FPA U.S. Value Fund, Inc.
Third Quarter 2020 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 www.fpa.com, by calling toll-free, 1-800-982-4372, or by contacting the Fund in writing.

Average Annual Total Returns (%)

As of Date: 9/30/2020	QTD	YTD	1 Year	3 Years	5 Years	10 Years*
FPA U.S. Value Fund, Inc. ('Fund')	12.08	14.88	27.36	12.44	9.63	10.78
S&P 500	8.93	5.57	15.15	12.28	14.15	13.74
Russell 2500	5.88	-5.82	2.22	4.45	8.97	10.81

Periods greater than one year are annualized. 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.

Past performance is no guarantee of future results and current performance may be higher or lower than the performance shown. These data represent 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 total expense ratio is 1.43% and the net expense ratio is 1.22%, as of its most recent prospectus. 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.

The Investment Advisory Agreement ("IAA") between the Fund and First Pacific Advisors, LP (the "Adviser" or "FPA"), the Fund's investment adviser, requires FPA to reduce its investment advisory fee to the extent necessary to reimburse the Fund for any annual expenses (exclusive of interest, taxes, the cost of brokerage and research services, legal expenses related to portfolio securities, and extraordinary expenses such as litigation, merger, reorganization or recapitalization) in excess of 1.50% of the first $30 million and 1% of the remaining average net assets of the Fund for the year. This agreement is coterminous with the IAA, and Fund's Board of Trustees reviews the IAA annually as of Oct. 1 each year. The IAA may be terminated by the Fund's Board of Trustees, by the vote of a majority of the Fund's shareholders, or by the Adviser.

* On September 1, 2015, the Fund changed its name to FPA U.S. Value Fund, Inc., and the current portfolio manager assumed management of the Fund on that date. Contemporaneous with this change, the Fund transitioned to its current investment strategy. Performance prior to September 1, 2015 reflects the performance of the prior portfolio manager and investment strategy. Performance prior to September 1, 2015 is not indicative of performance for any subsequent periods. The transition took place during the time period from September 1, 2015 to September 30, 2015.

Please see important disclosures at the end of the commentary.

Introduction

In the third quarter, the FPA U.S. Value Fund, Inc.'s ("Fund") performance was 12.08%, which compares favorably to the 8.93% total return of the S&P 500 Index ("Index" or "S&P 500"). Year-to-date, the Fund's performance was 14.88% compared to the S&P 500 total return of 5.57%.[1]

The Fund's performance in the third quarter and year-to-date is mostly attributable to being exposed to the sectors we believe have sustainable, above average growth—and investing in high-quality companies within them that in our view are positioned to capture a disproportionate share of that growth.

The 10-year U.S. Treasury yield remained close to historical lows at nearly 0.7% at the end of the third quarter as global economic growth looks to be continually challenged in the coming years due to the coronavirus pandemic. We believe secularly growing mid- to large-capitalization companies trading at compelling valuations will continue to be a favorable place to invest—especially relative to U.S. Treasuries and other investment alternatives.

The Fund's performance over the past seven quarters is representative of what we strive for and what we have confidence can be achieved over full market cycles. In 2019, during a strong bull market, the Fund generated more than the market's return, delivering 2.67% more than the S&P 500 total return. In the first quarter of 2020, which included one of the most abrupt bear markets we have witnessed in over a decade, the Fund managed to decline 1.96% less than the market. Then as the market rebounded in the second and third quarter, the Fund generated 8.18% more return than the Index. As a result, over the 21-month period ending September 30, 2020, the Fund delivered a 54.12% net return (57.34%[2] gross of fees and expenses) compared to the S&P 500 total return of 38.81%.[3]

What is worth emphasizing is that we delivered this performance over the past seven quarters in a thoughtful, well diversified, risk-adjusted manner. First, we explained which sectors we purposefully avoided and underweighted and the reasoning behind the ones we were overweight. Second, while we were surgical in choosing our largest investments, our top 10 positions did not exceed more than half of the portfolio. Additionally, we averaged 64 investments over these 21 months, with approximately 41% average overlap with the Index. As we explained in our second half 2019 presentation, there are enough secular winners to find within the S&P 500 and the broader mid-to large-cap market that the reward is not commensurate with the risk from too much concentration in any single stock.

