BOULDER GROWTH & INCOME FUND
Form N-14 8C
March 07, 2014

As filed with the Securities and Exchange Commission on March 7, 2014

File No. 333-______

File No. 811-02328

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-14

REGISTRATION STATEMENT

UNDER THE

SECURITIES ACT OF 1933

¨ Pre-Effective Amendment No.

¨ Post-Effective Amendment No.

Boulder Growth & Income Fund, Inc.

(Exact Name of Registrant as Specified in Charter)

2344 Spruce Street, Suite A

Boulder, CO 80302

(Address of Principal Executive Offices, Zip Code)

Registrant s Telephone Number, including Area Code: (303) 444-5483

Fund Administrative Services, LLC

2344 Spruce Street, Suite A

Boulder, CO 80302

(Name and Address of Agent for Service)

Copies to:

Arthur L. Zwickel

Paul Hastings LLP

515 South Flower Street

25th Floor

Los Angeles, CA 90071

and

Peter H. Schwartz

Davis Graham & Stubbs LLP

1550 17th Street, Suite 500

Denver, CO 80202

Approximate date of proposed public offering: As soon as practicable after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Each Class of Securities to be Registered	Amount Being Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Shares, $0.01 par value per share	82,000,000 shares	$9.84(1)	$806,880,000(2)	$103,926.14

(1) Net asset value per common share as of March 3, 2014 (based on NAV calculated on February 28, 2014).

(2) Estimated solely for purposes of calculating the registration fee.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

BOULDER GROWTH & INCOME FUND, INC.

BOULDER TOTAL RETURN FUND, INC.

THE DENALI FUND INC.

FIRST OPPORTUNITY FUND, INC.

2344 Spruce Street, Suite A

Boulder, CO 80302

April 11, 2014

Dear Stockholders,

On November 4, 2013, a press release was issued announcing that the board of directors of each of Boulder Growth & Income Fund, Inc., Boulder Total Return Fund, Inc., The Denali Fund Inc., and First Opportunity Fund, Inc. approved the reorganization of these funds into a single surviving fund, which, subject to the approval of various matters by stockholders of each fund, will be the Boulder Growth & Income Fund, Inc.

Today, we are happy to present to you the details of the proposed reorganization and related business, which can be found in the accompanying Notice of Joint Special Meeting and Joint Proxy Statement/Prospectus. In addition, you are cordially invited to attend a joint special meeting of stockholders (the **Special Meeting**) of Boulder Growth & Income Fund, Inc., Boulder Total Return Fund, Inc., The Denali Fund Inc. and First Opportunity Fund, Inc. (each a **Fund** and together, the **Funds**) which will be held concurrently on **May 16, 2014**, at the time indicated below, at 2344 Spruce Street, Suite A, Boulder, Colorado 80302.

We are excited by the proposed reorganization and believe it represents an important step forward to better serve the Funds stockholders and potentially reduce the Funds share price discounts. This is based on our belief that the proposed reorganizations represent a common sense approach to managing each of the Funds. All four Funds are managed by the same portfolio managers, utilize the same investment philosophy, share similar investment objectives and have similarly constructed portfolios. By combining these similarly managed Funds, the reorganization would eliminate certain operational redundancies encountered in managing the four Funds separately. Furthermore, the reorganization will provide for, among other benefits, reduced advisory fees and administrative fee expenses, reduced board fees, reduced individual position concentrations, and, we believe, increased secondary market liquidity and market visibility. It is our hope that the combination of these proposed actions will help narrow the share price discount to net asset value per share of the surviving Fund by increasing overall investment interest as compared to the aggregate interest in the four participating Funds on a standalone basis.

Each Fund s Board of Directors believes that the proposal(s) applicable to its respective Fund are in the best interests of that Fund and its stockholders, and unanimously recommends that stockholders vote **FOR** such proposal(s).

I encourage you all to take the time to thoroughly review all of the enclosed materials explaining these proposals and come to your own conclusion. We hope you will view it as favorably as we do.

Sincerely,

/s/ Richard I. Barr
Richard I. Barr
Lead Independent Director
BOULDER GROWTH & INCOME FUND, INC.
BOULDER TOTAL RETURN FUND, INC.
THE DENALI FUND INC.
FIRST OPPORTUNITY FUND, INC.

BOULDER GROWTH & INCOME FUND, INC.

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FIRST OPPORTUNITY FUND, INC.

2344 Spruce Street, Suite A

Boulder, CO 80302

April 11, 2014

NOTICE OF JOINT SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 16, 2014

Dear Stockholder:

Pursuant to applicable law and the By-Laws of the Funds (defined hereinafter), notice is hereby given that a joint special meeting (the **Special Meeting**) of stockholders of Boulder Growth & Income Fund, Inc., Boulder Total Return Fund, Inc., The Denali Fund Inc. and First Opportunity Fund, Inc. (each a **Fund** and together, the **Funds**) will be held at the offices of Fund Administrative Services, LLC at 2344 Spruce Street, Suite A, Boulder, Colorado 80302, on **May 16, 2014** at 10:00 a.m. Mountain Daylight Time. Copies of the Joint Proxy Statement/Prospectus accompanying this Notice are available at http://www.viewproxy.com/boulderfunds/2014SM. **The enclosed proxy is being solicited on behalf of the Board of Directors of each Fund.**

At the Special Meeting:

1. Stockholders of First Opportunity Fund, Inc. will be asked:

   a. To approve an amendment to Article IV of the Fund s Articles of Amendment and Restatement eliminating the right to demand the fair value of their shares upon reorganization of the Fund with and into another affiliated registered investment company (**Proposal 1**); and

   b. To approve an agreement and plan of reorganization pursuant to which First Opportunity Fund, Inc. would transfer all of its assets to Boulder Growth & Income Fund, Inc. in exchange for shares of Boulder Growth & Income Fund, Inc., and the assumption by Boulder Growth & Income Fund, Inc. of all of the liabilities of First Opportunity Fund, Inc. (**Proposal 2**);

2. Stockholders of Boulder Total Return Fund, Inc. will be asked to approve an agreement and plan of reorganization pursuant to which Boulder Total Return Fund, Inc. would transfer all of its assets to Boulder Growth & Income Fund, Inc. in exchange for shares of Boulder Growth & Income Fund, Inc., and the assumption by Boulder Growth & Income Fund, Inc. of all of the liabilities of Boulder Total Return Fund, Inc. (**Proposal 3**);

3. Stockholders of The Denali Fund Inc. will be asked to approve an agreement and plan of reorganization pursuant to which The Denali Fund Inc. would transfer all of its assets to Boulder Growth & Income Fund, Inc. in exchange for shares of Boulder Growth & Income Fund, Inc., and the assumption by Boulder Growth & Income Fund, Inc. of all of the liabilities of The Denali Fund Inc. (**Proposal 4**);

4. Stockholders of Boulder Growth & Income Fund, Inc. will be asked:

    a. To approve the issuance of additional common shares of Boulder Growth & Income Fund, Inc. in connection with the reorganizations pursuant to an agreement and plan of reorganization among the Funds (**Proposal 5**);

b. To approve the elimination of Boulder Growth & Income Fund, Inc. s fundamental investment policy limiting the ability to invest more than 4% of total assets in any single issuer (**Proposal 6**);

c. To approve the adoption of a new fundamental investment policy such that Boulder Growth & Income Fund, Inc. may not invest more than 10% of net assets in private funds (e.g., hedge funds) calculated at the time of purchase (**Proposal 7**);

d. To approve a new investment advisory agreement between Boulder Growth & Income Fund, Inc. and Rocky Mountain Advisers, LLC, effective upon completion of the reorganizations of the Funds, and pursuant to which Rocky Mountain Advisers, LLC will provide investment advisory services as a co-investment adviser (**Proposal 8**); and

e. To approve a new investment advisory agreement between Boulder Growth & Income Fund, Inc. and Stewart West Indies Trading Company, Ltd. (doing business as Stewart Investment Advisers), effective upon completion of the reorganizations of the Funds, and pursuant to which Stewart Investment Advisers will provide investment advisory services as a co-investment adviser (**Proposal 9**).

5. Stockholders of all Funds will be asked to approve a motion to adjourn or postpone the Special Meeting to another time and/or place for the purpose of soliciting additional proxies in favor of the proposals to be submitted at the Special Meeting, if necessary (**Proposal 10**).

6. Stockholders of all Funds will be asked to transact such other business applicable to their Fund as may properly come before the Special Meeting.

Any stockholder who owned shares of a Fund as of the close of business on March 3, 2014 (the **Record Date**) will receive notice of the Special Meeting and will be entitled to vote at the Special Meeting. Proxies or voting instructions may be revoked at any time before they are exercised by executing and submitting a revised proxy, by giving written notice of revocation to the Fund or by voting in person at the Special Meeting. **In order to avoid delay and additional expense for the Funds, and to assure that your shares are represented, please vote as promptly as possible, whether or not you plan to attend the Special Meeting. You may vote by mail, by telephone or over the Internet. If your shares are held through a broker, you must provide voting instructions to your broker about how to vote your shares in order for your broker to vote your shares as you instruct at the Special Meeting. If you have any questions about the proposals or the voting instructions, please call Alliance Shareholder Communications at 1-855-976-3331.**

Under Maryland law and the by-laws of the Funds, the only matters that may be acted on at a special meeting of stockholders are those stated in the notice of the special meeting. Accordingly, other than procedural matters relating to Proposals 1-10, no other business may properly come before the Special Meeting. If any procedural matter is submitted to stockholders, the persons named as proxies will vote on such procedural matter in accordance with their discretion.

By order of the Board of Directors of each of Boulder Growth & Income Fund, Inc., Boulder Total Return Fund, Inc., The Denali Fund Inc. and First Opportunity Fund, Inc.

/s/ Stephanie Kelley
Stephanie Kelley
Secretary
BOULDER GROWTH & INCOME FUND, INC.
BOULDER TOTAL RETURN FUND, INC.
THE DENALI FUND INC.
FIRST OPPORTUNITY FUND, INC.

April 11, 2014

Instructions for signing proxy cards

The following general guidelines for signing proxy cards may be of assistance to you and avoid the time and expense to the Funds of validating your vote if you fail to sign your proxy card(s) properly.

1. **Individual accounts:** Sign your name exactly as it appears in the registration on the proxy card.

2. **Joint accounts:** Either party may sign, but the name of the party signing should conform exactly to the name shown in the registration on the proxy card.

3. **All other accounts:** The capacity of the individual signing the proxy card should be indicated unless it is reflected in the form of registration. For example:

Registration	**Valid signature**
Corporate accounts	
(1) ABC Corp.	ABC Corp. John Doe, treasurer
(2) ABC Corp.	John Doe, treasurer
(3) ABC Corp. c/o John Doe, treasurer	John Doe
(4) ABC Corp. profit sharing plan	John Doe, trustee
Partnership accounts	
(1) The XYZ partnership	Jane B. Smith, partner
(2) Smith and Jones, limited partnership	Jane B. Smith, general partner
Trust accounts	
(1) ABC trust account	Jane B. Doe, trustee
(2) Jane B. Doe, trustee u/t/d 12/18/78	Jane B. Doe
Custodial or estate accounts	
(1) John B. Smith, Cust. f/b/o John B. Smith, Jr. UGMA/UTMA	John B. Smith
(2) Estate of John B. Smith	Jane B. Smith, Executor Estate of John B. Smith

If you have questions concerning the accompanying Joint Proxy Statement/Prospectus, please contact Alliance Shareholder Communications at 1-855-976-3331.

QUESTIONS & ANSWERS REGARDING THE JOINT SPECIAL MEETING AND PROPOSALS

Question 1. Why did you send me this booklet?

Answer: This booklet was sent to you because you own shares, either directly or beneficially, of Boulder Growth & Income Fund, Inc. (**BIF**), Boulder Total Return Fund, Inc. (**BTF**), The Denali Fund Inc. (**DNY**) and/or First Opportunity Fund, Inc. (**FOFI**) (each a **Fund** and together, the **Funds**) as of March 3, 2014, which is the record date for determining the stockholders of the Funds entitled to notice of and to vote at the joint special meeting of stockholders to be held on **May 16, 2014** and any postponements or adjournments thereof (the **Special Meeting**). The Boards of Directors (the **Boards**) of the Funds urge you to review the information contained in this booklet before voting on the proposals that will be presented at the Special Meeting (collectively, the **Proposals**).

Question 2. What issues am I being asked to vote on?

Answer: At the Special Meeting, stockholders will be asked to consider certain Proposals as set forth in the table below, and to transact such other business applicable to their Fund as may properly come before the Special Meeting. Collectively, the transactions contemplated by Proposals 2 through 5 are referred to as the **Reorganizations**. The changes to BIF s fundamental investment policies contemplated by Proposals 6 and 7 are referred to as the **BIF Policy Amendments**.

For Stockholders of First Opportunity Fund, Inc.:	
Proposal 1	To approve an amendment to Article IV of the Fund s Articles of Amendment and Restatement eliminating the right to demand the fair value for shares upon reorganization of the Fund with and into another affiliated registered investment company.
Proposal 2	To approve an agreement and plan of reorganization pursuant to which FOFI would transfer all of its assets to BIF in exchange for shares of BIF, and the assumption by BIF of all of the liabilities of FOFI.
For Stockholders of Boulder Total Return Fund, Inc.:	
Proposal 3	To approve an agreement and plan of reorganization pursuant to which BTF would transfer all of its assets to BIF in exchange for shares of BIF, and the assumption by BIF of all of the liabilities of BTF.
For Stockholders of The Denali Fund Inc.:	
Proposal 4	To approve an agreement and plan of reorganization pursuant to which DNY would transfer all of its assets to BIF in exchange for shares of BIF, and the assumption by BIF of all of the

liabilities of DNY.

For Stockholders of Boulder Growth & Income Fund, Inc.:	
Proposal 5	To approve the issuance of additional common shares of BIF in connection with the reorganizations pursuant to an agreement and plan of reorganization among BIF, BTF, DNY, and FOFI.
Proposal 6	To approve the elimination of a fundamental investment policy limiting the ability to invest more than 4% of total assets in any single issuer.
Proposal 7	To approve the adoption of a new fundamental investment policy such that BIF may not invest more than 10% of net assets in private funds (e.g., hedge funds) calculated at the time of purchase.
Proposal 8	To approve a new investment advisory agreement between BIF and Rocky

	Mountain Advisers, LLC (**RMA**), effective upon completion of the Reorganizations, and pursuant to which RMA will provide investment advisory services as a co-investment adviser.
Proposal 9	To approve a new investment advisory agreement between BIF and Stewart West Indies Trading Company, Ltd. (doing business as Stewart Investment Advisers) (**SIA**), effective upon completion of the Reorganizations, and pursuant to which SIA will provide investment advisory services as a co-investment adviser.
For Stockholders of All Funds:	
Proposal 10	To approve a motion to adjourn or postpone the Special Meeting to another time and/or place for the purpose of soliciting additional proxies in favor of the proposals to be submitted at the Special Meeting, if necessary.

Question 3. Have the Boards approved the Proposals and how do the Boards recommend I vote?
Answer: The Boards, including all of the directors who are not interested persons (as defined in the Investment Company Act of 1940, as amended (the **1940 Act**)) (the **Independent Directors**), have unanimously approved the Proposals and recommend that stockholders vote FOR all of the Proposals. If no instructions are indicated on your proxy, the representatives holding proxies will vote in accordance with the recommendations of your Board.

Question 4. Why have the Reorganizations been proposed for the Funds?
Answer: Following discussions at meetings held on May 10, July 29, August 5, October 30, and November 4, 2013, each Fund s Board has determined that the proposed Reorganizations would be in the best interest of the respective Fund. The Boards considered potential benefits including, but not limited to, economies of scale, expense savings for certain Funds, reductions in issuer concentrations, increased secondary market liquidity, narrowing of discounts, and consolidation of advisory service arrangements. In addition, because shares of FOFI are presently traded over-the-counter, FOFI stockholders may enjoy even greater secondary market liquidity because the BIF shares issued to FOFI stockholders in the Reorganization will be traded on a national exchange. In the course of their review, the Boards noted certain characteristics of the Funds, including similar investment objectives, common portfolio managers and investment philosophies, as well as similarities in portfolio construction. The Boards also considered the potential disadvantages associated with the Reorganizations, including the possibility of portfolio rebalancing and the attendant transaction costs.

Question 5. How will the Reorganizations affect the Funds holders of common shares?
Answer: If the Proposals are all approved, common stockholders of BTF, DNY and FOFI will receive newly-issued common shares of BIF. Each of BTF, DNY and FOFI will then cease operations and terminate its registration under the 1940 Act. The aggregate net asset value (not the market value) of BIF common shares received by BTF, DNY and/or FOFI common stockholders in the Reorganizations will equal the aggregate net asset value (not the market value) of, as applicable, BTF, DNY and/or FOFI common shares held as of a valuation date set forth in the

agreement and plan of reorganization. BIF will continue to operate after the Reorganizations as a non-diversified, closed-end registered management investment company with the investment objectives and policies described in the accompanying Joint Proxy Statement/Prospectus. No fractional shares of the combined BIF will be issued to BTF, DNY or FOFI stockholders and, in lieu of such fractional shares, such stockholders will receive cash.

Provided that all requisite approvals are obtained and other conditions met, the changes to BIF s investment policies will take effect following the Special Meeting. Notwithstanding the foregoing, with respect to the 10% limitation on BIF s ability to invest in private funds, BIF may be required to redeem its interests in one or more underlying private funds in order to comply with such limitation, in which case the timing of BIF s ability to comply with the 10% limitation will depend on BIF s ability to redeem from such underlying private funds. In addition, management of the combined BIF may dispose of relatively small portions of certain issuers. If such dispositions were to occur following the Reorganizations, they could result in taxable realized gain that would likely be distributed to stockholders.

Although management of BIF expects to take commercially reasonable efforts to comply with any new or revised investment policies as soon as is practicable following the Special Meeting, there is no assurance that such compliance will be attained immediately following the Special Meeting.

Question 6. How do the Funds investment objective and investment policies compare?
Answer: The Funds have substantially similar (but not identical) investment objectives and similar (but not identical) investment strategies and restrictions. Each Fund seeks total return, which DNY additionally pursues to the extent consistent with dependable, but not assured, cash flow. Each Fund is a non-diversified fund, meaning that a larger percentage of the Fund s assets may from time to time be invested in securities of a limited number of issuers, with the sole exception of BTF, which is diversified. In addition, the Funds share comparable risk factors, and comparable portfolio compositions. The Funds are currently managed by the same portfolio managers Stewart Horejsi, Brendon Fischer and Joel Looney. Information regarding the portfolio managers can be found in the accompanying Joint Proxy Statement/Prospectus. In order to better align the Funds investment policies in the combined BIF, the Board is also recommending at this time certain changes to BIF s fundamental investment policies, as set forth in the BIF Policy Amendments.

Question 7. How will each Fund s distributions be impacted?
Answer: Following the Reorganizations, BIF intends to continue its current policy of making year-end distributions of net investment income and capital gains realized during the year, which amount may vary year to year depending on net income and realized capital gains. Prior to the Reorganizations, each Fund is expected to distribute estimated undistributed net investment income, if any exists. All or a portion of such distribution may be taxable to the respective Fund s stockholders for federal income tax purposes.

Question 8. Will I have to pay federal income tax as a result of the Reorganizations?
Answer: The Reorganizations are each intended to qualify as a U.S. tax-free reorganization for U.S. federal income tax purposes. Stockholders are not expected to recognize any gain or loss for U.S. federal income tax purposes solely as a result of the Reorganizations. However, certain transactions in connection with the Reorganizations could result in some negative tax consequences for certain stockholders.

Question 9. How will the Reorganizations impact holders of Auction Rate Preferred Shares (ARPS) or Auction Market Preferred Stock (AMPS)?
Answer: As of the date of the accompanying Joint Proxy Statement/Prospectus, only DNY has outstanding Auction Preferred Shares (the **DNY ARPS**). If the Reorganizations are approved by the stockholders of the Funds, it is anticipated that all of the outstanding DNY ARPS will be redeemed prior to the closing of the Reorganizations. In other words, holders of DNY ARPS will not become preferred stockholders of the combined BIF as a result of the Reorganizations.

Question 10. How will the Reorganizations affect Fund advisory fees and expenses?

Answer: Stockholders of BIF, BTF, DNY and FOFI are expected to experience a lower advisory fee rate (as stockholders of the combined BIF) following the Reorganizations. It is anticipated that stockholders of BIF, BTF and DNY will experience a lower expense ratio (as stockholders of the combined BIF) following the Reorganizations, whereas stockholders of FOFI are anticipated to experience a higher expense ratio resulting in an increase in expenses of approximately $0.03 per share based on FOFI s NAV as of February 28, 2014. The table below indicates current and anticipated expense ratios both including fees and expenses of any registered investment companies or private funds in which a Fund invests as well as expense ratios where such fees and expenses have been excluded. A more comprehensive fee table appears in the accompanying Joint Proxy Statement/Prospectus in the section titled ***Proposal 2 -5: The Reorganizations Synopsis***.

	BIF *(Pro Forma)*	**BIF** **(Current)**	**BTF** **(Current)**	**DNY** **(Current)**	**FOFI** **(Current)**
Contractual Management Fee	The proposed advisory fee for the combined BIF is 110 basis points on assets under management (**AUM**) up to $1 billion; 105 basis points for AUM between $1 billion and $1.5 billion; 100 basis points for AUM between $1.5 billion and $2 billion, and 95 basis points for AUM greater than $2.0 billion.*	125 basis points with a temporary fee waiver of 10 basis points.	125 basis points with a temporary fee waiver of 10 basis points.	125 basis points with a temporary fee waiver of 10 basis points.	125 basis points with a temporary fee waiver of 10 basis points.**
Management fee as a percentage of average net assets	1.12%	1.37%	1.49%	1.53%	0.92%
Other Expenses (incl. interest payments on borrowed funds and administration fees)	0.31%	0.41%	0.39%	0.63%	0.39%
Acquired fund fees and expenses	0.69%	0.31%	0.07%	0.78%	1.61%
Expense Ratio (incl. acquired fund fees/expenses)	2.24%	2.15%	2.09%	2.94%	2.92%
Expense Ratio *** **(excl. acquired fund fees/expenses)**	1.55%	1.84%	2.02%	2.16%	1.31%
	(0.00)%	(0.10)%	(0.11)%	(0.12)%	(0.07)%

Expense waiver/ reimbursement

* SIA and RMA have agreed to waive that portion of the advisory fee equal to up to 1.00% of the Fund s assets invested in any hedge fund managed by Wellington Hedge Management, LLC (a **WHM Hedge Fund**) to offset any asset-based fees (but not performance based fees) paid to Wellington Hedge Management, LLC (**Wellington Management**) with respect to the Fund s assets invested in any WHM Hedge Fund.

** SIA and RMA, the advisers to FOFI, have contractually agreed to waive that portion of the advisory fee payable by FOFI equal to up to 1.00% of the Fund s assets invested in any WHM Hedge Fund to offset any asset-based fees (but not any performance-based fees) paid to Wellington Management with respect to the Fund s assets invested in any WHM Hedge Fund.

*** Fees and expenses of any registered investment companies or private funds in which a Fund invests have been excluded for purposes of determining the expense ratios.

Question 11. Who will pay the expenses of the Reorganizations?
Answer: Each Fund will be responsible for a portion of the expenses incurred in connection with the Reorganizations (including printing, mailing, solicitation, legal and other expenses) allocated *pro rata* among the Funds based on each Fund s respective net asset value at the time such expenses are incurred. If the Reorganizations are not approved, each Fund will be responsible for a *pro rata* portion of any outstanding unpaid expenses incurred in connection with the Reorganizations based on each Fund s respective net asset value as of the date the Boards determine to cease pursuing the Reorganizations.

Question 12. When would the Reorganizations take place?
Answer: If approved, the Reorganizations would occur on or about May 30, 2014 (the **Closing Date**).

Question 13. Why are stockholders of BIF being asked to approve new advisory agreements?
Answer: It is currently anticipated that, shortly after completion of the Reorganizations, Boulder Investment Advisers, LLC (**BIA**), one of the co-investment advisers to BIF, will begin the process of de-registration as an investment adviser. Because BIA and RMA are affiliated entities with common beneficial ownership, management and staffing, if the Reorganizations are approved by stockholders, the owners of BIA will cause BIA to de-register and terminate BIA in order to eliminate a redundant entity. If the Reorganizations are not approved, BIA will remain as a co-investment adviser to BIF under its present advisory agreement. In order to provide for continuity of service to BIF, the Board of BIF has determined that it is in the best interests of BIF and its stockholders to approve new investment advisory agreements with RMA and SIA, to take effect upon completion of the Reorganizations. RMA is an affiliate of BIA and there will be no change in the personnel servicing BIF as a result of the change in advisers. SIA, also an affiliate of BIA, will continue in its present capacity as a co-investment adviser to BIF albeit under a new investment advisory agreement. Approval of the new SIA agreement will allow the consideration and renewal process for the combined BIF Fund s advisory agreements to proceed in the future on a synchronized schedule.

