

BOULDER GROWTH & INCOME FUND
Form N-PX
August 31, 2011

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

Investment Company Act file number: 811-02328

BOULDER GROWTH & INCOME FUND, INC.
(Exact name of registrant as specified in charter)

2344 Spruce Street, Suite A, Boulder, CO 80302
(Address of principal executive offices) (Zip code)

Stephen C. Miller
2344 Spruce Street, Suite A, Boulder, CO 80302
(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, 2010 – June 30, 2011

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, 2010 to June 30, 2011

| Name of Issuer | Ticker Symbol | CUSIP | Shareholder Meeting Date | Record Date | Proposal Number | Description of Matter Voted On | Matter Proposed By Issuer or Holder | Vote Cast | Vote | For or Against Management |
|-----------------------------------------|---------------|-----------|--------------------------|-------------|-----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-----------|---------|---------------------------|
| Neuberger Berman R/E SEC Income-PFD C | NRO SERIES W | 64190A301 | 7/1/2010 | 4/1/2010 | 1 | Election of five (5) directors | Issuer | Yes | Against | Against |
| Allegheny Energy, Inc. | AYE | 017361106 | 9/14/2010 | 7/16/2010 | 1 | Proposal to approve the agreement and plan of merger, dated as of February 10, 2010, by and among Firstenergy Corp., Element Merger Sub, Inc. (a wholly-owned subsidiary of Firstenergy Corp.) and Allegheny Energy, Inc. as amended as of June 4, 2010 and as it may be further amended from time to time, and the merger described therein | Issuer | Yes | For | For |
| | | | | | 2 | Proposal to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to approve the merger agreement and the merger at the time of the special meeting | Issuer | Abstain | Abstain | Abstain |
| Advent Claymore Global Conv Sec & IN W7 | AGC SERIES W | 007639305 | 9/28/2010 | 8/16/2010 | 1 | Election of three (3) Directors | Issuer | Yes | Against | Against |
| Proctor and Gamble | PG | 742718109 | 10/12/2010 | 8/13/2010 | 1 | Election of ten (10) directors | Issuer | Yes | For | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| Company | | | | | | | | | | | |
|----------------------|-----|-----------|------------|-----------|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|---------|---------|---------|--|
| | | | | | 2 | Ratify appointment of the independent Register Public Accounting Firm | Issuer | Yes | For | For | |
| | | | | | 3 | Cumulative voting | Issuer | Yes | For | For | |
| Diageo PLC | DEO | 25243Q205 | 10/14/2010 | 9/3/2010 | 1 | Report and accounts 2010 | Issuer | Yes | For | For | |
| | | | | | 2 | Directors' remuneration report 2010 | Issuer | Yes | For | For | |
| | | | | | 3 | Declaration of final dividend | Issuer | Yes | For | For | |
| | | | | | 4 - 12 | Re-election of nine (9) directors | Issuer | Yes | For | For | |
| | | | | | 13 - 14 | Election of two (2) Directors | Issuer | Yes | For | For | |
| | | | | | 15 | re-appointment of auditor | Issuer | Yes | For | For | |
| | | | | | 16 | Remuneration of auditor | Issuer | Yes | For | For | |
| | | | | | 17 | Authority to allot shares | Issuer | Yes | For | For | |
| | | | | | 18 | Disapplication of pre-emption rights | Issuer | Yes | For | For | |
| | | | | | 19 | Authority to purchase own ordinary shares | Issuer | Yes | For | For | |
| | | | | | 20 | Authority to make political donations and/or to incur political expenditure in the EU | Issuer | Abstain | Abstain | Abstain | |
| | | | | | 21 | Amendment of the Diageo plc 2001 Share Incentive Plan | Issuer | Yes | Against | Against | |
| | | | | | 22 | Adoption of the Diageo plc 2001 Share save Plan | Issuer | Yes | Against | Against | |
| | | | | | 23 | Authority to establish international share plans | Issuer | Yes | Against | Against | |
| | | | | | 24 | Reduce notice of a general meeting other than an annual general meeting | Issuer | Yes | Against | Against | |
| Buckeye Partners, LP | BPL | 118230101 | 11/16/2010 | 9/17/2010 | 1 | Approval of a first amended and restated agreement and plan of merger by and among Buckeye Partners, LP (The "Partnership"), Buckeye GP LLC, Grand Ohio, LLC, Buckeye GP Holdings LP & Mainline Management LLC, dated as of August 18, 2010 and the transactions | Issuer | Yes | For | For | |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | | |
|----------------------------------|-----|-----------|-----------|------------|-------|------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|--|
| | | | | | | contemplated thereby, all as more fully described in the proxy statement. | | | | | |
| | | | | | 2 | To consider and vote upon the approval of the amended and restated agreement of limited partnership of the partnership | Issuer | Yes | For | For | |
| Becton Dickson and Company | BDX | 075887109 | 2/1/2011 | 12/10/2010 | 1 | Election of fourteen (14) directors | Issuer | Yes | For | For | |
| | | | | | 2 | Ratification of selection of independent registered public accounting firm | Issuer | Yes | For | For | |
| | | | | | 3 | An advisory vote on the approval of executive compensation | Issuer | Yes | Against | Against | |
| | | | | | 4 | An advisory vote on the approval of executive compensation advisory votes | Issuer | Yes | 1 yr | NR | |
| | | | | | 5 | Special shareholder meetings | Issuer | Yes | For | Against | |
| | | | | | 6 | Cumulative voting | Issuer | Yes | For | Against | |
| The Laclede Group, Inc. | LG | 505597104 | 1/27/2011 | 12/1/2010 | 1 | Election of three (3) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Re-approval of annual incentive plan | Issuer | Yes | Against | Against | |
| | | | | | 3 | Re-approval of the 2006 Equity Incentive plan, as amended | Issuer | Yes | Against | Against | |
| | | | | | 4 | Advisory nonbinding approval of resolution to approve compensation of executives | Issuer | Yes | Against | Against | |
| | | | | | 5 | Advisory nonbinding approval of interval at which we seek shareholder approval of compensation of executives | Issuer | Yes | 1 yr | Against | |
| | | | | | 6 | Ratify the appointment of Deloitte & Touche as independent registered public accounting for fiscal year 2011 | Issuer | Yes | For | For | |
| | ATO | 049560105 | 2/9/2011 | 12/15/2010 | 1 A-D | | Issuer | Yes | For | For | |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | |
|------------------------------------|-----|-----------|-----------|------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| Atmos Energy Corporation | | | | | | Election of four (4) Directors | | | | |
| | | | | | 2 | Proposal to amend the company's 1998 long-term incentive plan to increase the number of shares reserved for issuance under the plan and to extend the term of the plan for an additional five years | Issuer | Yes | Against | Against |
| | | | | | 3 | Proposal to amend the company's annual incentive plan for management to extend the term for an additional five years | Issuer | Yes | Against | Against |
| | | | | | 4 | Proposal to ratify the appointment of Ernst & Young LLP as the company's independent registered accounting firm for fiscal 2011 | Issuer | Yes | For | For |
| | | | | | 5 | Proposal for an advisory by shareholders to approve the compensation of the company's named executive officers for fiscal 2010 ("say on pay") | Issuer | Yes | Against | Against |
| | | | | | 6 | Proposal for an advisory on the frequency of vote say on pay in future years | Issuer | Yes | 1 yr | For |
| Penn Virginia Resource Partners LP | PVR | 707884102 | 2/16/2011 | 12/20/2010 | 1 | To consider and vote upon the approval and adoption of the (A) agreement and plan of merger of by and among Penn Virginia Resource Partners, LP, Penn Virginia Resource GP, LLC PVR Radnor, LLC, Penn Virginia GP Holdings LP and PVG GP, LLC, the general partner of holdings, (B) merger & (C) transactions contemplated thereby, all | Issuer | Yes | For | For |

