BOULDER TOTAL RETURN FUND INC

Form N-CSR February 06, 2012 Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT 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)

Fund Administrative Services

2344 Spruce Street, Suite A

Boulder, CO 80302

(Address of Principal Executive Offices)(Zip Code)

Fund Administrative Services

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: November 30, 2011

Item 1. Reports to Stockholders.

The Report to Stockholders is attached herewith.

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Boulder Total Return Fund, Inc.

Letter from the Advisers

November 30, 2011

Dear Stockholders:

For the 12 month period ending November 30, 2011, the Boulder Total Return Fund, Inc. (the Fund) returned 1.7% on net assets. This compared to 7.8% returned by the S&P 500 during the same period. The table below shows the historic returns for the Fund for various periods ending November 30, 2011:

| | 3 Months | 6 Months | One Year | Three Years* | Five Years* | Ten Years** | Since August 1999*** |
|------------------------------------|----------|----------|----------|-----------------|----------------|----------------|----------------------------|
| Boulder Total Return Fund (NAV) | 3.7% | -5.2% | 1.7% | 14.3% | -0.3% | 4.2% | 5.5% |
| Boulder Total Return Fund (Market) | 4.8% | -9.7% | -1.9% | 18.4% | -2.8% | 2.3% | 5.1% |
| S&P 500 Index | 2.9% | -6.3% | 7.8% | 14.1% | -0.2% | 2.9% | 1.4% |
| Dow Jones Industrial Average | 4.5% | -2.8% | 12.4% | 14.1% | 2.5% | 4.6% | 3.2% |
| NASDAQ Composite | 1.9% | -7.0% | 6.0% | 20.7% | 2.5% | 3.9% | 0.3% |

^{*} Annualized

^{**} Annualized. Does not include the effect of dilution on non-participating stockholders from the July 2003 rights offering.

^{***} Annualized since August 1999, when the current Advisers became investment advisers to the Fund. Does not include the effect of dilution on non-participating stockholders from the July 2003 rights offering.

The performance data quoted represents past performance. Past performance is no guarantee of future results. The investment return and the principal value of an investment will fluctuate and shares, if sold, may be worth more or less than their original cost. Current performance may be lower or higher than the performance data quoted.

From a price appreciation standpoint, the Fund s largest holdings returned the following for the 12-month period ended November 30, 2011: Berkshire Hathaway, Inc., in which the Fund owns a combined \$118.0 million stake (38.5% of the Fund s assets) between the Class A and Class B shares, returned -1.4% on Class A and -1.2% on Class B; Yum! Brands, Inc., a \$60.8 million stake (19.9% of the Fund s assets), returned 11.9%; Wal-Mart Stores, Inc., a \$21.8 million stake (7.1% of the Fund s assets), returned 8.9%; Johnson & Johnson, a \$14.0 million stake (4.6% of the Fund s assets), returned 5.2%; and Cohen & Steers Infrastructure Fund, a closed-end fund in which the Fund owns a \$11.7 million stake (3.8% of the Fund s assets), returned -2.1%. The Fund s investment in Philip Morris International Inc. was up 34.0% on market price for the period, W.P. Carey & Co. was up 33.4% on market price, and Home Depot was up 29.8% on market price.

On the negative side, AllianceBernstein Holding, LP, in which the Fund owns a \$2.2 million stake (0.7% of the Fund s assets), returned -41.6% on market price during the period. Other detractors from performance included Inergy L.P. which returned -38.0% on market price, Midland Holdings, Ltd., a Hong Kong real estate company, which returned -37.9% on market price, RWE AG which returned -36.5% on market price and Transocean which returned -36.1% on market price for the period.

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Letter from the Advisers

Boulder Total Return Fund, Inc.

