the current value of securities sold short by the Fund would exceed 10% of the value of the Fund's total assets; provided, however, if the Fund owns or has the right to obtain securities equivalent in kind and amount to the securities sold short (i.e., short sales "against the box"), this limitation is not applicable. The Fund has no current intention to take short positions in securities. However, if the Fund does take any short positions, it will maintain sufficient segregated liquid assets to cover the short position.~~

*Lending of Funds and Securities*

~~—To generate additional income, the Fund may lend up to 33% of its total assets. The Fund receives payments from borrowers equivalent to the dividends and interest that would have been earned on securities lent while simultaneously seeking to earn interest on the investment of cash collateral. Loans are subject to termination by the Fund or the borrower at any time, and are, therefore, not considered to be illiquid investments. Loans of securities are required at all times to be secured by collateral equal to at least 100% of the market value of securities on loan. However, in the event of default or bankruptcy of the other party to the agreement, realization and/or retention of the collateral may be subject to legal proceedings. In the event that the borrower fails to return securities, and collateral maintained by the lender is insufficient to cover the value of loaned securities, the borrower is obligated to pay the amount of the shortfall (and interest thereon) to the Fund. However, there can be no assurance the Fund can recover this amount.~~

*Commodities*

~~—The Fund may not purchase, sell or invest in commodities, provided that this restriction shall not prohibit the Fund from purchasing and selling financial futures contracts and related options, including but not limited to, currency futures contracts.~~

*Real Estate*

~~—The Fund may not purchase, sell or invest in real estate, but may invest in securities of companies that deal in real estate or are engaged in the real estate business, including real estate~~

~~investment trusts, and securities secured by real estate or interests therein and may hold and sell real estate acquired through default, liquidation or other distributions of an interest in real estate as a result of the Fund's ownership of such securities.~~

~~*Borrowing, Senior Securities*~~

~~—The Fund may not issue senior securities as defined by the 1940 Act, other than preferred shares which immediately after issuance will have asset coverage of at least 200% and except that the Fund may borrow money from banks or other financial institutions for extraordinary or emergency purposes, subject to the overall limitation that total borrowings by the Fund may not exceed 10% of the value of the Fund's total assets (measured at the time of borrowing and including the amount borrowed).~~

~~*Pledging Assets*~~

~~—Other than as set forth above in "Lending of Funds and Securities" and except to secure permitted borrowing and to implement collateral and similar arrangements incident to permitted investment activities, the Fund may not pledge, mortgage, hypothecate or otherwise encumber its assets.~~

~~*Concentration in Any One Industry*~~

~~—The Fund may not invest 25% or more of the value of its total assets in the securities in any single industry, provided that there shall be no limitation on the purchase of U.S. Government securities.~~

**NON-FUNDAMENTAL POLICIES**

The following policies of the Fund are non-fundamental and may be changed by the ~~Board of Trustees without the approval of the Fund's shareholders.~~ In addition, the Fund's investment objective is a non-fundamental policy that may be changed by the Board of Trustees without the approval of the Fund's shareholders. Fund's Board of Directors without stockholder vote. Under its non-fundamental restrictions, the Fund may not:

1. Invest in more than 3% of any one investment company's total outstanding stock.

~~*Purchase of Securities on Margin*~~

2. —The Fund may not purchase Invest more than 15% of its assets in illiquid U.S. and non-U.S. securities and may not invest more than 3% of the Fund's assets in the

~~securities on margin, except that it may obtain such short-term credits as may be necessary for the clearance of transactions. A deposit or payment by that Fund of initial or variation margin in connection with financial futures contracts or related options transactions is not considered the purchase of a security on margin.~~*Joint Trading*

~~—The Fund may not participate on a joint or joint and several basis in any trading account in any securities. (The "bunching" of orders for the purchase or sale of portfolio securities with the Fund's investment adviser (the "Adviser") or accounts under its management to reduce brokerage commissions, to average prices among them or to facilitate such transactions is not considered a trading account in securities for purposes of this restriction.)~~

~~*Investing in Securities of Other Investment Companies*~~

~~—The Fund may invest in securities of other investment companies. The Fund will limit its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund, or its affiliated persons, as a whole in accordance with the 1940 Act and applicable Federal securities laws.~~

#### *Illiquid Securities*

~~—The Fund may not invest more than 15% of its net assets in illiquid securities and other securities which are not readily marketable, excluding securities eligible for resale under Rule 144A of the 1933 Act which the Trustees have determined to be liquid.~~

#### *Options*

~~—The Fund may write, purchase or sell put or call options on foreign currencies, as discussed in the prospectus. The Fund may not write, purchase or sell put or call options on securities or stock indices.~~

#### *Futures Contracts*

~~—The Fund may purchase financial futures contracts and related options for speculative or for “bona fide hedging” purposes, provided that aggregate initial margin deposits plus premiums paid by that Fund for open futures options positions, less the amount by which any such positions are “in the money,” may not exceed 5% of the Fund’s net assets. The Fund has filed a notice of eligibility for exclusion from the definition of the term “commodity pool operator” with the National Futures Association. Therefore, the Fund is not subject to registration or regulation as a commodity pool operator under the Commodity Exchange Act.~~

~~—If a percentage limitation set forth in an investment policy or restriction of the Fund is adhered to at the time of investment or at the time the Fund engages in a transaction, a subsequent increase or decrease in percentage resulting from a change in value of an investment or position, or a change in the net assets of the Fund, will not result in a violation of such restriction, provided, however, that the asset coverage requirement applicable to borrowings and the limitation on investment in illiquid securities shall each be maintained in the manner contemplated by applicable law.~~

3. ~~—For purposes of its policies and limitations, the Fund considers certificates of deposit and demand and time deposits issued by a U.S. branch of a domestic bank or savings and loan association having capital, surplus, and undivided profits in excess of \$100,000,000 at the time of investment to be “cash items.”~~securities of companies that, at the time of investment, had less than a year of operations, including operations of predecessor companies.

## MANAGEMENT

The Board of ~~Trustees~~Directors of the Fund (the “Board”) has the responsibility for the overall management of the Fund, including general supervision and review of the Fund’s investment activities and its conformity with Delaware law and the policies of the Fund. The Board elects the officers of the Fund, who are responsible for administering the Fund’s day-to-day operations.

The ~~Trustees~~Directors, including the ~~Trustees~~Directors who are not interested persons of the Fund, as that term is defined in the 1940 Act (“Independent ~~Trustees~~Directors”), and executive officers of the Fund, their ages and principal occupations during the past five years are set forth below.

### INDEPENDENT ~~TRUSTEES~~DIRECTORS

NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY <del>TRUSTEE</del> <u>DIR</u> <u>ECTOR</u>	OTHER DIRECTORSHIPS HELD BY <del>TRUSTEE</del> <u>DIRECTO</u> <u>R</u>
Glenn W. Wilcox, Sr. (Dec. 1931)	<del>Trustee</del> <u>Director</u> ; Chairman of Audit Committee and Nominating and Corporate Governance Committee Member	Since 2007 <u>0</u> (Until 201 <u>23</u> )	Chairman of <del>the</del> <u>Board</u> , Tower Associates, Inc.; Chairman of the Board of Wilcox Travel Agency, Inc.; Director <del>/Trustee</del> of Cornerstone Total Return Fund, Inc. and Cornerstone <del>Strategie Value</del> <u>Progressive Return</u> Fund, <del>Inc.</del>	3	Director of Champion Industries, Inc.
Andrew A. Strauss (Nov. 1953)	<del>Trustee</del> <u>Director</u> ; Chairman of Nominating and Corporate Governance Committee and Audit Committee Member	Since 2007 <u>0</u> (Until 201 <u>23</u> )	Attorney and senior member of Strauss & Associates, P.A., Attorneys; Director <del>/Trustee</del> of Cornerstone Total Return Fund, Inc. and Cornerstone <del>Strategie Value</del> <u>Progressive Return</u> Fund, <del>Inc.</del>	3	None



**INDEPENDENT ~~TRUSTEE~~DIRECTORS**

<b>NAME AND ADDRESS* (BIRTHDATE)</b>	<b>POSITION(S) HELD WITH FUND</b>	<b>TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE</b>	<b>PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS</b>	<b>NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY <del>TRUSTEE</del>DIR ECTOR</b>	<b>OTHER DIRECTORSHIPS HELD BY <del>TRUSTEE</del>DIRECTOR</b>
Edwin Meese III (Dec. 1931)	<del>Trustee</del> <u>Director</u> ; Audit, Nominating and Corporate Governance Committee Member	Since 200 <u>7</u> <u>0</u> (Until 201 <u>2</u> <u>4</u> )	Distinguished Fellow, The Heritage Foundation Washington D.C.; Distinguished Visiting Fellow at the Hoover Institution, Stanford University; Senior Adviser, Revelation L.P.; Director <u>/Trustee</u> of Cornerstone Total Return Fund, Inc. and Cornerstone <del>Strategie Value</del> <u>Progressive Return</u> Fund, <del>Inc.</del>	3	None
Scott B. Rogers (July 1955)	<del>Trustee</del> <u>Director</u> ; Audit, Nominating and Corporate Governance Committee Member	Since 200 <u>7</u> <u>0</u> (Until 2012)	Director, Health Partners, <del>Inc.</del> ; Chief Executive Officer, Asheville Buncombe Community Christian Ministry; and President, ABCCM Doctor's Medical Clinic; Director <u>/Trustee</u> of Cornerstone Total Return Fund, Inc. and Cornerstone <del>Strategie Value</del> <u>Progressive Return</u> Fund, <del>Inc.</del>	3	None

**INTERESTED ~~TRUSTEE~~DIRECTOR**

**INDEPENDENT ~~TRUSTEES~~ DIRECTORS**

NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY <del>TRUSTEE</del> <u>DIR</u> <u>ECTOR</u>	OTHER DIRECTORSHIPS HELD BY <del>TRUSTEE</del> <u>DIRECTO</u> <u>R</u>
Ralph W. Bradshaw (Dec. 1950)***	Chairman of the Board of <del>Trustees</del> <u>Directors</u> and President	Since <del>2007</del> <u>1998</u> (Until <del>2012</del> <u>2014</u> )	President, Cornerstone Advisors Inc.; Financial Consultant; President and Director- <del>Trustee</del> <u>of</u> Cornerstone Total Return Fund, Inc. and Cornerstone <del>Strategie Value</del> <u>Progressive Return</u> Fund, <del>Inc.</del>	3	<del>None</del>

\* The mailing address of each ~~Trustee~~ Director and officer is c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753.

\*\* As of December 31, 2011, the Fund Complex is comprised of the Fund, Cornerstone Total Return Fund, Inc. and Cornerstone ~~Strategie Value~~ Progressive Return Fund, ~~Inc.~~, all of which are managed by Cornerstone Advisors, Inc. Each of the above ~~Trustees~~ Directors oversees all of the Funds in the Fund Complex.

\*\*\* Mr. Bradshaw is an “interested person” as defined in the Investment Company Act of 1940 because of his affiliation with Cornerstone Advisors, Inc.

The Board believes that the significance of each ~~Trustee's~~Director's experience, qualifications, attributes or skills is an individual matter (meaning that experience that is important for one ~~Trustee~~Director may not have the same value for another) and that these factors are best evaluated at the Board level, with no single ~~Trustee~~Director, or particular factor, being indicative of the Board's effectiveness. The Board determined that each of the ~~Trustees~~Directors is qualified to serve as a ~~Trustee~~Director of the Fund based on a review of the experience, qualifications, attributes and skills of each ~~Trustee~~Director. In reaching this determination, the Board has considered a variety of criteria, including, among other things: character and integrity; ability to review critically, evaluate, question and discuss information provided, to exercise effective business judgment in protecting ~~shareholder~~stockholder interests and to interact effectively with the other ~~Trustees~~Directors, the Adviser, other service providers, counsel and the independent registered accounting firm ("independent auditors"); and willingness and ability to commit the time necessary to perform the duties of a ~~Trustee~~Director. Each ~~Trustee's~~Director's ability to perform his duties effectively is evidenced by his experience or achievements in the following areas: management or board experience in the investment management industry or companies or organizations in other fields, educational background and professional training; and experience as a ~~Trustee~~Director of the Fund. In addition, the Board values the diverse skill sets and experiences that each ~~Trustee~~Director contributes. The Board considers that its diversity as a whole is as a result of a combination of ~~Trustees~~Directors who are working in the private, as opposed to public, sector, those that are retired from professional work and the various perspectives that each ~~Trustee~~Director provides as a result of his present experiences and his background. Information discussing the specific experience, skills, attributes and qualifications of each ~~Trustee~~Director which led to the Board's determination that the ~~Trustee~~Director should serve in this capacity is provided below.

*Ralph W. Bradshaw.* Mr. Bradshaw is co-founder of Cornerstone Advisors, Inc. and has served as its President since its inception in 2001. He brings over 20 years of extensive investment management experience and also serves as a director of several other closed-end funds. Prior to founding the Adviser, he served in consulting and management capacities for registered investment advisory firms specializing in closed-end fund investments. His experiences included developing and implementing successful trading strategies with a variety of underlying portfolios containing domestic and international equity and fixed-income investments. In addition, he has been a financial consultant and has held managerial positions or operated small businesses in several industries. Mr. Bradshaw holds a B.S. in Chemical Engineering and an M.B.A. Mr. Bradshaw provides the Board with effective business judgment and an ability to interact effectively with the other ~~Trustees~~Directors, as well as with service providers, counsel and the Fund's independent auditor. Mr. Bradshaw commits a significant amount of time to the Fund as a ~~Trustee~~Director, in addition to in his capacity as President of the Adviser. The Board values his strong moral character and integrity.

*Edwin Meese III.* Mr. Meese holds the Ronald Reagan Chair in Public Policy at The Heritage Foundation and is also the Chairman of The Heritage Foundation's Center for Legal and Judicial Studies. He is the former chairman of the governing board of George Mason University in Virginia and serves on the board of several civic and educational organizations. Previously, Mr. Meese served as the 75th Attorney General of the United States and immediately prior to that as Counselor to the President of the United States for Ronald Reagan. Mr. Meese provides the Board with effective business judgment and an ability to interact effectively with the other ~~Trustees~~Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Meese has demonstrated a willingness to commit the time necessary to serve as an effective ~~Trustee~~Director. The Board values his strong moral character and integrity.

*Scott B. Rogers.* Reverend Rogers has been the Executive Director of a regional community ministry organization for over 30 years. In addition to the leadership and management skills obtained through this work, he contributes a non-profit perspective and community insight to the Board's discussions

and deliberations, which provides desirable diversity. Mr. Rogers provides the Board with effective business judgment and an ability to interact effectively with the other ~~Trustees~~Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Rogers has demonstrated a willingness to commit the time necessary to serve as an effective ~~Trustee~~Director. The Board values his strong moral character and integrity.

*Andrew A. Strauss.* Mr. Strauss is an experienced attorney with a securities law background. He currently manages a law firm specializing in estate planning, probate and estate administration. In addition, Mr. Strauss served in an executive capacity with a large public company for over nine years. He is a graduate of the Wharton School of the University of Pennsylvania and Georgetown University Law Center. Mr. Strauss provides the Board with effective business judgment and an ability to interact effectively with the other ~~Trustees~~Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Strauss has demonstrated a willingness to commit the time necessary to serve as an effective ~~Trustee~~Director. The Board values his strong moral character and integrity.

*Glenn W. Wilcox, Sr.* Mr. Wilcox has been a business owner for over 55 years. He has previous business experience in the real estate development, radio and oil and gas exploration industries. He serves on the Board of Directors and Audit Committee of another public company. From 1996 until 2004, Mr. Wilcox was a member of the Board of Appalachian State University, and was Chairman of the Board from 2001-2003. He has been a private investor in public equities for over 50 years. Mr. Wilcox provides the Board with effective business judgment and an ability to interact effectively with the other ~~Trustees~~Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Wilcox has demonstrated a willingness to commit the time necessary to serve as an effective ~~Trustee~~Director. The Board values his strong moral character and integrity.

Specific details regarding each ~~Trustee's~~Director's principal occupations during the past five years are included in the table above. The summaries set forth above as to the experience, qualifications, attributes and/or skills of the ~~Trustees~~Directors do not constitute holding out the Board or any ~~Trustee~~Director as having any special expertise or experience, and do not impose any greater responsibility or liability on any such person or on the Board as a whole than would otherwise be the case. The following table sets forth, for each ~~Trustee~~Director, the aggregate dollar range of equity securities owned of the Fund and of all Funds overseen by each ~~Trustee~~Director in the Fund Complex as of ~~December~~September 30, 2014. The information as to beneficial ownership is based on statements furnished to the Fund by each ~~Trustee~~Director.

NAME OF <del>TRUSTEE</del> <u>DIRECTOR</u>	DOLLAR RANGE OF EQUITY SECURITIES IN THE FUND	AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL REGISTERED INVESTMENT COMPANIES OVERSEEN BY <del>TRUSTEE</del> <u>DIRECTOR</u> IN FAMILY OF INVESTMENT COMPANIES
<del>NON-INTERESTED</del> <del>TRUSTEES</del> <u>INDEPENDENT</u> <u>DIRECTORS</u>		
Edwin Meese III	None	None
Scott B. Rogers	<del>Over \$100,000</del> <u>None</u>	Over \$100,000
Andrew A. Strauss	<del>None</del> <u>\$1 - \$10,000</u>	<del>None</del> <u>\$1 - \$10,000</u>
Glenn W. Wilcox Sr.	\$1 - \$10,000	\$10,001 - \$50,000

NAME OF <del>TRUSTEE</del> <u>DIRECTOR</u>	DOLLAR RANGE OF EQUITY SECURITIES IN THE FUND	AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL REGISTERED INVESTMENT COMPANIES OVERSEEN BY <del>TRUSTEE</del> <u>DIRECTOR</u> IN FAMILY OF INVESTMENT COMPANIES
INTERESTED <del>TRUSTEE</del> <u>DIRECTOR</u> Ralph W. Bradshaw	\$10,001- \$50,000	Over \$100,000

### EXECUTIVE OFFICERS

The Board elects the officers of the Fund annually. In addition to Mr. Bradshaw, the current principal officers of the Fund are:

NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS
Gary A. Bentz (June 1956)	Chief Compliance Officer; Secretary and Assistant Treasurer	Since 2007 <del>4</del> , 2008, 2009, respectively	Chairman and Chief Financial Officer of Cornerstone Advisors, Inc.; Financial Consultant, C.P.A.; Chief Compliance Officer, Secretary, and Assistant Treasurer of Cornerstone Strategic Value Fund, Inc. and Cornerstone <del>Total</del> <u>Progressive</u> Return Fund, <del>Inc.</del>
Theresa M. Bridge (Dec. 1969)	Treasurer	Since 2012	Vice President and Mutual Fund Controller of Ultimus Fund Solutions, LLC.

\* The mailing address of each officer is c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753.

### COMPENSATION

The Fund will pay an annual fee in the amount of \$~~15,000~~ 20,000 to each ~~Trustee~~ Director who is not an officer or employee of the Adviser (or any affiliated company of the Adviser). All ~~Trustees~~ Directors are reimbursed by the Fund for all reasonable out-of-pocket expenses incurred relating to attendance at meetings of the Board of ~~Trustees~~ Directors or committee meetings.

The table set forth below includes information regarding compensation from the Fund and other funds in the Fund Complex for each of the ~~Trustees~~ Directors during the year ended December 31, 201~~1~~0. This information does not reflect any additional monies received for a named individual serving in any other capacity to the Fund. Please note that the Fund has no bonus, profit sharing, pension or retirement plans, none of the officers of the Fund receive compensation from the Fund, nor does any person affiliated with the Fund receive compensation in excess of \$60,000 from the Fund.

### COMPENSATION TABLE

NAME OF PERSON, POSITION	AGGREGATE COMPENSATION FROM FUND	PENSION OR RETIREMENT BENEFITS ACCRUED AS PART OF FUND EXPENSES	ESTIMATED ANNUAL BENEFITS UPON RETIREMENT	TOTAL COMPENSATION FROM FUND AND FUND COMPLEX PAID TO <del>TRUSTEES</del> <u>DIRECTORS</u> <sup>*</sup>
<b><del>NON-INTERESTED</del></b>				
<b><del>TRUSTEE</del><u>INDEPENDENT</u></b>				
<b><del>DIRECTOR</del></b>				
Glenn W. Wilcox, Sr.	<del>\$15,000</del> <u>\$20,000</u>	None	None	\$45,000
Andrew A. Strauss	<del>\$15,000</del> <u>\$20,000</u>	None	None	\$45,000
Edwin Meese III	<del>\$15,000</del> <u>\$20,000</u>	None	None	\$45,000
Scott B. Rogers	<del>\$15,000</del> <u>\$20,000</u>	None	None	\$45,000
<b>INTERESTED</b>				
<b><del>TRUSTEE</del><u>DIRECTOR</u></b>				
Ralph W. Bradshaw	\$0	None	None	\$0

\* For compensation purposes, the Fund Complex refers to the Fund, Cornerstone Total Return Fund, Inc. and Cornerstone ~~Strategic Value Progressive Return~~ Fund, ~~Inc.~~, all of which were managed by Cornerstone Advisors, Inc. during the year ended December 31, 20110.

### **~~TRUSTEE~~DIRECTOR TRANSACTIONS WITH FUND AFFILIATES**

As of ~~December~~September 310, 20112, neither the Independent ~~Trustees~~Directors nor members of their immediate family owned securities beneficially or of record in Cornerstone Advisors, Inc., or any affiliate thereof. Furthermore, over the past five years, neither the Independent ~~Trustees~~Directors nor members of their immediate family have any direct or indirect interest, the value of which exceeds \$120,000, in Cornerstone Advisors, Inc. or any affiliate thereof. In addition, since the beginning of the last two fiscal years, neither the Independent ~~Trustees~~Directors nor members of their immediate family have conducted any transactions (or series of transactions) or maintained any direct or indirect relationship in which the amount involved exceeds \$120,000 and to which Cornerstone Advisors, Inc. or any affiliate thereof, the Fund, an officer of the Fund, an investment company which the Cornerstone Advisors, Inc. advises or an officer thereof was a party.

### **BOARD COMPOSITION AND LEADERSHIP STRUCTURE**

The Board consists of five individuals, one of whom is an Interested ~~Trustee~~Director. The Chairman of the Board, Mr. Bradshaw, is the Interested ~~Trustee~~Director and is the President of the Fund, the President of the Adviser, and is the President and a director of Cornerstone Total Return Fund, Inc. and Cornerstone ~~Strategic Value Progressive Return~~ Fund, ~~Inc.~~. The Board does not have a lead independent director.

The Board believes that its structure facilitates the orderly and efficient flow of information to the ~~Trustees~~Directors from the Adviser and other service providers with respect to services provided to the Fund, potential conflicts of interest that could arise from these relationships and other risks that the Fund may face. The Board further believes that its structure allows all of the ~~Trustees~~Directors to participate in the full range of the Board's oversight responsibilities. The Board believes that the orderly and efficient flow of information and the ability to bring each ~~Trustee's~~Director's talents to bear in overseeing the Fund's operations is important, in light of the size and complexity of the Fund and the risks that the Fund faces. The Board and its committees review their structure regularly, to help ensure that it remains appropriate as the business and operations of the Fund and the environment in which the Fund operates changes.

Currently, the Board has an Audit Committee and a Nominating and Corporate Governance Committee. The responsibilities of each committee and its members are described below. Each of the ~~Trustees~~ Directors attended at least seventy-five (75%) percent of the ~~four~~ (4) ~~five~~ meetings of the Board of ~~Trustees~~ Directors and the four meetings of its committees (including regularly scheduled and special meetings) held during the calendar year ended December 31, 2011.

## THE AUDIT COMMITTEE

The Fund has a standing Audit Committee (the “Audit Committee”), which is comprised of Messrs. Wilcox, Meese, Rogers and Strauss, all of whom are ~~trustees~~ Directors who are not interested persons of the Fund, as such term is defined in Section 2(a)(19) of the Investment Company Act. The Audit Committee has a written ~~charter. The Board of Trustees has adopted an audit committee~~ charter. The principal functions of the Audit Committee include but are not limited to, (i) the oversight of the accounting and financial reporting processes of the Fund and its internal control over financial reporting; (ii) the oversight of the quality and integrity of the Fund’s financial statements and the independent audit thereof; and (iii) the approval, prior to the engagement of, the Fund’s independent registered public accounting firm and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund’s independent registered public accounting firm. The Audit Committee convened four ~~(4)~~ times during the 2011 calendar year.

The Audit Committee currently does not have an Audit Committee Financial Expert, as such term is defined in Section 407 of the Sarbanes-Oxley Act of 2002. Rather, the Audit Committee members believe that each of their individual experiences provide the Audit Committee with sufficient experience and expertise to allow them to perform their duties as members of the Audit Committee.

## THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Fund has a standing Nominating and Corporate Governance Committee (the “N&CG Committee”), which is comprised of Messrs. Wilcox, Sr. Strauss, Rogers and Meese, all of whom are Independent ~~Trustees~~ Directors. The N&CG Committee has a written charter. In addition to its responsibility to oversee the corporate governance of the Fund, the N&CG Committee’s principal function is to identify and select qualified candidates for the Board who have exhibited strong decision making ability, substantial business experience, relevant knowledge of the investment company industry (including closed-end funds), skills or technological expertise and exemplary personal integrity and reputation. In addition, the N&CG Committee seeks candidates that have experience and knowledge involving all of the service providers of a registered investment company.

The N&CG Committee will consider all nominees recommended by ~~shareholders~~ stockholders of the Fund, so long as ~~shareholders~~ stockholders send their recommendations in writing to the Secretary of the Fund in a manner consistent with the Fund’s ~~Declaration of Trust. The N&CG Committee will seek candidates for the Board that have exhibited strong decision-making ability, substantial business experience, relevant knowledge, skills or technological expertise, and exemplary personal integrity and reputation~~ By-laws. Specifically, the N&CG Committee assesses all ~~Trustee~~ director nominees taking into account several factors, including, but not limited to, issues such as the current needs of the Board and the nominee’s: (i) integrity, honesty, and accountability; (ii) successful leadership experience and strong business acumen; (iii) forward-looking, strategic focus; (iv) collegiality; (v) independence and absence of conflicts of interests; and (vi) ability to devote necessary time to meet ~~Trustee~~ Director responsibilities. The N&CG Committee does not have a policy with regard to considering diversity when identifying candidates for election, but would expect to consider racial, gender and professional experience diversity when identifying future candidates. The N&CG Committee will ultimately recommend nominees that it believes will enhance the Board’s ability to effectively oversee, in an effective manner, the affairs and

business of the Fund. The N&CG Committee will consider and evaluate ~~share~~stockholder-recommended candidates by applying the same criteria used to evaluate ~~Trustee-recommended-director-recommended~~ candidates. The deadline for submitting a ~~Shareholder-stockholder~~ proposal for inclusion in the Fund's proxy statement and proxy for the Fund's 2013 annual meeting of ~~shareholders-stockholders~~ pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, is November 1, 2012. ~~Shareholders-Stockholders~~ wishing to submit proposals or ~~Trustee-director~~ nominations that are to be included in such proxy statement and proxy must ~~deliver~~ have delivered notice to the Secretary at the principal executive offices of the Fund not later than the close of business on November 1, 2012. ~~Shareholders-Stockholders~~ are also advised to review the Fund's ~~Declaration of Trust~~By-laws, which contain additional requirements with respect to advance notice of ~~shareholder-stockholder~~ proposals and ~~Trustee-director~~ nominations.

The N&CG Committee convened four ~~(4)~~ times during the 2011 calendar year.

### **BOARD'S ROLE IN RISK OVERSIGHT OF THE FUND**

The Board oversees risk management for the Fund directly and, as to certain matters, through its Audit and N&CG Committees. The Board exercises its oversight in this regard primarily through requesting and receiving reports from and otherwise working with the Fund's senior officers (including the Fund's Chief Compliance Officer), portfolio management personnel of the Adviser, the Fund's independent auditors, legal counsel and personnel from the Fund's other service providers. At its regular quarterly meetings, the Board receives a report regarding risks applicable to the Fund presented by the Adviser and the Chief Compliance Officer. The Board has adopted, on behalf of the Fund, and periodically reviews with the assistance of the Fund's Chief Compliance Officer, policies and procedures designed to address certain risks associated with the Fund's activities. In addition, the Adviser and the Fund's other service providers also have adopted policies, processes and procedures designed to identify, assess and manage certain risks associated with the Fund's activities, and the Board receives reports from service providers with respect to the operation of these policies, processes and procedures as required and/or as the Board deems appropriate. The Board does not believe that a separate Risk Oversight Committee is necessary for effective risk oversight at this time, but intends to continuously evaluate how it assesses risk and will consider again in the future whether any changes to their current structure are prudent.



## CODE OF ETHICS

The Adviser and the Fund have each adopted a Code of Ethics, pursuant to Section 204A and Rule 204A-1 under the Investment Advisers Act of 1940 and Rule 17j-1 under the 1940 Act, respectively. Each Code of Ethics applies to the personal investing activities of the ~~Trustees~~Directors, officers and certain employees of the Fund or the Adviser (“Access Persons”), as applicable. Rule 17j-1 and each Code of Ethics are designed to prevent unlawful practices in connection with the purchase or sale of securities by Access Persons. Each Code of Ethics permits Access Persons to trade securities for their own accounts, including securities that may be purchased or held by the Fund, and generally requires them to report their personal securities transactions and holdings. The Fund’s Code of Ethics is included as an exhibit to the Fund’s registration statement, which will be on file with the SEC, and available as described on the cover page of this SAI. The Adviser’s and the Fund’s Codes of Ethics may also be reviewed and copied at the SEC’s Public Reference Room in Washington, D.C., and information on the operation of the Public Reference Room may be obtained by calling the SEC at (202) 551-8090. The Codes of Ethics are also available on the EDGAR Database on the SEC’s Internet site at <http://www.sec.gov>, and copies of the Codes of Ethics may be obtained, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC’s Public Reference Section, Washington, D.C. 20549-0102.

## PROXY VOTING PROCEDURES

### PROXY VOTING POLICIES AND PROCEDURES

The Fund provides a voice on behalf of ~~shareholders~~ stockholders of the Fund. The Fund views the proxy voting process as an integral part of the relationship with the Fund. The Fund has delegated its authority to vote proxies to the Adviser, subject to the supervision of the Board of ~~Trustees~~ Directors. The Adviser has entered into an arrangement with Glass, Lewis & Co., LLC. (“Glass Lewis”) whereby Glass Lewis votes all of the Fund’s portfolio companies’ proxy statements and records all of the proxy votes for compilation in the Form N-PX. The Fund believes that by engaging Glass Lewis, the Fund is in a better position to monitor corporate actions, analyze proxy proposals, make voting decisions and ensure that proxies are submitted promptly. The fundamental purpose of Glass Lewis’ Voting Policy Guidelines is to ensure that each vote will be in a manner that reflects the best interest of the Fund and its ~~shareholders~~ stockholders, and that maximizes the value of the Fund’s investment.

### POLICIES OF THE ADVISER

The Adviser has a contractual arrangement, on behalf of the Fund, with Glass Lewis for proxy voting services related to Fund portfolio holdings. Glass Lewis provides the Fund with a set of voting policies and procedures and votes all of the Fund’s portfolio securities on behalf of the Fund in accordance with those policies. It is the Adviser’s policy to vote all proxies received by the Fund in a timely manner. Upon receiving each proxy, Glass Lewis will review the issues presented and make a decision to vote for, against or abstain on each of the issues presented in accordance with the proxy voting guidelines adopted by the Fund. Generally, the guidelines support policies, plans and structures that give quality management teams appropriate latitude to run the business in a way that is likely to maximize value for owners. Conversely, the guidelines generally oppose proposals that clearly have the effect of restricting the ability of ~~shareholders~~ stockholders to realize the full potential value of their investment. With respect to shares of other investment companies, Glass Lewis will vote such shares in the same general proportion as shares held by other ~~shareholders~~ stockholders of that investment company.

### CONFLICTS OF INTEREST

The Adviser’s duty is to vote in the best interests of the Fund’s ~~shareholders~~ stockholders. The Adviser believes that, by delegating authority to vote all proxies to Glass Lewis, it will avoid potential conflicts of interest between the Adviser’s interests and the Fund’s interests. However, if a potential conflict of interest does arise, Glass Lewis will take one of the following steps to resolve the conflict:

1. If a proposal is addressed by the guidelines, Glass Lewis will vote in accordance with those guidelines; or
2. If the Adviser believes it is in the Fund’s best interest to depart from the guidelines provided, the Adviser will disclose the conflict to the Fund and obtain its consent to the proposed vote prior to voting the securities and instruct accordingly.

### MORE INFORMATION

The actual voting records relating to the Fund’s portfolio securities during the most recent 12-month period ended June 30<sup>th</sup> are available without charge, upon request, by calling collect (513) 326-3597 or in the Fund’s reports filed with the SEC and available on the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, a copy of the Fund’s proxy voting policies and procedures is available by calling collect (513) 326-3597 and will be sent within three business days of receipt of ~~a~~ such request.

## INVESTMENT ADVISORY AND OTHER SERVICES

### INVESTMENT ADVISORY SERVICES

The management of the Fund is supervised by the Board of ~~Trustees~~Directors. Cornerstone Advisors, Inc. provides investment advisory services to the Fund pursuant to an investment management agreement entered into with the Fund (an “Investment Management Agreement”).

The Adviser, located at 1075 Hendersonville Road, Suite 250, Asheville, North Carolina, 28803, is a North Carolina corporation. It was formed in February, ~~2001~~, for the purpose of providing investment advisory and management services to investment companies. Ralph W. Bradshaw, ~~a Fund Trustee~~the Fund’s Chairman and President, and Gary A. Bentz, ~~an officer of the Fund’s~~Chief Compliance Officer, Secretary and Assistant Treasurer, are the only shareholders of the Adviser.

Under the general supervision of the Fund’s Board of ~~Trustees~~Directors, the Adviser carries out the investment and reinvestment of the net assets of the Fund, continuously furnishes an investment program with respect to the Fund, determines which securities should be purchased, sold or exchanged, and implements such determinations. The Adviser furnishes to the Fund investment advice and office facilities, equipment and personnel for servicing the investments of the Fund.

The annual percentage rate and method used in computing the investment advisory fee of the Fund is described in the Prospectus.

The Investment Management Agreement is terminable, without penalty, on sixty days’ written notice, by a vote of the holders of a majority of the Fund’s outstanding shares ~~of beneficial interest~~, by the ~~Trustees~~Directors of the Fund or by the Adviser. The Investment Management Agreement provides that it will automatically terminate in the event of its assignment. The Investment Management Agreement provides in substance that the Adviser shall not be liable for any action or failure to act in accordance with its duties thereunder in the absence of willful misfeasance, bad faith or gross negligence on the part of the Adviser or of reckless disregard of its obligations thereunder.

### ADMINISTRATIVE SERVICES

Under the Administration Agreement, Ultimus Fund Solutions, LLC (“Ultimus”), located at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, supplies executive, administrative and regulatory services for the Fund. Theresa M. Bridge, the Fund’s Treasurer, is Vice President and Mutual Fund Controller of Ultimus. Ultimus supervises the preparation of reports to ~~shareholders~~stockholders for the Fund, reports to and filings with the Securities and Exchange Commission and materials for meetings of the Board of ~~Trustees~~Directors. For these services, the Fund pays Ultimus a monthly fee at an annual rate of 0.100% of its average daily net assets up to \$250 million and 0.075% of such assets in excess of \$250 million, subject to an annual minimum fee of \$50,000.

### FUND ACCOUNTING AGREEMENT

Under the Fund Accounting Agreement, Ultimus is responsible for calculating the net asset value of the common shares ~~of beneficial interest~~ of the Fund and maintains the financial books and records of the Fund. For the performance of these services, the Fund pays Ultimus a base fee of \$2,500 per month plus an asset based fee of 0.010% of the first \$500 million of average daily net assets and 0.005% of such assets in excess of \$500 million.

Information regarding the Fund's custodian, transfer agent and independent public accounting firm is described in the Prospectus.

## PORTFOLIO MANAGERS

~~Mr.~~ Ralph W. Bradshaw is the portfolio manager responsible for the day-to-day management of the Fund (the “Portfolio Manager”). In addition, Mr. Bradshaw may consult with Gary Bentz, ~~another an~~ officer of the Adviser, regarding investment decisions. The following table shows the number of other accounts managed by Mr. Bradshaw and the total assets in the accounts managed within various categories as of ~~December~~ June 30, 20112.

TYPE OF ACCOUNTS	NUMBER OF ACCOUNTS	TOTAL ASSETS (\$ IN MILLIONS)	ADVISORY FEE BASED ON PERFORMANCE	
			NUMBER OF ACCOUNTS	TOTAL ASSETS
<b><u>RALPH W. BRADSHAW</u></b>				
Registered Investment Companies	2	<del>1363.75</del>	0	0
Other Pooled Investments	0	0	0	0
Other Accounts	0	0	0	0

### CONFLICTS OF INTEREST

Conflicts of interest may arise because the Fund’s Portfolio Manager has day-to-day management responsibilities with respect to the Fund and two other accounts (i.e., Cornerstone Total Return Fund, Inc. and Cornerstone ~~Strategie Value~~ Progressive Return Fund, ~~Inc.~~). These potential conflicts include:

*LIMITED RESOURCES.* The Portfolio Manager cannot devote his full time and attention to the management of each of the accounts that he manages. Accordingly, the Portfolio Manager may be limited in his ability to identify investment opportunities for each of the accounts that are as attractive as might be the case if the Portfolio Manager was to devote substantially more attention to the management of a single account. The effects of this potential conflict may be more pronounced where the accounts have different investment strategies.

*LIMITED INVESTMENT OPPORTUNITIES.* Other investment funds of the Adviser may have investment objectives and policies similar to those of the Fund. The Adviser may, from time to time, make recommendations which result in the purchase or sale of a particular security by its other investment funds simultaneously with the Fund. If transactions on behalf of more than one investment fund during the same period increase the demand for securities being purchased or the supply of securities being sold, there may be an adverse effect on price or quantity. It is the policy of the Adviser to allocate advisory recommendations and the placing of orders in a manner that it believes is equitable to the accounts involved, including the Fund. When two or more investment funds of the Adviser are purchasing or selling the same security on a given day from the same broker-dealer, such transactions may be averaged as to price. See “Allocation of Brokerage”.

*DIFFERENT INVESTMENT STRATEGIES.* The accounts managed by the Portfolio Manager have differing investment strategies. If the Portfolio Manager determines that an investment opportunity may be appropriate for only some of the accounts or decides that certain of the accounts should take different positions with respect to a particular security, the Portfolio Manager may effect transactions for one or more accounts which may affect the market price of the security or the execution of the transaction, or both, to the detriment or benefit of one or more other accounts.

*SELECTION OF BROKERS.* The Portfolio Manager selects the brokers that execute securities transactions for the accounts that he supervises, including the Fund. See “Allocation of Brokerage.”

Where conflicts of interest arise between the Fund and other accounts managed by the Portfolio Manager, the Portfolio Manager will use good faith efforts so that the Fund will not be treated materially less favorably than other accounts.

### **COMPENSATION**

The Portfolio Manager's compensation will be made up of a fixed salary amount which is not based on the value of the assets in the Fund's portfolio.

### **SECURITIES OWNED IN THE FUND BY PORTFOLIO MANAGERS**

As of the date of this SAI, the Portfolio Manager owned ~~7,192~~ 9,764 shares ~~of beneficial interest~~ of the Fund. See "~~Trustee~~ Director Ownership of Fund Shares."

## ALLOCATION OF BROKERAGE

Decisions regarding the placement of orders to purchase and sell investments for the Fund are made by the Adviser, subject to the supervision of the ~~Trustees~~Directors. A substantial portion of the transactions in equity securities for the Fund will occur on domestic stock exchanges. Transactions on stock exchanges involve the payment of brokerage commissions. In transactions on stock exchanges in the United States and some foreign exchanges, these commissions are negotiated. However, on many foreign stock exchanges these commissions are fixed. In the case of securities traded in the foreign and domestic over-the-counter markets, there is generally no stated commission, but the price usually includes an undisclosed commission or markup. Over-the-counter transactions will generally be placed directly with a principal market maker, although the Fund may place an over-the-counter order with a broker-dealer if a better price (including commission) and execution are available.

It is anticipated that most purchase and sale transactions involving fixed income securities will be with the issuer or an underwriter or with major dealers in such securities acting as principals. Such transactions are normally effected on a net basis and generally do not involve payment of brokerage commissions. However, the cost of securities purchased from an underwriter usually includes a commission paid by the issuer to the underwriter. Purchases or sales from dealers will normally reflect the spread between the bid and ask price.

The policy of the Fund regarding transactions for purchases and sales of securities is that primary consideration will be given to obtaining the most favorable prices and efficient executions of transactions. Consistent with this policy, when securities transactions are effected on a stock exchange, the Fund's policy is to pay commissions which are considered fair and reasonable without necessarily determining that the lowest possible commissions are paid in all circumstances. The Board of ~~Trustees~~Directors of the Fund believes that a requirement always to seek the lowest commission cost could impede effective management and preclude the Fund and the Adviser from obtaining high quality brokerage and research services. In seeking to determine the reasonableness of brokerage commissions paid in any transaction, the Adviser may rely on its experience and knowledge regarding commissions generally charged by various brokers and on its judgment in evaluating the brokerage and research services received from the broker effecting the transaction. Such determinations are necessarily subjective and imprecise, as in most cases an exact dollar value for those services is not ascertainable.

In seeking to implement the Fund's policies, the Adviser will place transactions with those brokers and dealers who it believes provide the most favorable prices and which are capable of providing efficient executions. If the Adviser believes such price and execution are obtainable from more than one broker or dealer, it may give consideration to placing transactions with those brokers and dealers who also furnish research or research related services to the Fund or the Adviser. Such services may include, but are not limited to, any one or more of the following: information as to the availability of securities for purchase or sale; statistical or factual information or opinions pertaining to investments; and appraisals or evaluations of securities. The information and services received by the Adviser from brokers and dealers may be of benefit in the management of accounts of other clients and may not in all cases benefit the Fund directly. While such services are useful and important in supplementing its own research and facilities, the Adviser believes the value of such services is not determinable and does not significantly reduce its expenses.

The Fund has adopted procedures under Rule 17a-7 of the 1940 Act to permit purchase and sales transactions to be effected between the Fund and other accounts that are managed by the Adviser. The Fund may from time to time engage in such transactions in accordance with these procedures.

Securities considered as investments for the Fund may also be appropriate for other investment accounts managed by the Adviser or its affiliates. Whenever decisions are made to buy or sell securities by

the Fund and one or more of such other accounts simultaneously, the Adviser will allocate the security transactions (including “hot” issues) in a manner which it believes to be equitable under the circumstances. As a result of such allocations, there may be instances where the Fund will not participate in a transaction that is allocated among other accounts. If an aggregated order cannot be filled completely, allocations will generally be made on a pro rata basis. An order may not be allocated on a pro rata basis where, for example: (i) consideration is given to an account with specialized investment policies that coincide with the particulars of a specific investment; (ii) pro rata allocation would result in odd-lot or de minimis amounts being allocated to a portfolio or other client; or (iii) where the Adviser reasonably determines that departure from a pro rata allocation is advisable. While these aggregation and allocation policies could have a detrimental effect on the price or amount of the securities available to the Fund from time to time, it is the opinion of the ~~Trustees~~ Directors of the Fund that the benefits from the Adviser’s organization outweigh any disadvantage that may arise from exposure to simultaneous transactions.

During the fiscal years ended December 31, 2009, 2010 and 2011, the Fund paid ~~\$523,114, \$166,663~~ 44,812, \$32,025 and ~~\$181,334~~ 46,916, respectively, in brokerage commissions.



## TAXES

THE FOLLOWING IS A SUMMARY DISCUSSION OF THE MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY BE RELEVANT TO A **SHAREHOLDER STOCKHOLDER** OF ACQUIRING, HOLDING AND DISPOSING OF SHARES **OF BENEFICIAL INTEREST** OF THE FUND. THIS DISCUSSION DOES NOT ADDRESS THE SPECIAL TAX RULES APPLICABLE TO CERTAIN CLASSES OF INVESTORS, SUCH AS TAX-EXEMPT ENTITIES, FOREIGN INVESTORS, INSURANCE COMPANIES AND FINANCIAL INSTITUTIONS. THIS DISCUSSION ADDRESSES ONLY U.S. FEDERAL INCOME TAX CONSEQUENCES TO U.S. **SHAREHOLDERS** WHO HOLD THEIR SHARES AS CAPITAL ASSETS AND DOES NOT ADDRESS ALL OF THE U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY BE RELEVANT TO PARTICULAR **SHAREHOLDERS** IN LIGHT OF THEIR INDIVIDUAL CIRCUMSTANCES. IN ADDITION, THE DISCUSSION DOES NOT ADDRESS ANY STATE, LOCAL OR FOREIGN TAX CONSEQUENCES, AND IT DOES NOT ADDRESS ANY U.S. FEDERAL TAX CONSEQUENCES OTHER THAN U.S. FEDERAL INCOME TAX CONSEQUENCES. THE DISCUSSION IS BASED UPON PRESENT PROVISIONS OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), THE REGULATIONS PROMULGATED THEREUNDER, AND JUDICIAL AND ADMINISTRATIVE RULING AUTHORITIES, ALL OF WHICH ARE SUBJECT TO CHANGE OR DIFFERING INTERPRETATIONS (POSSIBLY WITH RETROACTIVE EFFECT). NO ATTEMPT IS MADE TO PRESENT A DETAILED EXPLANATION OF ALL U.S. FEDERAL INCOME TAX CONCERNS AFFECTING THE FUND AND ITS **SHAREHOLDERS**, AND THE DISCUSSION SET FORTH HEREIN DOES NOT CONSTITUTE TAX ADVICE. INVESTORS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS TO DETERMINE THE SPECIFIC TAX CONSEQUENCES TO THEM OF INVESTING IN THE FUND, INCLUDING THE APPLICABLE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES TO THEM AND THE EFFECT OF POSSIBLE CHANGES IN TAX LAWS.

The Fund intends to elect to be treated and to qualify each year as a regulated investment company (a "RIC") under the Code. Accordingly, the Fund must, among other things, (i) derive in each taxable year at least 90% of its gross income (including tax-exempt interest) from (a) dividends, interest, payments with respect to certain securities loans, and gains from the sale or other disposition of stock, securities or foreign currencies, or other income (including but not limited to gain from forward contracts) derived with respect to its business of investing in such stock, securities or currencies; and (b) net income from interests in "qualified publicly traded partnerships" (as defined in the Code); (ii) diversify its holdings so that, at the end of each quarter of each taxable year (a) at least 50% of the value of the Fund's total assets is represented by cash and cash items, U.S. government securities, the securities of other regulated investment companies and other securities, with such other securities limited, in respect of any one issuer, to an amount not greater than 5% of the value of the Fund's total assets and not more than 10% of the outstanding voting securities of such issuer and (b) not more than 25% of the value of the Fund's total assets is invested in the securities (other than U.S. government securities and the securities of other regulated investment companies) of (I) any one issuer; (II) any two or more issuers that the Fund controls and that are determined to be engaged in the same business or similar or related trades or businesses or (III) any one or more "qualified publicly traded partnerships" (as defined in the Code); and (iii) distribute at least 90% of its investment company taxable income (as defined in the Code, but without regard to the deduction for dividends paid) and 90% of its tax-exempt interest income (net of certain deductions and amortizable bond premiums) for such taxable year in accordance with the timing requirements imposed by the Code, so as to maintain its RIC status and to avoid paying any U.S. federal income tax. For purposes of the 90% of gross income requirement described above, the Code expressly provides the U.S. Treasury with authority to issue regulations that would exclude foreign currency gains from qualifying income if such gains are not directly related to the Fund's business of

investing in stock or securities. While to date the U.S. Treasury has not exercised this regulatory authority, there can be no assurance that it will not issue regulations in the future (possibly with retroactive application) that would treat some or all of the Fund's foreign currency gains as non-qualifying income. To the extent it qualifies for treatment as a RIC and satisfies the above-mentioned distribution requirements, the Fund will not be subject to U.S. federal income tax on income paid to its ~~shareholders~~ stockholders in the form of dividends or capital gain distributions.

In order to avoid incurring a U.S. federal excise tax obligation, the Code requires that the Fund distribute (or be deemed to have distributed) by December 31 of each calendar year an amount at least equal to the sum of (i) 98.2% of its ordinary income for such year and (ii) 98% of its capital gain net income (which is the excess of its realized capital gain over its realized capital loss), generally computed on the basis of the one-year period ending on October 31 of such year, after reduction by any available capital loss carryforwards, plus (iii) 100% of any ordinary income and capital gain net income from previous years (as previously computed) that were not paid out during such years and on which the Fund paid no U.S. federal income tax.

If the Fund does not qualify as a RIC for any taxable year, the Fund's taxable income will be subject to corporate income taxes, and all distributions from earnings and profits, including distributions of net capital gain (if any), will be taxable to the ~~shareholder~~ stockholder as ordinary income. Such distributions generally will be eligible (i) for the dividends received deduction in the case of corporate ~~shareholders~~ stockholders and (ii) for treatment as "qualified dividends" as discussed below, in the case of individual ~~shareholders~~ stockholders provided certain holding period and other requirements are met, as described below. In addition, in order to requalify for taxation as a RIC, the Fund may be required to recognize unrealized gains, pay substantial taxes and interest, and make certain distributions.

Distributions from the Fund, except in the case of distributions of qualified dividend income or capital gain dividends, as described below, generally will be taxable to ~~shareholders~~ stockholders as ordinary dividend income to the extent of the Fund's current and accumulated earnings and profits. Distributions of net capital gains (that is, the excess of net gains from the sale of capital assets held more than one year over net losses from the sale of capital assets held for not more than one year) properly designated as capital gain dividends ("Capital Gain Dividends") will be taxable to ~~shareholders~~ stockholders as long-term capital gain, regardless of how long a ~~shareholder~~ stockholder has held the shares in the Fund.

If a ~~shareholder's~~ stockholder's distributions are automatically reinvested pursuant to the Plan and the Plan Administrator invests the distribution in shares acquired on behalf of the ~~shareholder~~ stockholder in open-market purchases, for U.S. federal income tax purposes, the ~~shareholder~~ stockholder will generally be treated as having received a taxable distribution in the amount of the cash dividend that the ~~shareholder~~ stockholder would have received if the ~~shareholder~~ stockholder had elected to receive cash. If a ~~shareholder's~~ stockholder's distributions are automatically reinvested pursuant to the Plan and the Plan Administrator invests the distribution in newly issued shares of the Fund, the ~~shareholder~~ stockholder will generally be treated as receiving a taxable distribution equal to the fair market value of the stock the ~~shareholder~~ stockholder receives.

Under current law, certain income distributions paid by the Fund to individual taxpayers are taxed at rates equal to those applicable to net long-term capital gains (generally, 15%). This tax treatment applies only if certain holding period requirements and other requirements are satisfied by the ~~shareholder~~ stockholder and the dividends are attributable to qualified dividend income received by the Fund itself. For this purpose, "qualified dividend income" means dividends received by the Fund from certain United States corporations and qualifying foreign corporations, provided that the Fund satisfies certain holding period and other requirements in respect of the stock of such corporations. For these purposes, a "qualified foreign corporation" means any foreign corporation if (i) such corporation is incorporated in a possession of the

United States, (ii) such corporation is eligible for benefits of a qualified comprehensive income tax treaty with the United States and which includes an exchange of information program, or (iii) the stock of such corporation with respect to which such dividend is paid is readily tradable on an established securities market in the United States. A “qualified foreign corporation” does not include any foreign corporation which for the taxable year of the corporation in which the dividend was paid, or the preceding taxable year, is a “passive foreign investment company” (as defined in the Code). In the case of securities lending transactions, payments in lieu of dividends are not qualified dividends. These special rules relating to the taxation of ordinary income dividends from regulated investment companies generally apply to taxable years beginning before January 1, 2013. Thereafter, the Fund’s dividends, other than Capital Gain Dividends, will be fully taxable at ordinary income tax rates unless further Congressional legislative action is taken.

A dividend will not be treated as qualified dividend income (whether received by the Fund or paid by the Fund to a ~~shareholder~~stockholder) if (1) the dividend is received with respect to any share held for fewer than 61 days during the 121-day period beginning on the date which is 60 days before the date on which such share becomes ex-dividend with respect to such dividend, (or fewer than 91 days during the associated 181-day period in the case of certain preferred stocks), (2) to the extent that the recipient is under an obligation (whether pursuant to a short sale or otherwise) to make related payments with respect to positions in substantially similar or related property, or (3) if the recipient elects to have the dividend treated as investment income for purposes of the limitation on deductibility of investment interest. Distributions of income by the Fund, other than qualified dividend income and Capital Gains Dividends, are taxed as ordinary income, at rates currently up to 35%.

We cannot assure you as to what percentage of the dividends paid on the shares will consist of qualified dividend income or long-term capital gains, both of which are taxed at lower rates for individuals than are ordinary income and short-term capital gains.

The Fund’s investment in zero coupon and certain other securities will cause it to realize income prior to the receipt of cash payments with respect to these securities. Such income will be accrued daily by the Fund and, in order to avoid a tax payable by the Fund, the Fund may be required to liquidate securities that it might otherwise have continued to hold in order to generate cash so that the Fund may make required distributions to its ~~shareholders~~stockholders.

Investments in lower rated or unrated securities may present special tax issues for the Fund to the extent that the issuers of these securities default on their obligations pertaining thereto. The Code is not entirely clear regarding the federal income tax consequences of the Fund’s taking certain positions in connection with ownership of such distressed securities.

Any recognized gain or income attributable to market discount on long-term debt obligations (i.e., obligations with a term of more than one year except to the extent of a portion of the discount attributable to original issue discount) purchased by the Fund is taxable as ordinary income. A long-term debt obligation is generally treated as acquired at a market discount if purchased after its original issue at a price less than (i) the stated principal amount payable at maturity, in the case of an obligation that does not have original issue discount or (ii) in the case of an obligation that does have original issue discount, the sum of the issue price and any original issue discount that accrued before the obligation was purchased, subject to a de minimis exclusion.

Under Section 988 of the Code, gains or losses attributable to fluctuations in exchange rates between the time the Fund accrues income or receivables or expenses or other liabilities denominated in a foreign currency and the time the Fund actually collects such income or receivables or pays such liabilities are generally treated as ordinary income or loss. Similarly, gains or losses on foreign currency forward contracts and the disposition of debt securities denominated in a foreign currency, to the extent attributable

to fluctuations in exchange rates between the acquisition and disposition dates, are also treated as ordinary income or loss.

Dividends and interest received, and gains realized, by the Fund on foreign securities may be subject to income, withholding or other taxes imposed by foreign countries and U.S. possessions (collectively “foreign taxes”) that would reduce the return on its securities. Tax conventions between certain countries and the United States, however, may reduce or eliminate foreign taxes, and many foreign countries do not impose taxes on capital gains in respect of investments by foreign investors. If more than 50% of the value of the Fund’s total assets at the close of its taxable year consists of securities of foreign corporations, it will be eligible to, and may, file an election with the Internal Revenue Service (the “IRS”) that will enable its ~~shareholders~~, in effect, to receive the benefit of the foreign tax credit with respect to any foreign taxes paid by the Fund. Pursuant to the election, the Fund would treat those taxes as dividends paid to its ~~shareholders~~ and each ~~shareholder-stockholder~~ (1) would be required to include in gross income, and treat as paid by such ~~shareholder-stockholder~~, a proportionate share of those taxes, (2) would be required to treat such share of those taxes and of any dividend paid by the Fund that represents income from foreign or U.S. possessions sources as such ~~shareholder-stockholder’s~~ own income from those sources, and, if certain conditions are met, (3) could either deduct the foreign taxes deemed paid in computing taxable income or, alternatively use the foregoing information in calculating the foreign tax credit against federal income tax (but IRA accounts may not be able to use the foreign tax credit). The Fund will report to its ~~shareholders~~ shortly after each taxable year their respective shares of foreign taxes paid and the income from sources within, and taxes paid to, foreign countries and U.S. possessions if it makes this election. The rules relating to the foreign tax credit are complex. Each ~~shareholder-stockholder~~ should consult his own tax adviser regarding the potential application of foreign tax credits.

If the Fund acquires any equity interest in certain foreign corporations that receive at least 75% of their annual gross income from passive sources (such as interest, dividends, certain rents and royalties, or capital gains) or that hold at least 50% of their assets in investments producing such passive income (“passive foreign investment companies”), the Fund could be subject to U.S. federal income tax and additional interest charges on “excess distributions” received from such companies or on gain from the sale of stock in such companies, even if all income or gain actually received by the Fund is timely distributed to its ~~shareholders~~. The Fund would not be able to pass through to its ~~shareholders~~ any credit or deduction for such a tax. An election may generally be available that would ameliorate these adverse tax consequences, but any such election could require the Fund to recognize taxable income or gain (subject to tax distribution requirements) without the concurrent receipt of cash and would require certain information to be furnished by the foreign corporation, which may not be provided. These investments could also result in the treatment of associated capital gains as ordinary income. The Fund may limit and/or manage its holdings in passive foreign investment companies to limit its tax liability or maximize its return from these investments. Dividends paid by passive foreign investment companies will not qualify as qualified dividend income eligible for taxation at reduced tax rates.

If the Fund utilizes leverage through borrowing, it may be restricted by loan covenants with respect to the declaration of, and payment of, dividends in certain circumstances. Limits on the Fund’s payments of dividends may prevent the Fund from meeting the distribution requirements, described above, and may, therefore, jeopardize the Fund’s qualification for taxation as a RIC and possibly subject the Fund to the 4% excise tax. The Fund will endeavor to avoid restrictions on its ability to make dividend payments.

The sale, exchange or redemption of Fund shares may give rise to a gain or loss. Such gain or loss would generally be treated as capital gain or loss if the Fund shares are held as a capital asset. In general, any gain or loss realized upon a taxable disposition of shares will be treated as long-term capital gain or loss if the shares have been held for more than 12 months. Otherwise, the gain or loss on the taxable disposition of Fund shares will be treated as short-term capital gain or loss. Long-term capital gain rates applicable to

individuals have been reduced, in general, to 15%; however, such rate is set to expire for taxable years beginning after December 31, 2012 absent further legislation. Any loss realized upon the sale or exchange of Fund shares with a holding period of 6 months or less will be treated as a long-term capital loss to the extent of any capital gain distributions received with respect to such shares. The use of capital losses is subject to limitations. In addition, all or a portion of a loss realized on a redemption or other disposition of Fund shares may be disallowed under “wash sale” rules to the extent the shares disposed of are replaced with other substantially identical shares (whether through the reinvestment of distributions or otherwise) within a 61-day period beginning 30 days before the redemption of the loss shares and ending 30 days after such date. Any disallowed loss will result in an adjustment to the ~~shareholder’s~~shareholder’s tax basis in some or all of the other shares acquired.

Dividends and distributions on the Fund’s shares are generally subject to federal income tax as described herein to the extent they do not exceed the Fund’s realized income and gains, even though such dividends and distributions may economically represent a return of a particular ~~shareholder’s~~shareholder’s investment. Such distributions are likely to occur in respect of shares purchased at a time when the Fund’s net asset value reflects gains that are either unrealized, or realized but not distributed. Such realized gains may be required to be distributed even when the Fund’s net asset value also reflects unrealized losses. Certain distributions declared in October, November or December and paid in the following January will be taxed to ~~shareholders~~shareholders as if received on December 31 of the year in which they were declared. In addition, certain other distributions made after the close of a taxable year of the Fund may be “spilled back” and treated as paid by the Fund (except for purposes of the 4% excise tax) during such taxable year. In such case, ~~shareholders~~shareholders will nevertheless be treated as having received such dividends in the taxable year in which the distributions were actually made.

Amounts paid by the Fund to individuals and certain other ~~shareholders~~shareholders who have not provided the Fund with their correct taxpayer identification number (“TIN”) and certain certifications required by the Internal Revenue Service as well as ~~shareholders~~shareholders with respect to whom the Fund has received certain information from the IRS or a broker may be subject to “backup” withholding of federal income tax arising from the Fund’s taxable dividends and other distributions as well as the gross proceeds of sales of shares, currently equal to 28%. An individual’s TIN is generally his or her social security number. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from payments made to a ~~shareholder—stockholder~~shareholder—stockholder may be refunded or credited against such ~~shareholder’s~~shareholder’s U.S. federal income tax liability, if any, provided that the required information is furnished to the IRS.

Under Treasury regulations, if a ~~shareholder—stockholder~~shareholder—stockholder recognizes a loss on disposition of the Fund’s shares of \$2 million or more for an individual ~~shareholder—stockholder~~shareholder—stockholder or \$10 million or more for a corporate ~~shareholder—stockholder~~shareholder—stockholder, the ~~shareholder—stockholder~~shareholder—stockholder generally must file with the IRS a disclosure statement on Form 8886 except to the extent such losses are from assets that have a qualifying basis and meet certain other requirements. Direct ~~shareholders~~shareholders of portfolio securities are in many cases excepted from this reporting requirement, but under current guidance, ~~shareholders~~shareholders of a regulated investment company are not excepted. Future guidance may extend the current exception from this reporting requirement to ~~shareholders~~shareholders of most or all regulated investment companies. In addition, pursuant to recently enacted legislation, significant penalties may be imposed for the failure to comply with the reporting requirements. The fact that a loss is reportable under these regulations does not affect the legal determination of whether the taxpayer’s treatment of the loss is proper. ~~Shareholders~~Shareholders should consult their tax advisers to determine the applicability of these regulations in light of their individual circumstances.

The foregoing discussion does not address the special tax rules applicable to certain classes of investors, such as tax-exempt entities, foreign investors, insurance companies and financial institutions.

**Shareholders** should consult their own tax advisers with respect to special tax rules that may apply in their particular situations, as well as the state, local, and, where applicable, foreign tax consequences of investing in the Fund.

The Fund will inform **shareholders** of the source and tax status of all distributions promptly after the close of each calendar year. The IRS currently requires that a RIC that has two or more classes of stock allocate to each such class proportionate amounts of each type of its income (such as ordinary income, capital gains, dividends qualifying for the dividends received deduction and qualified dividend income) based upon the percentage of total dividends paid out of earnings or profits to each class for the tax year. Accordingly, if the Fund issues preferred shares in the future, the Fund intends each year to allocate capital gain dividends, dividends qualifying for the dividends received deduction and dividends derived from qualified dividend income, if any, between its common shares ~~of beneficial interest~~ and preferred shares in proportion to the total dividends paid out of earnings or profits to each class with respect to such tax year.

### **STATE AND LOCAL TAXES**

**Shareholders** should consult their own tax advisers as to the state or local tax consequences of investing in the Fund.

## FINANCIAL STATEMENTS

The financial statements included in the Fund's Annual Report for the year ended December 31, 2011 and its unaudited Semi-Annual Report for the period ended June 30, 2012, filed with the Securities and Exchange Commission on March 2, 2012 and September 4, 2012, respectively (File No. 811-~~22066~~5150), are herein incorporated by reference.

## OTHER INFORMATION

The Fund is ~~an unincorporated statutory trust established under the laws of the State of Delaware upon the filing of a Certificate of Trust with the Secretary of State of Delaware on April 26, 2007~~ a Maryland corporation. Pursuant to the Fund's ~~Declaration of Trust~~ Amended and Restated By-Laws, the Fund will indemnify, to the fullest extent permitted by ~~Delaware law~~ the Maryland General Corporation Law (the "MGCL") and the 1940 Act, every person who is, or has been, a ~~Trustee~~ director or officer of the Fund against liability and all expenses reasonably incurred or paid by him in connection with a claim, action, suit or proceeding in which he is becomes involved by virtue of being a ~~Trustee~~ director or officer of the Fund and amounts paid or incurred in settlement of such claim, action, suit or proceeding. The Fund may also indemnify its employees and agents and make advances to them for reasonable expenses to the extent permitted by ~~Delaware law~~ the MGCL, the 1933 Act and the 1940 Act.

The Fund's Prospectus and this SAI do not contain all of the information set forth in the Registration Statement that the Fund has filed with the SEC. The complete Registration Statement may be obtained as described on the cover page of this SAI.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Tait, Weller & Baker LLP is the independent registered public accounting firm for the Fund and provides audit services, tax return preparation and assistance and consultation with respect to the preparation of filings with the SEC.

Comparison Details	
Title	<b>pdfDocs compareDocs Comparison Results</b>
Date & Time	10/17/2012 11:01:55 AM
Comparison Time	2.43 seconds
compareDocs version	v3.4.7.10

Sources	
Original Document	[#12202103] [v1] CFP SAI Rights Offering 497 (as filed on May 24, 2012).docDMS Information
Modified Document	[#12241915] [v3] CLM SAI - Rights Offering 2012.docDMS information

Comparison Statistics	
Insertions	57
Deletions	52
Changes	277
Moves	12
<b>TOTAL CHANGES</b>	<b>398</b>

Word Rendering Set Markup Options	
Name	Standard
<u>Insertions</u>	
<del>Deletions</del>	
<u>Moves</u> / <del>Moves</del>	
Inserted cells	
Deleted cells	
Merged cells	
Formatting	Color only.
Changed lines	Mark left border.
Comments color	ByAuthorcolor options]
Balloons	False

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after Saving	General	Always
Report Type	Word	Formatting
Character Level	Word	True
Include Headers / Footers	Word	True
Include Footnotes / Endnotes	Word	True
Include List Numbers	Word	True
Include Tables	Word	True
Include Field Codes	Word	True
Include Moves	Word	True
Show Track Changes Toolbar	Word	True
Show Reviewing Pane	Word	True
Update Automatic Links at Open	Word	True
Summary Report	Word	End
Include Change Detail Report	Word	Separate
Document View	Word	Print
Remove Personal Information	Word	False



# Cornerstone ~~Progressive~~ Total Return Fund ~~15,776,109~~, Inc. [ ] Rights for ~~5,258,703~~ [ ] Shares of ~~Beneficial Interest~~ Common Stock

Cornerstone ~~Progressive~~ Total Return Fund ~~, Inc.~~ (the “Fund”) is issuing non-transferable rights (“Rights”) to its holders of record of shares of ~~beneficial interest~~ (“~~Shares common stock~~ (“Common Stock”) (such holders ~~herein defined as~~ “~~Shareholders~~”), ~~hereinafter referred to as~~ “Stockholders” and the shares of Common Stock, the “Shares”). These Rights will allow ~~Shareholders~~ Stockholders to subscribe for new Shares. For every three (3) Rights a ~~Shareholder~~ Stockholder receives, such ~~Shareholder~~ Stockholder will be entitled to buy one (1) new Share. Each ~~Shareholder~~ Stockholder will receive one Right for each outstanding Share it owns on ~~May 22~~ [ ], 2012 (the “Record Date”). Fractional Shares will not be issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a ~~Shareholder~~ Stockholder on the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. ~~Shareholders~~ Stockholders on the Record Date may purchase Shares not acquired by other ~~Shareholders~~ Stockholders in this Rights offering (the “Offering”), subject to certain limitations discussed in this ~~p~~ Prospectus. Additionally, if there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its sole discretion, issue additional Shares up to 100% of the Shares available in the Offering to honor over-subscription requests. See “The Offering” below.

The Rights are non-transferable, and may not be purchased or sold. Rights will expire without residual value at the Expiration Date (defined below). The Rights will not be listed for trading on the NYSE MKT ~~LLC~~ (“NYSE MKT”), and there will not be any market for trading Rights. The Shares to be issued pursuant to the Offering will be listed for trading on the NYSE MKT ~~LLC~~ (“NYSE MKT”), subject to the NYSE MKT being officially notified of the issuance of those Shares. On ~~May 4~~ [ ], 2012, the last reported net asset value (“NAV”) per Share was ~~\$5.09~~ [ ] and the last reported sales price per Share on the NYSE MKT was ~~\$7.04~~ [ ], which represents a ~~37.72~~ [ ]% premium to the Fund’s NAV per Share. The subscription price per Share (the “Subscription Price”) will be the greater of (i) 107% of NAV per Share as calculated at the close of trading on the date of expiration of the Offering and (ii) 90% of the market price per Share at such time. The considerable number of ~~Shares~~ shares that may be issued as a result of the Offering may cause the premium above NAV at which the Fund’s ~~Shares~~ shares are currently trading to decline, especially if ~~Shareholders~~ stockholders exercising the Rights attempt to sell sizeable numbers of ~~Shares~~ shares immediately after such issuance.

**SHAREHOLDERS STOCKHOLDERS WHO CHOOSE TO EXERCISE THEIR RIGHTS WILL NOT KNOW THE SUBSCRIPTION PRICE PER SHARE AT THE TIME THEY EXERCISE SUCH RIGHTS BECAUSE THE OFFERING WILL EXPIRE (i.e., CLOSE) PRIOR TO THE AVAILABILITY OF THE FUND’S NAV AND OTHER RELEVANT MARKET INFORMATION ON THE EXPIRATION DATE. ONCE A SHAREHOLDER STOCKHOLDER SUBSCRIBES FOR SHARES AND THE FUND RECEIVES PAYMENT, SUCH SHAREHOLDER STOCKHOLDER WILL NOT BE ABLE TO CHANGE HIS, HER OR ITS DECISION. THE OFFERING WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON JUNE 22 [ ], 2012 (THE “EXPIRATION DATE”), UNLESS EXTENDED ~~BY THE FUND~~, AS DISCUSSED IN THIS PROSPECTUS.**

The Fund is a diversified, closed-end management investment company. The Fund’s investment objective is ~~to provide total return. The Fund pursues its investment objective through~~ capital appreciation with current income as a secondary objective. The Fund seeks to achieve its objectives by investing primarily in ~~the equity securities of~~ U.S. and non-U.S. companies. There can be no assurance that the Fund’s objectives will be achieved.

For more information, please call AST Fund Solutions, LLC (the “Information Agent”) toll free at (800) 581-4001.

**Investing in the Fund involves risks. See “Risk Factors” on page ~~36-30~~ of this prospectus.**

	Estimated Subscription Price <sup>(1)</sup>	Estimated Sales Load	Estimated Proceeds to the Fund <sup>(2)</sup>
Per Share	<del>\$6.31</del> <u>[ ]</u>	None	<del>\$6.31</del> <u>[ ]</u>
Total	<del>\$33,182,415.93</del> <u>[ ]</u>	None	<del>\$33,182,415.93</del> <u>[ ]</u>

<sup>(1)</sup> Because the Subscription Price will not be determined until after printing and distribution of this prospectus, the “Estimated Subscription Price” above is an estimate of the subscription price based on the Fund’s per-Share NAV and market price at the close of trading on ~~May 4~~ [ ], 2012. See “The Offering - Subscription Price” and “The Offering - Payment for Shares.”

<sup>(2)</sup> Proceeds to the Fund are before deduction of expenses incurred by the Fund in connection with the Offering, estimated to be approximately ~~\$897,000~~. Funds received prior to the final due date of this Offering will be deposited in a segregated account pending allocation and distribution of Shares. Interest, if any, on subscription monies will be paid to the Fund regardless of whether Shares are issued by the Fund; interest will not be used as credit toward the purchase of Shares.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is ~~May 24~~      , 2012.

*(continued on following page)*

(continued from previous page)

The Fund's Shares are listed on the NYSE MKT under the ticker symbol "**CRFP**."

*Investment Adviser.* Cornerstone Advisors, Inc. (the "Adviser") acts as the Fund's investment adviser. See "Management of the Fund." As of ~~March-September 31~~, 2012, the Adviser managed two other closed-end funds with combined assets with the Fund of ~~\$213,924,552~~approximately \$249 million. The Adviser's address is 1075 Hendersonville Road, Suite 250, Asheville, North Carolina, 28803.

