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BOULDER GROWTH & INCOME FUND
Form N-PX
August 30, 2004

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-02328

Boulder Growth & Income Fund, Inc.
(Exact name of registrant as specified in charter)

1680 38th Street, Suite 800
Boulder, CO 80301
(Address of principal executive offices) (Zip code)

Stephen C. Miller
1680 38th Street, Suite 800
Boulder, CO 80301
(Name and address of agent for service)

Registrant's telephone number, including area code: (303) 444-5483

Date of fiscal year end: November 30

Date of reporting period: July 1, 2003 - June 30, 2004

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

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

PROXY VOTING RECORD
FOR PERIOD JULY 1, 2003 TO JUNE 30, 2004

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| Name of Issuer | Ticker Symbol | CUSIP | Shldr Meeting Date | Record Date | Meeting Type | Description of Matter to be Voted On |
|-----------------------------------|---------------|-----------|--------------------|-------------|--------------|---|
| Northwestern Corporation | NOR | 668074107 | 8/26/03 | 6/27/03 | Annual | 1 Approve amendments to and a restatement of the Company's Restated Certificate of Incorporation |
| Northwestern Corporation | NOR | 668074107 | 8/26/03 | 6/27/03 | Annual | 2 Elect two members of Class III of the Board of Directors |
| Northwestern Corporation | NOR | 668074107 | 8/26/03 | 6/27/03 | Annual | 3 Ratification of Deloitte & Touche LLP as Independent Auditor |
| H&R Block | HRB | 093671105 | 9/10/03 | 7/8/03 | Annual | 1 Elect three Class II Directors |
| H&R Block | HRB | 093671105 | 9/10/03 | 7/8/03 | Annual | 2 Approval of an amendment to the 2003 long-term executive compensation plan |
| H&R Block | HRB | 093671105 | 9/10/03 | 7/8/03 | Annual | 3 Ratification of the appointment of KMPG LLP as independent accountants |
| Fidelity National Financial, Inc. | FNF | 316326107 | 9/29/03 | 8/18/03 | Annual | 1 Approve a proposal to amend FNF's Restated Certificate of Incorporation to increase authorized shares of common stock from 150,000,000 to 250,000,000 |
| Fidelity National Financial, Inc. | FNF | 316326107 | 9/29/03 | 8/18/03 | Annual | 2 Elect four directors to serve for the next three years and one director to serve for the next two years. |
| Diageo PLC | DEO | 25243Q205 | 10/22/03 | 9/15/03 | Annual | 1 Directors' and auditors' reports and the accounts for the year ended June 30, 2003. |
| Diageo PLC | DEO | 25243Q205 | 10/22/03 | 9/15/03 | Annual | 2 Approve the directors' remuneration report for the year ended June 30, 2003 |
| Diageo PLC | DEO | 25243Q205 | 10/22/03 | 9/15/03 | Annual | 3 To declare a final dividend on the ordinary shares |
| Diageo PLC | DEO | 25243Q205 | 10/22/03 | 9/15/03 | Annual | 4 To re-elect Lord Blyth of Rowington as a director |
| Diageo PLC | DEO | 25243Q205 | 10/22/03 | 9/15/03 | Annual | 5 To re-elect Mr. JK Oates as a director |
| | | | | | | To re-elect Mr. PL |

