FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND INC
Form N-CSR
January 28, 2011

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT
INVESTMENT COMPANIES

Investment Company Act file number 811-21380

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
(Exact name of registrant as specified in charter)

301 E. Colorado Boulevard, Suite 720
Pasadena, CA 91101
(Address of principal executive offices) (Zip code)

Donald F. Crumrine
Flaherty & Crumrine Incorporated
301 E. Colorado Boulevard, Suite 720
Pasadena, CA 91101
(Name and address of agent for service)

registrant's telephone number, including area code: 626-795-7300

Date of fiscal year end: November 30

Date of reporting period: November 30, 2010

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

ITEM 1. REPORTS TO STOCKHOLDERS.

The Report to Shareholders is attached herewith.

FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND

To the Shareholders of Flaherty & Crumrine/Claymore Total Return Fund:

We begin with good news about distributions on your shares of FLC--the Fund finished fiscal 2010 with a bit of extra income, so shareholders of record on December 23, 2010 received an additional $0.04 per share. In addition, the regular monthly distribution was increased to $0.135 from $0.132 per share beginning with the December dividend(1).

During the Fund's final fiscal quarter, the portfolio once again turned in solid performance. For the three-month period ending November 30, 2010, the Fund's return on net asset value was +5.6%. Over the entire fiscal year, the return on NAV was +33.1%. The table below presents these and other performance measures of interest to investors.

TOTAL RETURN ON NET ASSET VALUE
FOR PERIODS ENDED NOVEMBER 30, 2010

	ACTUAL RETURNS			AVERAGE ANNUALI	
	THREE MONTHS	SIX MONTHS	ONE YEAR	THREE YEARS	FIVE YEARS
Flaherty & Crumrine/Claymore Total Return Fund	5.6%	17.8%	33.1%	8.2%	5.4%
Barclays Capital U.S. Aggregate Index(2)	-0.1%	3.9%	6.0%	6.4%	6.2%
S&P 500 Index(3)	13.1%	9.5%	9.9%	-5.2%	1.0%

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(1) Since inception on August 26, 2003.

(2) The Barclays Capital U.S. Aggregate Index represents securities that are SEC-registered, taxable, and dollar denominated. The index covers the U.S. investment grade fixed rate bond market, with index components for government and corporate securities, mortgage pass-through securities, and asset-backed securities. It is generally considered to be representative of the domestic, investment-grade, fixed-rate, taxable bond market. Unless otherwise noted, index returns reflect the reinvestment of dividends and capital gains, if any, but do not reflect fees, brokerage commissions or other expenses of investing. This index was formerly known as the Lehman Brothers U.S. Aggregate Index.

(3) The S&P 500 is a capitalization-weighted index of 500 common stocks. The index is designed to measure performance of the broad domestic economy through changes in the aggregate market value of 500 stocks representing all major industries.

The Fund's strong performance during the quarter was accomplished despite a weak market for US Treasury bonds and continued uncertainty about changes in regulation of the banking industry.

Conditions in the market for preferred securities are still positive. Demand is broad based and steady, while most participants expect the size of the market to decline (at least over the near-term). The market has also been boosted by steady improvement in the financial strength of many issuers as, corporate profitability has steadily improved.

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(1) A more in-depth discussion of the dividend and other important topics can

be found in the section which follows our letter.

SHORT-TERM interest rates remain near zero as economic activity remains positive but stubbornly slow. Unemployment rates are high, and the impact of fiscal and monetary actions has been more muted than desired. We anticipate short-term interest rates (and hence the cost of the Fund's leverage) will remain low over the near-term; however, eventually they will go up. Our view is detailed in the Quarterly Economic Outlook available on the Fund's website.

Yields on LONG-TERM U.S. Treasury bonds increased almost 60 basis points during the period; prices fell roughly 10%. Clearly, concerns about a pick-up in economic activity, inflation, or both, have become more widespread. In the past, a move of this magnitude typically caused some corresponding drop in the prices of preferred securities. Obviously, the recent period was not typical--most preferred prices actually went up in the face of falling bond prices. The correlation between prices of preferred securities and treasury bonds used to be reliably high, but this has not been the case for much of the past three years (a major reason the Fund suspended its hedging strategy in autumn 2008).

As discussed previously, the financial crisis brought to light a need to rethink the role of capital in the banking industry. Regulators and policy makers are debating the amount and composition of capital necessary to prevent a repeat of the crisis. Preferred securities play a very important part in the debate. This is a complex matter and there are a lot of chefs in the kitchen; it will likely take many more months before the process is complete. However, some change is certain and we are managing the portfolio to reflect things we know and some we anticipate. We remain optimistic the ultimate outcome will be beneficial over the long term.

As always, we encourage you to visit www.fcclaymore.com to read our Quarterly Economic Update as well as a more detailed discussion of factors affecting the wonderful world of preferred securities.

Sincerely,

/s/ Donald F. Crumrine	/s/ Robert M. Ettinger
Donald F. Crumrine Chairman	Robert M. Ettinger President

January 10, 2011

DISCUSSION TOPICS

THE FUND'S PORTFOLIO RESULTS AND COMPONENTS OF TOTAL RETURN ON NAV

The table below reflects the performance of each investment technique available for use by the Fund to achieve its objective, namely: (a) investing in a portfolio of securities; (b) hedging that portfolio of securities against significant increases in long-term interest rates (see the following discussion on the status of the Fund's interest rate hedging strategy); and (c) utilizing leverage to enhance returns to shareholders. Next, we compute the impact of the Fund's operating expenses. All of the parts are summed to determine total return on NAV.

COMPONENTS OF FLC'S TOTAL RETURN ON NAV
FOR THE FISCAL YEAR ENDED NOVEMBER 30, 2010

	SIX MONTHS*	ONE YEAR
Total Return on Unleveraged Securities Portfolio (including principal and income)	+12.4%	+23.0%
Return from Interest Rate Hedging Strategy	N/A	N/A
Impact of Leverage (including leverage expense)	+6.0%	+11.5%
Expenses (excluding leverage expense)	-0.6%	-1.4%
TOTAL RETURN ON NAV	+17.8%	+33.1%

* Actual, not annualized.

The following table displays returns for the various segments of the preferred securities market as measured by BofA Merrill preferred indices, over both the past six months and the Fund's fiscal year ended November 30th. During these periods, the preferred market continued the price recovery that began in early 2009, but at a somewhat slower pace. As can be seen by comparing the total return on the Fund's securities portfolio (the first row of the above table) to the index results below, the Fund's portfolio outperformed all segments of the preferred market over its fiscal year ending November 30th, even excluding the impact of leverage. During the past six months, the Fund's (unleveraged) securities portfolio outperformed all segments of the preferred market except adjustable rate preferred securities, which constitute only about 2.5% of the entire preferred market and just 1.4% of the Fund's portfolio.

TOTAL RETURNS OF BANK OF AMERICA MERRILL LYNCH PREFERRED SECURITIES INDICES*
FOR PERIODS ENDED NOVEMBER 30, 2010

	SIX MONTHS	ONE
BofA Merrill Lynch 8% Capped DRD Preferred Stock Index(SM)	+8.2%	+16
BofA Merrill Lynch 8% Capped Hybrid Preferred Securities Index(SM)	+10.8%	+18
BofA Merrill Lynch 8% Capped Corporate U.S. Capital Securities Index(SM)	+10.8%	+19
BofA Merrill Lynch Adjustable Preferred Stock, 7% Constrained Index(SM)	+13.5%	+16

* The Bank of America Merrill Lynch 8% Capped DRD Preferred Stock Index(SM) includes investment grade preferred securities issued by both corporations and government agencies that qualify for the corporate dividends received deduction with issuer concentration capped at a maximum of 8%. The Bank of America Merrill Lynch 8% Capped Hybrid Preferred Securities Index(SM) includes taxable, fixed-rate, U.S. dollar-denominated investment-grade, preferred securities listed on a U.S. exchange with issuer concentration capped at 8%. The Bank of America Merrill Lynch 8% Capped Corporate U.S. Capital Securities Index(SM) includes investment grade fixed rate or fixed-to-floating rate $1,000 par securities that receive some degree of equity credit from the rating agencies or their regulators with issuer concentration capped at a maximum of 8%. The Bank of America Merrill Lynch Adjustable Preferred Stock, 7% Constrained Index(SM) includes adjustable rate preferred securities issued by U.S. corporations and government agencies with issuer concentration capped at a maximum of 7%. All index

returns include interest and dividend income, and, unlike the Fund's returns, are unmanaged and do not reflect any expenses.

As shown in the first table, the Fund's performance demonstrates how leverage again benefited common stock shareholders over the past year - increasing current income and magnifying the positive returns over the Fund's fiscal 2010. Although leverage can adversely impact Fund results in unfavorable market environments, during the recent fiscal year leverage assisted the Fund's NAV in significantly outperforming returns available in the preferred securities market, as measured by the various BofA Merrill preferred indices.

TOTAL RETURN ON MARKET PRICE OF FUND SHARES

While our focus is primarily on managing the Fund's investment portfolio, an investor's actual return is comprised of monthly dividend payments plus changes in the Fund's MARKET PRICE. During the twelve months ending November 30, 2010, the total return on market price of Fund shares was +49.1%.

FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND (FLC)
PREMIUM/DISCOUNT OF MARKET PRICE TO NAV THROUGH 12/31/2010

(PERFORMANCE GRAPH)

8/29/03	0.0491
9/5/03	0.0477
9/12/03	0.0408
9/19/03	0.0362
9/26/03	0.0249
10/3/03	0.0275
10/10/03	0.0305
10/17/03	0.0428
10/24/03	0.0377
10/31/03	0.0466
11/7/03	0.0678
11/14/03	0.0453
11/21/03	0.0482
11/28/03	0.0341
12/5/03	0.036
12/12/03	0.0365
12/19/03	0.0287
12/26/03	0.0477
1/2/04	0.0444
1/9/04	0.0373
1/16/04	0.064
1/23/04	0.0465
1/30/04	0.0467
2/6/04	0.0647
2/13/04	0.0581
2/20/04	0.0597
2/27/04	0.0461
3/5/04	0.0312
3/12/04	0.0487
3/19/04	0.0486
3/26/04	0.0444
4/2/04	0.066

4/9/04	0.0363
4/16/04	0.0107
4/23/04	0.0017
4/30/04	-0.0325
5/7/04	-0.0729
5/14/04	-0.033
5/21/04	-0.0305
5/28/04	0.0017
6/4/04	0.0034
6/11/04	-0.0056
6/18/04	0.006
6/25/04	-0.031
7/2/04	0.0039
7/9/04	0.0009
7/16/04	-0.0191
7/23/04	-0.027
7/30/04	-0.0253
8/6/04	0.0077
8/13/04	-0.0072
8/20/04	-0.006
8/27/04	-0.0085
9/3/04	0.0115
9/10/04	-0.0021
9/17/04	0.0188
9/24/04	-0.0195
10/1/04	-0.0063
10/8/04	-0.0117
10/15/04	-0.0004
10/22/04	0.0198
10/29/04	0.021
11/5/04	0.0244
11/12/04	0.0055
11/19/04	0.0147
11/26/04	0.0214
12/3/04	0.0228
12/10/04	0.0163
12/17/04	0.0266
12/24/04	0.0197
12/31/04	0.0299
1/7/05	0.025
1/14/05	0.0145
1/21/05	0.0066
1/28/05	0.0004
2/4/05	0.0053
2/11/05	-0.0037
2/18/05	-0.0353
2/25/05	-0.028
3/4/05	-0.0291
3/11/05	-0.0379
3/18/05	-0.071
3/25/05	-0.0939
4/1/05	-0.0907
4/8/05	-0.0967
4/15/05	-0.0987
4/22/05	-0.0953
4/29/05	-0.0873
5/6/05	-0.0793
5/13/05	-0.0827
5/20/05	-0.0736
5/27/05	-0.0716
6/3/05	-0.0771
6/10/05	-0.0655

6/17/05	-0.0603
6/24/05	-0.0781
7/1/05	-0.0642
7/8/05	-0.0601
7/15/05	-0.0559
7/22/05	-0.0757
7/29/05	-0.0632
8/5/05	-0.0678
8/12/05	-0.0767
8/19/05	-0.0696
8/26/05	-0.0712
9/2/05	-0.0618
9/9/05	-0.0463
9/16/05	-0.0531
9/23/05	-0.0571
9/30/05	-0.0983
10/7/05	-0.0971
10/14/05	-0.1032
10/21/05	-0.098
10/28/05	-0.0873
11/4/05	-0.0888
11/11/05	-0.0945
11/18/05	-0.1144
11/25/05	-0.1089
12/2/05	-0.1157
12/9/05	-0.1334
12/16/05	-0.1596
12/23/05	-0.1469
12/30/05	-0.1518
1/6/06	-0.1196
1/13/06	-0.1079
1/20/06	-0.0947
1/27/06	-0.0955
2/3/06	-0.0971
2/10/06	-0.0855
2/17/06	-0.0899
2/24/06	-0.0885
3/3/06	-0.0764
3/10/06	-0.1242
3/17/06	-0.1178
3/24/06	-0.101
3/31/06	-0.116
4/7/06	-0.1166
4/14/06	-0.1465
4/21/06	-0.128
4/28/06	-0.1231
5/5/06	-0.1334
5/12/06	-0.1309
5/19/06	-0.133
5/26/06	-0.1255
6/2/06	-0.1116
6/9/06	-0.1114
6/16/06	-0.105
6/23/06	-0.1089
6/30/06	-0.1281
7/7/06	-0.1323
7/14/06	-0.1218
7/21/06	-0.1132
7/28/06	-0.1023
8/4/06	-0.0895
8/11/06	-0.0695
8/18/06	-0.0806

8/25/06	-0.0899
9/1/06	-0.086
9/8/06	-0.0885
9/15/06	-0.0804
9/22/06	-0.1009
9/29/06	-0.1069
10/6/06	-0.0895
10/13/06	-0.0844
10/20/06	-0.0833
10/27/06	-0.078
11/3/06	-0.0929
11/10/06	-0.0871
11/17/06	-0.0843
11/24/06	-0.0719
12/1/06	-0.0567
12/8/06	-0.0522
12/15/06	-0.0437
12/22/06	-0.0543
12/29/06	-0.0657
1/5/07	-0.0532
1/12/07	-0.0521
1/19/07	-0.0564
1/26/07	-0.0533
2/2/07	-0.0555
2/9/07	-0.0533
2/16/07	-0.0716
2/23/07	-0.0693
3/2/07	-0.0747
3/9/07	-0.0692
3/16/07	-0.0684
3/23/07	-0.0231
3/30/07	-0.0227
4/5/07	-0.0206
4/13/07	-0.0224
4/20/07	-0.0429
4/27/07	-0.0521
5/4/07	-0.0587
5/11/07	-0.0623
5/18/07	-0.0527
5/25/07	-0.0786
6/1/07	-0.0664
6/8/07	-0.0754
6/15/07	-0.0802
6/22/07	-0.095
6/29/07	-0.0832
7/6/07	-0.0876
7/13/07	-0.0852
7/20/07	-0.0971
7/27/07	-0.0937
8/3/07	-0.1017
8/10/07	-0.1121
8/17/07	-0.136
8/24/07	-0.1229
8/31/07	-0.113
9/7/07	-0.1049
9/14/07	-0.0859
9/21/07	-0.097
9/28/07	-0.1197
10/5/07	-0.1154
10/12/07	-0.1296
10/19/07	-0.1425
10/26/07	-0.1238

