

BOULDER GROWTH & INCOME FUND  
Form N-PX  
August 31, 2010

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, 2009 – June 30, 2010

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, 2009 to June 30, 2010

Name of Issuer	Ticker Symbol	CUSIP	Shareholder Meeting Date	Record Date	Proposal Number	Description of Matter to be Voted On	Matter Proposed by Issuer or Holder	Vote Cast (Yes or Abstain)	Vote (For or Against)	For or Against Management
Procter & Gamble Company, The	PG	742718109	10/13/2009	8/14/2009	1	Election of thirteen (13) Directors	Issuer	Yes	For	For
					2	Ratify Appointment of Independent Accounting Firm	Issuer	Yes	For	For
					3	Amend the Company's Code of Regulations	Issuer	Abstain	Abstain	Abstain
					4	Approve Procter & Gamble 2009 Stock and Incentive Plan	Issuer	Yes	Against	Against
					5	Cumulative Voting	Holder	Yes	Against	For
					6	Advisory Vote on Executive Compensation	Holder	Yes	Against	For
Advent Claymore Global Conv SEC & IN W7	AGC SERIES W	007639305	9/29/2009	8/24/2009	1	Election of two (2) Class III Trustees	Issuer	Yes	Against	Against
Cohen & Steers Advantage Income Realty	RLF	19247W102	10/22/2009	7/30/2009	1	Approve Merger of Advantage Income Realty Fund, Inc. with and into Quality Income Realty Fund, Inc.	Issuer	Yes	Against	Against
Cohen & Steers Prem Inc Rlty-Com	RPF	19247V104	10/22/2009	7/30/2009	1	Approve Merger of Premium Income Realty Fund, Inc. with and into Quality Income	Issuer	Yes	Against	Against

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					Realty Fund, Inc. (RQI)					
Cohen & Steers Quality Inc. Rlty-Common	RQI	19247L106	10/22/2009	7/30/2009	1a	Approve Merger of Advantage Income Realty Fund, Inc. (RLF) with and into Quality Income Realty Fund, Inc. (RQI)	Issuer	Yes	Against	Against
					1b	Merger of Premium Income Realty Fund, Inc. (RPF) with and into Quality Income Realty Fund, Inc. (RQI)	Issuer	Yes	Against	Against
					1c	To Approve, the Merger of Worldwide Realty Income Fund, Inc. (RWF) with and into Quality Income Realty Fund, Inc. (RQI)	Issuer	Yes	Against	Against
					2	Approve an amendment to RQI's Charter to Increase the Number of authorized Shares of RQI's Capital Stock	Issuer	Yes	Against	Against
					3a	Approve the Fundamental Policy changes for RQI: Changing from Fundamental to Non-fundamental the Fund's Investment Restriction Prohibiting Fund from Investing more than 10% of its Managed Assets in Debt Securities Issued or Guaranteed by Real Estate Companies.	Issuer	Yes	Against	Against
					3b		Issuer	Yes	Against	Against

							Approve the Fundamental Policy changes for RQI: Changing from Fundamental to Non-fundamental the Fund's Investment Restriction Prohibiting Fund from Investing more than 20% of its Managed Assets in Preferred Stock or Debt Securities,.				
					3c		Approve the Fundamental Policy changes for RQI, all as More Fully Described in the Proxy Statement	Issuer	Yes	Against	Against
Cohen & Steers REIT & Utility Fund	RTU	19247Y108	10/22/2009	7/30/2009	1		Approve merger of REIT and Utility Income Fund, Inc. with Select Utility Fund, Inc.	Issuer	Yes	Against	Against
Cohen & Steers Select Utility Fund	UTF	19248A109	10/22/2009	7/30/2009	1		Approve merger of REIT and Utility Income Fund, Inc. with Select Utility Fund, Inc.	Issuer	Yes	Against	Against
					2		Approve amendment to UTF's charter to increase the number of authorized shares of UTF's capital stock	Issuer	Yes	Against	Against
					3		Approve changing UTF's Investment Objective	Issuer	Yes	Against	Against
Cohen & Steers Worldwide Realty Inc.	RWF	19248J100	10/22/2009	7/30/2009	1		Approve merger of Worldwide Realty Income Fund, Inc. with Quality	Issuer	Yes	Against	Against

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Income Realty  
Fund, Inc.