This prospectus sets forth concisely the information about the Fund that you should know before deciding whether to invest in the Fund. A Statement of Additional Information, dated ~~May 24~~[ ], 2012 (the "Statement of Additional Information"), and other materials, containing additional information about the Fund, have been filed with the Securities and Exchange Commission (the "SEC"). The Statement of Additional Information is incorporated by reference in its entirety into this prospectus, which means it is considered to be part of this prospectus. You may request a free copy of the Statement of Additional Information, the table of contents of which is on page ~~54-49~~ of this prospectus, and other information filed with the SEC, by calling collect (513) 326-3597 or by writing to the Fund c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753. The Fund files annual and semi-annual ~~shareholder-stockholder~~ reports, proxy statements and other information with the SEC. The Fund does not have an ~~I~~nternet website. You can obtain this information or the Fund's Statement of Additional Information or any information regarding the Fund filed with the SEC from the SEC's web site (<http://www.sec.gov>).

The Fund's Shares do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any governmental agency.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information contained in this prospectus is accurate only as of the date of this prospectus. The Fund will amend this prospectus if, during the period this prospectus is required to be delivered, there are any material changes to the facts stated in this prospectus subsequent to the date of this prospectus.

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## SUMMARY

*This summary does not contain all of the information that you should consider before investing in the Fund. You should review the more detailed information contained or incorporated by reference in this prospectus and in the Statement of Additional Information, particularly the information set forth under the heading “Risk Factors.”*

<p><b>The Fund</b></p>	<p>Cornerstone <del>Progressive</del> <u>Total</u> Return Fund—, <u>Inc.</u> is a diversified, closed-end management investment company. <del>The Fund is an unincorporated statutory trust established under the laws of the State of Delaware upon the filing of a Certificate of Trust with the Secretary of State of the State of Delaware on April 26</del> <u>It was incorporated in New York on March 16, 2007.</u> <del>The Fund 1973</del> and commenced investment operations on <del>September May 10, 2007</del> <u>1973</u>. The Fund’s <del>shares of beneficial interest (“Shares”)</del> are traded on the NYSE MKT under the ticker symbol “<u>CRFP</u>.” As of <del>May 4</del> <u>September 30, 2012</u>, the Fund had <del>15,776,109</del> <u>6,727,416</u> Shares issued and outstanding.</p>
<p><b>The Offering</b></p>	<p>The Fund is offering non-transferable rights (“Rights”) to its <del>Shareholders</del> <u>Stockholders</u> as of the close of business on <del>May 22</del> <u>[ ]</u>, 2012. These Rights will allow <del>Shareholders</del> <u>Stockholders</u> to subscribe for an aggregate of <del>5,258,703</del> <u>[ ]</u> Shares. For every three (3) Rights a <del>Shareholder</del> <u>Stockholder</u> receives, such <del>Shareholder</del> <u>Stockholder</u> will be entitled to buy one (1) new Share at a subscription price equal to the greater of (i) 107% of NAV of <del>a share of beneficial interest of the Fund</del> <u>the Shares</u> as calculated on the Expiration Date and (ii) 90% of the market price at the close of trading on such date. Each <del>Shareholder</del> <u>Stockholder</u> will receive one Right for each outstanding Share he or she owns on the Record Date (the “Basic Subscription”). Fractional Shares will not be issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a <del>Shareholder</del> <u>Stockholder</u> as of the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. <del>Shareholders</del> <u>Stockholders</u> as of the Record Date may purchase Shares not acquired by other <del>Shareholders</del> <u>Stockholders</u> in this Rights offering (the “Offering”), subject to certain limitations discussed in this prospectus. Additionally, if there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its discretion, issue additional Shares up to 100% of the Shares available in the Offering to honor over-subscription requests.</p> <p>Shares will be issued within the 15-day period immediately following the record date of the Fund’s monthly’s distribution and <del>Shareholders</del> <u>Stockholders</u> exercising rights will not be entitled to receive such dividend with respect to the <del>Shares</del> <u>shares</u> issued pursuant to such exercise.</p> <p>The Fund <u>previously</u> conducted a rights offering that expired on <del>May 6</del> <u>December 16</u>, 2011 (the “2011 Offering”) and included similar terms and conditions as this Offering. Pursuant to the 2011 Offering, <del>which was fully subscribed,</del> the Fund issued <del>6,254,468</del> <u>2,628,010</u> Shares (<del>3,127,234</del> <u>1,314,005</u> Shares of which were Over-Allotment Shares) at a subscription price of <del>\$6.49</del> <u>5.54</u> per Share, for a total offering of</p>

	<p><del>\$40,591,497</del><u>14,559,175.</u></p> <p><u>Prior to the 2011 Offering, the Fund conducted a rights offering that expired on December 10, 2010 (the “2010 Offering”) and included similar terms and conditions as this Offering. Pursuant to the 2010 Offering, which was fully subscribed, the Fund issued 1,006,384 Shares (46,351 Shares of which were Over-Allotment Shares) at a subscription price of \$7.23 per Share, for a total offering of \$7,275,425.</u></p>
<p><b>Purpose of the Offering</b></p>	<p>The Board of <del>Trustees of the Fund</del> <u>Directors</u> has determined that it would be in the best interests of the Fund and its <del>Shareholders</del> <u>Stockholders</u> to increase the assets of the Fund. The primary reasons include:</p> <ul style="list-style-type: none"> <li>• The Basic Subscription will provide existing <del>Shareholders</del> <u>Stockholders</u> an opportunity to purchase additional Shares at a price that is potentially below market value without incurring any commission or transaction charges.</li> <li>• Raising more cash will better position the Fund to take advantage of investment opportunities that exist or may arise.</li> <li>• Increasing the Fund’s assets will provide the Fund additional flexibility in maintaining the <u>Fund’s managed distribution policy (the “Distribution Policy”)</u> (see discussion below), <del>which seeks to provide Shareholders.</del> <u>This policy permits Stockholders to receive</u> a predictable level of cash flow and some liquidity periodically with respect to their Shares without having to sell Shares.</li> <li>• Increasing Fund assets may lower the Fund’s expenses as a proportion of net assets because the Fund’s fixed costs would be spread over a larger asset base. There can be no assurance that by increasing the size of the Fund, the Fund’s expense ratio will be lowered.</li> <li>• Because the Offering will increase the Fund’s outstanding Shares, it may increase the number of <del>Shareholders</del> <u>Stockholders</u> over the long term, which could increase the level of market interest in and visibility of the Fund and improve the trading liquidity of the Shares on the NYSE MKT.</li> <li>• The Offering is expected to be anti-dilutive to all <del>Shareholders</del> <u>Stockholders</u>, including those electing not to participate, because the estimated expenses incurred for the Offering will be more than offset by the increase in the net assets of the Fund such that non-participating <del>Shareholders</del> <u>Stockholders</u> will receive an increase in their net asset value, so long as the number of Shares issued to participating <del>Shareholders</del> <u>Stockholders</u>.</li> </ul>

	<p><u>Stockholders</u> is not materially less than a full exercise of the Basic Subscription amount.</p>
<p><b>Investment Objective and Policies</b></p>	<p><del>The Fund's investment objective is to provide total return. The Fund pursues its investment objective through investing primarily in the equity securities of U.S. and non-U.S. companies. The Fund invests primarily all of its assets in equity securities of U.S. issuers, non-U.S. issuers whose securities trade on a U.S. securities exchange or over the counter or as ADRs or other forms of depositary receipts, such as IDRs, which trade in the United States, closed-end investment companies and ETFs. The Fund pursues current income, as a component of total return, by investing in dividend-paying equity securities and U.S. dollar-denominated debt securities.</del> <u>The Fund's investment objective is capital appreciation with current income as a secondary objective.</u></p> <p>There is no assurance that the Fund will achieve its investment objectives. The Fund's investment <del>objective is a non-fundamental policy, which means that it may be changed by the Board of Trustees without Shareholder approval if the Board believes that it is in the best interests of the Fund and its Shareholders to do so.</del> <u>Some of the Fund's objectives and some of its</u> investment policies are considered fundamental policies and may not be changed without <u>Shareholder Stockholder</u> approval. The Statement of Additional Information contains a list of the fundamental and non-fundamental investment policies of the Fund under the heading "Investment Restrictions."</p> <p>During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its net assets in cash or cash equivalents.</p>
<p><b>Investment Strategies</b></p>	<p><del>The Fund's portfolio, under</del> <u>Under</u> normal market conditions, <del>will consist the Fund's portfolio consists</del> principally of the equity securities of <del>U.S. and non-U.S. companies. In large, mid and small-capitalization companies. Equity securities</del> <u>in which</u> the Fund <u>may</u> invest <del>s primarily in</del> <u>include</u> common stocks, closed-end investment companies, and preferred stocks, convertible securities, warrants and other securities having the characteristics of common stocks, such as <del>ADRs and IDRs, and ETFs. The Fund may, however,</del> <u>American Depositary Receipts ("ADRs") and International Depositary Receipts ("IDRs").</u></p> <p><u>The Fund may invest without limitation in other closed-end investment companies and ETFs, provided that the Fund limits its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund. As a stockholder in any investment company, the Fund will bear its ratable share of the investment company's expenses and would remain subject to payment of the Fund's advisory and administrative fees with respect to the assets so invested.</u></p>

The Fund may invest a portion of its assets in U.S. dollar-denominated debt securities when the Adviser believes that it is appropriate to do so ~~to earn current income. For example in order to achieve the Fund's secondary investment objective (e.g., when interest rates are high in comparison to anticipated returns on equity investments,~~ the Adviser may determine to invest in U.S. dollar-denominated debt securities. Debt securities in which the Fund may invest include U.S. dollar-denominated bank, corporate or government bonds, notes, and debentures ~~that the Adviser determines are suitable investments for the Fund. Such determination may be made regardless of the maturity, duration or rating of any such debt security of any maturity determined by the Adviser to be suitable for investment by the Fund. The Fund may invest in the securities of issuers that it determines to be suitable for investment by the Fund regardless of their rating,~~ provided, however, that the Fund may not invest in debt securities that are determined by the Adviser to be rated below "BBB" by S&P or "Baa" by Moody's at the time the investment is made. Other than this policy with respect to the rating of debt securities, the Adviser does not have a policy with respect to the maturity or duration of the debt securities in which the Fund may invest. BBB" by Standard & Poor's Rating Services, a division of The McGraw-Hill Companies ("S&P") or Moody's Investor Services, Inc. ("Moody's"), commonly referred to as "junk bonds."

~~The Fund invests without limitation in the securities of other closed-end investment companies and ETFs, provided that, in accordance with Section 12(d)(1)(F) of the 1940 Act, and in reliance upon Rule 12d-3 promulgated thereunder, the Fund limits the amount invested in any single investment company to no more than 3% of the voting stock of the acquired investment company. As a shareholder in any investment company, the Fund will bear its ratable share of the investment company's expenses and would remain subject to payment of the Fund's advisory and administrative fees with respect to the assets so invested. The Fund's management utilizes~~ In determining which securities to buy for the Fund's portfolio, the Adviser uses a balanced approach, including "value" and "growth" investing by seeking out companies at reasonable prices, without regard to sector or industry, which demonstrate favorable long-term growth characteristics. Valuation and growth characteristics may be considered for purposes of selecting potential investment securities. In general, valuation analysis is used to determine the inherent value of the company by analyzing financial information such as a company's price to book, price to sales, return on equity, and return on assets ratios; and growth analysis is used to determine a company's potential for long-term dividends and earnings growth due to market-oriented factors such as growing market share, the launch of new products or services, the strength of its management and market demand. Fluctuations in these characteristics may trigger trading decisions to be made by the Adviser ~~with respect to the Fund's portfolio.~~



	<p>To comply with provisions of the 1940 Act, on any matter upon which the Fund is solicited to vote as a shareholder in an investment company in which it invests, the Adviser votes such shares in the same general proportion as shares held by other shareholders of that investment company. The Fund does not and will not invest in any <u>other</u> closed-end funds managed by the Adviser.</p> <p><del>Generally, securities will be purchased or sold by the Fund on national securities exchanges and in the over-the-counter market. From time to time, securities may be purchased or sold in private transactions, including securities that are not publicly traded or that are otherwise illiquid. The Adviser does not expect investments in illiquid securities to comprise more than 10% of the Fund's net assets (determined at the time the investment is made). The Fund will invest only in illiquid securities that the Adviser believes provide opportunities for substantial growth over a period of two to five years.</del></p> <p><del>The Fund may invest up to 15% of its assets in illiquid U.S. and non-U.S. securities, provided that the Fund may not invest more than 3% of the Fund's assets in the securities of companies that, at the time of investment, had less than a year of operations, including operations of predecessor companies. The Fund will invest only in such illiquid securities that, in the opinion of Fund management, present opportunities for substantial growth over a period of two to five years.</del></p> <p>The Fund may, without limitation, hold cash or invest in assets in money market instruments, including U.S. and non-U.S. government securities, high grade commercial paper and certificates of deposit and bankers' acceptances issued by U.S. and non-U.S. banks having deposits of at least \$500 million.</p> <p><u>The Fund may invest up to 20% of its assets in illiquid U.S. securities. The Fund will invest only in such illiquid securities that, in the opinion of the Adviser, present opportunities for substantial growth over a period of two to five years.</u></p> <p><u>With respect to 75% of its total assets, the Fund may not purchase a security, other than securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities, if as a result of such purchase, more than 5% of the value of the Fund's total assets would be invested in the securities of any one issuer, or the Fund would own more than 10% of the voting securities of any one issuer.</u></p> <p><u>The Fund's annual portfolio turnover rate is expected to continue to be relatively low, ranging between 10% and 90%.</u></p>
<p><b>Investment Adviser and Fee</b></p>	<p>Cornerstone Advisors, Inc. (the "Adviser"), the investment adviser of the Fund, is registered with the <del>SEC</del> <u>Securities and Exchange Commission ("SEC")</u> as an investment adviser under the Investment Advisers Act of 1940, as amended. As of <del>March</del> <u>September 30</u>, 2012, the Adviser managed two other closed-end funds with combined assets <del>with the Fund of \$213,924,552</del> under management, <del>with the Fund, of approximately \$249</del></p>

	<p><u>million.</u></p> <p>The Adviser is entitled to receive a monthly fee at the annual rate of 1.00% of the Fund’s average weekly net assets. See “Management of the Fund.”</p>
<p><b>Administrator and Fund Accounting Agent</b></p>	<p>Ultimus Fund Solutions, LLC (“Ultimus”), 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, serves as administrator and accounting agent to the Fund. Under the administration agreement with the Fund, Ultimus is responsible for generally managing the administrative affairs of the Fund, including supervising the preparation of reports to <del>Shareholders</del><u>Stockholders</u>, reports to and filings with the SEC and materials for meetings of the Board, and is entitled to receive a monthly fee at the annual rate of 0.10% of the Fund’s average daily net assets up to \$250 million and 0.075% of such assets in excess of \$250 million, subject to a minimum annual fee of \$50,000. Under the Fund Accounting Agreement, Ultimus calculates the net asset value per share and maintains the financial books and records of the Fund. For the performance of these services, Ultimus is entitled to receive a base fee of \$2,500 per month plus an asset based fee of 0.010% of the first \$500 million of average daily net assets and 0.005% of such assets in excess of \$500 million. See “Management of the Fund.”</p>
<p><b>Closed-End Fund Structure</b></p>	<p>Closed-end funds differ from open-end management investment companies (commonly referred to as mutual funds) in that closed-end funds do not redeem their shares at the option of the <del>shareholder</del><u>stockholder</u> and generally list their shares for trading on a securities exchange. By comparison, mutual funds issue securities that are redeemable daily at net asset value at the option of the <del>shareholder</del><u>stockholder</u> and typically engage in a continuous offering of their shares. Mutual funds are subject to continuous asset in-flows and out-flows that can complicate portfolio management, whereas closed-end funds generally can stay more fully invested in securities consistent with the closed-end fund’s investment objectives and policies. In addition, in comparison to open-end funds, closed-end funds have greater flexibility in the employment of financial leverage and in the ability to make certain types of investments, including investments in illiquid securities.</p> <p>Although the Fund’s Shares have <del>typically</del><u>frequently</u> traded at a premium to its net asset value during the past several years, shares of closed-end funds frequently trade at a discount from their net asset value. In recognition of the possibility that the <del>Fund’s</del> Shares might trade at a discount to net asset value and that any such discount may not be in the interest of <del>Shareholders</del><u>Stockholders</u>, the Fund’s Board of <del>Trustees</del><u>Directors</u>, in consultation with the Adviser, may, from time to time, review possible actions to reduce any such discount, including <del>that the Board of Trustees may consider</del><u>considering</u> open market repurchases or tender offers for <del>Fund</del><u>the Fund’s</u> Shares. There can be no assurance that the Board of <del>Trustees</del><u>Directors</u> will decide to undertake any of these actions or that, if undertaken, such actions would result in the <del>Fund’s</del> Shares trading at a price equal to or close to net asset value per <del>s</del><u>Share</u>.</p>

	<p>In addition, the Fund’s <u>managed</u> distribution policy may continue to be an effective action to counter a trading discount. See “Distribution Policy.”</p> <p>The Board of <del>Trustees</del> <u>might</u> <del>Directors</del> <u>may</u> also consider the conversion of the Fund to an open-end investment company. The Board of <del>Trustees</del> <u>Directors</u> believes, however, that the closed-end structure is desirable, given the Fund’s investment objective and policies. Investors should assume, therefore, that it is highly unlikely that the Board of <del>Trustees</del> <u>Directors</u> would vote to convert the Fund to an open-end investment company.</p>
<p><b>Summary of Principal Risks</b></p>	<p>Investing in the Fund involves risks, including the risk that you may receive little or no return on your investment or that you may lose part or all of your investment. Therefore, before investing you should consider carefully the following principal risks that you assume when you invest in the Fund.</p> <p><i>Stock Market Volatility.</i> Stock markets can be volatile. In other words, the prices of stocks can rise or fall rapidly in response to developments affecting a specific company or industry, or to changing economic, political or market conditions. The Fund is subject to the general risk that the value of its investments may decline if the stock markets perform poorly. There is also a risk that the Fund’s investments will underperform either the securities markets generally or particular segments of the securities markets.</p> <p><i>Issuer Specific Changes.</i> Changes in the financial condition of an issuer, changes in the specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect the credit quality or value of an issuer’s securities. Lower-quality debt securities tend to be more sensitive to these changes than higher-quality debt securities.</p> <p><del><i>Other Investment Company Securities Risk.</i> The Fund invests in the securities of other closed-end investment companies and in ETFs. Investing in other investment companies and ETFs involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company’s portfolio securities, and a Shareholder in the Fund will bear not only his proportionate share of the expenses of the Fund, but also, indirectly, the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company or ETF in which the Fund invests will be achieved.</del></p> <p><i>Common Stock Risk.</i> The Fund will invest a significant portion of its net assets in common stocks. Common stocks represent an ownership interest in a company. The Fund may also invest in securities that can be exercised for or converted</p>

into common stocks (such as convertible preferred stock). Common stocks and similar equity securities are more volatile and more risky than some other forms of investment. Therefore, the value of your investment in the Fund may sometimes decrease instead of increase. Common stock prices fluctuate for many reasons, including changes in investors' perceptions of the financial condition of an issuer, the general condition of the relevant stock market or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates, as the costs of capital rise for issuers. Because convertible securities can be converted into equity securities, their values will normally increase or decrease as the values of the underlying equity securities increase or decrease. The common stocks in which the Fund will invest are structurally subordinated to preferred securities, bonds and other debt instruments in a company's capital structure in terms of priority to corporate income and assets and, therefore, will be subject to greater risk than the preferred securities or debt instruments of such issuers.

~~***Emerging Markets Securities Risk. The Fund may invest up to 20% of its net assets in securities of issuers located in "emerging markets" through its investments in ETFs, other investment companies and depository receipts and may invest up to 5% of its net assets directly in emerging market securities. Because of less developed markets and economies and, in some countries, less mature governments and governmental institutions, the risks of investing in foreign securities can be intensified in the case of investments in issuers domiciled or doing substantial business in emerging market countries. These risks include high concentration of market capitalization and trading volume in a small number of issuers representing a limited number of industries, as well as a high concentration of investors and financial intermediaries; lack of liquidity and greater price volatility due to the smaller size of the market for such securities and lower trading volume; political and social uncertainties; national policies that may restrict the Fund's investment opportunities including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; greater risks of expropriation, confiscatory taxation and nationalization; over-dependence on exports, especially with respect to primary commodities, making these economies vulnerable to changes in commodity prices; overburdened infrastructure and obsolete or unseasoned financial systems; environmental problems; less developed legal systems; and less reliable custodial services and settlement practices. Dividends paid by issuers in emerging market countries will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See "Federal Income Tax Matters."***~~

Investments in securities of non-U.S. issuers involve special risks not presented by investments in securities of U.S.

issuers, including the following: less publicly available information about companies due to less rigorous disclosure or accounting standards or regulatory practices; the impact of political, social or diplomatic events, including war; possible seizure, expropriation or nationalization of the company or its assets; possible imposition of currency exchange controls; and changes in foreign currency exchange rates. These risks are more pronounced to the extent that the Fund invests a significant amount of its investments in companies located in one region. These risks may be greater in emerging markets and in less developed countries. For example, prior governmental approval for foreign investments may be required in some emerging market countries, and the extent of foreign investment may be subject to limitation in other emerging countries. With respect to risks associated with changes in foreign currency exchange rates, the Fund does not expect to engage in foreign currency hedging transactions. See “Foreign Currency Risk<sup>22</sup>.”

~~**Market Discount From Net Asset Value. Shares of closed-end investment companies frequently trade at a discount from their net asset value. This characteristic is a risk separate and distinct from the risk that the Fund’s net asset value could decrease as a result of its investment activities and may be greater for investors expecting to sell their Shares in a relatively short period following completion of this Offering. The net asset value of the Shares may be reduced immediately following the Offering as a result of the payment of certain Offering costs. Whether investors will realize gains or losses upon the sale of the Shares will depend not upon the Fund’s net asset value but entirely upon whether the market price of the Shares at the time of sale is above or below the investor’s purchase price for the Shares. Because the market price of the Shares will be determined by factors such as relative supply of and demand for the Shares in the market, general market and economic conditions, and other factors beyond the control of the Fund, the Fund cannot predict whether the Shares will trade at, below or above net asset value.**~~

**Defensive Positions.** During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its assets in cash or cash equivalents. The Fund would not be pursuing its investment objective in these circumstances and could miss favorable market developments.

**Management Risk.** The Fund is subject to management risk because it is an actively managed portfolio. The Fund’s successful pursuit of its investment objective depends upon the Adviser’s ability to find and exploit market inefficiencies with respect to undervalued securities. Such situations occur infrequently and sporadically and may be difficult to predict, and may not result in a favorable pricing opportunity that allows the Adviser to fulfill the Fund’s investment objective. The Adviser’s security selections and other investment decisions might produce losses or cause the Fund to underperform when compared to other funds with similar investment goals. If one or

more key individuals leave the employ of the Adviser, the Adviser may not be able to hire qualified replacements, or may require an extended time to do so. This could prevent the Fund from achieving its investment objective. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund, which could be perceived as a conflict of interest.

~~***Distribution Policy Risk.***—The Fund seeks to make distributions to Shareholders on a monthly basis. Such distributions are not tied to the Fund’s investment income and capital gains and do not represent yield or investment return on the Fund’s portfolio. To the extent that the amount distributed in cash exceeds the total net investment income of the Fund, the assets of the Fund will decline. Accordingly, a decline in Fund assets may result in an increase in Managed Distribution Risk. Under the Fund’s managed distribution policy (the “Distribution Policy”), the Fund makes monthly distributions to Stockholders at a rate that may include periodic distributions of its net income and net capital gains (“Net Earnings”), or from return-of-capital. For any fiscal year where total cash distributions exceeded Net Earnings (the “Excess”), the Excess would decrease the Fund’s total assets and, as a result, would have the likely effect of increasing the Fund’s expense ratio. In addition, the maintenance of the Fund’s distribution policy may cause the Fund’s assets to be less fully invested than would otherwise be the case, which could reduce the Fund’s total investment return.~~ There is a risk that the total Net Earnings from the Fund’s portfolio would not be great enough to offset the amount of cash distributions paid to Stockholders. If this were to be the case, the Fund’s assets would be depleted, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may have to sell a portion of its investment portfolio, including securities purchased with the proceeds of the Offering, at a time when independent investment judgment might not dictate such action. Furthermore, such assets used to make distributions will not be available for investment pursuant to the Fund’s investment objective. In fact, during most of the past ten years, the Fund’s distributions have exceeded its Net Earnings. The Fund may use the proceeds of this Offering to maintain the ~~Fund’s distribution policy~~ Distribution Policy by providing funding for future distributions, which may constitute a return of capital to ~~Shareholders~~ Stockholders and lower the tax basis in their Shares. ~~Shareholders~~ Stockholders are advised to consult with their own tax advisers with respect to the tax consequences of their investment in the Fund. Furthermore, the Fund may need to raise additional capital in order to maintain the ~~d~~Distribution ~~p~~Policy.

***Preferred Securities Risk.*** Investment in preferred securities carries risks including credit risk, deferral risk, redemption risk, limited voting rights, risk of subordination and lack of liquidity. Fully taxable or hybrid preferred securities typically contain provisions that allow an issuer, at its discretion, to defer distributions for up to 20 consecutive quarters.

Traditional preferreds also contain provisions that allow an issuer, under certain conditions to skip (in the case of “noncumulative preferreds”) or defer (in the case of “cumulative preferreds”), dividend payments. If the Fund owns a preferred security that is deferring its distributions, the Fund may be required to report income for tax purposes while it is not receiving any distributions. Preferred securities typically contain provisions that allow for redemption in the event of tax or security law changes in addition to call features at the option of the issuer. In the event of a redemption, the Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred securities typically do not provide any voting rights, except in cases when dividends are in arrears beyond a certain time period, which varies by issue. Preferred securities are subordinated to bonds and other debt instruments in a company’s capital structure in terms of priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than those debt instruments. Preferred securities may be substantially less liquid than many other securities, such as U.S. government securities, corporate debt or common stocks. Dividends paid on preferred securities will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”

***Convertible Securities Risk.*** The value of a convertible security, including, for example, a warrant, is a function of its “investment value” (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its “conversion value” (the security’s worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security’s investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. Generally, the conversion value decreases as the convertible security approaches maturity. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed income security.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security’s governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Fund’s ability to

	<p>achieve its investment objective.</p> <p><u><i>Other Investment Company Securities Risk. The Fund invests in the securities of other closed-end investment companies. Investing in other investment companies involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company's portfolio securities, and a Stockholder will bear not only his proportionate share of the expenses of the Fund, but also, indirectly, the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company in which the Fund invests will be achieved.</i></u></p> <p><i>Repurchase Agreement Risk.</i> The Fund could suffer a loss if the proceeds from a sale of the securities underlying a repurchase agreement to which it is a party turns out to be less than the repurchase price stated in the agreement. In addition, repurchase agreements may involve risks in the event of default or insolvency of the seller, including possible delays or restrictions upon the Fund's ability to dispose of the underlying securities.</p>
<p><u>Managed Distribution Policy</u></p>	<p><del>The Fund seeks to make a distribution to Shareholders each month. These distributions are not tied to the Fund's investment income and capital gains and do</del> <u>Effective June 25, 2002, the Fund initiated a fixed, monthly distribution to Stockholders (the "Distribution Policy"). On November 29, 2006, the Distribution Policy was updated to provide for the annual resetting of the monthly distribution amount per share based on the Fund's net asset value on the last business day in October. The terms of the Distribution Policy will be reviewed and approved at least annually by the Fund's Board of Directors and can be modified at the Board's discretion. To the extent that these distributions exceed the current earnings of the Fund, the balance will be generated from sales of portfolio securities held by the Fund, and will be distributed as either short-term or long-term capital gains or a tax-free return-of-capital. To the extent these distributions are not represented by net investment income and capital gains, they will</u> not represent yield or investment return on the Fund's portfolio. <del>The distribution rate may be modified by the Board of Trustees from time to time. If, for any monthly distribution, investment company taxable income, if any (which term includes net short-term capital gain), and net tax-exempt income, if any, is less than the amount of the distribution, the difference will generally be a tax-free return of capital distributed from the Fund's assets</del> <u>investment portfolio.</u> Although return of capital distributions may not be taxable, such distributions may reduce a <del>Shareholder's</del> <u>Stockholder's</u> cost basis in his or her Shares, and therefore may result in an increase in the amount of any taxable gain on a</p>



subsequent disposition of such Shares, even if such Shares are sold at a loss to the ~~Shareholder's~~ Stockholder's original investment amount. ~~The Fund's final distribution for each calendar year is expected to include any remaining investment company taxable income and net tax-exempt income undistributed during the year, as well as all net capital gain realized during the year. However, if it determines it is appropriate to do so, the Board of Trustees may elect to not distribute realized gains and to pay taxes incurred. In general, the total distributions made in any taxable year (other than distributions of net capital gain or return of capital) would be treated as ordinary dividend income to the extent of the Fund's current and accumulated earnings and profits. Distributions in excess of the earnings and profits would first be a tax-free return of capital to the extent of the adjusted tax basis in the Shares. Shareholders are advised to consult their own tax advisers with respect to the tax consequences of their investment in the Fund. This distribution policy may, under certain circumstances, have adverse consequences to the Fund and the Shareholders because it may result in a return of capital resulting in less of a Shareholder's assets being invested in the Fund and, over time, increase the Fund's expense ratio.~~ plans to maintain the Distribution Policy even if a return-of-capital distribution would exceed an investor's tax basis and therefore be a taxable distribution.

To the extent necessary to meet the amounts distributed under the Fund's ~~d~~Distribution ~~p~~Policy, portfolio securities, including those purchased with ~~the~~ the proceeds of this Offering, may be sold to the extent adequate income is not available. Sustaining the Distribution Policy could require the Fund to raise additional capital in the future.

Although it has no current intention to do so, the Board may terminate this Distribution Policy at any time, and such termination may have an adverse effect on the market price for the Fund's Shares. The Fund determines annually whether to distribute any net realized long-term capital gains in excess of net realized short-term capital losses, including capital loss carryovers, if any. To the extent that the Fund's taxable income in any calendar year exceeds the aggregate amount distributed pursuant to the Distribution Policy, an additional distribution may be made to avoid the payment of a 4% U.S. federal excise tax, and to the extent that the aggregate amount distributed in any calendar year exceeds the Fund's taxable income, the amount of that excess may constitute a return-of-capital for tax purposes. Dividends and distributions to Stockholders are recorded by the Fund on the ex-dividend date.

~~Unless the registered owner of Shares elects to receive cash, all distributions declared on Shares will be automatically reinvested in additional Shares of the Fund. See "Dividend Reinvestment Plan".~~

~~The Board may determine in the future to authorize the filing~~

	<p><del>of an exemptive application with the SEC seeking an order under the 1940 Act to exempt the Fund from the requirements of Section 19(b) of the 1940 Act and Rule 19b-1 thereunder, permitting the Fund to make periodic distributions of long-term capital gains, provided that the distribution policy of the Fund with respect to its Shares calls for periodic (for example, quarterly/monthly) distributions in an amount equal to a fixed percentage of the Fund's average net asset value over a specified period of time or market price per Share at or about the time of distribution or pay-out of a level dollar amount. The Board of Trustees continues to monitor whether such relief is needed. In the event the Board determines to authorize the filing of such an exemptive application, there can be no assurance that the staff of the SEC will grant such relief to the Fund or, if granted, that the Board will determine to implement a managed distribution plan. No assurance can be given that the SEC will grant the exemption to the Fund. This Offering is not contingent upon the receipt of such exemption nor upon the application for such exemption.</del></p> <p><del>The monthly distribution described above would result in the payment of approximately the same amount or percentage to the Shareholders each month. These distributions will not be tied to the Fund's investment income and capital gains and will not represent yield or investment return on the Fund's portfolio. Section 19(a) of the 1940 Act and Rule 19a-1 thereunder require the Fund to provide a written statement accompanying any such payment that adequately discloses its source or sources, other than net investment income. Thus, if the source of some or all of the dividend or other distribution were the original capital contribution of the Shareholder, and the payment amounted to a return of capital, the Fund would be required to provide written disclosure to that effect. Nevertheless, persons who periodically receive the payment of a dividend or other distribution may be under the impression that they are receiving net profits when they are not. Shareholders should read any written disclosure provided pursuant to Section 19(a) and Rule 19a-1 carefully, and should not assume that the source of any distribution from the Fund is net profit.</del></p> <p><del>The Board of Trustees reserves the right to change the Distribution Policy from time to time.</del></p>
<p><b>Dividend Reinvestment Plan</b></p>	<p>Unless a <del>Shareholder</del> <u>Stockholder</u> elects otherwise, the <del>Shareholder's</del> <u>Stockholder's</u> distributions will be reinvested in additional Shares under the Fund's dividend reinvestment plan. <del>Shareholders</del> <u>Stockholders</u> who elect not to participate in the Fund's dividend reinvestment plan will receive all distributions in cash paid to the <del>Shareholder</del> <u>Stockholder</u> of record (or, if the Shares are held in street or other nominee name, then to such nominee). See "Dividend Reinvestment Plan."</p>
<p><b>Stock Purchases and Tenders</b></p>	<p>The Board of <del>Trustees</del> <u>Directors</u> may consider repurchasing the Fund's Shares in the open market or in private transactions, or</p>

	tendering for Shares, in an attempt to reduce or eliminate a market value discount from net asset value, if one should occur. There can be no assurance that the Board of <del>Trustees</del> <u>Directors</u> will determine to effect any such repurchase or tender or that it would be effective in reducing or eliminating any market value discount.
<b>Custodian and Transfer Agent</b>	U.S. Bank National Association serves as the Fund's custodian and American Stock Transfer and Trust Company serves as the Fund's transfer agent. See "Management of the Fund".

## SUMMARY OF FUND EXPENSES

The following table shows Fund expenses as a percentage of net assets attributable to the Fund's ~~shares of beneficial interest~~ (“Shares”).

### ~~Shareholder~~ Stockholder Transaction Expenses

Sales load	None
Dividend Reinvestment Plan fees	None
<b>Annual Expenses (as a percentage of net assets attributable to <u>the</u> Shares)</b>	
Management fees	1.00%
Other expenses <sup>(1)</sup>	0.4588%
Acquired Fund fees and expenses <sup>(2)</sup>	1.060.16%
Total Annual Expenses	2.5104%

### Example<sup>(3)</sup>

The following example illustrates the hypothetical expenses that you would pay on a \$1,000 investment in the Shares, assuming (i) annual expenses of 2.511.92% of net assets attributable to the Shares and (ii) a 5% annual return:

	1 Year	3 Years	5 Years	10 Years
You would pay the following expenses on a \$1,000 investment, assuming a 5% annual return	<u>\$261</u>	<u>\$7965</u>	<u>\$13511</u>	<u>\$28739</u>

- (1) “Other Expenses” are based upon gross estimated amounts for the current fiscal year and include, among other expenses, administration and fund accounting fees. The Fund has no current intention to borrow money for investment purposes and has adopted a fundamental policy against selling securities short.
- (2) The Fund invests in other closed-end investment companies and ETFs (collectively, the “Acquired Funds”). The Fund’s ~~Shareholders~~ stockholders indirectly bear a pro rata portion of the fees and expenses of the Acquired Funds in which the Fund invests. Acquired Fund fees and expenses are based on estimated amounts for the current fiscal year.
- (3) The example assumes that the estimated “Other Expenses” set forth in the Annual Expenses table remain the same each year and that all dividends and distributions are reinvested at net asset value. Actual expenses may be greater or less than those assumed. The example further assumes that the Fund uses no leverage, as currently intended. Moreover, the Fund’s actual rate of return will vary and may be greater or less than the hypothetical 5% annual return.

The purpose of the above table is to help a ~~holder of Shares~~ Stockholder understand the fees and expenses that such ~~holder~~ Stockholder would bear directly or indirectly. **The example should not be considered a representation of actual future expenses. Actual expenses may be higher or lower than those shown.**

## THE FUND

The Fund is a diversified, closed-end management investment company. The Fund ~~is an unincorporated statutory trust established under the laws of the State of Delaware upon the filing of a Certificate of Trust with the Secretary of State of Delaware on April 26~~ was organized as a New York corporation on March 16, 2007 1973. The Fund’s principal office is located c/o Ultimus Fund Solutions, LLC at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, and its telephone number is (513) 326-3597.

## THE OFFERING

Terms of the Offering. The Fund is issuing to Record Date ~~Shareholders~~ Stockholders (i.e., ~~Shareholders~~ Stockholders who hold Shares on the Record Date) non-transferable Rights to subscribe for Shares. Each Record Date ~~Shareholder~~ Stockholder is being issued one non-transferable Right for every one Share owned on the Record Date. The Rights entitle a Record Date ~~Shareholder~~ Stockholder to acquire one Share at the Subscription Price for every three Rights held. Fractional Shares will not be issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a Record Date ~~Shareholder~~ Stockholder on the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. Rights may be exercised at any time during the Subscription Period, which commences on or about ~~June 1~~ [ ], 2012 and ends at 5:00 p.m., New York City time, on ~~June 22~~ [ ], 2012, unless extended by the Fund. See “Expiration of the Offering.” The right to acquire one additional Share for every three Rights held during the Subscription Period at the Subscription Price is hereinafter referred to as the “Basic Subscription.”

In addition to the Basic Subscription, Record Date ~~Shareholders~~ Stockholders who exercise all of their Rights are entitled to subscribe for Shares which were not otherwise subscribed for by others in the Basic Subscription (the “Additional Subscription Privilege”). If sufficient Shares are not available to honor all requests under the Additional Subscription Privilege, the Fund may, in its discretion, issue additional Shares up to 100% of the Shares available in the Offering (or ~~5,258,703~~ [ ] Shares for a total of ~~10,517,406~~ [ ] Shares) (the “Over-Allotment Shares”) to honor over-subscription requests, with such Shares subject to the same terms and conditions of this Offering. See “Additional Subscription Privilege” below. For purposes of determining the maximum number of Shares a ~~Shareholder~~ Stockholder may acquire pursuant to the Offering, broker-dealers whose Shares are held of record by any Nominee will be deemed to be the holders of the Rights that are issued to such Nominee on their behalf. The term “Nominee” shall mean, collectively, CEDE & Company (“Cede”), as nominee for the Depository Trust Company (“DTC”), or any other depository or nominee. Shares acquired pursuant to the Additional Subscription Privilege are subject to allotment, which is more fully discussed below under “Additional Subscription Privilege.”

SHARES WILL BE ISSUED WITHIN THE 15-DAY PERIOD IMMEDIATELY FOLLOWING THE RECORD DATE OF THE FUND’S MONTHLY DISTRIBUTION AND ~~SHAREHOLDERS~~ STOCKHOLDERS EXERCISING RIGHTS WILL NOT BE ENTITLED TO RECEIVE SUCH DIVIDEND WITH RESPECT TO THE SHARES ISSUED PURSUANT TO SUCH EXERCISE.

Rights will be Evidenced by Subscription Certificates. The number of Rights issued to each Record Date ~~Shareholder~~ Stockholder will be stated on the Subscription Certificates delivered to the Record Date ~~Shareholder~~ Stockholder. The method by which Rights may be exercised and Shares paid for is set forth below in “Method of Exercising Rights” and “Payment for Shares.” A RIGHTS HOLDER WILL HAVE NO RIGHT TO RESCIND A PURCHASE AFTER THE SUBSCRIPTION AGENT HAS RECEIVED PAYMENT. See “Payment for Shares” below.

The Rights are non-transferable and may not be purchased or sold. Rights will expire without residual value at the Expiration Date. The Rights will not be listed for trading on the NYSE MKT, and there will not be any market for trading Rights. The Shares to be issued pursuant to the Offering will be listed for trading on the NYSE MKT, subject to the NYSE MKT being officially notified of the issuance of those Shares.

Purpose of the Offering. ~~The Board initially discussed conducting a rights offering at~~ At a meeting held on ~~February 10, 2012. Subsequently, at meetings held on April 18, 2012 and May 4~~ October 16, 2012, the Board approved the Offering and determined that it would be in the best interests of the Fund and its existing ~~Shareholders~~ Stockholders to increase the assets of the Fund. The primary reasons include:

- The Basic Subscription will provide existing ~~Shareholders~~ Stockholders an opportunity to purchase additional Shares at a price that is potentially below market value without incurring any commission or transaction charges.
- Raising more cash will better position the Fund to take advantage of investment opportunities that exist or may arise.

- Increasing the Fund's assets will provide the Fund additional flexibility in maintaining ~~its distribution policy, which seeks to provide Shareholders~~ the Distribution Policy. The Distribution Policy permits Stockholders to receive a predictable level of cash flow and some liquidity periodically with respect to their Shares without having to sell Shares.

- Increasing Fund assets may lower the Fund's expenses as a proportion of net assets because the Fund's fixed costs would be spread over a larger asset base. There can be no assurance that by increasing the size of the Fund, the Fund's expense ratio will be lowered.

- Because the Offering will increase the Fund's outstanding Shares, it may increase the number of ~~Shareholders~~ Stockholders over the long term, which could increase the level of market interest in and visibility of the Fund and improve the trading liquidity of the Shares on the NYSE MKT.

- The Board expects the Offering to be anti-dilutive to all ~~Shareholders~~ Stockholders, including those electing not to participate, because the estimated expenses incurred for the Offering will be more than offset by the increase in the net assets of the Fund such that non-participating ~~Shareholders~~ Stockholders will receive an increase in their net asset value, so long as the number of Shares issued to participating ~~Shareholders~~ Stockholders is not materially less than a full exercise of the Basic Subscription amount.

Board Considerations in Approving the Offering. ~~The Board initially discussed conducting a rights offering at~~ At a meeting held on ~~February 10, 2012. Subsequently, at a meeting held on April 18~~ October 16, 2012, the Board considered the approval of the Offering. In considering whether or not to approve the Offering, the Board relied on materials and information prepared and presented by the Fund's management at such meeting and discussions at that time. Based on such materials and their deliberations at this meeting, the Board determined that it would be in the best interests of the Fund and its ~~Shareholders~~ Stockholders to conduct the Offering in order to increase the assets of the Fund available for current and future investment opportunities. In making its determination, the Board considered the various factors set forth in "The Offering - Purpose of the Offering". The Board also considered a number of other factors, including the success of the rights offerings conducted by the Fund in 2010 (the "2010 Offering") and 2011 (the "2011 Offering", and together with the 2010 Offering, the "Prior Rights Offerings") and that the Prior Rights Offerings were anti-dilutive to Stockholders, the ability of the Adviser to invest the proceeds of the Offering and the potential effect of the Offering on the Fund's stock price and conditions to the Fund's exemptive relief in connection with the Distribution Policy. The Board considered that, during the course of each of the Prior Rights Offerings, the Fund's market price declined, however the Board noted that the Fund continued at all times during the 2011 Offering and since the 2011 Offering's conclusion to sell at a premium to NAV, and the market price, after adjusting for distributions, has approached the level that it was prior to the 2011 Offering. When considering the potential effect of the Offering on the Fund's stock price, the Board ~~took into account the positive effect that the rights offering conducted by the Fund in 2011 had on the Fund's net asset value per share, but determined~~ concluded that the impact ~~of the Offering~~ on the Fund's price was uncertain. ~~The Board concluded that and~~, regardless of the potential impact ~~on the Fund's stock price~~, the Offering was in the best ~~interests of the Fund and the Shareholders~~ interest of the Stockholders. As a result of these considerations, the Board determined that it was appropriate and in the best interest of the Fund and its Stockholders to proceed with the Offering, while continuing with the Distribution Policy.

~~At the meeting held on April 18, 2012, a majority of the Board voted to approve the terms of the Offering. Subsequently, at a meeting held on May 4, 2012, the~~ The Board voted unanimously ~~to ratify and to~~ approve the terms of the Offering. One of the Fund's ~~Trustees~~ Directors who voted to authorize the Offering is affiliated with the Adviser and, therefore, could benefit indirectly from the Offering. The other ~~Trustees~~ four directors are not "interested persons" of the Fund within the meaning of the 1940 Act. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund. It is not possible to state precisely the amount of additional compensation the Adviser might receive as a result of the Offering because it is not known how many Shares will be subscribed for and ~~because~~ the proceeds of the Offering will be invested in additional portfolio securities, which will fluctuate in value. It is likely that affiliates of the Adviser who are also ~~Shareholders~~ Stockholders will participate in the Offering ~~along with the other Shareholders~~ and, accordingly, will receive the same benefits of acquiring Shares as other ~~Shareholders~~ Stockholders.

There can be no assurance that the Fund or its ~~Shareholders~~ Stockholders will achieve any of the foregoing objectives or benefits through the Offering.

The Fund may, in the future, choose to make additional rights offerings from time to time for a number of Shares and on terms that may or may not be similar to this Offering. Any such future rights offerings will be made in accordance with the then applicable requirements of the 1940 Act and the Securities Act.

Notice of NAV Decline. If ~~Fund~~ the Shares begin to trade at a discount, the Board may make a determination whether to discontinue the Offering, provided that the Fund, as required by the SEC's registration form, will suspend the Offering until it amends this prospectus if, subsequent to the date of this prospectus, the Fund's NAV declines more than 10% from its NAV as of that date. Accordingly, the Expiration Date would be extended and the Fund would notify Record Date ~~Shareholders~~ Stockholders of the decline and permit ~~Shareholders~~ Stockholders to cancel their exercise of Rights.

The Subscription Price. The Subscription Price for the Shares to be issued under the Offering will be equal to the greater of (i) 107% of NAV per Share as calculated at the close of trading on the Expiration Date or (ii) 90% of the market price per Share at such time. For example, if the Offering were held using the "Estimated Subscription Price" (i.e., an estimate of the Subscription Price based on the Fund's per-share NAV and market price at the end of business on ~~May 4~~   , 2012 (~~\$5.09~~    and ~~\$7.01~~   , respectively), the Subscription Price would be ~~\$6.31~~    per share (90% of ~~\$7.01~~   ).

Additional Subscription Privilege. If all of the Rights initially issued are not exercised, any Shares for which subscriptions have not been received will be offered, by means of the Additional Subscription Privilege, to Record Date ~~Shareholders~~ Stockholders who have exercised all of the Rights initially issued to them and who wish to acquire more than the number of Shares for which the Rights held by them are exercisable. Record Date ~~Shareholders~~ Stockholders who exercise all of their Rights will have the opportunity to indicate on the Subscription Certificate how many unsubscribed Shares they are willing to acquire pursuant to the Additional Subscription Privilege.

If enough unsubscribed Shares remain after the Basic Subscriptions have been exercised, all over-subscription requests will be honored in full. If there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its discretion, issue additional Shares up to 100% of Shares available in the Offering to honor Additional Subscription Privilege requests (defined above as the "Over-Allotment Shares"), with such Shares subject to the same terms and conditions of this Offering. In the event that the Subscription Price is less than the Estimated Subscription Price, Over-Allotment Shares may be used by the Fund to fulfill any Shares subscribed for under the Basic Subscription. The method by which any unsubscribed Shares or Over-Allotment Shares (collectively, the "Excess Shares") will be distributed and allocated pursuant to the Additional Subscription Privilege is as follows:

(i) If there are sufficient Excess Shares to satisfy all additional subscriptions by ~~Shareholders~~ Stockholders exercising their rights under the Additional Subscription Privilege, each such ~~Shareholder~~ Stockholder shall be allotted the number of Shares which the ~~Shareholder~~ Stockholder requested.

(ii) If the aggregate number of Shares subscribed for under the Additional Subscription Privilege exceeds the number of Excess Shares, the Excess Shares will be allocated to Record Date ~~Shareholders~~ Stockholders who have exercised all of their Rights in accordance with their Additional Subscription Privilege request.

(iii) If there are not enough Excess Shares to fully satisfy all Additional Subscription Privilege requests by Record Date ~~Shareholders~~ Stockholders pursuant to paragraph (2) above, the Excess Shares will be allocated among Record Date ~~Shareholders~~ Stockholders who have exercised all of their Rights in proportion, not to the number of Shares requested pursuant to the Additional Subscription Privilege, but to the number of Rights exercised by them; provided, however, that no ~~Shareholder~~ Stockholder shall be allocated a greater number of Excess Shares than such Record Date ~~Shareholder~~ Stockholder paid for and in no event shall the number of Shares allocated in connection with the Additional Subscription Privilege exceed 100% of the Shares available in the Offering. The formula to be used in allocating the Excess Shares under this paragraph is as follows: (Rights Exercised by over-

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subscribing Record Date ~~Shareholder~~ Stockholder divided by Total Rights Exercised by all over-subscribing Record Date ~~Shareholders~~ Stockholders multiplied by Excess Shares ~~R~~ Remaining.

The percentage of Excess Shares each over-subscriber may acquire will be rounded up to result in delivery of whole Shares (fractional Shares will not be issued).

The foregoing allocation process may involve a series of allocations in order to assure that the total number of Shares available for over-subscription are distributed on a pro-rata basis. The Fund will not offer or sell any Shares which are not subscribed for under the Basic Subscription or the Additional Subscription Privilege. The Additional Subscription Privilege may result in additional dilution of a ~~Shareholder's~~ stockholder's ownership percentage and voting rights.

The Fund will not offer or sell any Shares which are not subscribed for under the Basic Subscription or the Additional Subscription Privilege.

Expiration of the Offering. The Offering will expire at 5:00 p.m., New York City time, on the Expiration Date (~~June 22~~     , 2012), unless extended by the Fund (the "Extended Expiration Date"). Rights will expire on the Expiration Date (or Extended Expiration Date as the case may be) and thereafter may not be exercised.

Method of Exercising Rights. Rights may be exercised by filling in and signing the reverse side of the Subscription Certificate and mailing it in the envelope provided, or otherwise delivering the completed and signed Subscription Certificate to the Subscription Agent, together with payment for the Shares as described below under "Payment for Shares." Rights may also be exercised through a Rights holder's broker, who may charge the Rights holder a servicing fee in connection with such exercise.

In the event that the Estimated Subscription Price is more than the Subscription Price on the Expiration Date, any resulting excess amount paid by a ~~Shareholder~~ Stockholder towards the purchase of Shares in the Offering will be applied by the Fund towards the purchase of additional Shares under the Basic Subscription or, if such ~~Shareholder~~ Stockholder has exercised all of the Rights initially issued to such ~~Shareholder~~ Stockholder under the Basic Subscription, towards the purchase of an additional number of Shares pursuant to the Additional Subscription Privilege. Any ~~Shareholder~~ Stockholder who desires that such excess not be treated by the Fund as a request by the ~~Shareholder~~ Stockholder to acquire additional Shares in the Offering and that such excess be refunded to the ~~Shareholder~~ Stockholder must so indicate in the space provided on the Subscription Certificate.

Completed Subscription Certificates must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date (or Extended Expiration Date as the case may be). The Subscription Certificate and payment should be delivered to the Subscription Agent at the following address:

If by first class mail:

The Colbent Corporation  
Cornerstone ~~Progressive Total~~ Return  
Fund, ~~Inc.~~ Rights Offering  
Att: Corporate Actions  
P.O. Box 859208  
Braintree, MA 02185-9208

If by mail or overnight courier:

The Colbent Corporation  
Cornerstone ~~Progressive Total~~ Return  
Fund, ~~Inc.~~ Rights Offering  
Att: Corporation Actions  
161 Bay State Drive  
Braintree, MA 02184

Subscription Agent. The Subscription Agent is The Colbent Corporation, with an address at 161 Bay State Drive, Braintree, MA 02184. The Subscription Agent will receive from the Fund an amount estimated to be \$174,000, comprised of the fee for its services and the reimbursement for certain expenses related to the Offering. INQUIRIES BY ALL HOLDERS OF RIGHTS SHOULD BE DIRECTED TO THE INFORMATION AGENT, AST FUND SOLUTIONS, LLC, AT (800) 581-4001; HOLDERS MAY ALSO CONSULT THEIR BROKERS OR NOMINEES.



Payment for Shares. Payment for Shares shall be calculated by multiplying the Estimated Subscription Price by the sum of (i) the number of Shares intended to be purchased in the Basic Subscription (e.g., the number of Rights exercised divided by three), plus (ii) the number of additional Shares intended to be over-subscribed under the Additional Subscription Privilege. For example, based on the Estimated Subscription Price of ~~\$6.31~~ [ ] per Share, if a ~~Shareholder-Stockholder~~ receives 300 Rights and wishes to subscribe for 100 Shares in the Basic Subscription, and also wishes to over-subscribe for 50 additional Shares under the Additional Subscription Privilege, such ~~Shareholder-Stockholder~~ would remit payment in the amount of ~~\$946.50 - (\$631 [ ] (\$ [ ] plus \$315.50 [ ])~~.

Record Date ~~Shareholders-Stockholders~~ who wish to acquire Shares in the Basic Subscription or pursuant to the Additional Subscription Privilege must, together with the properly completed and executed Subscription Certificate, send payment for the Shares acquired in the Basic Subscription and any additional Shares subscribed for pursuant to the Additional Subscription Privilege, to the Subscription Agent based on the Estimated Subscription Price of ~~\$6.31~~ [ ] per Share. To be accepted, such payment, together with the Subscription Certificate, must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date (or Extended Expiration Date as the case may be).

If the Estimated Subscription Price is greater than the actual per Share purchase price, the excess payment will be applied toward the purchase of unsubscribed Shares to the extent that there remain sufficient unsubscribed Shares available after the Basic Subscription and Additional Subscription Privilege allocations are completed. To the extent that sufficient unsubscribed Shares are not available to apply all of the excess payment toward the purchase of unsubscribed Shares, available Shares will be allocated in the manner consistent with that described in the section entitled “Additional Subscription Privilege” above.

PAYMENT MUST ACCOMPANY ANY SUBSCRIPTION CERTIFICATE FOR SUCH SUBSCRIPTION CERTIFICATE TO BE ACCEPTED.

Within five (5) business days following the Expiration Date (or Extended Expiration Date as the case may be), a confirmation will be sent by the Subscription Agent to each ~~Shareholder-Stockholder~~ (or, if the Shares on the Record Date are held by CEDE or any other depository or nominee, to CEDE or such other depository or nominee). The date of the confirmation is referred to as the “Confirmation Date.” The confirmation will show (i) the number of Shares acquired pursuant to the Basic Subscription; (ii) the number of Shares, if any, acquired pursuant to the Additional Subscription Privilege; (iii) the per Share and total purchase price for the Shares; and (iv) any additional amount payable by such ~~Shareholder-Stockholder~~ to the Fund (i.e., if the Estimated Subscription Price was less than the Subscription Price on the Expiration Date) or any excess to be refunded by the Fund to such ~~Shareholder-Stockholder~~ (i.e., if the Estimated Subscription Price was more than the Subscription Price on the Expiration Date and the ~~Shareholder-Stockholder~~ indicated on the Subscription Certificate that such excess not be treated by the Fund as a request by the ~~Shareholder-Stockholder~~ to acquire additional Shares in the Offering). Any additional payment required from a ~~Shareholder-Stockholder~~ must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the date specified as the deadline for final payment for Shares, and any excess payment to be refunded by the Fund to such ~~Shareholder-Stockholder~~ will be mailed by the Subscription Agent within ten (10) business days after the Confirmation Date. All payments by a ~~Shareholder-Stockholder~~ must be made in United States Dollars by money order or by checks drawn on banks located in the continental United States payable to “Cornerstone ~~Progressive-Total~~ Return Fund, Inc.”.

Issuance and delivery of certificates for the Shares subscribed for are subject to collection of funds and actual payment by the subscribing ~~Shareholder-Stockholder~~.

The Subscription Agent will deposit all checks received by it prior to the final due date into a segregated account pending distribution of the Shares from the Offering. Any interest earned on such account will accrue to the benefit of the Fund and investors will not earn interest on payments submitted nor will interest be credited toward the purchase of Shares.

YOU WILL HAVE NO RIGHT TO RESCIND YOUR SUBSCRIPTION AFTER THE SUBSCRIPTION AGENT HAS RECEIVED THE SUBSCRIPTION CERTIFICATE.

If a Record Date ~~Shareholder~~ Stockholder who acquires Shares pursuant to the Basic Subscription or the Additional Subscription Privilege does not make payment of any amounts due, the Fund reserves the right to take any or all of the following actions: (i) find other purchasers for such subscribed-for and unpaid-for Shares; (ii) apply any payment actually received by it toward the purchase of the greatest whole number of Shares which could be acquired by such holder upon exercise of the Basic Subscription or the Additional Subscription Privilege; (iii) sell all or a portion of the Shares actually purchased by the holder in the open market, and apply the proceeds to the amounts owed; or (iv) exercise any and all other rights or remedies to which it may be entitled, including, without limitation, the right to set off against payments actually received by it with respect to such subscribed Shares and to enforce the relevant guaranty of payment.

Holders who hold Shares for the account of others, such as brokers, trustees, or depositaries for securities, should notify the respective beneficial owners of the Shares as soon as possible to ascertain the beneficial owners' intentions and to obtain instructions with respect to the Rights. If the beneficial owner so instructs, the record holder of the Rights should complete Subscription Certificates and submit them to the Subscription Agent with the proper payment. In addition, beneficial owners of Shares or Rights held through such a holder should contact the holder and request the holder to effect transactions in accordance with the beneficial owner's instructions.

The instructions accompanying the Subscription Certificates should be read carefully and followed in detail. DO NOT SEND SUBSCRIPTION CERTIFICATES TO THE FUND OR THE ADVISER.

The method of delivery of Subscription Certificates and payment of the Subscription Price to the Subscription Agent will be at the election and risk of the Rights holders, but if sent by mail it is recommended that the certificates and payments be sent by registered mail, properly insured, with return receipt requested, and that a sufficient number of days be allowed to ensure delivery to the Subscription Agent and clearance of payment prior to 5:00 p.m., New York City time, on the Expiration Date. Because uncertified personal checks may take at least five business days to clear, each Record Date ~~Shareholder~~ Stockholder participating in the Offering is strongly urged to pay, or arrange for payment, by means of a certified or cashier's check or money order.

All questions concerning the timeliness, validity, form and eligibility of any exercise of Rights will be determined by the Fund, whose determinations will be final and binding. The Fund in its sole discretion may waive any defect or irregularity, or permit a defect or irregularity to be corrected within such time as it may determine, or reject the purported exercise of any Right. If the Fund elects in its sole discretion to waive any defect or irregularity, it may do so on a case-by-case basis which means that not all defects or irregularities may be waived, if at all, or waived in the same manner as with other defects or irregularities. Subscriptions will not be deemed to have been received or accepted until all irregularities have been waived or cured within such time as the Fund determines in its sole discretion. Neither the Fund nor the Subscription Agent will be under any duty to give notification of any defect or irregularity in connection with the submission of Subscription Certificates or incur any liability for failure to give such notification.

Delivery of the Shares. The Shares purchased pursuant to the Basic Subscription will be delivered to subscribers in book-entry form as soon as practicable after the corresponding Rights have been validly exercised and full payment for the Shares has been received and cleared. The Shares purchased pursuant to the Additional Subscription Privilege will be delivered to subscribers in book-entry form as soon as practicable after the Expiration Date and after all allocations have been conducted.

Foreign Restrictions. Subscription Certificates will only be mailed to Record Date ~~Shareholders~~ Stockholders whose addresses are within the United States (other than an APO or FPO address). Record Date ~~Shareholders~~ Stockholders whose addresses are outside the United States or who have an APO or FPO address will receive written notice of the Offering and those who wish to subscribe to the Offering either in part or in full should contact the Subscription Agent by written instruction no later than three business days prior to the Expiration Date. The Fund will determine whether the Offering may be made to any such Record Date ~~Shareholder~~ Stockholder. If no instructions have been received by the Expiration Date, the Rights of those foreign Record Date ~~Shareholders~~ Stockholders will expire.

Federal Income Tax Consequences Associated with the Offering. The following is a general summary of the significant federal income tax consequences of the receipt of Rights by a Record Date ~~Shareholder~~ Stockholder  
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and a subsequent lapse or exercise of such Rights. The discussion is based upon applicable provisions of the Code, the Treasury Regulations promulgated thereunder, and other authorities currently in effect but does not address any state, local, or foreign tax consequences of the Offering. Each ~~Shareholder~~ Stockholder should consult its own tax advisor regarding specific questions as to federal, state, local, or foreign taxes. Each ~~Shareholder~~ Stockholder should also review the discussion of certain tax considerations affecting it and the Fund set forth under “Federal Income Tax Matters.”

For purposes of the following discussion, the term “Old Share” shall mean a currently outstanding Share with respect to which a Right is issued and the term “New Share” shall mean a newly issued Share that Record Date ~~Shareholders~~ Stockholders receive upon the exercise of their Rights.

*For all Record Date ~~Shareholders~~ Stockholders:*

Neither the receipt nor the exercise of Rights by a Record Date ~~Shareholder~~ Stockholder will result in taxable income to such ~~Shareholder~~ stockholder for federal income tax purposes regardless of whether or not the ~~Shareholder~~ stockholder makes the below-described election which is available under Section 307(b)(2) of the Code (a “Section 307(b)(2) Election”).

If the fair market value of the Rights distributed to all of the Record Date ~~Shareholders~~ Stockholders is more than 15% of the total fair market value of all of the Fund’s outstanding Shares as of the Record Date, or if a Record Date ~~Shareholder~~ Stockholder makes a Section 307(b)(2) Election for the taxable year in which such Rights were received, the Record Date ~~Shareholder’s~~ stockholder’s federal income tax basis in any Right received pursuant to the Offering will be equal to a portion of the Record Date ~~Shareholder’s~~ stockholder’s existing federal income tax basis in the related Old Share. If made, a Section 307(b)(2) Election is effective with respect to all Rights received by a Record Date ~~Shareholder~~ Stockholder. A Section 307(b)(2) Election is made by attaching a statement to the Record Date ~~Shareholder’s~~ stockholder’s federal income tax return for the taxable year of the Record Date (which is the same as the year as when the Rights ~~are~~ were received). Record Date ~~Shareholders~~ Stockholders should carefully review the differing federal income tax consequences described below before deciding whether or not to make a Section 307(b)(2) Election.

*For Record Date ~~Shareholders~~ Stockholders When the Fair Market Value of Rights Distributed Exceed 15% of the Total Fair Market Value of the Fund’s Shares or When Making a 307(b)(2) Election:*

*Lapse of Rights.* If the fair market value of rights distributed exceed 15% of the total fair market value of the Shares or if a Record Date ~~Shareholder~~ Stockholder makes a Section 307(b)(2) Election, no taxable loss will be realized for federal income tax purposes if the Record Date ~~Shareholder~~ Stockholder retains a Right but allows it to lapse without exercise. Moreover, the existing federal income tax basis of the related Old Share will not be reduced if such lapse occurs.

*Exercise of Rights.* If a Record Date ~~Shareholder~~ Stockholder exercises a Right, the Record Date ~~Shareholder’s~~ stockholder’s existing federal income tax basis in the related Old Share must be allocated between such Right and the Old Share in proportion to their respective fair market values as of the date of distribution of such Rights (effectively reducing the Record Date ~~Shareholder’s~~ stockholder’s basis in his Old Share). Upon such exercise of the Record Date ~~Shareholder’s~~ stockholder’s Rights, the New Shares received by the Record Date ~~Shareholder~~ Stockholder pursuant to such exercise will have a federal income tax basis equal to the sum of the basis of such Rights as described in the previous sentence and the Subscription Price paid for the New Shares (as increased by any servicing fee charged to the Record Date ~~Shareholder~~ Stockholder by his broker, bank or trust company and other similar costs). If the Record Date ~~Shareholder~~ Stockholder subsequently sells such New Shares (and holds such Shares as capital assets at the time of their sale), the Record Date ~~Shareholder~~ Stockholder will recognize a capital gain or loss equal to the difference between the amount received from the sale of the New Shares and the Record Date ~~Shareholder’s~~ stockholder’s federal income tax basis in the New Shares as described above. Such capital gain or loss will be long-term capital gain or loss if the New Shares are sold more than one year after the date that the New Shares are acquired by the Record Date ~~Shareholder~~ Stockholder.

For Record Date ~~Shareholders~~ Stockholders Not Making a Section 307(b)(2) Election When the Fair Market Value of the Rights Distributed are Less than 15% of the Total Fair Market Value of the Fund's Outstanding Shares:

*Lapse of Rights.* If the fair market value of the Rights distributed are less than 15% of the total fair market value of the outstanding Shares and a Record Date ~~Shareholder~~ Stockholder does not make a Section 307(b)(2) Election for the taxable year in which such Rights were received, no taxable loss will be realized for federal income tax purposes if the Record Date ~~Shareholder~~ Stockholder retains a Right but allows it to lapse without exercise. Moreover, the federal income tax basis of the related Old Share will not be reduced if such lapse occurs.

*Exercise of Rights.* If a non-electing Record Date ~~Shareholder~~ Stockholder exercises his Rights, the federal income tax basis of the related Old Shares will remain unchanged and the New Shares will have a federal income tax basis equal to the Subscription Price paid for the New Shares (as increased by any servicing fee charged to the Record Date ~~Shareholder~~ Stockholder by his broker, bank or trust company and other similar costs). If the Record Date ~~Shareholder~~ Stockholder subsequently sells such New Shares (and holds such Shares as capital assets at the time of their sale), the Record Date ~~Shareholder~~ Stockholder will recognize a capital gain or loss equal to the difference between the amount received from the sale of the New Shares and the ~~Shareholder's~~ Stockholder's federal income tax basis in the New Shares as described above. Such capital gain or loss will be long-term capital gain or loss if the New Shares are sold more than one year after the Record Date ~~Shareholder~~ Stockholder acquires the New Shares through the Offering.

Employee Plan Considerations. Record Date ~~Shareholders~~ Stockholders that are employee benefit plans subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), including corporate savings and 401(k) plans, Keogh Plans of self-employed individuals and Individual Retirement Accounts ("IRA") (each a "Benefit Plan" and collectively, "Benefit Plans"), should be aware that additional contributions of cash in order to exercise Rights may be treated as Benefit Plan contributions and, when taken together with contributions previously made, may subject a Benefit Plan to excise taxes for excess or nondeductible contributions. In the case of Benefit Plans qualified under Section 401(a) of the Code, additional cash contributions could cause the maximum contribution limitations of Section 415 of the Code or other qualification rules to be violated. Benefit Plans contemplating making additional cash contributions to exercise Rights should consult with their counsel prior to making such contributions.

Benefit Plans and other tax exempt entities, including governmental plans, should also be aware that if they borrow in order to finance their exercise of Rights, they may become subject to the tax on unrelated business taxable income ("UBTI") under Section 511 of the Code. If any portion of an IRA is used as security for a loan, the portion so used is also treated as distributed to the IRA depositor.

ERISA contains prudence and diversification requirements and ERISA and the Code contain prohibited transaction rules that may impact the exercise of Rights. Among the prohibited transaction exemptions issued by the Department of Labor that may exempt a Benefit Plan's exercise of Rights are Prohibited Transaction Exemption 84-24 (governing purchases of shares in investment companies) and Prohibited Transaction Exemption 75-1 (covering sales of securities).

Due to the complexity of these rules and the penalties for noncompliance, Benefit Plans should consult with their counsel regarding the consequences of their exercise of Rights under ERISA and the Code.

Benefit to the Adviser. The Adviser will benefit from the Offering because its fees are based on the average total net assets of the Fund. It is not possible to state precisely the amount of additional compensation the Adviser will receive as a result of the Offering because the proceeds of the Offering will be invested in additional portfolio securities that will fluctuate in value. However, if all Rights are exercised at the Estimated Subscription Price of \$6.31[    ], the annual compensation to be received by the Adviser would be increased by approximately \$331,824[    ]. If the Fund issues all of the Over-Allotment Shares, the annual compensation to be received by the Adviser would be increased by an additional \$663,648[    ]. One of the Fund's ~~Trustees~~ Directors who voted to approve the Offering is an "interested person" of the Adviser within the meaning of the 1940 Act. This ~~Trustee~~ Director, Ralph Bradshaw, could benefit indirectly from the Offering because of his beneficial interest in the Adviser. The other ~~Trustees~~ four Directors were aware of the potential benefit to the Adviser (and indirectly to

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Mr. Bradshaw), but nevertheless concluded that the Offering was in the best interest of the Fund's ~~Shareholders~~Stockholders.

The Fund may, in the future and at its discretion, choose to make additional rights offerings from time to time for a number of Shares and on terms which may or may not be similar to the Offering. Any such future rights offerings will be made in accordance with the 1940 Act and the Securities Act. Under the laws of ~~the State of Delaware~~New York, the state in which the Fund is ~~organized~~incorporated, under certain circumstances, the Board is authorized to approve rights offerings without obtaining ~~shareholder~~Stockholder approval. The staff of the SEC has interpreted the 1940 Act as not requiring ~~shareholder~~stockholder approval of a rights offering at a price below the then current NAV so long as certain conditions are met, including a good faith determination by the fund's board of directors that such offering would result in a net benefit to the Fund's existing ~~Shareholders~~stockholders.

## FINANCIAL HIGHLIGHTS

Set forth below is ~~—~~ for each year indicated, per share operating performance data for ~~a-Share~~ outstanding one share of the Fund's common stock ("Share"), total investment return, ratios to average net assets and other supplemental data ~~for each year indicated~~. This information has been derived from the financial statements and market price data for the Fund's Shares. The financial highlights for the fiscal year ended December 31, 2011 have been audited by Tait, Weller & Baker LLP, independent registered public accounting firm. The financial statements and notes thereto for the fiscal year ended December 31, 2011, together with the report thereon of the Fund's independent accountants registered public accounting firm, are incorporated by reference in the SAI and are available without charge by calling collect (513) 326-3597 or by writing to the Fund c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753. The information as of June 30, 2012 appears in the Fund's unaudited interim financial statements as filed with the SEC in the Fund's most recent stockholder report for the period ended June 30, 2012.

	<u>For the Six Months Ended June 30, 2012 (Unaudited)</u>			<u>For the Years Ended December 31,*</u>		
	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
<b>PER SHARE OPERATING PERFORMANCE</b>						
Net asset value, beginning of <del>year</del> <u>period</u>	<u>\$ 6.65</u>	<u>\$ 7.19</u>	<u>\$ 7.75</u>	<u>\$ 14.10</u>	<u>\$ 17.00</u>	<u>\$ 20.28</u>
Net investment income <sup>#</sup> / <del>(loss)</del> <sup>#</sup>	<u>0.02</u>	<u>(0.00)</u>	<u>(0.02)</u>	<u>0.16</u>	<u>0.1</u>	<u>0.06</u>
Net realized and unrealized gain/ <del>(loss)</del> on investments <u>and foreign currency related transactions</u>	<u>0.05</u>	<u>(0.00)</u>	<u>(0.02)</u>	<u>(4.64)</u>	<u>5.64</u>	<u>(0.35)</u>
Net increase/ <del>(decrease)</del> in net assets resulting from operations <u>and foreign currency related transactions</u>	<u>0.07</u>	<u>0.68</u>	<u>1.29</u>	<u>(4.48)</u>	<u>5.52</u>	<u>(0.29)</u>
Dividends and distributions to <del>shareholders</del> <u>stockholders</u> :						
Net investment income	<u>(0.02)</u>	<u>—</u>	<u>—</u>	<u>(0.16)</u>	<u>0.12</u>	<u>(0.06)</u>
Net realized capital gains	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(0.15)</u>
Return-of-capital	<u>(1.32)</u>	<u>(1.46)</u>	<u>(1.90)</u>	<u>(2.30)</u>	<u>0.77</u>	<u>(4.08)</u>
Total dividends and distributions to <del>shareholders</del> <u>stockholders</u>	<u>(1.34)</u>	<u>(1.46)</u>	<u>(1.90)</u>	<u>(2.46)</u>	<u>0.89</u>	<u>(4.28)</u>
<b>Transactions in common shares of beneficial</b>						

\* Effective December 23, 2008, a reverse stock split of 1:2 occurred. All per share amounts have been restated according to the terms of the split.

