

BOULDER GROWTH & INCOME FUND

Form N-PX

August 10, 2018

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)

1290 Broadway, Suite 1100

Denver, CO 80203

(Address of Principal Executive Offices)(Zip Code)

Christopher A. Moore

Boulder Growth & Income Fund, Inc.

1290 Broadway, Suite 1100

Denver, CO 80203

(Name and Address of Agent for Service)

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Registrant's Telephone Number, including Area Code: (303) 623-2577

Date of fiscal year end: November 30

Date of reporting period: July 1, 2017 – June 30, 2018

Item 1. Proxy Voting Record

***** FORM N-Px REPORT *****

ICA File Number: 811-02328
 Reporting Period: 07/01/2017 - 06/30/2018
 BOULDER GROWTH & INCOME FUND

===== BOULDER GROWTH & INCOME FUND INC =====

AMERICAN EXPRESS COMPANY

Ticker: AXP Security ID: 025816109
 Meeting Date: MAY 07, 2018 Meeting Type: Annual
 Record Date: MAR 09, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Charlene Barshefsky | For | For | Management |
| 1b | Elect Director John J. Brennan | For | For | Management |
| 1c | Elect Director Peter Chernin | For | For | Management |
| 1d | Elect Director Ralph de la Vega | For | For | Management |
| 1e | Elect Director Anne L. Lauvergeon | For | For | Management |
| 1f | Elect Director Michael O. Leavitt | For | For | Management |
| 1g | Elect Director Theodore J. Leonsis | For | For | Management |
| 1h | Elect Director Richard C. Levin | For | For | Management |
| 1i | Elect Director Samuel J. Palmisano | For | For | Management |
| 1j | Elect Director Stephen J. Squeri | For | For | Management |
| 1k | Elect Director Daniel L. Vasella | For | For | Management |
| 1l | Elect Director Ronald A. Williams | For | For | Management |
| 1m | Elect Director Christopher D. Young | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 4 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 5 | Require Independent Board Chairman | Against | For | Shareholder |

 BERKSHIRE HATHAWAY INC.

Ticker: BRK.A Security ID: 084670108
 Meeting Date: MAY 05, 2018 Meeting Type: Annual
 Record Date: MAR 07, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Warren E. Buffett | For | For | Management |

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| | | | | |
|------|---|---------|-----|-------------|
| 1.2 | Elect Director Charles T. Munger | For | For | Management |
| 1.3 | Elect Director Gregory E. Abel | For | For | Management |
| 1.4 | Elect Director Howard G. Buffett | For | For | Management |
| 1.5 | Elect Director Stephen B. Burke | For | For | Management |
| 1.6 | Elect Director Susan L. Decker | For | For | Management |
| 1.7 | Elect Director William H. Gates, III | For | For | Management |
| 1.8 | Elect Director David S. Gottesman | For | For | Management |
| 1.9 | Elect Director Charlotte Guyman | For | For | Management |
| 1.10 | Elect Director Ajit Jain | For | For | Management |
| 1.11 | Elect Director Thomas S. Murphy | For | For | Management |
| 1.12 | Elect Director Ronald L. Olson | For | For | Management |
| 1.13 | Elect Director Walter Scott, Jr. | For | For | Management |
| 1.14 | Elect Director Meryl B. Witmer | For | For | Management |
| 2 | Report on Methane Emissions Management, Including Reduction Targets | Against | For | Shareholder |
| 3 | Report on Sustainability | Against | For | Shareholder |

BERKSHIRE HATHAWAY INC.

Ticker: BRK.B Security ID: 084670702
 Meeting Date: MAY 05, 2018 Meeting Type: Annual
 Record Date: MAR 07, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Warren E. Buffett | For | For | Management |
| 1.2 | Elect Director Charles T. Munger | For | For | Management |
| 1.3 | Elect Director Gregory E. Abel | For | For | Management |
| 1.4 | Elect Director Howard G. Buffett | For | For | Management |
| 1.5 | Elect Director Stephen B. Burke | For | For | Management |
| 1.6 | Elect Director Susan L. Decker | For | For | Management |
| 1.7 | Elect Director William H. Gates, III | For | For | Management |
| 1.8 | Elect Director David S. Gottesman | For | For | Management |
| 1.9 | Elect Director Charlotte Guyman | For | For | Management |
| 1.10 | Elect Director Ajit Jain | For | For | Management |
| 1.11 | Elect Director Thomas S. Murphy | For | For | Management |
| 1.12 | Elect Director Ronald L. Olson | For | For | Management |
| 1.13 | Elect Director Walter Scott, Jr. | For | For | Management |
| 1.14 | Elect Director Meryl B. Witmer | For | For | Management |
| 2 | Report on Methane Emissions Management, Including Reduction Targets | Against | For | Shareholder |
| 3 | Report on Sustainability | Against | For | Shareholder |

CATERPILLAR INC.