11/2/07	-0.1273
11/9/07	-0.1368
11/16/07	-0.1477
11/23/07	-0.1539
11/30/07	-0.1375
12/7/07	-0.1195
12/14/07	-0.1185
12/21/07	-0.1169
12/28/07	-0.1122
1/4/08	-0.1142
1/11/08	-0.0879
1/18/08	-0.094
1/25/08	-0.0648
2/1/08	-0.0759
2/8/08	-0.0619
2/15/08	-0.0726
2/22/08	-0.0705
2/29/08	-0.0751
3/7/08	-0.0458
3/14/08	-0.0714
3/20/08	-0.0873
3/28/08	-0.0914
4/4/08	-0.1074
4/11/08	-0.1037
4/18/08	-0.0941
4/25/08	-0.061
5/2/08	-0.0851
5/9/08	-0.0867
5/16/08	-0.0727
5/23/08	-0.0717
5/30/08	-0.066
6/6/08	-0.0767
6/13/08	-0.0598
6/20/08	-0.0816
6/27/08	-0.0842
6/30/08	-0.0696
7/3/08	-0.1145
7/11/08	-0.0909
7/18/08	-0.0841
7/25/08	-0.1027
8/1/08	-0.1127
8/8/08	-0.1128
8/15/08	-0.1061
8/22/08	-0.1044
8/29/08	-0.1139
9/5/08	-0.1186
9/12/08	-0.0953
9/19/08	-0.1644
9/26/08	-0.2156
10/3/08	-0.2808
10/10/08	-0.5297
10/17/08	-0.2229
10/24/08	-0.2394
10/31/08	-0.0733
11/7/08	-0.1705
11/14/08	-0.2197
11/21/08	-0.3503
11/28/08	-0.1911
12/5/08	-0.2959
12/12/08	-0.2721
12/19/08	-0.2035
12/26/08	-0.1712

12/31/08	-0.1544
1/2/09	-0.0972
1/9/09	-0.1273
1/16/09	-0.143
1/23/09	-0.0941
1/30/09	-0.0615
2/6/09	-0.0658
2/13/09	-0.0867
2/20/09	-0.1449
2/27/09	-0.1158
3/6/09	-0.2896
3/13/09	-0.1444
3/20/09	-0.2222
3/27/09	-0.1461
3/31/09	-0.1646
4/3/09	-0.1241
4/9/09	-0.1212
4/17/09	-0.0824
4/24/09	-0.1102
5/1/09	-0.0956
5/8/09	-0.1166
5/15/09	-0.1328
5/22/09	-0.0954
5/29/09	-0.128
6/5/09	-0.0766
6/12/09	-0.0618
6/19/09	-0.0847
6/26/09	-0.0794
6/30/09	-0.0633
7/2/09	-0.0824
7/10/09	-0.0962
7/17/09	-0.008
7/24/09	-0.0351
7/31/09	-0.0955
8/7/09	-0.0424
8/14/09	-0.0579
8/21/09	-0.0495
8/28/09	-0.0984
8/31/09	-0.0926
9/4/09	-0.0762
9/11/09	-0.0755
9/18/09	-0.039
9/25/09	-0.0711
9/30/09	-0.0556
10/2/09	-0.0663
10/9/09	-0.0392
10/16/09	-0.0538
10/23/09	-0.0674
10/30/09	-0.1024
11/6/09	-0.0744
11/13/09	-0.0792
11/20/09	-0.0973
11/27/09	-0.0849
11/30/09	-0.089
12/4/09	-0.0752
12/11/09	-0.0565
12/18/09	-0.0474
12/24/09	-0.0156
12/31/09	-0.0301
1/8/10	-0.0333
1/15/10	-0.0385
1/22/10	-0.0266

1/29/10	-0.0419
2/5/10	-0.0252
2/12/10	-0.0292
2/19/10	0.0091
2/26/10	0.0154
3/5/10	0.016
3/12/10	0.0088
3/19/10	0.0181
3/26/10	0.0037
3/31/10	-0.0105
4/1/10	0.0031
4/9/10	-0.0091
4/16/10	-0.0409
4/23/10	-0.018
4/30/10	0.0217
5/7/10	-0.0482
5/14/10	0.0087
5/21/10	0.0051
5/28/10	0.0245
6/4/10	0.0128
6/11/10	0.0586
6/18/10	0.0629
6/25/10	0.0537
6/30/10	0.0538
7/2/10	0.0285
7/9/10	0.063
7/16/10	0.0186
7/23/10	0.0591
7/30/10	0.0621
8/6/10	0.0715
8/13/10	0.0478
8/20/10	0.0285
8/27/10	0.0309
8/31/10	0.0165
9/3/10	0.0284
9/10/10	0.0506
9/17/10	0.0524
9/24/10	0.0383
9/30/10	0.0346
10/8/10	0.0354
10/15/10	0.0334
10/22/10	0.0253
10/29/10	0.0085
11/5/10	0.0176
11/12/10	-0.0051
11/19/10	0.0034
11/26/10	0.012
11/30/10	0.0212
12/3/10	0.0058
12/10/10	-0.0253
12/17/10	-0.0012
12/23/10	0.0146
12/31/10	-0.0103

In a perfect world, the market price of Fund shares would closely track the Fund's net asset value. As can be seen from the graph above, this often is not the case. For most of the past year the market price has been above the NAV (in market parlance, "trading at a premium"). Because the Fund began fiscal 2010 with its market price below NAV ("trading at a discount") and ended the fiscal year above, the total return earned on market price exceeded the total return on NAV.

Based on a closing price of $17.26 on December 31st, the current annualized yield on the market price of the Fund's shares (assuming the current monthly distribution of $0.135 does not change) is 9.39%. In our opinion, this distribution rate measures up favorably with most comparable investment opportunities.

PREFERRED MARKET CONDITIONS

By most measures, preferred market trading conditions are back to pre-crisis levels. Trading volumes and bid/offer spreads, though never robust compared to other major market segments, have returned to more customary levels. In our opinion, preferred securities remain attractively valued relative to other fixed income securities; plus, we are still finding opportunities to add value through credit research and security selection.

Credit conditions continue to improve. The economy is growing fast enough for profits to rebound nicely, but not fast enough to generate much demand for new capital spending by corporations. Households are paying down debt, driving investors who had previously purchased mortgage and credit card debt into other asset classes. Corporations are showing strong cash flow, improved interest coverage, and growing liquidity. Loan quality is improving, with delinquencies and charge-offs falling in almost all loan categories--though commercial real estate remains an important exception. Overall, credit default rates continue to trend lower. The result is good demand for preferred securities, little new issuance, and tighter spreads. We think these factors will continue to benefit the markets for some time to come.

Trading activity in the "retail" segment of the market(2) has been boosted by the rapid growth of exchange traded funds. ETF's that invest primarily in preferred securities are "rules based" in that there is limited discretion about how a fund is managed--the objective is to closely track a specific index. We sometimes scratch our heads as to the appeal of these funds, but they do provide a healthy dose of liquidity, and they have attracted a lot of new investors to the preferred market.

In the aftermath of the financial crisis, new legislation (much of which has yet to be implemented) has resulted in wide ranging changes to the banking industry. Since preferred securities issued by banks comprise over sixty percent of the overall market, we watch this legislation with great interest. In the topic which follows, we discuss the most relevant regulatory changes; here, we'll focus on market impact.

One thing we know for sure--certain types of preferred securities will eventually become obsolete. It is now clear that regulatory changes will diminish the benefits of some securities to the banks that issued them, and as a result, it is widely assumed many preferred securities will be retired at the earliest practical opportunity. The prospects of issuer redemptions have provided a boost to the market.

Of course, this wouldn't be the preferred market without a fair share of hazards. In some cases, buried deep in the documentation of a security, there is language which permits the issuer to exercise an early redemption, at par, if certain events occur. Without such a provision, the issuer would either have to pay a premium to call the issue, or may not be permitted to call it at all until some future date. Such events, which seemed remote just a couple years ago, have in fact occurred in response to changes in financial regulation.

Market participants appear to have adjusted expectations about early redemption of NON-BANK preferred securities as well, though for different reasons. Recall that companies choose to issue preferred securities in part because it can improve the ratings on its debt, which in turn can reduce the all-in cost of its capital (since preferred is ranked "junior" to debt, the debt is viewed to be more secure). The major rating agencies have become less inclined to look favorably on certain types of preferred securities, hence non-bank issuers may also be inclined to retire certain preferred issues sooner than expected. The redemption terms of these non-bank issues haven't changed, but the market now perceives the likelihood of issuer redemption to be higher and as a result, prices adjust to reflect the perception.

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(2) In general, rules for ETF's that invest primarily in preferred securities require the fund's to invest only in securities listed on a national stock exchange; such issues comprise roughly half of the preferred market.

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While it has become clear that certain types of preferred securities are destined to become a footnote in financial textbooks, a viable replacement has yet to emerge. A lot of smart people are hard at work to build a better preferred, and we're optimistic they will succeed (though it may take a few iterations). You can bet we will be involved!

All of this leads to one unavoidable conclusion: DURING THE NEXT FEW YEARS, MARKET PARTICIPANTS, INCLUDING THE FUND, WILL NEED TO FIND REPLACEMENTS FOR A SIGNIFICANT NUMBER OF HIGH YIELDING SECURITIES. At this juncture, of course, we cannot tell how the Fund will weather this reinvestment risk.

UPDATE ON REGULATORY AND CAPITAL REFORM FOR BANKS

As we discussed in detail in the Fund's semiannual report from May 2010, banks face significant new regulation and stiffer capital requirements. We will quickly summarize the key features of bank regulatory reform from the Dodd-Frank bill and bank capital requirements from the Basel Committee on Bank Supervision - both from the perspective of preferred investors.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank) makes significant changes to banks' operations and capital requirements. Most importantly for preferred investors, it eliminates trust preferred securities (TruPS) from Tier 1 capital for most banks the Funds would invest in. (Tier 1 capital is one of the primary measures of capital for a financial company; it includes common equity, retained earnings, qualifying preferred capital, and regulatory assets). The new rules phase in starting from 2013 through 2015. This change in regulatory treatment for TruPS makes it likely that most, though not all, TruPS will be called between 2013 and 2016, as banks replace those instruments with qualifying forms of Tier 1 capital. As of this writing, roughly 24% of the Fund's portfolio is invested in trust preferred securities issued by U.S. banks.

Along with changes made by lawmakers in the U.S., the Basel Committee on Banking Supervision in recent months has released its Basel III framework on bank capital. (This committee sets international banking standards that are subsequently adopted by national regulators, including the U.S.). These new rules will sharply increase the amount of common equity capital held by banks, while leaving an important role for preferred securities.

Currently, banks must hold at least 2.5% of risk-weighted assets (RWA) in the form of common equity. (The U.S. minimum is 4% common equity, and most banks carry substantially more than the minimum.) When Basel III is fully phased in, minimum common equity will rise to 4.5% of RWA. Coupled with some additionally required "capital buffers," we suspect that U.S. banks typically will hold 8-10% common equity and at least 10-12% Tier 1 capital, two to four percentage points higher than before the financial crisis. That's a lot more common equity providing credit support to preferred securities, which will comprise much of the difference between total Tier 1 and Tier 1 common equity.

Another likely, but still undecided, feature of the Basel III rules is a provision to impose "loss absorbency" on any non-common Tier 1 capital instruments. The theory is that all Tier 1 capital should be able to absorb losses on both a "gone concern" basis (i.e., in bankruptcy or receivership) AND on a "going-concern" basis. Historically, preferred securities have provided substantial loss absorbency upon failure of a firm, since all preferred claims are subordinate to claims of depositors and senior creditors. However, preferreds are - strictly by their contractual terms - only moderately loss absorbing on a going concern basis, because the issuer can defer dividend payments but not eliminate the preferred liability outright in times of strain. The Basel Committee wants to give regulators the ability to either convert preferreds to common stock or write off the preferred liability if they believe the bank is no longer viable.

We have written a lengthy comment letter to the Basel Committee on loss absorbency. Interested readers will find it on the Fund's website or at the Basel Committee website at http://www.bis.org/publ/bcbs174/fac.pdf. Suffice to say that we think the proposed loss absorption provision for bank preferreds is unnecessary in the United States, and perhaps elsewhere. Nonetheless, if regulators insist on it, we think a properly designed mechanism to convert preferred into common stock would be acceptable to preferred investors, while a write-off mechanism would not. We await the Committee's decision on this sometime in 2011.

Overall, the new regulatory framework being imposed on banks by Dodd-Frank and Basel III will force banks to hold more capital or take less risk, or both. With respect to bank capital, regulators are requiring substantially more common equity capital than before, while retaining a meaningful role for preferred securities. These developments are broadly supportive for bank preferreds, though they do increase regulatory risk. As the new rules get implemented over the next several years, there will be numerous changes and opportunities awaiting preferred investors.

THE FUND'S LEVERAGE

Leverage is an important part of the Fund's strategy to produce high current income. Over time, the cost of leverage is typically lower than the yield on the Fund's portfolio. The difference between what the Fund earns on its investments and pays on the money it borrows increases the income available to common shareholders. Over the past fiscal year, the Fund has paid an average interest rate of 1.443% on its borrowed money. Given the much higher current yields generated by the Fund's portfolio, this use of leverage had a meaningful positive impact on the Fund's dividends to common shareholders.

In addition to economic considerations, there is a set of rules that govern leverage (most importantly, the terms and conditions of the Fund's leverage agreement with its lender, and all relevant securities laws). We take all of these factors into consideration as we manage the leverage AND the assets of the Fund.

There are two useful measures of how much leverage the Fund has in place. The first is simply the total dollar amount of leverage. The other measure is the ratio of the Fund's assets financed by that leverage (in other words, the amount of leverage divided by total assets). The chart below presents both measures of leverage over the past three years.

