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FOXBY CORP  
Form N-PX  
August 31, 2004

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

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Foxby Corp.

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

11 Hanover Square, 12th Floor, New York, NY 10005

-----  
(Address of principal executive offices) (Zip code)

Thomas B. Winmill, President  
Foxby Corp.  
11 Hanover Square, 12th Floor  
New York, NY 10005

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(Name and address of agent for service)

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

Date of fiscal year end: 12/31/2004

Date of reporting period: 07/01/03 - 06/30/04

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;

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- (h) How the registrant cast its vote; and
- (i) Whether the registrant cast its vote for or against management.

The Registrant did not hold any voting securities and accordingly did not vote any proxies during the reporting period.

\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-09261  
 Reporting Period: 07/01/2003 - 06/30/2004  
 Foxby Corp.

===== FOXBY CORP. =====

ATLANTIS PLASTICS, INC.

Ticker: AGH Security ID: 049156102  
 Meeting Date: MAY 25, 2004 Meeting Type: Annual  
 Record Date: MAR 26, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Charles D. Murphy, III	For	For	Management
1.2	Elect Director Chester B. Vanatta	For	For	Management
1.3	Elect Director Larry D. Horner	For	For	Management
2	Other Business	For	Against	Management

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 BONSO ELECTRONICS INTERNATIONAL INC.

Ticker: BNSO Security ID: 98529  
 Meeting Date: MAR 23, 2004 Meeting Type: ANNUAL  
 Record Date: FEB 13, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	ELECT DIRECTOR ANTHONY SO	For	Abstain	Management
1.2	ELECT DIRECTOR KIM WAH CHUNG	For	Abstain	Management
1.3	ELECT DIRECTOR CATHY KIT TENG PANG	For	Abstain	Management
1.4	ELECT DIRECTOR WOO PING FOK	For	Abstain	Management
1.5	ELECT DIRECTOR JOHN STEWART JACKSON IV	For	Abstain	Management
1.6	ELECT DIRECTOR GEORGE O'LEARY	For	Abstain	Management
1.7	ELECT DIRECTOR HENRY F. SCHLUETER	For	Abstain	Management
2	APPROVAL AND RATIFICATION OF THE CORPORATION S 2004 STOCK OPTION PLAN.	For	Abstain	Management
3	APPROVAL OF THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS AS THE INDEPENDENT PUBLIC ACCOUNTANTS OF THE CORPORATION FOR THE FISCAL YEAR ENDING MARCH 31, 2004.	For	Abstain	Management

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### CENTRAL EUROPEAN DISTRIBUTION CORPORATION

Ticker: CEDC Security ID: 153435102  
 Meeting Date: MAY 3, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William V. Carey	For	For	Management
1.2	Elect Director David Bailey	For	For	Management
1.3	Elect Director N. Scott Fine	For	For	Management
1.4	Elect Director Tony Housh	For	For	Management
1.5	Elect Director Robert P. Koch	For	For	Management
1.6	Elect Director Jan W. Laskowski	For	For	Management
1.7	Elect Director Richard Roberts	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Ratify Auditors	For	For	Management

### CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R  
 Meeting Date: NOV 11, 2003 Meeting Type: ANNUAL  
 Record Date: SEP 12, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	ELECT DIRECTOR CAROL A. BARTZ	For	For	Management
1.2	ELECT DIRECTOR LARRY R. CARTER	For	For	Management
1.3	ELECT DIRECTOR JOHN T. CHAMBERS	For	For	Management
1.4	ELECT DIRECTOR DR. JAMES F. GIBBONS	For	For	Management
1.5	ELECT DIRECTOR DR. JOHN L. HENNESSY	For	For	Management
1.6	ELECT DIRECTOR RODERICK C. MCGEARY	For	For	Management
1.7	ELECT DIRECTOR JAMES C. MORGAN	For	For	Management
1.8	ELECT DIRECTOR JOHN P. MORGRIDGE	For	For	Management
1.9	ELECT DIRECTOR DONALD T. VALENTINE	For	For	Management
1.1	ELECT DIRECTOR STEVEN M. WEST	For	For	Management
1.11	ELECT DIRECTOR JERRY YANG	For	For	Management
2	TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE EMPLOYEE STOCK PURCHASE PLAN, INCLUDING AN INCREASE OF 100,000,000 SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN AND A 5-YEAR EXTENSION OF THE PLAN, AS MORE FULLY SET FORTH IN THE ACCOMPANYING PROXY STATEMENT	For	For	Management
3	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JULY 31, 2004.	For	For	Management
4	PROPOSAL SUBMITTED BY A SHAREHOLDER THAT THE BOARD PREPARE A REPORT EACH FISCAL YEAR ON CISCO HARDWARE AND SOFTWARE PROVIDED TO GOVERNMENT AGENCIES AND STATE-OWNED COMMUNICATIONS OR INFORMATION TECHNOLOGY ENTITIES IN ANY COUNTRY, AS MORE FULLY SET FORTH I	Against	Abstain	Shareholder
5	PROPOSAL SUBMITTED BY SHAREHOLDERS THAT THE BOARD S COMPENSATION COMMITTEE PREPARE AND MAKE AVAILABLE BY JANUARY 1, 2004, A REPORT COMPARING TOTAL COMPENSATION OF THE COMPANY S TOP EXECUTIVES AND ITS LOWEST PAID WORKERS IN THE U.S. AND ABROAD AS OF SPECIF	Against	Abstain	Shareholder

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### COMCAST CORP.