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|----------------------------------|-----|-----------|----------|---------|--------|---|---|
| Diageo PLC | DEO | 25243Q205 | 10/22/03 | 9/15/03 | Annual | 6 | Walsh as a director Re-appointment and renumberation of |
| Diageo PLC | DEO | 25243Q205 | 10/22/03 | 9/15/03 | Annual | 7 | auditors |
| Diageo PLC | DEO | 25243Q205 | 10/22/03 | 9/15/03 | Annual | 8 | Disapplication of pre-emption rights |
| Diageo PLC | DEO | 25243Q205 | 10/22/03 | 9/15/03 | Annual | 9 | Authority to purchase own oridnary shares |
| Sara Lee Corporation | SLE | 803111103 | 10/30/03 | 9/2/03 | Annual | 1 | Elect twelve directors Ratification of the Appointment of Price WaterhouseCoopers LLP as Sara Lee's |
| Sara Lee Corporation | SLE | 803111103 | 10/30/03 | 9/2/03 | Annual | 2 | Independent Accountants for Fiscal 2004. Stockholder Proposal regarding Charitable |
| Sara Lee Corporation | SLE | 803111103 | 10/30/03 | 9/2/03 | Annual | 3 | Contributions Stockholder Proposal regarding Sara Lee's |
| Sara Lee Corporation | SLE | 803111103 | 10/30/03 | 9/2/03 | Annual | 4 | Code of Conduct |
| Amerisourcebergen Corporation | ABC | 03073E105 | 3/5/04 | 1/12/04 | Annual | 1 | Election of Edward E. Hagenlocker and Kurt J. Hilzinger as Directors |
| Washington Mutual | WM | 939322103 | 4/20/04 | 2/27/04 | Annual | 1 | Election of four (4) directors |
| Washington Mutual | WM | 939322103 | 4/20/04 | 2/27/04 | Annual | 2 | Ratification of the appointment of Deloitte & Touche LLP as independent auditors |
| Washington Mutual | WM | 939322103 | 4/20/04 | 2/27/04 | Annual | 3 | for 2004 Shareholder proposal relating to a specific compensation program |
| Pfizer Inc. | PFE | 717081103 | 4/22/04 | 2/27/04 | Annual | 1 | Election of fifteen (15) directors |
| Pfizer Inc. | PFE | 717081103 | 4/22/04 | 2/27/04 | Annual | 2 | A proposal to approve the appointment of KPMG LLP as independent auditors for 2004 |
| Pfizer Inc. | PFE | 717081103 | 4/22/04 | 2/27/04 | Annual | 3 | Approve the Pfizer Inc. 2004 Stock Plan Shareholder proposal requesting review of the economic effects of the HIV/AIDS, TB and Malaria pandemics on the Company's business |
| Pfizer Inc. | PFE | 717081103 | 4/22/04 | 2/27/04 | Annual | 4 | strategy Shareholder proposal relating to political contributions |
| Pfizer Inc. | PFE | 717081103 | 4/22/04 | 2/27/04 | Annual | 5 | Shareholder proposal relating to an annual report on corporate resources devoted to supporting political |

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|-------------------------------|-----|-----------|---------|---------|--------|----|---|
| Pfizer Inc. | PFE | 717081103 | 4/22/04 | 2/27/04 | Annual | 6 | entities or candidates Shareholder proposal seeking to impose term |
| Pfizer Inc. | PFE | 717081103 | 4/22/04 | 2/27/04 | Annual | 7 | limits on directors Shareholder proposal requesting a report on |
| Pfizer Inc. | PFE | 717081103 | 4/22/04 | 2/27/04 | Annual | 8 | increasing access to Pfizer products Shareholder proposal on |
| Pfizer Inc. | PFE | 717081103 | 4/22/04 | 2/27/04 | Annual | 9 | stock options Shareholder proposal on |
| Pfizer Inc. | PFE | 717081103 | 4/22/04 | 2/27/04 | Annual | 10 | invitro testing |
| Merck & Co. | MRK | 589331107 | 4/27/04 | 2/24/04 | Annual | 1 | Election of five (5) directors Ratification of the appointment of the |
| Merck & Co. | MRK | 589331107 | 4/27/04 | 2/24/04 | Annual | 2 | Company's independent auditors for 2004 Proposal to amend the Restated Certificate of |
| Merck & Co. | MRK | 589331107 | 4/27/04 | 2/24/04 | Annual | 3 | Incorporation to declassify the Board of Directors Stockholders Proposal |
| Merck & Co. | MRK | 589331107 | 4/27/04 | 2/24/04 | Annual | 4 | concerning management compensation Stockholders proposal concerning extension of |
| Merck & Co. | MRK | 589331107 | 4/27/04 | 2/24/04 | Annual | 5 | prescription drug patents Stockholder proposal concerning ethical and |
| Merck & Co. | MRK | 589331107 | 4/27/04 | 2/24/04 | Annual | 6 | social performance of the Company Stockholder proposal concerning use of |
| Merck & Co. | MRK | 589331107 | 4/27/04 | 2/24/04 | Annual | 7 | shareholder resources for political purposes Stockholder proposal concerning a report |
| Merck & Co. | MRK | 589331107 | 4/27/04 | 2/24/04 | Annual | 8 | related to the global HIV/AIDS pandemic |
| Regency Centers Coporation | REG | 758849103 | 4/28/04 | 3/22/04 | Annual | 1 | Election of four (4) directors Amendment to Regency's Restated Articles of Incorporation to |
| Regency Centers Coporation | REG | 758849103 | 4/28/04 | 3/22/04 | Annual | 2 | eliminate classification of the Board of Directors Amendment to Regency's Restated Articles of Incorporation to |
| Regency Centers Coporation | REG | 758849103 | 4/28/04 | 3/22/04 | Annual | 3 | increase the number of authorized shares of preferred stock Amendment to Regency's Restated Articles of Incorporation to delete matters of historical |