+ Amount rounds to less than \$0.01.

<sup>(a)</sup> Not annualized.

<sup>(b)</sup> Annualized.

<sup>#</sup> Based on average shares outstanding.

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**interest: Capital stock transactions:**

Anti-dilutive effect due to shares issued:

Rights offering	<del>0.31</del>	0.06	0.19			0.05
Reinvestment of dividends and distributions	<del>0.02</del> <del>0.00</del> <sup>+</sup>	0.03				
Total capital stock transactions in common shares of beneficial interest	<del>0.33</del> <del>0.00</del>	0.09	0.24	0.05	-0.16	0.050.22
Net asset value, end of year period	\$ <del>5.00</del> <del>5.90</del> <del>6.28</del> <u>38</u>	\$ <u>5.47</u>	\$ <u>6.65</u>	\$ <u>7.19</u>	\$ <u>7.75</u>	\$ <u>14.10</u> <u>17.00</u>
Market value, end of year period	\$ <del>6.04</del> <del>7.46</del> <del>8.90</del> <u>6.39</u>	\$ <u>5.97</u>	\$ <u>7.88</u>	\$ <u>10.29</u>	\$ <u>7.60</u>	\$ <u>16.75</u> <u>19.60</u>
Total investment return <sup>1(**)</sup>	<del>(2.12)%</del> <del>4.73%</del> <del>65.40%</del> <u>18.87%</u> <sup>(a)</sup>	<u>(10.08)%</u>	<u>(10.28)%</u>	<u>66.98%</u>	<u>(47.5)</u> <u>30</u> <sup>(b)</sup>	<u>16.02%</u> <sup>(b)</sup> <u>(40.97)%</u>

**RATIOS/SUPPLEMENTAL DATA**

Net assets, end of year period (000 omitted)	<del>78,435</del> <del>55,277</del> <del>58,738</del> <u>35,916</u>	\$ <u>36,004</u>	\$ <u>25,913</u>	\$ <u>20,400</u>	\$ <u>21,505</u>	\$ <u>131,628</u> <u>45,411</u>
Ratio of expenses to average net assets, net of fee waivers, if any <sup>2</sup> (e)-(d) <sub>3</sub>	<del>1.30%</del> <del>1.47%</del> <del>1.39%</del> <u>1.76%</u> <sup>(b)</sup>	<u>1.88%</u>	<u>2.33%</u>	<u>2.76%</u>	<u>251.67</u> %	<u>1.29%</u> <sup>(e)</sup> <u>1.49%</u>
<i>continued</i>						
Ratio of expenses to average net assets <sup>(d)-(f)</sup> excluding fee waivers, if any <sup>3,4</sup>	<del>1.45%</del> <del>1.61%</del> <del>1.54%</del> <u>1.76%</u> <sup>(b)</sup>	<u>1.88%</u>	<u>2.37%</u>	<u>3.20%</u>	<u>1.32%</u>	<u>1.42%</u> <sup>(e)</sup> <u>1.53%</u>
Ratio of net investment income/(loss) to average net assets	<del>2.20%</del> <del>2.20%</del> <del>2.54%</del> <u>1.43%</u> <sup>(b)</sup>	<u>0.31%</u>	<u>(0.04)%</u>	<u>(0.24)%</u>	<u>-480.98</u> %	<u>1.46%</u> <sup>(e)</sup> <u>0.74%</u>
Portfolio turnover rate	<del>117.45%</del> <del>115.99%</del> <del>20.48%<sup>(a)</sup></del>	<u>30.11%</u>	<u>34.39%</u>	<u>13.24%</u>	<u>0.1915</u> %	<u>6.77%</u> <sup>(b)</sup> <u>11.00%</u>

**For the Years Ended December 31.\***

**PER SHARE OPERATING PERFORMANCE**

Net asset value, beginning of year

	2006	2005	2004	2003	2002
Net asset value, beginning of year	\$ <u>21.82</u>	\$ <u>25.56</u>	\$ <u>27.78</u>	\$ <u>25.78</u>	\$ <u>36.60</u>

<sup>1</sup> Total investment return at market value is based on the changes in market price of a share during the period and assumes reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividend reinvestment plan. Total investment return does not reflect brokerage commissions.

<sup>2</sup> Expenses are net of fees paid indirectly.

<sup>3</sup> Expenses do not include expenses of investment companies in which the Fund invests.

<sup>4</sup> Expenses exclude the reduction for fees paid indirectly.

<u>Net investment income/(loss)<sup>#</sup></u>	<u>0.18</u>	<u>0.12</u>	<u>0.20</u>	<u>0.16</u>	<u>0.30</u>
<u>Net realized and unrealized gain/(loss) on investments and foreign currency related transactions</u>	<u>2.50</u>	<u>0.36</u>	<u>1.74</u>	<u>5.82</u>	<u>(7.14)</u>
<u>Net increase/(decrease) in net assets resulting from operations and foreign currency related transactions</u>	<u>2.68</u>	<u>0.48</u>	<u>1.94</u>	<u>5.98</u>	<u>(6.84)</u>
<u>Dividends and distributions to stockholders:</u>					
<u>Net investment income</u>	<u>(0.18)</u>	<u>(0.12)</u>	<u>(0.20)</u>	<u>(0.16)</u>	<u>(0.36)</u>
<u>Return-of-capital</u>	<u>(4.04)</u>	<u>(4.10)</u>	<u>(4.02)</u>	<u>(3.82)</u>	<u>(3.60)</u>
<u>Total dividends and distributions to stockholders</u>	<u>(4.22)</u>	<u>(4.22)</u>	<u>(4.22)</u>	<u>(3.98)</u>	<u>(3.96)</u>
<u>Capital stock transactions:</u>					
<u>Anti-dilutive effect due to capital stock repurchased</u>					<u>0.04</u>

~~\* From September 10, 2007, the date the Fund commenced investment operations, through December 31, 2007. ^ Based on \$15.00 per share public offering price less \$0.04 per share of offering expenses related to the Fund's initial public offering. # Based on average shares outstanding. + Amount rounds to less than \$0.01. (a) Anti-dilutive/(dilutive) Total investment return at market value is based on the changes in market price of a share during the period and assumes effect due to shares issued in reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividend reinvestment plan. Total investment return does not reflect brokerage commissions.~~

~~(b) Not annualized.~~

~~(c) Expenses are net of fees paid indirectly.~~

~~(d) Expenses do not include expenses of investment companies in which the Fund invests.~~

~~(e) Annualized.~~

~~(f) Expenses exclude the reduction for fees paid indirectly.~~

<u>Total capital stock transactions</u>			<u>0.06</u>		<u>(0.06)</u>
<u>Net asset value, end of year</u>					
	<u>\$ 20.28</u>	<u>21.82</u>	<u>25.56</u>	<u>27.78</u>	<u>25.78</u>
<u>Market value, end of year</u>					
	<u>\$ 39.24</u>	<u>29.30</u>	<u>35.90</u>	<u>35.90</u>	<u>22.70</u>
<u>Total investment return<sup>5</sup></u>					
	<u>64.15%</u>	<u>%</u>	<u>%</u>	<u>%</u>	<u>%</u>
<u>RATIOS/SUPPLEMENTAL DATA</u>					
<u>Net assets, end of year (000 omitted)</u>	<u>\$ 52,379</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>

\* Effective December 23, 2008, a reverse stock split of 1:2 occurred. All per share amounts have been restated according to the terms of the split.

<sup>#</sup> Based on average shares outstanding.

<sup>5</sup> Total investment return at market value is based on the changes in market price of a share during the year and assumes reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividend reinvestment plan. Total investment return does not reflect brokerage commissions.

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		<u>54,194</u>	<u>61,365</u>	<u>65,642</u>	<u>60,151</u>
<u>Ratio of expenses to average net assets, net of fee waivers, if any<sup>6</sup></u>	<u>1.44%</u>	<u>1.47%</u>	<u>1.41%</u>	<u>1.20%</u>	<u>1.50%</u>
<u>Ratio of expenses to average net assets, excluding fee waivers, if any<sup>7</sup></u>	<u>1.50%</u>	<u>1.52%</u>	<u>1.45%</u>	<u>1.43%</u>	<u>2.07%</u>
<u>Ratio of net investment income/(loss) to average net assets</u>	<u>0.82%</u>	<u>0.53%</u>	<u>0.75%</u>	<u>0.65%</u>	<u>1.01%</u>
<u>Portfolio turnover rate</u>	<u>11.29%</u>	<u>9.84%</u>	<u>12.15</u> <u>%</u>	<u>3.62%</u>	<u>86.60%</u>

<sup>6</sup> Expenses are net of fees paid indirectly.

<sup>7</sup> Expenses exclude the reduction for fees paid indirectly.

## USE OF PROCEEDS

If fully-subscribed, the net proceeds of this Offering will be approximately \$33,182,416[ ]. The net proceeds of the Offering will be invested in accordance with the Fund's investment objective and policies (as stated below) as soon as practicable after completion of the Offering. The Fund currently anticipates being able to do so within one month after the completion of the Offering. Pending investment of the net proceeds in accordance with the Fund's investment objective and policies, the Fund will invest in money market securities or money market mutual funds. Investors should expect, therefore, that before the Fund has fully invested the proceeds of the Offering in accordance with its investment objective and policies, the Fund's net asset value would earn interest income at a modest rate. To the extent adequate income is not available, portfolio securities, including those purchased with proceeds of this Offering, may be sold to meet the amounts distributed under the Fund's managed distribution policy.

## INVESTMENT OBJECTIVES AND POLICIES

### Investment Objectives

The Fund's investment objective is to seek capital appreciation with current income as a secondary objective. The Fund seeks to achieve its objectives by investing primarily in U.S. and non-U.S. companies. The Fund's objectives are fundamental and may not be changed without stockholder approval.

~~The Fund's investment objective is to provide total return. The Fund pursues its investment objective by investing primarily all of its assets in equity securities of U.S. issuers, non-U.S. issuers whose securities trade on a U.S. securities exchange or over the counter or as ADRs or other forms of depositary receipts, such as IDRs, which trade in the United States, closed-end investment companies and ETFs. The Fund pursues current income, as a component of total return, by investing in dividend-paying equity securities and U.S. dollar-denominated debt securities.~~

~~The Fund's investment objective is a non-fundamental policy, which means that it may be changed by the Board of Trustees without the vote of a majority of the Fund's outstanding Shares if the Board believes that it is in the best interests of the Fund and the Shareholders to do so.~~

### Investment Strategies

~~The Fund's portfolio, under Under normal market conditions, will consist the Fund's portfolio consists principally of the equity securities of U.S. and non-U.S. companies. In general, the Fund invests primarily in common stocks, closed-end investment companies, large, mid and small-capitalization companies. Equity securities in which the Fund may invest include common and preferred stocks, convertible securities, warrants and other securities having the characteristics of common stocks, such as American Depositary Receipts ("ADRs and IDRs, and ETFs") and International Depositary Receipts ("IDRs").~~ The Fund may, however, invest a portion of its assets in U.S. dollar-denominated debt securities when the Adviser believes that it is appropriate to do so ~~to earn current income. For in order to achieve the Fund's secondary investment objective, for~~ example, when interest rates are high in comparison to anticipated returns on equity investments, ~~the Adviser may determine to invest in U.S. dollar-denominated debt securities.~~ Debt securities in which the Fund may invest include U.S. dollar-denominated bank, corporate or government bonds, notes, and debentures ~~that the Adviser determines are suitable investments for the Fund. Such determination may be made regardless of the maturity, duration or rating of any such debt security of any maturity determined by the Adviser to be suitable for investment by the Fund. The Fund may invest in the securities of issuers that it determines to be suitable for investment by the Fund regardless of their rating,~~ provided, however, that the Fund may not invest in debt securities that are ~~determined by the Adviser to be~~ rated below "BBB" by S&P or ~~"Baa" by Moody's at the time the investment is made. Other than this policy with respect to the rating of debt securities Moody's, the Adviser does not have a policy with respect to the maturity or duration of the debt securities in which the Fund may invest, commonly referred to as "junk bonds."~~

~~The Fund invests without limitation in the securities of other closed-end investment companies and ETFs, provided that, in accordance with Section 12(d)(1)(F) of the 1940 Act, and in reliance upon Rule 12d-3 promulgated thereunder, the Fund limits the amount invested in any single investment company to no more than 3% of the voting stock of the acquired investment company. As a shareholder in any investment company, the Fund will bear its ratable share of the investment company's expenses and would remain subject to payment of the Fund's advisory and administrative fees with respect to the assets so invested.~~

~~The Fund's management~~ The Adviser utilizes a balanced approach, including "value" and "growth" investing by seeking out companies at reasonable prices, without regard to sector or industry, which demonstrate favorable long-term growth characteristics. Valuation and growth characteristics may be considered for purposes of selecting potential investment securities. In general, valuation analysis is used to determine the inherent value of the company by analyzing financial information such as a company's price to book, price to sales, return on equity, and return on assets ratios; and growth analysis is used to determine a company's potential for long-term dividends and earnings growth due to market-oriented factors such as growing market share, the launch of new products or services, the strength of its management and market demand. Fluctuations in these characteristics may trigger trading decisions to be made by the Adviser with respect to the Fund's portfolio.

The Fund may invest without limitation in other closed-end investment companies, provided that the Fund limits its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund. As a stockholder in any investment company, the Fund will bear its ratable share of the investment company's expenses and would remain subject to payment of the Fund's advisory and administrative fees with respect to the assets so invested.

To comply with provisions of the 1940 Act, on any matter upon which the Fund is solicited to vote as a shareholder in an investment company in which it invests, the Adviser votes such shares in the same general proportion as shares held by other shareholders of that investment company. The Fund ~~does not and~~ will not invest in any other closed-end funds managed by the Adviser.

~~Generally, securities will be purchased or sold by the Fund on national securities exchanges and in the over-the-counter market. From time to time, securities may be purchased or sold in private transactions, including securities that are not publicly traded or that are otherwise illiquid. The Adviser does not expect investments in illiquid securities to comprise more than 10% of the Fund's net assets (determined at the time the investment is made). The Fund will invest only in~~ The Fund may invest up to 20% of its assets in illiquid U.S. securities. The Fund will invest only in such illiquid securities that in the opinion of the Adviser ~~believ~~, provide ent opportunities for substantial growth over a period of two to five years.

~~The Fund's foregoing investment policies may be changed by the Fund's Board of Trustees without Shareholder vote.~~

The Fund's investment policies emphasize long-term investment in securities. Therefore, the Fund's annual portfolio turnover rate is expected to continue to be relatively low, ranging between 10% and 90%. Higher portfolio turnover rates resulting from more actively traded portfolio securities generally result in higher transaction costs, including brokerage commissions and related capital gains or losses.

Although the Fund does not anticipate having any securities lending income during the current calendar year, the Fund may lend the securities that it owns to others, which would allow the Fund the opportunity to earn additional income. Although the Fund will require the borrower of the securities to post collateral for the loan in accordance with market practice and the terms of the loan will require that the Fund be able to reacquire the loaned securities if certain events occur, the Fund is still subject to the risk that the borrower of the securities may default, which could result in the Fund losing money, which would result in a decline in the Fund's net asset value.

The Fund may, from time to time, take temporary defensive positions that are inconsistent with the Fund's principal investment strategies in attempting to respond to adverse market, economic, political or other conditions. During such times, the Fund may temporarily invest up to 100% of its assets in cash or cash equivalents, including money market instruments, prime commercial paper, repurchase agreements, Treasury bills and other short-term

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obligations of the U. S. Government, its agencies or instrumentalities. In these and in other cases, the Fund may not achieve its investment objective.

The Adviser may invest the Fund's cash balances in any investments it deems appropriate. The Adviser expects that such investments will primarily be pursuant to a repurchase agreement, however such investments may also be made in, without limitation and as permitted under the 1940 Act, money market funds, additional repurchase agreements, U.S. Treasury and U.S. agency securities, municipal bonds and bank accounts. Any income earned from such investments is ordinarily reinvested by the Fund in accordance with its investment program. Many of the considerations entering into the Adviser's recommendations and the portfolio manager's decisions are subjective.

~~The Fund has no current intent to use leverage; however, the Fund reserves the right to utilize limited leverage through issuing preferred shares. The Fund also may borrow money as a temporary measure for extraordinary or emergency purposes, including the payment of dividends and the settlement of securities transactions, which otherwise might require untimely dispositions of Fund securities. In addition, the Fund may incur leverage through the use of investment management techniques (e.g., "uncovered" sales of put and call options, futures contracts and options on futures contracts). In order to hedge against adverse market shifts and for non-hedging, speculative purposes, the Fund may utilize up to 5% of its net assets to purchase put and call options on securities or stock indices.~~

The Fund has no current intent to use leverage; however, the Fund may borrow money to purchase securities provided that the amount borrowed does not exceed 20% of its total assets (including the amount borrowed) at the time of borrowing and for temporary or emergency purposes in an amount not exceeding 5% of its total assets (including the amount borrowed) at the time of borrowing.

## Portfolio Investments

### *Other Closed-End Investment Companies*

~~The Fund invests in the shares of other closed-end management investment companies. In accordance with Section 12d(1)(F) of the 1940 Act, and in reliance upon Rule 12d-3 promulgated thereunder, the Fund limits the amount invested in any single investment company to 3% of that investment company's total outstanding stock. There can be no assurance that the investment objective of any investment company in which the Fund invests will be achieved. Closed-end investment companies are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the closed-end investment company, will bear its pro rata portion of the closed-end investment company's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.~~

### *Common Stocks*

The Fund will invest in common stocks. Common stocks represent an ownership interest in an issuer. While offering greater potential for long-term growth, common stocks are more volatile and more risky than some other forms of investment. Common stock prices fluctuate for many reasons, including adverse events, such as an unfavorable earnings report, changes in investors' perceptions of the financial condition of an issuer or the general condition of the relevant stock market, or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates as the costs of capital rise and borrowing costs increase.

### *Foreign Securities*

The Fund may invest in foreign securities, including direct investments in securities of foreign issuers that are traded on a U.S. securities exchange or over the counter and investments in depository receipts (such as ADRs), ~~ETFs~~, and other closed-end investment companies that represent indirect interests in securities of foreign issuers. The Fund is not limited in the amount of assets it may invest in such foreign securities. These investments involve risks not associated with investments in the United States, including the risk of fluctuations in foreign currency exchange rates, unreliable and untimely information about the issuers and political and economic instability. These

risks could result in the Adviser's misjudging the value of certain securities or in a significant loss in the value of those securities.

The value of foreign securities is affected by changes in currency rates, foreign tax laws (including withholding tax), government policies (in this country or abroad), relations between nations and trading, settlement, custodial and other operational risks. In addition, the costs of investing abroad are generally higher than in the United States, and foreign securities markets may be less liquid, more volatile and less subject to governmental supervision than markets in the United States. As an alternative to holding foreign traded securities, the Fund may invest in dollar-denominated securities of foreign companies that trade on U.S. exchanges or in the U.S. over-the-counter market (including depositary receipts as described below, which evidence ownership in underlying foreign securities, ~~and ETFs as described below~~).

Because foreign companies are not subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those applicable to U.S. companies, there may be less publicly available information about a foreign company than about a domestic company. Volume and liquidity in most foreign debt markets is less than in the United States and securities of some foreign companies are less liquid and more volatile than securities of comparable U.S. companies. There is generally less government supervision and regulation of securities exchanges, broker dealers and listed companies than in the United States. Mail service between the United States and foreign countries may be slower or less reliable than within the United States, thus increasing the risk of delayed settlements of portfolio transactions or loss of certificates for portfolio securities. Payment for securities before delivery may be required. In addition, with respect to certain foreign countries, there is the possibility of expropriation or confiscatory taxation, political or social instability, or diplomatic developments which could affect investments in those countries. Moreover, individual foreign economies may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross national product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies.

The Fund may purchase ADRs, IDRs and global depositary receipts ("GDRs") which are certificates evidencing ownership of shares of foreign issuers and are alternatives to purchasing directly the underlying foreign securities in their national markets and currencies. However, such depositary receipts continue to be subject to many of the risks associated with investing directly in foreign securities. These risks include foreign exchange risk as well as the political and economic risks associated with the underlying issuer's country. ADRs, ~~EDRs-IDRs~~ and GDRs may be sponsored or unsponsored. Unsponsored receipts are established without the participation of the issuer. Unsponsored receipts may involve higher expenses, they may not pass-through voting or other ~~shareholder~~ stockholder rights, and they may be less liquid. Less information is normally available on unsponsored receipts.

Dividends paid on foreign securities may not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. As a result, there can be no assurance as to what portion of the Fund's distributions attributable to foreign securities will be designated as qualified dividend income. See "Federal Income Tax Matters."

### ***Preferred Stocks***

The Fund may invest in preferred stocks. Preferred stock, like common stock, represents an equity ownership in an issuer. Generally, preferred stock has a priority of claim over common stock in dividend payments and upon liquidation of the issuer. Unlike common stock, preferred stock does not usually have voting rights. Preferred stock in some instances is convertible into common stock. Although they are equity securities, preferred stocks have characteristics of both debt and common stock. Like debt, their promised income is contractually fixed. Like common stock, they do not have rights to precipitate bankruptcy proceedings or collection activities in the event of missed payments. Other equity characteristics are their subordinated position in an issuer's capital structure and that their quality and value are heavily dependent on the profitability of the issuer rather than on any legal claims to specific assets or cash flows.

Distributions on preferred stock must be declared by the ~~Board of Trustees~~ directors and may be subject to deferral, and thus they may not be automatically payable. Income payments on preferred stocks may be cumulative, causing dividends and distributions to accrue even if not declared by the company's board or otherwise made payable, or they may be non-cumulative, so that skipped dividends and distributions do not continue to accrue. There is no assurance that dividends on preferred stocks in which the Fund invests will be declared or otherwise made payable. The Fund may invest in non-cumulative preferred stock, although the Adviser would consider, among other factors, their non-cumulative nature in making any decision to purchase or sell such securities.

Shares of preferred stock have a liquidation value that generally equals the original purchase price at the date of issuance. The market values of preferred stock may be affected by favorable and unfavorable changes impacting the issuers' industries or sectors, including companies in the utilities and financial services sectors, which are prominent issuers of preferred stock. They may also be affected by actual and anticipated changes or ambiguities in the tax status of the security and by actual and anticipated changes or ambiguities in tax laws, such as changes in corporate and individual income tax rates, and in the dividends received deduction for corporate taxpayers or the lower rates applicable to certain dividends.

Because the claim on an issuer's earnings represented by preferred stock may become onerous when interest rates fall below the rate payable on the stock or for other reasons, the issuer may redeem preferred stock, generally after an initial period of call protection in which the stock is not redeemable. Thus, in declining interest rate environments in particular, the Fund's holdings of higher dividend-paying preferred stocks may be reduced and the Fund may be unable to acquire securities paying comparable rates with the redemption proceeds.

#### Other Closed-End Investment Companies

The Fund may invest without limitation in other closed-end investment companies, provided that the Fund limits its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund. There can be no assurance that the investment objective of any investment company in which the Fund invests will be achieved. Closed-end investment companies are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the closed-end investment company, will bear its pro rata portion of the closed-end investment company's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.

#### *Exchange Traded Funds*

The Fund may invest in ~~ETFs~~ certain exchange-traded funds ("ETFs"), which are investment companies that aim to track or replicate a desired index, such as a sector, market or global segment. ETFs are passively managed and their shares are traded on a national exchange. ETFs do not sell individual shares directly to investors and only issue their shares in large blocks known as "creation units." The investor purchasing a creation unit may sell the individual shares on a secondary market. Therefore, the liquidity of ETFs depends on the adequacy of the secondary market. There can be no assurance that an ETF's investment objective will be achieved, as ETFs based on an index may not replicate and maintain exactly the composition and relative weightings of securities in the index. ETFs are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the ETF, will bear its pro rata portion of the ETF's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.

#### **Other Securities**

~~Although it has no current intention do so to any material extent, the Adviser may determine to invest the Fund's assets in some or all of the following securities from time to time.~~

#### *Corporate Bonds, Government Debt Securities and Other Debt Securities*

The Fund may invest in corporate bonds, debentures and other debt securities. Debt securities in which the Fund may invest may pay fixed or variable rates of interest. Bonds and other debt securities generally are issued by

corporations and other issuers to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and normally must repay the amount borrowed on or before maturity. Certain debt securities are “perpetual” in that they have no maturity date.

The Fund will invest in government debt securities, including those of emerging market issuers or of other non-U.S. issuers. These securities may be U.S. dollar-denominated or non-U.S. dollar-denominated and include: (a) debt obligations issued or guaranteed by foreign national, provincial, state, municipal or other governments with taxing authority or by their agencies or instrumentalities; and (b) debt obligations of supranational entities. Government debt securities include: debt securities issued or guaranteed by governments, government agencies or instrumentalities and political subdivisions; debt securities issued by government owned, controlled or sponsored entities; interests in entities organized and operated for the purpose of restructuring the investment characteristics issued by the above noted issuers; or debt securities issued by supranational entities such as the World Bank or the European Union. The Fund may also invest in securities denominated in currencies of emerging market countries. Emerging market debt securities generally are rated in the lower rating categories of recognized credit rating agencies or are unrated and considered to be of comparable quality to lower rated debt securities. A non-U.S. issuer of debt or the non-U.S. governmental authorities that control the repayment of the debt may be unable or unwilling to repay principal or interest when due, and the Fund may have limited resources in the event of a default. Some of these risks do not apply to issuers in large, more developed countries. These risks are more pronounced in investments in issuers in emerging markets or if the Fund invests significantly in one country.

The Fund will not invest in debt securities rated below investment grade (i.e., securities rated lower than Baa by Moody’s ~~Investors Service, Inc. (“Moody’s”)~~ or lower than BBB by ~~Standard & Poor’s Rating Services, a division of The McGraw-Hill Companies, Inc. (“S&P”)~~ S&P), or their equivalent as determined by the Adviser. These securities are commonly referred to as “junk bonds.” The foregoing credit quality policy applies only at the time a security is purchased, and the Fund is not required to dispose of securities already owned by the Fund in the event of a change in assessment of credit quality or the removal of a rating.

### *Convertible Securities*

The Fund may invest in convertible securities. Convertible securities include fixed income securities that may be exchanged or converted into a predetermined number of shares of the issuer’s underlying common stock at the option of the holder during a specified period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, units consisting of “usable” bonds and warrants or a combination of the features of several of these securities. The investment characteristics of each convertible security vary widely, which allows convertible securities to be employed for a variety of investment strategies.

The Fund will exchange or convert convertible securities into shares of underlying common stock when, in the opinion of the Adviser, the investment characteristics of the underlying common shares will assist the Fund in achieving its investment objective. The Fund may also elect to hold or trade convertible securities. In selecting convertible securities, the Adviser evaluates the investment characteristics of the convertible security as a fixed income instrument, and the investment potential of the underlying equity security for capital appreciation. In evaluating these matters with respect to a particular convertible security, the Adviser considers numerous factors, including the economic and political outlook, the value of the security relative to other investment alternatives, trends in the determinants of the issuer’s profits, and the issuer’s management capability and practices.

### *Real Estate Investment Trusts*

~~The Fund may invest in real estate investment trusts (“REITs”). REITs are financial vehicles that pool investors’ capital to purchase or finance real estate. The market value of REIT shares and the ability of REITs to distribute income may be adversely affected by numerous factors, including rising interest rates, changes in the national, state and local economic climate and real estate conditions, perceptions of prospective tenants of the safety, convenience and attractiveness of the properties, the ability of the owners to provide adequate management, maintenance and insurance, the cost of complying with the Americans with Disabilities Act, increasing competition and compliance with environmental laws, changes in real estate taxes and other operating expenses, adverse changes in governmental rules and fiscal policies, adverse changes in zoning laws, and other factors beyond the control of the issuers. In addition, distributions received by the~~

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~~Fund from REITs may consist of dividends, capital gains and/or return of capital. As REITs generally pay a higher rate of dividends than most other operating companies, to the extent application of the Fund's investment strategy results in the Fund investing in REIT shares, the percentage of the Fund's dividend income received from REIT shares will likely exceed the percentage of the Fund's portfolio that is comprised of REIT shares.~~

~~Dividends paid by REITs will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See "Federal Income Tax Matters."~~

### Warrants

The Fund may invest in equity and index warrants of domestic and international issuers. Equity warrants are securities that give the holder the right, but not the obligation, to subscribe for equity issues of the issuing company or a related company at a fixed price either on a certain date or during a set period. Changes in the value of a warrant do not necessarily correspond to changes in the value of its underlying security. The price of a warrant may be more volatile than the price of its underlying security, and a warrant may offer greater potential for capital appreciation as well as capital loss.

Warrants do not entitle a holder to dividends or voting rights with respect to the underlying security and do not represent any rights in the assets of the issuing company. A warrant ceases to have value if it is not exercised prior to its expiration date. These factors can make warrants more speculative than other types of investments. The sale of a warrant results in a long or short-term capital gain or loss depending on the period for which the warrant is held.

### Repurchase Agreements

The Fund has agreed to purchase securities from financial institutions subject to the seller's agreement to repurchase them at an agreed-upon time and price ("repurchase agreements"). The financial institutions with whom the Fund enters into repurchase agreements are banks and broker/dealers, which the Adviser considers creditworthy. The seller under a repurchase agreement will be required to maintain the value of the securities as collateral, subject to the agreement at not less than the repurchase price plus accrued interest. The Adviser monitors the mark-to-market of the value of the collateral, and, if necessary, requires the seller to maintain additional securities, so that the value of the collateral is not less than the repurchase price. Default by or bankruptcy of the seller would, however, expose the Fund to possible loss because of adverse market action or delays in connection with the disposition of the underlying securities.

### Other Securities

Although it has no current intention do so, the Adviser may determine to invest the Fund's assets in some or all of the following securities from time to time.

### *Emerging Market Securities*

The Fund may invest up to 5% of its net assets in emerging market securities, although through its investments in ~~ETFs~~, other investment companies or depository receipts that invest in emerging market securities, up to 20% of the Fund's assets may be invested indirectly in issuers located in emerging markets. The risks of foreign investments described above apply to an even greater extent to investments in emerging markets. The securities markets of emerging countries are generally smaller, less developed, less liquid, and more volatile than the securities markets of the United States and developed foreign markets. Disclosure and regulatory standards in many respects are less stringent than in the United States and developed foreign markets. There also may be a lower level of monitoring and regulation of securities markets in emerging market countries and the activities of investors in such markets and enforcement of existing regulations has been extremely limited. Many emerging countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets of certain emerging countries. Economies in emerging markets generally are heavily dependent



upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values, and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of these countries also have been and may continue to be adversely affected by economic conditions in the countries in which they trade. The economies of countries with emerging markets may also be predominantly based on only a few industries or dependent on revenues from particular commodities. In addition, custodial services and other costs relating to investment in foreign markets may be more expensive in emerging markets than in many developed foreign markets, which could reduce the Fund's income from such securities.

In many cases, governments of emerging countries continue to exercise significant control over their economies, and government actions relative to the economy, as well as economic developments generally, may affect the Fund's investments in those countries. In addition, there is a heightened possibility of expropriation or confiscatory taxation, imposition of withholding taxes on interest payments, or other similar developments that could affect investments in those countries. There can be no assurance that adverse political changes will not cause the Fund to suffer a loss of any or all of its investments.

### *Illiquid Securities*

Illiquid securities are securities that are not readily marketable. Illiquid securities include securities that have legal or contractual restrictions on resale, and repurchase agreements maturing in more than seven days. Illiquid securities involve the risk that the securities will not be able to be sold at the time desired or at prices approximating the value at which the Fund is carrying the securities. Where registration is required to sell a security, the Fund may be obligated to pay all or part of the registration expenses, and a considerable period may elapse between the decision to sell and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, the Fund might obtain a less favorable price than prevailed when it decided to sell. The Fund may invest up to ~~15~~20% of the value of its net assets in illiquid securities. Restricted securities for which no market exists and other illiquid investments are valued at fair value as determined in accordance with procedures approved and periodically reviewed by the Board of ~~Trustees~~Directors.

### *Rule 144A Securities*

The Fund may invest in restricted securities that are eligible for resale pursuant to Rule 144A under the Securities Act of 1933, as amended, (the "1933 Act"). Generally, Rule 144A establishes a safe harbor from the registration requirements of the 1933 Act for resale by large institutional investors of securities that are not publicly traded. The Adviser determines the liquidity of the Rule 144A securities according to guidelines adopted by the Board of ~~Trustees~~Directors. The Board of ~~Trustees~~Directors monitors the application of those guidelines and procedures. Securities eligible for resale pursuant to Rule 144A, which are determined to be liquid, are not subject to the Fund's ~~15~~20% limit on investments in illiquid securities.

### *Warrants*

~~The Fund may invest in equity and index warrants of domestic and international issuers. Equity warrants are securities that give the holder the right, but not the obligation, to subscribe for equity issues of the issuing company or a related company at a fixed price either on a certain date or during a set period. Changes in the value of a warrant do not necessarily correspond to changes in the value of its underlying security. The price of a warrant may be more volatile than the price of its underlying security, and a warrant may offer greater potential for capital appreciation as well as capital loss. Warrants do not entitle a holder to dividends or voting rights with respect to the underlying security and do not represent any rights in the assets of the issuing company. A warrant ceases to have value if it is not exercised prior to its expiration date. These factors can make warrants more speculative than other types of investments. The sale of a warrant results in a long or short term capital gain or loss depending on the period for which the warrant is held.~~

### ~~Investment Techniques~~

The Fund may, but is under no obligation to, from time to time employ a variety of investment techniques, including those described below, to hedge against fluctuations in the price of portfolio securities, to earn additional income, to enhance total return or to provide a substitute for the purchase or sale of securities. Some of these techniques, such as purchases of put and call options and options on stock indices, may be used as hedges against or substitutes for investments in equity securities. The Fund's ability to utilize any of the techniques described below may be limited by restrictions imposed on its operations in connection with obtaining and maintaining its qualification as a regulated investment company under the Code. Additionally, other factors (such as cost) may make it impractical or undesirable to use any of these investment techniques from time to time.

#### *Options on Securities*

In order to hedge against adverse market shifts and for non-hedging, speculative purposes, the Fund may utilize up to 5% of its net assets (including options on stock indices described below) to purchase put and call options on securities. The Fund may, in certain situations, augment its investment positions by purchasing call options, both on specific equity securities, as well as securities representing exposure to equity sectors or indices and fixed income indices. In addition, the Fund may seek to increase its income or may hedge a portion of its portfolio investments through writing (i.e., selling) covered put and call options. A put option embodies the right of its purchaser to compel the writer of the option to purchase from the option holder an underlying security or its equivalent at a specified price at any time during the option period. In contrast, a call option gives the purchaser the right to buy the underlying security or its equivalent covered by the option or its equivalent from the writer of the option at the stated exercise price. Under interpretations of the SEC currently in effect, which may change from time to time, a "covered" call option means that so long as the Fund is obligated as the writer of the option, it will own (1) the underlying instruments subject to the option, (2) instruments convertible or exchangeable into the instruments subject to the option or (3) a call option on the relevant instruments with an exercise price no higher than the exercise price on the call option written.

Similarly, the SEC currently requires that, to "cover" or support its obligation to purchase the underlying instruments if a put option is written by the Fund, the Fund must (1) deposit with its custodian in a segregated account liquid securities having a value at least equal to the exercise price of the underlying securities, (2) continue to own an equivalent number of puts of the same "series" (that is, puts on the same underlying security having the same exercise prices and expiration dates as those written by the Fund), or an equivalent number of puts of the same "class" (that is, puts on the same underlying security) with exercise prices greater than those it has written (or, if the exercise prices of the puts it holds are less than the exercise prices of those it has written, it will deposit the difference with its custodian in a segregated account) or (3) sell short the securities underlying the put option at the same or a higher price than the exercise price on the put option written.

The Fund will receive a premium when it writes put and call options, which increases the Fund's return on the underlying security in the event the option expires unexercised or is closed out at a profit. By writing a call, the Fund will limit its opportunity to profit from an increase in the market value of the underlying security above the exercise price of the option for as long as the Fund's obligation as the writer of the option continues. Upon the exercise of a put option written by the Fund, the Fund may suffer an economic loss equal to the difference between the price at which the Fund is required to purchase the underlying security and its market value at the time of the option exercise, less the premium received for writing the option. Upon the exercise of a call option written by the Fund, the Fund may suffer an economic loss equal to the excess of the security's market value at the time of the option exercise over the price at which the Fund is required to sell the underlying security less the premium received for writing the option. Thus, in some periods the Fund might receive less total return and in other periods greater total return from its hedged positions than it would have received from leaving its underlying securities unhedged.

The Fund may purchase and write options on securities that are listed on national securities exchanges or are traded over the counter, although it expects, under normal circumstances, to effect such transactions on national securities exchanges.

~~As a holder of a put option, the Fund will have the right to sell the securities underlying the option and as the holder of a call option, the Fund will have the right to purchase the securities underlying the option, in each case at their exercise price at any time prior to the option's expiration date. The Fund may choose to exercise the options it holds, permit them to expire or terminate them prior to their expiration by entering into closing sale transactions. In entering into a closing sale transaction, the Fund would sell an option of the same series as the one it has purchased. The ability of the Fund to enter into a closing sale transaction with respect to options purchased and to enter into a closing purchase transaction with respect to options sold depends on the existence of a liquid secondary market. There can be no assurance that a closing purchase or sale transaction can be effected when the Fund so desires. The Fund's ability to terminate option positions established in the over-the-counter market may be more limited than in the case of exchange-traded options and may also involve the risk that securities dealers participating in such transactions would fail to meet their obligations to the Fund.~~

~~In purchasing a put option, the Fund will seek to benefit from a decline in the market price of the underlying security, while in purchasing a call option, the Fund will seek to benefit from an increase in the market price of the underlying security. If an option purchased is not sold or exercised when it has remaining value, or if the market price of the underlying security remains equal to or greater than the exercise price, in the case of a put, or remains equal to or below the exercise price, in the case of a call, during the life of the option, the option will expire worthless. For the purchase of an option to be profitable, the market price of the underlying security must decline sufficiently below the exercise price, in the case of a put, and must increase sufficiently above the exercise price, in the case of a call, to cover the premium and transaction costs. Because option premiums paid by the Fund are small in relation to the market value of the instruments underlying the options, buying options can result in large amounts of leverage. The leverage offered by trading in options could cause the Fund's net asset value to be subject to more frequent and wider fluctuation than would be the case if the Fund did not invest in options.~~

#### *Options on Stock Indices*

~~The Fund may utilize up to 5% of its net assets (including options on securities) to purchase put and call options on domestic stock indices to hedge against risks of market-wide price movements affecting its net assets and to purchase call options on securities representing exposure to equity sectors or indices and fixed income indices. In addition, the Fund may write covered put and call options on stock indices. A stock index measures the movement of a certain group of stocks by assigning relative values to the common stocks included in the index. Options on stock indices are similar to options on securities. Because no underlying security can be delivered, however, the option represents the holder's right to obtain from the writer, in cash, a fixed multiple of the amount by which the exercise price exceeds (in the case of a put) or is less than (in the case of a call) the closing value of the underlying index on the exercise date. The advisability of using stock index options to hedge against the risk of market-wide movements will depend on the extent of diversification of the Fund's investments and the sensitivity of its investments to factors influencing the underlying index. The effectiveness of purchasing or writing stock index options as a hedging technique will depend upon the extent to which price movements in the Fund's securities investments correlate with price movements in the stock index selected. In addition, successful use by the Fund of options on stock indices will be subject to the ability of the Adviser to predict correctly changes in the relationship of the underlying index to the Fund's portfolio holdings. No assurance can be given that the Adviser's judgment in this respect will be correct.~~

~~When the Fund writes an option on a stock index, it will establish a segregated account with its custodian in which the Fund will deposit liquid securities in an amount equal to the market value of the option, and will maintain the account while the option is open.~~

#### *Securities Lending*

~~Although the Fund does not anticipate having any securities lending income during the current calendar year, the Fund may lend the securities that it owns to others, which would allow the Fund the opportunity to earn additional income. Although the Fund will require the borrower of the securities to post collateral for the loan in accordance with market practice and the terms of the loan will require that the Fund be able to reacquire the loaned securities if certain events occur, the Fund is still subject to the risk that the~~

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~~borrower of the securities may default, which could result in the Fund losing money, which would result in a decline in the Fund's net asset value. The Fund continues to receive the equivalent of the interest or dividends paid by the issuer on the securities loaned as well as the benefit of an increase and the detriment of any decrease in the market value of the securities loaned and would also receive compensation based on investment of the collateral. The right to vote the shares of the securities loaned passes to the borrower, therefore, the Fund would not have the right to vote any securities having voting rights during the existence of the loan, but could call the loan in anticipation of an important vote to be taken among holders of the securities or of the giving or withholding of consent on a material matter affecting the investment. The Fund does not anticipate paying any compensation relating to the investment of the cash collateral for the loans.~~

#### *Defensive Positions*

~~During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its net assets in cash or cash equivalents. The Fund will not be pursuing its investment objective in these circumstances. Cash equivalents are highly liquid, short-term securities such as commercial paper, time deposits, certificates of deposit, short-term notes and short-term U.S. government obligations.~~

#### *Short Sales*

~~The Fund has no current intention to engage in short sales of securities. However, if the Adviser determines to sell securities short, the Fund would incur associated expenses and risks.~~

## RISK FACTORS

*An investment in the Fund's Shares is subject to risks. The value of the Fund's investments will increase or decrease based on changes in the prices of the investments it holds. You could lose money by investing in the Fund. By itself, the Fund does not constitute a balanced investment program. You should consider carefully the following principal risks before investing in the Fund. There may be additional risks that the Fund does not currently foresee or consider material. You may wish to consult with your legal or tax advisors, before deciding whether to invest in the Fund.*

### **Principal Risks**

***Stock Market Volatility.*** Stock markets can be volatile. In other words, the prices of stocks can rise or fall rapidly in response to developments affecting a specific company or industry, or to changing economic, political or market conditions. The Fund is subject to the general risk that the value of its investments may decline if the stock markets perform poorly. There is also a risk that the Fund's investments will underperform either the securities markets generally or particular segments of the securities markets.

***Issuer Specific Changes.*** Changes in the financial condition of an issuer, changes in the specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect the credit quality or value of an issuer's securities. Lower-quality debt securities tend to be more sensitive to these changes than higher-quality debt securities.

~~***Other Investment Company Securities Risk.*** The Fund may invest in the securities of other closed-end investment companies and in ETFs. Investing in other investment companies and ETFs involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company's portfolio securities, and a Shareholder in the Fund will bear not only his proportionate share of the expenses of the Fund, but also, indirectly the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company or ETF in which the Fund invests will be achieved.~~

***Common Stock Risk.*** The Fund will invest a significant portion of its net assets in common stocks. Common stocks represent an ownership interest in a company. The Fund may also invest in securities that can be exercised for or converted into common stocks (such as convertible preferred stock). Common stocks and similar equity securities are more volatile and more risky than some other forms of investment. Therefore, the value of your investment in the Fund may sometimes decrease instead of increase. Common stock prices fluctuate for many reasons, including changes in investors' perceptions of the financial condition of an issuer, the general condition of the relevant stock market or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates, as the costs of capital rise for issuers. Because convertible securities can be converted into equity securities, their values will normally increase or decrease as the values of the underlying equity securities increase or decrease. The common stocks in which the Fund will invest are structurally subordinated to preferred securities, bonds and other debt instruments in a company's capital structure in terms of priority to corporate income and assets and, therefore, will be subject to greater risk than the preferred securities or debt instruments of such issuers.

~~***Emerging Markets Securities Risk.*** The Fund may invest up to 20% of its net assets in securities of issuers located in "emerging markets" through its investments in ETFs, other investment companies and depository receipts and may invest up to 5% of its net assets directly in emerging market securities. Because of less developed markets and economies and, in some countries, less mature governments and governmental institutions, the risks of investing in foreign securities can be intensified in the case of investments in issuers domiciled or doing substantial business in emerging market countries. These risks include high concentration of market capitalization and trading volume in a small number of issuers representing a limited number of industries, as well as a high concentration of investors and financial intermediaries; lack of liquidity and greater price volatility due to the smaller size of the market for such securities and lower trading volume; political and social uncertainties; national policies that may restrict the Fund's investment opportunities~~

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~~including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; greater risks of expropriation, confiscatory taxation and nationalization; over-dependence on exports, especially with respect to primary commodities, making these economies vulnerable to changes in commodity prices; overburdened infrastructure and obsolete or unseasoned financial systems; environmental problems; less developed legal systems; and less reliable custodial services and settlement practices. Dividends paid by issuers in emerging market countries will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”~~

**Foreign Securities Risk.** Investments in securities of non-U.S. issuers involve special risks not presented by investments in securities of U.S. issuers, including the following: less publicly available information about companies due to less rigorous disclosure or accounting standards or regulatory practices; the impact of political, social or diplomatic events, including war; possible seizure, expropriation or nationalization of the company or its assets; possible imposition of currency exchange controls; and changes in foreign currency exchange rates. These risks are more pronounced to the extent that the Fund invests a significant amount of its investments in companies located in one region. These risks may be greater in emerging markets and in less developed countries. For example, prior governmental approval for foreign investments may be required in some emerging market countries, and the extent of foreign investment may be subject to limitation in other emerging countries. With respect to risks associated with changes in foreign currency exchange rates, the Fund does not expect to engage in foreign currency hedging transactions. See “Foreign Currency Risk”.

~~**Market Discount From Net Asset Value.** Shares of closed-end investment companies frequently trade at a discount from their net asset value. This characteristic is a risk separate and distinct from the risk that the Fund’s net asset value could decrease as a result of its investment activities and may be greater for investors expecting to sell their Shares in a relatively short period following completion of this Offering. The net asset value of the Shares will be reduced immediately following the Offering as a result of the payment of certain Offering costs. Whether investors will realize gains or losses upon the sale of the Shares will depend not upon the Fund’s net asset value but entirely upon whether the market price of the Shares at the time of sale is above or below the investor’s purchase price for the Shares. Because the market price of the Shares will be determined by factors such as relative supply of and demand for the Shares in the market, general market and economic conditions, and other factors beyond the control of the Fund, the Fund cannot predict whether the Shares will trade at, below or above net asset value.~~

**Repurchase Agreement Risk.** The Fund could suffer a loss if the proceeds from a sale of the securities underlying a repurchase agreement to which it is a party turns out to be less than the repurchase price stated in the agreement. In addition, repurchase agreements may involve risks in the event of default or insolvency of the seller, including possible delays or restrictions upon the Fund’s ability to dispose of the underlying securities.

~~**Defensive Positions.** During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its net assets in cash or cash equivalents. The Fund would not be pursuing its investment objective in these circumstances and could miss favorable market developments.~~

**Management Risk.** The Fund is subject to management risk because it is an actively managed portfolio. The Fund’s successful pursuit of its investment objective depends upon the Adviser’s ability to find and exploit market inefficiencies with respect to undervalued securities. Such situations occur infrequently and sporadically and may be difficult to predict, and may not result in a favorable pricing opportunity that allows the Adviser to fulfill the Fund’s investment objective. The Adviser’s security selections and other investment decisions might produce losses or cause the Fund to underperform when compared to other funds with similar investment goals. If one or more key individuals leave the employ of the Adviser, the Adviser may not be able to hire qualified replacements, or may require an extended time to do so. This could prevent the Fund from achieving its investment objective. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund, which could be perceived as a conflict of interest.

~~**Distribution Policy Risk.** The Fund seeks to make distributions to Shareholders on a monthly basis. Such distributions are not tied to the Fund’s investment income and capital gains and do not represent yield or investment return on the Fund’s portfolio. To the extent that the amount distributed in cash exceeds the total net investment income of the Fund, the assets of the Fund will decline. Accordingly, a decline in Fund~~

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~~assets may result in an increase in the Fund's expense ratio. In addition, the maintenance of the Fund's distribution policy may cause the Fund's assets to be less fully invested than would otherwise be the case, which could reduce the Fund's total investment return. The Fund may use the proceeds of this Offering to maintain the Fund's distribution policy by providing funding for future distributions, which may constitute a return of capital to Shareholders.~~ Managed Distribution Policy Risk. Under the Fund's managed distribution policy (the "Distribution Policy"), the Fund makes monthly distributions to Stockholders at a rate that may include periodic distributions of its net income and net capital gains ("Net Earnings"), or from return-of-capital. For any fiscal year where total cash distributions exceeded Net Earnings (the "Excess"), the Excess would decrease the Fund's total assets and, as a result, would have the likely effect of increasing the Fund's expense ratio. There is a risk that the total Net Earnings from the Fund's portfolio would not be great enough to offset the amount of cash distributions paid to Stockholders. If this were to be the case, the Fund's assets would be depleted, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may have to sell a portion of its investment portfolio, including securities purchased with the proceeds of the Offering, at a time when independent investment judgment might not dictate such action. Furthermore, such assets used to make distributions will not be available for investment pursuant to the Fund's investment objective. Distributions may constitute a return of capital to Stockholders and lower the tax basis in their Shares. ~~Shareholders~~ Stockholders are advised to consult their own tax advisers with respect to the tax consequences of their investment in the Fund. ~~Furthermore,~~ the ~~The~~ Fund may need to raise additional capital in order to maintain the ~~d~~Distribution ~~p~~Policy.

The following table is provided to demonstrate the historical performance of the Distribution Policy. A return of capital distribution does not reflect positive investment performance. Stockholders should not draw any conclusions about the Fund's investment performance from the amount of its managed distributions or from the terms of the Distribution Policy. The Fund's managed distribution rates do not correlate to the Fund's total return based on NAV.

Cornerstone Total Return Fund, Inc.  
Managed Distributions Paid and NAV Returns from 2005 through 2011

<u>Years/ Period</u>	<u>NAV Per Share</u>	<u>Average Annual Return*</u>	<u>Average Annual Return**</u>	<u>Managed Distribution Per Share</u>	<u>Return-of- Capital Distribution</u>	<u>Capital Gains Distribution</u>	<u>Net Investment Income Distribution</u>	<u>Gross Expense Ratios</u>
2005	\$ 21.82	2.43%	1.88%	\$ 4.22	\$ 4.10	\$ -	\$ 0.12	1.52%
2006	20.28	13.92	12.28	4.22	4.04	-	0.18	1.50
2007	17.00	-0.92	4.93	4.28	4.08	0.06	0.14	1.53
2008	7.75	-40.47	-31.53	3.89	3.77	-	0.12	1.94
2009	7.19	14.41	17.29	1.90	1.90	-	-	3.20
2010	6.65	8.36	12.80	1.46	1.46	=	=	2.37
2011	5.47	-2.37	2.32	1.39	1.32	=	0.02	1.88

\* Includes the reinvestments of distributions in accordance with the operations of Fund's dividend reinvestment plan.

\*\* Includes distributions received but not reinvested.

Preferred Securities Risk.—Investment Risk. Investment in preferred securities carries risks including credit risk, deferral risk, redemption risk, limited voting rights, risk of subordination and lack of liquidity. Fully taxable or hybrid preferred securities typically contain provisions that allow an issuer, at its discretion, to defer distributions for up to 20 consecutive quarters. Traditional preferreds also contain provisions that allow an issuer, under certain conditions to skip (in the case of "noncumulative preferreds") or defer (in the case of "cumulative preferreds"), dividend payments. If the Fund owns a preferred security that is deferring its distributions, the Fund may be required to report income for tax purposes while it is not receiving any distributions. Preferred securities typically contain provisions that allow for redemption in the event of tax or security law changes in addition to call features at the option of the issuer. In the event of a redemption, the Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred securities typically do not provide any voting rights, except in cases when dividends are in arrears beyond a certain time period, which varies by issue. Preferred securities are subordinated to bonds and other debt instruments in a company's capital structure in terms of priority to corporate income and

liquidation payments, and therefore will be subject to greater credit risk than those debt instruments. Preferred securities may be substantially less liquid than many other securities, such as U.S. government securities, corporate debt or common stocks. Dividends paid on preferred securities will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”

**Investment in Small and Mid-Capitalization Companies.** The Fund may invest in companies with mid or small sized capital structures (generally a market capitalization of \$5 billion or less). Accordingly, the Fund may be subject to the additional risks associated with investment in these companies. The market prices of the securities of such companies tend to be more volatile than those of larger companies. Further, these securities tend to trade at a lower volume than those of larger more established companies. If the Fund is heavily invested in these securities and the value of these securities suddenly declines, that Fund will be susceptible to significant losses.

**Other Investment Company Securities Risk.** The Fund may invest in the securities of other closed-end investment companies. Investing in other investment companies involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company’s portfolio securities, and a stockholder in the Fund will bear not only his proportionate share of the expenses of the Fund, but also, indirectly the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company in which the Fund invests will be achieved.

#### **Other Risks**

In addition to the principal risks set forth above, the following additional risks may apply to an investment in the Fund.

**Interest Rate Risk.** Debt securities have varying levels of sensitivity to changes in interest rates. In general, the price of a debt security can fall when interest rates rise and can rise when interest rates fall. Securities with longer maturities and mortgage securities can be more sensitive to interest rate changes although they usually offer higher yields to compensate investors for the greater risks. The longer the maturity of the security, the greater the impact a change in interest rates could have on the security’s price. In addition, short-term and long-term interest rates do not necessarily move in the same amount or the same direction. Short-term securities tend to react to changes in short-term interest rates and long-term securities tend to react to changes in long-term interest rates.

**Credit Risks.** Fixed income securities rated B or below by S&Ps or Moody’s may be purchased by either Fund. These securities have speculative characteristics and changes in economic conditions or other circumstances are more likely to lead to a weakened capacity of those issuers to make principal or interest payments, as compared to issuers of more highly rated securities.

**Extension Risk.** The Fund is subject to the risk that an issuer will exercise its right to pay principal on an obligation held by that Fund (such as mortgage-backed securities) later than expected. This may happen when there is a rise in interest rates. These events may lengthen the duration (i.e. interest rate sensitivity) and potentially reduce the value of these securities.

**Debt Security Risk.** In addition to interest rate risk, call risk and extension risk, debt securities are also subject to the risk that they may also lose value if the issuer fails to make principal or interest payments when due, or the credit quality of the issuer falls.

**Illiquid Securities.** The Fund may invest up to ~~15~~**20**% of its respective net assets in illiquid securities. Illiquid securities may offer a higher yield than securities which are more readily marketable, but they may not always be marketable on advantageous terms. The sale of illiquid securities often requires more time and results in higher brokerage charges or dealer discounts than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. A security traded in the U.S. that is not registered under the Securities Act will not be considered illiquid if Fund management determines that an adequate investment trading



market exists for that security. However, there can be no assurance that a liquid market will exist for any security at a particular time.

**Foreign Currency Risk.** Although the Fund will report its net asset value and pay expenses and distributions in U.S. dollars, the Fund may invest in foreign securities denominated or quoted in currencies other than the U.S. dollar. Therefore, changes in foreign currency exchange rates will affect the U.S. dollar value of the Fund's investment securities and net asset value. For example, even if the securities prices are unchanged on their primary foreign stock exchange, the Fund's net asset value may change because of a change in the rate of exchange between the U.S. dollar and the trading currency of that primary foreign stock exchange. Certain currencies are more volatile than those of other countries and Fund investments related to those countries may be more affected. Generally, if a foreign currency depreciates against the dollar (i.e., if the dollar strengthens), the value of the existing investment in the securities denominated in that currency will decline. When a given currency appreciates against the dollar (i.e., if the dollar weakens), the value of the existing investment in the securities denominated in that currency will rise. Certain foreign countries may impose restrictions on the ability of foreign securities issuers to make payments of principal and interest to investors located outside of the country, due to a blockage of foreign currency exchanges or otherwise.

**Convertible Securities Risk.** The value of a convertible security, including, for example, a warrant, is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. Generally, the conversion value decreases as the convertible security approaches maturity. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed income security.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Fund's ability to achieve its investment objective.

~~**Investment in Small and Mid-Capitalization Companies.** The Fund may invest in companies with mid or small sized capital structures (generally a market capitalization of \$5 billion or less). Accordingly, the Fund may be subject to the additional risks associated with investment in these companies. The market prices of the securities of such companies tend to be more volatile than those of larger companies. Further, these securities tend to trade at a lower volume than those of larger more established companies. If the Fund is heavily invested in these securities and the value of these securities suddenly declines, that Fund will be susceptible to significant losses.~~

~~**Qualified Dividend Tax Risk.** No assurance can be given as to what percentage of the distributions paid on the Shares, if any, will consist of tax-advantaged qualified dividend income or long-term capital gains or what the tax rates on various types of income will be in future years. The favorable Federal tax treatment may be adversely affected, changed or repealed by future changes in tax laws at any time and is currently scheduled to expire for tax years beginning after December 31, 2012. See "Federal Income Tax Matters".~~

~~**REIT Risk.** Investments in REITs will subject the Fund to various risks. The first, real estate industry risk, is the risk that REIT share prices will decline because of adverse developments affecting the real estate industry and real property values. In general, real estate values can be affected by a variety of factors, including supply and demand for properties, the economic health of the country or of different regions, and~~

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~~the strength of specific industries that rent properties. REITs often invest in highly leveraged properties. The second risk is the risk that returns from REITs, which typically are small or medium capitalization stocks, will trail returns from the overall stock market. The third, interest rate risk, is the risk that changes in interest rates may hurt real estate values or make REIT shares less attractive than other income producing investments. REITs are also subject to heavy cash flow dependency, defaults by borrowers and self liquidation.~~

~~Qualification as a REIT under the Code in any particular year is a complex analysis that depends on a number of factors. There can be no assurance that the entities in which the Fund invests with the expectation that they will be taxed as a REIT will qualify as a REIT. An entity that fails to qualify as a REIT would be subject to a corporate level tax, would not be entitled to a deduction for dividends paid to its shareholders and would not pass through to its shareholders the character of income earned by the entity. If the Fund were to invest in an entity that failed to qualify as a REIT, such failure could drastically reduce the Fund's yield on that investment.~~

~~REITs can be classified as equity REITs, mortgage REITs and hybrid REITs. Equity REITs invest primarily in real property and earn rental income from leasing those properties. They may also realize gains or losses from the sale of properties. Equity REITs will be affected by conditions in the real estate rental market and by changes in the value of the properties they own. Mortgage REITs invest primarily in mortgages and similar real estate interests and receive interest payments from the owners of the mortgaged properties. They are paid interest by the owners of the financed properties. Mortgage REITs will be affected by changes in creditworthiness of borrowers and changes in interest rates. Hybrid REITs invest both in real property and in mortgages. Equity and mortgage REITs are dependent upon management skills, may not be diversified and are subject to the risks of financing projects.~~

~~Dividends paid by REITs will not generally qualify for the reduced U.S. federal income tax rates applicable to qualified dividends under the Code. See "Federal Income Tax Matters."~~

~~The Fund's investment in REITs may include an additional risk to Shareholders. Some or all of a REIT's annual distributions to its investors may constitute a non-taxable return of capital. Any such return of capital will generally reduce the Fund's basis in the REIT investment, but not below zero. To the extent the distributions from a particular REIT exceed the Fund's basis in such REIT, the Fund will generally recognize gain. In part because REIT distributions often include a nontaxable return of capital, Fund distributions to Shareholders may also include a nontaxable return of capital. Shareholders that receive such a distribution will also reduce their tax basis in their shares of the Fund, but not below zero. To the extent the distribution exceeds a Shareholder's basis in the Fund shares, such Shareholder will generally recognize capital gain.~~

~~*Over-the-Counter Bulletin Board Markets.* The Fund may invest in companies whose stock is trading on the over-the-counter Bulletin Board which have only a limited trading market. A more active trading market may never develop. The Fund may be unable to sell its investments in these companies on any particular day due to the limited trading market.~~

~~*Anti-Takeover Provisions.* The Fund's Declaration of Trust includes provisions that could have the effect of inhibiting the Fund's possible conversion to open-end status and limiting the ability of other entities or persons to acquire control of the Fund or the Board of Trustees. In certain circumstances, these provisions might also inhibit the ability of Shareholders to sell their Shares at a premium over prevailing market prices.~~

~~*Debt Security Risk.* In addition to interest rate risk, call risk and extension risk, debt securities are also subject to the risk that they may also lose value if the issuer fails to make principal or interest payments when due, or the credit quality of the issuer falls.~~

~~*Securities Lending Risk.* Securities lending is subject to the risk that loaned securities may not be available to the Fund on a timely basis and the Fund may, therefore, lose the opportunity to sell the securities at a desirable price. Any loss in the market price of securities loaned by the Fund that occurs during the term of the loan would be borne by the Fund and would adversely affect the Fund's performance. Also, there may be delays in recovery, or no recovery, of securities loaned or even a loss of rights in the collateral should the borrower of the securities fail financially while the loan is outstanding. The Fund retains the right to recall securities that it lends to enable it to vote such securities if it determines such vote to be material. Despite its right to recall securities lent, there can be no guarantee that recalled securities will be received timely to enable the Fund to vote those securities. The Fund does not anticipate having any securities lending income during the current calendar year.~~

[Anti-Takeover Provisions. The Fund's Bylaws include provisions that could limit the ability of other persons or entities to acquire control of the Fund or to cause it to engage in certain transactions or to modify its structure.](#)

[Leverage Risk. Utilization of leverage is a speculative investment technique and involves certain risks to the holders of common stock. These include the possibility of higher volatility of the net asset value of the common stock and potentially more volatility in the market value of the common stock. So long as the Fund is able to realize a higher net return on its investment portfolio than the then current cost of any leverage together with other related expenses, the effect of the leverage will be to cause holders of common stock to realize higher current net investment income than if the Fund were not so leveraged. On the other hand, to the extent that the then current cost of any leverage, together with other related expenses, approaches the net return on the Fund's investment portfolio, the benefit of leverage to holders of common stock will be reduced, and if the then current cost of any leverage were to exceed the net return on the Fund's portfolio, the Fund's leveraged capital structure would result in a lower rate of return to Stockholders than if the Fund were not so leveraged. There can be no assurance that the Fund's leverage strategy will be successful.](#)

[Market Discount From Net Asset Value.](#) Shares of closed-end investment companies frequently trade at a discount from their net asset value. This characteristic is a risk separate and distinct from the risk that the Fund's net asset value could decrease as a result of its investment activities and may be greater for investors expecting to sell their Shares in a relatively short period following completion of [this](#) Offering. The net asset value of the Shares will be reduced immediately following the Offering as a result of the payment of certain [costs of the Offering-costs](#). Whether investors will realize gains or losses upon the sale of the Shares will depend not upon the Fund's net asset value but entirely upon whether the market price of the Shares at the time of sale is above or below the investor's purchase price for the Shares. Because the market price of the Shares will be determined by factors such as relative supply of and demand for the Shares in the market, general market and economic conditions, and other factors beyond the control of the Fund, the Fund cannot predict whether the Shares will trade at, below or above net asset value.

[Portfolio Turnover Risk.—Risk.](#) The Fund cannot predict its securities portfolio turnover rate with certain accuracy, but anticipates that its annual portfolio turnover rate will range between [5010%](#) and [15090%](#) under normal market conditions. However, it could be materially higher under certain conditions. Higher portfolio turnover rates could result in corresponding increases in brokerage commissions and may generate short-term capital gains taxable as ordinary income.

## LISTING OF SHARES

The Fund's Shares trade on the NYSE MKT under the ticker symbol "[CRFP](#)," and are required to meet the NYSE MKT's continued listing requirements.

## MANAGEMENT OF THE FUND

### ~~Trustees~~ Directors and Officers

The Board of ~~Trustees~~ Directors is responsible for the overall management of the Fund, including supervision of the duties performed by the Adviser. ~~The Board of Trustees is currently comprised of five Trustees, one of whom~~ There are five Directors of the Fund, one of which is an “interested person” (as defined in the 1940 Act) of the Fund. The ~~Trustees~~ Directors are responsible for the Fund’s overall management, including adopting the investment and other policies of the Fund, electing and replacing officers and selecting and supervising the Fund’s Adviser. The name and business address of the ~~Trustees~~ Directors and officers of the Fund and their principal occupations and other affiliations during the past five years, as well as a description of committees of the Board of ~~Trustees~~ Directors, are set forth under “Management” in the Statement of Additional Information.

### Investment Adviser

Cornerstone Advisors, Inc., 1075 Hendersonville Road, Suite 250, Asheville, North Carolina 28803, is a corporation organized under the laws of North Carolina and serves as the Fund’s investment adviser. The Adviser is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended. The Adviser began conducting business in February, ~~2001~~ and manages two other closed-end funds with combined assets under management with the Fund of approximately \$213,924,552,249 million, as of ~~March 31, 2012. The Adviser is a North Carolina corporation organized in February, 2001~~ September 30, 2012.

Under the general supervision of the Fund’s Board of ~~Trustees~~ Directors, the Adviser carries out the investment and reinvestment of the net assets of the Fund, continuously furnishes an investment program with respect to the Fund, determines which securities should be purchased, sold or exchanged, and implements such determinations. The Adviser furnishes to the Fund investment advice and office facilities, equipment and personnel for servicing the investments of the Fund. The Adviser compensates all ~~Trustees~~ Directors and officers of the Fund who are members of the Adviser’s organization and who render investment services to the Fund, and will also compensate all other Adviser personnel who provide research and investment services to the Fund. In return for these services, facilities and payments, the Fund has agreed to pay the Adviser as compensation under the Investment Management Agreement a monthly fee computed at the annual rate of 1.00% of the average weekly net assets of the Fund. The total estimated annual expenses of the Fund are set forth in the section titled “Summary of Fund Expenses.”

The Board of ~~Trustees~~ Directors annually considers the continuance of the Investment Management Agreement. A discussion regarding the basis for the Board of ~~Trustees~~ Directors’ approval ~~in on~~ in February ~~2011-10, 2012~~ of the continuance of the ~~Fund’s~~ Investment Management Agreement between the Fund and the Adviser is available in the Fund’s semi-annual report to ~~Shareholders for the six month period ended June 30, 2011, and a discussion regarding the basis for the Board of Trustees’ approval on February 10, 2012 of the continuance of the Fund’s Investment Management Agreement will be available in the Fund’s semi-annual report to Shareholders~~ Stockholders for the six month period ended June 30, 2012.

During the last three fiscal years, the Fund paid the Adviser the following amounts as compensation:

	Fiscal Year Ended December 31,			2008
	2011	2010	2009	
Management Fees Earned	<del>\$730,851</del>	<del>\$538,817</del>	<del>\$583,494</del>	<del>\$1,006,426</del>
<u>Fee Waiver</u>	<u>=</u>	<u>=</u>	<u>\$ 62,127</u>	
Management Fee Paid	<del>\$730,851</del> <u>\$241,064</u>	<del>\$538,817</del> <u>\$190,388</u>	<del>\$583,494</del> <u>\$161,591</u>	<del>\$1,006,426</del>

During the periods noted above until July 2009, the Adviser voluntarily agreed to waive its fee from the Fund to the extent that the Fund’s net monthly operating expenses (including basic legal fees, but excluding other legal expenses) exceeded a rate of 0.10% of the Fund’s average net assets.

## Portfolio Manager

Ralph W. Bradshaw is the Fund's portfolio manager (the "Portfolio Manager"). In addition, Mr. Bradshaw may consult with Gary Bentz, another officer of the Adviser, regarding investment decisions. In carrying out responsibilities for the management of the Fund's portfolio of securities, the Portfolio Manager has primary responsibility. The Adviser may create a portfolio management team by assigning additional portfolio managers. In cases where the team might not be in agreement with regard to an investment decision, Mr. Bradshaw has ultimate authority to decide the matter.

## Administrator

Ultimus Fund Solutions, LLC, located at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, serves as administrator to the Fund. Under the Administration Agreement, Ultimus is responsible for generally managing the administrative affairs of the Fund. Ultimus is entitled to receive a monthly fee at the annual rate of 0.10% of the Fund's average weekly net assets, subject to a minimum annual fee of \$50,000.

## Custodian and Transfer Agent

U.S. Bank ~~National Association, N.A.~~, located at ~~1555 N. Rivercenter Drive~~ 425 Walnut Street, MK-WI-S302, Milwaukee ~~Cincinnati, WI 53212~~ Ohio 45202, is the custodian of the Fund and maintains custody of the securities and cash of the Fund.

American Stock Transfer and Trust ~~Company Co., LLC~~, with an address at ~~59 Maiden Lane~~ 6201 15<sup>th</sup> Avenue, Brooklyn, New York, ~~New York 10038~~ 11219, serves as the transfer agent and dividend paying agent of the Fund.

## Fund Expenses

The Adviser is obligated to pay expenses associated with providing the services contemplated by the Investment Management Agreement, including compensation of and office space for its officers and employees connected with investment and economic research, trading and investment management and administration of the Fund. The Fund is not obligated to pay the fees of any ~~Trustee~~ Director of the Fund who is affiliated with the Adviser.

Ultimus is obligated to pay expenses associated with providing the services contemplated by the Administration Agreement, including compensation of and office space for Ultimus's officers and employees and administration of the Fund. Ultimus is obligated to pay the fees of any ~~Trustee~~ Director of the Fund who is affiliated with Ultimus, if any.

The Fund pays all other expenses incurred in the operation of the Fund including, among other things, (i) expenses for legal and independent accountants' services, (ii) costs of printing proxies, share certificates and reports to ~~Shareholders~~ stockholders, (iii) charges of the custodian and transfer agent in connection with the Fund's Dividend Reinvestment Plan, (iv) fees and expenses of independent ~~Trustees~~ Directors, (v) printing costs, (vi) membership fees in trade association, (vii) fidelity bond coverage for the Fund's officers and ~~Trustees~~ Directors, (viii) errors and omissions insurance for the Fund's officers and ~~Trustees~~ Directors, (ix) brokerage costs and listing fees and expenses charged by NYSE MKT, (x) taxes and (xi) other extraordinary or non-recurring expenses and other expenses properly payable by the Fund. The expenses incident to the Offering and issuance of Shares to be issued by the Fund will be recorded as a reduction of capital of the Fund attributable to the Shares.

The Fund's annual operating expenses for the fiscal year ended December 31, 2011 were approximately ~~\$1,061,000~~ 454,000. No assurance can be given, in light of the Fund's investment objectives and policies, however, that future annual operating expenses will not be substantially more or less than this estimate.

Offering expenses relating to the Fund's Shares, estimated at approximately \$89,000, will be payable upon completion of the Offering ~~of Shares~~ and will be deducted from the proceeds of the Offering.

The Investment Management Agreement authorizes the Adviser to select brokers or dealers (including affiliates) to arrange for the purchase and sale of Fund securities, including principal transactions. Any commission, fee or other remuneration paid to an affiliated broker or dealer is paid in compliance with the Fund's procedures adopted in accordance with Rule 17e-1 under the 1940 Act.

## DETERMINATION OF NET ASSET VALUE

The net asset value of shares of the Fund is determined weekly and on the last business day of each month, as of the close of regular trading on the NYSE MKT (normally, 4:00 p.m., Eastern time). In computing net asset value, portfolio securities of the Fund are valued at their current market values determined on the basis of market quotations. If market quotations are not readily available, securities are valued at fair value as determined by the Board of ~~Trustees~~Directors. Fair valuation involves subjective judgments, and it is possible that the fair value determined for a security may differ materially from the value that could be realized upon the sale of the security. Non-dollar-denominated securities are valued as of the close of the NYSE MKT at the closing price of such securities in their principal trading market, but may be valued at fair value if subsequent events occurring before the computation of net asset value materially have affected the value of the securities.

