

**THE MP63 FUND, INC.**

**Ticker: DRIPX**

**ANNUAL REPORT**

**February 29, 2024**

Dear Fellow Shareholders,

The MP63 Fund (DRIPX) continues to follow the investing guidelines that were established at its inception in March 1999: At least 80% of its assets are invested in what we consider to be high-quality companies that pay dividends and offer the option to invest directly through the company-sponsored Dividend Reinvestment Plan (DRIP). As portfolio managers, we make an effort to minimize fund expenses and we are mindful of the effect of capital gains for those who are invested in a taxable account. The Fund's expense ratio during the 2024 fiscal year, which spans from 3/1/2023 to 2/29/24 was 0.73%, which compares favorably with 0.80% for Large-Cap No-Load funds. This relatively low expense ratio is more remarkable given the Fund's relatively small asset base compared with the billion-dollar funds in this category.

The calendar year 2023 reflected a recovery for virtually every type of equity fund, as evidenced by the S&P 500® Index, up 24.23% (after a decline of 19.44% in 2022, its worst year since 2008). During the same period, DRIPX was up 5.92% while the Russell Value 1000 Index was up 11.41%. Contributing to the relatively poor performance is our Fund's large commitment to the Consumer Staples, Utilities, and Healthcare sectors which were among the worst performing sectors--losing value while the other sectors made substantial gains. But market favorites are not fixed and momentum favorites change. DRIPX assets totaled \$90.2 million at the end of 2023 and have grown so far this year to \$94.9 million.

As usual, DRIPX benefitted from the disciplined investing approach followed by many of your fellow shareholders who not only maintained their positions during volatile market conditions but also continued to invest regardless of the short-term direction of the market and, while our commitment to our long-term strategy caused the Fund to underperform recently--bringing our Morningstar ranking down from a Gold Medal and 4 stars to a Silver Medal\*(still a high conviction rating) and 3 stars, the fund's management team continues to serve the retirement needs of our shareholders by delivering less volatile than the market. In other words, DRIPX does not rebound so much, however it also does not have as much to recover from. This approach, we believe, is most likely to reward our shareholder with the retirement benefit they anticipate.

The best performing stocks in the portfolio during the fiscal year (including dividends) were: Amazon.com Inc. (AMZN), with a cumulative return of 91.78%, Intel Corp. (INTC): 72.31%, Microsoft Corp. (MSFT): 69.33%, Tennant Co. (TNC): 60.84%, Costco Wholesale Corp. (COST): 60.06% and Ecolab Inc. (ECL): 43.58%

The worst performing stocks in the portfolio during the period were: VF Corp. (VFC), with a cumulative loss of -31.58%, Archer-Daniels Midland Co. (ADM), -31.14%, Pfizer Inc. (PFE), -30.44%, NextEra Energy Inc. (NEE), -18.56%, Conagra Brands Inc. (CAG), -17.90% and Polaris Inc. (PII), -16.30%.

You may have noticed that the Fund's custodial services are moving to Huntington Bank from US Bank. US Bank decided to stop providing custodial services to funds that do not also use its bank for transfer agency services. The Fund's transfer agent, Mutual Shareholder Services, has served our shareholders well for more than 20 years and we prefer to remain with that company and use the services of Huntington Bank, which offer equally good or possibly better service.

As always, we thank you for your patient adherence to our wealth-building strategy and, again, for the restraint you have shown during market selloffs.

The DRIPX Management Team, Vita Nelson, Mario Medina, Lee Nelson, and Byron Perez

March 28, 2024

*\* The Medalist Ratings indicate which investments Morningstar believes are likely to outperform a relevant index or peer group average on a risk-adjusted basis over time. Investment products are evaluated on three key pillars (People, Parent, and Process) which, when coupled with a fee assessment, forms the basis for Morningstar's conviction in those products' investment merits and determines the Medalist Rating they're assigned.*

