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Washington, D.C. 20549 FORM N-PX ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANIES Investment Company Act file number: 811-07390 Boulder Total Return Fund, Inc. (Exact name of registrant as specified in charter) 1680 38th Street, Suite 800 Boulder, CO 80301 (Address of principal executive offices) (Zip code) Stephen C. Miller 1680 38th Street, Suite 800 Boulder, CO 80301 (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, 2003 - June 30, 2004 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, 2003 TO JUNE 30, 2004 Matter Proposed Vote by Cast Vote For Shldr Issuer (Yes (For or Ticker Meeting Record Mtg Description of Matter to be or or or Against Name of Issuer Symbol CUSIP Date Date Type Voted On Holder No) Against) Mngmnt Approve amendments to and a restatement of the Company's Restated Northwestern Certificate of Corporation NOR 668074107 8/26/03 6/27/03 Annual 1 Incorporation Issuer Yes For For Elect two members of Northwestern Class III of the Board of Corporation NOR 668074107 8/26/03 6/27/03 Annual 2 Directors Issuer Yes For For Ratification of Deloitte Northwestern & Touche LLP as Corporation NOR 668074107 8/26/03 6/27/03 Annual 3 Independent Auditor Issuer Yes For For Directors' and auditors' reports and the accounts for the year ended June Diageo PLC DEO 25243Q205 10/22/03 9/15/03 Annual 1 30, 2003. Issuer Yes For For Approve the directors' remuneration report for the year ended June 30, Diageo PLC DEO 25243Q205 10/22/03 9/15/03 Annual 2 2003 Issuer Yes For For To declare a final dividend on the ordinary Diageo PLC DEO 25243Q205 10/22/03 9/15/03 Annual 3 shares Issuer Yes For For To re-elect Lord Blyth of Diageo PLC DEO 25243Q205 10/22/03 9/15/03 Annual 4 Rowington as a director Issuer Yes For For To re-elect Mr. JK Oates Diageo PLC DEO 25243Q205 10/22/03 9/15/03 Annual 5 as a director Issuer Yes For For To re-elect Mr. PL Walsh Diageo PLC DEO 25243Q205 10/22/03 9/15/03 Annual 6 as a director Issuer Yes For For Re-appointment and Diageo PLC DEO 25243Q205 10/22/03 9/15/03 Annual 7 remuneration of auditors Issuer Yes For For Disapplication of Diageo PLC DEO 25243Q205 10/22/03 9/15/03 Annual 8 pre-emption rights Issuer Yes For For Authority to purchase own Diageo PLC DEO 25243Q205 10/22/03 9/15/03 Annual 9 ordinary shares Issuer Yes For For To consider and vote on the approval of the agreement and plan of merger between PREIT, Pennsylvania PREIT Associates, Crown Real Estate American Realty Trust, Investment LP, and Crown American Trust PEI 709102109 11/11/03 9/25/03 Special 1A Properties, LP Issuer Yes For For Pennsylvania To consider and vote on Real Estate the approval of the Investment proposed 2003 Equity Trust PEI 709102109 11/11/03 9/25/03 Special 1B Incentive Plan Issuer Yes Against Against Pennsylvania Real Estate To elect Mr. John J. Investment Roberts to the board of Trust PEI 709102109 11/11/03 9/25/03 Special 1C trustess of PREIT Issuer Yes For For Election of Edward E. Amerisourcebergen Hagenlocker and Kurt J. Corporation ABC 03073E105 3/5/04 1/12/04 Annual 1 Hilzinger as directors Issuer Yes For For Election of fifteen (15) Citigroup Inc. C 172967101 4/20/04 2/27/04 Annual 1 directors Issuer Yes For For Proposal to ratify the selection of KPMG LLP as independent auditors for Citigroup Inc. C 172967101 4/20/04 2/27/04 Annual 2 2004 Issuer Yes For For Stockholder proposal requesting a curb on executive compensation, no future stock option grants and no renewals or Citigroup Inc. C 172967101 4/20/04 2/27/04 Annual 3