| | | | | | as more fully described in the proxy statement | | | | | |
|------------------------------------|-----|-----------|----------|------------|---------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|---------|---------|---------|
| | | | | | 2 | To consider and vote upon the approval and adoption of the fourth amended and restated agreement of limited partnership of the partnership | Issuer | Yes | For | For |
| | | | | | 3 | To consider and vote upon any proposal that may be presented to adjourn the partnership special meeting to a later date, if necessary, to solicit additional proxies in the event that there are insufficient votes in favor of any of the foregoing proposals | Issuer | Abstain | Abstain | Abstain |
| WGL Holdings, Inc. | WGL | 92924F106 | 3/3/2011 | 1/3/2011 | 1 | Election of seven (7) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Proposal to ratify the appointment of Deloitte & Touche LLP as independent public accountants for fiscal year 2011 | Issuer | Yes | For | For |
| | | | | | 3 | Proposal to provide cumulative voting in the election of directors | Issuer | Yes | For | For |
| | | | | | 4 | Proposal to approve, by non-binding vote, compensation paid to certain executive officers | Issuer | Yes | For | For |
| | | | | | 5 | To recommend by non-binding vote the frequency of executive compensation votes | Issuer | Yes | 1yr | For |
| Piedmont Natural Gas Company | PNY | 720186105 | 3/4/2011 | 12/27/2010 | 1 | Election of four (4) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for the 2001 fiscal year | Issuer | Yes | For | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | |
|--------------------------|-----|-----------|-----------|-----------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | | | | | 3 | Approval of the company's amended and restated incentive compensation plan | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 5 | Advisory vote on frequency of shareholder advisory vote on executive compensation | Issuer | Yes | 1 yr | Against |
| Franklin Resources, Inc. | BEN | 354613101 | 3/15/2011 | 1/18/2011 | 1 | Election of twelve (12) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | To approve an amendment and restatement of the Franklin Resources, Inc. 2002 Universal Stock Incentive Plan to increase the number of authorized shares of common stock available for issuance by 10,000,000 shares | Issuer | Yes | Against | Against |
| | | | | | 4 | To approve on an advisory basis the compensation of the Company's executive officers | Issuer | Yes | For | For |
| | | | | | 5 | Advisory vote on the frequency of advisory votes on the compensation plan of the Company's executive officers | Issuer | Yes | 1 yr | Against |
| Scana Corporation | SCG | 80589M102 | 4/21/2011 | 3/3/2011 | 1 | Election of five (5) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Approval of amendment to director compensation and deferral plan | Issuer | Yes | For | For |
| | | | | | 3 | Approval of amendment to articles of incorporation to increase | Issuer | Yes | For | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | shares from 150,000,000 to 200,000,000 | | | | | |
|----------------------------------|-----|-----------|-----------|-----------|---|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | | | | | | 4 | Approval of appointment of independent registered public accounting firm | Issuer | Yes | For | For |
| | | | | | | 5 | Advisory (non-binding) vote on executive compensation vote | Issuer | Yes | For | For |
| | | | | | | 6 | Advisory (non-binding) vote on frequency of executive compensation vote | Issuer | Yes | 1 yr | Against |
| Centerpoint Energy, Inc. | CNP | 15189T107 | 4/21/2011 | 2/22/2011 | 1 | Election of ten (10) Directors | Issuer | Yes | For | For | |
| | | | | | | 2 | Ratify the appointment of Deloitte & Touche LLP as independent auditors for 2011 | Issuer | Yes | For | For |
| | | | | | | 3 | Approve the advisory resolution on executive compensation | Issuer | Yes | For | For |
| | | | | | | 4 | Advisory vote on the frequency of future advisory shareholder vote on executive compensation | Issuer | Yes | 1 yr | For |
| | | | | | | 5 | Approve the material terms of the performance goals of the short term incentive plan | Issuer | Yes | Against | Against |
| | | | | | | 6 | Approve the amendment to the stock plan for outside directors | Issuer | Yes | Against | Against |
| American Electric Power Co, Inc. | AEP | 025537101 | 4/26/2011 | 2/28/2011 | 1 | Election of ten (13) Directors | Issuer | Yes | For | For | |
| | | | | | | 2 | Ratification of the appointment of Deloitte & Touche LLP as the independent registered accounting firm for the fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | For | For |
| | | | | | | 4 | Advisory vote on the frequency of holding an advisory vote on executive compensation | Issuer | Yes | 1 yr | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | |
|---------------------------------------------------|-----|-----------|-----------|-----------|---|------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| Magellan Midstream Partners LP | MMP | 559080106 | 4/27/2011 | 2/28/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Proposal to amend long-term incentive plan | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | For | For |
| | | | | | 4 | Advisory vote on frequency of vote on executive compensation | Issuer | Yes | 1 yr | Against |
| Cohen & Steers Infrastructure Fund, Inc. | UTF | 19248A109 | 4/28/2011 | 2/23/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| Cohen & Steers Quality Inc Rlty-Common | RQI | 19247L106 | 4/28/2011 | 2/23/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| Johnson & Johnson | JNJ | 478160104 | 4/28/2011 | 3/1/2011 | 1 | Election of eleven (11) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of Pricewaterhousecoopers LLP as independent registered public accounting firm for 2011 | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on named executive officer compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on frequency of advisory vote on named executive officers | Issuer | Yes | 1 yr | For |
| | | | | | 5 | Shareholder proposal on pharmaceutical price restraint | Holder | Yes | Against | For |
| | | | | | 6 | Shareholder proposal on amendment to Company's equal employment opportunity policy | Holder | Yes | Against | For |
| | | | | | 7 | Shareholder proposal on adopting non-animal methods for training | Holder | Yes | Against | For |
| Pfizer, Inc. | PFE | 717081103 | 4/28/2011 | 3/1/2011 | 1 | Election of thirteen (15) Directors | Issuer | Yes | For | For |
| | | | | | 2 | | Issuer | Yes | For | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | |
|--------------------------------------|-----|-----------|-----------|----------|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | | | | | | Proposal to ratify the selection of KPMG LLP as independent register accounting firm for 2011 | | | | |
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | For | For |
| | | | | | 4 | Advisory vote on the frequency of future advisory votes on executive compensation | Issuer | Yes | 1 yr | Against |
| | | | | | 5 | Shareholder proposal regarding publication of political contributions | Holder | Yes | Against | For |
| | | | | | 6 | Shareholder proposal regarding public policy initiatives | Holder | Yes | Against | For |
| | | | | | 7 | Shareholder proposal on pharmaceutical price restraints | Holder | Yes | Against | For |
| | | | | | 8 | Shareholder proposal regarding action by written consent | Holder | Yes | For | Against |
| | | | | | 9 | Shareholder proposal regarding special shareholder meetings | Holder | Yes | For | Against |
| | | | | | 10 | Shareholder proposal regarding animal research | Holder | Yes | Against | For |
| HCP, Inc | HCP | 40414L109 | 4/28/2011 | 3/4/2011 | 1 | Election of nine (9) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the appointment of Deloitte & Touche LLP as HCP's independent registered public accounting firm for the fiscal year ending December 31, 2001 | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | For | For |
| | | | | | 4 | Advisory vote on the frequency of future advisory votes on executive compensation | Issuer | Yes | 1 yr | For |
| The Empire District Electric Company | EDE | 291641108 | 4/28/2011 | 3/1/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To ratify the appointment of Pricewaterhousecoopers | Issuer | Yes | For | For |

