FPA International Value Fund

Semi-Annual Report

FPA

investors first

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June 30, 2020

Beginning on January 1, 2021, as permitted by regulations adopted by the Securities and Exchange Commission, we intend to no longer mail paper copies of the Fund's shareholder reports, unless you specifically request paper copies of the reports from the Fund or from your financial intermediary, such as a broker-dealer or bank. Instead, the reports will be made available on the FPA Funds website (fpa.com/funds), and you will be notified by mail each time a report is posted and provided with a website link to access the report. If you already elected to receive shareholder reports electronically, you will not be affected by this change and you need not take any action. If you prefer to receive shareholder reports and other communications electronically, you may update your mailing preferences with your financial intermediary, or enroll in e-delivery at fpa.com (for accounts held directly with the Fund).

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FPA INTERNATIONAL VALUE FUND
LETTER TO SHAREHOLDERS

"The stock market is the story of cycles and of the human behavior that is responsible for overreactions in both directions."

Seth Klarman, Chief Executive Officer and Portfolio Manager of the Baupost Group, October 2007

"You get recessions, you have stock market declines. If you don't' understand that's going to happen, then you're not ready, you won't do well in the markets."

Peter Lynch, February 6,1996

Dear Fellow Shareholders,

The second quarter was in sharp contrast with what we experienced earlier in the year. Governments around the world announced unprecedented measures to inject unquantifiable amounts of liquidity into the financial system and to stimulate economic activity in response to the Covid-19 crisis. These initiatives fueled an impressive rally in the market. Many stocks recovered a significant portion of the losses they suffered in the broad dislocation caused by the pandemic and the resulting confinement measures. We believe the recent rally in equities has been almost entirely driven by further acceleration in multiple expansion.

Nonetheless, the past few months proved to be another favorable period for the FPA International Value Fund (the "Fund") which reaped the benefits of our continued monitoring of high-quality companies in our investment universe and the steady execution of our value-based discipline at times of market distress.

In the first quarter, we took advantage of stretched valuations to monetize holdings that no longer offered an appropriate margin of safety. We also focused on filtering out companies with unproven management or excessive financial leverage and businesses whose fundamentals were likely to be structurally altered by the Covid-19 crisis. Our investment philosophy dictates that we only contemplate investing in businesses that we can research and appraise. This resulted in the Fund holding historically high levels of cash heading into the downturn, which allowed us to minimize losses and redeploy capital at heavily discounted prices when equity markets panicked.

In the months leading up to the crash, we were revising our intrinsic value assessments to account for a possible industrial downturn and for the inevitable economic disruption we believed would result from the pandemic. Many of these revised estimates involved companies in our coverage universe (but not in the Fund) and that had been researched and monitored continuously behind the scenes. We were able to ask ourselves some of the right questions early on, and identify areas where we lacked the answers necessary to forecast the economics of individual businesses and produce what we believe are robust estimates of fair value.

We were ready to act when the downturn happened. Knowing our coverage universe well and being able to rely on our valuation analyses gave us the confidence we needed to invest amid uncertainty at what turned out to be a particularly opportune time. We continued to take advantage of the broad dislocation caused by the Covid-19 pandemic and the resulting confinement measures to build new positions and redeploy almost all of the cash previously accumulated. The Fund's cash holding reached a new historic low as a result.

Buying assets at a significant discount to estimated intrinsic value once again worked well for the Fund, as these re-investment efforts allowed us to participate fully in the market recovery this quarter, further demonstrating the merits of our investment discipline. Our focus on fundamentally strong businesses, conservative balance sheets, and superior management teams also helped insure that we could capture these returns while minimizing the risk of capital impairment.

Fund performance

In the second quarter of 2020, the Fund returned 18.61% (in U.S. currency), net of fees and expenses (the Fund's most recent net expense ratio was 1.29%). This compared to 16.12% over the same period for the MSCI All Country World Index (ex-U.S.) (Net) (the "Index").

Since the beginning of the year, the Fund has returned -1.23%, net of fees and expenses (the Fund's most recent net expense ratio was 1.29%) versus -11.00% for the Index over the same period. This is merely a snapshot in time and only a relative notion, but the Fund's performance has held up well through several difficult years for value investing. While we have navigated the storm well so far, market conditions have proven quite testing for many value investors who have been struggling to generate positive returns in the past decade.

