



FPA Queens Road Value Fund

Second Quarter 2024 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 a prospective investor. Please read the Prospectus carefully before investing. The Prospectus may be obtained by visiting the website at fpa.com, by calling toll-free, 1-800-982-4372, or by contacting the Fund in writing.

Trailing Performance (%)

As of June 30, 2024	Inception	20 Years	15 Years	10 Years	5 Years	3 Years	1 Year	YTD	QTD
FPA Queens Road Value (QRVLX)	8.93	8.41	11.86	10.21	11.43	9.04	21.49	11.94	-1.07
S&P 500 Value	8.64	8.61	12.70	9.89	11.89	9.59	15.29	5.79	-2.10

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. Current month-end performance data, which may be lower or higher than the performance data quoted, may be obtained at fpa.com or by calling toll-free, 1-800-982-4372.

The FPA Queens Road Value Fund ("Fund") commenced operations on June 13, 2002. Periods greater than one year are annualized. Fund performance is shown net of all fees and expenses and 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 figures. An investor cannot invest directly in an index.

* Prior to November 1, 2020, the performance shown reflects the historical performance of the Fund when Bragg Financial Advisors, Inc. ("BFA") served as investment adviser of the Fund. Effective November 1, 2020, FPA became the investment adviser of the Fund and BFA transitioned to serving as the sub-adviser. BFA continues to be responsible for the day-to-day management of the Fund, subject to FPA's oversight. No changes to the Fund's principal investment strategies were made in connection with these changes in management of the Fund, and Steve Scruggs, CFA, Senior Portfolio Manager for BFA, continues to serve as the portfolio manager for the Fund.

From inception of the Fund to December 31, 2004, BFA and its affiliates voluntarily absorbed certain expenses of the Fund and voluntarily waived its management fee. Had BFA not done this, returns would have been lower during that period. Effective January 1, 2005 through October 31, 2020, BFA charged a single unitary management fee and contractually agreed to pay all operating expenses of the Fund except for brokerage, taxes, interest, litigation expenses, and other extraordinary expenses.

The Fund's Total Annual Operating Expenses (as of the most recent prospectus) before reimbursement is 1.51%. The adviser has contractually agreed to reimburse the Fund for operating expenses in excess of 0.65% of average net assets of the Fund, excluding interest, taxes, brokerage fees and commissions payable by the Fund in connection with the purchase or sale of portfolio securities, fees and expenses of other funds in which the Fund invests, and extraordinary expenses, including litigation expenses not incurred in the Fund's ordinary course of business, until September 30, 2024. These expense reimbursements are subject to possible recoupment by the adviser from the Fund in future years (within the three years from the date when the amount is waived or reimbursed) if such recoupment can be achieved within the lesser of the foregoing expense limits or the then current expense limits. Similarly, the adviser is permitted to seek reimbursement from the Fund, subject to certain limitations, of fees waived or payments made by adviser to the Predecessor Fund (defined below) prior to the Predecessor Fund's reorganization on July 28, 2023 for a period ending three years after the date of the waiver or payment. This agreement may be terminated only by the Fund's Board of Trustees, upon written notice to the adviser.

Please see important disclosures at the end of the commentary.



FPA Queens Road Value Fund

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Dear Shareholder:

FPA Queens Road Value Fund (“Fund”) returned -1.07% for the second quarter of 2024. This compares to the S&P 500 Value Index (“Index”) return of -2.10% for the same period. For the first half of 2024, the Fund returned 11.94% while the Index returned 5.79%.

Much ink has been spilled over the Mag-7 and the narrowing of the leadership in the U.S. large cap indices. The S&P 500 and Nasdaq Indices are increasingly dependent on mega-cap technology stocks.¹ In some sense, buying the index is a bet on the continued domination of a handful of companies in the face of mean reversion. Historically, exceptional operating performance tends to mean revert, but this crop of U.S. megaliths has been magnificent for a long time now.²

To our eyes, the Index looks much more normal, like a value index should (Microsoft and Amazon were briefly added to the Index after the tech route in 2022 but have since been deleted). The Index’s largest holding only has a 3.78% weight (that holding is Berkshire Hathaway!) and the top 10 holdings make up a more reasonable 18.71% of the Index. As you would expect from a value index, financials have a weight of 22.56%, industrials have a weight of 11.27% and energy and materials have a combined weight of 9.91%.

