FPA Crescent Fund
Fourth Quarter 2018 Commentary

You should consider the Fund's investment objectives, risks, and charges and expenses carefully before you invest. The Prospectus details the Fund's objective and policies and other matters of interest to the prospective investor. Please read the Prospectus carefully before investing. The Prospectus may be obtained by visiting the website at www.fpa.com, by calling toll-free, 1-800-982-4372, or by contacting the Fund in writing.

Average Annual Total Returns (%)

										Market Cycle Performance	
As of Date: 12/31/2018	Inception*	20 Years	15 Years	10 Years	5 Years	3 Years	1 Year	YTD	QTD	3/25/00-10/9/07	10/10/07-12/31/2018
FPA Crescent Fund	9.62	8.08	6.94	8.90	3.31	4.05	-7.43	-7.43	-10.52	14.70	5.56
S&P 500	9.04	5.62	7.77	13.12	8.49	9.26	-4.38	-4.38	-13.52	2.00	6.54
MSCI ACWI**	-	-	-	-	4.26	6.60	-9.41	-9.41	-12.75	-	2.84
60% S&P500/40% BBgBarc US Agg	7.74	5.48	6.44	9.42	6.24	6.50	-2.35	-2.35	-7.56	3.97	5.75
CPI	NA	2.17	2.08	1.80	1.48	2.02	1.92	1.92	0.29	2.75	1.73

Periods greater than one year are annualized. FPA Crescent Fund ("Fund") performance is shown net of all fees and expenses. Fund performance is calculated on a total return basis which includes reinvestment of all distributions. Fund performance does not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the redemption of Fund shares, which would lower these returns. Comparison to any index is for illustrative purposes only. An investor cannot invest directly in an index. The Fund does not include outperformance of any index or benchmark in its investment objectives.

* The Fund commenced operations on June 2, 1993. The performance shown for periods prior to March 1, 1996 reflects the historical performance of a predecessor fund. FPA assumed control of the predecessor fund on March 1, 1996. The Fund's objectives, policies, guidelines, and restrictions are, in all material respects, equivalent to those of the predecessor fund.

Market Cycle Performance reflects the two most recent market cycles (peak to peak) defined as a period that contains a decline of at least 20% from the previous market peak over at least a two-month period and a rebound to establish a new peak above the prior market peak. The current cycle is ongoing and thus presented through the most recent quarter-end. Once the cycle closes, the results presented may differ materially.

Past performance is no guarantee of future results and current performance may be higher or lower than the performance shown. This data represents past performance and investors should understand that investment returns and principal values fluctuate, so that when you redeem your investment it may be worth more or less than its original cost. The Fund's expense ratio as of its most recent prospectus is 1.10%. A redemption fee of 2% will be imposed on redemptions within 90 days. Current month-end performance data, which may be lower or higher than the performance data quoted, may be obtained at www.fpa.com or by calling toll-free, 1-800-982-4372.

Please see important disclosures at the end of the commentary.

Introduction

Dear Shareholders:

Stock markets around the world had a dismal 2018, particularly in the fourth quarter with December delivering the brunt of the decline. December 2018 was the worst December for the S&P 500 since 1931 -- and that's after bouncing back 6.62% over the last four trading days of the year.

We are disappointed that your portfolio managers did not cover themselves in glory in 2018. The FPA Crescent Fund ("Fund") declined -10.52% in the last quarter of the year and -7.43% for the full year. In comparison, the S&P 500 and MSCI ACWI declined -13.52% and -12.75% respectively in the fourth quarter and -4.38% and -9.42% for the full year. The Fund, with its global exposure and value focus, outperformed the global and value indexes but lagged the U.S. market.

In the context of its global and value focus, the Fund thankfully did not wholly disappoint as shown in the following table of the Fund's 2018 performance relative to domestic and global equity indexes.

FPA Crescent Performance vs. Indexes[1]

Name	2018
S&P 500 Growth	-0.01%
S&P 500	-4.38%
FPA Crescent	-7.43%
MSCI ACWI Growth	-8.13%
S&P 500 Value	-8.95%
MSCI ACWI	-9.42%
MSCI ACWI Value	-10.79%

The Fund's performance remains consistent with its stated long-term goals. During 2018, the Fund's downside capture was reasonable in the context of the overall market's drawdown and net risk exposure – the S&P 500 declined by more than 10% and then almost 20%, which was close to a bear market and bit more than general market "noise". This was especially true in light of our net risk exposure each quarter, which increased from 63% in the first quarter to 73% by the fourth, largely as a result of the greater number of bargains that developed amid December's volatility.

[1] Source: FPA, Morningstar. Fund performance is shown net of all fees and expenses and includes the reinvestment of distributions. Comparison to indices is for illustrative purposes only. The Fund does not include outperformance of any index in its investment objectives. Please refer to page 1 for overall net performance of the Fund since inception. **Past performance is no guarantee, nor is it indicative, of future results.** Please see the end of this Commentary for important disclosures.

FPA Crescent Performance During 2018 S&P 500 Drawdowns Greater than 10%[2]

	Jan 27 to Feb 8	Sep 21 to Dec 24
FPA Crescent	-6.03%	-14.67%
S&P 500	-10.10%	-19.36%
Crescent Downside Capture	59.70%	75.77%
FPA Crescent Net Risk (average)	63.3%	70.2%

Importantly, the Fund's 2018 drawdown was almost entirely mark-to-market; that is, the stocks we owned declined in price but we do not believe the intrinsic value or long-term earnings power of the underlying businesses was impaired.[3] As long as these companies deliver on earnings in the coming years, we believe their stock prices should do just fine. We discuss specific examples in the Portfolio Commentary section.

Despite the aforementioned mediocre performance last year, we believe the Fund has achieved its stated goals this cycle, producing equity-like rates of return over the long-term while avoiding permanent impairment of capital.

FPA Crescent Achieved its Goals this Market Cycle[4]

Name	2007 Peak to 2018 Peak
Cumulative Return	
FPA Crescent	109.47%
S&P 500	138.73%
Crescent as a percent of S&P 500	
Cumulative Return	78.91%
Max Downside Capture	50.45%
Crescent Net Risk (Average)	61.3%
Volatility (Standard Deviation)	65.08%

We took advantage of what we believed were attractive opportunities in 2018, finding possibilities to purchase good, growing businesses (albeit cyclical in some cases) at reasonable, if not good, prices. At the same time, we sold entirely or reduced positions in many of the companies that had helped drive past returns. We focus on where a company will be over the next five to seven years, consistent with a long-term holding period. Just because we believe in a certain outcome, however, doesn't mean 'Mr. Market' will

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[2] Source: FPA, Morningstar. Fund performance is shown net of all fees and expenses and includes the reinvestment of distributions. Comparison to indices is for illustrative purposes only. The Fund does not include outperformance of any index in its investment objectives. Please refer to page 1 for overall net performance of the Fund since inception. Net Risk is the percentage of portfolio exposed to Risk Assets. Risk Asset generally refers to assets that may have a significant degree of price volatility. **Past performance is no guarantee, nor is it indicative, of future results.** Please see the end of this Commentary for important disclosures.