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extensions of option plans Holder Yes For Against Stockholder proposal requesting a report on Citigroup Inc. C 172967101 4/20/04 2/27/04 Annual 4 political contributions Holder Yes Against For Stockholder proposal requesting a discontinuation of all rights, options, SAR's and possible severance payments to the top 5 of Citigroup Inc. C 172967101 4/20/04 2/27/04 Annual 5 management Holder Yes Against For Stockholder proposal requesting that the chairman of the board have no management duties, titles or Citigroup Inc. C 172967101 4/20/04 2/27/04 Annual 6 responsibilities Holder Yes Against For Washington Election of four (4) Mutual, Inc. WM 939322103 4/20/04 2/27/04 Annual 1 directors Issuer Yes For For Ratification of the appointment of Deloitte & Touche LLP as the Washington independent auditors for Mutual, Inc. WM 939322103 4/20/04 2/27/04 Annual 2 2004 Issuer Yes For For Shareholder proposal Washington relating to a specific Mutual, Inc. WM 939322103 4/20/04 2/27/04 Annual 3 compensation program Holder Yes Against For Election of fifteen (15) Pfizer Inc. PFE 717081103 4/22/04 2/27/04 Annual 1 directors Issuer Yes For For A proposal to approve the appointment of KPMG LLP as independent auditors Pfizer Inc. PFE 717081103 4/22/04 2/27/04 Annual 2 for 2004 Issuer Yes For For Approve the Pfizer Inc. Pfizer Inc. PFE 717081103 4/22/04 2/27/04 Annual 3 2004 Stock Plan Issuer Yes Against Against Shareholder proposal requesting review of the economic effects of the HIV/AIDS, TB and Malaria pandemics on the Company's business Pfizer Inc. PFE 717081103 4/22/04 2/27/04 Annual 4 strategy Holder Yes Against For Shareholder proposal relating to political Pfizer Inc. PFE 717081103 4/22/04 2/27/04 Annual 5 contributions Holder Yes Against For Shareholder proposal relating to an annual report on corporate resources devoted to supporting political Pfizer Inc. PFE 717081103 4/22/04 2/27/04 Annual 6 entities or candidates Holder Yes Against For Shareholder proposal seeking to impose term Pfizer Inc. PFE 717081103 4/22/04 2/27/04 Annual 7 limits on directors Holder Yes Against For Shareholder proposal requesting a report on increasing access to Pfizer Inc. PFE 717081103 4/22/04 2/27/04 Annual 8 Pfizer products Holder Yes Against For Shareholder proposal on Pfizer Inc. PFE 717081103 4/22/04 2/27/04 Annual 9 stock options Holder Yes Against For Shareholder proposal on Pfizer Inc. PFE 717081103 4/22/04 2/27/04 Annual 10 invitro testing Holder Yes Abstain Abstain Election of five (5) Merck & Co. MRK 589331107 4/27/04 2/24/04 Annual 1 directors Issuer Yes For For Ratification of the appoinment of the Company's independent Merck & Co. MRK 589331107 4/27/04 2/24/04 Annual 2 auditors for 2004 Issuer Yes For For Proposal to amend the restated Certificate of Incorporation to declassify the Board of Merck & Co. MRK 589331107 4/27/04 2/24/04 Annual 3 Directors Issuer Yes For For Stockholder proposal concerning management Merck & Co. MRK 589331107 4/27/04 2/24/04 Annual 4 compensation Holder Yes For Against Stockholder proposal concerning extension of Merck & Co. MRK 589331107 4/27/04 2/24/04 Annual 5 prescription drug patents Holder Yes Against For Stockholder proposal concerning ethical and social performance of the Merck & Co. MRK 589331107 4/27/04 2/24/04 Annual 6 Company Holder Yes Against For Stockholder proposal concerning use of shareholder resources for Merck & Co. MRK 589331107 4/27/04 2/24/04 Annual 7 political purposes Holder Yes Against For Stockholder proposal concerning a report related to the global Merck & Co. MRK 589331107 4/27/04 2/24/04 Annual 8 HIV/AIDS pandemic Holder Yes Against For Schering-Plough Election of four (4) Corporation SGP 806605101 4/27/04 3/5/04 Annual 1 directors Issuer Yes For For Ratification of Schering-Plough designation of Corporation SGP 806605101 4/27/04 3/5/04 Annual 2 independent auditors Issuer Yes For For Approval of the Schering-Plough operations management Corporation SGP 806605101 4/27/04 3/5/04 Annual 3 team incentive plan Issuer Yes Against Against Regency Centers Election of four (4) Coporation REG 758849103 4/28/04 3/22/04 Annual 1 directors Holder Yes For For Amendment to Regency's Restated Articles of Regency Incorporation to Centers eliminate classification Coporation REG 758849103 4/28/04 