

BOULDER TOTAL RETURN FUND INC  
Form N-PX  
August 29, 2014

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: 811-07390

BOULDER TOTAL RETURN FUND, INC.  
(Exact name of registrant as specified in charter)

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

Fund Administrative Services, LLC  
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, 2013 – June 30, 2014

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 (§§ 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. § 3507.



## Item 1. Proxy Voting Record

For Period July 1, 2013 to June 30, 2014

Ticker	Shareholder	Meeting	Record	Meeting	Proposal	Matter	Proposed			
							by Issuer	Vote	Vote	
Symbol	CUSIP	Date	Date	Type	Number	Description of Matter to be Voted On	or Holder	(Yes or Abstain)	(For or Against)	
CMORAN LD INC.	FCX	35671D857	7/16/2013	5/24/2013	Annual	1	Election of directors. Nominees:			
							1) RICHARD C. ADKERSON	Issuer	Yes	For
							2) ROBERT J. ALLISON, JR.	Issuer	Yes	For
							3) ALAN R. BUCKWALTER, III	Issuer	Yes	For
							4) ROBERT A. DAY	Issuer	Yes	For
							5) JAMES C. FLORES	Issuer	Yes	For
							6) GERALD J. FORD	Issuer	Yes	For
							7) THOMAS A. FRY, III	Issuer	Yes	For
							8) H. DEVON GRAHAM, JR.	Issuer	Yes	For
							9) CHARLES C. KRULAK	Issuer	Yes	For
							10) BOBBY LEE LACKEY	Issuer	Yes	For
							11) JON C. MADONNA	Issuer	Yes	For
							12) DUSTAN E. MCCOY	Issuer	Yes	For
							13) JAMES R. MOFFETT	Issuer	Yes	For
							14) B.M. RANKIN, JR.	Issuer	Yes	For
							15) STEPHEN H. SIEGELE	Issuer	Yes	For
						2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
						3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
						4	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.	Holder	Yes	Again
						5	STOCKHOLDER PROPOSAL REGARDING THE REQUIREMENT THAT OUR	Holder	Yes	Again

							CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS.			
						6	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION BY THE BOARD OF DIRECTORS OF A POLICY ON BOARD DIVERSITY.	Holder	Yes	Again
						7	STOCKHOLDER PROPOSAL REGARDING THE AMENDMENT OF OUR BYLAWS TO PERMIT STOCKHOLDERS HOLDING 15% OF OUR OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF STOCKHOLDERS.	Holder	Yes	For
NC.	WPC	92936U109	7/11/2013	4/23/2013	Annual	1	Election of directors. Nominees: 1) TREVOR P. BOND 2) FRANCIS J. CAREY 3) NATHANIEL S. COOLIDGE 4) MARK J. DECESARIS 5) EBERHARD FABER, IV 6) B.H. GRISWOLD, IV 7) AXEL K.A. HANSING 8) DR. RICHARD C. MARSTON 9) R.E. MITTELSTAEDT, JR. 10) CHARLES E. PARENTE 11) NICK J.M. VAN OMMEN 12) DR. KARSTEN VON KOLLER 13) REGINALD WINSSINGER	Issuer	Yes	For
						2	APPROVAL OF THE AMENDED AND RESTATED W. P. CAREY INC. 2009 SHARE INCENTIVE PLAN.	Issuer	Yes	For
						3	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Issuer	Yes	For
	EPD	293792107	9/30/2013	8/19/2013	Special	1	PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 2008 ENTERPRISE PRODUCTS	Issuer	No	NA