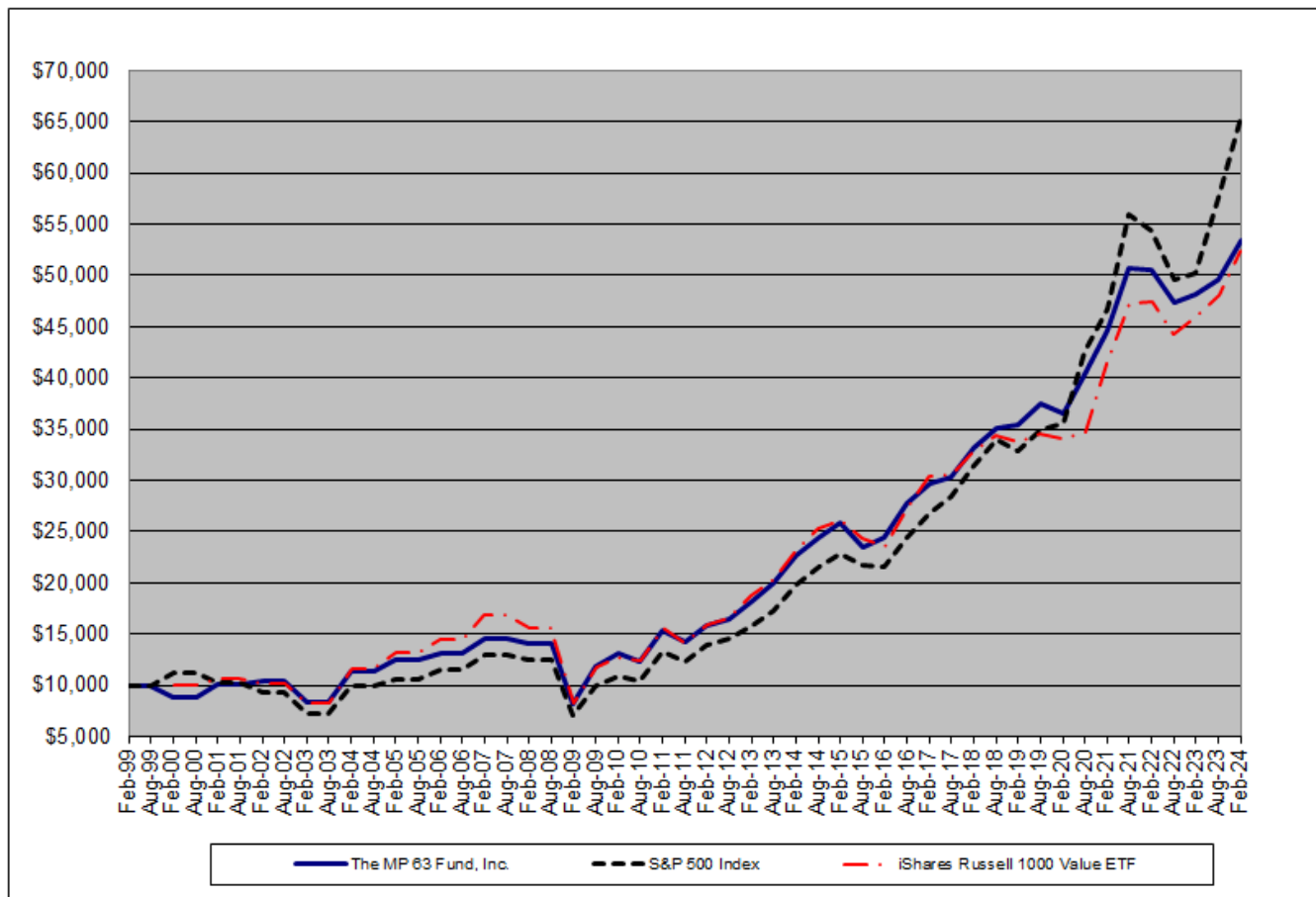
*Disclaimer:*

*Past performance is not a guarantee of future results. Must be preceded or accompanied by a prospectus. Mutual fund investing involves risk. Principal loss is possible. Fund holdings are subject to change and should not be considered a recommendation to buy or sell any security. Please refer to the schedule of investments in the report for complete holdings information.*

**THE MP63 FUND, INC.**  
**PERFORMANCE ILLUSTRATION**  
 FEBRUARY 29, 2024 (UNAUDITED)

**AVERAGE ANNUAL RATE OF RETURN (%)**  
**FOR PERIODS ENDING FEBRUARY 29, 2024**

	<u>1 Year</u>	<u>5 Year</u>	<u>10 Year</u>	<u>Cumulative</u> <u>Since Inception</u>	<u>Ending Value</u>
The MP63 Fund, Inc.	10.93%	8.59%	8.93%	433.83%	\$ 53,383
S&P 500 Index	30.45%	14.75%	12.69%	555.52%	\$ 65,552
iShares Russell 1000 Value ETF	13.77%	9.18%	8.54%	423.88%	\$ 52,388



This chart assumes an initial investment of \$10,000 made on the closing of February 28, 1999. Total return is based on the net change in NAV and assuming reinvestment of all dividends and other distributions. Performance figures represent past performance which is not predictive of future performance. Investment return and principal value will fluctuate so that your shares, when redeemed, may be worth more or less than their original cost. The returns shown do not reflect taxes that a shareholder would pay on fund distributions or on the sale of fund shares.

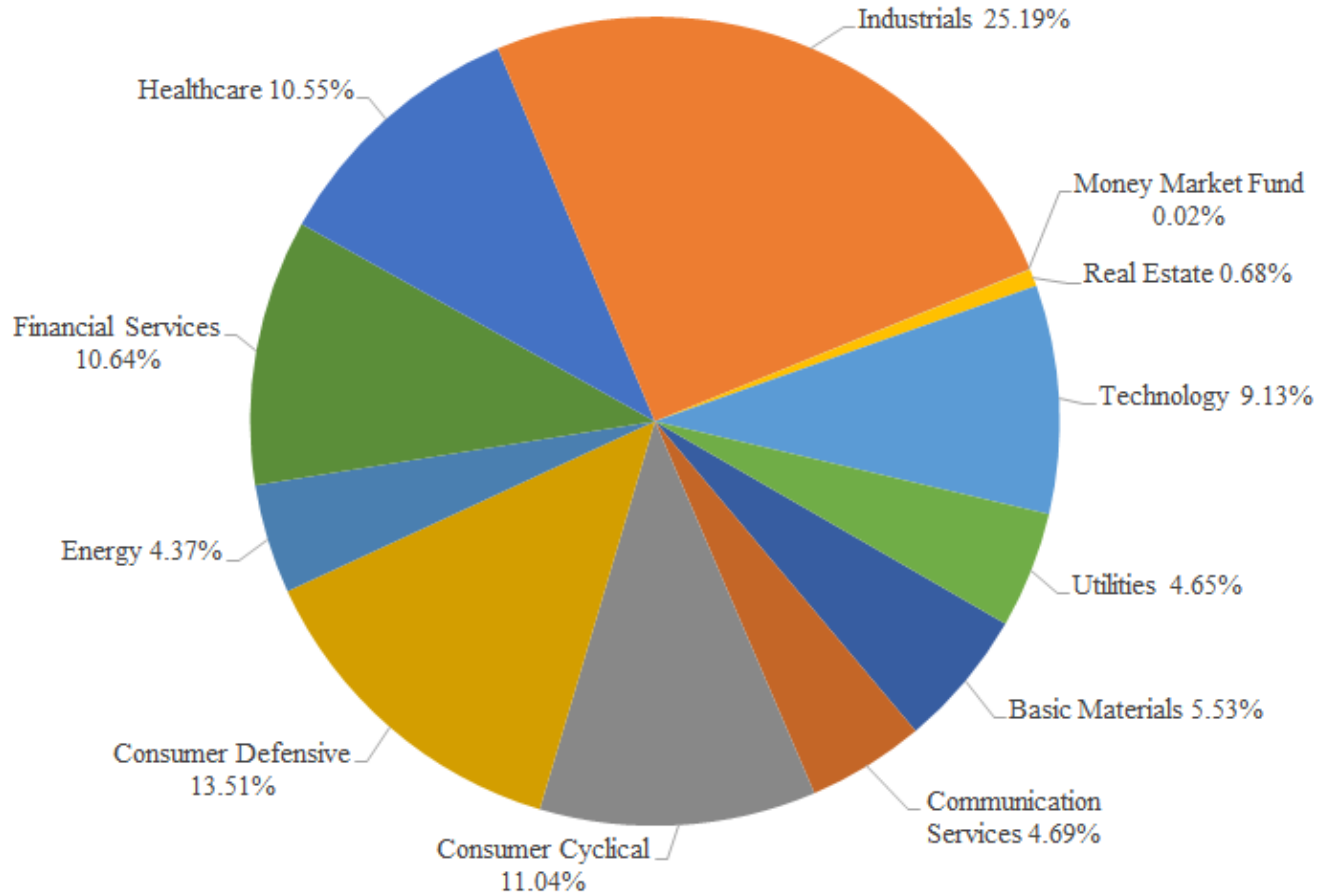
The Standard & Poor's 500 Index ("S&P 500") is a market value-weighted index, representing the aggregate market value of the common equity of 500 stocks primarily traded on the New York Stock Exchange. The S&P 500 is a widely recognized, unmanaged index of common stock prices. The figures for the S&P 500 reflect all dividends reinvested but do not reflect any deductions for fees, expenses or taxes.