3/22/04 Annual 2 of the Board of Directors Holder Yes For For Amendment to Regency's Restated Articles of Regency Incorporation to increase Centers the number of authorized Coporation REG 758849103 4/28/04 3/22/04 Annual 3 shares of preferred stock Holder Yes For For Amendment to Regency's Restated Articles of Incorporation to delete matters of historical Regency interest relating to Centers security capital's Coporation REG 758849103 4/28/04 3/22/04 Annual 4 ownership limit Holder Yes For For Cohen & Steers Advantage Election of three (3) Income Realty RLF 19247W409 4/29/04 3/11/04 Annual 1 directors Issuer Yes For For Ratify the selection of PricewaterhouseCoopers LLP as independent certified public Cohen & Steers accountants of the Fund Advantage for the fiscal year Income Realty RLF 19247W409 4/29/04 3/11/04 Annual 2 ending December 31, 2004 Issuer Yes For For Torchmark Election of five (5) Corporation TMK 891027104 4/29/04 3/5/04 Annual 1 directors Issuer Yes For For Torchmark Corporation TMK 891027104 4/29/04 3/5/04 Annual 2 Ratification of auditors Issuer Yes For For Shareholder proposal regarding the use of performance and time-based restricted Torchmark share programs in Corporation TMK 891027104 4/29/04 3/5/04 Annual 3 executive compensation Holder Yes Against For Shareholder

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proposal regarding holding tobacco Torchmark equities in the Company's Corporation TMK 891027104 4/29/04  
3/5/04 Annual 4 investment portfolio Holder Yes Against For Berkshire Election of eleven (11) Hathaway Inc. BRKB  
084670207 5/1/04 3/3/04 Annual 1 directors Issuer Yes For For Shareholder proposal to approve the stockholder  
Berkshire proposal with respect to Hathaway Inc. BRKB 084670207 5/1/04 3/3/04 Annual 2 political contributions  
Holder Yes Against For Berkshire Election of eleven (11) Hathaway Inc. BRKA 084670108 5/1/04 3/3/04 Annual 1  
directors Issuer Yes For For Shareholder proposal to approve the stockholder Berkshire proposal with respect to  
Hathaway Inc. BRKA 084670108 5/1/04 3/3/04 Annual 2 political contributions Holder Yes Against For  
Bristol-Myers Election of three (3) Squibb Company BMY 110122108 5/4/04 3/8/04 Annual 1 directors Issuer Yes  
For For Bristol-Myers Appointment of Squibb Company BMY 110122108 5/4/04 3/8/04 Annual 2 independent  
auditors Issuer Yes For For Bristol-Myers Publication of political Squibb Company BMY 110122108 5/4/04 3/8/04  
Annual 3 contributions Holder Yes Against For Bristol-Myers Prohibition of political Squibb Company BMY  
110122108 5/4/04 3/8/04 Annual 4 contributions Holder Yes Against For Bristol-Myers Separation of Chairman  
Squibb Company BMY 110122108 5/4/04 3/8/04 Annual 5 and CEO positions Holder Yes Against For Bristol-Myers  
Squibb Company BMY 110122108 5/4/04 3/8/04 Annual 6 HIV/AIDS, TB, Malaria Holder Yes Against For  
Bristol-Myers Squibb Company BMY 110122108 5/4/04 3/8/04 Annual 7 Director vote threshold Holder Yes Against  
For Wesco Financial Election of seven (7) Corporation WSC 950817106 5/5/04 3/15/04 Annual 1 directors Holder  
Yes For For Pan Pacific Retail Properties, Election of one (1) Inc. PNP 69806L104 5/6/04 3/5/04 Annual 1 director  
Issuer Yes For For Pan Pacific Retail Properties, Charter amendment to Inc. PNP 69806L104 5/6/04 3/5/04 Annual 2  
declassify the Board Issuer Yes For For Pan Pacific Charter amendment to Retail increase the ownership Properties,  
limit of the company's Inc. PNP 69806L104 5/6/04 3/5/04 Annual 3 common stock Issuer Yes For For Hospitality  
Properties Election of one (1) Trust HPT 44106M102 5/11/04 3/16/04 Annual 1 director Issuer Yes For For HRPT  
Properties Election of one (1) Trust HPT 40426W101 5/11/04 3/16/04 Annual 1 directors Issuer Yes For For Eastman  
Kodak Election of three (3) Company EK 277461109 5/12/04 3/15/04 Annual 1 directors Issuer Yes For For Eastman  
Kodak Ratification of election Company EK 277461109 5/12/04 3/15/04 Annual 2 of independent accountants Issuer  
