

BOULDER TOTAL RETURN FUND INC  
Form N-PX  
August 23, 2013

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, 2012 – June 30, 2013

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, 2012 to June 30, 2013

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	(Yes or	(For o
							Holder	Abstain)	Agains
DEO	25243Q205	10/17/2012	9/4/2012	Annual	1	REPORT AND ACCOUNTS 2012.	Issuer	Yes	For
					2	DIRECTORS' REMUNERATION REPORT 2012.	Issuer	Yes	For
					3	DECLARATION OF FINAL DIVIDEND.	Issuer	Yes	For
					4	RE-ELECTION OF PB BRUZELIUS AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Issuer	Yes	For
					5	RE-ELECTION OF LM DANON AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Issuer	Yes	For
					6	RE-ELECTION OF LORD DAVIES AS A DIRECTOR. (AUDIT, NOMINATION, REMUNERATION(CHAIRMAN OF THE COMMITTEE))	Issuer	Yes	For
					7	RE-ELECTION OF BD HOLDEN AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Issuer	Yes	For
					8	RE-ELECTION OF DR FB HUMER AS A DIRECTOR. (NOMINATION COMMITTEE (CHAIRMAN OF THE COMMITTEE))	Issuer	Yes	For
					9	RE-ELECTION OF D MAHLAN AS A DIRECTOR. (EXECUTIVE COMMITTEE)	Issuer	Yes	For
					10	RE-ELECTION OF PG SCOTT AS A DIRECTOR. (AUDIT(CHAIRMAN OF THE COMMITTEE), NOMINATION, REMUNERATION COMMITTEE)	Issuer	Yes	For
					11	RE-ELECTION OF HT STITZER AS A DIRECTOR. (AUDIT,	Issuer	Yes	For

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							NOMINATION & REMUNERATION COMMITTEE)			
					12		RE-ELECTION OF PS WALSH AS A DIRECTOR. (EXECUTIVE COMMITTEE(CHAIRMAN OF THE COMMITTEE))	Issuer	Yes	For
					13		ELECTION OF HO KWONPING AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION COMMITTEE)	Issuer	Yes	For
					14		ELECTION OF IM MENEZES AS A DIRECTOR. (EXECUTIVE COMMITTEE)	Issuer	Yes	For
					15		RE-APPOINTMENT OF AUDITOR.	Issuer	Yes	For
					16		REMUNERATION OF AUDITOR.	Issuer	Yes	For
					17		AUTHORITY TO ALLOT SHARES.	Issuer	Yes	For
					18		DISAPPLICATION OF PRE-EMPTION RIGHTS.	Issuer	Yes	For
					19		AUTHORITY TO PURCHASE OWN ORDINARY SHARES.	Issuer	Yes	For
					20		AUTHORITY TO MAKE POLITICAL DONATIONS AND/OR TO INCUR POLITICAL EXPENDITURE IN THE EU.	Issuer	Abstain	Abstain
					21		REDUCED NOTICE OF A GENERAL MEETING OTHER THAN AN ANNUAL GENERAL MEETING.	Issuer	Yes	Against
& CO.	WPC	92930Y107	9/13/2012	7/16/2012	Special	1	A PROPOSAL TO ADOPT AND APPROVE THE TRANSACTIONS DESCRIBED IN THE AGREEMENT AND PLAN OF MERGER DATED AS OF FEBRUARY 17, 2012 ("THE MERGER AGREEMENT"), BY AND AMONG CORPORATE PROPERTY ASSOCIATES 15 INCORPORATED, W. P. CAREY & CO. LLC, W. P. CAREY REIT, INC. (NOW NAMED W. P. CAREY INC.), AND THE OTHER PARTIES THERETO, AS MORE THOROUGHLY DESCRIBED IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS.	Issuer	Yes	For
						2	A PROPOSAL TO ADOPT AND APPROVE THE	Issuer	Yes	For