Diageo PLC	DEO	25243Q205	10/14/2009	9/4/2009	1	Report & Accounts	Issuer	Yes	For	For
					2	Director's remuneration report	Issuer	Yes	For	For
					3	Declaration of final dividend	Issuer	Yes	For	For
					4	Re-election of LM Danon	Issuer	Yes	For	For
					5	Re-election of Lord Hollick	Issuer	Yes	For	For
					6	Re-election of PS Walsh	Issuer	Yes	For	For
					7	Election of PB Bruzelius	Issuer	Yes	For	For
					8	Election of BD Holden	Issuer	Yes	For	For
					9	Re-appointment of auditor	Issuer	Yes	For	For
					10	Remuneration of auditor	Issuer	Yes	For	For
					11	Authority to allot shares	Issuer	Yes	For	For
					12	Disapplication of pre-emption rights	Issuer	Yes	For	For
					13	Authority to purchase own ordinary shares	Issuer	Yes	For	For
					14	Authority to make political donations	Issuer	Yes	For	For
					15	Adopt discretionary incentive plan	Issuer	Yes	For	For
					16	Adopt executive long term incentive plan	Issuer	Yes	For	For
					17	Adopt International Sharematch Plan	Issuer	Yes	For	For
					18	Authority to establish International share plans	Issuer	Yes	For	For
					19	Adopt Irish Sharesave Plan	Issuer	Yes	For	For
					20	Amend Executive Share Option Plan	Issuer	Yes	For	For
					21	Amend 2008 Senior Executive Share Option Plan	Issuer	Yes	For	For

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					22	Amendments to the Senior Executive Share Option Plan	Issuer	Yes	For	For
					23	Reduced notice of a general meeting other than an annual general meeting	Issuer	Yes	For	For
					24	Adopt articles of association	Issuer	Yes	For	For
Dreyfus Treas & Agncy Cash Mgmt-Inst SH	DTRXX	261908107	11/16/2009	9/4/2009	1A	Approve changes to fundamental policies & investment restrictions re borrowing	Issuer	Yes	For	For
					1B	Approve changes to fundamental policies & investment restrictions re Lending	Issuer	Yes	For	For
					2B	Approve changes to fundamental policies & investment restrictions, permit investment in other investment companies	Issuer	Yes	For	For
First American Corporation	FAF	318522307	12/8/2009	10/12/2009	1	Election of eighteen (18) Directors	Issuer	Yes	For	For
					2	Reincorporation	Issuer	Yes	For	For
					3	PWC as accountants	Issuer	Yes	For	For
Berkshire Hathaway Inc., Class A	BRK/A	084670108	1/20/2010	11/30/2009	1	Amend certificate of Incorporation	Issuer	Yes	For	For
					2	Class B 50-for a Split	Issuer	Yes	For	For
					3	Change par value of each share of class B common stock	Issuer	Yes	For	For
					4		Issuer	Yes	For	For

