

BEXIL

- **Notice of 2020 Annual Meeting and Proxy Statement**
- **2019 Annual Report**

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Ticker:

BXLC

BEXIL CORPORATION

Notice of Annual Meeting of Stockholders

To the Stockholders:

Notice is hereby given that the 2020 Annual Meeting of Stockholders (the “Meeting”) of Bexil Corporation, a Maryland corporation (the “Company”), will be held by conference call (dial-in number: (267) 930-4000; access code: 373-498-588#) on June 9, 2020 at 11:30 a.m., ET, for the following purposes:

1. To elect Thomas B. Winmill to the board of directors of the Company as a Class I Director to serve until the 2023 annual meeting of stockholders, or thereafter when his successor is duly elected and qualifies.
2. To ratify the 2020 compensation of independent directors.
3. To consider and act upon any other business as may properly come before the Meeting or any postponement or adjournment thereof.

The board of directors unanimously recommends that stockholders vote FOR each of the proposals.

Stockholders of record at the close of business on April 13, 2020 are entitled to receive notice of and to vote at the Meeting.

By Order of the board of directors

Russell Kamerman
Secretary

New York, New York
May 1, 2020

THE MEETING WILL START PROMPTLY AT 11:30 A.M., ET. TO AVOID DISRUPTION, ADMISSION MAY BE LIMITED ONCE THE MEETING STARTS. PHOTOGRAPHIC OR OTHER IDENTIFICATION MAY BE REQUIRED FOR ADMISSION TO THE MEETING. PLEASE SIGN AND DATE THE ENCLOSED PROXY CARD AND RETURN IT PROMPTLY IN THE ENCLOSED POSTAGE PAID ENVELOPE WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. ANY STOCKHOLDER OF RECORD PRESENT AT THE MEETING MAY VOTE IN PERSON (FOR PURPOSES HEREIN, “IN PERSON” SHALL REFER TO ATTENDANCE BY CONFERENCE CALL) INSTEAD OF BY PROXY, THEREBY CANCELING ANY PREVIOUS PROXY.

Please Vote Immediately by Signing and Returning the Enclosed Proxy Card.
Delay may cause the Company to incur additional expenses to solicit votes for the Meeting.

BEXIL CORPORATION

PROXY STATEMENT

Annual Meeting of Stockholders to be held June 9, 2020

This Proxy Statement is furnished in connection with a solicitation of proxies by Bexil Corporation, a Maryland corporation (the “Company”), to be voted at the 2020 Annual Meeting of Stockholders of the Company to be held by conference call (dial-in number: (267) 930-4000; access code: 373-498-588#) on June 9, 2020 at 11:30 a.m., ET, and at any postponements or adjournments thereof (the “Meeting”), for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. Only stockholders of record at the close of business on April 13, 2020 (the “Record Date”) are entitled to be present and to vote on matters at the Meeting. Stockholders are entitled to one vote for each Company share held. Shares represented by executed and unrevoked proxies will be voted in accordance with the instructions on the Proxy Card. A stockholder may revoke a proxy by delivering to the Company a signed proxy with a date later than the previously delivered proxy or by sending a written revocation to the Company. To be effective, such revocation must be received prior to the Meeting. In addition, any stockholder who attends the Meeting in person (for purposes herein, “in person” shall refer to attendance by conference call) may vote by ballot at the Meeting, thereby canceling any proxy previously given. As of the Record Date, the Company had 822,132 shares of common stock issued and outstanding. Stockholders of the Company will vote as a single class.

It is estimated that proxy materials will be mailed to stockholders as of the Record Date on or about May 3, 2020.

At the Meeting, the presence in person or by proxy of stockholders entitled to cast one third or more of all the votes entitled to be cast at the Meeting constitutes a quorum. In the absence of a quorum, the chairman of the board of directors (the “Board”), if present, or if not present, then any officer entitled to preside or act as secretary of such meeting, if present, or if not present, then any stockholder present in person or by proxy entitled to vote, may adjourn the meeting without determining the date of the new meeting or from time to time without further notice to a date not more than 120 days after the original record date. Any business that might have been transacted at the meeting originally called may be transacted at any such adjourned meeting at which a quorum is present. Abstentions and broker non-votes will not have an impact on the chairman’s determination to adjourn the Meeting. At such adjourned Meeting at which a quorum is present, any business may be transacted which might have been transacted at the Meeting as originally notified. Notice of adjournment of a stockholders meeting to another time or place need not be given if such time and place are announced at the meeting. A stockholder vote may be taken for one or more proposals prior to any adjournment.

Properly executed proxies may contain instructions to abstain from voting or to withhold authority to vote (an “abstention”) or may represent a broker “non-vote” (which is a proxy from a broker or nominee indicating that the broker or nominee has not received instructions from the beneficial owner or other persons entitled to vote shares on a particular matter with respect to which the broker or nominee does not have discretionary power to vote). The shares represented by abstentions or broker non-votes will be considered present at the Meeting for purposes of determining the existence of a quorum for the transaction of business. Under Maryland law, abstentions do not constitute a vote “for” or “against” a matter and will be disregarded in determining “votes cast” on an issue.

No other business may be acted upon at the Meeting other than as described in this Proxy Statement. If any procedural matters related to the proposals described herein properly come before the Meeting, shares represented by proxies will be voted in the discretion of the person or persons holding the proxies.

All costs of soliciting proxies for the Meeting will be borne by the Company. Banks, brokerage houses, and other custodians will be requested on behalf of the Company to forward solicitation material to the beneficial owners of Company shares to obtain authorizations for the execution of proxies, and the Company will reimburse them for any reasonable expenses they incur. In addition, some of the officers of the Company may, without remuneration, solicit proxies personally, by telephone, electronically, or by other means. If you are a record holder of one or more of the Company’s shares and plan to attend the Meeting in person, in order to gain admission, you must show valid photographic identification, such as your driver’s license or passport. If you hold shares of the Company through a bank, broker, or other nominee, and plan to attend the Meeting in person, in order to gain admission, you must show valid photographic identification, such as your driver’s license or passport, and satisfactory proof of ownership of shares in the Company, such as your voting instruction form or a letter from your bank, broker, or other nominee’s statement indicating ownership as of the record date for the Meeting. For purposes of a meeting held by conference call, this information may be requested electronically.

Notwithstanding anything herein to the contrary, for purposes of this Meeting, which will be held by conference call, the Company: (1) will take reasonable measures to verify that each person deemed present and permitted to vote at the Meeting is a stockholder or the holder of a valid proxy from a Company stockholder; (2) will take reasonable measures to provide such shareholders and proxy holders a reasonable opportunity to participate in the Meeting — including an opportunity to read or hear the proceedings as they happen substantially and concurrently with such proceedings — and to vote on matters submitted to the stockholders; and (3) will maintain a record of votes and other actions taken at the Meeting.

PROPOSAL 1: TO ELECT THOMAS B. WINMILL TO THE BOARD OF DIRECTORS OF THE COMPANY AS A CLASS I DIRECTOR TO SERVE UNTIL THE 2023 ANNUAL MEETING OF STOCKHOLDERS, OR THEREAFTER WHEN HIS SUCCESSOR IS DULY ELECTED AND QUALIFIES.

Pursuant to the governing documents of the Company, the Board is divided into three classes, designated Class I, Class II, and Class III. One class of directors is to be elected at each annual meeting of stockholders to serve for a term expiring at the time of the third succeeding annual meeting of stockholders, or thereafter in each case when their respective successors are elected and qualify. At the Meeting, stockholders will be asked to elect Thomas B. Winmill (the “Nominee”) as Class I director. Mr. Winmill’s term as a Class I director will expire at the Meeting, or thereafter when his successor is elected and qualifies. No other class of directors has a term that so expires this year.

The Nominee has consented to being named in this Proxy Statement and has agreed to serve if elected. If you properly execute and return your proxy but do not indicate any voting instructions, your shares will be voted for the election of the Nominee. Should the Nominee withdraw or otherwise become unavailable for election due to events not now known or anticipated, it is intended that the proxy holders will vote for the election of such other person or persons as the Board may recommend.

The following table sets forth certain information concerning the Nominee for Class I Director of the Company:

<u>Name, Address, and Date of Birth</u>	<u>Position(s) Held with Company</u>	<u>Term of Office and Length of Time Served</u>	<u>Principal Occupation(s) During Past 5 Years</u>
<i>Interested Director Nominee</i> Thomas B. Winmill, Esq. P.O. Box 4 Walpole, NH 03608 June 25, 1959	Director (Class I) Chairman, President, Chief Executive Officer, and Chief Legal Officer	Since 1999 (current term ends at the 2020 annual meeting, or thereafter when his successor is elected and qualified)	Mr. Winmill has served as President and Chief Executive Officer, and a director of the Company since 1999 and in other capacities since 1996. Since 1999, he has also served as a director or trustee, President and Chief Executive Officer of Winmill & Co. Incorporated (“Winco”), its affiliates, and the investment companies managed by their affiliates (the “Fund Complex”), and in other capacities since 1988. Mr. Winmill is a member of the New York State Bar.

In considering the Nominee, the Nominating Committee evaluated the Nominee’s background and his oversight and service as a member of the Board. The nominee was deemed to have an excellent educational background, a great reputation for high ethical standards and personal and professional integrity, and strong financial, technical and other expertise which may complement the Board’s existing mix of skills and qualifications. The Nominating Committee also expected the nominee to contribute to the ongoing functions of the Board, including an ability and commitment to attend meetings regularly, work collaboratively with other members of the Board, and carry out his duties in the best interests of the Company. In considering the nominee, the Board evaluated Mr. Winmill’s background and his specific qualifications, attributes, knowledge, expertise, experience, and skills as a result of his occupational experience as set forth herein. The Board also considered and evaluated the nominee’s experience with Company board and operational matters.