| | | | | | | | | | | | |
|----------------------------------|-------|-----------|-----------|----------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|--|---------|
| | | | | | | LLP as Empire's independent registered accounting firm for the fiscal year ending December 31, 2011 | | | | | |
| | | | | | 3 | To vote upon a non-binding advisory proposal to approve the compensation of our named executive officers as disclosed in the proxy statement | Issuer | Yes | For | | For |
| | | | | | 4 | To vote upon a non-binding advisory proposal on whether the non-binding advisory vote on executive compensation should occur every one, two or three years | Issuer | Yes | 1 yr | | Against |
| Berkshire Hathaway, Inc. Class A | BRK/A | 084670108 | 4/30/2011 | 3/2/2011 | 1 | Election of twelve (12) Directors | Issuer | Yes | For | | For |
| | | | | | 2 | Non-binding resolution to approve the compensation of the company's named executive officers, as described in the 2011 proxy statement | Issuer | Yes | For | | For |
| | | | | | 3 | Non-binding resolution to determine the frequency (whether annual, biennial or triennial with which shareholders of the company shall be entitled to have an advisory vote on executive compensation | Issuer | Yes | 1 yr | | Against |
| | | | | | 4 | To approve the shareholder proposal with respect to the establishment of quantitative goals for the reduction of greenhouse gas and other air emissions at Berkshire's energy generating holdings | Issuer | Yes | Against | | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | |
|----------------------------------|-------|------------|-----------|-----------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| Berkshire Hathaway, Inc. Class B | BRK/B | 084670702 | 4/30/2011 | 3/2/2011 | 1 | Election of twelve (12) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Non-binding resolution to approve the compensation of the company's named executive officers, as described in the 2011 proxy statement | Issuer | Yes | For | For |
| | | | | | 3 | Non-binding resolution to determine the frequency (whether annual, biennial or triennial with which shareholders of the company shall be entitled to have an advisory vote on executive compensation | Issuer | Yes | 1 yr | Against |
| | | | | | 4 | To approve the shareholder proposal with respect to the establishment of quantitative goals for the reduction of greenhouse gas and other air emissions at Berkshire's energy generating holdings | Issuer | Yes | Against | For |
| AGL Resources Inc. | AGL | 0012504106 | 5/3/2011 | 2/25/2011 | 1 | Election of seven (7) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the appointment of Pricewaterhousecoopers as our independent registered public accounting firm for 2011 | Issuer | Yes | For | For |
| | | | | | 3 | The adoption of an amendment and restatement of our 2007 omnibus performance incentive plan | Issuer | Yes | Against | Against |
| | | | | | 4 | The adoption of an amendment and restatement of our amended and restated employee stock purchase plan | Issuer | Yes | Against | Against |
| | | | | | 5 | The approval of a non-bonding resolution to | Issuer | Yes | For | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | |
|---------------------------|----|-----------|----------|-----------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | | | | | | approve the compensation of our named executive officers | | | | |
| | | | | | 6 | The approval of a non-binding resolution to approve the frequency (annual, biennial or triennial) of the advisory vote on executive compensation | Issuer | Yes | 1 yr | For |
| Teco Energy, Inc. | TE | 872375100 | 5/4/2011 | 2/24/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the selection of Pricewaterhousecoopers LLP as our independent auditor for 2011 | Issuer | Yes | For | For |
| | | | | | 3 | An advisory vote on executive compensation ("say on pay") | Issuer | Yes | For | For |
| | | | | | 4 | An advisory vote on the frequency of future say on pay votes | Issuer | Yes | 1 yr | For |
| | | | | | 5 | Amendment of the company's equal employment opportunity policy | Holder | Yes | Against | For |
| | | | | | 6 | Declassify the Board of Directors | Holder | Yes | For | Against |
| Realty Income Corporation | O | 756109104 | 5/3/2011 | 3/10/2011 | 1 | Election of seven (7) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of appointment of KPMG LLP as the independent registered public accounting firm for fiscal year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | Non-binding advisory vote on the compensation of our named executive officers | Issuer | Yes | For | For |
| | | | | | 4 | Non-binding advisory vote on whether the frequency of future advisory votes on the compensation of our named executive officers should occur every year, | Issuer | Yes | 1 yr | Against |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | every two years or every three years | | | | | |
|------------------------------|-----|-----------|----------|-----------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|------|-----|--|
| Pengrowth Energy Corporation | PGH | 70706P104 | 5/5/2011 | 3/21/2011 | 1 | Appointment of KPMG LLP as auditors of the corporation for the ending year and authorizing the directors to fix their remuneration | Issuer | Yes | For | For | |
| | | | | | 2 | Election of eight (8) Directors | Issuer | Yes | For | For | |
| Health Care REIT, Inc. | HCN | 42217K106 | 5/5/2011 | 3/8/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Approval of the compensation of the named executive officers as disclosed in the proxy statement pursuant to the compensation disclosure rule of the SEC | Issuer | Yes | For | For | |
| | | | | | 3 | Frequency of advisory vote on compensation of the named executive officers | Issuer | Yes | 1 yr | For | |
| | | | | | 4 | Approval of an amendment to the second restated certificate of incorporation to increase the number of authorized share of common stock from 225,000,000, to 400,000,000 for general corporate purposes | Issuer | Yes | For | For | |
| | | | | | 5 | Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year 2011 | Issuer | Yes | For | For | |
| Sanofi-Aventis | SNY | 80105N105 | 5/6/2011 | 3/28/2011 | 1 | Approval of the individual company financial statements for the year ended December 31, 2010 | Issuer | Yes | For | For | |
| | | | | | 2 | Approval of the consolidated financial statements for the year ended December 31, | Issuer | Yes | For | For | |

