

Edgar Filing: FOXBY CORP - Form N-CSR

FOXBY CORP  
Form N-CSR  
March 11, 2005

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-09261

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Foxby Corp.

-----  
(Exact name of registrant as specified in charter)

11 Hanover Square, New York, NY 10005

-----  
(Address of principal executive offices) (Zipcode)

Thomas B. Winmill, President  
11 Hanover Square  
New York, NY 10005

-----  
(Name and address of agent for service)

Registrant's telephone number, including area code: 1-212-344-6310

Date of fiscal year end: 12/31

Date of reporting period: 1/1/04 - 12/31/04

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policy making roles.

Item 1. Report to Shareholders

FOXBY  
CORP.

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ANNUAL REPORT  
December 31, 2004

American Stock  
Exchange Symbol:

FXX

11 Hanover Square  
New York, NY 10005

www.foxbycorp.com

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[CHART APPEARS HERE]

## TOTAL INVESTMENTS BY INDUSTRY

Gold Ore Mining	11.67%
Department Stores	6.36%
Commercial Banking	6.17%
Direct Property and Casualty Insurance Carriers	3.79%
Metal Coating and Allied Services to Manufacturers	3.49%
Medical and Hospital Equipment	3.41%
Tobacco and Tobacco Products	3.34%
Cable and Other Pay TV Services	3.31%
Breweries	3.27%
Soap and Other Detergent Manufacturing	3.17%
Credit Card Issuing	3.17%
Air Purification Equipment Manufacturing	3.16%
Trust, Fiduciary, and Custody Activities	3.15%
Veterinary Services	3.14%
Radio & TV Communications Equipment	3.12%
Paint and Coating Manufacturing	3.08%
Crude Petroleum and Natural Gas Extraction	3.08%
Pharmacies and Drug Stores	3.06%
Semiconductor and Related Device Manufacturing	3.03%
Insurance Agencies and Brokerages	3.02%
Jewelry Stores	3.01%
All Other Miscellaneous Manufacturing	3.01%
Real Estate Investment Trusts	2.95%
Toilet Preparation Manufacturing	2.94%
Miscellaneous Business Services	2.78%
Pharmaceutical Preparation Manufacturing	2.71%
Copper Ore and Nickel Ore Mining	1.66%
Natural Gas Transmission	1.62%
Gold Ore Mining Warrants	0.19%
Copper Ore and Nickel Ore Mining Warrants	0.14%
	-----
	100.00%

## PORTFOLIO ANALYSIS\*

U.S. Equities	94%
Foreign Equities	21%

\* Shown are approximate percentages of total net assets, and do not add up to 100%, due to leverage, other assets, rounding, and other factors.

FOXBY CORP.	American Stock Exchange Symbol: FXX
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11 Hanover Square, New York, NY 10005  
www.foxbycorp.com

January 28, 2005

Fellow Shareholders:

It is a pleasure to submit this Annual Report for Foxby Corp., and to

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welcome our new shareholders who find the Fund's flexible total return investment approach attractive. As a non-diversified, closed-end fund seeking total return, the Fund uses a flexible strategy in the selection of securities, and is not limited by the issuer's location, size, or market capitalization. The Fund may invest in equity and fixed income securities of both new and seasoned U.S. and foreign issuers, including securities convertible into common stock, debt securities, futures, options, derivatives, and other instruments. The Fund also may employ aggressive and speculative investment techniques, such as selling securities short and borrowing money for investment purposes, an approach known as "leveraging," and may invest defensively in high grade money market instruments.

At December 31, the Fund's top ten holdings comprised approximately 33% of total assets. As a percent of net assets, investments in U.S. equities accounted for about 94% and foreign equities about 21%, reflecting leverage of about 14%. Precious metals, our largest industry sector investment, accounted for about 14% of net assets. As the Fund pursues its total return objective through this flexible approach, these holdings and allocations are, of course, subject to change at any time.

### Market Report

The Federal Reserve Bank initiated its current credit tightening policy on June 30, 2004, when the federal funds rate stood at 1%. At the next five consecutive meetings of the Federal Open Market Committee (FOMC) of the Federal Reserve Bank, the FOMC raised the federal funds rate by 0.25% at each meeting, bringing it to 2.25% at December 31, 2004. Despite the fact that the growth in the U.S. economy (GDP) in the fourth quarter slowed to an annualized pace of 3.1%, following a 4% gain in the third quarter, the 2004 annualized growth rate of 4.4% was the largest U.S. economic gain since 1999. Year over year, job growth, though moderate, was increasing, consumer confidence was growing, and many corporate sectors reported an increase in buying power. The Fund's strategy in view of these conditions was to remain largely unhedged in the first quarter and thereafter more defensively invested with short sales positions up to the presidential election. Assessing oversold conditions at that time, the Fund changed from substantially hedged to leveraged long, improving returns, although ending the year with a somewhat disappointing negative 6.55% net asset value return.

Looking ahead, however, we remain somewhat cautious. Manufacturing is showing signs of strength and demand for consumer goods, especially those deemed durable goods, is strong, but at the same time workers wages, in the 4th quarter of 2004, grew at the slowest pace in almost six years. Combining this with the rising cost of health benefits, the result could lead to a slowdown in consumer spending. We expect that the economy could continue to grow at a slower pace than is reflected by the improving economic numbers, until more of the "fragility" in the economy is removed or we find ourselves in a much more robust economy than we are in now. We think the Federal Reserve will continue to increase

rates at a very measured pace, and closely watch the weekly economic numbers for signs of weakness. In these changing economic conditions, the Fund's flexibility to invest in large or small capitalization companies, U.S. or foreign, and in virtually any kind of security, gives it the advantage of being able to consider participating in an investment in whatever form it may take in seeking to achieve an attractive total return for our shareholders.

Foxyby Corp. previously announced that all directors were elected as proposed by the Board of Directors at its Annual Meeting held on September 7, 2004. Elected at the meeting were James E. Hunt as a Class I Director, Bruce B.

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Huber as a Class II Director, and John B. Russell as a Class V Director, each to hold office until, respectively, the 2008 annual meeting, 2009 annual meeting, and 2007 annual meeting, and until his successor is duly elected and qualifies. Directors whose term of office continued after the meeting are Peter K. Werner as a Class III director and Thomas B. Winmill as a Class IV director. We regret to note that Shaker and three other plaintiffs filed a lawsuit in Maryland Circuit Court about a month after the Annual Meeting. Foxby has asked that the claims against the Fund and the director defendants be dismissed or that a summary judgment be entered in its favor. The Fund's motion to dismiss is currently scheduled for a hearing on March 7.

We appreciate your support and look forward to serving your investment needs in the years ahead.

Sincerely,

/s/ Thomas B. Winmill  
Thomas B. Winmill  
President

/s/ Marion E. Morris  
Marion E. Morris  
Senior Vice President

TOP TEN HOLDINGS  
(at December 31, 2004)

1. PMA Capital Corp. 6. Comcast Corp.
2. SurModics, Inc. 7. Adolph Coors Company Class B
3. Patterson Companies Inc. 8. MBNA Corp.
4. The Neiman Marcus Group Inc. Class A 9. The Procter & Gamble Company
5. DIMON Incorporated 10. U.S. Bancorp

Top ten holdings comprise approximately 33% of total assets. This portfolio information should not be considered as a recommendation to purchase or sell a particular security and there is no assurance that any securities will remain in or out of the Fund.

