

MP 63 FUND, INC.

On behalf of its separate series the

MP 63 Fund

TICKER SYMBOL: DRIPX

STATEMENT OF ADDITIONAL INFORMATION

Dated June 27, 2025

This Statement of Additional Information is not a prospectus. It supplements and should be read in conjunction with the Fund's Prospectus dated June 27, 2025. This SAI incorporates by reference the Fund's Prospectus, dated June 27, 2025, and Annual Report to Shareholders for the fiscal year ended February 28, 2025 (the "Annual Report"). A free copy of either the Prospectus or the Annual Report can be obtained by writing MP63 Fund, Inc., 8000 Town Centre Drive, Suite 400, Broadview Heights, OH 44147 or by calling 1-877-MP63FUN (1-877-676-3386) or by visiting the Fund's website which is found at: <https://mp63fund.com>.

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INVESTMENT OBJECTIVE, POLICIES AND RESTRICTIONS

The MP 63 Fund (the “Fund”) is an open-end, diversified management investment company, which was incorporated under the laws of the State of Maryland on October 13, 1998. The Fund’s business and affairs are managed by its officers under the direction of its Board of Directors. The Fund currently offers its shares in one series. The Fund’s investment objective and a summary of its investment policies are set forth in the Prospectus. Additional information regarding the Fund’s investment policies and restrictions is set forth below.

INVESTMENT POLICIES.

The following paragraphs provide additional information about the Fund’s investment policies. Unless otherwise noted, the policies described in this Statement of Additional Information are not fundamental and may be changed by the Board of Directors.

COVERED CALL OPTIONS TRANSACTIONS The Fund may write (sell) call options on portfolio securities held by the Fund. This is known as writing “covered calls”. When the Fund writes a covered call, it receives a premium from the contract buyer. If the price of the stock rises beyond the price set in the options contract, the buyer may require the Fund to sell its portfolio securities at the option price, with the effect that covered call writing can limit the upside profit potential of a full portion of the funds position of that security.

On the other hand, if the price of the security drops, the premium received helps to offset the loss in stock value. The Fund will only engage in such transactions as allowed under applicable rules and regulations.

INVESTMENT RESTRICTIONS

In addition to the investment objective and policies set forth in the Prospectus and in this Statement of Additional Information, the Fund is subject to certain fundamental and non-fundamental investment restrictions, as set forth below. Fundamental investment restrictions may not be changed with respect to the Fund, without the vote of a majority of the Fund’s outstanding shares. Non-fundamental investment restrictions of the Fund may be changed by the Board of Directors.

AS TO FUNDAMENTAL INVESTMENT RESTRICTIONS.

The Fund will NOT

1. Invest 25% or more of the value of its total assets in the securities of issuers conducting their principal business activities in any one industry. This restriction does not apply to securities of the U.S. Government or its agencies and instrumentalities and repurchase agreements relating thereto.
2. Purchase the securities of any issuer (other than securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities), if, as a result, as to 75% of the Fund’s total assets, more than 5% of its net assets would be invested in the securities of

one issuer or the Fund would hold more than 10% of the outstanding voting securities of any one issuer.

3. Issue any senior securities, as defined in the Investment Company Act of 1940, as amended (the “1940 Act”), other than as set forth in restriction number 4 below.
4. Borrow amounts in excess of 10% of the cost or 5% of the market value of its total assets, whichever is less, and then only from a bank and as a temporary measure for extraordinary or emergency purposes in order to meet redemption requests. The reason the Fund might borrow would be to avoid selling a portion of its investments at a time when it may be disadvantageous to do so. Interest paid by the Fund on borrowed funds would decrease its net earnings. To secure any such borrowing, the Fund may pledge or hypothecate not in excess of 15% of the value of its total assets.
5. Purchase or sell real estate, commodities, or commodity futures contracts.
6. Act as an underwriter of securities of other issuers, except insofar as the Fund may be technically deemed an underwriter under the federal securities laws in connection with the disposition of portfolio securities.
7. Engage in any short-selling operations.
8. Lend money other than through the purchase of debt securities in accordance with its investment policies.
9. Engage in margin transactions or in transactions involving puts, calls, straddles, or spreads, except as permitted by the Fund under its investment policies.
10. Acquire or retain more than 5% of the securities of any other investment company.

AS TO NON-FUNDAMENTAL INVESTMENT RESTRICTIONS

The Fund is also subject to the following restrictions that are not fundamental and may therefore be changed by the Board of Directors without shareholder approval.

The Fund will NOT:

1. Acquire securities for the purpose of exercising control over management.
2. Invest more than 15% of its net assets in illiquid securities.

Unless otherwise indicated, percentage limitations included in the restrictions apply at the time the Fund enters into a transaction. Accordingly, any later increase or decrease beyond the specified limitation resulting from a change in the Fund’s net assets will not be considered in determining whether it has complied with its investment restrictions.

DIRECTORS AND EXECUTIVE OFFICERS

The Directors are responsible for overseeing the general operations of the Advisor and the general operations of the Fund. These responsibilities include approving the arrangements with companies that provide necessary services to the Fund, ensuring the Fund's compliance with applicable securities laws and that dividends and capital gains are distributed to shareholders. The Directors have appointed officers to provide many of the functions necessary for day-to-day operations. The following table contains information concerning the Directors and officers of the Fund and their principal occupations during the past five years.

DISINTERESTED (INDEPENDENT) DIRECTORS:

Name, Address & Age	Position(s) Held with the Fund	Term of Office & Length of Time Served	Number of Portfolios Overseen by Director
Susan S. Ryan 241 Perkins Street, Unit A602 Jamaica Plain, MA 02130 Birth Year: 1950	Director, Audit Committee Chair, Nominating Committee Member	Indefinite Since March 2016	1
	Principal Career Occupations During the Past Five (5) Years		Other Directorships Held by Director
	Vice President, C.A. White (real estate development and management company). Vice President, Global Client Services Wealth Manager Services, State Street Corporation, Quincy, MA. Managing Director, Wealth Management Services, Private Clients Group, FleetBoston Financial, Boston, MA. Director, Product Management and Development, Global Trade, BankBoston, Boston, MA.		None

Name, Address & Age	Position(s) Held with the Fund	Term of Office & Length of Time Served	Number of Portfolios Overseen by Director
Daniel C. Mandell 111 Pleasant Ridge Road, Harrison NY 10528 Birth Year: 1963	Director, Audit Committee Member, Nominating Committee Member	Indefinite. Since 2016	1
	Principal Career Occupations During the Past Five (5) Years		Other Directorships Held by Director
	General Counsel and Vice President of DialogueDirect, Inc., a company that provides fundraising and marketing services on behalf of charitable organizations. Attorney and founding member of Caraballo & Mandell, PLLC, a law firm established with a concentration in commercial and real estate litigation and transactions.		DialogueDirect, Inc.; Fundpro Marketing International Inc. (Philippines); DiálogoDirecto Latinoamérica based in Mexico

