

EQUUS TOTAL RETURN, INC.
Form DEFA14A
February 01, 2007

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by Party other than the Registrant

Check the appropriate box:

Preliminary proxy statement

Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))

Definitive proxy statement

Definitive additional materials

Soliciting materials pursuant to Rule 14a-11(c) or Rule 14a-12

EQUUS TOTAL RETURN, INC.

(Name of Registrant as Specified in Its Charter)

Kenneth I. Denos, 2727 Allen Parkway, 13th Floor, Houston, TX 77019

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing fee for which the offsetting fee was paid previously. Identify the previous filing by registration number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule, or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The Script (Level I)

Good (morning, afternoon, evening,) My name is (Full Name).

I am calling on behalf of a current investment with _____.

May I please speak with Mr./Mrs. (full name)?

Good _____ Mr./Mrs. _____, I wanted to confirm that you have received the proxy material for the shareholder meeting scheduled for _____.

Have you received the information?

If Yes or positive response:

If you're not able to attend the meeting, I can record your voting instructions by phone.

Your Board of Directors is recommending a vote in favor.

If No or negative response:

Is your address (Verify Address from Registration in Pavlov and if it is correct then ask) Is there a chance you might have received the material but misplaced or thrown it out?

If no : We will be mailing you a new set of material, when you receive it please call us right away at 800-330-8705 to register your vote.

If Yes or positive response:

I would be happy to review the meeting agenda and record your vote by phone.

However, the Board of Directors is recommending a vote in favor.

Would you like to vote along with the Board's Recommendation?

Would you like to vote all of your accounts accordingly?

***Confirmation** I am recording your (in favor/against/abstain) vote.

For confirmation purposes:

Please state your full name. (pause for response)

According to our records, you reside in (city, state, zip code). (pause)

To ensure that we have the correct address for the written confirmation, please state your street address. (pause for response)
For Shareholders who have misplaced or thrown out the original proxy statement (only): If you would like, we can send you another proxy statement for your records. **If no:** thank them for their vote. **If Yes:** thank them for their vote and make sure to disposition them for re-mail.

Thank you. You will receive written confirmation of your voting instructions in 3 to 5 business days. Once you receive your confirmation, if you have any questions, feel free to contact us at the toll free number listed on the confirmation. Mr./Ms. _____, your vote is important and your time is greatly appreciated. Thank you and have a good (insert appropriate closing).

Rebuttals

If shareholder asks what we mean by all accounts accordingly

This means would you like to vote **all** of your accounts _____. (In favor, against, or abstaining)

If shareholder asks how many accounts he has.

Currently my system shows ____ accounts, but depending on how the account is registered, additional accounts may not be grouped with your main account.

If shareholder will not vote until the material is received:

Due to time constraints, we are e-mailing proxy materials to ensure delivery before the meeting date.