FOXBY CORP.

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Schedule of Portfolio Investments - December 31, 2004

Shares -----		Market Value -----
	COMMON STOCKS (99.67%)	
	Air Purification Equipment Manufacturing (3.16%)	
7,400	Donaldson Company, Inc. ....	\$ 241,092
		-----
	All Other Miscellaneous Manufacturing (3.01%)	
2,800	3M Co. ....	229,796
		-----
	Breweries (3.27%)	
3,300	Adolph Coors Company Class B ....	249,711
		-----
	Cable and Other Pay TV Services (3.31%)	
7,600	Comcast Corp./ (2) / ....	252,928
		-----

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Commercial Banking (6.17%)		
7,700	U.S. Bancorp .....	241,164
3,700	Wells Fargo & Company .....	229,955
		-----
		471,119
		-----
Copper Ore and Nickel Ore Mining (1.66%)		
110,000	Peru Copper Inc./ (2)/ .....	126,690
		-----
Credit Card Issuing (3.17%)		
8,600	MBNA Corporation .....	242,434
		-----
Crude Petroleum and Natural Gas Extraction (3.08%)		
5,400	Burlington Resources Inc. ....	234,900
		-----
Department Stores (6.36%)		
4,400	Target Corporation .....	228,492
3,600	The Neiman Marcus Group, Inc. Class A .....	257,544
		-----
		486,036
		-----
Direct Property and Casualty Insurance Carriers (3.79%)		
28,000	PMA Capital Corporation/(2)/.....	289,800
		-----
Gold Ore Mining (11.67%)		
40,000	Bolivar Gold Corp./ (2)/ .....	65,598
29,000	Dundee Precious Metals Inc./ (2)/.....	181,038
35,000	Gammon Lake Resources Inc./ (2)/.....	186,900
127,500	Guinor Gold Corporation/(2))/.....	106,410
55,000	Highland Gold Mining Ltd. ....	198,503
50,000	Jaguar Mining Inc./ (2)/.....	152,312
		-----
		890,761
		-----
Insurance Agencies and Brokerages (3.02%)		
5,300	Brown & Brown, Inc. ....	230,815
		-----
Jewelry Stores (3.01%)		
7,700	Zale Corporation/(2)/.....	229,999
		-----
Medical and Hospital Equipment (3.41%)		
6,000	Patterson Companies Inc./ (2)/.....	260,340
		-----
Metal Coating and Allied Services to Manufacturers (3.49%)		
8,200	SurModics, Inc./ (2)/.....	266,582
		-----
Miscellaneous Business Services (2.78%)		
75,000	Safety Intelligence Systems Corp./ (1) (2)/.....	212,145
		-----

See accompanying notes to financial statements.

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FOXBY CORP.

### Schedule of Portfolio Investments - December 31, 2004

Shares	Market Value
-----	-----
COMMON STOCKS - continued	
Natural Gas Transmission (1.62%)	

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29,000	MetroGAS S.A. ADR/(2)/ .....	123,540
		-----
	Paint and Coating Manufacturing (3.08%)	
4,700	The Valspar Corporation .....	235,047
		-----
	Pharmaceutical Preparation Manufacturing (2.71%)	
7,700	Pfizer Inc. ....	207,053
		-----
	Pharmacies and Drug Stores (3.06%)	
6,100	Walgreen Co. ....	234,057
		-----
	Radio & TV Communications Equipment (3.12%)	
12,800	NTT DoCoMo, Inc. ADR .....	238,336
		-----
	Real Estate Investment Trusts (2.95%)	
35,000	Prime Group Realty Trust/(2)/ .....	225,050
		-----
	Semiconductor and Related Device Manufacturing (3.03%)	
9,900	Intel Corporation .....	231,561
		-----
	Soap and Other Detergent Manufacturing (3.17%)	
4,400	The Procter & Gamble Company .....	242,352
		-----
	Tobacco and Tobacco Products (3.34%)	
38,000	DIMON Incorporated .....	255,360
		-----
	Toilet Preparation Manufacturing (2.94%)	
5,800	Avon Products, Inc. ....	224,460
		-----
	Trust, Fiduciary, and Custody Activities (3.15%)	
4,900	State Street Corporation .....	240,688
		-----
	Veterinary Services (3.14%)	
4,400	IDEXX Laboratories, Inc./ (2)/ .....	240,196
		-----
	Total Common Stocks (cost: \$7,199,071) .....	7,612,848
		-----
	WARRANTS (0.33%)	
	Copper Ore and Nickel Ore Mining (0.14%)	
55,000	Peru Copper Inc. Warrants expiring 3/18/06/(2)/ .....	10,557
		-----
	Gold Ore Mining (0.19%)	
25,000	Jaguar Mining Inc. Warrants expiring 12/31/07/(2)/ .....	14,605
		-----
	Total Warrants (cost: \$0) .....	25,162
		-----
	Total Investments (cost: \$7,199,071) (100.00%) .....	\$ 7,638,010
		=====

/(1)/ Security is not publicly traded. This security is valued by the Board of Directors and represents 2.78% of total investments.

/(2)/ Non-income producing security.  
ADR American Depository Receipt

FOXBY CORP. 4 See accompanying notes to financial statements.

STATEMENT OF ASSETS AND LIABILITIES  
December 31, 2004

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ASSETS:

Investments at market value	
(cost: \$7,199,071) (Note 2) .....	\$ 7,638,010
Dividend receivable .....	5,574
Other assets .....	2,725
	-----
Total assets .....	7,646,309
	-----

LIABILITIES:

Note payable (Note 7) .....	909,500
Accrued expenses .....	32,052
Accrued management fees (Note 4) .....	5,584
	-----
Total liabilities .....	947,136
	-----

NET ASSETS: (applicable to 2,602,847 shares

outstanding: 500,000,000 shares of \$.01	
par value authorized) .....	\$ 6,699,173
	=====

NET ASSET VALUE PER SHARE

(\$6,699,173 / 2,602,847 shares outstanding) .....	\$ 2.57
	=====

At December 31, 2004, net assets consisted of:

Paid-in capital .....	\$ 23,268,722
Net unrealized appreciation on investments .....	438,939
Accumulated net realized loss on investments	
and futures .....	(17,008,488)
	-----
	\$ 6,699,173
	=====

STATEMENT OF OPERATIONS

Year Ended December 31, 2004

INVESTMENT INCOME:

Dividends (net of foreign tax of \$478) .....	\$ 46,298
Interests .....	14,777
	-----
Total investment income .....	61,075
	-----

EXPENSES:

Legal and compliance (Note 4) .....	105,069
Accounting and auditing (Note 4) .....	70,268
Investment management (Note 4) .....	67,655
Printing .....	65,850
Directors .....	10,454
Transfer agent .....	7,816
Custodian .....	7,500
Dividend expense .....	5,705
Registration .....	3,716
Other .....	3,649
	-----
Total expenses excluding interest expense	347,682
Interest expense .....	5,152
	-----
Total operating expenses .....	352,834
	-----
Net investment loss .....	(291,759)
	-----

REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS:

Net realized gain on investments .....	1,153,414
Unrealized depreciation on investments	

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during the period .....	(1,313,471)	
	-----	
Net realized and unrealized loss on investments .....	(160,057)	
	-----	
Net decrease in net assets resulting from operations .....	\$ (451,816)	
	=====	
See accompanying notes to financial statements.	5	FOXBY CORP.