But the Index also has relatively large weightings in sectors that have noticeably struggled, healthcare at 18.66% of the Index and consumer staples at 10.06% of the Index. Many investors don’t consider healthcare, which has historically been growth-y, to be a value sector. Staples are thought of as value stocks but can trade at full valuations because of their earnings consistency. Both sectors have lagged the S&P 500 over the last couple of years, for idiosyncratic reasons. And now the Index methodology, which weighs companies on price to book, price to earnings and price to sales (1/3 each), is picking up more of these stocks.³

Index Total Return		24H1	2023
SP50	S&P 500	15.3%	26.3%
SVXK	S&P 500 Value	5.8%	22.2%
SP565	S&P 500 / Health Care – (Sector)	7.8%	2.1%
SP477	S&P 500 / Consumer Staples – (Sector)	9.0%	0.5%

Source: Factset. 24H1 results are as of June 30, 2024. **For illustrative purposes only.** Performance results includes the reinvestment of distributions. Comparison to any index is for illustrative purposes only. An investor cannot invest directly in an index.

¹ Source: Institutional Investor; <https://www.institutionalinvestor.com/article/2djf78zma3erdsxw8k8hs/innovation/as-mag-7-concentration-intensifies-so-too-does-the-race-to-find-diversifiers>.

² Source: For a good discussion of regression towards the mean in financial operating data, see Michael Mauboussin’s “The Base Rate Book”; <http://csinvesting.org/wp-content/uploads/2016/10/The-Base-Rate-View-by-Mauboussin.pdf>

³ Source: Factset; As of June 30, 2024.

Past performance is no guarantee, nor is it indicative, of future results.

S&P 500 Value Index Weight by GICS Sector

	12/30/2022 Port. Weight	6/30/2023 Port. Weight	12/29/2023 Port. Weight	6/28/2024 Port. Weight
Consumer Discretionary	9.91	10.95	5.67	5.17
Consumer Staples	7.63	6.88	9.92	10.14
Energy	1.71	1.41	6.26	6.72
Financials	21.24	18.83	21.77	22.73
Health Care	9.47	9.01	18.93	18.04
Industrials	12.62	12.24	11.27	11.20
Information Technology	15.29	17.82	8.41	8.29
Materials	3.13	3.01	3.50	3.47
Real Estate	4.70	4.38	4.45	4.18
Utilities	6.03	5.07	4.92	5.02
[Cash]	0.03	0.53	0.14	0.38
[Unassigned]	0.51	0.19	0.20	0.21
Total	100.0	100.0	100.0	100.0

Source: Factset GICS is Global Industry Classification Standard.

Although we run the Fund fully invested, and we love the companies that we own, it is a challenge to find new investments that meet our stringent Four Pillar process and provide a margin of safety. High quality industrials, a frequent hunting ground for the Fund, strike us as particularly richly valued right now given their inherently cyclical nature.

For the 12 months ending June 30, 2024, our top five winners were concentrated in the industrial and financial sectors while our top five losers were concentrated in the health care and consumer sectors. Although our two biggest winners, Eaton and Trane, are both industrials, Eaton sells electrical components and is benefitting from data center spending while Trane builds and services HVAC systems, mostly for large commercial and industrial properties. Our fourth biggest winner, General Dynamics, is a defense prime contractor that is also characterized as an industrial. Our other two largest winners, American Express and Ameriprise Financial are both financial services.

Our 12 month detractors were led by two healthcare companies – Centene and Pfizer. Centene is a managed care provider that focuses on the Medicaid market. Pfizer is a pharma company that is struggling with a hole in its future pipeline. On the consumer side, McDonalds and Mondelez, whose brands include Cadbury, Oreo and Ritz, are struggling to push through inflating costs. And Cisco is facing a cyclical downturn in the company's switches and networking equipment.

Trailing Twelve Months (TTM) Contributors and Detractors⁴

Contributors	Performance Contribution	% of Portfolio	Detractors	Performance Contribution	% of Portfolio
TTM					
Trane Technologies	4.20%	6.7%	Centene	-0.75%	0.7%
Eaton	3.81%	7.7%	Pfizer	-0.56%	3.0%
American Express	1.99%	5.5%	McDonald's	-0.43%	3.2%
General Dynamics	1.91%	5.4%	Cisco	-0.18%	3.6%
Ameriprise Financial	1.78%	6.0%	Mondelez International	-0.14%	1.7%
	13.69%	31.3%		-2.05%	12.1%

At its most basic, our process compares a company's current price to what we expect the business to look like three to five years out. Our four pillars – balance sheet strength, valuation, management, and industry analysis – provide guidance and guardrails. Taking a long-term view has served us well in the past and we are confident that our disciplined and patient approach will continue to be rewarded over the long-term.

In our experience, when there is exuberance in the markets, it is usually overdone. But when markets get volatile and the pundits predict doom and gloom, it is usually overdone as well. We acknowledge the heightened uncertainty as well as the headwinds the economy faces. But, given the current valuations and long-term fundamentals of the Fund's holdings, we feel positive about the portfolio and remain significant co-investors with you.