		TRANSACTIONS DESCRIBED IN THE AGREEMENT AND PLAN OF MERGER DATED AS OF FEBRUARY 17, 2012 (THE "REIT CONVERSION AGREEMENT"), BETWEEN W. P. CAREY & CO. LLC AND W. P. CAREY REIT, INC. (NOW NAMED W. P. CAREY INC.), AS MORE THOROUGHLY DESCRIBED IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS.			
	3	A PROPOSAL TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS OF THE SPECIAL MEETING, INCLUDING, WITHOUT LIMITATION, A MOTION TO ADJOURN THE SPECIAL MEETING TO ANOTHER TIME FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES TO APPROVE THE PROPOSALS ABOVE.	Issuer	Abstain	Abstain
MS, INC. CSCO 17275R102 11/15/2012 9/17/2012 Annual	1	Election of directors. Nominees:			
		1) ELECTION OF DIRECTOR: CAROL A. BARTZ	Issuer	Yes	For
		2) ELECTION OF DIRECTOR: MARC BENIOFF	Issuer	Yes	For
		3) ELECTION OF DIRECTOR: M. MICHELE BURNS	Issuer	Yes	For
		4) ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Issuer	Yes	For
		5) ELECTION OF DIRECTOR: LARRY R. CARTER	Issuer	Yes	For
		6) ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Issuer	Yes	For
		7) ELECTION OF DIRECTOR: BRIAN L. HALLA	Issuer	Yes	For
		8) ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY	Issuer	Yes	For
		9) ELECTION OF DIRECTOR: DR. KRISTINA M. JOHNSON	Issuer	Yes	For

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							10) ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH			
							11) ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Issuer	Yes	For
							12) ELECTION OF DIRECTOR: ARUN SARIN	Issuer	Yes	For
							13) ELECTION OF DIRECTOR: STEVEN M. WEST	Issuer	Yes	For
						2	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE EXECUTIVE 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 2013.	Issuer	Yes	For
						5	APPROVAL TO HAVE CISCO'S BOARD ADOPT A POLICY TO HAVE AN INDEPENDENT BOARD CHAIRMAN WHENEVER POSSIBLE.	Holder	Yes	Against
						6	APPROVAL TO REQUEST CISCO MANAGEMENT TO PREPARE A REPORT ON "CONFLICT MINERALS" IN CISCO'S SUPPLY CHAIN.	Holder	Yes	Against
DEERS TURE	CNS	19248A109	4/25/2013	2/20/2013	Annual	1	Election of directors. Nominees:			
							1) MARTIN COHEN	Issuer	Yes	For
							2) RICHARD J. NORMAN	Issuer	Yes	For
							3) FRANK K. ROSS	Issuer	Yes	For
JOHNSON	JNJ	478160104	4/25/2013	2/26/2013	Annual	1	Election of directors. Nominees:			
							1) ELECTION OF DIRECTOR: MARY SUE COLEMAN	Issuer	Yes	For
							2) ELECTION OF DIRECTOR: JAMES G. CULLEN	Issuer	Yes	For
							3) ELECTION OF DIRECTOR: IAN E.L. DAVIS	Issuer	Yes	For
							4) ELECTION OF DIRECTOR: ALEX GORSKY	Issuer	Yes	For
							5) ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Issuer	Yes	For
							6) ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Issuer	Yes	For

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						7) ELECTION OF DIRECTOR: ANNE M. MULCAHY	Issuer	Yes	For
						8) ELECTION OF DIRECTOR: LEO F. MULLIN	Issuer	Yes	For
						9) ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Issuer	Yes	For
						10) ELECTION OF DIRECTOR: CHARLES PRINCE	Issuer	Yes	For
						11) ELECTION OF DIRECTOR: A. EUGENE WASHINGTON	Issuer	Yes	For
						12) ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Issuer	Yes	For
				2		ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
				3		RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Issuer	Yes	For
				4		SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK	Holder	Yes	Against
				5		SHAREHOLDER PROPOSAL ON POLITICAL CONTRIBUTIONS AND CORPORATE VALUES	Holder	Yes	Against
				6		SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN	Holder	Yes	Against
O &	WFC	949746101	4/23/2013	2/26/2013	Annual	1	Election of directors. Nominees:		
						1) ELECTION OF DIRECTOR: JOHN D. BAKER II	Issuer	Yes	For
						2) ELECTION OF DIRECTOR: ELAINE L. CHAO	Issuer	Yes	For
						3) ELECTION OF DIRECTOR: JOHN S. CHEN	Issuer	Yes	For
						4) ELECTION OF DIRECTOR: LLOYD H. DEAN	Issuer	Yes	For
						5) ELECTION OF DIRECTOR: SUSAN E. ENGEL	Issuer	Yes	For
						6) ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Issuer	Yes	For
						7) ELECTION OF DIRECTOR: DONALD M. JAMES	Issuer	Yes	For
						8) ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Issuer	Yes	For
						9) ELECTION OF DIRECTOR: FEDERICO F. PENA	Issuer	Yes	For