STATEMENTS OF CHANGES IN NET ASSETS Years Ended December 31, 2004 and 2003

	2004	2003
	-----	-----
OPERATIONS:		
Net investment loss .....	\$ (291,759)	\$
Net realized gain (loss) on:		
Investment transactions .....	1,153,414	
Futures transactions .....	-	(1)
Change in unrealized appreciation (depreciation) on investments ....	(1,313,471)	1
	-----	-----
Net increase (decrease) in net assets resulting from operations ....	(451,816)	
	-----	-----
 Total change in net assets .....	 (451,816)	
NET ASSETS:		
Beginning of year .....	7,150,989	6
	-----	-----
End of year .....	\$ 6,699,173	\$ 7
	=====	=====

FOXBY CORP. 6 See accompanying notes to financial statements.

Notes to Financial Statements

(1) Foxby Corp., formerly Internet Growth Fund, Inc. (the "Fund"), was incorporated under the laws of the state of Maryland on August 24, 1998 and is registered under the Investment Company Act of 1940 as a non-diversified, closed-end management investment company. The Fund commenced operations on October 29, 1999. On December 11, 2002, the Board of Directors of the Fund approved a change in the fiscal year end to December 31.

(2) The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. With respect to security valuation, securities traded on a national securities exchange or the Nasdaq National Market System ("NMS") are valued at the last reported sales price on the day the valuations are made. Such securities that are not traded on a particular day and securities traded in the over-the-counter market that are not on NMS are valued at the mean between the current bid and asked prices. Certain of the securities in which the Fund invests are priced through pricing services which may utilize a matrix pricing system which takes into consideration factors such as yields, prices, maturities, call features and ratings on comparable securities. Bonds may be valued according to prices quoted by a dealer in bonds which offers pricing services. Debt obligations with



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remaining maturities of 60 days or less are valued at cost adjusted for amortization of premiums and accretion of discounts. Securities denominated in foreign currencies are translated into U.S. dollars at prevailing exchange rates. Securities for which quotations are not readily available or reliable and other assets may be valued as determined in good faith by or under the direction of the Board of Directors. Investment transactions are accounted for on the trade date (the date the order to buy or sell is executed). Interest income is recorded on the accrual basis. In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(3) It is the Fund's current intention to meet the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute all of its taxable net income to its shareholders. In addition, the Fund intends to pay distributions as required to avoid imposition of excise tax. Therefore, no federal income tax provision is required. At December 31, 2004, the Fund had a capital loss carryforward of approximately \$16,581,400 of which \$8,986,200 expires in 2009, \$6,757,800 expires in 2010, and \$837,400 expires in 2011. No capital gain will be distributed until the capital loss carryforwards have been exhausted.

As of December 31, 2004, the components of distributable earnings on a tax basis were as follows:

Capital loss carryforward	\$ (16,581,367)
Post-October loss*	(427,121)
Unrealized appreciation	438,939
	-----
	\$ (16,569,549)
	=====

\* Under the current tax law, capital losses realized after October 31st and prior to the Fund's fiscal year are deferred as occurring on the first day of the following year.

Accounting principles generally accepted in the United States of America require certain components of net assets to be reclassified between financial and tax reporting. These reclassifications have no effect on

net assets or net asset value per share. For the year ended December 31, 2004, the Fund reclassified \$291,759 from accumulated investment loss to paid-in capital.

(4) Effective July 12, 2002, the Fund retained CEF Advisers, Inc. as its Investment Manager. Previously, LCM Capital Management, Inc. ("LCM") was the manager. Under the terms of the Investment Management Agreement, the Fund pays the Investment Manager a fee for its services at the annual rate of 1.00% of the Fund's average daily net assets. The fee is accrued each calendar day and the sum of the daily fee accruals is paid monthly. The daily fee accrual is computed by multiplying 1/366 by the annual rate and multiplying the product by the net asset value of the Fund as of the close of business on the previous day. LCM's fee was substantially similar. Certain officers and directors of the Fund are officers and directors of the Investment Manager. The Fund reimbursed the Investment Manager \$38,322 for providing at cost certain compliance services of \$12,644 and accounting services of \$25,678 during the year ended December 31, 2004.

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(5) The Fund has an arrangement with its custodian and transfer agent whereby interest earned on uninvested cash balances was used to offset a portion of the Fund's expenses. There were no credits during the year ended December 31, 2004. Purchases and sales of investment securities (excluding shortterm investments) aggregated \$8,687,199 and \$8,518,739, respectively, for the year ended December 31, 2004. At December 31, 2004, gross unrealized appreciation and depreciation of investments for tax purposes were as follows:

Appreciation	520,738
Depreciation	(81,799)
	-----
Net appreciation on investments	\$ 438,939
	=====

At December 31, 2004, the cost of investments for federal income tax purposes was \$7,199,071.

(6) The Fund may engage in transactions in futures contracts. Upon entering into a futures contract, the Fund is required to deposit with the broker an amount of cash or cash equivalents equal to a certain percentage of the contract amount. This is known as the "initial margin." Subsequent payments ("variation margin") are made or received by the Fund each day, depending on the daily fluctuation of the value of the contract. The daily change in the contract is included in unrealized appreciation/depreciation on investments and futures contracts. The Fund realizes a gain or loss when the contract is closed. Futures transactions sometimes may reduce returns or increase volatility. In addition, futures can be illiquid and highly sensitive to changes in their underlying security, interest rate or index, and as a result can be highly volatile. A small investment in certain futures could have a potentially large impact on a Fund's performance. At December 31, 2004 the Fund had no open future contracts.

(7) The Fund may borrow through a committed bank line of credit. At December 31, 2004, there was \$909,500 outstanding and the interest rate was at the borrower's option of (i) overnight federal funds or (ii) LIBOR (30, 60, 90 days), each as in effect from time to time, plus 0.75% per annum, calculated on the basis of actual days elapsed for a 360-day year. For the year ended December 31, 2004, the weighted average interest rate was 2.13% based on the balances outstanding during the period and the weighted average amount outstanding was \$112,554.

(8) Of the 2,602,847 shares of common stock outstanding at December 31, 2004, Investor Service Center, Inc. ("ISC"), an affiliate of the Fund's Investment Manager, owned 236,900 shares. Certain officers and directors of ISC are also officers and directors of the Fund and the Investment Manager.

FOXBY CORP.

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(9) In the Circuit Court for Baltimore City, Maryland, Civil Action No. 24-C-04-007613 filed on October 4, 2004, a group comprised of Richard J. Shaker, Phillip Goldstein, Rajeev Das, and Andrew Dakos have sued the Fund and its Directors, alleging various breaches by the Directors of fiduciary duty under Maryland law and seeking declaratory and injunctive relief. This suit generally arises out of the Fund's 2004 annual meeting of stockholders and the Fund's Bylaws. The Fund has filed a motion to dismiss the suit or, in the alternative, for summary judgment. In connection with these and other legal matters in the year ended December 31, 2004, legal expenses incurred by the Fund were approximately \$83,200.