| | | 2010 | | | | |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|--|
| 3 | Appropriation of profits; declaration of dividend | Issuer | Yes | For | For | |
| 4 | Agreements and commitments subject to article L225-38 et seq of the Commercial Code | Issuer | Yes | For | For | |
| 5 | Directors attendance fees | Issuer | Yes | For | For | |
| 6 - 11 | Election of six (6) Directors | Issuer | Yes | For | For | |
| 12 | Reappointment of a Statutory Auditor (Pricewaterhousecoopers Audit) | Issuer | Yes | For | For | |
| 13 | Appointment of a Deputy Statutory Auditor (Mr. Yves Nicolas) | Issuer | Yes | For | For | |
| 14 | Authorization of the Board of Directors to carry out transactions in share issued by the company | Issuer | Yes | Against | Against | |
| 15 | Delegation to the board of directors of authority to decide to carry out increases in the share capital by issuance, with preemptive rights maintained , of shares and/or securities giving access to the company's capital and/or by issuance of securities giving entitlement to the allotment of debt instruments | Issuer | Yes | Against | Against | |
| 16 | Delegation to the Board of Directors of authority to decide to carry out by public offering increases in the share capital by issuance, without preemptive rights of shares and/or securities giving access to the company's capital and/or the issuance of securities giving entitlement to the allotment of debt instruments | Issuer | Yes | Against | Against | |
| 17 | | Issuer | Yes | Against | Against | |