Ticker: CMCSA Security ID: 20030N101  
 Meeting Date: MAY 26, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director S. Decker Anstrom	For	For	Management
1.2	Elect Director C. Michael Armstrong	For	For	Management
1.3	Elect Director Kenneth J. Bacon	For	For	Management
1.4	Elect Director Sheldon M. Bonovitz	For	For	Management
1.5	Elect Director Julian A. Brodsky	For	For	Management
1.6	Elect Director Joseph L. Castle, II	For	For	Management
1.7	Elect Director J. Michael Cook	For	For	Management
1.8	Elect Director Brian L. Roberts	For	For	Management
1.9	Elect Director Ralph J. Roberts	For	For	Management
1.10	Elect Director Dr. Judith Rodin	For	For	Management
1.11	Elect Director Michael I. Sovern	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Restricted Stock Plan	For	For	Management
4	Amend Articles/Bylaws/Charter-Non-Routine	For	For	Management
5	Require Two-Thirds Majority of Independent Directors on Board	Against	For	Shareholder
6	Political Contributions/Activities	Against	Against	Shareholder
7	Nominate Two Directors for every open Directorships	Against	Against	Shareholder
8	Limit Executive Compensation	Against	Against	Shareholder
9	Adopt a Recapitalization Plan	Against	For	Shareholder

### CRESCENT BANKING COMPANY

Ticker: CSNT Security ID: 225646108  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: MAR 26, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John S. Dean, Sr.	For	For	Management
1.2	Elect Director Charles R. Fendley	For	For	Management
1.3	Elect Director Janie Whitfield	For	For	Management
1.4	Elect Director Cecil Pruett	For	For	Management

### E\*TRADE GROUP, INC.

Ticker: ET Security ID: 269246104  
 Meeting Date: MAY 27, 2004 Meeting Type: Annual  
 Record Date: APR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ronald D. Fisher	For	For	Management
1.2	Elect Director George A. Hayter	For	For	Management
1.3	Elect Director Donna L. Weaver	For	For	Management
2	Ratify Auditors	For	For	Management

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FANNIE MAE

Ticker: FNM Security ID: 313586109  
 Meeting Date: MAY 25, 2004 Meeting Type: Annual  
 Record Date: APR 6, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen B. Ashley	For	For	Management
1.2	Elect Director Kenneth M. Duberstein	For	For	Management
1.3	Elect Director Thomas P. Gerrity	For	For	Management
1.4	Elect Director Timothy Howard	For	For	Management
1.5	Elect Director Ann Korologos	For	For	Management
1.6	Elect Director Frederic V. Malek	For	For	Management
1.7	Elect Director Donald B. Marron	For	For	Management
1.8	Elect Director Daniel H. Mudd	For	For	Management
1.9	Elect Director Anne M. Mulcahy	For	For	Management
1.10	Elect Director Joe K. Pickett	For	For	Management
1.11	Elect Director Leslie Rahl	For	For	Management
1.12	Elect Director Franklin D. Raines	For	For	Management
1.13	Elect Director H. Patrick Swygert	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Employee Stock Purchase Plan	For	For	Management
4	Provide for Cumulative Voting	Against	For	Shareholder

FRANCE TELECOM SA

Ticker: Security ID: 35177Q105  
 Meeting Date: APR 9, 2004 Meeting Type: Special  
 Record Date: MAR 3, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE ANNUAL ACCOUNTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003.	For	Did Not Vote	Management
2	APPROVAL OF CONSOLIDATED ACCOUNTS FOR THE FISCAL YEAR ENDED 31 DECEMBER 2003.	For	Did Not Vote	Management
3	ALLOCATION OF THE RESULTS FOR THE YEAR ENDED DECEMBER 31, 2003, AS SHOWN IN THE ANNUAL ACCOUNTS, AND DISTRIBUTION.	For	Did Not Vote	Management
4	APPROVAL OF THE AGREEMENTS REFERRED TO IN ARTICLE L 225-38 OF THE COMMERCIAL CODE.	For	Did Not Vote	Management
5	DELEGATION TO THE BOARD OF DIRECTORS TO BUY, KEEP OR TRANSFER FRANCE TELECOM SHARES.	For	Did Not Vote	Management
6	FIXING THE ISSUE PRICE OF SECURITIES WHICH DO NOT CONFER ON THEIR HOLDERS THE SAME RIGHTS AS ORDINARY SHARES.	For	Did Not Vote	Management
7	AMENDMENT OF ARTICLES 1, 2 AND 7 OF THE BY-LAWS TO BRING THEM INTO CONFORMITY WITH FRENCH LAW NO. 90-568.	For	Did Not Vote	Management
8	AMENDMENT OF ARTICLE 13 OF THE BY-LAWS, RELATING TO THE BOARD OF DIRECTORS.	For	Did Not Vote	Management
9	AMENDMENT OF ARTICLES 14, 15, 17, 18 AND 19 OF THE BY-LAWS RELATING TO THE CHAIRMAN S POWERS AND TO GENERAL MANAGEMENT.	For	Did Not Vote	Management
10	AMENDMENT OF THE BY-LAWS TO BRING THEM	For	Did Not	Management

