FOXBY CORP.
Form N-CSRS
August 27, 2015

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

FORM N-CSRS

CERTIFIED SHAREHOLDER REPORT OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number: 811-09261

Foxby Corp.
(Exact name of registrant as specified in charter)

11 Hanover Square, New York, NY 10005
(Address of principal executive offices) (Zipcode)

John F. Ramírez, Esq.
11 Hanover Square
New York, NY 10005
(Name and address of agent for service)

Registrant's telephone number, including area code: 1-212-785-0900

Date of fiscal year end: 12/31

Date of reporting period: 1/1/15 - 6/30/15

Form N-CSRS 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-CSRS in its regulatory, disclosure review, inspection, and policy making roles.

A registrant is required to disclose the information specified by Form N-CSRS and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSRS unless the Form displays a current valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The

OMB has reviewed this collection of information under clearance requirements of 44 U.S.C. sec. 3507.

Item 1. Report to Stockholders.

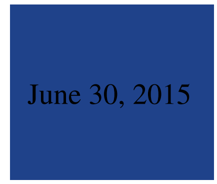
FOXBY CORP.

SEEKING TOTAL RETURN

2015
JUNE 30
SEMI-ANNUAL REPORT

WWW.FOXBYCORP.COM

PORTFOLIO ANALYSIS



TOP TEN HOLDINGS	June 30, 2015	TOP TEN INDUSTRIES	June 30, 2015
1	Berkshire Hathaway, Inc. Class B	1	Investment Advice
2	Daimler AG	2	Exchange Traded Funds
3	Franklin Resources, Inc.	3	Motor Vehicles & Passenger Car Bodies
4	Wells Fargo & Company	4	Fire, Marine & Casualty Insurance
5	The Procter & Gamble Company	5	Computer Communications Equipment
6	McDonald's Corp.	6	Retail - Eating Places
7	Google Inc. Class A	7	National Commercial Banks
8	Wal-Mart Stores, Inc.	8	Soap, Detergents, Cleaning Preparations, Perfumes, Cosmetics
9	Cisco Systems, Inc.	9	Information Retrieval Services
10	Express Scripts Holding Company	10	Retail - Variety Stores

Top ten holdings comprise approximately 46% of total assets.

Holdings are subject to change. The above 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.

Semi-Annual Report 2015

TO OUR SHAREHOLDERS

June 30, 2015

Dear Fellow Shareholders:

We are delighted to welcome all new shareholders to Foxby Corp. and to submit this 2015 Semi-Annual Report for the Fund. The Fund's investment objective is total return. In seeking this objective, 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 and debt securities, closed end funds, and mutual funds. The Fund is not limited by the issuer's location, industry, or market capitalization and uses a flexible strategy in the selection of securities. The Fund also may employ speculative and aggressive investment techniques, such as selling securities short and borrowing money for investment purposes, an approach known as "leverage." A potential benefit of its closed end structure, the Fund may invest without limit in illiquid investments such as private placements and private companies. The Fund may also invest defensively, for example, in money market fund shares.

Economic and Market Report

At the June 2015 meeting of the Federal Open Market Committee (FOMC) of the Federal Reserve Bank (the "Fed"), the staff's review of the economic situation suggested that real gross domestic product (GDP) was "increasing moderately in the second quarter after edging down in the first quarter." The staff viewed labor market conditions as having improved in recent months, citing an unemployment rate of 5.5% in May and small gains in labor force participation, the employment-to-population ratio, the share of workers employed part time for economic reasons, and the rate of private-sector job openings. Regarding inflation, the staff noted that "consumer price inflation continued to run below the FOMC's longer-run objective of 2%," due in part to lower energy prices and lower import costs. In fact, over the 12 months through May 2015, the Consumer Price Index for All Urban Consumers was unchanged, i.e. no inflation, before seasonal adjustment. Moreover, on an unadjusted basis, the Producer Price Index for final demand declined 0.7% for the 12 months ended in June, the fifth straight 12 month decrease. Interestingly, the continuing rise of real disposable income and increases in households' net worth as equity prices and home values improve seems to be having a positive impact on consumer sentiment, which under some measures is approaching its highest levels since 2007.

The Fed's board members and bank presidents generally projected a 2015 change in real U.S. GDP in a range of 1.8-2.0%, increasing to 2.4-2.7% for 2016. Likewise, the World Bank's outlook for the global economy anticipates expansion by 2.8% this year and 3.3% in 2016, as compared to projections it made

last year of 3.4% and 3.5% global growth in 2015 and 2016, respectively. Real GDP growth has slowed in China to a 7.1% level and economic recovery appears to be gaining momentum in the Euro Area and Japan. Risks to the world economy recently identified by the World Bank include the expected rise in U.S. interest rates, diminishing improvement in credit ratings for emerging markets, especially in oil exporting countries, financial market volatility, and declining capital flows.

In summary, recent broad economic data appears generally positive for the U.S. and developed countries, but the ongoing strength of the U.S. dollar may have a strong negative impact on U.S. trading partners, especially developing countries. Equity markets in the United States appear to be reflecting investor caution over the anticipation of higher interest rates to come later in 2015 and 2016, although to us some equity securities appear to offer value and attractive prospects even in a rising interest rate environment. Of some concern to us is ebullient consumer sentiment, which can be associated with market corrections. Investors should expect market volatility through the second half of the year.