| | | | | | |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | Possibility of issuing without preemptive rights, shares and/or securities giving access to the company's capital as consideration for assets transferred to the company as a capital contribution in kind in the form of shares or securities giving access to the capital of another company | | | | |
| 18 | Delegation to the Board of Directors of authority to increase the number of shares to be issued in the event of a capital increase with or without preemptive rights | Issuer | Yes | Against | Against |
| 19 | Delegation to the Board of Directors of authority to decide to carry out increase in the share capital by incorporation of share premium, reserves, profits or other items | Issuer | Yes | Against | Against |
| 20 | Delegation to the Board of Directors of authority to decide to carry out increases in the share capital by issuance, of shares or securities giving access to the company's capital reserved for members of savings plans with waiver of preemptive rights in their favor | Issuer | Yes | Against | Against |
| 21 | Delegation to the Board of Directors of authority to grant options to subscribe for or purchase shares | Issuer | Yes | Against | Against |
| 22 | Authorization to the Board of Directors to reduce the share capital by cancelation of treasury shares | Issuer | Yes | For | For |
| 23 | | Issuer | Yes | For | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | |
|--------------------------|-----|-----------|-----------|-----------|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | | | | | | Amendment to article 11 of the Articles of Association | | | | |
| | | | | | 24 | Amendment to article 12 of the Articles of Association | Issuer | Yes | For | For |
| | | | | | 25 | Amendment to article 19 of the Articles of Association | Issuer | Yes | For | For |
| | | | | | 26 | Change of name and corresponding change to the Articles of Association | Issuer | Yes | For | For |
| | | | | | 27 | Powers for formalities | Issuer | Yes | Against | Against |
| UIL Holdings Corporation | UIL | 902748102 | 5/10/2011 | 3/8/2011 | 1 | Election of nine (9) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the selection of Pricewaterhousecoopers (No Suggestions) as UIL Holdings Corporation's independent registered public accounting firm for 2011 | Issuer | Yes | For | For |
| | | | | | 3 | Approval, by non-binding vote, executive compensation | Issuer | Yes | For | For |
| | | | | | 4 | Recommendation, by non-binding vote, the frequency of executive compensation votes | Issuer | Yes | 1 yr | For |
| | | | | | 5 | Proposal to amend the certificate of incorporation of UIL Holdings Corporation to increase the number of shares authorized | Issuer | Yes | For | For |
| MM Company | MMM | 88579Y101 | 5/10/2011 | 3/11/2011 | 1 | Election of ten (10) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To Ratify the appointment of Pricewaterhousecoopers as independent registered public accounting firm. | Issuer | Yes | For | For |
| | | | | | 3 | An advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | An advisory vote on the frequency of advisory votes on executive | Issuer | Yes | 1 yr | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | compensation | | | | | |
|----------------------------|-----|-----------|-----------|-----------|---|-------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | | | | | | 5 | Stockholder proposal on political contributions | Issuer | Yes | Against | Against |
| Allete, Inc. | ALE | 018522300 | 5/10/2011 | 3/11/2011 | 1 | Election of twelve (12) Directors | Issuer | Yes | For | For | |
| | | | | | | 2 | Approval of advisory resolution on executive compensation | Issuer | Yes | For | For |
| | | | | | | 3 | Advisory vote on frequency of future advisory votes on executive compensation | Issuer | Yes | 1 yr | For |
| | | | | | | 4 | Ratification of the appointment of Pricewaterhousecoopers LLP as Allete's independent registered public accounting firm for 2011 | Issuer | Yes | For | For |
| Alliant Energy Corporation | LNT | 018802108 | 5/10/2011 | 3/17/2011 | 1 | Election of two (2) Directors | Issuer | Yes | For | For | |
| | | | | | | 2 | Advisory vote on the approval of the compensation of the company's named executive officers | Issuer | Yes | For | For |
| | | | | | | 3 | Advisory vote on the frequency of advisory votes on the compensation of the company's executive officers | Issuer | Yes | 1 yr | For |
| | | | | | | 4 | Ratification of the appointment of Deloitte & Touche LP as the company's independent registered public accounting firm for 2011 | Issuer | Yes | For | For |
| ConocoPhillips | COP | 20825C104 | 5/11/2011 | 3/14/2011 | 1 | Election of thirteen (13) Directors | Issuer | Yes | For | For | |
| | | | | | | 2 | Proposal to ratify the appointment of Ernst & Young LLP as ConocoPhillips' independent registered public accounting firm for 2011 | Issuer | Yes | For | For |
| | | | | | | 3 | | Issuer | Yes | Against | Against |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | Advisory approval of Executive Compensation | | | | | |
|----------------------|-----|-----------|-----------|----------|---|---------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | | | | | | 4 | Advisory vote on frequency of advisory vote on executive compensation | Holder | Yes | 1 yr | N R |
| | | | | | | 5 | Approval of 2011 Omnibus Stock and Performance Incentive Plan | Holder | Yes | Against | Against |
| | | | | | | 6 | Gender expression non-discrimination | Holder | Yes | Against | For |
| | | | | | | 7 | Political Contributions | Holder | Yes | Against | For |
| | | | | | | 8 | Report on grassroots lobbying expenditures | Holder | Yes | Against | For |
| | | | | | | 9 | Accident risk mitigation | Holder | Yes | Against | For |
| | | | | | | 10 | Company environmental policy (Louisiana Wetlands). | Holder | Yes | Against | For |
| | | | | | | 11 | Greenhouse gas reduction targets | Holder | Yes | Against | For |
| | | | | | | 12 | Report on financial risks from climate change | Holder | Yes | Against | For |
| | | | | | | 13 | Canada oil slicks | Holder | Yes | Against | For |
| | | | | | | 14 | In its discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof | Holder | Yes | Against | For |
| Progress Energy, Inc | PGN | 743263105 | 5/11/2011 | 3/4/2011 | 1 | Election of fourteen (14) Directors | Issuer | Yes | For | For | |
| | | | | | | 2 | An advisory (nonbinding) vote to approve executive compensation | Issuer | Yes | Against | Against |
| | | | | | | 3 | To recommend by an advisory (nonbinding) vote the frequency of shareholder votes on executive compensation | Issuer | Yes | 1 yr | For |
| | | | | | | 4 | Ratification of the selection of Deloitte & Touche LLP as Progress Energy Inc's independent registered public accounting firm for 2011 | Issuer | Yes | For | For |
| Vectren Corporation | VVC | 92240G101 | 5/11/2011 | 3/9/2011 | 1 | Election of twelve (12) Directors | Issuer | Yes | For | For | |
| | | | | | | 2 | Approve the Vectren Corporation at risk | Issuer | Yes | For | For |

