

BOULDER GROWTH & INCOME FUND

Form N-Q

April 28, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM N-Q

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS 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)

2344 Spruce Street, Suite A, Boulder, CO
(Address of principal executive offices)

80302
(Zip code)

Stephen C. Miller, Esq.

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: February 28, 2009

Item 1 Schedule of Investments.

Boulder Growth & Income Fund, Inc.

PORTFOLIO OF INVESTMENTS

February 28, 2009

(Unaudited)

Shares/ Principal Amount	Description	Value (Note 1)
LONG TERM INVESTMENTS 63.7%		
DOMESTIC COMMON STOCKS 45.2%		
Buildings - Residential/Commercial 0.1%		
6,300	Toll Brothers, Inc.*	\$ 99,855
Construction Machinery 0.3%		
20,000	Caterpillar, Inc.	492,200
Diversified 24.6%		
466	Berkshire Hathaway, Inc., Class A*	36,627,601
500	Berkshire Hathaway, Inc., Class B*	1,282,000
		37,909,601
Diversified Financial Services 0.5%		
35,000	American Express Co.	422,100
4,300	Franklin Resources, Inc.	196,940
8,300	Legg Mason, Inc.	106,489
		725,529
Electric Utilities 3.7%		
183,000	Constellation Energy Group, Inc.	3,616,080
150,000	Great Plains Energy, Inc.	2,031,000
		5,647,080
Healthcare Products & Services 0.6%		
18,000	Johnson & Johnson	900,000
Insurance 1.1%		
47,074	Fidelity National Financial, Inc.	780,016
40,000	First American Corp.	926,800
		1,706,816
Manufacturing 1.9%		
12,000	3M Co.	545,520
50,500	Eaton Corp.	1,825,575
60,000	General Electric Co.	510,600
		2,881,695
Registered Investment Company (RIC) 3.3%		
291,762	Cohen & Steers Advantage Income Realty Fund, Inc.	638,959
120,137	Cohen & Steers Premium Income Realty Fund, Inc.	253,489
106,600	Cohen & Steers Quality Income Realty Fund, Inc.	257,972
165,784	Cohen & Steers REIT and Preferred Income Fund, Inc.	654,847
294,900	Cohen & Steers REIT and Utility Income Fund, Inc.	1,344,743
91,174	Cohen & Steers Worldwide Realty Income Fund, Inc.	201,495
66,000	Flaherty & Crumrine/Claymore Preferred Securities Income Fund, Inc.	432,300
124,592	Flaherty & Crumrine/Claymore Total Return Fund, Inc.	865,914
146,663	ING Clarion Global Real Estate Income Fund	420,923
		5,070,642

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Retail 9.1%			
27,500	The Home Depot, Inc.		574,475
69,000	Walgreen Co.		1,646,340
240,000	Wal-Mart Stores, Inc.		11,817,600
			14,038,415
TOTAL DOMESTIC COMMON STOCKS			
(Cost \$80,869,456)			69,471,833
FOREIGN COMMON STOCKS 7.9%			
Australia 0.1%			
983,610	ING Office Fund		163,532
Canada 0.5%			
10,200	Bank of Nova Scotia		230,186
44,000	Brookfield Asset Management, Inc., Class A		583,115
			813,301

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Hong Kong 3.0%			
	185,000	Cheung Kong Holdings, Ltd.	1,523,130
	600,000	Hang Lung Properties, Ltd.	1,158,957
	500,000	Henderson Investment, Ltd.	30,302
	104,500	Henderson Land Development Co., Ltd.	353,038
	1,500,000	Midland Holdings, Ltd.	406,176
	650,000	Wheelock & Co., Ltd.	1,097,966
			4,569,569
Japan 0.0%(1)			
	105	New City Residence Investment Corp.*(2)(3)	4,465
Netherlands 1.7%			
	60,000	Heineken Holding NV	1,396,932
	31,663	Heineken NV	853,793
	20,000	Unilever NV	386,663
			2,637,388
New Zealand 1.3%			
	4,150,135	Kiwi Income Property Trust	2,057,805
Singapore 0.5%			
	906,666	Ascendas Real Estate Investment Trust	738,103
Turkey 0.0%(1)			
	57,183	Dogus Ge Gayrimenkul Yatirim Ortakligi A.S.*	18,163
United Kingdom 0.8%			
	25,000	Diageo PLC, Sponsored ADR	1,162,250
TOTAL FOREIGN COMMON STOCKS (Cost \$18,584,520)			12,164,576
AUCTION MARKET PREFERRED SECURITIES 7.3%			
	228	Advent Claymore Global Convertible Securities & Income Fund, Series W(3)	5,586,000
	39	Cohen & Steers REIT and Preferred Income Fund, Inc., Series W(3)	955,500
	44	Cohen & Steers Select Utility Fund, Series M7(3)	1,078,000
	108	Gabelli Dividend & Income Trust, Series B(3)	2,646,000
	36	Neuberger Berman Real Estate Securities Income Fund, Series A(3)	882,000
TOTAL AUCTION MARKET PREFERRED SECURITIES (Cost \$11,375,103)			11,147,500
HEDGE FUNDS 3.3%			
	5	Ithan Creek Partners, L.P.*(3)	5,026,715
TOTAL HEDGE FUNDS (Cost \$5,000,000)			5,026,715
TOTAL LONG TERM INVESTMENTS (Cost \$115,829,079)			97,810,624
SHORT TERM INVESTMENTS 33.0%			
DOMESTIC GOVERNMENT BONDS 31.5%			
\$	2,500,000	United States Cash Management Bills, Discount Notes, 0.430% due 4/29/2009	2,499,316
	46,000,000		45,968,649