Yes For For Re-approval of material terms of the performance goals of the 2000 omnibus Eastman Kodak long-term  
compensation Company EK 277461109 5/12/04 3/15/04 Annual 3 plan Issuer Yes Against Against Shareholder  
proposal Eastman Kodak requesting adoption of Company EK 277461109 5/12/04 3/15/04 Annual 4 chemicals policy  
Holder Yes Against For Shareholder proposal requesting limits on Eastman Kodak compensation on certain Company  
EK 277461109 5/12/04 3/15/04 Annual 5 executives Holder Yes Against For First Industrial Realty Trust, Election of  
two (2) Inc. FR 32054K103 5/12/04 3/22/04 Annual 1 directors Issuer Yes For For Ratification of the First selection  
of Industrial PricewaterhouseCoopers Realty Trust, LLP as the company's Inc. FR 32054K103 5/12/04 3/22/04  
Annual 2 independent auditors Issuer Yes For For Election of seventeen Unilever N.V. UN 904784709 5/12/04  
3/18/04 Annual 1 (17) directors Issuer Yes For For Adoption of the annual accounts and appropriation profit for  
Unilever N.V. UN 904784709 5/12/04 3/18/04 Annual 2 the 2003 fiscal year Issuer Yes For For Discharge of the  
members Unilever N.V. UN 904784709 5/12/04 3/18/04 Annual 3 of the Board of Directors Issuer Yes For For  
Corporate Governance and alterations to the Unilever N.V. UN 904784709 5/12/04 3/18/04 Annual 4 Articles of  
Association Issuer Yes For For Renumeration of Unilever N.V. UN 904784709 5/12/04 3/18/04 Annual 7  
non-executive directors Issuer Yes For For Appointment of auditors for the 2004 financial Unilever N.V. UN  
904784709 5/12/04 3/18/04 Annual 8 year Issuer Yes For For Designation, in accordance with Articles 96 and 96A of  
Book 2 of the Netherlands Civil Code, of the Board of Directors as the Company body authorized in respect of the  
issue of Unilever N.V. UN 904784709 5/12/04 3/18/04 Annual 9 shares in the Company Issuer Yes For For  
Authorization, in accordance with Article 98 of Book 2 of the Netherlands Civil Code, of the Board of Directors to  
purchase shares in the company and depository Unilever N.V. UN 904784709 5/12/04 3/18/04 Annual 10 receipts  
therefor Issuer Yes For For Authorization, in accordance with Article 119 of Book 2 of the Netherlands Civil Code,  
of the Board of Directors to determine a registration time for the exercise of the rights to attend the general meeting and  
to vote Unilever N.V. UN 904784709 5/12/04 3/18/04 Annual 11 thereat Issuer Yes For For MGIC Investment  
Election of three (3) Corporation MTG 552848103 5/13/04 3/15/04 Annual 1 directors Issuer Yes For For Ratify the  
appointment of PricewaterhouseCoopers MGIC LLP as the independent Investment accountants of the Corporation  
MTG 552848103 5/13/04 3/15/04 Annual 2 corporation Issuer Yes For For Providian Financial Election of four (4)  
Corporation PVN 74406A102 5/13/04 3/15/04 Annual 1 directors Issuer Yes For For Providian Ratification of  
Financial appointment of Corporation PVN 74406A102 5/13/04 3/15/04 Annual 2 independent auditors Issuer Yes

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For For The First American Election of thirteen (13) Corporation FAF 318522307 5/13/04 3/24/04 Annual 1 directors Issuer Yes For For Archstone-Smith Election of four (4) Realty Trust ASN 039583109 5/20/04 3/26/04 Annual 1 directors Issuer Yes For For Ratification of appointment of KPMG LLP Archstone-Smith as auditors for current Realty Trust ASN 039583109 5/20/04 3/26/04 Annual 2 fiscal year Issuer Yes For For Shareholder proposal Archstone-Smith regarding Severance Realty Trust ASN 039583109 5/20/04 3/26/04 Annual 3 Agreements Holder Yes Against For Election of three (3) Withold Safeway Inc. SWY 786514208 5/20/04 3/25/04 Annual 1 directors Issuer Yes #1 Against Appointment of Deloitte & Touche LLP as auditors Safeway Inc. SWY 786514208 5/20/04 3/25/04 Annual 2 for fiscal 2004 Issuer Yes For For Approval of and amendment to Certificate