FINANCIAL HIGHLIGHTS

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	Year Ended 12/31/04	Year Ended 12/31/03	Nine Months Ended 12/31/02	Year Ended 3/31/01
PER SHARE DATA .....				
Net asset value at beginning of period .....	\$ 2.75	\$ 2.59	\$ 3.27	\$ 3.7
Income from investment operations:				
Net investment (loss) .....	(.11)	(.10)	(0.04)	(0.0
Net realized and unrealized gain (loss) on investments .....	(.07)	.26	(0.64)	(0.1
Total from investment operations .....	(.18)	.16	(0.68)	(0.2
Less distributions:				
Distributions to shareholders .....	-	-	-	(0.2
Net asset value at end of period .....	\$ 2.57	\$ 2.75	\$ 2.59	\$ 3.2
TOTAL RETURN ON NET ASSET VALUE BASIS (a) .....	(6.55)%	6.18%	(20.80)%	(6.6
TOTAL RETURN ON MARKET VALUE BASIS (a) .....	(7.50)%	15.94%	(31.00)%	(2.0
RATIOS/SUPPLEMENTAL DATA				
Net assets at end of period (000's omitted) ..	\$ 6,699	\$ 7,151	\$ 6,731	\$ 8,50
Ratio of expenses to average net assets .....	5.27%	4.39%	4.70%/(b)/	3.1
Ratio of net investment income (loss) to average net assets .....	(4.31)%	(3.91)%	(3.30)%/(b)/	(2.4
Portfolio turnover rate .....	164.08%	75.39%	267.87%	89.3

\* From commencement of operations on October 29, 1999.

(a) Total return on market value basis is calculated assuming a purchase of common stock on the opening of the first day and sale on the closing of the last day of each period reported. Dividends and distributions, if any, are assumed for purposes of this calculation, to be reinvested at prices obtained under the Fund's dividend reinvestment plan. Generally, total return on net asset value basis will be higher than total return on market value basis in periods where there is an increase in the discount or a decrease in the premium of the market value to the net asset value from the beginning to the end of such periods. Conversely, total return on net asset value basis will be lower than total return on market value basis in periods where there is a decrease in the discount or an increase in the premium of the market value to the net asset value from the beginning to the end of such periods. Total return calculated for a period of less than one year is not annualized. The calculation does not reflect brokerage commissions, if any.

(b) Annualized.

(c) Includes \$0.06 of gains resulting from the buy back of treasury shares at a discount to net asset value.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Foxby Corp.:

We have audited the accompanying statement of assets and liabilities of Foxby Corp. (formerly Internet Growth Fund, Inc.) (the "Fund"), including the schedule of investments as of December 31, 2004, the related statement of operations for the year then ended and the statement of changes in net assets for the two years then ended, and the financial highlights for the two years then ended, the nine months ended December 31, 2002 and the year ended March 31, 2002. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits. The financial highlights for the year ended March 31, 2001 and the period March 31, 2000 were audited by other auditors whose report dated May 14, 2001 expressed an unqualified opinion on the statement of changes in net assets and the financial highlights.

We conducted our audits in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of December 31, 2004 by correspondence with the custodian. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Foxby Corp. as of December 31, 2004, the results of its operations, the changes in its net assets, and the financial highlights for the periods noted above, in conformity with accounting principles generally accepted in the United States of America.

TAIT, WELLER & BAKER

Philadelphia, Pennsylvania  
February 15, 2005

FOXBY CORP.

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## PRIVACY POLICY

The Fund recognizes the importance of protecting the personal and financial information of its shareholders. We consider each shareholder's personal information to be private and confidential. This describes the practices followed by us to protect our shareholders' privacy. We may obtain information about you from the following sources: (1) information we receive from you on forms and other information you provide to us whether in writing, by telephone, electronically or by any other means; (2) information regarding your transactions with us, our corporate affiliates, or others. We do not sell shareholder personal information to third parties. We will collect and use shareholder personal information only to service shareholder accounts. This information may be used by us in connection with providing services or financial

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products requested by shareholders. We will not disclose shareholder personal information to any nonaffiliated third party except as permitted by law. We take steps to safeguard shareholder information. We restrict access to nonpublic personal information about you to those employees and service providers who need to know that information to provide products or services to you. With our service providers we maintain physical, electronic, and procedural safeguards to guard your nonpublic personal information. Even if you are no longer a shareholder, our Privacy Policy will continue to apply to you. We reserve the right to modify, remove or add portions of this Privacy Policy at any time.

WWW.FOXBYCORP.COM

Visit us on the Internet at [www.foxbycorp.com](http://www.foxbycorp.com). The site provides information about the Fund including market performance, net asset value (NAV), dividends, press releases, and shareholder reports. For further information, you can email us at [info@foxbycorp.com](mailto:info@foxbycorp.com). The Fund is a member of the Closed-End Fund Association (CEFA). Its website address is [www.cefa.com](http://www.cefa.com). CEFA is solely responsible for the content of its website.

### QUARTERLY HOLDINGS

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the SEC's Internet site at <http://www.sec.gov> and may be reviewed and copied at the SEC's Public Reference Room. Copies of this information can be obtained, after paying a duplicating fee, by e-mail request to [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing to the SEC's Public Reference Section, Washington, DC 20549-0102. The Fund's Investment Company Act file number is 811-09261. The Fund makes the information on Form N-Q available to shareholders upon request free of charge by e-mail request to [info@foxbycorp.com](mailto:info@foxbycorp.com) or by calling toll-free 1-800-472-4160.

### PROXY VOTING

The Fund's Proxy Voting Guidelines (the "Guidelines") as well as its voting record for the 12 months ended December 31, 2004, are available without charge, by calling the Fund collect at 1-212-344-6310 and on the SEC's website at <http://www.sec.gov>. The Guidelines are also posted on the Fund's website at <http://www.foxbycorp.com>.

### DIVIDEND REINVESTMENT PLAN

The Fund has adopted a Dividend Reinvestment Plan (the "Plan"). Under the Plan, each dividend and capital gain distribution, if any, declared by the Fund on outstanding shares will, unless elected otherwise by each shareholder by notifying the Fund in writing at any time prior to the record date for a particular dividend or distribution, be paid on the payment date fixed by the Board of Directors or a committee thereof in additional shares. If the Market Price (as defined below) per share is equal to or exceeds the net asset value per share at the time shares are valued for the purpose of determining the number of shares equivalent to the cash dividend or capital gain distribution (the "Valuation Date"), participants will be issued additional shares equal to the amount of such dividend divided by the greater of that net asset value per share or 95% of that Market Price per share. If the Market Price per share is less than such net asset value on the Valuation Date, participants will be issued additional shares equal to the amount of such dividend divided by the Market Price. The Valuation Date is the day before the dividend or distribution payment date or, if that day is not an American Stock Exchange trading day, the next trading day. For all purposes of the Plan: (a) the Market Price of the shares on a particular date shall be the average closing market price on the five trading days the shares traded ex-dividend on the Exchange prior to such date or, if no sale occurred on any of these days, then the mean between the

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closing bid and asked quotations, for the shares on the Exchange on such day, and (b) net asset value per share on a particular date shall be as determined by or on behalf of the Fund.