Ticker: CAT Security ID: 149123101
 Meeting Date: JUN 13, 2018 Meeting Type: Annual
 Record Date: APR 16, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Kelly A. Ayotte | For | For | Management |
| 1.2 | Elect Director David L. Calhoun | For | For | Management |
| 1.3 | Elect Director Daniel M. Dickinson | For | For | Management |
| 1.4 | Elect Director Juan Gallardo | For | For | Management |
| 1.5 | Elect Director Dennis A. Muilenburg | For | For | Management |
| 1.6 | Elect Director William A. Osborn | For | For | Management |
| 1.7 | Elect Director Debra L. Reed | For | For | Management |

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| | | | | |
|------|---|---------|---------|-------------|
| 1.8 | Elect Director Edward B. Rust, Jr. | For | For | Management |
| 1.9 | Elect Director Susan C. Schwab | For | For | Management |
| 1.10 | Elect Director D. James Umpleby, III | For | For | Management |
| 1.11 | Elect Director Miles D. White | For | For | Management |
| 1.12 | Elect Director Rayford Wilkins, Jr. | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Against | For | Shareholder |
| 5 | Amend Compensation Clawback Policy | Against | For | Shareholder |
| 6 | Require Director Nominee with Human Rights Experience | Against | Against | Shareholder |

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
 Meeting Date: MAY 30, 2018 Meeting Type: Annual
 Record Date: APR 02, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Wanda M. Austin | For | For | Management |
| 1b | Elect Director John B. Frank | For | For | Management |
| 1c | Elect Director Alice P. Gast | For | For | Management |
| 1d | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 1e | Elect Director Charles W. Moorman, IV | For | For | Management |
| 1f | Elect Director Dambisa F. Moyo | For | For | Management |
| 1g | Elect Director Ronald D. Sugar | For | For | Management |
| 1h | Elect Director Inge G. Thulin | For | For | Management |
| 1i | Elect Director D. James Umpleby, III | For | For | Management |
| 1j | Elect Director Michael K. Wirth | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 5 | Report on Risks of Doing Business in Conflict-Affected Areas | Against | Against | Shareholder |
| 6 | Report on Transition to a Low Carbon Business Model | Against | Against | Shareholder |
| 7 | Report on Methane Emissions | Against | For | Shareholder |
| 8 | Require Independent Board Chairman | Against | Against | Shareholder |
| 9 | Require Director Nominee with Environmental Experience | Against | For | Shareholder |
| 10 | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Against | For | Shareholder |

CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102
 Meeting Date: DEC 11, 2017 Meeting Type: Annual
 Record Date: OCT 13, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------|---------|-----------|------------|
| 1a | Elect Director Carol A. Bartz | For | For | Management |

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| | | | | |
|----|--|----------|----------|-------------|
| 1b | Elect Director M. Michele Burns | For | For | Management |
| 1c | Elect Director Michael D. Capellas | For | For | Management |
| 1d | Elect Director Amy L. Chang | For | For | Management |
| 1e | Elect Director John L. Hennessy | For | For | Management |
| 1f | Elect Director Kristina M. Johnson | For | For | Management |
| 1g | Elect Director Roderick C. McGeary | For | For | Management |
| 1h | Elect Director Charles H. Robbins | For | For | Management |
| 1i | Elect Director Arun Sarin | For | For | Management |
| 1j | Elect Director Brenton L. Saunders | For | For | Management |
| 1k | Elect Director Steven M. West | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 5 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 6 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 7 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

COHEN & STEERS INFRASTRUCTURE FUND, INC.

