

FOXBY CORP.
Form N-PX
August 29, 2013

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-09261

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

11 Hanover Square, 12th Floor, 10005
New York, NY
(Address of principal executive offices) (Zip code)

John F. Ramirez, Esq.
Foxby Corp.
11 Hanover Square, 12th Floor
New York, NY 10005

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

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2012 - 06/30/2013

Item 1. Proxy Voting Record

The information contained herein discloses the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
- (d) The shareholder meeting date;

- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote; and
- (i) Whether the registrant cast its vote for or against management.

Foxby Corp.

3M COMPANY

Ticker: MMM Security ID: 88579Y101
 Meeting Date: MAY 14, 2013 Meeting Type: Annual
 Record Date: MAR 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Linda G. Alvarado | For | For | Management |
| 1b | Elect Director Vance D. Coffman | For | For | Management |
| 1c | Elect Director Michael L. Eskew | For | For | Management |
| 1d | Elect Director W. James Farrell | For | For | Management |
| 1e | Elect Director Herbert L. Henkel | For | For | Management |
| 1f | Elect Director Muhtar Kent | For | For | Management |
| 1g | Elect Director Edward M. Liddy | For | For | Management |
| 1h | Elect Director Robert S. Morrison | For | For | Management |
| 1i | Elect Director Aulana L. Peters | For | For | Management |
| 1j | Elect Director Inge G. Thulin | For | For | Management |
| 1k | Elect Director Robert J. Ulrich | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Provide Right to Act by Written Consent Against | For | For | Shareholder |
| 5 | Study Feasibility of Prohibiting Political Contributions | Against | Against | Shareholder |

ACCENTURE PLC

Ticker: ACN Security ID: G1151C101
 Meeting Date: FEB 06, 2013 Meeting Type: Annual
 Record Date: DEC 11, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|-----|---|---------|---------|-------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2.1 | Elect Director William L. Kimsey | For | For | Management |
| 2.2 | Elect Director Robert I. Lipp | For | For | Management |
| 2.3 | Elect Director Pierre Nanterme | For | For | Management |
| 2.4 | Elect Director Gilles C. Pelisson | For | For | Management |
| 2.5 | Elect Director Wulf von Schimmelmann | For | For | Management |
| 3 | Approve Auditors and Authorize Board to Fix Their Remuneration | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 5 | Amend 2010 Share Incentive Plan | For | Against | Management |
| 6 | Authorize the Holding of the 2014 AGM at a Location Outside Ireland | For | For | Management |
| 7 | Authorize Open-Market Purchases of Class A Ordinary Shares | For | For | Management |
| 8 | Determine the Price Range at which Accenture Plc can Re-issue Shares that it Acquires as Treasury Stock | For | For | Management |
| 9 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106
 Meeting Date: MAY 23, 2013 Meeting Type: Annual
 Record Date: APR 01, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|-------------|
| 1a | Elect Director Jeffrey P. Bezos | For | For | Management |
| 1b | Elect Director Tom A. Alberg | For | For | Management |
| 1c | Elect Director John Seely Brown | For | For | Management |
| 1d | Elect Director William B. Gordon | For | For | Management |
| 1e | Elect Director Jamie S. Gorelick | For | For | Management |
| 1f | Elect Director Alain Monie | For | For | Management |
| 1g | Elect Director Jonathan J. Rubinstein | For | For | Management |
| 1h | Elect Director Thomas O. Ryder | For | For | Management |
| 1i | Elect Director Patricia Q. Stonesifer | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Political Contributions | Against | For | Shareholder |

APPLE INC.