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					5	Increase B common stock Remove requirement to issue physical stock certificates	Issuer	Yes	For	For
Berkshire Hathaway Inc., Class B	BRK/B	084670207	1/20/2010	11/30/2009	1	Amend certificate of Incorporation	Issuer	Yes	For	For
					2	Class B 50-for a Split	Issuer	Yes	For	For
					3	Change Par value of each share of class B common stock	Issuer	Yes	For	For
					4	Increase B common stock	Issuer	Yes	For	For
					5	Remove requirement to issue physical stock certificates	Issuer	Yes	For	For
Advent Claymore Global Conv Sec & In W7	AGC SERIES W	007639305	1/12/2010	11/13/2009	1	Approve investment advisory agreement	Issuer	Abstain	Abstain	Abstain
Laclede Group, Inc.	LG	505597104	1/28/2010	12/1/2009	1	Election of one (1) director	Issuer	Yes	For	For
					2	D & T, LLP as accountants	Issuer	Yes	For	For
Atmos Energy Corporation	ATO	049560105	2/3/2010	12/10/2009	1	Election of five (5) directors	Issuer	Yes	For	For
					2	Amend articles of incorporation to eliminate the classification of the Board of Directors	Issuer	Yes	For	For
					3	Ratify Ernst & Young as accountants	Issuer	Yes	For	For
Becton, Dickinson and Company	BDX	075887109	2/2/2010	12/11/2009	1	Election of eight (8) directors	Issuer	Yes	For	For
					2	Ratification of independent public accounting firm	Issuer	Yes	For	For
					3		Issuer	Yes	Against	Against

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						By-law amendment re special shareholder meetings				
						Amendment to the 2004 employee and director equity-based compensation plan	Issuer	Yes	Against	Against
					4	Approval of material terms of performance goals	Issuer	Yes	Against	Against
					5	majority voting	Holder	Yes	For	Against
					6	cumulative voting	Holder	Yes	For	Against
					7					
Piedmont Natural Gas Company	PNY	720186105	2/26/2010	12/28/2009	1	Election of four (4) directors	Issuer	Yes	For	For
					2	D & T as accountants	Issuer	Yes	For	For
					3	Amend to employee stock purchase plan to increase the number of shares authorized under the plan	Issuer	Yes	Against	Against
WGL Holdings, Inc.	WGL	92924F106	3/4/2010	1/4/2010	1	Election of eight (8) directors	Issuer	Yes	For	For
					2	D & T, LLP as accountants	Issuer	Yes	For	For
					3	Director's compensation plan	Issuer	Yes	Against	Against
					4	Cumulative voting for election of directors	Issuer	Yes	For	For
Franklin Resources, Inc	BEN	354613101	3/16/2010	1/19/2010	1	Election of twelve (12) directors	Issuer	Yes	For	For
					2	PWC LLP as accountants	Issuer	Yes	For	For
					3	Approve Amendment and restatement of the Company's 2002 Universal Stock Incentive Plan	Issuer	Yes	Against	Against
F&C/Claymore PFD SEC	FFC	338478100	4/22/2010	1/22/2010	1	Election of two (2) directors	Issuer	Yes	For	For

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Income Fund

F&C/Claymore

Total Return Fund - Common	FLC	338479108	4/22/2010	1/22/2010	1	Election of two (2) directors	Issuer	Yes	For	For
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AGL Resources Inc.

AGL	001204106	4/27/2010	2/16/2010	1	Election of three (3) directors	Issuer	Yes	For	For
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2	Eliminate Classification of the Board of Directors	Issuer	Yes	For	For
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3	PWC LLP as accountants	Issuer	Yes	For	For
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Magellan

Midstream Partners, LP	MMP	559080106	4/21/2010	2/22/2010	1	Election of three (3) directors	Issuer	Yes	For	For
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Nicor, Inc.

GAS	654086107	4/22/2010	2/22/2010	1	Election of thirteen (13) directors	Issuer	Yes	For	For
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2	D & T, LLP as accountants	Issuer	Yes	For	For
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Centerpoint Energy, Inc.

CNP	15189T107	4/22/2010	2/22/2010	1	Election of nine (9) directors	Issuer	Yes	For	For
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2	D & T, LLP as accountants	Issuer	Yes	For	For
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Johnson & Johnson

JNJ	478160104	4/22/2010	2/23/2010	1	Election of ten (10) directors	Issuer	Yes	For	For
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2	PWC LLP as accountants	Issuer	Yes	For	For
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3	Executive Compensation	Holder	Yes	Against	For
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4	Special shareholder meetings	Holder	Yes	For	Against
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American Express Company