Respectfully,

Steve Scruggs, CFA, Portfolio Manager

August 13, 2024

⁴ Reflects the top contributors and top detractors to the Fund's performance based on contribution to return for the trailing twelve months (TTM). Contribution is presented gross of investment management fees, transactions costs, and Fund operating expenses, which if included, would reduce the returns presented. The information provided does not reflect all positions purchased, sold or recommended during the TTM. A copy of the methodology used and a list of every holding's contribution to the overall Fund's performance during the TTM is available by contacting 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. Totals may not sum due to rounding. 'Percent of Portfolio' reflects the average weight over the period. **Past performance is no guarantee, nor is it indicative, of future results.**

Important Disclosures

This Commentary is for informational and discussion purposes only and does not constitute, and should not be construed as, an offer or solicitation for the purchase or sale of any securities, products or services discussed, and neither does it provide investment advice. Any such offer or solicitation shall only be made pursuant to the Fund's Prospectus, which supersedes the information contained herein in its entirety. This Commentary does not constitute an investment management agreement or offering circular.

The statements contained herein reflect the opinions and views of the portfolio manager as of the date written, is subject to change without notice, and may be forward-looking and/or based on current expectations, projections, and/or information currently available. Such information may not be accurate over the long-term. These views may differ from other portfolio managers and analysts of the firm as a whole and are not intended to be a forecast of future events, a guarantee of future results or investment advice.

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

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. The information and data contained herein 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.

The information contained herein is not complete, may change, and is subject to, and is qualified in its entirety by, the more complete disclosures, risk factors, and other information contained in the Fund's Prospectus and Statement of Additional Information. The information is furnished as of the date shown. No representation is made with respect to its completeness or timeliness. The information is not intended to be, nor shall it be construed as, investment advice or a recommendation of any kind.

Certain statements contained in this presentation may be forward-looking and/or based on current expectations, projections, and information currently available. Actual events or results may differ from materially those we anticipate, or the actual performance of any investments described herein may differ from those reflected or contemplated in such forward-looking statements, due to various risks and uncertainties. We cannot assure future results and disclaim any obligation to update or alter any forward-looking statements, whether as a result of new information, future events, or otherwise. Such statements may or may not be accurate over the long-term. Statistical data or references thereto were taken from sources which we deem to be reliable, but their accuracy cannot be guaranteed.

The reader is advised that the Fund's investment strategy includes active management with corresponding changes in allocations from one period of time to the next. Therefore, any data with respect to investment allocations as of a given date is of limited use and may not be reflective of the portfolio manager's more general views with respect to proper geographic, instrument and /or sector allocations. The data is presented for indicative purposes only and, as a result, may not be relied upon for any purposes whatsoever.

In making any investment decision, you must rely on your own examination of the Fund, including the risks involved in an investment. Investments mentioned herein may not be suitable for all recipients and in each case, potential investors are advised not to make any investment decision unless they have taken independent advice from an appropriately authorized advisor. An investment in any security mentioned herein does not guarantee a positive return as securities are subject to market risks, including the potential loss of principal. You should not construe the contents of this document as legal, tax, investment or other advice or recommendations.

Fund performance presented is calculated on a total return basis, which includes the reinvestment of all income, plus realized and unrealized gains/losses, if applicable. Unless otherwise indicated, performance results are presented on a net of fees basis and reflect the deduction of, among other things: management fees, brokerage commissions, operating and administrative expenses, and accrued performance fee/allocation, if applicable.

The information provided in this presentation is based upon data existing as of the date(s) of the report and has not been audited or reviewed. While we believe the information to be accurate, it is subject in all respects to adjustments that may be made after proper review and reconciliation.

Investments, including mutual fund investments, 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. Small and mid-cap stocks involve greater risks and they can fluctuate in price more than larger company stocks. You risk paying more for a security than you received from its sale. Groups of stocks, such as value and growth, go in and out of favor which may cause certain funds to underperform other equity funds. The value of an individual security can be more volatile than the market as a whole and can perform differently than the value of the market as a whole.

The prices of securities held by the Fund may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by the Fund. Securities in the Fund's portfolio may underperform due to inflation (or expectations for inflation), interest rates, global demand for particular products or resources, natural disasters, pandemics, epidemics, terrorism, regulatory events and governmental or quasi-governmental actions. There is a risk that you may lose money by investing in the Fund.

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.

Please refer to the **Fund's Prospectus** for a complete overview of the primary risks associated with the Fund.

The FPA Funds are distributed by UMB Distribution Services, LLC, 235 W. Galena Street, Milwaukee, WI, 53212. UMB and FPA are not affiliated.

Index / Benchmark / Category Definitions

The Fund will typically 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.