The iShares Russell 1000 Value ETF seeks to track the investment results of an index composed of large- and mid-capitalization U.S. equities that exhibit value characteristics. The returns shown do not reflect taxes that a shareholder would pay on fund distributions or on the sale of fund shares.

The performance information shown represents past performance and should not be interpreted as indicative of The MP63 Fund, Inc.'s future performance. The performance also reflects reinvestment of all dividend and capital gain distributions. The returns shown do not reflect taxes that a shareholder would pay on fund distributions or on the redemption of fund shares.

**THE MP63 FUND, INC.**  
Portfolio Illustration  
February 29, 2024 (Unaudited)

The following chart gives a visual breakdown of the Fund by the industry sectors the underlying securities represent as a percentage of the schedule of investments.



Sectors are categorized using Morningstar® classifications.

# The MP63 Fund, Inc.

## Schedule of Investments February 29, 2024

Shares	Fair Value
<b>COMMON STOCKS (United States) - 98.04%</b>	
<b>Aerospace/Aircrafts/Defense - 3.24%</b>	
3,425 The Boeing Co. *	\$ 697,741
25,158 RTX Corp.	2,255,918
	<u>2,953,659</u>
<b>Auto Parts - Retail/Wholesale - 1.85%</b>	
11,306 Genuine Parts Co.	1,687,534
<b>Banks - 3.64%</b>	
45,322 Bank of America Corp.	1,564,515
13,321 Truist Financial Corp.	465,969
30,858 US Bancorp	1,294,802
	<u>3,325,286</u>
<b>Beverages - 2.47%</b>	
20,339 The Coca-Cola Co.	1,220,747
6,260 PepsiCo, Inc.	1,035,028
	<u>2,255,775</u>
<b>Cable &amp; Other Pay Television Services - 1.64%</b>	
34,856 Comcast Corp., Class A	1,493,580
<b>Chemicals - Diversified - 2.45%</b>	
19,362 RPM International, Inc.	2,233,407
<b>Commercial Services - 1.81%</b>	
7,335 Ecolab, Inc.	1,649,201
<b>Communication Equipment - 2.23%</b>	
12,926 Qualcomm, Inc.	2,039,593
<b>Consumer, Durable &amp; Apparel - 0.40%</b>	
4,243 Sony Group Corp. ADR	364,092
<b>Containers - Paper/Plastic - 1.00%</b>	
100,311 Amcor PLC (Jersey)	908,818
<b>Cosmetics &amp; Personal Care - 1.33%</b>	
14,045 Colgate-Palmolive Co.	1,215,173
<b>Diversified Operations - 1.62%</b>	
45,942 Corning, Inc.	1,481,170
<b>Electronic Equipment - 2.65%</b>	
12,163 Carrier Global Corp.	676,020
16,311 Emerson Electric Co.	1,742,830
	<u>2,418,850</u>
<b>Electronic - Semiconductors - 1.05%</b>	
22,190 Intel Corp.	955,279

# The MP63 Fund, Inc.

## Schedule of Investments February 29, 2024

Shares	Fair Value
<b>Financial Services - 3.17%</b>	
4,981 American Express Co.	\$ 1,092,931
14,711 Paychex, Inc.	1,803,863
	<u>2,896,794</u>
<b>Food - Misc. Preparation - 4.20%</b>	
20,403 Archer Daniels-Midland Co.	1,083,603
30,891 Conagra Brands, Inc.	867,419
13,182 General Mills, Inc.	846,021
29,469 Hormel Foods Corp.	1,040,845
	<u>3,837,888</u>
<b>General Household Products - 0.99%</b>	
10,079 Stanley Black & Decker, Inc.	899,954
<b>Guided Missiles &amp; Space Vehicles &amp; Parts - 0.30%</b>	
637 Lockheed Martin Corp.	272,789
<b>Healthcare - 2.50%</b>	
8,376 AbbVie, Inc.	1,474,595
1,635 UnitedHealth Group, Inc.	807,036
	<u>2,281,631</u>
<b>Industrial Inorganic Chemicals - 0.36%</b>	
1,407 Air Products & Chemicals, Inc.	329,294
<b>Insurance - Life/Property/Casual - 4.53%</b>	
21,987 AFLAC, Inc.	1,775,230
10,676 The Travelers Companies, Inc.	2,358,969
	<u>4,134,199</u>
<b>Leisure Products - 1.04%</b>	
10,265 Polaris, Inc.	951,668
<b>Leisure Services - 0.85%</b>	
6,963 The Walt Disney Co.	776,931
<b>Machinery - Const./Mining/Farming - 4.37%</b>	
7,214 Caterpillar, Inc.	2,409,187
4,341 Deere & Co.	1,584,682
	<u>3,993,869</u>
<b>Machinery - Electrical Equipment - 4.66%</b>	
10,372 Dover Corp.	1,715,321
9,692 Johnson Controls International PLC (Ireland)	574,445
17,369 Tennant Co.	1,965,997
	<u>4,255,763</u>
<b>Manufacturing - 2.13%</b>	
7,425 Illinois Tool Works, Inc.	1,946,464
<b>Materials - 0.90%</b>	
4,266 Nucor Corp.	820,352
<b>Medical/Dental - Supplies - 1.78%</b>	
6,916 Becton Dickinson & Co.	1,629,064
<b>Medical Instruments/Products - 0.82%</b>	
8,936 Medtronic PLC (Ireland)	744,905
<b>Medical Drugs - 5.42%</b>	
13,434 Abbott Laboratories	1,593,810
9,560 Johnson & Johnson	1,542,793
11,911 Merck & Co., Inc.	1,514,484
11,156 Pfizer, Inc.	296,303
	<u>4,947,390</u>