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FUND INFORMATION

Investment Manager  
 CEF Advisers, Inc.  
 11 Hanover Square  
 New York, NY 10005

Custodian  
 State Street Bank & Trust Co.  
 801 Pennsylvania Avenue  
 Kansas City, MO 64105

Independent Registered Public  
 Accounting Firm  
 Tait, Weller & Baker  
 1818 Market St., Suite 2400  
 Philadelphia, PA 19103

Stock Transfer Agent and Registrar  
 American Stock Transfer & Trust Co.  
 59 Maiden Lane  
 New York, NY 10038  
 1-800-278-4353  
 www.amstock.com

Internet  
 www.foxbycorp.com  
 email: info@foxbycorp.com

RESULTS OF THE ANNUAL MEETING

The Fund's Annual Meeting was held on September 7, 2004 at the office of the Fund at 11 Hanover Square, New York, New York for the purpose of electing the following directors to serve as follows with the votes received as set forth below:

Director	Class	Term	Expiring*	Votes For	Votes Withheld
James E. Hunt	I	4 years	2008	744,695	16,387
Bruce B. Huber	II	5 years	2009	744,695	16,387
John B. Russell	V	2 years	2007	744,695	16,387

\* And until his successor is duly elected and qualifies. Directors whose term of office continued after the meeting are Peter K.Werner and Thomas B. Winmill.

DIRECTORS AND OFFICERS

The following table sets forth certain information concerning the other Directors currently serving on the Board of the Fund. Each Director who is deemed to be an "interested person" because he is an "affiliated person" as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), is indicated by an asterisk.

Name, Principal Occupation, Business Experience for Past Five Years, Address, and Age	Director Since	Number of in In Compan Overseen
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Class I:

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JAMES E. HUNT - He is a Managing Director of Hunt Howe Partners LLC executive recruiting consultants. He was born on December 14, 1930. 2004

Class II:

BRUCE B. HUBER, CLU, ChFC, MSFS - He is a Financial Representative with New England Financial, specializing in financial, estate and insurance matters. He was born on February 7, 1930. 2004

Class III:

PETER K. WERNER - Since 1996 he has taught and directed many programs at The Governor Dummer Academy. Previously he was Vice President of Money Market Trading at Lehman Brothers. He was born on August 16, 1959. 2002

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Class IV:

THOMAS B. WINMILL\* - He is President, Chief Executive Officer, and General Counsel of the Fund, as well as the other investment companies (collectively, the "Investment Company Complex") advised by CEF Advisers, Inc. (the "Investment Manager") and its affiliates, and of Winmill & Co. Incorporated ("WCI"). He also is President of the Investment Manager. He is a member of the New York State Bar and the SEC Rules Committee of the Investment Company Institute. He was born on June 25, 1959. 2002

Class V:

JOHN B. RUSSELL - He is a Director of Wheelock, Inc., a manufacturer of signal products, and a consultant for the National Executive Service Corps. He was born on February 9, 1923. 2004

\* He is an "interested person" of the Fund as defined in the 1940 Act due to his affiliation with the Investment Manager.

Messrs. Huber, Hunt, Russell and Werner also serve on the Audit and Nominating Committees of the Board. Mr. Winmill also serves on the Executive Committee of the Board.

The executive officers, other than those who serve as Directors, and their relevant biographical information are set forth below. Unless otherwise noted, the address of record for the officers is 11 Hanover Square, New York, New York 10005

Name and Age	Principal Occupation During Pa
William G. Vohrer Born on August 17, 1950	Chief Accounting Officer, Chief and Vice President since 2002. Officer, Chief Financial Officer, Chief Financial Officer, President of the other investment companies of the Investment Company Complex, th

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and its affiliates. From 1999  
accounting matters.

Marion E. Morris  
Born on June 17, 1945

Senior Vice President since 20  
President of the other investm  
Investment Company Complex, th  
and its affiliates. She is Dir  
member of the Investment Polic  
Manager. Previously, she serve  
Brothers, The First Boston Cor  
Fitzgerald.

Monica Pelaez  
Born on November 5, 1971

Vice President, Secretary and  
2002. She also is Vice Preside  
Compliance Officer of the othe  
Investment Company Complex, th  
and its affiliates. She is a m  
Bar.

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This report, including the financial statements herein, is transmitted to the  
shareholders of the Fund for their information. The financial information  
included herein is taken from the records of the Fund. This is not a  
prospectus, circular or representation intended for use in the purchase of  
shares of the Fund or any securities mentioned in this report. Pursuant to  
Section 23 of the Investment Company Act of 1940, notice is hereby given that  
the Fund may in the future, purchase shares of its common stock in the open  
market. These purchases may be made from time to time, at such times, and in  
such amounts, as may be deemed advantageous to the Fund, although nothing  
herein shall be considered a commitment to purchase such shares.  
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11 Hanover Square  
New York, NY 10005

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Item 2. Code of Ethics

- (a) The registrant has adopted a code of ethics (the "Code") that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party.
- (b) No information need be disclosed pursuant to this paragraph.
- (c) Not applicable.
- (d) Not applicable.



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- (e) Not applicable.
- (f) (1) The Code is attached hereto as Exhibit 99.CODE ETH.
  - (2) The text of the Code can be on the registrant's website, [www.foxbycorp.com](http://www.foxbycorp.com).
  - (3) A copy of the Code may be obtained free of charge by calling collect 1-212-344-6310.

### Item 3. Audit Committee Financial Expert

The registrant's Board of Directors has determined that it has four "audit committee financial experts" serving on its audit committee, each of whom are "independent" Directors: Bruce B. Huber, James E. Hunt, John B. Russell and Peter K. Werner. Under applicable securities laws, a person who is determined to be an audit committee financial expert will not be deemed an "expert" for any purpose, including without limitation for the purposes of Section 11 of the Securities Act of 1933, as a result of being designated or identified as an audit committee financial expert. The designation or identification of a person as an audit committee financial expert does not impose on such person any duties, obligations, or liabilities that are greater than the duties, obligations, and liabilities imposed on such person as a member of the audit committee and Board of Directors in the absence of such designation or identification.

### Item 4. Principal Accountant Fees and Services

- (a) Disclose, under the caption Audit Fees, the aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years.

#### AUDIT FEES

2003 - \$9,500  
2004 - \$9,000

- (b) Disclose, under the caption Audit-Related Fees, the aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of this Item. Registrants shall describe the nature of the services comprising the fees disclosed under this category.

#### AUDIT RELATED FEES

2003 - \$1,000  
2004 - \$1,000

Audit-related fees include amounts reasonably related to the performance of the audit of the registrant's financial statements, including the issuance of a report on internal controls and review of periodic reporting.

- (c) Disclose, under the caption Tax Fees, the aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning. Registrants shall describe the nature of the services comprising the fees disclosed under this category.

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### TAX FEES

2003 - \$2,500  
2004 - \$3,000

Tax fees include amounts related to tax compliance, tax planning, and tax advice.