RTNERS

							LONG-TERM INCENTIVE PLAN.			
					2		PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE EPD UNIT PURCHASE PLAN.	Issuer	No	NA
ORCL	68389X105	10/31/2013	9/3/2013	Annual	1		Election of directors. Nominees:			
							1) JEFFREY S. BERG	Issuer	Yes	For
							2) H. RAYMOND BINGHAM	Issuer	Yes	For
							3) MICHAEL J. BOSKIN	Issuer	Yes	For
							4) SAFRA A. CATZ	Issuer	Yes	For
							5) BRUCE R. CHIZEN	Issuer	Yes	For
							6) GEORGE H. CONRADES	Issuer	Yes	For
							7) LAWRENCE J. ELLISON	Issuer	Yes	For
							8) HECTOR GARCIA-MOLINA	Issuer	Yes	For
							9) JEFFREY O. HENLEY	Issuer	Yes	For
							10) MARK V. HURD	Issuer	Yes	For
							11) NAOMI O. SELIGMAN	Issuer	Yes	For
					2		ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
					3		APPROVAL OF AMENDMENT TO THE LONG-TERM EQUITY INCENTIVE PLAN.	Issuer	Yes	For
					4		RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.	Issuer	Yes	For
					5		STOCKHOLDER PROPOSAL REGARDING ESTABLISHING A BOARD COMMITTEE ON HUMAN RIGHTS.	Holder	Yes	Again
					6		STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Holder	Yes	Again
					7		STOCKHOLDER PROPOSAL REGARDING VOTE TABULATION.	Holder	Yes	Again
					8		STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.	Holder	Yes	Again
					9		STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS.	Holder	Yes	Again
MS, INC.	CSCO	17275R102	11/19/2013	9/20/2013	Annual	1	Election of directors. Nominees:			
							1) CAROL A. BARTZ	Issuer	Yes	For
							2) MARC BENIOFF	Issuer	Yes	For

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						3) GREGORY Q. BROWN	Issuer	Yes	For
						4) M. MICHELE BURNS	Issuer	Yes	For
						5) MICHAEL D. CAPELLAS	Issuer	Yes	For
						6) JOHN T. CHAMBERS	Issuer	Yes	For
						7) BRIAN L. HALLA	Issuer	Yes	For
						8) DR. JOHN L. HENNESSY	Issuer	Yes	For
						9) DR. KRISTINA M. JOHNSON	Issuer	Yes	For
						10) RODERICK C. MCGEARY	Issuer	Yes	For
						11) ARUN SARIN	Issuer	Yes	For
						12) STEVEN M. WEST	Issuer	Yes	For
					2	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE 2005 STOCK INCENTIVE PLAN.	Issuer	Yes	For
					3	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.	Issuer	Yes	For
					5	APPROVAL TO HAVE CISCO HOLD A COMPETITION FOR GIVING PUBLIC ADVICE ON THE VOTING ITEMS IN THE PROXY FILING FOR CISCO'S 2014 ANNUAL SHAREOWNERS MEETING.	Holder	Yes	Again
ASURY DTRXX 261908107 12/6/2013 10/11/2013 Special					1	Election of directors. Nominees:			
ASH						1) GORDON J. DAVIS	Issuer	Yes	For
T						2) WHITNEY I. GERARD	Issuer	Yes	For
						3) ROBIN A. MELVIN	Issuer	Yes	For
						4) NATHAN LEVENTHAL	Issuer	Yes	For
						5) ROSLYN M. WATSON	Issuer	Yes	For
, LLC	LINE	536020100	12/16/2013	11/14/2013	Annual	1	Election of directors. Nominees:		
						1) GEORGE A. ALCORN	Issuer	Yes	For
						2) DAVID D. DUNLAP	Issuer	Yes	For
						3) MARK E. ELLIS	Issuer	Yes	For
						4) MICHAEL C. LINN	Issuer	Yes	For
						5) JOSEPH P. MCCOY	Issuer	Yes	For
						6) JEFFREY C. SWOVELAND	Issuer	Yes	For
					2	RATIFICATION OF THE SELECTION OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT FOR LINN FOR 2013.	Issuer	Yes	For