FLC LEVERAGE HISTORY

(PERFORMANCE GRAPH)

FLC DATE	LEVERAGE PERCENT
12/28/2007	41.1%
1/25/2008	40.7%
2/29/2008	41.0%
3/28/2008	43.4%
4/25/2008	43.5%
5/30/2008	43.5%
6/27/2008	44.9%
7/25/2008	42.9%
8/29/2008	42.6%
10/3/2008	42.4%
10/31/2008	41.9%
11/28/2008	44.0%
12/26/2008	43.4%
1/30/2009	44.1%
2/27/2009	45.1%
3/27/2009	43.0%
4/24/2009	41.1%
5/29/2009	36.4%
6/26/2009	34.7%
6/30/2009	34.6%
7/2/2009	34.5%
7/10/2009	31.7%
7/17/2009	34.5%
7/24/2009	34.3%
7/31/2009	32.8%
8/7/2009	32.2%
8/14/2009	31.7%
8/21/2009	32.2%
8/28/2009	31.7%
8/31/2009	31.6%
9/4/2009	33.3%
9/11/2009	33.1%
9/18/2009	32.5%
9/25/2009	33.3%
9/30/2009	33.3%
10/2/2009	33.2%
10/9/2009	33.1%
10/16/2009	32.8%
10/23/2009	33.3%
10/30/2009	33.3%
11/6/2009	33.3%
11/13/2009	33.1%
11/20/2009	33.1%

11/27/2009	32.9%
11/30/2009	32.9%
12/4/2009	32.9%
12/11/2009	32.7%
12/18/2009	32.3%
12/24/2009	32.4%
12/31/2009	32.0%
1/8/2010	31.5%
1/15/2010	31.1%
1/22/2010	31.4%
1/29/2010	31.2%
2/5/2010	33.3%
2/12/2010	33.5%
2/16/2010	33.5%
2/19/2010	33.6%
2/26/2010	33.1%
3/5/2010	33.1%
3/12/2010	32.8%
3/19/2010	33.3%
3/26/2010	33.1%
3/31/2010	32.9%
4/1/2010	32.9%
4/16/2010	33.3%
4/23/2010	33.4%
4/30/2010	33.4%
5/7/2010	34.2%
5/14/2010	34.0%
5/21/2010	34.7%
5/28/2010	34.9%
6/4/2010	34.7%
6/11/2010	34.6%
6/18/2010	34.4%
6/25/2010	34.4%
6/30/2010	34.5%
7/2/2010	34.5%
7/9/2010	34.3%
7/16/2010	34.0%
7/23/2010	33.9%
7/30/2010	33.6%
8/6/2010	33.3%
8/13/2010	33.2%
8/20/2010	33.0%
8/27/2010	33.0%
8/31/2010	32.9%
9/3/2010	32.9%
9/10/2010	32.8%
9/17/2010	32.6%
9/24/2010	32.5%
9/30/2010	32.4%
10/1/2010	32.3%
10/8/2010	32.2%
10/15/2010	32.4%
10/22/2010	32.3%
10/29/2010	32.0%
11/5/2010	32.0%
11/12/2010	32.0%
11/19/2010	32.1%
11/26/2010	32.2%
11/30/2010	32.2%
12/3/2010	32.3%
12/10/2010	32.3%
12/17/2010	33.3%

12/23/2010	33.6%
12/31/2010	33.3%

MONTH END DATE	MONEY MARKET PREFERRED STOCK	LOAN AMOUNT DRAWN
12/31/2007	129	0
1/31/2008	129	0
2/29/2008	129	0
3/31/2008	129	0
4/30/2008	129	0
5/31/2008	84	45
6/30/2008	40	89
7/31/2008	40	68
8/31/2008	40	68
9/30/2008	40	68
10/31/2008	40	30
11/30/2008	40	30
12/31/2008	40	30
1/31/2009	40	30
2/28/2009	40	24
3/31/2009	40	19
4/30/2009	29	29
5/31/2009	29	29
6/30/2009	15	44
7/31/2009	0	58
8/31/2009	0	58
9/30/2009	0	67
10/31/2009	0	69
11/30/2009	0	69
12/31/2009	0	69
1/31/2010	0	69
2/28/2010	0	76
3/31/2010	0	78
4/30/2010	0	81
5/31/2010	0	81
6/30/2010	0	81
7/31/2010	0	81
8/31/2010	0	81
9/30/2010	0	81
10/31/2010	0	81
11/30/2010	0	81
12/31/2010	0	85

When the leverage was comprised entirely of auction preferred stock, the AMOUNT of leverage rarely changed. As a result, the PERCENTAGE of the Fund's leverage to total net assets varied as the value the portfolio moved up or down. As can be seen in the chart, the leverage percentage climbed steadily as the financial crisis unfolded from 2007 through early 2009 and the value of the Fund's investment portfolio fell.

As the leverage ratio rose to unsustainable levels, the Fund sold assets and used the proceeds to reduce leverage. While this meant that monthly distributions to shareholders had to be cut, it also served to reduce the NAV and market price risk to the Fund's common shareholders.

With debt leverage, the Fund now has the ability to INCREASE the amount borrowed by the Fund (within certain limits!). This is important because the dramatic recovery in asset prices meant the Fund could comfortably borrow more and use the money to purchase additional securities. Throughout 2010, the Fund continued to increase its leverage balances. These increases, at very favorable interest rates, allowed the Fund to increase its monthly dividend three times since December 2009, for a total of 16% in cumulative increases.

The "right" percentage of leverage in a fund is never a simple matter to determine. Type of borrowing, the cost of funds and market conditions all will be factors to consider. At present, we are comfortable with the leverage percentage used by the Fund, and we will consider increasing or decreasing the amount of borrowing based on future market conditions. Of course, we continuously monitor our leverage balances and try to use leverage in a manner consistent with the Fund's objective.

MONTHLY DISTRIBUTIONS TO FUND SHAREHOLDERS

The Fund makes monthly distributions of income to shareholders consistent with the objective of the Fund to provide high current income. The Fund is a regulated investment company, and as such, there are a number of tax laws that require the Fund to distribute almost all of its net investment income to shareholders each year. If the Fund were to not satisfy the minimum distribution requirements, it could risk its pass-through status and perhaps face financial penalties.

Even though these rules are well-defined, we still believe that there is a bit of art involved in setting dividend policy. One approach to distributions would be for the Fund to simply pay out its net earnings each month. Because of the uneven nature of the Fund's income and expenses, this would likely result in distribution rates that would change every month. This approach has never seemed terribly appealing to us.

We believe our shareholders are better served by a more stable level of monthly distributions. In striving for more stability and to reflect the inherent uncertainty in predicting future net earnings, in any particular month the Fund may pay out less than the amount earned for the same month; in other months the distribution may be comprised of current month's earnings PLUS income from prior months.

The rules mentioned above also impose a specific time-frame on the decisions about distributions, as they require true-up over each fiscal year. If the Fund has excess income at the end of this annual period, the Fund must make decisions that balance the goal of income stability and the requirements imposed by law. The Fund has always met the legal distribution requirements, but many times in the past the Fund has decided to not exceed the minimum requirements with the intent of "carrying over" a bit of income to the next fiscal-year period. Given that the minimum requirements are quite high, the carryover can never be more than a modest amount (less than one-month's dividend). There is an economic cost associated with this decision in the form of an excise tax on portions of the undistributed amounts, but we believe this cost is minimal and more than offset by the benefits of a more stable distribution rate over time. Details on the amount of undistributed net investment income and the incurrence of any related excise tax, if applicable, are available in the Notes to the financial statements.

As mentioned above, we believe this is more art than science, but the goal of high current income that is sustainable over a reasonable period of time seems to us consistent with trying to maximize value over the long-run for shareholders.

FEDERAL TAX ADVANTAGES OF 2010 CALENDAR YEAR DISTRIBUTIONS

In 2010, the Fund passed on a portion of its income to individuals in the form of qualified dividend income or QDI. Under federal law, QDI is taxed at a maximum 15% rate instead of an individual's ordinary income tax rate. As a result of recent changes to the Internal Revenue Code, it is expected that this favorable tax rate for QDI will continue through 2012.

In calendar year 2010, approximately 32% of distributions made by the Fund was eligible for QDI treatment. For an individual in the 28% marginal tax bracket, this means that the Fund's total distributions will only be taxed at a blended 23.9% rate versus the 28% rate which would apply to distributions by a fund containing traditional corporate bonds. This tax advantage means that, all other things being equal, such an individual who held 100 shares of Common Stock of the Fund for the calendar year would have had to receive approximately $163 in distributions from a traditional corporate bond fund to net the same after-tax amount as the $154 distributions paid by the Fund.

For detailed information about the tax treatment of the particular distributions received from the Fund, please see the Form 1099 you receive from either the Fund or your broker.

Corporate shareholders also receive a federal tax benefit from the 12.2% of distributions that were eligible for the inter-corporate, dividends received deduction or DRD.

It is important to remember that the composition of the portfolio and the income distributions can change from one year to the next, and that the QDI or DRD portions of 2011's distributions may not be the same (or even similar) to 2010.

STATUS OF THE FUND'S HEDGING STRATEGY

The Fund suspended its interest rate hedging program as the financial crisis intensified in the autumn of 2008. There were three principal reasons why we suspended the program at the time. First, the relationship between preferred securities' prices and the Fund's hedging instruments (Treasury bond futures, interest rate swaps, and options on both) was turned on its head during the financial crisis. Historically, preferred prices had tended to rise (fall) in periods of falling (rising) long-term Treasury rates, but as the financial crisis unfolded, the opposite occurred: preferred prices plunged while Treasury and swap rates fell as investors sold risky assets and raced into Treasuries. Hedging lost its effectiveness. Second, the cost of hedging rose dramatically as the yield curve steepened and options prices rose sharply. Finally, preferred securities became exceptionally cheap and were likely to offer high returns to shareholders even if Treasury yields increased moderately. Add them up, and we believed that hedging simply would not work under market conditions at the time.

Looking at the hedging strategy currently, we conclude that it remains too early to reinstate the hedging program. Although some preferred securities are starting to move in concert with the general level of long-term Treasury rates, many are not. For the preferred market as a whole, correlations between movements in prices of preferreds and the hedge instruments we use are increasing. However, they are too unstable to convince us that portfolio hedging would be reliably effective. Meanwhile, the cost of hedging is high, and preferreds continue to be attractively priced. At some point we expect that these circumstances will change. When they do, we will consider hedging again and may implement hedges prior to being able to communicate such a change to shareholders in our regular quarterly reporting.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
PORTFOLIO OVERVIEW
NOVEMBER 30, 2010 (UNAUDITED)

FUND STATISTICS

Net Asset Value	$ 17.47
Market Price	$ 17.84
Premium	2.12%
Yield on Market Price	8.88%
Common Stock Shares Outstanding	9,804,118

MOODY'S RATINGS	% OF NET ASSETS+
A	7.0%
BBB	69.4%
BB	19.2%
Below "BB"	2.2%
Not Rated*	0.5%
Below Investment Grade**	16.5%

* Does not include net other assets and liabilities of 1.7%

** Below investment grade by both Moody's and S&P.

(PIE CHART)

INDUSTRY CATEGORIES	% OF NET ASSETS+
Banking	38%
Utilities	26%
Insurance	24%
Energy	5%
Financial Services	3%
Other	4%

TOP 10 HOLDINGS BY ISSUER	% OF NET ASSETS+
Liberty Mutual Group	5.3%
Banco Santander	4.7%
Capital One Financial	4.1%
Wells Fargo	3.8%
Metlife	3.1%
Georgia Power	3.1%
Enbridge Energy Partners	3.0%
Unum Group	2.9%
Barclays Bank Plc	2.8%
Dominion Resources	2.5%

	% OF N
Holdings Generating Qualified Dividend Income (QDI) for Individuals	
Holdings Generating Income Eligible for the Corporate Dividends Received Deduction (DRD)	

*** This does not reflect year-end results or actual tax categorization of Fund distributions. These percentages can, and do, change, perhaps significantly, depending on market conditions. Investors should consult their tax advisor regarding their personal situation. See accompanying notes to financial statements for the tax characterization of 2010 distributions.

+ Net Assets includes assets attributable to the use of leverage.

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated
PORTFOLIO OF INVESTMENTS
NOVEMBER 30, 2010

SHARES/$ PAR	
PREFERRED SECURITIES -- 92.8%	
	BANKING -- 37.8%
$ 4,850,000	Astoria Capital Trust I, 9.75% 11/01/29, Series B ....
439,755	Banco Santander, 10.50% Pfd., Series 10 ....
12,500	Bank of America Corporation, 8.625% Pfd. ....
$ 1,000,000	BankAmerica Institutional, Series A, 8.07% 12/31/26, 144A**** ....
	Barclays Bank PLC:
$ 3,600,000	6.278% ....
50,000	6.625% Pfd., Series 2 ....
1,900	7.75% Pfd., Series 4 ....
101,900	8.125% Pfd., Series 5 ....
10,000	BB&T Capital Trust V, 8.95% Pfd. 09/15/63 ....
84,100	BB&T Capital Trust VI, 9.60% Pfd. 08/01/64 ....
$ 2,050,000	BBVA International Preferred, 5.919% ....
$ 1,000,000	BNP Paribas, 7.195%, 144A**** ....
$ 7,000,000	Capital One Capital III, 7.686% 08/15/36 ....

$ 1,500,000	Capital One Capital V, 10.25% 08/15/39 ....
$ 1,643,000	Capital One Capital VI, 8.875% 05/15/40 ....
83,300	Citigroup Capital XIII, 7.875% Pfd. 10/30/40 ....
$ 10,000,000	Colonial BancGroup, 7.114%, 144A**** ....
7,000	FBOP Corporation, Adj. Rate Pfd., 144A**** ....
$ 2,150,000	Fifth Third Capital Trust IV, 6.50% 04/15/37 ....
128,000	Fifth Third Capital Trust VI, 7.25% Pfd. 11/15/67 ....
21,200	Fifth Third Capital Trust VII, 8.875% Pfd. 05/15/68 ....
2,000	First Republic Preferred Capital Corporation, 10.50% Pfd., 144A**** ....
3,900	First Tennessee Bank, Adj. Rate Pfd., 144A**** ....
$ 500,000	First Tennessee Capital I, 8.07% 01/06/27, Series A ....
$ 600,000	First Union Capital II, 7.95% 11/15/29 ....
$ 1,000,000	First Union Institutional Capital I, 8.04% 12/01/26 ....
$ 500,000	Fleet Capital Trust II, 7.92% 12/11/26 ....
2	FT Real Estate Securities Company, 9.50% Pfd., 144A**** ....
	Goldman Sachs:
$ 500,000	Capital I, 6.345% 02/15/34 ....
$ 1,881,000	Capital II, 5.793% ....
1,500	STRIPES Custodial Receipts, Pvt. ....
144,500	HSBC Holdings PLC, 8.00% Pfd., Series 2 ....
$ 1,000,000	HSBC USA Capital Trust II, 8.38% 05/15/27, 144A**** ....

The accompanying notes are an integral part of the financial statements.