- (d) Disclose, under the caption All Other Fees, the aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported in paragraphs (a) through (c) of this Item. Registrants shall describe the nature of the services comprising the fees disclosed under this category.

### ALL OTHER FEES

2003 - N/A  
2004 - N/A

- (e) (1) The registrant's audit committee has adopted a policy to consider for pre-approval any non-audit services proposed to be provided by the auditors to the registrant, and any non-audit services proposed to be provided by such auditors to the registrant's investment manager, if any, which have a direct impact on registrant operations or financial reporting. Such pre-approval of non-audit services proposed to be provided by the auditors to the registrant is not necessary, however, under the following circumstances: (1) all such services do not aggregate to more than 5% of total revenues paid by the registrant to the auditor in the fiscal year in which services are provided, (2) such services were not recognized as non-audit services at the time of the engagement, and (3) such services are brought to the attention of the audit committee, and approved by the audit committee, prior to the completion of the audit.
- (2) No services included in (b) - (d) above were approved pursuant to paragraph (c) (7) (i) (C) of Rule 2-01 of Regulation S-X.
- (f) Not applicable.
- (g) The aggregate fees proposed to be billed or billed for the most recent fiscal year and the preceding fiscal year by the registrant's principal accountant for non-audit services rendered to the registrant, its investment manager, and any entity controlling, controlled by, or under common control with the investment manager that provides ongoing services to the registrant were \$38,750 and \$41,000, respectively.
- (h) The registrant's audit committee has considered the provision of non-audit services that were rendered by accountant to the registrant's investment manager and its affiliates, including, if applicable, any that were not pre-approved pursuant to paragraph (c) (7) (ii) of Rule 2-01 of Regulation S-X, to be compatible with maintaining the independence of the accountant, taking into account representations from the accountant, in accordance with Independence Standards Board requirements and the meaning of the Securities laws administered by the SEC, regarding its independence from the registrant, its investment manager and the investment manager's affiliates.

### Item 5. Audit Committee of Listed Registrants

The registrant has a standing audit committee. The members of the audit committee are Bruce B. Huber, James E. Hunt, John B. Russell and Peter K. Werner.

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### Item 6. Schedule of Investments

Included as part of the report to shareholders filed under Item 1 of this Form.

### Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies

#### Amended Proxy Voting Policies and Procedures

Foxby Corp.  
Global Income Fund, Inc.  
Midas Fund, Inc.  
Midas Special Equities Fund, Inc.  
Tuxis Corporation

Foxby Corp., Global Income Fund, Inc., Midas Fund, Inc., Midas Special Equities Fund, Inc. and Tuxis Corporation (the "Funds") delegate the responsibility for voting proxies of portfolio companies held in each Fund's portfolio to Institutional Shareholder Services, Inc. ("ISS"). The Proxy Voting Guidelines of ISS are incorporated by reference herein as each Fund's proxy voting policies and procedures, as supplemented by the terms hereof. Each Fund retains the right to override the delegation to ISS on a case-by-case basis, in which case the ADDENDUM -- NON-DELEGATED PROXY VOTING POLICIES AND PROCEDURES supercede the Proxy Voting Guidelines of ISS in their entirety. In all cases, a Fund's proxies will be voted in the best interests of the Fund.

With respect to a vote upon which a Fund overrides the delegation to ISS, to the extent that such vote presents a material conflict of interest between the Fund and its investment adviser, distributor, or any affiliated person of the Fund's investment adviser or distributor, the Fund will disclose such conflict to, and obtain consent from, its Independent Directors, or a committee thereof, prior to voting the proxy.

January 1, 2004

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1 For the open-end investment companies, Midas Fund, Inc. and Midas Special Equities Fund, Inc., the investment adviser is Midas Management Corporation and the distributor is Investor Service Center, Inc. For Foxby Corp. and Global Income Fund, Inc., the investment adviser is CEF Advisers, Inc. Tuxis Corporation is internally managed. The closed-end funds, Foxby Corp., Global Income Fund, Inc. and Tuxis Corporation, do not have a distributor.

2 Each Fund's Independent Directors are those directors who are not interested persons of the Fund, its investment adviser and distributor.

ADDENDUM --  
NON-DELEGATED PROXY VOTING POLICIES AND PROCEDURES

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These proxy voting policies and procedures are intended to provide general guidelines regarding the issues they address. As such, they cannot be "violated." In each case the vote will be based on maximizing shareholder value over the long term, as consistent with overall investment objectives and policies.

### BOARD AND GOVERNANCE ISSUES

#### o Board of Director Composition

Typically, we will not object to slates with at least a majority of independent directors.

We generally will not object to shareholder proposals that request that the board audit, compensation and/or nominating committees include independent directors exclusively.

#### o Approval of Independent Auditors

We will evaluate on a case-by-case basis instances in which the audit firm has a significant audit relationship with the company to determine whether we believe independence has been compromised.

We will review and evaluate the resolutions seeking ratification of the auditor when fees for financial systems design and implementation substantially exceed audit and all other fees, as this can compromise the independence of the auditor.

We will carefully review and evaluate the election of the audit committee chair if the audit committee recommends an auditor whose fees for financial systems design and implementation substantially exceed audit and all other fees, as this can compromise the independence of the auditor.

#### o Increase Authorized Common Stock

We will generally support the authorization of additional common stock necessary to facilitate a stock split.

We will generally support the authorization of additional common stock.

#### o Blank Check Preferred Stock

Blank check preferred is stock with a fixed dividend and a preferential claim on company assets relative to common shares. The terms of the stock (voting, dividend and conversion rights) are determined at the discretion of the Board

when the stock is issued. Although such an issue can in theory be used for financing purposes, often it has been used in connection with a takeover defense. Accordingly, we will generally evaluate the creation of blank check preferred stock.

#### o Classified or "Staggered" Board

On a classified (or staggered) board, directors are divided into separate classes (usually three) with directors in each class elected to overlapping three-year terms. Companies argue that such Boards offer continuity in direction which promotes long-term planning. However, in some instances they may serve to deter unwanted takeovers since a potential buyer would have to wait at least two years to gain a majority of Board seats.

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We will vote on a case-by-case basis on issues involving classified boards.

- o Supermajority Vote Requirements

Supermajority vote requirements in a company's charter or bylaws require a level of voting approval in excess of simple majority. Generally, supermajority provisions require at least 2/3 affirmative vote for passage of issues.

We will vote on a case-by-case basis regarding issues involving supermajority voting.

- o Restrictions on Shareholders to Act by Written Consent

Written consent allows shareholders to initiate and carry out a shareholder action without waiting until the annual meeting or by calling a special meeting. It permits action to be taken by the written consent of the same percentage or outstanding shares that would be required to effect the proposed action at a shareholder meeting.

We will generally not object to proposals seeking to preserve the right of shareholders to act by written consent.

- o Restrictions on Shareholders to Call Meetings

We will generally not object to proposals seeking to preserve the right of the shareholders to call meetings.

- o Limitations, Director Liability and Indemnification

Because of increased litigation brought against directors of corporations and the increase costs of director's liability insurance, many states have passed laws limiting director liability for those acting in good faith. Shareholders, however, often must opt into such statutes. In addition, many companies are seeking to add indemnification of directors to corporate bylaws.