Total Return Strategy

In view of these economic and market developments, the Fund's general strategy in the first half of 2015 was to sell some holdings whose further prospects appeared limited and reduce concentrated and growth oriented holdings, and to re-invest much of the proceeds into less concentrated positions, with generally more conservative valuations. Over the course of the first six months of the year, the Fund sold sufficient stocks so, at June 30, 2015, leverage was moderated from 8% of net assets to 5%. At June 30, 2015, the Fund's holdings included some of the largest and best known global companies in financial services, automobile, and retail industries, as well as smaller and mid-sized companies in apparel and distribution businesses, among others. Approximately 9% of the Fund was invested in foreign securities. As the Fund pursues its total return objective through its flexible investment approach, these holdings and allocations may substantially change at any time.

In the first six months of 2015, the Fund's net asset value return was (2.24)%, including the reinvestment of dividends, and its market return, also including the reinvestment of dividends, was (1.07)%. Generally, the Fund's total return on a market value basis will be higher than total return on a net asset 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

TO OUR SHAREHOLDERS

June 30, 2015

from the beginning to the end of such periods. For comparison, in the same period, the S&P 500 Index total return was 1.23%. The index is unmanaged and does not reflect fees and expenses, nor is it available for direct investment.

Fund Website

The Fund's website, www.FoxbyCorp.com, provides investors with investment information, news, and other material about the Fund. The website also has links to SEC filings, performance data, and daily net asset value reporting. You are invited to use this resource to learn more about the Fund.

Long Term Strategies

Our current view of financial conditions continues to suggest that the Fund may benefit during the current year from its flexible portfolio approach, investing opportunistically in a variety of markets. At some times, the Fund may employ aggressive and speculative investment techniques and, at other times, the Fund may invest defensively, as deemed appropriate. We look forward to serving your investment needs over the years ahead and thank you for investing in the Fund. Importantly, we share your enthusiasm for the Fund, as reflected by the fact that affiliates of the Fund's Investment Manager own approximately 24% of the Fund's shares as of June 30, 2015.

Sincerely,

Thomas B. Winmill

Chairman, Investment Policy Committee

SCHEDULE OF PORTFOLIO INVESTMENTS June 30, 2015 (Unaudited)

Financial Statements

Shares	Common Stocks (95.25%)	Value
	Cable & Other Pay Television Services (1.89%)	
2,000	Viacom Inc.	$ 129,280
	Cigarettes (1.17%)	
1,000	Philip Morris International, Inc.	80,170
	Computer Communications Equipment (6.18%)	
9,000	Cisco Systems, Inc. [(a)]	247,140
6,750	Juniper Networks, Inc.	175,298
		422,438
	Computer & Office Equipment (0.95%)	
400	International Business Machines Corporation	65,064
	Electronic & Other Electrical Equipment (1.18%)	
1,000	Emerson Electric Co.	55,430
1,000	Koninklijke Philips N.V.	25,460
		80,890
	Finance Services (1.14%)	
1,000	American Express Company	77,720
	Fire, Marine & Casualty Insurance (7.73%)	
3,500	Berkshire Hathaway, Inc. Class B [(a)] [(b)]	476,385
1,000	W.R. Berkley Corporation	51,930
		528,315
	Information Retrieval Services (3.95%)	
500	Google Inc. Class A [(a)] [(b)]	270,020
	Investment Advice (10.66%)	
3,000	Apollo Global Management, LLC	66,450
20,000	Fortress Investment Group LLC	146,000
9,000	Franklin Resources, Inc. [(a)]	441,270
2,000	Invesco Ltd.	74,980
		728,700
	In Vitro & In Vivo Diagnostic Substances (2.98%)	
6,000	Myriad Genetics, Inc. [(b)]	203,940
	Leather & Leather Products (1.52%)	
3,000	Coach, Inc. [(a)]	103,830
	Men’s & Boys’ Furnishings, Work Clothing, & Allied Garments (1.94%)	
1,000	Ralph Lauren Corp.	132,360
	Motor Vehicles & Passenger Car Bodies (8.53%)	
4,800	Daimler AG	441,456
4,250	General Motors Company	141,652

	583,108

See notes to financial statements.