Most importantly, since its inception on Dec. 1, 2011, the Fund has returned an average of 7.81% per year (in U.S. currency) net of fees and expenses (the Fund's net expense ratio averaged just under 1.29% since inception).[1] This compares to an annualized return of 4.75% for the Index.[2]

In addition, we note that cash and equivalent holdings stood at 8% at the end of the second quarter. Since the Fund's inception, cash exposure has averaged 31% of total assets, while fluctuating from less than 10% to more than 40%, depending on the availability of suitable investment opportunities. That means the Fund's historical returns were achieved with less investment exposure, and therefore less fundamental risk (as well as less volatility for those who think of risk in such terms).

Holdings performance

Equity holdings (i.e., excluding cash and cash equivalent) notably outperformed in the quarter, with a positive return of roughly 23% (in U.S. currency) versus 16% for the Index (in U.S. currency). That held true for the last six months as well, with the Fund's equity holdings down approximately 1% versus the Index down about 11% in the period. Most importantly, however, since the inception of the Fund, the annualized return of the Fund's equity holdings is roughly 13% (in U.S. currency), compared to less than 5% for the Index.[3]

Unsurprisingly given the sharp recovery in market prices this quarter, many of our holdings made positive contributions to the Fund's performance in the period. Technology and gaming were particularly strong contributors, along with consumer staples and discretionary (to a lesser degree). Only a handful of positons had a negative impact on the portfolio. Those included three companies that the Fund no longer owned as of June 30: Europe-based leading providers of catering services **Compass Group Plc** and **Sodexo SA**, and British funeral

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[1] Based on the annualized rate of the Fund from Dec. 1, 2011 to June 30, 2020 in U.S. currency.

[2] The Index's annualized return of 4.75% is for the period from Nov. 30, 2011 to June 30, 2020 in U.S. currency. From Dec. 1, 2011 to June 30, 2020, the Index has produced an annualized return of 4.64% vs 7.81% for the Fund.

[3] https://fpa.com/docs/default-source/funds/fpa-international-value/literature/ivf-perf-data-december-20112020-q2.pdf?sfvrsn=2. The performance of the equity portfolio holdings segment of the Fund is presented gross of investment management fees, transactions costs, and Fund operating expenses, which if included, would reduce the returns presented. Performance of the equity portfolio holdings excludes the impact of cash and cash equivalents and investments in government debt. An investor in the Fund cannot achieve these returns and can only purchase and redeem shares at net asset value. Please refer to the first page for overall net performance of the Fund since inception. The long equity performance information shown is for illustrative purposes only and may not reflect the impact of material economic or market factors. No representation is being made that any account, product or strategy will, or is likely to achieve profits, losses, or results similar to those shown.

Past performance is no guarantee, nor is it indicative, of future results. Please see end of Commentary for important disclosures.

services company **Dignity Plc**. The detractors also included two newly purchased holdings: **Sony Corp** and **Babcock International Group Plc** ("Babcock"). Based in Japan, Sony Corp is a leading provider of games and network services (segments that are now eclipsing the company's legacy consumer electronics business). Based in England, Babcock is a leading provider of engineering and support services to the Ministry of Defence.

We witnessed meaningful price fluctuations once again this period. Some of these fluctuations can be explained, at least to some degree, by the uncertainties associated with the Covid-19 crisis. Generally speaking, however, we believe short-term developments are seldom a reflection of changes in the underlying fundamentals and intrinsic value of individual stocks. Because of this, investors' focus should always be on long-term business prospects, and we encourage shareholders to evaluate the performance of our investments over multiyear periods of time rather than over a few months.

Worst performer

The largest detractor to performance this quarter was Babcock, with a negative contribution of 0.44%. It was also the Fund's worst-performing holding, with a share price that fell 19.33% (in U.S. currency).[4,5]

Based in the United Kingdom, Babcock is a leading provider of engineering and support services for the defense, aviation, and civil nuclear markets. It is a key contractor for the Ministry of Defence, and the largest operator of aerial firefighting and aerial medical services in Europe. The business mainly comprises multiyear and multi-decade contracts with high visibility, high strategic importance, attractive and stable margins, and limited correlation to macroeconomic cycles. Direct competition is limited due to technical, regulatory, and asset-based barriers to entry in its core activities.