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	INTO CONFORMITY WITH THE PROVISIONS OF ARTICLE 55 OF DECREE NO. 67-236.		Vote	
11	AUTHORITY DELEGATED TO THE BOARD OF DIRECTORS TO ISSUE SHARES RESERVED FOR WANADOO S SHAREHOLDERS.	For	Did Not Vote	Management
12	DELEGATION TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL FOR THE BENEFIT OF MEMBERS OF FRANCE TELECOM COMPANY SAVINGS PLAN.	For	Did Not Vote	Management
13	POWERS	For	Did Not Vote	Management

HCA, INC.

Ticker: HCA Security ID: 404119109  
 Meeting Date: MAY 27, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. Michael Armstrong	For	For	Management
1.2	Elect Director Magdalena H. Averhoff, M.D.	For	For	Management
1.3	Elect Director Jack O. Bovender, Jr.	For	For	Management
1.4	Elect Director Richard M. Bracken	For	For	Management
1.5	Elect Director Martin Feldstein	For	For	Management
1.6	Elect Director Thomas F. Frist, Jr., M.D.	For	For	Management
1.7	Elect Director Frederick W. Gluck	For	For	Management
1.8	Elect Director Glenda A. Hatchett	For	For	Management
1.9	Elect Director Charles O. Holliday, Jr.	For	For	Management
1.10	Elect Director T. Michael Long	For	For	Management
1.11	Elect Director John H. McArthur	For	For	Management
1.12	Elect Director Kent C. Nelson	For	For	Management
1.13	Elect Director Frank S. Royal, M.D.	For	For	Management
1.14	Elect Director Harold T. Shapiro	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Management Stock Purchase Plan	For	For	Management

HEWLETT-PACKARD COMPANY

Ticker: HPQ Security ID: 428236  
 Meeting Date: MAR 17, 2004 Meeting Type: ANNUAL  
 Record Date: JAN 20, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	ELECT DIRECTOR L.T. BABBIO, JR.	For	Abstain	Management
1.2	ELECT DIRECTOR P.C. DUNN	For	Abstain	Management
1.3	ELECT DIRECTOR C.S. FIORINA	For	Abstain	Management
1.4	ELECT DIRECTOR R.A. HACKBORN	For	Abstain	Management
1.5	ELECT DIRECTOR G.A. KEYWORTH II	For	Abstain	Management
1.6	ELECT DIRECTOR R.E. KNOWLING, JR.	For	Abstain	Management
1.7	ELECT DIRECTOR S.M. LITVACK	For	Abstain	Management
1.8	ELECT DIRECTOR R.L. RYAN	For	Abstain	Management
1.9	ELECT DIRECTOR L.S. SALHANY	For	Abstain	Management
1.1	ELECT DIRECTOR T.J. PERKINS	For	Abstain	Management
1.11	ELECT DIRECTOR L.S. SALHANY	For	Abstain	Management

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2	PROPOSAL TO RATIFY ERNST & YOUNG LLP AS HEWLETT- PACKARD COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING OCTOBER 31, 2004.	For	Abstain	Management
3	APPROVAL OF THE HEWLETT-PACKARD COMPANY 2004 STOCK INCENTIVE PLAN	For	Abstain	Management
4	SHAREOWNER PROPOSAL ENTITLED STOCK OPTION EXPENSING PROPOSAL	Against	Abstain	Shareholder

