## (December 2011) Department of the Treasury

## **Report of Organizational Actions Affecting Basis of Securities**

▶ See separate instructions.

OMB No. 1545-2224

Internal Revenue Service Reporting Issuer Part I 2 Issuer's employer identification number (EIN) 1 Issuer's name Boulder Total Return Fund, Inc. 95-4405635 3 Name of contact for additional information 4 Telephone No. of contact 5 Email address of contact **ALPS FUND SERVICES** 1-303-623-2577 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 City, town, or post office, state, and Zip code of contact 1290 BROADWAY, SUITE 1100 DENVER, CO 80203 8 Date of action 9 Classification and description March 20, 2015 COMMON STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) **BTF** 101541100 Organizational Action Attach additional statements if needed. See back of form for additional questions. Part II Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► On March 20, 2015 the Boulder Total Return Fund Inc., ("Target Fund") EIN # 95-4405635, merged into the Boulder Growth & Income Fund ("Acquiring Fund"), EIN #13-2729672. This merger qualifies as a tax free exchange within the meaning of Internal Revenue Code §368 (a). Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis A shareholder's aggregate basis in the shares of "Acquiring Fund" they received in exchange for their shares of "Target Fund." will be the same as their aggregate basis in their shares of the "Target Fund." The number of "Acquiring Fund" shares that were received for each share of "Target Fund" given up in the exchange is detailed on the attached statement. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► There was no change in basis as a result of the above described organized action.

Part I		<b>Organizational Action</b> (continu	ied)		
		applicable Internal Revenue Code sec	tion(s) and subsection(s) upon wh	nich the tax treatment is based ▶	The applicable Internal
Revenu	e Coc	de is §368 (a).			
<b>18</b> Ca	an any	y resulting loss be recognized? ► The	ere was no gain or loss on the t	ransaction. Accordingly, each	investor's aggregate basis of
"Acquir	ing F	und" received in the exchange will t	he be same as the aggregate ba	asis in their shares of the "Tard	get Fund" given up.
		<u> </u>			
<b>19</b> Pr	ovide	any other information necessary to im	inlement the adjustment such as	the reportable tax year ▶ The a	hove described organizational
		ortable in the tax year 2015.	promone and adjustment, each ac	The telephone tax year F	bove described organizational
actions	s repu	ortable in the tax year 2015.			
		er penalties of perjury, I declare that I have			
	belief	f, it is true, correct, and complete. Declaration	on of preparer (other than officer) is ba	sed on all information of which prepa	arer has any knowledge.
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Boulder Total Return Fund, Inc. SUPPLEMENTAL ATTACHMENT TO FORM 8937 95-4405635

## PART II, QUESTION 15:

CUSIP	Ticker	Target Fund	Class	NAV	CUSIP	Ticker	Acquiring Fund	Class	NAV
101541100	BTF	Boulder Total Return Fund, Inc.	Common	33.50	101507101	BIF	Boulder Growth & Income Fund, Inc.	Common	10.73

Conversion Ratio: 3.121182

Form 8937, Line 15: The merger is intended to be a tax-free reorganization pursuant to Section 368 (a) of the code. The aggregate tax basis of the shares of the Acquiring Fund received by the shareholders will be the same as the aggregate tax basis of the shares of the Retiring Fund. The holding period of the shares of the Acquiring Fund received by the shareholder includes the holding period of the shares of the Retiring Fund. Total shares of the Retiring Fund should be multiplied by the merger ratio in order to calculate the shares in the Acquiring Fund. The information contains in this form is not intended or written to be used as tax advice. Because everyone's tax situation is unique, you should consult your tax professional about tax consequences of the merger.