3	<p>APPROVAL OF THE ISSUANCE OF LINN UNITS TO LINNCO, LLC ("LINNCO") IN EXCHANGE FOR THE CONTRIBUTION OF BERRY PETROLEUM COMPANY ("BERRY") TO LINN PURSUANT TO THE TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 20, 2013, AS AMENDED BY AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 3, 2013, AND AMENDMENT NO. 2 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 13, 2013, BY AND AMONG BERRY, BACCHUS HOLDCO, INC., A DIRECT WHOLLY OWNED SUBSIDIARY OF BERRY ("HOLDCO"), BACCHUS MERGER SUB, INC., A DIRECT WHOLLY OWNED SUBSIDIARY OF HOLDCO, LINNCO, LINN ACQUISITION COMPANY, LLC, A DIRECT WHOLLY OWNED SUBSIDIARY OF LINNCO, AND LINN, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT") AND THE CONTRIBUTION AGREEMENT DATED FEBRUARY 20, 2013, AS AMENDED BY AMENDMENT NO. 1 TO CONTRIBUTION AGREEMENT, DATED AS OF NOVEMBER 3, 2013 BY AND BETWEEN LINNCO AND LINN.</p>	Issuer	Yes	For
4	<p>APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE LINN ENERGY, LLC AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN (THE "LTIP"), WHICH INCREASES THE TOTAL NUMBER OF LINN UNITS AUTHORIZED TO BE</p>	Issuer	Yes	For

						ISSUED UNDER THE LTIP FROM 12,200,000 UNITS TO 21,000,000 UNITS.				
					5	APPROVAL OF ANY ADJOURNMENT OF THE LINN ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ALL OF THE PROPOSALS VOTED ON BY THE LINN UNITHOLDERS AT THE LINN ANNUAL MEETING.	Issuer	Abstain	Absta	
BEN	354613101	3/12/2014	1/14/2014	Annual	1	Election of Directors. Nominees:				
						1) SAMUEL H. ARMACOST	Issuer	Yes	For	
						2) PETER K. BARKER	Issuer	Yes	For	
						3) CHARLES E. JOHNSON	Issuer	Yes	For	
						4) GREGORY E. JOHNSON	Issuer	Yes	For	
						5) RUPERT H. JOHNSON, JR.	Issuer	Yes	For	
						6) MARK C. PIGOTT	Issuer	Yes	For	
						7) CHUTTA RATNATHICAM	Issuer	Yes	For	
						8) LAURA STEIN	Issuer	Yes	For	
						9) ANNE M. TATLOCK	Issuer	Yes	For	
						10) GEOFFREY Y. YANG	Issuer	Yes	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, 2014.	Issuer	Yes	For	
					3	TO APPROVE THE ADOPTION OF THE FRANKLIN RESOURCES, INC. 2014 KEY EXECUTIVE INCENTIVE COMPENSATION PLAN.	Issuer	Yes	For	
					4	TO APPROVE BY ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For	
					5	A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Holder	Yes	Again	
TATE	RIF	76970B101	4/23/2014	2/14/2014	Annual	1	ELECTION OF CLASS I TRUSTEE: JOHN L. HARRINGTON	Issuer	Yes	For
					2		Issuer	NA	NA	



IN THEIR DISCRETION, THE PROXY HOLDERS ARE AUTHORIZED TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR AT ANY ADJOURNMENTS, POSTPONEMENTS OR DELAYS THEREOF.

, LLC	LINE	536020100	4/22/2014	3/3/2014	Annual	1	Election of Directors. Nominees:			
							1) MARK E. ELLIS	Issuer	Yes	For
							2) DAVID D. DUNLAP	Issuer	Yes	For
							3) STEPHEN J. HADDEN	Issuer	Yes	For
							4) MICHAEL C. LINN	Issuer	Yes	For
							5) JOSEPH P. MCCOY	Issuer	Yes	For
							6) JEFFREY C. SWOVELAND	Issuer	Yes	For
						2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT OF LINN FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Issuer	Yes	For
						3	TO PROVIDE A NON-BINDING ADVISORY VOTE APPROVING LINN'S EXECUTIVE COMPENSATION PROGRAM.	Issuer	Yes	For
OHNSON	JNJ	478160104	4/24/2014	2/25/2014	Annual	1	Election of Directors. Nominees:			
							1) MARY SUE COLEMAN	Issuer	Yes	For
							2) JAMES G. CULLEN	Issuer	Yes	For
							3) IAN E. L. DAVIS	Issuer	Yes	For
							4) ALEX GORSKY	Issuer	Yes	For
							5) SUSAN L. LINDQUIST	Issuer	Yes	For
							6) MARK B. MCCLELLAN	Issuer	Yes	For
							7) ANNE M. MULCAHY	Issuer	Yes	For
							8) LEO F. MULLIN	Issuer	Yes	For
							9) WILLIAM D. PEREZ	Issuer	Yes	For
							10) CHARLES PRINCE	Issuer	Yes	For
							11) A. EUGENE WASHINGTON	Issuer	Yes	For
							12) RONALD A. WILLIAMS	Issuer	Yes	For
						2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
						3	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014	Issuer	Yes	For