November 30, 2011

Since December 1, 2010, we made new investments in Pengrowth Energy Corp. (PGH), Alliance Resource Partners, L.P. (ARLP), Freeport-McMoRan Copper & Gold Inc. (FCX), Buckeye Partners L.P. (BPL), and Republic Services Inc. (RSG). We also added to our positions in AllianceBernstein Holdings (AB), Cheung Kong Holdings, Ltd. (1 HK), Energy Transfer Partners (ETP), PPL Corp. (PPL), Penn Virginia Resource Partners, L.P. (PVR), Inergy, L.P (NRGY), and Boardwalk Pipeline Partners L.P. (BWP). We anticipate making additional new investments as opportunities arise from time to time, although, because of the Fund s investment restrictions, such positions will be on the smaller side relative to our earlier investments (e.g., not greater than 4% of the Fund s assets at the time of purchase). As of November 30, 2011, the Fund held \$16.9 million in cash (5.5% of the Fund s assets).

Sincerely,

Stephen C. Miller

President

The views and opinions in the preceding commentary are subject to change. This material represents an assessment of the market environment at a specific point in time, should not be relied upon as investment advice and is not intended to predict or depict performance of any investment.

Note to Stockholders on the Fund s Discount. As most stockholders are aware, the Fund s shares presently trade at a significant discount to net asset value. Management and the Fund s board of directors are aware of this, monitor the discount and periodically review the limited options available to mitigate the discount. There are numerous factors affecting the Fund s discount over which the board and management have little or no control. In the end, the market sets the Fund s share price. For long-term stockholders of a closed-end fund, we believe the Fund s discount should only be one of many factors taken into consideration at the time of your investment decision. If you buy shares at a 20% discount and hold for 10 years while the Fund returns 8% per annum and then sell at a 20% discount, your return on investment will be the same as if you bought the same shares at net asset value and sold at net asset value. Because the investment philosophy of the Advisers is long-term, we believe that stockholders who invest in the Fund for the short-term arbitrage on the discount ultimately may be disappointed. In contrast, we hope that stockholders who understand the Fund s largest stockholders, are long-term holders, will be rewarded for their patience.

Note to Stockholders on Leverage. The Fund currently has Auction Market Preferred Shares (AMPS) outstanding, which results in the use of leverage. Leverage creates certain risks for holders of common stock, including the likelihood of greater volatility of the NAV and market price of the common stock. The Fund utilizes leverage to seek to enhance the returns for its common stockholders over the long term; however, this objective may not be achieved in all interest rate and investment environments. As a result of the failed auctions for auction preferred shares, the Fund pays AMPS stockholders a dividend rate that is generally tied to short-term interest rates. This dividend rate has been and remains generally economical compared to the earnings of the Fund s investments. However, to the extent that in the future short-term interest rates increase and the cost of this leverage increases, and earnings from the Fund s investments do not increase, the Fund s net investment returns may decline. Moreover, the Fund is required to maintain an asset coverage ratio of 200% on any outstanding AMPS. If the Fund were unable to maintain the required asset coverage ratio, it could be required to deleverage and sell a portion of its investments at a time when it might be disadvantageous to do so. Fund management and the Fund s Board of Directors continue to explore other liquidity and leverage options, including borrowing through a credit facility; this may result in AMPS being redeemed or repurchased in the future. Notwithstanding this, the Board of Directors may ultimately decide to leave the current AMPS outstanding if, after evaluating liquidity solutions that would enable the Fund to redeem the AMPS, the Board determines that such solutions would be inconsistent with the interests of the Fund s stockholders.

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Boulder Total Return Fund, Inc. Financial Data

November 30, 2011 (Unaudited)

| | Net Asset Value | Per Share of Common Stock NYSE Closing Price | Dividend Paid |
|----------|--------------------|--|------------------|
| 11/30/10 | \$ 18.66 | \$ 15.52 | \$ 0.00 |
| 12/31/10 | 18.93 | 15.52 | 0.00 |
| 1/31/11 | 19.07 | 15.95 | 0.00 |
| 2/28/11 | 20.13 | 17.33 | 0.00 |
| 3/31/11 | 19.74 | 16.76 | 0.00 |
| 4/30/11 | 20.36 | 16.96 | 0.00 |
| 5/31/11 | 20.01 | 16.87 | 0.00 |
| 6/30/11 | 19.48 | 16.44 | 0.00 |
| 7/31/11 | 18.68 | 15.51 | 0.00 |
| 8/31/11 | 18.29 | 14.53 | 0.00 |
| 9/30/11 | 16.81 | 13.50 | 0.00 |
| 10/31/11 | 18.74 | 15.25 | 0.00 |
| 11/30/11 | 18.97 | 15.23 | 0.00 |

INVESTMENTS AS A % OF TOTAL NET ASSETS AVAILABLE TO COMMON AND PREFERRED STOCK

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Portfolio of Investments Boulder Total Return Fund, Inc.