Despite these strong fundamentals, Babcock has been working through challenges from an ill-timed and overpriced acquisition by the prior management team in 2014. The deal established Babcock's leading presence in attractive aviation markets such as aerial emergency services, but it also included a business in the highly competitive offshore oil and gas transport sector that is no longer profitable due to significant industry headwinds. As a result, Babcock had to issue a series of profit warnings that have eroded investor confidence and negatively impacted the share price. The pressure continued this quarter as management announced further restructuring initiatives and wrote off the oil and gas business altogether.

As value investors, it is not uncommon for us to invest in companies faced with temporary setbacks, since their stocks are often unloved (and therefore undervalued) as a result. In this instance, we identified the problems as part of our due diligence and factored them into our investment thesis on Babcock. We assumed a complete impairment of the oil and gas business and anticipated temporary pressure in several of the group's divisions. However, as is often the case with these situations, the market has become excessively focused on the group's

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4 Based on the percentage of Babcock's share price change from March 31, 2020 to June 30, 2020 in U.S. currency. This share price change may not equate with the performance of the holding in the Fund. As of June 30, 2020, Babcock represented 2.07% of the Fund's assets.

5 Detractors and contributors noted throughout this commentary are 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 quarter 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, nor is it indicative, of future results.

short-term challenges while underappreciating Babcock's core strengths. We believed the group's stock price ultimately didn't reflect the long-term cash flow and return profile of the business.

The business has been negatively impacted by the Covid-19 crisis, and we therefore lowered our estimate of its intrinsic value, but we remain interested in being shareholders of Babcock, so long as its stock continues to trade at a significant discount. Furthermore, we are encouraged by the appointment of David Lockwood as Babcock's CEO, given his industry track record and experience with turnaround situations.

Best performer

The Fund's biggest contributor to performance this quarter was **Northern Data AG (N-Data)**, with a contribution of 1.30%. It was also the Fund's best-performing holding, with a share price that increased 88.78% (in U.S. currency).[6]

Based in Germany, N-Data is the result of the recent merger of two independent companies that together formed a leading provider of high-performance computing (HPC) solutions. While the company has historically primarily served bitcoin mining clients, its business is set to increasingly shift toward the fields of artificial intelligence, big data analytics, and games streaming. Demand for HPC is growing exponentially in a digital and data-driven business world. Such growth comes with significant structural challenges, including physical space, access to large amounts of electrical power at affordable prices, heat management, and the ability to scale-up efficiently and rapidly. Few existing companies can address these issues. N-Data combines proprietary software and a unique site in Texas in order to provide a compelling solution.

We took advantage of what we viewed as a heavily discounted stock price relative to the company's long-term prospects to invest in N-Data. At the time, given the many challenges associated with the company's plans, we expected it to take years for N-Data to demonstrate its capabilities, build up its main site to capacity, and evolve into a mature company. We expected it to take even longer for the market to ultimately realize the value of the business. To our surprise, the share price almost doubled in a matter of weeks.

While we continue to think that N-Data has the potential to develop into a leading player in the field of HPC in the long run, our assessment of intrinsic value also reflects the execution risks and uncertainties inherent in the business. Because of that and the recent rally in the company's share price, we no longer believe that the stock of N-Data provides what we consider an appropriate margin of safety.

Portfolio activity[7]

Weightings

As always, throughout the quarter we continued to add to holdings we believe offer attractive discounts to intrinsic value, and to trim positions that are becoming less attractively priced. We also rebalanced individual positions based on relative discounts to intrinsic value. While this helps ensure that our most compelling investments are more heavily weighted to drive performance, it can also inflate portfolio turnover at times,

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[6] Based on the percentage of Northern Data AG's share price change from March 31, 2020 to June 30, 2020 in U.S. currency. This share price change may not equate with the performance of the holding in the Fund. Northern Data AG's contribution to the Fund's return in the quarter was 1.30%. As of June 30, 2020, Northern Data AG represented 2.94% of the Fund's net assets.

[7] The information provided does not reflect all positions purchased, sold or recommended by FPA during the quarter. It should not be assumed that an investment in the securities listed was or will be profitable.

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

particularly if short-term volatility rises. We expect the extraordinary fluctuations in prices that we have experienced in the past six months to increase our portfolio turnover this year.

