



SOURCE CAPITAL, INC.

THIRD QUARTER REPORT
September 30, 2024

SOURCE CAPITAL, INC. SHAREHOLDER LETTER

Dear Shareholder:

Performance Overview

Source Capital Inc.'s ("Source" or "Fund") net asset value (NAV) gained 3.19% for the quarter and 18.19% for the trailing twelve months, which is lower than the illustrative balanced indices shown below.

	Performance versus Illustrative Indices¹	
	Q3 2024	Trailing 12-month
Source Capital (NAV)	3.19%	18.19%
60% MSCI ACWI / 40% Bloomberg US Agg	6.05%	23.38%
60% S&P 500 / 40% Bloomberg US Agg	5.61%	25.98%

We include the Fund's underlying exposure by asset class in the following table:

	Portfolio Exposure²
	Q3 2024
Equity	
<i>Common Stocks</i>	39.7%
Total Equity	39.7%
Credit	
<i>Public</i>	23.3%
<i>Private (Invested assets only)</i>	16.6%
Total Credit	39.9%
Other	0.1%
Cash and equivalents	20.3%
Total	100.0%

¹ Comparison to the indices is for illustrative purposes only. An investor cannot invest directly in an index. Fund shareholders may only invest or redeem their shares at market value (NYSE: SOR), which may be higher or lower than the Fund's net asset value (NAV).

² Source: FPA, as of September 30, 2024. Portfolio composition will change due to ongoing management of the Fund. *Cash* includes the non-invested portion of private credit investments. Totals may not add up to 100% due to rounding.

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

Portfolio Discussion³

Equity

Source's equity exposure is 39.7% as of quarter end, down approximately two percentage points year-over-year. As always, equity exposure remains a function of finding investments that offer good upside yet afford reasonable downside protection. If those parameters are unmet, we will wait until such opportunities present themselves. Nevertheless, there's generally something useful to do that helps explain the four new equity positions added during the quarter, though we exited five.

With respect to the recent performance of the Fund, in the previous twelve months, Source's top five equity performers contributed 4.81% to its return while its bottom five detracted 0.58%.⁴

We list the top equity contributors to and detractors from the Fund's trailing twelve-month returns below.

Trailing Twelve-Month Contributors and Detractors as of September 30, 2024⁵

<u>Contributors</u>	<u>Perf. Cont.</u>	<u>Avg. % of Port.</u>	<u>Detractors</u>	<u>Perf. Cont.</u>	<u>Avg. % of Port.</u>
Holcim	1.30%	2.6%	JDE Peet's	-0.23%	0.8%
Citigroup	0.95%	2.0%	Charter Communications	-0.20%	0.5%
Int'l Flavors & Fragrances	0.90%	1.8%	Comcast	-0.08%	2.4%
Meta Platforms	0.88%	1.3%	Entain	-0.04%	0.1%
Broadcom	0.78%	0.9%	Epic Games	-0.02%	0.3%
	4.81%	8.6%		-0.58%	4.3%

The following investments were meaningful to the Fund's trailing twelve-month return and have not been recently discussed.⁶

³ References to individual securities are for informational purposes only, are subject to change, and should not be construed as recommendation or a solicitation to buy or sell a particular security. Portfolio composition will change due to ongoing management of the Fund. Portfolio holdings for the Fund can be found at fpa.com.

⁴ "Top five performers" and "bottom five" refers to the full portfolio of securities. Contribution is presented gross of investment management fees, transactions costs, and Fund operating expenses, which if included, would reduce the returns presented.

⁵ Reflects the top five contributors and 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 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 TTM 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.

⁶ The company data and statistics referenced in this section, including competitor data, are sourced from company press releases, investor presentations, financial disclosures, SEC filings, or company websites, unless otherwise noted. You can find the Fund's other positions addressed previously in our archived commentaries.

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Meta Platform's stock advanced after the company reported strong earnings and upbeat guidance for the period, with CEO Mark Zuckerberg commenting that AI-related investments are increasing efficiencies for the company's digital ad business.

