

Edgar Filing: FOXBY CORP. - Form SC 13D/A

FOXBY CORP.  
Form SC 13D/A  
May 01, 2009

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 9) \*

Foxby Corp.

-----  
(Name of Issuer)  
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Common Stock

-----  
(Title of Class of Securities)  
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351645106

-----  
(CUSIP Number)  
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Gregg T. Abella  
Investment Partners Asset Management, Inc.  
One Highland Avenue  
Metuchen, New Jersey 08840  
732-205-0391

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)  
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April 29, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The Information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 351645106

1 NAME OF REPORTING PERSON

Investment Partners Asset Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Investment Partners Asset Management, Inc. is organized under the laws of Delaware.

7 SOLE VOTING POWER  
71,873.3564

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER  
177,997.0486

9 SOLE DISPOSITIVE POWER  
71,873.3564

10 SHARED DISPOSITIVE POWER  
177,997.0486

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
249,870.4050

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.57%

14 TYPE OF REPORTING PERSON  
IA

Item 1. Security and Issuer

Foxyby Corp. is located at 11 Hanover Square, New York, NY 10005.

Item 2. Identity and Background

The reporting person is Investment Partners Asset Management, Inc., a corporation organized in the State of Delaware that does business as an investment adviser. Its principal office is located at One Highland Avenue, Metuchen, NJ 08840. During the last five years, the reporting person (i) has not been convicted in a criminal proceeding and (ii) has not been a party to a civil proceeding described in Item 2(e) of Schedule 13D.

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### Item 3. Source and Amount of Funds or Other Consideration

The source of all funds used in making purchases was client assets.

### Item 4. Purpose of Transaction

The purpose of the acquisition is investment. The reporting person may from time to time recommend actions to the issuer's board of directors or management for the purpose of increasing the market value of the issuer's shares generally. A proposal dated April 29, 2009, for inclusion in the issuer's proxy statement under Rule 14a-8, from a client for whom the reporting person has sole dispositive power and sole voting power, is attached as an exhibit hereto. That proposal, if adopted by the shareholders, will request the board of directors of the issuer to consider seeking an appropriate registered investment company, or series thereof (including other Winmill funds), with the potential goal of effecting a merger or similar transaction with such company or series that is in the best interests of the issuer and its shareholders.

### Item 5. Interest in Securities of the Issuer

a) The reporting person believes that the number of shares of the issuer that are outstanding is 2,610,050 as of December 31, 2008, based on information provided in the issuer's most recent annual report. As of April 30, 2009, the reporting person may have been deemed the beneficial owner of 249,870.4050 shares, or approximately 9.57% of the total number of shares outstanding.

b) The reporting person has sole power to vote and sole dispositive power for 71,873.3564 shares, or approximately 2.75% of the total number of shares outstanding, held by one of its clients, the Remington Value & Special Situation Fund, LLC.

The reporting person has shared voting power and shared dispositive power for 177,997.0486 shares, approximately 6.82% of the total number of shares outstanding.

c) Clients of the reporting person have not purchased nor sold any shares of the issuer within the past 60 days.

d) Clients of the reporting person are entitled to receive all dividends, distributions and proceeds of sale.

e) Not Applicable

### Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer

None

### Item 7. Material to be Filed as Exhibits

Letter to Foxby Corp., dated April 29, 2009, and attached Rule 14a-8 proposal.

### SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: May 1, 2009

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Investment Partners Asset Management, Inc.

By: /s/ Gregg T. Abella

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Name: Gregg T. Abella

Title: Officer