Specifically, we continued to build positions we initiated toward the end of the first quarter, and we increased the Fund's ownership of portfolio companies whose stocks had experienced material weakness. Those included **Care Ratings Ltd** (a leading Indian issuer of credit ratings), **Yougov Plc** (an England-based leading provider of market and opinion research), and **Koninklijke DSM NV** (a Netherlands-based leader in nutritional ingredients for animal and human nutrition).

Because of strong performance during the quarter, we also trimmed several of the Fund's holdings. Those included many of the consumer staples and discretionary players whose stock prices were among the first to recover, presumably as a function of their traditional safe-haven status. England-based **Reckitt Benckiser Group Plc**, in particular, benefited disproportionately in the aftermath of the pandemic because of its broad portfolio of hygiene products. To some degree, this was also the case with beer companies like Netherlands-based **Heineken Holding NV,** although we expect these businesses to be more severely impacted by the Covid-19 crisis. The Fund's investments in the eye care industry enjoyed favorable momentum as well, including leading retailer **GrandVision NV** (based in the Netherlands), which was our highest contributor in the first quarter.

Purchases

During the period, we made an unprecedented number of acquisitions (well in excess of 10 new holdings). This exceptional level of purchase activity reflected the highly compelling buy-in opportunity the market provided across the board in the past few months because of the Covid-19 pandemic.

Such broad-based buying is uncharacteristic of our investment approach, but it stems from the unique situation created by government responses to this health crisis and the associated economic fall-out. As bottom-up investors, we typically get interested in a particular business when it is going through some temporary disruption. These situations are not common, which is why new purchases are relatively rare for the Fund, and why our portfolio often remains concentrated on a small group of holdings. On rare occasions, such as in the first quarter, the market can experience broad dislocations and present us with dozens of compelling opportunities at once. Never before, even during the global financial crisis (which saw a decoupling between developed and emerging markets), had we experienced such indiscriminate selling.

Furthermore, our research-driven and value-based approach typically allows us to focus on our best ideas. Since inception, there've been times when we invested as much as 20% of the Fund's assets in a given name or group of holdings. Through our proprietary research, we can make a reasonable determination of the range of outcomes for a given business, assess its long-term cash flow generation profile, and derive what we believe is a reliable estimate of its intrinsic value. The high level of conviction we derive from this analytical work is ultimately what allows us be more concentrated.

However, with Covid-19, uncertainty impacted all businesses in ways that were extremely difficult to evaluate. We found ourselves unable to apply that same laser-focused selection approach. We could eliminate many prospects based on the structural implications of the crisis for the business, such as excessive leverage going into such a sharp downturn or the ability of management to deal with such a unique shock. But often there were no grounds on which to choose between two potential investments. As such, our discipline dictated broad-based rather than targeted buying, which ultimately explains the large number of new purchases.

As the crisis unfolded, we continued to study its potential impact on the various businesses in our coverage universe. The goal was to be able to refine the portfolio as needed. As more information became available, and our understanding of the long-term effects improved, we were able to test previous decisions further, and to fine-tune our estimates of intrinsic values. In the case of Compass, it actually caused us to exit our newly purchased position.

Almost all of the new investments were in companies we had long identified as well-run, financially strong, high-quality businesses that belonged to our coverage universe, or that we had owned in the past. They included firms like **Accenture Plc** (an Ireland-based leading provider of technology consulting services), **Dassault Systemes SA** (a France-based leading provider of design software), **DSV Panalpina A/S** (a Denmark-based leading provider of transport and logistic services), **Freightways Ltd** (a New Zealand-based leading provider of express packaging services), or **Metso Oyj** and **Outotec Oyj**. We had previously owned Metso and Outotec individually. This time, the two Finland-based leading providers of industrial equipment had engaged in a complex transaction involving on the one hand, a merger of their respective mining businesses, and on the other hand, the spin-off of Metso's valves and actuators division (now **Neles**). Our long-standing knowledge of all the individual pieces led us to believe that the market was mispricing both stocks (and one more so than the other).

Sales

During the quarter, we also completed the sale of several holdings, including Dignity Plc, **Nestle SA**, **Randstad NV**, Sodexo SA and Compass Group Plc, **Sulzer AG**, and **Sumo Group Plc**. Not all, however, were dictated by a significant increase in share price and the closing of the discount to estimated intrinsic value.