| | | | | | | | | | | |
|-----------|-----|-----------|-----------|----------|-----|------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | | | | | | compensation plan as amended and restated | | | | |
| | | | | | 3 | Approve a non-binding advisory resolution approving the compensation of the named executive officers | Issuer | Yes | For | For |
| | | | | | 4 | To provide by non-binding vote , the frequency of the non-binding shareholder vote to approve the compensation of the named executive officers | Issuer | Yes | 1 yr | Against |
| | | | | | 5 | Ratify the reappointment of Deloitte & Touche, LLP as the independent registered public accounting firm for Vectren for 2011 | Issuer | Yes | For | For |
| Total S.A | TOT | 89151E109 | 5/13/2011 | 4/5/2011 | 1 | Approval of parent company financial statements | Issuer | Yes | For | For |
| | | | | | 2 | Approval of consolidated financial statements | Issuer | Yes | For | For |
| | | | | | 3 | Allocation of earnings, declaration of dividend | Issuer | Yes | For | For |
| | | | | | 4 | Agreements covered by article L.225-38 of the French commercial code | Issuer | Yes | For | For |
| | | | | | 5 | Authorization for the board of directors to trade in shares of the company | Issuer | Yes | For | For |
| | | | | | 6 | Renewal of the appointment of director | Issuer | Yes | For | For |
| | | | | | 7 | Renewal of the appointment of director | Issuer | Yes | For | For |
| | | | | | 8 | Renewal of the appointment of director | Issuer | Yes | For | For |
| | | | | | 9 | Appointment of director | Issuer | Yes | For | For |
| | | | | | 10 | Appointment of director | Issuer | Yes | For | For |
| | | | | | E11 | Authorization to grant restricted shared in company to employees of group and to managers of company or other group companies | Issuer | Yes | For | For |
| | | | | | A | Amendment of article 9 of the company's articles of association, all as | Holler | Yes | Against | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | more fully described in the proxy statement | | | | |
|--------------------------------------------|----|-----------|-----------|-----------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| Philip Morris International Inc. | PM | 718172109 | 5/11/2011 | 3/15/2011 | 1 | Election of ten (10) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the selection of independent auditors | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote to approve executive compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on the frequency of future advisory votes on Executive Compensation | Issuer | Yes | 1 yr | For |
| | | | | | 5 | Stockholder proposal 1 - Food insecurity and tobacco use | Holder | Yes | Against | For |
| | | | | | 6 | Stockholder proposal 2 - Independent board chair | Holder | Yes | Against | For |
| Healthcare Realty Trust Incorporated | HR | 421946104 | 5/17/2011 | 3/17/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratify the appointment of BDO USA LLP as the company's independent registered public accounting firm | Issuer | Yes | For | For |
| | | | | | 3 | To approve the following resolution: resolved, that the shareholders of Healthcare realty Trust Incorporated approve, on a non-binding advisory basis, the compensation of the named executive officers as disclosed pursuant to item 402 of regulation S-K in the company's proxy statement for the 2011 annual meeting of shareholders | Issuer | Yes | Against | Against |
| | | | | | 4 | To recommend, by non-binding advisory vote, the frequency of executive compensation votes on an annual (1 year), biennial (2 years) or triennial (3 years) | Issuer | Yes | 1 yr | Against |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | basis | | | | | |
|-------------------|-----|-----------|-----------|-----------|---|-------------------------------------------------------------------------------------------|--------|-----|---------|---------|--|
| Firstenergy Corp. | FE | 337932107 | 5/17/2011 | 3/28/2011 | 1 | Election of thirteen (13) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Ratification of the appointment of the independent registered accounting firm | Issuer | Yes | For | For | |
| | | | | | 3 | Reduce the percentage of share required to call a special meeting of shareholder | Issuer | Yes | For | For | |
| | | | | | 4 | Approval of an advisory vote on executive compensation | Issuer | Yes | Against | Against | |
| | | | | | 5 | Recommend advisory vote on frequency of future votes on executive compensation | Issuer | Yes | 1 yr | For | |
| | | | | | 6 | Shareholder proposal: Report on coal combustion waste | Holder | Yes | Against | For | |
| | | | | | 7 | Shareholder proposal: Lower percentage required for shareholder action by written consent | Holder | Yes | For | Against | |
| | | | | | 8 | Shareholder proposal: Adopt a majority vote standard for the election of directors | Holder | Yes | For | Against | |
| | | | | | 9 | Shareholder proposal: Report on financial risks of reliance on coal | Holder | Yes | Against | For | |
| PPL Corporation | PPL | 69351T106 | 5/18/2011 | 2/28/2011 | 1 | Election of ten (10) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Approval of short term incentive plan | Issuer | Yes | Against | Against | |
| | | | | | 3 | Ratification of the appointment of independent registered accounting firm | Issuer | Yes | For | For | |
| | | | | | 4 | Advisory vote on executive compensation | Issuer | Yes | Against | Against | |
| | | | | | 5 | Advisory vote on the frequency of future executive compensation votes | Issuer | Yes | 1 yr | For | |
| | | | | | 6 | Shareholder proposal - Director election majority vote standard proposal | Holder | Yes | For | Against | |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | |
|---------------------|-----|-----------|-----------|-----------|---|----------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | | | | | 7 | Shareholder proposal - Special shareholder meetings | Holder | Yes | For | Against |
| OGE Energy Corp | OGE | 670837103 | 5/19/2011 | 3/21/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Amendment of the restated certificate of incorporation to increase the number of authorized shares of common stock from 125,000,000 to 225,000,000 | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on the frequency of advisory votes on executive compensation | Issuer | Yes | 1 yr | For |
| | | | | | 5 | Ratification of the appointment of Ernst & Young LLP s the company's principal independent accountants for 2011 | Issuer | Yes | For | For |
| Westar Energy, Inc. | WR | 95709T100 | 5/19/2011 | 3/21/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For |
| | | | | | 2 | To provide an advisory vote on executive compensation | Issuer | Yes | For | For |
| | | | | | 3 | To provide an advisory vote on the frequency of advisory votes on executive compensation | Issuer | Yes | 1 yr | For |
| | | | | | 4 | To approve an amendment to our long term incentive and share award plan and approve the material terms of the performance goals under the plan | Issuer | Yes | For | For |
| | | | | | 5 | To approve an amendment to our restated articles of incorporation to increase our authorized shares of common stock | Issuer | Yes | For | For |
| | | | | | 6 | To ratify the appointment of Deloitte & Touche LLP as our independent | Issuer | Yes | For | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | registered public accounting firm for 2011 | | | | | |
|-------------------------|-----|-----------|-----------|-----------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|--|
| Altria Group, Inc | MO | 02209S103 | 5/19/2011 | 3/28/2011 | 1 | Election of nine (9) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Ratification of the selection of independent registered public accounting firm | Issuer | Yes | For | For | |
| | | | | | 3 | Advisory vote on the compensation of the company's named executive officers | Issuer | Yes | Against | Against | |
| | | | | | 4 | Advisory vote on the frequency of the future advisory votes on the compensation of the company's executive officers | Issuer | Yes | 1 yr | N R | |
| | | | | | 5 | Shareholder proposal - Address concerns regarding tobacco flavoring | Holder | Yes | Against | For | |
| Nextera Energy, Inc. | NEE | 65339F101 | 5/20/2011 | 3/22/2011 | 1 | Election of thirteen (13) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Ratification of appointment of Deloitte & Touche LLP as independent registered public accounting firm for 2011 | Issuer | Yes | For | For | |
| | | | | | 3 | Approval of the Nextera Energy, Inc. 2011 long term incentive plan | Issuer | Yes | Against | Against | |
| | | | | | 4 | Approval, by non-binding advisory vote, of the Nextera Energy's compensation of its named executive officers as disclosed in the proxy statement | Issuer | Yes | Against | Against | |
| | | | | | 5 | Non-binding advisory vote on whether Nextera Energy should hold a non-binding shareholder advisory vote to approve Nextera Energy's compensation of its named executive officers every 1, 2, or 3 years | Issuer | Yes | 1 yr | For | |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | |
