### **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

ΙA

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

3,226,685

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

- 13. PERCENT OF CLASS REPRESENTED BY ROW 11
- 28.48%
- 14. TYPE OF REPORTING PERSON

NA

1. NAME OF REPORTING PERSON

Bulldog Investors, Phillip Goldstein, Andrew Dakos

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 REQU PURSUANT TO ITEMS 2(d) AND 2(e)	JIRED
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 SHAF	RES []
13. PERCENT OF CLASS REPRESENTED BY ROW 11	
9.1%	
14. TYPE OF REPORTING PERSON	
NA	
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

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
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 []
13. PERCENT OF CLASS REPRESENTED BY ROW 11
9.1%
14. TYPE OF REPORTING PERSON
IA
1. NAME OF REPORTING PERSON Andrew Dakos
Andrew Dakos
Andrew Dakos  2. CHECK THE BOX IF MEMBER OF A GROUP  a[]
Andrew Dakos  2. CHECK THE BOX IF MEMBER OF A GROUP  a[]  b[]
Andrew Dakos  2. CHECK THE BOX IF MEMBER OF A GROUP  a[]  b[]  3. SEC USE ONLY  4. SOURCE OF FUNDS
Andrew Dakos  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

348,900

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	[]
13. PERCENT OF CLASS REPRESENTED BY ROW 11	
3.38%	
14. TYPE OF REPORTING PERSON	
IA	
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 REQUIRE PURSUANT TO ITEMS 2(d) AND 2(e) []	D
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	

2,195,385

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES Γ1

13. PERCENT OF CLASS REPRESENTED BY ROW 11

19.38%

14. TYPE OF REPORTING PERSON

TΑ

The following constitutes Amendment No. 3 to the Schedule 13D fled by the undersigned on May 23, 2005. This Amendment No. 3amends 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 Commision ("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

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.

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	1007.04	96
12/5/2005	BUY	6007.04	96
12/5/2005	BUY	1007.04	96
12/5/2005	BUY	1007.04	96
12/5/2005	BUY	1007.04	96
12/5/2005	BUY	1007.04	96
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
 1/3/2006SELL 2050 7
 1/4/2006SELL 2800 7.022
 1/4/2006SELL 2700 7.022
 1/4/2006SELL 58200 7.022
 1/4/2006SELL 2800 7.022
  1/6/2006SELL 1250 7.05
1/6/2006SELL 1250 7.05
1/6/2006SELL 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 25 7.11
1/13/2006 BUY 95 7.11
1/13/2006 SELL 6307.0757
1/17/2006 SELL 5040 7.0757
1/17/2006 SELL 5040 7.0757
1/17/2006 SELL 3277.08
1/18/2006 SELL 3277.08
1/18/2006 SELL 3277.08
1/18/2006 SELL 4000 7.08
1/19/2006 SELL 1146 7.1
1/19/2006 SELL 1146 7.1
1/19/2006 SELL 27886 7.1
1/19/2006 SELL 3477.0929
1/24/2006 SELL 3007.11
1/26/2006 SELL 3007.11
1/27/2006 SELL 3007.11
1/27/2006 SELL 3007.11
1/27/2006 SELL 1225 7.12
2/1/2006SELL 1000 7.25
 1/6/2006SELL 1250 7.05
  2/1/2006SELL 1000 7.25
 2/1/2006SELL 1000 7.25

2/1/2006SELL 10485 7.25

2/1/2006SELL 25 7.25

2/1/2006SELL 315 7.25

2/1/2006SELL 3175 7.25

2/2/2006SELL 14865 7.2697
  2/2/2006SELL 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
                                        BUY 15000 @ 7.23
  2/2/06
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d. Beneficiaries of managed accounts are entitled to receive any

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.

/m': 3

Name/Title