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|--|------|-----------|---------|---------|--------|---|---|
| Regency Centers Corporation | REG | 758849103 | 4/28/04 | 3/22/04 | Annual | 4 | interest relating to security capital's ownership limit |
| Cohen & Steers Advantage Income Realty | RLF | 19247W409 | 4/29/04 | 3/11/04 | Annual | 1 | Election of three (3) directors Ratify the selection of PricewaterhouseCoopers LLP as independent certified public accountants for the Fund for the fiscal year ending December 31, 2004 |
| Cohen & Steers Advantage Income Realty | RLF | 19247W409 | 4/29/04 | 3/11/04 | Annual | 2 | Election of five (5) directors |
| Torchmark Corporation | TMK | 891027104 | 4/29/04 | 3/5/04 | Annual | 1 | Election of five (5) directors |
| Torchmark Corporation | TMK | 891027104 | 4/29/04 | 3/5/04 | Annual | 2 | Ratification of auditor Shareholder proposal regarding use of performance and time-based restricted share programs in executive compensation |
| Torchmark Corporation | TMK | 891027104 | 4/29/04 | 3/5/04 | Annual | 3 | Shareholder proposal regarding holding tobacco equities in the company's portfolio |
| Torchmark Corporation | TMK | 891027104 | 4/29/04 | 3/5/04 | Annual | 4 | |
| Berkshire Hathaway Inc. | BRKA | 084670108 | 5/1/04 | 3/3/04 | Annual | 1 | Election of eleven (11) directors Shareholder proposal to approve the stockholder proposal with respect to political contributions |
| Berkshire Hathaway Inc. | BRKA | 084670108 | 5/1/04 | 3/3/04 | Annual | 2 | |
| Bristol-Myers Squibb Company | BMY | 110122108 | 5/4/04 | 3/8/04 | Annual | 1 | Election of three (3) directors |
| Bristol-Myers Squibb Company | BMY | 110122108 | 5/4/04 | 3/8/04 | Annual | 2 | Appointment of independent auditors |
| Bristol-Myers Squibb Company | BMY | 110122108 | 5/4/04 | 3/8/04 | Annual | 3 | Publication of political contributions |
| Bristol-Myers Squibb Company | BMY | 110122108 | 5/4/04 | 3/8/04 | Annual | 4 | Prohibition of political contributions |
| Bristol-Myers Squibb Company | BMY | 110122108 | 5/4/04 | 3/8/04 | Annual | 5 | Separation of Chairman and CEO positions |
| Bristol-Myers Squibb Company | BMY | 110122108 | 5/4/04 | 3/8/04 | Annual | 6 | HIV/AIDS, TB, Malaria |
| Bristol-Myers Squibb Company | BMY | 110122108 | 5/4/04 | 3/8/04 | Annual | 7 | Director vote threshold |
| Avalonbay Communities | AVB | 053484101 | 5/5/04 | 3/8/04 | Annual | 1 | Election of eight (8) directors |
| Avalonbay Communities | AVB | 053484101 | 5/5/04 | 3/8/04 | Annual | 2 | To consider and act upon a stockholder proposal |
| Boston Properties, Inc. | BXP | 101121101 | 5/5/04 | 3/17/04 | Annual | 1 | Election of four (4) directors |