SCHEDULE OF PORTFOLIO INVESTMENTS June 30, 2015 (Unaudited)

Financial Statements

Shares	Common Stocks (continued)	Value
	National Commercial Banks (4.94%)	
6,000	Wells Fargo & Company [(a)]	$ 337,440
	Office Furniture (2.22%)	
12,500	Kimball International Inc. Class B	152,000
	Paperboard Containers & Boxes (0.64%)	
1,000	REXAM PLC	43,590
	Petroleum Refining (1.22%)	
1,000	Exxon Mobil Corp.	83,200
	Pharmaceutical Preparations (0.72%)	
1,000	Sanofi ADR	49,530
	Plastic Mail, Synth Resin/Rubber, Cellulose (1.17%)	
4,900	Rayonier Advanced Materials Inc.	79,674
	Printed Circuit Boards (2.00%)	
9,375	Kimball Electronics, Inc. [(b)]	136,781
	Real Estate (1.35%)	
5,000	NorthStar Asset Management Group Inc.	92,450
	Real Estate Investment Trusts (0.93%)	
2,000	Tanger Factory Outlet Centers, Inc.	63,400
	Retail Consulting and Investment (0.01%)	
72,728	Amerivon Holdings LLC [(c)]	727
	Retail - Drug Stores and Proprietary Stores (3.25%)	
2,500	Express Scripts Holding Company [(a)] [(b)]	222,350
	Retail - Eating Places (5.20%)	
3,000	McDonald's Corp.[(a)]	285,210
400	Panera Bread Company [(b)]	69,908
		355,118
	Retail - Family Clothing Stores (2.01%)	
3,600	The GAP, Inc. [(a)]	137,412
	Retail - Variety Stores (3.94%)	
3,800	Wal-Mart Stores, Inc. [(a)]	269,534
	Semiconductors & Related Devices (1.50%)	
2,000	Altera Corp.	102,400
	Services - Business Services (2.08%)	
7,000	The Western Union Company	142,310

See notes to financial statements.

SCHEDULE OF PORTFOLIO INVESTMENTS June 30, 2015 (Unaudited)

Financial Statements

Shares	Common Stocks (concluded)	Value
	Services - Medical Laboratories (2.31%)	
1,300	Laboratory Corporation of America Holdings [b]	$ 157,586
	Services - Prepackaged Software (2.04%)	
4,750	CA, Inc. [a]	139,128
	Soap, Detergents, Cleaning Preparations, Perfumes, Cosmetics (4.58%)	
4,000	The Procter & Gamble Company [a]	312,960
	Wholesale - Computers & Peripheral Equipment & Software (1.10%)	
3,000	Ingram Micro Inc. [b]	75,090
	Wholesale - Electronic Parts & Equipment (1.20%)	
2,000	Avnet, Inc.	82,220
	Wholesale - Industrial Machinery & Equipment (1.02%)	
1,000	MSC Industrial Direct Co., Inc.	69,770
	Total common stocks (Cost $5,404,609)	6,510,505
	Exchange Traded Funds (8.56%)	
4,500	Cambria Shareholder Yield ETF	140,760
2,900	First Trust US IPO Index Fund ETF	158,166
3,000	Guggenheim Spin-Off ETF	137,610
3,050	PowerShares Buyback Achievers ETF Trust	148,261
	Total exchange traded funds (Cost $547,971)	584,797
	Preferred Stocks (1.60%)	
	Retail Consulting and Investment (1.60%)	
194,990	Amerivon Holdings LLC [c] (Cost $539,522)	109,194
	Money Market Fund (0.07%)	
4,807	SSgA Money Market Fund, 7 day annualized yield 0.00% (Cost $4,807)	4,807
	Total investments (Cost $6,496,909) (105.48%)	7,209,303
	Liabilities in excess of other assets (-5.48%)	(374,625)
	Net assets (100.00%)	$ 6,834,678

(a) All or a portion of these securities have been segregated as collateral pursuant to the Committed Facility Agreement.

As of June 30, 2015, the value of securities pledged as collateral was $3,242,679 and there were no securities on loan under the lending agreement.

(b) Non-income producing.

(c) Illiquid and/or restricted security that has been fair valued.

See notes to financial statements.

STATEMENT OF ASSETS AND LIABILITIES (Unaudited)

Financial Statements

	June 30, 2015
Assets	
Investments at value (cost $6,496,909)	$ 7,209,303
Dividends receivable	5,210
Other assets	1,772
Total assets	7,216,285
Liabilities	
Bank credit facility borrowing	338,224
Payables	
Accrued expenses	35,879
Investment management fee	5,731
Administrative services	1,773
Total liabilities	381,607
Net Assets	$ 6,834,678
Net Asset Value Per Share	
(applicable to 2,610,050 shares outstanding: 500,000,000 shares of $.01 par value authorized)	$2.62
Net Assets Consist of	
Paid in capital	$ 7,651,433
Accumulated undistributed net investment income	110,139
Accumulated net realized loss on investments	(1,643,803)
Net unrealized appreciation on investments	716,909
	$ 6,834,678

See notes to financial statements.

STATEMENT OF OPERATIONS (Unaudited)

Financial Statements

		Six Months Ended June 30, 2015
Investment Income		
Dividends (net of $437 foreign tax expense)	$	101,227
Total investment income		101,227
Expenses		
Investment management		35,780
Bookkeeping and pricing		12,890
Directors		7,868
Audit		6,915
Shareholder communications		6,362
Administrative services		5,630
Custody		2,595
Transfer agent		2,260
Interest on bank credit facility		1,818
Insurance		905
Other		671
Total expenses		83,694
Net investment income		17,533
Realized and Unrealized Gain (Loss)		
Net realized gain on investments		721,308
Unrealized depreciation on investments		(899,882)
Net realized and unrealized loss		(178,574)
Net decrease in net assets resulting from operations	$	(161,041)

STATEMENTS OF CHANGES IN NET ASSETS (Unaudited)

Financial Statements

	Six Months Ended June 30, 2015	Year Ended December 31, 2014
Operations		
Net investment income	$ 17,533	$ 47,822
Net realized gain	721,308	570,698
Unrealized depreciation	(899,882)	(567,754)
Net increase (decrease) in net assets resulting from operations	(161,041)	50,766
Total increase (decrease) in net assets	(161,041)	50,766
Net Assets		
Beginning of period	6,995,719	6,944,953
End of period	$ 6,834,678	$ 6,995,719
End of period net assets include undistributed net investment income	$ 110,139	$ 92,606

See notes to financial statements.