The accompanying notes are an integral part of these financial statements.

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# The MP63 Fund, Inc.

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## Schedule of Investments February 29, 2024

Shares	Fair Value
<b>National Commercial Banks - 1.24%</b>	
6,095 JPMorgan Chase & Co.	\$ 1,134,036
<b>Paper &amp; Paper Products - 1.47%</b>	
11,059 Kimberly Clark Corp.	1,340,019
<b>Petroleum Refining - 2.44%</b>	
3,063 Chevron Corp.	465,607
16,837 Exxon Mobil Corp.	1,759,803
	<u>2,225,410</u>
<b>Refuse Systems - 2.51%</b>	
11,132 Waste Management, Inc.	2,289,296
<b>Retail - Catalog &amp; Mail Order Houses - 1.13%</b>	
5,821 Amazon.com, Inc. *	1,028,920
<b>Retail - Food &amp; Restaurant - 2.44%</b>	
8,794 Starbucks Corp.	834,551
10,081 Yum! Brands, Inc.	1,395,412
	<u>2,229,963</u>
<b>Retail - Variety Stores - 2.20%</b>	
2,706 Costco Wholesale Corp.	2,012,966
<b>Retail/Wholesale - Building Products - 2.22%</b>	
5,324 The Home Depot, Inc.	2,026,368
<b>Semiconductors &amp; Related Devices - 0.36%</b>	
1,991 Texas Instruments, Inc.	333,154
<b>Services - Computer Programming, Data Processing, Etc. - 2.18%</b>	
14,394 Alphabet, Inc. Class A *	1,992,993
<b>Services - Prepackaged Software - 2.84%</b>	
6,271 Microsoft Corp.	2,593,936
<b>Shoes &amp; Related Apparel - 0.96%</b>	
8,420 Nike, Inc. Class B	875,091
<b>Soap, Detergent, Cleaning Preparations, Perfumes, Cosmetics - 1.79%</b>	
10,298 The Procter & Gamble Co.	1,636,764
<b>Telecommunications Services - 0.59%</b>	
11,148 Cisco Systems, Inc.	539,229
<b>Textile - Apparel/Mill Products - 0.37%</b>	
20,600 VF Corp.	336,604
<b>Transportation - Railroads - 2.29%</b>	
8,245 Union Pacific Corp.	2,091,674



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# The MP63 Fund, Inc.

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## Schedule of Investments February 29, 2024

Shares	Fair Value
<b>Utility - Electric - 3.14%</b>	
14,926 Duke Energy Corp.	\$ 1,370,655
27,023 NextEra Energy, Inc.	1,491,399
	<u>2,862,054</u>
<b>Utility - Gas Distribution - 0.97%</b>	
18,173 National Fuel Gas Co.	885,752
<b>Utility - Water - 1.59%</b>	
39,460 Essential Utilities, Inc.	<u>1,372,419</u>
<b>TOTAL FOR COMMON STOCK (Cost \$37,242,537) - 98.04%</b>	
	<u>89,507,020</u>
<b>LIMITED PARTNERSHIPS (United States) - 0.95%</b>	
<b>Natural Gas Transmission - 0.95%</b>	
31,482 Enterprise Products Partners LP	<u>864,181</u>
<b>TOTAL FOR LIMITED PARTNERSHIPS (Cost \$586,530) - 0.95%</b>	
	<u>864,181</u>
<b>REAL ESTATE INVESTMENT TRUST (United States) - 0.68%</b>	
4,173 Simon Property Group, Inc.	<u>618,188</u>
<b>TOTAL FOR REAL ESTATE INVESTMENT TRUST (Cost \$457,967) - 0.68%</b>	
	<u>618,188</u>
<b>MONEY MARKET FUND - 0.01%</b>	
13,530 Fidelity Investments Money Market Funds - Gov't Portfolio, Class I 5.20% (Cost \$13,530) **	<u>\$ 13,530</u>
<b>TOTAL INVESTMENTS - 99.68% (Cost \$38,300,564)</b>	
	<u>91,002,919</u>
<b>OTHER ASSETS LESS LIABILITIES - 0.32%</b>	
	<u>295,696</u>
<b>NET ASSETS - 100.00%</b>	
	<u>\$ 91,298,615</u>

\* Non-income producing securities during the year.

\*\* Variable rate security; the money market rate shown represents the yield at February 29, 2024.

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# The MP63 Fund, Inc.