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|--------------------------------------|-----|-----------|--------|---------|--------|---|---|
| Boston Properties, Inc. | BXP | 101121101 | 5/5/04 | 3/17/04 | Annual | 2 | To consider and act upon a stockholder proposal concerning the annual election of directors |
| Liberty Property Trust | LRY | 531172104 | 5/5/04 | 3/5/04 | Annual | 1 | Election of two (2) directors Approval of the proposal to amend the Declaration of Trust of the Trust to amend and restate in its entirety Article VII of the Declaration of Trust |
| Liberty Property Trust | LRY | 531172104 | 5/5/04 | 3/5/04 | Annual | 2 | Approval of the proposal to amend the Declaration of Trust to amend Sections 6.2, 6.3 and 10.1(d) of the Declaration of Trust |
| Liberty Property Trust | LRY | 531172104 | 5/5/04 | 3/5/04 | Annual | 3 | Approval of the proposal to amend the Trust's Amended and Restated Share Incentive Plan, including an amendment to increase the number of shares available for awards thereunder by 1,500,000 shares to 11,426,256 shares |
| Liberty Property Trust | LRY | 531172104 | 5/5/04 | 3/5/04 | Annual | 4 | |
| Simon Property Group, Inc. | SPG | 828806109 | 5/5/04 | 3/8/04 | Annual | 1 | Election of seven (7) directors Ratification of appointment of Ernst & Young LLP as independent accountants |
| Simon Property Group, Inc. | SPG | 828806109 | 5/5/04 | 3/8/04 | Annual | 2 | Stockholder proposal regarding independent chairman of the board |
| Simon Property Group, Inc. | SPG | 828806109 | 5/5/04 | 3/8/04 | Annual | 3 | |
| Pan Pacific Retail Properties, Inc. | PNP | 69806L104 | 5/6/04 | 3/5/04 | Annual | 1 | Election of one (1) director |
| Pan Pacific Retail Properties, Inc. | PNP | 69806L104 | 5/6/04 | 3/5/04 | Annual | 2 | Charter amendment to declassify the Board Charter amendment to increase the ownership limit of the company's common stock |
| Pan Pacific Retail Properties, Inc. | PNP | 69806L104 | 5/6/04 | 3/5/04 | Annual | 3 | |
| Health Care Property Investors, Inc. | HCP | 421915109 | 5/7/04 | 3/24/04 | Annual | 1 | Election of ten (10) directors Approval of the amendment to the Charter to increase the Company's authorized common stock to 750,000,000 |
| Health Care Property Investors, Inc. | HCP | 421915109 | 5/7/04 | 3/24/04 | Annual | 2 | |

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| Health Care Property Investors, Inc. | HCP | 421915109 | 5/7/04 | 3/24/04 | Annual | 3 | Approval of the amendment to the Charter to declassify the Board Ratification of Ernst & Young LLP as independent auditors for the year ending December 31, 2004 |
| Health Care Property Investors, Inc. | HCP | 421915109 | 5/7/04 | 3/24/04 | Annual | 4 | |
| Arden Realty, Inc. | ARI | 039793104 | 5/11/04 | 3/31/04 | Annual | 1 | Election of three (3) directors Stockholder proposal regarding severance agreements for senior executives |
| Arden Realty, Inc. | ARI | 039793104 | 5/11/04 | 3/31/04 | Annual | 2 | |
| Healthcare Realty Trust | HR | 421946104 | 5/11/04 | 3/11/04 | Annual | 1 | Election of three (3) directors |
| Hospitality Properties Trust | HPT | 44106M102 | 5/11/04 | 3/16/04 | Annual | 1 | Election of one (1) director |
| HRPT Properties Trust | HPT | 40426W101 | 5/11/04 | 3/16/04 | Annual | 1 | Election of one (1) director |
| Eastman Kodak Company | EK | 277461109 | 5/12/04 | 3/15/04 | Annual | 1 | Election of three (3) directors |
| Eastman Kodak Company | EK | 277461109 | 5/12/04 | 3/15/04 | Annual | 2 | Ratification of election of independent accountants Re-approval of material terms of the performance goals of the 2000 omnibus long-term compensation plan |
| Eastman Kodak Company | EK | 277461109 | 5/12/04 | 3/15/04 | Annual | 3 | Shareholder proposal requesting adoption of chemicals policy |
| Eastman Kodak Company | EK | 277461109 | 5/12/04 | 3/15/04 | Annual | 4 | Shareholder proposal requesting limits on compensation on certain executives |
| Eastman Kodak Company | EK | 277461109 | 5/12/04 | 3/15/04 | Annual | 5 | |
| First Industrial Realty Trust, Inc. | FR | 32054K103 | 5/12/04 | 3/22/04 | Annual | 1 | Election of two (2) directors Ratification of the selection of PricewaterhouseCoopers LLP as the company's independent auditors |
| First Industrial Realty Trust, Inc. | FR | 32054K103 | 5/12/04 | 3/22/04 | Annual | 2 | |
| Unilever N.V. | UN | 904784709 | 5/12/04 | 3/18/04 | Annual | 1 | Election of seventeen (17) directors Adoption of the annual accounts and appropriation profit for the 2003 fiscal year |
| Unilever N.V. | UN | 904784709 | 5/12/04 | 3/18/04 | Annual | 2 | Discharge of the members of the Board of |