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					10) ELECTION OF DIRECTOR: HOWARD V. RICHARDSON	Issuer	Yes	For	
					11) ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Issuer	Yes	For	
					12) ELECTION OF DIRECTOR: STEPHEN W. SANGER	Issuer	Yes	For	
					13) ELECTION OF DIRECTOR: JOHN G. STUMPF	Issuer	Yes	For	
					14) ELECTION OF DIRECTOR: SUSAN G. SWENSON	Issuer	Yes	For	
				2	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For	
				3	PROPOSAL TO APPROVE THE COMPANY'S AMENDED AND RESTATEED LONG-TERM INCENTIVE COMPENSATION PLAN.	Issuer	Yes	For	
				4	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Issuer	Yes	For	
				5	STOCKHOLDER PROPOSAL TO ADOPT A POLICY REQUIRING AN INDEPENDENT CHAIRMAN.	Holder	Yes	Against	
				6	STOCKHOLDER PROPOSAL TO PROVIDE A REPORT ON THE COMPANY'S LOBBYING POLICIES AND PRACTICES.	Holder	Yes	Against	
				7	STOCKHOLDER PROPOSAL TO REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES.	Holder	Yes	Against	
SNY	80105N105	5/3/2013	3/25/2013	Annual	1	APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012	Issuer	Yes	For
					2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012	Issuer	Yes	For
					3	APPROPRIATION OF PROFITS, DECLARATION OF DIVIDEND	Issuer	Yes	For
					4		Issuer	Yes	For



	APPOINTMENT OF A DIRECTOR (FABIENNE LECORVAISIER)			
5	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY	Issuer	Yes	For
6	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHTS MAINTAINED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS	Issuer	Yes	For
7	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHT BEING CANCELLED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS BY PUBLIC OFFERING	Issuer	Yes	For
8	POSSIBILITY OF ISSUING, WITHOUT PREEMPTIVE RIGHT, SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AS CONSIDERATION FOR ASSETS TRANSFERRED TO THE COMPANY AS A CAPITAL CONTRIBUTION IN KIND IN THE FORM OF SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF ANOTHER COMPANY	Issuer	Yes	For
9	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A	Issuer	Yes	For

CAPITAL INCREASE WITH OR WITHOUT PREEMPTIVE RIGHTS

					10	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE TO CARRY OUT INCREASES IN THE SHARE CAPITAL BY INCORPORATION OF SHARE PREMIUM, RESERVES, PROFITS OR OTHER ITEMS	Issuer	Yes	For
					11	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE OF SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL RESERVED FOR MEMBERS OF SAVINGS PLANS, WITH WAIVER OF PREEMPTIVE RIGHT IN THEIR FAVOR	Issuer	Yes	For
					12	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO ALLOT, WITHOUT PREEMPTIVE RIGHT, EXISTING OR NEW RESTRICTED SHARES IN FULL OR PARTIAL SUBSTITUTION FOR THE DISCOUNT TO A CAPITAL INCREASE RESERVED FOR SALARIED EMPLOYEES	Issuer	Yes	For
					13	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO GRANT, WITHOUT PREEMPTIVE RIGHT, OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES	Issuer	Yes	For
					14	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELLATION OF TREASURY SHARES	Issuer	Yes	For
					15	POWERS FOR FORMALITIES	Issuer	Yes	For
BRK-A	084670108	5/4/2013	3/6/2013	Annual	1	Election of directors. Nominees:			
						1) WARREN E. BUFFETT	Issuer	Yes	For
						2) CHARLES T. MUNGER	Issuer	Yes	For
						3) HOWARD G. BUFFETT	Issuer	Yes	For