Trading may take place in foreign issues held by the Fund at times when the Fund is not open for business. As a result, the Fund's net asset value may change at times when it is not possible to purchase or sell shares of the Fund. The Fund may use a third party pricing service to assist it in determining the market value of securities in the Fund's portfolio. The Fund's net asset value per Share is calculated by dividing the value of the Fund's total assets (the value of the securities the Fund holds plus cash or other assets, including interest accrued but not yet received), less accrued expenses of the Fund, less the Fund's other liabilities by the total number of Shares outstanding.

Readily marketable portfolio securities listed on the NYSE MKT are valued, except as indicated below, at the last sale price reflected on the consolidated tape at the close of the NYSE MKT on the business day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the closing bid and asked prices on such day. If no bid or asked prices are quoted on such day or if market prices may be unreliable because of events occurring after the close of trading, then the security is valued by such method as the Board of ~~Trustees~~Directors shall determine in good faith to reflect its fair market value. Readily marketable securities not listed on the NYSE MKT but listed on other domestic or foreign securities exchanges are valued in a like manner. Portfolio securities traded on more than one securities exchange are valued at the last sale price on the business day as of which such value is being determined as reflected on the consolidated tape at the close of the exchange representing the principal market for such securities. Securities trading on the Nasdaq Stock Market, Inc. ("NASDAQ") are valued at the closing price. Readily marketable securities traded in the over-the counter market, including listed securities whose primary market is believed by the Adviser to be over-the-counter, are valued at the mean of the current bid and asked prices as reported by the NASDAQ or, in the case of securities not reported by the NASDAQ or a comparable source, as the Board of ~~Trustees~~Directors deem appropriate to reflect their fair market value. Where securities are traded on more than one exchange and also over-the-counter, the securities will generally be valued using the quotations the Board of ~~Trustees~~Directors believes reflect most closely the value of such securities.

## DISTRIBUTION POLICY

~~The Fund seeks to make a distribution to Shareholders each month (the “Distribution Policy”).~~

The Fund initiated a fixed, monthly distribution to stockholders in 2002 which, with interim adjustments and extensive disclosure, continues to be a high-level managed distribution plan (“MDP”). The MDP has been maintained through the historic economic volatility, increased regulatory scrutiny and challenging markets of the intervening years.

During recent years, the Fund’s investments made in accordance with its objective have failed to provide adequate income to meet the requirements of the ~~Distribution Policy~~managed distribution policy. Nevertheless, the Board continues to believe that the Fund’s objective and strategy are complementary to the Fund’s commitment, through ~~its distribution policy~~the MDP, to provide regular distributions which increase liquidity and provide flexibility to individual ~~Shareholders~~Stockholders. The Adviser seeks to achieve net investment returns that exceed the amount of the Fund’s managed distributions, although there is no guarantee that the Adviser will be successful in this regard.

~~The Fund seeks to make a distribution to Shareholders each month. These distributions are not tied to the Fund’s investment income and capital gains and do not represent yield or investment return on the Fund’s portfolio. The distribution rate may be modified by the Board of Trustees from time to time. If, for any monthly distribution, investment company taxable income, if any (which term includes net short-term capital gain), and net tax-exempt income, if any, is less than the amount of the distribution, the difference will generally be a tax-free return of capital distributed from the Fund’s assets. Although return of capital distributions may not be taxable, such distributions may reduce a Shareholder’s cost basis in his or her Shares, and therefore may result in an increase in the amount of any taxable gain on a subsequent disposition of such Shares, even if such Shares are sold at a loss to the Shareholder’s original investment amount. The Fund’s final distribution for each calendar year is expected to include any remaining investment company taxable income and net tax-exempt income undistributed during the year, as well as all net capital gain realized during the year. However, if they determine it is appropriate to do so, the Board of Trustees may elect to not distribute realized gains and to pay taxes incurred. In general, the total distributions made in any taxable year (other than distributions of net capital gain or return of capital) would be treated as ordinary dividend income to the extent of the Fund’s current and accumulated earnings and profits. Distributions in excess of the earnings and profits would first be a tax-free return of capital to the extent of the adjusted tax basis in the Shares. Shareholders are advised to consult their own tax advisers with respect to the tax consequences of their investment in the Fund. The Distribution Policy may, under certain circumstances, have adverse consequences to the Fund and the Shareholders because it may result in a return of capital resulting in less of a Shareholder’s assets being invested in the Fund and, over time, increase the Fund’s expense ratio.~~

~~To the extent necessary to meet the amounts distributed under the Fund’s distribution policy, portfolio securities, including those purchased with proceeds of this Offering, may be sold to the extent adequate income is not available.~~

What are the features of the MDP?

The MDP provides a regular monthly distribution to Stockholders that is adjusted through an annual resetting of the monthly distribution amount per share based on the Fund’s net asset value on the last business day in October. The terms of the MDP have been reviewed and are approved at least annually by the Fund’s Board and can be modified at the Board’s discretion. To the extent that distributions exceed the current Net Earnings of the Fund, the balance of the amounts paid out will be generated from sales of portfolio securities held by the Fund and will be distributed either as short-term or long-term capital gains or a tax-free return-of-capital. Although return of capital distributions may not be taxable, such distributions may reduce a Stockholder’s cost basis in his or her Shares, and therefore may result in an increase in the amount of any taxable gain on a subsequent disposition of such Shares, even if such Shares are sold at a loss to the Stockholder’s original investment amount. To the extent these distributions are not represented by net investment income and capital gains, they will not represent yield or investment return on the Fund’s

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investment portfolio. A return-of-capital distribution reduces the tax basis of an investor's shares in the Fund. The Fund plans to maintain the MDP even if a return-of-capital distribution would exceed an investor's tax basis and therefore be a taxable distribution. The Board currently plans to maintain this MDP even if regulatory requirements would make part of a return-of-capital, necessary to maintain the distribution, taxable to Stockholders and to disclose that portion of the distribution that is classified as ordinary income. Although it has no current intention to do so, the Board may terminate the MDP at any time and such termination may have an adverse effect on the market price for the Fund's Shares.

#### What are the benefits of the MDP?

The MDP historically has maintained a stable, high rate of distribution. The Board remains convinced that the Fund's Stockholders are well served by a policy of regular distributions which increase liquidity and provide flexibility to individual Stockholders in managing their investments. Stockholders have the option of reinvesting all or a portion of these distributions in additional Shares through the Fund's dividend reinvestment plan or receiving them in cash. For more information regarding the Fund's dividend reinvestment plan, Stockholders should carefully read the description of the dividend reinvestment plan contained in the Fund's Reports to Stockholders.

#### What are the risks of the MDP?

The Fund makes level distributions on a monthly basis and these distributions are not tied to the Fund's net investment income and capital gains, and may not represent yield or investment return on the Fund's portfolio. Under the MDP, the Fund makes monthly distributions to Stockholders at a rate that may include periodic distributions of its Net Earnings or a return of capital. As noted above, Stockholders have the option of reinvesting all or a portion of these distributions in additional shares of the Fund through the Fund's dividend reinvestment plan or receiving them in cash. In any fiscal year where total cash distributions exceed Net Earnings and unrealized gain or loss for the year, such excess will decrease the Fund's total assets and, as a result, will have the likely effect of increasing the Fund's expense ratio. There is a risk that the total Net Earnings and unrealized gain or loss for years from the Fund's portfolio would not be great enough to fully offset the amount of cash distributions paid to Fund stockholders. If this were to be the case, the Fund's assets would be partially reduced by an equal amount, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may need to sell a portion of its investment portfolio at a time when independent investment judgment might not dictate such action. Furthermore, the cash used to make distributions will not be available for investment pursuant to the Fund's investment objective.

Funds maintain varying degrees of cash levels pursuant to market conditions and the judgment of the portfolio manager. In addition, portfolio managers must raise cash periodically to cover operating expenses. For any fund, to the extent that cash is held at any given time for operating expenses or other purposes, it will not be available for investment pursuant to that fund's investment objective. In addition to these general cash requirements, a fund's distribution policy may also require that securities be sold to raise cash for those stockholders who elect to take cash distributions rather than reinvest in shares of the fund, in which case, it will also not be available for investment pursuant to the fund's investment objective. It is possible that a situation will occur where the MDP contributes to a reduction of assets over an extended period of time such that the assets of the Fund are reduced to a point where the Fund would no longer be economically viable. In such event, the Fund would need to take additional actions, which may include, for example, liquidation or merger, to address the situation. While this is one of the risk factors of any managed distribution policy, including the MDP, it is important to note that the MDP was not designed to be a mechanism for the dissolution of the Fund or a short-term liquidation policy, and it is not the intention of the Board to allow the Fund to self-liquidate through the unsupervised effects of the MDP. The Board monitors the MDP and the Fund's asset levels regularly, and remains ready to modify the terms of the MDP if, in its judgment, the Board believes it is in the best interests of the Fund and its Stockholders. To the extent Fund assets are reduced, the Board will consider additional rights offerings in the future.

A return-of-capital distribution reduces the tax basis of an investor's Shares, which may make record-keeping by certain Stockholders more difficult.

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The Fund discloses the characterization of its distributions in notices to Stockholders and press releases to the public. Notwithstanding these communications, it is possible that the MDP may create potential confusion in the marketplace as to whether the Fund's distributions are comprised of income or return of capital and how such characterization may influence the market price of the Fund's Shares.

For the years 2007-2011, the Fund's distributions under the MDP were characterized, on an annual basis, as set forth on the table below:

<u>Cornerstone Total Return Fund, Inc.</u> <u>Dividend and Distributions Paid from 2007 through 2011</u>							
<u>Years</u>	<u>Total Dividend and Distributions</u>	<u>Ordinary Income</u>		<u>Capital Gains</u>		<u>Return-of-Capital</u>	
	<u>Amount</u>	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>
<u>2007</u>	<u>\$ 11,211,715</u>	<u>\$ 513,683</u>	<u>4.58%</u>	<u>=</u>	<u>0.00%</u>	<u>\$ 10,698,032</u>	<u>95.42%</u>
<u>2008</u>	<u>10,553,136</u>	<u>334,663</u>	<u>3.17</u>	<u>=</u>	<u>0.00</u>	<u>10,218,473</u>	<u>96.83</u>
<u>2009</u>	<u>5,317,678</u>	<u>-</u>	<u>0.00</u>	<u>=</u>	<u>0.00</u>	<u>5,317,678</u>	<u>100.00</u>
<u>2010</u>	<u>4,164,904</u>	<u>-</u>	<u>0.00</u>	<u>=</u>	<u>0.00</u>	<u>4,164,904</u>	<u>100.00</u>
<u>2011</u>	<u>5,233,023</u>	<u>73,075</u>	<u>1.40</u>	<u>=</u>	<u>0.00</u>	<u>5,159,948</u>	<u>98.60</u>

Unless the registered owner of Shares elects to receive cash, all distributions declared on the Fund's Shares will be automatically reinvested in additional Shares ~~of the Fund~~. See "Dividend Reinvestment Plan".

~~The Board may determine in the future to authorize the filing of an exemptive application with the SEC seeking an order under the 1940 Act to exempt the Fund. In order to maintain the MDP, the Fund applied for and received an exemption~~ from the requirements of Section 19(b) of the 1940 Act and Rule 19b-1 thereunder, ~~per~~mitting the Fund to make periodic distributions of long-term capital gains, provided that the ~~distribution policy of the Fund with respect to its Shares~~ MDP calls for periodic (for example, e.g., quarterly/monthly) distributions in an amount equal to a fixed percentage of the Fund's average net asset value over a specified period of time or market price per Share at or about the time of distribution or pay-out of a level dollar amount. ~~The Board continues to monitor whether such relief is needed. In the event the Board determines to authorize the filing of such an exemptive application, there can be no assurance that the staff of the SEC will grant such relief to the Fund or, if granted, that the Board will determine to implement a managed distribution plan. No assurance can be given that the SEC will grant the exemption to the Fund. This Offering is not contingent upon the receipt of such exemption nor upon the application for such exemption.~~

~~The level monthly dividend distribution described above would result~~ The MDP results in the payment of approximately the same amount ~~or percentage per share~~ to the ~~Shareholders~~ Fund's Stockholders each month. These distributions ~~will are~~ not be tied to the Fund's investment income and capital gains and ~~will do~~ not represent yield or investment return on the Fund's portfolio. Section 19(a) of the 1940 Act and Rule 19a-1 thereunder require the Fund to provide a written statement accompanying any such payment that adequately discloses its source or sources, other than net investment income. Thus, if the source of some or all of the dividend or other distribution were the original capital contribution of the ~~Shareholder~~ Stockholder, and the payment amounted to a return of capital, the Fund would be required to provide written disclosure to that effect. Nevertheless, persons who periodically receive the payment of a dividend or other distribution may be under the impression that they are receiving net profits when they are not. ~~Shareholders~~ ckholders should read any written disclosure provided pursuant to Section 19(a) and Rule 19a-1 carefully, and should not assume that the source of any distribution from the Fund is net profit. A return of capital distribution does not reflect positive investment performance. Stockholders should not draw any conclusions about the Fund's investment performance from the amount of its managed distributions or from the terms of the MDP.

The Board of Directors reserves the right to change the MDP from time to time.

~~The following table is provided to demonstrate the historical performance of the Fund's distribution policy. A return of capital distribution does not reflect positive investment performance. Shareholders should not draw any conclusions about the Fund's investment performance from the amount of~~

its distributions or from the terms of the Fund's distribution policy. The Fund's distribution rates do not correlate to the Fund's total return based on NAV.

**Distributions Paid and NAV Returns from 2007 through 2011**

<u>Years /Period</u>	<u>NAV Per Share</u>	<u>Average Annual Return*</u>	<u>Average Annual Return**</u>	<u>Distribution Per Share</u>	<u>Return of Capital Distribution</u>	<u>Capital Gains Distribution</u>	<u>Net Investment Income Distribution</u>	<u>Gross Expense Ratios</u>
2007 <sup>△</sup>	\$ 14.10	-2.08%	-1.60%	\$ 0.62	\$ 0.41	\$ 0.15	\$ 0.06	1.42%
2008	\$ 7.16	-37.14%	-31.77%	\$ 2.46	\$ 2.30	—	\$ 0.16	1.32%
2009	\$ 6.28	-15.73%	-22.07%	\$ 2.46	\$ 2.30	—	\$ 0.16	1.54%
2010	\$ 5.90	-17.38%	-18.47%	\$ 1.54	\$ 0.40	—	\$ 1.14	1.61%
2011	\$ 6.04	-2.45%	-5.69%	\$ 1.24	\$ 0.63	—	\$ 0.61	1.45%

<sup>△</sup> For the period September 10, 2007, the date the Fund commenced investment operations, through December 31, 2007.

\* Includes the reinvestments of distributions in accordance with the operations of Fund's Dividend Reinvestment Plan.

\*\* Includes distributions received but not reinvested.

## DIVIDEND REINVESTMENT PLAN

The Fund operates a ~~Dividend~~dividend Reinvestment ~~P~~plan (the “Plan”), sponsored and administered by American Stock Transfer & Trust Company, LLC (the “Agent”), pursuant to which the Fund’s income dividends or capital gains or other distributions (each, a “Distribution”-, and collectively, “Distributions”), net of any applicable U.S. withholding tax, are reinvested in ~~Shares of~~the Fund’s Shares.

~~Shareholders~~ckholders automatically participate in the ~~Fund’s~~ Plan, unless and until an election is made to withdraw from the Plan on behalf of such participating ~~Shareholder~~Stockholder, ~~Shareholders~~ckholders who do not wish to have Distributions automatically reinvested should so notify the Agent at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Under the Plan, ~~the Fund’s~~ Distributions to ~~Shareholders~~ckholders are reinvested in full and fractional Shares as described below.

When the Fund declares a Distribution, the Agent, on the ~~Shareholder’s~~ckholder’s behalf, will (i) receive additional authorized Shares from the Fund either newly issued or repurchased from ~~Shareholders~~ckholders by the Fund and held as treasury stock (“Newly Issued Shares”) or (ii) purchase outstanding Shares on the open market, on the NYSE MKT ~~LLC~~ or elsewhere, with cash allocated to it by the Fund (“Open Market Purchases”).

The method for determining the number of Newly Issued Shares received when Distributions are reinvested will be determined by dividing the amount of the Distribution either by the Fund’s last reported net asset value per share or by a price equal to the average closing price of the Fund over the five trading days preceding the payment date of the Distribution, whichever is lower. However, if the last reported net asset value of the Fund’s Shares is higher than its market price (i.e., the Fund is selling at a discount), Shares may be acquired by the Agent in Open Market Purchases and allocated to the reinvesting ~~Shareholders~~ckholders based on the average cost of such Open Market Purchases.

Whenever the Fund declares a Distribution and the last reported net asset value of the Fund’s ~~Shares~~shares is higher than its market price, the Agent will apply the amount of such Distribution payable to Plan participants of the Fund in Fund ~~Shares~~shares (less such Plan participant’s pro rata share of brokerage commissions incurred with respect to Open Market Purchases in connection with the reinvestment of such Distribution) to the purchase on the open market of Fund ~~Shares~~shares for such Plan participant’s account. Such purchases will be made on or after the payable date for such Distribution, and in no event more than 30 days after such date except where temporary curtailment or suspension of purchase is necessary to comply with applicable provisions of federal securities laws. The Agent may aggregate a Plan participant’s purchases with the purchases of other Plan participants, and the average price (including brokerage commissions) of all ~~Shares~~shares purchased by the Agent shall be the price per share allocable to each Plan participant.

Registered ~~Shareholders~~Stockholders who do not wish to have their Distributions automatically reinvested should so notify the Fund in writing. If a ~~Shareholder~~Stockholder has not elected to receive cash Distributions and the Agent does not receive notice of an election to receive cash Distributions prior to the record date of any Distribution, the ~~Shareholder~~Stockholder will automatically receive such Distributions in additional Shares.

Participants in the Plan may withdraw from the Plan by providing written notice to the Agent at least 30 days prior to the applicable Distribution payment date. When a ~~P~~participant withdraws from the Plan, or upon suspension or termination of the Plan at the sole discretion of the Fund’s Board of ~~Trustees~~Directors, certificates for whole Shares credited to ~~his or her~~such participant’s account under the Plan will, upon request, be issued. Whether or not a participant requests that certificates for whole Shares be issued, a cash payment will be made for any fraction of a ~~s~~Share credited to such account.

The Agent will maintain all ~~Shareholder~~Stockholder accounts in the Plan and furnish written confirmations of all transactions in the accounts, including information needed by ~~Shareholders~~ckholders for personal and tax records. The Agent will hold Shares in the account of the Plan participant in non-certificated form in the name of the participant, and each ~~Shareholder’s~~ckholder’s proxy will include those Shares purchased pursuant to the Plan. Each participant, nevertheless, has the right to receive certificates for whole Shares owned. The Agent will distribute all proxy solicitation materials to participating ~~Shareholders~~ckholders.

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In the case of ~~Shareholders~~stockholders, such as banks, brokers or nominees, that hold Shares for others who are beneficial owners participating in the Plan, the Agent will administer the Plan on the basis of the number of Shares certified from time to time by the record ~~Shareholder~~Stockholder as representing the total amount of Shares registered in the ~~Shareholder's~~stockholder's name and held for the account of beneficial owners participating in the Plan.

Neither the Agent nor the Fund shall have any responsibility or liability beyond the exercise of ordinary care for any action taken or omitted pursuant to the Plan, nor shall they have any duties, responsibilities or liabilities except such as expressly set forth herein. Neither shall they be liable hereunder for any act done in good faith or for any good faith omissions to act, including, without limitation, failure to terminate a participant's account prior to receipt of written notice of his or her death or with respect to prices at which Shares are purchased or sold for the participants account and the terms on which such purchases and sales are made, subject to applicable provisions of the federal securities laws.

The automatic reinvestment of Distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Distributions.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan.

All correspondence concerning the Plan should be directed to the Agent at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Certain transactions can be performed online at [www.amstock.com](http://www.amstock.com) or by calling the toll free number (888) 556-0422.

## FEDERAL INCOME TAX MATTERS

The following is a summary discussion of certain U.S. federal income tax consequences that may be relevant to a ~~Shareholder of the Fund~~ Stockholder that acquires, holds and/or disposes of ~~Shares of the Fund's~~ Shares, and reflects provisions of the Code, existing Treasury regulations, rulings published by the IRS, and other applicable authority, as of the date of this prospectus. These authorities are subject to change by legislative or administrative action, possibly with retroactive effect. The following discussion is only a summary of some of the important tax considerations generally applicable to investments in the Fund and the discussion set forth herein does not constitute tax advice. For more detailed information regarding tax considerations, see the Statement of Additional Information. There may be other tax considerations applicable to particular investors. In addition, income earned through an investment in the Fund may be subject to state, local and foreign taxes.

The Fund elects to be treated and intends to qualify each year for taxation as a regulated investment company (a "RIC") under Subchapter M of the Code. In order for the Fund to qualify as a RIC, it must meet income and asset diversification tests each year. If the Fund so qualifies and satisfies certain distribution requirements, the Fund (but not its ~~Shareholders~~ Shareholders) will not be subject to federal income tax to the extent it distributes its investment company taxable income and net capital gains (the excess of net long-term capital gains over net short-term capital loss) in a timely manner to its ~~Shareholders~~ Shareholders in the form of dividends or capital gain distributions. The Code imposes a 4% nondeductible excise tax on RICs, such as the Fund, to the extent they do not meet certain distribution requirements by the end of each calendar year. The Fund anticipates meeting these distribution requirements.

The Fund intends to make monthly distributions of investment company taxable income after payment of the Fund's operating expenses. Unless a ~~Shareholder~~ Stockholder is ineligible to participate or elects otherwise, all distributions will be automatically reinvested in additional Shares ~~of the Fund~~ pursuant to the ~~Plan~~ Fund's dividend reinvestment plan (the "Plan"). For U.S. federal income tax purposes, all dividends are generally taxable whether a ~~Shareholder~~ Stockholder takes them in cash or they are reinvested pursuant to the Plan in additional Shares ~~of the Fund~~. Distributions of the Fund's investment company taxable income (including short-term capital gains) will generally be treated as ordinary income to the extent of the Fund's current and accumulated earnings and profits. Distributions of the Fund's net capital gains ("capital gain dividends"), if any, are taxable to ~~Shareholders~~ Shareholders as long-term capital gains, regardless of the length of time Shares have been held by ~~Shareholders~~ Shareholders. Distributions, if any, in excess of the Fund's earnings and profits will first reduce the adjusted tax basis of a holder's Shares and, after that basis has been reduced to zero, will constitute capital gains to the ~~Shareholder of the Fund~~ Stockholder (assuming the Shares are held as a capital asset). See below for a summary of the maximum tax rates applicable to capital gains (including capital gain dividends). A corporation that owns ~~Fund~~ Shares generally will not be entitled to the dividends received deduction with respect to all of the dividends it receives from the Fund. Fund dividend payments that are attributable to qualifying dividends received by the Fund from certain domestic corporations may be designated by the Fund as being eligible for the dividends received deduction. There can be no assurance as to what portion of Fund dividend payments may be classified as qualifying dividends. With respect to the monthly distributions of investment company taxable income described above, it may be the case that any such distributions would result in a return of capital to the ~~Shareholder of the Fund~~ Stockholder. The determination of the character for U.S. federal income tax purposes of any distribution from the Fund (i.e., ordinary income dividends, capital gains dividends, qualifying dividends, return of capital distributions) will be made as of the end of the Fund's taxable year. Generally, no later than 60 days after the close of its taxable year, the Fund will provide ~~Shareholders~~ Shareholders with a written notice designating the amount of any capital gain distributions or other distributions. See "Distribution Policy" for a more complete description of such returns and the risks associated with them.

The Fund may elect to retain its net capital gain or a portion thereof for investment and be taxed at corporate rates on the amount retained. In such case, it may designate the retained amount as undistributed capital gains in a notice to its ~~Shareholders~~ Shareholders who will be treated as if each received a distribution of ~~his such~~ his such ~~Stockholder's~~ Stockholder's pro rata share of such gain, with the result that each ~~Shareholder~~ Stockholder will (i) be required to report ~~his such~~ his such ~~Stockholder's~~ Stockholder's pro rata share of such gain on ~~his such~~ his such ~~Stockholder's~~ Stockholder's tax return as long-term capital gain, (ii) receive a refundable tax credit for ~~his such~~ his such ~~Stockholder's~~ Stockholder's pro rata share of tax paid by the Fund on the gain and (iii) increase the tax basis for ~~his such~~ his such ~~Stockholder's~~ Stockholder's Shares by an amount equal to the deemed distribution less the tax credit.

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Under current law, certain income distributions paid by the Fund to individual taxpayers may be taxed at rates equal to those applicable to net long-term capital gains (generally, 15%). This tax treatment applies only if certain holding period and other requirements are satisfied by the ~~Shareholder of the Fund~~ Stockholder with respect to its Shares ~~of the Fund~~, and the dividends are attributable to qualified dividends received by the Fund itself. For this purpose, “qualified dividends” means dividends received by the Fund from certain United States corporations and certain qualifying foreign corporations, provided that the Fund satisfies certain holding period and other requirements in respect of the stock of such corporations. In the case of securities lending transactions, payments in lieu of dividends are not qualified dividends. These special rules relating to the taxation of ordinary income dividends from regulated investment companies generally apply to taxable years beginning before January 1, 2013. Thereafter, the Fund’s dividends, other than capital gain dividends, will be fully taxable at ordinary income tax rates unless further ~~Congressional~~ legislative action is taken. While certain income distributions to ~~Shareholders~~ sckholders may qualify as qualified dividends, the Fund’s seeks to provide dividends regardless of whether they so qualify. As additional special rules apply to determine whether a distribution will be a qualified dividend, investors should consult their tax advisors. Investors should also see the “Taxes” section of the Fund’s Statement of Additional Information for more information relating to qualified dividends.

Dividends and interest received, and gains realized, by the Fund on foreign securities may be subject to income, withholding or other taxes imposed by foreign countries and U.S. possessions (collectively “foreign taxes”) that would reduce the return on its securities. Tax conventions between certain countries and the United States, however, may reduce or eliminate foreign taxes, and many foreign countries do not impose taxes on capital gains in respect of investments by foreign investors. If more than 50% of the value of the Fund’s net assets at the close of its taxable year consists of securities of foreign corporations, it will be eligible to, and may, file an election with the Internal Revenue Service that will enable its ~~Shareholders~~ sckholders, in effect, to receive the benefit of the foreign tax credit with respect to any foreign taxes paid by the Fund. Pursuant to the election, the Fund would treat those taxes as dividends paid to its ~~Shareholders~~ Stockholders and each ~~Shareholder~~ Stockholder (1) would be required to include in gross income, and treat as paid by such ~~Shareholder~~ Stockholder, a proportionate share of those taxes, (2) would be required to treat such share of those taxes and of any dividend paid by the Fund that represents income from foreign or U.S. possessions sources as such ~~Shareholder’s~~ sckholder’s own income from those sources, and, if certain conditions are met, (3) could either deduct the foreign taxes deemed paid in computing taxable income or, alternatively, use the foregoing information in calculating the foreign tax credit against federal income tax. The Fund will report to its ~~Shareholders~~ sckholders shortly after each taxable year their respective shares of foreign taxes paid and the income from sources within, and taxes paid to, foreign countries and U.S. possessions if it makes this election.

The Fund will inform its ~~Shareholders~~ sckholders of the source and tax status of all distributions promptly after the close of each calendar year.

The Fund may invest in other RICs. In general, the Code taxes a RIC which satisfies certain requirements as a pass-through entity by permitting a qualifying RIC to deduct dividends paid to its ~~Shareholders~~ sckholders in computing the RIC’s taxable income. A qualifying RIC is also generally permitted to pass through the character of certain types of its income when it makes distributions. For example, a RIC may distribute ordinary dividends to its ~~shareholders~~ sckholders, capital gain dividends, or other types of dividends which effectively pass through the character of the RIC’s income to its ~~shareholders~~ sckholders, including the Fund.

Selling ~~Shareholders of the Fund~~ Stockholders will generally recognize gain or loss in an amount equal to the difference between the ~~Shareholder’s~~ sckholder’s adjusted tax basis in the Shares sold and the amount received. If the Shares are held as a capital asset, the gain or loss will be a capital gain or loss. Under current law, the maximum tax rate applicable to capital gains recognized by individuals and other non-corporate taxpayers is (i) the same as the maximum ordinary income tax rate for gains recognized on the sale of capital assets held for one year or less or (ii) generally, 15% for gains recognized on the sale of capital assets held for more than one year (as well as certain capital gain dividends). Any loss on a disposition of Shares held for six months or less will be treated as a long-term capital loss to the extent of any capital gain dividends received with respect to those Shares. The use of capital losses is subject to limitations. For purposes of determining whether Shares have been held for six months or less, the holding period is suspended for any periods during which the ~~Shareholder’s~~ sckholder’s risk of loss is diminished as a result of holding one or more other positions in substantially similar or related property, or through certain options or short sales. Any loss realized on a sale or exchange of Shares will be disallowed to the extent

those Shares are replaced by other substantially identical Shares within a period of 61 days beginning 30 days before and ending 30 days after the date of disposition of the Shares (whether through the reinvestment of distributions, which could occur, for example, if the ~~Shareholder~~ Stockholder is a participant in the Plan or otherwise). In that event, the basis of the replacement Shares will be adjusted to reflect the disallowed loss.

An investor should be aware that, if Shares are purchased shortly before the record date for any taxable dividend (including a capital gain dividend), the purchase price likely will reflect the value of the dividend and the investor then would receive a taxable distribution likely to reduce the trading value of such Shares, in effect resulting in a taxable return of some of the purchase price. Taxable distributions to individuals and certain other non-corporate ~~Shareholders of the Fund~~ Stockholders, including those who have not provided their correct taxpayer identification number and other required certifications, may be subject to “backup” federal income tax withholding currently equal to 28%.

An investor should also be aware that the benefits of the reduced tax rate applicable to long-term capital gains and qualified dividend income may be impacted by the application of the alternative minimum tax to individual ~~Shareholders~~ Stockholders.

If the Fund utilizes leverage through borrowing, it may be restricted by loan covenants with respect to the declaration of, and payment of, dividends in certain circumstances. Limits on the Fund’s payments of dividends may prevent the Fund from meeting the distribution requirements, described above, and may, therefore, jeopardize the Fund’s qualification for taxation as a RIC and possibly subject the Fund to the 4% excise tax. The Fund will endeavor to avoid restrictions on its ability to make dividend payments.

Section 6045B of the Code generally imposes certain reporting requirements on the Fund with respect to any organizational action that affects the tax basis of ~~our~~ the Shares for U.S. federal income tax purposes. The Fund has historically made returns of capital distributions to certain ~~Shareholders~~ Stockholders and, to the extent such payments continue, the Fund will generally be required to file IRS Form 8937, Report of Organizational Actions Affecting Basis of Securities (“Form 8937”), with the IRS and deliver an information statement to certain ~~Shareholders~~ Stockholders, subject to certain exceptions. Generally, the Fund must file Form 8937 with the IRS on or before the 45th day following the corporate action or, if earlier, January 15 of the year following the calendar year of the corporate action. In addition, the Fund must furnish the same information to certain ~~Shareholders~~ Stockholders on or before January 15 of the year following the calendar year of the corporate action. However, the Fund generally would not be required to file Form 8937 or furnish this information to ~~Shareholders~~ Stockholders provided it posts the requisite information on its primary public website by the due date for filing Form 8937 with the IRS and such information is available on its website (or any successor organization’s website) for 10 years.

As the Fund will generally not be able to determine whether a distribution during the year will be out of its earnings and profits (and, therefore, whether such distribution should be treated as a dividend or a return of capital distribution for these purposes) until the close of the tax year, the Fund does not intend to file Form 8937 until after the end of the current calendar year. Based on the limited interpretive guidance currently available, the Fund believes that this position is consistent with the spirit of Section 6045B and the Treasury Regulations thereunder. The Fund intends to utilize its best efforts to determine the tax characterization of the Fund’s distributions as soon as practicable following the close of the year and timely comply with the abovementioned Section 6045B requirements, to the extent applicable. The Fund may be subject to substantial penalties to the extent that it fails to timely comply with its Section 6045B reporting obligations. Each ~~Shareholder~~ Stockholder is urged to consult its own tax advisor regarding the application of Section 6045B to its individual circumstances.

For taxable years starting on or after January 1, 2013, the 2010 Health Care Bill imposes a new 3.8% “Medicare Tax” on “net investment income” for taxpayers earning over specified amounts. The tax is generally levied on income from interest, dividends, royalties, rents, and capital gains, but there are some exclusions and taxpayers should consult their tax advisors about the more precise definition of “net investment income” as it pertains to their particular situations.

The foregoing briefly summarizes some of the important federal income tax consequences to ~~Shareholders~~ Stockholders of investing in the ~~Fund’s~~ Shares, reflects the federal tax law as of the date of this



prospectus, and does not address special tax rules applicable to certain types of investors, such as corporate, tax exempt and foreign investors. Investors should consult their tax advisers regarding other federal, state or local tax considerations that may be applicable in their particular circumstances, as well as any proposed tax law changes.

## DESCRIPTION OF CAPITAL STRUCTURE

The Fund is ~~an unincorporated statutory trust~~ a corporation established under the laws of the State of ~~Delaware~~ New York upon the filing of ~~a~~ its Certificate of ~~Trust with the Secretary of State of Delaware on April 26~~ Incorporation (“Charter”) on March 16, 2007 and 1973. ~~The Fund~~ commenced investment operations on ~~September 105, 2007~~ 1973. The Fund intends to hold annual meetings of its ~~Shareholders~~ stockholders in compliance with the requirements of the NYSE MKT. As of ~~May 4~~ September 30, 2012, the Fund had ~~15,776,109~~ 6,727,416 Shares issued and outstanding.

### Shares of Beneficial Interest

#### Common Stock

The ~~Declaration of Trust~~ Charter, which has been filed with the SEC, permits the Fund to issue ~~an unlimited number of full and fractional shares of beneficial interest, no par value (“Shares”). Each Share of the Fund 15,000,000 shares of stock, with a par value of \$0.01. Fractional shares are permitted. Each Share~~ represents an equal proportionate interest in the net assets of the Fund with each other Share ~~in the Fund~~. Holders of Shares will be entitled to the payment of dividends when, ~~as and if~~ declared by the Board of ~~Trustees~~ Directors. ~~The Fund seeks to make a distribution each month to its Shareholders. See “Distribution Policy.” Unless the registered owner of Shares elects to receive cash, all dividends declared on Shares will be automatically reinvested for Shareholders in additional Shares of the Fund. See “Dividend Reinvestment Plan.” Each whole share~~ Each whole Share shall be entitled to one vote as to matters on which it is entitled to vote pursuant to the terms of the ~~Declaration of Trust~~ Charter on file with the SEC. Upon liquidation of the Fund, after paying or adequately providing for the payment of all liabilities of the Fund, and upon receipt of such releases, indemnities and refunding agreements as they deem necessary for their protection of the Directors, the ~~Trustees~~ Board may distribute the remaining net assets of the Fund among its ~~Shareholders~~ Stockholders. ~~The~~ Shares are not liable to further calls or to assessment by the Fund. ~~There are no pre-emptive rights associated with the Shares. The Declaration of Trust provides that the Fund’s Shareholders are not liable for any liabilities of the Fund. Although shareholders of an unincorporated statutory trust established under Delaware law, in certain limited circumstances, may be held personally liable for the obligations of the Fund as though they were general partners, the provisions of the Declaration of Trust described in the foregoing sentence make the likelihood of such personal liability remote~~ No holder of capital stock of the Fund has any pre-emptive or preferential or other right of subscription to any shares of any class of stock of the Fund.

The Fund has no present intention of offering additional Shares, except as described herein in connection with the exercise of the Rights. Other offerings of its Shares, if made, will require approval of the Board of ~~Trustees~~ Directors. Any additional offering will not be sold at a price per share below the then current net asset value (exclusive of underwriting discounts and commissions) except in connection with an offering to existing ~~Shareholders of the Fund~~ Stockholders or with the consent of a majority of the Fund’s outstanding Shares.

The Fund generally will not issue share certificates. The Fund’s Transfer Agent will maintain an account for each ~~Shareholder~~ Stockholder upon which the registration and transfer of Shares are recorded, and transfers will be reflected by bookkeeping entry, without physical delivery. The Transfer Agent will require that a ~~Shareholder~~ Stockholder provide requests in writing, accompanied by a valid signature guarantee form, when changing certain information in an account such as wiring instructions or telephone privileges.

### *Trading and Net Asset Value Information*

In the past, the Shares have traded at both a premium and at a discount in relation to NAV. Although the Shares recently have been trading at a premium above NAV, there can be no assurance that this premium will continue after the Offering or that the Shares will not again trade at a discount. ~~Although the Fund’s Shares have typically traded at a premium to NAV during the past several years, shares~~ Shares of closed-end ~~funds investment companies such as the Fund~~ frequently trade at a discount from ~~their net asset value~~ NAV. See “Risk Factors.” The Shares are listed and traded on the NYSE MKT. The average weekly trading volume of the Shares on the NYSE MKT during the calendar year ended December 31, 2011 was ~~837,079~~ 210,730 Shares.

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The following table shows for the quarters indicated: (i) the high and low sale price of the Shares on the NYSE MKT; (ii) the high and low NAV per Share; and (iii) the high and low premium or discount to NAV at which the Shares were trading (as a percentage of NAV):

Fiscal Quarter Ended	High Close	Low Close	High NAV	Low NAV	Premium/-(Discount) to High NAV	Premium/-(Discount) To Low NAV
<u>09/30/12</u>	<u>\$ 6.81</u>	<u>\$ 6.15</u>	<u>\$ 5.97</u>	<u>\$ 5.29</u>	<u>25.88%</u>	<u>15.24%</u>
<u>06/30/12</u>	<u>7.12</u>	<u>5.82</u>	<u>5.76</u>	<u>5.14</u>	<u>28.52</u>	<u>4.37</u>
<u>03/31/12</u>	<u>6.85</u>	<u>6.03</u>	<u>5.79</u>	<u>5.49</u>	<u>18.85</u>	<u>7.66</u>
12/31/11	<del>6.89</del> <u>8.35</u>	<del>5.65</del> <u>5.84</u>	<del>4.88</del> <u>5.52</u>	<del>5.30</del> <u>4.76</u>	<del>31.22%</del> <u>59.86</u>	<del>20.24%</del> <u>9.14</u>
09/30/11	<del>7.40</del> <u>9.80</u>	<del>6.04</del> <u>7.69</u>	<del>5.08</del> <u>6.40</u>	<del>5.99</del> <u>5.19</u>	<del>30.00</del> <u>58.96</u>	<del>20.40</del> <u>41.97</u>
06/30/11	<del>7.85</del> <u>9.97</u>	<del>6.83</del> <u>9.07</u>	<del>6.03</del> <u>6.68</u>	<del>5.65</del> <u>6.05</u>	<del>34.37</del> <u>57.35</u>	<del>19.03</del> <u>41.57</u>
03/31/11	<del>8.69</del> <u>9.85</u>	<del>7.21</del> <u>8.88</u>	<del>5.77</del> <u>6.83</u>	<del>5.32</del> <u>6.39</u>	<del>56.68</del> <u>46.64</u>	<del>27.04</del> <u>18.44</u>
12/31/10	<del>7.50</del> <u>10.75</u>	<del>6.77</del> <u>7.42</u>	<del>6.03</del> <u>6.65</u>	<del>5.73</del> <u>6.20</u>	<del>27.65</del> <u>63.77</u>	<del>17.75</del> <u>14.72</u>
09/30/10	<del>7.17</del> <u>10.50</u>	<del>6.75</del> <u>9.48</u>	<del>5.62</del> <u>6.35</u>	<del>5.19</del> <u>8.4</u>	<del>33.02</del> <u>69.20</u>	<del>20.28</del> <u>55.34</u>
06/30/10	<del>7.85</del> <u>10.95</u>	<del>6.39</del> <u>9.16</u>	<del>6.22</del> <u>7.30</u>	<del>5.22</del> <u>9.6</u>	<del>29.89</del> <u>68.33</u>	<del>21.20</del> <u>43.82</u>
03/31/10	<del>9.16</del> <u>11.03</u>	<del>6.05</del> <u>9.72</u>	<del>6.48</del> <u>7.37</u>	<del>5.71</del> <u>6.68</u>	<del>41.20</del> <u>56.44</u>	<del>13.95</del> <u>42.45</u>
12/31/09	<del>9.56</del> <u>13.25</u>	<del>8.89</del> <u>10.24</u>	<del>6.58</del> <u>7.30</u>	<del>6.09</del> <u>7.02</u>	<del>50.15</del> <u>83.19</u>	<del>41.72</del> <u>42.56</u>
09/30/09	<del>10.28</del> <u>13.07</u>	<del>8.86</del> <u>10.25</u>	<del>6.56</del> <u>7.28</u>	<del>5.92</del> <u>6.53</u>	<del>69.76</del> <u>80.28</u>	<del>42.90</del> <u>54.37</u>
06/30/09	<del>14.71</del> <u>10.6</u>	<del>8.00</del> <u>6.50</u>	<del>6.78</del> <u>11.4</u>	<del>5.98</del> <u>6.68</u>	<del>77.26</del> <u>48.16</u>	<del>46.84</del> <u>4.32</u>
03/31/09	<del>10.02</del> <u>9.50</u>	<del>6.65</del> <u>5.30</u>	<del>7.40</del> <u>7.99</u>	<del>5.50</del> <u>5.71</u>	<del>61.71</del> <u>22.68</u>	<del>2.19</del> <u>3.75</u>

### Recent Rights Offerings

The Fund conducted a rights offering that expired on December 10, 2010 and included similar terms and conditions as this Offering (the “2010 Offering”). Pursuant to the 2010 Offering, which was fully subscribed, the Fund issued 1,006,384 Shares (46,351 Shares of which were Over-Allotment Shares) at a subscription price of \$7.23 per Share, for a total offering of \$7,275,425.

~~The Fund conducted a rights offering that expired on May 6, 2011 and included similar terms and conditions as this Offering (the “2011 Offering”). Pursuant to the 2011 Offering, which was fully subscribed, the Fund issued 6,254,468 2,628,010 Shares (3,127,234 1,314,005 Shares of which were Over-Allotment Shares) at a subscription price of \$6.49 5.54 per Share, for a total offering of \$40,591,497. Except for the 2011 Offering, the Fund has not conducted any other rights offerings 14,559,175.~~

### Repurchase of Shares

As has been done in the past to enhance ~~Shareholder~~ Stockholder value, pursuant to Section 23 of the Investment Company Act, the Fund may purchase ~~its~~ Shares on the open market from time to time, at such times, and in such amounts as may be deemed advantageous to the Fund. Nothing herein shall be considered a commitment to purchase such ~~S~~ shares. The Fund had no repurchases during the year ended December 31, 2011. No limit has been placed on the number of Shares to be repurchased by the Fund other than those imposed by federal securities laws. All purchases are made in accordance with federal securities laws, with Shares repurchased held in treasury, ~~for~~ for future use by the Fund. In determining to repurchase ~~its~~ Shares, the Board of ~~Trustees~~ Directors, in consultation with the Adviser, will consider such factors as the market price of the Shares, the net asset value of the Shares, the liquidity of the assets of the Fund, effect on the Fund’s expenses, whether such transactions would impair the Fund’s status as a regulated investment company or result in a failure to comply with applicable asset coverage requirements, general economic conditions and such other events or conditions, which may have a material effect on the Fund’s ability to consummate such transactions.

### Preferred Shares

~~The Declaration of Trust authorizes the issuance of an unlimited number of shares with preference rights, including preferred shares (“preferred shares”), having no par value per share or such other amount as the Trustees may establish, in one or more series, with rights as determined by the Board of Trustees, by~~

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~~action of the Board of Trustees without the approval of the Shareholders. The Board may issue preferred shares in the future, but has no current intention to do so.~~

~~Under the requirements of the 1940 Act, the Fund must, immediately after the issuance of any preferred shares, have an “asset coverage” of at least 200%. Asset coverage means the ratio which the value of the total assets of the Fund, less all liability and indebtedness not represented by senior securities (as defined in the 1940 Act), bears to the aggregate amount of senior securities representing indebtedness of the Fund, if any, plus the aggregate liquidation preference of the preferred shares. If the Fund seeks a rating of the preferred shares, asset coverage requirements, in addition to those set forth in the 1940 Act, may be imposed. The liquidation value of the preferred shares is expected to equal their aggregate original purchase price plus redemption premium, if any, together with any accrued and unpaid dividends thereon (on a cumulative basis), whether or not earned or declared. The terms of the preferred shares, including their dividend rate, voting rights, liquidation preference and redemption provisions, will be determined by the Board of Trustees (subject to applicable law and the Fund’s Declaration of Trust) if and when it authorizes the preferred shares. The Fund may issue preferred shares that provide for the periodic redetermination of the dividend rate at relatively short intervals through an auction or remarketing procedure, although the terms of the preferred shares may also enable the Fund to lengthen such intervals. At times, the dividend rate as redetermined on the Fund’s preferred shares may approach or exceed the Fund’s return after expenses on the investment of proceeds from the preferred shares and **the Fund’s leveraged capital structure would result in a lower rate of return to Shareholders than if the Fund were not so structured.** If issued, preferred shares may be viewed as adding leverage to the Fund.~~

~~In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Fund, the terms of any preferred shares may entitle the holders of preferred shares to receive a preferential liquidating distribution (expected to equal the original purchase price per share plus redemption premium, if any, together with accrued and unpaid dividends, whether or not earned or declared and on a cumulative basis) before any distribution of assets is made to holders of Shares. After payment of the full amount of the liquidating distribution to which they are entitled, the preferred Shareholders would not be entitled to any further participation in any distribution of assets by the Fund.~~

~~Under the 1940 Act, if at any time dividends on the preferred shares are unpaid in an amount equal to two full years’ dividends thereon, the holders of all outstanding preferred shares, voting as a class, will be allowed to elect a majority of the Fund’s Trustees until all dividends in default have been paid or declared and set apart for payment. In addition, if required by the rating agency rating the preferred shares or if the Board of Trustees determines it to be in the best interests of the Shareholders, issuance of the preferred shares may result in more restrictive provisions than required by the 1940 Act being imposed. In this regard, holders of the preferred shares may be entitled to elect a majority of the Fund’s Board of Trustees in other circumstances, for example, if one payment on the preferred shares is in arrears.~~

~~If the Fund were to issue preferred shares, it is expected that the Fund would seek a AAA/Aaa credit rating for the preferred shares from a Rating Agency. In that case, as long as preferred shares are outstanding, the composition of its portfolio would reflect guidelines established by such Rating Agency. Although, as of the date hereof, no such Rating Agency has established guidelines relating to any such preferred shares, based on previous guidelines established by such Rating Agencies for the securities of other issuers, the Fund anticipates that the guidelines with respect to the preferred shares would establish a set of tests for portfolio composition and asset coverage that supplement (and in some cases are more restrictive than) the applicable requirements under the 1940 Act. Although, at this time, no assurance can be given as to the nature or extent of the guidelines, which may be imposed in connection with obtaining a rating of the preferred shares, the Fund currently anticipates that such guidelines will include asset coverage requirements, which are more restrictive than those under the 1940 Act, restrictions on certain portfolio investments and investment practices, requirements that the Fund maintain a portion of its net assets in short-term, high-quality, fixed income securities and certain mandatory redemption requirements relating to the preferred shares. No assurance can be given that the guidelines actually imposed with respect to the preferred shares by such Rating Agency will be more or less restrictive than as described in this prospectus.~~

~~*Anti-Takeover [Additional Provisions in the Declaration of Trust of the Charter and By-laws](#)*~~

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~~—The Declaration of Trust includes provisions that could have the effect of limiting the ability of other entities or persons to acquire control of the Fund or to change the composition of the Board of Trustees, and could have the effect of depriving the Fund's Shareholders of an opportunity to sell their Shares at a premium over prevailing market prices by discouraging a third party from seeking to obtain control of the Fund. These provisions may have the effect of discouraging attempts to acquire control of the Fund, which attempts could have the effect of increasing the expenses of the Fund and interfering with the normal operation of the Fund. A Trustee may be removed from office without A Director may be removed from office only for cause, at any time by a written instrument signed or adopted by a vote of the holders of at least a majority of the ~~Shares~~ shares of the Fund that are entitled to vote in the election of such ~~Trustee~~ Director or by not less than a majority of Directors then in office. The By-laws prohibit the Fund from issuing senior securities. The By-laws also include certain notice requirements regarding Stockholder nominees for Directors and proposals that may have the effect of delaying a change of control.~~

~~—The Declaration of Trust provides that the Fund may not merge into another entity, or sell, lease or exchange all or substantially all of its assets without the approval of at least two-thirds of the Trustees and 50% of the affected Shareholders.~~

~~In addition, the Declaration of Trust requires the favorable vote of the holders of at least 50% of the outstanding shares of each class of the Fund, voting as a class, then entitled to vote to approve, adopt or authorize certain transactions with 5% or greater holders of the Fund's outstanding shares and their affiliates or associates, unless two-thirds of the Board of Trustees have approved by resolution a memorandum of understanding with such holders, in which case normal voting requirements would be in effect. For purposes of these provisions, a 5% or greater holder of outstanding shares (a "Principal Shareholder") refers to any person who, whether directly or indirectly and whether alone or together with its affiliates and associates, beneficially owns 5% or more of the outstanding Shares of the Fund. The transactions subject to these special approval requirements are: (i) the merger or consolidation of the Fund or any subsidiary of the Fund with or into any Principal Shareholder; (ii) the issuance of any securities of the Fund to any Principal Shareholder for cash (other than pursuant to any automatic dividend reinvestment plan or pursuant to any offering in which such Principal Shareholder acquires securities that represent no greater a percentage of any class or series of securities being offered than the percentage of any class of shares beneficially owned by such Principal Shareholder immediately prior to such offering or, in the case of securities, offered in respect of another class or series, the percentage of such other class or series beneficially owned by such Principal Shareholder immediately prior to such offering); (iii) the sale, lease or exchange of all or any substantial part of the assets of the Fund to any Principal Shareholder (except assets having an aggregate fair market value of less than \$1,000,000, aggregating for the purpose of such computation all assets sold, leased or exchanged in any series of similar transactions within a twelve month period); (iv) the sale, lease or exchange to the Fund or any subsidiary thereof, in exchange for securities of the Fund, of any assets of any Principal Shareholder (except assets having an aggregate fair market value of less than \$1,000,000, aggregating for the purposes of such computation all assets sold, leased or exchanged in any series of similar transactions within a twelve month period); or (v) the purchase by the Fund, or any entity controlled by the Fund, of any Shares from any Principal Shareholder or any person to whom any Principal Shareholder transferred Shares.~~

~~The Board of Trustees has determined that provisions with respect to the Board of Trustees and the 50% voting requirements described above are in the best interest of the Fund's Shareholders generally. Reference should be made to the Declaration of Trust on file with the SEC for the full text of these provisions.~~

## LEGAL MATTERS

Certain legal matters in connection with the Shares will be passed upon for the Fund by Blank Rome LLP, New York, New York.

## REPORTS TO ~~SHAREHOLDERS~~ CKHOLDERS

The Fund sends its ~~Shareholders~~ ckholders unaudited semi-annual and audited annual reports, including a list of investments held.

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## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Tait, Weller & Baker LLP is the independent registered public accounting firm for the Fund and ~~audits~~ will audit the Fund's financial statements. Tait, Weller & Baker LLP is located at 1818 Market Street, Suite 2400, Philadelphia, Pennsylvania 19103.

## ADDITIONAL INFORMATION

The prospectus and the Statement of Additional Information do not contain all of the information set forth in the Registration Statement that the Fund has filed with the SEC (file No. 333-172351987). The complete Registration Statement may be obtained from the SEC at [www.sec.gov](http://www.sec.gov). See the cover page of this prospectus for information about how to obtain a paper copy of the Registration Statement or Statement of Additional Information without charge.

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**THE FUND'S PRIVACY POLICY**

<b>FACTS</b>	<b>WHAT DOES CORNERSTONE <del>PROGRESSIVE</del> <u>TOTAL</u> RETURN FUND, INC.</b> (“CORNERSTONE” OR THE “FUND”), AND SERVICE PROVIDERS TO THE FUND, ON THE FUND’S BEHALF, DO WITH YOUR PERSONAL INFORMATION?
Why?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
What?	<p>The types of personal information we, and our service providers, on our behalf, collect and share depends on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>• Social Security number</li> <li>• account balances</li> <li>• account transactions</li> <li>• transaction history</li> <li>• wire transfer instructions</li> <li>• checking account information</li> </ul> <p>When you are <i>no longer</i> our customer, we continue to share your information as described in this notice.</p>
How?	All financial companies need to share customers’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers’ personal information; the reasons the Fund, and our service providers, on our behalf, choose to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Cornerstone share?	Can you limit this sharing?
<b>For our everyday business purposes</b> – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
<b>For our marketing purposes</b> – to offer our products and services to you	No	We don’t share
<b>For joint marketing with other financial companies</b>	No	We don’t share
<b>For our affiliates’ everyday business purposes</b> – information about your transactions and experiences	Yes	No
<b>For our affiliates’ everyday business purposes</b> – information about your creditworthiness	No	We don’t share
<b>For our affiliates to market to you</b>	No	We don’t share

For nonaffiliates to market to you	No	We don't share
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Questions?	Call (513) 326-3597
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What we do	
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<b>Who is providing this notice?</b>	Cornerstone <del>Progressive Total</del> Return Fund, <del>Inc.</del> (“Cornerstone” or the “Fund”)
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<b>How does the Fund, and the Fund’s service providers, on the Fund’s behalf, protect my personal information?</b>	To protect your personal information from unauthorized access and use, we and our service providers use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
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<b>How does the Fund, and the Fund’s service providers, on the Fund’s behalf, collect my personal information?</b>	<p>We collect your personal information, for example, when you:</p> <ul style="list-style-type: none"> <li>▪ open an account</li> <li>▪ provide account information</li> <li>▪ give us your contact information</li> <li>▪ make a wire transfer</li> </ul> <p>We also collect your information from others, such as credit bureaus, affiliates, or other companies.</p>
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<b>Why can’t I limit all sharing?</b>	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> <li>▪ sharing for affiliates’ everyday business purposes – information about your creditworthiness</li> <li>▪ affiliates from using your information to market to you</li> <li>▪ sharing for nonaffiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>
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Definitions	
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<b>Affiliates</b>	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone Advisors, Inc., Cornerstone <del>Total Progressive</del> Return Fund, <del>Inc.</del> and Cornerstone Strategic Value Fund, Inc.</i></li> </ul>
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<b>Nonaffiliates</b>	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone does not share with nonaffiliates so they can market to you.</i></li> </ul>
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<b>Joint marketing</b>	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone does not jointly market.</i></li> </ul>
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~~**Cornerstone Progressive Return Fund**~~  
~~**15,776,109 Rights for 5,258,703 Shares of**~~  
~~**Beneficial Interest**~~

*Not part of the Prospectus*

Cornerstone Total Return Fund, Inc.

[ ] Rights for

[ ] Shares of Common Stock

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**PROSPECTUS**

**May 24**[ ], 2012

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Comparison Details	
Title	<b>pdfDocs compareDocs Comparison Results</b>
Date & Time	10/17/2012 10:57:00 AM
Comparison Time	5.38 seconds
compareDocs version	v3.4.7.10

Sources	
Original Document	[#12202101] [v1] CFP Prospectus Rights Offering 497 (as filed on May 24, 2012).docDMS Information
Modified Document	[#12239839] [v4] CRF Prospectus - Rights Offering 2012.docDMS information

Comparison Statistics	
Insertions	550
Deletions	172
Changes	725
Moves	88
TOTAL CHANGES	1535

Word Rendering Set Markup Options	
Name	Standard
<u>Insertions</u>	
<del>Deletions</del>	
<u>Moves</u> / <del>Moves</del>	
Inserted cells	
Deleted cells	
Merged cells	
Formatting	Color only.
Changed lines	Mark left border.
Comments color	ByAuthorcolor options]
Balloons	False

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after Saving	General	Always
Report Type	Word	Formatting
Character Level	Word	True
Include Headers / Footers	Word	True
Include Footnotes / Endnotes	Word	True
Include List Numbers	Word	True
Include Tables	Word	True
Include Field Codes	Word	True
Include Moves	Word	True
Show Track Changes Toolbar	Word	True
Show Reviewing Pane	Word	True
Update Automatic Links at Open	Word	True
Summary Report	Word	End
Include Change Detail Report	Word	Separate
Document View	Word	Print
Remove Personal Information	Word	False

STATEMENT OF ADDITIONAL INFORMATION

~~NOVEMBER 21, 2011~~

11, 2012

CORNERSTONE TOTAL RETURN FUND, INC.  
C/O ULTIMUS FUND SOLUTIONS, LLC  
350 JERICHO TURNPIKE, SUITE 206  
JERICHO, NEW YORK 11753

THIS STATEMENT OF ADDITIONAL INFORMATION (“SAI”) IS NOT A PROSPECTUS. THIS SAI SHOULD BE READ IN CONJUNCTION WITH THE PROSPECTUS OF CORNERSTONE TOTAL RETURN FUND, INC. (THE “FUND”), DATED ~~NOVEMBER 21, 2011~~ 11, 2012 (THE “PROSPECTUS”), AS IT MAY BE SUPPLEMENTED FROM TIME TO TIME. CAPITALIZED TERMS USED BUT NOT DEFINED IN THIS SAI HAVE THE MEANINGS GIVEN TO THEM IN THE PROSPECTUS.

A COPY OF THE PROSPECTUS MAY BE OBTAINED WITHOUT CHARGE BY CALLING THE FUND COLLECT AT (513) 326-3597. THE FUND DOES NOT HAVE AN INTERNET WEBSITE. THE REGISTRATION STATEMENT OF WHICH THE PROSPECTUS IS A PART CAN BE REVIEWED AND COPIED AT THE PUBLIC REFERENCE ROOM OF THE SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) AT 100 F STREET NE, WASHINGTON, D.C. YOU MAY OBTAIN INFORMATION ON THE OPERATION OF THE PUBLIC REFERENCE ROOM BY CALLING THE SEC AT (202) 551-8090. THE FUND’S FILINGS WITH THE SEC ARE ALSO AVAILABLE TO THE PUBLIC ON THE SEC’S INTERNET WEBSITE AT WWW.SEC.GOV. COPIES OF THESE FILINGS MAY BE OBTAINED, AFTER PAYING A DUPLICATING FEE, BY ELECTRONIC REQUEST AT THE FOLLOWING E-MAIL ADDRESS: PUBLICINFO@SEC.GOV, OR BY WRITING THE SEC’S PUBLIC REFERENCE SECTION, 100 F ST. NE, WASHINGTON, D.C. 20549-0102.

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## FORWARD-LOOKING STATEMENTS

This SAI contains or incorporates by reference “forward-looking statements,” (within the meaning of the federal securities laws, ”) that involve risks and uncertainties. These statements describe our plans, strategies and goals and our beliefs and assumptions concerning future economic or other conditions and the outlook for the Fund, based on currently available information. In this SAI, words such as “anticipates,” “believes,” “expects,” “objectives,” “goals,” “future,” “intends,” “seeks,” “will,” “may,” “could,” “should,” and similar expressions are used in an effort to identify forward-looking statements, although some forward-looking statements may be expressed differently.

The Fund’s actual results could differ materially from those anticipated in the forward-looking statements because of various risks and uncertainties, including the factors set forth in the section headed “Risk Factors” in the Fund’s prospectus and elsewhere in the prospectus and this SAI. You should consider carefully the discussions of risks and uncertainties in the “Risk Factors” section in the prospectus. The forward-looking statements contained in this SAI are based on information available to the Fund on the date of this SAI, and the Fund assumes no obligation to update any such forward-looking statements, except as required by law.

## INVESTMENT RESTRICTIONS

The following investment restrictions are deemed fundamental policies and may be changed only by the vote of a majority of the Fund’s outstanding voting securities, which as used in this SAI means the lesser of (i) 67% of the Fund’s outstanding shares of Common Stock present at a meeting of the holders if more than 50% of the outstanding shares of Common Stock are present in person or by proxy or (ii) more than 50% of the Fund’s outstanding shares of Common Stock.

The Fund shall not:

- (1) Issue any senior securities (as defined in the Investment Company Act of 1940) except insofar as any borrowing permitted by item 2 below might be considered the issuance of senior securities.
- (2) Borrow money except (a) to purchase securities, provided that the aggregate amount of such borrowings may not exceed 20% of its total assets, taken at market value at time of borrowing, and (b) from banks for temporary or emergency purposes in an amount not exceeding 5% of its total assets, taken at market value at time of borrowing.
- (3) Mortgage, pledge or hypothecate its assets in an amount exceeding 30% of its total assets, taken at market value at time of incurrence.
- (4) Knowingly invest more than 20% of its total assets, taken at market value at time of investment in securities, subject to legal or contractual restrictions on resale, including securities which may be sold publicly only if registered under the Securities Act of 1933.
- (5) Act as an underwriter, except to the extent that, in connection with the disposition of portfolio securities, the Fund may be deemed to be an underwriter under applicable securities laws.
- (6) Purchase real estate or interests in real estate, except that the Fund may invest in securities secured by real estate or interests therein, or issued by companies, including real estate investment trusts, which deal in real estate or interests therein.
- (7) Make loans, except through the purchase of debt securities and the loaning of its portfolio securities in accordance with the Fund’s investment policies.
- (8) Invest in companies for the purpose of exercising control or management.



- (9) Purchase securities on margin (except that it may obtain such short-term credits as may be necessary for the clearance of purchases or sales of securities) or make short sales of securities (except for sales “against the box”).
- (10) Purchase or retain securities of any issuer if, to the Fund’s knowledge, those officers and directors of the Fund or the Adviser individually owning beneficially more than ½ of 1% of the outstanding securities of such issuer together own beneficially more than 5% of such issuer’s outstanding securities.
- (11) Invest in commodities or commodity contracts, or write or purchase puts, calls or combinations of both.
- ~~(12) Purchase the securities of any other investment company, except (a) in connection with a merger, consolidation, acquisition of assets or other reorganization approved by the Fund’s shareholders, and (b) in the case of securities of closed-end investment companies only, in the open market where no commission other than the ordinary broker’s commission is paid; provided, however, that in no event may investments in securities of other investment companies exceed 10% of the Fund’s total assets taken at market value at time of purchase.~~
- (12) ~~(13)~~ Invest more than 25% of its total assets, taken at market value at time of purchase, in securities of issuers in any one industry.
- (13) ~~(14)~~ Purchase securities issued by the Trust Company or any company of which 50% or more of the voting securities are owned by the Trust Company or an affiliate of the Trust Company, or any investment company (excluding the Fund) or real estate investment trust managed or advised by the Trust Company or any such company.\*
- (14) ~~With Invest prospect han 5 to 75%~~ of its total assets, ~~taken at market value at time of the Fund may not purchase a security, (15) — in other than securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities and securities of other investment companies, if as a result of such purchase, more than 5% of the value of the Fund’s total assets would be invested in the~~ securities of any one issuer ~~other than the United States Government or its instrumentalities; or invest in the securities of companies which (together with the predecessors) have a record of less than three years continuous operation, or purchase, or the Fund would own~~ more than 10% of ~~any class of the outstanding~~ voting securities of any one issuer.
- (15) ~~(16)~~ Purchase interests in oil, gas or other mineral exploration programs; however, this limitation will not prohibit the acquisition of securities of companies engaged in the production or transmission of oil, gas or other minerals.

If a percentage restriction on investment or utilization of assets set forth in items 2, 3, 4, 10, 12, 13, ~~14 or 15~~ or 14 above is adhered to at the time an investment is made, a later change in percentage resulting from, for example, changing values or a change in the rating of a portfolio security will not be considered a violation. The Fund may exchange securities, exercise any conversion rights or exercise warrants or other rights to purchase common stock or other equity securities and may hold any such securities so acquired without regard to the foregoing investment restrictions, but the value of the securities so acquired shall be included in any subsequent determination of the Fund’s compliance with the 20% limitation referred to in item 2 above.

\* Investment restriction number ~~14-13~~ is no longer applicable to the Fund, as it was written at a time when United States Trust Company of New York was the investment adviser to the Fund.

## MANAGEMENT

The Board of Directors of the Fund (the “Board”) has the responsibility for the overall management of the Fund, including general supervision and review of the Fund’s investment activities and its conformity with Delaware law and the policies of the Fund. The Board elects the officers of the Fund, who are responsible for administering the Fund’s day-to-day operations.

The Directors, including the Directors who are not interested persons of the Fund, as that term is defined in the 1940 Act (“Independent Directors”), and executive officers of the Fund, their ages and principal occupations during the past five years are set forth below.

**INDEPENDENT DIRECTORS**

<b>NAME AND ADDRESS* (BIRTHDATE)</b>	<b>POSITION(S) HELD WITH FUND</b>	<b>TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE</b>	<b>PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS</b>	<b>NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY DIRECTOR</b>	<b>OTHER DIRECTORSHIPS HELD BY DIRECTOR</b>
Glenn W. Wilcox, Sr. (Dec. 1931)	Director; Chairman of Audit Committee and Nominating and Corporate Governance Committee Member	Since 2001 (Until 2012 <sup>3</sup> )	Chairman of the Board, Tower Associates, Inc.; Chairman of the Board <b>and Chief Executive Officer</b> of Wilcox Travel Agency, Inc.; Director/Trustee of Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund	3	<b>Director of Wachovia Corp. WNC Regional Advisory Board;</b> Director of Champion Industries, Inc.
Andrew A. Strauss (Nov. 1953)	Director; Chairman of Nominating and Corporate Governance Committee and Audit Committee Member	Since 2001 (Until 2012 <sup>3</sup> )	Attorney and senior member of Strauss & Associates, P.A., Attorneys, <del>Asheville</del> <b>and Hendersonville, NC; previous President of White Knight Healthcare, Inc. and LMV Leasing, Inc., a wholly-owned subsidiary of Xerox Credit Corporation;</b> Director/Trustee of Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund	3	<b>Director of Deerfield Episcopal Retirement Community</b> <u>None</u>

**INDEPENDENT DIRECTORS**

<b>NAME AND ADDRESS* (BIRTHDATE)</b>	<b>POSITION(S) HELD WITH FUND</b>	<b>TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE</b>	<b>PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS</b>	<b>NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY DIRECTOR</b>	<b>OTHER DIRECTORSHIPS HELD BY DIRECTOR</b>
Edwin Meese III (Dec. 1931)	Director; Audit, Nominating and Corporate Governance Committee Member	Since 2001 (Until 2012)	Distinguished Fellow, The Heritage Foundation Washington D.C.; Distinguished Visiting Fellow at the Hoover Institution, Stanford University; Senior Adviser, Revelation L.P.; Director/Trustee of Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund	3	<a href="#"><u>None</u></a>
<b>Thomas H. Lenagh (Nov. 1924)</b>	<b>Director; Audit, Nominating and Corporate Governance Committee Member</b>	<b>Since 2002 (Until 2012)</b>	<b>Independent Financial Advisor; Director of Photonics Products Group; Director/Trustee of Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund</b>	<b>3</b>	<b>Director of Adams Express Company, Petroleum and Resources Corporation, and PPGI Industries.</b>

**INDEPENDENT DIRECTORS**

NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY DIRECTOR	OTHER DIRECTORSHIPS HELD BY DIRECTOR
Scott B. Rogers (July 1955)	Director; Audit, Nominating and Corporate Governance Committee Member	Since 2001 (Until 2012 <del>3</del> )	<del>Chairman</del> <u>Director</u> , Board of Health Partners, Inc.; Chief Executive Officer, Asheville Buncombe Community Christian Ministry; and President, ABCCM Doctor's Medical Clinic; <del>Appointee, NC Governor's Commission on Welfare to Work</del> ; Director/Trustee of Cornerstone Strategic Value Fund Inc. and Cornerstone Progressive Return Fund	3	<del>Chairman &amp; Director, Recycling Unlimited; Director of A-B Vision Board, Interdenominational Ministerial Alliance, Faith Partnerships, Inc.</del> <u>None</u>

**INTERESTED DIRECTOR**

Ralph W. Bradshaw (Dec. 1950)***	Chairman of the Board of Directors and President	Since 2001 (Until 2012 <del>3</del> )	President, Cornerstone Advisors Inc.; Financial Consultant; President and Director/Trustee of Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund	3	
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\* The mailing address of each Director and ~~Officer~~ is c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753.

\*\* As of December 31, 2010~~1~~, the Fund Complex is comprised of the Fund, Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund, all of which are managed by Cornerstone Advisors, Inc. ~~, the Adviser.~~ Each of the above Directors oversees all of the Funds in the Fund Complex.

\*\*\* Mr. Bradshaw is an "interested person" as defined in the Investment Company Act of 1940 because of his affiliation with Cornerstone Advisors, Inc.

The Board believes that the significance of each Director's experience, qualifications, attributes or skills is an individual matter (meaning that experience that is important for one Director may not have the same value for another) and that these factors are best evaluated at the Board level, with no single Director, or particular factor, being indicative of the Board's effectiveness. The Board determined that each of the Directors is qualified to serve as a Director of the Fund based on a review of the experience, qualifications, attributes and skills of each Director. In reaching this determination, the Board has considered a variety of criteria, including, among other things: character and integrity; ability to review critically, evaluate, question and discuss information provided, to exercise effective business judgment in protecting stockholder interests and to interact effectively with the other Directors, the Adviser, other service providers, counsel and the independent registered accounting firm ("independent auditors"); and willingness and ability to commit the time necessary to perform the duties of a Director. Each Director's ability to perform his duties effectively is evidenced by his experience or achievements in the following areas: management or board experience in the investment management industry or companies or organizations in other fields, educational background and professional training; and experience as a Director of the Fund. In addition, the Board values the diverse skill sets and experiences that each Director contributes. The Board considers that its diversity as a whole is as a result of a combination of Directors who are working in the private, as opposed to public, sector, those that are retired from professional work and the various perspectives that each Director provides as a result of his present experiences and his background. Information discussing the specific experience, skills, attributes and qualifications of each Director which led to the Board's determination that the Director should serve in this capacity is provided below.

*Ralph W. Bradshaw.* Mr. Bradshaw is co-founder of Cornerstone Advisors, Inc. and has served as its President since its inception in 2001. He brings over 18-20 years of extensive investment management experience and also serves as a director of several other closed-end funds. Prior to founding the Adviser, he served in consulting and management capacities for registered investment advisory firms specializing in closed-end fund investments. His experiences included developing and implementing successful trading strategies with a variety of underlying portfolios containing domestic and international equity and fixed-income investments. In addition, he has been a financial consultant and has held managerial positions or operated small businesses in several industries. Mr. Bradshaw holds a B.S. in Chemical Engineering and an M.B.A. Mr. Bradshaw provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with service providers, counsel and the Fund's independent auditor. Mr. Bradshaw commits a significant amount of time to the Fund as a Director, in addition to in his capacity as President of the Adviser. The Board values his strong moral character and integrity.