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United States Treasury Bills, Discount Notes, 1.360% due
3/19/2009

TOTAL DOMESTIC GOVERNMENT BONDS		
(Amortized Cost \$48,466,888)		48,467,965

MONEY MARKET FUNDS 1.5%		
2,340,000	Dreyfus Treasury Cash Management Money Market Fund, Institutional Class, 7 day yield 0.208%	2,340,000

TOTAL MONEY MARKET FUNDS		
(Cost \$2,340,000)		2,340,000

TOTAL SHORT TERM INVESTMENTS		
(Cost \$50,806,888)		50,807,965

TOTAL INVESTMENTS 96.7%		
(Cost \$166,635,967)		148,618,589

OTHER ASSETS AND LIABILITIES 3.3%	5,144,484
TOTAL NET ASSETS AVAILABLE TO COMMON STOCK AND PREFERRED STOCK 100.0%	153,763,073
AUCTION MARKET PREFERRED STOCK (AMPs) REDEMPTION VALUE	(25,000,000)
TOTAL NET ASSETS AVAILABLE TO COMMON STOCK	\$ 128,763,073

* *Non-income producing security.*

(1) *Less than 0.05% of Total Net Assets Available to Common Stock and Preferred Stock.*

(2) *On October 9, 2008, the company declared bankruptcy.*

(3) *Fair valued security under procedures established by the Fund's Board of Directors. Total market value of fair valued securities as of February 28, 2009 is \$16,178,680.*

Percentages are stated as a percent of Total Net Assets Available to Common and Preferred Stock.

Common Abbreviations:

ADR - American Depositary Receipt

A.S. - Anonim Sirketi (Turkish: Joint Stock Company)

L.P. - Limited Partnership

Ltd. - Limited

NV - Naamloze Vennootchap is the Dutch term for a public limited liability corporation

PLC - Public Limited Company

REIT - Real Estate Investment Trust

For Fund compliance purposes, the Fund's industry and/or geography classifications refer to any one of the industry/geography sub-classifications used by one or more widely recognized market indexes, and/or as defined by Fund Management. This definition may not apply for purposes of this report, which may combine industry/geography sub-classifications for reporting ease. Industries/geographies are shown as a percent of net assets available to common and preferred shares. These industry/geography classifications are unaudited.

See accompanying Notes to Quarterly Portfolio of Investments.

Boulder Growth & Income Fund, Inc.

February 28, 2009 (Unaudited)

Note 1. Valuation and Investment Practices

Portfolio Valuation: The net asset value of the Fund's Common Shares is determined by the Fund's administrator no less frequently than on the last business day of each week and month. It is determined by dividing the value of the Fund's net assets attributable to common stock by the number of Common Shares outstanding. The value of the Fund's net assets attributable to Common Shares is deemed to equal the value of the Fund's total assets less (i) the Fund's liabilities and (ii) the aggregate liquidation value of the outstanding Taxable Auction Market Preferred Stock. Securities listed on a national securities exchange are valued on the basis of the last sale on such exchange or the NASDAQ Official Close Price on the day of valuation. In the absence of sales of listed securities and with respect to securities for which the most recent sale prices are not deemed to represent fair market value, and unlisted securities (other than money market instruments), securities are valued at the mean between the closing bid and asked prices, or based on a matrix system which utilizes information (such as credit ratings, yields and maturities) from independent sources. Investments for which market quotations are not readily available or do not otherwise accurately reflect the fair value of the investment are valued at fair value as determined in good faith by or under the direction of the Board of Directors of the Fund, including reference to valuations of other securities which are considered comparable in quality, maturity and type. Investments in money market instruments, which mature in 60 days or less at the time of purchase, are valued at amortized cost.