Name, Address & Age	Position(s) Held with the Fund	Term of Office & Length of Time Served	Number of Portfolios Overseen by Director
Dr. Edward V. Shashoua 111 Pleasant Ridge Road, Harrison NY 10528 Birth Year: 1959	Director, Audit Committee Member, Nominating Committee Member	Indefinite. Since 2016	1
	Principal Career Occupations During the Past Five (5) Years		Other Directorships Held by Director
	Primary Care Internist, Newton-Wellesley Physicians-Wellesley Hills, Wellesley, MA; Marino Center for Integrative Health, Cambridge, MA June; Owner and Trustee of Brandywine Development Company, Brookline, Massachusetts a real estate development, investment, and management company		Ischemix, Inc., a Biotech company in phase II development of medications for use in cardiovascular protection

INTERESTED DIRECTORS:

Name, Address & Age	Position(s) Held with the Fund	Term of Office & Length of Time Served	Number of Portfolios Overseen by Director
Vita Nelson ⁽¹⁾ 111 Pleasant Ridge Road, Harrison, NY 10528 Birth Year: 1937	Director, President	Indefinite. Since 1998	1
	Principal Career Occupations During the Past Five (5) Years		Other Directorships Held by Director
	President Director, and Portfolio Manager, The Moneypaper Advisor, Inc. (investment adviser to the Fund). President, Editor and Publisher of the Moneypaper Publications, LLC. Chairman, Temper of the Times Investor Services, Inc., (Broker/Dealer and Enrollment Service for Direct Investment Plans (DRIPs)). Editorial Contributor to Forbes.com		Moneypaper Publications LLC and its predecessor, The Moneypaper Advisor, Inc. Temper of the Times Investor Service, Inc.

PRINCIPAL OFFICERS WHO ARE NOT DIRECTORS:

Name, Address & Age	Position(s) Held with the Fund	Term of Office & Length of Time Served	Number of Portfolios Overseen
Lee Nelson ⁽²⁾ 111 Pleasant Ridge Road, Harrison NY 10528	Secretary	Indefinite. Since 2019	1
Birth Year: 1962	Principal Occupation During Past Five (5) Years		Other Directorships Held by Officer
	Co-manager of the Fund since July 1, 2017; Lee served on the Board of Directors of Moneypaper Publications LLC. from inception, 1980, to present. In 1986, he wrote the initial program to track orders from Moneypaper subscribers who wanted to enroll in a DRIP company. This unique program allowed for efficient transfers of a qualifying share by groups based on the company ordered. His participation continued until, in 2017, he became a member of monthly strategy sessions and reviewed daily portfolio reports. In 2021 he became a paid member of the portfolio management team. Nelson also serves as Secretary of the MP 63 Fund, and as President and CEO of Envision Media Arts (EMA), a Film and Commercials production company. Among his most recent theatrical releases are Mr. Church, starring Eddie Murphy and Natascha McElhone, and The Ice Road starring Liam Neeson and Laurence Fishburne. Nelson graduated from Bard College (Annendale, NY) with a degree in history and received a certificate in French civilization from the Sorbonne (Paris, FR).		Founding Director, Temper of the Times Foundation, a 501(c)(3) organization that underwrites conservation and restoration projects in the United States and the Caribbean

Name, Address & Age	Position(s) Held with the Fund	Term of Office & Length of Time Served	Number of Portfolios Overseen by Officer
J. Mario Medina 111 Pleasant Ridge Road, Harrison NY 10528 Birth Year: 1966	Treasurer	Indefinite. Since 2017	1
	Principal Occupation During the Past Five (5) Years		Other Directorships Held by Officer
	Co-manager of the Fund since July 1, 2017; Co-founder and Director of <i>La Academia de las Inversiones</i> (The Investment's Academy) (since 2021); Since 2006 has provided encouragement and financial education to the Hispanic community in the United States and around the world with conferences, and radio and television shows.		None

Name, Address & Age	Position(s) Held with the Fund	Term of Office & Length of Time Served	Number of Portfolios Overseen by Officer
Leonard Barenboim 111 Pleasant Ridge Road, Harrison NY 10528 Birth Year: 1961	Chief Compliance Officer	Indefinite, Since 2017	1
	Principal Occupation During Past Five (5) Years		Other Directorships Held by Officer
	Chief Compliance Officer for the Advisor since May 2017. CEO and Chief Compliance Officer, Temper of the Times Investor Services, Inc. (a direct investment plan broker-dealer) since 2013; Principal and project manager, ELBI Systems LLC (a compliance consultant for small broker-dealers, registered investment advisers, and other financial technology companies since 2012; and Chief Compliance Officer, Ariston/Astor Wealth Management Inc. from 2014-2015.		None

- (1) 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.
- (2) Lee Nelson is Vita Nelson's son.

Additional Information about the Directors

The Board of Directors believes that each Director's experience, qualifications, attributes or skills on an individual basis and in combination with those of the other Directors lead to the conclusion that the Directors possess the requisite experience, qualifications, attributes and skills to serve on the Board. The Board of Directors believes that the Directors' ability to review critically, evaluate, question, and discuss information provided to them; to interact effectively with the Advisor, other service providers, legal counsel, and independent public accountants; and to exercise effective business judgment in the performance of their duties as Directors, support this conclusion. The Board of Directors has also considered the contributions that each Director can make to the Board and the Fund.

As described in the table above, the Directors have served on the Board for a considerable period of time and therefore have a substantial understanding of the Fund's business and operations. In addition, the following experience, qualifications, attributes and/or skills apply to each Director as specified: Vita Nelson, executive experience with investment advisory firms (including the Advisor), broker dealer firms and other businesses; Susan Ryan, executive experience in financial services, wealth management, and real estate development, plus advanced educational degrees in relevant disciplines; Daniel Mandell, experience as an attorney; experience as a director for other organizations, prior work experience in the financial services industry; his integrity and dedication to transparency and investor protection; and his willingness and enthusiasm for taking on the responsibilities of the Director position; and Dr. Edward Shashoua, his integrity; his diverse educational and work experience, including his medical background; his prior investment management experience and his experience as the director of a biotech development company. The aforementioned references to the experience, qualifications, attributes and/or skills of the Directors, which are provided pursuant to requirements of the Securities and Exchange Commission, do not constitute holding out of the Board or any Director as having special expertise or experience, and shall not impose any greater responsibility or liability on any such Director or on the Board by reason thereof.

Board Structure

The Board of Directors is responsible for overseeing the management and operations of the Fund. The Board consists of three Independent Directors and one Director who is an interested person of the Fund. Vita Nelson, who is an interested person of the Fund, serves as Chair of the Board. The Board of Directors has two standing committees: the Audit Committee and the Nominating Committee.