The Board believes that the significance of each director’s qualifications, attributes, knowledge, expertise, experience, and skills is an individual matter (meaning that experience important for one director may not have the same value for another) and that these factors are best evaluated at the Board level, with no single director, or particular factor, being indicative of Board effectiveness. In its periodic self-assessment of the effectiveness of the Board, the Board considers the complementary individual skills and experience of the individual directors in the broader context of the Board’s overall composition so that the Board, as a body, possesses the appropriate (and appropriately diverse) skills and experience to oversee the business of the Company. References to the qualifications, attributes and skills of directors do not constitute holding out the Board or any director as having any special expertise or experience, and shall not impose any greater responsibility or liability on any such person or on the Board by reason thereof.

Vote Required

As set forth in the Company's bylaws, except as otherwise provided in the charter and notwithstanding any other provision of Maryland law, "the election of any director by stockholders requires the affirmative vote of at least eighty percent (80%) of the outstanding shares of all classes of voting stock, voting together, in person or by proxy at a meeting at which a quorum is present, unless such action is approved by the vote of a majority of the board of directors, in which case such action requires the affirmative vote of a plurality of the votes cast at the Meeting." Inasmuch as the election of the Nominee was approved by a majority of the board of directors, a plurality of all the votes cast at the Meeting at which a quorum is present shall be sufficient to elect the Nominee.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE NOMINEE. ANY SIGNED BUT UNMARKED PROXIES WILL BE VOTED FOR THE NOMINEE.

Current Board Members

In addition to the Nominee for Class I director set forth above, the Board is comprised of the individuals listed below.

<u>Name, Address,⁽¹⁾ and Date of Birth</u>	<u>Position(s) Held with Company</u>	<u>Term of Office and Length of Time Served</u>	<u>Principal Occupation(s) During Past 5 Years</u>
Independent⁽²⁾ Directors			
Philip N. Kadinsky-Cade May 28, 1959	Director (Class II)	Since 2014 (current term ends at the 2021 annual meeting, or thereafter when his successor is elected and qualified)	Independent trader since 2007. Previously, Mr. Kadinsky-Cade was a founder and Managing Member of Bluehaven Management Group, LLC and co-organizer/manager of Grey Owl Partners, LP.
John C. Hitchcock October 17, 1957	Director (Class III)	Since 2016	Managing Director & Vice President, Energy Intelligence Group, 2010 - Present. Mr. Hitchcock is an officer of a 60-plus-year-old company whose core lines include web-based newsletters, conferences and research. Direct reports have included general counsel, circulation and billing, compliance, and sales and marketing. He previously held editorial and executive positions with Dow Jones & Co. and Institutional Investor Inc.

- (1) The mailing address of each director is, except as noted otherwise, 11 Hanover Square, New York, New York 10005.
- (2) "Independent director" as used throughout this proxy statement means a director who (i) neither directly nor through any corporation, firm, or other entity in which the director has a material financial interest, has a current contract or other transaction with the Company, other than as a Company director, unless section 2-419(a) of the Maryland General Corporation Law applies, or (ii) is deemed "independent" by the Board.

Executive Officers

The current executive officers of the Company, other than those who serve as directors, are as follows:

<u>Name, Address⁽¹⁾ and Date of Birth</u>	<u>Position(s) Held with Company</u>	<u>Officer Since⁽²⁾</u>	<u>Principal Occupation(s) During Past 5 Years</u>
Thomas O'Malley July 22, 1958	Chief Accounting Officer, Chief Financial Officer, and Treasurer	2005	Chief Accounting Officer, Chief Financial Officer, Treasurer, and Vice President of the Company, Winco, its affiliates, and the Fund Complex. He is a certified public accountant.
Russell Kamerman, Esq. July 8, 1982	Chief Compliance Officer, Secretary, and General Counsel	2014	Chief Compliance Officer, Secretary, and General Counsel of the Company, and in such capacity or as Assistant Chief Compliance Officer, Assistant Secretary, and Assistant General Counsel for Winco, its affiliates, and the Fund Complex, and in other capacities since 2014. Previously, he was an attorney in private practice focusing on regulatory, compliance, and other general corporate matters relating to the structure, formation, and operation of investment funds and investment advisers. He is a member of the New York State Bar.

<u>Name, Address⁽¹⁾ and Date of Birth</u>	<u>Position(s) Held with Company</u>	<u>Officer Since⁽²⁾</u>	<u>Principal Occupation(s) During Past 5 Years</u>
Donald Klimoski II, Esq. September 24, 1980	Assistant Chief Compliance Officer, Assistant Secretary, Assistant General Counsel	2017	Assistant Chief Compliance Officer, Assistant Secretary, and Assistant General Counsel of the Company, and in such capacity or as Chief Compliance Officer, Secretary, and General Counsel for Winco, its affiliates, and the Fund Complex since 2017. He is a member of the New York, New Jersey and Patent Bars. Previously, he served as Associate General Counsel of Commvault Systems, Inc. Prior to that, he was an associate at Sullivan & Cromwell LLP, where his practice focused on mergers and acquisitions, securities law, corporate governance, intellectual property and related matters.
Heidi Keating March 28, 1959	Vice President	1978	Vice President of the Company, Winco, its affiliates, and the Fund Complex.

- (1) The mailing address of each officer is, except as noted otherwise, 11 Hanover Square, New York, New York 10005.
- (2) Officers hold their positions with the Company until a successor has been duly elected and qualifies. Officers are generally elected annually. The officers were last elected on December 10, 2019.

Current Board Leadership Structure and Oversight Responsibilities

The Board is responsible for the oversight of the Company’s operations. The Board is currently composed of three members, two of whom are independent directors. As described below, the Board has established three standing committees, Audit, Compensation, and Governance Committee (“ACG Committee”), Executive Committee, and Nominating Committee, and may establish *ad hoc* committees or working groups from time to time, to assist the Board in fulfilling its oversight responsibilities. The Board designated the ACG Committee, consisting of all the independent directors, to consider matters related to audit, compensation, and governance. In accordance with an ACG Committee recommendation, the Board designated the Nominating Committee to consider matters related to nominating candidates for election as directors of the Company and, specifically, to determine the slate of director nominees for election to the Company’s Board of Directors, to fill vacancies between annual stockholder meetings, and to review, evaluate, and recommend changes to the Company’s corporate governance, and provided that the Nominating Committee be comprised of the chairman of the board, the deputy or vice chairman, if any, and the chief executive officer, with the exact number of members on the Nominating Committee depending on the number of individuals on the board with such titles. With respect to the Executive Committee, Article IV, Section 2 of the Company’s Bylaws provides “Powers of the Executive Committee. Unless otherwise provided by resolution of the board of directors, when the board of directors is not in session the Executive Committee shall have and may exercise all powers of the board of directors in the direction of the management of the business and affairs of the Corporation that may lawfully be exercised by an Executive Committee.”

Mr. Thomas B. Winmill is chairman of the Board of Directors (the “Chairman”) pursuant to Article III, Section 7 of the Company’s Bylaws, which provides “The chairman of the board of directors shall be the president if a director or, if not, the next most senior officer of the Corporation who is a member of the board of directors, and the chairman, or his designee, shall preside at all stockholders meetings and at all meetings of the board of directors. He shall have such other powers and perform such other duties as may be assigned to him from time to time by the board of directors (or an authorized committee thereof).” Mr. Thomas B. Winmill has been active in investment management for over 25 years as a portfolio manager, chief executive officer, general counsel, compliance officer, and in other capacities. The Chairman presides at each Board meeting, establishes the agenda for Board meetings, and acts as the primary liaison between the independent directors and Company management. The Chairman of the Board is an interested director of the Company. The independent directors have not appointed a lead independent director. The independent directors believe that the utilization of an interested director as Chairman provides an efficient structure for them to coordinate with Company management in carrying out their responsibilities. The independent directors also regularly meet among themselves and the Chairman plays an important role in communicating with them in identifying matters of special interest to be addressed by Company management and the Board. The Chairman may also perform such other functions as may be requested by the directors from time to time. Designation as Chairman does not impose on such director any duties or standards greater than or different from other directors. The directors believe that the Board’s leadership structure, taking into account, among other things, its committee structure, which permits certain areas of responsibility to be allocated to the independent directors, is appropriate given the characteristics and circumstances of the Company.

For the fiscal year ended December 31, 2019, the current Board held three meetings. For the fiscal year ended December 31, 2019, each of the directors currently in office attended all of the meetings of the Board and all of the meetings of the Committees of the Board held during the period in which he served. The Company does not have a formal policy regarding attendance by directors at annual meetings of stockholders but encourages such attendance. On June 5, 2019, the Company held an annual meeting of stockholders for the fiscal year ended December 31, 2019, which was attended by all of the directors.

ACG Committee

During fiscal year 2019, the ACG Committee met 4 times. In 2019 the ACG Committee retained Strategic Compensation Planning, Inc. (“SCP”), as an independent compensation consultant, to conduct an assessment of the Company’s Chief Executive Officer compensation program. Based on SCP’s assessment, the ACG Committee determined that the Chief Executive Officer’s 2020 salary and performance based incentive compensation falls within an appropriate range for the position.