Ticker: AAPL Security ID: 037833100

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Meeting Date: FEB 27, 2013 Meeting Type: Annual
Record Date: JAN 02, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director William Campbell | For | For | Management |
| 1.2 | Elect Director Timothy Cook | For | For | Management |
| 1.3 | Elect Director Millard Drexler | For | For | Management |
| 1.4 | Elect Director Al Gore | For | For | Management |
| 1.5 | Elect Director Robert Iger | For | For | Management |
| 1.6 | Elect Director Andrea Jung | For | For | Management |
| 1.7 | Elect Director Arthur Levinson | For | For | Management |
| 1.8 | Elect Director Ronald Sugar | For | For | Management |
| 2 | Amend Articles of Incorporation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 5 | Stock Retention/Holding Period | Against | For | Shareholder |
| 6 | Establish Board Committee on Human Rights | Against | Against | Shareholder |

ASTRAZENECA PLC

Ticker: AZN Security ID: 046353108
Meeting Date: APR 25, 2013 Meeting Type: Annual
Record Date: MAR 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Dividends | For | For | Management |
| 3 | Reappoint KPMG Audit plc as Auditors | For | For | Management |
| 4 | Authorise Board to Fix Remuneration of Auditors | For | For | Management |
| 5(a) | Re-elect Leif Johansson as Director | For | For | Management |
| 5(b) | Elect Pascal Soriot as Director | For | For | Management |
| 5(c) | Re-elect Simon Lowth as Director | For | For | Management |
| 5(d) | Re-elect Genevieve Berger as Director | For | For | Management |
| 5(e) | Re-elect Bruce Burlington as Director | For | For | Management |
| 5(f) | Re-elect Graham Chipchase as Director | For | For | Management |
| 5(g) | Re-elect Jean-Philippe Courtois as Director | For | For | Management |
| 5(h) | Re-elect Rudy Markham as Director | For | For | Management |
| 5(i) | Re-elect Nancy Rothwell as Director | For | For | Management |
| 5(j) | Re-elect Shriti Vadera as Director | For | For | Management |
| 5(k) | Re-elect John Varley as Director | For | For | Management |
| 5(l) | Re-elect Marcus Wallenberg as Director | For | For | Management |
| 6 | Approve Remuneration Report | For | For | Management |

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|----|--|-----|-----|------------|
| 7 | Authorise EU Political Donations and Expenditure | For | For | Management |
| 8 | Authorise Issue of Equity with Pre-emptive Rights | For | For | Management |
| 9 | Authorise Issue of Equity without Pre-emptive Rights | For | For | Management |
| 10 | Authorise Market Purchase of Ordinary Shares | For | For | Management |
| 11 | Authorise the Company to Call EGM with Two Weeks' Notice | For | For | Management |

BERKSHIRE HATHAWAY INC.

Ticker: BRK.B Security ID: 084670702
 Meeting Date: MAY 04, 2013 Meeting Type: Annual
 Record Date: MAR 06, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Warren E. Buffett | For | For | Management |
| 1.2 | Elect Director Charles T. Munger | For | For | Management |
| 1.3 | Elect Director Howard G. Buffett | For | For | Management |
| 1.4 | Elect Director Stephen B. Burke | For | For | Management |
| 1.5 | Elect Director Susan L. Decker | For | For | Management |
| 1.6 | Elect Director William H. Gates III | For | For | Management |
| 1.7 | Elect Director David S. Gottesman | For | For | Management |
| 1.8 | Elect Director Charlotte Guyman | For | For | Management |
| 1.9 | Elect Director Donald R. Keough | For | For | Management |
| 1.10 | Elect Director Thomas S. Murphy | For | For | Management |
| 1.11 | Elect Director Ronald L. Olson | For | For | Management |
| 1.12 | Elect Director Walter Scott, Jr. | For | For | Management |
| 1.13 | Elect Director Meryl B. Witmer | For | For | Management |
| 2 | Adopt Quantitative Goals for GHG and Other Air Emissions | Against | For | Shareholder |