[3] We should mention, however, the bankruptcy filing of the California utility PG&E, an investment that has never accounted for more than 1% in the portfolio, may just be the beginning of the story, as it could take many years to achieve a resolution.

[4] Source: Morningstar Direct, FPA. The 2007 peak to 2018 peak dates are 10/10/07 to 9/20/18. Max drawdown for the S&P 500 2007 peak to 2018 peak was -55.25%. The standard deviation of the S&P 500 over the time period was approximately 14%. Comparison to any index is for illustrative purposes only. The Fund does not include outperformance of any index or benchmark in its investment objectives. Max downside capture ratio is used to evaluate how well an investment manager performed relative to an index during periods when that index has fallen. The ratio is calculated by dividing the manager's returns by the returns of the index during the down-market, and multiplying that factor by 100. **Past performance is no guarantee, nor is it indicative, of future results.**

see it our way immediately. In fact, 'Mr. Market' held quite a different view from our own in 2018, as on average, what we sold performed better than what we purchased.

The winners and losers for both the full year and Q4 2018 are listed here. In these periods, mark-to-market price changes in the bottom five detractors from the Fund's performance outweighed the benefit realized from the top five contributors. Other than the announcement that Transdigm plans to acquire Esterline Technologies and favorable developments in the restructuring of Puerto Rican municipal debt, there was no news that we believe to be substantive in driving both quarterly or annual winners and losers.

Winners and Losers[5]

Winners	Performance Contribution	Losers	Performance Contribution
Q4 2018			
Esterline Technologies	0.42%	American International Group	-0.76%
Broadcom	0.15%	Baidu	-0.74%
CMS Interest Rate Caps	0.14%	Arconic	-0.64%
iShares Russell 2000 ETF (short)	0.11%	Citigroup	-0.63%
Naspers/Tencent pair trade	0.06%	United Technologies	-0.59%
	0.88%		**-3.36%**

Winners	Performance Contribution	Losers	Performance Contribution
YTD 2018			
Esterline Technologies	0.66%	American International Group	-1.02%
Puerto Rico Municipal Bonds	0.58%	Arconic	-0.97%
Microsoft	0.43%	Jefferies	-0.79%
Cisco Systems	0.41%	Baidu	-0.74%
Broadcom	0.37%	Citigroup	-0.67%
	2.45%		**-4.19%**

The price of a company's stock can perform better or worse than its underlying business, sometimes for extended periods. Such was the environment last year that the businesses of the companies we own performed on average within the range of our expectations – the companies we held for the full year actually *beat* analyst expectations. But we believe their stock prices failed to reflect that performance.

For more than a quarter century, the Fund has leaned into weakness. That is a hallmark of our past success, and we expect it to be no different in the future. We have never been able to dial in timing, however. We habitually buy and sell early which has led to Fund performance untethered from the benchmarks. The most glaring example of such divergence in the Fund's portfolio was the 1998/1999 tech bubble, when the Fund underperformed by 59.30% versus the S&P 500 during those two years. Some have suggested, only partly tongue in cheek, that once we decide to make an investment, we should consider waiting six months before we start to buy it.

Shares in a good, growing business purchased at a reasonable price should perform well over time. That

[5] Reflects the top contributors and top detractors to the Fund's performance based on contribution to return for the quarter and year-to-date. Contribution is presented gross of investment management fees, transactions costs, and Fund operating expenses, which if included, would reduce the returns presented. The weights of the winners and losers within the portfolio as of December 31, 2018 were: Esterline Technologies (0.0%), Broadcom (2.6%), CMS Interest Rate Caps (0.3%), iShares Russell 2000 ETF (short) (0.0%), Naspers/Tencent pair trade (1.8%), American International Group (3.3%), Baidu (2.1%), Arconic (2.4%), Citigroup (2.0%), United Technologies (2.2%), Puerto Rico Municipal Bonds (2.4%), Microsoft (1.7%), Cisco Systems(0.0%), Jeffries (2.1%). The information provided does not reflect all positions purchased, sold or recommended by FPA during the quarter or year-to-date. A copy of the methodology used and a list of every holding's contribution to the overall Fund's performance during the quarter and year-to-date is available by contacting FPA Client Service at crm@fpa.com. It should not be assumed that recommendations made in the future will be profitable or will equal the performance of the securities listed. **Past performance is no guarantee of future results.**

doesn't mean they will perform well for all periods of time, and for the Fund's portfolio, 2018 was one such out-of-sync period. We wish we could guarantee our companies will continue to perform as expected and that the stock market will appropriately value them, but we can't. We are now midway through our third decade of operating with the same investment philosophy supported by a consistent research and portfolio management process, which we believe will allow the Fund to continue to perform well *over time*.

Eventually, we believe that fact trumps emotion and hope, and businesses receive a just valuation. In the interim, however, the inexplicable can frustrate and stymie both client and portfolio manager.

Given the Fund's positioning, which we discuss below, we are genuinely more encouraged than we have been in the past few years.

Portfolio Commentary

Last year was one of the Fund's more active periods on record. We took advantage of the inevitable return of volatility to eliminate and reduce certain positions while initiating and increasing others. We bought 18 new names and sold or reduced 23 names, some by more than half. The opportunities to put capital to work in 2018 allowed us to increase the Fund's net risk exposure by nearly 10 percentage points – from 63.3% to 73.1%.

The Fund's top 10 long positions, comprising roughly one-quarter of the Fund's holdings and almost 40% of its net risk exposure, have declined an average of 20% from their peaks making them relatively and absolutely attractively priced.

We believe these businesses have increased their intrinsic value per-share over the past year, and we expect them to make further progress in the years ahead, though the rate of that improvement will depend on economic conditions and management execution. But given current valuations, which we discuss below, we believe share prices should now at least keep up with business progress.

We invest on a bottoms-up basis but find it useful to group the portfolio into similar economic categories for the purposes of discussion. Below are a few of these categories.

Financials

The Fund had 14.1% net exposure to balance-sheet intensive Financials at year-end -- but please keep in mind that Financials as a category inadequately distinguishes between the different types of companies in it, which include traditional banks, other types of lenders, investment banks, insurance companies, service providers/middle-men, etc. Each of these have different risk characteristics. A strong balance sheet would include well-underwritten loans and insurance policies and an appropriate amount of equity to support it, and we believe the companies we own have such balance sheets, far stronger than the stock market currently appreciates. They are collectively valued at just 91% of their tangible book value as of year-end and 8.4x consensus 2019 earnings. Some of our bank holdings have strong franchises and we believe are likely to grow and earn excess returns through the cycle, for instance, Bank of America, Signature Bank and Wells Fargo. So we primarily value these on an earnings basis. Others, like AIG, Ally Financial, CIT and RBS, operate less differentiated businesses or are undergoing corporate turnarounds, and in these cases, we rely more heavily on tangible book value when thinking about value. At year-end, these companies traded at an average of 73% of tangible book value.