November 30, 2011

Shares/

Principal

| Amount | Description | Value (Note 1) |
|------------------------|--|----------------|
| LONG TERM INV | ESTMENTS 94.5% | |
| DOMESTIC COM | MON STOCKS 85.0% | |
| Coal 0.6% | | |
| 10,000 | Alliance Resource Partners L.P. | \$714,500 |
| 45,000 | Penn Virginia Resource Partners L.P. | 1,095,300 |
| 2,111 | | ,, |
| | | 1,809,800 |
| Construction Mach | • | |
| 60,000 | Caterpillar, Inc. | 5,872,800 |
| Diversified 38.5% | | |
| 690 | Berkshire Hathaway, Inc., Class A* | 81,765,000 |
| 460,000 | Berkshire Hathaway, Inc., Class B* | 36,229,600 |
| | | |
| | | 117,994,600 |
| Diversified Financi | | |
| 167,000 | AllianceBernstein Holding L.P. | 2,239,470 |
| 5,700 | Franklin Resources, Inc. | 574,674 |
| | | 2,814,144 |
| Electric Utilities 1.4 | 4% | 2,011,111 |
| 17,500 | Black Hills Corp. | 573,125 |
| 14,340 | FirstEnergy Corp. | 637,700 |
| 60,000 | PPL Corp. | 1,801,200 |
| 16,600 | Public Service Enterprise Group, Inc. | 546,804 |
| 12,400 | SCANA Corp. | 540,888 |
| | | |
| Environmental Com | tral 0.20/ | 4,099,717 |
| Environmental Con | | 922 500 |
| 30,000 | Republic Services, Inc. | 823,500 |
| Gas 0.3% | | |
| 37,000 | Inergy L.P. | 894,660 |
| | | |
| Healthcare Product | | |
| 216,000 | Johnson & Johnson | 13,979,520 |
| Manufacturing 0.29 | To a second of the second of t | |
| 8,000 | 3M Co. | 648,320 |
| 8,000 | JIVI CO. | 040,320 |
| Mining 0.8% | | |
| 60,000 | Freeport-McMoRan Copper & Gold, Inc. | 2,376,000 |
| D: 1: 0.00 | | |
| Pipelines 0.9% | | |
| 30,000 | Boardwalk Pipeline Partners L.P. | 778,800 |
| 10,000 | Buckeye Partners L.P. | 638,000 |

| 19,000 | Energy Transfer Partners L.P. | 831,440 |
|--------|-----------------------------------|-----------|
| 13,700 | Enterprise Products Partners L.P. | 623,213 |
| | 1 | |
| | | |
| | | 2,871,453 |

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Boulder Total Return Fund, Inc.