~~**Thomas H. Lenagh. Mr. Lenagh has been involved in the investment company and financial industry for over 40 years, including as a member of the Board of Directors of the Merrill Lynch Funds for over ten years. Earlier in his career, Mr. Lenagh served as the Chief Executive Officer of a public company for approximately five years. In addition to the Cornerstone Funds' Boards, he serves on the boards of three other public companies. Mr. Lenagh is a Chartered Financial Analyst. Mr. Lenagh provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Lenagh has demonstrated a willingness to commit the time necessary to serve as an effective Director. The Board values his strong moral character and integrity.**~~

*Edwin Meese III.* Mr. Meese holds the Ronald Reagan Chair in Public Policy at The Heritage Foundation and is also the Chairman of The Heritage Foundation's Center for Legal and Judicial Studies. He is the former chairman of the governing board of George Mason University in Virginia and serves on the board of several civic and educational organizations. Previously, Mr. Meese served as the 75th Attorney General of the United States and immediately prior to that as Counselor to the President of the United States for Ronald Reagan. Mr. Meese provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with the Adviser, other service providers, counsel and

the Fund's independent auditor. Mr. Meese has demonstrated a willingness to commit the time necessary to serve as an effective Director. The Board values his strong moral character and integrity.

*Scott B. Rogers.* Reverend Rogers has been the Executive Director of a regional community ministry organization for over 30 years. In addition to the leadership and management skills obtained through this work, he contributes a non-profit perspective and community insight to the Board's discussions and deliberations, which provides desirable diversity. Mr. Rogers provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Rogers has demonstrated a willingness to commit the time necessary to serve as an effective Director. The Board values his strong moral character and integrity.

*Andrew A. Strauss.* Mr. Strauss is an experienced attorney with a securities law background. He currently manages a law firm specializing in estate planning, probate and estate administration. In addition, Mr. Strauss served in an executive capacity with a large public company for over nine years. He is a graduate of the Wharton School of the University of Pennsylvania and Georgetown University Law Center. Mr. Strauss provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Strauss has demonstrated a willingness to commit the time necessary to serve as an effective Director. The Board values his strong moral character and integrity.

*Glenn W. Wilcox, Sr.* Mr. Wilcox has been a business owner for over 55 years. He has previous business experience in the real estate development, radio and oil and gas exploration industries. He serves on the Board of Directors and Audit Committee of another public company. From 1996 until 2004, Mr. Wilcox was a member of the Board of Appalachian State University, and was Chairman of the Board from 2001-2003. He has been a private investor in public equities for over 50 years. Mr. Wilcox provides the Board with effective business judgment and an ability to interact effectively with the other Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Wilcox has demonstrated a willingness to commit the time necessary to serve as an effective Director. The Board values his strong moral character and integrity.

Specific details regarding each Director's principal occupations during the past five years are included in the table above. The summaries set forth above as to the experience, qualifications, attributes and/or skills of the Directors do not constitute holding out the Board or any Director as having any special expertise or experience, and do not impose any greater responsibility or liability on any such person or on the Board as a whole than would otherwise be the case.

The following table sets forth, for each Director, the aggregate dollar range of equity securities owned of the Fund and of all Funds overseen by each Director in the Fund Complex as of **December September 30, 2010**. The information as to beneficial ownership is based on statements furnished to the Fund by each Director.

NAME OF DIRECTOR	DOLLAR RANGE OF EQUITY SECURITIES IN THE FUND	AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL REGISTERED INVESTMENT COMPANIES OVERSEEN BY DIRECTOR IN FAMILY OF INVESTMENT COMPANIES
<b>INDEPENDENT DIRECTORS</b>		
<b>Thomas H. Lenagh</b>	<b>None</b>	<b>\$1-\$10,000</b>

NAME OF DIRECTOR	DOLLAR RANGE OF EQUITY SECURITIES IN THE FUND	AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL REGISTERED INVESTMENT COMPANIES OVERSEEN BY DIRECTOR IN FAMILY OF INVESTMENT COMPANIES
Edwin Meese III	None	None
Scott B. Rogers	None	Over \$100,000
Andrew A. Strauss	<del>\$1-\$10,000</del> - <u>\$10,000</u>	<del>\$1-\$1</del> - \$10,000
Glenn W. Wilcox Sr.	\$1 - \$10,000	\$10,001 - \$50,000
INTERESTED DIRECTOR		
Ralph W. Bradshaw	\$10,001 - \$50,000	Over \$100,000

### EXECUTIVE OFFICERS

The Board elects the officers of the Fund annually. In addition to Mr. Bradshaw, the current principal officers of the Fund are:

NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS
Gary A. Bentz (June 1956)	Chief Compliance Officer; Secretary and Assistant Treasurer	Since 2004, 2008, 2009, respectively	Chairman and Chief Financial Officer of Cornerstone Advisors; <del>Inc.; previous Director, Vice President and Treasurer of the Fund and Cornerstone Strategic Value Fund, Inc.;</del> Financial Consultant, C.P.A.; Chief Compliance Officer, Secretary, and Assistant Treasurer of Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund
<del>Frank J. Maresea</del> <u>Theresa M. Bridge</u> ( <del>Oct</del> <u>Dec.</u> 19 <u>58</u> <u>09</u> )	Treasurer	Since <del>2009</del> <u>2012</u>	<del>Executive</del> Vice President <u>and</u> <u>Mutual Fund Controller</u> of Ultimus Fund Solutions, LLC( <del>since March 2009</del> ) <del>previous</del> <del>Executive Director, JP Morgan Chase &amp; Co.; Previous President of Bear Stearns Funds Management Inc.; Previous Senior Managing Director of Bear Stearns &amp; Co. Inc.;</del> <del>Treasurer of the Fund and Cornerstone Progressive Return Fund (since May 2009)</del>

\* The mailing address of each officer is c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753.



## COMPENSATION

The Fund will pay an annual fee in the amount of \$10,000 to each Director who is not an officer or employee of the Adviser (or any affiliated company of the Adviser). All Directors are reimbursed by the Fund for all reasonable out-of-pocket expenses incurred relating to attendance at meetings of the Board of Directors or committee meetings.

The table set forth below includes information regarding compensation from the Fund and other funds in the Fund Complex for each of the Directors during the year ended December 31, 2010. This information does not reflect any additional monies received for a named individual serving in any other capacity to the Fund. Please note that the Fund has no bonus, profit sharing, pension or retirement plans, none of the officers of the Fund receive compensation from the Fund, nor does any person affiliated with the Fund receive compensation in excess of \$60,000 from the Fund.

NAME OF PERSON, POSITION	AGGREGATE COMPENSATION FROM FUND	PENSION OR RETIREMENT BENEFITS ACCRUED AS PART OF FUND EXPENSES	ESTIMATED ANNUAL BENEFITS UPON RETIREMENT	TOTAL COMPENSATION FROM FUND AND FUND COMPLEX PAID TO DIRECTORS*
INDEPENDENT DIRECTOR				
Glenn W. Wilcox, Sr.	\$10,000	None	None	\$45,000
Andrew A. Strauss	\$10,000	None	None	\$45,000
Edwin Meese III	\$10,000	None	None	\$45,000
Scott B. Rogers	\$10,000	None	None	\$45,000
<b>Thomas H. Lenagh</b>	<b>\$10,000</b>	<b>None</b>	<b>None</b>	<b>\$45,000</b>
INTERESTED DIRECTOR				
Ralph W. Bradshaw	\$0	None	None	\$0

\* For compensation purposes, the Fund Complex refers to the Fund, Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund, all of which were managed by Cornerstone Advisors, Inc. during the year ended December 31, 2010.

## DIRECTOR TRANSACTIONS WITH FUND AFFILIATES

As of ~~December~~ September 30, 2010, neither the Independent Directors nor members of their immediate family owned securities beneficially or of record in Cornerstone Advisors, Inc., or any affiliate thereof. Furthermore, over the past five years, neither the Independent Directors nor members of their immediate family have any direct or indirect interest, the value of which exceeds \$120,000, in Cornerstone Advisors, Inc. or any affiliate thereof. In addition, since the beginning of the last two fiscal years, neither the Independent Directors nor members of their immediate family have conducted any transactions (or series of transactions) or maintained any direct or indirect relationship in which the amount involved exceeds \$120,000 and to which Cornerstone Advisors, Inc. or any affiliate thereof, the Fund, an officer of the Fund, an investment company which the Cornerstone Advisors, Inc. advises or an officer thereof was a party.

## BOARD COMPOSITION AND LEADERSHIP STRUCTURE

The Board consists of ~~six~~ five individuals, one of whom is an Interested Director. The Chairman of the Board, Mr. Bradshaw, is the Interested Director and is the President of the Fund, the President of the Adviser, and is the President and a director of Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund. The Board does not have a lead independent director.

The Board believes that its structure facilitates the orderly and efficient flow of information to the Directors from the Adviser and other service providers with respect to services provided to the Fund, potential conflicts of interest that could arise from these relationships and other risks that the Fund may face. The Board further believes that its structure allows all of the Directors to participate in the full range of the Board's oversight responsibilities. The Board believes that the orderly and efficient flow of information and the ability to bring each Director's talents to bear in overseeing the Fund's operations is important, in light of the size and complexity of the Fund and the risks that the Fund faces. The Board and its committees review their structure regularly, to help ensure that it remains appropriate as the business and operations of the Fund and the environment in which the Fund operates changes.

Currently, the Board has an Audit Committee and a Nominating and Corporate Governance Committee. The responsibilities of each committee and its members are described below. Each of the Directors attended at least seventy-five (75%) percent of the five ~~(5)~~ meetings of the Board of Directors and the four ~~(4)~~ meetings of its committees (including regularly scheduled and special meetings) held during the calendar year ended December 31, 201~~0~~1.

### THE AUDIT COMMITTEE

~~During the calendar year ended December 31, 2010, the Audit Committee was comprised solely of Independent Directors. The members of the Audit Committee during this period were Messrs. Wilcox, Sr., Strauss, Rogers, Meese, and Lenagh. The Board of Directors has adopted an audit committee. The Fund has a standing Audit Committee (the "Audit Committee"), which is comprised of Messrs. Wilcox, Meese, Rogers and Strauss, all of whom are Directors who are not interested persons of the Fund, as such term is defined in Section 2(a)(19) of the Investment Company Act. The Audit Committee has a written~~ charter. The principal functions of the Audit Committee include but are not limited to, (i) the oversight of the accounting and financial reporting processes of the Fund and its internal control over financial reporting; (ii) the oversight of the quality and integrity of the Fund's financial statements and the independent audit thereof; and (iii) the approval, prior to the engagement of, the Fund's independent registered public accounting firm and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund's independent registered public accounting firm. The Audit Committee convened four ~~(4)~~ times during the 201~~0~~1 calendar year.

The Audit Committee currently does not have an Audit Committee Financial Expert, as such term is defined in Section 407 of the Sarbanes-Oxley Act of 2002. Rather, the Audit Committee members believe that each of their individual experiences provide the Audit Committee with sufficient experience and expertise to allow them to perform their duties as members of the Audit Committee.

### THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Fund has a standing Nominating and Corporate Governance Committee (the "N&CG Committee"), which is comprised of Messrs. Wilcox, Sr., Strauss, Rogers, ~~and~~ Meese, ~~and~~ Lenagh, all of whom are Independent Directors. The N&CG Committee has a written charter. In addition to its responsibility to oversee the corporate governance of the Fund, the N&CG Committee's principal function is to identify and select qualified candidates for the Board who have exhibited strong decision making ability, substantial business experience, relevant knowledge of the investment company industry (including closed-end funds), skills or technological expertise and exemplary personal integrity and reputation. In addition, the N&CG Committee seeks candidates that have experience and knowledge involving all of the service providers of a registered investment company.

The N&CG Committee will consider all nominees recommended by stockholders of the Fund, so long as stockholders send their recommendations in writing to the Secretary of the Fund in a

manner consistent with the Fund's By-laws. Specifically, the N&CG Committee assesses all director nominees taking into account several factors, including, but not limited to, issues such as the current needs of the Board and the nominee's: (i) integrity, honesty, and accountability; (ii) successful leadership experience and strong business acumen; (iii) forward-looking, strategic focus; (iv) collegiality; (v) independence and absence of conflicts of interests; and (vi) ability to devote necessary time to meet ~~d~~Director responsibilities. The N&CG Committee ~~will consider all nominees recommended by stockholders of the Fund, so long as stockholders send their recommendations in writing to the Secretary of the Fund in a manner consistent with the Fund's By-laws. does not have a policy with regard to considering diversity when identifying candidates for election, but would expect to consider racial, gender and professional experience diversity when identifying future candidates.~~ The N&CG Committee will ultimately recommend nominees that it believes will enhance the Board's ability to effectively oversee, in an effective manner, the affairs and business of the Fund. The N&CG Committee will consider and evaluate stockholder-recommended candidates by applying the same criteria used to evaluate director-recommended candidates. ~~Currently, the By-laws provide that the~~ The deadline for submitting a stockholder proposal for inclusion in the Fund's proxy statement and proxy for the Fund's 201~~23~~23 annual meeting of stockholders pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, ~~was is~~ is November ~~21, 20142.~~ 21, 20142. Stockholders wishing to submit proposals or director nominations that are to be included in such proxy statement and proxy must have delivered notice to the Secretary at the principal executive offices of the Fund not later than the close of business on November ~~21, 20142.~~ 21, 20142. Stockholders are also advised to review the Fund's By-laws, which contain additional requirements with respect to advance notice of stockholder proposals and director nominations.

~~In 2011, the N&CG Committee met and discussed the nomination of the Directors of the Fund for the 2011 Annual Meeting of Stockholders. Each Nominee was recommended by the N&CG Committee, comprised solely of Independent Directors.~~ The N&CG Committee convened four ~~(4)~~ times during the 201~~0~~1 calendar year.

## **BOARD'S ROLE IN RISK OVERSIGHT OF THE FUND**

The Board oversees risk management for the Fund directly and, as to certain matters, through its Audit and N&CG Committees. The Board exercises its oversight in this regard primarily through requesting and receiving reports from and otherwise working with the Fund's senior officers (including the Fund's Chief Compliance Officer), portfolio management personnel of the Adviser, the Fund's independent auditors, legal counsel and personnel from the Fund's other service providers. At its regular quarterly meetings, the Board receives a report regarding risks applicable to the Fund presented by the Adviser and the Chief Compliance Officer. The Board has adopted, on behalf of the Fund, and periodically reviews with the assistance of the Fund's Chief Compliance Officer, policies and procedures designed to address certain risks associated with the Fund's activities. In addition, the Adviser and the Fund's other service providers also have adopted policies, processes and procedures designed to identify, assess and manage certain risks associated with the Fund's activities, and the Board receives reports from service providers with respect to the operation of these policies, processes and procedures as required and/or as the Board deems appropriate. The Board does not believe that a separate Risk Oversight Committee is necessary for effective risk oversight at this time, but intends to continuously evaluate how it assesses risk and will consider again in the future whether any changes to their current structure are prudent.

## CODE OF ETHICS

The Adviser and the Fund have each adopted a Code of Ethics, pursuant to Section 204A and Rule 204A-1 under the Investment Advisers Act of 1940 and Rule 17j-1 under the 1940 Act, respectively. Each Code of Ethics applies to the personal investing activities of the Directors, officers and certain employees of the Fund or the Adviser (“Access Persons”), as applicable. Rule 17j-1 and each Code of Ethics are designed to prevent unlawful practices in connection with the purchase or sale of securities by Access Persons. Each Code of Ethics permits Access Persons to trade securities for their own accounts, including securities that may be purchased or held by the Fund, and generally requires them to report their personal securities transactions and holdings. The Fund’s Code of Ethics is included as an exhibit to the Fund’s registration statement, which will be on file with the SEC, and available as described on the cover page of this SAI. The Adviser’s and the Fund’s Codes of Ethics may also be reviewed and copied at the SEC’s Public Reference Room in Washington, D.C., and information on the operation of the Public Reference Room may be obtained by calling the SEC at (202) 551-8090. The Codes of Ethics are also available on the EDGAR Database on the SEC’s Internet site at <http://www.sec.gov>, and copies of the Codes of Ethics may be obtained, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC’s Public Reference Section, Washington, D.C. 20549-0102.

## PROXY VOTING PROCEDURES

### PROXY VOTING POLICIES AND PROCEDURES

The Fund provides a voice on behalf of stockholders of the Fund. The Fund views the proxy voting process as an integral part of the relationship with the Fund. The Fund has delegated its authority to vote proxies to the Adviser, subject to the supervision of the Board of Directors. The Adviser has entered into an arrangement with Glass, Lewis & Co., LLC. (“Glass Lewis”) whereby Glass Lewis votes all of the Fund’s portfolio companies’ proxy statements and records all of the proxy votes for compilation in the Form N-PX. The Fund believes that by engaging Glass Lewis, the Fund is in a better position to monitor corporate actions, analyze proxy proposals, make voting decisions and ensure that proxies are submitted promptly. The fundamental purpose of Glass Lewis’ Voting Policy Guidelines is to ensure that each vote will be in a manner that reflects the best interest of the Fund and its stockholders, and that maximizes the value of the Fund’s investment.

### POLICIES OF THE ADVISER

The Adviser has a contractual arrangement, on behalf of the Fund, with Glass Lewis for proxy voting services related to Fund portfolio holdings. Glass Lewis provides the Fund with a set of voting policies and procedures and votes all of the Fund’s portfolio securities on behalf of the Fund in accordance with those policies. It is the Adviser’s policy to vote all proxies received by the Fund in a timely manner. Upon receiving each proxy, Glass Lewis will review the issues presented and make a decision to vote for, against or abstain on each of the issues presented in accordance with the proxy voting guidelines adopted by the Fund. Generally, the guidelines support policies, plans and structures that give quality management teams appropriate latitude to run the business in a way that is likely to maximize value for owners. Conversely, the guidelines generally oppose proposals that clearly have the effect of restricting the ability of stockholders to realize the full potential value of their investment. With respect to shares of other investment companies, Glass Lewis will vote such shares in the same general proportion as shares held by other stockholders of that investment company.

### CONFLICTS OF INTEREST

The Adviser’s duty is to vote in the best interests of the Fund’s stockholders. The Adviser believes that, by delegating authority to vote all proxies to Glass Lewis, it will avoid potential conflicts of interest between the Adviser’s interests and the Fund’s interests. However, if a potential conflict of interest does arise, Glass Lewis will take one of the following steps to resolve the conflict:

1. If a proposal is addressed by the guidelines, Glass Lewis will vote in accordance with those guidelines; or
2. If the Adviser believes it is in the Fund’s best interest to depart from the guidelines provided, the Adviser will disclose the conflict to the Fund and obtain its consent to the proposed vote prior to voting the securities and instruct accordingly.

### MORE INFORMATION

The actual voting records relating to the Fund’s portfolio securities during the most recent 12-month period ended June 30<sup>th</sup> ~~will be~~ are available without charge, upon request, by calling collect (513) 326-3597 or in the Fund’s reports filed with the SEC and available on the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, a copy of the Fund’s<sup>2</sup> proxy voting policies and procedures is available by calling collect (513) 326-3597 and will be sent within three business days of receipt of ~~a~~ a-such request.

## INVESTMENT ADVISORY AND OTHER SERVICES

### INVESTMENT ADVISORY SERVICES

The management of the Fund is supervised by the Board of Directors. Cornerstone Advisors, Inc. provides investment advisory services to the Fund pursuant to an investment management agreement entered into with the Fund (an “Investment Management Agreement”).

The Adviser, located at 1075 Hendersonville Road, Suite 250, Asheville, North Carolina, 28803, is a North Carolina corporation. It was formed in February, ~~2001~~ for the purpose of providing investment advisory and management services to investment companies. Ralph W. Bradshaw, ~~a Fund Director~~ the Fund’s Chairman and President, and Gary A. Bentz, ~~an officer of the Fund~~ s Chief Compliance Officer, Secretary and Assistant Treasurer, are the only ~~stockholders~~ shareholders of the Adviser.

Under the general supervision of the Fund’s Board of Directors, the Adviser carries out the investment and reinvestment of the net assets of the Fund, continuously furnishes an investment program with respect to the Fund, determines which securities should be purchased, sold or exchanged, and implements such determinations. The Adviser furnishes to the Fund investment advice and office facilities, equipment and personnel for servicing the investments of the Fund.

The annual percentage rate and method used in computing the investment advisory fee of the Fund is described in the Prospectus.

The Investment Management Agreement is terminable, without penalty, on sixty days’ written notice, by a vote of the holders of a majority of the Fund’s outstanding shares, by the Directors of the Fund or by the Adviser. The Investment Management Agreement provides that it will automatically terminate in the event of its assignment. The Investment Management Agreement provides in substance that the Adviser shall not be liable for any action or failure to act in accordance with its duties thereunder in the absence of willful misfeasance, bad faith or gross negligence on the part of the Adviser or of reckless disregard of its obligations thereunder.

### ADMINISTRATIVE SERVICES

Under the Administration Agreement, Ultimus Fund Solutions, LLC (“Ultimus”), located at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, supplies executive, administrative and regulatory services for the Fund. ~~Frank J. Theresa M. Maresca~~ Bridge, the Fund’s Treasurer, is ~~an Executive~~ Vice President and Mutual Fund Controller of Ultimus. Ultimus supervises the preparation of reports to stockholders for the Fund, reports to and filings with the Securities and Exchange Commission and materials for meetings of the Board of Directors. For these services, the Fund pays Ultimus a monthly fee at an annual rate of 0.100% of its average daily net assets up to \$250 million and 0.075% of such assets in excess of \$250 million, subject to an annual minimum fee of \$50,000. ~~Currently, Ultimus has agreed to discount the annual minimum fee to \$30,000. This arrangement will remain in place until an amended fee is agreed upon by the Fund and Ultimus.~~

### FUND ACCOUNTING AGREEMENT

Under the Fund Accounting Agreement, Ultimus is responsible for calculating the net asset value of the common shares of the Fund and maintains the financial books and records of the Fund. For the performance of these services, the Fund pays Ultimus a base fee of \$2,500 per month plus an asset based fee of 0.010% of the first \$500 million of average daily net assets and 0.005% of such assets in excess of \$500 million.

Information regarding the Fund's custodian, transfer agent and independent public accounting firm is described in the Prospectus.

## PORTFOLIO MANAGERS

~~Mr.~~ Ralph W. Bradshaw is the portfolio manager responsible for the day-to-day management of the Fund (the “Portfolio Manager”). In addition, Mr. Bradshaw may consult with Gary Bentz, ~~another an~~ officer of the Adviser, regarding investment decisions. The following table shows the number of other accounts managed by Mr. Bradshaw and the total assets in the accounts managed within various categories as of ~~September~~ June 30, 201~~1~~2.

TYPE OF ACCOUNTS	NUMBER OF ACCOUNTS	TOTAL ASSETS (\$ IN MILLIONS)	ADVISORY FEE BASED ON PERFORMANCE	
			NUMBER OF ACCOUNTS	TOTAL ASSETS
RALPH W. BRADSHAW				
Registered Investment Companies	2	<del>139</del> <u>214.7</u>	0	0
Other Pooled Investments	0	0	0	0
Other Accounts	0	0	0	0

### CONFLICTS OF INTEREST

Conflicts of interest may arise because the Fund’s Portfolio Manager has day-to-day management responsibilities with respect to the Fund and two other accounts (i.e., Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund). These potential conflicts include:

*LIMITED RESOURCES.* The Portfolio Manager cannot devote his full time and attention to the management of each of the accounts that he manages. Accordingly, the Portfolio Manager may be limited in his ability to identify investment opportunities for each of the accounts that are as attractive as might be the case if the Portfolio Manager was to devote substantially more attention to the management of a single account. The effects of this potential conflict may be more pronounced where the accounts have different investment strategies.

*LIMITED INVESTMENT OPPORTUNITIES.* Other investment funds of the Adviser may have investment objectives and policies similar to those of the Fund. The Adviser may, from time to time, make recommendations which result in the purchase or sale of a particular security by its other investment funds simultaneously with the Fund. If transactions on behalf of more than one investment fund during the same period increase the demand for securities being purchased or the supply of securities being sold, there may be an adverse effect on price or quantity. It is the policy of the Adviser to allocate advisory recommendations and the placing of orders in a manner that it believes is equitable to the accounts involved, including the Fund. When two or more investment funds of the Adviser are purchasing or selling the same security on a given day from the same broker-dealer, such transactions may be averaged as to price. See “Allocation of Brokerage”.

*DIFFERENT INVESTMENT STRATEGIES.* The accounts managed by the Portfolio Manager have differing investment strategies. If the Portfolio Manager determines that an investment opportunity may be appropriate for only some of the accounts or decides that certain of the accounts should take different positions with respect to a particular security, the Portfolio Manager may effect transactions for one or more accounts which may affect the market price of the security or the execution of the transaction, or both, to the detriment or benefit of one or more other accounts.

*SELECTION OF BROKERS.* The Portfolio Manager selects the brokers that execute securities transactions for the accounts that he supervises, including the Fund. See “Allocation of Brokerage.”



Where conflicts of interest arise between the Fund and other accounts managed by the Portfolio Manager, the Portfolio Manager will use good faith efforts so that the Fund will not be treated materially less favorably than other accounts.

### **COMPENSATION**

The Portfolio Manager's compensation will be made up of a fixed salary amount which is not based on the value of the assets in the Fund's portfolio.

### **SECURITIES OWNED IN THE FUND BY PORTFOLIO MANAGERS**

As of the date of this SAI, the Portfolio Manager owned ~~4,729~~ 6,607 shares of the Fund. See "Director Ownership of Fund Shares."

## ALLOCATION OF BROKERAGE

Decisions regarding the placement of orders to purchase and sell investments for the Fund are made by the Adviser, subject to the supervision of the Directors. A substantial portion of the transactions in equity securities for the Fund will occur on domestic stock exchanges. Transactions on stock exchanges involve the payment of brokerage commissions. In transactions on stock exchanges in the United States and some foreign exchanges, these commissions are negotiated. However, on many foreign stock exchanges these commissions are fixed. In the case of securities traded in the foreign and domestic over-the-counter markets, there is generally no stated commission, but the price usually includes an undisclosed commission or markup. Over-the-counter transactions will generally be placed directly with a principal market maker, although the Fund may place an over-the-counter order with a broker-dealer if a better price (including commission) and execution are available.

It is anticipated that most purchase and sale transactions involving fixed income securities will be with the issuer or an underwriter or with major dealers in such securities acting as principals. Such transactions are normally effected on a net basis and generally do not involve payment of brokerage commissions. However, the cost of securities purchased from an underwriter usually includes a commission paid by the issuer to the underwriter. Purchases or sales from dealers will normally reflect the spread between the bid and ask price.

The policy of the Fund regarding transactions for purchases and sales of securities is that primary consideration will be given to obtaining the most favorable prices and efficient executions of transactions. Consistent with this policy, when securities transactions are effected on a stock exchange, the Fund's policy is to pay commissions which are considered fair and reasonable without necessarily determining that the lowest possible commissions are paid in all circumstances. The Board of Directors of the Fund believes that a requirement always to seek the lowest commission cost could impede effective management and preclude the Fund and the Adviser from obtaining high quality brokerage and research services. In seeking to determine the reasonableness of brokerage commissions paid in any transaction, the Adviser may rely on its experience and knowledge regarding commissions generally charged by various brokers and on its judgment in evaluating the brokerage and research services received from the broker effecting the transaction. Such determinations are necessarily subjective and imprecise, as in most cases an exact dollar value for those services is not ascertainable.

In seeking to implement the Fund's policies, the Adviser will place transactions with those brokers and dealers who it believes provide the most favorable prices and which are capable of providing efficient executions. If the Adviser believes such price and execution are obtainable from more than one broker or dealer, it may give consideration to placing transactions with those brokers and dealers who also furnish research or research related services to the Fund or the Adviser. Such services may include, but are not limited to, any one or more of the following: information as to the availability of securities for purchase or sale; statistical or factual information or opinions pertaining to investments; and appraisals or evaluations of securities. The information and services received by the Adviser from brokers and dealers may be of benefit in the management of accounts of other clients and may not in all cases benefit the Fund directly. While such services are useful and important in supplementing its own research and facilities, the Adviser believes the value of such services is not determinable and does not significantly reduce its expenses.

The Fund has adopted procedures under Rule 17a-7 of the 1940 Act to permit purchase and sales transactions to be effected between the Fund and other accounts that are managed by the Adviser. The Fund may from time to time engage in such transactions in accordance with these procedures.

Securities considered as investments for the Fund may also be appropriate for other investment accounts managed by the Adviser or its affiliates. Whenever decisions are made to buy or sell securities by

the Fund and one or more of such other accounts simultaneously, the Adviser will allocate the security transactions (including “hot” issues) in a manner which it believes to be equitable under the circumstances. As a result of such allocations, there may be instances where the Fund will not participate in a transaction that is allocated among other accounts. If an aggregated order cannot be filled completely, allocations will generally be made on a pro rata basis. An order may not be allocated on a pro rata basis where, for example: (i) consideration is given to an account with specialized investment policies that coincide with the particulars of a specific investment; (ii) pro rata allocation would result in odd-lot or de minimis amounts being allocated to a portfolio or other client; or (iii) where the Adviser reasonably determines that departure from a pro rata allocation is advisable. While these aggregation and allocation policies could have a detrimental effect on the price or amount of the securities available to the Fund from time to time, it is the opinion of the Directors of the Fund that the benefits from the Adviser’s organization outweigh any disadvantage that may arise from exposure to simultaneous transactions.

During the fiscal years ended December 31, ~~2008, 2009 and~~ 2010 and 2011, the Fund paid ~~\$30,700, \$34,520 and~~ \$9,115 and \$9,463 respectively, in brokerage commissions.

## TAXES

**THE FOLLOWING IS A SUMMARY DISCUSSION OF THE MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY BE RELEVANT TO A STOCKHOLDER OF ACQUIRING, HOLDING AND DISPOSING OF SHARES OF THE FUND. THIS DISCUSSION DOES NOT ADDRESS THE SPECIAL TAX RULES APPLICABLE TO CERTAIN CLASSES OF INVESTORS, SUCH AS TAX-EXEMPT ENTITIES, FOREIGN INVESTORS, INSURANCE COMPANIES AND FINANCIAL INSTITUTIONS. THIS DISCUSSION ADDRESSES ONLY U.S. FEDERAL INCOME TAX CONSEQUENCES TO U.S. STOCKHOLDERS WHO HOLD THEIR SHARES AS CAPITAL ASSETS AND DOES NOT ADDRESS ALL OF THE U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY BE RELEVANT TO PARTICULAR STOCKHOLDERS IN LIGHT OF THEIR INDIVIDUAL CIRCUMSTANCES. IN ADDITION, THE DISCUSSION DOES NOT ADDRESS ANY STATE, LOCAL OR FOREIGN TAX CONSEQUENCES, AND IT DOES NOT ADDRESS ANY U.S. FEDERAL TAX CONSEQUENCES OTHER THAN U.S. FEDERAL INCOME TAX CONSEQUENCES. THE DISCUSSION IS BASED UPON PRESENT PROVISIONS OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE “CODE”), THE REGULATIONS PROMULGATED THEREUNDER, AND JUDICIAL AND ADMINISTRATIVE RULING AUTHORITIES, ALL OF WHICH ARE SUBJECT TO CHANGE OR DIFFERING INTERPRETATIONS (POSSIBLY WITH RETROACTIVE EFFECT). NO ATTEMPT IS MADE TO PRESENT A DETAILED EXPLANATION OF ALL U.S. FEDERAL INCOME TAX CONCERNS AFFECTING THE FUND AND ITS STOCKHOLDERS, AND THE DISCUSSION SET FORTH HEREIN DOES NOT CONSTITUTE TAX ADVICE. INVESTORS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS TO DETERMINE THE SPECIFIC TAX CONSEQUENCES TO THEM OF INVESTING IN THE FUND, INCLUDING THE APPLICABLE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES TO THEM AND THE EFFECT OF POSSIBLE CHANGES IN TAX LAWS.**

The Fund intends to elect to be treated and to qualify each year as a regulated investment company (a “RIC”) under the Code. Accordingly, the Fund must, among other things, (i) derive in each taxable year at least 90% of its gross income (including tax-exempt interest) from (a) dividends, interest, payments with respect to certain securities loans, and gains from the sale or other disposition of stock, securities or foreign currencies, or other income (including but not limited to gain from forward contracts) derived with respect to its business of investing in such stock, securities or currencies; and (b) net income from interests in “qualified publicly traded partnerships” (as defined in the Code); (ii) diversify its holdings so that, at the end of each quarter of each taxable year (a) at least 50% of the value of the Fund’s total assets is represented by cash and cash items, U.S. government securities, the securities of other regulated investment companies and other securities, with such other securities limited, in respect of any one issuer, to an amount not greater than 5% of the value of the Fund’s total assets and not more than 10% of the outstanding voting securities of such issuer and (b) not more than 25% of the value of the Fund’s total assets is invested in the securities (other than U.S. government securities and the securities of other regulated investment companies) of (I) any one issuer; (II) any two or more issuers that the Fund controls and that are determined to be engaged in the same business or similar or related trades or businesses or (III) any one or more “qualified publicly traded partnerships” (as defined in the Code); and (iii) distribute at least 90% of its investment company taxable income (as defined in the Code, but without regard to the deduction for dividends paid) and 90% of its tax-exempt interest income (net of certain deductions and amortizable bond premiums) for such taxable year in accordance with the timing requirements imposed by the Code, so as to maintain its RIC status and to avoid paying any U.S. federal income tax. For purposes of the 90% of gross income requirement described above, the Code expressly provides the U.S. Treasury with authority to issue regulations that would exclude foreign currency gains from qualifying income if such gains are not directly related to the Fund’s business of investing in stock or securities. While to date the U.S. Treasury has not exercised this regulatory authority, there can be no assurance that it will not issue regulations in the future (possibly with

retroactive application) that would treat some or all of the Fund's foreign currency gains as non-qualifying income. To the extent it qualifies for treatment as a RIC and satisfies the above-mentioned distribution requirements, the Fund will not be subject to U.S. federal income tax on income paid to its stockholders in the form of dividends or capital gain distributions.

In order to avoid incurring a U.S. federal excise tax obligation, the Code requires that the Fund distribute (or be deemed to have distributed) by December 31 of each calendar year an amount at least equal to the sum of (i) 98.2% of its ordinary income for such year and (ii) 98% of its capital gain net income (which is the excess of its realized capital gain over its realized capital loss), generally computed on the basis of the one-year period ending on October 31 of such year, after reduction by any available capital loss carryforwards, plus (iii) 100% of any ordinary income and capital gain net income from previous years (as previously computed) that were not paid out during such years and on which the Fund paid no U.S. federal income tax.

If the Fund does not qualify as a RIC for any taxable year, the Fund's taxable income will be subject to corporate income taxes, and all distributions from earnings and profits, including distributions of net capital gain (if any), will be taxable to the stockholder as ordinary income. Such distributions generally will be eligible (i) for the dividends received deduction in the case of corporate stockholders and (ii) for treatment as "qualified dividends" as discussed below, in the case of individual stockholders provided certain holding period and other requirements are met, as described below. In addition, in order to requalify for taxation as a RIC, the Fund may be required to recognize unrealized gains, pay substantial taxes and interest, and make certain distributions.

Distributions from the Fund, except in the case of distributions of qualified dividend income or capital gain dividends, as described below, generally will be taxable to stockholders as ordinary dividend income to the extent of the Fund's current and accumulated earnings and profits. Distributions of net capital gains (that is, the excess of net gains from the sale of capital assets held more than one year over net losses from the sale of capital assets held for not more than one year) properly designated as capital gain dividends ("Capital Gain Dividends") will be taxable to stockholders as long-term capital gain, regardless of how long a stockholder has held the shares in the Fund.

If a stockholder's distributions are automatically reinvested pursuant to the Plan and the Plan Administrator invests the distribution in shares acquired on behalf of the stockholder in open-market purchases, for U.S. federal income tax purposes, the stockholder will generally be treated as having received a taxable distribution in the amount of the cash dividend that the stockholder would have received if the stockholder had elected to receive cash. If a stockholder's distributions are automatically reinvested pursuant to the Plan and the Plan Administrator invests the distribution in newly issued shares of the Fund, the stockholder will generally be treated as receiving a taxable distribution equal to the fair market value of the stock the stockholder receives.

Under current law, certain income distributions paid by the Fund to individual taxpayers are taxed at rates equal to those applicable to net long-term capital gains (generally, 15%). This tax treatment applies only if certain holding period requirements and other requirements are satisfied by the stockholder and the dividends are attributable to qualified dividend income received by the Fund itself. For this purpose, "qualified dividend income" means dividends received by the Fund from certain United States corporations and qualifying foreign corporations, provided that the Fund satisfies certain holding period and other requirements in respect of the stock of such corporations. For these purposes, a "qualified foreign corporation" means any foreign corporation if (i) such corporation is incorporated in a possession of the United States, (ii) such corporation is eligible for benefits of a qualified comprehensive income tax treaty with the United States and which includes an exchange of information program, or (iii) the stock of such corporation with respect to which such dividend is paid is readily tradable on an established securities

market in the United States. A “qualified foreign corporation” does not include any foreign corporation which for the taxable year of the corporation in which the dividend was paid, or the preceding taxable year, is a “passive foreign investment company” (as defined in the Code). In the case of securities lending transactions, payments in lieu of dividends are not qualified dividends. These special rules relating to the taxation of ordinary income dividends from regulated investment companies generally apply to taxable years beginning before January 1, 2013. Thereafter, the Fund’s dividends, other than Capital Gain Dividends, will be fully taxable at ordinary income tax rates unless further Congressional legislative action is taken.

A dividend will not be treated as qualified dividend income (whether received by the Fund or paid by the Fund to a stockholder) if (1) the dividend is received with respect to any share held for fewer than 61 days during the 121-day period beginning on the date which is 60 days before the date on which such share becomes ex-dividend with respect to such dividend, (or fewer than 91 days during the associated 181-day period in the case of certain preferred stocks), (2) to the extent that the recipient is under an obligation (whether pursuant to a short sale or otherwise) to make related payments with respect to positions in substantially similar or related property, or (3) if the recipient elects to have the dividend treated as investment income for purposes of the limitation on deductibility of investment interest. Distributions of income by the Fund, other than qualified dividend income and Capital Gains Dividends, are taxed as ordinary income, at rates currently up to 35%.

We cannot assure you as to what percentage of the dividends paid on the shares will consist of qualified dividend income or long-term capital gains, both of which are taxed at lower rates for individuals than are ordinary income and short-term capital gains.

The Fund’s investment in zero coupon and certain other securities will cause it to realize income prior to the receipt of cash payments with respect to these securities. Such income will be accrued daily by the Fund and, in order to avoid a tax payable by the Fund, the Fund may be required to liquidate securities that it might otherwise have continued to hold in order to generate cash so that the Fund may make required distributions to its stockholders.

Investments in lower rated or unrated securities may present special tax issues for the Fund to the extent that the issuers of these securities default on their obligations pertaining thereto. The Code is not entirely clear regarding the federal income tax consequences of the Fund’s taking certain positions in connection with ownership of such distressed securities.

Any recognized gain or income attributable to market discount on long-term debt obligations (i.e., obligations with a term of more than one year except to the extent of a portion of the discount attributable to original issue discount) purchased by the Fund is taxable as ordinary income. A long-term debt obligation is generally treated as acquired at a market discount if purchased after its original issue at a price less than (i) the stated principal amount payable at maturity, in the case of an obligation that does not have original issue discount or (ii) in the case of an obligation that does have original issue discount, the sum of the issue price and any original issue discount that accrued before the obligation was purchased, subject to a de minimis exclusion.

Under Section 988 of the Code, gains or losses attributable to fluctuations in exchange rates between the time the Fund accrues income or receivables or expenses or other liabilities denominated in a foreign currency and the time the Fund actually collects such income or receivables or pays such liabilities are generally treated as ordinary income or loss. Similarly, gains or losses on foreign currency forward contracts and the disposition of debt securities denominated in a foreign currency, to the extent attributable to fluctuations in exchange rates between the acquisition and disposition dates, are also treated as ordinary income or loss.

Dividends and interest received, and gains realized, by the Fund on foreign securities may be subject to income, withholding or other taxes imposed by foreign countries and U.S. possessions (collectively “foreign taxes”) that would reduce the return on its securities. Tax conventions between certain countries and the United States, however, may reduce or eliminate foreign taxes, and many foreign countries do not impose taxes on capital gains in respect of investments by foreign investors. If more than 50% of the value of the Fund’s total assets at the close of its taxable year consists of securities of foreign corporations, it will be eligible to, and may, file an election with the Internal Revenue Service (the “IRS”) that will enable its stockholders, in effect, to receive the benefit of the foreign tax credit with respect to any foreign taxes paid by the Fund. Pursuant to the election, the Fund would treat those taxes as dividends paid to its stockholders and each stockholder (1) would be required to include in gross income, and treat as paid by such stockholder, a proportionate share of those taxes, (2) would be required to treat such share of those taxes and of any dividend paid by the Fund that represents income from foreign or U.S. possessions sources as such stockholder’s own income from those sources, and, if certain conditions are met, (3) could either deduct the foreign taxes deemed paid in computing taxable income or, alternatively use the foregoing information in calculating the foreign tax credit against federal income tax (but IRA accounts may not be able to use the foreign tax credit). The Fund will report to its stockholders shortly after each taxable year their respective shares of foreign taxes paid and the income from sources within, and taxes paid to, foreign countries and U.S. possessions if it makes this election. The rules relating to the foreign tax credit are complex. Each stockholder should consult his own tax adviser regarding the potential application of foreign tax credits.

If the Fund acquires any equity interest in certain foreign corporations that receive at least 75% of their annual gross income from passive sources (such as interest, dividends, certain rents and royalties, or capital gains) or that hold at least 50% of their assets in investments producing such passive income (“passive foreign investment companies”), the Fund could be subject to U.S. federal income tax and additional interest charges on “excess distributions” received from such companies or on gain from the sale of stock in such companies, even if all income or gain actually received by the Fund is timely distributed to its stockholders. The Fund would not be able to pass through to its stockholders any credit or deduction for such a tax. An election may generally be available that would ameliorate these adverse tax consequences, but any such election could require the Fund to recognize taxable income or gain (subject to tax distribution requirements) without the concurrent receipt of cash and would require certain information to be furnished by the foreign corporation, which may not be provided. These investments could also result in the treatment of associated capital gains as ordinary income. The Fund may limit and/or manage its holdings in passive foreign investment companies to limit its tax liability or maximize its return from these investments. Dividends paid by passive foreign investment companies will not qualify as qualified dividend income eligible for taxation at reduced tax rates.

If the Fund utilizes leverage through borrowing, it may be restricted by loan covenants with respect to the declaration of, and payment of, dividends in certain circumstances. Limits on the Fund’s payments of dividends may prevent the Fund from meeting the distribution requirements, described above, and may, therefore, jeopardize the Fund’s qualification for taxation as a RIC and possibly subject the Fund to the 4% excise tax. The Fund will endeavor to avoid restrictions on its ability to make dividend payments.

The sale, exchange or redemption of Fund shares may give rise to a gain or loss. Such gain or loss would generally be treated as capital gain or loss if the Fund shares are held as a capital asset. In general, any gain or loss realized upon a taxable disposition of shares will be treated as long-term capital gain or loss if the shares have been held for more than 12 months. Otherwise, the gain or loss on the taxable disposition of Fund shares will be treated as short-term capital gain or loss. Long-term capital gain rates applicable to individuals have been reduced, in general, to 15%; however, such rate is set to expire for taxable years beginning after December 31, 2012 absent further legislation. Any loss realized upon the sale or exchange of Fund shares with a holding period of 6 months or less will be treated as a long-term capital loss to the extent of any capital gain distributions received with respect to such shares. The use of capital losses is subject to

limitations. In addition, all or a portion of a loss realized on a redemption or other disposition of Fund shares may be disallowed under “wash sale” rules to the extent the shares disposed of are replaced with other substantially identical shares (whether through the reinvestment of distributions or otherwise) within a 61-day period beginning 30 days before the redemption of the loss shares and ending 30 days after such date. Any disallowed loss will result in an adjustment to the stockholder’s tax basis in some or all of the other shares acquired.

Dividends and distributions on the Fund’s shares are generally subject to federal income tax as described herein to the extent they do not exceed the Fund’s realized income and gains, even though such dividends and distributions may economically represent a return of a particular stockholder’s investment. Such distributions are likely to occur in respect of shares purchased at a time when the Fund’s net asset value reflects gains that are either unrealized, or realized but not distributed. Such realized gains may be required to be distributed even when the Fund’s net asset value also reflects unrealized losses. Certain distributions declared in October, November or December and paid in the following January will be taxed to stockholders as if received on December 31 of the year in which they were declared. In addition, certain other distributions made after the close of a taxable year of the Fund may be “spilled back” and treated as paid by the Fund (except for purposes of the 4% excise tax) during such taxable year. In such case, stockholders will nevertheless be treated as having received such dividends in the taxable year in which the distributions were actually made.

Amounts paid by the Fund to individuals and certain other stockholders who have not provided the Fund with their correct taxpayer identification number (“TIN”) and certain certifications required by the Internal Revenue Service as well as stockholders with respect to whom the Fund has received certain information from the IRS or a broker may be subject to “backup” withholding of federal income tax arising from the Fund’s taxable dividends and other distributions as well as the gross proceeds of sales of shares, currently equal to 28%. An individual’s TIN is generally his or her social security number. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from payments made to a stockholder may be refunded or credited against such stockholder’s U.S. federal income tax liability, if any, provided that the required information is furnished to the IRS.

Under Treasury regulations, if a stockholder recognizes a loss on disposition of the Fund’s shares of \$2 million or more for an individual stockholder or \$10 million or more for a corporate stockholder, the stockholder generally must file with the IRS a disclosure statement on Form 8886 except to the extent such losses are from assets that have a qualifying basis and meet certain other requirements. Direct stockholders of portfolio securities are in many cases excepted from this reporting requirement, but under current guidance, stockholders of a regulated investment company are not excepted. Future guidance may extend the current exception from this reporting requirement to stockholders of most or all regulated investment companies. In addition, pursuant to recently enacted legislation, significant penalties may be imposed for the failure to comply with the reporting requirements. The fact that a loss is reportable under these regulations does not affect the legal determination of whether the taxpayer’s treatment of the loss is proper. Stockholders should consult their tax advisers to determine the applicability of these regulations in light of their individual circumstances.

The foregoing discussion does not address the special tax rules applicable to certain classes of investors, such as tax-exempt entities, foreign investors, insurance companies and financial institutions. Stockholders should consult their own tax advisers with respect to special tax rules that may apply in their particular situations, as well as the state, local, and, where applicable, foreign tax consequences of investing in the Fund.

The Fund will inform stockholders of the source and tax status of all distributions promptly after the close of each calendar year. The IRS currently requires that a RIC that has two or more classes of stock



allocate to each such class proportionate amounts of each type of its income (such as ordinary income, capital gains, dividends qualifying for the dividends received deduction and qualified dividend income) based upon the percentage of total dividends paid out of earnings or profits to each class for the tax year. Accordingly, if the Fund issues preferred shares in the future, the Fund intends each year to allocate capital gain dividends, dividends qualifying for the dividends received deduction and dividends derived from qualified dividend income, if any, between its common shares and preferred shares in proportion to the total dividends paid out of earnings or profits to each class with respect to such tax year.

#### **STATE AND LOCAL TAXES**

Stockholders should consult their own tax advisers as to the state or local tax consequences of investing in the Fund.

## FINANCIAL STATEMENTS

The financial statements included in the Fund's Annual Report for the year ended December 31, 201~~0~~1 and its unaudited Semi-Annual Report for the period ended June 30, 201~~1~~2, filed with the Securities and Exchange Commission on March ~~8~~2, 201~~1~~2 and September ~~24~~24, 201~~1~~2, respectively (File No. 811-02363), are herein incorporated by reference.

## OTHER INFORMATION

The Fund is a New York corporation. Pursuant to the Fund's By-Laws, the Fund will indemnify, to the fullest extent permitted by applicable law, any person made, or threatened to be made, a party to an action or proceeding, whether civil or criminal (including an action or proceeding by or in the right of the Fund or any other corporation or other enterprise which any director or officer of the Fund served in any capacity at the request of the Fund) by reason of the fact that he, his testator or his intestate was a director or officer of the Fund or served at the request of the Fund against judgments, fines, settlement fees and reasonable expenses, including attorney's fees. This indemnification right includes the right to be paid advances of any expenses incurred by such person in connection with an action, suit or proceeding consistent with applicable law at that time. However, the Fund is not required to indemnify a person in connection with a settlement of a pending or threatened action or proceeding or any other disposition other than a final adjudication, unless the Fund has consented to such settlement. Furthermore, the Fund is not obligated to indemnify a person to the extent such person is indemnified under an insurance policy.

The Fund's Prospectus and this SAI do not contain all of the information set forth in the Registration Statement that the Fund has filed with the SEC. The complete Registration Statement may be obtained as described on the cover page of this SAI.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Tait, Weller & Baker LLP is the independent registered public accounting firm for the Fund and provides audit services, tax return preparation and assistance and consultation with respect to the preparation of filings with the SEC.

Comparison Details	
Title	<b>pdfDocs compareDocs Comparison Results</b>
Date & Time	10/17/2012 10:55:54 AM
Comparison Time	2.06 seconds
compareDocs version	v3.4.7.10

Sources	
Original Document	[#12150782] [v1] CRF SAI 497 2011.docDMS Information
Modified Document	[#12241578] [v3] CRF SAI - Rights Offering 2012.docDMS information

Comparison Statistics	
Insertions	38
Deletions	57
Changes	75
Moves	2
TOTAL CHANGES	172

Word Rendering Set Markup Options	
Name	Standard
<u>Insertions</u>	
<del>Deletions</del>	
<u>Moves</u> / <del>Moves</del>	
Inserted cells	
Deleted cells	
Merged cells	
Formatting	Color only.
Changed lines	Mark left border.
Comments color	ByAuthorcolor options]
Balloons	False

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after Saving	General	Always
Report Type	Word	Formatting
Character Level	Word	True
Include Headers / Footers	Word	True
Include Footnotes / Endnotes	Word	True
Include List Numbers	Word	True
Include Tables	Word	True
Include Field Codes	Word	True
Include Moves	Word	True
Show Track Changes Toolbar	Word	True
Show Reviewing Pane	Word	True
Update Automatic Links at Open	Word	True
Summary Report	Word	End
Include Change Detail Report	Word	Separate
Document View	Word	Print
Remove Personal Information	Word	False

# Cornerstone Strategic Value Fund, Inc.

**8,602,327 [ ] Rights for 2,867,443 [ ] Shares of Common Stock**

Cornerstone Strategic Value Fund, Inc. (the “Fund”) is issuing non-transferable rights (“Rights”) to its holders of record of shares (“Shares”) of common stock (“Common Stock”) (such holders ~~herein defined as, hereinafter referred to as~~ “Stockholders”); ~~and the shares of Common Stock, the “Shares”~~. These Rights will allow Stockholders to subscribe for new Shares ~~of Common Stock~~. For every three (3) Rights a Stockholder receives, such Stockholder will be entitled to buy one (1) new Share. Each Stockholder will receive one Right for each outstanding Share it owns on ~~November 21, 2011 [ ], 2012~~ (the “Record Date”). Fractional Shares will not be issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a Stockholder on the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. Stockholders on the Record Date may purchase Shares not acquired by other Stockholders in this Rights offering (the “Offering”), subject to certain limitations discussed in this Prospectus. Additionally, if there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its sole discretion, issue additional Shares up to 100% of the Shares available in the Offering to honor over-subscription requests. See “The Offering” below.

The Rights are non-transferable, and may not be purchased or sold. Rights will expire without residual value at the Expiration Date (defined below). The Rights will not be listed for trading on the NYSE ~~AmexMKTLLC (“NYSE MKT”)~~, and there will not be any market for trading Rights. The Shares to be issued pursuant to the Offering will be listed for trading on the NYSE ~~AmexMKT~~, subject to the NYSE ~~AmexMKT~~ being officially notified of the issuance of those Shares. On ~~November 4, 2011 [ ], 2012~~, the last reported net asset value (“NAV”) per Share was ~~\$6.32 [ ]~~ and the last reported sales price per Share on the NYSE ~~AmexMKT~~ was ~~\$9.42 [ ]~~, which represents a ~~49.05 [ ]~~% premium to the Fund’s NAV per Share. The subscription price per Share (the “Subscription Price”) will be the greater of (i) ~~102.7 [ ]~~% of NAV per Share as calculated at the close of trading on the date of expiration of the Offering and (ii) 90% of the market price per Share at such time. The considerable number of shares that may be issued as a result of the Offering may cause the premium above NAV at which the Fund’s shares are currently trading to decline, especially if stockholders exercising the Rights attempt to sell sizeable numbers of shares immediately after such issuance.

**STOCKHOLDERS WHO CHOOSE TO EXERCISE THEIR RIGHTS WILL NOT KNOW THE SUBSCRIPTION PRICE PER SHARE AT THE TIME THEY EXERCISE SUCH RIGHTS BECAUSE THE OFFERING WILL EXPIRE (i.e., CLOSE) PRIOR TO THE AVAILABILITY OF THE FUND’S NAV AND OTHER RELEVANT MARKET INFORMATION ON THE EXPIRATION DATE. ONCE A STOCKHOLDER SUBSCRIBES FOR SHARES AND THE FUND RECEIVES PAYMENT, SUCH STOCKHOLDER WILL NOT BE ABLE TO CHANGE HIS OR HER OR ITS DECISION. THE OFFERING WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON ~~DECEMBER 16, 2011 [ ], 2012~~ (THE “EXPIRATION DATE”), UNLESS EXTENDED, AS DISCUSSED IN THIS PROSPECTUS.**

The Fund is a diversified, closed-end management investment company. The Fund’s investment objective is to seek long-term capital appreciation through investing primarily in the equity securities of U.S. and non-U.S. companies. There can be no assurance that the Fund’s objective will be achieved.

For more information, please call ~~The Altman Group~~ AST Fund Solutions, LLC (the “Information Agent”) toll free at (800) 581-4001.

*(continued on following page)*

**Investing in the Fund involves risks. See “Risk Factors” on page ~~27-29~~ of this prospectus.**

	Estimated Subscription Price <sup>(1)</sup>	Estimated Sales Load	Estimated Proceeds to the Fund <sup>(2)</sup>
Per Share	<del>\$8.48 [ ]</del>	None	<del>\$8.48 [ ]</del>
Total	<del>\$24,315,916.64 [ ]</del>	None	<del>\$24,315,916.64 [ ]</del>

<sup>(1)</sup> Because the Subscription Price will not be determined until after printing and distribution of this ~~Prospectus~~ prospectus, the “Estimated Subscription Price” above is an estimate of the subscription price based on the Fund’s per-Share NAV and market price at the close of trading on ~~November 4, 2011 [ ], 2012~~. See “The Offering - Subscription Price” and “The Offering - Payment for Shares.”

<sup>(2)</sup> Proceeds to the Fund are before deduction of expenses incurred by the Fund in connection with the Offering, estimated to be approximately ~~\$10.9~~ \$10,000. Funds received prior to the final due date of this Offering will be deposited in a segregated account pending allocation and distribution of Shares. Interest, if any, on subscription monies will be paid to the Fund regardless of whether Shares are issued by the Fund; interest will not be used as credit toward the purchase of Shares.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is ~~November 21, 2011~~    , 2012.

*(continued on following page)*

-(continued from previous page)

The Fund's Shares are listed on the NYSE ~~Amex~~ MKT under the ticker symbol "CLM."

*Investment Adviser.* Cornerstone Advisors, Inc. (the "Adviser") acts as the Fund's investment adviser. See "Management of the Fund." As of September 30, 201~~1~~2, the Adviser managed two other closed-end funds with combined assets with the Fund of approximately \$~~151,358,649~~249 million. The Adviser's address is 1075 Hendersonville Road, Suite 250, Asheville, North Carolina, 28803.

This prospectus sets forth concisely the information about the Fund that you should know before deciding whether to invest in the Fund. A Statement of Additional Information, dated ~~November 21, 2011~~ [ ], 2012 (the "Statement of Additional Information"), and other materials, containing additional information about the Fund, have been filed with the Securities and Exchange Commission (the "SEC"). The Statement of Additional Information is incorporated by reference in its entirety into this prospectus, which means it is considered to be part of this prospectus. You may request a free copy of the Statement of Additional Information, the table of contents of which is on page ~~45~~ 49 of this prospectus, and other information filed with the SEC, by calling collect (513) 326-3597 or by writing to the Fund c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753. The Fund files annual and semi-annual stockholder reports, proxy statements and other information with the SEC. The Fund does not have an Internet website. You can obtain this information or the Fund's Statement of Additional Information or any information regarding the Fund filed with the SEC from the SEC's web site (<http://www.sec.gov>).

The Fund's Shares do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any governmental agency.

**You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information contained in this prospectus is accurate only as of the date of this prospectus. The Fund will amend this prospectus if, during the period this prospectus is required to be delivered, there are any material changes to the facts stated in this prospectus subsequent to the date of this prospectus.**

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## SUMMARY

*This summary does not contain all of the information that you should consider before investing in the Fund. You should review the more detailed information contained or incorporated by reference in this prospectus and in the Statement of Additional Information, particularly the information set forth under the heading “Risk Factors.”*

<p><b>The Fund</b></p>	<p>Cornerstone Strategic Value Fund, Inc. is a diversified, closed-end management investment company. It was incorporated in Maryland on May 1, 1987 and commenced investment operations on June 30, 1987. The Fund’s Shares of Common Stock are traded on the NYSE <del>Amex</del> <u>MKT</u> under the ticker symbol “CLM”. As of <del>December</del> <u>September 30</u>, 201<u>0</u><del>2</del>, the Fund had <del>8,511,413</del> <u>14,644,194</u> Shares issued and outstanding.</p>
<p><b>The Offering</b></p>	<p>The Fund is offering non-transferable rights (“Rights”) to its Stockholders as of the close of business on <del>November 21, 2011</del> <u>    </u>, 201<u>2</u>. These Rights will allow Stockholders to subscribe for an aggregate of <del>2,867,443</del> <u>    </u> Shares <del>of Common Stock</del>. For every three (3) Rights a Stockholder receives, such Stockholder will be entitled to buy one (1) new Share at a subscription price equal to the greater of (i) <del>102</del><u>7</u>% of NAV of the <del>Common Stock</del> <u>Shares</u> as calculated on the Expiration Date and (ii) 90% of the market price at the close of trading on such date. Each Stockholder will receive one Right for each outstanding Share he or she owns on the Record Date (the “Basic Subscription”). Fractional Shares will not be issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a Stockholder as of the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. <del>Common</del> Stockholders as of the Record Date may purchase Shares not acquired by other Stockholders in this Rights offering (the “Offering”), subject to certain limitations discussed in this <del>Prospectus</del> <u>prospectus</u>. Additionally, if there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its discretion, issue additional Shares up to 100% of the Shares available in the Offering to honor over-subscription requests.</p> <p>Shares will be issued within the 15-day period immediately following the record date of the Fund’s monthly’s distribution and <del>s</del> Stockholders exercising rights will not be entitled to receive such dividend with respect to the shares issued pursuant to such exercise.</p> <p><u><del>The</del> The Fund previously conducted a rights offering that expired on December 16, 2011 (the “2011 Offering”) and included similar terms and conditions as this Offering. Pursuant to the 2011 Offering, which was fully subscribed, the Fund issued 5,734,886 Shares (2,867,443 Shares of which were Over-Allotment Shares) at a subscription price of \$6.09 per Share, for a total offering of \$34,925,455.</u></p> <p><u>Prior to the 2011 Offering, the</u> Fund conducted a rights offering that expired on December 10, 2010 (the “2010 Offering”) and included similar terms and conditions as this Offering. Pursuant to the 2010 Offering, the Fund issued 1,433,827 Shares in fulfillment of Basic Subscription requests <del>r</del> at a subscription price</p>



	of \$8.24 per Share, for a total offering of \$11,812,869.
<p><b>Purpose of the Offering</b></p>	<p>The Board of Directors has determined that it would be in the best interests of the Fund and its Stockholders to increase the assets of the Fund. The primary reasons include:</p> <ul style="list-style-type: none"> <li>• The Basic Subscription will provide existing Stockholders an opportunity to purchase additional Shares at a price that is potentially below market value without incurring any commission or transaction charges.</li> <li>• Raising more cash will better position the Fund to take advantage of investment opportunities that exist or may arise.</li> <li>• Increasing the Fund’s assets will provide the Fund additional flexibility in maintaining the <a href="#">Fund’s managed distribution policy (the “Distribution Policy”)</a> (see discussion below). This policy permits Stockholders to receive a predictable level of cash flow and some liquidity periodically with respect to their <del>Common Stock Shares</del> without having to sell Shares.</li> <li>• Increasing Fund assets may lower the Fund’s expenses as a proportion of net assets because the Fund’s fixed costs would be spread over a larger asset base. There can be no assurance that by increasing the size of the Fund, the Fund’s expense ratio will be lowered.</li> <li>• Because the Offering will increase the Fund’s outstanding Shares, it may increase the number of Stockholders over the long term, which could increase the level of market interest in and visibility of the Fund and improve the trading liquidity of the Shares on the NYSE <del>Amex</del> <a href="#">MKT</a>.</li> <li>• The Offering is expected to be <del>anti-</del> <a href="#">anti-</a> dilutive to all Stockholders, including those electing not to participate, because the estimated expenses incurred for the Offering will be more than offset by the increase in the net assets of the Fund such that <del>non-</del> <a href="#">non-</a> participating Stockholders will receive an increase in their net asset value, so long as the number of Shares issued to participating Stockholders is not materially less than a full exercise of the Basic Subscription amount.</li> </ul>
<p><b>Investment Objective and Policies</b></p>	<p>The Fund’s investment objective is to seek long-term capital appreciation through investment in equity securities of U.S. and non-U.S. companies.</p> <p>There is no assurance that the Fund will achieve its investment objective. The Fund’s investment objectives and some of its investment policies are considered fundamental policies and may not be changed without Stockholder approval. The Statement of Additional Information contains a list of the fundamental and non-fundamental investment policies of the Fund under the</p>

	<p>heading “Investment Restrictions.”</p> <p>During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its net assets in cash or cash equivalents.</p>
<p><b>Investment Strategies</b></p>	<p>Under normal circumstances, the Fund’s portfolio will consist principally of the equity securities of U.S. and non-U.S. companies. The Fund invests in common stocks and may also invest in preferred stocks, rights, warrants and securities convertible into common stocks that are listed on stock exchanges or traded over the counter.</p> <p>In determining which securities to buy for the Fund’s portfolio, the <del>Fund’s investment adviser</del> <u>Adviser</u> uses a balanced approach, including “value” and “growth” investing by seeking out companies at reasonable prices, without regard to sector or industry, which demonstrate favorable long-term growth characteristics. Valuation and growth characteristics may be considered for purposes of selecting potential investment securities. In general, valuation analysis is used to determine the inherent value of the company by analyzing financial information such as a company’s price to book, price to sales, return on equity, and return on assets ratios; and growth analysis is used to determine a company’s potential for long-term dividends and earnings growth due to market-oriented factors such as growing market share, the launch of new products or services, the strength of its management and market demand. Fluctuations in these characteristics may trigger trading decisions to be made by the <del>a</del> <u>Adviser</u>.</p> <p>Although the Fund has the ability to invest a significant portion of its assets in non-U.S. companies, the Fund has consistently maintained the investment of at least 95% of its assets in U.S. listed companies <del>for since June 30, 2001</del> <u>the last decade</u>.</p> <p>The Fund may invest without limitation in other closed-end investment companies and ETFs, provided that the Fund limits its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund. As a stockholder in any investment company, the Fund will bear its ratable share of the investment company’s expenses and would remain subject to payment of the Fund’s advisory and administrative fees with respect to the assets so invested.</p> <p>The Fund may invest up to 15% of its assets in illiquid U.S. and non-U.S. securities, provided that the Fund may not invest more than 3% of the Fund’s assets in the securities of companies that, at the time of investment, had less than a year of operations, including operations of predecessor companies. The Fund will invest only in such illiquid securities that, in the opinion of Fund management, present opportunities for substantial growth over a period of two to five years.</p> <p><u>To comply with provisions of the 1940 Act, on any matter upon which the Fund is solicited to vote as a shareholder in an</u></p>

	<p><u>investment company in which it invests, the Adviser votes such shares in the same general proportion as shares held by other shareholders of that investment company. The Fund does not and will not invest in any other closed-end funds managed by the Adviser.</u></p> <p>The Fund may, without limitation, hold cash or invest in assets in money market instruments, including U.S. and non-U.S. government securities, high grade commercial paper and certificates of deposit and bankers' acceptances issued by U.S. and non-U.S. banks having deposits of at least \$500 million.</p> <p><del>The Fund's investment policies emphasize long term investment in the securities of companies, therefore, the</del>  <u>The</u> Fund's annual portfolio turnover rate is expected to continue to be relatively low, ranging between 10% and 90%.</p>
<p><b>Investment Adviser and Fee</b></p>	<p>Cornerstone Advisors, Inc. (the "Adviser"), the investment adviser of the Fund, is registered with the <del>SEC</del> <u>Securities and Exchange Commission ("SEC")</u> as an investment adviser under the Investment Advisers Act of 1940, as amended. As of September 30, 201<u>4</u><del>2</del>, the Adviser managed two other closed-end funds with combined assets <del>with the Fund of \$15,358,649</del> under management, <u>with the Fund, of approximately \$249 million.</u></p> <p>The Adviser is entitled to receive a monthly fee at the annual rate of 1.00% of the Fund's average weekly net assets. See "Management of the Fund."</p>
<p><b>Administrator and Fund Accounting Agent</b></p>	<p>Ultimus Fund Solutions, LLC ("Ultimus"), 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, serves as administrator and accounting agent to the Fund. Under the administration agreement with the Fund, Ultimus is responsible for generally managing the administrative affairs of the Fund <del>-, including supervising the preparation of reports to Stockholders, reports to and filings with the SEC and materials for meetings of the Board,</del> and is entitled to receive a monthly fee at the annual rate of 0.10% of the Fund's average <del>weekly</del> <u>daily</u> net assets <u>up to \$250 million and 0.075% of such assets in excess of \$250 million</u>, subject to a minimum annual fee of \$50,000. Under the Fund Accounting Agreement, Ultimus calculates the net asset value per share and maintains the financial books and records of the Fund <del>-and-</del> <u>For the performance of these services, Ultimus</u> is entitled to receive a base fee of \$2,500 per month plus an asset based fee of 0.010% of the <del>F</del> <u>first</u> \$500 million of average daily net assets and 0.005% of such assets in excess of \$500 million. See "Management of the Fund."</p>
<p><b>Closed-End Fund Structure</b></p>	<p>Closed-end funds differ from open-end management investment companies (commonly referred to as mutual funds) in that closed-end funds do not redeem their shares at the option of the stockholder and generally list their shares for trading on a securities exchange. By comparison, mutual funds issue securities that are redeemable daily at net asset value at the option of the stockholder and typically engage in a continuous offering of their shares. Mutual funds are subject to continuous asset in-flows and out-flows that can complicate portfolio management, whereas</p>

	<p>closed-end funds generally can stay more fully invested in securities consistent with the closed-end fund’s investment objectives and policies. In addition, in comparison to open-end funds, closed-end funds have greater flexibility in the employment of financial leverage and in the ability to make certain types of investments, including investments in illiquid securities.</p> <p>Although the Fund’s <del>Common Stock has</del> <u>Shares have</u> frequently traded at a premium to its net asset value during the past several years, shares of closed-end funds frequently trade at a discount from their net asset value. In recognition of the possibility that the <del>Fund’s</del> Shares might trade at a discount to net asset value and that any such discount may not be in the interest of Stockholders, the Fund’s Board of Directors, in consultation with the Adviser, may, from time to time, review possible actions to reduce any such discount, including <del>that the Board of Directors may consider</del> <u>considering</u> open market repurchases or tender offers for <del>Fund shares</del> <u>the Fund’s Shares</u>. There can be no assurance that the Board of Directors will decide to undertake any of these actions or that, if undertaken, such actions would result in the <del>Fund’s shares</del> <u>Shares</u> trading at a price equal to or close to net asset value per <del>s</del>Share.</p> <p>In addition, the Fund’s <u>managed</u> distribution policy may continue to be an effective action to counter a trading discount. See “Distribution Policy.”</p> <p>The Board of Directors <del>might</del> <u>may</u> also consider the conversion of the Fund to an open-end investment company. The Board of Directors believes, however, that the closed-end structure is desirable, given the Fund’s investment objective and policies. Investors should assume, therefore, that it is highly unlikely that the Board of Directors would vote to convert the Fund to an open-end investment company.</p>
<p><b>Summary of Principal Risks</b></p>	<p>Investing in the Fund involves risks, including the risk that you may receive little or no return on your investment or that you may lose part or all of your investment. Therefore, before investing you should consider carefully the following principal risks that you assume when you invest in the Fund.</p> <p><b>Stock Market Volatility.</b> Stock markets can be volatile. In other words, the prices of stocks can rise or fall rapidly in response to developments affecting a specific company or industry, or to changing economic, political or market conditions. The Fund is subject to the general risk that the value of its investments may decline if the stock markets perform poorly. There is also a risk that the Fund’s investments will underperform either the securities markets generally or particular segments of the securities markets.</p> <p><b>Issuer Specific Changes.</b> Changes in the financial condition of an issuer, changes in the specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect the credit quality or value of an issuer’s securities. Lower-quality debt securities tend to be more sensitive to these</p>

changes than higher-quality debt securities.

**Common Stock Risk.** The Fund will invest a significant portion of its net assets in common stocks. Common stocks represent an ownership interest in a company. The Fund may also invest in securities that can be exercised for or converted into common stocks (such as convertible preferred stock). Common stocks and similar equity securities are more volatile and more risky than some other forms of investment. Therefore, the value of your investment in the Fund may sometimes decrease instead of increase. Common stock prices fluctuate for many reasons, including changes in investors' perceptions of the financial condition of an issuer, the general condition of the relevant stock market or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates, as the costs of capital rise for issuers. Because convertible securities can be converted into equity securities, their values will normally increase or decrease as the values of the underlying equity securities increase or decrease. The common stocks in which the Fund will invest are structurally subordinated to preferred securities, bonds and other debt instruments in a company's capital structure in terms of priority to corporate income and assets and, therefore, will be subject to greater risk than the preferred securities or debt instruments of such issuers.

**Other Investment Company Securities Risk.** The Fund invests in the securities of other closed-end investment companies and in ETFs. Investing in other investment companies and ETFs involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company's portfolio securities, and a stockholder in the Fund will bear not only his proportionate share of the expenses of the Fund, but also, indirectly, the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company or ETF in which the Fund invests will be achieved.

**Foreign Securities Risk.** Investments in securities of non-U.S. issuers involve special risks not presented by investments in securities of U.S. issuers, including the following: less publicly available information about companies due to less rigorous disclosure or accounting standards or regulatory practices; the impact of political, social or diplomatic events, including war; possible seizure, expropriation or nationalization of the company or its assets; possible imposition of currency exchange controls; and changes in foreign currency exchange rates. These risks are more pronounced to the extent that the Fund invests a significant amount of its investments in companies located in one region. These risks may be greater in emerging markets and in less developed countries. For example, prior

governmental approval for foreign investments may be required in some emerging market countries, and the extent of foreign investment may be subject to limitation in other emerging countries. With respect to risks associated with changes in foreign currency exchange rates, the Fund does not expect to engage in foreign currency hedging transactions. [See “Foreign Currency Risk.”](#)

***Defensive Positions.*** During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its assets in cash or cash equivalents. The Fund would not be pursuing its investment objective in these circumstances and could miss favorable market developments.

***Management Risk.*** The Fund is subject to management risk because it is an actively managed portfolio. The Fund’s successful pursuit of its investment objective depends upon the Adviser’s ability to find and exploit market inefficiencies with respect to undervalued securities. Such situations occur infrequently and sporadically and may be difficult to predict, and may not result in a favorable pricing opportunity that allows the Adviser to fulfill the Fund’s investment objective. The Adviser’s security selections and other investment decisions might produce losses or cause the Fund to underperform when compared to other funds with similar investment goals. If one or more key individuals leave the employ of the Adviser, the Adviser may not be able to hire qualified replacements, or may require an extended time to do so. This could prevent the Fund from achieving its investment objective. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund, which could be perceived as a conflict of interest.