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						4	SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK	Holder	Yes	Again
ERS TURE	UTF	19248A109	4/24/2014	2/21/2014	Annual	1	Election of Directors. Nominees:			
							1) BONNIE COHEN	Issuer	Yes	For
							2) MICHAEL CLARK	Issuer	Yes	For
							3) RICHARD E. KROON	Issuer	Yes	For
TAL CHINES	IBM	459200101	4/29/2014	2/28/2014	Annual	1	Election of Directors. Nominees:			
							1) A.J.P. BELDA	Issuer	Yes	For
							2) W.R. BRODY	Issuer	Yes	For
							3) K.I. CHENAULT	Issuer	Yes	For
							4) M.L. ESKEW	Issuer	Yes	For
							5) D.N. FARR	Issuer	Yes	For
							6) S.A. JACKSON	Issuer	Yes	For
							7) A.N. LIVERIS	Issuer	Yes	For
							8) W.J. MCNERNEY, JR.	Issuer	Yes	For
							9) J.W. OWENS	Issuer	Yes	For
							10) V.M. ROMETTY	Issuer	Yes	For
							11) J.E. SPERO	Issuer	Yes	For
							12) S. TAUREL	Issuer	Yes	For
							13) L.H. ZAMBRANO	Issuer	Yes	For
						2	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)	Issuer	Yes	For
						3	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Issuer	Yes	For
						4	APPROVAL OF LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE (PAGE 73)	Issuer	Yes	For
						5	ADOPTION OF THE IBM 2014 EMPLOYEES STOCK PURCHASE PLAN ((PAGE 76)	Issuer	Yes	For
						6	STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES ((PAGE 78)	Holder	Yes	Again
						7	STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY	Holder	Yes	For

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							WRITTEN CONSENT (PAGE 79)			
						8	STOCKHOLDER PROPOSAL TO LIMIT ACCELERATED EXECUTIVE PAY (PAGE 80)	Holder	Yes	For
D &	WFC	949746101	4/29/2014	3/4/2014	Annual	1	Election of Directors. Nominees:			
							1) JOHN D. BAKER II	Issuer	Yes	For
							2) ELAINE L. CHAO	Issuer	Yes	For
							3) JOHN S. CHEN	Issuer	Yes	For
							4) LLOYD H. DEAN	Issuer	Yes	For
							5) SUSAN E. ENGEL	Issuer	Yes	For
							6) ENRIQUE HERNANDEZ, JR.	Issuer	Yes	For
							7) DONALD M. JAMES	Issuer	Yes	For
							8) CYNTHIA H. MILLIGAN	Issuer	Yes	For
							9) FEDERICO F. PENA	Issuer	Yes	For
							10) JAMES H. QUIGLEY	Issuer	Yes	For
							11) JUDITH M. RUNSTAD	Issuer	Yes	For
							12) STEPHEN W. SANGER	Issuer	Yes	For
							13) JOHN G. STUMPF	Issuer	Yes	For
							14) SUSAN G. SWENSON	Issuer	Yes	For
						2	VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
						3	RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Issuer	Yes	For
						4	ADOPT A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Holder	Yes	Again
						5	REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES.	Holder	Yes	Again
S, INC.	YUM	988498101	5/1/2014	3/3/2014	Annual	1	Election of Directors. Nominees:			
							1) MICHAEL J. CAVANAGH	Issuer	Yes	For
							2) DAVID W. DORMAN	Issuer	Yes	For
							3) MASSIMO FERRAGAMO	Issuer	Yes	For
							4) MIRIAN M. GRADDICK-WEIR	Issuer	Yes	For
							5) BONNIE G. HILL	Issuer	Yes	For
							6) JONATHAN S. LINEN	Issuer	Yes	For
							7) THOMAS C. NELSON	Issuer	Yes	For
							8) DAVID C. NOVAK	Issuer	Yes	For
							9) THOMAS M. RYAN	Issuer	Yes	For
							10) JING-SHYH S. SU	Issuer	Yes	For
							11) ROBERT D. WALTER	Issuer	Yes	For
						2		Issuer	Yes	For