During the fiscal year ended February 28, 2025, the Audit Committee met 4 times. The members of the Audit Committee are all of the Directors who are not "interested" persons of the Fund (as defined in the 1940 Act). The primary responsibilities of the Audit Committee are, as set forth in its charter, to make recommendations to the Board as to the following: the engagement or discharge of the Fund's independent auditors (including the audit fees charged by auditors); the supervision of investigations into matters relating to audit matters; the review with the independent auditors of the results of audits; and addressing any other matters regarding audits.

The Nominating Committee did not meet during the fiscal year ended February 28, 2025. The members of the Nominating Committee are all of the Directors who are not "interested" persons of the Fund (as defined in the 1940 Act). The primary responsibilities of the Nominating Committee are, as set forth in its charter, to select and nominate other Directors, including Independent Directors. The Nominating Committee will review shareholders' nominations to fill

vacancies on the Board in accordance with the requirements of this Charter, the Fund's Bylaws and applicable law. Candidates submitted by Shareholders for consideration by the Nominating Committee must be sent to the President of the Fund in writing together with the appropriate biographical and other information concerning each such proposed nominee.

The Board generally holds four regular meetings each year to consider and act upon matters involving the Fund. The Board also may hold special meetings to address matters arising between regular meetings. The Independent Directors also regularly meet outside the presence of management. Subject to the requirements of the Investment Company Act of 1940 regarding in person approvals of advisory contract renewals and other matters, these meetings may take place in person or by telephone. Through the Audit Committee, the Independent Directors consider and address important matters involving the Fund, including those presenting conflicts or potential conflicts of interest for Fund management. The Board of Directors has determined that its committee structure helps ensure that the Fund has effective and independent governance and oversight. Given the Advisor's sponsorship of the Fund, the fact that investors have selected the Advisor to provide overall management to the Fund, and Ms. Nelson's senior leadership role within the Advisor, the Board elected her Chair. The Board reviews its structure regularly and believes that its leadership structure, including having 80% of the Board be Independent Directors, coupled with the responsibilities undertaken by Ms. Nelson as Chair, is appropriate and in the best interests of the Fund, given its specific characteristics. The Board of Directors also believes its leadership structure facilitates the orderly and efficient flow of information to the Independent Directors from Fund management.

Board Oversight of Risk

An integral part of the Board's overall responsibility for overseeing the management and operations of the Fund is the Board's oversight of the risk management of the Fund's investment programs and business affairs. The Fund is subject to a number of risks, such as investment risk, credit risk, valuation risk, operational risk, and legal, compliance, and regulatory risk. The Fund, the Advisor and the other service providers to the Fund have implemented various processes, procedures and controls to identify risks to the Fund, to lessen the probability of their occurrence and to mitigate any adverse effect should they occur. Different processes, procedures and controls are employed with respect to different types of risks. These systems include those that are embedded in the conduct of the regular operations of the Board and in the regular responsibilities of the officers of the Fund and the other service providers.

The Board of Directors exercises oversight of the risk management process through the Board itself and through the Audit Committee. In addition to adopting, and periodically reviewing, policies and procedures designed to address risks to the Fund, the Board of Directors requires management of the Advisor and the Fund, including the Fund's Chief Compliance Officer ("CCO"), to report to the Board and the Audit Committee on a variety of matters, including matters relating to risk management, at regular and special meetings. The Board and the Audit Committee receive regular reports from the Fund's independent public accountants on internal control and financial reporting matters. On at least an annual basis, the Independent Directors meet separately with the Fund's CCO outside the presence of management, to discuss issues related to compliance. Furthermore, the Board receives a quarterly report from the Fund's CCO regarding the operation of the compliance policies and procedures of the Fund and its primary service providers. The Board also receives quarterly reports from the Advisor on the investments and securities trading of the Funds, including its investment performance, as well as reports regarding the valuation of the Fund's securities. In addition, in its annual review of the Fund's

advisory agreements, the Board reviews information provided by the Advisor relating to its operational capabilities, financial condition and resources. The Board also conducts an annual self-evaluation that includes a review of its effectiveness in overseeing the Fund and the effectiveness of its committee structure.

The Board recognizes that it is not possible to identify all of the risks that may affect the Fund or to develop processes, procedures, and controls to eliminate or mitigate every occurrence or effect. The Board may, at any time and in its discretion, change the manner in which it conducts its risk oversight role.

Those Directors who are officers or employees of the Advisor, or its affiliates receive no remuneration from the Fund. Each disinterested Director receives \$3,000 per year for serving as a Director of the Fund. In addition, each disinterested Director may be reimbursed for expenses incurred in connection with attending meetings.

The following table sets forth the compensation paid by the Fund to each disinterested Director during the fiscal year ended February 28, 2025:

Name of the Director	Aggregate Compensation from the Fund	Pension or Retirement Benefits Accrued as Part of Fund Expenses	Estimated Benefits Upon Retirement	Total Compensation from Fund Paid to Directors
Daniel Mandell	\$3,000	None	None	\$3,000
Susan Ryan	\$3,000	None	None	\$3,000
Edward Shashoua	\$3,000	None	None	\$3,000

As of June 10, 2025, the Directors and Officers of the Fund as a group owned, of record or beneficially, less than 5% of the Fund's outstanding shares.

The following table sets forth the dollar range of shares of the Fund beneficially owned by each Director of the Fund as of December 31, 2024:

Name of the Director	Dollar Range of Equity Securities in the Fund	Aggregate Dollar Range of Securities Held in All Funds Overseen By Director In Family of Investment Companies
Daniel Mandell	\$0	\$0
Susan Ryan	\$0	\$0
Edward Shashoua	\$0	\$0
Vita Nelson	More than \$2,000,000	More than \$2,000,000

INVESTMENT ADVISORY AND OTHER SERVICES

The investment advisor for the Fund is The Moneypaper Advisor, Inc. (the “Advisor”). The Advisor acts as such pursuant to a written agreement, which must be annually re-approved by the Board of Directors. The address of the Advisor is 111 Pleasant Ridge Road, Harrison, NY 10528.

CONTROL OF THE ADVISOR

The stock of the Advisor is owned by Moneypaper Publications, LLC, of which Vita Nelson is the majority shareholder. Vita Nelson is the President of the Fund and Board Chair.

INVESTMENT ADVISORY AGREEMENT

The Advisor acts as the investment advisor of the Fund under an Investment Advisory Agreement, which has been approved by the Board of Directors (including a majority of the Directors who are not parties to the agreement, or interested persons as defined by the Investment Company Act of 1940, of any such party).

The Investment Advisory Agreement will terminate automatically in the event of its assignment. In addition, the agreement is terminable at any time, without penalty, by the Board of Directors or by vote of a majority of the Fund’s outstanding voting securities on not more than sixty (60) days’ written notice to the Advisor, and by the Advisor on sixty (60) days’ written notice to the Fund. Unless sooner terminated, the agreement continues in effect for more than two years after its execution only if such continuance is specifically approved at least annually by either the Board of Directors or by a vote of a majority of the outstanding shares of the Fund, provided that in either event such continuance is also approved by a vote of a majority of the Directors who are not parties to such agreement, or interested persons of such parties, cast in person at a meeting called for the purpose of voting on such approval.