AXP	025816109	4/26/2010	2/26/2010	1	Election of twelve (12) directors	Issuer	Yes	For	For
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2	PWC LLP as accountants	Issuer	Yes	For	For
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3	Executive Compensation	Issuer	Yes	Against	Against
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Empire District Electric Company

EDE	291641108	4/29/2010	3/1/2010	1	Election of three (3) directors	Issuer	Yes	For	For
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2	PWC LLP as accountants	Issuer	Yes	For	For
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Teco Energy Inc	TE	872375100	5/5/2010	2/25/2010	1	Election of three (3) directors	Issuer	Yes	For	For
					2	PWC LLP as accountants	Issuer	Yes	For	For
					3	Equity Incentive Plan	Issuer	Yes	For	For
					4	EEO Policy	Holder	Yes	Against	For
Pfizer, Inc.	PFE	717081103	4/22/2010	2/23/2010	1	Election of fifteen (15) directors	Issuer	Yes	For	For
					2	Ratify KPMG as accountants	Issuer	Yes	For	For
					3	Executive Compensation	Issuer	Yes	For	For
					4	Reduce percentage of share required for shareholders to call special meetings	Issuer	Yes	For	For
					5	Stock options	Holder	Yes	Against	For
American Electric Power Company, Inc.	AEP	025537101	4/27/2010	3/1/2010	1	Election of thirteen (13) directors	Issuer	Yes	For	For
					2	Amendments to the long-term incentive plan	Issuer	Yes	Against	Against
					3	D & T as accountants	Issuer	Yes	For	For
Bershire Hathaway Inc. A	BRK/A	084670108	05/01/10	3/3/2010	1	Election of twelve (12) directors	Issuer	Yes	For	For
Bershire Hathaway Inc. B	BRK/B	084670702	5/1/2010	3/3/2010	1	Election of twelve (12) directors	Issuer	Yes	For	For
Progress Energy, Inc.	PGN	743263105	5/12/2010	3/5/2010	1	Election of fourteen (14) directors	Issuer	Yes	For	For
					2	D & T LLP as accountants	Issuer	Yes	For	For
					3	"hold-into retirement" policy	Holder	Yes	Against	For
Allegheny Energy, Inc.	AYE	017361106	5/20/2010	3/5/2010	1	Election of ten (10) directors	Issuer	Yes	For	For
					2	D & T LLP as auditor	Issuer	Yes	For	For

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					3	Independent Chairman	Holder	Yes	Against	For
						Election of three (3) directors	Issuer	Yes	For	For
Nstar	NST	67019E107	5/6/2010	3/8/2010	1	PWC LLP as accountants	Issuer	Yes	For	For
					2			Yes	For	For
						Receive and Adopt Director's Report and Financial Statements	Issuer	Yes	For	For
Glaxosmithkline PLC	GSK	37733W105	5/6/2010	3/9/2010	1			Yes	For	For
					2	Approve remuneration Report	Issuer	Yes	For	For
					3	Elect Dr. S. Burns as Director	Issuer	Yes	For	For
					4	Elect Mr. J. Heslop as Director	Issuer	Yes	For	For
					5	Elect Sir D. Maughan as director	Issuer	Yes	For	For
					6	Elect Dr. D. Podolsky as Director	Issuer	Yes	For	For
					7	Elect Sir R. Wilson as Director	Issuer	Yes	For	For
					8	Re-appoint Auditors	Issuer	Yes	For	For
					9	Remuneration of Auditors	Issuer	Yes	For	For
					10	Approve political Donations	Issuer	Yes	Against	Against
					11	Authority to allot shares	Issuer	Yes	For	For
					12	Disapplication of pre-emption rights	Issuer	Yes	Against	Against
					13	Authority for company to purchase its own shares	Issuer	Yes	For	For
					14	Exemption from statement of senior statutory Auditor's name	Issuer	Yes	For	For
					15	Reduce notice of general meeting other than an AGM	Issuer	Yes	For	For
					16	Adopt new Articles of Association	Issuer	Yes	For	For