### IDT CORPORATION

Ticker: IDTC Security ID: 448947  
 Meeting Date: DEC 15, 2003 Meeting Type: ANNUAL  
 Record Date: OCT 20, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	ELECT DIRECTOR MOSHE KAGANOFF	For	For	Management
1.2	ELECT DIRECTOR JAMES S. GILMORE, III	For	For	Management
1.3	ELECT DIRECTOR JACK F. KEMP	For	For	Management
1.4	ELECT DIRECTOR ADM. WILLIAM A. OWENS	For	For	Management
2	APPROVAL OF AMENDMENTS TO THE COMPANY S 1996 STOCK OPTION AND INCENTIVE PLAN, AS AMENDED AND RESTATED, THAT WILL (I) PERMIT THE GRANT OF DEFERRED STOCK UNITS UNDER THE PLAN, (II) PERMIT THE GRANT OF RESTRICTED STOCK TO NON-EMPLOYEE DIRECTORS AND (III) INC	For	For	Management
3	APPROVAL OF THE COMPANY S EMPLOYEE STOCK PURCHASE PLAN.	For	For	Management
4	APPROVAL OF THE GRANT OF OPTIONS TO PURCHASE UP TO AN AGGREGATE OF 965,000 SHARES OF THE COMPANY S CLASS B COMMON STOCK GRANTED OUTSIDE OF THE COMPANY S 1996 STOCK OPTION AND INCENTIVE PLAN, AS AMENDED AND RESTATED, TO CERTAIN OFFICERS AND DIRECTORS OF TH	For	For	Management
5	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP, AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JULY 31, 2004.	For	For	Management

### INTEL CORP.

Ticker: INTC Security ID: 458140100  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Craig R. Barrett	For	For	Management
1.2	Elect Director Charlene Barshefsky	For	For	Management
1.3	Elect Director E. John P. Browne	For	For	Management
1.4	Elect Director Andrew S. Grove	For	For	Management
1.5	Elect Director D. James Guzy	For	Withhold	Management
1.6	Elect Director Reed E. Hundt	For	For	Management
1.7	Elect Director Paul S. Otellini	For	For	Management
1.8	Elect Director David S. Pottruck	For	For	Management
1.9	Elect Director Jane E. Shaw	For	For	Management
1.10	Elect Director John L. Thornton	For	For	Management
1.11	Elect Director David B. Yoffie	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Expense Stock Options	Against	For	Shareholder

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5	Limit/Prohibit Awards to Executives	Against	For	Shareholder
6	Performance- Based/Indexing Options	Against	For	Shareholder

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### INTERACTIVE DATA CORPORATION

Ticker: IDC Security ID: 45840J107  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stuart J. Clark	For	Withhold	Management
1.2	Elect Director William T. Ethridge	For	Withhold	Management
1.3	Elect Director John Fallon	For	Withhold	Management
1.4	Elect Director William B. Gauld	For	Withhold	Management
1.5	Elect Director Donald P. Greenberg	For	For	Management
1.6	Elect Director Alan J. Hirschfield	For	Withhold	Management
1.7	Elect Director Philip J. Hoffman	For	Withhold	Management
1.8	Elect Director John C. Makinson	For	Withhold	Management
1.9	Elect Director Carl Spielvogel	For	For	Management
1.10	Elect Director Allan R. Tessler	For	Withhold	Management
2	Ratify Auditors	For	For	Management

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### INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Cathleen Black	For	For	Management
1.2	Elect Director Kenneth I. Chenault	For	For	Management
1.3	Elect Director Carlos Ghosn	For	For	Management
1.4	Elect Director Nannerl O. Keohane	For	For	Management
1.5	Elect Director Charles F. Knight	For	For	Management
1.6	Elect Director Lucio A. Noto	For	For	Management
1.7	Elect Director Samuel J. Palmisano	For	For	Management
1.8	Elect Director John B. Slaughter	For	For	Management
1.9	Elect Director Joan E. Spero	For	For	Management
1.10	Elect Director Sidney Taurel	For	For	Management
1.11	Elect Director Charles M. Vest	For	For	Management
1.12	Elect Director Lorenzo H. Zambrano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Ratify Auditors for the Company's Business Consulting Services Unit	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Provide for Cumulative Voting	Against	For	Shareholder
6	Amend Pension and Retirement Medical Insurance Plans	Against	Against	Shareholder
7	Submit Executive Compensation to Vote	Against	For	Shareholder
8	Expense Stock Options	Against	For	Shareholder
9	Limit Awards to Executives	Against	Against	Shareholder
10	China Principles	Against	Against	Shareholder
11	Report on Political Contributions/Activities	Against	Against	Shareholder
12	Report on Executive Compensation	Against	Against	Shareholder

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INTUIT INC.

Ticker: INTU Security ID: 461202  
 Meeting Date: OCT 30, 2003 Meeting Type: ANNUAL  
 Record Date: SEP 2, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	ELECT DIRECTOR STEPHEN M. BENNETT	For	For	Management
1.2	ELECT DIRECTOR CHRISTOPHER W. BRODY	For	For	Management
1.3	ELECT DIRECTOR WILLIAM V. CAMPBELL	For	For	Management
1.4	ELECT DIRECTOR SCOTT D. COOK	For	For	Management
1.5	ELECT DIRECTOR L. JOHN DOERR	For	For	Management
1.6	ELECT DIRECTOR DONNA L. DUBINSKY	For	For	Management
1.7	ELECT DIRECTOR MICHAEL R. HALLMAN	For	For	Management
1.8	ELECT DIRECTOR STRATTON D. SCLAVOS	For	For	Management
2	APPROVE THE AMENDMENT OF THE INTUIT INC. 1996 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE UNDER THE PLAN BY 500,000 SHARES (FROM 4,900,000 SHARES TO 5,400,000 SHARES).	For	For	Management
3	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR FISCAL 2004.	For	For	Management

LEVEL 3 COMMUNICATIONS, INC.