Portfolio of Investments

November 30, 2011

| Real Estate 0.2% | | |
|------------------------|--|-------------------------|
| 17,300 | WP Carey & Co. LLC | 683,177 |
| Real Estate Investm | nent Trusts (REITs) 0.9% | |
| 16.400 | HCP, Inc. | 633,860 |
| 11,500 | Health Care REIT, Inc. | 576,955 |
| 22,000 | Healthcare Realty Trust, Inc. | 387,640 |
| 16,300 | Realty Income Corp. | 551,918 |
| 11,366 | Ventas, Inc. | 599,670 |
| | | 2,750,043 |
| Danistanad Investme | ant Communica (DICa) 2 00/ | |
| | ent Companies (RICs) 3.9% | 11.664.114 |
| 736,836 | Cohen & Steers Infrastructure Fund, Inc. | 11,664,114 |
| 25,181 | RMR Asia Pacific Real Estate Fund | 358,829 |
| D 4 11 20 40 | | 12,022,943 |
| Retail 29.4% | | 2.042.450 |
| 72,500 | The Home Depot, Inc. | 2,843,450 |
| 140,000 370,000 | Walgreen Co. Wal-Mart Stores, Inc. | 4,720,800 21,793,000 |
| 1,085,000 | Yum! Brands, Inc. | 60,803,400 |
| 1,085,000 | Tuin: Brands, Inc. | 00,003,400 |
| | | 90,160,650 |
| Tobacco Products 0 | | |
| 9,700 | Philip Morris International, Inc. | 739,528 |
| TOTAL DOMESTIC | C COMMON STOCKS | |
| (0 | | 240 710 077 |
| (Cost \$134,324,28 | (8) | 260,540,855 |
| | | |
| | ON STOCKS 9.5% | |
| Beverages 4.3% | | |
| 75,000 | Diageo PLC, Sponsored ADR | 6,420,750 |
| 60,000 | Heineken Holding NV | 2,405,773 |
| 95,117 | Heineken NV | 4,454,795 |
| | | 13,281,318 |
| Diversified Financia | al Services $0.0\%^{(1)}$ | |
| 10,500 | Guoco Group, Ltd. | 97,245 |
| Electric Utilities 0.1 | 1% | |
| 4,500 | RWE AG | 185,784 |
| | | |
| Food 0.4% | | |
| 20,000 | Nestle SA | 1,119,746 |
| Oil & Gas 0.4% | | |
| | | |

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|--|------------------------------------|
| Portfolio of Investments | Boulder Total Return Fund, Inc. |
| November 30, 2011 | |
| 80,000 Pengrowth Energy Corp. | 822,400 |
| 80,000 Pengrowth Energy Corp. 8,000 Transocean, Ltd. | 342,800 |
| Deal Fater 2 007 | 1,165,200 |
| Real Estate 3.0% 529,500 Cheung Kong Holdings, Ltd. | 5,830,890 |
| 104,500 Henderson Land Development Co., Ltd. | 501,735 |
| 6,156,000 Midland Holdings, Ltd. | 2,923,976 |
| | 9,256,601 |
| Real Estate Investment Trusts (REITs) 1.3% | |
| 4,779,336 Kiwi Income Property Trust | 3,843,890 |
| TOTAL FOREIGN COMMON STOCKS | |
| (Cost \$24,942,002) | 28,949,784 |
| TOTAL LONG TERM INVESTMENTS | |
| (Cost \$159,266,290) | 289,490,639 |
| SHORT TERM INVESTMENTS 4.4% | |
| MONEY MARKET FUNDS 4.4% | |
| 881,341 Dreyfus Treasury Cash Management Money Market Fund, 12,600,000 JPMorgan Prime Money Markey Fund, 7-Day Yield - 0.120 | |
| | 13,481,341 |
| TOTAL MONEY MARKET FUNDS | |
| (Cost \$13,481,341) | 13,481,341 |
| TOTAL SHORT TERM INVESTMENTS | |
| (Cost \$13,481,341) | 13,481,341 |
| (Cost \$15,461,541) | 13,401,341 |
| TOTAL INVESTMENTS 98.9% | |
| (Cost \$172,747,631) | 302,971,980 |
| OTHER ASSETS AND LIABILITIES 1.1% | 3,255,036 |
| | 2,223,020 |
| TOTAL NET ASSETS AVAILABLE TO COMMON AND PREFERRI | ED STOCKHOLDERS 100.0% 306,227,016 |
| TAXABLE AUCTION MARKET PREFERRED STOCK (AMPS) REI | DEMPTION VALUE PLUS ACCRUED |
| DIVIDENDS | (72,124,146) |

\$234,102,870

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Boulder Total Return Fund, Inc. Portfolio of Investments

November 30, 2011

- * Non-income producing security.
- (1) Less than 0.05% of Total Net Assets Available to Common and Preferred Stockholders.Percentages are stated as a percent of the Total Net Assets Available to Common and Preferred Stockholders.

Common Abbreviations:

ADR - American Depositary Receipt.

AG - Aktiengesellschaft is a German term that refers to a corporation that is limited by shares, i.e., owned by shareholders.

LLC - Limited Liability Company.

L.P. - Limited Partnership.

Ltd. - Limited.

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

SA - Generally designates corporations in various countries, mostly those employing the civil law.

This translates literally in all languages mentioned as anonymous company.