The bottom line is we believe we have created a better version of the Index. There are many great companies in the S&P 500 and several outside of it. However, there are a lot of mediocre and sub-par companies in the Index that we believe will have a difficult time growing at or above the rate of GDP growth in the coming years. As a result, when constructing the Fund's portfolio, we feel it makes sense to begin by trying to eliminate the worst parts of the Index, looking then to accentuate what we believe is the best 40% of the Index. If we are successful in continuing to do that, we believe the Fund will continue to generate meaningful, attractive risk-adjusted outperformance.

Portfolio Commentary

If there ever was a time for active management to demonstrate its worth, we believe 2020 is the year. That is because the world and global economy are always changing and those changes seemed to happen at warp speed due to the pandemic. We believe it is our job as active managers to determine which industries

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[1] Source: Morningstar. Comparison to the S&P 500 Index is being used as a representation of the "market" and is for illustrative purposes only. The Fund does not include outperformance of any index or benchmark in its investment objectives.

[2] Gross performance reflects the compounded monthly gross returns before the deduction of any fees or expenses. Gross performance is being shown for illustrative purposes only and it does not represent the return an investor can or should expect to receive. Actual returns would be lower if fees and expenses were included. Fund shareholders may only invest or redeem their shares at net asset value.

[3] 2019 net performance for the Fund was 34.16%. 2019 performance for the S&P 500 index was 31.49%.

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

are well positioned to warrant investment and which ones should be avoided. It is also our job to identify the best companies and most compelling valuations within the industries we view favorably.

Many of the best and largest companies from 2000 are not at the top of the heap in 2020. Some industries and companies get better with age, like a fine wine, while others get worse, like spoiling milk. New industries and companies emerge while others disappear. Thus, as new information surfaces, we must analyze it well and digest it quickly to help our investment mosaic adapt and remain current. To dismiss new industries or companies outright because valuations appear expensive based on current financials does a disservice to shareholders. Through that lens, one could have missed out on investing in some of the greatest growth companies (like Amazon.com) over the past 20 years.

At the end of 2019, we believed we had a portfolio that was well-positioned to perform better than the Index in 2020. In fact, had we not made a single change to our portfolio positions and their respective weights, the Fund's year-to-date gross performance would have been 11.39% (actual YTD net of fees performance was 14.88%[4]) – still outperformance of 5.82%. However, in what felt like an instant, the world abruptly changed with the worldwide spread of coronavirus in the first quarter. This global pandemic was going to structurally help and hurt many companies and industries. Part of our job as an active manager is to take the knowledge we have today, incorporate constant updates and try to predict how the future will unfold for various industries and companies. And that is just what we did. The changes we made to the portfolio in the first three quarters of the year collectively added 4.52% gross of fees to the Fund's return.

We started making meaningful changes to the portfolio in the back half of the first quarter. For example, we began the year with a 4.47% position in Airbus and by the end of the first quarter had a 1.49% portfolio weighting in the company. In hindsight we should have sold Airbus completely in the first quarter and we should have sold other investments down faster. As much as we liked how certain companies like Airbus were positioned pre-pandemic, in our view, the coronavirus has structurally impaired air travel, particularly business travel.

Certain face-to-face meetings will continue to be valuable, particularly in more casual settings such as restaurant lunches or dinners. It is much more difficult to build new relationships and personal connections without those kinds of social interactions. But what percentage of business meetings that were historically done face-to-face are now being done via Zoom (or a similar video conference service) and will continue to be done via Zoom post-pandemic? We obviously don't know the exact answer, but we believe the longer this pandemic lasts the more people will get used to this technology and enjoy not dealing with the hassles, time and cost of business travel. In short, people will increasingly question the benefits of traveling for certain meetings or conferences if virtual options are available.

Less business travel, especially in high-priced business-class and first-class seats, we believe is likely to lead to fewer flights, which reduces the need to replace older planes. In a high fixed-cost, manufacturing-based business model, just losing 10% of revenue amid structurally lower demand severely impacts the profitability of the business—not to mention the profitability of suppliers to airplane manufacturers, which affects tens of thousands of industry jobs. Reduced air travel also impacts the demand and price of commodities such as oil—another industry that employs tens of thousands of people. It also affects the hotel industry, restaurants and transportation services such as Uber and Lyft—putting tens of thousands of additional jobs at risk. Conversely, Zoom, which has very high incremental margins on revenue growth due to its low asset and labor requirements, could potentially see a massive increase in profits in a very short time. This is just one example of how our global economy structurally changed in an instant and the many ripple effects it has. Another question to ponder as it relates to this is what will companies do with the cost savings from less corporate travel?