STATEMENT OF CASH FLOWS (Unaudited)

Financial Statements

	Six Months Ended June 30, 2015
Cash Flows From Operating Activities	
Net decrease in net assets resulting from operations	$ (161,041)
Adjustments to reconcile decrease in net assets resulting from operations to net cash provided by (used in) operating activities:	
Unrealized depreciation of investments	899,882
Net realized gain on sales of investments	(721,308)
Purchase of long term investments	(1,296,065)
Proceeds from sales of long term investments	1,494,353
Net purchases of short term investments	(7,332)
Decrease in dividends receivable	9,468
Increase in other assets	(570)
Decrease in accrued expenses	(10,060)
Decrease in investment management fee payable	(300)
Increase in administrative services payable	270
Net cash provided by operating activities	207,297
Cash Flows from Financing Activities	
Bank credit facility repayment	(207,297)
Net cash used in financing activities	(207,297)
Net change in cash	-
Cash	
Beginning of period	-
End of period	$ -
Supplemental disclosure of cash flow information:	
Cash paid for interest on bank credit facility	$ 1,824

See notes to financial statements.

Financial Statements

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES Foxby Corp. (the “Fund”), a Maryland corporation registered under the Investment Company Act of 1940, as amended (the “Act”), is a non-diversified, closed end management investment company whose shares are quoted over the counter under the ticker symbol FXBY. The Fund’s non-fundamental investment objective is total return which it may seek from growth of capital and from income in any security type and in any industry sector. The Fund retains Midas Management Corporation as its Investment Manager.

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”), which require management to make certain estimates and assumptions at the date of the financial statements. Actual results could differ from those estimates. Subsequent events, if any, through the date that the financial statements were issued have been evaluated in the preparation of the financial statements. The following summarizes the significant accounting policies of the Fund:

Valuation of Investments – Portfolio securities are valued by various methods depending on the primary market or exchange on which they trade. Most equity securities for which the primary market is in the United States are valued at the official closing price, last sale price or, if no sale has occurred, at the closing bid price. Most equity securities for which the primary market is outside the United States are valued using the official closing price or the last sale price in the principal market in which they are traded. If the last sale price on the local exchange is unavailable, the last evaluated quote or closing bid price normally is used. Certain debt securities may be priced through pricing services that may utilize a matrix pricing system which takes into consideration factors such as yields, prices, maturities, call features, and ratings on comparable securities or according to prices quoted by a securities dealer that offers pricing services. Open end investment companies are valued at their net asset value. Foreign securities markets may be open on days when the U.S. markets are closed. For this reason, the value of any foreign securities owned by the Fund could change on a day when shareholders cannot buy or sell shares of the Fund. Securities for which market quotations are not readily available or reliable and other assets may be valued as determined in good faith by the Investment Manager under the direction of or pursuant to procedures approved by the Fund’s Board of Directors. Due to the inherent uncertainty of valuation, such fair value pricing values may differ from the values that would have been used had a readily available market for the securities existed. These differences in valuation could be material.

A security’s valuation may differ depending on the method used for determining value. The use of fair value pricing by the Fund may cause the net asset value of its shares to differ from the net asset value that would be calculated using market prices. A fair value price is an estimate and there is no assurance that such price will be at or close to the price at which a security is next quoted or next trades.

Foreign Currency Translation – Securities denominated in foreign currencies are translated into U.S. dollars at prevailing exchange rates. Realized gain or loss on sales of such investments in local currency terms is reported separately from gain or loss attributable to a change in foreign exchange rates for those investments.

Short Sales – The Fund may sell a security short it does not own in anticipation of a decline in the market value of the security. When the Fund sells a security short, it must borrow the security sold short and deliver it to the broker/dealer through which it made the short sale. The Fund is liable for any dividends or interest paid on securities sold short. A gain, limited to the price at which the Fund sold the security short, or a loss, unlimited in size, will be recognized upon the termination of the short sale. Securities sold short result in off balance sheet risk as the Fund's ultimate obligation to satisfy the terms of a sale of securities sold short may exceed the amount recognized in the Statement of Assets and Liabilities.

Derivatives – The Fund may use derivatives for a variety of reasons, such as to attempt to protect against possible changes in the value of its portfolio holdings or to generate potential gain. Derivatives are financial instruments that derive their values from other securities or commodities, or that are based on indices. Derivative instruments are marked to market with the change in value reflected in unrealized appreciation or depreciation. Upon disposition, a realized gain or loss is recognized accordingly, except when taking delivery of a security underlying a contract. In these instances, the recognition of gain or loss is postponed until the disposal of the security underlying the contract. Risk may arise as a result of the potential inability of the counterparties to meet the terms of their contracts. Derivative instruments include written options, purchased options, futures contracts, forward foreign currency exchange contracts, and swap agreements.