Pursuant to its Investment Advisory Agreement, the Fund pays the Advisor monthly an advisory fee equal, on an annual basis, to 0.35% of its average daily net assets. The Advisor may waive a portion of its fees from time to time. For the fiscal years ended on the last day of February 2025, 2024, and 2023, investment advisory fees amounted to \$326,140, \$309,268.00, and \$320,514.00, respectively.

Under the Investment Advisory Agreement, the Advisor provides the Fund with advice and assistance in the selection and disposition of the Fund’s investments. All investment decisions are subject to review by the Fund’s Board of Directors to ensure that they meet the criteria described in the prospectus. The Advisor is obligated to pay the salaries of any employees of the Advisor or any of its affiliates serving as officers of the Fund.

PORTFOLIO MANAGERS

As described in the prospectus, the fund is managed by a team who are responsible for the day-to-day investment management of the Fund. The portfolio managers do not manage any accounts other than the Fund. There are thus no material conflicts of interest in the allocation of the investment opportunities between the Fund and such other investment vehicles.

COMPENSATION

As of February 28, 2025, the Advisor paid a fixed compensation to the management team that is competitive within the mutual fund industry. Ms. Nelson, as the owner of the Advisor and its parent company, also participates in the profits of the Advisor. No element of the fixed compensation is tied to the performance of the Fund.

PORTFOLIO MANAGER OWNERSHIP OF FUND SHARES

As of February 28, 2025, Ms. Vita Nelson owned and/or controlled shares of the Fund worth in excess of \$2,000,000, Mr. Medina owned shares of the Fund worth \$10,001 - \$50,000. Lee Nelson owned shares of the fund worth \$1,000 - \$5,000, and Byron Perez owned shares of the fund worth between \$1,000 - \$5,000.

CODE OF ETHICS

The Fund and the Advisor comply with Rule 17j-1 of the Investment Company Act of 1940 that restricts personal investing practices by their employees. Among other provisions, the Code requires that employees with access to information about the purchase or sale of securities in the Fund's portfolio obtain clearance before executing personal trades in securities owned by the Fund. With respect to Ms. Nelson and other investment personnel, the Code of Ethics requires that access persons obtain prior approval before acquiring more than 2,000 shares or \$50,000 whichever is higher, by any Code person, a member of a Code person's immediate family or living in a Code person's home, a person the majority of whose support is provided by a Code person, or an account controlled by a Code person (collectively, "Related Parties").

These provisions are designed to ensure that the interests of the Fund and its shareholders come before the interests of the people who manage the Fund. In accordance with Sarbanes Oxley requirements, the Fund has also adopted a Code of Ethics for Principal Executive and Senior Financial Officers.

ADMINISTRATION

ADMINISTRATIVE AND OPERATING SERVICES AGREEMENT

Pursuant to a separate Administrative and Operating Services Agreement between the Fund and Moneypaper Publications LLC (Publications), the parent company of the Advisor, Publications provides administrative services related to the management of the Fund that are other than those associated with Portfolio Management, and which are not provided by any other service provider. These services include among others, the following: (i) oversight of the Fund's service providers, (ii) ongoing involvement in compliance issues related to the Fund, (iii) preparation and dissemination of Fund-related communications, (iv) management and responses to shareholder inquiries, (v) web-site design and management, (vi) preparation of reports describing the operations of the Fund, (vii) preparation of reports in response to inquiries from government bodies including the SEC, Fund lawyers, accountants, and distributors, (viii) sub-accounting and record keeping services. This includes a daily calculation to establish the reasonableness of the fund accounting as provided by the accounting service and transfer agent, (ix) executing broker/dealer functions on a daily basis. (x) providing details of broker dealer transactions to the

Advisor, to the transfer agent, and the Custodian Bank for efficient settlement of transactions, (xi) negotiating with Fund service providers-including legal, accounting, transfer agency, and banking, (xii) and such other services as may be required by the Fund from time to time, at the agreement of the parties to the agreement.

Fees

For such services, the Fund pays Moneypaper Publications LLC a flat monthly fee 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. For the fiscal years ended on the last day of February 2025, 2024, and 2023, Moneypaper Publications LLC received \$125,655, \$126,378, and \$90,778, respectively for these services.

TRANSFER AGENCY AND ACCOUNTING AGREEMENTS

Pursuant to a transfer agent agreement and an accounting services agreement (collectively the “Agreements”) with the Fund, Mutual Shareholder Services (MSS) provides services necessary for the Fund, subject to the supervision of the Board of Directors.

The Agreements are terminable by the Board of Directors of the Fund or MSS on ninety (90) days written notice and may be assigned provided the non-assigning party provides prior written consent. The Agreements shall remain in effect for three years from the date of its initial approval, subject to annual approval of the Board of Directors for one-year periods thereafter. The Agreements generally provide that in the absence of willful misfeasance or negligence on the part of the Administrator or reckless disregard of its obligations thereunder, the Administrator shall not be liable for any action or failure to act in accordance with its duties thereunder.

Under the Agreements, MSS provides services for the Fund including: (i) providing entry of all data from shareholders’ applications; (ii) providing services of persons competent to perform such functions including; (iii) monitoring the performance of administrative and professional services to the Fund by others, including the Fund’s Custodian; (iv) coordinating with management and Fund counsel for the periodic updating of the Fund’s Registration Statement, Prospectus and Statement of Additional Information, including the printing of such documents for the purpose of filings with the Securities and Exchange Commission and state securities administrators, (v) preparing reports to the Fund’s shareholders and the Securities and Exchange Commission; (vi) preparing in conjunction with Fund counsel all filings under the securities or “Blue Sky” laws of such states or countries, which may be required to register or qualify, or continue the registration or qualification, of the Fund and/or its shares under such laws; and (vii) maintain an anti-money laundering program in compliance with the USA PATRIOT Act.

MSS also provides the Fund with all accounting services, including, without limitation: (i) daily computation of net asset value; (ii) maintenance of security ledgers and books and records as required by the 1940 Act; (iii) production of the Fund’s listing of portfolio securities and general ledger reports; (iv) reconciliation of accounting records; (v) maintaining certain books and records described in Rule 31a-1 under the 1940 Act, and reconciling account information and balances among the Fund’s Custodian and Advisor; and (vi) monitoring and evaluating daily income and expense accruals, and sales and redemptions of shares of the Fund.

Fees

For such services, the Fund pays a fixed monthly fee plus a fee based on the number of shareholder accounts. For the fiscal years ended on the last day of February 2025, 2024, and 2023, the Fund paid MSS \$59,620, \$41,069, and \$76,388, respectively for these services.

CUSTODIAN

Custodian changed to: The Huntington National Bank, 7 Easton Oval EA5W72 Columbus, OH 43219, serves as custodian for the Fund's cash and securities. Pursuant to a Custodian Agreement, it acts as the Funds' depository, provides safekeeping of its portfolio securities, collects all income and other payments with respect thereto, disburses funds at the Fund's request and maintains records in connection with its duties. The Custodian does not assist in, and is not responsible for, investment decisions involving assets of the Fund.