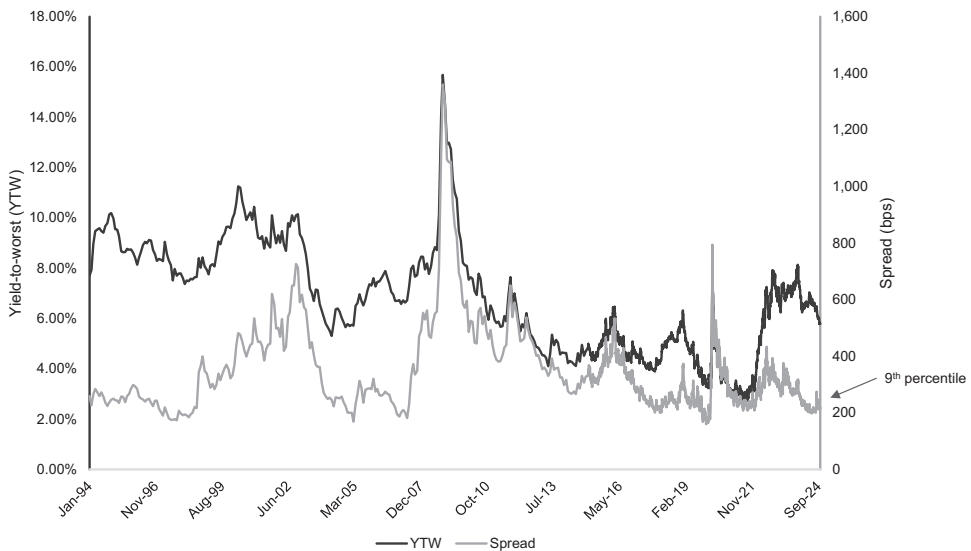
JDE Peet's stock has declined over the TTM, but earnings have been largely stable. However, a change in management, record-high coffee bean prices, and headwinds from the company's Russia business have led investors to view the glass as half-empty. We are hopeful that new management will prove up to the task of making entrepreneurial and cost-efficient investments to reinvigorate growth and put JDE Peets in a position to benefit from its position as the world's second-largest consumer coffee company.

Fixed Income

Traditional

Credit market spreads are narrow. High yield spreads were at the 7th percentile (a lower percentile means that spreads are relatively narrow or expensive).⁷ We believe a more consistent measure of prices in the high-yield market is the BB component of the Bloomberg U.S. Corporate High Yield Index, excluding Energy, because it removes some of the distortions caused by changes in the composition of the overall high yield index over time. The spread on that index was at the 9th percentile:

Bloomberg US Corporate High-Yield BB excluding Energy Yield-To-Worst (YTW) and Spread⁸



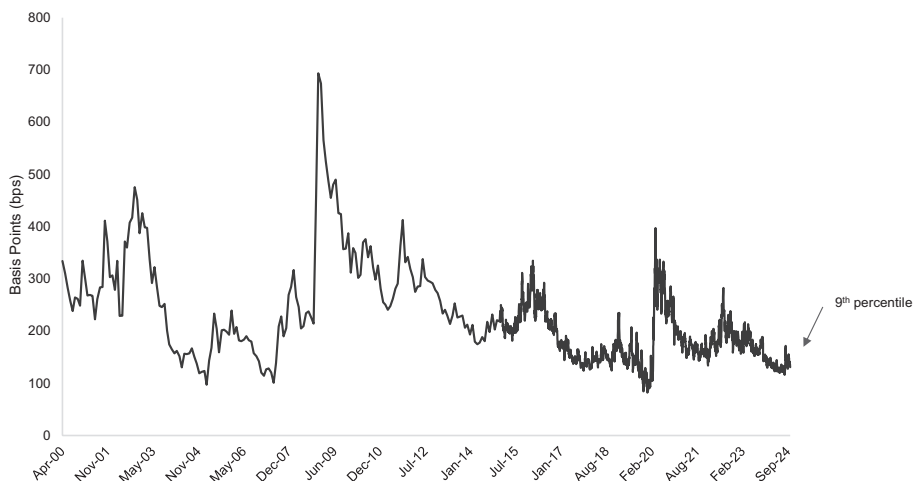
⁷ Based on Bloomberg U.S. Corporate High Yield Index data from 11/25/98 to 9/30/24.