Ticker: UTF Security ID: 19248A109
 Meeting Date: APR 26, 2018 Meeting Type: Annual
 Record Date: MAR 01, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director George Grossman | For | For | Management |
| 1.2 | Elect Director Jane F. Magpiong | For | For | Management |
| 1.3 | Elect Director Robert H. Steers | For | For | Management |
| 1.4 | Elect Director C. Edward Ward, Jr. | For | For | Management |

HARRIS CORPORATION

Ticker: HRS Security ID: 413875105
 Meeting Date: OCT 27, 2017 Meeting Type: Annual
 Record Date: SEP 01, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|------------|
| 1a | Elect Director James F. Albaugh | For | For | Management |
| 1b | Elect Director William M. Brown | For | For | Management |
| 1c | Elect Director Peter W. Chiarelli | For | For | Management |
| 1d | Elect Director Thomas A. Dattilo | For | For | Management |
| 1e | Elect Director Roger B. Fradin | For | For | Management |
| 1f | Elect Director Terry D. Growcock | For | For | Management |
| 1g | Elect Director Lewis Hay, III | For | For | Management |
| 1h | Elect Director Vyomesh I. Joshi | For | For | Management |
| 1i | Elect Director Leslie F. Kenne | For | For | Management |
| 1j | Elect Director James C. Stoffel | For | For | Management |
| 1k | Elect Director Gregory T. Swienton | For | For | Management |
| 1l | Elect Director Hansel E. Tookes, II | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 4 | Ratify Ernst & Young LLP as Auditors | For | For | Management |

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HEINEKEN HOLDING NV

Ticker: HEIO Security ID: N39338194
 Meeting Date: APR 19, 2018 Meeting Type: Annual
 Record Date: MAR 22, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1 | Receive Report of Management Board (Non-Voting) | None | None | Management |
| 2 | Discuss Remuneration Policy for Management Board Members | None | None | Management |
| 3 | Adopt Financial Statements | For | For | Management |
| 4 | Receive Explanation on Company's Reserves and Dividend Policy | None | None | Management |
| 5 | Approve Discharge of Directors | For | For | Management |
| 6.a | Authorize Repurchase of Up to 10 Percent of Issued Share Capital | For | For | Management |
| 6.b | Grant Board Authority to Issue Shares up to 10 Percent of Issued Capital | For | For | Management |
| 6.c | Authorize Board to Exclude Preemptive Rights from Share Issuances | For | For | Management |
| 7 | Discussion on Company's Corporate Governance Structure | None | None | Management |
| 8 | Amend Articles 4, 7, 8, 9, 10, 11, 12, 13 and 14 of the Articles of Association | For | For | Management |
| 9.a | Reelect Jose Antonio Fernandez Carbajal as Non-Executive Director | For | Against | Management |
| 9.b | Elect Annemiek Fentener van Vlissingen as Non-Executive Director | For | For | Management |
| 9.c | Elect Louisa Brassey as Non-Executive Director | For | Against | Management |

HEINEKEN NV

Ticker: HEIA Security ID: N39427211
 Meeting Date: APR 19, 2018 Meeting Type: Annual
 Record Date: MAR 22, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.a | Receive Report of Management Board (Non-Voting) | None | None | Management |
| 1.b | Discuss Remuneration Report Containing Remuneration Policy for Management Board Members | None | None | Management |
| 1.c | Adopt Financial Statements | For | For | Management |
| 1.d | Receive Explanation on Dividend Policy | None | None | Management |
| 1.e | Approve Dividends of EUR 1.47 per Share | For | For | Management |
| 1.f | Approve Discharge of Management Board | For | For | Management |
| 1.g | Approve Discharge of Supervisory Board | For | For | Management |
| 2.a | Authorize Repurchase of Up to 10 Percent of Issued Share Capital | For | For | Management |
| 2.b | Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital | For | For | Management |
| 2.c | Authorize Board to Exclude Preemptive Rights from Share Issuances under Item 2b | For | For | Management |

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| | | | | |
|-----|---|------|---------|------------|
| 3 | Discussion on Company's Corporate Governance Structure | None | None | Management |
| 4 | Amend Articles 4, 9, 10, 12, 13 and 16 of the Articles of Association | For | For | Management |
| 5.a | Reelect Jose Antonio Fernandez Carbajal to Supervisory Board | For | Against | Management |
| 5.b | Reelect Javier Gerardo Astaburuaga Sanjines to Supervisory Board | For | For | Management |
| 5.c | Reelect Jean-Marc Huet to Supervisory Board | For | For | Management |
| 5.d | Elect Marion Helmes to Supervisory Board | For | For | Management |

INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101
 Meeting Date: APR 24, 2018 Meeting Type: Annual
 Record Date: FEB 23, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Kenneth I. Chenault | For | For | Management |
| 1.2 | Elect Director Michael L. Eskew | For | For | Management |
| 1.3 | Elect Director David N. Farr | For | For | Management |
| 1.4 | Elect Director Alex Gorsky | For | For | Management |
| 1.5 | Elect Director Shirley Ann Jackson | For | For | Management |
| 1.6 | Elect Director Andrew N. Liveris | For | For | Management |
| 1.7 | Elect Director Hutham S. Olayan | For | For | Management |
| 1.8 | Elect Director James W. Owens | For | For | Management |
| 1.9 | Elect Director Virginia M. Rometty | For | For | Management |
| 1.10 | Elect Director Joseph R. Swedish | For | For | Management |
| 1.11 | Elect Director Sidney Taurel | For | For | Management |
| 1.12 | Elect Director Peter R. Voser | For | For | Management |
| 1.13 | Elect Director Frederick H. Waddell | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 5 | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 26, 2018 Meeting Type: Annual
 Record Date: FEB 27, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-----------------------------------|---------|-----------|------------|
| 1a | Elect Director Mary C. Beckerle | For | For | Management |
| 1b | Elect Director D. Scott Davis | For | For | Management |
| 1c | Elect Director Ian E. L. Davis | For | For | Management |
| 1d | Elect Director Jennifer A. Doudna | For | For | Management |
| 1e | Elect Director Alex Gorsky | For | For | Management |
| 1f | Elect Director Mark B. McClellan | For | For | Management |
| 1g | Elect Director Anne M. Mulcahy | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 1h | Elect Director William D. Perez | For | For | Management |
| 1i | Elect Director Charles Prince | For | For | Management |
| 1j | Elect Director A. Eugene Washington | For | For | Management |
| 1k | Elect Director Ronald A. Williams | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 4 | Prohibit Adjusting Compensation Metrics for Legal or Compliance Costs | Against | Against | Shareholder |
| 5 | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Against | For | Shareholder |

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 15, 2018 Meeting Type: Annual
 Record Date: MAR 16, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Linda B. Bammann | For | For | Management |
| 1b | Elect Director James A. Bell | For | For | Management |
| 1c | Elect Director Stephen B. Burke | For | For | Management |
| 1d | Elect Director Todd A. Combs | For | For | Management |
| 1e | Elect Director James S. Crown | For | For | Management |
| 1f | Elect Director James Dimon | For | For | Management |
| 1g | Elect Director Timothy P. Flynn | For | For | Management |
| 1h | Elect Director Mellody Hobson | For | For | Management |
| 1i | Elect Director Laban P. Jackson, Jr. | For | For | Management |
| 1j | Elect Director Michael A. Neal | For | For | Management |
| 1k | Elect Director Lee R. Raymond | For | For | Management |
| 1l | Elect Director William C. Weldon | For | For | Management |
| 2 | Ratify Existing Ownership Threshold for Shareholders to Call Special Meeting | For | Against | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |
| 7 | Prohibit Accelerated Vesting of Awards to Pursue Government Service | Against | For | Shareholder |
| 8 | Institute Procedures to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity | Against | Against | Shareholder |
| 9 | Restore or Provide for Cumulative Voting | Against | Against | Shareholder |

LTC PROPERTIES, INC.

Ticker: LTC Security ID: 502175102
 Meeting Date: MAY 30, 2018 Meeting Type: Annual
 Record Date: APR 16, 2018

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Boyd W. Hendrickson | For | For | Management |
| 1.2 | Elect Director James J. Pieczynski | For | For | Management |
| 1.3 | Elect Director Devra G. Shapiro | For | For | Management |
| 1.4 | Elect Director Wendy L. Simpson | For | For | Management |
| 1.5 | Elect Director Timothy J. Triche | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