Question 14. How will the approval of the new advisory agreements affect me as a BIF stockholder?
Answer: Under its current advisory agreements with SIA and BIA, BIF pays an aggregate advisory fee to SIA and BIA computed at the annual rate of 1.25% of the value of BIF s average monthly net assets plus leverage,

subject to a temporary fee waiver of 0.10% expiring on November 30, 2014. Such advisory fees are currently split between SIA and BIA in a 25%/75% proportion. Under the new advisory agreements with SIA and RMA, it is anticipated that the advisory fee rate will be reduced from 1.25% to 1.10%, subject to certain breakpoints and fee waivers. In addition, under the new advisory agreements, SIA and RMA have agreed to waive that portion of the advisory fee equal to up to 1.00% of BIF s assets invested in any WHM Hedge Fund to offset any asset-based fees (but not performance based fees) paid to Wellington Management with respect to BIF s assets invested in any WHM Hedge Fund. Except for the foregoing differences, the new advisory agreements will be similar to the current advisory agreements and the 25%/75% fee split will be allocated between SIA and RMA, respectively. The new advisory agreements with SIA and RMA will not have any other material effect on BIF stockholders. If approved by the stockholders, each new advisory agreement will have an initial two-year term and will be subject to annual renewal thereafter.

Question 15. Why are changes to BIF s fundamental investment policies being proposed?
Answer: Because the Reorganizations contemplate BIF acquiring the various assets of the acquired Funds, and because such acquisitions could result in the combined BIF exceeding the current existing 4% limit with respect to certain issuers, management of the Funds is proposing to eliminate BIF s fundamental investment policy limiting its ability to invest more than 4% of assets in a single issuer.

Fund management is also proposing to adopt a fundamental investment policy limiting investments in private funds (e.g., hedge funds) to 10% of net assets. This proposed change responds to certain views and positions that have, thus far, been informally articulated by regulators regarding investments by registered investment companies in hedge funds. Although no formal rule has yet been adopted, BIF management wishes to signal to regulators that the Fund intends to be in a position to comply with the current informal guidance.

Question 16. What happens if some Proposals are approved and others are not, or if the Proposals for one Fund are approved but not for the other?
Answer: Because many of the benefits of the Reorganizations depend on all four Funds participating, and in light of certain likely negative consequences associated with a reorganization that involves fewer than all the Funds, the consummation of the Reorganizations will be dependent on all the Funds receiving the requisite affirmative vote on all proposals to either approve the agreement and plans of reorganization or, in the case of BIF, approve the issuance of new common shares (**Proposals 2-5**).

In addition, management of the Funds believes that the aggregate anticipated benefits of the Reorganizations are likely to be more fully realized, and the combined BIF will be better positioned to serve the interests of its stockholders, if certain of the proposed policy and constituent document amendments with respect to FOFI and BIF are approved. Consequently, consummation of the Reorganizations will also be dependent upon stockholder approval of **Proposal 1** (amendment to FOFI constituent documents eliminating the right to demand the fair value of shares upon reorganization with another affiliated registered investment company) and **Proposal 6** (elimination of the BIF fundamental investment policy limiting the ability to invest more than 4% of total assets in any single issuer).

In other words, closing of the Reorganizations is contingent upon approval (by stockholders of the applicable Funds) of **all** of the aforementioned **Proposals 1-6**. If sufficient votes are not obtained to approve these Proposals, the Boards will consider what further action to take, including adjourning the Special Meeting and making a reasonable effort to solicit support with respect to the Proposals that have not received sufficient votes. If, after additional proxy solicitation, the Boards believe it to be unlikely that certain Proposals will pass with regard to a Fund, the Boards will consider whether it is appropriate and in the best interests of stockholders to allow the other Proposals contemplated under this Joint Proxy Statement/Prospectus to be implemented without inclusion of that Proposal.

If **Proposal 1** is approved by FOFI stockholders, Articles of Amendment may be immediately filed with the State Department of Assessments and Taxation of Maryland, or SDAT, while the Special Meeting is temporarily recessed. **Proposals 2-10** will not be considered or voted upon until the aforementioned Articles of Amendment approved by stockholders and are filed and effective.

Although approval of **Proposals 7-9** is not a condition for the completion of the Reorganizations, stockholders of the Funds should be aware that certain anticipated benefits that are associated with such Proposals (such as, for example, changes in fees or compliance with informal regulator positions) may not be fully realized if one or more of these

Proposals is not approved. **Proposal 10** is likewise not a condition for the completion of the Reorganizations.

In addition, note that **Proposal 8** and **Proposal 9**, while not conditions for the completion of the Reorganizations, are premised upon the Reorganizations being successfully completed. As a consequence, even if approved by stockholders of BIF, the advisory agreements contemplated by **Proposal 8** and **Proposal** 9 will not be entered into if the Reorganizations are themselves not successfully completed.

Question 17. Will the structure of the Board change as a result of the Reorganizations?
Answer: Although the basic structure of the BIF Board will not change as a direct result of the Reorganizations, if the Reorganizations are approved by stockholders, one of the current interested directors, John S. Horejsi, is expected to resign from the Board soon thereafter and Stephen Miller, BIF s current president, is expected to fill the resulting vacancy until the next annual meeting at which time Mr. Miller will stand for election.

Question 18. What vote is required to approve the Proposals?
Answer: Approval of **Proposal 1** requires the affirmative vote of the holders of a majority of the outstanding shares of FOFI common stock. With respect to **Proposals 2-4**, approval requires the affirmative vote of a majority of all the votes entitled to be cast by the stockholders of the applicable Fund. Approval of **Proposal 5** requires the affirmative vote of a majority of the votes cast. With respect to **Proposals 6-9**, approval requires the affirmative vote of either (i) 66 ⅔% or more of the voting securities of the applicable Fund present at the Special Meeting, if the holders of more than 50% of the outstanding voting securities of the applicable Fund are present or represented by proxy or (ii) more than 50% of the outstanding voting securities of the applicable Fund, whichever is less. Approval of **Proposal 10** requires the affirmative vote of a majority of all the votes cast on the matter by stockholders of the applicable Fund entitled to vote at the Special Meeting who are present in person or by proxy.

Holders of DNY ARPS shall be entitled, with respect to **Proposal 4**, to one vote for each DNY ARPS held by such holder, and shall vote together with holders of DNY common stock as a single class.

Question 19. How do the Horejsi Affiliates (as defined in the accompanying Joint Proxy Statement/Prospectus) intend to vote on the Proposals?
Answer: As of the Record Date, the Horejsi Affiliates own approximately 5,200,661 of the outstanding common shares of BTF, 3,196,432 of DNY, 11,402,886 of FOFI and 8,638,905 of BIF. The Horejsi Affiliates have indicated that they will vote FOR all of the Proposals.

Question 20. How can I vote my shares?
Answer: Please follow the instructions included on the enclosed Proxy Card. Stockholders whose shares are held in street name may also submit proxy instructions on the Internet. Instructions for Internet voting should be included with the proxy materials you received from the brokerage firm holding your shares.

Question 21. What if I want to revoke my proxy?
Answer: Stockholders can revoke their proxy at any time prior to its exercise by (i) giving written notice to the secretary of the relevant Fund at 2344 Spruce Street, Suite A, Boulder, Colorado 80302, or (ii) by signing and submitting another proxy of a later date than the originally submitted proxy, or (iii) by personally voting at the Special Meeting to be held at the time and place as set forth in the accompanying Joint Proxy Statement/Prospectus.

Question 22. ***Whom should I call if I have questions?***
Answer: You should direct your questions to the Funds proxy solicitation firm Alliance Shareholder Communications at 1-855-976-3331.

The information contained in this Joint Proxy Statement/Prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This Joint Proxy Statement/Prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated April 11, 2014

JOINT PROXY STATEMENT/PROSPECTUS

BOULDER GROWTH & INCOME FUND, INC.

BOULDER TOTAL RETURN FUND, INC.

THE DENALI FUND INC.

FIRST OPPORTUNITY FUND, INC.

2344 Spruce Street, Suite A

Boulder, CO 80302

(303) 444-5483

JOINT SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON

MAY 16, 2014

This Joint Proxy Statement/Prospectus is being furnished in connection with a solicitation of proxies by the Boards of Directors (each, a **Board** and together, the **Boards**) of Boulder Growth & Income Fund, Inc. (**BIF**), Boulder Tota Return Fund, Inc. (**BTF**), The Denali Fund Inc. (**DNY**) and First Opportunity Fund, Inc. (**FOFI**) (each a **Fund** together, the **Funds**), to be used at the joint special meeting of stockholders of each Fund to be held on **May 16, 2014** at the offices of Fund Administrative Services, LLC at 2344 Spruce Street, Suite A, Boulder, Colorado 80302, at 10:00 a.m. Mountain Daylight Time (the **Special Meeting**). Stockholders of record at the close of business on March 3, 2014 (the **Record Date**) are entitled to receive notice of and to vote at the Special Meeting.

This Joint Proxy Statement/Prospectus, along with the Notice of Joint Special Meeting of Stockholders and the proxy card, is being mailed to stockholders of record on or about April 11, 2014. It explains concisely what you should know before voting on the proposals or investing in BIF, a non-diversified closed-end, management investment company registered under the Investment Company Act of 1940, as amended (the **1940 Act**). Please read it carefully and keep it for future reference.

The enclosed proposals, and the transactions contemplated thereby, seek to reorganize three of the four Funds BTF, DNY and FOFI (collectively, the **Acquired Funds**) into the fourth fund, BIF (the **Acquiring Fund**) with BIF being the surviving entity (the **Reorganizations**). If completed, it is anticipated that the Reorganizations would combine four Funds that have similar investment objectives, policies and risk profiles to achieve certain economies of scale, enhanced liquidity and other operational efficiencies for the Funds and their stockholders. In addition, the Funds currently have overlaps in advisory personnel and portfolio management.

As a result of the Reorganizations, it is anticipated that common stockholders of three of the four Funds BIF, BTF and DNY will experience a reduced annual operating expense ratio as stockholders of the combined Acquiring Fund, as certain recurring costs will be spread across the combined Acquiring Fund s larger asset base. However, stockholders of FOFI are anticipated to experience a slightly higher expense ratio as stockholders of the combined Acquiring Fund (excluding the fees and expenses of any registered investment companies or private funds in which a Fund invests). It is anticipated that the Reorganizations will reduce certain issuer concentrations currently existing in several of the Funds, thus

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potentially reducing the risk profile of the Acquiring Fund. The Reorganizations may also provide stockholders greater secondary market liquidity as the combined Acquiring Fund would be larger than and have more outstanding common shares than any one of the Funds.

Pursuant to an agreement of plan of reorganization, attached here to as Exhibit A, and contingent on stockholder approval of **Proposals 1-6** (as further defined and described in this Joint Proxy Statement/Prospectus), the Acquiring Fund will acquire all of the assets and assume all the liabilities of each Acquired Fund in exchange for the issuance of a number of Acquiring Fund common shares. Each Acquired Fund will distribute the Acquiring Fund s common shares received in the applicable Reorganization to the respective Acquired Fund common stockholders and will then terminate its registration under the 1940 Act and dissolve in accordance with applicable Maryland law. The aggregate net asset value (**NAV**) (not the market value) of BIF common shares received by BTF, DNY and/or FOFI stockholders in the Reorganizations will equal the aggregate net asset value (not the market value) of, as applicable, BTF, DNY and/or FOFI common shares held as of the valuation date set forth in the agreement and plan of reorganization, which is expected to be immediately prior to the Reorganizations.

In addition to the proposals relating to the Reorganizations, stockholders of BIF are also being asked to consider proposals that add a policy to, and eliminate a current policy of, the Fund s fundamental investment policies.

The Reorganizations will not be consummated unless **Proposals 1-6** are approved by stockholders of the respective Funds.

The investment advisory agreements being considered under **Proposal 8** and **Proposal 9** will not be entered into if the Reorganizations are not consummated.

As of the Record Date, the shares of the Funds issued and outstanding were as follows:

Fund Ticker Symbol	Common Shares	Auction Rate Preferred Shares/Auction Market Preferred Stock
BIF	25,495,585	None
BTF	12,338,660	None
DNY	4,157,117	878
FOFI	28,739,389	None

The following documents have been filed with the Securities and Exchange Commission (the **SEC**) and are incorporated into this Joint Proxy Statement/Prospectus by reference:

(i) the Statement of Additional Information relating to the proposed Reorganizations, dated April 11, 2014 (the **Reorganization SAI**);

(ii) the audited financial statements and related independent registered public accounting firm s report for BIF contained in the Fund s Annual Report for the fiscal year ended November 30, 2013;

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(iii) the audited financial statements and related independent registered public accounting firm s report for BTF contained in the Fund s Annual Report for the fiscal year ended November 30, 2013;

(iv) the audited financial statements and related independent registered public accounting firm s report for DNY contained in the Fund s Annual Report for the fiscal year ended October 31, 2013;

(v) the audited financial statements and related independent registered public accounting firm s report for FOFI contained in the Fund s Annual Report for the fiscal year ended March 31, 2013; and

(vi) the unaudited financial statements for FOFI contained in the Fund s Semi-Annual Report for the six months ended September 30, 2013.

Each Fund will furnish copies of the foregoing documents to stockholders, upon request, without charge, by writing to the Fund at 2344 Spruce Street, Suite A, Boulder, Colorado 80302 or by calling (303) 444-5483. These reports are also available on the Funds joint website at www.boulderfunds.net.

The Annual Reports and/or Semi-Annual Reports are not to be regarded as proxy solicitation material.

The Funds are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the **Exchange Act**), and in accordance therewith file reports, proxy statements, proxy material and other information with the SEC. Materials filed with the SEC can be reviewed and copied at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 or downloaded from the SEC s web site at www.sec.gov. Information on the operation of the SEC s Public Reference Room may be obtained by calling the SEC at (202) 551-8090. You may also request copies of these materials, upon payment at the prescribed rates of a duplicating fee, by electronic request to the SEC s e-mail address (publicinfo@sec.gov) or by writing the Public Reference Branch, Office of Consumer Affairs and Information Services, SEC, Washington, D.C., 20549-0102.

One Notice of Joint Special Meeting of Stockholders is being delivered to multiple stockholders sharing an address, unless your Fund has received contrary instructions from one or more of the stockholders. Each Fund will undertake to deliver promptly, upon written or oral request, a separate copy of the Joint Proxy Statement/Prospectus to any stockholder who contacts the Fund in writing, or by phone, as stated above. Similarly, stockholders of a Fund sharing an address can request single copies of a future proxy statement or annual report by contacting the Fund in writing or by contacting the Fund s transfer agent.

The common shares of the Acquiring Fund are listed on the New York Stock Exchange (the **NYSE**) under the ticker symbol BIF and will continue to be so listed subsequent to the Reorganizations. The common shares of BTF and DNY are listed on the NYSE under the ticker symbols BTF and DNY, respectively. Reports, proxy statements and other information concerning BIF, BTF and DNY may be inspected at the offices of the NYSE, 11 Wall Street, New York, New York 10005. FOFI is traded over-the-counter and its ticker symbol is FOFI .

This Joint Proxy Statement/Prospectus serves as a prospectus of common shares of BIF in connection with the issuance of BIF common shares in the Reorganizations, and sets forth concisely certain information about BIF that a prospective investor ought to know before investing. It should be retained for future reference. No person has been authorized to give any information or make any representation not contained in this Joint Proxy Statement/Prospectus and, if so given or made, such information or representation must not be relied upon as having been authorized. This Joint Proxy Statement/Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction in which, or to any person to whom, it is unlawful to make such offer or solicitation.

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THE SEC HAS NOT APPROVED OR DISAPPROVED THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS JOINT PROXY STATEMENT/PROSPECTUS.

ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Joint Proxy Statement/Prospectus is April 11, 2014.

On the matters coming before the Special Meeting as to which a choice has been specified by stockholders on the accompanying proxy card, the shares will be voted accordingly where such proxy card is properly executed, timely received and not properly revoked (pursuant to instructions). If a proxy is returned and no choice is specified, the shares will be voted **FOR** the proposals. Stockholders of a Fund who execute proxies may revoke them at any time before they are voted by filing with that Fund a written notice of revocation, by delivering a duly executed proxy bearing a later date, or by attending the Special Meeting and voting in person. Merely attending the Special Meeting, however, will not revoke any previously submitted proxy.

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PROPOSAL 1

AMENDMENT OF THE ARTICLES OF AMENDMENT AND RESTATEMENT

OF FIRST OPPORTUNITY FUND, INC.

Description of Proposal 1

Stockholders of FOFI are being asked to adopt an amendment to Article IV of FOFI s Articles of Amendment and Restatement eliminating the right of stockholders to demand the fair value of their shares upon reorganization of the Fund with and into another affiliated registered investment company.

Summary of the Proposed Amendment

If approved by stockholders, **Proposal 1** will add the following Section 4.8 to Article IV of FOFI s Articles of Amendment and Restatement:

Holders of shares of the Corporation s stock shall not be entitled to exercise any rights of an objecting stockholder provided for under Title 3, Subtitle 2 of the Maryland General Corporation Law or any successor statute in connection with a reorganization of the Corporation with another investment company in a family of investment companies having the same investment advisor or administrator as the Corporation.

If Proposal 1 is approved by FOFI stockholders, Articles of Amendment may be immediately filed with the State Department of Assessments and Taxation of Maryland, or SDAT, while the Special Meeting is temporarily recessed. **<u>Proposals 2-10</u> will not be considered or voted upon until the aforementioned Articles of Amendment have been approved by stockholders and are filed and effective**.

Discussion

Under Maryland law, stockholders of a corporation have the right to demand the fair value of their stock upon a merger. However, such right to fair value does not apply in certain circumstances, including if (i) the stock is listed on a national securities exchange (e.g., NYSE or NASDAQ) or (ii) the charter provides that the holders of the stock are not entitled to exercise the rights of an objecting stockholder.

Shares of FOFI are not traded on a national securities exchange but rather are traded over the counter and FOFI s Articles of Amendment and Restatement do not provide that FOFI s stockholders are not entitled to exercise the rights of an objecting stockholder. Absent Proposal 1, upon a merger with BIF, stockholders of FOFI who did not vote in favor of the merger may have the right to demand to receive in cash the fair value of their stock. There would likely be disagreements about the fair value of such stock and the objecting stockholder could petition a court of equity in the county where the combined Acquiring Fund s principal office is located for an appraisal to determine the fair value of such stock. The costs associated with any such appraisal proceeding could be significant and such costs would be borne by all stockholders of the combined Acquiring Fund. In addition, once the fair value was determined, the combined Acquiring Fund would likely be required to dispose of assets to pay such value to the dissenters. It is anticipated that any such dispositions would trigger significant capital gains that would be allocated to all stockholders of the combined Acquiring Fund.

In order to mitigate these potential adverse consequences for FOFI, it is proposed that FOFI s Articles of Amendment and Restatement be amended to eliminate the right of stockholders to demand the fair value of their stock upon reorganization of FOFI with and into another affiliated registered investment

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company. If Proposal 1 is approved, FOFI s stockholders will not be in any different a position than the stockholders in any other closed-end registered management investment company that is listed on a national securities exchange, including BIF, BTF and DNY (which are all NYSE listed companies). If Proposal 1 is not approved, the Reorganization will not proceed and FOFI stockholders will not be in any different position than they are in presently other than not being entitled to the proposed benefits of the Reorganization. Given the foregoing, the Board believes that Proposal 1 is in the best interests of FOFI and its stockholders and recommends that FOFI s stockholders vote FOR Proposal 1.

Required Vote

Approval of Proposal 1 requires the affirmative vote of the holders of a majority of outstanding shares of FOFI common stock.

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PROPOSALS 2 - 5

THE REORGANIZATIONS

SYNOPSIS

The following is a summary of certain information contained elsewhere in this Joint Proxy Statement/Prospectus and is qualified in its entirety by reference to the more complete information contained in this Joint Proxy Statement/Prospectus and in the Statement of Additional Information. Stockholders should read the entire Joint Proxy Statement/Prospectus carefully.

Description of the Proposals

Stockholders of FOFI will be asked to approve an agreement and plan of reorganization pursuant to which FOFI would transfer all of its assets to BIF in exchange for shares of BIF, and the assumption by BIF of all of the liabilities of FOFI (**Proposal 2**).

Stockholders of BTF will be asked to approve an agreement and plan of reorganization pursuant to which BTF would transfer all of its assets to BIF in exchange for shares of BIF, and the assumption by BIF of all of the liabilities of BTF (**Proposal 3**).

Stockholders of DNYwill be asked to approve an agreement and plan of reorganization pursuant to which DNY would transfer all of its assets to BIF in exchange for shares of BIF, and the assumption by BIF of all of the liabilities of DNY (**Proposal 4**).

Stockholders of BIF will be asked to approve the issuance of additional common shares of BIF in connection with the reorganizations pursuant to an agreement and plan of reorganization among BIF, BTF, DNY, and FOFI (**Proposal 5**).

Overview and Background of the Reorganizations

<u>**Proposals 2 - 5**</u> seek to reorganize three of the four Funds BTF, DNY and FOFI into the fourth Fund, BIF, with BIF being the surviving entity. If completed, it is anticipated that the Reorganizations would combine four Funds that have similar investment objectives, policies and risk profiles to achieve certain economies of scale, enhanced liquidity and other operational efficiencies for the Funds and their stockholders. In addition, the Funds currently have overlaps in advisory personnel and portfolio management.

As a result of the Reorganizations, it is anticipated that common stockholders of three of the four Funds BIF, BTF and DNY will experience a reduced annual operating expense ratio as stockholders of the combined Acquiring Fund, as certain recurring costs will be spread across the combined Acquiring Fund s larger asset base. However, stockholders of FOFI are anticipated to experience a slightly higher expense ratio as stockholders of the combined Acquiring Fund. Fees and expenses of any registered investment companies or private funds in which a Fund invests have been excluded for purposes of determining the expense ratios and making this comparison. It is anticipated that the Reorganizations will reduce certain issuer concentrations currently existing in several of the Funds, thus potentially reducing the risk profile of the Acquiring Fund. The Reorganizations may also provide stockholders greater secondary market liquidity as the combined Acquiring Fund would be larger than and have more outstanding common shares than any one of the Funds. In addition, because shares of FOFI are presently traded over-the-counter, FOFI stockholders may enjoy even greater secondary market liquidity because the Acquiring Fund shares issued to FOFI stockholders in the Reorganization will be traded on a national exchange.

Pursuant to the Agreement and Plan of Reorganization by and among each Acquired Fund and the Acquiring Fund, in the form attached as Exhibit A (the **Agreement**), and if **Proposals 1 - 6** are

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approved by the applicable stockholders, the Acquiring Fund will acquire all of the assets and assume all the liabilities of each Acquired Fund in exchange for the issuance of a number of Acquiring Fund common shares. Each Acquired Fund will distribute the Acquiring Fund s common shares received in its Reorganization to the respective Acquired Fund common stockholders and will then terminate its registration under the 1940 Act and dissolve in accordance with applicable Maryland law. The aggregate NAV of the Acquiring Fund common shares received by each Acquired Fund in its Reorganization will equal, as of the valuation date set forth in the Agreement, the aggregate NAV of the Acquired Fund common shares held by stockholders of such Acquired Fund.

Following discussions at meetings held on May 10, July 29, August 5, October 30 and November 4, 2013, each Fund s Board determined that the proposed Reorganizations would be in the best interest of the respective Fund. The considerations taken into account by each Board are summarized in the section titled Board Consideration of the Reorganizations below.

Federal Tax Consequences of the Reorganizations

Each Reorganization is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the **Code**). If the Reorganizations so qualify, in general, each Acquired Fund stockholder will recognize no gain or loss for U.S. federal income tax purposes upon the exchange of the assets of each Acquired Fund solely for Acquiring Fund common shares pursuant to the Reorganizations. Neither the Acquiring Fund nor its stockholders will recognize any gain or loss for U.S. federal income tax purposes pursuant to the Reorganizations.