Ticker: LVLT Security ID: 52729N100  
 Meeting Date: MAY 18, 2004 Meeting Type: Annual  
 Record Date: APR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James Q. Crowe	For	Withhold	Management
1.2	Elect Director Robert E. Julian	For	Withhold	Management
1.3	Elect Director Walter Scott, Jr.	For	Withhold	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Other Business	For	Against	Management

LJ INTERNATIONAL INC

Ticker: JADE Security ID: G55312105  
 Meeting Date: JUN 25, 2004 Meeting Type: Annual  
 Record Date: MAY 10, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Y.C. Yih	For	For	Management
1.2	Elect Director K.M. Au	For	For	Management
1.3	Elect Director H.T. Ng	For	For	Management
1.4	Elect Director P.Y. Yue	For	For	Management
1.5	Elect Director L.C. Wang	For	For	Management

MATRIX SERVICE COMPANY

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Ticker: MTRX Security ID: 576853  
 Meeting Date: MAR 23, 2004 Meeting Type: SPECIAL  
 Record Date: FEB 9, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO RATIFY AND APPROVE THE ADOPTION OF THE 2004 STOCK OPTION PLAN.	For	Abstain	Management

MAXCOR FINANCIAL GROUP, INC.

Ticker: MAXF Security ID: 57772G100  
 Meeting Date: JUN 9, 2004 Meeting Type: Annual  
 Record Date: APR 26, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Keith E. Reihl	For	Withhold	Management
1.2	Elect Director Oscar M. Lewisohn	For	Withhold	Management
1.3	Elect Director Marc S. Cooper	For	For	Management
2	Ratify Auditors	For	For	Management

METROGAS S.A.

Ticker: MGS Security ID: 591673207  
 Meeting Date: APR 29, 2004 Meeting Type: Annual  
 Record Date: APR 8, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPOINTMENT OF TWO SHAREHOLDERS TO APPROVE AND SIGN THE MINUTES.	For	Did Not Vote	Management
2	CONSIDERATION OF THE COMPANY S ANNUAL REPORT, BALANCE SHEET, INCOME STATEMENT, STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY, STATEMENT OF CASH FLOW, AND EXHIBITS AND NOTES THERETO.	For	Did Not Vote	Management
3	ALLOCATION OF THE NET RESULT CORRESPONDING TO THE FISCAL YEAR ENDED ON DECEMBER 31, 2003.	For	Did Not Vote	Management
4	CONSIDERATION OF THE BOARD OF DIRECTORS AND THE SURVEILLANCE COMMITTEE S PERFORMANCE.	For	Did Not Vote	Management
5	BOARD OF DIRECTORS AND SURVEILLANCE COMMITTEE S FEES.	For	Did Not Vote	Management
6	FEES OF THE AUDITORS OF THE COMPANY S FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED DECEMBER 31, 2003.	For	Did Not Vote	Management
7	ELECTION OF MEMBERS AND ALTERNATE MEMBERS OF THE BOARD OF DIRECTORS BY CLASS A SHAREHOLDERS.	For	Did Not Vote	Management
8	ELECTION OF MEMBERS AND ALTERNATE MEMBERS OF THE BOARD OF DIRECTORS BY CLASS B SHAREHOLDERS.	For	Did Not Vote	Management
9	ELECTION OF ONE MEMBER AND ONE ALTERNATE MEMBER OF THE BOARD OF DIRECTORS BY CLASS C SHAREHOLDERS.	For	Did Not Vote	Management
10	ELECTION OF THE MEMBERS AND ALTERNATE MEMBERS OF THE SURVEILLANCE COMMITTEE.	For	Did Not Vote	Management

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11	Ratify Auditors	For	Did Not Vote	Management
12	AUDIT COMMITTEE S BUDGET.	For	Did Not Vote	Management

### MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918  
 Meeting Date: NOV 11, 2003 Meeting Type: ANNUAL  
 Record Date: SEP 12, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	ELECT DIRECTOR WILLIAM H. GATES III	For	For	Management
1.2	ELECT DIRECTOR STEVEN A. BALLMER	For	For	Management
1.3	ELECT DIRECTOR JAMES I. CASH JR.	For	For	Management
1.4	ELECT DIRECTOR RAYMOND V. GILMARTIN	For	For	Management
1.5	ELECT DIRECTOR A. MCLAUGHLIN KOROLOGOS	For	For	Management
1.6	ELECT DIRECTOR DAVID F. MARQUARDT	For	For	Management
1.7	ELECT DIRECTOR CHARLES H. NOSKI	For	For	Management
1.8	ELECT DIRECTOR HELMUT PANKE	For	For	Management
1.9	ELECT DIRECTOR WM. G. REED JR.	For	For	Management
1.1	ELECT DIRECTOR JON A. SHIRLEY	For	For	Management
2	ADOPTION OF THE AMENDMENTS TO THE 2001 STOCK PLAN	For	For	Management
3	ADOPTION OF THE AMENDMENTS TO THE 1999 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS	For	For	Management
4	SHAREHOLDER PROPOSAL (THE BOARD RECOMMENDS A VOTE AGAINST THIS PROPOSAL)	Against	Against	Shareholder