Investments in Other Investment Companies – The Fund may invest in shares of other investment companies such as closed end funds, exchange traded funds, and mutual funds (the "Acquired Funds") in accordance with the Act and related rules. Shareholders in the Fund bear the pro rata portion of the fees and expenses

of the Acquired Funds in addition to the Fund's expenses. Expenses incurred by the Fund that are disclosed in the Statement of Operations do not include fees and expenses incurred by the Acquired Funds. The fees and expenses of an Acquired Fund are reflected in such fund's total returns.

Investment Transactions – Investment transactions are accounted for on the trade date (the date the order to buy or sell is executed). Realized gains or losses are determined by specifically identifying the cost basis of the investment sold.

Investment Income – Dividend income is recorded on the ex-dividend date or in the case of certain foreign securities, as soon as practicable after the Fund is notified. Interest income is recorded on the accrual basis. Taxes withheld on foreign dividends have been provided for in accordance with the Fund's understanding of the applicable country's tax rules and rates.

Expenses – Expenses deemed by the Investment Manager to have been incurred solely by the Fund are charged to the Fund. Expenses deemed by the Investment Manager to have been incurred jointly by the Fund and one or more of the other investment companies for which the Investment Manager or its affiliates serve as investment manager, an internally managed investment company with substantially similar officers and directors, or other related entities are allocated on the basis of relative net assets, except where a more appropriate allocation can be made fairly in the judgment of the Investment Manager.

Expense Reduction Arrangement – Through arrangements with the Fund's custodian, credits realized as a result of uninvested cash balances are used to reduce custodian expenses. No credits were realized by the Fund during the periods covered by this report.

Distributions to Shareholders – Distributions to shareholders are determined in accordance with income tax regulations and are recorded on the ex-dividend date.

Income Taxes – No provision has been made for U.S. income taxes because the Fund's current intention is to continue to qualify as a regulated investment company under the Internal Revenue Code (the "IRC") and to distribute to its shareholders substantially all of its taxable income and net realized gains. Foreign securities held by the Fund may be subject to foreign taxation. Foreign taxes, if

any, are recorded based on the tax regulations and rates that exist in the foreign markets in which the Fund invests. The Fund recognizes the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities. The Fund has reviewed its tax positions and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on federal, state, and local income tax returns for open tax years (2012-2014) or expected to be taken in the Fund's 2015 tax returns.

2. FEES AND TRANSACTIONS WITH RELATED PARTIES The Fund has retained the Investment Manager pursuant to an investment management agreement. Under the terms of the investment management agreement, the Investment Manager receives a fee payable monthly for investment advisory services at an annual rate of 0.95% of the

Fund's Managed Assets. "Managed Assets" means the average weekly value of the Fund's total assets minus the sum of the Fund's liabilities, which liabilities exclude debt relating to leverage, short term debt, and the aggregate liquidation preference of any outstanding preferred stock.

Pursuant to the investment management agreement, the Fund reimburses the Investment Manager for providing at cost certain administrative services comprised of compliance and accounting services. For the six months ended June 30, 2015, the Fund's payments of such costs were $5,630, of which $3,005 and $2,625 was for compliance and accounting services, respectively.

Certain officers and directors of the Fund are officers and directors of the Investment Manager. As of June 30, 2015, affiliates of the Investment Manager owned approximately 24% of the Fund's outstanding shares.

3. DISTRIBUTIONS TO SHAREHOLDERS AND DISTRIBUTABLE EARNINGS

As of December 31, 2014, the components of distributable earnings on a tax basis were as follows:

Undistributed net investment income	$	4,355
Capital loss carryover		(2,015,152)
Unrealized appreciation		1,705,042
Post-October losses		(349,959)
	$	(655,714)

NOTES TO FINANCIAL STATEMENTS (Unaudited)

Financial Statements

Federal income tax regulations permit post-October net capital losses, if any, to be deferred and recognized on the tax return of the next succeeding taxable year.

Capital loss carryovers are calculated and reported as of a specific date. Results of transactions and other activity after that date may affect the amount of capital loss carryovers actually available for the Fund to utilize under the IRC and related regulations. Capital losses incurred in taxable years beginning after November 30, 2011, are allowed to be carried forward indefinitely and retain the character of the original loss. As a transition rule, post-enactment net capital losses are required to be utilized before pre-enactment net capital losses. As of December 31, 2014, the Fund has a net capital loss carryover of $2,015,152, of which $249,264, $964,048, and $801,840 expires in 2016, 2017, and 2018, respectively.

4. VALUE MEASUREMENTS GAAP establishes a hierarchy that prioritizes inputs to valuation methods. The three levels of inputs are:

• Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities including securities actively traded on a securities exchange.

• Level 2 – observable inputs other than quoted prices included in level 1 that are observable for the asset or liability which may include quoted prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates, and similar data.