***Managed Distribution Risk.*** Under the [Fund’s managed distribution policy \(the “Distribution Policy”\)](#), the Fund makes monthly distributions to Stockholders at a rate that may include periodic distributions of its net income and net capital gains (“Net Earnings”), or from return-of-capital. For any fiscal year where total cash distributions exceeded Net Earnings (the “Excess”), the Excess would decrease the Fund’s total assets and, as a result, would have the likely effect of increasing the Fund’s expense ratio. There is a risk that the total Net Earnings from the Fund’s portfolio would not be great enough to offset the amount of cash distributions paid to ~~Fund~~ Stockholders. If this were to be the case, the Fund’s assets would be depleted, and there is no guarantee that the Fund would be able to replace the assets. ~~In fact, since the Fund adopted its managed distribution policy in 2002, the Fund’s distributions have exceeded its Net Earnings for each year except one (2005). In~~ addition, in order to make [such](#) distributions, the Fund may have to sell a portion of its investment portfolio, including securities purchased with [the](#) proceeds ~~from of~~ the Offering, at a time when independent investment judgment might not dictate such action. Furthermore, such assets used to make distributions will not be available for investment pursuant to the Fund’s investment objective. ~~Sustaining the managed distribution policy could require the Fund~~ [Since the Fund adopted the Distribution](#)

Policy in 2002, the Fund's distributions have exceeded its Net Earnings for each year except one (2005). The Fund may use the proceeds of the Offering to maintain the Distribution Policy by providing funding for future distributions, which may constitute a return of capital to Stockholders and lower the tax basis in their Shares. Stockholders are advised to consult with their own tax advisers with respect to the tax consequences of their investment in the Fund. Furthermore, the Fund may need to raise additional capital in the future order to maintain the Distribution Policy.

***Preferred Securities Risk.*** Investment in preferred securities carries risks including credit risk, deferral risk, redemption risk, limited voting rights, risk of subordination and lack of liquidity. Fully taxable or hybrid preferred securities typically contain provisions that allow an issuer, at its discretion, to defer distributions for up to 20 consecutive quarters. Traditional preferreds also contain provisions that allow an issuer, under certain conditions to skip (in the case of “noncumulative preferreds”) or defer (in the case of “cumulative preferreds”), dividend payments. If the Fund owns a preferred security that is deferring its distributions, the Fund may be required to report income for tax purposes while it is not receiving any distributions. Preferred securities typically contain provisions that allow for redemption in the event of tax or security law changes in addition to call features at the option of the issuer. In the event of a redemption, the Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred securities typically do not provide any voting rights, except in cases when dividends are in arrears beyond a certain time period, which varies by issue. Preferred securities are subordinated to bonds and other debt instruments in a company’s capital structure in terms of priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than those debt instruments. Preferred securities may be substantially less liquid than many other securities, such as U.S. government securities, corporate debt or common stocks. Dividends paid on preferred securities will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”

***Convertible Securities Risk.*** The value of a convertible security, including, for example, a warrant, is a function of its “investment value” (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its “conversion value” (the security’s worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security’s investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its

	<p>investment value. Generally, the conversion value decreases as the convertible security approaches maturity. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed income security.</p> <p>A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Fund's ability to achieve its investment objective.</p> <p><b>Repurchase Agreement Risk.</b> The Fund could suffer a loss if the proceeds from a sale of the securities underlying a repurchase agreement to which it is a party turns out to be less than the repurchase price stated in the agreement. In addition, repurchase agreements may involve risks in the event of default or insolvency of the seller, including possible delays or restrictions upon the Fund's ability to dispose of the underlying securities.</p>
<p><b>Managed Distribution Policy</b></p>	<p>Effective June 25, 2002, the Fund initiated a fixed, monthly distribution to Stockholders <u>(the "Distribution Policy")</u>. On November 29, 2006, <del>thise d</del><u>d</u>istribution <del>p</del><u>p</u>olicy was updated to provide for the annual resetting of the monthly distribution amount per share based on the Fund's net asset value on the last business day in <del>each</del>-October. The terms of the <del>d</del><u>d</u>istribution <del>p</del><u>p</u>olicy will be reviewed and approved at least annually by the Fund's Board of Directors and can be modified at <del>their</del> <u>the Board's</u> discretion. To the extent that these distributions exceed the current earnings of the Fund, the balance will be generated from sales of portfolio securities held by the Fund, and will be distributed as either short-term or long-term capital gains or a tax-free return-of-capital. To the extent these distributions are not represented by net investment income and capital gains, they will not represent yield or investment return on the Fund's investment portfolio. <del>A return of capital distribution reduces the tax basis of an investor's Shares</del><u>Although return of capital distributions may not be taxable, such distributions may reduce a Stockholder's cost basis in his or her Shares, and therefore may result in an increase in the amount of any taxable gain on a subsequent disposition of such Shares, even if such Shares are sold at a loss to the Stockholder's original investment amount.</u> The Fund plans to maintain <del>thise d</del><u>d</u>istribution <del>p</del><u>p</u>olicy even if a return-of-capital distribution would exceed an investor's tax basis and therefore be a taxable distribution.</p> <p>To the extent necessary to meet the amounts distributed under the Fund's <del>managed distribution policy</del><u>Distribution Policy</u>,</p>



	<p>portfolio securities, including those purchased with <del>the</del> proceeds <del>from of</del> this Offering, may be sold to the extent adequate income is not available. Sustaining the <del>managed-distribution-policy</del> <u>Distribution Policy</u> could require the Fund to raise additional capital in the future.</p> <p>Although it has no current intention to do so, the Board may terminate this <del>d</del><u>D</u>istribution <del>p</del><u>P</u>olicy at any time, and such termination may have an adverse effect on the market price for the Fund's Shares. The Fund determines annually whether to distribute any net realized long-term capital gains in excess of net realized short-term capital losses, including capital loss carryovers, if any. To the extent that the Fund's taxable income in any calendar year exceeds the aggregate amount distributed pursuant to <del>thise d</del><u>these d</u>Distribution <del>p</del><u>P</u>olicy, an additional distribution may be made to avoid the payment of a 4% U.S. federal excise tax, and to the extent that the aggregate amount distributed in any calendar year exceeds the Fund's taxable income, the amount of that excess may constitute a return-of-capital for tax purposes. Dividends and distributions to Stockholders are recorded by the Fund on the ex-dividend date.</p>
<b>Dividend Reinvestment Plan</b>	<p>Unless a Stockholder elects otherwise, the Stockholder's distributions will be reinvested in additional Shares under the Fund's dividend reinvestment plan. Stockholders who elect not to participate in the Fund's dividend reinvestment plan will receive all distributions in cash paid to the Stockholder of record (or, if the Shares are held in street or other nominee name, then to such nominee). See "Dividend Reinvestment Plan."</p>
<b>Stock Purchases and Tenders</b>	<p>The Board of Directors may consider repurchasing the Fund's Shares in the open market or in private transactions, or tendering for Shares, in an attempt to reduce or eliminate a market value discount from net asset value, if one should occur. There can be no assurance that the Board of Directors will determine to effect any such repurchase or tender or that it would be effective in reducing or eliminating any market value discount.</p>
<b>Custodian and Transfer Agent</b>	<p>U.S. Bank National Association serves as the Fund's custodian and American Stock Transfer and Trust Company serves as the Fund's transfer agent. See "Management of the Fund".</p>

## SUMMARY OF FUND EXPENSES

The following table shows Fund expenses as a percentage of net assets attributable to ~~common shares~~ the Fund's Shares.

### Stockholder Transaction Expenses

Sales load	None
Dividend Reinvestment Plan fees	None

### Annual Expenses (as a percentage of net assets attributable to ~~common the s~~ Shares)

Management fees	1.00%
Other expenses <sup>(1)</sup>	0.575%
Acquired Fund fees and expenses <sup>(2)</sup>	0.2049%
Total Annual Expenses	1.772.04%

### Example<sup>(3)</sup>

The following example illustrates the hypothetical expenses that you would pay on a \$1,000 investment in ~~common the s~~ Shares, assuming (i) annual expenses of 1.7789% of net assets attributable to ~~common the s~~ Shares and (ii) a 5% annual return:

	1 Year	3 Years	5 Years	10 Years
You would pay the following expenses on a \$1,000 investment, assuming a 5% annual return	<del>\$1821</del>	<del>\$5665</del>	<del>\$97111</del>	<del>\$24039</del>

- <sup>(1)</sup> “Other Expenses” are based upon gross estimated amounts for the current fiscal year and include, among other expenses, administration and fund accounting fees. The Fund has no current intention to borrow money for investment purposes and has adopted a fundamental policy against selling securities short.
- <sup>(2)</sup> The Fund invests in other closed-end investment companies and ETFs (collectively, the “Acquired Funds”). The Fund’s stockholders indirectly bear a pro rata portion of the fees and expenses of the Acquired Funds in which the Fund invests. Acquired Fund fees and expenses are based on estimated amounts for the current fiscal year.
- <sup>(3)</sup> The example assumes that the estimated “Other Expenses” set forth in the Annual Expenses table remain the same each year and that all dividends and distributions are reinvested at net asset value. Actual expenses may be greater or less than those assumed. The example further assumes that the Fund uses no leverage, as currently intended. Moreover, the Fund’s actual rate of return will vary and may be greater or less than the hypothetical 5% annual return.

The purpose of the above table is to help a ~~holder of common shares~~ Stockholder understand the fees and expenses that such ~~holder~~ Stockholder would bear directly or indirectly. **The example should not be considered a representation of actual future expenses. Actual expenses may be higher or lower than those shown.**

## THE FUND

The Fund is a diversified, closed-end management investment company. The Fund was organized as a Maryland corporation on May 1, 1987. The Fund’s principal office is located c/o Ultimus Fund Solutions, LLC at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, and its telephone number is (513) 326-3597.

## THE OFFERING

Terms of the Offering. The Fund is issuing to Record Date Stockholders (i.e., ~~s~~ Stockholders who hold Shares on the Record Date) non-transferable Rights to subscribe for Shares. Each Record Date Stockholder is being issued one non-transferable Right for every one Share owned on the Record Date. The Rights entitle a Record Date Stockholder to acquire one Share at the Subscription Price for every three Rights held. Fractional Shares will not be

issued upon the exercise of the Rights. Accordingly, the number of Rights to be issued to a Record Date Stockholder on the Record Date will be rounded up to the nearest whole number of Rights evenly divisible by three. Rights may be exercised at any time during the Subscription Period which commences on or about ~~December 1, 2011~~ [ ], 2012, and ends at 5:00 p.m., New York City time, on ~~December 16~~ [ ], 2012, 2014 unless extended by the Fund. See “Expiration of the Offering.” The right to acquire one additional Share for every three Rights held during the Subscription Period at the Subscription Price is hereinafter referred to as the “Basic Subscription.”

In addition to the Basic Subscription, Record Date Stockholders who exercise all of their Rights are entitled to subscribe for Shares which were not otherwise subscribed for by others in the Basic Subscription (the “Additional Subscription Privilege”). If sufficient Shares are not available to honor all requests under the Additional Subscription Privilege, the Fund may, in its discretion, issue additional Shares up to 100% of the Shares available in the Offering (or ~~2,867,443~~ [ ] Shares for a total of ~~5,734,886~~ [ ] Shares) (the “Over-Allotment Shares”) to honor over-subscription requests, with such Shares subject to the same terms and conditions of this Offering. See “Additional Subscription Privilege” below. For purposes of determining the maximum number of Shares a Stockholder may acquire pursuant to the Offering, broker-dealers whose Shares are held of record by any Nominee will be deemed to be the holders of the Rights that are issued to such Nominee on their behalf. The term “Nominee” shall mean, collectively, CEDE & Company (“Cede”), as nominee for the Depository Trust Company (“DTC”), or any other depository or nominee. Shares acquired pursuant to the Additional Subscription Privilege are subject to allotment, which is more fully discussed below under “Additional Subscription Privilege.”

SHARES WILL BE ISSUED WITHIN THE 15-DAY PERIOD IMMEDIATELY FOLLOWING THE RECORD DATE OF THE FUND’S MONTHLY DISTRIBUTION AND STOCKHOLDERS EXERCISING RIGHTS WILL NOT BE ENTITLED TO RECEIVE SUCH DIVIDEND WITH RESPECT TO THE SHARES ISSUED PURSUANT TO SUCH EXERCISE.

Rights will be evidenced by Subscription Certificates. The number of Rights issued to each Record Date Stockholder will be stated on the Subscription Certificates delivered to the Record Date Stockholder. The method by which Rights may be exercised and Shares paid for is set forth below in “Method of Exercising Rights” and “Payment for Shares.” A RIGHTS HOLDER WILL HAVE NO RIGHT TO RESCIND A PURCHASE AFTER THE SUBSCRIPTION AGENT HAS RECEIVED PAYMENT. See “Payment for Shares” below.

The Rights are non-transferable and may not be purchased or sold. Rights will expire without residual value at the Expiration Date. The Rights will not be listed for trading on the NYSE ~~Amex~~ MKT, and there will not be any market for trading Rights. The Shares to be issued pursuant to the Offering will be listed for trading on the NYSE ~~Amex~~ MKT, subject to the NYSE ~~Amex~~ MKT being officially notified of the issuance of those Shares.

Purpose of the Offering. At a meeting held on ~~June 28~~ October 16, 2014~~2~~, the Board approved the Offering and determined that it would be in the best interests of the Fund and its existing Stockholders to increase the assets of the Fund. The primary reasons include:

- The Basic Subscription will provide existing Stockholders an opportunity to purchase additional Shares at a price that is potentially below market value without incurring any commission or transaction charges.
- Raising more cash will better position the Fund to take advantage of investment opportunities that exist or may arise.
- Increasing the Fund’s assets will provide the Fund additional flexibility in maintaining the Distribution Policy ~~(see discussion below).~~ ~~This policy.~~ The Distribution Policy permits Stockholders to receive a predictable level of cash flow and some liquidity periodically with respect to their ~~Common Stock~~ Shares without having to sell Shares.
- Increasing Fund assets may lower the Fund’s expenses as a proportion of net assets because the Fund’s fixed costs would be spread over a larger asset base. There can be no assurance that by increasing the size of the Fund, the Fund’s expense ratio will be lowered.

- Because the Offering will increase the Fund's outstanding Shares, it may increase the number of Stockholders over the long term, which could increase the level of market interest in and visibility of the Fund and improve the trading liquidity of the Shares on the NYSE ~~Amex~~MKT.

- The Board expects the Offering ~~is expected~~ to be anti-dilutive to all Stockholders, including those electing not to participate, because the estimated expenses incurred for the Offering will be more than offset by the increase in the net assets of the Fund such that non-participating Stockholders will receive an increase in their net asset value, so long as the number of Shares issued to participating Stockholders is not materially less than a full exercise of the Basic Subscription amount.

Board Considerations in Approving the Offering. At a meeting held on ~~June 28~~October 16, 201~~12~~, the Board considered the approval of the Offering. In considering whether or not to approve the Offering, the Board relied on materials and information prepared and presented by the Fund's management at such meeting and discussions at that time. Based on such materials and their deliberations at this meeting, the Board determined that it would be in the best interests of the Fund and its Stockholders to conduct the Offering in order to increase the assets of the Fund available for current and future investment opportunities. In making its determination, the Board considered the various factors set forth in "The Offering - Purpose of the Offering". The Board also considered a number of other factors, including the success of the rights offering conducted by the Fund in 2010 ~~and that~~ (the ~~"2010 Offering was"~~) and 2011 (the "2011 Offering", and together with the 2010 Offering, the "Prior Rights Offerings") and that the Prior Rights Offerings were anti-dilutive to Stockholders, the ability of the Adviser to invest the proceeds of the Offering, the potential effect of the Offering on the Fund's stock price and conditions to the Fund's exemptive relief in connection with ~~its managed distribution policy~~the Distribution Policy. The Board considered that, during the course of ~~the Fund's 2010 Offering~~each of the Prior Rights Offerings, the Fund's market price declined, however the Board noted that the Fund continued at all times during the 201~~0~~1 Offering and since the 201~~0~~1 Offering's conclusion to sell at a premium to NAV, and the market price ~~after adjusting for distributions~~, has approached the level that it was prior to the 201~~0~~1 Offering. When considering the potential effect of the Offering on the Fund's stock price, the Board concluded that the impact on the Fund's price was uncertain and, regardless of the potential impact, the Offering was in the best interest of the Stockholders. As a result of these considerations, the Board determined that it was appropriate and in the best interest of the Fund and its Stockholder to proceed with the ~~proposed 2011 offering~~Offering, while continuing with the ~~Fund's managed distribution policy~~Distribution Policy.

~~Due to market conditions during the third quarter of 2011, the commencement of the Offering was delayed. At a meeting held on November 4, 2011, the Board reaffirmed its considerations regarding the merits of the Offering, considered current market conditions and ratified its authorization to proceed with the Offering at that time. In particular, the Board noted that, despite the volatility of the markets during the prior few months, the Fund's market price had continued to stay within a reasonable range of the market price prior to the 2010 Offering.~~

The Board voted unanimously to approve the terms of the Offering. One of the Fund's Directors who voted to authorize the Offering is affiliated with the Adviser and, therefore, could benefit indirectly from the Offering. The other ~~five~~four directors are not "interested persons" of the Fund within the meaning of the 1940 Act. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund. It is not possible to state precisely the amount of additional compensation the Adviser might receive as a result of the Offering because it is not known how many Shares will be subscribed for and ~~because~~ the proceeds of the Offering will be invested in additional portfolio securities, which will fluctuate in value. It is likely that affiliates of the Adviser who are also ~~s~~Stockholders will participate in the Offering ~~along with the other stockholders~~ and, accordingly, will receive the same benefits of acquiring ~~s~~Shares as other ~~s~~Stockholders.

There can be no assurance that the Fund or its Stockholders will achieve any of the foregoing objectives or benefits through the Offering.

The Fund may, in the future, choose to make additional rights offerings from time to time for a number of Shares and on terms that may or may not be similar to this Offering. Any such future rights offerings will be made in accordance with the then applicable requirements of the 1940 Act and the Securities Act. ~~If Fund shares begin to trade at a discount, the Board may make a determination whether to discontinue the Offering.~~

~~There can be no assurance that the Fund or its Stockholders will achieve any of the foregoing objectives or benefits through the Offering.~~

Notice of NAV Decline. If the Shares begin to trade at a discount, the Board may make a determination whether to discontinue the Offering, provided that the Fund, as required by the SEC's registration form, will suspend the Offering until it amends this prospectus if, subsequent to the date of this prospectus, the Fund's NAV declines more than 10% from its NAV as of that date. Accordingly, the Expiration Date would be extended and the Fund would notify Record Date Stockholders of the decline and permit Stockholders to cancel their exercise of Rights.

The Subscription Price. The Subscription Price for the Shares to be issued under the Offering will be equal to the greater of (i) 10~~27~~% of NAV per Share as calculated at the close of trading on the Expiration Date or (ii) 90% of the market price per Share at such time. For example, if the Offering were held using the "Estimated Subscription Price" (i.e., an estimate of the Subscription Price based on the Fund's per-share NAV and market price at the end of business on ~~November 4, 2011 (\$6.32 and \$9.42~~ [ ]), 2012 (\$ [ ] and \$ [ ]), respectively), the Subscription Price would be \$8.48 [ ] per share (90% of \$9.42 [ ]).

Additional Subscription Privilege. If all of the Rights initially issued are not exercised, any Shares for which subscriptions have not been received will be offered, by means of the Additional Subscription Privilege, to Record Date Stockholders who have exercised all of the Rights initially issued to them and who wish to acquire more than the number of Shares for which the Rights held by them are exercisable. Record Date Stockholders who exercise all of their Rights will have the opportunity to indicate on the Subscription Certificate how many unsubscribed Shares they are willing to acquire pursuant to the Additional Subscription Privilege.

If enough unsubscribed Shares remain after the Basic Subscriptions have been exercised, all over-subscription requests will be honored in full. If there are not enough unsubscribed Shares to honor all over-subscription requests, the Fund may, in its discretion, issue additional Shares up to 100% of Shares available in the Offering to honor Additional Subscription Privilege requests (defined above as the "Over-Allotment Shares"), with such Shares subject to the same terms and conditions of this Offering. In the event that the Subscription Price is less than the Estimated Subscription Price, Over-Allotment Shares may be used by the Fund to fulfill any Shares subscribed for under the Basic Subscription. The method by which any unsubscribed Shares or Over-Allotment Shares (collectively, the "Excess Shares") will be distributed and allocated pursuant to the Additional Subscription Privilege is as follows:

(i) If there are sufficient Excess Shares to satisfy all additional subscriptions by Stockholders exercising their rights under the Additional Subscription Privilege, each such Stockholder shall be allotted the number of Shares which the Stockholder requested.

(ii) If the aggregate number of Shares subscribed for under the Additional Subscription Privilege exceeds the number of Excess Shares, the Excess Shares will be allocated to Record Date Stockholders who have exercised all of their Rights in accordance with their Additional Subscription Privilege request.

(iii) If there are not enough Excess Shares to fully satisfy all Additional Subscription Privilege requests by Record Date Stockholders pursuant to paragraph (2) above, the Excess Shares will be allocated among Record Date Stockholders who have exercised all of their Rights in proportion, not to the number of Shares requested pursuant to the Additional Subscription Privilege, but to the number of Rights exercised by them; provided, however, that no Stockholder shall be allocated a greater number of Excess Shares than such Record Date Stockholder paid for and in no event shall the number of Shares allocated in connection with the Additional Subscription Privilege exceed 100% of the Shares available in the Offering. The formula to be used in allocating the Excess Shares under this paragraph is as follows: (Rights Exercised by over-subscribing Record Date Stockholder divided by Total Rights Exercised by all over-subscribing Record Date Stockholders) multiplied by Excess Shares Remaining.

The percentage of Excess Shares each over-subscriber may acquire will be rounded up to result in delivery of whole Shares (fractional Shares will not be issued).

The forgoing allocation process may involve a series of allocations in order to assure that the total number of Shares available for over-subscription are distributed on a pro-rata basis. The Fund will not offer or sell any Shares which are not subscribed for under the Basic Subscription or the Additional Subscription Privilege. The Additional Subscription Privilege may result in additional dilution of a Stockholder's ownership percentage and voting rights.

The Fund will not offer or sell any Shares which are not subscribed for under the Basic Subscription or the Additional Subscription Privilege.

Expiration of the Offering. The Offering will expire at 5:00 p.m., New York City time, on the Expiration Date (~~December 16, 2011~~ January 1, 2012), unless extended by the Fund (the "Extended Expiration Date"). Rights will expire on the Expiration Date (or Extended Expiration Date as the case may be) and thereafter may not be exercised.

Method of Exercising Rights. Rights may be exercised by filling in and signing the reverse side of the Subscription Certificate and mailing it in the envelope provided, or otherwise delivering the completed and signed Subscription Certificate to the Subscription Agent, together with payment for the Shares as described below under "Payment for Shares." Rights may also be exercised through a Rights holder's broker, who may charge the Rights holder a servicing fee in connection with such exercise.

In the event that the Estimated Subscription Price is more than the Subscription Price on the Expiration Date, any resulting excess amount paid by a Stockholder towards the purchase of Shares in the Offering will be applied by the Fund towards the purchase of additional Shares under the Basic Subscription or, if such Stockholder has exercised all of the Rights initially issued to such Stockholder under the Basic Subscription, towards the purchase of an additional number of Shares pursuant to the Additional Subscription Privilege. Any Stockholder who desires that such excess not be treated by the Fund as a request by the Stockholder to acquire additional Shares in the Offering and that such excess be refunded to the Stockholder must so indicate in the space provided on the Subscription Certificate.

Completed Subscription Certificates must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date (or Extended Expiration Date, as the case may be). The Subscription Certificate and payment should be delivered to the Subscription Agent at the following address:

If by first class mail:

The Colbent Corporation  
Cornerstone Strategic Value Fund, Inc.  
Rights Offering  
Att: Corporate Actions  
P.O. Box 859208  
Braintree, MA 02185-9208

If by mail or overnight courier:

The Colbent Corporation  
Cornerstone Strategic Value Fund, Inc.  
Rights Offering  
Att: Corporation Actions  
161 Bay State Drive  
Braintree, MA 02184

Subscription Agent. The Subscription Agent is The Colbent Corporation, with an address at 161 Bay State Drive, Braintree, MA 02184. The Subscription Agent will receive from the Fund an amount estimated to be \$186,000, comprised of ~~a project management fee of \$7,500~~ the fee for its services and the reimbursement for certain expenses related to the Offering ~~estimated at \$10,500~~. INQUIRIES BY ALL HOLDERS OF RIGHTS SHOULD BE DIRECTED TO THE INFORMATION AGENT, ~~THE ALTMAN GROUP~~ AST FUND SOLUTIONS, LLC, AT (800) 581-4001; HOLDERS MAY ALSO CONSULT THEIR BROKERS OR NOMINEES.

Payment for Shares. Payment for Shares shall be calculated by multiplying the Estimated Subscription Price by the sum of (i) the number of Shares intended to be purchased in the Basic Subscription (e.g., the number of Rights exercised divided by three), plus (ii) the number of additional Shares intended to be over-subscribed under the Additional Subscription Privilege. For example, based on the Estimated Subscription Price of \$[ ] per Share, if a Stockholder receives 300 Rights and wishes to subscribe for 100 Shares in the Basic Subscription, and also wishes to over-subscribe for 50 additional Shares under the

**Additional Subscription Privilege, such Stockholder would remit payment in the amount of \$[ ] (\$[ ] plus \$[ ]).**

Record Date Stockholders who wish to acquire Shares in the Basic Subscription or pursuant to the Additional Subscription Privilege must, together with the properly completed and executed Subscription Certificate, send payment for the Shares acquired in the Basic Subscription and any additional Shares subscribed for pursuant to the Additional Subscription Privilege, to the Subscription Agent based on the Estimated Subscription Price of **\$8.48** [ ] per Share. To be accepted, such payment, together with the Subscription Certificate, must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date (or Extended Expiration Date as the case may be).

If the Estimated Subscription Price is greater than the actual per Share purchase price, the excess payment will be applied toward the purchase of ~~Unsubscribed~~ unsubscribed Shares to the extent that there remain sufficient unsubscribed Shares available after the Basic Subscription and Additional Subscription Privilege allocations are completed. To the extent that sufficient ~~Unsubscribed~~ unsubscribed Shares are not available to apply all of the excess payment toward the purchase of ~~Unsubscribed~~ unsubscribed Shares, available Shares will be allocated in the manner consistent with that described in the section entitled “Additional Subscription Privilege” above.

PAYMENT MUST ACCOMPANY ANY SUBSCRIPTION CERTIFICATE FOR SUCH SUBSCRIPTION CERTIFICATE TO BE ACCEPTED.

Within five (5) business days following ~~the completion of~~ the Expiration Date (or Extended Expiration Date as the case may be), a confirmation will be sent by the Subscription Agent to each Stockholder (or, if the Shares on the Record Date are held by CEDE or any other depository or nominee, to CEDE or such other depository or nominee). The date of the confirmation is referred to as the “Confirmation Date.” The confirmation will show (i) the number of Shares acquired pursuant to the Basic Subscription; (ii) the number of Shares, if any, acquired pursuant to the Additional Subscription Privilege; (iii) the per Share and total purchase price for the Shares; and (iv) any additional amount payable by such Stockholder to the Fund (~~e.g.i.e.~~, if the Estimated Subscription Price was less than the Subscription Price on the Expiration Date) or any excess to be refunded by the Fund to such Stockholder (~~e.g.i.e.~~, if the Estimated Subscription Price was more than the Subscription Price on the Expiration Date and the Stockholder indicated on the Subscription Certificate that such excess not be treated by the Fund as a request by the Stockholder to acquire additional Shares in the Offering). Any additional payment required from a Stockholder must be received by the Subscription Agent prior to 5:00 p.m., New York City time, on the date specified as the deadline for final payment for Shares, and any excess payment to be refunded by the Fund to such Stockholder will be mailed by the Subscription Agent within ten (10) business days after the Confirmation Date. All payments by a Stockholder must be made in United States Dollars by money order or by checks drawn on banks located in the continental United States payable to “Cornerstone Strategic Value Fund, Inc.”.

Issuance and delivery of certificates for the Shares subscribed for are subject to collection of funds and actual payment by the subscribing Stockholder.

The Subscription Agent will deposit all checks received by it prior to the final due date into a segregated account pending distribution of the Shares from the Offering. Any interest earned on such account will accrue to the benefit of the Fund and investors will not earn interest on payments submitted nor will interest be credited toward the purchase of Shares.

YOU WILL HAVE NO RIGHT TO RESCIND YOUR SUBSCRIPTION AFTER THE SUBSCRIPTION AGENT HAS RECEIVED THE SUBSCRIPTION CERTIFICATE.

If a Record Date Stockholder who acquires Shares pursuant to the Basic Subscription or the Additional Subscription Privilege does not make payment of any amounts due, the Fund reserves the right to take any or all of the following actions: (i) find other purchasers for such subscribed-for and unpaid-for Shares; (ii) apply any payment actually received by it toward the purchase of the greatest whole number of Shares which could be acquired by such holder upon exercise of the Basic Subscription or the Additional Subscription Privilege; (iii) sell all or a portion of the Shares actually purchased by the holder in the open market, and apply the proceeds to the amounts owed; or (iv) exercise any and all other rights or remedies to which it may be entitled, including, without

limitation, the right to set off against payments actually received by it with respect to such subscribed Shares and to enforce the relevant guaranty of payment.

Holders who hold Shares for the account of others, such as brokers, trustees, or depositaries for securities, should notify the respective beneficial owners of the Shares as soon as possible to ascertain the beneficial owners' intentions and to obtain instructions with respect to the Rights. If the beneficial owner so instructs, the record holder of the Rights should complete Subscription Certificates and submit them to the Subscription Agent with the proper payment. In addition, beneficial owners of Shares or Rights held through such a holder should contact the holder and request the holder to effect transactions in accordance with the beneficial owner's instructions.

The instructions accompanying the Subscription Certificates should be read carefully and followed in detail. DO NOT SEND SUBSCRIPTION CERTIFICATES TO THE FUND OR THE ADVISER.

The method of delivery of Subscription Certificates and payment of the Subscription Price to the Subscription Agent will be at the election and risk of the Rights holders, but if sent by mail it is recommended that the certificates and payments be sent by registered mail, properly insured, with return receipt requested, and that a sufficient number of days be allowed to ensure delivery to the Subscription Agent and clearance of payment prior to 5:00 p.m., New York City time, on the Expiration Date. Because uncertified personal checks may take at least five business days to clear, each Record Date Stockholder participating in the Offering is strongly urged to pay, or arrange for payment, by means of a certified or cashier's check or money order.

All questions concerning the timeliness, validity, form and eligibility of any exercise of Rights will be determined by the Fund, whose determinations will be final and binding. The Fund in its sole discretion may waive any defect or irregularity, or permit a defect or irregularity to be corrected within such time as it may determine, or reject the purported exercise of any Right. If the Fund elects in its sole discretion to waive any defect or irregularity, it may do so on a case-by-case basis which means that not all defects or irregularities may be waived, if at all, or waived in the same manner as with other defects or irregularities. Subscriptions will not be deemed to have been received or accepted until all irregularities have been waived or cured within such time as the Fund determines in its sole discretion. Neither the Fund nor the Subscription Agent will be under any duty to give notification of any defect or irregularity in connection with the submission of Subscription Certificates or incur any liability for failure to give such notification.

Delivery of the Shares. The Shares purchased pursuant to the Basic Subscription will be delivered to subscribers in book-entry form as soon as practicable after the corresponding Rights have been validly exercised and full payment for the Shares has been received and cleared. The Shares ~~of Common Stock~~ purchased pursuant to the Additional Subscription Privilege will be delivered to subscribers in book-entry form as soon as practicable after the Expiration Date and after all allocations have been conducted.

Foreign Restrictions. Subscription Certificates will only be mailed to Record Date Stockholders whose addresses are within the United States (other than an APO or FPO address). Record Date Stockholders whose addresses are outside the United States or who have an APO or FPO address will receive written notice of the Offering and those who wish to subscribe to the Offering either in part or in full should contact the Subscription Agent by written instruction no later than three ~~B~~business ~~D~~days prior to the Expiration Date. The Fund will determine whether the Offering may be made to any such Record Date Stockholder. If no instructions have been received by the Expiration Date, the Rights of those foreign Record Date Stockholders will expire.

Federal Income Tax Consequences Associated with the Offering. The following is a general summary of the significant federal income tax consequences of the receipt of Rights by a Record Date Stockholder and a subsequent lapse or exercise of such Rights. The discussion is based upon applicable provisions of the Code, the Treasury Regulations promulgated thereunder, and other authorities currently in effect but does not address any state, local, or foreign tax consequences of the Offering. Each Stockholder should consult its own tax advisor regarding specific questions as to federal, state, local, or foreign taxes. Each Stockholder should also review the discussion of certain tax considerations affecting it and the Fund set forth under "Federal Income Tax Matters."



For purposes of the following discussion, the term “Old Share” shall mean a currently outstanding Share with respect to which a Right is issued and the term “New Share” shall mean a newly issued Share that Record Date Stockholders receive upon the exercise of their Rights.

*For all Record Date Stockholders:*

Neither the receipt nor the exercise of Rights by a Record Date Stockholder will result in taxable income to such stockholder for federal income tax purposes regardless of whether or not the stockholder makes the below-described election which is available under Section 307(b)(2) of the Code (a “Section 307(b)(2) Election”).

If the fair market value of the Rights distributed to all of the Record Date Stockholders is more than 15% of the total fair market value of all of the Fund’s outstanding ~~Common Stock~~ Shares as of the Record Date, or if a Record Date Stockholder makes a Section 307(b)(2) Election for the taxable year in which such Rights were received, the Record Date Stockholder’s federal income tax basis in any Right received pursuant to the Offering will be equal to a portion of the Record Date Stockholder’s existing federal income tax basis in the related Old Share. If made, a Section 307(b)(2) Election is effective with respect to all Rights received by a Record Date Stockholder. A Section 307(b)(2) Election is made by attaching a statement to the Record Date Stockholder’s federal income tax return for the taxable year of the Record Date (which is the same as the year as when the Rights were received). Record Date Stockholders should carefully review the differing federal income tax consequences described below before deciding whether or not to make a Section 307(b)(2) Election.

*For Record Date Stockholders When the Fair Market Value of Rights Distributed Exceed 15% of the Total Fair Market Value of the Fund’s ~~Common Stock~~ Shares or When Making a 307(b)(2) Election:*

*Lapse of Rights.* If the fair market value of rights distributed exceed 15% of the total fair market value of the ~~Common Stock~~ Shares or if a Record Date Stockholder makes a Section 307(b)(2) Election, no taxable loss will be realized for federal income tax purposes if the Record Date Stockholder retains a Right but allows it to lapse without exercise. Moreover, the existing federal income tax basis of the related Old Share will not be reduced if such lapse occurs.

*Exercise of Rights.* If a Record Date Stockholder exercises a Right, the Record Date Stockholder’s existing federal income tax basis in the related Old Share must be allocated between such Right and the Old Share in proportion to their respective fair market values as of the date of distribution of such Rights (effectively reducing the Record Date Stockholder’s basis in his Old Share). Upon such exercise of the Record Date Stockholder’s Rights, the New Shares received by the Record Date Stockholder pursuant to such exercise will have a federal income tax basis equal to the sum of the basis of such Rights as described in the previous sentence and the Subscription Price paid for the New Shares (as increased by any servicing fee charged to the Record Date Stockholder by his broker, bank or trust company and other similar costs). If the Record Date Stockholder subsequently sells such New Shares (and holds such Shares as capital assets at the time of their sale), the Record Date Stockholder will recognize a capital gain or loss equal to the difference between the amount received from the sale of the New Shares and the Record Date Stockholder’s federal income tax basis in the New Shares as described above. Such capital gain or loss will be long-term capital gain or loss if the New Shares are sold more than one year after the date that the New Shares are acquired by the Record Date Stockholder.

*For Record Date Stockholders Not Making a Section 307(b)(2) Election When the Fair Market Value of the Rights Distributed are Less than 15% of the Total Fair Market Value of the Fund’s Outstanding ~~Common Stock~~ Shares:*

*Lapse of Rights.* If the fair market value of the Rights distributed are less than 15% of the total fair market value of the outstanding ~~Common Stock~~ Shares and a Record Date Stockholder does not make a Section 307(b)(2) Election for the taxable year in which such Rights were received, no taxable loss will be realized for federal income tax purposes if the Record Date Stockholder retains a Right but allows it to lapse without exercise. Moreover, the federal income tax basis of the related Old Share will not be reduced if such lapse occurs.

*Exercise of Rights.* If a non-electing Record Date Stockholder exercises his Rights, the federal income tax basis of the related Old Shares will remain unchanged and the New Shares will have a federal income tax basis equal to the Subscription Price paid for the New Shares (as increased by any servicing fee charged to the Record Date Stockholder by his broker, bank or trust company and other similar costs). If the Record Date Stockholder subsequently sells such New Shares (and holds such Shares as capital assets at the time of their sale), the Record Date Stockholder will recognize a capital gain or loss equal to the difference between the amount received from the sale of the New Shares and the stockholder's federal income tax basis in the New Shares as described above. Such capital gain or loss will be long-term capital gain or loss if the New Shares are sold more than one year after the Record Date Stockholder acquires the New Shares through the Offering.

Employee Plan Considerations. Record Date Stockholders that are employee benefit plans subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), including corporate savings and 401(k) plans, Keogh Plans of self-employed individuals and Individual Retirement Accounts ("IRA") (each a "Benefit Plan" and collectively, "Benefit Plans"), should be aware that additional contributions of cash in order to exercise Rights may be treated as Benefit Plan contributions and, when taken together with contributions previously made, may subject a Benefit Plan to excise taxes for excess or nondeductible contributions. In the case of Benefit Plans qualified under Section 401(a) of the Code, additional cash contributions could cause the maximum contribution limitations of Section 415 of the Code or other qualification rules to be violated. Benefit Plans contemplating making additional cash contributions to exercise Rights should consult with their counsel prior to making such contributions.

Benefit Plans and other tax exempt entities, including governmental plans, should also be aware that if they borrow in order to finance their exercise of Rights, they may become subject to the tax on unrelated business taxable income ("UBTI") under Section 511 of the Code. If any portion of an IRA is used as security for a loan, the portion so used is also treated as distributed to the IRA depositor.

ERISA contains prudence and diversification requirements and ERISA and the Code contain prohibited transaction rules that may impact the exercise of Rights. Among the prohibited transaction exemptions issued by the Department of Labor that may exempt a Benefit Plan's exercise of Rights are Prohibited Transaction Exemption 84-24 (governing purchases of shares in investment companies) and Prohibited Transaction Exemption 75-1 (covering sales of securities).

Due to the complexity of these rules and the penalties for noncompliance, Benefit Plans should consult with their counsel regarding the consequences of their exercise of Rights under ERISA and the Code.

Benefit to the Adviser. The Adviser will benefit from the Offering because its fees are based on the average total net assets of the Fund. It is not possible to state precisely the amount of additional compensation the Adviser will receive as a result of the Offering because the proceeds of the Offering will be invested in additional portfolio securities that will fluctuate in value. However, if all Rights are exercised at the Estimated Subscription Price of ~~\$8.48~~, the annual compensation to be received by the Adviser would be increased by approximately ~~\$243,101.76~~. If the Fund issues all of the Over-Allotment Shares, the annual compensation to be received by the Adviser would be increased by an additional ~~\$486,203.52~~. One of the Fund's Directors who voted to approve the Offering is an "interested person" of the Adviser within the meaning of the 1940 Act. This Director, Ralph Bradshaw, could benefit indirectly from the Offering because of his beneficial interest in the Adviser. The other ~~four~~ Directors were aware of the potential benefit to the Adviser (and indirectly to Mr. Bradshaw), but nevertheless concluded that the Offering was in the best interest of the Fund's ~~s~~Stockholders.

The Fund may, in the future and at its discretion, choose to make additional rights offerings from time to time for a number of Shares and on terms which may or may not be similar to the Offering. Any such future rights offerings will be made in accordance with the 1940 Act and the Securities Act. Under the laws of Maryland, the state in which the Fund is incorporated, under certain circumstances, the Board is authorized to approve rights ~~O~~offerings without obtaining ~~s~~Stockholder approval. The staff of the SEC has interpreted the 1940 Act as not requiring stockholder approval of a rights offering at a price below the then current NAV so long as certain conditions are met, including a good faith determination by the fund's board of directors that such offering would result in a net benefit to the Fund's existing stockholders.



## FINANCIAL HIGHLIGHTS

Set forth below is ~~for each year indicated~~, per share operating performance data for ~~a one~~ share of ~~Common Stock outstanding the Fund's common stock ("Share")~~, total investment return, ratios to average net assets and other supplemental data ~~for each year indicated~~. This information has been derived from the financial statements and market price data for the Fund's ~~Common Stock Shares~~. The financial highlights for the fiscal year ended December 31, 2010~~1~~ have been audited by Tait, Weller & Baker LLP, independent registered public accounting firm. The financial statements and notes thereto ~~for the fiscal year ended December 31, 2011~~, together with the report ~~thereon~~ of the ~~Fund's~~ independent registered public accounting firm, ~~have been are~~ incorporated by reference in the SAI and are available without charge by calling collect (513) 326-3597 or by writing to the Fund c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753. ~~Information—The information~~ as of June 30, 2011~~2~~ appears in the Fund's unaudited interim financial statements as filed with the SEC in ~~our the Fund's~~ most recent stockholder report for the period ended June 30, 2010~~2~~.

	<u>For the Six Months Ended June 30, 2012 (unaudited)</u>	<u>For the Years Ended December 31,<sup>a</sup></u>				
		<u>For the Years Ended December 31,<sup>a</sup></u>				
	<u>2012</u>	<u>2011</u>	2010	2009	2008	<u>2006</u> <u>2007</u>
<b>PER SHARE OPERATING PERFORMANCE</b>					<u>2007</u>	
Net asset value, beginning of <del>year</del> <u>period</u>	<u>\$ 6.13</u>	<u>\$ 7.55</u>	\$ 8.24	\$ 8.71	\$ 18.12	\$ <del>22.60</del> <u>21.28</u>
Net investment income <sup>#</sup> / <del>(loss)</del> <sup>#</sup>	<u>0.12</u>	<u>0.07</u>	0.06	0.06	0.15	<u>0.20</u> <u>0.16</u>
Net realized and unrealized gain/(loss) on investments <u>and foreign currency related transactions</u>	<u>0.41</u>	<u>0.76</u>	<u>1.52</u>	<u>(5.55)</u>	<u>0.16</u>	<u>0.20</u> <u>0.16</u>
Net increase/(decrease) in net assets resulting from operations <u>and foreign currency related transactions</u>	<u>0.53</u>	<u>(0.04)</u>	<u>0.76</u>	<u>1.52</u>	<u>0.96</u> <u>2.64</u> <u>(5.55)</u>	<u>0.96</u>
Dividends and distributions to <del>shareholders</del> <u>stockholders</u> :						
Net investment income	<u>(0.12)</u>	<u>(0.13)</u>	(0.07)	(0.06)	(0.15)	(0.16)
Net realized <del>gain</del> -capital gains	<u>—</u>	<u>—</u>	—	—	<u>(1.32)</u>	<u>(1.32)</u>
Return-of-capital	<u>(0.55)</u>	<u>(1.40)</u>	(1.61)	(2.03)	(4.01)	<u>(4.00)</u> <u>3.00</u>
Total dividends and distributions to <del>shareholders</del> <u>stockholders</u>	<u>(0.67)</u>	<u>(1.53)</u>	(1.68)	(2.09)	(4.16)	<u>(4.16)</u> <u>4.48</u>
Capital stock transactions:						
Anti-dilutive effect due to shares issued:						
Rights offering	<u>—</u>	<u>0.05</u>	0.13	—	—	—

<sup>a</sup> Effective December 23, 2006, a reverse stock split of 1:4 occurred. All per share amounts have been restated according to the terms of the split.

<sup>+</sup> Amount rounds to less than \$0.01.

<sup>(a)</sup> Not annualized.

<sup>(b)</sup> Annualized.

<sup>#</sup> Based on average shares outstanding.

<sup>1##</sup> Based on average shares outstanding.

<sup>2##</sup> Effective December 23, 2008, a reverse stock split of 1:4 occurred. All per share amounts have been restated according to the terms of the split.

Reinvestment of dividends and distributions	<u>0.00</u> <sup>+</sup>	<u>0.03</u>	0.04	0.04	0.15	<u>0.20</u>	<u>-0.20</u>
<b>Total anti-dilutive effect due to shares issued</b>		<u>0.08</u>			0.15	<u>0.20</u>	<u>-0.20</u>
<b>Total capital stock transactions</b>	<u>0.00</u>	<u>0.08</u>	0.17	0.04	<u>0.20</u>	<u>0.20</u>	<u>-0.20</u>
Net asset value, end of <b>year period</b>	<u>\$ 5.99</u>	<u>\$ 6.13</u>	\$ 7.55	\$ 8.24	<u>\$ 8.71</u>	<u>\$ 21.28</u>	<u>\$ 18.12</u>
Market value, end of <b>year period</b>	<u>\$ 7.13</u>	<u>\$ 6.59</u>	\$ 8.84	\$ 11.61	<u>\$ 7.62</u>	<u>\$ 33.80</u>	<u>\$ 20.20</u>
Total investment return <sup>3</sup>	<u>20.36%</u> <sup>(a)</sup>	<u>(11.11)%</u>	(10.19)%	89.55%	(49.92)%	<u>45.36%</u>	<u>(29.04)%</u>
<b>RATIOS/SUPPLEMENTAL DATA</b>							
Net assets, end of <b>year period</b> (000 omitted)	<u>\$ 87,136</u>	<u>\$ 88,111</u>	\$ 64,266	\$ 57,447	\$ 59,510	<u>\$ 136,344</u>	<u>\$ 120,268</u>
Ratio of expenses to average net assets, net of fee waivers, if any <sup>4,5</sup>	<u>1.40%</u> <sup>(b)</sup>	<u>1.55%</u>	1.73%	1.80%	1.40%	<u>1.22</u>	<u>1.23%</u>
<i>continued</i>							
Ratio of expenses to average net assets, excluding fee waivers, if any <sup>3,6</sup>	<u>1.40%</u> <sup>(b)</sup>	<u>1.55%</u>	1.74%	2.01%	1.54%	<u>1.32</u>	<u>1.35%</u>
<b>Ratio of expenses to average net assets, net of fee waivers, if any<sup>3,4</sup></b>	<u>1.74%</u>	<u>1.95%</u>	<u>1.44%</u>	<u>1.25%</u>	<u>1.25%</u>	<u>1.25%</u>	<u>1.25%</u>
Ratio of net investment income/(loss) to average net assets	<u>3.71%</u> <sup>(b)</sup>	<u>0.98%</u>	0.77%	0.79%	1.08%	<u>0.85</u>	<u>0.86%</u>
Portfolio turnover rate	<u>20.33%</u> <sup>(a)</sup>	<u>38.08%</u>	25.28%	10.81%	13.24%	<u>10.59</u>	<u>10.38%</u>

*Continued*

**For the  
Years  
Ended  
December  
31,<sup>a</sup>**

**For the Years Ended December 31,\***

	<u>2006</u>	2005	<u>2004</u>	<u>2004</u> 2003	2002 <u>2001</u>
<b>PER SHARE OPERATING PERFORMANCE</b>					
Net asset value, beginning of year	<u>\$ 22.60</u>	\$ 25.92	<u>\$ 27.60</u>	<u>\$ 27.60</u>	\$ 36.80
Net investment income/(loss) <sup>#</sup>	<u>0.20</u>	0.12	<u>0.20</u>	<u>0.20</u>	(0.04)
Net realized and unrealized gain/(loss) on investments and foreign currency related <b>translation transactions</b>	<u>2.64</u>	0.72	<u>2.20</u>	<u>2.20</u>	(9.16)

<sup>3</sup> Total investment return at market value is based on the changes in market price of a share during the period and assumes reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividends reinvestment plan. Total investment return does not reflect brokerage commissions.

<sup>4</sup> Expenses are net of fees paid indirectly.

<sup>5</sup> Expenses do not include expenses of investment companies in which the Fund invests.

<sup>6</sup> Expenses exclude the reduction for fees paid indirectly.

<sup>7</sup> **Effective December 23, 2008, a reverse stock split of 1:4 occurred. All per share amounts have been restated according to the terms of the split.**

<sup>8</sup> **Effective December 23, 2006, a reverse stock split of 1:4 occurred. All per share amounts have been restated according to the terms of the split.**

<sup>#</sup> Based on average shares outstanding.

Net increase/(decrease) in net assets resulting from operations <u>and foreign currency related transactions</u>	<u>2.84</u>	0.84	<u>2.40</u>	2.40	(9.20)
Dividends and distributions to <del>shareholders</del> <u>stockholders</u> : Net investment income	<u>(0.16)</u>	(0.16)	<u>(0.20)</u>	(0.20)	—
Net realized gain on investments and foreign currency related transactions	<u>—</u>	(4.00)	<u>—</u>	—	—
Return-of-capital	<u>(4.00)</u>	—	<u>(3.96)</u>	(3.80)	(2.00)
Total dividends and distributions to <del>shareholders</del> <u>stockholders</u>	<u>(4.16)</u>	(4.16)	<u>(4.16)</u>	(3.96)	(2.00)
Capital stock transactions:					
Anti-dilutive effect due to capital stock repurchased	<u>—</u>	—	<u>—</u>	—	0.08
Anti-dilutive/(dilutive) effect due to shares issued in reinvestment of dividends and distributions	<u>—</u>	—	<u>0.08</u>	0.08	(0.04)
Total capital stock transactions	<u>—</u>	—	<u>0.08</u>	0.08	0.04
Net asset value, end of year	<u>\$ 21.28</u>	\$ 22.60	<u>\$ 25.92</u>	<del>\$ 25.92</del> 27.60	\$ 25.64 <del>\$ 36.80</del>
Market value, end of year	<u>\$ 33.80</u>	\$ 28.20	<u>\$ 34.04</u>	<del>\$ 34.04</del> \$ 36.00	\$ 23.40 <del>\$ 32.20</del>
Total investment return <sup>8</sup>	<u>45.36%</u>	(1.32)%	<u>8.38%</u>	8.38% 77.69%	(20.85)% <del>(23.98)%</del>
<b>RATIOS/SUPPLEMENTAL DATA</b>					
Net assets, end of year (000 omitted)	<u>\$ 136,344</u>	\$ 139,706	<u>\$ 154,690</u>	<del>\$ 154,690</del> \$ 26,565	\$ 24,376 <del>\$ 35,256</del>
Ratio of expenses to average net assets, net of fee waivers, if any <sup>9</sup>		1.20%	<u>1.28%</u>	1.28%	1.80% <del>1.77%</del>
Ratio of expenses to average net assets, excluding fee waivers, if any <sup>10</sup>		1.36%	<u>1.50%</u>	1.50%	2.17% <del>2.11%</del>
<b>Ratio of expenses to average net assets, net of fee waivers, if any<sup>7</sup></b>	<b>1.26%</b>	<b>1.36%</b>	<b>1.25%</b>	<b>1.86%</b>	<b>1.95%</b>
Ratio of net investment income <del>/(loss)</del> to average net assets		0.58%	<u>0.73%</u>	0.73%	(0.13)% <del>(0.64)%</del>
Portfolio turnover rate		21.60%	<u>39.05%</u>	39.05%	29.63% <del>59.83%</del>

<sup>8</sup> Total investment return at market value is based on the changes in market price of a share during the year and assumes reinvestment of dividends and distributions, if any, at actual prices pursuant to the Fund's dividends reinvestment plan. Total investment return does not reflect brokerage commissions.

<sup>9</sup> Expenses are net of fees paid indirectly.

<sup>10</sup> Expenses exclude the reduction for fees paid indirectly.

## USE OF PROCEEDS

~~The~~ If fully-subscribed, the net proceeds of this ~~o~~ffering will be approximately \$24,315,916[ ]. The net proceeds of the ~~o~~ffering will be invested in accordance with the Fund's investment objective and policies (as stated below) as soon as practicable after completion of the ~~o~~ffering. The Fund currently anticipates being able to do so within one month after the completion of the ~~o~~ffering. Pending investment of the net proceeds in accordance with the Fund's investment objective and policies, the Fund will invest in money market securities or money market mutual funds. Investors should expect, therefore, that before the Fund has fully invested the proceeds of the ~~o~~ffering in accordance with its investment objective and policies, the Fund's net asset value would earn interest income at a modest rate. To the extent adequate income is not available, portfolio securities, including those purchased with proceeds of this ~~o~~ffering, may be sold to meet the amounts distributed under the Fund's managed distribution policy.

## INVESTMENT OBJECTIVES AND POLICIES

### Investment Objectives

The Fund's investment objective is to seek long-term capital appreciation through investment primarily in equity securities of U.S. and non-U.S. companies which Fund management believes have demonstrated fundamental investment value and favorable growth prospects, as determined by the Adviser.

### Investment Strategies

The Fund's portfolio, under normal market conditions, will consist principally of the equity securities of U.S. and non-U.S. companies. In general, the Fund invests primarily in common stocks, preferred stocks, rights, warrants and securities convertible into common stocks that are listed on stock exchanges or traded over the counter. The Fund may, without limitation, hold cash or invest in assets in money market instruments, including U.S. and non-U.S. government securities, high grade commercial paper and certificates of deposit and bankers' acceptances issued by U.S. and non-U.S. banks having deposits of at least \$500 million. In addition, the Fund may engage in hedging transactions to reduce its company market and currency exchange exposure.

In determining which securities to buy for the Fund's portfolio, the ~~Fund's investment adviser~~ Adviser uses a balanced approach, including "value" and "growth" investing by seeking out companies at reasonable prices, without regard to sector or industry, which demonstrate favorable long-term growth characteristics. Valuation and growth characteristics may be considered for purposes of selecting potential investment securities. In general, valuation analysis is used to determine the inherent value of the company by analyzing financial information such as a company's price to book, price to sales, return on equity, and return on assets ratios; and growth analysis is used to determine a company's potential for long-term dividends and earnings growth due to market-oriented factors such as growing market share, the launch of new products or services, the strength of its management and market demand. Fluctuations in these characteristics may trigger trading decisions to be made by the Adviser with respect to the Fund's portfolio.

Although the Fund has the ability to invest a significant portion of its assets in non-U.S. companies, the Fund has consistently maintained the investment of at least 95% of its assets in U.S. listed companies since June 30, 2001.

The Fund ~~will~~ may invest ~~in~~ with ~~the~~ see ~~out~~ limitations ~~of~~ on ~~in~~ the ~~other~~ closed-end investment companies ~~—In accordance with Section 12(d)(1)(F) of the 1940 Act, and in reliance~~ and ETFs, provided that the Fund limits its upon Rule 12d-3 investment in securities issued promulgated thereunder, the Fund will limit the amount invested in any single ~~by other~~ investment ~~company companies so that o~~ not more than 3% of ~~that investment company's total~~ the outstanding voting stock of any one investment company will be owned by ~~ek~~ the Fund. As a stockholder in ~~a~~ any investment company, the Fund will bear its ratable share of the investment company's expenses and would remain subject to payment of the Fund's advisory and administrative fees with respect to the assets so invested.

To comply with provisions of the 1940 Act, on any matter upon which the Fund is solicited to vote as a stockholder in an investment company in which it invests, the Adviser will vote such shares in the same general proportion as shares held by other stockholders of that investment company. The Fund will not invest in any other closed-end funds managed by the Adviser.

The Fund may invest up to 15% of its assets in illiquid U.S. and non-U.S. securities, provided that the Fund may not invest more than 3% of the Fund's assets in the securities of companies that, at the time of investment, had less than a year of operations, including operations of predecessor companies. The Fund will invest only in such illiquid securities that, in the opinion of ~~Fund management~~the Adviser, present opportunities for substantial growth over a period of two to five years.

The Fund's investment policies emphasize long-term investment in ~~the securities of~~companies, ~~therefore,~~ the Fund's annual portfolio turnover rate is expected to continue to be relatively low, ranging between 10% and 90%. Higher portfolio turnover rates resulting from more actively traded portfolio securities generally result in higher transaction costs, including brokerage commissions and related capital gains or losses.

The Fund's foregoing investment policies may be changed by the Fund's Board of Directors without ~~s~~Stockholder vote.

~~The~~ Although the Fund does not anticipate having any securities lending income during the current calendar year, the Fund may lend the securities that it owns to others, which ~~allows~~would allow the Fund the opportunity to earn additional income. Although the Fund will require the borrower of the securities to post collateral for the loan in accordance with market practice and the terms of the loan will require that the Fund be able to reacquire the loaned securities if certain events occur, the Fund is still subject to the risk that the borrower of the securities may default, which could result in the Fund losing money, which would result in a decline in the Fund's net asset value. ~~During the calendar year ended December 31, 2010, the Board of Directors determined to suspend the Fund's security lending program, therefore, the Fund was no longer engaged in securities lending as of December 31, 2010.~~

The Fund may, from time to time, take temporary defensive positions that are inconsistent with the Fund's principal investment strategies in attempting to respond to adverse market, economic, political or other conditions. During such times, the Fund may temporarily invest up to 100% of its assets in cash or cash equivalents, including money market instruments, prime commercial paper, repurchase agreements, Treasury bills and other short-term obligations of the U. S. Government, its agencies or instrumentalities. In these and in other cases, the Fund may not achieve its investment objective.

The Adviser may invest the Fund's cash balances in any investments it deems appropriate. The Adviser expects that such investments will primarily be pursuant to a repurchase agreement, however such investments may also be made in, without limitation and as permitted under the 1940 Act, money market funds, additional repurchase agreements, U.S. Treasury and U.S. agency securities, municipal bonds and bank accounts. Any income earned from such investments is ordinarily reinvested by the Fund in accordance with its investment program. Many of the considerations entering into the Adviser's recommendations and the portfolio manager's decisions are subjective.

The Fund has no current intent to use leverage; however, the Fund reserves the right to utilize limited leverage through issuing preferred shares. The Fund also may borrow money in amounts not exceeding 10% of its total assets (including the amount borrowed) for temporary or emergency purposes, including the payment of dividends and the settlement of securities transactions, which otherwise might require untimely dispositions of Fund securities.

## **Portfolio Investments**

### ***Common Stocks***

The Fund will invest in common stocks. Common stocks represent an ownership interest in an issuer. While offering greater potential for long-term growth, common stocks are more volatile and more risky than some other forms of investment. Common stock prices fluctuate for many reasons, including adverse events, such as an



unfavorable earnings report, changes in investors' perceptions of the financial condition of an issuer or the general condition of the relevant stock market, or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates as the costs of capital rise and borrowing costs increase.

### *Other Closed-End Investment Companies*

The Fund may invest ~~in the shares of other closed-end management investment companies. In accordance with Section 12d(1)(F) of the 1940 Act, and in reliance upon Rule 12d-3 promulgated thereunder, the Fund will limit the amount invested in any single investment company to 3% of that investment company's total outstanding stock~~without limitation in other closed-end investment companies, provided that the Fund limits its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund. There can be no assurance that the investment objective of any investment company in which the Fund invests will be achieved. Closed-end investment companies are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the closed-end investment company, will bear its pro rata portion of the closed-end investment company's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.

### *Exchange Traded Funds*

The Fund may invest in ~~ETFs~~exchange-traded funds ("ETFs"), which are investment companies that aim to track or replicate a desired index, such as a sector, market or global segment. ETFs are passively managed and their shares are traded on a national exchange. ETFs do not sell individual shares directly to investors and only issue their shares in large blocks known as "creation units." The investor purchasing a creation unit may sell the individual shares on a secondary market. Therefore, the liquidity of ETFs depends on the adequacy of the secondary market. There can be no assurance that an ETF's investment objective will be achieved, as ETFs based on an index may not replicate and maintain exactly the composition and relative weightings of securities in the index. ETFs are subject to the risks of investing in the underlying securities. The Fund, as a holder of the securities of the ETF, will bear its pro rata portion of the ETF's expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations.

### *Foreign Securities*

The Fund may invest in foreign securities, including direct investments in securities of foreign issuers that are traded on a U.S. securities exchange or over the counter and investments in depository receipts (such as ADRs), ETFs and other closed-end investment companies that represent indirect interests in securities of foreign issuers. The Fund is not limited in the amount of assets it may invest in such foreign securities. These investments involve risks not associated with investments in the United States, including the risk of fluctuations in foreign currency exchange rates, unreliable and untimely information about the issuers and political and economic instability. These risks could result in the Adviser's misjudging the value of certain securities or in a significant loss in the value of those securities.

The value of foreign securities is affected by changes in currency rates, foreign tax laws (including withholding tax), government policies (in this country or abroad), relations between nations and trading, settlement, custodial and other operational risks. In addition, the costs of investing abroad are generally higher than in the United States, and foreign securities markets may be less liquid, more volatile and less subject to governmental supervision than markets in the United States. As an alternative to holding foreign traded securities, the Fund may invest in dollar-denominated securities of foreign companies that trade on U.S. exchanges or in the U.S. over-the-counter market (including depository receipts as described below, which evidence ownership in underlying foreign securities, and ETFs as described below).

Because foreign companies are not subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those applicable to U.S. companies, there may be less publicly available information about a foreign company than about a domestic company. Volume and liquidity in most foreign debt markets is less than in the United States and securities of some foreign companies are less liquid and

more volatile than securities of comparable U.S. companies. There is generally less government supervision and regulation of securities exchanges, broker dealers and listed companies than in the United States. Mail service between the United States and foreign countries may be slower or less reliable than within the United States, thus increasing the risk of delayed settlements of portfolio transactions or loss of certificates for portfolio securities. Payment for securities before delivery may be required. In addition, with respect to certain foreign countries, there is the possibility of expropriation or confiscatory taxation, political or social instability, or diplomatic developments which could affect investments in those countries. Moreover, individual foreign economies may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross national product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies.

The Fund may purchase ADRs, IDRs and global depository receipts (“GDRs”) which are certificates evidencing ownership of shares of foreign issuers and are alternatives to purchasing directly the underlying foreign securities in their national markets and currencies. However, such depository receipts continue to be subject to many of the risks associated with investing directly in foreign securities. These risks include foreign exchange risk as well as the political and economic risks associated with the underlying issuer’s country. ADRs, EDRs and GDRs may be sponsored or unsponsored. Unsponsored receipts are established without the participation of the issuer. Unsponsored receipts may involve higher expenses, they may not pass-through voting or other stockholder rights, and they may be less liquid. Less information is normally available on unsponsored receipts.

Dividends paid on foreign securities may not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. As a result, there can be no assurance as to what portion of the Fund’s distributions attributable to foreign securities will be designated as qualified dividend income. See “Federal Income Tax Matters.”

### ***Emerging Market Securities***

The Fund may invest up to 5% of its net assets in emerging market securities, although through its investments in ETFs, other investment companies or depository receipts that invest in emerging market securities, up to 20% of the Fund’s assets may be invested indirectly in issuers located in emerging markets. The risks of foreign investments described above apply to an even greater extent to investments in emerging markets. The securities markets of emerging countries are generally smaller, less developed, less liquid, and more volatile than the securities markets of the United States and developed foreign markets. Disclosure and regulatory standards in many respects are less stringent than in the United States and developed foreign markets. There also may be a lower level of monitoring and regulation of securities markets in emerging market countries and the activities of investors in such markets and enforcement of existing regulations has been extremely limited. Many emerging countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets of certain emerging countries. Economies in emerging markets generally are heavily dependent upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values, and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of these countries also have been and may continue to be adversely affected by economic conditions in the countries in which they trade. The economies of countries with emerging markets may also be predominantly based on only a few industries or dependent on revenues from particular commodities. In addition, custodial services and other costs relating to investment in foreign markets may be more expensive in emerging markets than in many developed foreign markets, which could reduce the Fund’s income from such securities.

In many cases, governments of emerging countries continue to exercise significant control over their economies, and government actions relative to the economy, as well as economic developments generally, may affect the Fund’s investments in those countries. In addition, there is a heightened possibility of expropriation or confiscatory taxation, imposition of withholding taxes on interest payments, or other similar developments that could affect investments in those countries. There can be no assurance that adverse political changes will not cause the Fund to suffer a loss of any or all of its investments.

## ***Preferred Stocks***

The Fund may invest in preferred stocks. Preferred stock, like common stock, represents an equity ownership in an issuer. Generally, preferred stock has a priority of claim over common stock in dividend payments and upon liquidation of the issuer. Unlike common stock, preferred stock does not usually have voting rights. Preferred stock in some instances is convertible into common stock. Although they are equity securities, preferred stocks have characteristics of both debt and common stock. Like debt, their promised income is contractually fixed. Like common stock, they do not have rights to precipitate bankruptcy proceedings or collection activities in the event of missed payments. Other equity characteristics are their subordinated position in an issuer's capital structure and that their quality and value are heavily dependent on the profitability of the issuer rather than on any legal claims to specific assets or cash flows.

Distributions on preferred stock must be declared by the board of directors and may be subject to deferral, and thus they may not be automatically payable. Income payments on preferred stocks may be cumulative, causing dividends and distributions to accrue even if not declared by the company's board or otherwise made payable, or they may be non-cumulative, so that skipped dividends and distributions do not continue to accrue. There is no assurance that dividends on preferred stocks in which the Fund invests will be declared or otherwise made payable. The Fund may invest in non-cumulative preferred stock, although the Adviser would consider, among other factors, their non-cumulative nature in making any decision to purchase or sell such securities.

Shares of preferred stock have a liquidation value that generally equals the original purchase price at the date of issuance. The market values of preferred stock may be affected by favorable and unfavorable changes impacting the issuers' industries or sectors, including companies in the utilities and financial services sectors, which are prominent issuers of preferred stock. They may also be affected by actual and anticipated changes or ambiguities in the tax status of the security and by actual and anticipated changes or ambiguities in tax laws, such as changes in corporate and individual income tax rates, and in the dividends received deduction for corporate taxpayers or the lower rates applicable to certain dividends.

Because the claim on an issuer's earnings represented by preferred stock may become onerous when interest rates fall below the rate payable on the stock or for other reasons, the issuer may redeem preferred stock, generally after an initial period of call protection in which the stock is not redeemable. Thus, in declining interest rate environments in particular, the Fund's holdings of higher dividend-paying preferred stocks may be reduced and the Fund may be unable to acquire securities paying comparable rates with the redemption proceeds.

## **Other Securities**

Although it has no current intention do so to any material extent, the Adviser may determine to invest the Fund's assets in some or all of the following securities from time to time.

### ***Corporate Bonds, Government Debt Securities and Other Debt Securities***

The Fund may invest in corporate bonds, debentures and other debt securities. Debt securities in which the Fund may invest may pay fixed or variable rates of interest. Bonds and other debt securities generally are issued by corporations and other issuers to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and normally must repay the amount borrowed on or before maturity. Certain debt securities are "perpetual" in that they have no maturity date.

The Fund will invest in government debt securities, including those of emerging market issuers or of other non-U.S. issuers. These securities may be U.S. dollar-denominated or non-U.S. dollar-denominated and include: (a) debt obligations issued or guaranteed by foreign national, provincial, state, municipal or other governments with taxing authority or by their agencies or instrumentalities; and (b) debt obligations of supranational entities. Government debt securities include: debt securities issued or guaranteed by governments, government agencies or instrumentalities and political subdivisions; debt securities issued by government owned, controlled or sponsored entities; interests in entities organized and operated for the purpose of restructuring the investment characteristics issued by the above noted issuers; or debt securities issued by supranational entities such as the World Bank or the

European Union. The Fund may also invest in securities denominated in currencies of emerging market countries. Emerging market debt securities generally are rated in the lower rating categories of recognized credit rating agencies or are unrated and considered to be of comparable quality to lower rated debt securities. A non-U.S. issuer of debt or the non-U.S. governmental authorities that control the repayment of the debt may be unable or unwilling to repay principal or interest when due, and the Fund may have limited resources in the event of a default. Some of these risks do not apply to issuers in large, more developed countries. These risks are more pronounced in investments in issuers in emerging markets or if the Fund invests significantly in one country.

The Fund will not invest in debt securities rated below investment grade (i.e., securities rated lower than Baa by Moody's Investors Service, Inc. ("Moody's") or lower than BBB by Standard & Poor's Rating Services, a division of The McGraw-Hill Companies, Inc. ("S&P")), or their equivalent as determined by the Adviser. These securities are commonly referred to as "junk bonds." The foregoing credit quality policy applies only at the time a security is purchased, and the Fund is not required to dispose of securities already owned by the Fund in the event of a change in assessment of credit quality or the removal of a rating.

### ***Convertible Securities***

The Fund may invest in convertible securities. Convertible securities include fixed income securities that may be exchanged or converted into a predetermined number of shares of the issuer's underlying common stock at the option of the holder during a specified period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, units consisting of "usable" bonds and warrants or a combination of the features of several of these securities. The investment characteristics of each convertible security vary widely, which allows convertible securities to be employed for a variety of investment strategies.

The Fund will exchange or convert convertible securities into shares of underlying common stock when, in the opinion of the Adviser, the investment characteristics of the underlying common shares will assist the Fund in achieving its investment objective. The Fund may also elect to hold or trade convertible securities. In selecting convertible securities, the Adviser evaluates the investment characteristics of the convertible security as a fixed income instrument, and the investment potential of the underlying equity security for capital appreciation. In evaluating these matters with respect to a particular convertible security, the Adviser considers numerous factors, including the economic and political outlook, the value of the security relative to other investment alternatives, trends in the determinants of the issuer's profits, and the issuer's management capability and practices.

### ***Illiquid Securities***

Illiquid securities are securities that are not readily marketable. Illiquid securities include securities that have legal or contractual restrictions on resale, and repurchase agreements maturing in more than seven days. Illiquid securities involve the risk that the securities will not be able to be sold at the time desired or at prices approximating the value at which the Fund is carrying the securities. Where registration is required to sell a security, the Fund may be obligated to pay all or part of the registration expenses, and a considerable period may elapse between the decision to sell and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, the Fund might obtain a less favorable price than prevailed when it decided to sell. The Fund may invest up to 10% of the value of its net assets in illiquid securities. Restricted securities for which no market exists and other illiquid investments are valued at fair value as determined in accordance with procedures approved and periodically reviewed by the Board of Directors.

### ***Rule 144A Securities***

The Fund may invest in restricted securities that are eligible for resale pursuant to Rule 144A under the Securities Act of 1933, as amended, (the "1933 Act"). Generally, Rule 144A establishes a safe harbor from the registration requirements of the 1933 Act for resale by large institutional investors of securities that are not publicly traded. The Adviser determines the liquidity of the Rule 144A securities according to guidelines adopted by the Board of Directors. The Board of Directors monitors the application of those guidelines and procedures. Securities eligible for resale pursuant to Rule 144A, which are determined to be liquid, are not subject to the Fund's 10% limit on investments in illiquid securities.

## ***Warrants***

The Fund may invest in equity and index warrants of domestic and international issuers. Equity warrants are securities that give the holder the right, but not the obligation, to subscribe for equity issues of the issuing company or a related company at a fixed price either on a certain date or during a set period. Changes in the value of a warrant do not necessarily correspond to changes in the value of its underlying security. The price of a warrant may be more volatile than the price of its underlying security, and a warrant may offer greater potential for capital appreciation as well as capital loss. Warrants do not entitle a holder to dividends or voting rights with respect to the underlying security and do not represent any rights in the assets of the issuing company. A warrant ceases to have value if it is not exercised prior to its expiration date. These factors can make warrants more speculative than other types of investments. The sale of a warrant results in a long or short-term capital gain or loss depending on the period for which the warrant is held.