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						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	SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS.	Holder	Yes	Against
BRK-B	84670702	5/4/2013	3/6/2013	Annual	1	Election of directors. Nominees:			
INC.						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	SHAREHOLDER PROPOSAL REGARDING GREENHOUSE GAS AND OTHER AIR EMISSIONS.	Holder	Yes	Against
RVICES,	RSG	760759100	5/9/2013	3/12/2013	Annual	1	Election of directors. Nominees:		
						1) ELECTION OF DIRECTOR: JAMES W. CROWNOVER	Issuer	Yes	For
						2) ELECTION OF DIRECTOR: WILLIAM J. FLYNN	Issuer	Yes	For
						3) ELECTION OF DIRECTOR: MICHAEL LARSON	Issuer	Yes	For
						4) ELECTION OF DIRECTOR: NOLAN LEHMANN	Issuer	Yes	For
						5) ELECTION OF DIRECTOR: W. LEE NUTTER	Issuer	Yes	For
						6) ELECTION OF DIRECTOR: RAMON A. RODRIGUEZ	Issuer	Yes	For
						7) ELECTION OF DIRECTOR: DONALD W. SLAGER	Issuer	Yes	For

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						8) ELECTION OF DIRECTOR: ALLAN C. SORENSEN	Issuer	Yes	For	
						9) ELECTION OF DIRECTOR: JOHN M. TRANI	Issuer	Yes	For	
						10) ELECTION OF DIRECTOR: MICHAEL W. WICKHAM	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 ACCOUNTANTS FOR 2013.	Issuer	Yes	For	
				4		APPROVAL OF THE AMENDED AND RESTATED 2007 STOCK INCENTIVE PLAN.	Issuer	Yes	For	
				5		STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE.	Issuer	Yes	For	
				6		STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Holder	Yes	Against	
	KSS	500255104	5/16/2013	3/13/2013	Annual	1	Election of directors. Nominees:			
						1) ELECTION OF DIRECTOR: PETER BONEPARTH	Issuer	Yes	For	
						2) ELECTION OF DIRECTOR: STEVEN A. BURD	Issuer	Yes	For	
						3) ELECTION OF DIRECTOR: DALE E. JONES	Issuer	Yes	For	
						4) ELECTION OF DIRECTOR: KEVIN MANSELL	Issuer	Yes	For	
						5) ELECTION OF DIRECTOR: JOHN E. SCHLIFSKE	Issuer	Yes	For	
						5) ELECTION OF DIRECTOR: FRANK V. SICA	Issuer	Yes	For	
						6) ELECTION OF DIRECTOR: PETER M. SOMMERHAUSER	Issuer	Yes	For	
						7) ELECTION OF DIRECTOR: STEPHANIE A. STREETER	Issuer	Yes	For	
						8) ELECTION OF DIRECTOR: NINA G. VACA	Issuer	Yes	For	
						9) ELECTION OF DIRECTOR: STEPHEN E. WATSON	Issuer	Yes	For	
				2			Issuer	Yes	For	

							RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.			
						3	ADVISORY VOTE ON APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION.	Issuer	Yes	For
						4	SHAREHOLDER PROPOSAL: POLICY ON ANIMAL CRUELTY RELATED TO THE SALE OF PRODUCTS CONTAINING ANIMAL FUR.	Holder	Yes	Against
						5	SHAREHOLDER PROPOSAL: INDEPENDENT BOARD CHAIRMAN.	Holder	Yes	Against
YUM! BRANDS, INC.	YUM	988498101	5/15/2013	3/18/2013	Annual	1	Election of directors. Nominees:			
							1) ELECTION OF DIRECTOR: MICHAEL J. CAVANAGH	Issuer	Yes	For
							2) ELECTION OF DIRECTOR: DAVID W. DORMAN	Issuer	Yes	For
							3) ELECTION OF DIRECTOR: MASSIMO FERRAGAMO	Issuer	Yes	For
							4) ELECTION OF DIRECTOR: MIRIAN M. GRADDICK-WEIR	Issuer	Yes	For
							5) ELECTION OF DIRECTOR: J. DAVID GRISSOM	Issuer	Yes	For
							6) ELECTION OF DIRECTOR: BONNIE G. HILL	Issuer	Yes	For
							7) ELECTION OF DIRECTOR: JONATHAN S. LINEN	Issuer	Yes	For
							8) ELECTION OF DIRECTOR: THOMAS C. NELSON	Issuer	Yes	For
							9) ELECTION OF DIRECTOR: DAVID C. NOVAK	Issuer	Yes	For
							10) ELECTION OF DIRECTOR: THOMAS M. RYAN	Issuer	Yes	For
							11) ELECTION OF DIRECTOR: JING-SHYH S. SU	Issuer	Yes	For
							12) ELECTION OF DIRECTOR: ROBERT D. WALTER	Issuer	Yes	For
						2	RATIFICATION OF INDEPENDENT AUDITORS.	Issuer	Yes	For
						3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes	For
						4	RE-APPROVAL OF PERFORMANCE MEASURES OF YUM! BRANDS, INC. LONG TERM INCENTIVE PLAN.	Issuer	Yes	For
						5		Holder	Yes	Against

						SHAREHOLDER PROPOSAL REGARDING PACKAGING RECYCLING.				
Y	MMM	88579Y101	5/14/2013	3/15/2013	Annual	1	Election of directors. Nominees:			
							1) ELECTION OF DIRECTOR: LINDA G. ALVARADO	Issuer	Yes	For
							2) ELECTION OF DIRECTOR: VANCE D. COFFMAN	Issuer	Yes	For
							3) ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Issuer	Yes	For
							4) ELECTION OF DIRECTOR: W. JAMES FARRELL	Issuer	Yes	For
							5) ELECTION OF DIRECTOR: HERBERT L. HENKEL	Issuer	Yes	For
							6) ELECTION OF DIRECTOR: MUHTAR KENT	Issuer	Yes	For
							7) ELECTION OF DIRECTOR: EDWARD M. LIDDY	Issuer	Yes	For
							8) ELECTION OF DIRECTOR: ROBERT S. MORRISON	Issuer	Yes	For
							9) ELECTION OF DIRECTOR: AULANA L. PETERS	Issuer	Yes	For
							10) ELECTION OF DIRECTOR: INGE G. THULIN	Issuer	Yes	For
							11) ELECTION OF DIRECTOR: 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
						3	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Issuer	Yes	For
						4	STOCKHOLDER PROPOSAL ON ACTION BY WRITTEN CONSENT.	Holder	Yes	For
						5	STOCKHOLDER PROPOSAL ON PROHIBITING POLITICAL SPENDING FROM CORPORATE TREASURY FUNDS.	Holder	Yes	Against
R INC.	CAT	149123101	6/12/2013	4/15/2013	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) DAVID R. GOODE	Issuer	Yes	For
							5) JESSE J. GREENE, JR.	Issuer	Yes	For
							6) JON M. HUNTSMAN, JR.	Issuer	Yes	For
							7) PETER A. MAGOWAN	Issuer	Yes	For