Investment Objectives and Principal Investment Strategies

The Funds have substantially similar (but not identical) investment objectives and similar (but not identical) investment strategies and restrictions. Each Fund seeks total return, which DNY additionally pursues to the extent consistent with dependable, but not assured, cash flow. Each Fund is a non-diversified fund, meaning that a larger percentage of the Fund s assets may from time to time be invested in securities of a limited number of issuers, with the sole exception of BTF, which is diversified. In addition, the Funds share comparable risk factors, and comparable portfolio compositions. The Funds are currently managed by the same portfolio managers Stewart Horejsi, Brendon Fischer and Joel Looney. Information regarding the portfolio managers can be found in this Joint Proxy Statement/Prospectus under the heading Management of the Funds. Additional information regarding the Funds investment objectives and principal investment strategies can be found below under the heading Comparison of Investment Objectives, Principal Investment Strategies and Principal Risks.

Effect on Expenses

Stockholders of BIF, BTF, DNY and FOFI are expected to experience a lower advisory fee rate (as stockholders of the combined BIF) following the Reorganizations. It is anticipated that stockholders of BIF, BTF and DNY will experience a lower expense ratio (as stockholders of the combined BIF) following the Reorganizations, due to, among other factors, the greater aggregate asset base of the combined BIF and changes to the arrangement with one of the co-administrators of the combined BIF (see ***Service Providers*** below). Stockholders of FOFI are, however, anticipated to experience an approximate $0.03 per share increase in expense ratio based on FOFI s NAV as of February 28, 2014. Fees and expenses of any registered investment companies or private funds in which a Fund invests have been excluded for purposes of determining the expense ratios and making this comparison.

The tables below (i) compare the estimated fees and expenses of each Fund, as of November 30, 2013, and (ii) show the estimated fees and expenses of the combined BIF, on a *pro forma* basis, as if the Reorganizations occurred on November 30, 2013. The annual operating expenses of the *pro forma* combined BIF are projections for a 12-month period, assuming combined net assets of $1,056,910,282.

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Accordingly, the actual fees and expenses of each Fund and the combined BIF as of the Closing Date of the Reorganizations may differ from those in the tables below due to changes in net assets and expenses paid to various service providers.

Total Expense Table

	BTF (Acquired Fund)	**DNY (Acquired Fund)**	**FOFI (Acquired Fund)**	**BIF (Acquired Fund)**	***Pro Forma* (Combined Fund)**
Sales Load (as a percentage of the offering price)	None	None	None	None	None
Dividend Reinvestment and Cash Purchase Plan Fees	None	None	None	None	None
Management Fee	1.49%	1.53%	0.92%	1.37%	1.12%
Interest Payments on Borrowed Funds	0.13%	0.00%	0.00%	0.06%	0.12%
Other Expenses[1]	0.39%	0.63%	0.39%	0.41%	0.31%
Administration Fees	0.25%	0.29%	0.23%	0.24%	0.21%
Acquired Fund Fees and Expenses[2]	0.07%	0.78%	1.61%	0.31%	0.69%
Total Annual Fund Operating Expenses	2.09%	2.94%	2.92%	2.15%	2.24%
Expense Waiver / Reimbursement[3][4][5]	(0.11)%	(0.12)%	(0.07)%	(0.10)%	0.00%
Total Annual Fund Operating Expenses after Waiver / Reimbursement	1.98%	2.82%	2.84%	2.05%	2.24%

(1) Based on estimated amounts for the current fiscal year.
(2) Reflects estimated fees and expenses of underlying funds in which one or more of the Funds may invest and indirectly borne by the investing Fund. Based on historical fees and expenses of such underlying funds.

(3) Fund Administrative Services, LLC, or FAS, the Funds co-administrator, has contractually agreed to waive a portion of BIF s administration fees payable to FAS to the extent the aggregate of administration fees paid directly by the Fund, custody fees and transfer agency fees for any calendar month exceed thirty (30) basis points.

(4) RMA and SIA, the advisers to FOFI, have contractually agreed to waive that portion of the advisory fee payable by FOFI equal to up to 1.00% of the Fund s assets invested in any hedge fund managed by Wellington Hedge Management, LLC (a ***WHM Hedge Fund*** *) to offset any asset-based fees (but not any performance-based fees) paid to Wellington Hedge Management, LLC (* ***Wellington Management*** *) with respect to the Fund s assets invested in any WHM Hedge Fund.*

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(5) RMA and SIA, who are expected to serve as the co-investment advisers to the combined BIF subject to approval of Proposal 8 and Proposal 9, have agreed to waive that portion of the advisory fee equal to up to 1.00% of the Fund s assets invested in any WHM Hedge Fund to offset any asset-based fees (but not performance based fees) paid to Wellington Management with respect to the Fund s assets invested in any WHM Hedge Fund.

The purpose of the foregoing table and the following example is to assist stockholders in understanding the various costs and expenses that a stockholder will bear directly or indirectly. The figures provided under Other Expenses are based upon estimated amounts for the current fiscal year.

The Funds will bear a portion of the expenses incurred in connection with the Reorganizations that are not reflected in Other Expenses, including, but not limited to, costs related to the preparation and distribution of materials distributed to each Fund s Board, expenses incurred in connection with the preparation of the Agreement and the registration statement on Form N-14, the printing and distribution of this Joint Proxy Statement/Prospectus and any other materials required to be distributed to shareholders, SEC and state securities commission filing fees, legal and audit fees in connection with the Reorganizations, legal fees incurred preparing each Fund s Board materials, attending each Fund s Board meetings and preparing the minutes, auditing fees associated with each Fund s financial statements, stock exchange fees, transfer agency fees, portfolio transfer taxes (if any), solicitation costs and any similar expenses incurred in connection with the Reorganizations, which will be allocated pro rata among the Funds based on each Fund s respective NAV at the time such expenses are incurred. Such expenses are estimated to be $629,760 in the aggregate.

Example

The following example helps you compare the costs of investing in the Funds common shares with the costs of investing in other funds. The example assumes that you invest $1,000 in common shares for the periods shown, that your investment has a 5% return each year, that you reinvest all distributions and dividends and that the Funds operating expenses remain the same. **The example should not be considered a representation of past or future expenses or annual rates of return. Actual expenses or annual rates of return may be more or less than those assumed for purposes of the example.** Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
BTF (Acquired Fund)	$201	$644	$1,113	$2,409
DNY (Acquired Fund)	$285	$898	$1,536	$3,248
FOFI (Acquired Fund)	$287	$896	$1,530	$3,232
BIF (Acquiring Fund)	$208	$663	$1,144	$2,471
Pro Forma Combined Fund	$227	$700	$1,199	$2,571

Comparative Performance Information

The table below presents total return performance for the Funds for the period ended November 30, 2013. The performance data quoted represents past performance. Past performance is no guarantee of future results. Fund returns include reinvested dividends and distributions, but do not reflect the reduction of taxes that a stockholder would pay on Fund distributions or the sale of Fund shares and do not reflect brokerage commissions, if any.

	Average Annual Total Return on Net Asset Value				Average Annual Total Return on Market Value			
	One Year	Five Years	Ten Years	Since Inception	One Year	Five Years	Ten Years	Since Inception
BIF*	24.5%	13.3%	9.3%	8.0%	27.5%	14.6%	8.7%	5.5%
BTF**	27.6%	18.1%	7.8%	7.9%	26.0%	20.0%	7.2%	7.4%
DNY***	25.5%	16.9%	10.1%	5.4%	23.5%	18.0%	8.5%	3.8%
FOFI****	19.3%	13.8%	3.8%	11.1%	13.1%	13.1%	1.3%	10.0%

Average Annual Total Returns

	One Year	Five Years	Ten Years	Since BIF Inception	Since BTF Inception	Since DNY Inception	Since FOFI Inception
S&P 500	30.3%	17.6%	7.7%	6.1%	4.2%	4.9%	18.0%
DJIA	26.6%	15.9%	7.8%	6.8%	5.3%	5.3%	17.1%
NASDAQ Composite	37.0%	22.9%	8.7%	7.5%	3.7%	7.2%	19.8%

* Inception date reflects annualized information since January 2002 when the current investment advisers became advisers to the Fund. Does not include the effect of dilution of non-participating stockholders from the December 2002 rights offering.

** Inception date reflects annualized information since August 1999 when the current investment advisers became advisers to the Fund. Does not include the effect of dilution on non-participating stockholders from the July 2003 rights offering.

*** Inception date reflects annualized information since October 2007 when the current investment advisers became advisers to the Fund.

**** Inception date reflects annualized information since May 2010 when the current investment advisers became advisers to the Fund.

Data for broad-based securities indices typically does not reflect deductions for commissions, expenses or taxes, as applicable. You cannot invest directly in an index.

Comparison of the Funds

The following comparison summarizes certain similarities and differences among the Funds. If the Reorganizations (**Proposals 2 5**) are approved, as well as **Proposals 6 9** described further in this Joint Proxy Statement/Prospectus, the terms and provisions below relating to the combined Acquiring Fund (BIF) will apply.

	Acquiring Fund (BIF)	BIF (Current)	BTF	DNY	FOFI
Date of Organization	October 27, 1972	October 27, 1972	December 15, 1992	September 11, 2002	March 3, 1986
Organization	Each Fund is a Maryland corporation registered as a closed-end management investment company under the 1940 Act.				
Diversification	Non-diversified	Non-diversified	Diversified	Non-diversified	Non-diversified
Fiscal Year End	November 30	November 30	November 30	October 31	March 31
Investment Adviser(s)	Stewart West Indies Trading Co. Ltd. (**SIA**) and Rocky Mountain Advisers, LLC (**RMA**)	SIA and Boulder Investment Advisers, LLC (**BIA**)	SIA and BIA	SIA and BIA	SIA and RMA
Investment Advisory Fee	The proposed advisory fee for the Acquiring Fund is 110 basis points on AUM up to $1 billion; 105 basis points for AUM between $1 billion and $1.5 billion; 100 basis points for AUM between $1.5 billion and $2 billion, and 95 basis points for AUM greater than $2.0 billion*	125 basis points with a temporary fee waiver of 10 basis points	125 basis points with a temporary fee waiver of 10 basis points	125 basis points with a temporary fee waiver of 10 basis points	125 basis points with a temporary fee waiver of 10 basis points**

Co-Administrators	Fund Administrative Services, LLC (**FAS**) and ALPS Fund Services, Inc. (**ALPS**)	FAS and ALPS	FAS and ALPS	FAS and ALPS	FAS and ALPS

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	Acquiring Fund (BIF)	BIF (Current)	BTF	DNY	FOFI
Net Assets as of March 3, 2014	N/A	$250,786,917.49	$354,956,771.51	$103,350,974.31	$337,145,430.75
Listing	NYSE under the symbol BIF	NYSE under the symbol BIF	NYSE under the symbol BTF	NYSE under the symbol DNY	Over-the-counter under the symbol FOFI
Leverage	Each Fund may borrow money, issue preferred stock or issue other senior securities to the extent permitted by the 1940 Act.				
Distribution, Purchase and Redemption Procedures	Each Fund is not currently offering shares directly to the public. Stockholders of each Fund may not request that the Fund redeem securities outside of a stock repurchase program or tender offer announced by the particular Fund.				

* SIA and RMA, who are expected to serve as the co-investment advisers to the combined BIF subject to approval of Proposal 8 and Proposal 9, have agreed to waive that portion of the advisory fee equal to up to 1.00% of the Fund s assets invested in any WHM Hedge Fund to offset any asset-based fees (but not performance based fees) paid to Wellington Management with respect to the Fund s assets invested in any WHM Hedge Fund.

** SIA and RMA, the advisers to FOFI, have contractually agreed to waive that portion of the advisory fee payable by FOFI equal to up to 1.00% of the Fund s assets invested in any WHM Hedge Fund to offset any asset-based fees (but not any performance-based fees) paid to Wellington Management with respect to the Fund s assets invested in any WHM Hedge Fund.

COMPARISON OF INVESTMENT OBJECTIVES, PRINCIPAL INVESTMENT STRATEGIES AND PRINCIPAL RISKS

The following comparison summarizes the differences in the investment objectives, principal investment strategies, and principal risks of the Funds.

	Acquiring Fund (BIF)	BIF (Current)	BTF	DNY	FOFI
Investment Objective: *Substantially similar, with minor difference noted with respect to DNY*	Total return	Total return	Total return	Total return, consistent with dependable, but not assured, cash flow	Total return

Principal Investment Strategies: *Substantially similar, with minor differences as noted*	Seeks to produce both income and long-term capital appreciation by investing in a portfolio of equity and debt securities.	Seeks to produce both income and long-term capital appreciation by investing in a portfolio of equity and debt securities.	Seeks to produce both long-term capital appreciation through investment in common stocks and current income consistent with preservation of capital through investments in income producing securities.	Seeks total return through long-term capital appreciation and income from dividends and interest, and providing a distribution of consistent and dependable cash flow in a manner that takes advantage of favorable tax treatment of dividends, long term capital	Seeks its investment objective by utilizing a bottom-up, value driven investment process to identify securities of good quality businesses trading below estimated intrinsic value.

	Acquiring Fund (BIF)	BIF (Current)	BTF	DNY	FOFI
				gains and return of capital.	
Investment Universe: *Substantially similar, except that with respect to DNY, the percentage of total assets expected to be invested in certain securities under normal conditions is 90% as opposed to 80%*	Under normal market conditions, invests at least 80% of its total assets in common stocks, primarily domestic common stocks and secondarily in foreign common stocks denominated in foreign currencies; investments in common stocks may include, but are not limited to, investment companies whose objective is income, real estate investment trusts (**REITs**), and other dividend-paying common stocks. The portion of the Fund s assets that is not invested in common stocks may be invested in fixed income securities, cash equivalents and other income-producing securities.	Under normal market conditions, invests at least 80% of its total assets in common stocks, primarily domestic common stocks and secondarily in foreign common stocks denominated in foreign currencies; investments in common stocks may include, but are not limited to, investment companies whose objective is income, REITs, and other dividend-paying common stocks. The portion of the Fund s assets that is not invested in common stocks may be invested in fixed income securities, cash equivalents and other income-producing securities.	Under normal market conditions, invests at least 80% of its assets in common stocks and income securities. The term common stocks includes income-producing closed end funds and REITs. The term income securities includes preferred stocks, bonds, notes, bills, debentures, convertible securities, bank debt obligations, repurchase agreements and short term money market obligations.	Invests primarily in common stocks, including dividend paying common stocks such as those issued by utilities, REITs and regulated investment companies under the Code. The Fund may also invest in fixed income securities such as U.S. government securities, preferred stocks and bonds.	Under normal market conditions, invests primarily in common stocks, including dividend paying common stocks such as those issued by utilities, REITs and regulated investment companies under the Code. The Fund may also invest in fixed income securities such as U.S. government securities, preferred stocks and bonds. Although the Fund expects to invest primarily in securities of U.S.-based companies, it may invest without limitation in foreign equity

					securities and sovereign debt, in each case denominated in foreign currency.
Illiquid Securities: *Identical policies*	The Fund has no limitation on the amount of its assets that may be invested in securities which are not readily marketable or are subject to	The Fund has no limitation on the amount of its assets that may be invested in securities which are not readily marketable or are subject to	The Fund has no limitation on the amount of its assets that may be invested in securities which are not readily marketable or are subject to	The Fund has no limitation on the amount of its assets that may be invested in securities which are not readily marketable or are subject to	The Fund has no limitation on the amount of its assets that may be invested in securities which are not readily marketable or are subject to

	Acquiring Fund (BIF)	BIF (Current)	BTF	DNY	FOFI
	restrictions on resale.	restrictions on resale.	restrictions on resale.	restrictions on resale.	restrictions on resale.
Industry Concentration: *Identical policies*	Does not concentrate.	Does not concentrate.	Does not concentrate.	Does not concentrate.	Does not concentrate.
Issuer Concentration: *Current 4% limitation will be eliminated*	No express prohibition other than what is required by the 1940 Act and by the Code.	BIF is prohibited from investing more than 4% of its assets at the time of purchase in a single issuer.	BTF is prohibited from investing more than 4% of its assets at the time of purchase in a single issuer.	DNY is prohibited from investing more than 4% of its assets at the time of purchase in a single issuer.	No express prohibition other than what is required by the 1940 Act and by the Code.
Investments in Real Estate: *Substantially similar policies*	Prohibited from purchasing or selling real estate, except it can purchase or sell REITs and securities secured by real estate or interests therein issued by companies owning real estate or interests therein.	Prohibited from purchasing or selling real estate, except it can purchase or sell REITs and securities secured by real estate or interests therein issued by companies owning real estate or interests therein.	May not purchase, hold or deal in real estate or oil and gas interests, except that it may invest in securities secured by real estate or interests in real estate.	May not purchase real estate unless acquired as a result of the ownership of securities or instruments, except that the Fund may (i) invest in securities of issuers that mortgage, invest or deal in real estate or interests therein, (ii) invest in securities that are secured by real estate or interests therein, (iii) purchase and sell mortgage related securities, (iv) hold and sell real estate acquired by	Will not purchase or sell real estate, except that investments in securities of issuers that invest in real estate and investments in mortgage backed securities, mortgage participations or other instruments supported by interests in real estate are not subject to this limitation.

				the Fund as a result of the ownership of securities, and (v) invest in REITs of any kind.	
Short Sales: *New*	May not sell	No express	May not sell	No express	No express

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	Acquiring Fund (BIF)	BIF (Current)	BTF	DNY	FOFI
non-fundamental policy will be adopted by BIF limiting short sales except in certain circumstances	securities short, except for such short-term credits as are necessary for the clearance of transactions and except that it may make short sales of securities against the box.	policy.	securities short, except for such short-term credits as are necessary for the clearance of transactions and except that it may make short sales of securities against the box.	policy.	policy.
Commodities: *Similar policies. (For these purposes, all swap agreements and other derivative investments that were not classified as commodities or commodity contracts prior to the adoption of the Dodd-Frank Wall Street Reform and Consumer Protection Act are not deemed to be commodities or commodity contracts.)*	May not purchase or sell commodities or commodity contracts.	May not purchase or sell commodities or commodity contracts.	May not invest in commodities, except that the Fund may enter into futures contracts, including interest rate and stock index futures contracts, and may purchase options and write covered options on futures contracts, securities and stock indices.	May not purchase physical commodities or contracts thereon, unless acquired as a result of the ownership of securities or instruments, but this restriction shall not prohibit the Fund from purchasing futures contracts or options or from investing in securities of any kind.	May not purchase or sell commodities or commodity contracts.
Derivatives: *Identical policies*	No express prohibition.	No express prohibition.	No express prohibition.	No express prohibition.	No express prohibition.

Foreign Securities: *Substantially similar policies*	Permitted to invest in foreign securities without limitation.	Permitted to invest in foreign securities without limitation.	No express provision.	No express provision.	No express provision.
Private Funds: *New fundamental policy will be adopted by BIF limiting holdings of certain private funds to 10% of net assets calculated at the time of purchase*	Maximum of 10% of net assets invested in private funds calculated at the time of purchase.	No express limitation.	No express limitation.	No express limitation.	No express limitation.

	Acquiring Fund (BIF)	BIF (Current)	BTF	DNY	FOFI
Lending/Loans: *Substantially similar policies*	BIF may not make loans other than through the purchase of debt securities in private placements and the loaning of portfolio securities.	BIF may not make loans other than through the purchase of debt securities in private placements and the loaning of portfolio securities.	BTF may not lend any funds or other assets, except through purchasing debt securities, lending portfolio securities and entering into repurchase agreements.	Except for the purchase of debt securities and engaging in repurchase agreements, DNY may not make any loans other than securities loans.	FOFI will not make loans, except through loans of portfolio securities or through repurchase agreements, provided that for purposes of this limitation, the acquisition of bonds, debentures, other debt securities or instruments, or participations or other interests therein and investments in government obligations, commercial paper, certificates of deposit, bankers acceptances or similar instruments will not be considered the making of a loan.
Borrowing: *Similar policies.*	May not borrow money in an amount exceeding the maximum permitted under the 1940 Act.	May not borrow money in an amount exceeding the	May not borrow except as permitted by law.	May not borrow money in excess of 33 1/3% of its	May not issue senior securities or borrow money,

		maximum permitted under the 1940 Act.	total assets (including the amount of money borrowed) minus liabilities (other than the amount borrowed), except that the Fund may borrow up to an additional 5% of its total assets for temporary	except as permitted by law, and then not in excess of 33-1/3% of its total assets (including the amount borrowed but reduced by any liabilities not constituting senior securities), except that the

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	Acquiring Fund (BIF)	BIF (Current)	BTF	DNY	FOFI
				purposes.	Fund may borrow up to an additional 5% of its total assets (not including the amount borrowed) for temporary or emergency purposes

RISK FACTORS

Investment in the Acquiring Fund may not be appropriate for all investors. The Acquiring Fund is not intended to be a complete investment program and, due to the uncertainty inherent in all investments, there can be no assurance that the Fund will achieve its investment objectives. Investors should consider their long-term investment goals and financial needs when making an investment decision with respect to the Acquiring Fund. An investment in the Acquiring Fund is intended to be a long-term investment, and you should not view the Fund as a trading vehicle. Your shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of Fund dividends and distributions, if applicable. Because the Funds have similar investment strategies, the principal risks of each Fund are similar. The principal risks of investing in the Acquiring Fund and the Acquired Funds are described below. The risks and special considerations listed below should be considered by stockholders of each Fund in their evaluation of the Reorganizations.

Investments in Common Stocks. The Fund intends to invest, under normal market conditions, at least 80% of its total assets in publicly traded common stocks. Common stocks generally have greater risk exposure and reward potential over time than bonds. The volatility of common stock prices has historically been greater than bonds, and as the Fund invests primarily in common stocks, the Fund s NAV may also be volatile. Further, because the time horizon for the Fund s investments in common stock is longer, the time necessary for the Fund to achieve its objective of total return will likely be longer than for a fund that invests solely for income.

Fixed Income Securities. The Fund may invest in fixed income securities from time to time. Fixed income securities are affected by changes in interest rates and credit quality. A rise in interest rates typically causes bond prices to fall. The longer the average maturity of the bonds held by a Fund, the more sensitive the Fund is likely to be to interest-rate changes. There is the possibility that the issuer of the security will not repay all or a portion of the principal borrowed and will not make all interest payments.

Non-Diversified Status Risk. The Fund is classified as non-diversified under the 1940 Act. As a result, it can invest a greater portion of its assets in obligations of a single issuer than a diversified fund. The Fund will therefore be more susceptible than a diversified fund to being adversely affected by any single corporate, economic, political or regulatory occurrence. The Fund intends to diversify its investments to the extent necessary to qualify, and maintain its status, as a regulated investment company under U.S. federal income tax laws.

Issuer Concentration Risk. The Fund may hold significant positions in a few issuers. Taking larger positions is also likely to increase the volatility of the Fund s NAV, reflecting fluctuation in the value of large Fund holdings. In addition, both the Code and 1940 Act allow positions in single issuers to exceed statutory diversification thresholds if the excess occurs as a result of market variations. In such cases, the Fund may continue to hold such excess positions for the sake of tax efficiency. Thus, in such circumstances, the Fund may be even more susceptible to being adversely affected by any corporate, economic, political or regulatory occurrence affecting issuer positions which exceed such thresholds.

Investments in Mid- and Small-cap Securities. The Fund may invest in small- and mid-cap companies from time to time. Generally, small-cap stocks are those securities issued by companies with a total market capitalization of between $250 million to $2 billion, and mid-cap stocks are those securities issued by companies with a total market capitalization of between $2 billion to $10 billion. As a result of the Reorganization, the Fund will acquire a number of legacy assets from FOFI having market capitalizations below $250 million. These as well as other small- and mid-cap stocks in which the Fund may invest may present greater opportunities for capital growth than larger companies, but also may be

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more volatile and subject to greater risk. The small- and mid-cap stocks in which the Fund may invest may present greater opportunities for capital growth than larger companies, but also may be more volatile and subject to greater risk. This is because smaller companies generally may have limited financial resources, product lines and markets, and their securities may trade less frequently and in more limited volumes than the securities of larger companies, which could lead to higher transaction costs and reduced returns to holders of these securities, including potentially the Fund. In addition, there may be less publicly available information about smaller companies which can also lead to higher risk in terms of arriving at an accurate valuation for these smaller companies.

Leveraging Risk. The Fund may use leverage. Use of leverage may have a number of adverse effects on the Fund and its stockholders including without limitation: (i) leverage may magnify market fluctuations in the Fund s underlying holdings thus causing a disproportionate change in the Fund s NAV; and (ii) the Fund s cost of leverage may exceed the return on the underlying securities acquired with the proceeds of the leverage, thereby diminishing rather than enhancing the return to stockholders and generally making the Fund s total return to such stockholders more volatile.