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
 Meeting Date: MAY 29, 2013 Meeting Type: Annual
 Record Date: APR 03, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------|---------|-----------|------------|
| 1a | Elect Director Linnet F. Deily | For | For | Management |
| 1b | Elect Director Robert E. Denham | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 1c | Elect Director Alice P. Gast | For | For | Management |
| 1d | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 1e | Elect Director George L. Kirkland | For | For | Management |
| 1f | Elect Director Charles W. Moorman, IV | For | For | Management |
| 1g | Elect Director Kevin W. Sharer | For | For | Management |
| 1h | Elect Director John G. Stumpf | For | For | Management |
| 1i | Elect Director Ronald D. Sugar | For | For | Management |
| 1j | Elect Director Carl Ware | For | For | Management |
| 1k | Elect Director John S. Watson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Report on Management of Hydraulic Fracturing Risks and Opportunities | Against | For | Shareholder |
| 6 | Report on Offshore Oil Wells and Spill Mitigation Measures | Against | Against | Shareholder |
| 7 | Report on Financial Risks of Climate Change | Against | Against | Shareholder |
| 8 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 9 | Prohibit Political Contributions | Against | Against | Shareholder |
| 10 | Provide for Cumulative Voting | Against | For | Shareholder |
| 11 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 12 | Require Director Nominee with Environmental Expertise | Against | For | Shareholder |
| 13 | Adopt Guidelines for Country Selection | Against | For | Shareholder |

CHURCH & DWIGHT CO., INC.

Ticker: CHD Security ID: 171340102
 Meeting Date: MAY 02, 2013 Meeting Type: Annual
 Record Date: MAR 04, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Bradley C. Irwin | For | For | Management |
| 1b | Elect Director Penry W. Price | For | For | Management |
| 1c | Elect Director Arthur B. Winkleblack | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

ECOLAB INC.

Ticker: ECL Security ID: 278865100
 Meeting Date: MAY 02, 2013 Meeting Type: Annual
 Record Date: MAR 05, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Douglas M. Baker, Jr. | For | For | Management |
| 1.2 | Elect Director Barbara J. Beck | For | For | Management |
| 1.3 | Elect Director Leslie S. Biller | For | For | Management |
| 1.4 | Elect Director Stephen I. Chazen | For | For | Management |
| 1.5 | Elect Director Jerry A. Grundhofer | For | For | Management |
| 1.6 | Elect Director Arthur J. Higgins | For | For | Management |
| 1.7 | Elect Director Joel W. Johnson | For | For | Management |
| 1.8 | Elect Director Michael Larson | For | For | Management |
| 1.9 | Elect Director Jerry W. Levin | For | For | Management |
| 1.10 | Elect Director Robert L. Lumpkins | For | For | Management |
| 1.11 | Elect Director Victoria J. Reich | For | For | Management |
| 1.12 | Elect Director Mary M. VanDeWeghe | For | For | Management |
| 1.13 | Elect Director John J. Zillmer | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 5 | Stock Retention/Holding Period | Against | For | Shareholder |
| 6 | Require Consistency with Corporate Values and Report on Political Contributions | Against | Against | Shareholder |

EXXON MOBIL CORPORATION

Ticker: XOM Security ID: 30231G102
 Meeting Date: MAY 29, 2013 Meeting Type: Annual
 Record Date: APR 04, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director M.J. Boskin | For | For | Management |
| 1.2 | Elect Director P. Brabeck-Letmathe | For | For | Management |
| 1.3 | Elect Director U.M. Burns | For | For | Management |
| 1.4 | Elect Director L.R. Faulkner | For | For | Management |
| 1.5 | Elect Director J.S. Fishman | For | For | Management |
| 1.6 | Elect Director H.H. Fore | For | For | Management |
| 1.7 | Elect Director K.C. Frazier | For | For | Management |
| 1.8 | Elect Director W.W. George | For | For | Management |
| 1.9 | Elect Director S.J. Palmisano | For | For | Management |
| 1.10 | Elect Director S.S. Reinemund | For | For | Management |
| 1.11 | Elect Director R.W. Tillerson | For | For | Management |