PROPOSAL 2: TO RATIFY THE 2020 COMPENSATION OF INDEPENDENT DIRECTORS.

For the services of each independent director on the Board in 2020, the Board has approved an annual retainer of \$7,000, payable semi-annually, a fee of \$10,000 for each semi-annual Board meeting attended, \$1,000 for each special meeting attended, \$1,000 for each committee meeting attended, and \$2,000 for each stockholders’ meeting attended. Each independent director will also be reimbursed for reasonable travel and out-of-pocket expenses associated with attending Board and committee meetings. Employees of the Company receive no additional compensation for their service on the Board. In 2019, Mr. Hitchcock and Mr. Kadinsky-Cade received \$33,000 and \$33,000, respectively, as fees for their services as independent directors.

Although the Board has sole authority to determine the compensation of independent directors of the Company, it is seeking the opinion of the stockholders regarding the 2020 compensation of independent directors. For this reason, stockholders are being asked to ratify the 2020 compensation of independent directors. If stockholders do not ratify the 2020 compensation of independent directors, the Board will take that fact into consideration, but may, nevertheless, continue to compensate the independent directors as set forth herein or otherwise as the Board may deem appropriate from time to time.

Vote Required

Under Article VIII of the Company’s charter, except as otherwise provided in the charter and notwithstanding any other provision of the Maryland General Corporation Law to the contrary, any action submitted to a vote by stockholders requires the affirmative vote of at least eighty percent (80%) of the outstanding shares of all classes of voting stock, voting together, in person or by proxy at a meeting at which a quorum is present, unless such action is approved by the vote of a majority of the board of directors, in which case such action requires the lesser of (A) a majority of all the votes entitled to be cast on the matter with the shares of all classes of voting stock voting together, or (B) if such action may be taken or authorized by a lesser proportion of votes under applicable law, such lesser proportion. Inasmuch as the ratification of the 2020 compensation of independent directors was approved by the vote of a majority of the board of directors, a majority of all the votes cast at the Meeting at which a quorum is present is sufficient to ratify the 2020 compensation of independent directors.

***THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE
FOR THE PROPOSAL TO RATIFY THE COMPENSATION OF INDEPENDENT DIRECTORS.
ANY SIGNED BUT UNMARKED PROXIES WILL BE VOTED FOR PROPOSAL 2.***

OTHER BUSINESS

The Company’s bylaws provide that the only matters that may be acted on at the Meeting are those specified in the Notice of Meeting (or any supplement thereto) given by or at the direction of the Board of Directors (or any duly authorized committee thereof). Accordingly, other than procedural matters, no other business may properly come before the Meeting. If any such procedural matters requiring a vote of stockholders should arise, the persons named as proxies will vote on such procedural matters in accordance with their discretion.

ADDITIONAL INFORMATION

In addition to the use of the mails, proxies may be solicited personally, by telephone, electronically, or by other means, and the Company may pay persons holding its shares in their names or those of their nominees for their expenses in sending soliciting materials to their beneficial owners. The Company will bear the cost of soliciting proxies. Authorizations to execute proxies may be obtained by telephonic instructions in accordance with procedures designed to authenticate the stockholder’s identity. In cases where a telephonic proxy is solicited, the stockholder may be asked to provide his or her address, social security number (in the case of an individual), taxpayer identification number (in the case of an entity), or other identifying information, and the number of shares owned and to confirm that the stockholder has received the Company’s Proxy Statement and proxy card in the mail. Please see the enclosed proxy card for voting instructions. Stockholders requiring further information with respect to voting instructions or the proxy generally should contact the Company or the Company’s transfer agent. Any stockholder giving a proxy may revoke it at any time before it is exercised by submitting to the Company a written notice of revocation or a subsequently executed proxy or by attending the Meeting and voting in person.

Discretionary Authority; Submission Deadlines for Stockholder Proposals

Although no business may come before the Meeting other than that specified in the Notice of Annual Meeting of Stockholders, shares represented by executed and unrevoked proxies will confer discretionary authority to vote on matters which the Company did not have notice of a reasonable time prior to mailing this Proxy Statement to stockholders. The Company's current bylaws provide that in order for a stockholder to nominate a candidate for election as a director at an annual meeting of stockholders or propose business for consideration at such meeting, written notice generally must be delivered to the Secretary of the Company, at the principal executive offices, not less than sixty (60) calendar days nor more than ninety (90) calendar days prior to the anniversary date of the mailing date of the notice of the preceding year's annual meeting. Proposals should be mailed to Bexil Corporation, Attention: Secretary, 11 Hanover Square, 12th Floor, New York, New York 10005. The submission by a stockholder of a proposal for presentation at any stockholder meeting does not guarantee that it will be presented. Stockholder proposals are subject to certain requirements under Maryland law and must be submitted in accordance with the Company's bylaws.

How to Communicate with the Company's Board of Directors

Stockholders who wish to communicate with the Board or a particular director may send a letter to the Secretary of the Company at 11 Hanover Square, 12th Floor, New York, New York 10005. The mailing envelope must contain a clear notation indicating that the enclosed letter is a "Stockholder-Board Communication" or "Stockholder-Director Communication." All such letters must identify the author as a stockholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual directors. All communications received as set forth above will be opened by the office of our Secretary for the sole purpose of determining whether the contents represent a message to Company's directors. Materials that are unrelated to the duties and responsibilities of the Board, such as solicitations, resumes and other forms of job inquiries, surveys, and individual complaints, and materials that are unduly hostile, threatening, illegal, or similarly unsuitable will not be distributed, but will be made available upon request to the Board or individual directors as appropriate, depending on the facts and circumstances outlined in the communication.

Annual Statement of Affairs

A full and complete statement of the affairs of the Company, including a balance sheet and a financial statement of operations for the year ended December 31, 2019, shall be submitted at the Meeting and, within 20 days after the Meeting, placed on file at the Company's principal office.

Householding of Proxy Materials

To reduce the expenses of printing and delivering duplicate copies of proxy statements, some banks, brokers, and other nominee record holders may deliver only one copy of these materials to stockholders who share an address unless otherwise requested. If you share an address with another stockholder and have received only one copy of this proxy statement, you may request a separate copy of these materials at no cost to you by writing to Bexil Corporation, Attention: Secretary, 11 Hanover Square, 12th Floor, New York, New York 10005. For future stockholder meetings, you may request separate copies of these materials or request that we send only one set of these materials to you if you are receiving multiple copies by calling or writing to us at the number or address given above.

Notice to Banks, Broker/Dealers, and Voting Trustees and Their Nominees

Please advise the Company's transfer agent whether other persons are the beneficial owners of the shares for which proxies are being solicited and, if so, the number of copies of this Proxy Statement and other soliciting materials you wish to receive in order to supply copies to the beneficial owners of shares.

It is important that proxies be returned promptly. Therefore, stockholders who do not expect to attend the Meeting in person are urged to complete, sign, date, and return the enclosed proxy card in the enclosed postage paid envelope.

BEXIL CORPORATION

2019 Annual Report

BEXIL CORPORATION

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BEXIL CORPORATION

To the Shareholders of Bexil Corporation:

Bexil Corporation (“Bexil” or the “Company”) is primarily engaged through a wholly owned subsidiary, Bexil Advisers LLC (“Bexil Advisers”), in investment management. Bexil Advisers is a registered investment adviser and the investment manager to Dividend and Income Fund (“DNI” or the “Fund”), a registered closed end investment company listed on the New York Stock Exchange under the ticker symbol DNI (and net asset value per share ticker symbol XDNIX).

Bexil’s objective is to increase book value per share over time. We believe that long term stockholders will benefit from a rising book value as market recognition builds and investors come to appreciate Bexil’s intrinsic value as well.

2019 Book Value per Share, Net Income, and Return on Equity

Bexil’s shareholders’ book value at 2019 year end amounted to about \$22.1 million or \$26.72 per share, up from \$18.0 million or \$20.77 per share a year earlier, a *per share* increase of about 29%. 2019 net income attributable to Bexil shareholders was \$4.51 million or \$5.13 per diluted share, as compared to a 2018 net loss of \$1.27 million or \$1.43 per diluted share. Dividing this 2019 net income by 2018 year end Bexil’s shareholders’ equity shows an approximate 25% return on equity.

Consolidated Condition and Results

The Company’s year end consolidated balance sheet shows \$23.1 million of total assets, including cash and securities of about \$20.5 million, and total liabilities of \$1.2 million. Included on the balance sheet are the net deferred tax assets of \$0.9 million allowed against the Company’s \$4.8 million of total deferred tax assets. These tax assets are derived primarily from the Company’s federal net operating loss carryovers of approximately \$17.2 million, which do not expire. The balance sheet also reflects a net intangible asset of about \$1.4 million, which is the management agreement for an investment fund (DNI) acquired by Bexil Advisers. The agreement was acquired in 2011 for a price of about \$4.3 million, when the Fund’s total assets were \$100 million, compared to about \$239 million at the 2019 year end. That intangible asset has been amortizing since 2011 over a 12 year schedule by roughly \$0.4 million per year.

The Company’s consolidated income statement shows 2019 revenue of about \$7.5 million, compared to 2018 revenue of about \$(1.1) million, an increase primarily from an unrealized gain on investments in securities, totaling about \$4.3 million, as compared to an unrealized loss of approximately \$4.1 million in the prior year. Total consolidated expenses were about \$2.1 million in 2019, compared to about \$1.9 million in 2018, primarily due to increased compensation and benefits expense.