Discount From NAV. The common stock of closed-end funds frequently trade at market prices less than the value of the net assets attributable to those shares (a discount). The possibility that the Fund s shares will trade at a discount from NAV is a risk separate and distinct from the risk that the Fund s NAV will decrease. The risk of purchasing shares of a closed-end fund that might trade at a discount is more pronounced for investors who wish to sell their shares in a relatively short period of time because, for those investors, realization of a gain or loss on their investments is likely to be more dependent upon the existence of a premium or discount than upon portfolio performance.

Repurchase of the Shares. The Fund is authorized to repurchase shares on the open market when the shares are trading at a discount from NAV per share as determined by the Board from time to time. Any acquisition of shares by the Fund will decrease the total assets of the Fund and, therefore, have the effect of increasing the Fund s expense ratio and may adversely affect the ability of the Fund to achieve its investment objectives.

Issuer Risk. The value of the Fund s portfolio may decline for a number of reasons directly related to the issuers of the securities in the portfolio, such as management performance, financial leverage and reduced demand for an issuer s goods and services.

Inflation Risk. Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the value of money. As inflation increases, the real value of the Fund s portfolio can decline.

Repurchase Agreements. The use of repurchase agreements involves certain risks. For example, if the seller of securities under a repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of bankruptcy or otherwise, the Fund will seek to dispose of such securities, which action could involve costs or delays. If the seller becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, the Fund s ability to dispose of the underlying securities may be restricted. Finally, it is possible that the Fund may not be able to substantiate its interest in the underlying securities.

Foreign Securities Risk. The Fund is permitted to invest in foreign securities without limitation. Investment in non-U.S. issuers may involve unique risks compared to investing in securities of U.S. issuers. These risks are more pronounced to the extent that the Fund invests a significant portion of its non-U.S. investments in one region or in the securities of emerging market issuers.

Currency Risk. The Fund holds investments in foreign securities and thus a portion of the Fund s assets may be quoted or denominated in non-U.S. currencies. These securities may be adversely affected by fluctuations in relative currency exchange rates and by exchange control regulations. The Fund s investment performance may be negatively affected by a devaluation of a currency in which the Fund s investments are quoted or denominated. Further, the Fund s investment performance may be significantly affected, either positively or negatively, by currency exchange rates because the U.S. dollar value of securities quoted or denominated in another currency will increase or decrease in response to changes in the value of such currency in relation to the U.S. dollar.

Sovereign Debt Risk. An investment in debt obligations of non-U.S. governments and their political subdivisions (sovereign debt) involves special risks that are not present in corporate debt obligations. The non-U.S. issuer of the sovereign debt or the non-U.S. governmental authorities that control the repayment of the debt may be unable or unwilling to repay principal or interest when due, and the Fund may have limited recourse in the event of a default. During periods of economic uncertainty, the market prices of sovereign debt may be more volatile than prices of debt obligations of U.S. issuers.

Investments in Registered Investment Companies. The Fund may invest in securities issued by other registered investment companies subject to such limitations, restrictions and conditions as imposed by Federal law. Accordingly, the Fund will be subject to the particular risks associated with investing in other funds that are separate from risks associated with the underlying investments held by such registered investment companies. Both the Fund and any registered investment companies in which it invests have management fees. In addition, the registered investment companies in which the Fund invests will typically incur other operating expenses that are borne by their investors, including the Fund. As a result, Fund stockholders will bear not only the Fund s management fees and operating expenses, but also the fees and expenses of the registered investment companies in which the Fund invests. Investors would bear less expense if they invested directly in the underlying registered investment companies in which the Fund invests. The Fund may also invest in registered investment companies that are not limited in their portfolio trading activity and thus may experience high portfolio turnover rates. Higher turnover rates generally result in correspondingly greater brokerage commissions and other transactional expenses which may be borne by the Fund, directly or through its investment in registered investment companies.

Liquidity Risk. Although the Fund invests primarily in securities traded on national exchanges, it may invest in less liquid assets from time to time that are not readily marketable and may be subject to restrictions on resale. Illiquid securities may be more difficult to value or may impair the Fund s ability to realize the full value of its assets in the event of a voluntary or involuntary liquidation of such assets and thus may cause a decline in the Fund s NAV. The Fund is not limited in the amount of its assets that may be invested in securities which are not readily marketable or are subject to restrictions on resale, although it may not invest more than 30% of the value of its total assets in securities which have been acquired through private placement. In certain situations, the Fund could find it more difficult to sell such securities at times, in amounts and at prices they consider reasonable.

Risks Associated with Investments in Private Funds. Private funds in which the Fund invests may in turn invest and trade in a wide range of instruments and markets and such activity may give rise to the wide range of risks associated with such instruments and markets. For example:

Private funds may typically invest in all types of securities and financial instruments, including but not limited to equities, fixed income investments, options, futures, swaps and other derivatives or derivative transactions. Such investments may be illiquid and highly leveraged, or subject to extreme volatility.

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Private funds are generally not limited in the markets in which they are expected to invest, or the investment discipline that their managers may employ, such as value or growth or bottom-up or top-down analysis.

Private funds may typically use various investment techniques for hedging and non-hedging purposes, some of which may subject investors to heightened risk (e.g., selling securities short, leveraging, purchasing and selling options contracts and entering into other derivatives).

Investment in a particular type of investment or the use of a particular technique may be an integral part of a private fund s investment strategy and may involve certain risks and result in significant losses. There can be no assurance that managers of private funds in which the Fund invests will succeed in any of these investment types or techniques.

Derivatives Risk. The Fund s use of derivative instruments (such as options, futures and swaps) could produce disproportionate gains or losses, more than the principal amount invested. Investing in derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments (including, for example, risks associated with the creditworthiness of counterparties). The Fund may also be indirectly exposed to derivatives risk through an underlying fund s use of such instruments. Under certain market conditions, derivatives may become harder to value or sell at a fair price, and may thus entail liquidity risks.

Anti-Takeover Risk. The Fund s constituent documents, as amended, include provisions that could limit the ability of other entities or persons to acquire control of the Fund or to change the composition of its Board. Such provisions could limit the ability of stockholders to sell their shares at a premium over prevailing market prices by discouraging a third party from seeking to obtain control of the Fund. These provisions include, for example, mechanisms governing the consideration of certain matters at stockholder meetings and special voting requirements for the approval of certain transactions. The Funds Boards are also classified, which means that membership of the Boards is divided into separate classes, each class serving staggered terms. Finally, the Horejsi Affiliates own a substantial portion of the Fund s common shares and thus may discourage a third party from seeking to obtain control of the Fund. Such structures and share ownership may have the overall effect of making any hostile attempt to take control of a Fund through a proxy contest more difficult.

Risk Comparison

The following table provides an overview and comparison of the risks applicable to the Funds. Risks are categorized as principal risks (P), non-principal risks (NP) or not applicable (NA).

Risk	**Combined BIF**	**BIF (Current)**	**BTF**	**DNY**	**FOFI**
Common Stocks	**P**	**P**	**P**	**P**	**P**
Fixed Income Securities	**P**	**P**	**P**	**P**	**P**
Non-Diversified Status	**P**	**P**	**N/A**	**P**	**P**
Issuer Concentration Risk	**P**	**P**	**P**	**P**	**P**
Investments in Mid- and Small-cap Securities	**P**	**P**	**P**	**P**	**P**
Leveraging Risk	**P**	**P**	**P**	**P**	**P**

Discount from NAV	**P**	**P**	**P**	**P**	**P**
Repurchase of Shares	**NP**	**NP**	**NP**	**NP**	**NP**
Issuer Risk	**P**	**P**	**P**	**P**	**P**
Inflation Risk	**P**	**P**	**P**	**P**	**P**
Repurchase Agreements	**NP**	**NP**	**NP**	**NP**	**NP**
Foreign Securities Risk	**P**	**P**	**P**	**P**	**P**
Sovereign Debt Risk	**P**	**P**	**P**	**P**	**P**
Investments in Registered Investment Companies	**P**	**P**	**P**	**P**	**P**
Currency Risk	**P**	**P**	**P**	**P**	**P**
Private Funds Risk	**P**	**P**	**N/A**	**P**	**P**
Liquidity Risk	**P**	**P**	**P**	**P**	**P**
Derivatives Risk	**P**	**P**	**N/A**	**P**	**P**
Anti-Takeover Risk	**P**	**P**	**P**	**P**	**P**

ADDITIONAL INFORMATION ABOUT THE FUNDS INVESTMENTS

BIF is a registered closed-end, non-diversified management investment company and was incorporated under the laws of the State of Maryland on October 27, 1972.

Investment Objective

BIF. BIF s investment objective is total return. The Fund s investment objective is fundamental and may not be changed without a vote of the holders of a majority of voting securities.

BTF. BTF s investment objective is total return. The Fund s investment objective is fundamental and may not be changed without a vote of the holders of a majority of voting securities.

DNY. DNY s investment objective is total return, to the extent consistent with dependable, but not assured, cash flow. The Fund s investment objective is non-fundamental, and may be changed without a vote of the holders of a majority of voting securities.

FOFI. FOFI s investment objective is total return. The Fund s investment objective is non-fundamental, and may be changed without a vote of the holders of a majority of voting securities.

Investment Strategies

BIF. BIF seeks to produce both income and long-term capital appreciation by investing in a portfolio of equity and debt securities. The Fund invests primarily in common stocks, including dividend paying common stocks such as those issued by utilities, real estate investment trusts or REITs and regulated investment companies under the Code. The Fund also invests in fixed income securities such as U.S. government securities, preferred stocks and bonds. The Fund invests primarily in securities of U.S.-based companies and to a lesser extent in foreign equity securities and sovereign debt, in each case denominated in foreign currency. The Fund has no restrictions on its ability to invest in foreign securities. The Fund does not concentrate, as such term is used with respect to Item 8 of Form N-2.

Other than the Fund s investment objective and fundamental investment policies as set forth in the Statement of Additional Information accompanying this Joint Proxy Statement/Prospectus, the investment strategies and policies described in this section (including any percentage limitations) may be changed by the Board of the Fund without a vote of stockholders.

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BTF. Under normal market conditions, BTF intends to invest in a portfolio of common stocks and income securities. The portion of the Fund s assets invested in each can vary depending on market conditions. The term common stocks includes both stocks acquired primarily for their appreciation potential and stocks acquired for their income potential, such as dividend-paying registered investment companies and REITs. The term income securities includes bonds, U.S. Government securities, notes, bills, debentures, preferred stocks, convertible securities, bank debt obligations, repurchase agreements and short-term money market obligations. The term preferred stocks or preferreds includes traditional preferred stocks as well as so-called hybrid, or taxable, preferred securities and other similar or related investments.

DNY. DNY invests primarily in common stocks, including dividend paying common stocks such as those issued by utilities, REITs and regulated investment companies under the Code.

FOFI. Under normal market conditions, FOFI invests at least 75% of its total assets in common stock or securities convertible into common stock. The Fund may invest up to 25% of its total assets in other types of securities, including certificates of deposit, time deposits or similar instruments issued by savings and banking institutions and their holding companies, and in non-convertible preferred stock and debt securities.

Portfolio Contents and Additional Investment Policies of the Funds

At any given time, each Fund may invest in some or all of the types of investments, or utilize some or all of the investment policies, described below. The following table indicates whether each such investment type or policy is a principal (P) or non-principal (NP) investment type or policy of the particular Fund.

	BIF	**BTF**	**FOFI**	**DNY**
Common Stocks	**P**	**P**	**P**	**P**
Fixed Income Securities	**P**	**P**	**P**	**P**
Real Estate Companies and REITs	**P**	**P**	**P**	**P**
Registered Investment Companies	**P**	**P**	**P**	**P**
Preferred Stocks	**NP**	**NP**	**NP**	**NP**
Money Market Instruments	**P**	**P**	**P**	**P**
Repurchase Agreements	**NP**	**NP**	**NP**	**NP**
Government Securities	**P**	**P**	**P**	**P**
Zero Coupon Securities	**NP**	**NP**	**NP**	**NP**
Short Sales	**NP**	**NP**	**NP**	**NP**
Illiquid Securities	**P**	**P**	**P**	**P**
Derivatives	**P***	**NP**	**P***	**P***
When-Issued, Delayed Delivery and Forward Commitment Transactions	**NP**	**NP**	**NP**	**NP**
Loans of Securities	**P**	**P**	**P**	**P**
Portfolio Turnover	**NP**	**NP**	**NP**	**NP**
Leverage	**P**	**P**	**P**	**P**

*based on indirect exposure through underlying funds.

Common Stocks. The Fund may invest all or any portion of its assets in common stock. Common stock is defined as shares of a corporation that entitle the holder to a pro rata share of the profits of the corporation, if any, without preference over any other stockholder or class of stockholders,

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including holders of the corporation s preferred stock and other senior equity. Common stock usually carries with it the right to vote and frequently an exclusive right to do so. Upon liquidation, holders of common stock also have the right to participate in the assets of the corporation after all other claims are paid.

With respect to the Fund s common stock portfolio (other than common stocks purchased primarily for their income-producing potential), the Fund s investment advisers (the **Advisers**) use an intrinsic value approach to selecting securities for the Fund s portfolio. The Advisers define intrinsic value as the discounted value of the cash that can be taken out of a business during its remaining life. Accordingly, in their securities selection process, the Advisers put primary emphasis on analysis of balance sheets, cash flows, the quality of management and its ability to efficiently and effectively allocate capital, and indicators of internal returns (e.g., return on capital) which suggest future profitability and the relationships that these factors have to the price of a given security. The intrinsic value approach is based on the belief that the securities of certain companies may sell at a discount from the Advisers estimate of such companies intrinsic value. The Advisers will attempt to identify and invest in such securities with the expectation that such value discount will narrow over time and thus provide capital appreciation for the Fund. When the Fund makes an investment in the common stock of an issuer, it will likely make a significant investment and typically hold such stock for a long period of time. Over time, the Fund believes that value investing produces superior total returns.

Fixed Income Securities. In seeking its total return objective, the Fund may invest a portion of its assets in U.S. government securities, preferred stocks, bonds and other income producing securities. In selecting such investments, the Advisers consider, among other things, current yield, liquidity, price variability and the underlying fundamental characteristics of the issuer, with particular emphasis on debt to equity and debt coverage ratios.

Fixed income securities include debt obligations issued by the U.S. government and its agencies, corporations, municipalities and other borrowers. The market values of fixed income investments will change in response to interest rate changes and other factors. During periods of falling interest rates, the values of outstanding fixed income securities generally rise. Conversely, during periods of rising interest rates, the values of such securities generally decline. Changes by recognized rating agencies in the rating of any fixed income security and in the ability of an issuer to make payments of interest and principal also affect the value of these investments.

Real Estate Related Companies and REITs. REITs invest primarily in commercial real estate or real estate-related loans. A REIT is not taxed on income distributed to its stockholders or unit-holders if it complies with regulatory requirements relating to its organization, ownership, assets and income, and with a regulatory requirement that it distribute to its stockholders or unit-holders at least 90% of its taxable income for each taxable year. Generally, REITs can be classified as equity REITs, mortgage REITs and hybrid REITs. Equity REITs invest the majority of their assets directly in real property and derive their income primarily from rents and capital gains from appreciation realized through property sales. Mortgage REITs invest the majority of their assets in real estate mortgages and derive their income primarily from interest payments. Hybrid REITs combine the characteristics of both equity and mortgage REITs. By investing in REITs indirectly through the Fund, stockholders will bear not only the proportionate share of the expenses of the Fund, but also, indirectly, similar expenses of underlying REITs.

The Fund may be subject to certain risks associated with the direct investments of the REITs in which it invests. REITs may be affected by changes in their underlying properties and by defaults by borrowers or tenants. Mortgage REITs may be affected by the quality of the credit extended. Furthermore, REITs are dependent on specialized management skills. Some REITs may have limited diversification and may be subject to risks inherent in financing a limited number of properties. REITs depend generally on their ability to generate cash flow to make distributions to stockholders or unit-holders, and may be subject to defaults by borrowers and to self-liquidations. In addition, a REIT may be affected by its failure to qualify for tax-free pass-through of income under the Code or its failure to maintain exemption from registration under the 1940 Act.

Registered Investment Companies. The Fund may invest in securities issued by other registered investment companies subject to such limitations, restrictions and conditions as imposed by Federal law. The common stock of closed-end registered investment companies can trade at a substantial discount to the underlying NAV of the registered investment company and the Fund may, from time to time, invest in common stocks issued by registered investment companies when they are trading at discounts or when market conditions are deemed appropriate. Registered investment companies that pay regular dividends typically own interest rate sensitive securities, which tend to increase in value when interest rates decline, and decrease in value when interest rates increase. To the extent that the Fund invests in registered investment companies, the Fund s stockholders will incur expenses with respect to both the Fund and that portion of the Fund s assets invested in other registered investment companies.

Preferred Stocks. The Fund may invest in preferred securities, including preferred securities issued by registered investment companies. Preferred securities are equity securities, but they have many characteristics of fixed income securities, such as a fixed dividend payment rate and/or a liquidity preference over the issuer s common shares. However, because preferred securities are equity securities, they may be more susceptible to risks traditionally associated with equity investments than fixed income securities. Unlike common stock, preferred securities typically do not have voting rights.

Fixed rate preferred stocks have fixed dividend rates. They can be perpetual, with no mandatory redemption date, or issued with a fixed mandatory redemption date. Certain issues of preferred stock are convertible into other equity securities. Perpetual preferred stocks provide a fixed dividend throughout the life of the issue, with no mandatory retirement provisions, but may be callable. Sinking fund preferred stocks provide for the redemption of a portion of the issue on a regularly scheduled basis with, in most cases, the entire issue being retired at a future date. The value of fixed rate preferred stocks can be expected to vary inversely with interest rates.

The Fund may, from time to time, invest in preferred securities that are rated, or whose issuer s senior debt is rated, investment grade by Moody s and Standard & Poor s (**S&P**) at the time of investment, although the Fund is not limited to investments in investment grade preferred securities. In addition, the Fund may acquire unrated issues deemed to be comparable in quality to rated issues in which the Fund is authorized to invest.

Money Market Instruments. Under normal market conditions, the Fund will have 20% or less of its total assets in cash or cash equivalents. The Fund may, for temporary defensive purposes, allocate a higher portion of its assets to cash and cash equivalents. For this purpose, cash equivalents consist of, but are not limited to, short-term (less than twelve months to maturity) U.S. government securities, certificates of deposit and other bank obligations, investment grade corporate bonds, other debt instruments and repurchase agreements. When the Fund takes temporary defensive positions it may have difficulty achieving its investment objective.

Money market instruments that the Fund may acquire usually will be securities rated in the highest short-term rating category by Moody s or S&P or the equivalent from another major rating service, or securities of issuers that have received such ratings with respect to other short-term debt or comparable unrated securities. Money market instruments in which the Fund typically expects to invest include: government securities (as described below); bank obligations (including certificates of deposit, time deposits and bankers acceptances of U.S. or foreign banks); commercial paper rated P-l by Moody s or A-1 by S&P and repurchase agreements.

Repurchase Agreements. The Fund may invest temporarily, without limitation, in repurchase agreements, which are agreements pursuant to which securities are acquired by the Fund from a third party with the understanding that they will be repurchased by the seller at a fixed price on an agreed date. These agreements may be made with respect to any of the portfolio securities in which the Fund is authorized to invest. Repurchase agreements may be characterized as loans secured by the underlying securities. The Fund may enter into repurchase agreements with (i) member banks of the Federal Reserve System having total assets in excess of $500 million and (ii) securities dealers, provided that such banks or dealers meet certain creditworthiness standards established by the Board. The resale price reflects the purchase price plus an agreed-upon market rate of interest which is unrelated to the coupon rate or date of maturity of the purchased security. The collateral is marked to market daily. Such agreements permit the Fund to keep all its assets earning interest while retaining overnight flexibility in pursuit of investments of a longer term nature.

Government Securities. The Fund may invest in securities that include direct obligations of the United States issued by U.S. government agencies and instrumentalities, referred to as government securities. Included among direct obligations of the United States are treasury bills, treasury notes and treasury bonds, which differ principally in terms of their maturities and are supported by the full faith and credit of the U.S. government. Securities issued by U.S. government agencies and instrumentalities include other securities that are supported by the full faith and credit of the United States (such as Government National Mortgage Association certificates); securities that are supported by the right of the issuer to borrow from the U.S. Treasury (such as securities of Federal Home Loan Banks); and securities that are supported by the credit of the instrumentality (such as Federal National Mortgage Association and Federal Home Loan Mortgage Corporation bonds). No assurance can be given that the U.S. government will provide financial support in the future to U.S. government agencies, authorities or instrumentalities that are not supported by the full faith and credit of the United States. Securities guaranteed as to principal and interest by the U.S. government, its agencies, authorities or instrumentalities include (i) securities for which the payment of principal and interest is backed by an irrevocable letter of credit issued by the U.S. government or any of its agencies, authorities or instrumentalities; and (ii)participations in loans made to non-U.S. governments or other entities that are so guaranteed. The secondary market for certain of these participations is limited and therefore may be regarded as illiquid.

Short Sales. The Fund may make short sales of securities in order to reduce market exposure and/or to increase its income if at all times when a short position is open, the Fund owns an equal or greater amount of such securities or owns preferred stock, debt or warrants convertible or exchangeable into an equal or greater number of the shares of common stocks sold short. Short sales of this kind are referred to as short sales against the box. The broker-dealer that executes a short sale generally invests the cash proceeds of the sale until they are paid to the Fund. Arrangements may be made with the broker-dealer to obtain a portion of the interest earned by the broker on the investment of short sale proceeds. The Fund will segregate the securities against which short sales against the box have been made in a special account with its custodian.

Illiquid Securities. The Fund may invest in illiquid securities. Historically, illiquid securities have included securities subject to contractual or legal restrictions on resale because they have not been registered under the Securities Act of 1933, as amended (**1933 Act**), securities which are otherwise not readily marketable and repurchase agreements having a maturity of longer than seven days. Restricted securities are securities that may not be sold freely to the public absent registration under the 1933 Act, or an exemption from registration. The Board has delegated the function of making day-to-day determinations of liquidity to the Advisers pursuant to guidelines approved by the Board.

Derivatives. The Fund may invest in derivatives which are financial contracts whose values depend on, or are derived from, the values of underlying assets, reference rates, or indices. To manage risk or enhance returns, the Fund may invest in derivatives including options and futures and swap agreements. The Fund may invest in futures contracts on equity and debt securities, equity and debt indices and commodities. The Fund may invest in option contracts on equity and debt securities, equity and debt indices, commodities and futures.

When-Issued, Delayed Delivery and Forward Commitment Transactions. The Fund may purchase and sell securities, including government securities, on a when-issued, delayed delivery or forward commitment basis. Typically, no income accrues on securities the Fund has committed to purchase prior to the time delivery of the securities is made, although the Fund may earn income on securities it has segregated.

Zero Coupon Securities. The Fund may invest up to 10% of its total assets in zero coupon securities issued by the U.S. government, its agencies or instrumentalities, as well as custodial receipts or certificates underwritten by securities dealers or banks that evidence ownership of future interest payments, principal payments or both on certain government securities. Zero coupon securities pay no cash income to their holders until they mature and are issued at substantial discounts from their value at maturity. When held to maturity, their entire return comes from the difference between their purchase price and their maturity value. Because interest on zero coupon securities is not paid on a current basis, the values of securities of this type are subject to greater fluctuations than are the values of securities that distribute income regularly and may be more speculative than such securities. Accordingly, the values of these securities may be highly volatile as interest rates rise or fall. In addition, the Fund s investments in zero coupon securities will result in special tax consequences. Although zero coupon securities do not make interest payments, for tax purposes a portion of the difference between a zero coupon security s maturity value and its purchase price is taxable income of the Fund each year.

Leverage. The Fund may utilize leverage through borrowings or through the issuance of preferred stock or other senior securities.

Additional Policies of the Acquiring Fund

Lending Of Securities. The Fund is authorized to lend securities it holds to brokers, dealers and other financial organizations. Loans of the Fund s securities, if and when made, may not exceed 33-1/3% of the Fund s total assets. The Fund s loans of securities will be collateralized by cash, letters of credit or Government Securities that will be maintained at all times in a segregated account with the Fund s custodian in an amount at least equal to the current market value of the loaned securities.