FEES

Pursuant to the custodian agreement, the Administrative Domestic Fee per fund is a tiered Flat Market Value Fee of 1.00 Basis Points for (\$0-\$100,000,000.00), .75 Basis Points for (\$100,000,001.00-\$500,000,000) and .50 Basis Points for (\$500,000,001 and up), plus portfolio transaction fees as follows: \$4 DTC and Fed Eligible Items, \$10 Non-DTC and Fed Eligible Items, \$5 Mortgage Backed Securities & Private Placements, \$20 Mortgage Backed Securities & Private Placement Payments, \$20 Options, \$0 repurchase agreements, \$20-350 Foreign Securities (depending on country), \$10 outgoing wires, \$5 physical check, and \$150 custom reporting.

DISTRIBUTION

The Fund has entered into a distribution agreement (the "Distribution Agreement") with Arbor Court Capital, LLC (the "Distributor"), 2000 Auburn Drive Suite 300 Beachwood, Ohio 44122, pursuant to which the Distributor acts as the Fund's principal underwriter, provides certain administrative services, and promotes and arranges for the sale of the Fund's shares on a best-efforts basis. The offering of the Fund's shares is continuous. The Distributor and Administrator are affiliated companies. The Distributor is a registered broker-dealer and member of the Financial Industry Regulatory Authority, Inc. ("FINRA").

The Distribution Agreement has an initial term of one year and will continue in effect only if such continuance is specifically approved at least annually by the Board of Directors or by vote of a majority of the Fund's outstanding voting securities and, in either case, by a majority of the Independent Directors. After the initial one year period, the Distribution Agreement is terminable without penalty by the Fund, on 60 days' written notice when authorized either by a majority vote of the Fund's shareholders or by vote of a majority of the Board of Directors, including a majority of the Directors who are not "interested persons" (as defined under the 1940 Act) of the Fund, or by the Distributor on 60 days' written notice, and will automatically terminate in the event of its "assignment," as defined in the 1940 Act. All fees owed to the Distributor under the Distribution Agreement are the responsibility of the Advisor out of its own assets.

Fees for distribution are paid by the Advisor.

OTHER EXPENSES

Fees paid to the Advisor, Moneypaper Advisor, the Administrator, Moneypaper Publications LLC, the Transfer Agent and Accounting services provider, Mutual Shareholder Services, the Custodian Bank, US Bank, are deducted from income of the Fund before dividends are paid to shareholders. In addition, the Fund pays expenses including the expenses of reports to shareholders, shareholders' meetings and proxy solicitations, taxes, interest, legal fees, audit fees, brokerage commissions, and fees and expenses of registering and qualifying the Fund and its shares for distribution under federal and state securities laws.

PORTFOLIO TRANSACTIONS AND ALLOCATION OF BROKERAGE

The Fund's assets are invested by the Advisor in a manner consistent with its investment objectives, policies, and restrictions and with any instructions the Board of Directors may issue from time to time. Within this framework, the Advisor is responsible for making all determinations as to the purchase and sale of portfolio securities and for taking all steps necessary to implement securities transactions on behalf of the Fund.

U.S. Government securities generally are traded in the over-the-counter market through broker-dealers. A broker-dealer is a securities firm or bank that makes a market for securities by offering to buy at one price and sell at a slightly higher price. The difference between the prices is known as a spread.

In placing orders for the purchase and sale of portfolio securities for the Fund, the Advisor will use its best efforts to obtain the best possible price and execution and will otherwise place orders with broker-dealers subject to and in accordance with any instructions the Board of Directors may issue from time to time. The Advisor may select broker-dealers to execute portfolio transactions on behalf of the Fund. Brokers are selected based on the broker's ability to provide best price and execution.

Transactions on U.S. stock exchanges and other agency transactions involve the payment by the Fund of negotiated brokerage commissions. Such commissions vary among different brokers. A particular broker may charge different commissions according to such factors as the difficulty and size of the transaction. During the fiscal years ended on the last day of February 2025, 2024, and 2023, the Fund paid brokerage commissions amounting to \$2,295, \$1,691, and \$852, respectively.

As permitted by Section 28(e) of the 1934 Act, the Advisor may cause the Fund to pay a broker-dealer which provides "brokerage and research services" (as defined in the 1934 Act) to the Advisor an amount of disclosed commission for effecting securities transactions on stock exchanges and other transactions for the Fund on an agency basis in excess of the commission which another broker-dealer would have charged for effecting that transaction. The Advisor's authority to cause the Fund to pay any such greater commissions is also subject to such policies as the Directors may adopt from time to time. Notwithstanding the rights granted above, the Advisor does not currently and does not intend in the future to cause the Fund to make such payments. Accordingly, the Advisor will use its best efforts to obtain the most favorable price and execution available with respect to all of the Fund's transactions.

Consistent with the Conduct Rules of the Financial Industry Regulatory Authority and subject to seeking the most favorable price and execution available and such other policies as the Directors

may determine, the Advisor may not consider sales of shares of the Fund as a factor in the selection of broker-dealers to execute portfolio transactions for the Fund.

DISCLOSURE OF PORTFOLIO HOLDINGS.

The following discussion sets forth the Fund's policies and procedures with respect to the disclosure of Fund portfolio holdings.

Fund Service Providers - Fund Accounting Agent, Independent Auditor, Compliance Consulting Firm, Proxy Service and Custodian - The Fund has entered into arrangements with certain third-party service providers for services that require these groups to have access to the Fund's portfolio on a real time basis. For example, the Fund's fund accounting agent is responsible for maintaining the accounting records of the Fund, which includes maintaining a current portfolio on behalf of the Fund. The Fund also undergoes an annual audit which requires the Fund's independent auditor to review the Fund's portfolio. In addition to the fund accounting agent, the Fund's custodian also maintains an up-to-date list of the Fund's holdings. The Fund's Chief Compliance Officer must also have access to the Fund's portfolio in order to verify compliance with the Federal securities laws. Each of these parties is contractually and/or ethically prohibited from sharing any Fund's portfolio with any third party unless specifically authorized by the Fund's President, Secretary, or Treasurer.

The Board of Directors monitors the services provided by each of the listed service providers to ensure each is complying with the contractual terms or expectation of the arrangement. If the Board of Directors is unsatisfied with any of these service providers, the Board may terminate them accordingly.

Rating and Ranking Organizations-The Fund may from time to time provide its entire portfolio holdings of the Fund to various rating and ranking organizations, such as Morningstar, Inc., Lipper, Inc., Standard & Poor's Ratings Group, Bloomberg L.P., and Thomson Financial Research.

The Fund's management has determined that these groups provide investors with a valuable service and, therefore, are willing to provide them with portfolio information. You should be aware that the Fund does not pay them or receive any compensation from them for providing this information.