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## Statement of Assets and Liabilities February 29, 2024

Assets	
Investments at Fair Value (Cost \$38,300,564)	\$91,002,919
Receivables	
Dividends and Interest	230,176
Portfolio Securities Sold	203,647
Prepaid Expenses	24,750
Total Assets	<u>91,461,492</u>
Liabilities	
Payables	
Portfolio Securities Purchased	53,368
Shareholder Redemptions	35,061
Other Accrued Expenses	22,324
Due to Custodian	2,596
Accrued Directors Fees (Note 3)	7,337
Accrued Administrative and Operating Services Fees (Note 3)	10,657
Accrued Accounting, Administration and Transfer Agency Fees (Note 3)	4,980
Accrued Chief Compliance Officer Fees (Note 3)	1,500
Accrued Advisor Fees (Note 3)	25,054
Total Liabilities	<u>162,877</u>
Net Assets	<u>\$91,298,615</u>
Net Assets Consist of:	
Capital Stock, \$0.001 par value; 1 billion shares authorized; 3,381,451 shares issued and outstanding	\$ 3,381
Additional Paid in Capital	38,290,320
Distributable Earnings	53,004,914
Net Assets	<u>\$91,298,615</u>
Net Asset Value and Offering Price (\$91,298,615/3,381,451)	<u>\$ 27.00</u>
Redemption Price Per Share (\$27.00 x 0.99)*	<u>\$ 26.73</u>

\* The Fund will deduct a 1% redemption fee from redemption proceeds if purchased and redeemed within 6 months.

The accompanying notes are an integral part of the financial statements.

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# The MP63 Fund, Inc.

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## Statement of Operations

For the year ended February 29, 2024

Investment Income:	
Dividend Income (net of foreign withholding taxes of \$297)	\$ 2,227,772
Interest Income	28,448
Total Investment Income	<u>2,256,220</u>
Expenses:	
Advisor fees (Note 3)	309,268
Accounting, Administrative and Transfer Agency fees (Note 3)	41,069
Legal fees	22,466
Administrative and Operating Services fees (Note 3)	126,378
Registration fees	37,068
Compliance fees (Note 3)	17,434
Custody fees	18,950
Audit fees	18,599
Printing and postage expense	14,031
Insurance expense	12,483
Miscellaneous expense	14,142
Director fees (Note 3)	8,803
Total Expenses	<u>640,691</u>
Net Investment Income	<u>1,615,529</u>
Realized and Unrealized Gain on Investments:	
Realized Gain on Investments	1,195,765
Change in Unrealized Appreciation on Investments	6,407,990
Net Realized and Unrealized Gain on Investments	<u>7,603,755</u>
Net Increase in Net Assets from Operations	<u><u>\$ 9,219,284</u></u>

The accompanying notes are an integral part of the financial statements.

# The MP63 Fund, Inc.

## Statements of Changes in Net Assets

	For the Year Ended <u>February 29, 2024</u>	For the Year Ended <u>February 28, 2023</u>
From Operations:		
Net Investment Income	\$ 1,615,529	\$ 1,522,543
Realized Gain on Investments	1,195,765	1,156,269
Change in Unrealized Appreciation (Depreciation) on Investments	6,407,990	(7,276,168)
Increase (Decrease) in Net Assets from Operations	<u>9,219,284</u>	<u>(4,597,356)</u>
From Distributions to Shareholders:		
Distributions	<u>(2,736,464)</u>	<u>(3,741,069)</u>
Change in Net Assets from Distributions	<u>(2,736,464)</u>	<u>(3,741,069)</u>
From Capital Share Transactions		
Proceeds From Sale of Shares	2,181,937	2,380,669
Shares Issued on Reinvestment of Dividends	2,667,779	3,655,612
Cost of Shares Redeemed (net of redemption fees \$661 and \$508, respectively)	<u>(9,623,786)</u>	<u>(6,224,053)</u>
Net Decrease from Shareholder Activity	<u>(4,774,070)</u>	<u>(187,772)</u>
Net Increase (Decrease) in Net Assets	1,708,750	(8,526,197)
Net Assets at Beginning of Year	89,589,865	98,116,062
Net Assets at End of Year	<u>\$ 91,298,615</u>	<u>\$ 89,589,865</u>
Share Transactions:		
Issued	82,414	89,721
Reinvested	102,136	143,301
Redeemed	<u>(372,049)</u>	<u>(237,407)</u>
Net Decrease in shares	<u>(187,499)</u>	<u>(4,385)</u>
Shares outstanding beginning of year	<u>3,568,950</u>	<u>3,573,335</u>
Shares outstanding end of year	<u>3,381,451</u>	<u>3,568,950</u>

The accompanying notes are an integral part of the financial statements.

# The MP63 Fund, Inc.

## Financial Highlights

Selected data for a share outstanding throughout the year:

	For the Year Ended February 29, 2024	For the Year Ended February 28, 2023	For the Year Ended February 28, 2022	For the Year Ended February 28, 2021	For the Year Ended February 29, 2020
Net Asset Value - Beginning of Year	\$ 25.10	\$ 27.46	\$ 25.17	\$ 21.31	\$ 21.32
Net Investment Income **	0.47	0.43	0.41	0.41	0.39
Net Gains (Losses) on Securities (realized and unrealized)	2.25	(1.71)	2.91	4.32	0.42
Total from Investment Operations	2.72	(1.28)	3.32	4.73	0.81
Early Redemption Fees	0.00 *	0.00 *	0.00 *	0.00 *	0.00 *
Distributions (From Net Investment Income)	(0.46)	(0.44)	(0.41)	(0.41)	(0.39)
Distributions (From Capital Gains)	(0.36)	(0.64)	(0.62)	(0.46)	(0.43)
Total Distributions	(0.82)	(1.08)	(1.03)	(0.87)	(0.82)
Net Asset Value - End of Year	\$ 27.00	\$ 25.10	\$ 27.46	\$ 25.17	\$ 21.31
Total Return <sup>(a)</sup>	10.93%	(4.71)%	12.98%	22.26%	3.42%
Ratios/Supplemental Data					
Net Assets - End of Year (Thousands)	91,299	89,590	98,116	85,599	69,862
Ratio of Expenses to Average Net Assets	0.73%	0.72%	0.63%	0.71%	0.69%
Ratio of Net Investment Income to Average Net Assets	1.83%	1.66%	1.47%	1.79%	1.72%
Portfolio Turnover Rate	10.26%	5.90%	5.96%	9.73%	5.66%

(a) Total returns are historical and assume changes in share price, reinvestment of dividends and capital gain distributions and assume no redemption fees.

\* Amount is less than \$0.005

\*\* Per share amounts are calculated using the average shares method.