We will generally support director liability and indemnification resolutions because it is important for companies to be able to attract the most qualified individuals to their Boards.

- o Reincorporation

Corporations are in general bound by the laws of the state in which they are incorporated. Companies reincorporate for a variety of reasons including shifting incorporation to a state where the company has its most active operations or corporate headquarters, or shifting incorporation to take advantage of state corporate takeovers laws.

We typically will not object to reincorporation proposals.

- o Cumulative Voting

Cumulative voting allows shareholders to cumulate their votes behind one or a few directors running for the board - that is, cast more than one vote for a director thereby helping a minority of shareholders to win board representation. Cumulative voting generally gives minority shareholders an opportunity to effect change in corporate affairs.

We typically will not object to proposals to adopt cumulative voting in the election of directors.

- o Dual Classes of Stock

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In order to maintain corporate control in the hands of a certain group of shareholders, companies may seek to create multiple classes of stock with differing rights pertaining to voting and dividends.

We will vote on a case-by-case basis dual classes of stock. However, we will typically not object to dual classes of stock.

- o Limit Directors' Tenure

In general, corporate directors may stand for re-election indefinitely. Opponents of this practice suggest that limited tenure would inject new perspectives into the boardroom as well as possibly creating room for directors from diverse backgrounds; however, continuity is important to corporate leadership and in some instances alternative means may be explored for injecting new ideas or members from diverse backgrounds into corporate boardrooms.

Accordingly, we will vote on a case-by-case basis regarding attempts to limit director tenure.

- o Minimum Director Stock Ownership

The director share ownership proposal requires that all corporate directors own a minimum number of shares in the corporation. The purpose of this resolution is to encourage directors to have the same interest as other shareholders.

We normally will not object to resolutions that require corporate directors to own shares in the company.

### EXECUTIVE COMPENSATION

- o Disclosure of CEO, Executive, Board and Management Compensation

On a case-by-case basis, we will support shareholder resolutions requesting companies to disclose the salaries of top management and the Board of Directors.

- o Compensation for CEO, Executive, Board and Management

We typically will not object to proposals regarding executive compensation if we believe the compensation clearly does not reflect the current and future circumstances of the company.

- o Formation and Independence of Compensation Review Committee

We normally will not object to shareholder resolutions requesting the formation of a committee of independent directors to review and examine executive compensation.

- o Stock Options for Board and Executives

We will generally review the overall impact of stock option plans that in total offer greater than 25% of shares outstanding because of voting and earnings dilution.

We will vote on a case-by-case basis option programs that allow the repricing of underwater options.

In most cases, we will oppose stock option plans that have option exercise prices below the marketplace on the day of the grant.

Generally, we will support options programs for outside directors subject to the

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same constraints previously described.

- o Employee Stock Ownership Plan (ESOPs)

We will generally not object to ESOPs created to promote active employee ownership. However, we will generally oppose any ESOP whose purpose is to prevent a corporate takeover.

- o Changes to Charter or By-Laws

We will conduct a case-by-case review of the proposed changes with the voting decision resting on whether the proposed changes are in shareholder's best interests.

- o Confidential Voting

Typically, proxy voting differs from voting in political elections in that the company is made aware of shareholder votes as they are cast. This enables management to contact dissenting shareholders in an attempt to get them to change their votes.

We generally will not object to confidential voting.

- o Equal Access to Proxy

Equal access proposals ask companies to give shareholders access to proxy materials to state their views on contested issues, including director nominations. In some cases they would actually allow shareholders to nominate directors. Companies suggest that such proposals would make an increasingly complex process even more burdensome.

In general, we will not oppose resolutions for equal access proposals.

- o Golden Parachutes

Golden parachutes are severance payments to top executives who are terminated or demoted pursuant to a takeover. Companies argue that such provisions are necessary to keep executives from "jumping ship" during potential takeover attempts.

We will not object to the right of shareholders to vote on golden parachutes because they go above and beyond ordinary compensation practices. In evaluating a particular golden parachute, we will examine if considered material total management compensation, the employees covered by the plan, and the quality of management and all other factors deemed pertinent.

### MERGERS AND ACQUISITIONS

- o Mergers, Restructuring and Spin-offs

A merger, restructuring, or spin-off in some way affects a change in control of the company's assets. In evaluating the merit of each issue, we will consider the terms of each proposal. This will include an analysis of the potential long-term value of the investment.

On a case by case basis, we will review management proposals for merger or restructuring to determine the extent to which the transaction appears to offer fair value and other proxy voting policies stated are not violated.

- o Poison Pills

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Poison pills (or shareholder rights plans) are triggered by an unwanted takeover attempt and cause a variety of events to occur which may make the company financially less attractive to the suitor. Typically, directors have enacted these plans without shareholder approval. Most poison pill resolutions deal with putting poison pills up for a vote or repealing them altogether.

We typically will not object to most proposals to put rights plans up for a shareholder vote. In general, poison pills will be reviewed for the additional value provided to shareholders, if any.

- o Anti-Greenmail Proposals

Greenmail is the payment a corporate raider receives in exchange for his/her shares. This payment is usually at a premium to the market price, so while greenmail can ensure the continued independence of the company, it discriminates against other shareholders.

We generally will support anti-greenmail provisions.

- o Opt-Out of State Anti-takeover Law

A strategy for dealing with anti-takeover issues has been a shareholder resolution asking a company to opt-out of a particular state's anti-takeover laws.

We generally will not object to bylaws changes requiring a company to opt out of state anti-takeover laws. Resolutions requiring companies to opt into state anti-takeover statutes generally will be subject to further review for appropriateness.

- o Other Situations

In the event an issue is not addressed in the above guidelines, we will determine on a case-by-case basis any proposals that may arise from management or shareholders. To the extent that a proposal from management does not infringe on shareholder rights, we will generally support management's position. We may also elect to abstain or not vote on any given matter.

January 1, 2004

### ISS Proxy Voting Guidelines Summary

Following is a concise summary of ISS's proxy voting policy guidelines.

1. Auditors

Vote CASE-BY-CASE on shareholder proposals on auditor rotation, taking into account these factors:

- o Tenure of the audit firm
- o Establishment and disclosure of a renewal process whereby the auditor is regularly evaluated for both audit quality and competitive price
- o Length of the rotation period advocated in the proposal
- o Significant audit-related issues

2. Board of Directors



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### Voting on Director Nominees in Uncontested Elections

Generally, vote CASE-BY-CASE. But WITHHOLD votes from:

- o Insiders and affiliated outsiders on boards that are not at least majority independent
- o Directors who sit on more than six boards
- o Compensation Committee members if there is a disconnect between the CEO's pay and performance

### Classification/Declassification of the Board

Vote AGAINST proposals to classify the board.  
Vote FOR proposals to repeal classified boards and to elect all directors annually.

### Independent Chairman (Separate Chairman/CEO)

Vote FOR shareholder proposals asking that the chairman and CEO positions be separated (independent chairman), unless the company has a strong countervailing governance structure, including a lead director, two-thirds independent board, all independent key committees, and established governance guidelines.

### Majority of Independent Directors/Establishment of Committees

Vote FOR shareholder proposals asking that a majority or more of directors be independent unless the board composition already meets the proposed threshold by ISS's definition of independence.