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						8) DENNIS A. MUILENBURG	Issuer	Yes	For
						9) DOUGLAS R. OBERHELMAN	Issuer	Yes	For
						10) WILLIAM A. OSBORN	Issuer	Yes	For
						11) CHARLES D. POWELL	Issuer	Yes	For
						12) EDWARD B. RUST, JR.	Issuer	Yes	For
						13) SUSAN C. SCHWAB	Issuer	Yes	For
						14) JOSHUA I. SMITH	Issuer	Yes	For
						15) MILES D. WHITE	Issuer	Yes	For
				2		RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Issuer	Yes	For
				3		ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Issuer	Yes	For
				4		STOCKHOLDER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD	Issuer	Yes	For
				5		STOCKHOLDER PROPOSAL - STOCKHOLDER ACTION BY WRITTEN CONSENT.	Issuer	Yes	For
				6		STOCKHOLDER PROPOSAL - EXECUTIVE STOCK RETENTION	Issuer	Yes	Against
				7		STOCKHOLDER PROPOSAL - SUSTAINABILITY MEASURE IN EXECUTIVE COMPENSATION	Issuer	Yes	Against
				8		STOCKHOLDER PROPOSAL - REVIEW OF GLOBAL CORPORATE STANDARDS	Issuer	Yes	Against
				9		STOCKHOLDER PROPOSAL - SALES TO SUDAN	Issuer	Yes	Against
CHASE &	JPM	46625H100	5/21/2013	3/22/2013	Annual	1	Election of directors. Nominees:		
						1) ELECTION OF DIRECTOR: JAMES A. BELL	Issuer	Yes	For
						2) ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Issuer	Yes	For
						3) ELECTION OF DIRECTOR: STEPHEN B. BURKE	Issuer	Yes	For
						4) ELECTION OF DIRECTOR: DAVID M. COTE	Issuer	Yes	For
						5) ELECTION OF DIRECTOR: JAMES S. CROWN	Issuer	Yes	For
						6) ELECTION OF DIRECTOR: JAMES DIMON	Issuer	Yes	For
						7) ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Issuer	Yes	For
						8) ELECTION OF DIRECTOR: ELLEN V. FUTTER	Issuer	Yes	For

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						9) ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.			
						10) ELECTION OF DIRECTOR: LEE R. RAYMOND	Issuer	Yes	For
						11) ELECTION OF DIRECTOR: WILLIAM C. WELDON	Issuer	Yes	For
				2		RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Issuer	Yes	For
				3		ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Issuer	Yes	For
				4		AMENDMENT TO THE FIRM'S RESTATEd CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY WRITTEN CONSENT	Issuer	Yes	For
				5		REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN	Issuer	Yes	For
				6		REQUIRE SEPARATION OF CHAIRMAN AND CEO	Holder	Yes	Against
				7		ADOPT PROCEDURES TO AVOID HOLDING OR RECOMMENDING INVESTMENTS THAT CONTRIBUTE TO HUMAN RIGHTS VIOLATIONS	Holder	Yes	Against
				8		ADOPT PROCEDURES TO AVOID HOLDING OR RECOMMENDING INVESTMENTS THAT CONTRIBUTE TO HUMAN RIGHTS VIOLATIONS	Holder	Yes	Against
				9		DISCLOSE FIRM PAYMENTS USED DIRECTLY OR INDIRECTLY FOR LOBBYING, INCLUDING SPECIFIC AMOUNTS AND RECIPIENTS' NAMES	Holder	Yes	Against
CVX	166764100	5/29/2013	4/3/2013	Annual	1	Election of directors. Nominees:			
						1) ELECTION OF DIRECTOR: L.F. DEILY	Issuer	Yes	For
						2) ELECTION OF DIRECTOR: R.E. DENHAM	Issuer	Yes	For
						3) ELECTION OF DIRECTOR: A.P. GAST	Issuer	Yes	For
							Issuer	Yes	For