**THE MP63 FUND, INC.**  
Notes to Financial Statements  
February 29, 2024

**NOTE 1. ORGANIZATION**

The MP63 Fund, Inc. (the "Fund") is organized as a Maryland Corporation, incorporated on October 13, 1998, and registered as an open-end, diversified, management investment company under the Investment Company Act of 1940, as amended. The Fund's business and affairs are managed by its officers under the direction of its Board of Directors (the "Board"). The Fund's investment objective is to seek long-term capital appreciation for shareholders.

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES**

The following is a summary of the significant accounting policies followed by the Fund in the preparation of its financial statements. The Fund is an investment company that follows the accounting and reporting guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 946 applicable to investment companies.

- A. Security Valuation - Portfolio securities traded on a national securities exchange are stated at the last reported sales price or a market's official close price on the day of valuation. Portfolio securities for which market quotations are readily available are valued at fair value. Portfolio securities for which market quotations are not considered readily available are valued at fair value on the basis of valuations furnished by a pricing service approved by the Board. Portfolio companies during this reporting period are all widely traded and pricing information is readily available. The Board maintains responsibilities for the fair value determinations under Rule 2a-5 under the Investment Company Act of 1940.

Mutual Funds must utilize various methods to measure the fair value of most of its investments on a recurring basis. Accounting principles generally accepted in the United States of America ("U.S. GAAP") establishes a hierarchy that prioritizes inputs to valuation methods. The three levels of inputs are:

Level 1 - Unadjusted quoted prices in active markets for identical assets the Fund has the ability to access.

Level 2 - Observable inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.

Level 3 - Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Fund's own assumptions about the assumptions a market participant would use in valuating the asset or liability, and would be based on the best information available.

To the extent that valuation is based on models or inputs that are less observable or unobservable, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3. However, the inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

**THE MP63 FUND, INC.**  
Notes to Financial Statements  
February 29, 2024

The following table summarizes the valuation of the Fund's investments by the above fair value hierarchy levels as of February 29, 2024:

(Assets)	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stocks	\$89,507,020	\$ -	\$ -	\$89,507,020
Limited Partnerships	864,181	-	-	864,181
Real Estate Investment Trust	618,188	-	-	618,188
Money Market Fund	13,530	-	-	13,530
Total	<u>\$91,002,919</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$91,002,919</u>

The Fund did not hold any Level 3 assets during the year ended February 29, 2024. The Fund did not engage in any derivative transactions during the year ended February 29, 2024.

- B. Security Transactions and Related Investment Income - Securities transactions are accounted for on the trade date. Gains and losses on sales of securities are determined on a specific identification basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.
- C. Federal Income Taxes - The Fund's policy is to continue to comply with requirements of Subchapter M of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all of its net investment income as dividends to its shareholders. The Fund intends to distribute its net long-term capital gains and net short-term capital gains at least once a year. Therefore, no provision for federal income taxes is required.

The Fund recognizes the tax benefits of certain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities. As of and during the year ended February 29, 2024, management has analyzed the Fund's tax positions, and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken in the Fund's open tax years or expected to be taken in the Fund's 2024 tax returns. The Fund identifies its major tax jurisdictions as U.S. Federal and certain State tax authorities; however, the Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next twelve months. The Fund recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Statement of Operations. As of and during the year ended February 29, 2024, the Fund did not incur any interest or penalties.

- D. Dividends and Distributions to Shareholders - The Fund records dividends and distributions to shareholders on the ex-dividend date. The Fund will distribute its net investment income, if any, and net realized capital gains, if any, annually.
- E. Cash – The Fund maintains cash at its custodian which, at times, may exceed United States federally insured limits. Financial instruments that potentially subject the Fund to credit risk include cash deposits in excess of federally insured limits.
- F. Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

**THE MP63 FUND, INC.**  
Notes to Financial Statements  
February 29, 2024

- G. Share Valuation – The net asset value (the “NAV”) is generally calculated as of the close of trading on the New York Stock Exchange (the “Exchange”) (normally 4:00 p.m. Eastern time) every day the Exchange is open. The NAV is calculated by taking the total value of the Fund’s assets, subtracting its liabilities, and then dividing by the total number of shares outstanding, rounded to the nearest cent. The offering price and redemption price per share are equal to the net asset value per share, except for shares redeemed within 6 months.

**NOTE 3. INVESTMENT ADVISORY AGREEMENT AND OTHER RELATED PARTY TRANSACTIONS**

The Fund has entered into an investment advisory agreement (the "Agreement") with The Moneypaper Advisor, Inc. (the "Advisor"). Under this Agreement, the Advisor provides the Fund with investment advice and supervises the Fund's investments. As compensation for the services rendered, the Fund pays the Advisor a fee accrued daily based on an annualized rate of 0.35% of the daily net asset value. For the fiscal year ended February 29, 2024, the Advisor earned fees of \$309,268. At February 29, 2024, the Fund owed the Advisor \$25,054 for advisory fees.

The Advisor has voluntarily agreed to waive its fee and to reimburse the Fund for other expenses if the total operating expenses of the Fund exceed an annual rate of 1.25% of average daily net assets. The Advisor did not waive any fees or reimburse the Fund during the year ended February 29, 2024.

The Fund has agreements in place with Mutual Shareholder Services ("MSS") to provide administrative, transfer agency, and fund accounting services. Under these agreements, MSS is paid a certain fixed annual fee for accounting and administration services which increases incrementally at specified asset thresholds, plus blue sky servicing fees paid on a per filing basis. For transfer agency services, MSS receives a fixed fee per account, subject to an annual minimum. For the year ended February 29, 2024, Fund expenses amounted to \$41,069 for MSS services of accounting, administration and transfer agency services. At February 29, 2024, \$4,980 was due to MSS for services provided.

