

BOULDER TOTAL RETURN FUND INC  
Form SC 13G  
February 18, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

BOULDER TOTAL RETURN FUND

-----  
(NAME OF ISSUER)

COMMON STOCK

-----  
(TITLE OF CLASS OF SECURITIES)

101541100

-----  
(CUSIP NUMBER)

FEBRUARY 18, 2004

-----  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

RULE 13D-1(B)

RULE 13D-1(C)

RULE 13D-1(D)

\*The remainder of this cover page shall be filled out for a reporting persons initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes.)

PAGE 1 OF 4

CUSIP NO. 101541100      SCHEDULE 13G      PAGE 2 OF 4

(1) NAME AND IRS NUMBER OF REPORTING PERSONS

FINANCIAL & INVESTMENT MANAGEMENT GROUP, LTD. (#38-2562340)

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
A.....{ }  
B.....{ }

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
MICHIGAN

NUMBER OF SHARES OF:

(5) SOLE VOTING POWER  
NONE

(6) SHARED VOTING POWER  
477,844

(7) SOLE DISPOSITIVE POWER  
NONE

(8) SHARED DISPOSITIVE POWER  
477,844

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
477,844 \*SEE NOTE 1\*

(10) CHECK IF AGGREGATE AMOUNT EXCEEDS CERTAIN SHARES  
{ }

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.00%

(12) TYPE OF REPORTING PERSON  
IA

(14) CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO FILING  
 RULE 13D-1(b)  
 RULE 13D-1(c)  
 RULE 13D-1(d)

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ITEM 1 (A) NAME OF ISSUER  
BOULDER TOTAL RETURN FUND

ITEM 1 (B) ADDRESS OF ISSUER  
1680 38TH ST. SUITE 800  
BOULDER, CO 80301

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ITEM 2 (A) NAME OF PERSON FILING  
FINANCIAL & INVESTMENT MANAGEMENT GROUP, LTD

ITEM 2 (B) ADDRESS OF PERSON FILING  
111 CASS ST.  
TRAVERSE CITY, MI. 49684

ITEM 2 (C) CITIZENSHIP  
MICHIGAN

ITEM 2 (D) TITLE OF CLASS OF SECURITIES  
COMMON STOCK

ITEM 2 (E) CUSIP NO.  
101541100

ITEM 3 THIS STATEMENT IS BEING FILED BY AN INVESTMENT ADVISOR IN ACCORDANCE WITH RULE 13D-1(B)(1)(ii)(E).

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OWNERSHIP

ITEM 4 (A) AMOUNT BENEFICIALLY OWNED  
477,844 \* SEE NOTE 1 \*

ITEM 4 (B) PERCENT OF CLASS  
5.00%

ITEM 4 (C) NUMBER OF SHARES:  
(i) SOLE POWER TO VOTE  
NONE

(ii) SHARED POWER TO VOTE  
477,844

(iii) SOLE POWER TO DISPOSE  
NONE

(iv) SHARED POWER TO DISPOSE

477,844

\*\* NOTE 1 \*\*

FINANCIAL & INVESTMENT MANAGEMENT GROUP, LTD IS A REGISTERED INVESTMENT ADVISOR, MANAGING INDIVIDUAL CLIENT ACCOUNTS. ALL SHARES REPRESENTED IN THIS REPORT ARE HELD IN ACCOUNTS OWNED BY THE CLIENTS OF FINANCIAL & INVESTMENT MANAGEMENT GROUP, LTD. BECAUSE OF THIS, FINANCIAL & INVESTMENT MANAGEMENT GROUP, LTD DISCLAIMS BENEFICIAL OWNERSHIP.

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ITEM (5) OWNERSHIP OF LESS THAN FIVE PERCENT

CHECK THE FOLLOWING BOX IF THE STATEMENT IS BEING FILED TO  
NOTIFY THAT THE OWNERSHIP IS NOW LESS THAN FIVE PERCENT

{ }

ITEM (6) OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

ALL SHARES REPRESENTED IN THIS REPORT ARE OWNED BY ADVISORY  
CLIENTS OF FINANCIAL & INVESTMENT MANAGEMENT GROUP, LTD  
NONE OF WHICH, TO OUR KNOWLEDGE, OWNS FIVE PERCENT OR MORE  
OF THE CLASS.

ITEM (7) IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH  
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING  
COMPANY:

NOT APPLICABLE

ITEM (8) IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM (9) NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM (10) CERTIFICATION

By signing below, I certify that, to the best of my knowledge  
and belief, the securities referred to above were acquired in  
the ordinary course of business and were not acquired for the  
purpose of and do not have the effect of changing or influencing  
the control of the issuer of such securities and were not  
acquired in the connection with or as a participant in any  
transaction having such purposes or effect.

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.

February 18, 2004

Paul H. Sutherland  
President