We believe there are other structural changes to the U.S. economy in a post-pandemic world that stem from the growing ability of employees to work from anywhere. We believe that will accelerate migration to more affordable regions, particularly to low income tax states such as Florida and Texas, and away from high-cost cities (in high income tax states) such as San Francisco and New York. In many cases, employees

[4] See footnote 2 regarding gross performance. **Past performance is no guarantee, nor is it indicative, of future results.**

in these high-cost cities will accept 10% to 20% lower compensation to move to an area where homes are more affordable and income taxes and the overall cost of living is materially less. This is a win-win for the company and its employees. Again, the ramifications here are many. How will that affect the balance sheets of banks that are exposed to lending to businesses and various kinds of real estate in these high-cost urban markets that might be structurally impaired? Besides some obvious winners such as home improvement retailers and homebuilders as well as their respective suppliers, which other businesses will benefit from these consumers having more discretionary income and free time?

During the third quarter, we continued to make changes to the portfolio to best position it for future success. To that end we eliminated eight positions that made up 3.8% of the June 30, 2020 portfolio, increased the weighting of the 70 remaining positions by 1.1% to 96.5%, and added 10 new positions representing 3.0% of the September 30 portfolio. These new positions are in companies we have been following and that were on our wish list to purchase. Most are not at full position sizes yet due to valuation, and thus we are prepared to add to them should we get the opportunity.

As of September 30, 2020, the Fund was invested in 80 companies (63 of which are disclosed), including 52 disclosed investments that are in the S&P 500, which made up 85.2% of the portfolio. Moreover, the 52 disclosed positions in common made up 43.6% of the S&P 500's weighting as of September 30, 2020. A majority of the 52 positions were overweight in the Fund relative to the Index. The Fund's remaining 11 disclosed investments were predominantly large-cap foreign companies and mid- to large-cap U.S. companies. Combined, those 11 companies made up 9.3% of the portfolio.

In terms of geography, 86.7% of the disclosed portfolio was in U.S. companies, while 7.8% was in foreign equities, as of September 30, 2020. By market capitalization, 94.3% of the disclosed portfolio was invested in large-cap companies with market values above $10 billion, with just about 66% invested in mega-caps (companies with market values above $200 billion). The Fund's weighted average market cap was approximately $638 billion, while the Fund's median market cap was approximately $79 billion.

Regarding portfolio concentration, the Fund's top five positions made up 36.4% of the Fund compared to approximately 23.5% for the S&P 500. The Fund's top 10 positions made up 49.9% of the portfolio versus 28.0% for the Index. Over time, our goal is to reduce the weighting of some of the Fund's largest positions and to increase some of the Fund's smallest ones as our conviction grows.

From an industry exposure standpoint, the portfolio had disclosed investments in seven of the 11 sectors in the S&P 500. Combined, those seven sectors made up approximately 90% of the S&P 500 and 95% of the Fund's disclosed portfolio. Relative to the S&P 500, the portfolio is overweight information technology, communication services and consumer discretionary, and underweight financials, health care, industrials, and consumer staples. At the end of the quarter, the Fund did not have any disclosed investments in utilities, energy, materials and real estate. Collectively, those four sectors made up approximately 10% of the S&P 500.

Sector	FPA U.S. Value Fund	S&P 500
Information Technology	35.2%	28.2%
Communication Services	22.8%	10.8%
Consumer Discretionary	20.6%	11.6%
Health Care	9.5%	14.2%
Consumer Staples	2.6%	7.0%
Financials	2.5%	9.7%
Industrials	1.3%	8.3%
Utilities	0.0%	3.0%
Materials	0.0%	2.6%

Real Estate	0.0%	2.6%
Energy	0.0%	2.1%
Total	**94.5%**	**100.0%**
Other	**4.9%**	
Cash and equivalents (net of liabilities)	**0.6%**	

Totals might not add up to 100% due to rounding. The "Other" category is the Fund's undisclosed positions.