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated
PORTFOLIO OF INVESTMENTS (CONTINUED)
NOVEMBER 30, 2010

SHARES/$ PAR	
PREFERRED SECURITIES -- (CONTINUED)	
	BANKING -- (CONTINUED)
	HSBC USA, Inc.:
37,500	6.50% Pfd., Series H ....
7,500	$2.8575 Pfd. ....
41,175	ING Groep NV, 8.50% Pfd. ....
$ 1,100,000	JPMorgan Chase Capital XVIII, 6.95% 08/17/36, Series R ....
$ 500,000	JPMorgan Chase Capital XXVII, 7.00% 11/01/39, Series AA ....
80,000	Keycorp Capital IX, 6.75% Pfd. 12/15/66 ....
72,900	Keycorp Capital X, 8.00% Pfd. 03/15/68 ....
$ 1,000,000	Lloyds Banking Group PLC, 6.657%, 144A**** ....
5,300	National City Capital Trust II, 6.625% Pfd. 11/15/36 ....
$ 2,500,000	National City Preferred Capital Trust I, 12.00% ....
$ 1,150,000	NB Capital Trust IV, 8.25% 04/15/27 ....
54,995	PNC Financial Services, 9.875% Pfd., Series L ....
$ 1,000,000	PNC Preferred Funding Trust III, 8.70%, 144A**** ....
3,000	Sovereign REIT, 12.00% Pfd., Series A, 144A**** ....
$ 2,000,000	Wachovia Capital Trust I, 7.64% 01/15/27, 144A**** ....
$ 1,500,000	Wachovia Capital Trust III, 5.80% ....
$ 1,000,000	Wachovia Capital Trust V, 7.965% 06/01/27, 144A**** ....
45,637	Wachovia Preferred Funding, 7.25% Pfd., Series A ....
$ 2,800,000	Webster Capital Trust IV, 7.65% 06/15/37 ....
50,000	Wells Fargo & Company, 8.00% Pfd., Series J ....

$ 1,000,000	Wells Fargo Capital XV, 9.75% ....

	FINANCIAL SERVICES -- 2.2%
$ 250,000	Ameriprise Financial, Inc., 7.518% 06/01/66 ....
$ 3,000,000	Gulf Stream-Compass 2005 Composite Notes, 144A**** ....
40,000	Heller Financial, Inc., 6.687% Pfd., Series C ....
	Lehman Brothers Holdings, Inc.:
20,000	5.67% Pfd., Series D ....
85,000	7.95% Pfd ....

	INSURANCE -- 20.3%
$ 1,550,000	Ace Capital Trust II, 9.70% 04/01/30 ....
$ 1,775,000	AON Corporation, 8.205% 01/01/27 ....
12,150	Arch Capital Group Ltd., 7.875% Pfd., Series B ....

The accompanying notes are an integral part of the financial statements.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
PORTFOLIO OF INVESTMENTS (CONTINUED)
NOVEMBER 30, 2010

SHARES/$ PAR	
PREFERRED SECURITIES -- (CONTINUED)	
	INSURANCE -- (CONTINUED)
	AXA SA:
$ 500,000	6.379%, 144A**** ....
$ 950,000	6.463%, 144A**** ....
66,600	Axis Capital Holdings, 7.50% Pfd., Series B ....
160,000	Delphi Financial Group, 7.376% Pfd. 05/15/37 ....
$ 5,760,000	Everest Re Holdings, 6.60% 05/15/37 ....
$ 8,300,000	Liberty Mutual Group, 10.75% 06/15/58, 144A**** ....
$ 4,000,000	MetLife Capital Trust X, 9.25% 04/08/38, 144A**** ....
$ 2,250,000	MetLife, Inc., 10.75% 08/01/39 ....
	Principal Financial Group:
23,000	5.563% Pfd., Series A ....
87,800	6.518% Pfd., Series B ....
109,000	Scottish Re Group Ltd., 7.25% Pfd. ....
$ 1,750,000	Stancorp Financial Group, 6.90% 06/01/67 ....
$ 3,615,000	USF&G Capital, 8.312% 07/01/46, 144A**** ....
$ 1,800,000	XL Capital Ltd., 6.50%, Series E ....

	UTILITIES -- 25.9%
33,700	Baltimore Gas & Electric Company, 6.70% Pfd., Series 1993 ....
125,200	Calenergy Capital Trust III, 6.50% Pfd. 09/01/27 ....
$ 3,700,000	COMED Financing III, 6.35% 03/15/33 ....
10,170	Constellation Energy Group, 8.625% Pfd. 06/15/63, Series A ....

$ 2,500,000	Dominion Resources Capital Trust I, 7.83% 12/01/27 ....
	Dominion Resources, Inc.:
$ 3,500,000	7.50% 06/30/66 ....
5,700	8.375% Pfd., 06/15/64, Series A ....
83,000	Entergy Arkansas, Inc., 6.45% Pfd. ....
55,000	Entergy Louisiana, Inc., 6.95% Pfd. ....
	FPL Group Capital, Inc.:
$ 2,500,000	6.65% 06/15/67 ....
$ 1,975,000	7.30% 09/01/67, Series D ....
72,810	Georgia Power Company, 6.50% Pfd., Series 2007A ....
30,445	Indianapolis Power & Light Company, 5.65% Pfd. ....
95,000	Interstate Power & Light Company, 8.375% Pfd., Series B ....
$ 4,000,000	PECO Energy Capital Trust IV, 5.75% 06/15/33 ....
$ 6,000,000	Puget Sound Energy, Inc., 6.974% 06/01/67 ....

The accompanying notes are an integral part of the financial statements.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
PORTFOLIO OF INVESTMENTS (CONTINUED)
NOVEMBER 30, 2010

SHARES/$ PAR	
PREFERRED SECURITIES -- (CONTINUED)	
	UTILITIES -- (CONTINUED)
17,000	Southern California Edison, 6.00% Pfd., Series C ....
$ 2,540,000	Southern Union Company, 7.20% 11/01/66 ....
$ 4,000,000	Wisconsin Energy Corporation, 6.25% 05/15/67 ....
$ 3,615,000	WPS Resources Corporation, 6.11% 12/01/66 ....
	ENERGY -- 5.3%
$ 7,250,000	Enbridge Energy Partners LP, 8.05% 10/01/37 ....
	Enterprise Products Partners:
$ 650,000	7.00% 06/01/67 ....
$ 4,750,000	8.375% 08/01/66, Series A ....
	MISCELLANEOUS INDUSTRIES -- 1.3%
40,000	Ocean Spray Cranberries, Inc., 6.25% Pfd., 144A**** ....
	TOTAL PREFERRED SECURITIES
	(Cost $234,660,027) ....
CORPORATE DEBT SECURITIES -- 5.5%	
	FINANCIAL SERVICES -- 0.2%
$ 4,726,012	Lehman Brothers, Guaranteed Note, Variable Rate, 12/16/16, 144A**** ....

	INSURANCE -- 4.1%
$ 3,400,000	Liberty Mutual Insurance, 7.697% 10/15/97, 144A**** ....
$ 7,000,000	UnumProvident Corporation, 7.25% 03/15/28 ....

The accompanying notes are an integral part of the financial statements.

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated
PORTFOLIO OF INVESTMENTS (CONTINUED)
NOVEMBER 30, 2010

SHARES/$ PAR	
	MISCELLANEOUS INDUSTRIES -- 1.2%
16,500	Corp-Backed Trust Certificates, 7.00% 11/15/28, Series Sprint ....
	Pulte Homes, Inc.:
25,844	7.375% 06/01/46 ....
$ 2,160,000	7.875% 06/15/32 ....
	TOTAL CORPORATE DEBT SECURITIES
	(Cost $17,789,196) ....
COMMON STOCK -- 0.2%	
	BANKING -- 0.2%
13,500	CIT Group, Inc. ....
	TOTAL COMMON STOCK
	(Cost $2,533,093) ....
MONEY MARKET FUND -- 0.2%	
594,959	BlackRock Liquidity Funds, T-Fund ....
	TOTAL MONEY MARKET FUND
	(Cost $594,959) ....

TOTAL INVESTMENTS (Cost $255,577,275***) ....
OTHER ASSETS AND LIABILITIES (Net) ....

NET ASSETS BEFORE LOAN ....

LOAN PRINCIPAL BALANCE ....

TOTAL NET ASSETS AVAILABLE TO COMMON STOCK ....

The accompanying notes are an integral part of the financial statements.

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated
PORTFOLIO OF INVESTMENTS (CONTINUED)
NOVEMBER 30, 2010

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* Securities eligible for the Dividends Received Deduction and distributing Qualified Dividend Income.

** Securities distributing Qualified Dividend Income only.

*** Aggregate cost of securities held.

**** Securities exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration to qualified institutional buyers. At November 30, 2010, these securities amounted to $46,667,153 or 18.5% of net assets before the loan.

(1) All or a portion of this security is pledged as collateral for the Fund's loan. The total value of such securities was $173,165,496 at November 30, 2010.

(2) Foreign Issuer.

(3) Illiquid

\+ Non-income producing.

++ The issuer has filed for bankruptcy protection. As a result, the Fund may not be able to recover the principal invested and also does not expect to receive income on this security going forward.

+++ The percentage shown for each investment category is the total value of that category as a percentage of total net assets before the loan.

ABBREVIATIONS:

PFD. -- Preferred Securities

PVT. -- Private Placement Securities

REIT -- Real Estate Investment Trust

STRIPES -- Structured Residual Interest Preferred Enhanced Securities

The accompanying notes are an integral part of the financial statements.

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated
STATEMENT OF ASSETS AND LIABILITIES
NOVEMBER 30, 2010

ASSETS:	
Investments, at value (Cost $255,577,275)	$249,323,160

Dividends and interest receivable		3,866,488
Prepaid expenses		48,226
Total Assets		253,237,874
LIABILITIES:		
Loan Payable	$ 81,300,000	
Payable for investments purchased	357,270	
Dividends payable to Common Stock Shareholders	62,970	
Investment advisory fees payable	116,594	
Administration, Transfer Agent and Custodian fees payable	32,072	
Servicing agent fees payable	8,524	
Professional fees payable	63,381	
Directors' fees payable	1,282	
Accrued expenses and other payables	27,622	
Total Liabilities		81,969,715
NET ASSETS AVAILABLE TO COMMON STOCK		$171,268,159
NET ASSETS AVAILABLE TO COMMON STOCK consist of:		
Undistributed net investment income		$ 931,691
Accumulated net realized loss on investments sold		(54,547,630)
Unrealized depreciation of investments		(6,254,115)
Par value of Common Stock		98,041
Paid-in capital in excess of par value of Common Stock		231,040,172
Total Net Assets Available to Common Stock		$171,268,159
NET ASSET VALUE PER SHARE OF COMMON STOCK:		
Common Stock (9,804,118 shares outstanding)		$ 17.47

The accompanying notes are an integral part of the financial statements.

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated
STATEMENT OF OPERATIONS
FOR THE YEAR ENDED NOVEMBER 30, 2010

INVESTMENT INCOME:		
Dividends+		$ 7,948,389
Interest		11,008,682
Total Investment Income		18,957,071
EXPENSES:		
Investment advisory fees	$ 1,334,291	
Servicing agent fees	86,858	
Administrator's fees	221,618	
Professional fees	105,142	
Insurance expenses	119,604	
Transfer Agent fees	51,079	
Directors' fees	71,298	
Custodian fees	28,933	
Compliance fees	37,697	

Interest expense	1,145,851	
Other	104,310	
Total Expenses		3,306,681
NET INVESTMENT INCOME		15,650,390
REALIZED AND UNREALIZED GAIN/(LOSS) ON INVESTMENTS		
Net realized gain on investments sold during the year		6,514,560
Change in unrealized appreciation/depreciation of investments		22,570,858
NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS		29,085,418
NET INCREASE IN NET ASSETS TO COMMON STOCK RESULTING FROM OPERATIONS		$ 44,735,808

\+ For Federal income tax purposes, a significant portion of this amount may not qualify for the inter-corporate dividends received deduction ("DRD") or as qualified dividend income ("QDI") for individuals.

The accompanying notes are an integral part of the financial statements.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE TO COMMON STOCK

	YEAR ENDED NOVEMBER 30, 2010	NO
OPERATIONS:		
Net investment income	$ 15,650,390	
Net realized gain/(loss) on investments sold during the year	6,514,560	
Change in net unrealized appreciation/depreciation of investments	22,570,858	
Distributions to AMPS* Shareholders from net investment income, including changes in accumulated undeclared distributions	--	
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	44,735,808	
DISTRIBUTIONS:		
Dividends paid from net investment income to Common Stock Shareholders(2)	(14,515,278)	
TOTAL DISTRIBUTIONS TO COMMON STOCK SHAREHOLDERS	(14,515,278)	
FUND SHARE TRANSACTIONS:		
Increase from shares issued under the Dividend Reinvestment and Cash Purchase Plan	458,224	
NET INCREASE IN NET ASSETS AVAILABLE TO COMMON STOCK RESULTING FROM FUND SHARE TRANSACTIONS	458,224	
NET INCREASE IN NET ASSETS AVAILABLE TO COMMON STOCK FOR THE YEAR	$ 30,678,754	

NET ASSETS AVAILABLE TO COMMON STOCK:	
Beginning of year	$140,589,405
Net increase in net assets during the year	30,678,754
End of year (including undistributed net investment income of $931,691 and $46,436, respectively)	$171,268,159

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* Auction Market Preferred Stock.

(2) May include income earned, but not paid out, in prior fiscal year.

The accompanying notes are an integral part of the financial statements.

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED NOVEMBER 30, 2010

INCREASE/(DECREASE) IN CASH	
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net increase in net assets resulting from operations	$ 44,735,808
ADJUSTMENTS TO RECONCILE NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES:	
Purchase of investment securities	(90,925,726)
Proceeds from disposition of investment securities	75,426,929
Sale of short-term investment securities, net	1,936,893
Cash received from litigation claim	69,219
Increase in dividends and interest receivable	(485,252)
Decrease in prepaid expenses	14,670
Net amortization/(accretion) of premium/(discount)	(432,716)
Increase in payable for investments purchased	357,270
Increase in payables to related parties	23,257
Increase in accrued expenses and other liabilities	501
Change in net unrealized appreciation/depreciation on securities	(22,570,858)
Net realized gain from investments sold	(6,514,560)
Net cash provided by operating activities	1,635,435
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from loan	12,400,000
Dividends paid (net of reinvestment of dividends and changes in dividends payable) to common stock shareholders from net investment income	(14,035,435)
Net cash used by financing activities	(1,635,435)
Net increase/(decrease) in cash	--
CASH:	
Beginning of the year	--
End of the year	$ --

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:	
Interest paid during the year	$ 1,150,168
Reinvestment of dividends	458,224
Increase in dividends payable to common stock shareholders	21,619

The accompanying notes are an integral part of the financial statements.

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated

FINANCIAL HIGHLIGHTS

FOR A COMMON STOCK SHARE OUTSTANDING THROUGHOUT EACH YEAR.

Contained below is per share operating performance data, total investment returns, ratios to average net assets and other supplemental data. This information has been derived from information provided in the financial statements and market price data for the Fund's shares.

