BOULDER GROWTH & INCOME FUND
Form DEF 14A
April 08, 2009

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. ___)

Filed by Registrant [X]
Filed by a Party other than the Registrant [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement
[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
[ ] Definitive Proxy Statement
[ ] Definitive Additional Materials
[X] Soliciting Material Pursuant to Sec. 240.14a-12

BOULDER TOTAL RETURN FUND, INC.
BOULDER GROWTH & INCOME FUND, INC.
(Name of Registrant as Specified In Its Charter)

Stephen C. Miller, Esq.
2344 Spruce Street, Suite A
Boulder, Colorado 80302
(303) 444-5483
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

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

1) Title of each class of securities to which transactions applies:

2) Aggregate number of securities to which transaction applies:

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

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

[ ] Fee paid previously with preliminary materials.

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

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:
3) Filing Party:
4) Date Filed:

BOULDER TOTAL RETURN FUND, INC.
BOULDER GROWTH & INCOME FUND, INC.

2344 Spruce Street, Suite A
Boulder, CO 80302

We recently sent you proxy materials regarding the Joint Annual Meeting of Stockholders of Boulder Total Return Fund, Inc. and Boulder Growth & Income Fund, Inc. (the "Funds") scheduled to be held on April 24, 2009. Our records indicate that we have not received your vote. We urge you to vote as soon as possible so we can obtain a sufficient number of votes to hold the meeting. By voting now you will help the Funds save on the cost of additional mailings and calls to Stockholders.

Please Vote Today!

You may think your vote is not important, but your participation is critical to hold the meeting, so please vote immediately. We urge you to vote your proxy now. You and all other Fund Stockholders will benefit from your cooperation.

After careful review, the Board of Directors recommends you vote in favor of the nominees for Director and vote "FOR" the proposal to approve an amendment to the Charter as detailed in your proxy statement. A copy of the proxy statement is available by calling the toll free number shown below.

1-800-922-2856

Your vote is urgently needed!

Please vote now to be sure your vote is received in time for the Funds' April 24, 2009 Joint Annual Meeting of Stockholders.

Voting takes only a few minutes. Thank you for your participation in this important matter.

The Boulder Funds have made it very easy for you to vote. Choose one of the following methods:

- Speak to a live proxy specialist by calling the number above. We can answer your questions and record your vote. (Open: M-F 8am - 10pm, Sat 11am - 5pm ET)
- Log on to the website noted on your proxy card and enter your control number printed on the card, and vote by following the on-screen prompts.
- Call the phone number on the proxy card and enter the control number printed on the card and follow the touchtone prompts.
- Mail in your signed proxy card in the envelope provided.