⁸ Source: Bloomberg. As of September 30, 2024. YTW is Yield-to-Worst. Spread reflects the quoted spread of a bond that is relative to the security off which it is priced, typically an on-the-run Treasury. Please see Important Disclosures for definitions of key terms.

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

The extra spread offered by high-yield bonds compared to investment grade bonds has also compressed. The spread on high-yield bonds less the spread on investment-grade bonds is at the 7th percentile and the spread on the BB-rated high-yield index, excluding Energy, less the spread on investment-grade corporate bonds, has decreased to the 9th percentile.⁹

Bloomberg US Corporate High-Yield BB excluding Energy spread less Bloomberg Investment Grade Corporate spread¹⁰



Given current rich pricing in the high-yield market, in our view it generally does not offer enough incremental compensation for the extra credit risk involved relative to investment-grade debt. Nevertheless, we continue to research investment opportunities in lower-rated debt, but for now, we find higher-quality bonds more appealing.

Private Credit

Source has committed 22.6% to private credit (including called and uncalled capital). We continue to look for opportunities to increase that exposure.

⁹ Based on Bloomberg U.S. Corporate High Yield Index and Bloomberg Intermediate Corporate Investment Grade Index data from 4/28/00 to 9/30/24.

¹⁰ Source: Bloomberg. As of September 30, 2024. Please see Important Disclosures for definitions of key terms.

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Corporate and Other Matters

Distribution

On October 30, 2024, the Fund's Board approved maintaining the Fund's regular monthly distribution of the current rate of 20.83 cents per share through February 2025.¹¹ This equates to an annualized 5.61% unlevered distribution rate based on the Fund's closing market price on September 30, 2024.

Closing

The world might seem tilted on its axis today amidst natural disasters, Middle East conflict, and the US election, on top of other fears unique to each of us. Without too much digging, one can easily fall into a vortex of negativity. We prefer to look more optimistically at what the future might hold. Uncertainty can breed confusion and insecurity, fostering a fertile environment for the calm and logical to take advantage of economic opportunities. We hope to continue exhibiting clear thinking when others might be losing their heads to benefit our investors.

Respectfully submitted,

Source Capital Portfolio Managers
November 12, 2024

¹¹ For more information related to the Fund's distribution rate, please see the press release dated October 30, 2024 at: <https://fpa.com/news-special-commentaries/fund-announcements>. Dividends and other distributions are not guaranteed.

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 with respect to any securities, products or services discussed, and neither does it provide investment advice. This Commentary does not constitute an investment management agreement or offering circular.

Current performance information is updated monthly and is available by calling 1-800-982-4372 or by visiting fpa.com. Performance data quoted represents past performance, which is no guarantee of future results. Current performance may vary from the performance quoted. The returns shown for Source Capital are calculated at net asset value per share, including reinvestment of all distributions. Returns do not reflect the deduction of taxes that a shareholder would pay on Fund distributions, which would lower these figures. Since Source Capital is a closed-end investment company and its shares are bought and sold on the New York Stock Exchange, your performance may also vary based upon the market price of the common stock.

The Fund is managed according to its investment strategy which may differ significantly in terms of security holdings, industry weightings, and asset allocation from those of the comparative indices. Overall Fund performance, characteristics and volatility may differ from the comparative indices shown.

There is no guarantee the Fund's investment objectives will be achieved. You should consider the Fund's investment objectives, risks, and charges and expenses carefully before you invest. You can obtain additional information by visiting the website at fpa.com, by email at crm@fpa.com, toll free by calling 1-800-982-4372 or by contacting the Fund in writing.

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 financial instruments or sectors are for informational purposes only and should not be construed as recommendations by the Fund or the portfolio managers. It should not be assumed that future investments will be profitable or will equal the performance of the financial instrument or sector examples discussed. The portfolio holdings as of the most recent quarter-end may be obtained at www.fpa.com.

Investing in closed-end funds involves risk, including loss of principal. Closed-end fund shares may frequently trade at a discount (less than) or premium (more than) to their net asset value. If the Fund's shares trade at a premium to net asset value, there is no assurance that any such premium will be sustained for any period of time and will not decrease, or that the shares will not trade at a discount to net asset value thereafter.

Capital markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. It is important to remember that there are risks inherent in any investment and there is no assurance that any investment or asset class will provide positive performance over time.