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|------|---|---------|---------|-------------|
| 1.12 | Elect Director W.C. Weldon | For | For | Management |
| 1.13 | Elect Director E.E. Whitacre, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 6 | Limit Directors to a Maximum of Three Board Memberships in Companies with Sales over \$500 Million Annually | Against | Against | Shareholder |
| 7 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 8 | Study Feasibility of Prohibiting Political Contributions | Against | Against | Shareholder |
| 9 | Adopt Sexual Orientation Anti-bias Policy | Against | Against | Shareholder |
| 10 | Report on Management of Hydraulic Fracturing Risks and Opportunities | Against | For | Shareholder |
| 11 | Adopt Quantitative GHG Goals for Products and Operations | Against | For | Shareholder |

FRANKLIN RESOURCES, INC.

Ticker: BEN Security ID: 354613101
 Meeting Date: MAR 13, 2013 Meeting Type: Annual
 Record Date: JAN 16, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Samuel H. Armacost | For | For | Management |
| 1b | Elect Director Peter K. Barker | For | For | Management |
| 1c | Elect Director Charles Crocker | For | For | Management |
| 1d | Elect Director Charles B. Johnson | For | For | Management |
| 1e | Elect Director Gregory E. Johnson | For | For | Management |
| 1f | Elect Director Rupert H. Johnson, Jr. | For | For | Management |
| 1g | Elect Director Mark C. Pigott | For | For | Management |
| 1h | Elect Director Chutta Ratnathicam | For | For | Management |
| 1i | Elect Director Laura Stein | For | For | Management |
| 1j | Elect Director Anne M. Tatlock | For | For | Management |
| 1k | Elect Director Geoffrey Y. Yang | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Institute Procedures to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity | Against | Against | Shareholder |

GOOGLE INC.

Ticker: GOOG Security ID: 38259P508
 Meeting Date: JUN 06, 2013 Meeting Type: Annual
 Record Date: APR 08, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Larry Page | For | For | Management |
| 1.2 | Elect Director Sergey Brin | For | For | Management |
| 1.3 | Elect Director Eric E. Schmidt | For | For | Management |
| 1.4 | Elect Director L. John Doerr | For | For | Management |
| 1.5 | Elect Director Diane B. Greene | For | For | Management |
| 1.6 | Elect Director John L. Hennessy | For | For | Management |
| 1.7 | Elect Director Ann Mather | For | For | Management |
| 1.8 | Elect Director Paul S. Otellini | For | For | Management |
| 1.9 | Elect Director K. Ram Shriram | For | For | Management |
| 1.10 | Elect Director Shirley M. Tilghman | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Reducing Lead Battery Health Hazards | Against | For | Shareholder |
| 4 | Approve Recapitalization Plan for all Stock to Have One-vote per Share | Against | For | Shareholder |
| 5 | Stock Retention/Holding Period | Against | For | Shareholder |
| 6 | Adopt Policy on Succession Planning | Against | For | Shareholder |

MCDONALD'S CORPORATION

Ticker: MCD Security ID: 580135101
 Meeting Date: MAY 23, 2013 Meeting Type: Annual
 Record Date: MAR 25, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Walter E. Massey | For | For | Management |
| 1b | Elect Director John W. Rogers, Jr. | For | For | Management |
| 1c | Elect Director Roger W. Stone | For | For | Management |
| 1d | Elect Director Miles D. White | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Report on Pay Disparity | Against | Against | Shareholder |
| 5 | Stock Retention/Holding Period | Against | For | Shareholder |
| 6 | Report on Human Rights Risk Assessment Process | Against | For | Shareholder |
| 7 | Report on Nutrition Initiatives and Childhood Obesity Concerns | Against | Against | Shareholder |

MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918104
Meeting Date: NOV 28, 2012 Meeting Type: Annual
Record Date: SEP 14, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Steven A. Ballmer | For | For | Management |
| 2 | Elect Director Dina Dublon | For | For | Management |
| 3 | Elect Director William H. Gates, III | For | For | Management |
| 4 | Elect Director Maria M. Klawe | For | For | Management |
| 5 | Elect Director Stephen J. Luczo | For | For | Management |
| 6 | Elect Director David F. Marquardt | For | For | Management |
| 7 | Elect Director Charles H. Noski | For | For | Management |
| 8 | Elect Director Helmut Panke | For | For | Management |
| 9 | Elect Director John W. Thompson | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Approve Qualified Employee Stock Purchase Plan | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Provide for Cumulative Voting | Against | For | Shareholder |

THE HOME DEPOT, INC.

Ticker: HD Security ID: 437076102
Meeting Date: MAY 23, 2013 Meeting Type: Annual
Record Date: MAR 25, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1a | Elect Director F. Duane Ackerman | For | For | Management |
| 1b | Elect Director Francis S. Blake | For | For | Management |
| 1c | Elect Director Ari Bousbib | For | For | Management |
| 1d | Elect Director Gregory D. Brenneman | For | For | Management |
| 1e | Elect Director J. Frank Brown | For | For | Management |
| 1f | Elect Director Albert P. Carey | For | For | Management |
| 1g | Elect Director Armando Codina | For | For | Management |
| 1h | Elect Director Bonnie G. Hill | For | For | Management |
| 1i | Elect Director Karen L. Katen | For | For | Management |
| 1j | Elect Director Mark Vadon | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named | For | For | Management |

Executive Officers' Compensation

| | | | | |
|---|--|---------|---------|-------------|
| 4 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 5 | Amend Omnibus Stock Plan | For | For | Management |
| 6 | Prepare Employment Diversity Report | Against | For | Shareholder |
| 7 | Adopt Stormwater Run-off Management Policy | Against | Against | Shareholder |

THE PROCTER & GAMBLE COMPANY

Ticker: PG Security ID: 742718109
 Meeting Date: OCT 09, 2012 Meeting Type: Annual
 Record Date: AUG 10, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Angela F. Braly | For | For | Management |
| 1.2 | Elect Director Kenneth I. Chenault | For | For | Management |
| 1.3 | Elect Director Scott D. Cook | For | For | Management |
| 1.4 | Elect Director Susan Desmond-Hellmann | For | For | Management |
| 1.5 | Elect Director Robert A. McDonald | For | For | Management |
| 1.6 | Elect Director W. James McNeerney, Jr. | For | For | Management |
| 1.7 | Elect Director Johnathan A. Rodgers | For | For | Management |
| 1.8 | Elect Director Margaret C. Whitman | For | For | Management |
| 1.9 | Elect Director Mary Agnes Wilderotter | For | For | Management |
| 1.10 | Elect Director Patricia A. Woertz | For | For | Management |
| 1.11 | Elect Director Ernesto Zedillo | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote | Against | Against | Shareholder |
| 5 | Report on Adopting Extended Producer Responsibility Policy | Against | Against | Shareholder |
| 6 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

TOLL BROTHERS, INC.

Ticker: TOL Security ID: 889478103
 Meeting Date: MAR 13, 2013 Meeting Type: Annual
 Record Date: JAN 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Douglas C. Yearley, Jr. | For | For | Management |

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|-----|--|---------|-----|-------------|
| 1.2 | Elect Director Robert S. Blank | For | For | Management |
| 1.3 | Elect Director Edward G. Boehne | For | For | Management |
| 1.4 | Elect Director Richard J. Braemer | For | For | Management |
| 1.5 | Elect Director Carl E. Marbach | For | For | Management |
| 1.6 | Elect Director Stephen A. Novick | For | For | Management |
| 1.7 | Elect Director Paul E. Shapiro | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

UNITED PARCEL SERVICE, INC.