	YEAR ENDED		
	2010	2009	2
PER SHARE OPERATING PERFORMANCE:			
Net asset value, beginning of year	$ 14.38	$ 9.00	$
INVESTMENT OPERATIONS:			
Net investment income	1.60	1.43	
Net realized and unrealized gain/(loss) on investments	2.97	5.33	(
DISTRIBUTIONS TO AMPS* SHAREHOLDERS:			
From net investment income	--	(0.06)	
Total from investment operations	4.57	6.70	
DISTRIBUTIONS TO COMMON STOCK SHAREHOLDERS:			
From net investment income	(1.48)	(1.32)	
From return of capital	--	--	
Total distributions to Common Stock Shareholders	(1.48)	(1.32)	
Net asset value, end of year	$ 17.47	$ 14.38	$
Market value, end of year	$ 17.84	$ 13.10	$
Total investment return based on net asset value**	33.05%	83.69%	(
Total investment return based on market value**	49.14%	106.87%	(
RATIOS TO AVERAGE NET ASSETS AVAILABLE TO COMMON STOCK SHAREHOLDERS:			
Total net assets, end of year (in 000's)	$171,268	$140,589	$ 8
Operating expenses including interest expense(1)	2.08%	2.92%	
Operating expenses excluding interest expense	1.36%	1.70%	
Net investment income +	9.85%	13.34%	
Net investment income, including payments to AMPS Shareholders +	--	12.76%	
SUPPLEMENTAL DATA: ++			
Portfolio turnover rate	33%	37%	

Net assets before loan, end of year (in 000's)	$252,568	$209,489	$15
Ratio of operating expenses including interest expense(1)(2) to net assets before loan and AMPS	1.39%	1.83%	
Ratio of operating expenses excluding interest expense(2) to net assets before loan and AMPS	0.91%	1.07%	

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* Auction Market Preferred Stock.

** Assumes reinvestment of distributions at the price obtained by the Fund's Dividend Reinvestment and Cash Purchase Plan.

\+ The net investment income ratios reflect income net of operating expenses, including interest expense.

++ Information presented under heading Supplemental Data includes AMPS and loan principal balance.

(1) See Note 8.

(2) Does not include distributions to AMPS Shareholders.

The accompanying notes are an integral part of the financial statements.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
FINANCIAL HIGHLIGHTS (CONTINUED)
PER SHARE OF COMMON STOCK

	TOTAL DIVIDENDS PAID	NET ASSET VALUE	NYSE CLOSING PRICE	DIVI REINVE PRIC
December 31, 2009	$0.1160	$ 14.97	$ 14.52	$ 1
January 29, 2010	0.1160	15.52	14.87	1
February 26, 2010	0.1160	15.58	15.82	1
March 31, 2010	0.1160	16.17	16.00	1
April 30, 2010	0.1160	16.57	16.93	1
May 28, 2010	0.1250	15.53	15.91	1
June 30, 2010	0.1250	15.79	16.64	1
July 30, 2010	0.1250	16.42	17.44	1
August 31, 2010	0.1320	16.92	17.20	1
September 30, 2010	0.1320	17.34	17.94	1
October 29, 2010	0.1320	17.61	17.76	1
November 30, 2010	0.1320	17.47	17.84	1

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(1) Whenever the net asset value per share of the Fund's Common Stock is less than or equal to the market price per share on the reinvestment date, new shares issued will be valued at the higher of net asset value or 95% of the then current market price. Otherwise, the reinvestment shares of Common Stock will be purchased in the open market.

The accompanying notes are an integral part of the financial statements.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
FINANCIAL HIGHLIGHTS (CONTINUED)

SENIOR SECURITIES

DATE	TOTAL AMPS* SHARES OUTSTANDING (1)	ASSET COVERAGE PER AMPS SHARE (2)	INVOLUNTARY LIQUIDATION PREFERENCE PER AMPS SHARE (3)	TOTAL DEBT OUTSTANDING END OF PERIOD (000S) (4)	ASSET COVERAGE PER $1,000 OF DEBT (5)
11/30/10	--	N/A	N/A	$81,300	$3,107
11/30/09	--	N/A	N/A	68,900	3,040
11/30/08	1,580	$80,704	$25,000	N/A	N/A
11/30/07	5,140	62,506	25,000	N/A	N/A
11/30/06	5,140	69,301	25,000	N/A	N/A

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(1) See note 7.

(2) Calculated by subtracting the Fund's total liabilities (excluding the AMPS) from the Fund's total assets and dividing that amount by the number of AMPS shares outstanding.

(3) Excludes accumulated undeclared dividends.

(4) See note 8.

(5) Calculated by subtracting the Fund's total liabilities (excluding the loan) from the Fund's total assets and dividing that amount by the loan outstanding in 000's.

* Auction Market Preferred Stock.

The accompanying notes are an integral part of the financial statements.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
NOTES TO FINANCIAL STATEMENTS

1. ORGANIZATION

Flaherty & Crumrine/Claymore Total Return Fund Incorporated (the "Fund") was incorporated as a Maryland corporation on July 18, 2003, and commenced operations on August 29, 2003 as a diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the "1940 Act"). The Fund's primary investment objective is to provide its common shareholders with high current income. The Fund's secondary investment objective is capital appreciation.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The preparation of the financial statements is in conformity with U.S. generally accepted accounting principles ("US GAAP") and requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities in the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.

PORTFOLIO VALUATION: The net asset value of the Fund's Common Stock is determined by the Fund's Administrator no less frequently than on the last business day of each week and month in accordance with the policies and procedures approved by the Board of Directors of the Fund. It is determined by dividing the value of the Fund's net assets available to Common Stock by the number of shares of Common Stock outstanding. The value of the Fund's net assets available to Common Stock is deemed to equal the value of the Fund's total assets less (i) the Fund's liabilities and (ii) the aggregate liquidation value of any outstanding preferred stock.

The Fund's preferred and debt securities are valued on the basis of current market quotations provided by independent pricing services or dealers approved by the Board of Directors of the Fund. Each quotation is based on the mean of the bid and asked prices of a security. In determining the value of a particular preferred or debt security, a pricing service or dealer may use information with respect to transactions in such investments, quotations, market transactions in comparable investments, various relationships observed in the market between investments, and/or calculated yield measures based on valuation technology commonly employed in the market for such investments. Common stocks that are traded on stock exchanges are valued at the last sale price or official close price on the exchange, as of the close of business on the day the securities are being valued or, lacking any sales, at the last available mean price. Futures contracts and option contracts on futures contracts are valued on the basis of the settlement price for such contracts on the primary exchange on which they trade. Investments in over-the-counter derivative instruments, such as interest rate swaps and options thereon ("swaptions"), are valued using prices supplied by a pricing service, or if such prices are unavailable, prices provided by a single broker or dealer that is not the counterparty or, if no such prices are available, at a price at which the counterparty to the contract would repurchase the instrument or terminate the contract. Investments for which market quotations are not readily available or for which management determines that the prices are not reflective of current market conditions are valued at fair value as determined in good faith by or under the direction of the Board of Directors of the Fund, including reference to valuations of other securities which are comparable in quality, maturity and type.

Investments in money market instruments and all debt and preferred securities which mature in 60 days or less are valued at amortized cost. Investments in money market funds are valued at the net asset value of such funds.

FAIR VALUE MEASUREMENT: The inputs and valuation techniques used to measure fair value of the Fund's investments are summarized into three levels as described in the hierarchy below:

- Level 1 - quoted prices in active markets for identical securities
- Level 2 - other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 - significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. Transfers in and out of levels are recognized at market value at the end of the period. A summary of the inputs used to value the Fund's investments as of November 30, 2010 is as follows:

	TOTAL VALUE AT NOVEMBER 30, 2010	LEVEL 1 QUOTED PRICE	LEVEL 2 SIGNIFICANT OBSERVABLE INPUTS	LEVEL 3 SIGNIFICANT UNOBSERVABLE INPUTS
Preferred Securities				
Banking	$ 95,333,408	$56,642,896	$ 38,659,544	$ 30,968
Financial Services	5,576,167	--	4,118,737	1,457,430
Insurance	51,207,470	14,966,039	36,241,431	--
Utilities	65,530,220	6,838,994	58,691,226	--
Energy	13,309,048	--	13,309,048	--
Miscellaneous Industries	3,305,000	--	3,305,000	--
Corporate Debt Securities	13,934,178	994,030	12,290,794	649,354
Common Stock				
Banking	532,710	532,710	--	--
Money Market Fund	594,959	594,959	--	--
Total Investments	$249,323,160	$80,569,628	$166,615,780	$2,137,752

The Fund did not have any significant transfers in and out of Level 1 and Level 2 during the period.

The Fund's investments in Level 2 and Level 3 are based primarily on market information, where available. This includes, but is not limited to, prices provided by third-party providers, observable trading activity (including the recency, depth, and consistency of such information with quoted levels), and the depth and consistency of broker-quoted prices. In the event market information is not directly available, comparable information may be observed for securities that are similar in many respects to those being valued. The Fund may employ an income approach for certain securities that also takes into account credit risk, interest rate risk, and potential recovery prospects.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

The following is a reconciliation of Level 3 investments for which significant unobservable inputs were used to determine fair value:

	TOTAL INVESTMENTS	PREFERRED SECURITIES BANKING	PREFERRED SECURITIES FINANCIAL SERVICES	CORPORATE DEBT SECURITIES
BALANCE AS OF 11/30/09	$1,237,309	$38,500	$ 703,050	$495,759
Accrued discounts/premiums	--	--	--	--
Realized gain/(loss)	--	--	--	--
Change in unrealized appreciation/ (depreciation)	900,443	(7,532)	754,380	153,595
Net purchases/(sales)	--	--	--	--
Transfers in and/or out of Level 3	--	--	--	--
BALANCE AS OF 11/30/10	$2,137,752	$30,968	$1,457,430	$649,354

As of November 30, 2010, total change in unrealized gain/(loss) on Level 3 securities still held at period-end and included in the change in net assets was $900,443. Total unrealized gain/(loss) for all securities (including Level 1 and Level 2) can be found on the accompanying Statement of Operations.

SECURITIES TRANSACTIONS AND INVESTMENT INCOME: Securities transactions are recorded as of the trade date. Realized gains and losses from securities sold are recorded on the specific identified cost basis. Dividend income is recorded on ex-dividend dates. Interest income is recorded on the accrual basis. The Fund also amortizes premiums and accretes discounts on fixed income securities using the effective yield method.

OPTIONS: Purchases of options are recorded as an investment, the value of which is marked-to-market at each valuation date. When the Fund enters into a closing sale transaction, the Fund will record a gain or loss depending on the difference between the purchase and sale price.

When the Fund writes an option, an amount equal to the premium received by the Fund is recorded as a liability, the value of which is marked-to-market at each valuation date. When a written option expires, the Fund realizes a gain equal to the amount of the premium originally received. When the Fund enters into a closing purchase transaction, the Fund realizes a gain (or loss if the cost of the closing purchase transaction exceeds the premium received when the option was written) without regard to any unrealized gain or loss on the underlying security, and the liability related to such option is eliminated. When a call option is exercised, the Fund realizes a gain or loss from the sale of the underlying security and the proceeds from such sale are increased by the amount of the premium originally received. When a put option is exercised, the amount of the premium originally received will reduce the cost of the security which the Fund purchased upon exercise.

REPURCHASE AGREEMENTS: The Fund may engage in repurchase agreement transactions. The Fund's investment adviser reviews and approves the eligibility of the banks and dealers with which the Fund may enter into repurchase agreement transactions. The value of the collateral underlying such transactions is at least equal at all times to the total amount of the repurchase obligations, including interest. The Fund maintains possession of the collateral through its custodian and, in the event of counterparty default, the Fund has the right to use the collateral to offset losses incurred. There is the possibility of loss to the Fund in the event the Fund is delayed or prevented from exercising its rights to dispose of the collateral securities.

FEDERAL INCOME TAXES: The Fund intends to continue to qualify as a regulated investment company by complying with the requirements under subchapter M of the Internal Revenue Code of 1986, as amended, applicable to regulated investment companies and intends to distribute substantially all of its taxable net investment income to its shareholders. Therefore, no federal income tax provision is required.

Management has analyzed the Fund's tax positions taken on Federal income tax returns for all open tax years (November 30, 2010, 2009, 2008 and 2007), and has concluded that no provision for federal income tax is required in the Fund's financial statements. The Fund's major tax jurisdictions are federal and California. The Fund's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and state departments of revenue.

DIVIDENDS AND DISTRIBUTIONS TO SHAREHOLDERS: The Fund expects to declare dividends on a monthly basis to shareholders of Common Stock ("Shareholders"). Distributions to Shareholders are recorded on the ex-dividend date. Any net realized short-term capital gains will be distributed to Shareholders at least annually. Any net realized long-term capital gains may be distributed to Shareholders at least annually or may be retained by the Fund as determined by the Fund's Board of Directors. Capital gains retained by the Fund are subject to tax at the capital gains corporate tax rate. Subject to the Fund qualifying as a regulated investment company, any taxes paid by the Fund on such net realized long-term capital gains may be used by the Fund's Shareholders as a credit against their own tax liabilities. The Fund may pay distributions in excess of the Fund's net investment company taxable income and this excess would be a tax-free return of capital distributed from the Fund's assets.

Income and capital gain distributions are determined and characterized in accordance with income tax regulations which may differ from US GAAP. These differences are primarily due to (1) differing treatments of income and gains on various investment securities held by the Fund, including timing differences, (2) the attribution of expenses against certain components of taxable investment income, and (3) federal regulations requiring proportionate allocation of income and gains to all classes of shareholders.

Distributions from net realized gains for book purposes may include short-term capital gains, which are included as ordinary income for tax purposes and may exclude amortization of premium on certain fixed income securities, which are not reflected in ordinary income for tax purposes. The tax character of distributions paid, including changes in accumulated undeclared distributions to AMPS shareholders, during 2010 and 2009 were as follows:

	DISTRIBUTIONS PAID IN FISCAL YEAR 2010		DISTRIBUTIONS PAID IN FISCAL YEAR 2009	
	ORDINARY INCOME	LONG-TERM CAPITAL GAINS	ORDINARY INCOME	LONG-TERM CAPITAL GAINS
Common	$14,515,278	$ 0	$12,904,760	$0
Preferred	N/A	N/A	$ 611,215	$0

As of November 30, 2010, the components of distributable earnings (i.e., ordinary income and capital gain/loss) available to Common Stock Shareholders, on a tax basis, were as follows:

CAPITAL (LOSS) CARRYFORWARD	UNDISTRIBUTED ORDINARY INCOME	UNDISTRIBUTED LONG-TERM GAIN	NET UNREALIZED APPRECIATION/(DEPRECIATION)
$(54,194,228)	$1,412,023	$0	$(6,607,517)

The composition of the Fund's $54,194,228 accumulated realized capital losses was $2,515,848, $943,555, $1,648,329, $3,780,448, $26,133,604 and $19,172,444 incurred in 2004, 2005, 2006, 2007, 2008 and 2009, respectively. These losses may be carried forward and offset against any future capital gains through 2012, 2013, 2014, 2015, 2016 and 2017, respectively. During the year ended November 30, 2010, the Fund utilized $573,838 and $6,013,392 of capital losses expiring in 2011 and 2012, respectively.