Disclosure to Other Parties- The Fund is required under law to file a listing of the portfolio holdings of the Fund with the Securities and Exchange Commission on a monthly basis. The Fund prohibits the disclosure of portfolio information to any third party other than those described above until and unless such information has been filed with the Commission. The Fund further prohibits any person affiliated with the Fund from entering into any ongoing arrangement with any person other than described above to receive portfolio holdings information relating to a Fund.

Review - The Board of Directors reviews these policies not less than annually and receives periodic attestations from affiliated persons that these policies are being adhered to.

TAXATION

The Fund is treated as a corporation for federal income tax purposes under the Internal Revenue Code of 1986, as amended (the "Code"). The Fund intends to qualify each year as a "regulated investment company" under Subchapter M of the Code. By so qualifying, the Fund will not incur

federal income or state taxes on its net investment income and on net realized capital gains to the extent distributed as dividends to shareholders.

Amounts not distributed on a timely basis in accordance with a calendar year distribution requirement are subject to a nondeductible 4% excise tax at the Fund level. To avoid the tax, the Fund must distribute during each calendar year an amount equal to the sum of (a) at least 98% of its ordinary income (not taking into account any capital gains or losses) for the calendar year, (b) at least 98% of its capital gains in excess of capital losses (adjusted for certain ordinary losses) for a one-year period generally ending on October 31st of the calendar year, and (c) all ordinary income and capital gains for previous years that were not distributed during such years.

Under the Code, dividends derived from interest, and any short-term capital gains, are taxable to shareholders as ordinary income for federal and state tax purposes, regardless of whether such dividends are taken in cash or reinvested in additional shares. Distributions made from the Fund's net realized long-term capital gains (if any) and designated as capital gain dividends are taxable to shareholders as long-term capital gains, regardless of the length of time Fund shares are held, unless you are a tax-exempt organization or are investing through a tax-advantaged arrangement such as a 401(k) plan or Individual Retirement Account. Distributions on investments made through tax-advantaged arrangements may be taxed later upon withdrawal of assets from those accounts. Corporate investors are not eligible for the dividends-received deduction with respect to distributions derived from interest on short-or long-term capital gains from the Fund but may be entitled to such a deduction in respect to distributions attributable to dividends received by the Fund. A distribution will be treated as paid on December 31st of a calendar year if it is declared by the Fund in October, November or December of the year with a record date in such a month and paid by the Fund during January of the following year. Such distributions will be taxable to shareholders in the calendar year the distributions are declared, rather than the calendar year in which the distributions are received.

Distributions of net capital gains (net long-term capital gains less net short-term capital losses) are generally taxable as long-term capital gains (currently at a maximum rate of 20% for individual shareholders in the highest income tax bracket) regardless of the length of time that a shareholder has owned Fund shares, unless you are a tax-exempt organization or are investing through a tax-deferred arrangement such as a 401(k) plan or individual retirement account.

Pursuant to provisions of the Health Care and Education Reconciliation Act, a 3.8% Medicare tax on net investment income (including capital gains and dividends) will also be imposed on individuals, estates and trusts, subject to certain income thresholds.

A sale of the Fund's shares is a taxable event and may result in a capital gain or loss. A capital gain or loss may be realized from an ordinary redemption of shares, a check writing redemption, or an exchange of shares between two mutual funds (or two portfolios of a mutual fund). Dividend distributions, capital gains distributions, and capital gains or losses from redemptions and exchanges may be subject to state and local taxes.

Ordinarily, distributions and redemption proceeds earned by the Fund shareholders are not subject to withholding of federal income tax. However, 24% of the Fund's distributions and redemption proceeds must be withheld if the Fund shareholder fails to supply the Fund or its agent with such shareholder's taxpayer identification number or if the Fund shareholder who is otherwise exempt from withholding fails to properly document such shareholder's status as an exempt recipient.

The information above is only a summary of some of the tax considerations generally affecting the Fund and its shareholders. No attempt has been made to discuss individual tax consequences. To determine whether the Fund is a suitable investment based on his or her tax situation, a prospective investor may wish to consult a tax advisor.

OWNERS

All shares of the Fund, when issued, will be fully paid and nonassessable and will be redeemable. They can be issued as full or fractional shares. A fractional share has, pro rata, the same rights and privileges as a full share. The shares possess no preemptive or conversion rights. The shares of the Fund will share ratably in the dividends of the Fund, if any, as may be declared by the Board of Directors, and in the distribution of any net assets upon liquidation of the Fund, after the payment of all debts and liabilities of the Fund.

Each share of the Fund has one vote (with proportionate voting for fractional shares) regardless of the relative net asset values of the Fund's shares. If pursuant to the Fund's Bylaws, the holders of shares representing at least 25% of the Fund's total outstanding shares request that the Fund hold a special meeting of shareholders, it will do so. Unless required under the Investment Company Act the Fund will not necessarily hold annual meetings of shareholders. As a result, shareholders may not vote each year on the election of members of the Board of Directors or the appointment of auditors. In addition, the Investment Company Act requires a shareholder vote for all amendments to the Fund's fundamental investment objective and policies and investment restrictions and for most amendments to investment advisory contracts.

The Fund may hold informal informational meetings of shareholders to discuss the Fund's and the Advisor's current investment philosophy and to address any concerns that shareholders may have. Shareholders will receive advance notice of the date, time, and location of such meetings. However, no official business may be conducted at such meetings.

As of June 10, 2025, no person is known by the Fund to own, beneficially or of record, more than 5% of the Fund's outstanding shares.

DIVIDENDS AND DISTRIBUTIONS

Net investment income, if any, is declared as dividends and paid annually. Substantially all the realized net capital gains for the Fund, if any, are also declared and paid on an annual basis. Dividends are payable to shareholders of record at the time of declaration.

Dividends are automatically reinvested in additional Fund shares unless the shareholder has elected to have them paid in cash.

The net investment income of the Fund for each business day is determined immediately prior to the determination of net asset value. Net investment income for other days is determined at the time net asset value is determined on the prior business day. See “Purchase of Shares” and “Redemption of Shares” in the Prospectus.

DETERMINATION OF NET ASSET VALUE

The Fund computes its net asset value (or price per share) on each day on which the New York Stock Exchange (“NYSE”) is open for business. The calculation is made as of the regular close of the NYSE (normally 4:00 pm., Eastern Time). The NYSE is not open for business on the following holidays (or on the nearest Monday or Friday if the holiday falls on a weekend): Dr. Martin Luther King Jr. Day, New Year’s Day, President’s Day, Good Friday, Memorial Day, Juneteenth Day Independence Day, Labor Day, Thanksgiving and Christmas.

