

BOULDER GROWTH & INCOME FUND

Form SC 13D/A

February 08, 2006

SCHEDULE 13DA

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
N.A.

1. NAME OF REPORTING PERSON  
Bulldog Schultz Group

2. CHECK THE BOX IF MEMBER OF A GROUP  a[]  
 b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
NA

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) AND 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

---

7. SOLE VOTING POWER

NA

8. SHARED VOTING POWER  
NA

9. SOLE DISPOSITIVE POWER

NA

10. SHARED DISPOSITIVE POWER  
NA

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

3,226,685

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

28.48%

14. TYPE OF REPORTING PERSON

NA

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1. NAME OF REPORTING PERSON  
Bulldog Investors, Phillip Goldstein, Andrew Dakos

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2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS

NA

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) AND 2 (e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

---

7. SOLE VOTING POWER

NA

8. SHARED VOTING POWER

NA

9. SOLE DISPOSITIVE POWER

NA

10. SHARED DISPOSITIVE POWER

NA

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,031,300

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES [ ]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

9.1%

14. TYPE OF REPORTING PERSON

NA

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1. NAME OF REPORTING PERSON

Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) AND 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

---

7. SOLE VOTING POWER

257,800

8. SHARED VOTING POWER

37,300

9. SOLE DISPOSITIVE POWER

682,400

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10. SHARED DISPOSITIVE POWER

348,900

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,031,300

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

9.1%

14. TYPE OF REPORTING PERSON

IA

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1. NAME OF REPORTING PERSON

Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) AND 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

---

7. SOLE VOTING POWER

348,900

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8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

348,900

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

348,900

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

3.38%

14. TYPE OF REPORTING PERSON

IA

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1. NAME OF REPORTING PERSON

Schultz Investment Advisors, Inc.

2. CHECK THE BOX IF MEMBER OF A GROUP

a

b

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

---

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,195,385

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

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2,195,385

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

19.38%

14. TYPE OF REPORTING PERSON

IA

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The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned on May 23, 2005. This Amendment No. 3 amends the Schedule 13D as specifically set forth.

Item 2 is amended as follows:

Item 2. IDENTITY AND BACKGROUND

This statement is filed on behalf of Bulldog Investors, Phillip Goldstein, 60 Heritage Drive, Pleasantville, NY 10570 a principal of Bulldog Investors and Andrew Dakos, 43 Waterford Drive, Montville, NJ 07045, also a principal of Bulldog Investors. Mr. Goldstein and Mr. Dakos are self-employed investment advisors.

This statement is also filed on behalf of Schultz Investment Advisors, Inc. 160 E Grand River Road, Suite B, Williamston, MI 48895. Schultz Investment Advisors, Inc. is a registered investment advisor. Scott T. Schultz is Chairman of Schultz Investment Advisors, Inc.

During the past 5 years neither Mr. Goldstein nor Mr. Dakos has been convicted in a criminal proceeding, nor been party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which they were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Pursuant to a proceeding by the Securities and Exchange Commission ("SEC"), an Offer of Settlement by Schultz Investment Advisors, Inc. and Scott Schultz (together, "Schultz"), a Consent by Schultz to the entry of an Order as set forth in the Offer, and acceptance by the SEC of the Offer of Settlement, Schultz is subject to an Order, which contains findings that Schultz neither admits nor denies. Please refer to <http://www.sec.gov/litigation/admin/33-8650.pdf>.

Each of the above are United States citizens or entities.

Item 4 is amended as follows:

ITEM 4. PURPOSE OF TRANSACTION

The filing persons have formed a group (the "Bulldog - Schultz Group") with the objective of affording all shareholders of the issuer an opportunity to obtain net asset value for their shares. The Bulldog - Schultz Group beneficially owns 28.48% of the issuer's outstanding shares. The members of the Bulldog - Schultz Group have not agreed to take any specific measures to

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achieve the group's objective and they have no agreement to buy, sell, hold or vote their shares together. Any member of the Bulldog - Schultz Group may take actions it deems to be consistent with the group's objective without the consent of any other members of the group. In addition, any member of the Bulldog - Schultz Group may act in the best interests of its own clients regardless of whether such action is in the best interest of the Group.