## RISK FACTORS

An investment in the Fund's ~~common shares~~ Shares is subject to risks. The value of the Fund's investments will increase or decrease based on changes in the prices of the investments it holds. You could lose money by investing in the Fund. By itself, the Fund does not constitute a balanced investment program. You should consider carefully the following principal risks before investing in the Fund. There may be additional risks that the Fund does not currently foresee or consider material. You may wish to consult with your legal or tax advisors, before deciding whether to invest in the Fund.

### Principal Risks

**Stock Market Volatility.** Stock markets can be volatile. In other words, the prices of stocks can rise or fall rapidly in response to developments affecting a specific company or industry, or to changing economic, political or market conditions. The Fund is subject to the general risk that the value of its investments may decline if the stock markets perform poorly. There is also a risk that the Fund's investments will underperform either the securities markets generally or particular segments of the securities markets.

**Issuer Specific Changes.** Changes in the financial condition of an issuer, changes in the specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect the credit quality or value of an issuer's securities. Lower-quality debt securities tend to be more sensitive to these changes than higher-quality debt securities.

**Common Stock Risk.** The Fund will invest a significant portion of its net assets in common stocks. Common stocks represent an ownership interest in a company. The Fund may also invest in securities that can be exercised for or converted into common stocks (such as convertible preferred stock). Common stocks and similar equity securities are more volatile and more risky than some other forms of investment. Therefore, the value of your investment in the Fund may sometimes decrease instead of increase. Common stock prices fluctuate for many reasons, including changes in investors' perceptions of the financial condition of an issuer, the general condition of the relevant stock market or when political or economic events affecting the issuers occur. In addition, common stock prices may be sensitive to rising interest rates, as the costs of capital rise for issuers. Because convertible securities can be converted into equity securities, their values will normally increase or decrease as the values of the underlying equity securities increase or decrease. The common stocks in which the Fund will invest are structurally subordinated to preferred securities, bonds and other debt instruments in a company's capital structure in terms of priority to corporate income and assets and, therefore, will be subject to greater risk than the preferred securities or debt instruments of such issuers.

**Other Investment Company Securities Risk.** The Fund may invest in the securities of other closed-end investment companies and in ETFs. Investing in other investment companies and ETFs involves substantially the same risks as investing directly in the underlying instruments, but the total return on such investments at the investment company level may be reduced by the operating expenses and fees of such other investment companies, including advisory fees. To the extent the Fund invests a portion of its assets in investment company securities, those assets will be subject to the risks of the purchased investment company's portfolio securities, and a stockholder in the Fund will bear not only his proportionate share of the expenses of the Fund, but also, indirectly the expenses of the purchased investment company. There can be no assurance that the investment objective of any investment company or ETF in which the Fund invests will be achieved.

**Foreign Securities Risk.** Investments in securities of non-U.S. issuers involve special risks not presented by investments in securities of U.S. issuers, including the following: less publicly available information about companies due to less rigorous disclosure or accounting standards or regulatory practices; the impact of political, social or diplomatic events, including war; possible seizure, expropriation or nationalization of the company or its assets; possible imposition of currency exchange controls; and changes in foreign currency exchange rates. These risks are more pronounced to the extent that the Fund invests a significant amount of its investments in companies located in one region. These risks may be greater in emerging markets and in less developed countries. For example, prior governmental approval for foreign investments may be required in some emerging market countries, and the extent of foreign investment may be subject to limitation in other emerging countries. With respect to risks

associated with changes in foreign currency exchange rates, the Fund does not expect to engage in foreign currency hedging transactions. [See “Foreign Currency Risk.”](#)

**Repurchase Agreement Risk.** The Fund could suffer a loss if the proceeds from a sale of the securities underlying a repurchase agreement to which it is a party turns out to be less than the repurchase price stated in the agreement. In addition, repurchase agreements may involve risks in the event of default or insolvency of the seller, including possible delays or restrictions upon the Fund’s ability to dispose of the underlying securities.

**Defensive Positions** During periods of adverse market or economic conditions, the Fund may temporarily invest all or a substantial portion of its net assets in cash or cash equivalents. The Fund would not be pursuing its investment objective in these circumstances and could miss favorable market developments.

**Management Risk.** The Fund is subject to management risk because it is an actively managed portfolio. The Fund’s successful pursuit of its investment objective depends upon the Adviser’s ability to find and exploit market inefficiencies with respect to undervalued securities. Such situations occur infrequently and sporadically and may be difficult to predict, and may not result in a favorable pricing opportunity that allows the Adviser to fulfill the Fund’s investment objective. The Adviser’s security selections and other investment decisions might produce losses or cause the Fund to underperform when compared to other funds with similar investment goals. If one or more key individuals leave the employ of the Adviser, the Adviser may not be able to hire qualified replacements, or may require an extended time to do so. This could prevent the Fund from achieving its investment objective. The Adviser may also benefit from the Offering because its fee is based on the assets of the Fund, which could be perceived as a conflict of interest.

**Managed Distribution Policy Risk.** Under the [Fund’s managed distribution policy \(the “Distribution Policy”\)](#), the Fund makes monthly distributions to ~~s~~Stockholders at a rate that may include periodic distributions of its net income and net capital gains (“Net Earnings”), or from return-of-capital. For any fiscal year where total cash distributions exceeded Net Earnings (the “Excess”), the Excess would decrease the Fund’s total assets and, as a result, would have the likely effect of increasing the Fund’s expense ratio. There is a risk that the total Net Earnings from the Fund’s portfolio would not be great enough to offset the amount of cash distributions paid to ~~Fund stockholders~~Stockholders. If this were to be the case, the Fund’s assets would be depleted, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may have to sell a portion of its investment portfolio, including securities purchased with the proceeds of ~~this~~ Offering, at a time when independent investment judgment might not dictate such action. Furthermore, such assets used to make distributions will not be available for investment pursuant to the Fund’s investment objective. ~~Sustaining the managed distribution policy could require the Fund~~ [Distributions may constitute a return of capital to Stockholders and lower the tax basis in their Shares. Stockholders are advised to consult their own tax advisers with respect to the tax consequences of their investment in the Fund. The Fund may need](#) to raise additional capital in ~~the future~~[order to maintain the Distribution Policy](#).

The following table is provided to demonstrate the historical performance of the ~~Fund’s managed distribution policy~~[Distribution Policy](#). A return of capital distribution does not reflect positive investment performance. Stockholders should not draw any conclusions about the Fund’s investment performance from the amount of its managed distributions or from the terms of the ~~Fund’s managed distribution policy~~[Distribution Policy](#). The Fund’s managed distribution rates do not correlate to the Fund’s total return based on NAV.

Cornerstone Strategic Value Fund, Inc.  
Managed Distributions Paid and NAV Returns from 2005 through 2011

Years/ Period	NAV Per Share	Average Annual Return*	Average Annual Return**	Managed Distribution Per Share	Return-of- Capital Distribution	Capital Gains Distribution	Net Investment Income Distribution	Gross Expense Ratios
2005	\$ 22.60	3.86%	3.24%	\$ 4.16	\$ -	\$ 4.00	\$ 0.16	1.36%
2006	21.28	14.19%	12.57%	4.16	4.00	-	0.16	1.32%
2007	18.12	5.65%	6.20%	4.48	3.00	1.32	0.16	1.35%
2008	8.71	-36.19%	-28.97%	4.16	4.01	-	0.15	1.54%
2009	8.24	17.69%	18.60%	2.09	2.03	-	0.06	2.01%
2010	7.55	8.07%	12.01%	1.68	1.61	-	0.07	1.74%
<b>2011</b>	<b>6.13</b>	<b>-3.19</b>	<b>1.50</b>	<b>1.53</b>	<b>1.40</b>	<b>-</b>	<b>0.13</b>	<b>1.55</b>

\* Includes the reinvestments of distributions in accordance with the operations of Fund's [DRP dividend reinvestment plan](#).

\*\* Includes distributions received but not reinvested.

**Preferred Securities Risk.** Investment in preferred securities carries risks including credit risk, deferral risk, redemption risk, limited voting rights, risk of subordination and lack of liquidity. Fully taxable or hybrid preferred securities typically contain provisions that allow an issuer, at its discretion, to defer distributions for up to 20 consecutive quarters. Traditional preferreds also contain provisions that allow an issuer, under certain conditions to skip (in the case of “noncumulative preferreds”) or defer (in the case of “cumulative preferreds”), dividend payments. If the Fund owns a preferred security that is deferring its distributions, the Fund may be required to report income for tax purposes while it is not receiving any distributions. Preferred securities typically contain provisions that allow for redemption in the event of tax or security law changes in addition to call features at the option of the issuer. In the event of a redemption, the Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred securities typically do not provide any voting rights, except in cases when dividends are in arrears beyond a certain time period, which varies by issue. Preferred securities are subordinated to bonds and other debt instruments in a company’s capital structure in terms of priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than those debt instruments. Preferred securities may be substantially less liquid than many other securities, such as U.S. government securities, corporate debt or common stocks. Dividends paid on preferred securities will generally not qualify for the reduced federal income tax rates applicable to qualified dividends under the Code. See “Federal Income Tax Matters.”

**Other Risks**

In addition to the principal risks set forth above, the following additional risks may apply to an investment in the Fund.

**Interest Rate Risk.** Debt securities have varying levels of sensitivity to changes in interest rates. In general, the price of a debt security can fall when interest rates rise and can rise when interest rates fall. Securities with longer maturities and mortgage securities can be more sensitive to interest rate changes although they usually offer higher yields to compensate investors for the greater risks. The longer the maturity of the security, the greater the impact a change in interest rates could have on the security’s price. In addition, short-term and long-term interest rates do not necessarily move in the same amount or the same direction. Short-term securities tend to react to changes in short-term interest rates and long-term securities tend to react to changes in long-term interest rates.

**Credit Risks.** Fixed income securities rated B or below by S&P’s or Moody’s may be purchased by either Fund. These securities have speculative characteristics and changes in economic conditions or other circumstances are more likely to lead to a weakened capacity of those issuers to make principal or interest payments, as compared to issuers of more highly rated securities.

**Extension Risk.** The Fund is subject to the risk that an issuer will exercise its right to pay principal on an obligation held by that Fund (such as mortgage-backed securities) later than expected. This may happen when there



is a rise in interest rates. These events may lengthen the duration (i.e. interest rate sensitivity) and potentially reduce the value of these securities.

**Debt Security Risk.** In addition to interest rate risk, call risk and extension risk, debt securities are also subject to the risk that they may also lose value if the issuer fails to make principal or interest payments when due, or the credit quality of the issuer falls.

**Illiquid Securities.** The Fund may invest up to 15% of its respective net assets in illiquid securities. Illiquid securities may offer a higher yield than securities which are more readily marketable, but they may not always be marketable on advantageous terms. The sale of illiquid securities often requires more time and results in higher brokerage charges or dealer discounts than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. A security traded in the U.S. that is not registered under the Securities Act will not be considered illiquid if Fund management determines that an adequate investment trading market exists for that security. However, there can be no assurance that a liquid market will exist for any security at a particular time.

**Foreign Currency Risk.** Although the Fund will report its net asset value and pay expenses and distributions in U.S. dollars, the Fund may invest in foreign securities denominated or quoted in currencies other than the U.S. dollar. Therefore, changes in foreign currency exchange rates will affect the U.S. dollar value of the Fund's investment securities and net asset value. For example, even if the securities prices are unchanged on their primary foreign stock exchange, the Fund's net asset value may change because of a change in the rate of exchange between the U.S. dollar and the trading currency of that primary foreign stock exchange. Certain currencies are more volatile than those of other countries and Fund investments related to those countries may be more affected. Generally, if a foreign currency depreciates against the dollar (i.e., if the dollar strengthens), the value of the existing investment in the securities denominated in that currency will decline. When a given currency appreciates against the dollar (i.e., if the dollar weakens), the value of the existing investment in the securities denominated in that currency will rise. Certain foreign countries may impose restrictions on the ability of foreign securities issuers to make payments of principal and interest to investors located outside of the country, due to a blockage of foreign currency exchanges or otherwise.

**Convertible Securities Risk.** The value of a convertible security, including, for example, a warrant, is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. Generally, the conversion value decreases as the convertible security approaches maturity. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed income security.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Fund's ability to achieve its investment objective.

**Investment in Small and Mid-Capitalization Companies.** The Fund may invest in companies with mid or small sized capital structures (generally a market capitalization of \$5 billion or less). Accordingly, the Fund may be subject to the additional risks associated with investment in these companies. The market prices of the securities of such companies tend to be more volatile than those of larger companies. Further, these securities tend to trade at a

lower volume than those of larger more established companies. If the Fund is heavily invested in these securities and the value of these securities suddenly declines, that Fund will be susceptible to significant losses.

**Over-the-Counter Bulletin Board Markets.** The Fund may invest in companies whose stock is trading on the over-the-counter Bulletin Board which have only a limited trading market. A more active trading market may never develop. The Fund may be unable to sell its investments in these companies on any particular day due to the limited trading market.

**Anti-Takeover Provisions.** The Fund's Charter and Bylaws include provisions that could limit the ability of other persons or entities to acquire control of the Fund or to cause it to engage in certain transactions or to modify its structure.

**Leverage Risk.** Utilization of leverage is a speculative investment technique and involves certain risks to the holders of common stock. These include the possibility of higher volatility of the net asset value of the common stock and potentially more volatility in the market value of the common stock. So long as the Fund is able to realize a higher net return on its investment portfolio than the then current cost of any leverage together with other related expenses, the effect of the leverage will be to cause holders of common stock to realize higher current net investment income than if the Fund were not so leveraged. On the other hand, to the extent that the then current cost of any leverage, together with other related expenses, approaches the net return on the Fund's investment portfolio, the benefit of leverage to holders of common stock will be reduced, and if the then current cost of any leverage were to exceed the net return on the Fund's portfolio, the Fund's leveraged capital structure would result in a lower rate of return to Stockholders than if the Fund were not so leveraged. There can be no assurance that the Fund's leverage strategy will be successful.

**Market Discount From Net Asset Value.** Shares of closed-end investment companies frequently trade at a discount from their net asset value. This characteristic is a risk separate and distinct from the risk that the Fund's net asset value could decrease as a result of its investment activities and may be greater for investors expecting to sell their shares in a relatively short period following completion of this offering. The net asset value of the ~~common stock Shares~~ will be reduced immediately following the offering as a result of the payment of certain offering costs of the Offering. Whether investors will realize gains or losses upon the sale of the ~~common stock Shares~~ will depend not upon the Fund's net asset value but entirely upon whether the market price of the ~~common stock Shares~~ at the time of sale is above or below the investor's purchase price for the ~~common stock Shares~~. Because the market price of the ~~common stock Shares~~ will be determined by factors such as relative supply of and demand for the ~~common stock Shares~~ in the market, general market and economic conditions, and other factors beyond the control of the Fund, the Fund cannot predict whether the ~~common stocks Shares~~ will trade at, below or above net asset value.

**Portfolio Turnover Risk.—Risk.** The Fund cannot predict its securities portfolio turnover rate with certain accuracy, but anticipates that its annual portfolio turnover rate will range between 10% and 90% under normal market conditions. However, it could be materially higher under certain conditions. Higher portfolio turnover rates could result in corresponding increases in brokerage commissions and may generate short-term capital gains taxable as ordinary income.

**Securities Lending Risk.** Securities lending is subject to the risk that loaned securities may not be available to the Fund on a timely basis and the Fund may, therefore, lose the opportunity to sell the securities at a desirable price. Any loss in the market price of securities loaned by the Fund that occurs during the term of the loan would be borne by the Fund and would adversely affect the Fund's performance. Also, there may be delays in recovery, or no recovery, of securities loaned or even a loss of rights in the collateral should the borrower of the securities fail financially while the loan is outstanding. The Fund retains the right to recall securities that it lends to enable it to vote such securities if it determines such vote to be material. Despite its right to recall securities lent, there can be no guarantee that recalled securities will be received timely to enable the Fund to vote those securities. The Fund does not anticipate having any securities lending income during the current calendar year.

## LISTING OF SHARES

The Fund's Shares trade on the NYSE ~~Amex-MKT~~ under the ticker symbol "CLM," and are required to meet the NYSE ~~Amex's-MKT's~~ continued listing requirements.

## MANAGEMENT OF THE FUND

### Directors and Officers

The Board of Directors is responsible for the overall management of the Fund, including supervision of the duties performed by the Adviser. There are ~~six~~ five Directors of the Fund, one of which is an “interested person” (as defined in the 1940 Act) of the Fund. The Directors are responsible for the Fund’s overall management, including adopting the investment and other policies of the Fund, electing and replacing officers and selecting and supervising the Fund’s Adviser. The name and business address of the Directors and officers of the Fund and their principal occupations and other affiliations during the past five years, as well as a description of committees of the Board of Directors, are set forth under “Management” in the Statement of Additional Information.

### Investment Adviser

Cornerstone Advisors, Inc., 1075 Hendersonville Road, Suite 250, Asheville, North Carolina 28803, is a corporation organized under the laws of North Carolina and serves as the Fund’s investment adviser. The Adviser is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended. The Adviser began conducting business in February, 2001 and manages two other closed-end funds with combined assets under management, with the Fund ~~of \$151,358,649, of approximately \$249 million~~, as of September 30, ~~2011. The Adviser is a North Carolina corporation organized in February, 2001~~ 2012.

Under the general supervision of the Fund’s Board of Directors, the Adviser carries out the investment and reinvestment of the net assets of the Fund, continuously furnishes an investment program with respect to the Fund, determines which securities should be purchased, sold or exchanged, and implements such determinations. The Adviser furnishes to the Fund investment advice and office facilities, equipment and personnel for servicing the investments of the Fund. The Adviser compensates all Directors and officers of the Fund who are members of the Adviser’s organization and who render investment services to the Fund, and will also compensate all other Adviser personnel who provide research and investment services to the Fund. In return for these services, facilities and payments, the Fund has agreed to pay the Adviser as compensation under the Investment Management Agreement a monthly fee computed at the annual rate of 1.00% of the average weekly net assets of the Fund. The total estimated annual expenses of the Fund are set forth in the section titled “Summary of Fund Expenses.”

The Board of Directors annually considers the continuance of the Investment Management Agreement. A discussion regarding the basis for the Board of Directors’ ~~most recent~~ approval on February 10, 2012 of the continuance of the ~~Fund’s~~ Investment Management Agreement between the Fund and the Adviser is available in the Fund’s semi-annual report to ~~s~~Stockholders for the six-month period ended June 30, 2010~~2~~.

During the last three fiscal years, the Fund paid the Adviser the following amounts as compensation:

	<b>Fiscal Year Ended December 31,</b>		
	<del>2010</del> <u>2011</u>	<u>2010</u>	2009 <del>2008</del>
Management Fees Earned	<del>\$532,131</del> <u>\$598,937</u>	<u>\$532,131</u>	\$545,334 <del>\$906,969</del>
Fee Waiver	-	=	\$ 28,834 <del>\$ 87,091</del>
Management Fee Paid	<del>\$532,131</del> <u>\$598,937</u>	<u>\$532,131</u>	\$516,500 <del>\$819,878</del>

During the periods noted above until July 2009, the Adviser voluntarily agreed to waive its fee from the Fund to the extent that the Fund’s net monthly operating expenses (including basic legal fees, but excluding other legal expenses) exceeded a rate of 0.10% of the Fund’s average net assets.

### Portfolio Manager

~~Mr.~~ Ralph W. Bradshaw is the Fund's portfolio manager (the "Portfolio Manager"). In addition, Mr. Bradshaw may consult with Gary Bentz, another officer of the Adviser, regarding investment decisions. In carrying out responsibilities for the management of the Fund's portfolio of securities, the Portfolio Manager has primary responsibility. The Adviser may create a portfolio management team by assigning additional portfolio managers. In cases where the team might not be in agreement with regard to an investment decision, Mr. Bradshaw has ultimate authority to decide the matter.

#### Administrator

Ultimus Fund Solutions, LLC, located at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, serves as administrator to the Fund. Under the Administration Agreement, Ultimus is responsible for generally managing the administrative affairs of the Fund. Ultimus is entitled to receive a monthly fee at the annual rate of 0.10% of the Fund's average weekly net assets, subject to a minimum annual fee of \$50,000.

#### Custodian and Transfer Agent

U.S. Bank National Association, located at ~~1555 N. Rivercenter Dr., MK-WI-S302~~ 425 Walnut Street, Milwaukee Cincinnati, WI 53212 Ohio 45202, is the custodian of the Fund and maintains custody of the securities and cash of the Fund.

American Stock Transfer and Trust ~~Company Co., LLC~~, with an address at ~~59 Maiden Lane~~ 6201 15<sup>th</sup> Avenue, Brooklyn, New York, New York 10038 11219, serves as the transfer agent and dividend paying agent of the Fund.

#### Fund Expenses

The Adviser is obligated to pay expenses associated with providing the services contemplated by the Investment Management Agreement, including compensation of and office space for its officers and employees connected with investment and economic research, trading and investment management and administration of the Fund. The Fund is not obligated to pay the fees of any Director of the Fund who is affiliated with the Adviser.

Ultimus is obligated to pay expenses associated with providing the services contemplated by the Administration Agreement, including compensation of and office space for Ultimus's officers and employees and administration of the Fund. Ultimus is obligated to pay the fees of any Director of the Fund who is affiliated with Ultimus, if any.

The Fund pays all other expenses incurred in the operation of the Fund including, among other things, (i) expenses for legal and independent accountants' services, (ii) costs of printing proxies, share certificates and reports to stockholders, (iii) charges of the custodian and transfer agent in connection with the Fund's Dividend Reinvestment Plan, (iv) fees and expenses of independent Directors, (v) printing costs, (vi) membership fees in trade association, (vii) fidelity bond coverage for the Fund's officers and Directors, (viii) errors and omissions insurance for the Fund's officers and Directors, (ix) brokerage costs and listing fees and expenses charged by NYSE ~~Amex~~ MKT, (x) taxes and (xi) other extraordinary or non-recurring expenses and other expenses properly payable by the Fund. The expenses incident to the ~~o~~ Offering and issuance of ~~common shares~~ Shares to be issued by the Fund will be recorded as a reduction of capital of the Fund attributable to the ~~common shares~~ Shares.

The Fund's annual operating expenses for the fiscal year ended December 31, ~~2010 were \$923,339 without regard to expenses that were indirectly incurred~~ 2011 were approximately \$930,000. No assurance can be given, in light of the Fund's investment objectives and policies, however, that future annual operating expenses will not be substantially more or less than this ~~amount~~ estimate.

Offering expenses relating to the Fund's ~~common shares~~ Shares, estimated at ~~approximately \$1017,000~~, will be payable upon completion of the Offering and will be deducted from the proceeds of the Offering.

The Investment Management Agreement authorizes the Adviser to select brokers or dealers (including affiliates) to arrange for the purchase and sale of Fund securities, including principal transactions. Any commission, fee or other remuneration paid to an affiliated broker or dealer is paid in compliance with the Fund's procedures adopted in accordance with Rule 17e-1 under the 1940 Act.

## DETERMINATION OF NET ASSET VALUE

The net asset value of shares of the Fund is determined weekly and on the last business day of each month, as of the close of regular trading on the NYSE ~~Amex-MKT~~ (normally, 4:00 p.m., Eastern time). In computing net asset value, portfolio securities of the Fund are valued at their current market values determined on the basis of market quotations. If market quotations are not readily available, securities are valued at fair value as determined by the Board of Directors. Fair valuation involves subjective judgments, and it is possible that the fair value determined for a security may differ materially from the value that could be realized upon the sale of the security. Non-dollar-denominated securities are valued as of the close of the NYSE ~~Amex-MKT~~ at the closing price of such securities in their principal trading market, but may be valued at fair value if subsequent events occurring before the computation of net asset value materially have affected the value of the securities.

Trading may take place in foreign issues held by the Fund at times when the Fund is not open for business. As a result, the Fund's net asset value may change at times when it is not possible to purchase or sell shares of the Fund. The Fund may use a third party pricing service to assist it in determining the market value of securities in the Fund's portfolio. The Fund's net asset value per ~~common-share~~ Share is calculated by dividing the value of the Fund's total assets (the value of the securities the Fund holds plus cash or other assets, including interest accrued but not yet received), less accrued expenses of the Fund, less the Fund's other liabilities by the total number of ~~common shares~~ Shares outstanding.

Readily marketable portfolio securities listed on the NYSE MKT are valued, except as indicated below, at the last sale price reflected on the consolidated tape at the close of the NYSE MKT on the business day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the closing bid and asked prices on such day. If no bid or asked prices are quoted on such day or if market prices may be unreliable because of events occurring after the close of trading, then the security is valued by such method as the Board of Directors shall determine in good faith to reflect its fair market value. Readily marketable securities not listed on the NYSE MKT but listed on other domestic or foreign securities exchanges are valued in a like manner. Portfolio securities traded on more than one securities exchange are valued at the last sale price on the business day as of which such value is being determined as reflected on the consolidated tape at the close of the exchange representing the principal market for such securities. Securities trading on the Nasdaq Stock Market, Inc. ("NASDAQ") are valued at the closing price. Readily marketable securities traded in the over-the counter market, including listed securities whose primary market is believed by the Adviser to be over-the-counter, are valued at the mean of the current bid and asked prices as reported by the NASDAQ or, in the case of securities not reported by the NASDAQ or a comparable source, as the Board of Directors deem appropriate to reflect their fair market value. Where securities are traded on more than one exchange and also over-the-counter, the securities will generally be valued using the quotations the Board of Directors believes reflect most closely the value of such securities.

## DISTRIBUTION POLICY

The Fund initiated a fixed, monthly distribution to stockholders in 2002 which, with interim adjustments and extensive disclosure, continues to be a ~~high-high~~ level managed distribution plan (“MDP”). ~~This~~ MDP has been maintained through the historic economic volatility, increased regulatory scrutiny and challenging markets of the intervening years.

During recent years, the Fund’s investments made in accordance with its objective have failed to provide adequate income to meet the requirements of the managed distribution policy. Nevertheless, the Board continues to believe that the Fund’s objective and strategy are complementary to the Fund’s commitment, through ~~its managed distribution policy~~ the MDP, to provide regular distributions which increase liquidity and provide flexibility to individual ~~s~~Stockholders. The Adviser seeks to achieve net investment returns that exceed the amount of the Fund’s managed distributions, although there is no guarantee that the Adviser will be successful in this regard.

What are the features of the ~~Fund’s~~ MDP?

The ~~Fund’s~~ MDP provides a regular monthly distribution to ~~s~~Stockholders that is adjusted through an annual resetting of the monthly distribution amount per share based on the Fund’s net asset value on the last business day in ~~each~~ October. The terms of the MDP have been reviewed and are approved at least annually by the Fund’s Board and can be modified at ~~their~~ the Board’s discretion. To the extent that distributions exceed the current Net Earnings of the Fund, the balance of the amounts paid out will be generated from sales of portfolio securities held by the Fund and will be distributed either as short-term or long-term capital gains or a tax-free return-of-capital. Although return of capital distributions may not be taxable, such distributions may reduce a Stockholder’s cost basis in his or her Shares, and therefore may result in an increase in the amount of any taxable gain on a subsequent disposition of such Shares, even if such Shares are sold at a loss to the Stockholder’s original investment amount. To the extent these distributions are not represented by net investment income and capital gains, they will not represent yield or investment return on the Fund’s investment portfolio. A return-of-capital distribution reduces the tax basis of an investor’s shares in the Fund. The Fund plans to maintain ~~this distribution policy~~ the MDP even if a return-of-capital distribution would exceed an investor’s tax basis and therefore be a taxable distribution. The Board currently plans to maintain this MDP even if regulatory requirements would make part of a return-of-capital, necessary to maintain the distribution, taxable to ~~s~~Stockholders and to disclose that portion of the distribution that is classified as ordinary income. Although it has no current intention to do so, the Board may terminate the MDP at any time and such termination may have an adverse effect on the market price for the Fund’s ~~common shares~~ Shares.

What are the benefits of the MDP?

The ~~Fund’s~~ MDP historically has maintained a stable, high rate of distribution. The ~~Fund’s~~ Board remains convinced that ~~its stockholders~~ the Fund’s Stockholders are well served by a policy of regular distributions which increase liquidity and provide flexibility to individual ~~s~~Stockholders in managing their investments. Stockholders have the option of reinvesting all or a portion of these distributions in additional ~~shares of the Fund~~ Shares through the Fund’s dividend reinvestment plan or receiving them in cash. For more information regarding the Fund’s dividend reinvestment plan, ~~s~~Stockholders should carefully read the description of the dividend reinvestment plan contained in the Fund’s Reports to Stockholders.

What are the risks of the MDP?

The Fund makes level distributions on a monthly basis and these distributions are not tied to the Fund’s net investment income and capital gains, and may not represent yield or investment return on the Fund’s portfolio. Under the MDP, the Fund makes monthly distributions to ~~s~~Stockholders at a rate that may include periodic distributions of its Net Earnings or a return of capital. As noted above, ~~s~~Stockholders have the option of reinvesting all or a portion of these distributions in additional shares of the Fund through the Fund’s dividend reinvestment plan or receiving them in cash. In any fiscal year where total cash distributions exceed Net Earnings and unrealized gain or loss for the year, such excess will decrease the Fund’s total assets and, as a result, will have the likely effect of increasing the Fund’s expense ratio. There is a risk that the total Net Earnings and unrealized gain or loss for years from the Fund’s portfolio would not be great enough to fully offset the amount of cash



distributions paid to Fund stockholders. If this were to be the case, the Fund's assets would be partially reduced by an equal amount, and there is no guarantee that the Fund would be able to replace the assets. In addition, in order to make such distributions, the Fund may need to sell a portion of its investment portfolio at a time when independent investment judgment might not dictate such action. Furthermore, the cash used to make distributions will not be available for investment pursuant to the Fund's investment objective.

Funds maintain varying degrees of cash levels pursuant to market conditions and the judgment of the portfolio manager. In addition, portfolio managers must raise cash periodically to cover operating expenses. For any fund, to the extent that cash is held at any given time for operating expenses or other purposes, it will not be available for investment pursuant to that fund's investment objective. In addition to these general cash requirements, a fund's MDP distribution policy may also require that securities be sold to raise cash for those stockholders who elect to take cash distributions rather than reinvest in shares of the fund, in which case, it will also not be available for investment pursuant to the fund's investment objective. It is possible that a situation will occur where the MDP contributes to a reduction of assets over an extended period of time such that the assets of the Fund are reduced to a point where the Fund would no longer be economically viable. In such event, the Fund would ~~then~~ need to take additional actions, which ~~might~~ may include, for example, liquidation or merger, to address the situation. While this is one of the risk factors of any managed distribution ~~plan~~ policy, including the MDP, it is important to note that the ~~Fund's~~ MDP was not designed to be a mechanism for the dissolution of the Fund or a short-term liquidation policy, and it is not the intention of the Board to allow the Fund to self-liquidate through the unsupervised effects of the MDP. The Board monitors the MDP and the Fund's asset levels regularly, and remains ready to modify the terms of the MDP if, in its judgment, the Board believes it is in the best interests of the Fund and its Stockholders. To the extent Fund assets are reduced, the Board will consider additional rights offerings in the future.

A return-of-capital distribution reduces the tax basis of an investor's ~~shares in the Fund~~ Shares, which may make record-keeping by certain Stockholders more difficult.

The Fund discloses the characterization of its distributions in notices to Stockholders and press releases to the public. Notwithstanding these communications, it is possible that the MDP may create potential confusion in the marketplace as to whether the Fund's distributions are comprised of income or return of capital and how such characterization may influence the market price of the Fund's ~~s~~ Shares.

For the years 2006-2011, the Fund's distributions under the MDP were characterized, on an annual basis, as set forth on the table below:

Cornerstone Strategic Value Fund, Inc.  
Dividend and Distributions Paid from 2006 through 2011

Years	Total Dividend and Distributions	Ordinary Income		Capital Gains		Return-of-Capital	
		Amount(\$)	Percent	Amount(\$)	Percent	Amount(\$)	Percent
<u>2006</u>	<u>\$ -26,216,375</u>	<u>\$ -1,150,839</u>	<u>4.39%</u>	<u>\$ -</u>	<u>0.00%</u>	<u>\$ -25,065,536</u>	<u>95.61%</u>
2007	\$ 29,082,560	\$ 3,365,187	11.57%	\$ 6,265,676	21.54%	\$ 19,451,697	66.88%
2008	28,072,853	984,743	3.51%	-	0.00%	27,088,110	96.49%
2009	14,453,561	430,985	2.98%	-	0.00%	14,022,576	97.02%
2010	11,773,272	468,744	3.98%	-	0.00%	11,304,528	96.02%
<u>2011</u>	<u>13,130,654</u>	<u>1,082,449</u>	<u>8.24</u>	<u>=</u>	<u>0.00</u>	<u>12,048,205</u>	<u>91.76</u>

Unless the registered owner of ~~common shares~~ Shares elects to receive cash, all distributions declared on ~~common shares~~ the Fund's Shares will be automatically reinvested in additional ~~common shares of the Fund~~ Shares. See "Dividend Reinvestment Plan".

In order to maintain the MDP, the Fund applied for and received an exemption from the requirements of Section 19(b) of the 1940 Act and Rule 19b-1 thereunder permitting the Fund to make periodic distributions of long-term capital gains, provided that the ~~distribution policy of the Fund with respect to its common shares~~ MDP calls for periodic (~~for example~~ e.g., quarterly/monthly) distributions in an amount equal to a fixed percentage of the

Fund's average net asset value over a specified period of time or market price per ~~common share~~ Share at or about the time of distribution or pay-out of a level dollar amount.

The MDP ~~described above~~ results in the payment of approximately the same amount per share to the Fund's sStockholders each month. These distributions are not be tied to the Fund's investment income and capital gains and do not represent yield or investment return on the Fund's portfolio. Section 19(a) of the 1940 Act and Rule 19a-1 thereunder require the Fund to provide a written statement accompanying any such payment that adequately discloses its source or sources, other than net investment income. Thus, if the source of some or all of the dividend or other distribution were the original capital contribution of the sStockholder, and the payment amounted to a return of capital, the Fund would be required to provide written disclosure to that effect. Nevertheless, persons who periodically receive the payment of a dividend or other distribution may be under the impression that they are receiving net profits when they are not. Stockholders should read any written disclosure provided pursuant to Section 19(a) and Rule 19a-1 carefully, and should not assume that the source of any distribution from the Fund is net profit. A return of capital distribution does not reflect positive investment performance. Stockholders should not draw any conclusions about the Fund's investment performance from the amount of its managed distributions or from the terms of the ~~Fund's managed distribution policy~~ MDP.

The Board of Directors reserves the right to change the ~~distribution policy~~ MDP from time to time.

## DIVIDEND REINVESTMENT PLAN

The Fund operates a ~~Dividend-dividend Re~~investment ~~Pp~~lan (the “Plan”), sponsored and administered by American Stock Transfer & Trust Company, LLC (the “Agent”), pursuant to which the Fund’s income dividends or capital gains or other distributions (each, a “Distribution”~~—~~, and collectively, “Distributions”), net of any applicable U.S. withholding tax, are reinvested in ~~shares of~~ the Fund’s Shares.

Stockholders automatically participate in the ~~Fund’s~~ Plan, unless and until an election is made to withdraw from the Plan on behalf of such participating Stockholder. Stockholders who do not wish to have Distributions automatically reinvested should so notify ~~their broker, or if a registered Stockholder,~~ the Agent ~~in writing~~ at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. ~~Such written notice must be received by the Agent prior to the record date of the Distribution or the Stockholder will receive such Distribution in shares through the Plan.~~ Under the Plan, ~~the Fund’s~~ Distributions to Stockholders are reinvested in full and fractional sShares as described below.

When the Fund declares a Distribution~~—~~, the Agent, on the Stockholder’s behalf, will (i) receive additional authorized sShares from the Fund either newly issued or repurchased from Stockholders by the Fund and held as treasury stock (“Newly Issued Shares”) or (ii) purchase outstanding sShares on the open market, on the NYSE ~~Amex-LLC~~ MKT or elsewhere, with cash allocated to it by the Fund (“Open Market Purchases”).

The method for determining the number of Newly Issued Shares received when Distributions are reinvested will be determined by dividing the amount of the Distribution either by the Fund’s last reported net asset value per share or by a price equal to the average closing price of the Fund over the five trading days preceding the payment date of the Distribution, whichever is lower. However, if the last reported net asset value of the Fund’s sShares is higher than its market price (i.e., the Fund is selling at a discount), sShares may be acquired by the Agent in Open Market Purchases and allocated to the reinvesting Stockholders based on the average cost of such Open Market Purchases.

Whenever the Fund declares a Distribution and the last reported net asset value of the Fund’s shares is higher than its market price, the Agent will apply the amount of such Distribution payable to Plan participants of the Fund in Fund shares (less such Plan participant’s pro rata share of brokerage commissions incurred with respect to Open Market Purchases in connection with the reinvestment of such Distribution) to the purchase on the open market of Fund shares for such Plan participant’s account. Such purchases will be made on or after the payable date for such Distribution, and in no event more than 30 days after such date except where temporary curtailment or suspension of purchase is necessary to comply with applicable provisions of federal securities laws. The Agent may aggregate a Plan participant’s purchases with the purchases of other Plan participants, and the average price (including brokerage commissions) of all shares purchased by the Agent shall be the price per share allocable to each Plan participant.

Registered Stockholders who do not wish to have their Distributions automatically reinvested should so notify the Fund in writing. If a Stockholder has not elected to receive cash Distributions and the Agent does not receive notice of an election to receive cash Distributions prior to the record date of any Distribution, the Stockholder will automatically receive such Distributions in additional Shares.

Participants in the Plan may withdraw from the Plan by providing written notice to the Agent at least 30 days prior to the applicable Distribution payment date. When a ~~P~~participant withdraws from the Plan, or upon suspension or termination of the Plan at the sole discretion of the Fund’s Board of Directors, certificates for whole sShares credited to ~~his or her~~ such participant’s account under the Plan will, upon request, be issued. Whether or not a participant requests that certificates for whole sShares be issued, a cash payment will be made for any fraction of a sShare credited to such account.

The Agent will maintain all Stockholder accounts in the Plan and furnish written confirmations of all transactions in the accounts, including information needed by Stockholders for personal and tax records. The Agent will hold sShares in the account of the Plan participant in non-certificated form in the name of the participant, and each Stockholder’s proxy will include those sShares purchased pursuant to the Plan. Each participant, nevertheless,

has the right to receive certificates for whole sShares owned. The Agent will distribute all proxy solicitation materials to participating Stockholders.

In the case of Stockholders, such as banks, brokers or nominees, that hold sShares for others who are beneficial owners participating in the Plan, the Agent will administer the Plan on the basis of the number of sShares certified from time to time by the record Stockholder as representing the total amount of sShares registered in the Stockholder's name and held for the account of beneficial owners participating in the Plan.

Neither the Agent nor the Fund shall have any responsibility or liability beyond the exercise of ordinary care for any action taken or omitted pursuant to the Plan, nor shall they have any duties, responsibilities or liabilities except such as expressly set forth herein. Neither shall they be liable hereunder for any act done in good faith or for any good faith omissions to act, including, without limitation, failure to terminate a participant's account prior to receipt of written notice of his or her death or with respect to prices at which sShares are purchased or sold for the participants account and the terms on which such purchases and sales are made, subject to applicable provisions of the federal securities laws.

The automatic reinvestment of Distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Distributions.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan.

All correspondence concerning the Plan should be directed to the Agent at P.O. Box 922, Wall Street Station, New York, New York 10269-0560. Certain transactions can be performed online at [www.amstock.com](http://www.amstock.com) or by calling the toll free number ~~877-864-4833~~ [888\) 556-0422](tel:8885560422).

## FEDERAL INCOME TAX MATTERS

The following is a summary discussion of certain U.S. federal income tax consequences that may be relevant to a ~~stockholder of the Fund~~ Stockholder that acquires, holds and/or disposes of ~~shares of the Fund's~~ Shares, and reflects provisions of the Code, existing Treasury regulations, rulings published by the IRS, and other applicable authority, as of the date of this prospectus. These authorities are subject to change by legislative or administrative action, possibly with retroactive effect. The following discussion is only a summary of some of the important tax considerations generally applicable to investments in the Fund and the discussion set forth herein does not constitute tax advice. For more detailed information regarding tax considerations, see the Statement of Additional Information. There may be other tax considerations applicable to particular investors. In addition, income earned through an investment in the Fund may be subject to state, local and foreign taxes.

The Fund elects to be treated and intends to qualify each year for taxation as a regulated investment company (a "RIC") under Subchapter M of the Code. In order for the Fund to qualify as a RIC, it must meet income and asset diversification tests each year. If the Fund so qualifies and satisfies certain distribution requirements, the Fund (but not its sStockholders) will not be subject to federal income tax to the extent it distributes its investment company taxable income and net capital gains (the excess of net long-term capital gains over net short-term capital loss) in a timely manner to its sStockholders in the form of dividends or capital gain distributions. The Code imposes a 4% nondeductible excise tax on RICs, such as the Fund, to the extent they do not meet certain distribution requirements by the end of each calendar year. The Fund anticipates meeting these distribution requirements.

The Fund intends to make monthly distributions of investment company taxable income after payment of the Fund's operating expenses. Unless a sStockholder is ineligible to participate or elects otherwise, all distributions will be automatically reinvested in additional ~~shares of the Fund~~ Shares pursuant to the ~~Plan~~ Fund's dividend reinvestment plan (the "Plan"). For U.S. federal income tax purposes, all dividends are generally taxable whether a sStockholder takes them in cash or they are reinvested pursuant to the Plan in additional ~~shares of the Fund~~ Shares. Distributions of the Fund's investment company taxable income (including short-term capital gains) will generally be treated as ordinary income to the extent of the Fund's current and accumulated earnings and profits. Distributions of the Fund's net capital gains ("capital gain dividends"), if any, are taxable to sStockholders as long-term capital gains, regardless of the length of time sShares have been held by sStockholders. Distributions, if any, in excess of the Fund's earnings and profits will first reduce the adjusted tax basis of a holder's sShares and, after that basis has been reduced to zero, will constitute capital gains to the ~~stockholder of the Fund~~ Stockholder (assuming the sShares are held as a capital asset). See below for a summary of the maximum tax rates applicable to capital gains (including capital gain dividends). A corporation that owns ~~Fund shares~~ Shares generally will not be entitled to the dividends received deduction with respect to all of the dividends it receives from the Fund. Fund dividend payments that are attributable to qualifying dividends received by the Fund from certain domestic corporations may be designated by the Fund as being eligible for the dividends received deduction. There can be no assurance as to what portion of Fund dividend payments may be classified as qualifying dividends. With respect to the monthly distributions of investment company taxable income described above, it may be the case that any "~~level load~~" such distributions would result in a return of capital to the ~~stockholder of the Fund~~ Stockholder. The determination of the character for U.S. federal income tax purposes of any distribution from the Fund (i.e., ordinary income dividends, capital gains dividends, qualifying dividends, return of capital distributions) will be made as of the end of the Fund's taxable year. Generally, no later than 60 days after the close of its taxable year, the Fund will provide sStockholders with a written notice designating the amount of any capital gain distributions or other distributions. See "Distribution Policy" for a more complete description of such returns and the risks associated with them.

The Fund may elect to retain its net capital gain or a portion thereof for investment and be taxed at corporate rates on the amount retained. In such case, it may designate the retained amount as undistributed capital gains in a notice to its sStockholders who will be treated as if each received a distribution of ~~his~~ such Stockholder's pro rata share of such gain, with the result that each sStockholder will (i) be required to report ~~his~~ such Stockholder's pro rata share of such gain on ~~his~~ such Stockholder's tax return as long-term capital gain, (ii) receive a refundable tax credit for ~~his~~ such Stockholder's pro rata share of tax paid by the Fund on the gain and (iii) increase the tax basis for ~~his shares~~ such Stockholder's Shares by an amount equal to the deemed distribution less the tax credit.

Under current law, certain income distributions paid by the Fund to individual taxpayers may be taxed at rates equal to those applicable to net long-term capital gains (generally, 15%). This tax treatment applies only if certain holding period and other requirements are satisfied by the ~~stockholder of the Fund~~ Stockholder with respect to its ~~shares of the Fund~~ Shares, and the dividends are attributable to qualified dividends received by the Fund itself. For this purpose, “qualified dividends” means dividends received by the Fund from certain United States corporations and certain qualifying foreign corporations, provided that the Fund satisfies certain holding period and other requirements in respect of the stock of such corporations. In the case of securities lending transactions, payments in lieu of dividends are not qualified dividends. These special rules relating to the taxation of ordinary income dividends from regulated investment companies generally apply to taxable years beginning before January 1, 2013. Thereafter, the Fund’s dividends, other than capital gain dividends, will be fully taxable at ordinary income tax rates unless further ~~Congressional~~ legislative action is taken. While certain income distributions to sStockholders may qualify as qualified dividends, the Fund’s seeks to provide dividends regardless of whether they so qualify. As additional special rules apply to determine whether a distribution will be a qualified dividend, investors should consult their tax advisors. Investors should also see the “Taxes” section of the Fund’s Statement of Additional Information for more information relating to qualified dividends.

Dividends and interest received, and gains realized, by the Fund on foreign securities may be subject to income, withholding or other taxes imposed by foreign countries and U.S. possessions (collectively “foreign taxes”) that would reduce the return on its securities. Tax conventions between certain countries and the United States, however, may reduce or eliminate foreign taxes, and many foreign countries do not impose taxes on capital gains in respect of investments by foreign investors. If more than 50% of the value of the Fund’s net assets at the close of its taxable year consists of securities of foreign corporations, it will be eligible to, and may, file an election with the Internal Revenue Service that will enable its stockholders, in effect, to receive the benefit of the foreign tax credit with respect to any foreign taxes paid by the Fund. Pursuant to the election, the Fund would treat those taxes as dividends paid to its sStockholders and each sStockholder (1) would be required to include in gross income, and treat as paid by such sStockholder, a proportionate share of those taxes, (2) would be required to treat such share of those taxes and of any dividend paid by the Fund that represents income from foreign or U.S. possessions sources as such stockholder’s own income from those sources, and, if certain conditions are met, (3) could either deduct the foreign taxes deemed paid in computing taxable income or, alternatively, use the foregoing information in calculating the foreign tax credit against federal income tax. The Fund will report to its sStockholders shortly after each taxable year their respective shares of foreign taxes paid and the income from sources within, and taxes paid to, foreign countries and U.S. possessions if it makes this election.

The Fund will inform its sStockholders of the source and tax status of all distributions promptly after the close of each calendar year.

The Fund may invest in other RICs. In general, the Code taxes a RIC which satisfies certain requirements as a pass-through entity by permitting a qualifying RIC to deduct dividends paid to its stockholders in computing the RIC’s taxable income. A qualifying RIC is also generally permitted to pass through the character of certain types of its income when it makes distributions. For example, a RIC may distribute ordinary dividends to its stockholders, capital gain dividends, or other types of dividends which effectively pass through the character of the RIC’s income to its stockholders, including the Fund.

Selling ~~stockholders of the Fund~~ Stockholders will generally recognize gain or loss in an amount equal to the difference between the sStockholder’s adjusted tax basis in the sShares sold and the amount received. If the sShares are held as a capital asset, the gain or loss will be a capital gain or loss. Under current law, the maximum tax rate applicable to capital gains recognized by individuals and other non-corporate taxpayers is (i) the same as the maximum ordinary income tax rate for gains recognized on the sale of capital assets held for one year or less or (ii) generally, 15% for gains recognized on the sale of capital assets held for more than one year (as well as certain capital gain dividends). Any loss on a disposition of sShares held for six months or less will be treated as a long-term capital loss to the extent of any capital gain dividends received with respect to those sShares. The use of capital losses is subject to limitations. For purposes of determining whether sShares have been held for six months or less, the holding period is suspended for any periods during which the sStockholder’s risk of loss is diminished as a result of holding one or more other positions in substantially similar or related property, or through certain options or short sales. Any loss realized on a sale or exchange of sShares will be disallowed to the extent those sShares are replaced by other substantially identical sShares within a period of 61 days beginning 30 days before and ending 30 days after

the date of disposition of the sShares (whether through the reinvestment of distributions, which could occur, for example, if the sStockholder is a participant in the Plan or otherwise). In that event, the basis of the replacement sShares will be adjusted to reflect the disallowed loss.

An investor should be aware that, if sShares are purchased shortly before the record date for any taxable dividend (including a capital gain dividend), the purchase price likely will reflect the value of the dividend and the investor then would receive a taxable distribution likely to reduce the trading value of such sShares, in effect resulting in a taxable return of some of the purchase price. Taxable distributions to individuals and certain other non-corporate ~~stockholders of the Fund~~ Stockholders, including those who have not provided their correct taxpayer identification number and other required certifications, may be subject to “backup” federal income tax withholding currently equal to 28%.

An investor should also be aware that the benefits of the reduced tax rate applicable to long-term capital gains and qualified dividend income may be impacted by the application of the alternative minimum tax to individual stockholders.

If the Fund utilizes leverage through borrowing, it may be restricted by loan covenants with respect to the declaration of, and payment of, dividends in certain circumstances. Limits on the Fund’s payments of dividends may prevent the Fund from meeting the distribution requirements, described above, and may, therefore, jeopardize the Fund’s qualification for taxation as a RIC and possibly subject the Fund to the 4% excise tax. The Fund will endeavor to avoid restrictions on its ability to make dividend payments.

Section 6045B of the Code generally imposes certain reporting requirements on the Fund with respect to any organizational action that affects the tax basis of the Shares for U.S. federal income tax purposes. The Fund has historically made returns of capital distributions to certain Stockholders and, to the extent such payments continue, the Fund will generally be required to file IRS Form 8937, Report of Organizational Actions Affecting Basis of Securities (“Form 8937”), with the IRS and deliver an information statement to certain Stockholders, subject to certain exceptions. Generally, the Fund must file Form 8937 with the IRS on or before the 45th day following the corporate action or, if earlier, January 15 of the year following the calendar year of the corporate action. In addition, the Fund must furnish the same information to certain Stockholders on or before January 15 of the year following the calendar year of the corporate action. However, the Fund generally would not be required to file Form 8937 or furnish this information to Stockholders provided it posts the requisite information on its primary public website by the due date for filing Form 8937 with the IRS and such information is available on its website (or any successor organization’s website) for 10 years.

As the Fund will generally not be able to determine whether a distribution during the year will be out of its earnings and profits (and, therefore, whether such distribution should be treated as a dividend or a return of capital distribution for these purposes) until the close of the tax year, the Fund does not intend to file Form 8937 until after the end of the current calendar year. Based on the limited interpretive guidance currently available, the Fund believes that this position is consistent with the spirit of Section 6045B and the Treasury Regulations thereunder. The Fund intends to utilize its best efforts to determine the tax characterization of the Fund’s distributions as soon as practicable following the close of the year and timely comply with the abovementioned Section 6045B requirements, to the extent applicable. The Fund may be subject to substantial penalties to the extent that it fails to timely comply with its Section 6045B reporting obligations. Each Stockholder is urged to consult its own tax advisor regarding the application of Section 6045B to its individual circumstances.

For taxable years starting on or after January 1, 2013, the 2010 Health Care Bill imposes a new 3.8% “Medicare Tax” on “net investment income” for taxpayers earning over specified amounts. The tax is generally levied on income from interest, dividends, royalties, rents, and capital gains, but there are some exclusions and taxpayers should consult their tax advisors about the more precise definition of “net investment income” as it pertains to their particular situations.

The foregoing briefly summarizes some of the important federal income tax consequences to sStockholders of investing in the ~~Fund’s shares~~ Shares, reflects the federal tax law as of the date of this prospectus, and does not

address special tax rules applicable to certain types of investors, such as corporate, tax exempt and foreign investors. Investors should consult their tax advisers regarding other federal, state or local tax considerations that may be applicable in their particular circumstances, as well as any proposed tax law changes.



## DESCRIPTION OF CAPITAL STRUCTURE

The Fund is a corporation established under the laws of the State of Maryland upon the filing of its Charter on May 1, 1987. The Fund commenced investment operations on June 30, 1987. The Fund intends to hold annual meetings of its sStockholders in compliance with the requirements of the NYSE AmexMKT. As of ~~December September~~ 310, 20102, the Fund had ~~8,511,413 shares~~ 14,644,194 Shares issues and outstanding.

### Common Stock

The Charter, which has been filed with the SEC, permits the Fund to issue 100,000,000 shares of stock, with a par value of \$0.001. Fractional shares are permitted. Each ~~share of the Fund~~ Share represents an equal proportionate interest in the net assets of the Fund with each other ~~share in the Fund~~ Share. Holders of ~~shares of Common Stock~~ Shares will be entitled to the payment of dividends when declared by the Board of Directors. See “Distribution Policy.” Each whole ~~sShare~~ Share shall be entitled to one vote as to matters on which it is entitled to vote pursuant to the terms of the Charter on file with the SEC. Upon liquidation of the Fund, after paying or adequately providing for the payment of all liabilities of the Fund, and upon receipt of such releases, indemnities and refunding agreements as they deem necessary for their ~~protection~~, of the Directors, ~~the Board~~ may distribute the remaining net assets of the Fund among its ~~sStockholders~~. Shares ~~of Common Stock~~ are not liable to further calls or to assessment by the Fund. There are no pre-emptive rights associated with ~~shares of Common Stock~~ Shares.

The Fund has no present intention of offering additional ~~shares of Common Stock~~ Shares, except as described herein in connection with the exercise of the Rights. Other offerings of its ~~Common Stock~~ Shares, if made, will require approval of the Board of Directors. Any additional offering will not be sold at a price per ~~sShare~~ Share below the then current net asset value (exclusive of underwriting discounts and commissions) except in connection with an offering to existing ~~stockholders of the Fund~~ Stockholders or with the consent of a majority of the Fund’s outstanding ~~common shares~~ Shares.

The Fund generally will not issue share certificates. The Fund’s Transfer Agent will maintain an account for each ~~sStockholder~~ upon which the registration and transfer of ~~sShares~~ are recorded, and transfers will be reflected by bookkeeping entry, without physical delivery. The Transfer Agent will require that a ~~sStockholder~~ provide requests in writing, accompanied by a valid signature guarantee form, when changing certain information in an account such as wiring instructions or telephone privileges.

### Trading and Net Asset Value Information

In the past, the ~~Common Stock has~~ Shares have traded at both a premium and at a discount in relation to NAV. Although the Shares recently have been trading at a premium above NAV, there can be no assurance that this premium will continue after the Offering or that the Shares will not again trade at a discount. Shares of closed-end investment companies such as the Fund frequently trade at a discount from NAV. See “Risk Factors.” The Shares are listed and traded on the NYSE ~~AmexMKT~~. The average weekly trading volume of the Shares on the NYSE ~~MKT~~ during the calendar year ended December 31, 20101 was ~~46,438~~ 350,887 Shares.

The following table shows for the quarters indicated: (i) the high and low sale price of the Shares on the NYSE ~~AmexMKT~~; (ii) the high and low NAV per Share; and (iii) the high and low premium or discount to NAV at which the Shares were trading (as a percentage of NAV):

Fiscal Quarter Ended	High Close	Low Close	High NAV	Low NAV	Premium/(Discount) to High NAV	Premium/(Discount) To Low NAV
<u>09/30/12</u>	<u>\$ 7.64</u>	<u>\$ 6.92</u>	<u>\$ 6.10</u>	<u>\$ 5.91</u>	<u>25.66%</u>	<u>17.17%</u>
<u>06/30/12</u>	<u>7.97</u>	<u>6.66</u>	<u>6.41</u>	<u>5.75</u>	<u>29.52</u>	<u>16.83</u>
<u>03/31/12</u>	<u>7.64</u>	<u>6.71</u>	<u>6.45</u>	<u>6.15</u>	<u>19.19</u>	<u>7.70</u>
<u>12/31/11</u>	<u>8.99</u>	<u>6.46</u>	<u>6.24</u>	<u>5.47</u>	<u>54.57</u>	<u>7.66</u>
09/30/11	10.55	8.45	7.29	5.97	51.94%	41.37%
06/30/11	11.00	9.95	7.60	6.93	52.26%	39.34%
03/31/11	10.95	8.93	7.73	7.26	43.01%	19.34%

12/31/10	11.70	8.38	7.55	7.12	56.99%	14.19%
09/30/10	11.70	10.36	7.31	6.72	59.48%	49.52%
06/30/10	12.72	9.96	8.33	6.83	55.64%	40.65%
03/31/10	12.50	9.60	8.44	7.68	55.64%	31.01%
12/31/09	12.99	10.57	8.34	8.00	55.48%	30.06%
09/30/09	14.65	10.16	8.30	7.41	78.01%	31.44%
06/30/09	10.41	7.18	8.11	7.57	35.19%	(2.76%)
03/31/09	9.59	5.84	8.97	6.41	11.40%	(9.59%)
<b>12/31/08</b>	<b>11.32</b>	<b>6.60</b>	<b>11.56</b>	<b>8.12</b>	<b>(1.25%)</b>	<b>(21.10%)</b>
<b>09/30/08</b>	<b>22.32</b>	<b>9.68</b>	<b>13.96</b>	<b>12.16</b>	<b>64.12%</b>	<b>(9.21%)</b>
<b>06/30/08</b>	<b>27.20</b>	<b>21.80</b>	<b>16.04</b>	<b>13.96</b>	<b>77.16%</b>	<b>46.97%</b>
<b>03/31/08</b>	<b>23.72</b>	<b>18.36</b>	<b>17.48</b>	<b>14.96</b>	<b>52.22%</b>	<b>20.10%</b>

### Recent Rights Offerings

The Fund conducted a rights offering that expired on December 10, 2010, and included similar terms and conditions as this Offering (the “2010 Offering”). Pursuant to the 2010 Offering, the Fund issued 1,433,827 Shares in fulfillment of Basic Subscription requests at a subscription price of \$8.24 per Share, for a total offering of \$11,812,869.

The Fund conducted a second rights offering that expired on December 16, 2011 and included similar terms and conditions as this Offering (the “2011 Offering”). Pursuant to the 2011 Offering, which was fully subscribed, the Fund issued 5,734,886 Shares (2,867,443 Shares of which were Over-Allotment Shares) at a subscription price of \$6.09 per Share, for a total offering of \$34,925,455.

### Repurchase of Shares

As has been done in the past to enhance Stockholder value, pursuant to Section 23 of the Investment Company Act, the Fund may purchase Shares ~~of its Common Stock~~ on the open market from time to time, at such times, and in such amounts as may be deemed advantageous to the Fund. Nothing herein shall be considered a commitment to purchase such shares. The Fund had no repurchases during the year ended December 31, 2010. No limit has been placed on the number of sShares to be repurchased by the Fund other than those imposed by federal securities laws. All purchases are made in accordance with federal securities laws, with sShares repurchased held in treasury ~~effective January 1, 2002,~~ for future use by the Fund. In determining to repurchase Shares ~~of Common Stock~~, the Board of Directors, in consultation with the Adviser, will consider such factors as the market price of the ~~Common Stock~~ Shares, the net asset value of the ~~Common Stock~~ Shares, the liquidity of the assets of the Fund, effect on the Fund’s expenses, whether such transactions would impair the Fund’s status as a regulated investment company or result in a failure to comply with applicable asset coverage requirements, general economic conditions and such other events or conditions, which may have a material effect on the Fund’s ability to consummate such transactions.

### Preferred Shares

The Charter provides that the Directors of the Fund may classify or reclassify authorized but unissued shares of stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of the Fund’s capital stock. The Board may issue preferred shares in the future, but has no current intention to do so.

Under the requirements of the 1940 Act, the Fund must, immediately after the issuance of any preferred shares, have an “asset coverage” of at least 200%. Asset coverage means the ratio which the value of the total assets of the Fund, less all liability and indebtedness not represented by senior securities (as defined in the 1940 Act), bears to the aggregate amount of senior securities representing indebtedness of the Fund, if any, plus the aggregate liquidation preference of the preferred shares. If the Fund seeks a rating of the preferred shares, asset coverage requirements, in addition to those set forth in the 1940 Act, may be imposed. The liquidation value of the preferred

shares is expected to equal their aggregate original purchase price plus redemption premium, if any, together with any accrued and unpaid dividends thereon (on a cumulative basis), whether or not earned or declared. The terms of the preferred shares, including their dividend rate, voting rights, liquidation preference and redemption provisions, will be determined by the Board of Directors (subject to applicable law and the Fund's Charter) if and when it authorizes the preferred shares. The Fund may issue preferred shares that provide for the periodic redetermination of the dividend rate at relatively short intervals through an auction or remarketing procedure, although the terms of the preferred shares may also enable the Fund to lengthen such intervals. At times, the dividend rate as redetermined on the Fund's preferred shares may approach or exceed the Fund's return after expenses on the investment of proceeds from the preferred shares and the Fund's leveraged capital structure would result in a lower rate of return to common stockholders than if the Fund were not so structured. If issued, preferred shares may be viewed as adding leverage to the Fund.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Fund, the terms of any preferred shares may entitle the holders of preferred shares to receive a preferential liquidating distribution (expected to equal the original purchase price per share plus redemption premium, if any, together with accrued and unpaid dividends, whether or not earned or declared and on a cumulative basis) before any distribution of assets is made to holders of common shares. After payment of the full amount of the liquidating distribution to which they are entitled, the preferred stockholders would not be entitled to any further participation in any distribution of assets by the Fund.

Under the 1940 Act, if at any time dividends on the preferred shares are unpaid in an amount equal to two full years' dividends thereon, the holders of all outstanding preferred shares, voting as a class, will be allowed to elect a majority of the Fund's Directors until all dividends in default have been paid or declared and set apart for payment. In addition, if required by the Rating Agency rating the preferred shares or if the Board of Directors determines it to be in the best interests of the common stockholders, issuance of the preferred shares may result in more restrictive provisions than required by the 1940 Act being imposed. In this regard, holders of the preferred shares may be entitled to elect a majority of the Fund's Board of Directors in other circumstances, for example, if one payment on the preferred shares is in arrears.

#### ***Additional Provisions of the Charter and By-laws***

A Director may be removed from office without cause, at any time by a written instrument signed or adopted by a vote of the holders of at least a majority of the shares of the Fund that are entitled to vote in the election of such Director. The Charter requires the favorable vote of the holders of at least 66 2/3% of the outstanding shares of each class of the Fund, voting as a class, then entitled to vote to approve, adopt or authorize certain transactions with 5%-or-greater holders of the Fund's outstanding shares and their affiliates or associates, unless two-thirds of the Board of Directors have approved by resolution a memorandum of understanding with such holders, in which case normal voting requirements would be in effect. For purposes of these provisions, a 5%-or-greater holder of outstanding shares (a "Principal Stockholder") refers to any person who, whether directly or indirectly and whether alone or together with its affiliates and associates, beneficially owns 5% or more of the outstanding shares of beneficial interest of the Fund. The transactions subject to these special approval requirements are: (i) the merger or consolidation of the Fund or any subsidiary of the Fund with or into any Principal Stockholder; (ii) the issuance of any securities of the Fund to any Principal Stockholder for cash (other than pursuant to any automatic dividend reinvestment plan or pursuant to any offering in which such Principal Stockholder acquires securities that represent no greater a percentage of any class or series of securities being offered than the percentage of any class of shares beneficially owned by such Principal Stockholder immediately prior to such offering or, in the case of securities, offered in respect of another class or series, the percentage of such other class or series beneficially owned by such Principal Stockholder immediately prior to such offering); (iii) the sale, lease or exchange of all or any substantial part of the assets of the Fund to any Principal Stockholder (except assets having an aggregate fair market value of less than \$1,000,000, aggregating for the purpose of such computation all assets sold, leased or exchanged in any series of similar transactions within a twelve month period); and (iv) the sale, lease or exchange to the Fund or any subsidiary thereof, in exchange for securities of the Fund, of any assets of any Principal Stockholder (except assets having an aggregate fair market value of less than \$1,000,000, aggregating for the purposes of such computation all assets sold, leased or exchanged in any series of similar transactions within a twelve month period).

## LEGAL MATTERS

Certain legal matters in connection with the ~~common shares~~ Shares will be passed upon for the Fund by Blank Rome LLP, New York, New York.

## REPORTS TO STOCKHOLDERS

The Fund sends its Stockholders unaudited semi-annual and audited annual reports, including a list of investments held.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Tait, Weller & Baker LLP is the independent registered public accounting firm for the Fund and will audit the Fund's financial statements. Tait, Weller & Baker LLP is located at 1818 Market Street, Suite 2400, Philadelphia, Pennsylvania 19103.

## ADDITIONAL INFORMATION

The prospectus and the Statement of Additional Information do not contain all of the information set forth in the Registration Statement that the Fund has filed with the SEC (file No. 333-175201). The complete Registration Statement may be obtained from the SEC at [www.sec.gov](http://www.sec.gov). See the cover page of this prospectus for information about how to obtain a paper copy of the Registration Statement or Statement of Additional Information without charge.

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**THE FUND’S PRIVACY POLICY**

<b>FACTS</b>	WHAT DOES CORNERSTONE STRATEGIC VALUE FUND, INC. (“CORNERSTONE” OR THE “FUND”), AND SERVICE PROVIDERS TO THE FUND, ON THE FUND’S BEHALF, DO WITH YOUR PERSONAL INFORMATION?
<b>Why?</b>	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
<b>What?</b>	<p>The types of personal information we, and our service providers, on our behalf, collect and share depends on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>• Social Security number</li> <li>• account balances</li> <li>• account transactions</li> <li>• transaction history</li> <li>• wire transfer instructions</li> <li>• checking account information</li> </ul> <p>When you are no longer our customer, we continue to share your information as described in this notice.</p>
<b>How?</b>	All financial companies need to share customers’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers’ personal information; the reasons the Fund, and our service providers, on our behalf, choose to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Cornerstone share?	Can you limit this sharing?
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes – to offer our products and services to you	No	We don’t share
For joint marketing with other financial companies	No	We don’t share
For our affiliates’ everyday business purposes – information about your transactions and experiences	Yes	No

For our affiliates' everyday business purposes – information about your creditworthiness	No	We don't share
For our affiliates to market to you	No	We don't share
For nonaffiliates to market to you	No	We don't share

<b>Questions?</b>	<b>Call (513) 326-3597</b>
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What we do	
<b>Who is providing this notice?</b>	Cornerstone Strategic Value Fund, Inc. (“Cornerstone” or the “Fund”)
<b>How does the Fund, and the Fund’s service providers, on the Fund’s behalf, protect my personal information?</b>	To protect your personal information from unauthorized access and use, we and our service providers use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
<b>How does the Fund, and the Fund’s service providers, on the Fund’s behalf, collect my personal information?</b>	<p>We collect your personal information, for example, when you:</p> <ul style="list-style-type: none"> <li>▪ open an account</li> <li>▪ provide account information</li> <li>▪ give us your contact information</li> <li>▪ make a wire transfer</li> </ul> <p>We also collect your information from others, such as credit bureaus, affiliates, or other companies.</p>
<b>Why can’t I limit all sharing?</b>	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> <li>▪ sharing for affiliates’ everyday business purposes – information about your creditworthiness</li> <li>▪ affiliates from using your information to market to you</li> <li>▪ sharing for nonaffiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>
Definitions	
<b>Affiliates</b>	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone Advisors, Inc., Cornerstone Progressive Return Fund and Cornerstone Total Return Fund, Inc.</i></li> </ul>

<b>Nonaffiliates</b>	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone does not share with nonaffiliates so they can market to you.</i></li> </ul>
<b>Joint marketing</b>	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> <li>▪ <i>Cornerstone does not jointly market.</i></li> </ul>

*Not part of the Prospectus*



**Cornerstone Strategic Value Fund, Inc.**

~~8,602,327~~        Rights for

~~2,867,443~~        Shares of Common Stock

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**PROSPECTUS**

~~November 21, 2011~~

      , 2012

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Comparison Details	
Title	<b>pdfDocs compareDocs Comparison Results</b>
Date & Time	10/17/2012 10:52:48 AM
Comparison Time	4.60 seconds
compareDocs version	v3.4.7.10

Sources	
Original Document	[#12149244] [v1] CLM 497 2011 Rights Offering.docDMS Information
Modified Document	[#12241884] [v4] CLM Prospectus - Rights Offering 2012.docDMS information

Comparison Statistics	
Insertions	266
Deletions	221
Changes	498
Moves	10
TOTAL CHANGES	995

Word Rendering Set Markup Options	
Name	Standard
<u>Insertions</u>	
<del>Deletions</del>	
<u>Moves</u> / <del>Moves</del>	
Inserted cells	
Deleted cells	
Merged cells	
Formatting	Color only.
Changed lines	Mark left border.
Comments color	ByAuthor[color options]
Balloons	False

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after Saving	General	Always
Report Type	Word	Formatting
Character Level	Word	True
Include Headers / Footers	Word	True
Include Footnotes / Endnotes	Word	True
Include List Numbers	Word	True
Include Tables	Word	True
Include Field Codes	Word	True
Include Moves	Word	True
Show Track Changes Toolbar	Word	True
Show Reviewing Pane	Word	True
Update Automatic Links at Open	Word	True
Summary Report	Word	End
Include Change Detail Report	Word	Separate
Document View	Word	Print
Remove Personal Information	Word	False

~~B~~ ~~this is heading 9 B~~

STATEMENT OF ADDITIONAL INFORMATION

~~MAY 24~~[    ], 2012

CORNERSTONE ~~PROGRESSIVE-TOTAL~~ RETURN FUND, INC.  
C/O ULTIMUS FUND SOLUTIONS, LLC  
350 JERICHO TURNPIKE, SUITE 206  
JERICHO, NEW YORK 11753

THIS STATEMENT OF ADDITIONAL INFORMATION (“SAI”) IS NOT A PROSPECTUS. THIS SAI SHOULD BE READ IN CONJUNCTION WITH THE PROSPECTUS OF CORNERSTONE ~~PROGRESSIVE-TOTAL~~ RETURN FUND, INC. (THE “FUND”), DATED ~~MAY 24~~[    ], 2012 (THE “PROSPECTUS”), AS IT MAY BE SUPPLEMENTED FROM TIME TO TIME. CAPITALIZED TERMS USED BUT NOT DEFINED IN THIS SAI HAVE THE MEANINGS GIVEN TO THEM IN THE PROSPECTUS.

A COPY OF THE PROSPECTUS MAY BE OBTAINED WITHOUT CHARGE BY CALLING THE FUND COLLECT AT (513) 326-3597. THE FUND DOES NOT HAVE AN INTERNET WEBSITE. THE REGISTRATION STATEMENT OF WHICH THE PROSPECTUS IS A PART CAN BE REVIEWED AND COPIED AT THE PUBLIC REFERENCE ROOM OF THE SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) AT 100 F STREET NE, WASHINGTON, D.C. YOU MAY OBTAIN INFORMATION ON THE OPERATION OF THE PUBLIC REFERENCE ROOM BY CALLING THE SEC AT (202) 551-8090. THE FUND’S FILINGS WITH THE SEC ARE ALSO AVAILABLE TO THE PUBLIC ON THE SEC’S INTERNET WEBSITE AT WWW.SEC.GOV. COPIES OF THESE FILINGS MAY BE OBTAINED, AFTER PAYING A DUPLICATING FEE, BY ELECTRONIC REQUEST AT THE FOLLOWING E-MAIL ADDRESS: PUBLICINFO@SEC.GOV, OR BY WRITING THE SEC’S PUBLIC REFERENCE SECTION, 100 F ST. NE, WASHINGTON, D.C. 20549-0102.