					RATIFICATION OF INDEPENDENT AUDITORS.				
					3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
					4	RE-APPROVAL OF PERFORMANCE MEASURES OF YUM! BRANDS, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN.	Issuer	Yes	For
SNY	80105N105	5/5/2014	3/27/2014	Annual	1	APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2013.	Issuer	No	NA
					2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2013.	Issuer	No	NA
					3	APPROPRIATION OF PROFITS; DECLARATION OF DIVIDEND.	Issuer	No	NA
					4	APPROVAL OF THE AGREEMENTS AND UNDERTAKINGS REFERRED TO IN ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE.	Issuer	No	NA
					5	RENEWAL OF A DIRECTOR (CHRISTOPHER VIEHBACHER).	Issuer	No	NA
					6	RENEWAL OF A DIRECTOR (ROBERT CASTAIGNE)		No	
					7	RENEWAL OF A DIRECTOR (CHRISTIAN MULLIEZ).	Issuer	No	NA
					8	APPOINTMENT OF A DIRECTOR (PATRICK KRON).	Issuer	No	NA
					9	ADVISORY VOTE ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED TO MR. SERGE WEINBERG, CHAIRMAN OF THE BOARD OF DIRECTORS.	Issuer	No	NA
					10	ADVISORY VOTE ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED TO CHRISTOPHER VIEHBACHER, CHIEF EXECUTIVE OFFICER.	Issuer	No	NA
					11	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE	Issuer	No	NA

						COMPANY.				
						12	POWERS FOR FORMALITIES.	Issuer	No	NA
BRK-A	084670108	5/3/2014	3/5/2014	Annual	1	Election of Directors. Nominees:				
NC.						1) WARREN E. BUFFETT	Issuer	Yes	For	
						2) CHARLES T. MUNGER	Issuer	Yes	For	
						3) HOWARD G. BUFFETT	Issuer	Yes	For	
						4) STEPHEN B. BURKE	Issuer	Yes	For	
						5) SUSAN L. DECKER	Issuer	Yes	For	
						6) WILLIAM H. GATES III	Issuer	Yes	For	
						7) DAVID S. GOTTESMAN	Issuer	Yes	For	
						8) CHARLOTTE GUYMAN	Issuer	Yes	For	
						9) DONALD R. KEOUGH	Issuer	Yes	For	
						10) THOMAS S. MURPHY	Issuer	Yes	For	
						11) RONALD L. OLSON	Issuer	Yes	For	
						12) WALTER SCOTT, JR.	Issuer	Yes	For	
						13) MERYL B. WITMER	Issuer	Yes	For	
						2	NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2014 PROXY STATEMENT.	Issuer	Yes	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
						4	SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS.	Holder	Yes	Again
						5	SHAREHOLDER PROPOSAL REGARDING DIVIDENDS.	Holder	Yes	Again
BRK-B	84670702	5/3/2014	3/5/2014	Annual	1	Election of Directors. Nominees:				
NC.						1) WARREN E. BUFFETT	Issuer	Yes	For	
						2) CHARLES T. MUNGER	Issuer	Yes	For	
						3) HOWARD G. BUFFETT	Issuer	Yes	For	
						4) STEPHEN B. BURKE	Issuer	Yes	For	
						5) SUSAN L. DECKER	Issuer	Yes	For	
						6) WILLIAM H. GATES III	Issuer	Yes	For	
						7) DAVID S. GOTTESMAN	Issuer	Yes	For	