By lending its portfolio securities, the Fund can increase its income by continuing to receive interest on the loaned securities, by investing the cash collateral in short-term instruments or by obtaining yield in the form of interest paid by the borrower when government securities are used as collateral. The risk in lending portfolio securities, as with other extensions of credit, consists of the possible delay in recovery of the securities or the possible loss of rights in the collateral should the borrower fail financially. The Fund will adhere to the following conditions whenever it lends its securities: (i) the Fund must receive at least 100% cash collateral or equivalent securities from the borrower, which will be maintained by daily marking-to-market; (ii) the borrower must increase the collateral whenever the market value of the securities loaned rises above the level of the collateral; (iii) the Fund must be able to terminate the loan at any time; (iv) the Fund must receive reasonable interest on the loan, as well as any dividends, interest or other distributions on the loaned securities and any increase in market value; (v) the Fund may pay reasonable fees approved by its board, including, for example, fees to (a) the custodian in connection with support of the lending activities, (b) the loan or placing broker for arranging the securities loan, and/or (c) the borrower for participating in the loan transaction; and (vi) voting rights on the loaned securities may pass to the borrower, except that, if a material event adversely affecting the

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investment in the loaned securities occurs, the Board must terminate the loan and regain the Fund s right to vote the securities.

Portfolio Turnover. It is not the Fund s policy to engage in transactions with the objective of seeking profits from short-term trading. It is expected that the annual portfolio turnover rate of the Fund will be less than 50% excluding securities having a maturity of one year or less. Because it is difficult to accurately predict portfolio turnover rates, actual turnover may be higher or lower. Higher portfolio turnover results in increased Fund expenses, including brokerage commissions, dealer mark-ups and other transaction costs on the sale of securities and on the reinvestment in other securities. The Fund may also invest in registered investment companies which also may not be limited in their portfolio trading activity. Higher turnover rates generally result in correspondingly greater brokerage commissions and other transactional expenses which may be borne by the Fund, directly or through its investment in registered investment companies.

INFORMATION ABOUT THE REORGANIZATIONS

Terms of the Reorganizations

With respect to the Reorganizations, the Agreement provides for: (i) the Acquiring Fund s acquisition of all of the assets of each Acquired Fund, in exchange solely for newly issued common shares, $0.01 par value per share, of the Acquiring Fund (**Acquiring Fund Shares**) and the assumption by the Acquiring Fund of all the liabilities of the Acquired Funds; and (ii) the distribution, after the closing, of Acquiring Fund Shares to the Acquired Fund stockholders and the termination, dissolution and complete liquidation of the Acquired Funds, all upon the terms and conditions set forth in the Agreement. Such distribution will be accomplished by the transfer of Acquiring Fund Shares credited to the account of the Acquired Fund on the books of the Acquiring Fund to open accounts on the share records of the Acquiring Fund in the name of the Acquired Fund stockholders, and representing the respective *pro rata* number of Acquiring Fund Shares due to such stockholders.

The number of Acquiring Fund Shares to be issued in exchange for each Acquired Fund s net assets shall be determined by dividing the value of the Acquired Fund s net assets by the net asset value per Acquiring Fund Share. No fractional Acquiring Fund Shares will be issued to an Acquired Fund s stockholders and, in lieu of such fractional shares, an Acquired Fund s stockholder will receive cash.

As a result of the Reorganizations, the assets of the Acquiring Fund and each Acquired Fund would be combined, and the stockholders of each Acquired Fund would become stockholders of the Acquiring Fund. Following the Reorganizations, each Acquired Fund would terminate its registration as an investment company under the 1940 Act. The Acquiring Fund will continue to operate after the Reorganizations as a registered closed-end, non-diversified, management investment company with the investment objectives and policies described in this Joint Proxy Statement/Prospectus.

Valuation of Assets and Liabilities. If the Reorganizations are approved and the other closing conditions are satisfied or waived, the value of the net assets of an Acquired Fund will be the value of its assets, less its liabilities, computed as of the close of regular trading on the NYSE on the business day immediately prior to the closing date.

Distributions. Each Acquired Fund will on or before the Valuation Date (as such term is defined in the Agreement) (i) declare a dividend in an amount large enough so that it will have declared dividends of substantially all of its investment company taxable income and net capital gain, if any, for such taxable year (determined without regard to any deduction for dividends paid) and (ii) distribute such dividend.

Expenses. Expenses incurred in connection with the Reorganizations will be paid by the Acquired Funds and the Acquiring Fund, allocated pro rata among the Funds based on each Fund s respective net asset

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value at the time such expenses are incurred. If the Reorganizations are not approved, each Fund will be responsible for a *pro rata* portion of any outstanding unpaid expenses incurred in connection with the Reorganizations based on each Fund s respective net asset value as of the date the Boards determine to cease pursuing the Reorganizations. Reorganization expenses include, without limitation: (a) expenses associated with the preparation and distribution of materials distributed to each Fund s Board; (b) expenses incurred in connection with the preparation and filing of the Agreement and the registration statement on Form N-14; (c) expenses incurred in connection with the printing and distribution of this Joint Proxy Statement/Prospectus and any other proxy materials distributed to shareholders; (d) SEC and state securities commission filing fees; (e) legal and audit fees in connection with the Reorganizations; (f) legal fees incurred preparing each Fund s Board materials, attending each Fund s Board meetings and preparing the minutes; (g) auditing fees associated with each Fund s financial statements; (h) stock exchange fees; (i) transfer agency fees; (j) portfolio transfer taxes (if any); (k) solicitation costs of the transactions; and (l) any similar expenses incurred in connection with the Reorganizations.

Alliance Shareholder Communications has been engaged as the Funds proxy solicitor with respect to the solicitation of proxies in connection with this Joint Proxy Statement/Prospectus.

The management of the Funds estimates the amount of expenses the Funds would incur to be approximately $629,760.

Amendments. The Agreement may be amended as mutually agreed upon in writing by the officers of the Acquiring Fund and the Acquired Fund and as specifically authorized by their Boards.

Maryland Law. Under Maryland law, stockholders of a corporation whose shares are traded publicly on a national securities exchange, such as BIF, BTF and DNY, are not entitled to demand the fair value of their shares upon a merger; therefore, the holders of BIF, BTF and DNY s common shares will be bound by the terms of the Reorganizations, if approved. Under current Maryland law, this does not apply to FOFI. However, if **Proposal 1** is approved prior to the consideration of **Proposals 2-5**, stockholders of FOFI will likewise not be entitled to demand the fair value of the shares in connection with the Reorganizations, and holders of FOFI common shares will be bound by the terms of the Reorganizations, if approved. However, any holder of BIF, BTF or DNY s common shares may sell his or her common shares on the NYSE (or, in the case of FOFI, over-the-counter) at any time prior to the Reorganizations.

Board Consideration of the Reorganizations

Following discussions at meetings held on May 10, July 29, August 5, October 30 and November 4, 2013, each Fund s Board determined that the proposed Reorganizations would be in the best interest of the respective Fund. Before reaching these conclusions, the Board of each Fund, including the Independent Directors, engaged in a thorough review process relating to the proposed Reorganizations. To assist the Board in its evaluation of the proposed Reorganizations, each Fund s Board received a memorandum from counsel to the Funds discussing the factors generally regarded as appropriate to consider in evaluating fund reorganizations and the duties of directors in approving such transactions. Each Board also requested and received various information and materials relating to the proposed Reorganizations. The primary factors considered by the Board of Directors of each Fund with regard to the Reorganizations included, but were not limited to, the following:

- The fact that the investment objectives of the Acquired and Acquiring Funds are substantially similar, and the investment strategies, restrictions and fundamental policies are similar.

- The fact that there is substantial overlap in the holdings of the Funds.

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The fact that each of the Funds is managed by the same portfolio managers.

The expectation that the combined Acquiring Fund will offer economies of scale that should result in lower per share expenses in most instances (with exceptions noted below). Each Fund incurs both fixed expenses (e.g., board fees, printing fees, and costs for legal and auditing services) and variable expenses (e.g., administrative, fund accounting and custodial services). Certain overlapping fixed expenses would be eliminated, certain variable expenses will be reduced on an aggregate basis, and there will also be an opportunity to reduce expenses over time in a combined fund by spreading fees over a larger asset base.

The lower advisory fee rates that are expected to become effective following the Reorganizations, including the addition of meaningful advisory fee breakpoints that will benefit stockholders of the Acquiring Fund if the Acquiring Fund s assets continue to grow following the Reorganizations.

The expectation that the combined Acquiring Fund may benefit from certain portfolio management efficiencies.

The expectation that the combined Acquiring Fund may provide greater secondary market liquidity as it would be larger than and have more outstanding common shares than each Fund prior to the Reorganizations.

With respect to FOFI stockholders, because that Fund is currently traded over-the-counter, shares received by FOFI stockholders in its Reorganization would be NYSE-listed and may provide even greater secondary market liquidity.

The expectation that the Reorganizations may result in significant reductions in single-issuer concentrations currently existing in several of the Funds, thus potentially reducing the risk profile of the combined Acquiring Fund.

The opinion of counsel that no gain or loss will be recognized by the Funds or their stockholders for U.S. federal income tax purposes solely as a result of the Reorganizations, as each Reorganization is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code.

The expectation that the combined Acquiring Fund may be able to use all of the larger Fund s and a portion of the smaller Fund s (both measured at the time of Reorganizations) pre-Reorganization capital loss carryforwards to offset combined capital gains realized by the combined Acquiring Fund, although the combined fund s ability to use the smaller Fund s pre-Reorganization capital losses will be significantly limited, in the near term, by operation of Sections 382 and 384 of the Code.

The expectation that stockholders will receive substantially the same quality of services after the Reorganizations.

The fact that the Advisers recommended to each Board that they approve the Reorganizations.

The possibility that the discount to net asset value at which the Acquiring Fund s shares currently trade may be reduced following the Reorganizations in part due to a simpler, more cohesive message to existing and potential stockholders.

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The Boards also considered certain potential countervailing factors, including but not limited to the following:

The fact that stockholders of FOFI are anticipated to experience a slightly higher total expense ratio (excluding the fees and expenses of any registered investment companies or private funds in which a Fund invests) as stockholders of the combined Acquiring Fund following the Reorganizations.

The fact that certain changes to the investment policies of the combined Acquiring Fund are anticipated to better synchronize the investment strategies of the Funds, and that these changes could entail a minimal degree of portfolio rebalancing (with attendant transaction costs and possibly resulting in taxable capital gains for stockholders) or redemptions from private funds (which may not be completed immediately following the Special Meeting).

The fact that the combined Acquiring Fund may not be able to take full or immediate advantage of certain net operating losses of existing Acquired Funds.

In considering the approval of the Agreement, the Boards did not identify any factor as all-important or all-controlling and instead considered these factors collectively in light of each Fund s surrounding circumstances. After evaluating information provided by, among others, the Advisers, and considering the above factors and based on the deliberations and its evaluation of the information provided to it, each Board, including each Board s Independent Directors, unanimously concluded with respect to its particular Fund that:

The approval of the Agreement is in the best interest of the respective Fund and their stockholders; and

The interests of the respective Fund s existing stockholders will not be diluted as part of the Reorganizations.

Federal Income Tax Consequences

The following is a summary of certain U.S. federal income tax consequences of the Reorganizations. The discussion is based upon the Code, Treasury Regulations, court decisions, published positions of the U.S. Internal Revenue Service (the **IRS**) and other applicable authorities, all as in effect on the date hereof and all of which are subject to change or different interpretations (possibly with retroactive effect). The discussion is limited to U.S. persons who hold common shares of the Funds as capital assets for U.S. federal income tax purposes (generally, assets held for investment). This summary does not address all of the U.S. federal income tax consequences that may be relevant to a particular stockholder or to stockholders who may be subject to special treatment under U.S. federal income tax laws. No ruling has been or will be sought or obtained from the IRS regarding any matter related to the Reorganizations. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax aspects described below. Each Fund s stockholders should consult their own tax advisers regarding the U.S. federal income tax consequences of the Reorganizations, as well as the effects of state, local and non-U.S. tax laws, including possible changes in tax law.

It is a condition to the closing of the Reorganizations that the Funds receive an opinion from Paul Hastings LLP as of the Closing Date, that the Reorganizations will each qualify as a reorganization within the meaning of Section 368 of the Code. The following U.S. federal income tax consequences result from the Reorganizations qualifying as such:

No gain or loss will be recognized by any Fund as a result of the Reorganizations.

Gain or loss will generally not be recognized by a stockholder of an Acquired Fund who exchanges all of his or her common shares solely for Acquiring Fund Shares pursuant to the Reorganizations (except with respect to cash received in lieu of fractional Acquired Fund common shares).

The aggregate tax basis of Acquiring Fund Shares received by a stockholder of an Acquired Fund pursuant to the Reorganizations will be the same as the aggregate tax basis of his or her Acquired Fund common shares surrendered in exchange therefor (reduced by any amount of tax basis allocable to a fractional Acquiring Fund Share for which cash is received).

The holding period of Acquiring Fund Shares received by an Acquired Fund stockholder pursuant to the Reorganizations will include the holding period of his or her Acquired Fund common shares surrendered in exchange therefor.

The Acquiring Fund s tax basis in Acquired Fund assets received pursuant to the applicable Reorganization will equal the tax basis of such assets in the hands of the Acquired Fund immediately before the Reorganization, and the Acquiring Fund s holding period for such assets will include the period during which they were held by the Acquired Fund.

The Acquiring Fund intends to continue to be taxed under the rules applicable to regulated investment companies as defined in Section 851 of the Code, which are the same rules applicable to each Acquired Fund and its stockholders.

After the Reorganizations, the combined Acquiring Fund s ability to use the Acquired Funds or the Acquiring Fund s pre-Reorganization capital losses may be limited under certain federal income tax rules applicable to reorganizations of this type. As of the dates indicated below, the Funds had capital loss carryforwards as follows:

Fund	Capital Loss Carryforwards
Boulder Growth & Income Fund, Inc.	$0*
Boulder Total Return Fund, Inc.	$0*
The Denali Fund Inc.	$0**
First Opportunity Fund, Inc.	$44,809,202***

* As of November 30, 2013

**As of October 31, 2013

*** As of March 31, 2013. Of this amount, $9,191,039 expires March 31, 2017 and $35,618,163 expires March 31, 2018.

Preferred Securities

As of the date of this Joint Proxy Statement/Prospectus, none of BIF, BTF or FOFI has any outstanding preferred securities. DNY currently has outstanding 878 Series A Auction Preferred Shares (**DNY ARPS**), with a par value of

$0.0001 per share, a liquidation preference of $25,000 per share, and with total liquidation value of $21,950,000. The DNY ARPS are not listed on an exchange.

Under the terms of the Articles Supplementary relating to the DNY ARPS, DNY may redeem some or all of the DNY ARPS on the second business day preceding any dividend payment date for such shares, at a redemption price equal to $25,000 plus an amount equal to accumulated but unpaid dividends thereon, subject to notice and other conditions set forth in the Articles Supplementary. At its meeting held on February 7, 2014, the Board of DNY approved the redemption of all of the outstanding DNY ARPS, contingent on stockholder approval of the Reorganizations.

If the Reorganizations are approved by the stockholders of the Funds, it is anticipated that all of the outstanding DNY ARPS will be redeemed prior to the closing of the Reorganizations. In other words, holders of DNY ARPS will not become preferred stockholders of the combined BIF as a result of the Reorganizations.

Holders of DNY ARPS shall be entitled, with respect to **Proposal 4**, to one vote for each DNY ARPS held by such holder, and shall vote together with holders of DNY common stock as a single class.

Dividends and Distributions

The current dividend and distribution policy of the Acquiring Fund will be the dividend and distribution policy for the combined Acquiring Fund. The dividend and distribution policies of the Acquired Funds are substantially the same as those of the Acquiring Fund. The Acquiring Fund intends to continue its current policy of making year end distributions of net investment income and capital gains realized during the year, which amount may vary year to year depending on net income and realized capital gains. The Acquiring Fund s net investment income consists of all dividend and interest income accrued on portfolio assets less all expenses of the Acquiring Fund.

In 2008, the Acquiring Fund was granted exemptive relief under Section 6(c) of the 1940 Act allowing it to make distributions of long-term capital gains as frequently as twelve times a year with respect to its outstanding common stock, and as frequently as distributions are specified by or in accordance with the terms of any outstanding preferred stock, under Section 19(b) of the 1940 Act. Such a distribution program is referred to as a managed distribution and, in the case of the Acquiring Fund, is subject to approval, suspension or termination in the discretion of the Board, as well as the terms of the exemptive order. As of the date of this Joint Proxy Statement/Prospectus, the Board has determined not to implement a managed distribution program for the Acquiring Fund, although it has the authority and discretion to do so at any time.

Each Acquired Fund will on or before the Valuation Date (as such term is defined in the Agreement) (i) declare a dividend in an amount large enough so that it will have declared dividends of substantially all of its investment company taxable income and net capital gain, if any, for such taxable year (determined without regard to any deduction for dividends paid) and (ii) distribute such dividend.

Material Differences between Rights of Stockholders

The Acquiring Fund, and each of the Acquired Funds, is organized as a Maryland corporation. Each of the Acquiring Fund and the Acquired Funds only has one class of shares currently outstanding, with the exception of DNY, which has common and preferred shares outstanding.

Under Maryland law, stockholders of a corporation whose shares are traded publicly on a national securities exchange (e.g., NYSE or NASDAQ) are not entitled to demand the fair value of their shares upon a merger. Although this would apply to BIF, BTF and DNY (all NYSE listed companies), FOFI is not traded on a national securities exchange but rather is traded over the counter . As a consequence, and absent approval of **Proposal 1**, FOFI stockholders would be entitled to dissent and demand fair value (cash) for their shares.

Capitalization

The following table sets forth the unaudited capitalization of the Funds as of the Record Date, and the *pro forma* combined capitalization of the combined Acquiring Fund as if the Reorganizations had occurred on that date. The table reflects *pro forma* exchange ratios of approximately 2.925 common shares of BIF issued for each common share of BTF, approximately 2.527 common shares of BIF issued for each common share of DNY, and approximately 1.193 common shares of BIF issued for each common share of FOFI. If the Reorganizations are consummated, the actual exchange ratios may vary.

	First Opportunity Fund, Inc.	The Denali Fund Inc.	Boulder Total Return Fund, Inc.	Boulder Growth & Income Fund, Inc.	Pro Forma Adjustments*	Boulder Growth & Income Fund, Inc. *Pro Forma* Combined*
Net Assets ($)	337,145,430.75	103,350,974.31	354,956,771.51	250,786,917.49	-	1,046,240,094
Shares Outstanding	28,739,389.49	4,157,116.63	12,338,659.79	25,495,585.29	35,632,467	106,363,218
Net Asset Value Per Share ($)	11.73	24.86	28.77	9.84	-	9.84
Exchange Ratio	1.193	2.527	2.925	1.000	-	-

* Assuming the Reorganization as of the Record Date of First Opportunity Fund, Inc., The Denali Fund Inc., and Boulder Total Return Fund, Inc. with and into Boulder Growth & Income Fund, Inc.

Required Vote

Stockholder approval of **__Proposals 2 - 4__** requires, with respect to each particular Fund, the affirmative vote of a majority of the votes entitled to be cast in each instance. As noted above, holders of DNY ARPS and holders of DNY common shares will vote on **__Proposal 4__** together as a single class.

Approval of **__Proposal 5__** requires the affirmative vote of a majority of the votes cast.

The closing of **__each__** Reorganization is contingent upon the closing of **__all__** Reorganizations. In order for the Reorganizations to occur, each Fund must obtain the requisite stockholder approvals. In addition, the Boards have determined that the closing of the Reorganizations shall be contingent upon stockholder approval of **__Proposal 6__** (elimination of the BIF fundamental investment policy limiting the ability to invest more than 4% of total assets in any single issuer) as well as **__Proposal 1__** (eliminating the right to demand fair value upon reorganization of FOFI with another affiliated fund). Because the closing of the Reorganizations is contingent on all of the Acquired Funds and the Acquiring Fund satisfying (or obtaining the waiver of) their respective closing conditions, if one or more of the other Funds do not obtain their requisite stockholder approvals or satisfy their closing conditions, it is possible that a Fund s Reorganization will not occur, even if stockholders of the Fund approve the Reorganization and the Fund satisfies all of its closing conditions.

MANAGEMENT OF THE FUNDS

Information About Directors and Officers

The business and affairs of the Funds are managed under the direction of each Fund s Board. Information pertaining to the directors and officers of the Funds is set forth in the Reorganization SAI, which is incorporated by reference herein.

Investment Advisers

__Stewart West Indies Trading Co. Ltd.__ (**Stewart Investment Advisers** or **SIA**)

SIA is located at Bellerive House, Queen Street, St. Peter, Barbados, and currently serves as co-investment adviser to each Fund. If the Reorganizations are completed, it is anticipated that SIA will continue to serve as co-investment adviser to the combined BIF. SIA has served as an adviser to BIF since January 2002, to FOFI since June 2010, to BTF since August 1999 and to DNY since October 2007.

In accordance with its investment advisory agreements with those Funds, SIA, subject to the supervision and direction of the respective Boards, is responsible for management of each Fund s portfolio on a discretionary basis in accordance with applicable investment objectives and policies, making investment decisions and exercising voting rights, placing purchase and sale orders on behalf of the Fund, employing, at its own expense, portfolio managers and analysts, determining the portion of assets to be invested in various asset classes, and determining the portion of assets to be leveraged, among other things.

SIA is organized as a Barbados international business company and is an SEC-registered investment adviser. SIA was incorporated on November 12, 1996. SIA is wholly owned by the Stewart West Indies Trust, an irrevocable trust domiciled in Alaska (**SWIT**) and established by Stewart Horejsi, the chief investment officer of SIA, for the benefit of his issue. SWIT s address is c/o Alaska Trust Company, LLC, Resolution Plaza, 1029 West Third Avenue, Suite 400, Anchorage, Alaska 99501. Mr. Horejsi is not a beneficiary under SWIT. However, John S. Horejsi and Susan L. Ciciora, Mr. Horejsi s son and daughter, respectively, and interested directors of one or more of the Funds, are discretionary beneficiaries under SWIT and thus, as a result of this relationship, may directly or indirectly benefit from a relationship between SIA and the Funds.

SIA is not domiciled in the United States and substantially all of its assets are located outside the United States. As a result, it may be difficult to realize judgments of courts of the United States predicated upon civil liabilities under federal securities laws of the United States. BIF has been advised that there is substantial doubt as to (i) the enforceability in Barbados of such civil remedies and criminal penalties as are afforded by the federal securities laws of the United States; (ii) whether the appropriate foreign courts would enforce judgments of United States courts obtained in actions against SIA predicated upon the civil liability provisions of the federal securities laws; and (iii) whether a Barbados court would enforce, in an original action, liabilities against SIA predicated solely on federal securities laws. Pursuant to the advisory agreement between SIA and BIF, SIA has appointed the secretary of the Fund (presently Stephanie Kelley in Boulder, Colorado) as its agent for service of process in any legal action in the United States, thus subjecting it to the jurisdiction of the United States courts.

Rocky Mountain Advisers, LLC (**RMA**)

RMA is located at 2344 Spruce Street, Suite A, Boulder, Colorado 80302, and currently serves as co- investment adviser to FOFI. If the Reorganizations are completed, it is anticipated that RMA will serve as co-investment adviser to the combined BIF. RMA is an Alaska limited liability company and an SEC-registered investment adviser, and has served as an adviser to FOFI since June 2010.

In accordance with its investment advisory agreement with FOFI, RMA, subject to the supervision and direction of the Board, is responsible for management of the Fund s portfolio on a discretionary basis in accordance with applicable investment objectives and policies, making investment decisions and exercising voting rights, placing purchase and sale orders on behalf of the Fund, employing, at its own expense, portfolio managers and analysts, determining the portion of assets to be invested in various asset classes, and determining the portion of assets to be leveraged, among other things.

RMA is wholly owned by the Susan L. Ciciora Trust, an irrevocable trust domiciled in Alaska (**SLCT**) and established by Susan L. Ciciora for the benefit of her sibling (John S. Horejsi) and her issue. SLCT s address is c/o Alaska Trust Company, LLC, Resolution Plaza, 1029 West Third Avenue, Suite 400, Anchorage, Alaska 99501. Neither Mr. Stewart Horejsi nor Ms. Ciciora are beneficiaries under the SLCT. However, John S. Horejsi, Mr. Stewart Horejsi s son and Ms. Ciciora s sibling, is an interested director of one or more of the Funds and is a discretionary beneficiary under SLCT. Thus, as a result of this relationship, Mr. John Horejsi may directly or indirectly benefit from a relationship between RMA and the Funds.