Full Value Advisors, LLC, the general partner of Full Value Partners L.P., a member of the Bulldog - Schultz Group has agreed to indemnify Scott Schultz, Schultz Investment Advisors, Inc., Calton & Associates, Inc., Dwayne Calton, and all the investors that own shares in the issuer and whose accounts are managed by Schultz Investment Advisors, Inc. for a total up to \$1 million for any legal (or related) expenses they may incur as a result of their joining the Bulldog - Schultz Group.

Item 5 is amended as follows:

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

a. As per the annual report filed on 2/7/2006 there were 11,327,784 shares outstanding as of 11/30/2005. The percentage set forth in this item 5 was derived using such number.

Bulldog Investors, Phillip Goldstein and Andrew Dakos are deemed to be the beneficial owner of 1,031,300 shares of BIF or 9.1% of the outstanding shares.

Schultz Investment Advisors, Inc. has the authority to dispose of 2,195,385 shares of BIF or 19.38% of the outstanding shares.

b. Power to dispose of securities resides solely with Mr. Phillip Goldstein for 682,400 shares. Power to vote securities resides solely with Phillip Goldstein for 257,800 shares and jointly for 37,300 shares. . Power to dispose of securities resides jointly with Phillip Goldstein and Andrew Dakos for 348,900 shares. Power to vote securities resides solely with Andrew Dakos for 348,900.

Schultz Investment Advisors, Inc. has shared dispositive power over 2,195,385 shares of BIF.

c. During the last sixty days the following shares of common stock were traded:

#### SCHULTZ INVESTMENT ADVISORS

|            |      |           |        |
|------------|------|-----------|--------|
| 12/1/2005  | BUY  | 2600      | 6.9985 |
| 12/1/2005  | BUY  | 3565      | 6.9985 |
| 12/1/2005  | BUY  | 5815      | 6.9985 |
| 12/1/2005  | BUY  | 2500      | 6.9985 |
| 12/1/2005  | BUY  | 2500      | 6.9985 |
| 12/2/2005  | BUY  | 5007.04   |        |
| 12/2/2005  | BUY  | 2000      | 7.04   |
| 12/2/2005  | BUY  | 3000      | 7.04   |
| 12/5/2005  | BUY  | 1007.0496 |        |
| 12/5/2005  | BUY  | 6007.0496 |        |
| 12/5/2005  | BUY  | 1007.0496 |        |
| 12/5/2005  | BUY  | 1007.0496 |        |
| 12/5/2005  | BUY  | 1007.0496 |        |
| 12/5/2005  | BUY  | 1500      | 7.0496 |
| 12/12/2005 | SELL | 3500      | 6.95   |
| 12/13/2005 | SELL | 3256.94   |        |
| 12/13/2005 | SELL | 25        | 6.94   |