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UIL Holdings Corporation	UIL	902748102	5/11/2010	3/10/2010	1	Election of ten (10) directors	Issuer	Yes	For	For
					2	PWC LLP as accountants	Issuer	Yes	For	For
Health Care REIT, Inc.	HCN	42217K106	5/6/2010	3/11/2010	1	Election of three (3) directors	Issuer	Yes	For	For
					2	Ernst & Young, LLP as accountants	Issuer	Yes	For	For
3M Company	MMM	88579Y101	5/11/2010	3/12/2010	1	Election of ten (10) directors	Issuer	Yes	For	For
					2	PWC LLP as accountants	Issuer	Yes	For	For
					3	Approve long-term incentive plan and approve expanded performance criteria	Issuer	Yes	Against	Against
					4	Special meetings	Holder	Yes	For	Against
Allethe, Inc.	ALE	018522300	5/11/2010	3/12/2010	1	Election of twelve (12) directors	Issuer	Yes	For	For
					2	PWC LLP as accountants	Issuer	Yes	For	For
					3	Change vote required for the election of directors	Issuer	Yes	For	For
					4	Executive long-term incentive compensation plan	Issuer	Yes	Against	Against
Conoco Phillips	COP	20825C104	5/12/2010	3/15/2010	1	Election of twelve (12) directors	Issuer	Yes	For	For
					2	Ernst & Young LLP as accountants	Issuer	Yes	For	For
					3	Board risk Management oversight	Holder	Yes	Against	For
					4	Greenhouse Gas Reduction	Holder	Yes	Against	For
					5	Oil Sands Drilling	Holder	Yes	Against	For
					6	Louisiana Wetlands	Holder	Yes	Against	For
					7	Financial Risks of Climate Change	Holder	Yes	Against	For
					8	Toxic Pollution report	Holder	Yes	Against	For
					9	Gender Expression non-discrimination	Holder	Yes	Against	For

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					10	Political Contributions	Holder	Yes	Against	For
Gabelli Dividend & Income Trust-PFD B	GDV SERIES T	36242H302	5/17/2010	3/15/2010	1	Election of three (3) directors	Issuer	Yes	For	For
Philip Morris International, Inc.	PM	718172109	5/12/2010	3/16/2010	1	Election of ten (10) directors	Issuer	Yes	For	For
					2	Independent Auditors	Issuer	Yes	For	For
					3	Food Insecurity and Tobacco use	Holder	Yes	Against	For
					4	Create Human Rights Protocols for company and suppliers	Holder	Yes	Against	For
Nationwide Health Properties, Inc.	NHP	638620104	5/4/2010	3/17/2010	1	Election of three (3) directors	Issuer	Yes	For	For
					2	Ernst & Young LLP as accountants	Issuer	Yes	For	For
					3	Performance Incentive Plan	Issuer	Yes	Against	Against
Scana Corporation	SCG	80589M102	5/6/2010	3/17/2010	1	Election of three (3) directors	Issuer	Yes	For	For
					2	Equity compensation plan	Issuer	Yes	Against	Against
					3	Accounting firm	Issuer	Yes	For	For
Vectren Corporation	VVC	92240G101	5/19/2010	3/17/2010	1	Election of twelve (12) directors	Issuer	Yes	For	For
					2	D & T LLP as accountants	Issuer	Yes	For	For
					3	Executive compensation	Holder	Yes	For	Against
Alliant Energy Corporation	LNT	018802108	5/20/2010	3/18/2010	1	Election of four (4) directors	Issuer	Yes	For	For
					2	Omnibus incentive plan	Issuer	Yes	For	For
					3	D & T LLP as accountants	Issuer	Yes	For	For
Cohen & Steers Infrastructure Fund, Inc.	UTF	19248A109	5/13/2010	3/19/2010	1	Election of three (3) directors	Issuer	Yes	For	For