of Incorporation to eliminate classification Safeway Inc. SWY 786514208 5/20/04 3/25/04 Annual 3 of directors Issuer Yes For For Approval of stock option exchange program for Safeway Inc. SWY 786514208 5/20/04 3/25/04 Annual 4 employees Issuer Yes Against Against Stockholder proposal regarding independent director as chairman of Safeway Inc. SWY 786514208 5/20/04 3/25/04 Annual 5 board Holder Yes Against For Stockholder proposal regarding cumulative Safeway Inc. SWY 786514208 5/20/04 3/25/04 Annual 6 voting Holder Yes Against For Stockholder proposal regarding report on impact of genetically Safeway Inc. SWY 786514208 5/20/04 3/25/04 Annual 7 engineered food Holder Yes Against For Stockholder proposal regarding sustainability Safeway Inc. SWY 786514208 5/20/04 3/25/04 Annual 8 report Holder Yes Against For Stockholder proposal regarding political contribution and Safeway Inc. SWY 786514208 5/20/04 3/25/04 Annual 9 participation report Holder Yes Against For Stockholder proposal regarding expensing stock Safeway Inc. SWY 786514208 5/20/04 3/25/04 Annual 10 options Holder Yes For Against YUM! Brands, Election of three (3) Inc. YUM 988498101 5/20/04 3/22/04 Annual 1 directors Issuer Yes For For Approval of the proposal to approve the company's YUM! Brands, executive incentive Inc. YUM 988498101 5/20/04 3/22/04 Annual 2 compensation plan Issuer Yes Against Against YUM! Brands, Ratification of Inc. YUM 988498101 5/20/04 3/22/04 Annual 3 independent auditors Issuer Yes For For Shareholder proposal YUM! Brands, relating to smoke-free Inc. YUM 988498101 5/20/04 3/22/04 Annual 4 facilities Holder Yes For Against Shareholder proposal YUM! Brands, relating to a Inc. YUM 988498101 5/20/04 3/22/04 Annual 5 sustainability report Holder Yes Against For Shareholder proposal YUM! Brands, relating to the macbride Inc. YUM 988498101 5/20/04 3/22/04 Annual 6 principles Holder Yes Against For Shareholder proposal YUM! Brands, relating to a genetically Inc. YUM 988498101 5/20/04 3/22/04 Annual 7 engineered food report Holder Yes Against For Shareholder proposal YUM! Brands, relating to an animal Inc. YUM 988498101 5/20/04 3/22/04 Annual 8 welfare standards report Holder Yes Against For Alliant Energy Election of five (5) Corporation LNT 018802108 5/21/04 4/1/04 Annual 1 directors Issuer Yes For For Proposal to amend the Restated Articles of Incorporation to increase Alliant Energy the number of authorized Corporation LNT 018802108 5/21/04 4/1/04 Annual 2 shares to 240,000,000 Issuer Yes For For Election of thirteen (13) AON Corporation AON 037389103 5/21/04 3/24/04 Annual 1 directors Issuer Yes For For Ratification of appointment of Ernst & Young LLP as independent AON Corporation AON 037389103 5/21/04 3/24/04 Annual 2 auditors Issuer Yes For For Pepsi Bottling Election of ten (10) Group, Inc. PBG 713409100 5/26/04 3/29/04 Annual 1 directors Issuer Yes For For Pepsi Bottling Approval of the PBG 2004 Group, Inc. PBG 713409100 5/26/04 3/29/04 Annual 2 Long-Term Incentive Plan Issuer Yes Against Against Pepsi Bottling Ratification of Group, Inc. PBG 713409100 5/26/04 3/29/04 Annual 3 independent auditors Issuer Yes For For Post Properties, Election of three (3) Inc. PPS 737464107 5/27/04 3/26/04 Annual 1 directors Issuer Yes For For Post Approve the amendment to Properties, the Bylaws to declassify Inc. PPS 737464107 5/27/04 3/26/04 Annual 2 the Board Issuer Yes For For Approve the shareholder Post proposal regarding Properties, shareholder approval of Inc. PPS 737464107 5/27/04 3/26/04 Annual 3 director compensation Issuer Yes Against For Scudder RREEF Real Estate Election of three (3) Fund II-PFD SRO 81119R504 6/4/04 4/12/04 Annual 1 directors Issuer Yes For For SIGNATURES 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 (Signature and Title)\*: /s/ Stephen C. Miller Stephen C. Miller, President (Principal Executive Officer) \*Print the name and title of each signing officer under his or her signature.