The performance of the investment management business is discussed below. Generally, 2019 saw operating revenue increase slightly and expenses increase slightly more, but realized and unrealized gains on securities led to strongly improved overall results for the Company.

Investment Management

The Company’s investment management operations are carried out by its wholly-owned subsidiary, Bexil Advisers, which serves as the investment manager of DNI. Certain officers and managers of Bexil Advisers are also officers and trustees of the Fund. After 2019 dividend distributions and reinvestments, the Fund’s total net assets increased to about \$202 million at 2019 calendar year end from roughly \$159 million at the end of 2018.

The Fund has retained Bexil Advisers pursuant to an investment management agreement (the “IMA”). Under the terms of the IMA, Bexil Advisers 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. By dividing the Fund’s investment management expense shown on its 2019 audited statements of operations as of December 31, 2019 by this annual fee rate we can estimate that such managed assets in 2019 and 2018 averaged about \$208 million and \$198 million, respectively.

Management fees earned by Bexil Advisers were approximately \$2.0 million in 2019, as compared to approximately \$1.9 million in 2018. Pursuant to the IMA, the Fund also reimburses Bexil Advisers for providing at cost certain administrative services comprised of compliance and accounting services, which in 2019 amounted to about \$0.21 million. Bexil Advisers’ expenses in 2019 are estimated at approximately \$1.2 million, compared to approximately \$1.2 million in 2018.

Dividend and Income Fund

Under Bexil Advisers' management, DNI's 2019 and 2018 total returns on a net asset value basis were, respectively, 35.50% and (18.75)%. At December 31, 2019, the consolidated Company owned approximately 1.15 million shares, or about 9.2%, of DNI with a carrying value of about \$15.4 million, as compared to about 1.08 million shares, or about 9.1% of the Fund at the 2018 year end. DNI's 2019 and 2018 total returns on a market price basis were, respectively, 50.99% and (24.54)%. In 2019, the consolidated Company recorded \$1.0 million of earned dividends and interest, as compared to \$0.85 million in 2018, most of which was from DNI.

Bexil American Mortgage Inc.

Bexil American Mortgage Inc. continues to deal with its discontinued mortgage business by negotiating and settling claims by and against the corporation, paying and collecting payables and receivables, maintaining records, and responding to regulatory, legal, customer, or other inquiries for information, as applicable. Bexil American is also devoting management time and resources to developing and monetizing its intellectual property, including domain names and registered service marks. As of December 31, 2019, Bexil owns about 92% of Bexil American's equity which, unconsolidated, has a negative book value.

Bexil Stock

The Company calculated 851,518 basic and 880,230 diluted weighted average shares of common stock outstanding over 2019, as compared to 883,668 basic and diluted weighted average shares over 2018. Excluding the Company tender offer (discussed below), the stock's market price, quoted in the over the counter market under the ticker symbol BXLC, fluctuated in 2019 between about \$9.33 and \$15.60 per share, with a last sale in the year at about \$15.60 per share, as compared to about \$10.10 in 2018. Trading volume in 2019 for BXLC was approximately 69,400 shares, as compared to 2018 volume of approximately 94,900 shares. Broker-dealers seeking to gather information on Bexil pursuant to SEC Rule 15c2-11 should visit <http://www.bexil.com/Rule15c2-11Information.html>.

Excess Capital: Dividends or Share Buybacks

From time to time, Bexil's Board of Directors reviews and considers the Company's free cash flow in view of future liquidity requirements and opportunities to reasonably reinvest in its business. Likewise, the Board also reviews and considers various means of distributing the accumulated wealth of the Company back to shareholders, including, among other things, stock price appreciation, dividends, and share buybacks, and related matters such as tax efficiency and excess cash relative to discernable profitable investment opportunities. Share buybacks are considered in the context of the market price of the Company's shares as compared to economic and book value per share, current and potential free cash flow generation, and cash, cash equivalents, and similar items on the Company's balance sheet. Generally, the Board prefers share buybacks to dividends for several reasons. Paraphrasing a Credit Acceptance Corporation letter to shareholders, first, buying back shares below economic value increases the value of the remaining shares. Second, distributing capital to shareholders through a share buyback gives shareholders the option to defer taxes by electing not to sell any of their holdings. A dividend does not allow shareholders to defer taxes in this manner. Finally, buying back shares enables shareholders to increase their ownership, receive cash, or do both based on their individual circumstances and view of the value of a Bexil share. (They do both if the proportion of shares they sell is smaller than the ownership stake they gain through the buybacks.) A dividend does not provide similar flexibility.

In 2019 and 2018 the Company agreed to buy back a total of, respectively, 55,596 and 36,914 shares at an average price of about, respectively, \$13.74 and \$12.94. The 2019 figures include the Company's undersubscribed tender offer by amended document dated April 30, 2019, in which the Company offered to purchase for a cash purchase price of not greater than \$12.00 nor less than \$9.00 per share up to an aggregate of 70,000 shares of the Company's common stock.

At the right price the Board has concluded that share buybacks can potentially bring an instant and material benefit to continuing shareholders. In this connection, the Company may, in its sole discretion, engage in repurchases of shares of the Company. Such repurchases, should they occur, could be made through tender offers, solicited or unsolicited transactions in the open market, or in privately negotiated transactions or any other method at such times and prices, and on such other terms, as the Company deems appropriate. To quote the 2016 Berkshire Hathaway letter to shareholders, "our buying out 'partners' at a discount is not a particularly gratifying way of making money. Still, market circumstances could create a situation in which repurchases would benefit both continuing and exiting shareholders. If so, we will be ready to act."

Outlook and Estimated Potential Effects of COVID-19 on the Company

To the extent COVID-19 has caused prices of publicly traded securities generally to decline in 2020, it has indirectly impacted the Company's financial condition and results of operations because the Company's assets are substantially invested in such securities and revenue from its operations are largely dependent on the value of gross assets under management invested in such securities. Although

the Company has not experienced challenges in implementing its business continuity plans, COVID-19 has dramatically impacted the Company's capital and financial resources, including its overall liquidity position and outlook. In light of changing trends and the overall economic outlook, the Company is uncertain as to how COVID-19 may impact its future operating results and near and long term financial condition. Due to these and similar factors, current economic uncertainty has made a Paycheck Protection Program loan request necessary to support the ongoing operations of the Company. While the Company currently has no long term debt, it has limited current access to capital and funding sources, such as revolving credit facilities, except potentially margin loans using as collateral its owned publicly traded securities, whose value will likely decline should securities prices generally continue to decline. Although COVID-19-related circumstances such as remote work arrangements have not materially adversely affected the Company's ability to maintain operations, including financial reporting systems, due to declining management fees, the Company's sources of cash have been materially impacted. Should financial markets continue to decline, the Company anticipates further impact on its sources of cash, as well as impairments of its intangible assets, deferred tax assets, and investment securities that are reasonably likely to have a material impact on its financial statements.

On behalf of management and affiliates owning over 30% of Bexil's shares, we thank you for investing with us in Bexil.

Thomas B. Winmill

President

Safe Harbor Note

This letter and annual report contains certain "forward looking statements" made pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Bexil, which may cause the Company's actual results to be materially different from those expressed or implied by such statements. Investors should carefully consider the risks, uncertainties and other factors, together with all of the other information included in this letter and annual report, at <http://www.bexil.com/cautionary-language.html>, and similar information. The forward looking statements made herein are only made as of the date of this letter and annual report, and the Company undertakes no obligation to publicly update such forward looking statements to reflect subsequent events or circumstances.

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders of

Bexil Corporation

New York, New York

We have audited the accompanying consolidated financial statements of Bexil Corporation (the "Company") (a Maryland corporation), which comprise the consolidated balance sheet as of December 31, 2019 and 2018, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Bexil Corporation as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

TAIT, WELLER, & BAKER LLP

Philadelphia, Pennsylvania

April 14, 2020

BEXIL CORPORATION
CONSOLIDATED BALANCE SHEETS
December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Assets		
Cash and cash equivalents	\$ 937,770	\$ 1,796,501
Investments in securities	19,582,190	13,490,964
Accounts receivable	218,468	402,147
Intangible asset, net	1,441,666	1,802,083
Deferred tax assets, net	912,249	1,822,992
Total assets	<u>\$ 23,092,343</u>	<u>\$ 19,314,687</u>
Liabilities and equity		
Accounts payable and accrued expenses	\$ 1,186,907	\$ 1,244,278
Payable for securities purchased	—	216,394
Securities loaned	—	1,632
Total liabilities	<u>1,186,907</u>	<u>1,462,304</u>
Commitments and Contingencies		
Equity		
Bexil Corporation shareholders' equity		
Common stock, \$0.01 par value, 9,900,000 shares authorized; 826,132 issued and outstanding at December 31, 2019 and 867,728 issued and outstanding at December 31, 2018	8,261	8,677
Series A participating preferred stock, \$0.01 par value, 100,000 shares authorized; zero shares issued and outstanding	—	—
Additional paid in capital	14,379,770	14,998,709
Notes receivable for common stock issued	(1,005,833)	(1,169,519)
Accumulated comprehensive loss	(2,210)	(880)
Retained earnings	8,696,112	4,182,484
Total Bexil Corporation shareholders' equity	<u>22,076,100</u>	<u>18,019,471</u>
Noncontrolling interests in subsidiary	(170,664)	(167,088)
Total equity	<u>21,905,436</u>	<u>17,852,383</u>
Total liabilities and equity	<u>\$ 23,092,343</u>	<u>\$ 19,314,687</u>

See notes to consolidated financial statements.