We discussed the cases of Compass and Sodexo earlier. Both companies are examples of a situation where our ability to research and appraise the business (the first selection criteria according to our investment policy) had become unsatisfactory. Compass and Sodexo are both providers of catering services. That means that they serve fresh food in high-traffic and/or high-density, often small, confined spaces to a broad range of places including educational institutions (such as university campuses), sports arenas, business offices, and healthcare facilities (typically for elective surgery in-patients). Based on our more recent research, we believe the underlying fundamentals of these businesses are challenged at multiple levels by the Covid-19 crisis, may be transformed as a result, and could ultimately be, at least in part, permanently impaired.

Dignity is another example of a situation where it had become virtually impossible for us to assess the long-term fundamentals of the business. Certainly the pandemic has been highly disruptive for memorial services, but that is not what led to our decision to sell the stock. Rather, the company was victim of what we consider a "state crime." The sector seemed like an improbable target, but over the last almost three years now, it has been the target of arbitrary attacks from British authorities under the pretense of investigations into industry practices (pricing in particular). Dignity's position in funeral and crematorium services in England is strong, but its future is nonetheless in doubt as a result. While nothing has come out of these inquiries thus far, they have drained resources from the business, made it extremely difficult for management to run the organization, and pushed the firm into an unmanageable strategic and financial situation. This untenable position was further illustrated by the announcement that CEO Mark McCollum would step down this quarter. A search for a capable executive willing to step into this mess is underway. Considering all these issues, we sold the position even though doing so would result in an impairment of capital.

Based in the Netherlands, Randstad is a leading provider of employment services. The company is an example of a situation where we could no longer be comfortable with the balance sheet given the dramatic economic downturn it will likely face because of the Covid-19 crisis. We also felt management may not quite have the capabilities needed to navigate such a shock.

The other cases are more straight forward. Based in England, Sumo is a leading provider of engineering services to the video game industry. Based in Switzerland, Nestle is one of the world's largest multinational packaged food companies. We commented on these two companies on multiple occasions in the past as they've been long-term winners for the Fund. In both cases, and consistent with our investment discipline, we sold the position as the stock price increased and the discount to estimated intrinsic value unwound. This is also true of Sulzer (a Swiss manufacturer of industrial pumps, particularly for oil and gas applications). In this case, however, we had grown concerned in recent years about the significant headwinds in the industry. Together with some disappointing management initiatives, this had led us to reduce our estimate of intrinsic value. While the stock prices of these companies no longer provide what we consider an appropriate margin of safety, we continue to view them as quality businesses, and we would be interested in becoming shareholders again at the right price.

Portfolio profile

Net of the aforementioned transactions, the Fund held 50 disclosed positions on June 30, which is an unprecedented and exceptionally high number. We note that several of the Fund's holdings are similar in nature, including beer companies **Ambev SA** (based in Brazil) and Heineken Holding NV, **CRH Plc** and **Compagnie de Saint Gobain** (both Europe-based manufacturers of building products), and **Fielmann AG** and GrandVision NV (both Europe-based optical retailers). The top 10 positions accounted for close to 30% of the Fund's total assets. The top five holdings accounted for more than 15% of total assets. Ultimately, this is the most diversified portfolio we have ever owned, and that is a function of the unique market environment we faced in the first half of the year.

We remain cautious about our assessments of intrinsic value given the many uncertainties stemming from the Covid-19 crisis. Nevertheless, we must recognize that the weighted average discount to fair value of our holdings has come down materially as a result of the Fund's strong performance in the second quarter.

The Fund's holdings have a median market capitalization size of roughly \$18 billion, and the weighted average capitalization was about \$57 billion at the end of the period. However, we do not consider a company's market capitalization to be a relevant criterion from an investment perspective. We are invested across a wide range of market capitalization sizes, from less than \$200 million to more than \$600 billion. That's generally been the case since the Fund's inception, and we have produced positive results for the Fund over time by investing across a broad market capitalization spectrum.

We are similarly indifferent to which sector a company operates in, or where it happens to be domiciled. Nonetheless, looking at the Fund's geographic profile at the end of the quarter, 56% of total assets were invested in companies domiciled in Europe (ex-United Kingdom and Ireland). The Fund's exposure to the United Kingdom and Ireland stood at 21% of total assets. Emerging markets accounted for 12%, and Australia and New-Zealand totaled 7% of total assets. We had 4% exposure to Japan.