### Open Access (shareholder resolution)

Vote CASE-BY-CASE basis, taking into account the ownership threshold proposed in the resolution and the proponent's rationale.

## 3. Shareholder Rights

### Shareholder Ability to Act by Written Consent

Vote against proposals to restrict or prohibit shareholder ability to take action by written consent. Vote for proposals to allow or make easier shareholder action by written consent.

### Shareholder Ability to Call Special Meetings

Vote against proposals to restrict or prohibit shareholder ability to call special meetings. Vote for proposals that remove restrictions on the right of shareholders to act independently of management.

### Supermajority Vote Requirements

Vote AGAINST proposals to require a supermajority shareholder vote.

Vote FOR proposals to lower supermajority vote requirements.

### Cumulative Voting

Vote against proposals to eliminate cumulative voting. Vote proposals to restore or permit cumulative voting on a case-by-case basis relative to the company's other governance provisions.

### Confidential Voting

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Vote FOR shareholder proposals requesting that corporations adopt confidential voting, use independent vote tabulators and use independent inspectors of election. In proxy contests, support confidential voting proposals only if dissidents agree to the same policy that applies to management.

### 4. Proxy Contests

#### Voting for Director Nominees in Contested Elections

Votes in a contested election of directors must be evaluated on a CASE-BY-CASE basis, considering the factors that include the long-term financial performance, management's track record, qualifications of director nominees (both slates), and an evaluation of what each side is offering shareholders.

#### Reimbursing Proxy Solicitation Expenses

Vote CASE-BY-CASE. Where ISS recommends in favor of the dissidents, we also recommend voting for reimbursing proxy solicitation expenses.

### 5. Poison Pills

Vote for shareholder proposals that ask a company to submit its poison pill for shareholder ratification. Review on a case-by-case basis shareholder proposals to redeem a company's poison pill and management proposals to ratify a poison pill.

### 6. Mergers and Corporate Restructurings

Vote CASE-BY-CASE on mergers and corporate restructurings based on such features as the fairness opinion, pricing, strategic rationale, and the negotiating process.

### 7. Reincorporation Proposals

Proposals to change a company's state of incorporation should be evaluated on a CASE-BY-CASE basis, giving consideration to both financial and corporate governance concerns, including the reasons for reincorporating, a comparison of the governance provisions, and a comparison of the jurisdictional laws.

Vote FOR reincorporation when the economic factors outweigh any neutral or negative governance changes.

### 8. Capital Structure

#### Common Stock Authorization

Votes on proposals to increase the number of shares of common stock authorized for issuance are determined on a CASE-BY-CASE basis using a model developed by ISS.

Vote AGAINST proposals at companies with dual-class capital structures to increase the number of authorized shares of the class of stock that has superior voting rights.

Vote FOR proposals to approve increases beyond the allowable increase when a company's shares are in danger of being delisted or if a company's ability to continue to operate as a going concern is uncertain.

#### Dual-class Stock

Vote AGAINST proposals to create a new class of common stock with superior

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voting rights.

Vote FOR proposals to create a new class of nonvoting or subvoting common stock if:

- o It is intended for financing purposes with minimal or no dilution to current shareholders
- o It is not designed to preserve the voting power of an insider or significant shareholder

### 9. Executive and Director Compensation

ISS applies a quantitative methodology, but for Russell 3000 companies will also apply a pay-for-performance overlay in assessing equity-based compensation plans.

Vote AGAINST a plan if the cost exceeds the allowable cap.

Vote FOR a plan if the cost is reasonable (below the cap) unless either of the following conditions apply:

- o The plan expressly permits repricing without shareholder approval for listed companies; or
- o There is a disconnect between the CEO's pay and performance (an increase in pay and a decrease in performance), the main source for the pay increase is equity-based, and the CEO participates in the plan being voted on.

### Management Proposals Seeking Approval to Reprice Options

Votes on management proposals seeking approval to reprice options are evaluated on a CASE-BY-CASE basis giving consideration to the following:

- o Historic trading patterns
- o Rationale for the repricing
- o Value-for-value exchange
- o Option vesting
- o Term of the option
- o Exercise price
- o Participation

### Employee Stock Purchase Plans

Votes on employee stock purchase plans should be determined on a CASE-BY-CASE basis.

Vote FOR employee stock purchase plans where all of the following apply:

- o Purchase price is at least 85 percent of fair market value
- o Offering period is 27 months or less, and
- o Potential voting power dilution (VPD) is 10 percent or less.

Vote AGAINST employee stock purchase plans where any of the opposite conditions obtain.

### Shareholder Proposals on Compensation

Generally vote CASE-BY-CASE, taking into account company performance, pay level versus peers, pay level versus industry, and long term corporate outlook. But generally vote FOR shareholder proposals that:

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- o Advocate performance-based equity awards (indexed options, premium-priced options, performance-vested awards), unless the proposal is overly restrictive or the company already substantially uses such awards
- o Call for a shareholder vote on extraordinary benefits contained in Supplemental Executive Retirement Plans (SERPs).

### 10. Social and Environmental Issues

These issues cover a wide range of topics, including consumer and public safety, environment and energy, general corporate issues, labor standards and human rights, military business, and workplace diversity.

In general, vote CASE-BY-CASE. While a wide variety of factors goes into each analysis, the overall principal guiding all vote recommendations focuses on how the proposal will enhance the economic value of the company.

Vote:

- o FOR proposals for the company to amend its Equal Employment Opportunity (EEO) Statement to include reference to sexual orientation, unless the change would result in excessive costs for the company.
- o AGAINST resolutions asking for the adopting of voluntary labeling of ingredients or asking for companies to label until a phase out of such ingredients has been completed.

### Item 8. Portfolio Managers of Closed-End Management Investment Companies.

Not required at this time.

### Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers

Not applicable.

### Item 10. Submission of Matters to a Vote of Security Holders

There were no material changes to the procedures by which shareholders may recommend nominees to the registrant's board of directors made or implemented after the registrant last provided disclosure in response to the requirements of Item 7(d)(2)(ii)(G) of Schedule 14A (17 CFR 240.14a-101), or this Item.

### Item 11. Controls and Procedures

(a) The Principal Executive Officer and Principal Financial Officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act) provide reasonable assurances that material information relating to the registrant is made known to them by the appropriate persons, based on their evaluation of these controls and procedures as of a date within 90 days of the filing date of this report.

(b) There were no significant changes in the registrant's internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation referenced in (a)(i) above.

### Item 12. Exhibits

- (a) (1) Code of Ethics for Principal Executive and Senior Financial Officers

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attached hereto as Exhibit 99.CODE ETH.

- (a) (2) Certifications pursuant to Rule 30a-2(a) under the Investment Company Act of 1940 (17 CFR 270.360a-2) attached hereto as Exhibits EX-31 and EX-32.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Foxby Corp.

By: /s/ Thomas B. Winmill

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Thomas B. Winmill, President

Date: March 11, 2005

By: /s/ William G. Vohrer

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William G. Vohrer, Treasurer

Date: March 11, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Thomas B. Winmill

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Thomas B. Winmill, President

Date: March 11, 2005

By: /s/ William G. Vohrer

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William G. Vohrer, Treasurer

Date: March 11, 2005