### MOTOROLA, INC.

Ticker: MOT Security ID: 620076109  
 Meeting Date: MAY 3, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward Zander	For	For	Management
1.2	Elect Director H. Laurence Fuller	For	For	Management
1.3	Elect Director Judy Lewent	For	For	Management
1.4	Elect Director Walter Massey	For	For	Management
1.5	Elect Director Nicholas Negroponte	For	For	Management
1.6	Elect Director Indra Nooyi	For	For	Management
1.7	Elect Director John Pepper, Jr.	For	For	Management
1.8	Elect Director Samuel Scott III	For	For	Management
1.9	Elect Director Douglas Warner III	For	For	Management
1.10	Elect Director John White	For	For	Management
1.11	Elect Director Mike Zafirovski	For	For	Management
2	Limit Executive Compensation	Against	Against	Shareholder
3	Limit Awards to Executives	Against	Against	Shareholder

### NASH FINCH CO.

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Ticker: NAFC Security ID: 631158102  
 Meeting Date: MAY 18, 2004 Meeting Type: Annual  
 Record Date: MAR 19, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Allister P. Graham	For	For	Management
1.2	Elect Director Ron Marshall	For	For	Management
1.3	Elect Director Laura Stein	For	For	Management

### NOKIA CORPORATION

Ticker: NOK Security ID: 654902  
 Meeting Date: MAR 25, 2004 Meeting Type: ANNUAL  
 Record Date: JAN 30, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A	APPROVAL OF THE INCOME STATEMENTS AND THE BALANCE SHEETS.	For	Abstain	Management
1B	APPROVAL OF A DIVIDEND OF EUR 0.30 PER SHARE.	For	Abstain	Management
1C	APPROVAL OF THE DISCHARGE OF THE CHAIRMAN, THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT FROM LIABILITY.	For	Abstain	Management
1E.1	ELECT DIRECTOR PAUL J. COLLINS	For	Abstain	Management
1E.2	ELECT DIRECTOR GEORG EHRNROOTH	For	Abstain	Management
1E.3	ELECT DIRECTOR BENGT HOLMSTROM	For	Abstain	Management
1E.4	ELECT DIRECTOR PER KARLSSON	For	Abstain	Management
1E.5	ELECT DIRECTOR JORMA OLLILA	For	Abstain	Management
1E.6	ELECT DIRECTOR MARJORIE SCARDINO	For	Abstain	Management
1E.7	ELECT DIRECTOR VESA VAINIO	For	Abstain	Management
1E.8	ELECT DIRECTOR ARNE WESSBERG	For	Abstain	Management
1E.9	ELECT DIRECTOR ARNE WESSBERG	For	Abstain	Management
1G	APPROVAL OF THE APPOINTMENT OF THE AUDITOR. ( FOR AND ABSTAIN ARE THE ONLY VALID VOTING OPTIONS)	For	Abstain	Management
2	APPROVAL OF THE PROPOSAL OF THE BOARD TO REDUCE THE SHARE CAPITAL THROUGH CANCELLATION OF NOKIA SHARES HELD BY THE COMPANY	For	Abstain	Management
3	APPROVAL OF THE AUTHORIZATION TO THE BOARD TO INCREASE THE SHARE CAPITAL OF THE COMPANY.	For	Abstain	Management
4	APPROVAL OF THE AUTHORIZATION TO THE BOARD TO REPURCHASE NOKIA SHARES.	For	Abstain	Management
5	APPROVAL OF THE AUTHORIZATION TO THE BOARD TO DISPOSE NOKIA SHARES HELD BY THE COMPANY.	For	Abstain	Management
6	APPROVAL OF THE PROPOSAL OF THE BOARD TO INCREASE THE CAPITAL OF THE FOUNDATION OF NOKIA CORPORATION.	For	Abstain	Management
7	MARK THE FOR BOX IF YOU WISH TO INSTRUCT THE DEPOSITARY TO GIVE A PROXY TO ANY ONE OF MARIANNA UOTINEN-TARKOMA, ESA KAUNISTOLA, BOTH LEGAL COUNSELS OF NOKIA CORPORATION, TO AUTHORIZE ANY OF THEM (WITH FULL POWER OF SUBSTITUTION) TO VOTE, IN THEIR DISCRE	For	Abstain	Management

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NTT DOCOMO INC.