From a sector standpoint, we often migrate toward businesses that are cash generative and not very capital intensive. Those include service-type businesses and consumer goods companies. At the end of the quarter, discretionary and staples together accounted for 16% of total assets. The Fund's largest exposure was to technology and communications, which accounted for 38% of total assets. The Fund also had meaningful exposure to industrials, which accounted for 32% of total assets. Healthcare accounted for 6%, and Materials for 5%. We had 3% invested in financials, which reflected our investments in Care Ratings and leading Irish bank **AIB Group Plc**. Outside of that, we have had no exposure to banks since the Fund's inception. We noted in previous commentaries the challenges often associated with these investments, which typically are a poor fit for our philosophy and process. Overall, the Fund had limited exposure to the credit cycle and financially levered companies.[8]

While we try to provide some perspective on the Fund's sector profile in these commentaries, the portfolio is simply the residual output of our bottom-up approach. We also find that the Global Industry Classification Standard (GICS) classifications are of limited relevance. **PageGroup Plc** (based in England), for instance, provides recruitment services, yet it is classified as industrial. In our view, GICS's sector definitions are too broad to provide a meaningful picture of the Fund's underlying exposure.

More fundamentally, we think the Fund is exposed to a broad group of sectors, geographies, and end markets. We also believe many of the Fund's holdings have particular secular dynamics that help make them more predictable and better-suited to work through short-term economic challenges. While it is impossible to anticipate how individual stocks will perform going forward, we would argue that the Fund's exposure to varying sectors and geographies, along with the quality of its holdings, positions it well to withstand further market dislocation.

Investment prospects

Going forward, as stock prices seem hard set on returning to their late 2019 record highs, we expect this will lead us to monetize some of the investments we made in the aftermath of the markets' Covid-19 panic. We expect it to take many more months to fully understand the long-term impact of this terrible crisis. However, it is hard to believe that the prospects of most businesses have improved in a world beset with a problem of that breadth and magnitude. Yet the markets appear to price businesses at this point as if that was the case. As such, we expect a number of the discounts we identified could unwind rapidly going forward.

While this is likely to be frustrating from a portfolio turnover perspective, and therefore, from a tax and transactional cost point of view, this is what our stringent value-driven approach dictates. Once again, throughout this time of incredible volatility, we believe our investment strategy and process have demonstrated their value, so we will remain steadfast in our commitment to this discipline. We will stay focused on high-quality companies with strong, sustainable fundamentals that command pricing power, compelling prospects to build shareholder value in the long run, and balance sheets that can withstand short-term disruption. They must also have management teams capable of steering the business through both good and bad times, and of deploying capital in a way that creates value over time. Lastly, we will only put capital at risk when we think we can buy those stocks at significant discounts to our estimates of their intrinsic values.

We are concerned about the impact of Covid-19 and saddened by the possibility of further deaths, and the high likelihood of job losses and wealth destruction for many. We expect difficult months and possibly years ahead for the world's economy and for capital markets. From an investment point of view, however, that could provide us with compelling value opportunities, and we are energized and hopeful about that. As always, we stand ready to take advantage of any price dislocation to help us seek to compound wealth for our fellow shareholders.

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8 Sector classification scheme reflects GICS (Global Industry Classification Standard).

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Phaeacian Partners Update

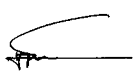
As we noted in last quarter's commentary, we were pleased to announce on Feb. 13 that, in partnership with Polar Capital, we had reached an agreement to acquire the International Value and World Value Strategies from FPA and to lift-out the team of six professionals that supports these strategies.

The transaction contemplates that the FPA Funds we manage will be reorganized into a new U.S. series trust and renamed the Phaeacian Funds. The team will establish a joint venture with Polar named Phaeacian Partners, with myself and Gregory A. Herr (the co-Portfolio Manager of our World Value Strategy) as general partners. Polar will provide operational support and distribution capabilities in multiple jurisdictions to help the Strategies' growth, thus allowing the team to remain focused on seeking to generate positive long-term returns.