BEXIL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
Years Ended December 31, 2019 and 2018

	2019	2018
Revenues		
Management and other fees	\$ 2,165,551	\$ 2,110,950
Dividends and interest	998,660	849,318
Realized gain on investments in securities	43,249	22,987
Unrealized gain (loss) on investments in securities	4,326,517	(4,115,798)
	7,533,977	(1,132,543)
Expenses		
Compensation and benefits	1,324,688	1,202,914
General and administrative	507,048	492,799
Professional services	217,093	155,615
	2,048,829	1,851,328
Income (loss) before taxes	5,485,148	(2,983,871)
Income tax expense (benefit)	975,096	(1,716,705)
Net income (loss)	4,510,052	(1,267,166)
Net loss attributable to noncontrolling interests	(3,576)	(1,486)
Net income (loss) attributable to Bexil Corporation shareholders	\$ 4,513,628	\$ (1,265,680)
Net income (loss) per share		
Basic, attributable to Bexil Corporation shareholders	\$ 5.30	\$ (1.43)
Diluted, attributable to Bexil Corporation shareholders	\$ 5.13	\$ (1.43)
Weighted average shares outstanding		
Basic	851,518	883,668
Diluted	880,230	883,668

See notes to consolidated financial statements.

BEXIL CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
Years Ended December 31, 2019 and 2018

	2019	2018
Net income (loss) before noncontrolling interests	\$ 4,510,052	\$ (1,267,166)
Other comprehensive gain, net of tax		
Unrealized gain (loss) on investment securities available-for-sale, net of tax	(1,330)	1,910
Other comprehensive gain (loss), net of tax	(1,330)	1,910
Comprehensive income (loss)	4,508,722	(1,265,256)
Comprehensive loss attributable to noncontrolling interests	(3,576)	(1,486)
Comprehensive income (loss) attributable to Bexil Corporation shareholders	\$ 4,512,298	\$ (1,263,770)

See notes to consolidated financial statements.

BEXIL CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
Years Ended December 31, 2019 and 2018

	Common Stock		Additional Paid in Capital	Notes Receivable for Common Stock Issued	Accumulated Other Comprehensive Gain (Loss)	Retained Earnings	Non- controlling Interest	Total Equity
	Shares	Par Value						
Balance at December 31, 2017	893,903	\$ 8,939	\$ 15,351,296	\$ (1,173,671)	\$ (2,790)	\$ 5,448,164	\$ (165,602)	\$ 19,466,336
Net loss	—	—	—	—	—	(1,265,680)	(1,486)	(1,267,166)
Unrealized gain on investment securities available-for-sale	—	—	—	—	1,910	—	—	1,910
Stock-based compensation expense	—	—	39,592	—	—	—	—	39,592
Common stock issued with exercise of stock options	10,739	107	84,945	(84,945)	—	—	—	107
Common stock repurchases	(36,914)	(369)	(477,124)	—	—	—	—	(477,493)
Repayment of promissory notes	—	—	—	89,097	—	—	—	89,097
Balance at December 31, 2018	867,728	\$ 8,677	\$ 14,998,709	\$ (1,169,519)	\$ (880)	\$ 4,182,484	\$ (167,088)	\$ 17,852,383
Net income	—	—	—	—	—	4,513,628	(3,576)	4,510,052
Unrealized loss on investment securities available-for-sale	—	—	—	—	(1,330)	—	—	(1,330)
Stock-based compensation expense	—	—	18,840	—	—	—	—	18,840
Common stock issued with exercise of stock options	16,000	160	125,720	—	—	—	—	125,880
Common stock repurchases and rescissions	(57,596)	(576)	(763,499)	60,469	—	—	—	(703,606)
Repayment of promissory notes	—	—	—	103,217	—	—	—	103,217
Balance at December 31, 2019	826,132	\$ 8,261	\$ 14,379,770	\$ (1,005,833)	\$ (2,210)	\$ 8,696,112	\$ (170,664)	\$ 21,905,436

See notes to consolidated financial statements

BEXIL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended December 31, 2019 and 2018

	2019	2018
Cash flows from operating activities		
Net income (loss)	\$ 4,510,052	\$ (1,267,166)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities		
Purchase of investment securities, trading	(1,749,243)	(6,303,287)
Proceeds on sales of investment securities, trading	1,188,987	3,618,663
Stock-based compensation expense	18,840	39,592
Realized gain on investments in securities	(43,248)	(22,987)
Unrealized (gain) loss on investments in securities	(4,326,517)	4,115,798
Amortization	360,417	360,416
Accretion of discount	(12,288)	(642)
Decrease (increase) in accounts receivable	183,679	(206,712)
Decrease (increase) in deferred tax assets	910,743	(1,822,992)
Decrease in accounts payable and accrued expenses	(57,371)	(129,870)
(Decrease) increase in due to broker	(216,394)	216,394
Increase in securities loaned	(1,632)	1,632
Net cash provided by (used in) operating activities	766,025	(1,401,161)
Cash flows from investing activities		
Purchase of investment securities, available-for-sale	(6,545,247)	(1,161,748)
Proceeds on sale investment securities, available-for-sale	5,395,000	1,534,148
Net cash (used in) provided by investing activities	(1,150,247)	372,400
Cash flows from financing activities		
Common stock issued upon exercise of stock options	125,880	107
Repayments on notes receivable for common stock issued	103,217	89,097
Common stock repurchases	(703,606)	(477,493)
Net cash used in financing activities	(474,509)	(388,289)
Net decrease in cash and cash equivalents	(858,731)	(1,417,050)
Cash and cash equivalents, beginning of year	1,796,501	3,213,551
Cash and cash equivalents, end of year	\$ 937,770	\$ 1,796,501
Supplemental disclosures		
Interest paid	\$ 622	\$ 9,357
Income taxes paid	\$ 138,123	\$ 32,467
Promissory note accepted with exercise of stock options	\$ —	\$ 84,945
Effect of rescission of stock options:		
Notes receivable for common stock issued	\$ 43,149	\$ —

See notes to consolidated financial statements.

BEXIL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. THE COMPANY

Bexil Corporation (“Bexil” or the “Company”) is primarily engaged through a wholly-owned subsidiary in investment management. The Company was incorporated in Maryland in 1996.

The following are the Company’s operating subsidiaries, all of which are wholly owned except where indicated:

Bexil Advisers LLC (“Bexil Advisers”) is a Maryland limited liability company and is a registered investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Pursuant to an investment management agreement (“IMA”), Bexil Advisers serves as the investment manager of Dividend and Income Fund (“DNI”), a registered closed end investment company listed on the New York Stock Exchange under the ticker symbol DNI (and net asset value per share ticker symbol XDNI).

Bexil Securities LLC (“Bexil Securities”) is a Maryland limited liability company and is a registered broker-dealer under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”). Bexil Securities may act as a mutual fund underwriter or sponsor on a best efforts basis.

Bexil American Mortgage Inc. (“Bexil American”) is a Delaware corporation 92% owned by the Company. Bexil American deals with its discontinued mortgage business by negotiating and settling claims by and against the corporation, paying and collecting payables and receivables, maintaining records, and responding to regulatory, legal, customer, or other inquiries for information, as applicable. Bexil American also is engaged in developing and monetizing its intellectual property, including domain names and registered service marks.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements include the financial position, results of operations, and cash flows of the Company and its wholly and majority owned subsidiaries in which the Company has direct or indirect controlling financial interests. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). All material intercompany balances and transactions have been eliminated in consolidation.

The third party holdings of equity interests in the Company’s consolidated subsidiaries that are less than wholly owned are presented as non-controlling interests in subsidiaries in the consolidated financial statements. The portion of net income (loss) attributable to the non-controlling interests for such subsidiaries is presented as net income (loss) attributable to non-controlling interests in subsidiaries in the Consolidated Statements of Comprehensive Income, and the portion of total equity of such subsidiaries is presented as non-controlling interests in subsidiaries in the Consolidated Balance Sheets and Consolidated Statements of Changes in Equity.

Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments purchased with an original maturity of three months or less and may include, among other things, money market fund shares. The carrying amount reported on the balance sheets for cash and cash equivalents approximates fair value.

Earnings Per Share

Basic earnings per share attributable to Bexil shareholders is calculated by dividing net gain or loss attributable to Bexil shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share attributable to Bexil shareholders is calculated by dividing net gain or loss attributable to Bexil shareholders by the weighted average number of common shares used in the basic earnings per share calculation plus the dilutive effect of stock options. The dilutive effect of stock options is determined using the treasury stock method, whereby exercise is assumed at the beginning of the reporting period, the proceeds from such exercise are assumed to be used to purchase common stock at the average market price during the period, and the incremental shares (the difference between the number of shares assumed issued and the number of shares assumed purchased) are included in the denominator of the diluted earnings per share calculation.

Stock options will have a dilutive effect under the treasury stock method only when the average market price of the common stock during the period exceeds the exercise price of the option (“in the money options”). Stock options outstanding with an exercise price

higher than the average stock price for the periods presented (“out of the money options”) are excluded from the calculation of diluted net income per share since the effect would have been anti-dilutive under the treasury stock method.