The Fund entered into an Administrative and Operating Services Agreement with Moneypaper Publications LLC, the parent of the Advisor. Under this agreement, Moneypaper Publications LLC provides services to the Fund that are necessary for operation and not provided by other parties. For these services, the Fund is contractually obligated to pay Moneypaper Publications LLC a flat monthly fee which is not to exceed \$18,500. However, Moneypaper Publications LLC has charged the Fund only \$10,500 per month for these services since January 1, 2023. Moneypaper Publications LLC does not currently intend to increase the fee, although it may seek to do so in the future. These fund servicing expenses amounted to \$126,378 for the year ended February 29, 2024. At February 29, 2024, the Fund owed \$10,657 for fund servicing expenses.

Certain officers of the Advisor are also officers and a director of the Fund. One (1) director of the Fund’s four (4) member Board of Directors is the President of the Advisor. The Fund currently pays each Independent Director an annual retainer of \$2,000 for regular compensation. The Fund currently does not pay special compensation to any Director. Vita Nelson, as the Interested Director, does not receive any compensation from the Fund for her services as a Director. For the year ended February 29, 2024, the Fund incurred \$8,803 in regular compensation director fees and expenses. The Fund paid the Chief Compliance Officer \$17,434 for the year ended February 29, 2024.

**NOTE 4. INVESTMENT TRANSACTIONS**

For the year ended February 29, 2024, purchases and sales of securities, excluding short-term investments, aggregated \$9,013,788 and \$14,112,839, respectively.



**THE MP63 FUND, INC.**  
Notes to Financial Statements  
February 29, 2024

**NOTE 5. TAX INFORMATION**

Cumulative unrealized appreciation (depreciation) on a tax basis amounted to the following: Unrealized appreciation \$53,150,813, Unrealized depreciation (\$620,215), Net unrealized appreciation \$52,530,598.

For Federal income tax purposes, the cost of investments owned at February 29, 2024 was \$38,472,321. The difference between book and tax cost of investments represents the deferral of losses on wash sales and partnership basis adjustments.

Distributions are determined on a tax basis and may differ from net investment income and realized capital gains for financial reporting purposes. Differences may be permanent or temporary. Permanent differences are reclassified among the components of net assets in the financial statements to reflect their tax character. Temporary differences arise when certain items of income, expense, gain or loss are recognized in different periods for financial statement and tax purposes; these differences will reverse at some time in the future. Differences in classification may also result from the treatment of short-term gain as ordinary income for tax purposes. Due to permanent book to tax differences the following adjustments have been made by management as of February 29, 2024. Reclassifications have no effect on net assets, results of operations or net asset value per share of the Fund.

Paid In Capital	\$ (202)
Distributable Earnings	\$ 202

The permanent differences were mainly due to non-deductible partnership expenses.

As of February 29, 2024, the components of distributable earnings on a tax basis were as follows: undistributed ordinary income \$187,760, undistributed capital gains \$286,556, net unrealized appreciation \$52,530,598, for a total distributable earnings of \$53,004,914.

The tax character of distributions paid during the fiscal year ended February 29, 2024 was as follows:  
Distributions paid from: Ordinary income \$1,531,897, Long term capital gains \$1,204,567.

The tax character of distributions paid during the fiscal year ended February 28, 2023 was as follows:  
Distributions paid from: Ordinary income \$1,523,739, Long term capital gains \$2,217,330.

**NOTE 6. INDEMNIFICATIONS**

In the normal course of business, the Fund enters into contracts that contain general indemnification to other parties. The Fund's maximum exposure under these contracts is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. The Fund expects the risk of loss to be remote.

**NOTE 7. MARKET RISK**

Overall market risks may also affect the value of the Fund. Factors such as domestic economic growth and market conditions, interest rate levels and political events affect the securities markets. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issue, sanctions, recessions and depressions, or other events could have a significant impact on the Fund and its investments, and may impair market liquidity, thereby increasing liquidity risk. The Fund could lose money over short periods due to short-term market movements and over longer periods during more prolonged market downturns. During a general market downturn, multiple asset classes may be

**THE MP63 FUND, INC.**  
Notes to Financial Statements  
February 29, 2024

negatively affected. Changes in market conditions and interest rates can have the same impact on all types of securities and instruments.

**NOTE 8. SUBSEQUENT EVENTS**

Management has evaluated subsequent events through the date the financial statements were issued. Based upon this evaluation, the Fund has determined no subsequent events have occurred which would require adjustment to or disclosure in the financial statements.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of  
The MP63 Fund, Inc.

### Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of The MP63 Fund, Inc. (the "Fund"), as of February 29, 2024, the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, the related notes, and the financial highlights for each of the four years in the period then ended (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of February 29, 2024, the results of its operations for the year then ended, the changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the four years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

The Fund's financial highlights for the year ended February 29, 2020, was audited by other auditors whose report dated April 22, 2020, expressed an unqualified opinion on those financial highlights.

### Basis for Opinion

These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on the Fund's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of February 29, 2024, by correspondence with the custodian and broker; when replies were not received from brokers, we performed other auditing procedures. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Fund's auditor since 2020.

*Cohen & Company, Ltd.*

COHEN & COMPANY, LTD.

Cleveland, Ohio

April 25, 2024

**THE MP63 FUND, INC.**  
Expense Illustration (Unaudited)  
February 29, 2024

Expense Example

As a shareholder of the MP63 Fund, you incur two types of costs: (1) transaction costs, including brokerage and other costs associated with portfolio purchases and sales, reinvested dividends, or other distributions; and redemption fees; and (2) ongoing costs, including management fees; service provider fees and expenses and other Fund expenses. This Example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The Example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire period, September 1, 2023 through February 29, 2024.

Actual Expenses

The first line of the table below provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

Hypothetical Example for Comparison Purposes

The second line of the table below provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratios and an assumed rate of return of 5% per year before expenses, which are not the Fund's actual returns. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in this Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds.

	<b>Beginning Account Value</b>	<b>Ending Account Value</b>	<b>Expenses Paid During the Period*</b>
	<u>September 1, 2023</u>	<u>February 29, 2024</u>	<u>September 1, 2023 to February 29, 2024</u>
Actual	\$1,000.00	\$1,075.85	\$0.04
Hypothetical (5% Annual Return before expenses)	\$1,000.00	\$1,024.83	\$0.04

\* Expenses are equal to the Fund's annualized expense ratio of 0.74%, multiplied by the average account value over the period, multiplied by 182/366 (to reflect the one-half year period).