Jefferies Financial Group, our remaining balance sheet-intensive holding in this category, does not fit neatly in either group described above, though it serves as a good illustration of the type of financial investments we like. Jefferies operates a strong broker/dealer and a successful merchant bank. We like the owner/operator mindset of management, who have their money invested alongside ours. It has historically succeeded in creating value through timely investments through the merchant bank and by opportunistically repurchasing its shares at a sizeable discount to net asset value, or NAV. Last year, Jeffries met earnings expectations; enhanced NAV by reducing its stake in National Beef, and aggressively repurchased its shares at attractive prices. Despite those moves, Jefferies stock price declined 35% in the calendar year and now trades at just 65% of its tangible book value and an even larger discount to our low $30 assessment of NAV.

You should expect that we will increase our exposure to Financials in the event that their recent underperformance persists.

Industrials & Materials

The Fund has 21.9% of net exposure to businesses that have exposure to the industrial economy and materials. These companies range from mining to semi-conductors, and all trade in our view at inexpensive valuations based on mid-cycle earnings. As a group, they are trading at only about 11x 2019 consensus earnings expectations, or more than a 20% discount to the U.S. stock market. We believe these companies will grow on average at least as fast as the typical public company and that their economics are less susceptible to disruption by new competitors or technology. If the global economy is larger in five to seven years, we believe these companies should be worth appreciably more per-share, even with a recession along the way. On the downside, these companies would still be valued at slightly less than the stock market average *even* if their earnings declined by 25%, which we think is highly unlikely unless the rest of the companies in the stock market were to have earnings shortfalls.

Internet & Related (Including Cable)

In 2018, we initiated and increased stakes in a number of global internet platform companies that we believed offered good growth prospects at attractive prices, while we reduced our stake in others that were profitable investments and whose stock prices already reflected that success. This category represents 19.0% of the portfolio.

We sold down our Microsoft position, for example, which had appreciated markedly over the last eight years, and we bought a number of Asian internet platform companies at prices well below recent peaks. Our timing, though, made us look foolish over the short term. The Asian companies continued to trade poorly, declining more in the back half of the year than Microsoft. We believe these investments still have the same growth prospects but now at even more attractive prices. As a group, these investments trade at an average of around 16x earnings net of cash (and lower still net of non-earning assets) as of year-end and are expected to grow their revenues by 18% in 2019.

Cable has had a taint to it for much of 2018 due to the twin fears of “cord cutting,” which would displace the video business, and the development of 5G, which is supposed to allow wireless to make in-roads into broadband. We do not place much stock in either view. First, we do not believe that video is as profitable as industry segment reporting suggests. Video’s free cash flow per subscriber will likely slowly erode, but we believe that will be more than offset by the latent pricing power of broadband, which is necessary for those who wish to cut the cord. Next, although 5G is something to consider, there is so far only one wireless company with any substantive investment in the technology, and it’s too early to speak to its capability. Plus, cable infrastructure will still be required for the back-haul. We believe increasing demand for faster broadband makes cable a necessary and winning asset and that well-positioned cable companies will gain subscribers and the ability to increase pricing over time. We therefore purchased Charter Communications and Comcast, two geographically diversified cable companies with we think less risk of overbuilding and controlled by owner operators (although we are admittedly suspect of Comcast’s purchase of Sky).

Others Including Credit

The Fund continues to maintain very low exposure to high-yield bonds, which account for just 4.7% of the portfolio. High debt levels, poor interest coverage, weak covenants, low yields, and a decade into a relatively decent economy have left us with few options that offer any reasonable margin of safety. We expect to once again be larger investors in credit when more attractive yields exist.

We recently published a white paper titled Risk is Where You're Not Looking that discusses in greater detail the impending challenges likely to face the corporate debt market, which the equity markets are unlikely to exit unscathed when they emerge.

We own a number of other companies that do not fall into a neat little box but we believe offer attractive prospects for good returns over time. For example, Kinder Morgan, once a master limited partnership but now a C-Corp -- and always a pipeline transportation and energy storage company -- is a younger investment in our portfolio. We believe Kinder has differentiated infrastructure assets; a great management team led by Richard Kinder, owner of around $4 billion of its stock, and reasonable growth prospects. It's a bit like a utility with the toll it takes on the oil and gas that flow through its pipes and reside in its storage facilities, but with better management, less regulation, good capital allocation, and a higher dividend yield.

Closing Remarks

It may further an understanding of our portfolio positioning to discuss what we don't own, for example, REITS, utilities and consumer staples. Simply, we do not believe that the stock of the typical company in these sectors will offer reasonable risk-adjusted returns over the next decade, given a combination of current valuation and prospective growth.

Proctor & Gamble, or P&G, the storied consumer products company, is an example of a company we don't own. Like many consumer staples companies, its moat is still substantial but not what it once was. The result is earnings growth of less than 2% over the past seven years, but its stock inexplicably trades at 20.8x 2019 consensus earnings estimates. Nonetheless, the Fund would have been better off owning it rather than many of its existing positions last year, as P&G delivered a total return of 3.57%. Yet P&G's historic growth rate is lower than the Fund's portfolio companies, which more importantly in our eyes, trade more inexpensively and offer better growth prospects. P&G is no better nor worse than a number of other consumer staples companies we could have discussed.

We find this illogical. Maybe the valuation disparity is due to expectations for a weaker economy that might allow consumer staples to outperform for a time. Or maybe it is due to passive investing, which makes indiscriminate purchases as a function of inflows. However, if the stock market didn't offer irrational moments, everyone would invest in passive vehicles, and we wouldn't be in business. We prefer our portfolio.

A stock can trade higher or lower than one might expect, but if the underlying business successfully grows over time and generates free cash flow that management then allocates intelligently, said stock should make its shareholders happy over a longer period. We are happy with what we own – more happy than we have been in a number of years – and as much as we look forward to looking back, we appreciate where we are in the moment.

Although we have increased the Fund's exposures, we still have a lot of capital, about 27%, held in reserve to take advantage of lower prices. To put more capital to work, we require a larger margin of safety than what the market currently offers. Either: 1) the cyclical companies we would like to own must price in attractive returns based on our low case estimates of long-term earnings; 2) shares of the high quality companies we would like to own, such as P&G, need to decline significantly in price to offer rewarding prospective returns; or 3) the yield on high-yield bonds needs to increase from a paltry 7% to at least 9% to 10%. When such attractive valuations might occur alas lies beyond our limited capabilities.

Respectfully submitted,

Steven Romick
Portfolio Manager
February 1, 2019

Post Script:

We are ever mindful of the Fund's tax efficiency and so prudently take long-term gains whenever possible. We estimate potential capital gain exposure in the Fund was just 9% at year-end 2018, with 115% of that in the form of long-term gains — a multi-year low.