• Level 3 – unobservable inputs for the asset or liability including the Fund's own assumptions about the assumptions a market participant would use in valuing the asset or liability.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that

valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for investments categorized in level 3. The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing investments are not an indication of the risk associated with investing in those securities.

The following is a description of the valuation techniques applied to the Fund's major categories of assets and liabilities measured at fair value on a recurring basis:

Equity securities (common and preferred stock) – Most publicly traded equity securities are valued normally at the most recent official closing price, last sale price, evaluated quote, or closing bid price. To the extent these securities are actively traded and valuation adjustments are not applied, they may be categorized in level 1 of the fair value hierarchy. Equities on inactive markets or valued by reference to similar instruments may be categorized in level 2.

Restricted and/or illiquid securities – Restricted and/or illiquid securities for which quotations are not readily available or reliable may be valued with fair value pricing as determined in good faith by the Investment Manager under the direction of or pursuant to procedures approved by the Fund's Board of Directors. Restricted securities issued by publicly traded companies are generally valued at a discount to similar publicly traded securities. Restricted or illiquid securities issued by nonpublic entities may be valued by reference to comparable public entities or fundamental data relating to the issuer or both or similar inputs. Depending on the relative significance of valuation inputs, these instruments may be categorized in either level 2 or level 3 of the fair value hierarchy.

NOTES TO FINANCIAL STATEMENTS (Unaudited)

Financial Statements

The following is a summary of the inputs used as of June 30, 2015 in valuing the Fund's assets. Refer to the Schedule of Portfolio Investments for detailed information on specific investments.

ASSETS	Level 1	Level 2	Level 3	Total
Investments, at value				
Common Stocks				
Cable & Other Pay Television Services	$ 129,280	$ -	$ -	$ 129,280
Cigarettes	80,170	-	-	80,170
Computer Communications Equipment	422,438	-	-	422,438
Computer & Office Equipment	65,064	-	-	65,064
Electronic & Other Electrical Equipment	80,890	-	-	80,890
Finance Services	77,720	-	-	77,720
Fire, Marine & Casualty Insurance	528,315	-	-	528,315
Information Retrieval Services	270,020	-	-	270,020
Investment Advice	728,700	-	-	728,700
In Vitro & In Vivo Diagnostic Substances	203,940	-	-	203,940
Leather & Leather Products	103,830	-	-	103,830
Men's & Boy's Furnishings, Work Clothing & Allied Garments	132,360	-	-	132,360
Motor Vehicles & Passenger Car Bodies	583,108	-	-	583,108
National Commercial Banks	337,440	-	-	337,440
Office Furniture	152,000	-	-	152,000
Paperboard Containers & Boxes	43,590	-	-	43,590
Petroleum Refining	83,200	-	-	83,200
Pharmaceutical Preparations	49,530	-	-	49,530
Plastic Mail, Synth Resin/Rubber, Cellulose	79,674	-	-	79,674
Printed Circuit Boards	136,781	-	-	136,781
Real Estate	92,450	-	-	92,450
Real Estate Investment Trusts	63,400	-	-	63,400

Retail Consulting and Investment	-	-	727	727
Retail - Drug Stores and Proprietary Stores	222,350	-	-	222,350
Retail - Eating Places	355,118	-	-	355,118
Retail - Family Clothing Stores	137,412	-	-	137,412
Retail - Variety Stores	269,534	-	-	269,534
Semiconductors & Related Devices	102,400	-	-	102,400
Services - Business Services	142,310	-	-	142,310
Services - Medical Laboratories	157,586	-	-	157,586
Services - Prepackaged Software	139,128	-	-	139,128
Soap, Detergents, Cleaning Preparations, Perfumes, Cosmetics	312,960	-	-	312,960
Wholesale - Computers & Peripheral Equipment & Software	75,090	-	-	75,090
Wholesale - Electronic Parts & Equipment	82,220	-	-	82,220
Wholesale - Industrial Machinery & Equipment	69,770	-	-	69,770
Exchange Traded Funds	584,797	-	-	584,797
Preferred Stocks				
Retail Consulting and Investment	-	-	109,194	109,194
Money Market Fund	4,807	-	-	4,807
Total investments, at value	$ 7,099,382	$ -	$ 109,921	$ 7,209,303

There were no securities transferred from level 1 on December 31, 2014 to level 2 at June 30, 2015.

NOTES TO FINANCIAL STATEMENTS (Unaudited)

Financial Statements

The following is a reconciliation of level 3 assets:

	Common Stocks	Preferred Stocks	Total
Balance at December 31, 2014	$ 1,455	$ 108,478	$ 109,933
Payment of in-kind dividends	-	12,863	12,863
Change in unrealized appreciation	(728)	(12,147)	(12,875)
Balance at June 30, 2015	$ 727	$ 109,194	$ 109,921
Net change in unrealized appreciation attributable to assets still held as level 3 at June 30, 2015	$ (728)	$ (12,147)	$ (12,875)

There were no transfers into or out of level 3 assets during the period. Unrealized gains (losses) are included in the related amounts on investments in the Statement of Operations.