|--------------------------|-----|-----------|-----------|-----------|---|--------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| Merck & Co., Inc. | MRK | 58933Y105 | 5/24/2011 | 3/25/2011 | 1 | Election of eighteen (18) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the appointment of the Company's independent registered public accounting firm for 2011 | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on the frequency of future votes on executive compensation | Issuer | Yes | 1 yr | Against |
| Oneck, Inc. | OKS | 682680103 | 5/25/2011 | 3/28/2011 | 1 | Election of eleven (11) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of Pricewaterhousecoopers LLP as the independent registered public accounting firm for year ending December 31, 2011 | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on the frequency of holding the advisory vote on executive compensation | Issuer | Yes | 1yr | For |
| Southern Company, The | SO | 842587107 | 5/25/2011 | 3/28/2011 | 1 | Election of thirteen (13) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of the appointment of Deloitte & Touch LLP as the company's independent registered public accounting firm on executive compensation | Issuer | Yes | For | For |
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on the frequency of vote on executive compensation | Issuer | Yes | 1 yr | For |
| | | | | | 5 | Approval of omnibus incentive compensation plan | Issuer | Yes | Against | Against |
| | | | | | 6 | Stockholder proposal on coal combustion byproducts | Issuer | Yes | Against | Against |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | environmental report | | | | | |
|-------------------------------------|--------------|-----------|-----------|-----------|---|---------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|--|
| Blank Hills Corporation | BKH | 092113109 | 5/25/2011 | 4/5/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Ratify the appointment of Deloitte & Touch LLP to serve as Blank Hills Corporation's independent registered public accounting firm for 2011 | Issuer | Yes | For | For | |
| | | | | | 3 | Approve the advisory resolution on executive compensation | Issuer | Yes | Against | Against | |
| | | | | | 4 | Approve holding the advisory vote on executive compensation every one, two or three years, as indicated | Issuer | Yes | 1 yr | For | |
| Gabelli Dividend & Income Trust-PFD | GDV SERIES T | 36242H302 | 6/2/2011 | 3/21/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Shareholder proposal to eliminate the fund's classified board structure | Holder | Yes | For | Against | |
| Wal-Mart Stores, Inc. | WMT | 931142103 | 6/3/2011 | 4/6/2011 | 1 | Election of thirteen (15) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Ratification of Ernst & Young LLP as independent accountants | Issuer | Yes | For | For | |
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | Against | Against | |
| | | | | | 4 | Advisory vote on the frequency of future advisory votes on executive compensation | Issuer | Yes | 1 yr | For | |
| | | | | | 5 | Gender identity non-discrimination policy | Holder | Yes | Against | For | |
| | | | | | 6 | Political contributions report | Holder | Yes | Against | For | |
| | | | | | 7 | Special shareowner meetings | Holder | Yes | For | Against | |
| | | | | | 8 | Require suppliers to publish annual sustainability report | Holder | Yes | Against | For | |
| | | | | | 9 | Climate change risk disclosure | Holder | Yes | Against | For | |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | |
|----------------------|-----|-----------|-----------|-----------|----|------------------------------------------------------------------------------------|--------|-----|---------|---------|
| Buckeye Partners, LP | BPL | 118230101 | 6/7/2011 | 4/8/2011 | 1 | Election of three (3) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of Deloitte & Touch LLP | Issuer | Yes | For | For |
| | | | | | 3 | Advisory resolution on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on the frequency of future advisory votes on executive compensation | Issuer | Yes | 1 yr | Against |
| Caterpillar Inc. | CAT | 149123101 | 6/8/2011 | 4/11/2011 | 1 | Election of fifteen (15) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratify the appointment of independent registered public accounting firm for 2011 | Issuer | Yes | For | For |
| | | | | | 3 | Approve amended and restated Caterpillar, Inc. executive short term incentive plan | Issuer | Yes | Against | Against |
| | | | | | 4 | Advisory vote on executive compensation | Issuer | Yes | Against | Against |
| | | | | | 5 | Advisory vote on the frequency of executive compensation votes | Issuer | Yes | 1 yr | For |
| | | | | | 6 | Stockholder proposal - report on political contributions and expenses | Holder | Yes | Against | For |
| | | | | | 7 | Stockholder proposal - executives to retain significant stock | Holder | Yes | Against | For |
| | | | | | 8 | Director election majority vote standard | Holder | Yes | For | Against |
| | | | | | 9 | Stockholder proposal - special stockholder meetings | Holder | Yes | For | Against |
| | | | | | 10 | Stockholder proposal - independent chairman of the board | Holder | Yes | Against | For |
| | | | | | 11 | Stockholder proposal - review global corporate standards | Holder | Yes | Against | For |
| | | | | | 12 | Stockholder proposal - death benefits policy | Holder | Yes | Against | For |
| W.P. Carey & Co. | WPC | 92930Y107 | 6/16/2011 | 4/19/2011 | 1 | Election of fourteen (14) Directors | Issuer | Yes | For | For |
| | | | | | 2 | Ratification of appointment of | Issuer | Yes | For | For |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | | | | | | |
|-------------------------------------------|-----|-----------|-----------|-----------|---|------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|--|
| | | | | | | Pricewaterhousecoopers LLP as the company's independent registered accounting firm for 2011 | | | | | |
| | | | | | 3 | To approve the advisory resolution on executive compensation | Issuer | Yes | Against | Against | |
| | | | | | 4 | To approve holding an advisory vote on executive compensation every one, two or three years as indicated | Issuer | Yes | 1 yr | Against | |
| Penn Virginia Resource Partners, LP | PVR | 707884102 | 6/22/2011 | 4/26/2011 | 1 | Election of nine (9) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | To approve by advisory (non-binding) vote, executive compensation | Issuer | Yes | For | For | |
| | | | | | 3 | To recommend by advisory (Non-binding) vote, the frequency of future advisory votes on executive compensation | Issuer | Yes | 1yr | For | |
| American Express Company | AXP | 025816109 | 5/2/2011 | 3/4/2011 | 1 | Election of thirteen (13) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Ratification of appointment of Pricewaterhousecoopers LLP as independent registered public accounting firm for 2011 | Issuer | Yes | For | For | |
| | | | | | 3 | Advisory vote on executive compensation | Issuer | Yes | Against | Against | |
| | | | | | 4 | Advisory vote on frequency of executive compensation vote | Issuer | Yes | 1 yr | For | |
| | | | | | 5 | Shareholder proposal relating to cumulative voting for directors | Holder | Yes | Against | For | |
| | | | | | 6 | Shareholder proposal relating to the calling of special shareholder meetings | Holder | Yes | For | Against | |
| Great Plains Energy Incorporated | GXP | 391164100 | 5/3/2011 | 2/22/2011 | 1 | Election of ten (10) Directors | Issuer | Yes | For | For | |
| | | | | | 2 | Advisory vote on executive compensation | Issuer | Yes | Against | Against | |
| | | | | | 3 | | Issuer | Yes | 1 yr | For | |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| | | | | | | To recommend by advisory (Non-binding) vote, the frequency of future advisory votes on executive compensation | | | | | |
|--------------------------------------|-----|-----------|-----------|-----------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|---------|---------|
| | | | | | | 4 | Approval of the amended long-term incentive plan | Issuer | Yes | Against | Against |
| | | | | | | 5 | Ratification of appointment of Deloitte & Touche LLP as the company's independent registered public accountants for 2011 | Issuer | Yes | For | For |
| The Empire District Electric Company | EDE | 291641108 | 4/28/2011 | 3/1/2011 | 1 | Election of four (4) Directors | Issuer | Yes | For | For | |
| | | | | | | 2 | Advisory vote on executive compensation | Issuer | Yes | For | For |
| | | | | | | 3 | To recommend by advisory (Non-binding) vote, the frequency of future advisory votes on executive compensation | Issuer | Yes | 1 yr | For |
| | | | | | | 4 | Approval of the amended long-term incentive plan | Issuer | Yes | For | For |
| AGL Resources Inc. | AGL | 001204106 | 6/14/2011 | 4/18/2011 | 1 | To approve the issuance of shares of AGL Resources Inc. common stock as contemplated by the agreement and plan of merger, dated as of December 6, 2010, among AGL Resources Inc., Apollo Acquisition Corp., Ottawa Acquisition LLC and Nicor Inc. | Issuer | No | NA | NA | |
| | | | | | | 2 | To approve an amendment to AGL Resources Inc.'s amended and restated articles of incorporation to increase the number of directors that may serve on AGL Resources Inc.'s board of directors from 15 to 16 directors. | Issuer | No | NA | NA |
| | | | | | | 3 | | Issuer | No | NA | NA |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