Regional Breakdown as a % of Total Net Assets Available to Common and Preferred Stockholders

| United States | 89.4% |
|---|-------|
| Hong Kong | 3.0% |
| Netherlands | 2.2% |
| United Kingdom | 2.1% |
| New Zealand | 1.3% |
| Switzerland | 0.5% |
| Canada | 0.3% |
| Germany | 0.1% |
| Total assets less other liabilities | 1.1% |
| See accompanying notes to financial statements. | |

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Statement of Assets and Liabilities

Boulder Total Return Fund, Inc.

November 30, 2011

| ASSETS: | | |
|--|----|--------------|
| Investments, at value (Cost \$172,747,631) (Note 1) | \$ | 302,971,980 |
| Foreign Currency, at value (Cost \$3,366,527) | | 3,403,812 |
| Dividends and interest receivable | | 342,323 |
| Prepaid expenses and other assets | | 8,622 |
| Total Assets | | 306,726,737 |
| | | |
| LIABILITIES: | | |
| Investment co-advisory fees payable (Note 2) | | 311,670 |
| Legal and audit fees payable | | 67,112 |
| Administration and co-administration fees payable (Note 2) | | 55,381 |
| Directors fees and expenses payable (Note 2) | | 21,426 |
| Custody fees | | 17,866 |
| Printing fees payable | | 14,873 |
| Accrued expenses and other payables | | 11,393 |
| Total Liabilities | | 499,721 |
| TOTAL NET ASSETS APPLICABLE TO COMMON AND PREFERRED STOCKHOLDERS | \$ | 306,227,016 |
| TAXABLE AUCTION MARKET PREFERRED STOCK: | | |
| \$0.01 par value, 10,000,000 shares authorized, 721 shares outstanding, liquidation preference of \$100,000 per share (Note 5) | | 72,100,000 |
| Accrued dividends on Taxable Auction Market Preferred Stock | | 24,146 |
| TOTAL NET ACCOUNT (ADDITION OF DE COMMON CTO | Φ. | 224 102 070 |
| TOTAL NET ASSETS (APPLICABLE TO COMMON STOCKHOLDERS) | \$ | 234,102,870 |
| | | |
| NET ASSETS (APPLICABLE TO COMMON STOCKHOLDERS) CONSIST OF: | | |
| Par value of common stock (Note 4) | \$ | 123,387 |
| Paid-in capital in excess of par value of common stock | | 123,101,497 |
| Overdistributed net investment income | | (151,488) |
| Accumulated net realized loss on investments sold and foreign currency related transactions | | (19,235,493) |
| Net unrealized appreciation on investments and foreign currency translation | | 130,264,967 |
| TOTAL NET ASSETS (APPLICABLE TO COMMON STOCKHOLDERS) | \$ | 234,102,870 |
| | | |
| | | |
| Net Asset Value, \$234,102,870/12,338,660 common stock outstanding See accompanying notes to financial statements. | \$ | 18.97 |

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Boulder Total Return Fund, Inc.