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Boulder Investment Advisers, LLC (**BIA**)

BIA is located at 2344 Spruce Street, Suite A, Boulder, Colorado 80302 and currently serves as co-investment adviser to BIF, BTF and DNY. BIA was formed on April 8, 1999 as a Colorado limited liability company. BIA has served as an adviser to BIF since January 2002, to BTF since August 1999 and to DNY since October 2007. In accordance with its investment advisory agreements with those Funds, BIA, subject to the supervision and direction of the respective Boards, is responsible for management of each Fund s portfolio on a discretionary basis in accordance with applicable investment objectives and policies, making investment decisions and exercising voting rights, placing purchase and sale orders on behalf of the Fund, employing, at its own expense, portfolio managers and analysts, determining the portion of assets to be invested in various asset classes, and determining the portion of assets to be leveraged, among other things.

If the Reorganizations are completed, it is anticipated that BIA will no longer serve as an investment adviser to any of the Funds.

Advisory Fees

With respect to advisory services provided to BIF, BTF and DNY, and pursuant to advisory agreements dated April 26, 2002, April 26, 2002, and February 22, 2008, respectively, SIA and BIA are, as a group, entitled to an advisory fee computed at the annual rate of 1.25% of the value of each respective Fund s average monthly net assets plus leverage, subject to a temporary fee waiver of 0.10%. Advisory fees received from BIF, BTF and DNY are currently split between SIA and BIA in a 25%/75% proportion.

With respect to advisory services provided to FOFI, and pursuant to co-advisory agreements dated June 1, 2010, SIA and RMA are, as a group, entitled to an advisory fee computed at the annual rate of 1.25% of the value of the Fund s average monthly net assets plus leverage. Advisory fees received from FOFI are split between SIA and RMA in a 25%/75% proportion. RMA and SIA have agreed to waive that portion of their fees equal to up to 1.00% of FOFI s assets invested in any WHM Hedge Fund to offset any asset based fees (but not any performance-based fees) paid to Wellington Management with respect to FOFI s assets invested in any WHM Hedge Fund (the **Hedge Fund Waiver**). Additionally, RMA and SIA agreed to a temporary fee waiver of 0.10% applied to the non-hedge fund portion of the portfolio such that the advisory fee will be calculated at the annual rate of 1.15% with respect to non-hedge fund assets.

If the Reorganizations are completed, and provided that **Proposal 8** and **Proposal 9** are approved, it is anticipated that the combined Acquiring Fund will enter into new advisory agreements with SIA and RMA (the **Advisers**). Under the terms of the New Advisory Agreements (subsequently defined herein), the total advisory fee will be 1.10% on average monthly net assets plus leverage up to $1 billion; 1.05% on average monthly net assets plus leverage over $1 billion and up to $1.5 billion; 1.00% on average monthly net assets plus leverage over $1.5 billion and up to $2 billion, and 0.95% on average monthly net assets plus leverage over $2.0 billion. The Advisers have also agreed to apply the Hedge Fund Waiver to combined Acquiring Fund s assets invested in any WHM Hedge Fund. Under the New Advisory Agreements, advisory fees will be split between RMA and SIA in a 75%/25% proportion.

A discussion of the basis for the Acquiring Fund Board s approval of the New Advisory Agreements with SIA and RMA will be included in the Acquiring Fund s annual report to stockholders for the year ended November 30, 2013.

Portfolio Managers of the Funds

Additional information about the portfolio managers, including information about other accounts managed, ownership of securities and portfolio manager compensation, is set forth in the Reorganization SAI, which is incorporated herein by reference.

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Stewart R. Horejsi. Mr. Horejsi has served as a portfolio manager of BIF since 2002, BTF since 1999, DNY since 2007 and FOFI since 2010. Mr. Horejsi serves as the chief investment officer and a portfolio manager for RMA, BIA and SIA. In these roles, Mr. Horejsi is responsible for the day-to-day portfolio management of the Funds. Prior to founding the above advisers, Mr. Horejsi spent most of his life managing his family s businesses and investments. Since the early 1990s, his primary focus has been directing and managing the investments of trusts and business entities associated with the Horejsi family (the **Horejsi Affiliates**). From 1982 through 1999, Mr. Horejsi was General Manager of Brown Welding Supply. Mr. Horejsi formerly served as a director of BTF (previously known as Preferred Income Management Fund. Mr. Horejsi is also President and a director of the Horejsi Charitable Foundation, Inc., a South Dakota non-profit corporation and private foundation. Mr. Horejsi also serves as the financial consultant with respect to assets held by certain family trusts which are included in the Horejsi Affiliates, for which he is personally paid a quarterly consulting fee. Mr. Horejsi holds an M.A. in Economics from Indiana University and a B.S. in Industrial Management from University of Kansas.

Brendon Fischer, Chartered Financial Analyst (***CFA*** *).* Mr. Fischer has served as a portfolio manager of BIF, BTF, DNY and FOFI since 2012. Mr. Fischer serves as an assistant investment officer and a portfolio manager for BIA and RMA. In these roles, Mr. Fischer is responsible for the day-to-day portfolio management of the Funds. Prior to joining BIA and RMA, Mr. Fischer was an associate and senior analyst with H.I.G. WhiteHorse in Dallas, Texas from 2005 until 2012. Prior to joining H.I.G. WhiteHorse, he was a senior analyst with Ulland Investment Advisors in Minneapolis, MN from 2000 to 2003. Mr. Fischer is also a volunteer firefighter with the Four Mile Fire Department. Mr. Fischer holds an M.B.A from the University of Texas at Austin and a B.A. in Economics from Carleton College. Mr. Fischer is also a CFA® charterholder.

Joel Looney, Certified Financial Planner (***CFP*** *).* Mr. Looney has served as a portfolio manager of BIF, BTF, DNY and FOFI since October 2013. Mr. Looney serves as an assistant investment officer and a portfolio manager for BIA and RMA. In these roles Mr. Looney is responsible for the day-to-day portfolio management of the Funds. He also manages a number of private clients. Mr. Looney is currently a director and chairman of the Boards of BIF, BTF, DNY and FOFI. Prior to joining BIA and RMA, Mr. Looney was a registered representative with VSR Financial Services, Inc. of Overland Park, Kansas, an investment management firm (2007 to 2013). From 1999 to 2013, he was a principal and partner with Financial Management Group, LLC, an investment management firm in Salina, Kansas (FMG). Prior to his position with FMG, Mr. Looney was vice president and CFO for Bethany College in Lindsborg, Kansas (1995 to 1999) and also served as vice president and CFO for St. John s Military School in Salina, Kansas (1986 to1995). From the late 1980 s until January, 2001, Mr. Looney served, without compensation, as one of three trustees of the MBH Trust, one of the Horejsi Affiliates. Mr. Looney holds a B.S. from Marymount College and an MBA from Kansas State University. Mr. Looney is a CFP charterholder and also holds a FINRA-approved Series 7, Series 63 Uniform State Law and Series 65 Uniform Investment Adviser Law certifications.

Code of Ethics

Pursuant to Rule 17j-1 under the 1940 Act, each Fund and each Adviser have adopted codes of ethics that permit their respective personnel to invest in securities for their own accounts, including securities that may be purchased or held by the Funds. All personnel must place the interests of clients first and avoid activities, interests and relationships that might interfere with the duty to make decisions in the best interests of the clients. All personal securities transactions by employees must adhere to the requirements of their respective codes and must be conducted in such a manner as to avoid any actual or potential conflict of interest, the appearance of such a conflict, or the abuse of an employee s position of trust and responsibility.

The Funds Code of Ethics can be reviewed and copied at the SEC s Public Reference Room in Washington, D.C. Information on the operation of the Public Reference Room may be obtained by

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calling the SEC at (202) 942-8090. The Funds Code of Ethics is also available on the EDGAR Database on the SEC s Internet site at http://www.sec.gov, and, upon payment of a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov or by writing the SEC s Public Reference Section, Washington, D.C. 20549-0102.

Proxy Voting

Each Adviser s Proxy Voting Policies and Procedures govern in determining how proxies relating to each Fund s portfolio securities are voted and are attached as Exhibit B to this Joint Proxy Statement/Prospectus. Information regarding how each Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is available without charge (i) by calling 303-449-0426, (ii) on each Fund s website at www.boulderfunds.net and (iii) on the SEC s website at http://www.sec.gov.

ADDITIONAL INFORMATION ABOUT THE FUNDS

General

Stockholders of each Fund are entitled to share equally in dividends declared by such Fund s Board as payable to holders of the Fund s common shares and in the net assets of the Fund available for distribution to holders of the common shares. Stockholders do not have preemptive or conversion rights. The outstanding common shares of each Fund are fully paid and nonassessable, except as provided under such Fund s constituent documents.

Beneficial Ownership

Security Ownership of Certain Beneficial Owners

To each Fund s knowledge, as of the Record Date, no person beneficially owned more than 5% of the Fund s respective outstanding shares, except as set forth below.

Fund	Class of Shares	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class Beneficially Owned
BIF	Common Stock	Horejsi Affiliates	8,658,905[1][2]	33.96%
BTF	Common Stock	Horejsi Affiliates	5,206,928[1][3]	42.20%
DNY	Common Stock	Horejsi Affiliates	3,196,432[1][4]	76.89%
DNY	Preferred Stock	Bank of America Corporation, Merrill Lynch, Pierce, Fenner & Smith Incorporated[5] 100 North Tryon Street,	163[5]	18.56%

		Charlotte, NC 28255		
		Blue Ridge Investments, L.L.C.(5)		
		214 North Tryon Street,		
		Charlotte, NC 28255		
FOFI	Common Stock	Horejsi Affiliates	11,402,886(1)(6)	39.68%

(1) Solely for ease of reference, the Ernest Horejsi Trust No. 1B (**EH Trust**), Alaska Trust Company (**ATC**), the Stewart West Indies Trust (**SWIT**), the Lola Brown Trust No. 1B (**Lola Trust**), Evergreen Atlantic, LLC, the Susan L. Ciciora Trust (**SLC Trust**), the Evergreen Trust, the Stewart R. Horejsi Trust No. 2 (**SRH Trust**), the Mildred B. Horejsi Trust (**MBH Trust**) as well as other Horejsi family members and affiliated trusts and entities associated with the Horejsi family are collectively referred to herein as the Horejsi Affiliates. EH Trust, SWIT, the Lola Trust, the SLC Trust, the Evergreen Trust, the SRH Trust, and the MBH Trust are collectively referred to herein as the Horejsi Trusts. SWIT owns 98% of the outstanding voting shares of ATC. The address for ATC and the Horejsi Trusts is c/o Alaska Trust Company, 1029 West Third Avenue, Suite 400, Anchorage, AK 99501; the address for Evergreen Atlantic, LLC is 2344 Spruce St., Ste A, Boulder, CO 80302. The trustees of each Horejsi Trust, as detailed in the notes following, may also be deemed to beneficially own the shares. Stewart Horejsi, Susan Ciciora (Stewart Horejsi s daughter) and John Horejsi (Stewart Horejsi s son) are discretionary beneficiaries of one or more of the Horejsi Trusts. From time to time, the trustees of each Horejsi Trust have delegated to Stewart Horejsi investment authority with respect to each Horejsi Trust s investments in the Funds and are expected to continue to do so in the future. Stewart Horejsi also serves as a portfolio manager to each Fund and Chief Investment Officer of BIA, RMA and SIA. The Horejsi Affiliates own BIA, RMA and SIA. Susan Ciciora is a director of DNY and FOFI. John Horejsi is a director of BIF and BTF. As a result of these relationships, Stewart Horejsi, Susan Ciciora and John Horejsi may directly or indirectly benefit from the relationships between each of the Funds and each of the Advisers.

(2) The BIF common stock beneficially owned by the Horejsi Affiliates consists of:

a. 1,590,294 shares, representing 6.24% of outstanding common stock beneficially owned by the Lola Trust, of which ATC, Larry L. Dunlap and Ms. Ciciora are trustees.

b. 7,048,611 shares, representing 27.65% of outstanding common stock beneficially owned by the EH Trust, of which ATC, Mr. Dunlap and Ms. Ciciora are trustees.

c. 20,000 shares, representing 0.08% of outstanding common stock owned by Ms. Ciciora.

(3) The BTF common stock beneficially owned by the Horejsi Affiliates consists of:

a.

2,987,504 shares, representing 24.21% of outstanding common stock, beneficially owned by the EH Trust, of which ATC, Larry L. Dunlap and Ms. Ciciora are trustees.

b. 1,666,907 shares, representing 13.51% of outstanding common stock, beneficially owned by the Lola Trust, of which ATC, Mr. Dunlap and Ms. Ciciora are trustees.

c. 343,749 shares, representing 2.79% of outstanding common stock, beneficially owned by Evergreen Atlantic, LLC (**EALLC**), of which the Evergreen Trust, SLC Trust, Susan L. Ciciora, and SWIT are members. Shares provided in footnotes (3)(d)-(g), below, include each member s indirect proportionate beneficial ownership of shares directly held by EALLC.

d. 255,877 shares, representing 2.07% of outstanding common stock, beneficially owned by SWIT, of which ATC is trustee. 104,627 of the forgoing shares are owned directly and 151,250 shares are owned indirectly through SWIT s membership in EALLC.

e. 175,301 shares, representing 1.42% of outstanding common stock, beneficially owned by SLC Trust, of which ATC is trustee. 72,176 of the foregoing shares are owned directly and 103,125 shares are owned indirectly through SLC Trust s membership in EALLC.

f. 63,510 shares, representing 0.51% of outstanding common stock, beneficially owned by Evergreen Trust, of which ATC, Mr. Dunlap and Stephen C. Miller (President of each Fund) are trustees. 25,698 of the foregoing shares are owned directly and 37,812 shares are owned indirectly through Evergreen Trust s membership in EALLC.

g. 57,829 shares, representing 0.47% of outstanding common stock beneficially owned by Susan L. Ciciora. 6,267 shares are owned directly by Ms. Ciciora and the balance of the shares are owned indirectly through Ms. Ciciora s membership in EALLC.

(4) The DNY common stock beneficially owned by the Horejsi Affiliates consists of:

a. 949,751 shares, representing 22.85% of outstanding common stock, beneficially owned by the Lola Trust, of which ATC, Mr. Dunlap and Ms. Ciciora are trustees.

b. 1,030,344 shares, representing 24.79% of outstanding common stock, beneficially owned by MBH Trust, of which ATC, Dr. Brian D. Sippy, MD and Ms. Ciciora are trustees.

c. 56,608 shares, representing 1.36% of outstanding common stock, beneficially owned by Evergreen Trust, of which ATC, Mr. Dunlap and Mr. Miller are trustees.

d. 1,159,729 shares, representing 27.90% of outstanding common stock, beneficially owned by SLC Trust, of which ATC is trustee.

(5) As stated in Schedule 13G Amendment No.4 filed with the Securities and Exchange Commission on February 14, 2012.

(6) The FOFI common stock beneficially owned by the Horejsi Affiliates consists of:

a. 4,769,782 shares, representing 16.60% of outstanding common stock, beneficially owned by the Lola Trust, of which ATC, Mr. Dunlap and Ms. Ciciora are trustees.

b. 2,725,929 shares, representing 9.49% of outstanding common stock, beneficially owned by MBH Trust, of which ATC, Dr. Sippy and Ms. Ciciora are trustees.

c. 2,169,602 shares, representing 7.55% of outstanding common stock, beneficially owned by SRH Trust, of which ATC, Dr. Sippy and Laura Tatooles are trustees.

d. 1,737,573 shares, representing 6.05% of outstanding common stock, beneficially owned by SLC Trust, of which ATC is trustee.

With respect to each Fund, as of the Record Date, Cede & Co., a nominee partnership of the Depository Trust Company, held of record, but not beneficially, the following shares:

Fund	Shares of Common Stock Beneficially Owned	% of Common Stock	Shares of Preferred Stock Beneficially Owned	% of Preferred Stock

		Owned		Owned
BIF	24,978,712	97.97%	N/A	N/A
BTF	12,304,593	99.72%	N/A	N/A
DNY	4,156,546	99.99%	878	100%
FOFI	28,152,335	97.96%	N/A	N/A

Security Ownership of Management

Directors & Executive Officers Names	Total BIF Shares Owned	Percentage of BIF Shares Owned	Total BTF Shares Owned	Percentage of BTF Shares Owned	Total FOFI Shares Owned	Percentage of FOFI Shares Owned	Total DNY Shares Owned	Percentage of DNY Shares Owned
Richard I. Barr	9,912	0.04%	6,667	0.05%	19,635	0.07%	--	--
Susan L. Ciciora(1)(4)	N/A	N/A	N/A	N/A	11,402,886	39.68%	3,196,432	76.89%
John S. Horejsi(2)(4)	8,638,905	33.88%	5,200,661	42.15%	N/A	N/A	N/A	N/A
Dean L. Jacobson	2,667	0.01%	2,000	0.02%	1,263	0.00*	2,000	0.05%
Joel W. Looney	14,413	0.06%	4,792	0.04%	22,232	0.08%	1,719	0.04%
Stephen C. Miller(3)(4)	8,669,039	34.00%	5,204,658	42.18%	11,425,936	39.76%	3,196,432	76.89%
Nicole L. Murphey(3)	550	0.00*	--	--	425	0.00*	--	--
Steven K. Norgaard	--	--	--	--	--	--	500	0.01%
All Directors and Executive Officers as a group(4)	8,696,581	34.11%	5,218,117	42.29%	11,469,492	39.91%	3,200,652	76.99%

* Less than 0.01% of the Fund s outstanding shares.

(1) Ms. Ciciora is a Director for DNY and FOFI only.
(2) Mr. Horejsi is a Director for BIF & BTF only.
(3) Mr. Miller is the Principal Executive Officer of each Fund. Ms. Murphey is the Principal Financial Officer of each Fund.
(4) Includes shares of each Fund beneficially owned by the Horejsi Affiliates as set forth in the Beneficial Ownership table above.

The EH Trust and the Lola Trust hold 27.65% and 6.24%, respectively, of the Acquiring Fund s outstanding shares and are the Acquiring Fund s largest stockholders. The EH Trust and the Lola Trust have each asserted, and the Acquiring Fund has acknowledged, that the EH Trust and the Lola Trust are control persons as contemplated by the 1940 Act. As indicated in the preceding notes, the trustees of each of the EH Trust and the Lola Trust are ATC, Larry L. Dunlap and Susan L. Ciciora, Stewart Horejsi s daughter (the trustees are referred to as the **EH Trustees** and the **Lola Trustees** as applicable). The EH Trustees and the Lola Trustees may also be deemed to be control persons by virtue of their trusteeship with the EH Trust and the Lola Trust, respectively. Because SWIT owns 98% of the outstanding voting shares of ATC, it may be deemed indirectly to be a control person by virtue of its ownership of ATC.

As discussed above, the EH Trust and the Lola Trust own 27.65% and 6.24%, respectively, of the Acquiring Fund s common stock, are control persons as contemplated under the 1940 Act and are affiliated with entities who own the Advisers and FAS (i.e., the Horejsi Affiliates). As large stockholders, the EH Trust and the Lola Trust are able to significantly influence any matters upon which the holders of common stock may vote, including the election of the

Acquiring Fund s directors and any change in the Acquiring Fund s investment advisers.

Direct ownership of the Acquiring Fund common stock by all officers and directors of the Acquiring Fund is less than one percent. John S. Horejsi, an interested director of the Fund, is a discretionary beneficiary of the EH Trust and the Lola Trust and may be deemed to have indirect beneficial ownership of the common stock held by the EH Trust and the Lola Trust. Mr. Horejsi disclaims all such beneficial ownership. Mr. Horejsi does not directly own any such shares. Stephen Miller, the Fund s president, is a director of ATC and may be deemed to have indirect beneficial ownership of the shares held by the EH Trust and the Lola Trust. However, because the EH Trust requires approval by two of the EH Trustees and the Lola Trust requires approval by two of the Lola Trustees in order to vote or exercise dispositive authority with respect to shares owned by the EH Trust and Lola Trust, respectively, Mr. Miller disclaims beneficial ownership of such shares.

Share Price Data

Common shares of closed-end investment companies, such as the Funds, have frequently traded at a discount from net asset value, or in some cases at a premium. Shares of closed-end investment companies, such as the Funds, may tend to trade on the basis of income yield on the market price of the shares, and the market prices may also be affected by investor perceptions of such companies or their investment advisers, supply and demand for such companies shares, general market and economic conditions and changes in such companies distributions. As a result, the market price of each Fund s common shares may be greater or less than the net asset value per share. Since the commencement of each Fund s operations, each Fund s shares of common stock have traded in the market at prices that were both above and below net asset value per share.

The following table sets forth the quarterly high and low closing share price for each of BIF, BTF and DNY s common shares on the NYSE and the corresponding net asset value and discount or premium to net asset value per share for the corresponding day for the last two full fiscal years of each Fund and the current fiscal year to date. Shares of FOFI are not publicly traded on a national exchange.

Boulder Growth & Income Fund, Inc.

Period Ended	**Market Price ($)**		**NAV ($)**		**Premium/(Discount)(%)**	
	High	*Low*	*High*	*Low*	*High*	*Low*
11/30/13	7.97	7.47	10.00	9.44	(20.30)	(20.87)
8/31/13	7.89	7.27	10.03	9.48	(21.34)	(23.31)
5/31/13	7.71	6.98	9.91	9.04	(22.20)	(22.79)
2/28/13	7.06	6.26	9.01	8.22	(21.64)	(23.84)
11/30/12	6.72	6.15	8.55	8.31	(21.40)	(25.99)
8/31/12	6.30	5.62	8.13	7.26	(22.51)	(22.59)
5/31/12	6.38	5.66	7.67	7.34	(16.82)	(22.89)
2/29/12	6.37	5.52	7.66	7.18	(16.84)	(23.12)

Boulder Total Return Fund, Inc.

Period Ended	**Market Price ($)**		**NAV ($)**		**Premium/(Discount)(%)**	
	High	*Low*	*High*	*Low*	*High*	*Low*
11/30/13	22.83	21.27	29.24	26.92	(21.92)	(20.99)
8/31/13	22.96	20.73	28.95	26.89	(20.69)	(22.91)
5/31/13	22.21	19.99	27.92	25.09	(20.45)	(20.33)
2/28/13	19.96	17.72	25.02	22.65	(20.22)	(21.77)
11/30/12	18.70	17.05	23.17	21.67	(19.29)	(21.32)
8/31/12	17.39	15.47	22.04	19.86	(21.10)	(22.10)
5/31/12	17.23	15.86	21.21	20.12	(18.76)	(21.17)
2/29/12	17.08	14.78	20.67	18.54	(17.37)	(20.28)

The Denali Fund Inc.

Period Ended	**Market Price ($)**		**NAV ($)**		**Premium/(Discount)(%)**	
	High	*Low*	*High*	*Low*	*High*	*Low*
1/31/14	20.13	19.11	24.85	24.69	(18.99)	(22.60)
10/31/13	20.37	18.53	25.14	23.26	(18.97)	(20.34)
7/31/13	20.60	18.58	25.42	24.46	(18.96)	(24.04)
4/30/13	18.98	17.60	24.17	22.11	(21.47)	(20.40)
1/31/13	17.76	15.64	21.37	19.68	(16.89)	(20.53)
10/31/12	16.64	15.50	20.19	19.36	(17.58)	(19.94)
7/31/12	15.71	13.76	19.19	17.70	(18.13)	(22.26)
4/30/12	14.98	13.95	18.11	17.70	(17.28)	(21.19)

First Opportunity Fund, Inc.

Period Ended	**Market Price ($)**		**NAV ($)**		**Premium/(Discount)(%)**	
	High	*Low*	*High*	*Low*	*High*	*Low*
12/31/13	9.16	8.27	11.79	11.17	(22.31)	(25.96)
9/30/13	8.60	8.25	11.34	10.89	(24.16)	(24.24)
6/30/13	8.55	8.08	10.90	10.57	(21.56)	(23.56)
3/31/13	8.21	7.74	10.56	9.95	(22.25)	(22.21)
12/31/12	7.90	7.44	9.94	9.74	(20.52)	(23.61)
9/30/12	7.65	6.99	9.82	9.19	(22.10)	(23.94)
6/30/12	7.45	6.96	9.30	9.05	(19.89)	(23.09)
3/31/12	7.15	6.22	9.23	8.53	(22.54)	(27.08)

The table below presents net asset value, market price, and premium/discount (%) data for each Fund as of the Record Date:

	BIF	**BTF**	**DNY**	**FOFI**
NAV per share ($)	9.84	28.77	24.86	11.73
Market Price ($)	7.81	22.73	19.76	9.17
Premium/Discount (%)	(20.63)	(20.99)	(20.51)	(21.82)

Portfolio Turnover

The Funds annual portfolio turnover rate may vary greatly from year to year. There are no limits on portfolio turnover and investments may be sold without regard to length of time held. A higher portfolio turnover rate results in correspondingly greater brokerage commissions and other transactional expenses that are borne by each Fund. High portfolio turnover may result in the realization of net short-term capital gains by each Fund which, when distributed to stockholders, will be taxable as ordinary income.