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|            |      |           |        |
|------------|------|-----------|--------|
| 12/13/2005 | SELL | 1506.9348 |        |
| 12/19/2005 | BUY  | 2506.9729 |        |
| 12/19/2005 | BUY  | 2506.9729 |        |
| 12/19/2005 | BUY  | 2006.9729 |        |
| 12/30/2005 | BUY  | 1000      | 7.03   |
| 1/3/2006   | SELL | 2050      | 7      |
| 1/4/2006   | SELL | 2800      | 7.022  |
| 1/4/2006   | SELL | 2700      | 7.022  |
| 1/4/2006   | SELL | 58200     | 7.022  |
| 1/4/2006   | SELL | 2800      | 7.022  |
| 1/6/2006   | SELL | 1250      | 7.05   |
| 1/6/2006   | SELL | 1250      | 7.05   |
| 1/11/2006  | SELL | 19600     | 7.0849 |
| 1/12/2006  | SELL | 15025     | 7.0994 |
| 1/13/2006  | BUY  | 17        | 7.11   |
| 1/13/2006  | BUY  | 20        | 7.11   |
| 1/13/2006  | BUY  | 16        | 7.11   |
| 1/13/2006  | BUY  | 23        | 7.11   |
| 1/13/2006  | BUY  | 15        | 7.11   |
| 1/13/2006  | BUY  | 95        | 7.11   |
| 1/17/2006  | SELL | 6307.0757 |        |
| 1/17/2006  | SELL | 5040      | 7.0757 |
| 1/17/2006  | SELL | 15330     | 7.0757 |
| 1/18/2006  | SELL | 3277.08   |        |
| 1/18/2006  | SELL | 2507      | 7.08   |
| 1/18/2006  | SELL | 8066      | 7.08   |
| 1/19/2006  | SELL | 1146      | 7.1    |
| 1/19/2006  | SELL | 9168      | 7.1    |
| 1/19/2006  | SELL | 27886     | 7.1    |
| 1/24/2006  | SELL | 4000      | 7.0929 |
| 1/24/2006  | SELL | 8850      | 7.0929 |
| 1/24/2006  | SELL | 3477.0929 |        |
| 1/24/2006  | SELL | 2385      | 7.0929 |
| 1/24/2006  | SELL | 8218      | 7.0929 |
| 1/24/2006  | SELL | 1250      | 7.0929 |
| 1/26/2006  | SELL | 2000      | 7.11   |
| 1/26/2006  | SELL | 3007.11   |        |
| 1/27/2006  | SELL | 1225      | 7.12   |
| 2/1/2006   | SELL | 1000      | 7.25   |
| 2/1/2006   | SELL | 10485     | 7.25   |
| 2/1/2006   | SELL | 25        | 7.25   |
| 2/1/2006   | SELL | 315       | 7.25   |
| 2/1/2006   | SELL | 3175      | 7.25   |
| 2/2/2006   | SELL | 14865     | 7.2697 |
| 2/2/2006   | SELL | 400       | 7.2697 |

BULLDOG

|         |     |       |        |
|---------|-----|-------|--------|
| 1/17/06 | BUY | 15100 | @ 7.07 |
| 1/18/06 | BUY | 2300  | @ 7.06 |
| 1/19/06 | BUY | 8600  | @ 7.1  |
|         | BUY | 1000  | @ 7.09 |
| 1/20/06 | BUY | 6200  | @ 7.06 |
| 1/24/06 | BUY | 6700  | @ 7.1  |
|         | BUY | 20500 | @ 7.09 |
|         | BUY | 5000  | @ 7.08 |
| 1/25/06 | BUY | 6000  | @ 7.08 |
| 2/1/06  | BUY | 15200 | @ 7.25 |
| 2/2/06  | BUY | 15000 | @ 7.23 |

d. Beneficiaries of managed accounts are entitled to receive any

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dividends or sales proceeds.

e. NA

Item 7 is amended as follows:  
ITEM 7. MATERIAL TO BE FILED AS EXHIBITS  
Exhibit 1. Joint Filing Agreement

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 2/8/06

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

Scott T. Schultz

\_\_\_\_\_  
Signature

Scott T. Schultz, Chairman, Schultz Investment Advisors, Inc.

\_\_\_\_\_  
Name/Title

Exhibit 1.  
Joint Filing Agreement

In accordance with Rule 13d-1 (k) (1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of the Schedule 13D (and all further amendments filed by them) with respect to the shares of BIF.

Dated: 2/8/06

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

Scott T. Schultz

\_\_\_\_\_  
Signature

Scott T. Schultz, Chairman, Schultz Investment Advisors, Inc.

\_\_\_\_\_  
Name/Title