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## FORWARD-LOOKING STATEMENTS

This SAI contains or incorporates by reference “forward-looking statements,” (within the meaning of the federal securities laws,) that involve risks and uncertainties. These statements describe our plans, strategies and goals and our beliefs and assumptions concerning future economic or other conditions and the outlook for the Fund, based on currently available information. In this SAI, words such as “anticipates,” “believes,” “expects,” “objectives,” “goals,” “future,” “intends,” “seeks,” “will,” “may,” “could,” “should,” and similar expressions are used in an effort to identify forward-looking statements, although some forward-looking statements may be expressed differently.

The Fund’s actual results could differ materially from those anticipated in the forward-looking statements because of various risks and uncertainties, including the factors set forth in the section headed “Risk Factors” in the Fund’s prospectus and elsewhere in the prospectus and this SAI. You should consider carefully the discussions of risks and uncertainties in the “Risk Factors” section in the prospectus. The forward-looking statements contained in this SAI are based on information available to the Fund on the date of this SAI, and the Fund assumes no obligation to update any such forward-looking statements, except as required by law.

## INVESTMENT RESTRICTIONS

### FUNDAMENTAL POLICIES

The following investment restrictions ~~of the Fund~~ are ~~designated as deemed~~ fundamental policies and ~~as such~~ may ~~not~~ be changed ~~without only by~~ the ~~approval vote~~ of a majority of the Fund’s outstanding ~~common shares~~ voting securities, which as used in this SAI means the lesser of (i) 67% of the Fund’s outstanding shares of Common Stock present at a meeting of the holders if more than 50% of the outstanding shares of Common Stock are present in person or by proxy or (ii) more than 50% of the Fund’s outstanding shares of Common Stock.

### *Diversification*

#### The Fund shall not:

- (1) Issue any senior securities (as defined in the Investment Company Act of 1940) except insofar as any borrowing permitted by item 2 below might be considered the issuance of senior securities.
- (2) Borrow money except (a) to purchase securities, provided that the aggregate amount of such borrowings may not exceed 20% of its total assets, taken at market value at time of borrowing, and (b) from banks for temporary or emergency purposes in an amount not exceeding 5% of its total assets, taken at market value at time of borrowing.
- (3) Mortgage, pledge or hypothecate its assets in an amount exceeding 30% of its total assets, taken at market value at time of incurrence.
- (4) Knowingly invest more than 20% of its total assets, taken at market value at time of investment in securities, subject to legal or contractual restrictions on resale, including securities which may be sold publicly only if registered under the Securities Act of 1933.
- (5) Act as an underwriter, except to the extent that, in connection with the disposition of portfolio securities, the Fund may be deemed to be an underwriter under applicable securities laws.

- (6) Purchase real estate or interests in real estate, except that the Fund may invest in securities secured by real estate or interests therein, or issued by companies, including real estate investment trusts, which deal in real estate or interests therein.
- (7) Make loans, except through the purchase of debt securities and the loaning of its portfolio securities in accordance with the Fund's investment policies.
- (8) Invest in companies for the purpose of exercising control or management.
- (9) Purchase securities on margin (except that it may obtain such short-term credits as may be necessary for the clearance of purchases or sales of securities) or make short sales of securities (except for sales "against the box").
- (10) Purchase or retain securities of any issuer if, to the Fund's knowledge, those officers and directors of the Fund or the Adviser individually owning beneficially more than 1/2 of 1% of the outstanding securities of such issuer together own beneficially more than 5% of such issuer's outstanding securities.
- (11) Invest in commodities or commodity contracts, or write or purchase puts, calls or combinations of both.
- (12) Invest more than 25% of its total assets, taken at market value at time of purchase, in securities of issuers in any one industry.
- (13) Purchase securities issued by the Trust Company or any company of which 50% or more of the voting securities are owned by the Trust Company or an affiliate of the Trust Company, or any investment company (excluding the Fund) or real estate investment trust managed or advised by the Trust Company or any such company.\*
- (14) With respect to 75% of its total assets, the Fund may not purchase a security, other than securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities and securities of other investment companies, if as a result of such purchase, more than 5% of the value of the Fund's total assets would be invested in the securities of any one issuer, or the Fund would own more than 10% of the voting securities of any one issuer.

***Underwriting***

~~—The Fund will not underwrite any issue of securities except as it may be deemed an underwriter under the 1933 Act in connection with the sale of securities in accordance with its investment objective, policies and limitations.~~

***Interests in Oil, Gas or Other Mineral Exploration or Development Programs***

- (15) —The Fund may not purchase, sell or invest in Purchase interests in oil, gas or other mineral exploration or development programs; however, this limitation will not prohibit the acquisition of securities of companies engaged in the production or transmission of oil, gas or other minerals.

If a percentage restriction on investment or utilization of assets set forth in items 2, 3, 4, 10, 12, 13 or 14 above is adhered to at the time an investment is made, a later change in percentage resulting from, for example, changing values or a change in the rating of a portfolio security will not be considered a violation. The Fund may exchange securities, exercise any conversion rights or exercise warrants or other rights to purchase common stock or other equity securities and may hold any such securities so acquired without regard to the foregoing investment restrictions, but the value of the securities so acquired shall be included in any subsequent determination of the Fund's compliance with the 20% limitation referred to in item 2 above.

\* Investment restriction number 13 is no longer applicable to the Fund, as it was written at a time when United States Trust Company of New York was the investment adviser to the Fund.

***Short-Sales***

~~—The Fund may not sell a security short if, as a result of such sale, the current value of securities sold short by the Fund would exceed 10% of the value of the Fund's total assets; provided, however, if~~

~~the Fund owns or has the right to obtain securities equivalent in kind and amount to the securities sold short (i.e., short sales “against the box”), this limitation is not applicable. The Fund has no current intention to take short positions in securities. However, if the Fund does take any short positions, it will maintain sufficient segregated liquid assets to cover the short position.~~

#### ~~*Lending of Funds and Securities*~~

~~—To generate additional income, the Fund may lend up to 33% of its total assets. The Fund receives payments from borrowers equivalent to the dividends and interest that would have been earned on securities lent while simultaneously seeking to earn interest on the investment of cash collateral. Loans are subject to termination by the Fund or the borrower at any time, and are, therefore, not considered to be illiquid investments. Loans of securities are required at all times to be secured by collateral equal to at least 100% of the market value of securities on loan. However, in the event of default or bankruptcy of the other party to the agreement, realization and/or retention of the collateral may be subject to legal proceedings. In the event that the borrower fails to return securities, and collateral maintained by the lender is insufficient to cover the value of loaned securities, the borrower is obligated to pay the amount of the shortfall (and interest thereon) to the Fund. However, there can be no assurance the Fund can recover this amount.~~

#### ~~*Commodities*~~

~~—The Fund may not purchase, sell or invest in commodities, provided that this restriction shall not prohibit the Fund from purchasing and selling financial futures contracts and related options, including but not limited to, currency futures contracts.~~

#### ~~*Real Estate*~~

~~—The Fund may not purchase, sell or invest in real estate, but may invest in securities of companies that deal in real estate or are engaged in the real estate business, **including real estate investment trusts, and securities secured by real estate or interests therein** and may hold and sell real estate acquired through default, liquidation or other distributions of an interest in real estate as a result of the Fund’s ownership of such securities.~~

#### ~~*Borrowing, Senior Securities*~~

~~—The Fund may not issue senior securities as defined by the 1940 Act, other than preferred shares which immediately after issuance will have asset coverage of at least 200% and except that the Fund may borrow money from banks or other financial institutions for extraordinary or emergency purposes, subject to the overall limitation that total borrowings by the Fund may not exceed 10% of the value of the Fund’s total assets (measured at the time of borrowing and including the amount borrowed).~~

#### ~~*Pledging Assets*~~

~~—Other than as set forth above in “Lending of Funds and Securities” and except to secure permitted borrowing and to implement collateral and similar arrangements incident to permitted investment activities, the Fund may not pledge, mortgage, hypothecate or otherwise encumber its assets.~~

#### ~~*Concentration in Any One Industry*~~

~~—The Fund may not invest 25% or more of the value of its total assets in the securities in any single industry, provided that there shall be no limitation on the purchase of U.S. Government securities.~~

#### ~~NON-FUNDAMENTAL POLICIES~~

~~—The following policies of the Fund are non-fundamental and may be changed by the Board of Trustees without the approval of the Fund’s shareholders. In addition, the Fund’s investment objective is a non-fundamental policy that may be changed by the Board of Trustees without the approval of the Fund’s shareholders.~~

#### ~~*Purchase of Securities on Margin*~~

~~—The Fund may not purchase securities on margin, except that it may obtain such short-term credits as may be necessary for the clearance of transactions. A deposit or payment by that Fund of initial or variation margin in connection with financial futures contracts or related options transactions is not considered the purchase of a security on margin.~~

*Joint Trading*

~~—The Fund may not participate on a joint or joint and several basis in any trading account in any securities. (The “bunching” of orders for the purchase or sale of portfolio securities with the Fund’s investment adviser (the “Adviser”) or accounts under its management to reduce brokerage commissions, to average prices among them or to facilitate such transactions is not considered a trading account in securities for purposes of this restriction.)~~

*Investing in Securities of Other Investment Companies*

~~—The Fund may invest in securities of other investment companies. The Fund will limit its investment in securities issued by other investment companies so that not more than 3% of the outstanding voting stock of any one investment company will be owned by the Fund, or its affiliated persons, as a whole in accordance with the 1940 Act and applicable Federal securities laws.~~

*Illiquid Securities*

~~—The Fund may not invest more than 15% of its net assets in illiquid securities and other securities which are not readily marketable, excluding securities eligible for resale under Rule 144A of the 1933 Act which the Trustees have determined to be liquid.~~

*Options*

~~—The Fund may write, purchase or sell put or call options on foreign currencies, as discussed in the prospectus. The Fund may not write, purchase or sell put or call options on securities or stock indices.~~

*Futures Contracts*

~~—The Fund may purchase financial futures contracts and related options for speculative or for “bona fide hedging” purposes, provided that aggregate initial margin deposits plus premiums paid by that Fund for open futures options positions, less the amount by which any such positions are “in the money,” may not exceed 5% of the Fund’s net assets. The Fund has filed a notice of eligibility for exclusion from the definition of the term “commodity pool operator” with the National Futures Association. Therefore, the Fund is not subject to registration or regulation as a commodity pool operator under the Commodity Exchange Act.~~

~~—If a percentage limitation set forth in an investment policy or restriction of the Fund is adhered to at the time of investment or at the time the Fund engages in a transaction, a subsequent increase or decrease in~~

~~percentage resulting from a change in value of an investment or position, or a change in the net assets of the Fund, will not result in a violation of such restriction, provided, however, that the asset coverage requirement applicable to borrowings and the limitation on investment in illiquid securities shall each be maintained in the manner contemplated by applicable law.~~

~~—For purposes of its policies and limitations, the Fund considers certificates of deposit and demand and time deposits issued by a U.S. branch of a domestic bank or savings and loan association having capital, surplus, and undivided profits in excess of \$100,000,000 at the time of investment to be “cash items.”~~



## MANAGEMENT

The Board of ~~Trustees~~Directors of the Fund (the “Board”) has the responsibility for the overall management of the Fund, including general supervision and review of the Fund’s investment activities and its conformity with Delaware law and the policies of the Fund. The Board elects the officers of the Fund, who are responsible for administering the Fund’s day-to-day operations.

The ~~Trustees~~Directors, including the ~~Trustees~~Directors who are not interested persons of the Fund, as that term is defined in the 1940 Act (“Independent ~~Trustees~~Directors”), and executive officers of the Fund, their ages and principal occupations during the past five years are set forth below.

### INDEPENDENT ~~TRUSTEES~~DIRECTORS

NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY <del>TRUSTEE</del> <u>DIR</u> <u>ECTOR</u>	OTHER DIRECTORSHIPS HELD BY <del>TRUSTEE</del> <u>DIRECTO</u> <u>R</u>
Glenn W. Wilcox, Sr. (Dec. 1931)	<del>Trustee</del> <u>Director</u> ; Chairman of Audit Committee and Nominating and Corporate Governance Committee Member	Since 2007 <u>1</u> (Until 201 <u>23</u> )	Chairman of <del>the Board</del> , Tower Associates, Inc.; Chairman of the Board of Wilcox Travel Agency, Inc.; Director <del>of Cornerstone Total Return Fund, Inc. and</del> <u>Trustee of Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund</u>	3	Director of Champion Industries, Inc.
Andrew A. Strauss (Nov. 1953)	<del>Trustee</del> <u>Director</u> ; Chairman of Nominating and Corporate Governance Committee and Audit Committee Member	Since 2007 <u>1</u> (Until 201 <u>23</u> )	Attorney and senior member of Strauss & Associates, P.A., Attorneys; Director <del>of Cornerstone Total Return Fund, Inc. and</del> <u>Trustee of Cornerstone Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund</u>	3	None

INDEPENDENT ~~TRUSTEES~~ DIRECTORS

NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY <del>TRUSTEE</del> <u>DIR ECTOR</u>	OTHER DIRECTORSHIPS HELD BY <del>TRUSTEE</del> <u>DIRECTOR</u>
Edwin Meese III (Dec. 1931)	<del>Trustee</del> <u>Director</u> ; Audit, Nominating and Corporate Governance Committee Member	Since 200 <u>7</u> <u>1</u> (Until 201 <u>2</u> <u>3</u> )	Distinguished Fellow, The Heritage Foundation Washington D.C.; Distinguished Visiting Fellow at the Hoover Institution, Stanford University; Senior Adviser, Revelation L.P.; Director- <del>of</del> <del>Cornerstone Total Return Fund, Inc.</del> <del>and</del> - <u>Trustee of</u> Cornerstone Strategic Value Fund, Inc. <u>and</u> <u>Cornerstone Progressive Return Fund</u>	3	None
Scott B. Rogers (July 1955)	<del>Trustee</del> <u>Director</u> ; Audit, Nominating and Corporate Governance Committee Member	Since 200 <u>7</u> <u>1</u> (Until 201 <u>2</u> <u>3</u> )	Director, Health Partners, Inc.; Chief Executive Officer, Asheville Buncombe Community Christian Ministry; and President, ABCCM Doctor's Medical Clinic; Director- <del>of</del> <del>Cornerstone Total Return Fund, Inc.</del> <del>and</del> - <u>Trustee of</u> Cornerstone Strategic Value Fund, Inc. <u>and</u> <u>Cornerstone Progressive Return Fund</u>	3	None

INTERESTED ~~TRUSTEE~~ DIRECTOR

**INDEPENDENT ~~TRUSTEES~~ DIRECTORS**

NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED SINCE	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIOS IN FUND COMPLEX** OVERSEEN BY <del>TRUSTEE</del> <u>DIR</u> <u>ECTOR</u>	OTHER DIRECTORSHIPS HELD BY <del>TRUSTEE</del> <u>DIRECTO</u> <u>R</u>
Ralph W. Bradshaw (Dec. 1950)***	Chairman of the Board of <del>Trustees</del> <u>Directors</u> and President	Since 200 <u>7</u> <u>1</u> (Until 201 <u>2</u> <u>3</u> )	President, Cornerstone Advisors Inc.; Financial Consultant; President and Director- <del>of</del> <del>Cornerstone Total Return Fund, Inc. and</del> <u>Trustee of</u> Cornerstone Strategic Value Fund, Inc. <u>and</u> <u>Cornerstone Progressive Return Fund</u>	3	<del>None</del>

\* The mailing address of each ~~Trustee~~ Director and officer is c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753.

\*\* As of December 31, 2011, the Fund Complex is comprised of the Fund, Cornerstone ~~Total Return Fund, Inc. and Cornerstone~~ Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund, all of which are managed by Cornerstone Advisors, Inc. Each of the above ~~Trustees~~ Directors oversees all of the Funds in the Fund Complex.

\*\*\* Mr. Bradshaw is an "interested person" as defined in the Investment Company Act of 1940 because of his affiliation with Cornerstone Advisors, Inc.

The Board believes that the significance of each ~~Trustee's~~Director's experience, qualifications, attributes or skills is an individual matter (meaning that experience that is important for one ~~Trustee~~Director may not have the same value for another) and that these factors are best evaluated at the Board level, with no single ~~Trustee~~Director, or particular factor, being indicative of the Board's effectiveness. The Board determined that each of the ~~Trustees~~Directors is qualified to serve as a ~~Trustee~~Director of the Fund based on a review of the experience, qualifications, attributes and skills of each ~~Trustee~~Director. In reaching this determination, the Board has considered a variety of criteria, including, among other things: character and integrity; ability to review critically, evaluate, question and discuss information provided, to exercise effective business judgment in protecting ~~shareholder~~stockholder interests and to interact effectively with the other ~~Trustees~~Directors, the Adviser, other service providers, counsel and the independent registered accounting firm ("independent auditors"); and willingness and ability to commit the time necessary to perform the duties of a ~~Trustee~~Director. Each ~~Trustee's~~Director's ability to perform his duties effectively is evidenced by his experience or achievements in the following areas: management or board experience in the investment management industry or companies or organizations in other fields, educational background and professional training; and experience as a ~~Trustee~~Director of the Fund. In addition, the Board values the diverse skill sets and experiences that each ~~Trustee~~Director contributes. The Board considers that its diversity as a whole is as a result of a combination of ~~Trustees~~Directors who are working in the private, as opposed to public, sector, those that are retired from professional work and the various perspectives that each ~~Trustee~~Director provides as a result of his present experiences and his background. Information discussing the specific experience, skills, attributes and qualifications of each ~~Trustee~~Director which led to the Board's determination that the ~~Trustee~~Director should serve in this capacity is provided below.

*Ralph W. Bradshaw.* Mr. Bradshaw is co-founder of Cornerstone Advisors, Inc. and has served as its President since its inception in 2001. He brings over 20 years of extensive investment management experience and also serves as a director of several other closed-end funds. Prior to founding the Adviser, he served in consulting and management capacities for registered investment advisory firms specializing in closed-end fund investments. His experiences included developing and implementing successful trading strategies with a variety of underlying portfolios containing domestic and international equity and fixed-income investments. In addition, he has been a financial consultant and has held managerial positions or operated small businesses in several industries. Mr. Bradshaw holds a B.S. in Chemical Engineering and an M.B.A. Mr. Bradshaw provides the Board with effective business judgment and an ability to interact effectively with the other ~~Trustees~~Directors, as well as with service providers, counsel and the Fund's independent auditor. Mr. Bradshaw commits a significant amount of time to the Fund as a ~~Trustee~~Director, in addition to in his capacity as President of the Adviser. The Board values his strong moral character and integrity.

*Edwin Meese III.* Mr. Meese holds the Ronald Reagan Chair in Public Policy at The Heritage Foundation and is also the Chairman of The Heritage Foundation's Center for Legal and Judicial Studies. He is the former chairman of the governing board of George Mason University in Virginia and serves on the board of several civic and educational organizations. Previously, Mr. Meese served as the 75th Attorney General of the United States and immediately prior to that as Counselor to the President of the United States for Ronald Reagan. Mr. Meese provides the Board with effective business judgment and an ability to interact effectively with the other ~~Trustees~~Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Meese has demonstrated a willingness to commit the time necessary to serve as an effective ~~Trustee~~Director. The Board values his strong moral character and integrity.

*Scott B. Rogers.* Reverend Rogers has been the Executive Director of a regional community ministry organization for over 30 years. In addition to the leadership and management skills obtained through this work, he contributes a non-profit perspective and community insight to the Board's discussions

and deliberations, which provides desirable diversity. Mr. Rogers provides the Board with effective business judgment and an ability to interact effectively with the other ~~Trustees~~Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Rogers has demonstrated a willingness to commit the time necessary to serve as an effective ~~Trustee~~Director. The Board values his strong moral character and integrity.

*Andrew A. Strauss.* Mr. Strauss is an experienced attorney with a securities law background. He currently manages a law firm specializing in estate planning, probate and estate administration. In addition, Mr. Strauss served in an executive capacity with a large public company for over nine years. He is a graduate of the Wharton School of the University of Pennsylvania and Georgetown University Law Center. Mr. Strauss provides the Board with effective business judgment and an ability to interact effectively with the other ~~Trustees~~Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Strauss has demonstrated a willingness to commit the time necessary to serve as an effective ~~Trustee~~Director. The Board values his strong moral character and integrity.

*Glenn W. Wilcox, Sr.* Mr. Wilcox has been a business owner for over 55 years. He has previous business experience in the real estate development, radio and oil and gas exploration industries. He serves on the Board of Directors and Audit Committee of another public company. From 1996 until 2004, Mr. Wilcox was a member of the Board of Appalachian State University, and was Chairman of the Board from 2001-2003. He has been a private investor in public equities for over 50 years. Mr. Wilcox provides the Board with effective business judgment and an ability to interact effectively with the other ~~Trustees~~Directors, as well as with the Adviser, other service providers, counsel and the Fund's independent auditor. Mr. Wilcox has demonstrated a willingness to commit the time necessary to serve as an effective ~~Trustee~~Director. The Board values his strong moral character and integrity.

Specific details regarding each ~~Trustee's~~Director's principal occupations during the past five years are included in the table above. The summaries set forth above as to the experience, qualifications, attributes and/or skills of the ~~Trustees~~Directors do not constitute holding out the Board or any ~~Trustee~~Director as having any special expertise or experience, and do not impose any greater responsibility or liability on any such person or on the Board as a whole than would otherwise be the case.

The following table sets forth, for each ~~Trustee~~Director, the aggregate dollar range of equity securities owned of the Fund and of all Funds overseen by each ~~Trustee~~Director in the Fund Complex as of ~~December-September 31,~~ 20112. The information as to beneficial ownership is based on statements furnished to the Fund by each ~~Trustee~~Director.

NAME OF <del>TRUSTEE</del> <u>DIRECTOR</u>	DOLLAR RANGE OF EQUITY SECURITIES IN THE FUND	AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL REGISTERED INVESTMENT COMPANIES overseen BY <del>TRUSTEE</del> <u>DIRECTOR</u> IN FAMILY OF INVESTMENT COMPANIES
<del>NON-INTERESTED</del> <del>TRUSTEES</del> <u>INDEPENDENT</u> <u>DIRECTORS</u>		
Edwin Meese III	None	None
Scott B. Rogers	<del>Over \$100,000</del> <u>None</u>	Over \$100,000
Andrew A. Strauss	<del>None</del> <u>\$1 - \$10,000</u>	<del>None</del> <u>\$1 - \$10,000</u>
Glenn W. Wilcox Sr.	\$1 - \$10,000	\$10,001 - \$50,000

NAME OF <del>TRUSTEE</del> <u>DIRECTOR</u>	DOLLAR RANGE OF EQUITY SECURITIES IN THE FUND	AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL REGISTERED INVESTMENT COMPANIES OVERSEEN BY <del>TRUSTEE</del> <u>DIRECTOR</u> IN FAMILY OF INVESTMENT COMPANIES
INTERESTED <del>TRUSTEE</del> <u>DIRECTOR</u> Ralph W. Bradshaw	\$10,001- \$50,000	Over \$100,000

### EXECUTIVE OFFICERS

The Board elects the officers of the Fund annually. In addition to Mr. Bradshaw, the current principal officers of the Fund are:

NAME AND ADDRESS* (BIRTHDATE)	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS
Gary A. Bentz (June 1956)	Chief Compliance Officer; Secretary and Assistant Treasurer	Since 2007 <del>4</del> , 2008, 2009, respectively	Chairman and Chief Financial Officer of Cornerstone Advisors, Inc.; Financial Consultant, C.P.A.; Chief Compliance Officer, Secretary, and Assistant Treasurer of Cornerstone Strategic Value Fund, Inc. and Cornerstone <del>Total</del> <u>Progressive</u> Return Fund, <del>Inc.</del>
Theresa M. Bridge (Dec. 1969)	Treasurer	Since 2012	Vice President and Mutual Fund Controller of Ultimus Fund Solutions, LLC.

\* The mailing address of each officer is c/o Ultimus Fund Solutions, LLC, 350 Jericho Turnpike, Suite 206, Jericho, NY 11753.

### COMPENSATION

The Fund will pay an annual fee in the amount of \$~~15,000~~ 10,000 to each ~~Trustee~~ Director who is not an officer or employee of the Adviser (or any affiliated company of the Adviser). All ~~Trustees~~ Directors are reimbursed by the Fund for all reasonable out-of-pocket expenses incurred relating to attendance at meetings of the Board of ~~Trustees~~ Directors or committee meetings.

The table set forth below includes information regarding compensation from the Fund and other funds in the Fund Complex for each of the ~~Trustees~~ Directors during the year ended December 31, 201~~1~~ 0. This information does not reflect any additional monies received for a named individual serving in any other capacity to the Fund. Please note that the Fund has no bonus, profit sharing, pension or retirement plans, none of the officers of the Fund receive compensation from the Fund, nor does any person affiliated with the Fund receive compensation in excess of \$60,000 from the Fund.

### COMPENSATION TABLE

NAME OF PERSON, POSITION	AGGREGATE COMPENSATION FROM FUND	PENSION OR RETIREMENT BENEFITS ACCRUED AS PART OF FUND EXPENSES	ESTIMATED ANNUAL BENEFITS UPON RETIREMENT	TOTAL COMPENSATION FROM FUND AND FUND COMPLEX PAID TO <del>TRUSTEES</del> <u>DIRECTO</u> <u>RS*</u>
<del>NON-INTERESTED</del>				
<del>TRUSTEE</del> <u>INDEPENDENT</u>				
<u>DIRECTOR</u>				
Glenn W. Wilcox, Sr.	<del>\$15,000</del> <u>\$10,000</u>	None	None	\$45,000
Andrew A. Strauss	<del>\$15,000</del> <u>\$10,000</u>	None	None	\$45,000
Edwin Meese III	<del>\$15,000</del> <u>\$10,000</u>	None	None	\$45,000
Scott B. Rogers	<del>\$15,000</del> <u>\$10,000</u>	None	None	\$45,000
<del>INTERESTED</del>				
<del>TRUSTEE</del> <u>DIRECTOR</u>				
Ralph W. Bradshaw	\$0	None	None	\$0

\* For compensation purposes, the Fund Complex refers to the Fund, Cornerstone ~~Total Return Fund, Inc. and Cornerstone~~-Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund, all of which were managed by Cornerstone Advisors, Inc. during the year ended December 31, 20110.

#### ~~TRUSTEE~~DIRECTOR TRANSACTIONS WITH FUND AFFILIATES

As of ~~December~~September 310, 20112, neither the Independent ~~Trustees~~Directors nor members of their immediate family owned securities beneficially or of record in Cornerstone Advisors, Inc., or any affiliate thereof. Furthermore, over the past five years, neither the Independent ~~Trustees~~Directors nor members of their immediate family have any direct or indirect interest, the value of which exceeds \$120,000, in Cornerstone Advisors, Inc. or any affiliate thereof. In addition, since the beginning of the last two fiscal years, neither the Independent ~~Trustees~~Directors nor members of their immediate family have conducted any transactions (or series of transactions) or maintained any direct or indirect relationship in which the amount involved exceeds \$120,000 and to which Cornerstone Advisors, Inc. or any affiliate thereof, the Fund, an officer of the Fund, an investment company which the Cornerstone Advisors, Inc. advises or an officer thereof was a party.

#### BOARD COMPOSITION AND LEADERSHIP STRUCTURE

The Board consists of five individuals, one of whom is an Interested ~~Trustee~~Director. The Chairman of the Board, Mr. Bradshaw, is the Interested ~~Trustee~~Director and is the President of the Fund, the President of the Adviser, and is the President and a director of Cornerstone ~~Total Return Fund, Inc. and Cornerstone~~-Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund. The Board does not have a lead independent director.

The Board believes that its structure facilitates the orderly and efficient flow of information to the ~~Trustees~~Directors from the Adviser and other service providers with respect to services provided to the Fund, potential conflicts of interest that could arise from these relationships and other risks that the Fund may face. The Board further believes that its structure allows all of the ~~Trustees~~Directors to participate in the full range of the Board's oversight responsibilities. The Board believes that the orderly and efficient flow of information and the ability to bring each ~~Trustee's~~Director's talents to bear in overseeing the Fund's operations is important, in light of the size and complexity of the Fund and the risks that the Fund faces. The Board and its committees review their structure regularly, to help ensure that it remains appropriate as the business and operations of the Fund and the environment in which the Fund operates changes.

Currently, the Board has an Audit Committee and a Nominating and Corporate Governance Committee. The responsibilities of each committee and its members are described below. Each of the ~~Trustees~~ Directors attended at least seventy-five (75%) percent of the ~~four~~ (4) five meetings of the Board of ~~Trustees~~ Directors and the four meetings of its committees (including regularly scheduled and special meetings) held during the calendar year ended December 31, 2011.

## THE AUDIT COMMITTEE

The Fund has a standing Audit Committee (the “Audit Committee”), which is comprised of Messrs. Wilcox, Meese, Rogers and Strauss, all of whom are ~~trustees~~ Directors who are not interested persons of the Fund, as such term is defined in Section 2(a)(19) of the Investment Company Act. The Audit Committee has a written ~~charter. The Board of Trustees has adopted an audit committee~~ charter. The principal functions of the Audit Committee include but are not limited to, (i) the oversight of the accounting and financial reporting processes of the Fund and its internal control over financial reporting; (ii) the oversight of the quality and integrity of the Fund’s financial statements and the independent audit thereof; and (iii) the approval, prior to the engagement of, the Fund’s independent registered public accounting firm and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund’s independent registered public accounting firm. The Audit Committee convened four ~~(4)~~ times during the 2011 calendar year.

The Audit Committee currently does not have an Audit Committee Financial Expert, as such term is defined in Section 407 of the Sarbanes-Oxley Act of 2002. Rather, the Audit Committee members believe that each of their individual experiences provide the Audit Committee with sufficient experience and expertise to allow them to perform their duties as members of the Audit Committee.

## THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Fund has a standing Nominating and Corporate Governance Committee (the “N&CG Committee”), which is comprised of Messrs. Wilcox, Sr. Strauss, Rogers and Meese, all of whom are Independent ~~Trustees~~ Directors. The N&CG Committee has a written charter. In addition to its responsibility to oversee the corporate governance of the Fund, the N&CG Committee’s principal function is to identify and select qualified candidates for the Board who have exhibited strong decision making ability, substantial business experience, relevant knowledge of the investment company industry (including closed-end funds), skills or technological expertise and exemplary personal integrity and reputation. In addition, the N&CG Committee seeks candidates that have experience and knowledge involving all of the service providers of a registered investment company.

The N&CG Committee will consider all nominees recommended by ~~shareholders~~ stockholders of the Fund, so long as ~~shareholders~~ stockholders send their recommendations in writing to the Secretary of the Fund in a manner consistent with the Fund’s ~~Declaration of Trust. The N&CG Committee will seek candidates for the Board that have exhibited strong decision-making ability, substantial business experience, relevant knowledge, skills or technological expertise, and exemplary personal integrity and reputation~~ By-laws. Specifically, the N&CG Committee assesses all ~~Trustee~~ director nominees taking into account several factors, including, but not limited to, issues such as the current needs of the Board and the nominee’s: (i) integrity, honesty, and accountability; (ii) successful leadership experience and strong business acumen; (iii) forward-looking, strategic focus; (iv) collegiality; (v) independence and absence of conflicts of interests; and (vi) ability to devote necessary time to meet ~~Trustee~~ Director responsibilities. The N&CG Committee does not have a policy with regard to considering diversity when identifying candidates for election, but would expect to consider racial, gender and professional experience diversity when identifying future candidates. The N&CG Committee will ultimately recommend nominees that it believes will enhance the Board’s ability to effectively oversee, in an effective manner, the affairs and



business of the Fund. The N&CG Committee will consider and evaluate ~~share~~stockholder-recommended candidates by applying the same criteria used to evaluate ~~Trustee-recommended~~director-recommended candidates. The deadline for submitting a ~~Shareholder~~stockholder proposal for inclusion in the Fund's proxy statement and proxy for the Fund's 2013 annual meeting of ~~shareholders~~stockholders pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, is November 1, 2012. ~~Shareholders~~Stockholders wishing to submit proposals or ~~Trustee~~director nominations that are to be included in such proxy statement and proxy must ~~deliver~~have delivered notice to the Secretary at the principal executive offices of the Fund not later than the close of business on November 1, 2012. ~~Shareholders~~Stockholders are also advised to review the Fund's ~~Declaration of Trust~~By-laws, which contain additional requirements with respect to advance notice of ~~shareholder~~stockholder proposals and ~~Trustee~~director nominations.

The N&CG Committee convened four ~~(4)~~ times during the 2011 calendar year.

### **BOARD'S ROLE IN RISK OVERSIGHT OF THE FUND**

The Board oversees risk management for the Fund directly and, as to certain matters, through its Audit and N&CG Committees. The Board exercises its oversight in this regard primarily through requesting and receiving reports from and otherwise working with the Fund's senior officers (including the Fund's Chief Compliance Officer), portfolio management personnel of the Adviser, the Fund's independent auditors, legal counsel and personnel from the Fund's other service providers. At its regular quarterly meetings, the Board receives a report regarding risks applicable to the Fund presented by the Adviser and the Chief Compliance Officer. The Board has adopted, on behalf of the Fund, and periodically reviews with the assistance of the Fund's Chief Compliance Officer, policies and procedures designed to address certain risks associated with the Fund's activities. In addition, the Adviser and the Fund's other service providers also have adopted policies, processes and procedures designed to identify, assess and manage certain risks associated with the Fund's activities, and the Board receives reports from service providers with respect to the operation of these policies, processes and procedures as required and/or as the Board deems appropriate. The Board does not believe that a separate Risk Oversight Committee is necessary for effective risk oversight at this time, but intends to continuously evaluate how it assesses risk and will consider again in the future whether any changes to their current structure are prudent.

## CODE OF ETHICS

The Adviser and the Fund have each adopted a Code of Ethics, pursuant to Section 204A and Rule 204A-1 under the Investment Advisers Act of 1940 and Rule 17j-1 under the 1940 Act, respectively. Each Code of Ethics applies to the personal investing activities of the ~~Trustees~~Directors, officers and certain employees of the Fund or the Adviser (“Access Persons”), as applicable. Rule 17j-1 and each Code of Ethics are designed to prevent unlawful practices in connection with the purchase or sale of securities by Access Persons. Each Code of Ethics permits Access Persons to trade securities for their own accounts, including securities that may be purchased or held by the Fund, and generally requires them to report their personal securities transactions and holdings. The Fund’s Code of Ethics is included as an exhibit to the Fund’s registration statement, which will be on file with the SEC, and available as described on the cover page of this SAI. The Adviser’s and the Fund’s Codes of Ethics may also be reviewed and copied at the SEC’s Public Reference Room in Washington, D.C., and information on the operation of the Public Reference Room may be obtained by calling the SEC at (202) 551-8090. The Codes of Ethics are also available on the EDGAR Database on the SEC’s Internet site at <http://www.sec.gov>, and copies of the Codes of Ethics may be obtained, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC’s Public Reference Section, Washington, D.C. 20549-0102.

## PROXY VOTING PROCEDURES

### PROXY VOTING POLICIES AND PROCEDURES

The Fund provides a voice on behalf of ~~shareholders~~ stockholders of the Fund. The Fund views the proxy voting process as an integral part of the relationship with the Fund. The Fund has delegated its authority to vote proxies to the Adviser, subject to the supervision of the Board of ~~Trustees~~ Directors. The Adviser has entered into an arrangement with Glass, Lewis & Co., LLC. (“Glass Lewis”) whereby Glass Lewis votes all of the Fund’s portfolio companies’ proxy statements and records all of the proxy votes for compilation in the Form N-PX. The Fund believes that by engaging Glass Lewis, the Fund is in a better position to monitor corporate actions, analyze proxy proposals, make voting decisions and ensure that proxies are submitted promptly. The fundamental purpose of Glass Lewis’ Voting Policy Guidelines is to ensure that each vote will be in a manner that reflects the best interest of the Fund and its ~~shareholders~~ stockholders, and that maximizes the value of the Fund’s investment.

### POLICIES OF THE ADVISER

The Adviser has a contractual arrangement, on behalf of the Fund, with Glass Lewis for proxy voting services related to Fund portfolio holdings. Glass Lewis provides the Fund with a set of voting policies and procedures and votes all of the Fund’s portfolio securities on behalf of the Fund in accordance with those policies. It is the Adviser’s policy to vote all proxies received by the Fund in a timely manner. Upon receiving each proxy, Glass Lewis will review the issues presented and make a decision to vote for, against or abstain on each of the issues presented in accordance with the proxy voting guidelines adopted by the Fund. Generally, the guidelines support policies, plans and structures that give quality management teams appropriate latitude to run the business in a way that is likely to maximize value for owners. Conversely, the guidelines generally oppose proposals that clearly have the effect of restricting the ability of ~~shareholders~~ stockholders to realize the full potential value of their investment. With respect to shares of other investment companies, Glass Lewis will vote such shares in the same general proportion as shares held by other ~~shareholders~~ stockholders of that investment company.

### CONFLICTS OF INTEREST

The Adviser’s duty is to vote in the best interests of the Fund’s ~~shareholders~~ stockholders. The Adviser believes that, by delegating authority to vote all proxies to Glass Lewis, it will avoid potential conflicts of interest between the Adviser’s interests and the Fund’s interests. However, if a potential conflict of interest does arise, Glass Lewis will take one of the following steps to resolve the conflict:

1. If a proposal is addressed by the guidelines, Glass Lewis will vote in accordance with those guidelines; or
2. If the Adviser believes it is in the Fund’s best interest to depart from the guidelines provided, the Adviser will disclose the conflict to the Fund and obtain its consent to the proposed vote prior to voting the securities and instruct accordingly.

### MORE INFORMATION

The actual voting records relating to the Fund’s portfolio securities during the most recent 12-month period ended June 30<sup>th</sup> are available without charge, upon request, by calling collect (513) 326-3597 or in the Fund’s reports filed with the SEC and available on the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, a copy of the Fund’s proxy voting policies and procedures is available by calling collect (513) 326-3597 and will be sent within three business days of receipt of ~~a~~ such request.

## INVESTMENT ADVISORY AND OTHER SERVICES

### INVESTMENT ADVISORY SERVICES

The management of the Fund is supervised by the Board of ~~Trustees~~Directors. Cornerstone Advisors, Inc. provides investment advisory services to the Fund pursuant to an investment management agreement entered into with the Fund (an “Investment Management Agreement”).

The Adviser, located at 1075 Hendersonville Road, Suite 250, Asheville, North Carolina, 28803, is a North Carolina corporation. It was formed in February, ~~2001~~, for the purpose of providing investment advisory and management services to investment companies. Ralph W. Bradshaw, ~~a Fund Trustee~~the Fund’s Chairman and President, and Gary A. Bentz, ~~an officer of the Fund’s~~Chief Compliance Officer, Secretary and Assistant Treasurer, are the only shareholders of the Adviser.

Under the general supervision of the Fund’s Board of ~~Trustees~~Directors, the Adviser carries out the investment and reinvestment of the net assets of the Fund, continuously furnishes an investment program with respect to the Fund, determines which securities should be purchased, sold or exchanged, and implements such determinations. The Adviser furnishes to the Fund investment advice and office facilities, equipment and personnel for servicing the investments of the Fund.

The annual percentage rate and method used in computing the investment advisory fee of the Fund is described in the Prospectus.

The Investment Management Agreement is terminable, without penalty, on sixty days’ written notice, by a vote of the holders of a majority of the Fund’s outstanding shares ~~of beneficial interest~~, by the ~~Trustees~~Directors of the Fund or by the Adviser. The Investment Management Agreement provides that it will automatically terminate in the event of its assignment. The Investment Management Agreement provides in substance that the Adviser shall not be liable for any action or failure to act in accordance with its duties thereunder in the absence of willful misfeasance, bad faith or gross negligence on the part of the Adviser or of reckless disregard of its obligations thereunder.

### ADMINISTRATIVE SERVICES

Under the Administration Agreement, Ultimus Fund Solutions, LLC (“Ultimus”), located at 350 Jericho Turnpike, Suite 206, Jericho, NY 11753, supplies executive, administrative and regulatory services for the Fund. Theresa M. Bridge, the Fund’s Treasurer, is Vice President and Mutual Fund Controller of Ultimus. Ultimus supervises the preparation of reports to ~~shareholders~~stockholders for the Fund, reports to and filings with the Securities and Exchange Commission and materials for meetings of the Board of ~~Trustees~~Directors. For these services, the Fund pays Ultimus a monthly fee at an annual rate of 0.100% of its average daily net assets up to \$250 million and 0.075% of such assets in excess of \$250 million, subject to an annual minimum fee of \$50,000.

### FUND ACCOUNTING AGREEMENT

Under the Fund Accounting Agreement, Ultimus is responsible for calculating the net asset value of the common shares ~~of beneficial interest~~ of the Fund and maintains the financial books and records of the Fund. For the performance of these services, the Fund pays Ultimus a base fee of \$2,500 per month plus an asset based fee of 0.010% of the first \$500 million of average daily net assets and 0.005% of such assets in excess of \$500 million.

Information regarding the Fund's custodian, transfer agent and independent public accounting firm is described in the Prospectus.

## PORTFOLIO MANAGERS

~~Mr.~~ Ralph W. Bradshaw is the portfolio manager responsible for the day-to-day management of the Fund (the “Portfolio Manager”). In addition, Mr. Bradshaw may consult with Gary Bentz, ~~another-an~~ officer of the Adviser, regarding investment decisions. The following table shows the number of other accounts managed by Mr. Bradshaw and the total assets in the accounts managed within various categories as of ~~December~~ June 30, 20112.

TYPE OF ACCOUNTS	NUMBER OF ACCOUNTS	TOTAL ASSETS (\$ IN MILLIONS)	ADVISORY FEE BASED ON PERFORMANCE	
			NUMBER OF ACCOUNTS	TOTAL ASSETS
<b><u>RALPH W. BRADSHAW</u></b>				
Registered Investment Companies	2	<del>133.7</del> <u>214.7</u>	0	0
Other Pooled Investments	0	0	0	0
Other Accounts	0	0	0	0

### CONFLICTS OF INTEREST

Conflicts of interest may arise because the Fund’s Portfolio Manager has day-to-day management responsibilities with respect to the Fund and two other accounts (i.e., Cornerstone ~~Total Return Fund, Inc. and Cornerstone~~ Strategic Value Fund, Inc. and Cornerstone Progressive Return Fund). These potential conflicts include:

*LIMITED RESOURCES.* The Portfolio Manager cannot devote his full time and attention to the management of each of the accounts that he manages. Accordingly, the Portfolio Manager may be limited in his ability to identify investment opportunities for each of the accounts that are as attractive as might be the case if the Portfolio Manager was to devote substantially more attention to the management of a single account. The effects of this potential conflict may be more pronounced where the accounts have different investment strategies.

*LIMITED INVESTMENT OPPORTUNITIES.* Other investment funds of the Adviser may have investment objectives and policies similar to those of the Fund. The Adviser may, from time to time, make recommendations which result in the purchase or sale of a particular security by its other investment funds simultaneously with the Fund. If transactions on behalf of more than one investment fund during the same period increase the demand for securities being purchased or the supply of securities being sold, there may be an adverse effect on price or quantity. It is the policy of the Adviser to allocate advisory recommendations and the placing of orders in a manner that it believes is equitable to the accounts involved, including the Fund. When two or more investment funds of the Adviser are purchasing or selling the same security on a given day from the same broker-dealer, such transactions may be averaged as to price. See “Allocation of Brokerage”.

*DIFFERENT INVESTMENT STRATEGIES.* The accounts managed by the Portfolio Manager have differing investment strategies. If the Portfolio Manager determines that an investment opportunity may be appropriate for only some of the accounts or decides that certain of the accounts should take different positions with respect to a particular security, the Portfolio Manager may effect transactions for one or more accounts which may affect the market price of the security or the execution of the transaction, or both, to the detriment or benefit of one or more other accounts.

*SELECTION OF BROKERS.* The Portfolio Manager selects the brokers that execute securities transactions for the accounts that he supervises, including the Fund. See “Allocation of Brokerage.”

Where conflicts of interest arise between the Fund and other accounts managed by the Portfolio Manager, the Portfolio Manager will use good faith efforts so that the Fund will not be treated materially less favorably than other accounts.

### **COMPENSATION**

The Portfolio Manager’s compensation will be made up of a fixed salary amount which is not based on the value of the assets in the Fund’s portfolio.

### **SECURITIES OWNED IN THE FUND BY PORTFOLIO MANAGERS**

As of the date of this SAI, the Portfolio Manager owned ~~7,192~~ 6,607 shares ~~of beneficial interest~~ of the Fund. See “~~Trustee~~ Director Ownership of Fund Shares.”

## ALLOCATION OF BROKERAGE

Decisions regarding the placement of orders to purchase and sell investments for the Fund are made by the Adviser, subject to the supervision of the ~~Trustees~~Directors. A substantial portion of the transactions in equity securities for the Fund will occur on domestic stock exchanges. Transactions on stock exchanges involve the payment of brokerage commissions. In transactions on stock exchanges in the United States and some foreign exchanges, these commissions are negotiated. However, on many foreign stock exchanges these commissions are fixed. In the case of securities traded in the foreign and domestic over-the-counter markets, there is generally no stated commission, but the price usually includes an undisclosed commission or markup. Over-the-counter transactions will generally be placed directly with a principal market maker, although the Fund may place an over-the-counter order with a broker-dealer if a better price (including commission) and execution are available.

It is anticipated that most purchase and sale transactions involving fixed income securities will be with the issuer or an underwriter or with major dealers in such securities acting as principals. Such transactions are normally effected on a net basis and generally do not involve payment of brokerage commissions. However, the cost of securities purchased from an underwriter usually includes a commission paid by the issuer to the underwriter. Purchases or sales from dealers will normally reflect the spread between the bid and ask price.

The policy of the Fund regarding transactions for purchases and sales of securities is that primary consideration will be given to obtaining the most favorable prices and efficient executions of transactions. Consistent with this policy, when securities transactions are effected on a stock exchange, the Fund's policy is to pay commissions which are considered fair and reasonable without necessarily determining that the lowest possible commissions are paid in all circumstances. The Board of ~~Trustees~~Directors of the Fund believes that a requirement always to seek the lowest commission cost could impede effective management and preclude the Fund and the Adviser from obtaining high quality brokerage and research services. In seeking to determine the reasonableness of brokerage commissions paid in any transaction, the Adviser may rely on its experience and knowledge regarding commissions generally charged by various brokers and on its judgment in evaluating the brokerage and research services received from the broker effecting the transaction. Such determinations are necessarily subjective and imprecise, as in most cases an exact dollar value for those services is not ascertainable.

In seeking to implement the Fund's policies, the Adviser will place transactions with those brokers and dealers who it believes provide the most favorable prices and which are capable of providing efficient executions. If the Adviser believes such price and execution are obtainable from more than one broker or dealer, it may give consideration to placing transactions with those brokers and dealers who also furnish research or research related services to the Fund or the Adviser. Such services may include, but are not limited to, any one or more of the following: information as to the availability of securities for purchase or sale; statistical or factual information or opinions pertaining to investments; and appraisals or evaluations of securities. The information and services received by the Adviser from brokers and dealers may be of benefit in the management of accounts of other clients and may not in all cases benefit the Fund directly. While such services are useful and important in supplementing its own research and facilities, the Adviser believes the value of such services is not determinable and does not significantly reduce its expenses.

The Fund has adopted procedures under Rule 17a-7 of the 1940 Act to permit purchase and sales transactions to be effected between the Fund and other accounts that are managed by the Adviser. The Fund may from time to time engage in such transactions in accordance with these procedures.

Securities considered as investments for the Fund may also be appropriate for other investment accounts managed by the Adviser or its affiliates. Whenever decisions are made to buy or sell securities by



the Fund and one or more of such other accounts simultaneously, the Adviser will allocate the security transactions (including “hot” issues) in a manner which it believes to be equitable under the circumstances. As a result of such allocations, there may be instances where the Fund will not participate in a transaction that is allocated among other accounts. If an aggregated order cannot be filled completely, allocations will generally be made on a pro rata basis. An order may not be allocated on a pro rata basis where, for example: (i) consideration is given to an account with specialized investment policies that coincide with the particulars of a specific investment; (ii) pro rata allocation would result in odd-lot or de minimis amounts being allocated to a portfolio or other client; or (iii) where the Adviser reasonably determines that departure from a pro rata allocation is advisable. While these aggregation and allocation policies could have a detrimental effect on the price or amount of the securities available to the Fund from time to time, it is the opinion of the ~~Trustees~~ Directors of the Fund that the benefits from the Adviser’s organization outweigh any disadvantage that may arise from exposure to simultaneous transactions.

During the fiscal years ended December 31, 2009, 2010 and 2011, the Fund paid ~~\$523,114, \$166,663~~ \$34,520, \$9,115 and ~~\$181,334~~ \$9,463 respectively, in brokerage commissions.

## TAXES

THE FOLLOWING IS A SUMMARY DISCUSSION OF THE MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY BE RELEVANT TO A **SHAREHOLDER STOCKHOLDER** OF ACQUIRING, HOLDING AND DISPOSING OF SHARES **OF BENEFICIAL INTEREST** OF THE FUND. THIS DISCUSSION DOES NOT ADDRESS THE SPECIAL TAX RULES APPLICABLE TO CERTAIN CLASSES OF INVESTORS, SUCH AS TAX-EXEMPT ENTITIES, FOREIGN INVESTORS, INSURANCE COMPANIES AND FINANCIAL INSTITUTIONS. THIS DISCUSSION ADDRESSES ONLY U.S. FEDERAL INCOME TAX CONSEQUENCES TO U.S. **SHAREHOLDERS** WHO HOLD THEIR SHARES AS CAPITAL ASSETS AND DOES NOT ADDRESS ALL OF THE U.S. FEDERAL INCOME TAX CONSEQUENCES THAT MAY BE RELEVANT TO PARTICULAR **SHAREHOLDERS** IN LIGHT OF THEIR INDIVIDUAL CIRCUMSTANCES. IN ADDITION, THE DISCUSSION DOES NOT ADDRESS ANY STATE, LOCAL OR FOREIGN TAX CONSEQUENCES, AND IT DOES NOT ADDRESS ANY U.S. FEDERAL TAX CONSEQUENCES OTHER THAN U.S. FEDERAL INCOME TAX CONSEQUENCES. THE DISCUSSION IS BASED UPON PRESENT PROVISIONS OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), THE REGULATIONS PROMULGATED THEREUNDER, AND JUDICIAL AND ADMINISTRATIVE RULING AUTHORITIES, ALL OF WHICH ARE SUBJECT TO CHANGE OR DIFFERING INTERPRETATIONS (POSSIBLY WITH RETROACTIVE EFFECT). NO ATTEMPT IS MADE TO PRESENT A DETAILED EXPLANATION OF ALL U.S. FEDERAL INCOME TAX CONCERNS AFFECTING THE FUND AND ITS **SHAREHOLDERS**, AND THE DISCUSSION SET FORTH HEREIN DOES NOT CONSTITUTE TAX ADVICE. INVESTORS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS TO DETERMINE THE SPECIFIC TAX CONSEQUENCES TO THEM OF INVESTING IN THE FUND, INCLUDING THE APPLICABLE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES TO THEM AND THE EFFECT OF POSSIBLE CHANGES IN TAX LAWS.

The Fund intends to elect to be treated and to qualify each year as a regulated investment company (a "RIC") under the Code. Accordingly, the Fund must, among other things, (i) derive in each taxable year at least 90% of its gross income (including tax-exempt interest) from (a) dividends, interest, payments with respect to certain securities loans, and gains from the sale or other disposition of stock, securities or foreign currencies, or other income (including but not limited to gain from forward contracts) derived with respect to its business of investing in such stock, securities or currencies; and (b) net income from interests in "qualified publicly traded partnerships" (as defined in the Code); (ii) diversify its holdings so that, at the end of each quarter of each taxable year (a) at least 50% of the value of the Fund's total assets is represented by cash and cash items, U.S. government securities, the securities of other regulated investment companies and other securities, with such other securities limited, in respect of any one issuer, to an amount not greater than 5% of the value of the Fund's total assets and not more than 10% of the outstanding voting securities of such issuer and (b) not more than 25% of the value of the Fund's total assets is invested in the securities (other than U.S. government securities and the securities of other regulated investment companies) of (I) any one issuer; (II) any two or more issuers that the Fund controls and that are determined to be engaged in the same business or similar or related trades or businesses or (III) any one or more "qualified publicly traded partnerships" (as defined in the Code); and (iii) distribute at least 90% of its investment company taxable income (as defined in the Code, but without regard to the deduction for dividends paid) and 90% of its tax-exempt interest income (net of certain deductions and amortizable bond premiums) for such taxable year in accordance with the timing requirements imposed by the Code, so as to maintain its RIC status and to avoid paying any U.S. federal income tax. For purposes of the 90% of gross income requirement described above, the Code expressly provides the U.S. Treasury with authority to issue regulations that would exclude foreign currency gains from qualifying income if such gains are not directly related to the Fund's business of

investing in stock or securities. While to date the U.S. Treasury has not exercised this regulatory authority, there can be no assurance that it will not issue regulations in the future (possibly with retroactive application) that would treat some or all of the Fund's foreign currency gains as non-qualifying income. To the extent it qualifies for treatment as a RIC and satisfies the above-mentioned distribution requirements, the Fund will not be subject to U.S. federal income tax on income paid to its ~~shareholders~~ stockholders in the form of dividends or capital gain distributions.

In order to avoid incurring a U.S. federal excise tax obligation, the Code requires that the Fund distribute (or be deemed to have distributed) by December 31 of each calendar year an amount at least equal to the sum of (i) 98.2% of its ordinary income for such year and (ii) 98% of its capital gain net income (which is the excess of its realized capital gain over its realized capital loss), generally computed on the basis of the one-year period ending on October 31 of such year, after reduction by any available capital loss carryforwards, plus (iii) 100% of any ordinary income and capital gain net income from previous years (as previously computed) that were not paid out during such years and on which the Fund paid no U.S. federal income tax.

If the Fund does not qualify as a RIC for any taxable year, the Fund's taxable income will be subject to corporate income taxes, and all distributions from earnings and profits, including distributions of net capital gain (if any), will be taxable to the ~~shareholder~~ stockholder as ordinary income. Such distributions generally will be eligible (i) for the dividends received deduction in the case of corporate ~~shareholders~~ stockholders and (ii) for treatment as "qualified dividends" as discussed below, in the case of individual ~~shareholders~~ stockholders provided certain holding period and other requirements are met, as described below. In addition, in order to requalify for taxation as a RIC, the Fund may be required to recognize unrealized gains, pay substantial taxes and interest, and make certain distributions.

Distributions from the Fund, except in the case of distributions of qualified dividend income or capital gain dividends, as described below, generally will be taxable to ~~shareholders~~ stockholders as ordinary dividend income to the extent of the Fund's current and accumulated earnings and profits. Distributions of net capital gains (that is, the excess of net gains from the sale of capital assets held more than one year over net losses from the sale of capital assets held for not more than one year) properly designated as capital gain dividends ("Capital Gain Dividends") will be taxable to ~~shareholders~~ stockholders as long-term capital gain, regardless of how long a ~~shareholder~~ stockholder has held the shares in the Fund.

If a ~~shareholder's~~ stockholder's distributions are automatically reinvested pursuant to the Plan and the Plan Administrator invests the distribution in shares acquired on behalf of the ~~shareholder~~ stockholder in open-market purchases, for U.S. federal income tax purposes, the ~~shareholder~~ stockholder will generally be treated as having received a taxable distribution in the amount of the cash dividend that the ~~shareholder~~ stockholder would have received if the ~~shareholder~~ stockholder had elected to receive cash. If a ~~shareholder's~~ stockholder's distributions are automatically reinvested pursuant to the Plan and the Plan Administrator invests the distribution in newly issued shares of the Fund, the ~~shareholder~~ stockholder will generally be treated as receiving a taxable distribution equal to the fair market value of the stock the ~~shareholder~~ stockholder receives.

Under current law, certain income distributions paid by the Fund to individual taxpayers are taxed at rates equal to those applicable to net long-term capital gains (generally, 15%). This tax treatment applies only if certain holding period requirements and other requirements are satisfied by the ~~shareholder~~ stockholder and the dividends are attributable to qualified dividend income received by the Fund itself. For this purpose, "qualified dividend income" means dividends received by the Fund from certain United States corporations and qualifying foreign corporations, provided that the Fund satisfies certain holding period and other requirements in respect of the stock of such corporations. For these purposes, a "qualified foreign corporation" means any foreign corporation if (i) such corporation is incorporated in a possession of the

United States, (ii) such corporation is eligible for benefits of a qualified comprehensive income tax treaty with the United States and which includes an exchange of information program, or (iii) the stock of such corporation with respect to which such dividend is paid is readily tradable on an established securities market in the United States. A “qualified foreign corporation” does not include any foreign corporation which for the taxable year of the corporation in which the dividend was paid, or the preceding taxable year, is a “passive foreign investment company” (as defined in the Code). In the case of securities lending transactions, payments in lieu of dividends are not qualified dividends. These special rules relating to the taxation of ordinary income dividends from regulated investment companies generally apply to taxable years beginning before January 1, 2013. Thereafter, the Fund’s dividends, other than Capital Gain Dividends, will be fully taxable at ordinary income tax rates unless further Congressional legislative action is taken.

A dividend will not be treated as qualified dividend income (whether received by the Fund or paid by the Fund to a ~~shareholder~~stockholder) if (1) the dividend is received with respect to any share held for fewer than 61 days during the 121-day period beginning on the date which is 60 days before the date on which such share becomes ex-dividend with respect to such dividend, (or fewer than 91 days during the associated 181-day period in the case of certain preferred stocks), (2) to the extent that the recipient is under an obligation (whether pursuant to a short sale or otherwise) to make related payments with respect to positions in substantially similar or related property, or (3) if the recipient elects to have the dividend treated as investment income for purposes of the limitation on deductibility of investment interest. Distributions of income by the Fund, other than qualified dividend income and Capital Gains Dividends, are taxed as ordinary income, at rates currently up to 35%.

We cannot assure you as to what percentage of the dividends paid on the shares will consist of qualified dividend income or long-term capital gains, both of which are taxed at lower rates for individuals than are ordinary income and short-term capital gains.

The Fund’s investment in zero coupon and certain other securities will cause it to realize income prior to the receipt of cash payments with respect to these securities. Such income will be accrued daily by the Fund and, in order to avoid a tax payable by the Fund, the Fund may be required to liquidate securities that it might otherwise have continued to hold in order to generate cash so that the Fund may make required distributions to its ~~shareholders~~stockholders.

Investments in lower rated or unrated securities may present special tax issues for the Fund to the extent that the issuers of these securities default on their obligations pertaining thereto. The Code is not entirely clear regarding the federal income tax consequences of the Fund’s taking certain positions in connection with ownership of such distressed securities.

Any recognized gain or income attributable to market discount on long-term debt obligations (i.e., obligations with a term of more than one year except to the extent of a portion of the discount attributable to original issue discount) purchased by the Fund is taxable as ordinary income. A long-term debt obligation is generally treated as acquired at a market discount if purchased after its original issue at a price less than (i) the stated principal amount payable at maturity, in the case of an obligation that does not have original issue discount or (ii) in the case of an obligation that does have original issue discount, the sum of the issue price and any original issue discount that accrued before the obligation was purchased, subject to a de minimis exclusion.

Under Section 988 of the Code, gains or losses attributable to fluctuations in exchange rates between the time the Fund accrues income or receivables or expenses or other liabilities denominated in a foreign currency and the time the Fund actually collects such income or receivables or pays such liabilities are generally treated as ordinary income or loss. Similarly, gains or losses on foreign currency forward contracts and the disposition of debt securities denominated in a foreign currency, to the extent attributable

to fluctuations in exchange rates between the acquisition and disposition dates, are also treated as ordinary income or loss.

Dividends and interest received, and gains realized, by the Fund on foreign securities may be subject to income, withholding or other taxes imposed by foreign countries and U.S. possessions (collectively “foreign taxes”) that would reduce the return on its securities. Tax conventions between certain countries and the United States, however, may reduce or eliminate foreign taxes, and many foreign countries do not impose taxes on capital gains in respect of investments by foreign investors. If more than 50% of the value of the Fund’s total assets at the close of its taxable year consists of securities of foreign corporations, it will be eligible to, and may, file an election with the Internal Revenue Service (the “IRS”) that will enable its ~~shareholders~~, in effect, to receive the benefit of the foreign tax credit with respect to any foreign taxes paid by the Fund. Pursuant to the election, the Fund would treat those taxes as dividends paid to its ~~shareholders~~ and each ~~shareholder-stockholder~~ (1) would be required to include in gross income, and treat as paid by such ~~shareholder-stockholder~~, a proportionate share of those taxes, (2) would be required to treat such share of those taxes and of any dividend paid by the Fund that represents income from foreign or U.S. possessions sources as such ~~shareholder-stockholder’s~~ own income from those sources, and, if certain conditions are met, (3) could either deduct the foreign taxes deemed paid in computing taxable income or, alternatively use the foregoing information in calculating the foreign tax credit against federal income tax (but IRA accounts may not be able to use the foreign tax credit). The Fund will report to its ~~shareholders~~ shortly after each taxable year their respective shares of foreign taxes paid and the income from sources within, and taxes paid to, foreign countries and U.S. possessions if it makes this election. The rules relating to the foreign tax credit are complex. Each ~~shareholder-stockholder~~ should consult his own tax adviser regarding the potential application of foreign tax credits.

If the Fund acquires any equity interest in certain foreign corporations that receive at least 75% of their annual gross income from passive sources (such as interest, dividends, certain rents and royalties, or capital gains) or that hold at least 50% of their assets in investments producing such passive income (“passive foreign investment companies”), the Fund could be subject to U.S. federal income tax and additional interest charges on “excess distributions” received from such companies or on gain from the sale of stock in such companies, even if all income or gain actually received by the Fund is timely distributed to its ~~shareholders~~. The Fund would not be able to pass through to its ~~shareholders~~ any credit or deduction for such a tax. An election may generally be available that would ameliorate these adverse tax consequences, but any such election could require the Fund to recognize taxable income or gain (subject to tax distribution requirements) without the concurrent receipt of cash and would require certain information to be furnished by the foreign corporation, which may not be provided. These investments could also result in the treatment of associated capital gains as ordinary income. The Fund may limit and/or manage its holdings in passive foreign investment companies to limit its tax liability or maximize its return from these investments. Dividends paid by passive foreign investment companies will not qualify as qualified dividend income eligible for taxation at reduced tax rates.

If the Fund utilizes leverage through borrowing, it may be restricted by loan covenants with respect to the declaration of, and payment of, dividends in certain circumstances. Limits on the Fund’s payments of dividends may prevent the Fund from meeting the distribution requirements, described above, and may, therefore, jeopardize the Fund’s qualification for taxation as a RIC and possibly subject the Fund to the 4% excise tax. The Fund will endeavor to avoid restrictions on its ability to make dividend payments.

The sale, exchange or redemption of Fund shares may give rise to a gain or loss. Such gain or loss would generally be treated as capital gain or loss if the Fund shares are held as a capital asset. In general, any gain or loss realized upon a taxable disposition of shares will be treated as long-term capital gain or loss if the shares have been held for more than 12 months. Otherwise, the gain or loss on the taxable disposition of Fund shares will be treated as short-term capital gain or loss. Long-term capital gain rates applicable to

individuals have been reduced, in general, to 15%; however, such rate is set to expire for taxable years beginning after December 31, 2012 absent further legislation. Any loss realized upon the sale or exchange of Fund shares with a holding period of 6 months or less will be treated as a long-term capital loss to the extent of any capital gain distributions received with respect to such shares. The use of capital losses is subject to limitations. In addition, all or a portion of a loss realized on a redemption or other disposition of Fund shares may be disallowed under “wash sale” rules to the extent the shares disposed of are replaced with other substantially identical shares (whether through the reinvestment of distributions or otherwise) within a 61-day period beginning 30 days before the redemption of the loss shares and ending 30 days after such date. Any disallowed loss will result in an adjustment to the ~~shareholder’s~~ckholder’s tax basis in some or all of the other shares acquired.

Dividends and distributions on the Fund’s shares are generally subject to federal income tax as described herein to the extent they do not exceed the Fund’s realized income and gains, even though such dividends and distributions may economically represent a return of a particular ~~shareholder’s~~ckholder’s investment. Such distributions are likely to occur in respect of shares purchased at a time when the Fund’s net asset value reflects gains that are either unrealized, or realized but not distributed. Such realized gains may be required to be distributed even when the Fund’s net asset value also reflects unrealized losses. Certain distributions declared in October, November or December and paid in the following January will be taxed to ~~shareholders~~ckholders as if received on December 31 of the year in which they were declared. In addition, certain other distributions made after the close of a taxable year of the Fund may be “spilled back” and treated as paid by the Fund (except for purposes of the 4% excise tax) during such taxable year. In such case, ~~shareholders~~ckholders will nevertheless be treated as having received such dividends in the taxable year in which the distributions were actually made.

Amounts paid by the Fund to individuals and certain other ~~shareholders~~ckholders who have not provided the Fund with their correct taxpayer identification number (“TIN”) and certain certifications required by the Internal Revenue Service as well as ~~shareholders~~ckholders with respect to whom the Fund has received certain information from the IRS or a broker may be subject to “backup” withholding of federal income tax arising from the Fund’s taxable dividends and other distributions as well as the gross proceeds of sales of shares, currently equal to 28%. An individual’s TIN is generally his or her social security number. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from payments made to a ~~shareholder—stockholder~~ may be refunded or credited against such ~~shareholder’s~~ckholder’s U.S. federal income tax liability, if any, provided that the required information is furnished to the IRS.

Under Treasury regulations, if a ~~shareholder—stockholder~~ recognizes a loss on disposition of the Fund’s shares of \$2 million or more for an individual ~~shareholder—stockholder~~ or \$10 million or more for a corporate ~~shareholder—stockholder~~, the ~~shareholder—stockholder~~ generally must file with the IRS a disclosure statement on Form 8886 except to the extent such losses are from assets that have a qualifying basis and meet certain other requirements. Direct ~~shareholders~~ckholders of portfolio securities are in many cases excepted from this reporting requirement, but under current guidance, ~~shareholders~~ckholders of a regulated investment company are not excepted. Future guidance may extend the current exception from this reporting requirement to ~~shareholders~~ckholders of most or all regulated investment companies. In addition, pursuant to recently enacted legislation, significant penalties may be imposed for the failure to comply with the reporting requirements. The fact that a loss is reportable under these regulations does not affect the legal determination of whether the taxpayer’s treatment of the loss is proper. ~~Shareholders~~ckholders should consult their tax advisers to determine the applicability of these regulations in light of their individual circumstances.

The foregoing discussion does not address the special tax rules applicable to certain classes of investors, such as tax-exempt entities, foreign investors, insurance companies and financial institutions.

**Shareholders** should consult their own tax advisers with respect to special tax rules that may apply in their particular situations, as well as the state, local, and, where applicable, foreign tax consequences of investing in the Fund.

The Fund will inform **shareholders** of the source and tax status of all distributions promptly after the close of each calendar year. The IRS currently requires that a RIC that has two or more classes of stock allocate to each such class proportionate amounts of each type of its income (such as ordinary income, capital gains, dividends qualifying for the dividends received deduction and qualified dividend income) based upon the percentage of total dividends paid out of earnings or profits to each class for the tax year. Accordingly, if the Fund issues preferred shares in the future, the Fund intends each year to allocate capital gain dividends, dividends qualifying for the dividends received deduction and dividends derived from qualified dividend income, if any, between its common shares ~~of beneficial interest~~ and preferred shares in proportion to the total dividends paid out of earnings or profits to each class with respect to such tax year.

### **STATE AND LOCAL TAXES**

**Shareholders** should consult their own tax advisers as to the state or local tax consequences of investing in the Fund.

## FINANCIAL STATEMENTS

The financial statements included in the Fund's Annual Report for the year ended December 31, 2011 and its unaudited Semi-Annual Report for the period ended June 30, 2012, filed with the Securities and Exchange Commission on March 2, 2012 and September 4, 2012, respectively (File No. 811-~~02203663~~), are herein incorporated by reference.

## OTHER INFORMATION

~~The Fund is an unincorporated statutory trust established under the laws of the State of Delaware upon the filing of a Certificate of Trust with the Secretary of State of Delaware on April 26, 2007. Pursuant to the Fund's Declaration of Trust, the Fund will indemnify, to the fullest extent permitted by Delaware law and the 1940 Act, every person who is, or has been, a Trustee or officer of the Fund against liability and all expenses reasonably incurred or paid by him in connection with a claim, action, suit or proceeding in which he is becomes involved by virtue of being a Trustee or officer of the Fund and amounts paid or incurred in settlement of such claim, action, suit or proceeding. The Fund may also indemnify its employees and agents and make advances to them for reasonable expenses to the extent permitted by Delaware law, the 1933 Act and the 1940 Act.~~

The Fund is a New York corporation. Pursuant to the Fund's By-Laws, the Fund will indemnify, to the fullest extent permitted by applicable law, any person made, or threatened to be made, a party to an action or proceeding, whether civil or criminal (including an action or proceeding by or in the right of the Fund or any other corporation or other enterprise which any director or officer of the Fund served in any capacity at the request of the Fund) by reason of the fact that he, his testator or his intestate was a director or officer of the Fund or served at the request of the Fund against judgments, fines, settlement fees and reasonable expenses, including attorney's fees. This indemnification right includes the right to be paid advances of any expenses incurred by such person in connection with an action, suit or proceeding consistent with applicable law at that time. However, the Fund is not required to indemnify a person in connection with a settlement of a pending or threatened action or proceeding or any other disposition other than a final adjudication, unless the Fund has consented to such settlement. Furthermore, the Fund is not obligated to indemnify a person to the extent such person is indemnified under an insurance policy.

The Fund's Prospectus and this SAI do not contain all of the information set forth in the Registration Statement that the Fund has filed with the SEC. The complete Registration Statement may be obtained as described on the cover page of this SAI.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Tait, Weller & Baker LLP is the independent registered public accounting firm for the Fund and provides audit services, tax return preparation and assistance and consultation with respect to the preparation of filings with the SEC.



Comparison Details	
Title	<b>pdfDocs compareDocs Comparison Results</b>
Date & Time	10/17/2012 11:00:46 AM
Comparison Time	3.07 seconds
compareDocs version	v3.4.7.10

Sources	
Original Document	[#12202103] [v1] CFP SAI Rights Offering 497 (as filed on May 24, 2012).docDMS Information
Modified Document	[#12241578] [v3] CRF SAI - Rights Offering 2012.docDMS information

Comparison Statistics	
Insertions	62
Deletions	57
Changes	260
Moves	14
<b>TOTAL CHANGES</b>	<b>393</b>

Word Rendering Set Markup Options	
Name	Standard
<u>Insertions</u>	
<del>Deletions</del>	
<u>Moves</u> / <del>Moves</del>	
Inserted cells	
Deleted cells	
Merged cells	
Formatting	Color only.
Changed lines	Mark left border.
Comments color	ByAuthorcolor options]
Balloons	False

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after Saving	General	Always
Report Type	Word	Formatting
Character Level	Word	True
Include Headers / Footers	Word	True
Include Footnotes / Endnotes	Word	True
Include List Numbers	Word	True
Include Tables	Word	True
Include Field Codes	Word	True
Include Moves	Word	True
Show Track Changes Toolbar	Word	True
Show Reviewing Pane	Word	True
Update Automatic Links at Open	Word	True
Summary Report	Word	End
Include Change Detail Report	Word	Separate
Document View	Word	Print
Remove Personal Information	Word	False