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							8) CHARLOTTE GUYMAN	Issuer	Yes	For
							9) DONALD R. KEOUGH	Issuer	Yes	For
							10) THOMAS S. MURPHY	Issuer	Yes	For
							11) RONALD L. OLSON	Issuer	Yes	For
							12) WALTER SCOTT, JR.	Issuer	Yes	For
							13) MERYL B. WITMER	Issuer	Yes	For
						2	NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2014 PROXY STATEMENT.	Issuer	Yes	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	1YF
						4	SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS.	Holder	Yes	Again
						5	SHAREHOLDER PROPOSAL REGARDING DIVIDENDS.	Holder	Yes	Again
RVICES,	RSG	760759100	5/8/2014	3/11/2014	Annual	1	Election of Directors. Nominees:			
							1) JAMES W. CROWNOVER	Issuer	Yes	For
							2) TOMAGO COLLINS	Issuer	Yes	For
							3) ANN E. DUNWOODY	Issuer	Yes	For
							4) WILLIAM J. FLYNN	Issuer	Yes	For
							5) MICHAEL LARSON	Issuer	Yes	For
							6) W. LEE NUTTER	Issuer	Yes	For
							7) RAMON A. RODRIGUEZ	Issuer	Yes	For
							8) DONALD W. SLAGER	Issuer	Yes	For
							9) ALLAN C. SORENSEN	Issuer	Yes	For
							10) JOHN M. TRANI	Issuer	Yes	For
						2	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
						3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC	Issuer	Yes	For

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							ACCOUNTING FIRM.				
						4	APPROVAL OF THE AMENDED AND RESTATED EXECUTIVE INCENTIVE PLAN.	Issuer	Yes	For	
						5	STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE.	Holder	Yes	Again	
						6	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Holder	Yes	Again	
S	PM	718172109	5/7/2014	3/14/2014	Annual	1	Election of Directors. Nominees:				
AL INC.							1) HAROLD BROWN	Issuer	Yes	For	
							2) ANDRE CALANTZOPOULOS	Issuer	Yes	For	
							3) LOUIS C. CAMILLERI	Issuer	Yes	For	
							4) JENNIFER LI	Issuer	Yes	For	
							5) SERGIO MARCHIONNE	Issuer	Yes	For	
							6) KALPANA MORPARIA	Issuer	Yes	For	
							7) LUCIO A. NOTO	Issuer	Yes	For	
							8) ROBERT B. POLET	Issuer	Yes	For	
							9) CARLOS SLIM HELU	Issuer	Yes	For	
							10) STEPHEN M. WOLF	Issuer	Yes	For	
						2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Issuer	Yes	For	
						3	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION	Issuer	Yes	For	
						4	SHAREHOLDER PROPOSAL 1 - LOBBYING	Holder	Yes	Again	
						5	SHAREHOLDER PROPOSAL 2 - ANIMAL TESTING	Holder	Yes	Again	
	MMM	88579Y101	5/13/2014	3/14/2014	Annual	1	Election of Directors. Nominees:				
							1) LINDA G. ALVARADO	Issuer	Yes	For	
							2) THOMAS "TONY" K BROWN	Issuer	Yes	For	
							3) VANCE D. COFFMAN	Issuer	Yes	For	
							4) MICHAEL L. ESKEW	Issuer	Yes	For	
							5) HERBERT L. HENKEL	Issuer	Yes	For	
							6) MUHTAR KENT	Issuer	Yes	For	
							7) EDWARD M. LIDDY	Issuer	Yes	For	
							8) INGE G. THULIN	Issuer	Yes	For	
							9) ROBERT J. ULRICH	Issuer	Yes	For	
						2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For	