Statement of Operations

For the Year Ended November 30, 2011

| Dividends (net of foreign withholding taxes \$67,488) | \$ 5.824.860 |
|--|---|
| Interest and other income | 139.864 |
| Total Investment Income | 5,964,724 |
| Total Invisional Income | 3,704,72 |
| EXPENSES: | |
| Investment co-advisory fees (Note 2) | 3,822,624 |
| Administration and co-administration fees (Note 2) | 671,450 |
| Directors fees and expenses (Note 2) | 100,028 |
| Legal and audit fees | 87,30 |
| Preferred stock broker commissions and auction agent fees | 51,77 |
| Insurance expense | 47,755 |
| Custody fees | 46,43 |
| Printing fees | 33,289 |
| Transfer agency fees | 20,362 |
| Other | 54,752 |
| Total Expenses | 4,935,775 |
| Net Investment Income | 1,028,949 |
| REALIZED AND UNREALIZED GAIN/(LOSS) ON INVESTMENTS: Net realized loss on: | |
| To the second | |
| investment securities | (641,473 |
| | · · · · · · · · · · · · · · · · · · · |
| | (4,418 |
| Foreign currency related transactions | (4,418 |
| Foreign currency related transactions Net change in unrealized appreciation on: | (4,418 (645,891 |
| Foreign currency related transactions Net change in unrealized appreciation on: Investment securities | (4,418 (645,891 4,468,849 |
| Investment securities Foreign currency related transactions Net change in unrealized appreciation on: Investment securities Foreign currency related translation | (4,418 (645,891 4,468,849 45,989 |
| Foreign currency related transactions Net change in unrealized appreciation on: Investment securities Foreign currency related translation | (4,418 (645,891 4,468,84 45,98 4,514,83 |
| Foreign currency related transactions Net change in unrealized appreciation on: Investment securities Foreign currency related translation NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS | (4,418 (645,891 4,468,84 45,98 4,514,83 |
| Foreign currency related transactions Net change in unrealized appreciation on: Investment securities Foreign currency related translation NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS PREFERRED STOCK TRANSACTIONS: | (4,418 (645,891 4,468,84 45,98 4,514,83 3,868,94 |
| Foreign currency related transactions Net change in unrealized appreciation on: Investment securities Foreign currency related translation NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS PREFERRED STOCK TRANSACTIONS: Distributions from net investment income | (4,418 (645,891 4,468,84 45,98 4,514,83 3,868,94 (614,943 |
| Foreign currency related transactions Net change in unrealized appreciation on: Investment securities Foreign currency related translation NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS PREFERRED STOCK TRANSACTIONS: Distributions from net investment income Distributions from tax return of capital | (4,418 (645,891 4,468,84 45,98 4,514,83 3,868,94 (614,943 (467,064 |
| Foreign currency related transactions Net change in unrealized appreciation on: Investment securities Foreign currency related translation NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS PREFERRED STOCK TRANSACTIONS: Distributions from net investment income Distributions from tax return of capital | (4,418 (645,891 4,468,84 45,98 4,514,83 3,868,94 (614,943 (467,064 |
| Net change in unrealized appreciation on: Investment securities Foreign currency related translation NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS PREFERRED STOCK TRANSACTIONS: Distributions from net investment income Distributions from tax return of capital Total Preferred Stock Transactions NET INCREASE IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS | (641,473 (4,418 (645,891 4,468,849 45,989 4,514,830 3,868,94' (614,943 (467,064 (1,082,007 |
| Net change in unrealized appreciation on: Investment securities Foreign currency related translation NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS PREFERRED STOCK TRANSACTIONS: Distributions from net investment income Distributions from tax return of capital Total Preferred Stock Transactions | (4,418 (645,891 4,468,84 45,98 4,514,83 3,868,94 (614,943 (467,064 |

See accompanying notes to financial statements.

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Statements of Changes in Net Assets

Boulder Total Return Fund, Inc.

| | For the | | | For the | |
|---|------------|----------------|------------|----------------|--|
| | Year Ended | | Year Ended | | |
| | Nov | ember 30, 2011 | Nove | ember 30, 2010 | |
| OPERATIONS: | | | | | |
| Net investment income | \$ | 1,028,949 | \$ | 850,965 | |
| Net realized loss on investments and foreign currency related transactions | | (645,891) | | 3,480 | |
| Net change in unrealized appreciation on investments and foreign currency translations | | 4,514,838 | | 42,410,491 | |
| | | 4,897,896 | | 43,264,936 | |
| PREFERRED STOCK TRANSACTIONS (NOTE 5): | | | | | |
| Distributions from net investment income | | (614,943) | | (572,570) | |
| Distributions from tax return of capital | | (467,064) | | (566,147) | |
| Gain on redemption of Taxable Auction Market Preferred Stock | | | | 508,000 | |
| Total Preferred Stock Transactions | | (1,082,007) | | (630,717) | |
| | | | | | |
| Net Increase in Net Assets Applicable to Common Stockholders Resulting from Operations | | 3,815,889 | | 42,634,219 | |
| | | -,, | | , | |
| | | | | | |
| REDEMPTION OF TAXABLE AUCTION MARKET PREFERRED STOCK (PAR | | | | | |
| VALUE) | | | | (2,800,000) | |
| NET ASSETS: | | | | (2,800,000) | |
| | | 202 207 001 | | 262 552 762 | |
| Beginning of year | | 302,386,981 | | 262,552,762 | |
| End of year (including overdistributed net investment income of \$(151,488) and \$(14,124), | | 206 202 970 | | 202 207 001 | |
| respectively) | | 306,202,870 | | 302,386,981 | |
| | | | | | |
| Taxable Auction Market Preferred Stock, Par Value | | (72,100,000) | | (72,100,000) | |
| Net Assets Applicable to Common Stockholders | \$ | 234,102,870 | \$ | 230,286,981 | |

See accompanying notes to financial statements.