To adjourn the special meeting if necessary to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the issuance of shares and/or the amendment to the amended and restated articles of incorporation.

| | | | | | | | | | | |
|------------|-----|-----------|-----------|-----------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|----|----|----|
| Nicor Inc. | GAS | 654086107 | 6/14/2011 | 4/18/2011 | 1 | To approve the agreement and plan of merger, dated as of December 6, 2010, by and among AGL Resources Inc., Apollo Acquisition Corp., Ottawa Acquisition LLC and Nicor Inc. | Issuer | No | NA | NA |
| | | | | | 2 | To adjourn the special meeting, if necessary and appropriate. | Issuer | No | NA | NA |
| Nicor Inc. | GAS | 654086107 | 6/14/2011 | 4/18/2011 | 1 | Election of thirteen (13) directors | Issuer | No | NA | NA |
| | | | | | 2 | Non-binding advisory vote to approve the compensation of Nicor's named executive officers as disclosed in the accompanying proxy statement | Issuer | No | NA | NA |
| | | | | | 3 | Non-binding advisory vote on the frequency of a stockholder vote on the compensation of Nicor's named executive officers. | Issuer | No | NA | NA |
| | | | | | 4 | Ratification of appointment of Deloitte & Touche LLP as Nicor's independent registered public accounting firm for 2011 | Issuer | No | NA | NA |

SIGNATURE

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: /s/ Stephen C.
Miller
Stephen C.
Miller
President
(Principal
Executive
Officer)

Date: August 31, 2011