Through February 1, the Fund is up 8.23% for the year, a bit more than the S&P 500 at 8.13%, despite only being 73% invested. This significant difference when compared to last year's performance only serves to highlight why we prefer to assess rolling five-year periods and full-market cycles when judging performance, rather than focusing on the short-term.[6]

[6] **Past performance is no guarantee, nor is it indicative, of future results and there is no assurance that account's investment objective will be achieved or that the strategies employed will be successful.** As with any investment, there is always the potential for gain, as well as the possibility of loss.

Important Disclosures

The views expressed herein and any forward-looking statements are as of the date of the publication and are those of the portfolio management team. Future events or results may vary significantly from those expressed and are subject to change at any time in response to changing circumstances and industry developments. This information and data has been prepared from sources believed reliable, but the accuracy and completeness of the information cannot be guaranteed and is not a complete summary or statement of all available data.

Portfolio composition will change due to ongoing management of the Fund. References to individual securities are for informational purposes only and should not be construed as recommendations by the Fund, the portfolio managers, the Adviser, or the distributor. It should not be assumed that future investments will be profitable or will equal the performance of the security examples discussed. The portfolio holdings as of the most recent quarter-end may be obtained at www.fpa.com.

Investments in mutual funds carry risks and investors may lose principal value. Capital markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. The Fund may purchase foreign securities, including American Depository Receipts (ADRs) and other depository receipts, which are subject to interest rate, currency exchange rate, economic and political risks; these risks may be heightened when investing in emerging markets. Foreign investments, especially those of companies in emerging markets, can be riskier, less liquid, harder to value, and more volatile than investments in the United States. Adverse political and economic developments or changes in the value of foreign currency can make it more difficult for the Fund to value the securities. Differences in tax and accounting standards, difficulties in obtaining information about foreign companies, restrictions on receiving investment proceeds from a foreign country, confiscatory foreign tax laws, and potential difficulties in enforcing contractual obligations, can all add to the risk and volatility of foreign investments.

Small and mid-cap stocks involve greater risks and may fluctuate in price more than larger company stocks. Short-selling involves increased risks and transaction costs. You risk paying more for a security than you received from its sale.

The return of principal in a bond investment is not guaranteed. Bonds have issuer, interest rate, inflation and credit risks. Interest rate risk is the risk that when interest rates go up, the value of fixed income securities, such as bonds, typically go down and investors may lose principal value. Credit risk is the risk of loss of principal due to the issuer's failure to repay a loan. Generally, the lower the quality rating of a security, the greater the risk that the issuer will fail to pay interest fully and return principal in a timely manner. If an issuer defaults the security may lose some or all of its value. Lower rated bonds, callable bonds and other types of debt obligations involve greater risks. Mortgage-backed securities and asset-backed securities are subject to prepayment risk and the risk of default on the underlying mortgages or other assets. Derivatives may increase volatility.

Value securities, including those selected by the Fund's portfolio managers, are subject to the risk that their intrinsic value may never be realized by the market because the market fails to recognize what the portfolio managers consider to be their true business value or because the portfolio managers have misjudged those values. In addition, value style investing may fall out of favor and underperform growth or other styles of investing during given periods.

Index Definitions

Comparison to any index is for illustrative purposes only and should not be relied upon as a fully accurate measure of comparison. The Fund may be less diversified than the indices noted herein, and may hold non-index securities or securities that are not comparable to those contained in an index. Indices will hold positions that are not within the Fund's investment strategy. Indices are unmanaged and do not reflect any commissions, transaction costs, or fees and expenses which would be incurred by an investor purchasing the underlying securities and which would reduce the performance in an actual account. You cannot invest directly in an index.

The **S&P 500 Index** includes a representative sample of 500 hundred companies in leading industries of the U.S. economy. The Index focuses on the large-cap segment of the market, with over 80% coverage of U.S. equities, but is also considered a proxy for the total market.

The **S&P 500 Value Index** is a subset of the S&P 500 index. Companies within the index are ranked based on growth and value factors including three-year change in earnings price/share, three-year sales/share growth rate, momentum, book value/price ratio, earnings/price ratio, sales/price ratio. The companies at the bottom of this list, that have a higher Value Rank, comprising 33% of the total index market capitalization are designated as the Value basket.

The **S&P 500 Growth Index** is a subset of the S&P 500 index. Companies within the index are ranked based on growth and value factors including three-year change in earnings price/share, three-year sales/share growth rate, momentum, book value/price ratio, earnings/price ratio, sales/price ratio. The companies at the top of this list, that have a higher Growth Rank, comprising 33% of the total index market capitalization are designated as the Growth basket.

MSCI ACWI Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed and emerging markets. The MSCI ACWI consists of 44 country indices comprising 23 developed and 21 emerging market country indices.

MSCI ACWI Value Index The MSCI ACWI Value Index captures large and mid-cap securities exhibiting overall value style characteristics across 23 Developed Markets countries* and 24 Emerging Markets (EM) countries*. The value investment style characteristics for index construction are defined using three variables: book value to price, 12-month forward earnings to price and dividend yield.

MSCI ACWI Growth Index The MSCI ACWI Growth Index captures large and mid-cap securities exhibiting overall growth style characteristics across 23 Developed Markets (DM) countries* and 24 Emerging Markets (EM) countries*. The growth investment style characteristics for index construction are defined using five variables: long-term forward EPS growth rate, short-term forward EPS growth rate, current internal growth rate and long-term historical EPS growth trend and long-term historical sales per share growth trend.

Barclays Aggregate Index provides a measure of the performance of the U.S. investment grade bonds market, which includes investment grade U.S. Government bonds, investment grade corporate bonds, mortgage pass-through securities and asset-backed securities that are publicly offered for sale in the United States. The securities in the Index must have at least 1 year remaining in maturity. In addition, the securities must be denominated in U.S. dollars and must be fixed rate, nonconvertible, and taxable.

The **Consumer Price Index** (CPI) is an unmanaged index representing the rate of the inflation of U.S. consumer prices as determined by the U.S. Department of Labor Statistics. The CPI is presented to illustrate the Fund's purchasing power against changes in the prices of goods as opposed to a benchmark, which is used to compare the Fund's performance. There can be no guarantee that the CPI will reflect the exact level of inflation at any given time.

60% S&P500/ 40% Barclays Aggregate Index is a hypothetical combination of unmanaged indices and comprises 60% S&P 500 Index and 40% Barclays Aggregate Index, the Fund's neutral mix of 60% stocks and 40% bonds.

<u>Other Definitions</u>

Downside Capture – is a capture ratio that shows whether a given fund has underperformed – gained less than - a broad market index during periods of market strength or weakness, and if so, by how much.

Drawdown – is the peak-to-trough decline during a specific recorded period of an investment, fund or commodity security. A drawdown is usually quoted as the percentage between the peak and the subsequent trough. Those tracking the entity measure from the time a retrenchment begins to when it reaches a new high.