The Investment Manager, under the direction of the Fund's Board of Directors, considers various valuation approaches for valuing assets categorized within level 3 of the fair value hierarchy. The factors used in determining the value of such assets may include, but are not limited to: the discount applied due to the private nature of the asset; the type of the security; the size of the asset; the initial cost of the security; the existence of any contractual restrictions on the security's disposition; the price and extent of public trading in similar securities of the issuer or of comparable companies; quotations or evaluated prices from broker-dealers and/or pricing services; information obtained from the issuer or analysts; an analysis of the company's or issuer's financial statements; or an evaluation of the forces that influence the issuer and the market in which the asset is purchased and sold. Significant changes in any of those inputs in isolation may result in a significantly lower or higher fair value measurement. The pricing of all fair value assets is normally reported to the Fund's Board of Directors.

The following table presents additional information about valuation methodologies and inputs used for assets that are measured at fair value and categorized as level 3 as of June 30, 2015:

June 30, 2015	Fair Value	Valuation Technique	Unobservable Input	Range
Common Stocks				
Retail - Consulting and Investment	$ 727	Value of liquidation per share	Discount rate due to lack of marketability	80%
Preferred Stocks				
Retail - Consulting and Investment	$ 109,194	Value of liquidation preference per share	Discount rate due to lack of marketability	80%

5. INVESTMENT TRANSACTIONS Purchases and proceeds from sales of investment securities, excluding short term securities, were $1,296,065 and $1,494,353, respectively, for the six months ended June 30, 2015. As of June 30, 2015, for federal income tax purposes, subject to change, the aggregate cost of securities was $6,496,909 and net unrealized appreciation was $712,394, comprised of gross unrealized appreciation of $1,404,909 and gross unrealized depreciation of $692,515. The aggregate costs of investments for tax purposes will depend upon the Fund's investment experience during the entirety of its fiscal year and may be subject to changes based on tax regulations.

6. ILLIQUID AND RESTRICTED SECURITIES The Fund owns securities which have a limited trading market and/or certain restrictions on trading and, therefore, may be considered illiquid and/or restricted. Such securities have been valued using fair value pricing. Due to the inherent uncertainty of valuation, fair value pricing values may differ from the values that would have been used had a readily available market for the securities existed. These differences in valuation could be material. Illiquid and/or restricted securities owned as of June 30, 2015 were as follows:

	Acquisition Date	Cost	Value
Amerivon Holdings LLC preferred shares	9/20/07	$ 539,522	$ 109,194
Amerivon Holdings LLC common equity units	9/20/07	0	727
Total		$ 539,522	$ 109,921
Percent of net assets		8%	2 %

7. BORROWING AND SECURITIES LENDING The Fund has entered into a Committed Facility Agreement (the "CFA") with BNP Paribas Prime Brokerage, Inc. ("BNP") which allows the Fund to adjust its credit facility amount up to $2,500,000, subject to BNP's approval, and a Lending Agreement, as defined below. Borrowings under the CFA are

secured by assets of the Fund that are held with the Fund's custodian in a separate account (the "pledged collateral"). Interest is charged at the 1 month LIBOR (London Inter-bank Offered Rate) plus 0.95% on the amount borrowed and 0.50% on the undrawn balance. Because the Fund adjusts the facility amount each day to equal borrowing drawn that day, the annualized rate charge on undrawn facility amounts provided for by the CFA has not been incurred. The outstanding loan balance and the value of eligible collateral investments as of June 30, 2015 were $338,224 and $3,242,679, respectively, and the weighted average interest rate and average daily amount outstanding under the CFA for the six months ended June 30, 2015 were 1.13% and $318,822, respectively. The maximum amount outstanding during the six months ended June 30, 2015 was $607,172.

The Lending Agreement provides that BNP may borrow a portion of the pledged collateral (the "Lent Securities") in an amount not to exceed the outstanding borrowings owed by the Fund to BNP under the CFA. BNP may re-register the Lent Securities in its own name or in another name other than the Fund and may pledge, re-pledge, sell, lend, or otherwise transfer or use the Lent Securities with all attendant rights of ownership. The Fund may designate any security within the pledged collateral as ineligible to be a Lent Security, provided there are eligible securities within the pledged collateral in an amount equal to the outstanding borrowing owed by the Fund. BNP must remit payment to the Fund equal to the amount of all dividends, interest, or other distributions earned or made by the Lent Securities.

Under the Lending Agreement, Lent Securities are marked to market daily and, if the value of the Lent Securities exceeds the value of the then-outstanding borrowings owed by the Fund to BNP under the CFA (the "Current Borrowings"), BNP must, on that day, either (1) return Lent Securities to the Fund's custodian in an amount sufficient to cause the value of the outstanding Lent Securities to equal the Current Borrowings; or (2) post cash collateral with the Fund's custodian equal to the difference between the value of the Lent Securities and the value of the Current Borrowings. If BNP fails to perform either of these actions as required, the Fund may recall securities, as discussed below, in an amount sufficient to cause the value of the outstanding Lent Securities to equal the Current Borrowings. The Fund can recall any of the Lent Securities and BNP is obligated, to the extent commercially possible, to return such security or equivalent security to the Fund's custodian no later than three business days after such request. If the Fund recalls a Lent Security pursuant to the Lending Agreement, and BNP fails to return the Lent Securities or equivalent securities in a timely fashion, BNP normally remains liable to the Fund's custodian for the ultimate delivery of such Lent Securities, or equivalent securities, and for any buy-in costs that the executing broker for the sales transaction may impose with respect to the failure to deliver. The Fund also has the right to apply and set-off an amount equal to one hundred percent (100%) of the then-current fair value of such Lent Securities against the Current Borrowings. The Fund earns securities lending income consisting of payments received from BNP for lending certain securities, less any rebates paid to borrowers and lending agent fees associated with the loan. There were no Lent Securities during the six months ended June 30, 2015.