RECLASSIFICATION OF ACCOUNTS: During the year ended November 30, 2010, reclassifications were made in the Fund's capital accounts to report these balances on a tax basis, excluding temporary differences, as of November 30, 2010. Additional adjustments may be required in subsequent reporting periods. These reclassifications have no impact on the net asset value of the Fund. The calculation of net investment income per share in the financial highlights excludes these adjustments. Below are the reclassifications:

PAID-IN CAPITAL	UNDISTRIBUTED NET INVESTMENT INCOME	ACCUMULATED NET REALIZED GAIN ON INVESTMENTS
$100,694	$(249,857)	$149,163

EXCISE TAX: The Internal Revenue Code of 1986, as amended, imposes a 4% nondeductible excise tax on the Fund to the extent the Fund does not distribute by the end of any calendar year at least (1) 98% of the sum of its net investment income for that year and its capital gains (both long-term and short-term) for its fiscal year and (2) certain undistributed amounts from previous years. The Fund is subject to a payment of an estimated $38,000 of Federal excise taxes attributable to calendar year 2010. The Fund paid $25,543 of Federal excise taxes attributable to calendar year 2009 in March 2010.

ADDITIONAL ACCOUNTING STANDARDS: In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2010-06, "Improving Disclosures about Fair Value Measurements". ASU No. 2010-06 amends FASB Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, to require additional disclosures regarding fair value measurements. Certain

disclosures required by ASU No. 2010-06 are effective for interim and annual reporting periods beginning after December 15, 2009, and other required disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Management has evaluated the impact and has incorporated disclosures required by ASU No. 2010-06 in its financial statement disclosures.

3. DERIVATIVE INSTRUMENTS

The Fund intends to use derivatives primarily to economically hedge against risks in the portfolio, namely interest rate risk and credit risk. Historically the Fund has used options on treasury futures contracts for the purpose of economically hedging against a significant increase in long-term interest rates. When the strategy has been employed, the Fund would purchase put options on treasury futures contracts that would increase in value if long-term interest rates increased significantly, offsetting some of the related decline in portfolio asset values. The Fund has also purchased and written call options on treasury futures contracts to supplement the put option strategy and also to reduce the overall cost of the interest rate hedge (by earning premiums from the net sale of call options).

The Fund has the authority to use other derivatives for hedging or to increase expected return, but has not employed any of these derivatives to-date and does not anticipate broad use of these derivatives in the near future (although this may change without advance notice). Other approved derivatives strategies include: buying and selling credit default swaps, interest rate swaps and options thereon (swaptions), and options on securities. Accounting policies for specific derivatives, including the location of these items in the financial statements, are included in Note 2 as appropriate. No assurance can be given that such use of derivatives will achieve their desired purposes or, in the case of hedging, will result in an overall reduction of risk to the Fund.

The Fund did not use any derivatives during the fiscal years ended November 30, 2009 and November 30, 2010.

OPTIONS ON FINANCIAL FUTURES CONTRACTS: When the interest rate hedging strategy is employed, the Fund intends to use options on financial futures contracts in much the same way as described above. The risk associated with purchasing options, and therefore the maximum loss the Fund would incur, is limited to the purchase price originally paid. The risk in writing a call option is that the Fund may forego the opportunity for profit if the market price of the underlying security increases and the option is exercised. The risk in writing a put option is that the Fund may incur a loss if the market price of the underlying security decreases and the option is exercised.

4. INVESTMENT ADVISORY FEE, SERVICING AGENT FEE, ADMINISTRATION FEE, TRANSFER AGENT FEE, CUSTODIAN FEE, DIRECTORS' FEES AND CHIEF COMPLIANCE OFFICER FEE

Flaherty & Crumrine Incorporated (the "Adviser") serves as the Fund's investment adviser. The Fund pays the Adviser a monthly fee at an annual rate of 0.575% of the first $200 million of the Fund's average weekly total managed assets, 0.50% of the next $300 million of the Fund's average weekly total managed assets, and 0.45% of the Fund's average weekly total managed assets above $500 million.

For purposes of calculating the fees payable to the Adviser, Servicing Agent, Administrator and Custodian, the Fund's average weekly total managed assets means the total assets of the Fund (including any assets attributable to any Fund auction market preferred stock that may be outstanding or otherwise attributable to the use of leverage) minus the sum of accrued liabilities (other than debt, if any, representing financial leverage). For purposes of determining total managed assets, the liquidation preference of any outstanding preferred shares issued by the Fund is not treated as a liability.

Guggenheim Funds Distributors, Inc. (the "Servicing Agent") (formerly known as Claymore Securities, Inc.), serves as the Fund's shareholder servicing agent. As compensation for its services, the Fund pays the Servicing Agent a fee computed and paid monthly at the annual rate of 0.025% of the first $200 million of the Fund's average weekly total managed assets, 0.10% of the next $300 million of the Fund's average weekly total managed assets and 0.15% of the Fund's average weekly total managed assets above $500 million.

BNY Mellon Investment Servicing (US) Inc. ("BNY Mellon") (formerly known as PNC Global Investment Servicing (U.S.) Inc.), serves as the Fund's Administrator. As Administrator, BNY Mellon calculates the net asset value of the Fund's shares attributable to Common Stock and generally assists in all aspects of the Fund's administration and operation. As compensation for BNY Mellon's services as Administrator, the Fund pays BNY Mellon a monthly fee at an annual rate of 0.10% of the first $200 million of the Fund's average weekly total managed assets, 0.04% of the next $300 million of the Fund's average weekly total managed assets, 0.03% of the next $500 million of the Fund's average weekly total managed assets and 0.02% of the Fund's average weekly total managed assets above $1 billion.

BNY Mellon also serves as the Fund's Common Stock dividend-paying agent and registrar (Transfer Agent). As compensation for BNY Mellon's services, the Fund pays BNY Mellon a fee at an annual rate of 0.02% of the first $150 million of the Fund's average weekly net assets attributable to Common Stock, 0.0075% of the next $350 million of the Fund's average weekly net assets attributable to Common Stock, and 0.0025% of the Fund's average weekly net assets attributable to Common Stock above $500 million, plus certain out-of-pocket expenses. For purposes of calculating such fee, the Fund's average weekly net assets attributable to the Common Stock are deemed to be the average weekly value of the Fund's total assets minus the sum of the Fund's liabilities. For this calculation, the Fund's liabilities are deemed to include the aggregate liquidation preference of any outstanding preferred shares and the loan principal balance.

PFPC Trust Company ("PFPC Trust"), a member of BNY Mellon, serves as the Fund's Custodian. As compensation for PFPC Trust's services as custodian, the Fund pays PFPC Trust a monthly fee at the annual rate of 0.01% of the first $200 million of the Fund's average weekly total managed assets, 0.008% of the next $300 million of the Fund's average weekly total managed assets, 0.006% of the next $500 million of the Fund's average weekly total managed assets, and 0.005% of the Fund's average weekly total managed assets above $1 billion.

The Fund currently pays each Director who is not a director, officer or employee of the Adviser a fee of $9,000 per annum, plus $750 for each in-person meeting of the Board of Directors or Audit Committee, $500 for each in-person meeting of the Nominating Committee, and $250 for each telephone meeting. The Audit Committee Chairman receives an additional annual fee of $3,000. The Fund also reimburses all Directors for travel and out-of-pocket expenses incurred in connection with such meetings.

The Fund currently pays the Adviser a fee of $37,500 per annum for Chief Compliance Officer services and reimburses out-of-pocket expenses incurred in connection with providing services in this role.

5. PURCHASES AND SALES OF SECURITIES

For the year ended November 30, 2010 the cost of purchases and proceeds from sales of securities excluding short-term investments, aggregated $90,925,726 and $75,426,929, respectively.

At November 30, 2010, the aggregate cost of securities for federal income tax purposes was $255,930,677, the aggregate gross unrealized appreciation for all securities in which there is an excess of value over tax cost was $24,376,747 and the aggregate gross unrealized depreciation for all securities in which there is an excess of tax cost over value was $30,984,264.

6. COMMON STOCK

At November 30, 2010, 240,000,000 shares of $0.01 par value Common Stock were authorized.

Common Stock transactions were as follows:

	YEAR ENDED 11/30/10	
	SHARES	AMOUNT
Shares issued under the Dividend Reinvestment and Cash Purchase Plan	27,785	$458,224

7. AUCTION MARKET PREFERRED STOCK (AMPS)

The Fund's Articles of Incorporation authorize the issuance of up to 10,000,000 shares of $0.01 par value preferred stock. Prior to July 9, 2009, the Fund had preferred stock issued in the form of AMPS. The AMPS was senior to the

Common Stock and resulted in the financial leveraging of the Common Stock. As of July 9, 2009, the Fund redeemed and cancelled the last remaining shares of AMPS and does not currently have any issued and outstanding shares of preferred stock.

The Fund redeemed AMPS shares as detailed in the table below. Shares were redeemed at a redemption price equal to the liquidation preference of $25,000 per share, plus the amount of accumulated but unpaid dividends for each redemption date, respectively. After these redemptions, borrowings from its debt facility were the Fund's sole source of leverage.

REDEMPTION DATE	$ AMOUNT OF AMPS
May 21, 2008	$44,500,000
June 12, 2008	44,500,000
April 15, 2009	5,250,000
April 16, 2009	5,250,000
June 24, 2009	14,500,000
July 9, 2009	14,500,000

* Shares were redeemed on the dates reflected; however, from the Fund's perspective, the November 3rd and November 10th redemptions were effective as of October 24, 2008. The earlier effective date was due to the unconditional deposit of funds with the paying agent.

8. COMMITTED FINANCING AGREEMENT

The Fund has entered into a committed financing agreement ("Financing Agreement") that allows the Fund to borrow on a secured basis, which the Fund will use in the normal course of business as financial leverage. Such leveraging tends to magnify both the risks and opportunities to Shareholders. The Financing Agreement has been amended from time to time to allow for changes in the committed amount. As of November 30, 2010, the committed amount, and amount borrowed, under the Financing Agreement was $81.3 million.

The lender charges an annualized rate of 1.00% on the undrawn (committed) balance, and three-month LIBOR (reset quarterly) plus 1.10% on the drawn (borrowed) balance. Effective January 1, 2011 (subsequent to the reporting period), the interest rates charged by the lender will be reduced. The annualized rate on the undrawn balance will be 0.80% and the rate on the drawn balance will be three-month LIBOR (reset quarterly) plus 0.95%. For the year ended November 30, 2010, the daily weighted average annualized interest rate on the drawn balance was 1.443% and the average daily loan balance was $78,237,260. LIBOR rates may vary in a manner unrelated to the income received on the Fund's assets, which could have either a beneficial or detrimental impact on net investment income and gains available to Shareholders.

The Fund is required to meet certain asset coverage requirements under the Financing Agreement and under the 1940 Act. In accordance with the asset coverage requirements, at least two-thirds of the Fund's assets are expected to be pledged as collateral assuming the full committed amount is drawn. Securities pledged as collateral are identified in the portfolio of investments. If the Fund fails to meet these requirements, or maintain other financial covenants required under the Financing Agreement, the Fund may be required to repay immediately, in part or in full, the amount borrowed under the Financing Agreement. Additionally, failure to meet the foregoing requirements or covenants could restrict the Fund's ability to pay dividends to Shareholders and could necessitate sales of portfolio securities at inopportune times. The Financing Agreement has no stated maturity, but may be terminated by either party without cause with six months' advance notice.

9. PORTFOLIO INVESTMENTS, CONCENTRATION AND INVESTMENT QUALITY

The Fund invests primarily in a diversified portfolio of preferred and debt securities. This includes fully taxable preferred securities and traditional preferred stocks eligible for the inter-corporate dividends received deduction ("DRD"). Under normal market conditions, at least 50% of the value of the Fund's total assets will be invested in preferred securities. Also, under normal market conditions, the Fund invests at least 25% of its total assets in securities issued by companies in the utilities industry and at least 25% of its total assets in securities issued by companies in the banking industry. The Fund's portfolio may therefore be subject to greater risk and market fluctuation than a portfolio of securities representing a broader range of investment alternatives.

The Fund may invest up to 20% of its total assets in securities rated below investment grade. These securities must be rated at least either "Ba3" by Moody's Investors Service, Inc. or "BB-" by Standard & Poor's or, if unrated, judged to be comparable in quality by the Adviser, in any case, at the time of purchase. However, these securities must be issued by an issuer having a class of senior debt rated investment grade outstanding.

The Fund may invest up to 15% of its total assets in common stocks, which total includes those convertible securities that trade in close relationship to the underlying common stock of an issuer. Certain of its investments in hybrid, i.e., fully taxable, preferred securities will be considered debt securities to the extent that, in the opinion of the Adviser, such investments are deemed to be debt-like in key characteristics. Typically, a security will not be considered debt-like (a) if an issuer can defer payment of income for eighteen months or more without triggering an event of default and (b) if such issue is a junior and fully subordinated liability of an issuer or its ultimate guarantor.

In addition to foreign money market securities, the Fund may invest up to 30% of its total assets in the securities of companies organized or having their principal place of business outside the United States. All foreign securities held by the Fund will be denominated in U.S. dollars.

The Fund may employ certain investment techniques in accordance with its fundamental investment policies. These may include the use of when-issued and delayed delivery transactions. Securities purchased or sold on a when-issued or delayed delivery basis may be settled within 45 days after the date of the transaction. The Fund may also enter into transactions, in accordance with its investment policies, involving short sales of securities and purchases of securities on margin. Such transactions may expose the Fund to credit and market valuation risk greater than that associated with regular trade settlement procedures.

10. SECURITIES LENDING

The Fund may lend up to 15% of its total assets (including the value of the loan collateral) to certain qualified brokers in order to earn additional income. The Fund receives compensation in the form of fees or interest earned on the investment of any cash collateral received. The Fund also continues to receive interest and dividends on the securities loaned. The Fund receives collateral in the form of cash or securities with a market value at least equal to the market value of the securities on loan, including accrued interest. In the event of default or bankruptcy by the borrower, the Fund could experience delays and costs in recovering the loaned securities or in gaining access to the collateral. The Fund has the right under the lending agreement to recover the securities from the borrower on demand. As of November 30, 2010 there were no securities on loan by the Fund.

11. SUBSEQUENT EVENTS

Management has evaluated the impact of all subsequent events on the Fund through the date the financial statements were issued, and has determined that there were no subsequent events requiring recognition or disclosure in the financial statements.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
Flaherty & Crumrine/Claymore Total Return Fund Incorporated

We have audited the accompanying statement of assets and liabilities of Flaherty & Crumrine/Claymore Total Return Fund Incorporated, including the portfolio of investments, as of November 30, 2010, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the years in the two-year period then ended, the statement of cash flows for the year then ended, and the financial highlights for each of the years in the five-year period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of November 30, 2010 by correspondence with the custodian. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Flaherty & Crumrine/Claymore Total Return Fund Incorporated as of November 30, 2010, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the years in the two-year period then ended, and the financial highlights for each of the years in the five-year period then ended, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Boston, Massachusetts
January 24, 2011

DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

Under the Fund's Dividend Reinvestment and Cash Purchase Plan (the "Plan"), a shareholder whose Common Stock is registered in his or her own name will have all distributions reinvested automatically by BNY Mellon as agent under the Plan, unless the shareholder elects to receive cash. Distributions with respect to shares registered in the name of a broker-dealer or other nominee (that is, in "street name") may be reinvested by the broker or nominee in additional shares under the Plan, but only if the service is provided by the broker or nominee, unless the shareholder elects to receive distributions in cash. A shareholder who holds Common Stock registered in the name of a broker or other nominee may not be able to transfer the Common Stock to another broker or nominee and continue to participate in the Plan. Investors who own Common Stock registered in street name should consult their broker or nominee for details regarding reinvestment.