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|---------------------------------|-----|-----------|---------|---------|--------|----|-------------------------|
| Unilever N.V. | UN | 904784709 | 5/12/04 | 3/18/04 | Annual | 3 | Directors |
| | | | | | | | Corporate Governance |
| | | | | | | | and alterations to the |
| Unilever N.V. | UN | 904784709 | 5/12/04 | 3/18/04 | Annual | 4 | Articles of Association |
| | | | | | | | Renumeration of |
| Unilever N.V. | UN | 904784709 | 5/12/04 | 3/18/04 | Annual | 7 | non-executive directors |
| | | | | | | | Appointment of auditors |
| | | | | | | | for the 2004 financial |
| Unilever N.V. | UN | 904784709 | 5/12/04 | 3/18/04 | Annual | 8 | year |
| | | | | | | | Designation, in |
| | | | | | | | accordance with |
| | | | | | | | Articles 96 and 96A of |
| | | | | | | | Book 2 of the |
| | | | | | | | Netherlands Civil Code, |
| | | | | | | | of the Board of |
| | | | | | | | Directors as the |
| | | | | | | | Company body authorized |
| | | | | | | | in respect of the issue |
| Unilever N.V. | UN | 904784709 | 5/12/04 | 3/18/04 | Annual | 9 | of shares in the Compan |
| | | | | | | | Authorization, in |
| | | | | | | | accordance with Article |
| | | | | | | | 98 of Book 2 of the |
| | | | | | | | Netherlands Civil Code, |
| | | | | | | | of the Board of |
| | | | | | | | Directors to purchase |
| | | | | | | | shares in the company |
| | | | | | | | and depositary receipts |
| Unilever N.V. | UN | 904784709 | 5/12/04 | 3/18/04 | Annual | 10 | therefor |
| | | | | | | | Authorization, in |
| | | | | | | | accordance with Article |
| | | | | | | | 119 of Book 2 of the |
| | | | | | | | Netherlands Civil Code, |
| | | | | | | | of the Board of |
| | | | | | | | Directors to determine |
| | | | | | | | a registration time for |
| | | | | | | | the exercise of the |
| | | | | | | | rights to attend the |
| | | | | | | | general meeting and to |
| Unilever N.V. | UN | 904784709 | 5/12/04 | 3/18/04 | Annual | 11 | vote thereat |
| USG Corporation | USG | 903293405 | 5/12/04 | 3/16/04 | Annual | 1 | Election of three (3) |
| | | | | | | | directors |
| | | | | | | | Ratification of |
| | | | | | | | appointment of Deloitte |
| | | | | | | | & Touche LLP as |
| | | | | | | | independent public |
| | | | | | | | accountants for the |
| | | | | | | | year ending December |
| USG Corporation | USG | 903293405 | 5/12/04 | 3/16/04 | Annual | 2 | 31, 2004 |
| MGIC Investment Corporation | MTG | 552848103 | 5/13/04 | 3/15/04 | Annual | 1 | Election of three (3) |
| | | | | | | | directors |
| | | | | | | | Ratify the appointment |
| | | | | | | | of |
| | | | | | | | PricewaterhouseCoopers |
| | | | | | | | LLP as the independent |
| MGIC Investment Corporation | MTG | 552848103 | 5/13/04 | 3/15/04 | Annual | 2 | accountants of the |
| | | | | | | | corporation |
| Providian Financial Corporation | PVN | 74406A102 | 5/13/04 | 3/15/04 | Annual | 1 | Election of four (4) |
| | | | | | | | directors |