The following table sets forth the computation of basic and diluted earnings per share for the years ended December 31, 2019 and 2018:

	<u>2019</u>	<u>2018</u>
Net income (loss) attributable to Bexil shareholders	\$ 4,513,628	\$ (1,265,680)
Net income (loss) per share		
Basic, attributable to Bexil shareholders	\$ 5.30	\$ (1.43)
Diluted attributable to Bexil shareholders	\$ 5.13	\$ (1.43)
Weighted average shares outstanding		
Basic	851,518	883,668
Diluted	880,230	883,668

Intangible Asset

The intangible asset of the Company on the Consolidated Balance Sheets is the IMA between Bexil Advisers and DNI. The Company has assigned the IMA acquired in 2011 a useful life of twelve years after considering, among other factors, the renewal or extension of the term of the arrangement, consistent with its expected use of the asset. There was no impairment of the IMA intangible asset during 2019 or 2018.

Income Taxes

The Company records the current and deferred tax consequences of all transactions that have been recognized in the financial statements in accordance with the provisions of the enacted tax laws. Deferred tax assets are recognized for temporary differences that will result in deductible amounts in future years. Deferred tax liabilities are recognized for temporary differences that will result in taxable income in future years. The Company records a valuation allowance, when necessary, to reduce deferred tax assets to an amount that more likely than not will be realized.

The Company 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 (2016 – 2018) or expected to be taken in the Company’s 2019 tax returns.

Investments in Securities

Investments in equity and debt securities that have readily determinable fair values are accounted for as either trading or available-for-sale. Trading securities are typically bought and held principally for the purpose of selling them in the near term. Purchases and sales of trading securities are classified as operating activities on the Consolidated Statements of Cash Flows based on the nature and purpose for which the securities were acquired. Available-for-sale securities are all other investments in equity and debt securities not accounted for as trading. Trading and available-for-sale securities are measured at fair value. Gains or losses from changes in the fair value of trading securities and available-for-sale equity securities are included in income, and gains or losses from changes in the fair value of available-for-sale debt securities are recorded in accumulated other comprehensive income, net of tax, until the investment is sold or otherwise disposed of, or until the investment is determined to be other-than-temporarily impaired, at which time the cumulative gain or loss previously reported in equity is included in income. The specific identification method is used to determine the realized gain or loss on investments sold or otherwise disposed.

Fair value is determined using a valuation hierarchy generally by reference to an active trading market, using quoted closing or bid prices. Judgment is used to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive.

The Company periodically evaluates the carrying value of investment in securities for impairment. The Company considers, among other factors, the duration and extent of any decline in fair value, the intent and ability of the Company to hold the security for a period of time sufficient for a recovery in value, and recent events specific to the issuer or industry. If the decline in value is determined to be other-than-temporary, the carrying value of the security is written down to fair value through the income statement.

Securities Loaned

Securities loaned are collateralized financing arrangements that are recorded at the amount of cash collateral received. The Company receives cash collateral that typically exceeds the market value of securities loaned. The Company earns interest income on the cash collateral balance. The cash collateral may constitute the only source of satisfaction in the event that the counterparty cannot return the securities. As of December 31, 2019 there were no securities loaned and as of December 31, 2018, the value of loaned securities was \$1,577 and the related cash collateral outstanding was \$1,632.

Property and Equipment

Property and equipment is stated at cost less accumulated depreciation and amortization. The costs of additions and betterments are capitalized and expenditures for repairs and maintenance are charged to operations as incurred. Depreciation and amortization is calculated using the straight-line method over the estimated useful life of the asset. Leasehold improvements are amortized using the straight line method over the shorter of the lease term or estimated useful life of the asset. The estimated useful lives of the major classifications of property and equipment are as follows: office equipment, 3-7 years; leasehold improvements, shorter of lease term or useful life, generally 1-2 years.

Regulation

Bexil Advisers is registered with the Securities and Exchange Commission (“SEC”) as an investment adviser under the Advisers Act. Bexil Securities is registered as a broker-dealer under the Exchange Act and a member of FINRA and the Securities Investor Protection Corporation.

Revenue Recognition

The Company recognizes revenue from management and other fees consisting of payments for investment management and administrative services performed by Bexil Advisers pursuant to the IMA with DNI. Under the terms of the IMA, DNI pays Bexil Advisers a fee monthly for investment management services based on a percentage of assets under management and reimburses it monthly for providing at cost certain administrative services (including, but not limited to, compliance and accounting services). Revenue is measured at the fair value of consideration received or receivable and represents amounts receivable for services provided in the normal course of business. Revenue is generally accrued over the period for which the service is provided.

Stock-based Compensation

The Company accounts for stock-based compensation expense using the fair value method. Under the fair value method, stock-based compensation expense reflects the fair value of stock-based awards measured at grant date, is recognized over the relevant service period, and is adjusted each period for anticipated forfeitures. The fair value of each option award grant is separately estimated for each grant date using the Black-Scholes option pricing model. The Black-Scholes option pricing model incorporates assumptions as to price volatility, dividend yield, an appropriate risk-free interest rate, and the expected life of the option. The application of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense. Stock-based compensation expense is generally amortized on a straight line basis between the grant date for the award and each vesting date.

Concentration of Credit and Other Risks

The Company and its subsidiaries maintain cash and cash equivalents in accounts with various financial institutions, and at times, account balances may exceed federally insured limits. They have not experienced any losses in such accounts and believe they are not exposed to any significant credit risk.

Subsequent Events

Management has evaluated the effect of subsequent events through April 14, 2020, which is the date the consolidated financial statements were available to be issued. There were no events that require adjustment of the consolidated financial statements for the year ended December 31, 2019. Subsequent to year end, an outbreak of a novel coronavirus (COVID-19) emerged globally that has resulted in an overall decline in economic activity and a deterioration of the financial market. As such, the Company’s investments have been negatively impacted, including the assets under management of DNI which the Company’s management fee revenue is based. The ultimate impact of COVID-19 is unknown as of the report date.

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from management's estimates.

3. INVESTMENTS IN SECURITIES

Investments in securities as of December 31, 2019 and 2018 consisted of the following:

December 31, 2019	Cost Basis	Gross Unrealized		Value
		Gains	Losses	
Investment securities, trading				
Closed end funds	\$ 15,221,170	\$ 487,885	\$ (21,263)	\$ 15,687,792
Equity securities	1,248,174	176,900	(34,243)	1,390,831
	<u>16,469,344</u>	<u>664,785</u>	<u>(55,506)</u>	<u>17,078,623</u>
Investment securities, available-for-sale				
U.S. Treasury	2,505,776	—	(2,209)	2,503,567
Total investment in securities	<u>\$ 18,975,120</u>	<u>\$ 664,785</u>	<u>\$ (57,715)</u>	<u>\$ 19,582,190</u>

December 31, 2018	Cost Basis	Gross Unrealized		Value
		Gains	Losses	
Investment securities, trading				
Closed end funds	\$ 14,761,870	\$ —	\$ (3,980,968)	\$ 10,780,902
Equity securities	1,103,969	263,731	—	1,367,700
	<u>15,865,839</u>	<u>263,731</u>	<u>(3,980,968)</u>	<u>12,148,602</u>
Investment securities, available-for-sale				
U.S. Treasury	1,098,242	—	(841)	1,097,401
Certificates of deposit	245,000	—	(39)	244,961
Total investment in securities	<u>\$ 17,209,081</u>	<u>\$ 263,731</u>	<u>\$ (3,981,848)</u>	<u>\$ 13,490,964</u>

4. FAIR VALUE MEASUREMENTS

The use of fair value to measure the financial instruments held by the Company and its subsidiaries is fundamental to its consolidated financial statements and is a critical accounting estimate because a substantial portion of its assets and liabilities are recorded at estimated fair value. The application of fair value measurements may be on a recurring or nonrecurring basis depending on the accounting principles applicable to the specific asset or liability or whether management has elected to carry the item at its estimated fair value.

The hierarchy of valuation techniques is based on whether the inputs to those techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 — Quoted prices in active markets for identical instruments or liabilities.

Level 2 — Prices determined using other significant observable inputs. Observable inputs are inputs that other market participants would use in pricing an asset or liability and are developed based on market data obtained from sources independent of the Company. These may include quoted prices for similar assets and liabilities, interest rates, prepayment speeds, credit risk, and market-corroborated inputs.

Level 3 — Prices determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used. Unobservable inputs reflect the Company's own assumptions about the factors that market participants use in pricing an asset or liability and are based on the best information available in the circumstances.

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when estimating fair value. The valuation method used to estimate fair value may produce a fair value measurement that may not be

indicative of ultimate realizable value. Furthermore, while management believes its valuation methods are appropriate and consistent with those used by other market participants, the use of different methods or assumptions to estimate the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Those estimated values may differ significantly from the values that would have been used had a readily available market for such loans or investments existed, or had such loans or investments been liquidated, and those differences could be material to the financial statements.

Investments in securities. Investments in securities consist of shares of closed end management investment companies, general equities, U.S. Treasury securities, and certificates of deposit. The value of the closed end management investment companies, general equities, and U.S. Treasury securities is based on a traded market price and is considered to be a level 1 measurement, and the value of certificates of deposit is based on over-the-counter quotations and is considered to be a level 2 measurement.

