The Zweig Total Return Fund, Inc. Discloses Sources Of Distribution - Section 19A Notice

NEW YORK, July 19, 2012 /PRNewswire/ -- The Board of Directors of The Zweig Total Return Fund, Inc. (NYSE: ZTR) declared a distribution of $0.082 per share to shareholders of record on July 12, 2012, payable July 19, 2012, under the current Managed Distribution Plan that pays 7 percent of the fund's net asset value ("NAV") on an annualized basis.

On June 26, 2012, ZTR announced a 1-for-4 reverse stock split of the issued and outstanding shares effective as of the start of trading on June 27, 2012. The reverse stock split will result in a higher per share market price for the fund's common shares. The fund will retain its trading symbol but has been assigned a new CUSIP number.

The following is a required Section 19A notice:

You should not draw any conclusions about the fund's investment performance from the amount of this distribution or from the terms of the fund's Managed Distribution Plan.

This notice discloses information on the sources of the distribution as required by SEC Rule 19(a) of the Investment Company Act of 1940 and the fund's SEC Exemptive Order under Section 19(b) as follows:

Distribution Estimates	**June 2012 (MTD)**		**Year-to-date (YTD)** [1]	
(Sources)	*Per Share Amount*	*Percentage of Current Distribution*	*Per Share Amount*	*Percentage of Current Distribution*
Net Investment Income	$ 0.013	16.0%	$ 0.050	24.3%
Net Realized Short-Term Capital Gains	-	0.0%	-	0.0%
Net Realized Long-Term Capital Gains	0.069	84.0%	0.039	18.9%
Return of Capital (or other Capital Source)	-	0.0%	0.117	56.8%
Total Distribution	**$ 0.082**	**100.0%**	**$ 0.206**	**100.0%**

(1) YTD February 1, 2012 to January 9, 2013. (The distribution paid on January 9, 2012 was reportable for tax on Form 1099 in 2011)

The fund estimates that it has distributed more than its income and net realized capital gains; therefore, a portion of your distribution may be a return of capital. A return of capital may occur, for example, when some or all of the money that you invested in the fund is paid back to you. A return of capital distribution does not necessarily reflect the fund's investment performance and should not be confused with "yield" or "income."

The amounts and sources of distributions reported in this notice are only estimates and are not being provided for tax reporting purposes. The actual amounts and sources of the amounts for tax reporting purposes will depend upon the fund's investment experience during the remainder of its fiscal year and may be subject to changes based on tax regulations. The fund will send you a Form 1099-DIV for the calendar year that will tell you how to report these distributions for federal income tax purposes.

Information regarding the fund's performance and distribution rates is set forth below. Please note that all performance figures are based on the fund's NAV and not the market price of the fund's shares. Performance figures are not meant to represent individual shareholder performance.

Average Annual Total Return on NAV for the 5-year period ended June 29, 2012 [(2)]	4.94%
Current Fiscal YTD Annualized Distribution Rate [(3)]	8.72%

YTD Cumulative Total Return on NAV [(4)]	3.88%
YTD Cumulative Distribution Rate [(5)]	4.36%

(2) Average Annual Total Return on NAV is the annual compound return for the five-year period. It reflects the change in the fund's NAV and reinvestment of all distributions.
(3) Current Fiscal YTD Annualized Distribution Rate is the cumulative distribution rate annualized as a percentage of the fund's NAV as of June 29, 2012.
(4) YTD Cumulative Total Return on NAV is the percentage change in the fund's NAV from January 1, 2012 to June 29, 2012, including distributions paid and assuming reinvestment of those distributions.
(5) YTD Cumulative Distribution Rate is the dollar value of distributions from January 1, 2012 to June 29, 2012 as a percentage of the fund's NAV as of June 29, 2012.

The Zweig Total Return Fund, Inc. is a closed-end fund advised by Zweig Advisers LLC. For more information on the fund, please contact Shareholder Services at 800.272.2700, by email at zweig@virtus.com, or visit us on the web at virtus.com.

ZTR Cusip: 989837208

SOURCE The Zweig Total Return Fund, Inc.