8. FOREIGN SECURITIES RISK Investments in the securities of foreign issuers involve special risks which include changes in foreign exchange rates and the possibility of future adverse political and economic developments which could adversely affect the value of such securities. Moreover, securities of foreign issuers and traded in foreign markets may be less liquid and their prices more volatile than those of U.S. issuers and markets.

9. CAPITAL STOCK As of June 30, 2015, there were 2,610,050 shares of $.01 par value common stock outstanding and 500,000,000 shares authorized. There were no transactions in capital stock during 2014 or the six months ended June 30, 2015.

10. SHARE REPURCHASE PROGRAM In accordance with Section 23(c) of the Act, the Fund may from time to time repurchase its shares in the open market at the discretion of and upon such terms as determined by the Board of Directors. The Fund did not repurchase any of its shares during 2014 or the six months ended June 30, 2015.

11. CONTINGENCIES The Fund indemnifies its officers and directors from certain liabilities that might arise from their performance of their duties for the Fund. Additionally, in the normal course of business, the Fund enters into contracts that contain a variety of representations and warranties and which may provide general indemnifications. The Fund’s maximum exposure under these arrangements is unknown as it involves future claims that may be made against the Fund under circumstances that have not occurred.

12. OTHER INFORMATION The Fund may at times raise cash for investment by issuing shares through one or more offerings, including rights offerings. Proceeds from any such offerings will be invested in accordance with the investment objective and policies of the Fund.

FINANCIAL HIGHLIGHTS (Unaudited)

Financial Statements

	Six Months Ended June 30, 2015	Year Ended December 31, 2014	2013	2012	2011	2010
er Share Operating Performance						
or a share outstanding throughout each period)						
et asset value, beginning of period	$2.68	$2.66	$2.09	$1.79	$1.72	$1.65
come from investment operations:						
et investment income (loss) [1]	0.01	0.02	0.02	(0.04)	0.01	(0.01)
et realized and unrealized gain on investments	(0.07)	-*	0.57	0.35	0.06	0.08
otal from investment operations	(0.06)	0.02	0.59	0.31	0.07	0.07
ess distributions:						
et investment income	-	-	(0.02)	(0.01)	-	-
eturn of capital	-	-	-	-*	-	-
otal distributions	-	-	(0.02)	(0.01)	-	-
et asset value, end of period	$2.62	$2.68	$2.66	$2.09	$1.79	$1.72
arket value, end of period	$1.85	$1.87	$1.95	$1.45	$1.24	$1.10
otal Return [3]						
ased on net asset value	(2.24)%	0.75%	28.23%	17.53%	4.07%	4.24%
ased on market price	(1.07)%	(4.10)%	35.50%	17.70%	12.73%	7.84%
atios/Supplemental Data						
et assets at end of period (000s omitted)	$6,835	$6,996	$6,945	$5,442	$4,661	$4,491
atio of expenses to average net assets	2.39%†	1.92%	1.60%	4.57%[4]	2.03%	2.28%
atio of expenses excluding loan interest and es to average net assets	2.39%†	1.86%	1.60%	4.57%[4]	2.03%	2.25%
atio of net investment income (loss) to average et assets	0.50%†	0.75%	0.92%	(1.94)%	0.34%	(0.41)%
ortfolio turnover rate	18.23%	52.94%	12.30%	14.92%	11.41%	4.49%
verage commission rate paid	$0.0253	$0.0114	$0.0170	$0.0115	$0.0077	$0.0011

(1) The per share amounts were calculated using the average number of shares outstanding during the period.

(2) The amount of net investment income (loss) was less than $.005 per share.

(3) Total return on a market value basis is calculated assuming a purchase of common stock on the opening of the first day and a sale on the closing of the last day of each period reported. Dividend and distributions, if any, are assumed for purposes of this calculation to be reinvested at prices obtained under the Fund's dividend reinvestment plan if in effect or, if there is no plan in effect, at the lower of the per share net asset value or the closing market price of the Fund's shares on the dividend/distribution date. Generally, total return on a net asset value basis will be higher than total return on a 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 a net asset value basis will be lower than total return on a 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. The calculation does not reflect brokerage commissions, if any.

(4) Expenses incurred by the Fund in connection with a special meeting of shareholders held on September 12, 2012, increased the ratio of expenses to average net assets by 2.27% for the year ended December 31, 2012.

* Less than $0.005 per share.

† Annualized.

See not