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. Non-U.S. investing presents additional risks, such as the potential for adverse political, currency,

economic, social or regulatory developments in a country, including lack of liquidity, excessive taxation, and differing legal and accounting standards. Non-U.S. securities, including American Depository Receipts (ADRs) and other depository receipts, are also subject to interest rate and currency exchange rate risks.

The return of principal in a fund that invests in fixed income instruments is not guaranteed. The Fund's investments in fixed income instruments have the same issuer, interest rate, inflation and credit risks that are associated with underlying fixed income instruments owned by the Fund. Such investments may be secured, partially secured or unsecured and may be unrated, and whether or not rated, may have speculative characteristics. The market price of the Fund's fixed income investments will change in response to changes in interest rates and other factors.

Generally, when interest rates go up, the value of fixed income instruments, such as bonds, typically go down (and vice versa) 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 an instrument, 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. Lower rated bonds, convertible securities and other types of debt obligations involve greater risks than higher rated bonds.

Mortgage-related and asset-backed securities are subject to prepayment risk, can be highly sensitive to changes in interest rates, and are subject to credit risk/risk of default on the underlying assets... Convertible securities are generally not investment grade and are subject to greater credit risk than higher-rated investments. High yield securities can be volatile and subject to much higher instances of default. The Fund may experience increased costs, losses and delays in liquidating underlying securities should the seller of a repurchase agreement declare bankruptcy or default.

The ratings agencies that provide ratings are Standard and Poor's, Moody's, and Fitch. Credit ratings range from AAA (highest) to D (lowest). Bonds rated BBB or above are considered investment grade (IG). Credit ratings of BB and below are lower-rated securities (junk bonds). High-yielding, non-investment grade bonds (junk bonds) (HY) involve higher risks than investment grade bonds. Bonds with credit ratings of CCC or below have high default risk.

Private placement securities are securities that are not registered under the federal securities laws and are generally eligible for sale only to certain eligible investors. Private placements may be illiquid, and thus more difficult to sell, because there may be relatively few potential purchasers for such investments, and the sale of such investments may also be restricted under securities laws.

The Fund may use leverage. While the use of leverage may help increase the distribution and return potential of the Fund, it also increases the volatility of the Fund's net asset value (NAV), and potentially increases volatility of its distributions and market price. There are costs associated with the use of leverage, including ongoing dividend and/or interest expenses. There also may be expenses for issuing or administering leverage. Leverage changes the Fund's capital structure through the issuance of preferred shares and/or debt, both of which are senior to the common shares in priority of claims. If short-term interest rates rise, the cost of leverage will increase and likely will reduce returns earned by the Fund's common stockholders.

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.

Distribution Rate

Distributions may include the net income from dividends and interest earned by fund securities, net capital gains, or in certain cases it may include a return of capital. The Fund may also pay a special distribution at the end of a calendar year to comply with federal tax requirements. All mutual funds, including closed-end funds, periodically distribute profits they earn to investors. By law, if a fund has net gains from the sale of securities, or if it earns dividends and interest from securities, it must pass substantially all of those earnings to its shareholders or it will be subject to corporate income taxes and excise taxes. These taxes would, in effect, reduce investors' total return. First Pacific Advisors, LP does not provide legal, accounting, or tax advice.

The Fund's distribution rate may be affected by numerous factors, including changes in realized and projected market returns, Fund performance, and other factors. There can be no assurance that a change in market conditions or other factors will not result in a change in the Fund's distribution rate at a future time.

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 Fund does not include outperformance of any index in its investment objectives.

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.

MSCI ACWI NR USD Index (MSCI ACWI) is an unmanaged free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed and emerging markets. **Net Return (NR)** indicates that withholding taxes are applied to dividend reinvestments. MSCI uses withholding tax rates applicable to Luxembourg holding companies.

Bloomberg US Aggregate Bond Index provides a measure of the performance of the US investment grade bonds market, which includes investment grade US 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 US dollars and must be fixed rate, nonconvertible, and taxable.

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% Bloomberg US Aggregate Bond Index is a hypothetical combination of unmanaged indices and comprises 60% S&P 500 Index and 40% Bloomberg US Aggregate Bond Index.