The number of shares of Common Stock distributed to participants in the Plan in lieu of a cash dividend is determined in the following manner. Whenever the market price per share of the Fund's Common Stock is equal to or exceeds the net asset value per share on the valuation date, participants in the Plan will be issued new shares valued at the higher of net asset value or 95% of the then current market value. Otherwise, BNY Mellon will buy shares of the Fund's Common Stock in the open market, on the New York Stock Exchange ("NYSE") or elsewhere, on or shortly after the payment date of the dividend or distribution and continuing until the ex-dividend date of the Fund's next distribution to holders of the Common Stock or until it has expended for such purchases all of the cash that would otherwise be payable to the participants. The number of purchased shares that will then be credited to the participants' accounts will be based on the average per share purchase price of the shares so purchased, including brokerage commissions. If BNY Mellon commences purchases in the open market and the then current market price of the shares (plus any estimated brokerage commissions) subsequently exceeds their net asset value most recently determined before the completion of the purchases, BNY Mellon will attempt to terminate purchases in the open market and cause the Fund to issue the remaining dividend or distribution in shares. In this case, the number of shares received by the participant will be based on the weighted average of prices paid for shares purchased in the open market and the price at which the Fund issues the remaining shares. These remaining shares will be issued by the Fund at the higher of net asset value or 95% of the then current market value.

Plan participants are not subject to any charge for reinvesting dividends or capital gains distributions. Each Plan participant will, however, bear a proportionate share of brokerage commissions incurred with respect to BNY Mellon's open market purchases in connection with the reinvestment of dividends or capital gains distributions. For the year ended November 30, 2010, $319 in brokerage commissions were incurred.

The automatic reinvestment of dividends and capital gains distributions will not relieve Plan participants of any income tax that may be payable on the dividends or capital gains distributions. A participant in the Plan will be treated for Federal income tax purposes as having received, on the dividend payment date, a dividend or distribution in an amount equal to the cash that the participant could have received instead of shares.

In addition to acquiring shares of Common Stock through the reinvestment of cash dividends and distributions, a shareholder may invest any further amounts from $100 to $3,000 semi-annually at the then current market price in shares purchased through the Plan. Such semi-annual investments are subject to any brokerage commission charges incurred.

A shareholder whose Common Stock is registered in his or her own name may terminate participation in the Plan at any time by notifying BNY Mellon in writing, by completing the form on the back of the Plan account statement and forwarding it to BNY Mellon, or by calling BNY Mellon directly. A termination will be effective immediately if notice is received by BNY Mellon not less than 10 days before any dividend or distribution record date. Otherwise, the termination will be effective, and only with respect to any subsequent dividends or distributions, on the first day after the dividend or distribution has been credited to the participant's account in additional shares of the Fund. Upon termination and according to a participant's instructions, BNY Mellon will either (a) issue certificates for the whole shares credited to the shareholder's Plan account and a check representing any fractional shares or (b) sell the shares in the market. Shareholders who hold Common Stock registered in the name of a broker or other nominee should consult their broker or nominee to terminate participation.

The Plan is described in more detail in the Fund's Plan brochure. Information concerning the Plan may be obtained from BNY Mellon at 1-866-351-7446.

ADDITIONAL COMPENSATION AGREEMENT

The Adviser has agreed to compensate Merrill Lynch from its own resources at an annualized rate of 0.15% of the Fund's total managed assets for certain services, including after-market support services designed to maintain the visibility of the Fund.

PROXY VOTING POLICIES AND PROXY VOTING RECORD ON FORM N-PX

The Fund files Form N-PX with its complete proxy voting record for the 12 months ended June 30th no later than August 31st of each year. The Fund filed its latest Form N-PX with the Securities and Exchange Commission ("SEC") on August 23, 2010. This filing as well as the Fund's proxy voting policies and procedures are available (i) without charge, upon request, by calling the Fund's transfer agent at 1-866-351-7446 and (ii) on the SEC's website at www.sec.gov. In addition, the Fund's proxy voting policies and procedures are available on the Fund's website at www.fcclaymore.com.

PORTFOLIO SCHEDULE ON FORM N-Q

The Fund files a complete schedule of portfolio holdings with the SEC for the first and third fiscal quarters on Form N-Q, the latest of which was filed for the quarter ended August 31, 2010. The Fund's Form N-Q is available on the SEC's website at www.sec.gov or may be viewed and obtained from the SEC's Public Reference Room in Washington D.C. Information on the operation of the Public Reference Section may be obtained by calling 1-800-SEC-0330.

PORTFOLIO MANAGEMENT TEAM

In managing the day-to-day operations of the Fund, the Adviser relies on the expertise of its team of money management professionals, consisting of Messrs. Crumrine, Ettinger, Stone and Chadwick. The professional backgrounds of each member of the management team are included in the "Information about Fund Directors and Officers" section of this report.

SUPPLEMENTARY TAX INFORMATION

Distributions to Common Stock Shareholders are characterized as follows for purposes of Federal income taxes (as a percentage of total distributions):

	INDIVIDUAL SHAREHOLDER		CORPORATE SHAREHOLDER	
	QDI	ORDINARY INCOME	DRD	ORDINARY INCOME
Fiscal Year 2010	31.50%	68.50%	12.29%	87.71%
Calendar Year 2010	31.99%	68.01%	12.16%	87.84%

Qualified Dividend Income ("QDI") distributions are taxable at a maximum 15% personal tax rate.

INFORMATION ABOUT FUND DIRECTORS AND OFFICERS

The business and affairs of the Fund are managed under the direction of the Fund's Board of Directors. Information pertaining to the Directors and officers of the Fund is set forth below.

NAME, ADDRESS,	POSITION(S)	TERM OF OFFICE AND LENGTH OF	PRINCIPAL OCCUPATION(S) DURING PAST	NUM IN

AND AGE	HELD WITH FUND	TIME SERVED*	FIVE YEARS	B
NON-INTERESTED DIRECTORS:				
DAVID GALE Delta Dividend Group, Inc. 220 Montgomery Street Suite 426 San Francisco, CA 94104 Age: 61	Director	Class I Director since August 2003	President of Delta Dividend Group, Inc. (investments)	
MORGAN GUST 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 63	Director	Class II Director since August 2003	Owner and operator of various entities engaged in agriculture and real estate; Former President of Giant Industries, Inc. (petroleum refining and marketing) from March 2002 through June 2007	
KAREN H. HOGAN+ 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 49	Director	Class II Director since July 2005	Active Committee Member and Volunteer to several non-profit organizations; from September 1985 to January 1997, Senior Vice President of Preferred Stock Origination at Lehman Brothers and previously, Vice President of New Product Development	

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* The Fund's Board of Directors is divided into three classes, each class having a term of three years. Each year the term of office of one class expires and the successor or successors elected to such class serve for a three year term. The three year term for each class expires as follows:

CLASS I DIRECTOR - three year term expires at the Fund's 2011 Annual Meeting of Shareholders; director may continue in office until his successor is duly elected and qualified.

CLASS II DIRECTORS - three year term expires at the Fund's 2012 Annual Meeting of Shareholders; directors may continue in office until their successors are duly elected and qualified.

CLASS III DIRECTORS - three year term expires at the Fund's 2013 Annual Meeting of Shareholders; directors may continue in office until their successors are duly elected and qualified.

** Each Director also serves as a Director for Flaherty & Crumrine Preferred Income Fund, Flaherty & Crumrine Preferred Income Opportunity Fund, and Flaherty & Crumrine/Claymore Preferred Securities Income Fund.

\+ As a Director, until July 9, 2009, represented holders of shares of the Fund's Auction Market Preferred Stock.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
ADDITIONAL INFORMATION (UNAUDITED) (CONTINUED)

NAME, ADDRESS, AND AGE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED*	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS	NUM IN B
NON-INTERESTED DIRECTORS:				
ROBERT F. WULF P.O. Box 753 Neskowin, OR 97149 Age: 73	Director and Audit Committee Chairman	Class III Director since August 2003	Financial Consultant; Trustee, University of Oregon Foundation; Trustee, San Francisco Theological Seminary	
INTERESTED DIRECTOR:				
DONALD F. CRUMRINE+ 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 63	Director, Chairman of the Board and Chief Executive Officer	Class III Director since August 2003	Chairman of the Board and Director of Flaherty & Crumrine Incorporated	

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* The Fund's Board of Directors is divided into three classes, each class having a term of three years. Each year the term of office of one class expires and the successor or successors elected to such class serve for a three year term. The three year term for each class expires as follows:

CLASS I DIRECTOR - three year term expires at the Fund's 2011 Annual Meeting of Shareholders; director may continue in office until his successor is duly elected and qualified.

CLASS II DIRECTORS - three year term expires at the Fund's 2012 Annual Meeting of Shareholders; directors may continue in office until their successors are duly elected and qualified.

CLASS III DIRECTORS - three year term expires at the Fund's 2013 Annual Meeting of Shareholders; directors may continue in office until their successors are duly elected and qualified.

** Each Director also serves as a Director for Flaherty & Crumrine Preferred Income Fund; Flaherty & Crumrine Preferred Income Opportunity Fund, and Flaherty & Crumrine/Claymore Preferred Securities Income Fund.

\+ "Interested person" of the Fund as defined in the 1940 Act. Mr. Crumrine is considered an "interested person" because of his affiliation with Flaherty & Crumrine Incorporated, which acts as the Fund's investment adviser.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
ADDITIONAL INFORMATION (UNAUDITED) (CONTINUED)

NAME, ADDRESS, AND AGE	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS
OFFICERS:			
ROBERT M. ETTINGER 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 52	President	Since August 2003	President and Director of Flah Crumrine Incorporated
R. ERIC CHADWICK 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 35	Chief Financial Officer, Vice President and Treasurer	Since July 2004	Director of Flaherty & Crumrin Incorporated since June 2006; Vice President of Flaherty & Crumrine Incorporated
CHAD C. CONWELL 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 38	Chief Compliance Officer, Vice President and Secretary	Since July 2005	Chief Compliance Officer of Flaherty & Crumrine Incorporat since September 2005; Vice President of Flaherty & Crumri Incorporated since July 2005
BRADFORD S. STONE 47 Maple Street Suite 403 Summit, NJ 07901 Age: 51	Vice President and Assistant Treasurer	Since August 2003	Director of Flaherty & Crumrin Incorporated since June 2006; Vice President of Flaherty & Crumrine Incorporated
LAURIE C. LODOLO 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 47	Assistant Compliance Officer, Assistant Treasurer and Assistant Secretary	Since July 2004	Assistant Compliance Officer a Secretary of Flaherty & Crumri Incorporated
LINDA M. PUCHALSKI 301 E. Colorado Boulevard Suite 720 Pasadena, CA 91101 Age: 54	Assistant Treasurer	Since August 2010	Administrator of Flaherty & Cr Incorporated

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DIRECTORS
Donald F. Crumrine, CFA
Chairman of the Board
David Gale
Morgan Gust
Karen H. Hogan
Robert F. Wulf, CFA

OFFICERS
Donald F. Crumrine, CFA
Chief Executive Officer
Robert M. Ettinger, CFA
President
R. Eric Chadwick, CFA
Chief Financial Officer,
Vice President and Treasurer
Chad C. Conwell
Chief Compliance Officer,
Vice President and Secretary
Bradford S. Stone
Vice President and
Assistant Treasurer
Laurie C. Lodolo
Assistant Compliance Officer,
Assistant Treasurer and
Assistant Secretary
Linda M. Puchalski
Assistant Treasurer

INVESTMENT ADVISER
Flaherty & Crumrine Incorporated
e-mail: flaherty@pfdincome.com

SERVICING AGENT
Guggenheim Funds Distributors, Inc.
1-866-233-4001

QUESTIONS CONCERNING YOUR SHARES OF FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND?

- If your shares are held in a Brokerage Account, contact your Broker.

- If you have physical possession of your shares in certificate form, contact the Fund's Transfer Agent -- BNY Mellon Shareowner Services 1-866-351-7446

THIS REPORT IS SENT TO SHAREHOLDERS OF FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND INCORPORATED FOR THEIR INFORMATION. IT IS NOT A PROSPECTUS, CIRCULAR OR REPRESENTATION INTENDED FOR USE IN THE PURCHASE OR SALE OF SHARES OF THE FUND OR OF ANY SECURITIES MENTIONED IN THIS REPORT.

(FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND LOGO)

Annual
Report

November 30, 2010

www.fcclaymore.com

ITEM 2. CODE OF ETHICS.

(a) The registrant, as of the end of the period covered by this report, has adopted a code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party.

(c) There have been no amendments, during the period covered by this report, to a provision of the code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party, and that relates to any element of the code of ethics description.

(d) The registrant has not granted any waivers, including an implicit waiver, from a provision of the code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party, that relates to one or more of the items set forth in paragraph (b) of this item's instructions.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

As of the end of the period covered by the report, the registrant's board of directors has determined that David Gale, Karen H. Hogan and Robert F. Wulf are each qualified to serve as an audit committee financial expert serving on its audit committee and that they all are "independent," as defined by the Securities and Exchange Commission.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Audit Fees

(a) The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years are $46,400 and $46,400 for 2009.

Audit-Related Fees

(b) The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the

registrant's financial statements and are not reported under paragraph (a) of this Item are $0 for 2010 and $0 for 2009.

Tax Fees

(c) The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning are $8,100 for 2010 and $8,100 for 2009.

All Other Fees

(d) The aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported in paragraphs (a) through (c) of this Item are $0 for 2010 and $8,600 for 2009. These services consist of the principal accountant providing a "Quarterly Agreed-Upon-Procedures Report on Articles Supplementary". These Agreed-Upon-Procedures ("AUP") are requirements arising from the Articles Supplementary creating the Fund's preferred stock. Specifically, the credit rating agencies require such AUP be undertaken in order to maintain the preferred stock's rating.

(e)(1) The Fund's Audit Committee Charter states that the Audit Committee shall have the duty and power to pre-approve all audit and non-audit services to be provided by the auditors to the Fund, and all non-audit services to be provided by the auditors to the Fund's investment adviser and any service providers controlling, controlled by or under common control with the Fund's investment adviser that provide ongoing services to the Fund, if the engagement relates directly to the operations and financial reporting of the Fund.

(e)(2) The percentage of services described in each of paragraphs (b) through (d) of this Item that were approved by the audit committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X are as follows:

(b) 0%

(c) 0%

(d) 0%

(f) The percentage of hours expended on the principal accountant's engagement to audit the registrant's financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full-time, permanent employees was 0%.