Compared to the broader market, we believe the Fund's portfolio is of higher quality and has greater potential for revenue and earnings growth. [5]

	FPA U.S. Value Fund	**S&P 500**
Large Capitalization Holdings % of Portfolio	94.3%	97.8%
Top 5 Holdings % of Portfolio	36.4%	23.5%
Top 10 Holdings % of Portfolio	49.9%	28.0%
Foreign Securities % of Portfolio	7.8%	0.0%
12-Month Forward P/E[6]	32.9x	22.3x
Price/Book[7]	9.3x	3.8x
Return on Equity[8]	28.3%	25.3%
EPS[9] Growth Historical (2-year, $-weighted median)	21.1%	12.1%
EPS Growth Forecast (2-year, median)	22.8%	17.2%
Revenue Growth Historical (2-year, $-weighted median)	13.7%	7.6%
Revenue Growth Forecast (2-year, median)	13.1%	6.9%
Debt/Equity[10]	1.1x	1.5x
Median Market Capitalization[11] (billions)	$78.5	$23.0
Weighted Average Market Cap (billions)	$638.1	$452.5

Source: FPA, Mellon, Capital IQ. Data as of September 30, 2020. Data excludes undisclosed holdings. Statistics for '% of Portfolio holdings are based on net assets. Portfolio composition will change due to ongoing management of the Fund. Comparison to an index is for illustrative purposes only. The Fund does not include outperformance of any index or benchmark in its investment objectives.

[5] The portfolio manager believes a high-quality company is one that is able to generate a return on capital in excess of its cost of capital for sustained periods of time.

[6] The forward price-to-earnings (P/E) ratio is derived by dividing the price of the stock by the estimated one year of future per-share earnings and is used as a relative value comparison for a company's shares. Forward P/E numbers are estimates and subject to change.

[7] Price/Book ratio is the current closing price of the stock divided by the latest quarter's book value per share.

[8] Return on Equity measures a portfolio company's profitability by dividing net income before taxes less preferred dividends by the value of stockholders' equity.

[9] EPS, or Earnings per Share, is the portion of a company's profit allocated to each share of common stock.

[10] Debt/Equity (D/E) Ratio is calculated by dividing a company's total liabilities by its shareholder equity. These numbers are available on the balance sheet of a company's financial statements. The ratio is used to evaluate a company's financial leverage.

[11] Market Cap, short for market capitalization, refers to the total dollar market value of a company's outstanding shares.

Q3 2020 Winners and Losers[12]

Winners	Performance Contribution	Losers	Performance Contribution
Apple	1.44%	Intel	-0.13%
Amazon.com	1.09%	Autodesk	-0.08%
Facebook	1.05%	Undisclosed	-0.03%
Salesforce.com	0.79%	Undisclosed	-0.03%
Alibaba	0.73%	ADP	-0.03%

Among the quarter's biggest losers, we believe Autodesk will continue to be a long-term winner thanks in part to the digital revolution, while the other two disclosed companies will continue to be challenged, at least over the next couple years. Due to that view, coupled with an effort to be tax efficient, we exited those positions and deployed that capital into what we felt were better investments over the near- and long-term. We will continue to monitor these companies as they remain on our watch list and we could potentially re-invest in any of them in the future.

It should be no surprise that all five of the Fund's biggest contributors to performance in the quarter were technology related since the sector fundamentals continue to support rising earnings and valuations. Three of the biggest winners were from our top five positions, which we previously dubbed FAAAM (pronounced 'fam') for Facebook, Amazon, Alphabet, Apple and Microsoft. We've discussed at length in past commentaries and presentations why we continue to view FAAAM as long-term, secular winners in an increasingly cloud-based, digital, mobile, direct-to-consumer, e-commerce world. We believe the coronavirus pandemic continues to accelerate the established technological trends benefiting these companies and that this faster growth will continue post-pandemic. We are acutely aware of the risks to FAAAM, including various competitive and political ones. As such, we trimmed our exposure to FAAAM in the quarter to keep these top five positions to 36.4% of the portfolio. However, based on our view of the fundamentals, FAAAM will continue to be a core part of our portfolio "fam" for the foreseeable future.

Closing

We are optimistic that the Fund will generate good absolute and relative returns compared to the S&P 500 going forward.

We look forward to delivering value for our fellow shareholders over the coming years. Thank you for your confidence and continued support.

Respectfully submitted,

Gregory R. Nathan
Portfolio Manager
October 2020

[12] Reflects top contributors and top detractors to the Fund's performance based on contribution-to-return. Contribution is presented gross of investment management fees, transactions costs, and Fund operating expenses, which if included, would reduce the returns presented. This is not a recommendation for a specific security and these securities may not be in the Fund at the time you receive this report. The information provided does not reflect all positions purchased, sold or recommended by FPA during the quarter. A copy of the methodology used and a list of every holding's contribution to the overall Fund's performance during the quarter is available by contacting FPA at crm@fpa.com. The portfolio holdings as of the most recent quarter-end may be obtained at www.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. For a full list of holdings and weights by percentage of total assets please view the holdings report at the end of this Commentary.