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						3	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	For
						4	STOCKHOLDER PROPOSAL ON RIGHT TO ACT BY WRITTEN CONSENT.	Holder	Yes	For
N	KSS	500255104	5/15/2014	3/12/2014	Annual	1	Election of Directors. Nominees:			
							1) PETER BONEPARTH	Issuer	Yes	For
							2) STEVEN A. BURD	Issuer	Yes	For
							3) DALE E. JONES	Issuer	Yes	For
							4) KEVIN MANSELL	Issuer	Yes	For
							5) JOHN E. SCHLIFSKE	Issuer	Yes	For
							6) FRANK V. SICA	Issuer	Yes	For
							7) PETER M. SOMMERHAUSER	Issuer	Yes	For
							8) STEPHANIE A. STREETER	Issuer	Yes	For
							9) NINA G. VACA	Issuer	Yes	For
							10) STEPHEN E. WATSON	Issuer	Yes	For
						2	RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
						3	ADVISORY VOTE ON APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	For
						4	SHAREHOLDER PROPOSAL: EXECUTIVES TO RETAIN SIGNIFICANT STOCK.	Holder	Yes	Again
						5	SHAREHOLDER PROPOSAL: ANNUAL REPORT ON THE COSTS, BENEFITS AND SCIENTIFIC SUPPORT FOR SUSTAINABILITY INITIATIVES.	Holder	Yes	Again
HASE &	JPM	46625H100	5/20/2014	3/21/2014	Annual	1	Election of Directors. Nominees:			
							1) LINDA B. BAMMANN	Issuer	Yes	For
							2) JAMES A. BELL	Issuer	Yes	For
							3) CRANDALL C. BOWLES	Issuer	Yes	For
							4) STEPHEN B. BURKE	Issuer	Yes	For
							5) JAMES S. CROWN	Issuer	Yes	For
							6) JAMES DIMON	Issuer	Yes	For
							7) TIMOTHY P. FLYNN	Issuer	Yes	For
							8) LABAN P. JACKSON, JR.	Issuer	Yes	For
							9) MICHAEL A. NEAL	Issuer	Yes	For
							10) LEE R. RAYMOND	Issuer	Yes	For
							11) WILLIAM C. WELDON	Issuer	Yes	For
						2	ADVISORY RESOLUTION TO APPROVE EXECUTIVE	Issuer	Yes	For



COMPENSATION									
					3	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
					4	LOBBYING REPORT - REQUIRE ANNUAL REPORT ON LOBBYING	Holder	Yes	Again
					5	SPECIAL SHAREOWNER MEETINGS - REDUCE THRESHOLD TO 15% RATHER THAN 20% AND REMOVE PROCEDURAL PROVISIONS	Holder	Yes	For
					6	CUMULATIVE VOTING - REQUIRE CUMULATIVE VOTING FOR DIRECTORS RATHER THAN ONE-SHARE ONE-VOTE	Holder	Yes	For
CVX	166764100	5/28/2014	4/2/2014	Annual	1	Election of Directors. Nominees:			
						1) L.F. DEILY	Issuer	Yes	For
						2) R.E. DENHAM	Issuer	Yes	For
						3) A.P. GAST	Issuer	Yes	For
						4) E. HERNANDEZ, JR.	Issuer	Yes	For
						5) J.M. HUNTSMAN, JR.	Issuer	Yes	For
						6) G.L. KIRKLAND	Issuer	Yes	For
						7) C.W. MOORMAN	Issuer	Yes	For
						8) K.W. SHARER	Issuer	Yes	For
						9) J.G. STUMPF	Issuer	Yes	For
						10) R.D. SUGAR	Issuer	Yes	For
						11) C. WARE	Issuer	Yes	For
						12) J.S. WATSON	Issuer	Yes	For
					2	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
					3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
					4	CHARITABLE CONTRIBUTIONS DISCLOSURE	Holder	Yes	Again
					5	LOBBYING DISCLOSURE	Holder	Yes	Again
					6	SHALE ENERGY OPERATIONS	Holder	Yes	Again
					7	INDEPENDENT CHAIRMAN	Holder	Yes	Again
					8	SPECIAL MEETINGS	Holder	Yes	For
					9	INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Holder	Yes	Again
					10	COUNTRY SELECTION GUIDELINES	Holder	Yes	Again