60% MSCI ACWI / 40% Bloomberg US Aggregate Bond Index is a hypothetical combination of unmanaged indices and comprises 60% MSCI ACWI Index and 40% Bloomberg US Aggregate Bond Index.

Bloomberg US High Yield Index measures the market of USD-denominated, non-investment grade, fixed-rate, taxable corporate bonds.

Bloomberg US High Yield BB ex Energy Index measures the market of USD-denominated, non-investment grade, fixed-rate, taxable BB-rated corporate bonds excluding energy sector.

Bloomberg US Investment Grade Corporate Index measures the investment grade, fixed-rate, taxable corporate bond market. It includes USD denominated securities publicly issued by US and non-US industrial, utility, and financial issuers.

Other Definitions

Discount to Net Asset Value (NAV) is a pricing situation when a closed-end fund's market trading price is lower than its daily net asset value (NAV).

Dividend Yield, expressed as a percentage, is a financial ratio (dividend/price) that shows how much a company pays out in dividends each year relative to its stock price.

Earnings Per Share (EPS) is calculated as a company's profit divided by the outstanding shares of its common stock. The resulting number serves as an indicator of a company's profitability.

Earnings Per Share Growth is defined as the percentage change in normalized earnings per share over the previous 12-month period to the latest year end.

High Yield (HY) bond is a high paying bond with a lower credit rating (S&P and Fitch, BB+ and lower; Moody's, Ba1 or lower) than investment-grade corporate bonds, Treasury bonds and municipal bonds. Because of the higher risk of default, these bonds pay a higher yield than investment grade bonds.

Investment Grade (IG) is a rating (S&P and Fitch, BBB- and higher; Moody's Baa3 and higher) that indicates that a bond has a relatively low risk of default.

Market Capitalization refers to the total dollar market value of a company's outstanding shares of stock.

Market Cycles, also known as stock market cycles, is a wide term referring to trends or patterns that emerge during different markets or business environments.

Net Asset Value (NAV) represents the net value of a mutual fund and is calculated as the total value of the fund's assets minus the total value of its liabilities and is shown as a per share price.

Price to Earnings is the ratio for valuing a company that measures its current share price relative to its EPS. The price-to-earnings ratio is also sometimes known as the price multiple or the earnings multiple.

Trailing Price to Earnings is a relative valuation multiple that is based on the last 12 months of actual earnings.

Forward Price to Earnings is a version of the ratio of price-to-earnings (P/E) that uses forecasted earnings for the P/E calculation.

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, but does not include cash and cash equivalents.

Shareholder Equity is a company's net worth and it is equal to the total dollar amount that would be returned to the shareholders if the company must be liquidated and all its debts are paid off. Thus, shareholder equity is equal to a company's total assets minus its total liabilities.

Standard Deviation is a measure of the dispersion of a set of data from its mean.

Volatility is a statistical measure of the dispersion of returns for a given security or market index. In most cases, the higher the volatility, the riskier the security. Volatility is often measured as either the standard deviation or variance between returns from that same security or market index.

Spread reflects the quoted spread of a bond that is relative to the security off which it is priced, typically an on-the-run treasury.

Yield is the discount rate that links the bond's cash flows to its current dollar price.

Yield to Worst (YTW) is a measure of the lowest possible yield that can be received on a bond that fully operates within the terms of its contract without defaulting. It is a type of yield that is referenced when a bond has provisions that would allow the issuer to close it out before it matures.

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SOURCE CAPITAL, INC.
TOP TEN HOLDINGS
September 30, 2024
(Unaudited)

	<u>Percentage of Total Net Assets</u>
Analog Devices, Inc.	2.40%
Comcast Corp. – Class A	2.35%
Holcim AG	2.27%
Citigroup, Inc.	2.20%
International Flavors & Fragrances, Inc.	2.13%
TE Connectivity Ltd.	2.07%
Meta Platforms, Inc. – Class A	1.55%
Wells Fargo & Co.	1.55%
Aon PLC – Class A	1.47%
Heineken Holding N.V.	<u>1.40%</u>
Total	<u><u>19.39%</u></u>

SOURCE CAPITAL, INC. PORTFOLIO SUMMARY

September 30, 2024
(Unaudited)