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First American Corporation	FAF	318522307	5/18/2010	3/22/2010	1	Election of seventeen (17) directors	Issuer	Yes	For	For
					2	Reincorporation under the laws of Delaware	Issuer	Yes	For	For
					3	Approve amendments to articles of incorporation to decrease Directors to 7 - 13	Issuer	Yes	For	For
					4	Amend articles of incorporation to change name to Corelogic, Inc	Issuer	Yes	For	For
					5	PWC LLP as accountants	Issuer	Yes	For	For
OGE Energy Corp.	OGE	670837103	5/20/2010	3/22/2010	1	Election of three (3) directors	Issuer	Yes	For	For
					2	Amend Certificate of Incorporation and by-laws	Issuer	Yes	For	For
					3	Ernst & Young as Accountants	Issuer	Yes	For	For
Oneok, Inc.	OKE	682680103	5/20/2010	3/22/2010	1	Election of twelve (12) directors	Issuer	Yes	For	For
					2	PWC LLP as accountants	Issuer	Yes	For	For
Westar Energy, Inc.	WR	95709T100	5/20/2010	3/22/2010	1	Election of two (2) directors	Issuer	Yes	For	For
					2	D & T LLP as accountants	Issuer	Yes	For	For
FPL Group, Inc.	FPL	302571104	5/21/2010	3/22/2010	1	Election of twelve (12) directors	Issuer	Yes	For	For
					2	D & T LLP as accountants	Issuer	Yes	For	For
					3	Change name to Nextera Energy, Inc.	Issuer	Yes	For	For
Southern Company, The	SO	842587107	5/26/2010	3/30/2010	1	Election of eleven (11) directors	Issuer	Yes	For	For
					2	D & T LLP as accountants	Issuer	Yes	For	For
					3		Issuer	Yes	For	For

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						Amend bye-laws re Majority voting and cumulative voting				
					4	Amend Certificate of incorporation re cumulative voting	Issuer	Yes	Against	Against
					5	Increase shares of common stock	Issuer	Yes	Against	Against
					6	Climate change environmental report	Holder	Yes	Against	For
					7	Coal combustion byproducts environmental report	Holder	Yes	Against	For
Fidelity National Financial, Inc.	FNF	31620R105	5/27/2010	3/30/2010	1	Election of four (4) directors	Issuer	Yes	For	For
					2	KPMG LLP as accountants	Issuer	Yes	For	For
Black Hills Corporation	BKH	092113109	5/25/2010	4/6/2010	1	Election of three (3) directors	Issuer	Yes	For	For
					2	D & T LLP as accountants	Issuer	Yes	For	For
					3	Approve amendment to Omnibus incentive plan	Issuer	Yes	Against	Against
Caterpillar, Inc.	CAT	149123101	6/9/2010	4/12/2010	1	Election of five (5) directors	Issuer	Yes	For	For
					2	Ratify auditors	Issuer	Yes	For	For
					3	Amend 2006 long-term incentive plan	Issuer	Yes	Against	Against
					4	Amend articles and bylaws to declassify Board	Issuer	Yes	For	For
					5	Amend articles and bylaws to eliminate supermajority vote requirements	Issuer	Yes	For	For
					6	Independent Chairman of the Board	Holder	Yes	Against	For
					7	Review global corporate standards	Holder	Yes	Against	For
					8	Special stockholder meetings	Holder	Yes	For	Against

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W.P. Carey & Co.	WPC	92930Y107	6/10/2010	4/14/2010	1	Election of twelve (12) directors	Issuer	Yes	For	For
					2	PWC LLP as accountants	Issuer	Yes	For	For
Great Plains Energy Incorporated	GXP	391164100	5/4/2010	2/23/2010	1	Election of ten (10) directors	Issuer	Yes	For	For
					2	Ratify Deloitte & Touche LLP as auditors	Issuer	Yes	For	For
Neuberger Berman R/E SEC Income-PDF A	NRO SERIES M	64190A202	6/1/2010	4/1/2010	1	Election of five (5) directors	Issuer	Did Not Vote	N/A	N/A

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, 2010

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