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							4) ELECTION OF DIRECTOR: E. HERNANDEZ			
							5) ELECTION OF DIRECTOR: G.L. KIRKLAND	Issuer	Yes	For
							6) ELECTION OF DIRECTOR: C.W. MOORMAN	Issuer	Yes	For
							7) ELECTION OF DIRECTOR: K.W. SHARER	Issuer	Yes	For
							8) ELECTION OF DIRECTOR: J.G. STUMPF	Issuer	Yes	For
							9) ELECTION OF DIRECTOR: R.D. SUGAR	Issuer	Yes	For
							10) ELECTION OF DIRECTOR: C. WARE	Issuer	Yes	For
							11) ELECTION OF DIRECTOR: 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		APPROVAL OF AMENDMENTS TO LONG-TERM INCENTIVE PLAN	Issuer	Yes	For
					5		SHALE ENERGY OPERATIONS	Holder	Yes	Against
					6		OFFSHORE OIL WELLS	Holder	Yes	Against
					7		CLIMATE RISK	Holder	Yes	Against
					8		LOBBYING DISCLOSURE	Holder	Yes	Against
					9		CESSATION OF USE OF CORPORATE FUNDS FOR POLITICAL PURPOSES	Holder	Yes	Against
					10		CUMULATIVE VOTING	Holder	Yes	For
					11		SPECIAL MEETINGS	Holder	Yes	For
					12		INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Holder	Yes	Against
					13		COUNTRY SELECTION GUIDELINES	Holder	Yes	Against
TRANSOCEAN LTD.	RIG	H8817H100	5/17/2013	3/20/2013	Annual	1	APPROVAL OF THE 202 ANNUAL REPORT, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENT OF TRANSOCEAN LTD.. FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2012	Issuer	NA	NA

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	2	APPROPRIATION OF THE AVAILABLE EARNINGS FOR FISCAL YEAR 2012	Issuer	NA	NA
	3a.	APPROVAL OF THE COMPANY'S PAYMENT OF A DIVIDEND IN PRINCIPLE.	Issuer	NA	NA
	3b.	DISTRIBUTION AMOUNT, WHICH IS CONDITIONED ON THE APPROVAL OF PROPOSAL 3A. MARK EITHER 3B1 OR 3B2 BUT NOT BOTH.	Issuer	NA	NA
	3b.1	COMPANY DISTRIBUTION PROPOSAL, IN AN AMOUNT OF USD 2.24 PER SHARE.	Issuer	NA	NA
	3b.2	ICHAN GROUP DISTRIBUTION PROPOSAL, IN AN AMOUNT OF USD 4.00 PER SHARE	Issuer	NA	NA
	4	READOPTION OF AUTHORIZED SHARE CAPITAL, ALLOWING THE BOARD OF DIRECTORS TO ISSUE UP TO A MAXIMUM OF 74,728,750 SHARES OF THE COMPANY	Issuer	NA	NA
	5	REPEAL OF STAGGERED BOARD	Issuer	NA	NA
	6	ELECTION TO THE BOARD OF DIRECTORS:	Issuer	NA	NA
		1) FREDRICO F. CURADO	Issuer	NA	NA
		2) STEVEN L. NEWMAN	Issuer	NA	NA
		3) THOMAS W. CASON	Issuer	NA	NA
		4) ROBERT M. SPRAGUE	Issuer	NA	NA
		5) J. MACHAEL TALBERT	Issuer	NA	NA
		6) JOHN J. LIPINSKI	Holder	NA	NA
		7) JOSE MARIA ALAPONT	Holder	NA	NA
		8) SAMUEL MERKSAMER	Holder	NA	NA
	7	APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 AND REELECTION OF ERNST & YOUNG LTD. ZURICH, AS THE COMPANY'S AUDITOR FOR A FURTHER ONE-YEAR TERM	Issuer	NA	NA
	8	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	NA	NA

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1 Election of directors. Nominees:

CMORAN  
OLD 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) 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	Against
5	STOCKHOLDER PROPOSAL REGARDING THE REQUIREMENT THAT OUR CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS.	Holder	Yes	Against
6	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION BY THE BOARD OF DIRECTORS OF A POLICY ON BOARD DIVERSITY.	Holder	Yes	Against
7	STOCKHOLDER PROPOSAL REGARDING THE AMENDMENT OF OUR BYLAWS TO PERMIT STOCKHOLDERS HOLDING	Holder	Yes	For

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15% OF OUR OUTSTANDING  
COMMON STOCK TO CALL A  
SPECIAL MEETING OF  
STOCKHOLDERS.