Bonds & Debentures		26.3%
Asset-Backed Securities	11.2%	
Corporate Bonds	9.7%	
Corporate Bank Debt	3.0%	
Convertible Bonds	2.0%	
Commercial Mortgage-Backed Securities	0.4%	
Closed-End Funds		0.1%
Common Stocks		39.6%
Internet Media & Services	5.3%	
Semiconductors	3.9%	
Banking	3.8%	
Cable & Satellite	2.9%	
Beverages	2.8%	
Construction Materials	2.3%	
Chemicals	2.1%	
Electrical Equipment	2.1%	
Aerospace & Defense	1.8%	
Insurance	1.5%	
Leisure Facilities & Services	1.2%	
Metals & Mining	1.2%	
Industrial Support Services	1.1%	
Oil & Gas Producers	1.1%	
Technology Hardware	0.8%	
Apparel & Textile Products	0.8%	
E-Commerce Discretionary	0.7%	
Technology Services	0.7%	
Engineering & Construction	0.7%	
Entertainment Content	0.7%	
Transportation Equipment	0.5%	
Retail – Discretionary	0.5%	
Transportation & Logistics	0.4%	
Health Care Facilities & Svcs	0.3%	
Commercial Support Services	0.2%	
Home Construction	0.1%	
Other Common Stock	0.1%	
Real Estate Services	0.0%	
Software	0.0%	

SOURCE CAPITAL, INC.
PORTFOLIO SUMMARY

September 30, 2024
(Unaudited)

Electric Utilities	0.0%	
Asset Management	0.0%	
Limited Partnerships		13.6%
Preferred Stocks		0.1%
Warrants (SPAC)		0.0%
Short-Term Investments		19.6%
Other Assets And Liabilities, Net		<u>0.7%</u>
Total Net Assets		<u><u>100.0%</u></u>

SOURCE CAPITAL, INC.
COMPOSITION OF TOTAL NET ASSETS^(a)
September 30, 2024

Investment securities (cost \$245,520,824):	
Common stocks	\$151,685,340
Limited Partnerships	52,135,572
Preferred Stocks	194,995
Closed End Funds	174,930
Warrants (SPAC)	536
Bonds, debentures and other investments	100,898,309
	<u>\$305,089,682</u>
Cash, receivables, short-term corporate notes, less liabilities	78,002,590
Total net assets at September 30, 2024	<u>\$383,092,272</u>

SUMMARY FINANCIAL INFORMATION^(a)

	For the Periods Ended September 30, 2024			
	Nine Months		Three Months	
	Total Net Assets	Per Common Share	Total Net Assets	Per Common Share
Beginning of period	<u>\$360,413,588</u>	<u>\$43.91</u>	<u>\$376,324,540</u>	<u>\$45.89</u>
Net gain (loss) on investments, realized and unrealized	\$ 25,249,078	\$ 3.08	\$ 7,404,777	\$ 0.90
Net investment income	13,122,078	1.60	4,486,775	0.55
Distributions to Common shareholders	(15,373,217)	(1.87)	(5,123,820)	(0.62)
Cost of Capital Stock repurchased	(319,255)	—	—	—
Net changes during period ...	<u>\$ 22,678,684</u>	<u>\$ 2.81</u>	<u>\$ 6,767,732</u>	<u>\$ 0.83</u>
End of period	<u>\$383,092,272</u>	<u>\$46.72</u>	<u>\$383,092,272</u>	<u>\$46.72</u>
	Sept. 30, 2024	June 30, 2024	Dec. 31, 2023	
Common market price per share	\$44.53	\$44.26	\$40.38	
Common net asset value	\$46.72	\$45.89	\$43.91	
Common market discount from net asset value	4.69%	3.55%	8.04%	

^(a) The financial information included in this report has been taken from the records of the Fund without examination by independent auditors. Securities are carried at fair value.

SOURCE CAPITAL, INC.



DIRECTORS

John P. Zader
Sandra Brown
Robert F. Goldrich
J. Richard Atwood
Maureen Quill

OFFICERS

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Rita Dam, *Treasurer*
Diane Drake, *Secretary*
Max Banhazl, *Vice President*
Korey Bauer, *Vice President*
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STOCK EXCHANGE LISTING

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