The financial assets and liabilities held by the Company and its subsidiaries that were measured at fair value were as of December 31, 2019 and 2018 as follows:

<u>December 31, 2019</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Investment in securities				
Closed end funds	\$ 15,687,792	\$ —	\$ —	\$ 15,687,792
Equity securities	1,390,831	—	—	1,390,831
U.S. Treasury	2,503,567	—	—	2,503,567
Total assets at fair value	<u>\$ 19,582,190</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 19,582,190</u>
<u>December 31, 2018</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Investment in securities				
Closed end funds	\$ 10,780,902	\$ —	\$ —	\$ 10,780,902
Equity securities	1,367,700	—	—	1,367,700
U.S. Treasury	1,097,401	—	—	1,097,401
Certificates of deposit	—	244,961	—	244,961
Total assets at fair value	<u>\$ 13,246,003</u>	<u>\$ 244,961</u>	<u>\$ —</u>	<u>\$ 13,490,964</u>

5. INTANGIBLE ASSET

As of December 31, 2019, the intangible asset of the Company on the Consolidated Balance Sheets is the IMA between Bexil Advisers and DNI. The IMA was acquired in 2011 for \$4,325,000 and the Company has assigned it a useful life of twelve years after considering, among other factors, the renewal or extension of the term of the arrangement, consistent with its expected use of the asset. Accordingly, the Company amortizes the IMA over 12 years beginning on January 1, 2011 at \$360,417 per year.

There was no impairment of the IMA intangible asset during 2019 or 2018.

The following table presents the intangible assets of the Company and its subsidiaries as of December 31, 2019 and 2018:

<u>December 31, 2019</u>	<u>Gross Book Value</u>	<u>Accumulated Amortization</u>	<u>Net Book Value</u>	<u>Weighted Average Amortization Period (Years)</u>
Investment management contract	<u>\$4,325,000</u>	<u>\$(2,883,334)</u>	<u>\$1,441,666</u>	4
<u>December 31, 2018</u>	<u>Gross Book Value</u>	<u>Accumulated Amortization</u>	<u>Net Book Value</u>	<u>Weighted Average Amortization Period (Years)</u>
Investment management contract	<u>\$4,325,000</u>	<u>\$(2,522,914)</u>	<u>\$1,802,083</u>	5

As of December 31, 2019, estimated future amortization expense of the IMA is as follows:

<u>Year ending December 31,</u>	
2020	\$ 360,417
2021	360,417
2022	360,417
2023	360,415
	<u>\$1,441,666</u>

6. STOCK-BASED COMPENSATION

The Company has a long term stock incentive plan intended to facilitate the use of equity based incentives and rewards for officers, employees, directors, and consultants of the Company and its affiliates. On August 6, 2014 (“Effective Date”), the shareholders of the Company approved the 2014 Stock Incentive Plan (the “2014 Plan”). Awards under the 2014 Plan may include incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, deferred stock, and other stock-based awards. The Board of Directors determines the terms and conditions of awards under the 2014 Plan. The exercise price per share of common stock purchasable under a stock option grant may not be less than 110% of the fair market value on the date of grant. The total number of shares of common stock reserved and available for issuance under the 2014 Plan shall be (i) 15% of the number of outstanding shares of Bexil common stock as of the Effective Date, plus (ii) 15% of the number of shares of common stock issued or delivered by the Company during the term of the 2014 Plan (other than pursuant to the 2014 Plan, or other benefit plans of the Company); provided, however, that the total number of shares of common stock with respect to which incentive stock options may be granted shall in no event exceed 15% of the total number of authorized shares of Company common stock as of the Effective Date. As of the Effective Date, the number of outstanding common shares was 982,245 and the total number of authorized shares of the Company common stock was 9,900,000.

The 2014 Plan replaced the Company’s former stock-based compensation plan, the 2011 Stock Incentive Plan (the “2011 Plan”). No future awards may be granted under the 2011 Plan, although any previously issued options granted under the 2011 Plan remain effective until either they expire, are forfeited, or are exercised. Under the 2011 Plan, the Board of Directors determined the terms and conditions of awards and the exercise price per share of common stock purchasable under a stock option grant could not be less than 110% of the fair market value on the date of grant. The 2011 Plan provided for the granting of a maximum 152,639 options to purchase common stock.

There were no options granted by the Company for the years ended December 31, 2019 and 2018, respectively.

A summary of the stock options activity for the years ended December 31, 2019 and 2018 is as follows:

	<u>Shares Under Option</u>	<u>Weighted Average Exercise Price</u>
Balance, December 31, 2017	130,164	\$ 7.91
Exercised	<u>(10,739)</u>	\$ 7.92
Balance, December 31, 2018	119,425	\$ 7.91
Exercised	(20,000)	\$ 7.88
Forfeited	<u>(6,800)</u>	\$ 7.92
Balance, December 31, 2019	<u>92,625</u>	\$ 7.91

The following table summarizes non-vested stock option activity for 2019:

	<u>Number of Non-vested Options</u>	<u>Weighted Average Grant Date Value</u>
Non-vested at January 1, 2019	20,600	\$ 7.90
Granted	—	\$ —
Vested	(12,800)	\$ 8.12
Forfeited	—	\$ —
Non-vested, December 31, 2019	<u>7,800</u>	\$ 7.71

At December 31, 2019 and 2018, exercisable and vested stock options were 84,825 and 98,825, respectively. The weighted average exercise price of the exercisable outstanding stock options at December 31, 2019 and 2018 was \$7.93 and \$7.90, respectively.

Stock options outstanding and exercisable at December 31, 2019 are as follows:

Exercise Price	Options Outstanding	Weighted Average Remaining Contractual Life (in years)	Options Exercisable	Weighted Average Exercise Price of Exercisable Options
\$7.71 to \$8.81	90,625	1.8	82,825	\$ 7.83
\$12.10	2,000	7.5	2,000	\$ 12.10
	<u>92,625</u>	1.9	<u>84,825</u>	\$ 7.93

At December 31, 2019, the aggregate intrinsic value of outstanding options was \$711,849.

For the years ended December 31, 2019 and 2018, total stock-based compensation was \$18,840 and \$39,592, respectively.

As of December 31, 2019, the total compensation expense related to non-vested awards which are expected to vest but not yet recognized is \$3,103 with an expense recognition period of approximately 1 year.

The exercise of stock options may result in a tax deduction before the actual realization of the related tax benefit because in a year in which the Company has a current year net operating loss the tax benefit and credit to additional paid in capital for the excess deduction will not be recognized until that deduction reduces taxes payable.

7. INCOME TAXES

The income tax provision (benefit) consisted of the following for the years ended December 31, 2019 and 2018:

	2019	2018
Current provision:		
Federal	\$ —	\$ —
State and local	64,353	106,287
Total current provision	<u>64,353</u>	<u>106,287</u>
Deferred provision (benefit):		
Federal	763,745	(1,392,103)
State and local	146,998	(430,889)
Total deferred provision	<u>910,743</u>	<u>(1,822,992)</u>
Total provision for income taxes	<u>\$ 975,096</u>	<u>\$ (1,716,705)</u>

Deferred tax assets consisted of the following at December 31, 2019 and 2018:

	2019	2018
Deferred tax assets (liabilities):		
Net operating losses	\$ 3,690,728	\$ 3,834,431
Capital loss	524,037	533,119
Section 195 start-up costs	293,921	334,001
Death benefit liability	291,376	298,085
Unrealized (gain) loss on investments	(166,944)	1,022,471
Stock-based compensation	101,859	101,496
Basis difference in intangibles	88,722	68,899
Other accruals	30,003	18,279
Total deferred tax assets, net	4,853,702	6,210,781
Valuation allowance	(3,941,453)	(4,387,789)
Net	<u>\$ 912,249</u>	<u>\$ 1,822,992</u>

For the year ended December 31, 2019, the Company had an effective tax rate of 18% and a federal statutory rate of 21% with the difference resulting from a change in the valuation allowance of the deferred tax assets.

Deferred income tax assets and liabilities are recorded for differences between the financial statement and tax basis of the assets and liabilities that will result in taxable or deductible amounts in the future based on enacted laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company has evaluated the available evidence supporting the realization of its gross deferred tax assets, including the amount and timing of future taxable income, and has determined that, based on net losses to date, it may not utilize all of its deferred tax assets in the future. The Company established a valuation allowance in the amount of \$3,941,453 and \$4,387,789 against its deferred tax assets as of December 31, 2019 and 2018, respectively.

As of December 31, 2019, the Company has federal net operating loss carryovers of approximately \$17.2 million which will not expire, but are subject to the amount available for use each year.

The utilization of net operating loss carryovers may be subject to limitations under provision of the Section 382 of the Internal Revenue Code of 1986, as amended (the “Code”) and similar state provisions.

ASC 740-10, Accounting for Uncertain Tax Positions, requires that the Company recognize the impact of tax positions in the financial statements if the position is more likely than not to be sustained upon examination and on the technical merits of the position. The Company’s policy is to recognize interest accrued related to unrecognized tax benefits and penalties as income tax expense. The Company has no material uncertain tax positions at December 31, 2019. Consequently, no interest or penalties have been accrued by the Company.

The Company is subject to taxation in the U.S. and various state jurisdictions. The Company is no longer subject to federal examination for years before 2016.

8. CAPITAL STOCK

The Company is authorized to issue 9,900,000 shares of \$0.01 par value common stock. The Company also has 100,000 shares of Series A participating preferred stock, \$0.01 par value, authorized, of which none has been issued.