Important Disclosures

This update 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.

The views expressed herein and any forward-looking statements are as of the date of this 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 manager, 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, including 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. Groups of stocks, such as value and growth, go in and out of favor which may cause certain funds to underperform other equity funds.

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 manager considers the true business value or because the portfolio manager 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.

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.

Index / Other Definitions

Debt/Equity is the measure of a company's financial leverage calculated by dividing its total liabilities by stockholder's equity.

EPS (Earnings per share) is the portion of a company's profit allocated to each outstanding share of common stock.

Price-to-Book (P/B) is 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.

Return on Equity measures a portfolio company's profitability by revealing how much profit a company generates with the money shareholders have invested.

Comparison to any index or peer group is for illustrative purposes only and should not be relied upon as a fully accurate measure of comparison. The Fund will 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 may hold positions that are not within the Fund's investment strategy. Indices are unmanaged and do not reflect any commissions or fees which would be incurred by an investor purchasing the underlying securities. The Fund does not include outperformance of any index or peer group in its investment objectives. An investor 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 **Russell 2500 Index** consists of the 2,500 smallest companies in the Russell 3000 total capitalization universe and is considered a measure of small to mid-capitalization stock performance.

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

FPA

FPA U.S. Value Fund, Inc.
Portfolio Holdings

9/30/2020

TICKER	PRINCIPAL/ SHARES	SECURITY	COUPON RATE (%)	MATURITY DATE	MKT PRICE ($)	MKT VALUE ($)	% OF NET ASSET VALUE
		COMMON STOCK (LONG)					
ABT	4,850	ABBOTT LABORATORIES			108.83	527,826	0.7%
ACN	7,750	ACCENTURE PLC-CL A*			225.99	1,751,423	2.3%
ATVI	6,900	ACTIVISION BLIZZARD INC			80.95	558,555	0.7%
ADS GY	5,095	ADIDAS AG*			323.71	1,649,320	2.2%
ADBE	3,750	ADOBE SYSTEMS INC			490.43	1,839,113	2.4%
AKAM	850	AKAMAI TECHNOLOGIES INC			110.54	93,959	0.1%
BABA	6,425	ALIBABA GROUP HOLDING-SP ADR*			293.98	1,888,822	2.5%
GOOG	3,790	ALPHABET INC-CL C			1,469.60	5,569,784	7.4%
AMZN	1,933	AMAZON.COM INC			3,148.73	6,086,495	8.1%
ANTM	2,580	ANTHEM INC			268.59	692,962	0.9%
AON	3,720	AON PLC			206.30	767,436	1.0%
AAPL	39,375	APPLE INC			115.81	4,560,019	6.0%
ADSK	6,890	AUTODESK INC			231.01	1,591,659	2.1%
BX	6,000	BLACKSTONE GROUP INC/THE-A			52.20	313,200	0.4%
CHTR	300	CHARTER COMMUNICATIONS INC-A			624.34	187,302	0.2%
CMCSA	36,850	COMCAST CORP-CLASS A			46.26	1,704,681	2.3%
STZ	1,050	CONSTELLATION BRANDS INC-A			189.51	198,986	0.3%
DHR	2,200	DANAHER CORP			215.33	473,726	0.6%
DG	925	DOLLAR GENERAL CORP			209.62	193,899	0.3%
EW	1,875	EDWARDS LIFESCIENCES CORP			79.82	149,663	0.2%
EA	1,750	ELECTRONIC ARTS INC			130.41	228,218	0.3%
EL	925	ESTEE LAUDER COMPANIES-CL A			218.25	201,881	0.3%
FB	20,075	FACEBOOK INC-CLASS A			261.90	5,257,643	7.0%
GD	735	GENERAL DYNAMICS CORP			138.43	101,746	0.1%
GDDY	7,500	GODADDY INC - CLASS A			75.97	569,775	0.8%
HCA	1,060	HCA HEALTHCARE INC			124.68	132,161	0.2%
HD	6,500	HOME DEPOT INC			277.71	1,805,115	2.4%
HON	1,855	HONEYWELL INTERNATIONAL INC			164.61	305,352	0.4%
HUM	1,870	HUMANA INC			413.89	773,974	1.0%
INFO	2,450	IHS MARKIT LTD*			78.51	192,350	0.3%
IQV	3,490	IQVIA HOLDINGS INC			157.63	550,129	0.7%
KKR	6,365	KKR & CO INC -A			34.34	218,574	0.3%
LMT	720	LOCKHEED MARTIN CORP			383.28	275,962	0.4%
OR FP	550	L'OREAL*			325.47	179,010	0.2%
LOW	4,000	LOWE'S COS INC			165.86	663,440	0.9%
MC FP	425	LVMH MOET HENNESSY LOUIS VUI*			468.28	199,017	0.3%
MA	6,050	MASTERCARD INC - A			338.17	2,045,929	2.7%
MCD	1,875	MCDONALD'S CORP			219.49	411,544	0.5%
MDT	3,525	MEDTRONIC PLC*			103.92	366,318	0.5%
MSFT	28,420	MICROSOFT CORP			210.33	5,977,579	7.9%
MCO	650	MOODY'S CORP			289.85	188,403	0.2%
MSCI	495	MSCI INC			356.78	176,606	0.2%
NSRGY	3,225	NESTLE SA-SPONS ADR*			119.26	384,597	0.5%
NFLX	2,615	NETFLIX INC			500.03	1,307,578	1.7%
NKE	14,540	NIKE INC -CL B			125.54	1,825,352	2.4%
NOC	425	NORTHROP GRUMMAN CORP			315.49	134,083	0.2%
OMCL	2,650	OMNICELL INC			74.66	197,849	0.3%
ORLY	1,190	O'REILLY AUTOMOTIVE INC			461.08	548,685	0.7%
		OTHER COMMON STOCK (LONG)				3,704,372	4.9%
PYPL	10,700	PAYPAL HOLDINGS INC			197.03	2,108,221	2.8%
QCOM	2,875	QUALCOMM INC			117.68	338,330	0.4%
SPGI	550	S&P GLOBAL INC			360.60	198,330	0.3%
CRM	8,340	SALESFORCE.COM INC			251.32	2,096,009	2.8%
NOW	3,240	SERVICENOW INC			485.00	1,571,400	2.1%
SBUX	3,000	STARBUCKS CORP			85.92	257,760	0.3%
SYK	970	STRYKER CORP			208.37	202,119	0.3%
TCEHY	21,100	TENCENT HOLDINGS LTD-UNS ADR*			67.65	1,427,415	1.9%
TMO	2,350	THERMO FISHER SCIENTIFIC INC			441.52	1,037,572	1.4%
UNH	5,400	UNITEDHEALTH GROUP INC			311.77	1,683,558	2.2%
V	10,320	VISA INC-CLASS A SHARES			199.97	2,063,690	2.7%
VIVHY	6,750	VIVENDI SA-UNSPON ADR*			27.87	188,123	0.2%
WMT	7,200	WALMART INC			139.91	1,007,352	1.3%
DIS	6,100	WALT DISNEY CO/THE			124.08	756,888	1.0%
ZTS	2,480	ZOETIS INC			165.37	410,118	0.5%