Standard & Poor's 500 Stock Index (S&P 500) is a capitalization-weighted index which covers industrial, utility, transportation and financial service companies, and represents approximately 75% of the New York Stock Exchange (NYSE) capitalization and 30% of NYSE issues. The S&P 500 is considered a measure of large capitalization stock performance.

The **S&P 500 Value Index** is a market cap-weighted index. The value factors used to determine a stock's value score are book value to price ratio, cash flow to price ratio, sales to price ratio and dividend yield. S&P Style Indices divide the complete market capitalization of each parent index into growth and value segments. Constituents are drawn from the S&P 500.

The **S&P 500® Health Care Index** comprises those companies included in the S&P 500 that are classified as members of the GICS® health care sector. As of June 30, 2024 the index consists of 63 companies.

The **S&P 500® Consumer Staples Index** comprises those companies included in the S&P 500 that are classified as members of the GICS® consumer staples sector. As of June 30, 2024 the index consists of 38 companies.

Other Definitions

Margin of safety is a principle of investing in which an investor only purchases securities when their market price is significantly below their intrinsic value.



FPA Queens Road Value Fund
Portfolio Holdings

6/30/2024

TICKER	PRINCIPAL/ SHARES	SECURITY	MKT PRICE (\$)	MKT VALUE (\$)	% OF NET ASSET VALUE
COMMON STOCK (LONG)					
MMM	3,600	3M CO	102.19	367,884	0.8%
ALLE	3,400	ALLEGION PLC*	118.15	401,710	0.9%
AXP	11,000	AMERICAN EXPRESS CO	231.55	2,547,050	5.5%
AMP	6,000	AMERIPRISE FINANCIAL INC	427.19	2,563,140	5.6%
BK	14,500	BANK OF NEW YORK MELLON CORP	59.89	868,405	1.9%
BRK-A	3	BERKSHIRE HATHAWAY INC-CL A	612,241.00	1,836,723	4.0%
CNC	30,000	CENTENE CORP	66.30	1,989,000	4.3%
CSCO	20,700	CISCO SYSTEMS INC	47.51	983,457	2.1%
DHR	6,300	DANAHER CORP	249.85	1,574,055	3.4%
ETN	10,000	EATON CORP PLC	313.55	3,135,500	6.8%
ELV US	4,500	ELEVANCE HEALTH INC	541.86	2,438,370	5.3%
FISV	12,000	FISERV INC	149.04	1,788,480	3.9%
GD	8,000	GENERAL DYNAMICS CORP	290.14	2,321,120	5.0%
HSY	10,000	HERSHEY CO/THE	183.83	1,838,300	4.0%
IR	9,000	INGERSOLL-RAND INC	90.84	817,560	1.8%
INTC	26,000	INTEL CORP	30.97	805,220	1.7%
JPM	9,000	JPMORGAN CHASE & CO	202.26	1,820,340	4.0%
MCD	4,225	MCDONALD'S CORP	254.84	1,076,699	2.3%
MRK	13,820	MERCK & CO. INC.	123.80	1,710,916	3.7%
MDLZ	9,000	MONDELEZ INTERNATIONAL INC-A	65.44	588,960	1.3%
ORCL	20,395	ORACLE CORP	141.20	2,879,774	6.3%
PFE	76,000	PFIZER INC	27.98	2,126,480	4.6%
PRU	10,000	PRUDENTIAL FINANCIAL INC	117.19	1,171,900	2.5%
RTX	6,600	RAYTHEON TECHNOLOGIES CORP	100.39	662,574	1.4%
SOLV	900	SOLVENTUM CORP	52.88	47,592	0.1%
TROW	7,900	T ROWE PRICE GROUP INC	115.31	910,949	2.0%
TT	10,200	TRANE TECHNOLOGIES PLC*	328.93	3,355,086	7.3%
UNP	3,000	UNION PACIFIC CORP	226.26	678,780	1.5%
DIS	5,151	WALT DISNEY CO/THE	99.29	511,443	1.1%
TOTAL COMMON STOCK (LONG)				43,817,467	95.1%
TOTAL INVESTMENT SECURITIES				43,817,467	95.1%
SHORT TERM INVESTMENTS					
MISXX	2,328,331	MSILF TREASURY PORT-INST	100.00	2,328,331	5.1%
TOTAL SHORT TERM INVESTMENTS				2,328,331	5.1%
CASH & EQUIVALENTS				(79,481)	-0.2%
TOTAL CASH & EQUIVALENTS				2,248,851	4.9%
TOTAL NET ASSETS				46,066,317	100.0%

NUMBER OF LONG EQUITY POSITIONS

29

* Indicates foreign security.



FPA Queens Road Value Fund Portfolio Holdings

6/30/2024

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