ETF is Exchange Traded Fund. It is a fund that tracks an index, but can be traded like a stock.

Free Cash Flow represents the cash a company can generate after required investment to maintain or expand its asset base.

High Yield Bonds is a high paying bond with a lower credit rating than investment-grade corporate bonds, Treasury bonds and municipal bonds.

Intrinsic Value refers to the value of a company, stock, currency or product determined through fundamental analysis without reference to its market value.

Investment Grade Bonds are considered investment grade or IG if their credit rating is BBB- or higher by Standard & Poor's or Baa3 or higher by Moody's. Generally they are bonds that are judged by the rating agency as likely enough to meet payment obligations that banks are allowed to invest in them.

Long Equity Performance represents the performance of stocks that the Fund owned over the given time periods and excludes short-sales, limited partnerships, derivatives/futures, corporate bonds, mortgage backed securities, and cash and cash equivalents.

Margin of safety - Buying with a "margin of safety" is when a security is purchased at a discount to the portfolio manager's estimate of its intrinsic value. Buying a security with a margin of safety is designed to protect against permanent capital loss in the case of an unexpected event or analytical mistake. A purchase made with a margin of safety does not guarantee the security will not decline in price.

Net Risk Exposure is a measure of the extent to which a fund's trading book is exposed to market fluctuations. In regards to the Fund, it is the percent of the portfolio not held in cash and equivalents.

Price-to-Book (P/B) - A ratio used to compare a stock's market value to its book value. It is calculated by dividing the current closing price of the stock by the latest quarter's book value per share.

Risk Assets is any asset that carries a degree of risk. Risk asset generally refers to assets that have a significant degree of price volatility, such as equities, commodities, high-yield bonds, real estate and currencies.

Tangible Book Value is a method of valuing a company on a per-share basis by measuring its equity after removing any intangible assets.

The FPA Funds are distributed by UMB Distribution Services, LLC, 235 W. Galena Street, Milwaukee, WI, 53212.

TICKER / CUSIP	SHARES / PRINCIPAL	SECURITY	COUPON RATE (%)	MATURITY DATE	MKT PRICE ($)	MKT VALUE ($)	% OF NET ASSET VALUE
		COMMON STOCKS (LONG)					
AA	928,730	ALCOA INC.			26.58	24,685,643	0.2%
ALLY	7,107,360	ALLY FINANCIAL			22.66	161,052,778	1.2%
GOOGL	244,867	ALPHABET INC - A			1,044.96	255,876,220	1.9%
GOOG	246,445	ALPHABET INC - C			1,035.61	255,220,906	1.9%
AABA	4,777,600	ALTABA INC			57.94	276,814,144	2.0%
AIG	11,345,560	AMERICAN INTERNATIONAL GROUP, INC.			39.41	447,128,520	3.3%
ADI	3,478,300	ANALOG DEVICES, INC.			85.83	298,542,489	2.2%
AON	1,436,123	AON PLC*			145.36	208,754,839	1.5%
ARNC	19,142,780	ARCONIC			16.86	322,747,271	2.4%
AXTA	2,741,581	AXALTA COATING SYSTEMS LTD			23.42	64,207,827	0.5%
BIDU	1,826,510	BAIDU INC. - ADR*			158.60	289,684,486	2.1%
BAC	11,365,730	BANK OF AMERICA CORPORATION			24.64	280,051,587	2.0%
AVGO	1,391,931	BROADCOM			254.28	353,940,215	2.6%
CHTR	808,151	CHARTER COMMUNICATIONS INC. - A			284.97	230,298,790	1.7%
CIT	7,889,850	CIT GROUP			38.27	301,944,560	2.2%
C	5,324,130	CITIGROUP			52.06	277,174,208	2.0%
CMCSA	8,606,120	COMCAST CORPORATION - A			34.05	293,038,386	2.1%
DHCP	8,401	DITECH HOLDINGS			0.10	840	0.0%
EXPE	1,142,570	EXPEDIA, INC.			112.65	128,710,511	0.9%
FB	1,712,860	FACEBOOK, INC. - A			131.09	224,538,817	1.6%
GLEN LN	48,471,780	GLENCORE PLC*			3.72	180,221,224	1.3%
GBLB BB	2,837,130	GROUPE BRUXELLES LAMBERT S.A.*			87.14	247,234,803	1.8%
HEI GY	3,190,943	HEIDELBERGCEMENT AG*			61.30	195,597,749	1.4%
JS SP	2,070,460	JARDINE STRATEGIC HOLDINGS LIMITED*			36.66	75,911,654	0.6%
JD	6,727,750	JD.COM - ADR*			20.93	140,811,808	1.0%
JEF	16,408,210	JEFFERIES FINANCIAL GROUP			17.36	284,846,526	2.1%
KMI	12,293,830	KINDER MORGAN, INC.			15.38	189,079,105	1.4%
LHN SW	5,741,202	LAFARGEHOLCIM LTD - REG*			41.27	236,931,071	1.7%
LPLA	3,105,560	LPL FINANCIAL HOLDINGS INC.			61.08	189,687,605	1.4%
MGGT LN	37,569,760	MEGGITT PLC*			6.01	225,682,749	1.7%
MSFT	2,307,750	MICROSOFT			101.57	234,398,168	1.7%
MHK	1,632,710	MOHAWK INDUSTRIES			116.96	190,961,762	1.4%
MYL	7,538,520	MYLAN NV*			27.40	206,555,448	1.5%
NPN SJ	1,443,658	NASPERS LIMITED - N SHARES*			200.22	289,044,077	2.1%
035420 KS	671,403	NAVER CORPORATION*			109.60	73,582,992	0.5%
WLRHFS	3,647,564	NEXEO SOLUTIONS - FOUNDER SHARES			8.59	31,332,575	0.2%
NXEO	17,910,012	NEXEO SOLUTIONS INC.			8.59	153,847,003	1.1%
3659 JP	6,462,900	NEXON CO. LTD*			12.91	83,432,971	0.6%
ORCL	2,560,043	ORACLE CORPORATION			45.15	115,585,941	0.9%
OI	9,048,330	OWENS-ILLINOIS			17.24	155,993,209	1.1%
PCG	3,601,370	PG & E CORPORATION			23.75	85,532,538	0.6%
PAH3 GY	1,568,623	PORSCHE AUTO HOLDING SE*			58.81	92,254,299	0.7%
RBS LN	50,598,680	ROYAL BANK OF SCOTLAND GROUP*			2.77	140,363,548	1.0%
SBNY	735,280	SIGNATURE BANK			102.81	75,594,137	0.6%
SHFP	1,146,250	SOUND HOLDINGS FP*			32.72	37,504,746	0.3%
SNGSP RM	32,078,286	SURGUTNEFTEGAS - PREFERENCE*			0.56	18,103,330	0.1%
TEL	3,460,697	TE CONNECTIVTY*			75.63	261,732,514	1.9%
UTX	2,843,770	UNITED TECHNOLOGIES CORPORATION			106.48	302,804,630	2.2%