TICKER	PRINCIPAL/ SHARES	SECURITY	COUPON RATE (%)	MATURITY DATE	MKT PRICE ($)	MKT VALUE ($)	% OF NET ASSET VALUE
		TOTAL COMMON STOCK (LONG)				**75,068,950**	**99.4%**
		TOTAL INVESTMENT SECURITIES				**75,068,950**	**99.4%**
		REPURCHASE AGREEMENTS					
	599,000	STATE STREET BANK/FICC REPO	0.000	10/01/2020		599,000	0.8%
		TOTAL REPURCHASE AGREEMENTS				**599,000**	**0.8%**
		CASH & EQUIVALENTS				(177,567)	-0.2%
		TOTAL CASH & EQUIVALENTS				**421,433**	**0.6%**
		TOTAL NET ASSETS				**75,490,383**	**100.0%**
		NUMBER OF LONG EQUITY POSITIONS					**63**

* Indicates foreign security.

Portfolio Holding Disclosures

You should consider the FPA U.S. Value Fund, Inc.'s ("Fund") 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.

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 manager, FPA, or the distributor.

Investments, including 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. Groups of stocks, such as value and growth, go in and out of favor which may cause certain equity strategies to underperform other equity strategies. You risk paying more for a security than you received from its sale.

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.

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. 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.

On September 1, 2015, the Fund changed its name to FPA U.S. Value Fund, Inc., and the current portfolio manager assumed management of the Fund on that date. Contemporaneous with this change, the Fund transitioned to its current investment strategy.

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

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