Portfolio securities generally are valued by using market quotations, but may be valued on the basis of prices furnished by a pricing service when the Advisor believes such prices accurately reflect the fair market value of such securities. Securities that are traded on any stock exchange or on the NASDAQ over-the-counter market are generally valued by the pricing service at the last quoted sale price. Lacking a last sale price, an equity security is generally valued by the pricing service at its last bid price. When market quotations are not readily available, when the Advisor determines that the market quotation or the price provided by the pricing service does not accurately reflect the current market value, or when restricted or illiquid securities are being valued, such securities are valued as determined in good faith by the Advisor, in conformity with guidelines adopted by and subject to review of the Board of Directors of the Fund.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Cohen & Company, Ltd., 1350 Euclid Avenue, Suite 800, Cleveland, Ohio 44115, serves as the independent registered public accounting firm for the Fund. Its services include auditing the Fund's financial statements. Cohen & Co Advisory, LLC, an affiliate of Cohen & Company, Ltd., provides tax services as requested.

PROXY VOTING POLICIES

The Board of Directors of the Fund has delegated responsibilities for decisions regarding proxy voting for securities held by the Fund to the Fund’s Advisor. The Advisor will vote such proxies in accordance with its proxy policies and procedures. In some instances, the Advisor may be asked to cast a proxy vote that presents a conflict between the interests of the Fund’s shareholders, and those of the Advisor or an affiliated person of the Advisor. In such a case, the Fund’s policy requires that the Advisor abstain from making a voting decision and to forward all necessary proxy voting materials to the Fund to enable the Board of Directors to make a voting

decision. The Advisor shall make a written recommendation of the voting decision to the Board of Directors, which shall include: (i) an explanation of why it has a conflict of interest; (ii) the reasons for its recommendation; and (iii) an explanation of why the recommendation is consistent with the Advisor's (or sub-advisor's) proxy voting policies. The Board of Directors shall make the proxy voting decision that in its judgment, after reviewing the recommendation of the Advisor, is most consistent with the Advisor's proxy voting policies and in the best interests of Fund shareholders. When the Board of Directors of the Fund is required to make a proxy voting decision, only the Directors without a conflict of interest with regard to the security in question or the matter to be voted upon shall be permitted to participate in the decision of how the Fund's vote will be cast.

The Advisor's policies and procedures state that the Advisor generally relies on the portfolio managers to make the final decision on how to cast proxy votes. When exercising its voting responsibilities, the Advisor's policies call for an emphasis on (i) accountability of management of the company to its board, and of the board to the company's shareholders, (ii) alignment of management and shareholder interests and (iii) transparency through timely disclosure of important information about a company's operations and financial performance. While no set of proxy voting guidelines can anticipate all situations that may arise, the Advisor has adopted guidelines describing the Advisor's general philosophy when proposals involve certain matters. The following is a summary of those guidelines:

- electing a board of directors - a board should be composed primarily of independent directors, and key board committees should be entirely independent. The Advisor generally supports efforts to declassify boards or other measures that permit shareholders to remove a majority of directors at any time;
- approving independent auditors - the relationship between a company and its auditors should be limited primarily to the audit engagement;
- providing equity-based compensation plans - appropriately designed equity-based compensation plans, approved by shareholders, can be an effective way to align the interests of shareholders and the interests of directors, management, and employees by providing incentives to increase shareholder value. Conversely, the Advisor is opposed to plans that substantially dilute ownership interests in the company, provide participants with excessive awards, or have inherently objectionable structural features;
- corporate voting structure - shareholders should have voting power equal to their equity interest in the company and should be able to approve or reject changes to a company's by-laws by a simple majority vote. The Advisor opposes super-majority requirements and generally supports the ability of shareholders to cumulate their votes for the election of directors; and
- Shareholder rights plans - shareholder rights plans, also known as poison pills, may tend to entrench current management, which the Advisor generally considers to have a negative impact on shareholder value.
- Information regarding the Fund's proxy voting record during the most recent 12-month period ended June 30 is available at no charge, upon request, by calling 1-877-MP63FUN (1-877-676-3386). The information also is available on the SEC's website at www.sec.gov.

FINANCIAL STATEMENTS

The financial statements of the Fund included in the Annual Report to Shareholders of the Fund dated February 28, 2025, are incorporated herein by reference. Shareholders can obtain a copy of the Annual Report without charge by calling the Fund at 1-877-MP63FUN (1-877-676-3386).

PART C
OTHER INFORMATION

ITEM 28. EXHIBITS

- (a) Articles of Incorporation. Articles of Incorporation, which were filed as an Exhibit to Registrant's Registration Statement on October 13, 1998, are hereby incorporated by reference
- (b) Bylaws of the Fund. Bylaws of the Fund, which were filed as an Exhibit to Registrant's Registration Statement on October 13, 1998, are hereby incorporated by reference.
- (c) Instruments Defining Rights of Shareholders. None (other than in the Articles of Incorporation and By-laws of the Registrant).
- (d) Investment Advisory Contracts Investment Advisory Agreement between the Fund and The Moneypaper Advisor, Inc., which was filed as an Exhibit to Post-Effective Amendment No. 16 to Registrant's Registration Statement on June 28, 2013, is hereby incorporated by reference.
- (e) Underwriting Contracts. Tri-Party Agreement for Distribution Services, which was filed as an Exhibit to Post-Effective Amendment No. 17 to Registrant's Registration Statement on June 27, 2014, is hereby incorporated by reference.
- (f) Bonus or Profit-Sharing Contracts. Not Applicable
- (g) Custodian Agreements. Bonus or Profit-Sharing Contracts. Custody Agreement between the Fund and U.S. Bank, NA, which was filed as an Exhibit to Post-Effective Amendment No. 16 to Registrant's Registration Statement on June 28, 2013, is hereby incorporated by reference.
 - i. Custody Agreement between the Fund and Huntington National Bank, NA, is filed herewith.
- (h) Other Material Contracts.
 - i. Administrative and Operating Services Agreement with Moneypaper Publications LLC, which was filed as an Exhibit to Post-Effective Amendment No. 16 to Registrant's Registration Statement on June 28, 2013, is hereby incorporated by reference.
 - a. Amendment to the Administrative and Operating Services Agreement with Moneypaper Publications, LLC, which was filed as an Exhibit to Post-Effective Amendment No. 31 to Registrant's Statement on June 28, 2023, is hereby incorporated by reference.
 - ii. Accounting Services Agreement with Mutual Shareholder Services, LLC, which was filed as an Exhibit to Post-Effective Amendment No. 5 to Registrant's Registration Statement on June 27, 2003, is hereby incorporated by reference.
 - iii. Transfer Agent Agreement with Mutual Shareholder Services, LLC, which was filed as an Exhibit to Post-Effective Amendment No. 5 to Registrant's Registration Statement on June 27, 2003, is hereby incorporated by reference.
- (i) Legal Opinion. Opinion of Ropka Law, LLC is filed herewith.
- (j) Other Opinions.