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TORES,	WMT	931142103	6/6/2014	4/11/2014	Annual	1	Election of Directors. Nominees:			
							1) AIDA M. ALVAREZ	Issuer	Yes	For
							2) JAMES I. CASH, JR.	Issuer	Yes	For
							3) ROGER C. CORBETT	Issuer	Yes	For
							4) PAMELA J. CRAIG	Issuer	Yes	For
							5) DOUGLAS N. DAFT	Issuer	Yes	For
							6) MICHAEL T. DUKE	Issuer	Yes	For
							7) TIMOTHY P. FLYNN	Issuer	Yes	For
							8) MARISSA A. MAYER	Issuer	Yes	For
							9) C. DOUGLAS MCMILLON	Issuer	Yes	For
							10) GREGORY B. PENNER	Issuer	Yes	For
							11) STEVEN S REINEMUND	Issuer	Yes	For
							12) JIM C. WALTON	Issuer	Yes	For
							13) S. ROBSON WALTON	Issuer	Yes	For
							14) LINDA S. WOLF	Issuer	Yes	For
						2	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Issuer	Yes	For
						3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
						4	REQUEST FOR INDEPENDENT CHAIRMAN POLICY	Holder	Yes	Again
						5	REQUEST FOR ANNUAL REPORT ON RECOUPMENT OF EXECUTIVE PAY	Holder	Yes	Again
						6	REQUEST FOR ANNUAL REPORT ON LOBBYING	Holder	Yes	Again

R INC.	CAT	149123101	6/11/2014	4/14/2014	Annual	1	Election of Directors. Nominees:			
							1) DAVID L. CALHOUN	Issuer	Yes	For
							2) DANIEL M. DICKINSON	Issuer	Yes	For
							3) JUAN GALLARDO	Issuer	Yes	For
							4) JESSE J. GREENE, JR.	Issuer	Yes	For
							5) JON M. HUNTSMAN, JR.	Issuer	Yes	For
							6) PETER A. MAGOWAN	Issuer	Yes	For
							7) DENNIS A. MUILENBURG	Issuer	Yes	For
							8) DOUGLAS R. OBERHELMAN	Issuer	Yes	For
							9) WILLIAM A. OSBORN	Issuer	Yes	For
							10) EDWARD B. RUST, JR.	Issuer	Yes	For
							11) SUSAN C. SCHWAB	Issuer	Yes	For
							12) MILES D. WHITE	Issuer	Yes	For
						2	RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Issuer	Yes	For
						3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For
						4	APPROVE THE CATERPILLAR INC. 2014 LONG-TERM	Issuer	Yes	For

							INCENTIVE PLAN.			
						5	APPROVE THE CATERPILLAR INC. EXECUTIVE SHORT-TERM INCENTIVE PLAN.	Issuer	Yes	For
						6	STOCKHOLDER PROPOSAL - REVIEW OF GLOBAL CORPORATE STANDARDS.	Holder	Yes	Again
						7	STOCKHOLDER PROPOSAL - SALES TO SUDAN.	Holder	Yes	Again
						8	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING.	Holder	Yes	For
MCMORAN FCX 35671D857 6/17/2014 4/21/2014 Annual						1	Election of Directors. Nominees:			
LD INC.							1) RICHARD C. ADKERSON	Issuer	Yes	For
							2) ROBERT J. ALLISON, JR.	Issuer	Yes	For
							3) ALAN R. BUCKWALTER, III	Issuer	Yes	For
							4) ROBERT A. DAY	Issuer	Yes	For
							5) JAMES C. FLORES	Issuer	Yes	For
							6) GERALD J. FORD	Issuer	Yes	For
							7) THOMAS A. FRY, III	Issuer	Yes	For
							8) H. DEVON GRAHAM, JR.	Issuer	Yes	For
							9) LYDIA H. KENNARD	Issuer	Yes	For
							10) CHARLES C. KRULAK	Issuer	Yes	For
							11) BOBBY LEE LACKEY	Issuer	Yes	For
							12) JON C. MADONNA	Issuer	Yes	For
							13) DUSTAN E. MCCOY	Issuer	Yes	For
							14) JAMES R. MOFFETT	Issuer	Yes	For
							15) STEPHEN H. SIEGELE	Issuer	Yes	For
							16) FRANCES FRAGOS TOWNSEND	Issuer	Yes	For
						2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For
						3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Issuer	Yes	For
						4	APPROVAL OF THE FREEPORT-MCMORAN COPPER & GOLD INC. ANNUAL INCENTIVE PLAN.	Issuer	Yes	For
						5	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF	Holder	Yes	Again

DIRECTORS.

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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 Total Return Fund, Inc.

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

Date: August 29, 2014

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