Service Providers

Administration. Fund Administrative Services, LLC (**FAS**) and ALPS Fund Services, Inc. (**ALPS**) serve as co-administrators to each of the Funds, and are anticipated to serve as the co-administrators for the combined Acquiring Fund.

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FAS is located at 2344 Spruce Street, Suite A, Boulder, Colorado 80302. FAS shares certain common owners with BIA. The Acquiring Fund currently pays FAS a monthly fee, calculated at an annual rate of 0.20% of the value of the Acquiring Fund s total net assets (i.e., net assets plus leverage) up to $100 million, and 0.15% of the Acquiring Fund s total net assets over $100 million. Pursuant to its agreements with the Funds, FAS provides services including but not limited to the following: negotiation of service provider contracts, oversight of service providers, maintenance of books and records, certain legal services, treasury and accounting services, and other services as requested by the Boards. The fee payable under the Acquiring Fund s current agreement with FAS, as well as the nature of the services to be provided, is not anticipated to change in any material respect if the Reorganizations are completed.

ALPS is located at 1290 Broadway, Suite 1100, Denver, Colorado 80203. As compensation for its services, ALPS receives certain out-of-pocket expenses and asset-based fees, which are accrued daily and paid monthly. Fees paid to ALPS are calculated based on combined total net assets of the Funds. ALPS currently receives the greater of the following, based on combined total net assets of the Funds: an annual minimum fee of $460,000, or an annualized fee of 0.045% on total net assets up to $1 billion, an annualized fee of 0.03% on total net assets between $1 and $3 billion, and an annualized fee of 0.02% on total net assets above $3 billion. Pursuant to its agreements with the Funds, ALPS provides services including but not limited to the following: compliance monitoring, printing and filing, general assistance with corporate governance, preparation of documents, performance reporting, tax services, bookkeeping and pricing. If the Reorganizations are completed, it is anticipated that the Acquiring Fund will be subject to a different fee schedule, in the amount of the greater of an annual minimum fee of $275,000, or an annualized fee of 0.03% on assets up to $1 billion; 0.02% on assets between $1 and $3 billion; and 0.01% on assets above $3 billion.

Custodian. Bank of New York Mellon (**BNY Mellon**), located at 2 Hanson Place, 7th Floor, Brooklyn, New York 11209, serves as the custodian to each Fund, and is anticipated to serve as the custodian to the combined Acquiring Fund.

Transfer Agent. Computershare Shareowner Services, located at 480 Washington Boulevard, Jersey City, New Jersey, serves as the transfer agent to each Fund, and is anticipated to serve as the transfer agent to the combined Acquiring Fund.

Accountant. Deloitte & Touche LLP, located at 555 17th Street, Suite 3600, Denver, Colorado 80202, serves as the independent registered public accounting firm to each Fund, and is anticipated to serve as the independent registered public accounting firm to the combined Acquiring Fund.

Governing Law

Each Fund is organized as a corporation under the laws of the state of Maryland. Each Fund is also subject to federal securities laws, including the 1940 Act and the rules and regulations promulgated by the SEC thereunder, and applicable state securities laws. Each Fund is registered as a closed-end management investment company under the 1940 Act. Each Fund is classified as non-diversified, with the exception of BTF.

Organizational Documents of the Acquiring Fund

Anti-Takeover Provisions

The Acquiring Fund presently has provisions in its Articles of Amendment and Restatement and Amended and Restated By-laws which may have the effect of limiting the ability of other entities or persons to acquire control of the Fund, to cause it to engage in certain transactions or to modify its structure (commonly referred to as anti-takeover provisions):

(i) The Articles of Amendment and Restatement require the affirmative vote of at least two-thirds of all votes entitled to be cast by stockholders to approve (a) certain business combinations (*other than* with another investment company in the family of investment companies having the same adviser or administrator as the Acquiring Fund); (b) voluntary liquidation or dissolution of the Acquiring Fund; (c) stockholder proposals regarding specific investment decisions made or to be made with the Acquiring Fund s assets; (d) an amendment to the charter to convert from a closed-end investment company to an open-end investment company or a unit investment trust; or (e) a self-tender for, or acquisition by the Acquiring Fund of, more than 25% of the Acquiring Fund s outstanding shares of stock, during any twelve-month period.

(ii) The Acquiring Fund s Amended and Restated By-laws contain provisions the effect of which is to prevent matters, including nominations of directors, from being considered at stockholders meetings where the Acquiring Fund has not received sufficient prior notice of the matters.

(iii) The Articles of Amendment and Restatement require the secretary of the Fund to call a special meeting of stockholders on the written request of stockholders entitled to cast at least 25% of all votes entitled to be cast at the meeting.

The percentage threshold required under these provisions, which in certain instances may be greater than the minimum requirements under Maryland law or the 1940 Act, make it more difficult to effect a change in the Fund s business or management and could have the effect of depriving holders of common shares of an opportunity to sell shares at a premium over prevailing market prices by discouraging a third party from seeking to obtain control of the Acquiring Fund in a tender offer or similar transaction. The Board of the Acquiring Fund, however, has considered these anti-takeover provisions and believes that they are in the best interests of stockholders.

Voting Rights

On each matter submitted to a vote of stockholders of each Fund, each stockholder is entitled to one vote for each whole share and each fractional share is entitled to a proportionate fractional vote.

The Board

The Acquiring Fund s Board is composed of five (5) directors and is divided into three classes, with the terms of one class expiring at each annual meeting of stockholders. At each annual meeting, one class of directors is elected to a three-year term. This provision could delay for up to two years the replacement of a majority of the Board.

Indemnification

The Amended and Restated By-laws and Articles of Amendment and Restatement of the Acquiring Fund further provide that, to the fullest extent permitted by applicable law, no director or officer of the Acquiring Fund is liable to the Fund or to any stockholder for damages. The Amended and Restated Bylaws and Articles of Amendment and Restatement of the Acquiring Fund further provides that it will indemnify directors and officers of the Fund to the fullest extent permitted by applicable law.

Shares

The Acquiring Fund is authorized to issue 250 million shares of common stock, par value $0.01.

Expenses of the Acquiring Fund

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Except as otherwise indicated, the Fund pays all of its expenses, including fees of the directors not affiliated with an Adviser and board meeting expenses; fees of the Adviser, Administration and Co-Administration fees; interest charges; taxes; charges and expenses of the Fund s legal counsel and independent accountants, and of the transfer agent, registrar and dividend disbursing agent of the Fund; expenses of repurchasing shares; expenses of issuing any preferred shares or indebtedness; expenses of printing and mailing share certificates, stockholder reports, notices, proxy statements and reports to governmental offices; brokerage and other expenses connected with the execution, recording and settlement of portfolio security transactions; expenses connected with negotiating, effecting purchase or sale, or registering privately issued portfolio securities; custodial fees and expenses for all services to the Fund, including safekeeping of funds and securities and maintaining required books and accounts; expenses of calculating and publishing the net asset value of the Fund s shares; expenses of membership in investment company associations; expenses of fidelity bonding and other insurance expenses including insurance premiums; expenses of stockholders meetings; SEC and state registration fees; NYSE listing fees; and fees payable to the Financial Industry Regulatory Authority.

Boulder Growth & Income Fund, Inc.

FINANCIAL HIGHLIGHTS

The following financial highlights tables are intended to help you understand each Fund s financial performance. The information in the financial highlights is derived from each Fund s financial statements. BIF s financial highlights for the years ended November 30, 2009 2013, BTF s financial highlights for the years ended November 30, 2009 2013, DNY s financial highlights for the years ended October 31, 2009 2013, and FOFI s financial highlights for the years ended March 31, 2009 2013, have been audited by Deloitte & Touche LLP, independent registered public accounting firm. Financial statements for each Fund s most recently completed fiscal year, and the Reports of the Independent Registered Public Accounting Firm relating thereto, appear in each Fund s most recent Annual Report to Shareholders, which can be obtained by calling (303) 444-5483.

	For the Year Ended November 30, 2013	For the Year Ended November 30, 2012	For the Year Ended November 30, 2011	For the Year Ended November 30, 2010	For the Year Ended November 30, 2009
OPERATING PERFORMANCE:					
Net asset value - Beginning of Year	$ 8.54	$ 7.38	$ 7.46	$ 6.68	$ 5.90
INCOME FROM INVESTMENT OPERATIONS:					
Net investment income/(loss)[(a)]	0.06	0.10	0.05	0.04	(0.02)
Net realized and unrealized gain/(loss) on investments	1.88	1.19	(0.02)	0.76	0.82
Total from Investment Operations	1.94	1.29	0.03	0.80	0.80
PREFERRED STOCK TRANSACTIONS					
Distributions from net investment income	(0.00)[(b)]	(0.01)	(0.00)[(b)]	(0.01)	(0.01)
Distributions from tax return of capital					(0.01)
Distributions from long-term capital gains	(0.01)	(0.01)	(0.01)	(0.01)	
Total Preferred Stock Transactions	(0.01)	(0.02)	(0.01)	(0.02)	(0.02)
Net Increase from Operations Applicable to Common Stock	1.93	1.27	0.02	0.78	0.78
DISTRIBUTIONS: COMMON STOCK					
Distributions from net investment income	(0.16)	(0.01)	(0.01)		
Distributions from net realized capital gains	(0.19)	(0.10)	(0.09)		
	(0.35)	(0.11)	(0.10)		

Total Distributions Paid to Common Stockholders					
Net Increase/(Decrease) in Net Asset Value	1.58	1.16	(0.08)	0.78	0.78
Common Share Net Asset Value - End of Year	$ 10.12	$ 8.54	$ 7.38	$ 7.46	$ 6.68
Common Share Market Value - End of Year	$ 7.92	$ 6.53	$ 5.89	$ 6.20	$ 5.63
Total Return, Common Share Net Asset Value(c)	24.5%	17.9%(e)	0.5%	11.7%	13.2%
Total Return, Common Share Market Value(c)	27.5%	12.9%	(3.5)%	10.1%	29.4%
RATIOS TO AVERAGE NET ASSETS AVAILABLE TO COMMON STOCKHOLDERS:(d)					
Ratio of operating expenses to average net assets including waiver	1.74%	3.17%	N/A	N/A	N/A
Ratio of operating expenses to average net assets excluding waiver	1.84%	3.28%	2.40%	2.19%	2.08%
Ratio of net investment income to average net assets including waiver	0.62%	1.22%	N/A	N/A	N/A
Ratio of net investment income/(loss) to average net assets excluding waiver	0.52%	1.11%	0.54%	0.44%	(0.39)%
SUPPLEMENTAL DATA:					
Portfolio turnover rate	11%	20%	6%	5%	22%
Net Assets Applicable to Common Stockholders, End of Year (000 s)	$ 257,975	$ 217,631	$ 188,035	$ 190,293	$ 170,321
Number of Common Shares Outstanding, End of Year (000 s)	25,496	25,496	25,496	25,496	25,496
Ratio of Net Operating Expenses including waiver, when applicable, to Total Average Net Assets including AMPS(d)*	N/A	2.83%	2.12%	1.93%	1.79%
Borrowings at End of Period					
Aggregate Amount Outstanding (000s)	$ 25,043	N/A	N/A	N/A	N/A
Asset Coverage Per $1,000 (000s)	$ 11,301	N/A	N/A	N/A	N/A

* *Taxable Auction Market Preferred Shares (AMPS).*

(a) Calculated based on the average number of common shares outstanding during each fiscal period.

(b) Amount represents less than $0.01 per common share.

(c) Total return based on per share net asset value reflects the effects of changes in net asset value on the performance of the Fund during each fiscal period. Total return based on common share market value assumes the purchase of common shares at the market price on the first day and sale of common shares at the market price on the last day of the period indicated. Dividends and distributions, if any, are assumed to be reinvested at prices obtained under the Fund s distribution reinvestment plan.

(d) Ratios do not include the effect of dividends to preferred stockholders. Also, these ratios do not reflect the proportionate share of income and expenses of the underlying investee funds (i.e. those listed under Hedge Funds on the Portfolio of Investments).

(e) Total return includes an increase from payment by affiliates classified as litigation income. Excluding such item, the total return would have been decreased by 0.60%.

The table below sets out information with respect to Taxable Auction Market Preferred Stock.[(1)(2)]

		Total Shares Outstanding		Involuntary Liquidating
	Par Value (000)	**(000)**	**Asset Coverage Per Share[(3)]**	**Preference Per Share[(4)]**
11/30/13	$ N/A	$N/A	$ N/A	$ N/A
11/30/12	25,000	1.00	242,669	25,000
11/30/11	25,000	1.00	213,059	25,000
11/30/10	25,000	1.00	215,316	25,000
11/30/09	25,000	1.00	195,343	25,000

(1) See Note 5 in Notes to Financial Statements.
(2) The AMPS issued by the Fund were fully redeemed at par value on April 23, 2013.
(3) Calculated by subtracting the Fund s total liabilities from the Fund s total assets and dividing by the number of AMPS outstanding.
(4) Excludes accumulated undeclared dividends.

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Boulder Growth & Income Fund, Inc. (continued)

	For the Year Ended November 30, 2008	For the Year Ended November 30, 2007	For the Year Ended November 30, 2006	For the Year Ended November 30, 2005	For the Year Ended November 30, 2004
OPERATING PERFORMANCE:					
Net asset value - Beginning of Year	$ 8.92	$ 9.08	$ 8.00	$ 7.58	$ 6.65
INCOME FROM INVESTMENT OPERATIONS:					
Net investment income/(loss)[(a)]	0.07	0.25	0.40	0.04	0.01
Net realized and unrealized gain/(loss) on investments	(1.77)	1.06	1.51	0.39	0.95
Total from Investment Operations	(1.70)	1.31	1.91	0.43	0.96
PREFERRED STOCK TRANSACTIONS[(b)]					
Distributions from net investment income[(a)]	(0.00)[(c)]	(0.11)	(0.11)	(0.01)	
Dividends paid from long term capital gains[(a)]		(0.00)[(c)]			
Dividends paid from tax return of capital[(a)]	(0.05)				
Change in accumulated undeclared dividends on AMPS			(0.00)[(c)]	(0.00)[(c)]	
Total Dividends Paid to AMPS	(0.05)	(0.11)	(0.11)	(0.01)	
Net Increase/(Decrease) from Operations Applicable to Common Stock	(1.75)	1.20	1.80	0.42	0.96
DISTRIBUTIONS: COMMON STOCK					
Distributions from net investment income		(0.57)	(0.35)		
Distributions from net realized capital gains		(0.03)			
Distributions from tax return of capital	(1.27)	(0.75)	(0.37)		(0.03)
Total Distributions Paid to Common Stockholders	(1.27)	(1.35)	(0.72)		(0.03)

Accretive Impact of Capital Share Transactions		(0.01)			
Net Increase/(Decrease) in Net Asset Value	(3.02)	(0.16)	1.08	0.42	0.93
Common Share Net Asset Value - End of Year	$ 5.90	$ 8.92	$ 9.08	$ 8.00	$ 7.58
Common Share Market Value - End of Year	$ 4.35	$ 9.16	$ 10.45	$ 6.96	$ 6.63
Total Return, Common Share Net Asset Value[(d)]	(21.83)%	12.5%[(e)]	23.5%	5.5%	14.4%
Total Return, Common Share Market Value[(d)]	(43.88)%	0.3%	63.3%	5.0%	21.0%
RATIOS TO AVERAGE NET ASSETS AVAILABLE TO COMMON STOCKHOLDERS:					
Net Operating Expenses	2.11%	2.65%	2.47%	2.24%	2.00%
Operating Expenses including interest expense				3.00%	2.38%
Gross Operating Expenses	2.12%	2.68%	2.52%	3.06%	2.06%
Net Investment Income	0.18%[(e)]	1.52%[(e)]	3.44%[(e)]	0.55%[(e)]	0.01%
SUPPLEMENTAL DATA:					
Portfolio turnover rate	24%	49%	35%	41%	33%
Net Assets Applicable to Common Stockholders, End of Year (000 s)	$ 150,336	$ 135,786	$ 103,104	$ 90,673	$ 85,896
Number of Common Shares Outstanding, End of Year (000 s)	25,496	15,226	11,353	11,328	11,328
Ratio of Net Operating Expenses including waiver, when applicable, to Total Average Net Assets including AMPS*	1.80%	2.16%	1.96%	2.46%	

* *Taxable Auction Market Preferred Shares (AMPS).*

(a) Calculated based on the average number of common shares outstanding during each fiscal period.

(b) On October 17, 2005, the Fund issued 1,000 shares of AMPS.

(c) Amount represents less than $(0.01) per Common Share.

(d) Total return based on per share net asset value reflects the effects of changes in net assets value on the performance of the Fund during each fiscal period. Total return based on per share market value assumes the purchase of common shares at the market price on the first day and sale of common shares at the market price on the last day of the period indicated. Dividends and distributions, if any, are assumed to be reinvested at prices obtained under the Fund s dividend reinvestment plan. Results represent past performance and do not guarantee future results. Returns may be lower or higher than the performance data quoted.

(e) For the years ended November 30, 2005, 2006, 2007, and 2008, the net investment income ratio reflects income net of operating expenses and payments and change in undeclared dividends to AMP Stockholders.

The table below sets out information with respect to Taxable Auction Market Preferred Stock.[1]

	Par Value (000)	Total Shares Outstanding (000)	Asset Coverage Per Share[2]	Involuntary Liquidating Preference Per Share[3]	Average Marke[t] Value Per Share
0/08	$ 25,000	$ 1.00	$ 175,375	$ 25,000	$ 25,000
0/07	25,000	1.00	160,830	25,000	25,000
0/06	25,000	1.00	128,167	25,000	25,000
0/05	25,000	1.00	115,673	25,000	25,000

(1) See Note 5 in Notes to Financial Statements.

(2) Calculated by subtracting the Fund s total liabilities (excluding accumulated unpaid distributions on AMPS) from the Fund s total assets and dividing by the number of AMPS outstanding.

(3) Excludes accumulated undeclared dividends.

Boulder Total Return Fund, Inc.

	For the Year Ended November 30, 2013	For the Year Ended November 30, 2012	For the Year Ended November 30, 2011	For the Year Ended November 30, 2010	For the Year Ended November 30, 2009
OPERATING PERFORMANCE:					
Net asset value - Beginning of Year	$ 22.86	$ 18.97	$ 18.66	$ 15.21	$ 12.70
INCOME FROM INVESTMENT OPERATIONS:					
Net investment income(a)	0.02	0.04	0.08	0.07	0.03
Net realized and unrealized gain on investments	6.32	3.92	0.32	3.43	2.56
Total from Investment Operations	6.34	3.96	0.40	3.50	2.59
PREFERRED STOCK TRANSACTIONS					
Distributions from net investment income	(0.04)	(0.10)	(0.05)	(0.05)	
Distributions from tax return of capital			(0.04)	(0.04)	(0.11)
Distributions from long-term capital gains	(0.00)(b)				
Gain on redemption of AMPS*		0.03		0.04	0.03
Total Preferred Stock Transactions	(0.04)	(0.07)	(0.09)	(0.05)	(0.08)
Net Increase from Operations Applicable to Common Stock	6.30	3.89	0.31	3.45	2.51
Net Increase in Net Asset Value	6.30	3.89	0.31	3.45	2.51
Common Share Net Asset Value - End of Year	$ 29.16	$ 22.86	$ 18.97	$ 18.66	$ 15.21
Common Share Market Value - End of Year	$ 22.81	$ 18.11	$ 15.23	$ 15.52	$ 12.69
Total Return, Common Share Net Asset Value(c)	27.6%	20.5%	1.7%	22.7%	19.8%
Total Return, Common Share Market Value(c)	26.0%	18.9%	(1.9)%	22.3%	38.4%
RATIOS TO AVERAGE NET ASSETS AVAILABLE TO COMMON STOCKHOLDERS:(d)					
Ratio of operating expenses to average net assets including waiver	1.91%	1.90%	N/A	N/A	N/A
Ratio of operating expenses to average net assets excluding waiver	2.02%	2.03%	2.12%	2.19%	2.53%
	(0.06)%	(0.29)%	N/A	N/A	N/A

Ratio of net investment loss to average net assets including waiver					
Ratio of net investment income/(loss) to average net assets excluding waiver	(0.17)%	(0.41)%	0.18%	0.13%	0.22%
SUPPLEMENTAL DATA:					
Portfolio turnover rate	7%	10%	3%	6%	12%
Net Assets Applicable to Common Stockholders, End of Year (000 s)	$ 359,755	$ 282,076	$ 234,103	$ 230,287	$ 187,653
Number of Common Shares Outstanding, End of Year (000 s)	12,339	12,339	12,339	12,339	12,339
Ratio of Net Operating Expenses including waiver, when applicable, to Total Average Net Assets including AMPS[(d)*]	N/A	1.51%	1.62%	1.63%	1.70%
Borrowings at End of Period					
Aggregate Amount Outstanding (000s)	$ 68,116	N/A	N/A	N/A	N/A
Asset Coverage Per $1,000 (000s)	$ 6,281	N/A	N/A	N/A	N/A

* *Taxable Auction Market Preferred Shares (AMPS).*

(a) Calculated based on the average number of common shares outstanding during each fiscal period.

(b) Amount represents less than $0.01 per common share.

(c) Total return based on per share net asset value reflects the effects of changes in net asset value on the performance of the Fund during each fiscal period. Total return based on common share market value assumes the purchase of common shares at the market price on the first day and sale of common shares at the market price on the last day of the period indicated. Dividends and distributions, if any, are assumed to be reinvested at prices obtained under the Fund s distribution reinvestment plan.

(d) Ratios do not include the effect of dividends to preferred stockholders.

The table below sets out information with respect to Taxable Auction Market Preferred Stock.[(1)(2)]

	Par Value (000)	Total Shares Outstanding (000)	Asset Coverage Per Share[(3)]	Involuntary Liquidating Preference Per Share[(4)]
11/30/13	$ N/A	$ N/A	$ N/A	$ N/A
11/30/12	68,000	.68	514,878	100,000
11/30/11	72,100	.72	424,725	100,000
11/30/10	72,100	.72	419,429	100,000
11/30/09	74,900	.75	350,563	100,000

(1) *See Note 5 in Notes to Financial Statements.*

(2) *The AMPS issued by the Fund were fully redeemed at par value on April 10, 2013.*

(3) *Calculated by subtracting the Fund s total liabilities from the Fund s total assets and dividing by the number of AMPS outstanding.*

(4) *Excludes accumulated undeclared dividends.*

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First Opportunity Fund, Inc.

	For the Six Months Ended September 30, 2013 (Unaudited)	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012	For the Year Ended March 31, 2011	For the Year Ended March 31, 2010	For the Year Ended March 31, 2009
OPERATING PERFORMANCE:						
Net asset value, beginning of period	$10.57	$9.30	$9.19	$8.16	$5.68	$10.18
INCOME/LOSS FROM INVESTMENT OPERATIONS:						
Net investment income/(loss)	0.04[(a)]	0.04[(a)]	(0.01)[(a)]	(0.02)[(a)]	0.01	0.17
Net realized and unrealized gain/(loss) on investments	0.56	1.23	0.12	1.05	2.50	(4.57)
Total from Investment Operations	0.60	1.27	0.11	1.03	2.51	(4.40)
DISTRIBUTIONS:						
Distributions paid from net investment income					(0.03)	(0.12)
Distributions paid from net realized capital gains						(0.01)
Total Distributions					(0.03)	(0.13)
Accretive/Dilutive Impact of Capital Share Transactions						0.03
Net asset value, end of period	$11.17	$10.57	$9.30	$9.19	$8.16	$5.68
Market price per share, end of period	$8.28	$8.12	$7.05	$7.25	$7.04	$4.32
Total Investment Return Based on Market Price[(b)]	1.97%	15.18%	(2.76)%	2.98%	63.76%	(51.03)%
RATIOS AND SUPPLEMENTAL DATA:						
	1.30%[(c)]	1.26%	1.18%	1.24%	1.64%	1.84%

Ratio of operating expenses to average net assets excluding waiver						
Ratio of operating expenses to average net assets including waiver	1.23%(c)	1.14%	1.05%	N/A	N/A	N/A
Ratio of net investment income/(loss) to average net assets excluding waiver	0.71%(c)	0.34%	(0.18)%	(0.19)%	(0.27)%	2.57%
Ratio of net investment income/(loss) to average net assets including waiver	0.78%(c)	0.46%	(0.06)%	N/A	N/A	N/A
Portfolio turnover rate	1%	27%	59%	97%	169%	64%
Net assets, end of period (in 000 s)	$320,941	$303,766	$267,365	$264,017	$234,572	$163,291
Number of shares outstanding, end of period (in 000 s)	28,739	28,739	28,739	28,739	28,739	28,739

(a) Based on average shares outstanding during the fiscal period.