TICKER / CUSIP	SHARES / PRINCIPAL	SECURITY	COUPON RATE (%)	MATURITY DATE	MKT PRICE ($)	MKT VALUE ($)	% OF NET ASSET VALUE
WFC	4,652,820	WELLS FARGO			46.08	214,401,946	1.6%
WPP LN	14,231,167	WPP PLC*			10.88	154,877,637	1.1%
		TOTAL COMMON STOCKS (LONG)				**9,578,320,802**	**69.9%**
		COMMON STOCKS (SHORT)					
PEI	(592,070)	PENNSYLVANIA REAL ESTATE INVESTMENT TRUST			5.94	(3,516,896)	0.0%
KRE	(5,468,450)	SPDR S&P REGIONAL BANKING			46.79	(255,868,775)	-1.9%
XLU	(1,064,940)	SPDR SELECT SECTOR UTILITIES			52.92	(56,356,625)	-0.4%
700 HK	(923,900)	TENCENT HOLDINGS LIMITED*			40.08	(37,030,210)	-0.3%
VOW3 GY	(428,086)	VOLKSWAGEN AG*			159.46	(68,260,658)	-0.5%
GWW	(71,003)	W.W. GRAINGER, INC.			282.36	(20,048,407)	-0.1%
		TOTAL COMMON STOCKS (SHORT)				**(441,081,571)**	**-3.2%**
		PREFERRED STOCK					
DHCP O PERP	9,950	DITECH HOLDINGS (CONVERTIBLE PREFERRED)			0.10	995	0.0%
		TOTAL PREFERRED STOCK				**995**	**0.0%**
		LIMITED PARTNERSHIPS					
963HYB908	26,017,260	FPS HOLDCO LLC			100.00	26,017,260	0.2%
932FJH904	58,414,015	GACP II L.P.			81.16	47,410,859	0.3%
ACI00CV12	35,000,000	U.S. FARMING REALTY TRUST I, L.P.			102.41	35,842,205	0.3%
FARM2	12,000,000	U.S. FARMING REALTY TRUST II, L.P.			98.31	11,796,930	0.1%
		TOTAL LIMITED PARTNERSHIPS				**121,067,254**	**0.9%**
		DERIVATIVES/FUTURES					
25501G113	430,887	DITECH HOLDINGS (WARRANTS - A)		2/9/2028	0.0002	86	0.0%
25501G121	341,900	DITECH HOLDINGS (WARRANTS - B)		2/9/2028	0.0001	34	0.0%
N/A	88,725,000	EUR CURRENCY @ 1.1523		3/21/2019	1.1460	(302,950)	0.0%
99ZL03275	194,350,000	JPY PUT 95.00 @ $0.07525*		3/24/2022	0.0871	16,920,111	0.2%
99ZZ88317	749,000,000	USD 2Y10Y CMS CAP 0.100%		7/8/2021	0.0037	2,771,300	0.0%
99ZZ70208	763,000,000	USD 2Y10Y CMS CAP 0.122%		6/24/2021	0.0036	2,716,280	0.0%
AEI128926	3,345,901,000	USD 2Y10Y CMS CAP 0.1425%		9/28/2021	0.0036	12,072,011	0.1%
AEI143222	3,125,230,200	USD 2Y10Y CMS CAP 0.145%		10/3/2021	0.0039	12,066,514	0.0%
99ZZ88309	658,000,000	USD 2Y10Y CMS CAP 0.187%		7/10/2023	0.0036	2,388,540	0.0%
99ZZ77716	678,000,000	USD 2Y10Y CMS CAP 0.198%		6/30/2023	0.0036	2,423,850	0.0%
99ZZ88432	658,000,000	USD 2Y30Y CMS CAP 0.141%		7/8/2021	0.0046	3,016,930	0.0%
99ZZ70216	690,000,000	USD 2Y30Y CMS CAP 0.162%		6/24/2021	0.0044	3,067,740	0.0%
AEI128934	2,805,494,000	USD 2Y30Y CMS CAP 0.182%		9/28/2021	0.0044	12,344,174	0.1%
AEI143230	2,605,964,690	USD 2Y30Y CMS CAP 0.190%		10/3/2021	0.0053	13,723,010	0.1%
99ZZ88440	597,000,000	USD 2Y30Y CMS CAP 0.269%		7/10/2023	0.0044	2,648,292	0.0%
99ZZ77724	608,000,000	USD 2Y30Y CMS CAP 0.273%		6/30/2023	0.0044	2,683,104	0.0%
99ZU04109	100,000,000	USD 3Y5Y30YR LINEAR FORWARD VOLATILITY AGREEMENT		5/22/2020	0.2216	22,164,000	0.2%
99ZU68278	90,081,096	USD 3Y5Y30YR LINEAR FORWARD VOLATILITY AGREEMENT		7/13/2020	0.2162	19,474,272	0.2%
99ZU68302	8,987,916,100	USD 5Y5Y30YR LINEAR FORWARD VOLATILITY AGREEMENT		7/13/2022	0.2074	18,639,769	0.2%
		TOTAL DERIVATIVES/FUTURES				**148,817,067**	**1.1%**