(g) The aggregate non-audit fees billed by the registrant's accountant for services rendered to the registrant, and rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant for each of the last two fiscal years of the registrant was $0 for 2010 and $0 for 2009.

(h) Not applicable.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

(a) The registrant has a separately designated audit committee consisting of all the independent directors of the registrant. The members of the audit committee are: David Gale, Morgan Gust, Karen H. Hogan, and Robert F. Wulf.

ITEM 6. INVESTMENTS.

(a) Schedule of Investments in securities of unaffiliated issuers as of the close of the reporting period is included as part of the report to shareholders filed under Item 1 of this form.

(b) Not applicable.

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

The Proxy Voting Policies are attached herewith.

ADVISER PROXY VOTING POLICIES AND PROCEDURES

Flaherty & Crumrine Incorporated ("F&C") acts as discretionary investment adviser for various clients, including the following six pooled investment vehicles (the "Funds"):

As adviser to the "U.S. Funds"	Flaherty & Crumrine Preferred Income Fund Flaherty & Crumrine Preferred Income Opportunity Fund Flaherty & Crumrine/Claymore Preferred Securities Income Fund Flaherty & Crumrine/Claymore Total Return Fund
As sub-adviser to the "Canadian Fund"	Flaherty & Crumrine Investment Grade Fixed Income Fund

F&C's authority to vote proxies for its clients is established through the delegation of discretionary authority under its investment advisory contracts and the U.S. Funds have adopted these policies and procedures for themselves

PURPOSE

These policies and procedures are designed to satisfy F&C's duties of care and loyalty to its clients with respect to monitoring corporate events and exercising proxy authority in the best interests of such clients.

In connection with this objective, these policies and procedures are designed to deal with potential complexities which may arise in cases where F&C's interests conflict or appear to conflict with the interests of its clients.

These policies and procedures are also designed to communicate with clients the methods and rationale whereby F&C exercises proxy voting authority.

This document is available to any client or Fund shareholder upon request and F&C will make available to such clients and Fund shareholders the record of F&C's votes promptly upon request and to the extent required by Federal law and regulations.

FUNDAMENTAL STANDARD

F&C will be guided by the principle that, in those cases where it has proxy voting authority, it will vote proxies, and take such other corporate actions, consistent with the interest of its clients in a manner free of conflicts of interest with the objective of client wealth maximization.

GENERAL

F&C has divided its discussion in this document into two major categories: voting with respect to common stock and voting with respect to senior equity, e.g., preferred stock and similar securities. In those events where F&C may have to take action with respect to debt, such as in the case of amendments of covenants or in the case of default, bankruptcy, reorganization, etc., F&C will apply the same principles as would apply to common or preferred stock, MUTATIS MUTANDIS.

These policies and procedures apply only where the client has granted discretionary authority with respect to proxy voting. Where F&C does not have authority, it will keep appropriate written records evidencing that such discretionary authority has not been granted.

F&C may choose not to keep written copies of proxy materials that are subject to SEC regulation and maintained in the SEC's EDGAR database. In other instances, F&C will keep appropriate written records in its files or in reasonably accessible storage.

Similarly, F&C will keep in its files, or reasonably accessible storage, work papers and other materials that were significant to F&C in making a decision how to vote.

For purposes of decision making, F&C will assume that each ballot for which it casts votes is the only security of an issuer held by the client. Thus, when casting votes where F&C may have discretionary authority with regard to several different securities of the same issuer, it may vote securities "in favor" for those securities or classes where F&C has determined the matter in question to be beneficial while, at the same time, voting "against" for those securities or classes where F&C has determined the matter to be adverse. Such cases occasionally arise, for example, in those instances where a vote is required by both common and preferred shareholders, voting as separate classes, for a change in the terms regarding preferred stock issuance.

F&C will reach its voting decisions independently, after appropriate investigation. It does not generally intend to delegate its decision making or to rely on the recommendations of any third party, although it may take such recommendations into consideration. F&C may consult with such other experts, such as CPA's, investment bankers, attorneys, etc., as it regards necessary to help it reach informed decisions.

Absent good reason to the contrary, F&C will generally give substantial weight to management recommendations regarding voting. This is based on the view that management is usually in the best position to know which corporate actions are in the best interests of common shareholders as a whole.

With regard to those shareholder-originated proposals which are typically described as "social, environmental, and corporate responsibility" matters, F&C will typically give weight to management's recommendations and vote against such shareholder proposals, particularly if the adoption of such proposals would bring about burdens or costs not borne by those of the issuer's competitors.

In cases where the voting of proxies would not justify the time and costs involved, F&C may refrain from voting. From the individual client's perspective, this would most typically come about in the case of small holdings, such as might arise in connection with spin-offs or other corporate reorganizations. From the perspective of F&C's institutional clients, this envisions cases (1) as more fully described below where preferred and common shareholders vote together as a class or (2) other similar or analogous instances.

Ultimately, all voting decisions are made on a case-by-case basis, taking relevant considerations into account.

VOTING OF COMMON STOCK PROXIES

F&C categorizes matters as either routine or non-routine, which definition may or may not precisely conform to the definitions set forth by securities exchanges or other bodies categorizing such matters. Routine matters would include such things as the voting for directors and the ratification of auditors and most shareholder proposals regarding social, environmental, and corporate responsibility matters. Absent good reason to the contrary, F&C normally will vote in favor of management's recommendations on these routine matters.

Non-routine matters might include, without limitation, such things as (1) amendments to management incentive plans, (2) the authorization of additional common or preferred stock, (3) initiation or termination of barriers to takeover or acquisition, (4) mergers or acquisitions, (5) changes in the state of incorporation, (6) corporate reorganizations, and (7) "contested" director slates. In non-routine matters, F&C, as a matter of policy, will attempt to be generally familiar with the questions at issue. This will include, without limitation, studying news in the popular press, regulatory filings, and competing proxy solicitation materials, if any. Non-routine matters will be voted on a case-by-case basis, given the complexity of many of these issues.

VOTING OF PREFERRED STOCK PROXIES

Preferred stock, which is defined to include any form of equity senior to common stock, generally has voting rights only in the event that the issuer has not made timely payments of income and principal to shareholders or in the event that a corporation desires to effectuate some change in its articles of incorporation which might modify the rights of preferred stockholders. These are non-routine in both form and substance.

In the case of non-routine matters having to do with the modification of the rights or protections accorded preferred stock shareholders, F&C will attempt, wherever possible, to assess the costs and benefits of such modifications and will vote in favor of such modifications only if they are in the bests interests of preferred shareholders or if the issuer has offered sufficient compensation to preferred stock shareholders to offset the reasonably foreseeable adverse consequences of such modifications. A similar type of analysis would be made in the case where preferred shares, as a class, are entitled to vote on a merger or other substantial transaction.

In the case of the election of directors when timely payments to preferred shareholders have not been made ("contingent voting"), F&C will cast its votes on a case-by-case basis after investigation of the qualifications and independence of the persons standing for election.

Routine matters regarding preferred stock are the exception, rather than the rule, and typically arise when the preferred and common shareholders vote together as a class on such matters as election of directors. F&C will vote on a case-by-case basis, reflecting the principles set forth elsewhere in this document. However, in those instances (1) where the common shares of an issuer are held by a parent company and (2) where, because of that, the election outcome is not in doubt, F&C does not intend to vote such proxies since the time and costs would outweigh the benefits.

ACTUAL AND APPARENT CONFLICTS OF INTEREST

Potential conflicts of interest between F&C and F&C's clients may arise when F&C's relationships with an issuer or with a related third party conflict or appear to conflict with the best interests of F&C's clients.

F&C will indicate in its voting records available to clients whether or not a material conflict exists or appears to exist. In addition, F&C will communicate with the client (which means the independent Directors or Director(s) they may so designate in the case of the U.S. Funds and the investment adviser in the case of the Canadian Funds) in instances when a material conflict of interest may be apparent. F&C must describe the conflict to the client and state F&C's voting recommendation and the basis therefor. If the client considers there to be a reasonable basis for the proposed vote notwithstanding the conflict or, in the case of the Funds, that the recommendation was not affected by the conflict (without considering the merits of the proposal), F&C will vote in accordance with the recommendation it had made to the client.

In all such instances, F&C will keep reasonable documentation supporting its voting decisions and/or recommendations to clients.

AMENDMENT OF THE POLICIES AND PROCEDURES

These policies and procedures may be modified at any time by action of the Board of Directors of F&C but will not become effective, in the case of the U.S. Funds, unless they are approved by majority vote of the non-interested directors of the U.S. Funds. Any such modifications will be sent to F&C's clients by mail and/or other electronic means in a timely manner. These policies and procedures, and any amendments hereto, will be posted on the U.S. Funds' websites and will be disclosed in reports to shareholders as required by law.

ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

The following paragraphs provide certain information with respect to the portfolio managers of the Fund and the material conflicts of interest that may arise in connection with their management of the investments of the Fund, on the one hand, and the investments of other client accounts for which they have responsibility, on the other hand. Certain other potential conflicts of interest with respect to personal trading and proxy voting are discussed above under "Item 2 - Codes of Ethics" and "Item 7 - Proxy Voting Policies."

(A)(1) PORTFOLIO MANAGERS

R. Eric Chadwick, Donald F. Crumrine, Robert M. Ettinger and Bradford S. Stone jointly serve as the Portfolio Managers of the Fund. Additional biographical information about the portfolio managers is available in the Annual Report included in Response to Item 1 above.

(A)(2) OTHER ACCOUNTS MANAGED BY PORTFOLIO MANAGERS

The tables below illustrate other accounts where each of the above-mentioned four portfolio managers has significant day-to-day management responsibilities as of November 30, 2010:

Name of Portfolio Manager	Total # of Accounts	Total Assets

or Team Member	Type of Accounts	Managed	(mm)	Ba
1. Donald F. Crumrine	Other Registered Investment Companies:	3	1,367	
	Other Pooled Investment Vehicles:	1	194	
	Other Accounts:	12	2,155	
2. Robert M. Ettinger	Other Registered Investment Companies:	3	1,367	
	Other Pooled Investment Vehicles:	1	194	
	Other Accounts:	12	2,155	
3. R. Eric Chadwick	Other Registered Investment Companies:	3	1,367	
	Other Pooled Investment Vehicles:	1	194	
	Other Accounts:	12	2,155	
4. Bradford S. Stone	Other Registered Investment Companies:	3	1,367	
	Other Pooled Investment Vehicles:	1	194	
	Other Accounts:	12	2,155	

POTENTIAL CONFLICTS OF INTEREST

In addition to the Fund, the Portfolio Managers jointly manage accounts for three other closed-end funds, one Canadian fund and other institutional clients. As a result, potential conflicts of interest may arise as follows:

- ALLOCATION OF LIMITED TIME AND ATTENTION. The Portfolio Managers may devote unequal time and attention to the management of all accounts. As a result, the Portfolio Managers may not be able to formulate as complete a strategy or identify equally attractive investment opportunities for each of those accounts as might be the case if they were to devote substantially more attention to the management of one account.

- ALLOCATION OF LIMITED INVESTMENT OPPORTUNITIES. If the Portfolio Managers identify an investment opportunity that may be suitable for multiple accounts, the Fund may not be able to take full advantage of that opportunity because the opportunity may need to be allocated among other accounts.

- PURSUIT OF DIFFERING STRATEGIES. At times, the Portfolio Managers may determine that an investment opportunity may be appropriate for only some accounts or may decide that certain of these accounts should take differing positions (i.e., may buy or sell the particular security at different times or the same time or in differing amounts) with respect to a particular security. In these cases, the Portfolio Manager may place separate 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 of one or more other accounts.

- VARIATION IN COMPENSATION. A conflict of interest may arise where the financial or other benefits available to the Portfolio Manager differ among accounts. While the Adviser only charges fees based on assets under management and does not receive a performance fee from any of its accounts, and while it strives to maintain uniform fee schedules, it does have different fee schedules based on the differing advisory services required by some accounts. Consequently, though the differences in such fee rates are slight, the Portfolio Managers may be motivated to favor certain accounts over others. In addition, the desire to maintain assets under management or to derive other rewards, financial or otherwise, could

influence the Portfolio Managers in affording preferential treatment to those accounts that could most significantly benefit the Adviser.

The Adviser and the Fund have adopted compliance policies and procedures that are designed to address the various conflicts of interest that may arise for the Adviser and its staff members. However, there is no guarantee that such policies and procedures will be able to detect and prevent every situation in which an actual or potential conflict may arise.

(A)(3) PORTFOLIO MANAGER COMPENSATION

Compensation is paid solely by the Adviser. Each Portfolio Manager receives the same fixed salary. In addition, each Portfolio Manager receives a bonus based on peer reviews of his performance and the total net investment advisory fees received by Flaherty & Crumrine (which are in turn based on the value of its assets under management). The Portfolio Managers do not receive deferred compensation, but participate in a profit-sharing plan available to all employees of the Adviser; amounts are determined as a percentage of the employee's eligible compensation for a calendar year based on IRS limitations. Each Portfolio Manager is also a shareholder of Flaherty & Crumrine and receives quarterly dividends based on his equity interest in the company.

(A)(4) DISCLOSURE OF SECURITIES OWNERSHIP

The following indicates the dollar range of beneficial ownership of shares by each Portfolio Manager as of November 30, 2010:

Name	Dollar Range of Fund Shares Beneficially Owned*
Donald F. Crumrine	$100,001 to $500,000
Robert M. Ettinger	$100,001 to $500,000
R. Eric Chadwick	$100,001 to $500,000
Bradford S. Stone	$ 50,001 to $100,000

* INCLUDES 4,198 SHARES HELD BY FLAHERTY & CRUMRINE INCORPORATED OF WHICH EACH PORTFOLIO MANAGER HAS BENEFICIAL OWNERSHIP.

(B) Not applicable.

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not applicable.

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

There have been no material changes to the procedures by which the shareholders may recommend nominees to the registrant's board of directors, where those changes were implemented after the registrant last provided disclosure in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K (17 CFR 229.407) (as required by Item 22(b)(15) of Schedule 14A (17 CFR 240.14a-101)), or this Item.

ITEM 11. CONTROLS AND PROCEDURES.

(a) The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(b)).

(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

(a)(1) Code of ethics, or any amendment thereto, that is the subject of disclosure required by Item 2 is attached hereto.

(a)(2) Certifications pursuant to Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto.

(a)(3) Not applicable.

(b) Certifications pursuant to Rule 30a-2(b) under the 1940 Act and Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(registrant) Flaherty & Crumrine/Claymore Total Return Fund Incorporated

By (Signature and Title)* /s/ Donald F. Crumrine

Donald F. Crumrine, Director, Chairman of the Board
and Chief Executive Officer
(principal executive officer)

Date January 26, 2011

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

By (Signature and Title)* /s/ Donald F. Crumrine

Donald F. Crumrine, Director, Chairman of the Board and Chief Executive Officer (principal executive officer)

Date January 26, 2011

By (Signature and Title)* /s/ R. Eric Chadwick

R. Eric Chadwick, Chief Financial Officer, Treasurer and Vice President (principal financial officer)

Date January 26, 2011

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