# THE MP63 FUND, INC.

## TRUSTEES & OFFICERS FEBRUARY 29, 2024 (UNAUDITED)

The Board of Directors supervises the business activities of the Fund. The names of the Directors and principal officers of the Fund are shown below. For more information regarding the Directors, please refer to the Statement of Additional Information, which is available free upon request by calling 1-877-676-3386.

Name, Address and Age	Position(s) Held with the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held By Director
<b>Disinterested Directors:</b>					
Susan Ryan Age: 73 241 Perkins Street, Unit A602 Jamaica Plain, MA 02130	Director	Indefinite – since March 2016	Vice President, C.A. White (real estate development and management company)	1	Board member, Shambhala USA and Shambhala Canadian, both religious non- profit organizations
Edward Shashoua Age: 64 8000 Town Centre Dr., Suite 400 Broadview Heights, OH 44147	Director	Indefinite – since December 2016	Primary Care Internist, Newton-Wellesley Physicians; Owner/Trustee, Brandywine Development Co. (real estate development)	1	Director, Ischemix, Inc.
Daniel Mandell Age: 60 8000 Town Centre Dr., Suite 400 Broadview Heights, OH 44147	Director	Indefinite – since December 2016	General Council and Vice President, DialogueDirect Inc.; Founding member, Carabello & Mandell (law firm)	1	DialogueDirect, Inc. - Director

# THE MP63 FUND, INC.

## DIRECTORS & OFFICERS FEBRUARY 29, 2024 (UNAUDITED)

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Name, Address and Age	Position(s) Held with the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held By Director
<b>Interested Directors:</b>					
Vita Nelson <sup>1,2</sup> Age: 86 8000 Town Centre Dr., Suite 400 Broadview Heights, OH 44147	Director, President	Indefinite – since 1998	President, Editor and Publisher of The Moneypaper, Inc. (newsletter)	1	Director, The Moneypaper Advisor, Inc.; Director, Temper of the Times Communications, Inc. Director, Moneypaper, Inc.
<b>Principal Officers who are not Directors:</b>					
J. Mario Medina Age: 57 8000 Town Centre Dr., Suite 400 Broadview Heights, OH 44147	Treasurer	Indefinite – since 2017	Co-manager of the Fund since July 1, 2017; Editor for JST Online Solutions.	1	None
Leonard Barenboim Age: 62 8000 Town Centre Dr., Suite 400 Broadview Heights, OH 44147	Chief Compliance Officer	Indefinite – since 2017	CEO and Chief Compliance Officer, Temper of the Times Investor Services, Inc.; Principal and project manager, ELBI Systems LLC; Chief Compliance Officer, Moneypaper Advisor Inc.	1	None
Lee Reiner Nelson <sup>1</sup> Age: 61 8000 Town Centre Dr., Suite 400 Broadview Heights, OH 44147	Secretary	Indefinite – since 2016	President and CEO, EMA, LLC	1	Director, Moneypaper Publications LLC; Temper of the Times Investor Service, Inc.; Moneypaper Advisor, Inc.; Temper of the Times Foundation.

(1) Lee Reiner Nelson is Vita Nelson's son.

(2) Vita Nelson is President of the Fund and a Director of the Fund's Advisor, The Moneypaper Advisor, Inc. and therefore, is an "Interested Director" of the Fund.

**THE MP63 FUND, INC.**  
Additional Information  
February 29, 2024 (Unaudited)

**INFORMATION REGARDING PROXY VOTING**

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities and information regarding how the Fund voted proxies during the most recent 12-month period ended June 30, are available without charge upon request by (1) calling the Fund at 1-877-676-3386 and (2) from Fund's documents filed with the Securities and Exchange Commission ("SEC") on the SEC's website at [www.sec.gov](http://www.sec.gov).

**INFORMATION REGARDING PORTFOLIO HOLDINGS**

The Fund files a complete schedule of investments with the SEC for the first and third quarter of each fiscal year on Form N-PORT. The Fund's first and third fiscal quarters end on May 31 and November 30. The Fund's Form N-PORT's are available on the SEC's website at <http://sec.gov>, or they may be reviewed and copied at the SEC's Public Reference Room in Washington, DC (call 1-800-732-0330 for information on the operation of the Public Reference Room). You may also obtain copies by calling the Fund at 1-877-676-3386.

**LIQUIDITY RISK MANAGEMENT PROGRAM**

The Fund has adopted and implemented a liquidity risk management program as required by Rule 22e-4 (the "Liquidity Rule") under the Investment Company Act. The program is reasonably designed to assess and manage the Fund's liquidity risk, taking into consideration, among other factors, the Fund's investment strategy and the liquidity of its portfolio investments during normal and reasonably foreseeable stressed conditions; its short and long-term cash flow projections; and its cash holdings and access to other funding sources.

During the year ended February 29, 2024, the Advisor to the Fund reviewed the Fund's investments and determined that the Fund held adequate levels of cash and highly liquid investments to meet shareholder redemption activities in accordance with applicable requirements. Accordingly, the Advisor concluded that (i) the Fund's liquidity risk management program is reasonably designed to prevent violations of the Liquidity Rule and (ii) the Fund's liquidity risk management program has been effectively implemented. The Board then approved the liquidity risk report the Advisor provided.

**Investment Adviser**  
Moneypaper Advisor, Inc.

**Distributor**  
Arbor Court Capital, LLC

**Transfer Agent, Shareholder Servicing Agent, &  
Administrator**  
Mutual Shareholder Services, LLC

**Custodian**  
U.S. Bank, N.A.

**Legal Counsel**  
Ropka Law, LLC

**Independent Registered Public Accounting Firm**  
Cohen & Company, Ltd.

This report is provided for the general information of MP63 Fund, Inc. shareholders. It is not authorized for distribution unless preceded or accompanied by an effective prospectus, which contains more complete information about the Fund.