Ticker: Security ID: 62942M201  
 Meeting Date: JUN 18, 2004 Meeting Type: Annual  
 Record Date: MAR 30, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF PROPOSED APPROPRIATION OF RETAINED EARNINGS FOR THE 13TH FISCAL YEAR.	For	For	Management
2	REPURCHASE OF SHARES: A SUMMARY OF THIS ITEM APPEARS IN THE SECTION ENTITLED REFERENCE MATERIALS PERTAINING TO EXERCISE OF VOTING RIGHTS ON PAGE 3 HEREIN, BELOW.	For	For	Management
3	PARTIAL AMENDMENT TO THE ARTICLES OF INCORPORATION: A SUMMARY OF THIS ITEM APPEARS IN THE REFERENCE MATERIALS PERTAINING TO EXERCISE OF VOTING RIGHTS ON PAGE 4 HEREIN, BELOW.	For	Against	Management
4	ELECTION OF 25 DIRECTORS.	For	For	Management
5	ELECTION OF 1 CORPORATE AUDITOR.	For	For	Management
6	AWARD OF RETIREMENT BENEFITS PAYMENTS TO RETIRING DIRECTORS AND CORPORATE AUDITOR.	For	Against	Management

PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael S. Brown	For	For	Management
1.2	Elect Director M. Anthony Burns	For	For	Management
1.3	Elect Director Robert N. Burt	For	For	Management
1.4	Elect Director W. Don Cornwell	For	For	Management
1.5	Elect Director William H. Gray III	For	For	Management
1.6	Elect Director Constance J. Horner	For	For	Management
1.7	Elect Director William R. Howell	For	For	Management
1.8	Elect Director Stanley O. Ikenberry	For	For	Management
1.9	Elect Director George A. Lorch	For	For	Management
1.10	Elect Director Henry A. Mckinnell	For	For	Management
1.11	Elect Director Dana G. Mead	For	For	Management
1.12	Elect Director Franklin D. Raines	For	For	Management
1.13	Elect Director Ruth J. Simmons	For	For	Management
1.14	Elect Director William C. Steere, Jr.	For	For	Management
1.15	Elect Director Jean-Paul Valles	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder
5	Cease Political Contributions/Activities	Against	Against	Shareholder
6	Report on Political Contributions/Activities	Against	Against	Shareholder
7	Establish Term Limits for Directors	Against	Against	Shareholder
8	Report on Drug Pricing	Against	Against	Shareholder
9	Limit Awards to Executives	Against	Against	Shareholder
10	Amend Animal Testing Policy	Against	Against	Shareholder

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 QUALCOMM, INCORPORATED

Ticker: QCOM Security ID: 747525  
 Meeting Date: MAR 2, 2004 Meeting Type: ANNUAL  
 Record Date: JAN 2, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	ELECT DIRECTOR ADELIA A. COFFMAN	Against	Withheld	Management
1.2	ELECT DIRECTOR RAYMOND V. DITTAMORE	For	For	Management
1.3	ELECT DIRECTOR IRWIN MARK JACOBS	For	For	Management
1.4	ELECT DIRECTOR RICHARD SULPIZIO	For	For	Management
2	TO APPROVE AN AMENDMENT TO THE COMPANY S 2001 STOCK OPTION PLAN TO INCREASE THE AGGREGATE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER SUCH PLAN.	For	For	Management
3	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE COMPANY S FISCAL YEAR ENDING SEPTEMBER 26, 2004. THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST PROPOSAL 4	For	For	Management
4	BERNARD LUBRAN - TO ELIMINATE THE CLASSIFIED BOARD.	Against	For	Shareholder

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 SOLECTRON CORPORATION

Ticker: SLR Security ID: 834182  
 Meeting Date: JAN 7, 2004 Meeting Type: ANNUAL  
 Record Date: NOV 18, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	ELECT DIRECTOR WILLIAM A. HASLER	For	For	Management
1.2	ELECT DIRECTOR MICHAEL R. CANNON	For	For	Management
1.3	ELECT DIRECTOR RICHARD A. D'AMORE	For	For	Management
1.4	ELECT DIRECTOR HEINZ FRIDRICH	For	For	Management
1.5	ELECT DIRECTOR WILLIAM R. GRABER	For	For	Management
1.6	ELECT DIRECTOR DR. PAUL R. LOW	For	For	Management
1.7	ELECT DIRECTOR C. WESLEY M. SCOTT	For	For	Management
1.8	ELECT DIRECTOR OSAMU YAMADA	For	For	Management
1.9	ELECT DIRECTOR CYRIL YANSOUNI	For	For	Management
2	TO APPROVE AN AMENDMENT TO THE COMPANY S 2002 STOCK OPTION PLAN TO PERMIT AN OPTION EXCHANGE PROGRAM.	For	For	Management
3	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING AUGUST 31, 2004.	For	For	Management

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 SPRINT CORP.