- i. Consent of Cohen & Company, Ltd., is filed herewith.
- (k) Omitted Financial Statements. None.
- (l) Initial Capital Agreements. Subscription Letter, which was filed as an Exhibit to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on January 5, 1999, is hereby incorporated by reference.
- (m) Rule 12b-1 Plan. Not Applicable
- (n) Rule 18f-3 Plan. Not Applicable
- (o) Powers of Attorney
 - i. Power of Attorney of Vita Nelson, filed as an Exhibit to Post-Effective Amendment No. 24 to Registrant's Registration Statement on June 27, 2019.
 - ii. Power of Attorney of Lee Nelson, filed as an Exhibit to Post-Effective Amendment No. 24 to Registrant's Registration Statement on June 27, 2019.
 - iii. Power of Attorney of Susan Ryan, filed as an Exhibit to Post-Effective Amendment No. 24 to Registrant's Registration Statement on June 27, 2019.
 - iv. Power of Attorney of Daniel Mandell, filed as an Exhibit to Post-Effective Amendment No. 24 to Registrant's Registration Statement on June 27, 2019.
 - v. Power of Attorney of Edward Shashoua, filed as an Exhibit to Post-Effective Amendment No. 24 to Registrant's Registration Statement on June 27, 2019.
 - vi. Power of Attorney of Mario Medina, filed as an Exhibit to Post-Effective Amendment No. 24 to Registrant's Registration Statement on June 27, 2019.
- (p) Codes of Ethics.
 - i. Amended Joint Code of Ethics for the MP63 Fund and the Moneypaper Advisor adopted under Rule 17j-1, which was filed as an Exhibit to Post-Effective Amendment No. 30 to Registrant's Statement on June 27, 2022, is hereby incorporated by reference.
 - ii. Amended Code of Ethics for Principal Executive and Senior Financial Officers of MP63 Fund, which was filed as an Exhibit to Post-Effective Amendment No. 30 to Registrant's Statement on June 27, 2022, is hereby incorporated by reference.
 - iii. Arbor Court Capitol Code of Ethics, which was filed as an Exhibit to Post-Effective Amendment No. 30 to Registrant's Statement on June 27, 2022, is hereby incorporated by reference.

ITEM 29. PERSONS CONTROLLED BY OR UNDER COMMON CONTROL WITH REGISTRANT.

Not applicable

ITEM 30. INDEMNIFICATION.

(a) In accordance with Section 2-418 of the General Corporation Law of the State of Maryland, Article NINTH of the Registrant's Articles of Incorporation provides as follows:

“NINTH:(1) The Corporation shall indemnify (i) its currently acting and former directors and officers, whether serving the Corporation or at its request any other entity, to the fullest extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the fullest extent permitted by law, and(ii) other employees and agents to such extent as shall be authorized by the Board of Directors or the By-Laws and as permitted by law. Nothing contained herein shall be construed to protect any director or officer of the Corporation against any liability to the Corporation or its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time-to-time by-laws, resolutions or contracts implementing such provisions or such indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right of indemnification hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(2) To the fullest extent permitted by Maryland statutory decisional law, as amended or interpreted, and the Investment Company Act of 1940, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages; provided, however, that nothing herein shall be construed to protect any director or officer of the Corporation against any liability to the Corporation or its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation of liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.”

ITEM 31. BUSINESS AND OTHER CONNECTIONS OF INVESTMENT ADVISOR.

Vita Nelson is a Director, President, Editor and Publisher of Moneypaper Publications LLC (newsletter). The address for Moneypaper Publications LLC is 111 Pleasant Ridge Road, Harrison, NY 10528. The Moneypaper Advisor, Inc. is a registered investment advisor.

ITEM 32. PRINCIPAL UNDERWRITER.

- (a) Arbor Court Capital, LLC, the Registrant’s principal underwriter, acts as principal underwriter for the following investment companies:

Ancora Trust

Archer Investment Series Trust

Berkshire Focus Fund

Clark Fork Trust

Collaborative Investment Series Trust

DSS AmericaFirst Funds

Frank Funds

Monteagle Funds

MP63 Fund, Inc.
 Neiman Funds
 Parvin Hedged Equity Solari World Fund
 PFS Fund Trust
 Spend Life Wisely Investment Trust
 WP Trust

(b) To the best of Registrant’s knowledge, the directors and executive officers of Arbor Court Capital, LLC, are as follows:

Name and Principal Business Address*	Position and Offices with Arbor Court Capital, LLC	Positions and Offices with Registrant
Gregory B. Getts	President, CFO, Financial Principal	None
Steven A. Milcinovic	COO, CCO	None

* The principal business address for each of the above directors and executive officers is 8000 Town Centre Drive, Suite 400, Broadview Heights, Ohio 44147.

(c) Not applicable.

ITEM 33. LOCATION OF ACCOUNTS AND RECORDS.

The accounts and records of the Fund are located, in whole or in part, at the office of the Fund and the Transfer Agent: Mutual Shareholder Services, LLC, 8000 Town Centre Drive, Suite 400, Broadview Heights, OH 44147. The Custodian’s records are located at its offices at 1555 North River Center Drive, Suite 302 Milwaukee, Wisconsin 53212. The Advisor’s records are located at its offices at 111 Pleasant Ridge Road, Harrison, NY 10528.

ITEM 34. MANAGEMENT SERVICES.

Not Applicable.

ITEM 35. UNDERTAKINGS.

Registrant undertakes to furnish each person, to whom a prospectus is delivered with a copy of Registrant’s latest annual report to shareholders relating to the portfolio or class thereof, to which the prospectus relates upon request and without charge. The Registrant further undertakes to comply with Section 16(c) of the Investment Company Act of 1940.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant certifies that it meets all of the requirements for effectiveness of this amendment to the Registration Statement under Rule 485(b) under the Securities Act of 1933 and has duly caused this Amendment No. 33 to be signed on its behalf by the undersigned, duly authorized, in the County of Westchester and State of New York, on the 27th day of June, 2025.

THE MP 63 FUND, INC.

By: /s/ Vita Nelson

Vita Nelson, President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 33 to the Registrant's Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

*By: /s/ Vita Nelson

June 27, 2025

Vita Nelson

Director and President

On behalf of herself and as Attorney in Fact for the Persons Listed Below

*By: /s/ Lee Nelson

June 27, 2025

Lee Nelson

Secretary

*By: /s/ Mario Medina

June 27, 2025

Mario Medina

Treasurer

*By: /s/ Daniel Mandell

June 27, 2025

Daniel Mandell

Director

*By: /s/ Susan S. Ryan

June 27, 2025

Susan S. Ryan

Director

*By: /s/ Edward Shashoua

June 27, 2025

Edward Shashoua

Director

* By Power of Attorney

The above people signing as Director are all of the members of the Registrant's Board of Directors.

EXHIBIT INDEX

Exhibit 28.

- Exhibit (g)(i) - Custody Agreement - Huntington National Bank, NA,
- Exhibit 28(i) - Legal Consent of Ropka Law, LLC
- Exhibit 28(j) - Consent of Independent Registered Public Accounting Firm - Cohen & Company, Ltd.