IS NAL INC.	PM	718172109	5/8/2013	3/15/2013	Annual	1	Election of directors. Nominees:			
							1) HAROLD BROWN	Issuer	Yes	For
							2) MATHIS CABIALLAVETTA	Issuer	Yes	For
							3) ANDRE CALANTZOPOULOS	Issuer	Yes	For
							4) LOUIS C. CAMILLERI	Issuer	Yes	For
							5) J. DUDLEY FISHBURN	Issuer	Yes	For
							6) JENNIFER LI	Issuer	Yes	For
							7) GRAHAM MACKAY	Issuer	Yes	For
							8) SERGIO MARCHIONNE	Issuer	Yes	For
							9) KALPANA MORPARIA	Issuer	Yes	For
							10) LUCIO A. NOTO	Issuer	Yes	For
							11) ROBERT B. POLET	Issuer	Yes	For
							12) CARLOS SLIM HELU	Issuer	Yes	For
							13) STEPHEN M. WOLF	Issuer	Yes	For
						2	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Issuer	Yes	For
						3	ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION	Issuer	Yes	For

TORES,	WMT	931142103	6/7/2013	4/11/2013	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) DOUGLAS N. DAFT	Issuer	Yes	For
							5) MICHAEL T. DUKE	Issuer	Yes	For
							6) TIMOTHY P. FLYNN	Issuer	Yes	For
							7) MARISSA A. MAYER	Issuer	Yes	For
							8) GREGORY B. PENNER	Issuer	Yes	For
							9) STEVEN S. REINEMUND	Issuer	Yes	For
							10) H. LEE SCOTT, JR.	Issuer	Yes	For
							11) JIM C. WALTON	Issuer	Yes	For
							12) S. ROBSON WALTON	Issuer	Yes	For
							13) CHRISTOPHER J. WILLIAMS	Issuer	Yes	For
							14) LINDA S. WOLF	Issuer	Yes	For
						2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Issuer	Yes	For
						3	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes	For
						4		Issuer	Yes	For

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						APPROVAL OF THE WAL-MART STORES, INC. MANAGEMENT INCENTIVE PLAN, AS AMENDED				
					5	SPECIAL SHAREOWNER MEETING RIGHT	Holder	Yes	For	
					6	EQUITY RETENTION REQUIREMENT	Holder	Yes	Against	
					7	INDEPENDENT CHAIRMAN	Holder	Yes	Against	
					8	REQUEST FOR ANNUAL REPORT ON RECOUPMENT OF EXECUTIVE PAY	Holder	Yes	Against	
STATE D-	RIF	76970B101	4/11/2013	2/19/2013	Annual	2A.	ELECTION OF CLASS III TRUSTEE: ARTHUR G. KOUMANTZELIS	Issuer	Yes	For
INC.	BEN	354613101	3/13/2013	1/16/2013	Annual	1	Election of directors. Nominees:			
							1) ELECTION OF DIRECTOR: SAMUEL H. ARMACOST	Issuer	Yes	For
							2) ELECTION OF DIRECTOR: PETER K. BARKER	Issuer	Yes	For
							3) ELECTION OF DIRECTOR: CHARLES CROCKER	Issuer	Yes	For
							4) ELECTION OF DIRECTOR: CHARLES B. JOHNSON	Issuer	Yes	For
							5) ELECTION OF DIRECTOR: GREGORY E. JOHNSON	Issuer	Yes	For
							6) ELECTION OF DIRECTOR: RUPERT H. JOHNSON, JR.	Issuer	Yes	For
							7) ELECTION OF DIRECTOR: MARK C. PIGOTT	Issuer	Yes	For
							8) ELECTION OF DIRECTOR: CHUTTA RATNATHICAM	Issuer	Yes	For
							9) ELECTION OF DIRECTOR: LAURA STEIN	Issuer	Yes	For
							10) ELECTION OF DIRECTOR: ANNE M. TATLOCK	Issuer	Yes	For
							11) ELECTION OF DIRECTOR: 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, 2013.	Issuer	Yes	For
						3	STOCKHOLDER PROPOSAL ON GENOCIDE-FREE INVESTING.	Holder	Yes	Against



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 23, 2013