Changes in the number of shares of common stock outstanding for the years ended December 31, 2019 and 2018 are as follows:

	<u>2019</u>	<u>2018</u>
Shares outstanding, beginning of year	867,728	893,903
Common stock issued with exercise of stock options	16,000	10,739
Common stock repurchased and retired	(55,596)	(36,914)
Rescission of common stock	(2,000)	—
Shares outstanding, end of year	<u>826,132</u>	<u>867,728</u>

9. RELATED PARTIES

Certain officers of the Company also serve as officers and/or directors of Winmill & Co. Incorporated (“Winco”), Tuxis Corporation (“Tuxis”), Global Self Storage, Inc. (“SELF”), and their affiliates (collectively with Bexil, the “Affiliates”). At December 31, 2019, Winco owned approximately 27%, 19%, and 2%, respectively, of the outstanding common stock the Company, Tuxis, and SELF. Pursuant to an arrangement between a professional employer organization (“PEO”) and the Affiliates, the PEO provides payroll, benefits, compliance, and related services for employees of the Affiliates in accordance with applicable rules and regulations of the Internal Revenue Service, and in connection therewith Midas Management Corporation (“MMC”), a subsidiary of Winco, acts as a conduit payer of compensation and benefits to Affiliate employees including those who are concurrently employed. The Company had a payable of \$9,505 and \$12,813 as of December 31, 2019 and 2018, respectively, with MMC relating to compensation and benefit expenses.

Rent expense of concurrently used office space and overhead expenses for various concurrently used administrative and support functions incurred by the Affiliates are allocated at cost among the Affiliates. The Company’s allocated rent and overhead costs were \$92,508 and \$69,367 for the years ended December 31, 2019 and 2018, respectively, and it had a related payable for these costs of \$636 at December 31, 2019 and a receivable of \$1,543 at December 31, 2018.

Bexil Securities and Bexil Advisers collectively own approximately 9% of the shares of DNI with a carrying value of \$15,447,520 and \$10,532,662 as of December 31, 2019 and 2018, respectively, and earned dividends of \$900,703 and \$757,378 for the years ended December 31, 2019 and 2018, respectively. Certain officers and directors of the Company are also officers and/or trustees of DNI.

The Company has accepted promissory notes from directors, officers, and employees in connection with their exercise of stock options to purchase the common stock of the Company. The notes have nine year maturities and bear interest at 1.65% - 2.64% per annum payable semiannually. The notes, as well as accrued interest thereon, may be prepaid in part or in full at any time or from time to time without penalty. In the event of default in the payment of principal or interest, the full principal amount and any accrued and unpaid interest shall be immediately due and payable. The outstanding principal balance was \$1,005,833 and \$1,169,519, as of December 31, 2019 and 2018, respectively. As of December 31, 2019, \$929,360 and \$76,473 are due and payable through 2022 and 2028, respectively. The Company earned interest income of \$21,240 and \$20,888 for the years ended December 31, 2019 and 2018, respectively.

As of December 31, 2019, the Company owned approximately 92% of Bexil American's outstanding stock which includes common and Series A preferred stock. The preferred stock is convertible participating preferred stock that includes: a dividend, if any, equal to the dividend payable for an equivalent number of shares of common stock; a liquidation price and preference equal to the purchase price of the preferred stock, or the purchase price of common stock converted to such preferred stock, and all accrued but unpaid dividends; voting rights equal to the voting right of common stock; the option of the holder to convert each share to a share of common stock at any time; and, full ratchet anti-dilution protection, subject to certain customary exclusions.

10. EMPLOYEE BENEFIT PLAN

The Affiliates participate in a 401(k) retirement savings plan for substantially all qualified employees. A matching expense based upon a percentage of contributions to the plan by eligible employees is incurred and allocated among the Affiliates. The matching expense is accrued and funded on a current basis and may not exceed the amount permitted as a deductible expense under the Code. The Company's allocated matching expense under the plan was \$37,633 and \$37,203 for the years ended December 31, 2019 and 2018, respectively.

11. REGULATORY REQUIREMENTS

Bexil Securities, a registered broker-dealer, is subject to the Uniform Net Capital Rule under Rule 15c3-1 of the Exchange Act, which requires broker-dealers to maintain a minimum level of net capital, as defined. As of December 31, 2019, Bexil Securities had net capital of \$1,667,805, which exceeded its \$5,000 required minimum capital by \$1,662,805.

12. STOCKHOLDER RIGHTS PLAN

The Board of Directors has adopted a stockholder rights plan pursuant to a Rights Agreement dated November 10, 2005 (the "Rights Agreement") and other action. To implement the rights plan, the Board of Directors declared a dividend distribution of one right for each outstanding share of Bexil common stock, par value \$0.01 per share, to holders of record of the shares of common stock at the close of business on November 21, 2005. Each right entitles the registered holder to purchase from Bexil one one-thousandth of a share of preferred stock, par value \$0.01 per share. The rights were distributed as a non-taxable dividend. The rights are evidenced by the underlying Bexil common stock, and no separate preferred stock purchase rights certificates were distributed. The rights to acquire preferred stock will become exercisable only if a person or group, other than certain exempt persons, acquires or commences a tender offer for 10% or more of Bexil's common stock. If a person or group, other than certain exempt persons, acquires or commences a tender offer for 10% or more of Bexil's common stock, each holder of a right, except the acquirer, will be entitled, subject to Bexil's right to redeem or exchange the right, to exercise, at an exercise price of \$67.50, the right for one one-thousandth of a share of Bexil's newly created Series A Participating Preferred Stock, or the number of shares of Bexil common stock equal to the holder's number of rights multiplied by the exercise price and divided by 50% of the market price of Bexil's common stock on the date of the occurrence of such an event. Bexil's Board of Directors may terminate the rights plan at any time or redeem the rights, for \$0.01 per right, at any time before a person acquires 10% or more of Bexil's common stock.

On November 11, 2011, in consideration of a Standstill Agreement providing, among other things, that the Boulderado Group (as defined in the Standstill Agreement) does not acquire equal to or greater than 15.0% of the common stock of the Company, the Company entered into a First Amendment to the Rights Agreement (the "Amendment") to exclude the Boulderado Group (as defined in the Amendment) from being deemed an "Acquiring Person" as defined in the Rights Agreement and to extend the "Final Expiration Date" of the Rights Agreement from November 21, 2016 until November 21, 2020. The parties entered into a First Amendment to the Standstill Agreement, dated as of June 1, 2012, to increase the allowed ownership percentage of the Boulderado Group from not equal to or greater than 15.0% to not equal to or greater than 16.0% of the common stock of the Company and to a Second Amendment to the Rights Agreement, dated as of June 1, 2012, to increase the beneficial ownership threshold of the Boulderado Group, without being deemed to be an "Acquiring Person", from less than 15% to less than 16% of the Common Shares and to exclude certain parties from being deemed an "Acquiring Person."

In consideration of an August 15, 2014 agreement with Mr. Kelly Cardwell and Central Square Management LLC (collectively the “Central Parties”) that the Central Parties and their affiliates (“Central Group”) do not acquire any more of the issued and outstanding common stock of the Company, sell sufficient shares of common stock over the 12 month period (amended on July 16, 2016 to 15 months and providing for an option to Bexil to purchase such sufficient shares by generally such time at the volume weighted average sales price for the 20 business day period prior to November 1, 2016) commencing on the date thereof so that the Central Group owns beneficially less than the lesser of 98,000 shares or 10.0% of the common stock, and other conditions, on August 15, 2014 the Company entered into a Third Amendment to the Rights Agreement which excluded the Central Group from being deemed an “Acquiring Person” and extended the “Final Expiration Date” of the Rights Agreement from November 21, 2020 until November 21, 2025.

In conjunction with the stockholder rights plan, the Board of Directors authorized the reclassification of 100,000 unissued shares of common stock of the Company (from among 1,000,000,000 shares of common stock, \$0.01 par value, of the Company which are authorized) into 100,000 shares of Series A Participating Preferred Stock, par value \$0.01 per share, of the Company.

13. COMMITMENTS AND CONTINGENCIES

Pursuant to a Death Benefit Agreement (the “DBA”) among the Company and certain of its affiliates and a deceased employee, Mr. Bassett S. Winmill, payments to the employee’s wife are made monthly until her death by the Company and certain of its affiliates. The annual amount equals 90% of the employee’s average annual base salary in the three year period prior to his death, subject to certain adjustments. The payment obligations under the DBA are not secured and not assignable, and became effective on May 15, 2012, following the death of the employee. The Company’s estimated total liability under the DBA is approximately \$1.1 million and \$1.1 million at December 31, 2019 and 2018, respectively.

CORPORATE INFORMATION

The Company's common stock is quoted in the over the counter market under the ticker symbol BXLC.

The high and low sales prices of the common stock during each quarterly period over the last two fiscal years were as follows (unaudited):

	2018		2018	
	High	Low	High	Low
First quarter	\$ 10.50	\$ 9.33	\$ 12.95	\$ 12.20
Second quarter	\$ 13.00	\$ 9.76	\$ 12.20	\$ 9.89
Third quarter	\$ 13.00	\$ 11.17	\$ 12.70	\$ 10.05
Fourth quarter	\$ 15.60	\$ 11.17	\$ 11.50	\$ 10.00

DIRECTORS

JOHN C. HITCHCOCK
PHILIP N. KADINSKY-CADE
THOMAS B. WINMILL, Chairman

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THOMAS O'MALLEY
Treasurer, Chief Financial Officer, Chief Accounting Officer

RUSSELL KAMERMAN
Secretary, Chief Compliance Officer, General Counsel

DONALD KLIMOSKI, II
Assistant Secretary, Assistant Chief Compliance Officer,
Assistant General Counsel

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