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Financial Highlights

Boulder Total Return Fund, Inc.

Contained below is selected data for a share of common stock outstanding, total investment return, ratios to average net assets and other supplemental data for the period indicated. This information has been determined based upon information provided in the financial statements and market price data for the Fund s shares.

OPERATING PERFORMANCE:

Net asset value - Beginning of Year

INCOME/(LOSS) FROM INVESTMENT OPERATIONS:

Net investment income(a)

Net realized and unrealized gain/(loss) on investments

Total from Investment Operations

PREFERRED STOCK TRANSACTIONS

Distributions from net investment income

Distributions from net realized capital gains

Distributions from tax return of capital

Gain on redemption of AMPS*

Total Preferred Stock Transactions

Net Increase/(Decrease) from Operations Applicable to Common Stock

DISTRIBUTIONS: COMMON STOCK

Distributions from net investment income

Distributions from net realized capital gains

Distributions from tax return of capital

Total Distributions Paid to Common Stockholders

Net Increase/(Decrease) in Net Asset Value

Common Share Net Asset Value - End of Year

Common Share Market Value - End of Year

Total Return, Common Share Net Asset Value(b)

Total Return, Common Share Market Value(b)

RATIOS TO AVERAGE NET ASSETS AVAILABLE TO COMMON STOCKHOLDERS:(c)

Net Operating Expenses

Net Investment Income/(Loss)

SUPPLEMENTAL DATA:

Portfolio turnover rate

Net Assets Applicable to Common Stockholders, End of Year (000 s)

Number of Common Shares Outstanding, End of Year (000 s)

Ratio of Operating Expenses to Total Average Net Assets including AMPS(c)*

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Boulder Total Return Fund, Inc. Financial Highlights

| For the Year For the Year Year Year | For the Year |
|---|-----------------|
| Ended Ended Ended Ended | Ended |
| November 30, November 30, November 30, November 30, | November 30, |
| 2011 2010 2009 2008 | 2007 |
| \$ 18.66 \$ 15.21 \$ 12.70 \$ 24.95 | \$ 23.64 |
| 0.08 0.07 0.03 0.14 | 0.35 |
| 0.32 3.43 2.56 (9.18) | 2.34 |
| 0.40 3.50 2.59 (9.04) | 2.69 |
| *** | |
| (0.05) (0.05) | (0.26) |
| | (0.09) |
| (0.04) 	(0.04) 	(0.11) 	(0.21) | () |
| 0.04 0.03 | |
| (0.09) (0.05) (0.08) (0.27) | (0.35) |
| 0.31 3.45 2.51 (9.31) | 2.34 |
| | |
| (0.11) | (0.19) |
| (0.04) | (0.84) |
| (2.79) | (313) |
| (2.94) | (1.03) |
| 0.31 3.45 2.51 (12.25) | 1.31 |
| \$ 18.97 \$ 18.66 \$ 15.21 \$ 12.70 | \$ 24.95 |
| \$ 15.23 \$ 15.52 \$ 12.69 \$ 9.17 | \$ 22.70 |
| 1.7% $22.7%$ $19.8%$ $(40.3)%$ | 10.4% |
| (1.9)% 22.3% 38.4% $(52.6)%$ | 10.0% |
| | |
| 2.12% 2.19% 2.53% 2.22% | 2.07% |
| 0.18% 0.22% (0.70)% | 0.04% |
| | |
| 3% 6% 12% | 28% |
| \$ 234,103 \$ 230,287 \$ 187,653 \$ 156,733 | \$ 307,876 |
| 12,339 12,339 12,339 12,339 | 12,339 |
| 1.62% 1.63% 1.70% 1.69% | 1.65% |