TICKER / CUSIP	SHARES / PRINCIPAL	SECURITY	COUPON RATE (%)	MATURITY DATE	MKT PRICE ($)	MKT VALUE ($)	% OF NET ASSET VALUE
		CORPORATE BONDS & NOTES					
097751AY7	13,800,000	BOMBARDIER 144A	5.750	3/15/2022	93.75	12,937,500	0.1%
097751BJ9	12,670,000	BOMBARDIER 144A	6.000	10/15/2022	93.75	11,878,125	0.1%
097751BF7	29,534,000	BOMBARDIER 144A	6.125	1/15/2023	93.75	27,688,125	0.2%
097751BM2	66,677,000	BOMBARDIER 144A	7.500	3/15/2025	93.75	62,509,687	0.5%
097751AL5	5,800,000	BOMBARDIER 144A	7.450	5/1/2034	89.75	5,205,500	0.0%
13057QAB3	2,171,000	CALIFORNIA RESOURCES CORPORATION	5.000	1/15/2020	90.00	1,953,900	0.0%
13057QAD9	8,984,000	CALIFORNIA RESOURCES CORPORATION	5.500	9/15/2021	76.84	6,903,395	0.0%
13057QAF4	2,171,000	CALIFORNIA RESOURCES CORPORATION	6.000	11/15/2024	62.25	1,351,447	0.0%
13057QAG2	35,750,000	CALIFORNIA RESOURCES CORPORATION 144A	8.000	12/15/2022	67.75	24,220,625	0.2%
25501GAA3	25,264,114	DITECH HOLDINGS	9.000	12/31/2024	8.44	2,131,660	0.0%
369604BQ5	28,026,000	GENERAL ELECTRIC COMPANY PERPETUAL CALL	5.000	12/29/2049	77.00	21,580,020	0.2%
98417EAT7	8,150,000	GLENCORE FINANCE CANADA 144A	4.250	10/25/2022	99.97	8,147,940	0.1%
378272AK4	9,100,000	GLENCORE FUNDING LLC 144A	2.875	4/16/2020	99.10	9,018,276	0.1%
845467AH2	3,800,000	SOUTHWESTERN ENERGY	4.100	3/15/2022	91.00	3,458,000	0.0%
		TOTAL CORPORATE BONDS & NOTES				**198,984,200**	**1.5%**
		BANK DEBT & OTHER CREDIT DEBT					
933QDAII1	9,568,600	HALL OF FAME TL	11.222	3/20/2019	100.00	9,568,600	0.1%
933CQMII2	19,202,100	MEC FILO TL 1	11.340	2/12/2021	100.00	19,202,100	0.1%
927LYJII8	7,302,153	SHIP LOAN PARTICIPATION II	11.000	9/10/2019	100.00	7,302,153	0.0%
926CSAII5	35,727,504	SHIP LOAN PARTICIPATION	7.800	12/24/2019	100.00	35,727,504	0.3%
		TOTAL BANK DEBT & OTHER CREDIT DEBT				**71,800,357**	**0.5%**
		RMBS NON-AGENCY COLLATERALIZED MORTGAGE OBLIGATION					
85486BAA7	1,389,505	STANWICH MORTGAGE LOAN TRUST SERIES 2010-2	1.005	2/28/2057	50.42	700,588	0.0%
85486WAA1	239,008	STANWICH MORTGAGE LOAN TRUST SERIES 2010-4	1.780	8/31/2049	50.50	120,699	0.0%
85486XAA9	856,812	STANWICH MORTGAGE LOAN TRUST SERIES 2011-1	0.192	8/15/2050	52.74	451,908	0.0%
85486UAA5	987,460	STANWICH MORTGAGE LOAN TRUST SERIES 2011-2	0.000	9/15/2050	53.52	528,492	0.0%
85487GAA5	454,902	STANWICH MORTGAGE LOAN TRUST SERIES 2012-2	0.000	3/15/2047	42.50	193,333	0.0%
85487FAA7	207,306	STANWICH MORTGAGE LOAN TRUST SERIES 2012-4	0.000	6/15/2051	46.00	95,361	0.0%
		TOTAL RMBS NON-AGENCY COLLATERALIZED MORTGAGE OBLIGATION				**2,090,381**	**0.0%**
		MUNICIPAL BONDS					
74529JHU2	1,815,000	PUERTO RICO CABS FIRST SUB - A	6.750	8/1/2032	46.38	841,706	0.0%
74514LE86	111,230,000	PUERTO RICO COMMONWEALTH - A	8.000	7/1/2035	53.75	59,786,125	0.4%
745160QZ7	7,070,000	PUERTO RICO COMMONWEALTH AQUADUCT	5.000	7/1/2021	94.75	6,698,825	0.1%
745160RB9	14,598,000	PUERTO RICO COMMONWEALTH AQUADUCT	5.125	7/1/2037	92.00	13,430,160	0.1%
745160RC7	93,814,000	PUERTO RICO COMMONWEALTH AQUADUCT	5.250	7/1/2042	92.00	86,308,880	0.6%
745160RG8	9,753,000	PUERTO RICO COMMONWEALTH AQUADUCT	5.250	7/1/2029	93.00	9,070,290	0.1%
745160RP8	3,883,000	PUERTO RICO COMMONWEALTH AQUADUCT	5.000	7/1/2022	94.25	3,659,727	0.0%
745160RR4	25,194,000	PUERTO RICO COMMONWEALTH AQUADUCT	5.000	7/1/2033	92.25	23,241,465	0.2%
745160RS2	16,607,000	PUERTO RICO COMMONWEALTH AQUADUCT	5.750	7/1/2037	93.75	15,569,063	0.1%
745160RD5	14,655,000	PUERTO RICO COMMONWEALTH AQUADUCT	6.000	7/1/2047	93.75	13,739,063	0.1%
745235R37	54,920,000	PUERTO RICO COMMONWEALTH PUBLIC BUILDINGS REF-U	5.250	7/1/2042	53.75	29,519,500	0.2%
74529JAR6	6,830,000	PUERTO RICO SALES TAX	5.250	8/1/2057	77.50	5,293,250	0.0%
74529JKK0	14,195,000	PUERTO RICO SALES TAX FIRST SUB - A	5.375	8/1/2039	46.38	6,582,931	0.1%
74529JKM6	46,300,000	PUERTO RICO SALES TAX FIRST SUB - A	5.500	8/1/2042	46.38	21,471,625	0.2%
74529JKH7	3,315,000	PUERTO RICO SALES TAX FIRST SUB - A	5.625	8/1/2030	46.38	1,537,331	0.0%