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| Providian Financial Corporation | PVN | 74406A102 | 5/13/04 | 3/15/04 | Annual | 2 | Ratification of appointment of independent auditors |
| The First American Corporation | FAF | 318522307 | 5/13/04 | 3/24/04 | Annual | 1 | Election of thirteen (13) directors |
| Archstone-Smith Realty Trust | ASN | 039583109 | 5/20/04 | 3/26/04 | Annual | 1 | Election of four (4) directors |
| Archstone-Smith Realty Trust | ASN | 039583109 | 5/20/04 | 3/26/04 | Annual | 2 | Ratification of appointment of KPMG LLP as auditors for current fiscal year |
| Archstone-Smith Realty Trust | ASN | 039583109 | 5/20/04 | 3/26/04 | Annual | 3 | Shareholder proposal regarding Severance Agreements |
| Boykin Lodging Company | BOY | 103430104 | 5/20/04 | 3/24/04 | Annual | 1 | Election of seven (7) directors |
| AON Corporation | AON | 037389103 | 5/21/04 | 3/24/04 | Annual | 1 | Election of thirteen (13) directors |
| AON Corporation | AON | 037389103 | 5/21/04 | 3/24/04 | Annual | 2 | Ratification of appointment of Ernst & Young LLP as independent auditors |
| Gables Residential Trust | GBP | 362418105 | 5/21/04 | 3/19/04 | Annual | 1 | Election of three (3) directors |
| Gables Residential Trust | GBP | 362418105 | 5/21/04 | 3/19/04 | Annual | 2 | To approve the 2004 Equity Incentive Plan authorizing the issuance of up to 1,250,000 common shares of beneficial interest |
| TXU Corp. | TXU | 873168108 | 5/21/04 | 3/22/04 | Annual | 1 | Election of ten (10) directors |
| TXU Corp. | TXU | 873168108 | 5/21/04 | 3/22/04 | Annual | 2 | Approval of auditors Deloitte & Touche LLP |
| TXU Corp. | TXU | 873168108 | 5/21/04 | 3/22/04 | Annual | 3 | Shareholder proposal related to officers' sale of restricted stock |
| Pepsi Bottling Group, Inc. | PBG | 713409100 | 5/26/04 | 3/29/04 | Annual | 1 | Election of ten (10) directors |
| Pepsi Bottling Group, Inc. | PBG | 713409100 | 5/26/04 | 3/29/04 | Annual | 2 | Approval of the PBG 2004 Long-Term Incentive Plan |
| Pepsi Bottling Group, Inc. | PBG | 713409100 | 5/26/04 | 3/29/04 | Annual | 3 | Ratification of independent auditors |
| Post Properties, Inc. | PPS | 737464107 | 5/27/04 | 3/26/04 | Annual | 1 | Election of three (3) directors |
| Post Properties, Inc. | PPS | 737464107 | 5/27/04 | 3/26/04 | Annual | 2 | Approve the amendment to the Bylaws to declassify the Board |
| Post Properties, Inc. | PPS | 737464107 | 5/27/04 | 3/26/04 | Annual | 3 | Approve the shareholder proposal regarding shareholder approval of director compensation |

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| Vornado Realty Trust | VNO | 929042109 | 5/27/04 | 4/16/04 | Annual | 1 | Election of three (3) directors |
| Vornado Realty Trust | VNO | 929042109 | 5/27/04 | 4/16/04 | Annual | 2 | Ratification of selection of independent auditors |
| Equity Residential | EQR | 29476L107 | 5/28/04 | 3/29/04 | Annual | 1 | Election of eleven (11) directors |
| Equity Residential | EQR | 29476L107 | 5/28/04 | 3/29/04 | Annual | 2 | Approval of amendment to Declaration of Trust to remove potential anti-takeover defense |
| Equity Residential | EQR | 29476L107 | 5/28/04 | 3/29/04 | Annual | 3 | Ratification of Ernst & Young LLP as independent auditors for year ending December 31, 2004 |
| Scudder RREEF Real Estate Fund II-PFD | SRO | 81119R504 | 6/4/04 | 4/12/04 | Annual | 1 | Election of three (3) directors |

SIGNATURES

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

Registrant: Boulder Growth & Income Fund, Inc.

By (Signature and Title)*: /s/ Stephen C. Miller

Stephen C. Miller, President
(Principal Executive Officer)

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