Ticker: FON Security ID: 852061100  
 Meeting Date: APR 20, 2004 Meeting Type: Annual  
 Record Date: FEB 20, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect	Director Gordon M. Bethune	For	For	Management
1.2	Elect	Director E. Linn Draper, Jr.	For	For	Management
1.3	Elect	Director Deborah A. Henretta	For	For	Management
1.4	Elect	Director Linda Koch Lorimer	For	Withhold	Management
2	Ratify Auditors		For	For	Management
3	Performance- Based/Indexed Options		Against	For	Shareholder
4	Limit Executive Compensation		Against	Against	Shareholder
5	Separate Chairman and CEO Positions		Against	For	Shareholder
6	Report on Foreign Outsourcing		Against	Against	Shareholder

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### SUN MICROSYSTEMS, INC.

Ticker: SUNW Security ID: 866810  
 Meeting Date: NOV 13, 2003 Meeting Type: ANNUAL  
 Record Date: SEP 15, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	ELECT DIRECTOR SCOTT G. MCNEALY	For	For	Management
1.2	ELECT DIRECTOR JAMES L. BARKSDALE	For	For	Management
1.3	ELECT DIRECTOR L. JOHN DOERR	For	For	Management
1.4	ELECT DIRECTOR ROBERT J. FISHER	For	For	Management
1.5	ELECT DIRECTOR MICHAEL E. LEHMAN	For	For	Management
1.6	ELECT DIRECTOR ROBERT L. LONG	For	For	Management
1.7	ELECT DIRECTOR M. KENNETH OSHMAN	For	For	Management
1.8	ELECT DIRECTOR NAOMI O. SELIGMAN	For	For	Management
1.9	ELECT DIRECTOR LYNN E. TURNER	For	For	Management
2	AMENDMENTS TO THE 1990 EMPLOYEE STOCK PURCHASE PLAN. PROPOSAL TO APPROVE AMENDMENTS TO SUN S 1990 EMPLOYEE STOCK PURCHASE PLAN, INCLUDING AN INCREASE IN THE NUMBER OF SHARES OF COMMON STOCK RESERVED FOR ISSUANCE THEREUNDER BY 170,000,000 SHARES OF COMMON	For	For	Management
3	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP, AS SUN S INDEPENDENT AUDITORS FOR THE CURRENT FISCAL YEAR	For	For	Management
4	STOCKHOLDER PROPOSAL ENTITLED CHINA BUSINESS PRINCIPLES FOR RIGHTS OF WORKERS IN CHINA . PROPOSAL REQUESTING IMPLEMENTATION OF PRINCIPLES EMBODIED IN CHINA BUSINESS PRINCIPLES FOR RIGHTS OF WORKERS IN CHINA	Against	Abstain	Shareholder

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### SUNGARD DATA SYSTEMS INC.

Ticker: SDS Security ID: 867363103  
 Meeting Date: MAY 14, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gregory S. Bentley	For	Withhold	Management
1.2	Elect Director Michael C. Brooks	For	For	Management
1.3	Elect Director Cristobal Conde	For	For	Management
1.4	Elect Director Ramon de Oliveira	For	For	Management

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1.5	Elect	Director	Henry C. Duques	For	For	Management
1.6	Elect	Director	Albert A. Eisenstat	For	For	Management
1.7	Elect	Director	Bernard Goldstein	For	For	Management
1.8	Elect	Director	Janet Brutschea Haugen	For	For	Management
1.9	Elect	Director	James L. Mann	For	For	Management
1.10	Elect	Director	Malcolm I. Ruddock	For	For	Management
2	Ratify	Auditors		For	For	Management

SYBASE, INC.

Ticker: SY Security ID: 871130100  
 Meeting Date: MAY 27, 2004 Meeting Type: Annual  
 Record Date: APR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Cecilia Claudio	For	For	Management
1.2	Elect Director L. William Krause	For	For	Management
1.3	Elect Director Robert P. Wayman	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

UTSTARCOM, INC.

Ticker: UTSI Security ID: 918076100  
 Meeting Date: MAY 14, 2004 Meeting Type: Annual  
 Record Date: MAR 29, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas J. Toy	For	For	Management
1.2	Elect Director Ying Wu	For	Withhold	Management
2	Ratify Auditors	For	For	Management

WASHINGTON MUTUAL, INC

Ticker: WM Security ID: 939322103  
 Meeting Date: APR 20, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Anne V. Farrell	For	For	Management
1.2	Elect Director Stephen E. Frank	For	For	Management
1.3	Elect Director Margaret Osmer Mcquade	For	For	Management
1.4	Elect Director William D. Schulte	For	For	Management
2	Ratify Auditors	For	For	Management
3	Limit Executive Compensation	Against	Against	Shareholder

===== END NPX REPORT

### SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the

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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: August 31, 2004