The Fund adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157, Fair Value Measurements (FAS 157), effective December 1, 2007. In accordance with FAS 157, fair value is defined as the price that the Fund would receive upon selling an investment in a timely transaction to an independent buyer in the principal or most advantageous market of the investment. Under certain circumstances, fair value may equal the mean between the bid and asked prices. FAS 157 established a three-tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value including such a pricing model and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The three-tier hierarchy of inputs is summarized in the three broad Levels listed below.

- Level 1 quoted prices in active markets for identical investments
- Level 2 significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

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The valuation techniques used by the Fund to measure fair value during the three months ended February 28, 2009 maximized the use of observable inputs and minimized the use of unobservable inputs. The Fund utilized the following fair value techniques: discounted future cash flow models, weighted average of last available trade prices and multi-dimensional relational pricing model.

The following is a summary of the inputs used as of February 28, 2009 in valuing the Fund's investments carried at fair value:

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Valuation Inputs		Investments in Securities
Level 1 Quoted Prices	\$	83,971,944
Level 2 Other Significant Observable Inputs		59,615,465
Level 3 Significant Unobservable Inputs		5,031,180
Total	\$	148,618,589

The following is a reconciliation of assets in which significant unobservable inputs (Level 3) were used in determining fair value:

	Investments in Securities
Balance as of 11/30/2008	\$ 5,059,043
Realized gain (loss)	
Change in unrealized appreciation/(depreciation)	(27,863)
Net purchases (sales)	
Transfer in and/or out of Level 3	
Balance as of 2/28/2009	\$ 5,031,180

Securities Transactions and Investment Income: Securities transactions are recorded as of the trade date. Realized gains and losses from securities sold are recorded on the identified cost basis. Dividend income is recorded on ex-dividend dates. Interest income is recorded using the interest method.

The actual amounts of dividend income and return of capital received from investments in real estate investment trusts (REITS) and registered investment companies (RICS) at calendar year-end are determined after the end of the fiscal year. The Fund therefore estimates these amounts for accounting purposes until the actual characterization of REIT and RIC distributions is known. Distributions received in excess of the estimate are recorded as a reduction of the cost of investments.

Foreign Currency Translation: The books and records of the Fund are maintained in US dollars. Foreign currencies, investments and other assets and liabilities denominated in foreign currencies are translated in US dollars at the exchange rate prevailing at the end of the period, and purchases and sales of investment securities, income and expenses transacted in foreign currencies are translated at the exchange rate on the dates of such transactions.

Foreign currency gains and losses result from fluctuations in exchange rates between trade date and settlement date on securities transactions, foreign currency transactions and the difference between amounts of interest and dividends recorded on the books of the Fund and the amounts actually received.

Note 2. Unrealized Appreciation/ (Depreciation)

On February 28, 2009, based on cost of \$166,625,091 for federal income tax purposes, aggregate gross unrealized appreciation for all securities in which there is an excess of value over tax cost was \$3,542,594 and aggregate gross unrealized depreciation for all securities in which there is an excess of tax cost over value was \$21,549,096, resulting in net unrealized depreciation of \$18,006,502.

Note 3. Recently Issued Accounting Pronouncements

In March 2008, FASB issued Statement of Financial Accounting Standards No. 161 (SFAS 161) Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133 (SFAS 133), expands the disclosure requirements in SFAS 133 about entity s derivative instruments and hedging activities. SFAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008. Management is currently evaluating the impact the adoption of SFAS No. 161

will have on the Fund s financial statement disclosures.

Item 2 - Controls and Procedures.

(a) The Registrant's Principal Executive Officer and Principal Financial Officer concluded that the Registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (17 CFR 270.300-3(c))) were effective as of a date within 90 days of the filing date of this report (the Evaluation Date), based on their evaluation of the effectiveness of the Registrant's disclosure controls and procedures as of the Evaluation Date.

(b) There were no changes in the Registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940 Act (17 CFR 270.30a-3(d))) that occurred during the Registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.

Item 3 Exhibits.

(a) Certification of Principal Executive Officer and Principal Financial Officer of the Registrant as required by Rule 30a-2(a) under the Investment Company Act of 1940 (17 CFR 270.30a-2(a)) is attached hereto as EX-99.CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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/ Stephen C. Miller
 Stephen C. Miller, President
 (Principal Executive Officer)

Date: April 27, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

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

Date: April 27, 2009

By: /s/ Carl D. Johns
 Carl D. Johns, Vice President and Treasurer
 (Principal Financial Officer)

Date: April 27, 2009