TICKER / CUSIP	SHARES / PRINCIPAL	SECURITY	COUPON RATE (%)	MATURITY DATE	MKT PRICE ($)	MKT VALUE ($)	% OF NET ASSET VALUE
74529JLY9	3,995,000	PUERTO RICO SALES TAX FIRST SUB - A-1	5.250	8/1/2043	46.38	1,852,681	0.0%
74529JLX1	2,480,000	PUERTO RICO SALES TAX FIRST SUB - A-1	5.000	8/1/2043	46.38	1,150,100	0.0%
74529JHL2	14,680,000	PUERTO RICO SALES TAX FIRST SUB - B	5.750	8/1/2037	46.38	6,807,850	0.1%
74529JHH1	1,400,000	PUERTO RICO SALES TAX FIRST SUB - B	5.250	8/1/2027	46.38	649,250	0.0%
74529JHN8	9,025,000	PUERTO RICO SALES TAX FIRST SUB - B	6.000	8/1/2042	46.38	4,185,344	0.0%
74529JLH6	1,085,000	PUERTO RICO SALES TAX FIRST SUB - C	5.375	8/1/2036	46.38	503,169	0.0%
74529JLL7	3,920,000	PUERTO RICO SALES TAX FIRST SUB - C	5.500	8/1/2040	46.38	1,817,900	0.0%
74529JLM5	22,200,000	PUERTO RICO SALES TAX FIRST SUB - C	5.250	8/1/2041	46.38	10,295,250	0.1%
74529JNP6	3,065,000	PUERTO RICO SALES TAX SENIOR LIEN - C	5.000	8/1/2022	77.50	2,375,375	0.0%
74529JNV3	3,305,000	PUERTO RICO SALES TAX SENIOR LIEN - C	5.000	8/1/2046	77.50	2,561,375	0.0%
74529JNF8	10,925,000	PUERTO RICO SALES TAX UNREFUNDED FIRST SUB - A	5.250	8/1/2019	46.38	5,066,469	0.0%
74529JNJ0	1,735,000	PUERTO RICO SALES TAX UNREFUNDED FIRST SUB - A	6.125	8/1/2029	46.38	804,606	0.0%
		TOTAL MUNICIPAL BONDS				**334,819,310**	**2.4%**
		TOTAL INVESTMENT SECURITIES				**10,014,818,795**	**73.1%**
		U.S. GOVERNMENT AND AGENCIES (SHORT-TERM)					
912828N63	73,500,000	UNITED STATES TREASURY NOTES	1.125	1/15/2019	99.94	73,452,629	0.5%
912828B33	100,000,000	UNITED STATES TREASURY NOTES	1.500	1/31/2019	99.91	99,908,850	0.7%
912828W30	29,000,000	UNITED STATES TREASURY NOTES	1.125	2/28/2019	99.77	28,934,298	0.2%
912828P95	160,000,000	UNITED STATES TREASURY NOTES	1.000	3/15/2019	99.70	159,522,912	1.2%
912828W97	199,000,000	UNITED STATES TREASURY NOTES	1.250	3/31/2019	99.70	198,398,861	1.5%
912828Q52	140,000,000	UNITED STATES TREASURY NOTES	0.875	4/15/2019	99.57	139,403,908	1.0%
912828ST8	189,000,000	UNITED STATES TREASURY NOTES	1.250	4/30/2019	99.58	188,214,970	1.4%
912828R85	145,000,000	UNITED STATES TREASURY NOTES	0.875	6/15/2019	99.26	143,921,939	1.0%
		TOTAL U.S GOVERNMENT AND AGENCIES (SHORT-TERM)				**1,031,758,367**	**7.5%**
		COMMERCIAL PAPER					
03785EN75	81,100,000	APPLE	2.310	1/7/2019	99.96	81,068,776	0.6%
03785ENA8	200,000,000	APPLE	2.310	1/10/2019	99.94	199,884,500	1.5%
03785ENW0	70,800,000	APPLE	2.410	1/30/2019	99.81	70,662,550	0.5%
03785EP73	98,500,000	APPLE	2.420	2/7/2019	99.75	98,255,009	0.7%
16677KN82	200,000,000	CHEVRON	2.310	1/8/2019	99.96	199,910,167	1.5%
16677KNA7	125,000,000	CHEVRON	2.320	1/10/2019	99.94	124,927,500	0.9%
16677KNF6	58,100,000	CHEVRON	2.380	1/15/2019	99.91	58,046,225	0.4%
16677KNP4	186,500,000	CHEVRON	2.380	1/23/2019	99.85	186,228,746	1.4%
19121BP60	25,000,000	COCA COLA	2.550	2/6/2019	99.75	24,936,250	0.2%
30229BN78	85,000,000	EXXONMOBIL	2.330	1/7/2019	99.96	84,966,992	0.6%
30229BNG8	100,000,000	EXXONMOBIL	2.330	1/16/2019	99.90	99,902,917	0.7%
30229BNJ2	139,000,000	EXXONMOBIL	2.330	1/18/2019	99.89	138,847,061	1.0%
36960MN25	192,000,000	GENERAL ELECTRIC CO.	2.800	1/2/2019	99.99	191,984,405	1.4%
36960MNA7	179,000,000	GENERAL ELECTRIC CO.	3.050	1/10/2019	99.92	178,863,513	1.3%
64105HN32	100,000,000	NESTLE CAPITAL CORP	2.280	1/3/2019	99.99	99,987,333	0.7%
64105HNA6	49,200,000	NESTLE CAPITAL CORP	2.370	1/10/2019	99.94	49,170,849	0.4%
64105HNH1	100,000,000	NESTLE CAPITAL CORP	2.290	1/17/2019	99.90	99,898,222	0.7%
93114FN26	75,000,000	WAL-MART STORES	2.350	1/2/2019	99.99	74,995,104	0.6%
93114FN91	75,000,000	WAL-MART STORES	2.360	1/9/2019	99.95	74,960,667	0.5%
		TOTAL COMMERCIAL PAPER				**2,137,496,786**	**15.6%**

TICKER / CUSIP	SHARES / PRINCIPAL	SECURITY	COUPON RATE (%)	MATURITY DATE	MKT PRICE ($)	MKT VALUE ($)	% OF NET ASSET VALUE
		REPURCHASE AGREEMENTS					
	50,418,000	STATE STREET BANK/FICC REPO				50,418,000	0.4%
		TOTAL REPURCHASE AGREEMENTS				**50,418,000**	**0.4%**
		CASH & EQUIVALENTS				472,747,685	3.4%
		TOTAL CASH & EQUIVALENTS				**3,692,420,837**	**26.9%**
		TOTAL NET ASSETS				**13,707,239,633**	**100.0%**
		NUMBER OF LONG EQUITY POSITIONS				**48**	
		NUMBER OF LONG FIXED INCOME CREDIT POSITIONS				**11**	

* Indicates foreign security.

Portfolio Holding Disclosure

You should consider the Fund's investment objectives, risks, and charges and expenses carefully before you invest. The Prospectus details the Fund's objective and policies, sales charges, and other matters of interest to the prospective investor. Please read the Prospectus carefully before investing. The Prospectus may be obtained by visiting the website at www.fpa.com, by email at crm@fpa.com, toll-free by calling 1-800-982-4372 or by contacting the Fund in writing.

Investments in mutual funds carry risks and investors may lose principal value. Capital markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. The Fund may purchase foreign securities, including American Depository Receipts (ADRs) and other depository receipts, which are subject to interest rate, currency exchange rate, economic and political risks; this may be enhanced when investing in emerging markets. Securities of smaller, less well-known companies involve greater risks and they can fluctuate in price more than larger company securities.

Short-selling involves increased risks and transaction costs. You risk paying more for a security than you received from its sale.

The return of principal in a bond investment is not guaranteed. Bonds have issuer, interest rate, inflation and credit risks. Lower rated bonds, callable bonds and other types of debt obligations involve greater risks. Mortgage securities and asset backed securities are subject to prepayment risk and the risk of default on the underlying mortgages or other assets; derivatives may increase volatility.
Interest rate risk is when interest rates go up, the value of fixed income securities, such as bonds, typically go down and investors may lose principal value. Credit risk is the risk of loss of principle due to the issuer's failure to repay a loan. Generally, the lower the quality rating of a security, the greater the risk that the issuer will fail to pay interest fully and return principal in a timely manner. If an issuer defaults the security may lose some or all its value.

Value style investing presents the risk that the holdings or securities may never reach their full market value because the market fails to recognize what the portfolio management team considers the true business value or because the portfolio management team has misjudged those values. In addition, value style investing may fall out of favor and underperform growth or other styles of investing during given periods.

Portfolio composition will change due to ongoing management of the fund. References to individual securities are for informational purposes only and should not be construed as recommendations by the Fund, the portfolio managers, FPA, or the distributor.

The Fund is distributed by UMB Distribution Services, LLC, 235 W. Galena Street, Milwaukee, WI, 53212.