Ticker: UPS Security ID: 911312106
 Meeting Date: MAY 02, 2013 Meeting Type: Annual
 Record Date: MAR 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director F. Duane Ackerman | For | For | Management |
| 1b | Elect Director Michael J. Burns | For | For | Management |
| 1c | Elect Director D. Scott Davis | For | For | Management |
| 1d | Elect Director Stuart E. Eizenstat | For | For | Management |
| 1e | Elect Director Michael L. Eskew | For | For | Management |
| 1f | Elect Director William R. Johnson | For | For | Management |
| 1g | Elect Director Candace Kendle | For | For | Management |
| 1h | Elect Director Ann M. Livermore | For | For | Management |
| 1i | Elect Director Rudy H. P. Markham | For | For | Management |
| 1j | Elect Director Clark T. Randt, Jr. | For | For | Management |
| 1k | Elect Director Carol B. Tome | For | For | Management |
| 1l | Elect Director Kevin M. Warsh | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
| 4 | Approve Recapitalization Plan for all Stock to Have One-vote per Share | Against | For | Shareholder |

WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103
 Meeting Date: JUN 07, 2013 Meeting Type: Annual
 Record Date: APR 11, 2013

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Aida M. Alvarez | For | For | Management |
| 1b | Elect Director James I. Cash, Jr. | For | For | Management |
| 1c | Elect Director Roger C. Corbett | For | For | Management |
| 1d | Elect Director Douglas N. Daft | For | For | Management |
| 1e | Elect Director Michael T. Duke | For | Against | Management |
| 1f | Elect Director Timothy P. Flynn | For | For | Management |
| 1g | Elect Director Marissa A. Mayer | For | For | Management |
| 1h | Elect Director Gregory B. Penner | For | For | Management |
| 1i | Elect Director Steven S. Reinemund | For | For | Management |
| 1j | Elect Director H. Lee Scott, Jr. | For | For | Management |
| 1k | Elect Director Jim C. Walton | For | For | Management |
| 1l | Elect Director S. Robson Walton | For | Against | Management |
| 1m | Elect Director Christopher J. Williams | For | Against | Management |
| 1n | Elect Director Linda S. Wolf | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 5 | Amend Bylaws -- Call Special Meetings | Against | For | Shareholder |
| 6 | Stock Retention/Holding Period | Against | For | Shareholder |
| 7 | Require Independent Board Chairman | Against | For | Shareholder |
| 8 | Disclosure of Recoupment Activity from Senior Officers | Against | For | Shareholder |

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
 Meeting Date: APR 23, 2013 Meeting Type: Annual
 Record Date: FEB 26, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|------------|
| 1a | Elect Director John D. Baker, II | For | For | Management |
| 1b | Elect Director Elaine L. Chao | For | For | Management |
| 1c | Elect Director John S. Chen | For | For | Management |
| 1d | Elect Director Lloyd H. Dean | For | For | Management |
| 1e | Elect Director Susan E. Engel | For | For | Management |
| 1f | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 1g | Elect Director Donald M. James | For | For | Management |
| 1h | Elect Director Cynthia H. Milligan | For | For | Management |
| 1i | Elect Director Federico F. Pena | For | For | Management |
| 1j | Elect Director Howard V. Richardson | For | For | Management |
| 1k | Elect Director Judith M. Runstad | For | For | Management |
| 1l | Elect Director Stephen W. Sanger | For | For | Management |
| 1m | Elect Director John G. Stumpf | For | For | Management |
| 1n | Elect Director Susan G. Swenson | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | For | Management |

Executive Officers' Compensation

- | | | | | |
|---|---|---------|---------|-------------|
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Require Independent Board Chairman | Against | Against | Shareholder |
| 6 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
| 7 | Review Fair Housing and Fair Lending Compliance | Against | For | Shareholder |

SIGNATURES

Pursuant to the requirements of 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/ Jacob Bukhsbaum
Jacob Bukhsbaum, Chief
Compliance Officer

Date: August 29, 2013