(b) Total investment return is calculated assuming a purchase of common stock at the current market price on the first day and a sale at the current market price on the last day of each period reported. Dividends and distributions are assumed for purposes of calculation to be reinvested at prices obtained under the Fund s dividend reinvestment plan. The calculation does not reflect brokerage commissions. Past performance is not a guarantee of future results.

(c) Annualized.

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The Denali Fund Inc.

	For the Year Ended October 31, 2013	For the Year Ended October 31, 2012	For the Year Ended October 31, 2011	For the Year Ended October 31, 2010	For the Year Ended October 31, 2009
OPERATING PERFORMANCE					
Net Asset Value - Beginning of Year	$19.98	$18.02	$18.64	$15.66	$15.36
INCOME/(LOSS) FROM INVESTMENT OPERATIONS:					
Net investment income[(a)]	0.18	0.10	0.09	0.07	0.07
Net realized and unrealized gain/(loss) on investments	5.14	2.67	(0.20)	3.10	0.24
Total from Investment Operations	5.32	2.77	(0.11)	3.17	0.31
PREFERRED SHARES TRANSACTIONS					
Distributions paid from net investment income	(0.00)[(b)]	(0.00)[(b)]	(0.00)[(b)]	(0.02)[(b)]	(0.04)[(b)]
Distributions paid from net realized capital gains	(0.01)	(0.01)	(.01)		
Gain on redemption of Auction Preferred Shares			0.22	0.03	0.03
Total Preferred Shares* Transactions	(0.01)	(0.01)	0.21	0.01	(0.01)
Net Increase from Operations Applicable to Common Stock	5.31	2.76	0.10	3.18	0.30
DISTRIBUTIONS: COMMON STOCK					
Distributions paid from net investment income	(0.05)	(0.02)		(0.08)	
Distributions paid from net realized capital gains	(0.31)	(0.78)	(0.72)	(0.12)	
Distributions paid from tax return of capital					
Total Distributions Paid to Common Stockholders	(0.36)	(0.80)	(0.72)	(0.20)	

Common Stock Net Asset Value - End of Year	$24.93	$19.98	$18.02	$18.64	$15.66
Common Stock Market Value - End of Year	$20.30	$16.55	$15.02	$15.67	$13.25
Total Return, Common Stock Net Asset Value[c]	27.2%	17.1%	1.3%	20.7%	2.0%
Total Return, Common Stock Market Value[c]	25.1%	16.4%	0.4%	19.9%	17.6%
RATIOS TO AVERAGE NET ASSETS AVAILABLE TO COMMON STOCKHOLDERS:[d]					
Ratio of operating expenses to average net assets excluding waiver	2.19%	2.41%	2.64%	2.80%	3.30%
Ratio of operating expenses to average net assets including waiver	2.07%	2.29%	N/A	N/A	N/A
Ratio of net investment income to average net assets excluding waiver	0.64%	0.42%	0.51%	0.38%	0.51%
Ratio of net investment income to average net assets including waiver	0.76%	0.54%	N/A	N/A	N/A
SUPPLEMENTAL DATA:					
Portfolio turnover rate	11%	15%	7%	7%	25%
Net Assets Applicable to Common Stockholders, End of year (000s)	$103,620	$83,059	$74,917	$77,505	$65,088

* *Auction Preferred Shares (APS)*

(a) Calculated based on the average number of shares outstanding during each fiscal period.

(b) Amount represents less than $(0.01) per share.

(c) Total return based on per share net asset value reflects the effects of changes in net asset value on the performance of the Fund during each fiscal period. Total return based on common stock market value assumes the purchase of common stock at the market price on the first day and sale of common stock at the market price on the last day of the period indicated. Dividends and distributions, if any, are assumed to be reinvested at prices obtained under the Fund s distribution reinvestment plan.

(d) Expense and net investment income ratios do not include the effect of transactions with preferred stockholders. Also, these ratios do not reflect the proportionate share of income and expenses of the underlying investee funds (i.e those listed under Hedge Funds on the Portfolio of Investments). Income ratios include income earned on assets attributable to APS outstanding.

The table below sets out information with respect to Auction Rate Preferred Stock currently outstanding.[1]

	Par Value (000)	Total Shares Outstanding (000)	Asset Coverage Per Share(3)	Involuntary Liquidating Preference Per Share(4)
10/31/13	$ 21,950	$ 0.88	$ 143,018	$ 25,000
10/31/12	21,950	0.88	119,601	25,000
10/31/11	21,950	0.88	110,327	25,000
10/31/10	39,950	1.60	73,502	25,000
10/31/09	40,700	1.63	64,980	25,000

(1) See Note 5.

(2) Calculated by subtracting the Fund s total liabilities from the Fund s total assets and dividing by the number of APS outstanding.

(3) Excludes accumulated undeclared dividends.

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THE DIRECTORS, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, RECOMMEND THAT THE STOCKHOLDERS VOTE FOR PROPOSALS 2, 3, 4 and 5, AS APPLICABLE.

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PROPOSALS 6 - 7

BOULDER GROWTH & INCOME FUND, INC. POLICY AMENDMENTS

Description of Proposals 6 - 7

Provided that Proposals 1 through 5 are approved by the stockholders of the respective Funds, stockholders of BIF will be asked:

(i) To approve the elimination of a fundamental investment policy limiting the ability to invest more than 4% of total assets in any single issuer (**Proposal 6**); and

(ii) To approve the adoption of a new fundamental investment policy such that BIF may not invest more than 10% of net assets in private funds (e.g., hedge funds) calculated at the time of purchase (**Proposal 7**).

Because the Reorganizations contemplate BIF acquiring the various assets of the Acquired Funds, and because such acquisitions could result in the combined BIF exceeding the current existing 4% limit with respect to certain issuers, Fund management is proposing to eliminate BIF s fundamental investment policy limiting its ability to invest more than 4% of assets in a single issuer.

Fund management is also proposing to adopt a fundamental investment policy limiting investments in private funds (e.g., hedge funds) to 10% of net assets. This proposed change responds to certain views and positions that have, thus far, been informally articulated by regulators regarding investments by registered investment companies in hedge funds. Although no formal rule has yet been adopted, BIF management wishes to signal to regulators that the Fund intends to be in a position to comply with the current informal guidance.

Summary and Consideration of the Proposals

At their meetings on May 10, July 29, August 5, October 30 and November 4, 2013, the Board of BIF considered various factors in connection with the proposed Reorganizations, including the possibility of certain changes to the fundamental investment policies of BIF in order to better align the various Funds investment policies, strategies and restrictions. The BIF Board believes that the adoption or removal of certain fundamental investment policies of BIF is appropriate in the context of the Reorganizations and in the best interests of BIF stockholders.

The Board believes the removal of the fundamental investment policy limiting BIF from investing more than 4% of its assets in a single issuer benefits stockholders by providing BIF with more flexibility to invest a larger portion of its assets in a small number of what management considers to be high-quality companies. The Board noted that BIF s current concentrated holdings, which were grandfathered under the proposal to adopt the 4% restriction, have been responsible for a significant portion of the Fund s positive performance since the restriction was adopted. Although eliminating the 4% restriction would permit greater concentration of BIF s assets in a smaller number of issuers, BIF will still be subject to the diversification limitations of the Code (i.e., with respect to 50% of the BIF s portfolio, BIF must limit to 5% the portion of its assets invested in the securities of a single issuer. There are no such limitations with respect to the balance of the BIF s portfolio, although no single investment can exceed 25% of the Fund s total assets.).

Further, as a result of the Reorganizations, BIF would acquire the assets of the Acquired Funds and the combined BIF would exceed the 4% limit with respect to certain issuers. If Proposal 6 is not adopted, BIF would be required to dispose of a portion of its holdings in these issuers in order to comply with the investment restriction, which would trigger significant capital gains that would be allocated to the

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stockholders of the combined BIF. Given the foregoing, the Board believes that Proposal 6 is in the best interests of BIF and its stockholders and recommends that BIF s stockholders vote FOR Proposal 6.

The Board believes that the investments by one or more of the Funds, in particular FOFI, in hedge funds have benefited these Funds stockholders by providing exposure to different investment strategies, including short selling, and by increasing the Funds potential future returns.

Presently, there are no NYSE listing standards affecting closed-end funds that are NYSE members that invest in hedge funds. However, there were also no such listing standards at the time FOFI was restructured to invest a substantial portion of its assets in hedge funds. Nonetheless, at the time of the restructuring, FOFI confirmed through discussions with the staff of the SEC s Division of Trading and Markets (the **Trading and Markets Staff**) and officials at the NYSE that the Trading and Markets Staff was encouraging the NYSE to adopt a listing standard that was substantially similar to a rule change that was proposed by the American Stock Exchange, which would have imposed significant obligations on member companies that made investments of any size in any private investment vehicle relying on specified exemptions under the 1940 Act (e.g., hedge funds, private equity funds, pooled investment vehicles, etc.). Instead of following a formal rulemaking process to adopt such a listing standard, the NYSE exercised its discretionary authority under the NYSE rules and de-listed FOFI on the basis that it was in the public interest . As a result of the NYSE de-listing, FOFI s common shares have been limited to trading in the over-the-counter market since the restructuring.

The Board believes that continued listing on the NYSE is important to maintaining an active, liquid market for BIF s common shares. If BIF is required to de-list from the NYSE, the market for BIF s common shares would likely be negatively affected, which may make it more difficult for stockholders to sell their securities in the open market and may negatively affect the market price of BIF s common shares and/or increase the discount between BIF s net asset value and the market price of its common shares.

It has been reported that, in reviewing the registration statements of various registered investment companies during the past year, the staff of the SEC s Division of Investment Management (the **IM Staff**) has requested that such registered investment companies confirm that their investments in hedge funds will not exceed 10% of their net assets. Although the IM Staff appears to have informally determined that a 10% limitation on investments in hedge funds is acceptable, it is possible that the Trading and Markets Staff may disagree with this determination. In this event, the Trading and Markets Staff may attempt to limit BIF s ability to invest in hedge funds at an amount less 10% of net assets either formally or informally by encouraging the NYSE to de-list BIF or adopt a listing standard that could result in BIF being de-listed. If the Trading and Markets Staff were to take such an action, BIF would need to further reduce its holdings in hedge funds in order to retain its listing on the NYSE.

Although the comments from the IM Staff are non-binding and there are presently no NYSE listing standards affecting closed-end funds that are NYSE members that invest in hedge funds, the Board believes BIF should comply with the IM Staff s informal position on investments in hedge funds in order to reduce the risk that BIF s listing status will be jeopardized, even though adopting the policy will require the combined BIF to reduce its holdings in hedge funds promptly following the Reorganizations. Given the foregoing, the Board believes that Proposal 7 is in the best interests of BIF and its stockholders and recommends that BIF s stockholders vote FOR Proposal 7.

Required Vote

Approval of each of **Proposals 6 - 7** requires a 1940 Act Majority Vote. A **1940 Act Majority Vote** requires the affirmative vote of either (i) 66 ⅔% or more of the voting securities of BIF present at the Special Meeting, if the holders of more than 50% of the outstanding voting securities of BIF are present or represented by proxy or (ii) more than 50% of the outstanding voting securities of BIF, whichever is less.

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THE DIRECTORS OF BIF, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, RECOMMEND THAT THE STOCKHOLDERS VOTE FOR PROPOSAL 6 AND PROPOSAL 7.

PROPOSALS 8 - 9

INVESTMENT ADVISORY AGREEMENTS WITH ROCKY MOUNTAIN ADVISERS, LLC

AND STEWART INVESTMENT ADVISERS

Description of Proposals 8 - 9

Provided that Proposals 1 through 6 are approved by the stockholders of the respective Funds, stockholders of BIF will be asked to approve new investment advisory agreements between: (i) BIF and RMA, and (ii) BIF and SIA, each to be effective upon completion of the Reorganizations.

Summary and Consideration of the Proposals

It is anticipated that, following the completion of the Reorganizations, BIA will begin the process of de-registration as an investment adviser and dissolution as an entity. Because BIA and RMA are affiliated entities with common beneficial ownership, management and staffing, if the Reorganizations are approved by stockholders, the owners of BIA will cause BIA to de-register and terminate BIA in order to eliminate a redundant entity. If the Reorganizations are not approved, BIA will remain as a co-investment adviser to BIF under its present advisory agreement. In order to provide for continuity of services to BIF, and in light of certain commonalities in ultimate beneficial ownership and overlap in advisory personnel between BIA and RMA, the Board has determined that it is appropriate at this time to seek stockholder approval of new investment advisory agreements with RMA and SIA (the **New Advisory Agreements**), each to take effect upon completion of the Reorganizations. If the New Advisory Agreements are approved, RMA will provide investment advisory services as a co-investment adviser along with SIA, subject to the oversight of the Board. It is anticipated that the terms of the New Advisory Agreements (other than the advisory fee rates, which will be lower) will be similar in all material respects to the current agreements between BIF and BIA and BIF and SIA respectively (the **Current Agreements**).

RMA is an affiliate of BIA and there will be no change in the personnel servicing BIF as a result of the change in advisers. SIA, also an affiliate of BIA, will continue in its present capacity as a co-investment adviser to BIF albeit under a new investment advisory agreement. Approval of the new SIA agreement will allow the consideration and renewal process for the combined BIF s advisory agreements to proceed in the future on a synchronized schedule

If approved by BIF stockholders, the New Advisory Agreements will become effective on or about May 30, 2014, which is the anticipated closing date of the Reorganizations.

Board Approval and Recommendation

On November 4, 2013, the Board of BIF, including a majority of the Independent Directors: (i) unanimously approved the New Advisory Agreements and (ii) unanimously recommended that Stockholders of BIF approve the New Advisory Agreements. A summary of the Board s considerations is provided below in the section titled Evaluation by the Board.

Description and Comparison of the Current and New Agreements

The form of each New Advisory Agreement is set forth in Exhibit C to this Joint Proxy Statement/Prospectus.

Services Provided. Under the terms of the Current Agreement, BIA and SIA (or the **Advisers**) are responsible for managing BIF s portfolio on a discretionary basis in accordance with its investment objectives and policies; (ii) making investment decisions and exercising voting rights in respect of

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portfolio securities; (iii) placing purchase and sale orders; (iv) employing portfolio managers and securities analysts; (v) determining the portion of the BIF assets to be invested in various asset classes; (vi) determining the portion of BIF assets to be leveraged; and (vii) monitoring sub-advisers, if any, all in accordance with the 1940 Act and subject to the supervision of the Board.

The Advisers responsibilities and obligations under the New Advisory Agreements will be substantively identical to those of BIA and SIA under the Current Agreements.

Compensation. Under the terms of the Current Agreements, BIA and SIA receive an aggregate advisory fee equal to 1.25% of the value of BIF s average monthly net assets (including leverage), subject to with a temporary fee waiver of 0.10% expiring on November 30, 2014. Such advisory fees are currently split between SIA and BIA in a 25%/75% proportion. Under the New Advisory Agreements, it is anticipated that the advisory fee rate will be reduced from 1.25% to 1.10%, subject to certain breakpoints and fee waivers. In addition, under the New Advisory Agreements, SIA and RMA have agreed to waive that portion of the advisory fee equal to up to 1.00% of BIF s assets invested in any WHM Hedge Fund to offset any asset-based fees (but not performance based fees) paid to Wellington Management with respect to BIF s assets invested in any WHM Hedge Fund. Except for the foregoing differences, the New Advisory Agreements will be similar to the Current Agreements and the 25%/75% fee split will be allocated between SIA and RMA, respectively.

Liability. Under the Current Agreements, the Advisers will not be liable for loss suffered by the Fund, except where willful misfeasance, bad faith or gross negligence of an Adviser is involved. BIF will indemnify and hold harmless the Advisers against all losses, claims, liabilities or expenses (including reasonable counsel fees and expenses) not resulting from the Advisers willful misfeasance, bad faith or gross negligence. Similar provisions will be applicable to the Advisers under the New Advisory Agreements.

Term and Termination. The Current Agreements were effective for an initial two-year term and subject to annual renewal in accordance with the 1940 Act. The New Advisory Agreements will likewise have an initial two-year term, beginning upon the completion of the Reorganizations, and will be subject to annual renewal thereafter. The Current Agreements and New Advisory Agreements will terminate automatically upon their assignment as such term is defined under the 1940 Act. All agreements may be amended by mutual written agreement of the parties.

Evaluation by the Board

The Board of BIF met telephonically on October 30, 2013 and in-person on November 4, 2013 to evaluate and to determine whether approving the New Advisory Agreements was in the best interests of BIF s stockholders. At these meetings and throughout the consideration process, the Board, including a majority of the Independent Directors, was advised by its independent legal counsel.

In their consideration of the New Advisory Agreements, the Board and its counsel reviewed materials furnished by the Advisers, and communicated with senior representatives of the Advisers regarding their personnel, operations and financial condition. The Board also reviewed the terms of the New Advisory Agreements, and considered possible effects on the Fund and its stockholders.

In voting to approve the New Advisory Agreements, the Board did not identify any single factor as all-important or controlling. The following summary does not identify all the matters considered by the Board, but provides a summary of the principal matters it considered. The Board considered whether the New Advisory Agreements would be in the best interests of BIF and its stockholders, based on: (i) the nature, extent and quality of the services to be provided under the New Advisory Agreements; (ii) the investment performance of BIF and funds managed by the Advisers and their affiliates; (iii) the expenses borne by BIF (including management fees and other expenses), the fees indirectly charged by the

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Advisers to BIF and to their other clients, as applicable, and projected profits to be realized by the Advisers from their relationship with BIF (iv) the fact that economies of scale may be realized as BIF grows and whether fee levels will reflect economies of scale for the benefit of stockholders; (v) potential fall-out benefits to the Advisers from its relationship BIF; and (vi) other general information about the Advisers. The following is a summary of the Board s consideration and conclusions regarding these matters.

Nature, Extent and Quality of the Services Provided

The Board received and considered various data and information regarding the nature, extent and quality of services provided to BIF by SIA and BIA (whose staffing and portfolio management team is identical to RMA s). Each Adviser s most recent investment adviser registration form on the SEC s Form ADV was provided to the Board, as were the responses of the Advisers to information requests submitted to the Advisers by the Independent Directors through their independent legal counsel. The Board reviewed and analyzed the materials, which included information about the background, education and experience of the Advisers key portfolio management and operational personnel and the amount of attention to be devoted to BIF by the Advisers portfolio management personnel. The Board was satisfied that RMA and SIA investment personnel would devote an adequate portion of their time and attention to the success of BIF and its investment strategy. Based on the above factors, the Board concluded that it was generally satisfied with the nature, extent and quality of the investment advisory services to be provided to BIF by the Advisers, and that the Advisers possessed the ability to continue to provide these services to BIF in the future.

Investment Performance

The Board considered the investment performance of BIF since BIA and SIA were engaged in 2002, as compared to both relevant indices and the performance of a peer group of other investment companies. The Board noted that based on its net asset value performance, BIF outperformed the Standard & Poor s 500 Index (the **S&P 500**), BIF s primary relevant benchmark, as well as the Dow Jones Industrial Average (the **Dow Jones**) and NASDAQ Composite for the five-year period ended September 30, 2013 and since January, 2002 when BIA and SIA were engaged by BIF. The Board further noted that BIF outperformed the S&P 500 and Dow Jones for the ten-year period ended September 30, 2013, however underperformed the NASDAQ Composite during the same time period. The Board also noted BIF s recent outperformance of the S&P 500, Dow Jones and NASDAQ Composite for the quarter ended September 30, 2013 as well as BIF s recent relative performance increases. The Board noted however that BIF underperformed the S&P 500, Dow Jones and NASDAQ Composite for the one- and three-year period ended September 30, 2013. The Board further noted that BIF outperformed its peer group for the five- and ten-year periods ended September 30, 2013. However, the Board noted that BIF underperformed its peer group for the one- and three-year periods ended September 30, 2013.

Costs of Services Provided and Profits Realized by the Advisers

In evaluating the costs of the services to be provided to BIF by the Advisers, the Board received statistical and other information regarding BIF s total expense ratio and its various components, including advisory fees and investment-related expenses. The Board noted that the level of fees to be charged by the Advisers is at the higher end of the spectrum of fees charged by similarly situated investment advisers of closed-end funds included in the peer group expense universe. The Advisers discussed with the Board certain factors justifying the advisory fees including, but not limited to, the Advisers stock skill selection has been substantiated through long-term performance and the time associated with the discipline of concentrated investing.

The Board also obtained detailed information regarding the overall profitability of RMA and SIA and the combined profitability of the Advisers and FAS, which acts as co-administrator for BIF. The combined profitability information was obtained to assist the Board in determining the overall benefits to the Advisers from their relationship to BIF. In particular, the Board reviewed the costs incurred by the Advisers and FAS in providing services to the Fund.

Based on its analysis of this information, the Board determined that the overall level of profits earned by the Advisers does not appear to be unreasonable based on the profitability of other investment management firms and the quality of the services to be rendered by the Advisers.

Extent of Economies of Scale as the Fund Grows and Whether Fee Levels Reflect Economies of Scale

The Board noted that the proposed advisory fee structure represents a significant reduction in the advisory fee previously charged to BIF and will provide an immediate benefit to stockholders. In addition, the Board noted that proposed fee structure included breakpoints that gave recognition to economies of scale.

Stockholder Support and Historical Relationship with BIF

The Board also weighed the views of the Funds largest stockholders, which are affiliated with the family of Mr. Stewart R. Horejsi. As of September 30, 2013, the Horejsi Affiliates held approximately 33.9%, 42.1%, 76.9% and 39.7% of the common shares of BIF, BTF, DNY and FOFI, respectively. The Board understood from Mr. Horejsi that these stockholders were supportive of the Advisers, each of the Proposals and the New Advisory Agreements.

Based on their evaluation of the aforementioned considerations, the Board unanimously voted to approve the New Advisory Agreements, and to recommend to the stockholders of BIF that they approve the New Advisory Agreements.

Information about the Advisers

Certain information about RMA can be found on p. 32 of this Joint Proxy Statement/Prospectus. Information regarding the principal executive officers and managers of RMA and their principal occupations for the past five years is set forth below:

Name and Address*	Principal Occupation	Position(s) with BIF (if any)
Stephen C. Miller	President, General Counsel and Chief Compliance Officer	President
Nicole L. Murphey	Vice President and Treasurer	Chief Financial Officer, Chief Accounting Officer, Vice President, Treasurer, and Assistant Secretary
Stewart R. Horejsi	Chief Investment Officer	None.
Brendon J. Fischer	Assistant Investment Officer	None.
Joel L. Looney	Assistant Investment Officer	Interested Director

* The business address of each person identified here is 2344 Spruce Street, Suite A, Boulder, Colorado 80302.

Certain information about SIA can be found on p. 31 32 of this Joint Proxy Statement/Prospectus. Information regarding the principal executive officers and managers of SIA and their principal occupations for the past five years is set forth below:

Name and Address*	Principal Occupation	Position(s) with BIF (if any)
Glade Christensen,	President, Assistant Secretary & Managing Director	None
Stephen C. Miller	Vice President, Secretary, General Counsel and Chief Compliance Officer	President
Laura Rhodenbaugh	Treasurer	None.
Stewart R. Horejsi	Investment Officer	None.

Information Regarding Comparable Funds

RMA and SIA currently provide investment advisory services to the following registered funds that have investment objectives similar to those of BIF:

Comparable Fund	Investment Objective	Assets under Management*	Investment Advisory Fee
First Opportunity Fund, Inc.	Total Return	$337,112,699.53	125 basis points with a temporary fee waiver of 10 basis points**

* as of Record Date.

** SIA and RMA, the advisers to FOFI, have contractually agreed to waive that portion of the advisory fee payable by FOFI equal to up to 1.00% of the Fund s assets invested in any WHM Hedge Fund to offset any asset-based fees (but not any performance-based fees) paid to Wellington Management with respect to the Fund s assets invested in any WHM Hedge Fund.

Other Information about the Current Agreements and New Advisory Agreements

Agreement	Last approved by Board on	Last approved by Stockholders on
Current Agreement	November 4, 2013	April 26, 2002