ORACLE CORPORATION

Ticker: ORCL Security ID: 68389X105
 Meeting Date: NOV 15, 2017 Meeting Type: Annual
 Record Date: SEP 18, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|----------|-----------|-------------|
| 1.1 | Elect Director Jeffrey S. Berg | For | For | Management |
| 1.2 | Elect Director Michael J. Boskin | For | Withhold | Management |
| 1.3 | Elect Director Safra A. Catz | For | For | Management |
| 1.4 | Elect Director Bruce R. Chizen | For | Withhold | Management |
| 1.5 | Elect Director George H. Conrades | For | For | Management |
| 1.6 | Elect Director Lawrence J. Ellison | For | For | Management |
| 1.7 | Elect Director Hector Garcia-Molina | For | For | Management |
| 1.8 | Elect Director Jeffrey O. Henley | For | For | Management |
| 1.9 | Elect Director Mark V. Hurd | For | For | Management |
| 1.10 | Elect Director Renee J. James | For | For | Management |
| 1.11 | Elect Director Leon E. Panetta | For | For | Management |
| 1.12 | Elect Director Naomi O. Seligman | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 6 | Political Contributions Disclosure | Against | For | Shareholder |
| 7 | Gender Pay Gap | Against | For | Shareholder |
| 8 | Amend Proxy Access Right | Against | For | Shareholder |

PERPETUAL FEDERAL SAVINGS BANK

Ticker: PFOH Security ID: 714273109
 Meeting Date: JAN 24, 2018 Meeting Type: Annual
 Record Date: DEC 08, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jesse L. Henson | For | Withhold | Management |
| 1.2 | Elect Director M. Todd Woodruff | For | Withhold | Management |
| 1.3 | Elect Director Hobert H. Neiswander | For | Withhold | Management |
| 2 | Ratify Crowe Horwath LLP as Auditors | For | Against | Management |

PFIZER INC.

Ticker: PFE Security ID: 717081103

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Meeting Date: APR 26, 2018 Meeting Type: Annual

Record Date: FEB 27, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Dennis A. Ausiello | For | For | Management |
| 1.2 | Elect Director Ronald E. Blaylock | For | For | Management |
| 1.3 | Elect Director Albert Bourla | For | For | Management |
| 1.4 | Elect Director W. Don Cornwell | For | For | Management |
| 1.5 | Elect Director Joseph J. Echevarria | For | For | Management |
| 1.6 | Elect Director Helen H. Hobbs | For | For | Management |
| 1.7 | Elect Director James M. Kilts | For | For | Management |
| 1.8 | Elect Director Dan R. Littman | For | For | Management |
| 1.9 | Elect Director Shantanu Narayen | For | For | Management |
| 1.10 | Elect Director Suzanne Nora Johnson | For | For | Management |
| 1.11 | Elect Director Ian C. Read | For | For | Management |
| 1.12 | Elect Director James C. Smith | For | For | Management |
| 2 | Ratify KPMG LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | Against | Shareholder |
| 7 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

SOUTH STREET SECURITIES HOLDINGS, INC.

Ticker: Security ID: US1897589800

Meeting Date: MAY 17, 2018 Meeting Type: Annual

Record Date: APR 01, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Frank Puleo | For | For | Management |
| 1.2 | Elect Director Steven Carlson | For | For | Management |
| 1.3 | Elect Director Denis Manelski | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 3 | Other Business | For | Abstain | Management |

VENTAS, INC.

Ticker: VTR Security ID: 92276F100

Meeting Date: MAY 15, 2018 Meeting Type: Annual

Record Date: MAR 16, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1A | Elect Director Melody C. Barnes | For | For | Management |
| 1B | Elect Director Debra A. Cafaro | For | For | Management |
| 1C | Elect Director Jay M. Gellert | For | For | Management |
| 1D | Elect Director Richard I. Gilchrist | For | For | Management |
| 1E | Elect Director Matthew J. Lustig | For | For | Management |
| 1F | Elect Director Roxanne M. Martino | For | For | Management |
| 1G | Elect Director Walter C. Rakowich | For | For | Management |
| 1H | Elect Director Robert D. Reed | For | For | Management |
| 1I | Elect Director James D. Shelton | For | For | Management |
| 2 | Ratify KPMG LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |

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Executive Officers' Compensation

VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104
 Meeting Date: MAY 03, 2018 Meeting Type: Annual
 Record Date: MAR 05, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Shellye L. Archambeau | For | For | Management |
| 1.2 | Elect Director Mark T. Bertolini | For | For | Management |
| 1.3 | Elect Director Richard L. Carrion | For | For | Management |
| 1.4 | Elect Director Melanie L. Healey | For | For | Management |
| 1.5 | Elect Director M. Frances Keeth | For | For | Management |
| 1.6 | Elect Director Lowell C. McAdam | For | For | Management |
| 1.7 | Elect Director Clarence Otis, Jr. | For | For | Management |
| 1.8 | Elect Director Rodney E. Slater | For | For | Management |
| 1.9 | Elect Director Kathryn A. Tesija | For | For | Management |
| 1.10 | Elect Director Gregory D. Wasson | For | For | Management |
| 1.11 | Elect Director Gregory G. Weaver | For | For | Management |
| 2 | Ratify Ernst & Young as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Bylaws -- Call Special Meetings | Against | For | Shareholder |
| 5 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |
| 7 | Assess Feasibility of Cyber Security and Data Privacy as a Performance Measure for Senior Executive Compensation | Against | Against | Shareholder |
| 8 | Clawback of Incentive Payments | Against | For | Shareholder |
| 9 | Eliminate Above-Market Earnings in Executive Retirement Plans | Against | For | Shareholder |

WALMART, INC.

Ticker: WMT Security ID: 931142103
 Meeting Date: MAY 30, 2018 Meeting Type: Annual
 Record Date: APR 06, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Stephen J. Easterbrook | For | For | Management |
| 1b | Elect Director Timothy P. Flynn | For | For | Management |
| 1c | Elect Director Sarah J. Friar | For | For | Management |
| 1d | Elect Director Carla A. Harris | For | For | Management |
| 1e | Elect Director Thomas W. Horton | For | For | Management |
| 1f | Elect Director Marissa A. Mayer | For | For | Management |
| 1g | Elect Director C. Douglas McMillon | For | For | Management |
| 1h | Elect Director Gregory B. Penner | For | For | Management |
| 1i | Elect Director Steven S Reinemund | For | For | Management |
| 1j | Elect Director S. Robson Walton | For | For | Management |
| 1k | Elect Director Steuart L. Walton | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |

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5 Report on Race or Ethnicity Pay Gap Against Against Shareholder

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
Meeting Date: APR 24, 2018 Meeting Type: Annual
Record Date: FEB 27, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director John D. Baker, II | For | For | Management |
| 1b | Elect Director Celeste A. Clark | For | For | Management |
| 1c | Elect Director Theodore F. Craver, Jr. | For | For | Management |
| 1d | Elect Director Elizabeth A. "Betsy" Duke | For | For | Management |
| 1e | Elect Director Donald M. James | For | For | Management |
| 1f | Elect Director Maria R. Morris | For | For | Management |
| 1g | Elect Director Karen B. Peetz | For | For | Management |
| 1h | Elect Director Juan A. Pujadas | For | For | Management |
| 1i | Elect Director James H. Quigley | For | For | Management |
| 1j | Elect Director Ronald L. Sargent | For | For | Management |
| 1k | Elect Director Timothy J. Sloan | For | For | Management |
| 1l | Elect Director Suzanne M. Vautrinot | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify KPMG LLP as Auditors | For | For | Management |
| 4 | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Against | For | Shareholder |
| 5 | Reform Executive Compensation Policy with Social Responsibility | Against | Against | Shareholder |
| 6 | Report on Incentive-Based Compensation and Risks of Material Losses | Against | For | Shareholder |

YUM! BRANDS, INC.

Ticker: YUM Security ID: 988498101
Meeting Date: MAY 17, 2018 Meeting Type: Annual
Record Date: MAR 19, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Paget L. Alves | For | For | Management |
| 1b | Elect Director Michael J. Cavanagh | For | For | Management |
| 1c | Elect Director Christopher M. Connor | For | For | Management |
| 1d | Elect Director Brian C. Cornell | For | For | Management |
| 1e | Elect Director Greg Creed | For | For | Management |
| 1f | Elect Director Tanya L. Domier | For | For | Management |
| 1g | Elect Director Mirian M. Graddick-Weir | For | For | Management |
| 1h | Elect Director Thomas C. Nelson | For | For | Management |
| 1i | Elect Director P. Justin Skala | For | For | Management |
| 1j | Elect Director Elane B. Stock | For | For | Management |
| 1k | Elect Director Robert D. Walter | For | For | Management |
| 2 | Ratify KPMG LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

===== END NPX REPORT

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/ Joel W. Looney
Joel W. Looney
President (Principal Executive Officer)

Date: August 10, 2018