Work is well underway to complete the necessary registrations for the new firm and to establish the new series trust to hold the Funds. We expect the filing of a Registration Statement, including a prospectus with information for shareholders to consider, in preparation for the upcoming proxy vote. Finally, we anticipate the transaction to be completed in the fourth quarter of this year.

We thank you, as always, for your confidence, and we look forward to continuing to serve your interests as shareholders of the FPA International Value Fund.

Respectfully submitted,



Pierre O. Py
Portfolio Manager
June 30, 2020

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. 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 or sectors 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 or sector 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. 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 they can 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.

The Fund may invest a greater percentage of its assets in a smaller number of securities. Holding fewer securities increases the risk that the value of the Fund could go down because of the poor performance of a single investment.

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.

Top Five Contributors (Contribution %, Weight %) (For the quarter-end 06/30/2020): Northern Data (1.30%, 2.9%); Capgemini (1.16%, 3.3%); Naver (1.14%, 2.2%); Valmet (1.13%, 2.8%); Adyen (0.95%, 2.7%)

Bottom Five Detractors (Contribution %, Weight %) (For the quarter-end 06/30/2020): Babcock International (-0.44%, 2.1%); Compass Group (-0.22%, 0.0%); Dignity (-0.15%, 0.0%); Sodexo (-0.12%, 0.0%); Sony (-0.05%, 2.4%)

Throughout this Commentary, detractors and contributors to Fund performance noted are based on contribution to return for the periods noted. Contributors and detractors are 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 quarter 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, nor is it indicative, of future results, and there is no assurance that the Fund'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.**

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 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 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 will 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. All indices include reinvestment of dividends and interest income unless otherwise noted. An investor cannot invest directly in an index. The Fund does not include outperformance of any index in its investment objectives.

The **MSCI ACWI ex-USA Index (Net)** is a float-adjusted market capitalization index that is designed to measure the combined equity market performance of developed and emerging market countries excluding the United States. Net index returns reinvest dividends after the deduction of withholding taxes, using (for international indexes) a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties.

Other Definitions

Intrinsic value, in finance, is the "true, inherent, and essential value" of an asset independent of its market value. The portfolio manager defines the "intrinsic value" of a business to mean the discounted value of the cash that can be taken out of the business during its remaining life.

Market capitalization refers to the total value of all a company's shares of stock. It is calculated by multiplying the price of a stock by its total number of outstanding shares.

An asset's **book value** is equal to its carrying value on the balance sheet, and companies calculate it netting the asset against its accumulated depreciation.

Median market capitalization is the midpoint of market capitalization (market price multiplied by the number of shares outstanding) of the stocks in a portfolio. Half the stocks in the portfolio will have higher market capitalizations; half will have lower.

High-quality business — The portfolio manager believes a high quality business is one that is able to generate a return on capital in excess of its cost of capital for sustained periods of time.

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 or guarantee against permanent capital loss.

Weighted average discount to intrinsic value — Refers to the weighted average discount to intrinsic value of all securities in the Fund based on fundamental research versus its actual market value Weighted average market capitalization refers to a type of stock market index construction that is based on the market capitalization of the index's constituent stocks. Large companies would thus account for a greater portion of an index than small-cap stocks.

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

The discussions of Fund investments represent the views of the Fund's managers at the time of this report and are subject to change without notice. References to individual securities are for informational purposes only and should not be construed as recommendations to purchase or sell individual securities.

FORWARD LOOKING STATEMENT DISCLOSURE

As mutual fund managers, one of our responsibilities is to communicate with shareholders in an open and direct manner. Insofar as some of our opinions and comments in our letters to shareholders are based on our current expectations, they are considered "forward-looking statements" which may or may not prove to be accurate over the long term. While we believe we have a reasonable basis for our comments and we have confidence in our opinions, actual results may differ materially from those we anticipate. You can identify forward-looking statements by words such as "believe," "expect," "may," "anticipate," and other similar expressions when discussing prospects for particular portfolio holdings and/or the markets, generally. We cannot, however, 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. Further, information provided in this report should not be construed as a recommendation to purchase or sell any particular security.

FPA INTERNATIONAL VALUE FUND
PORTFOLIO SUMMARY

June 30, 2020 (Unaudited)

Common Stocks		**92.2%**
Application Software	11.0%	
Information Technology Services	9.5%	
Advertising & Marketing	7.8%	
Industrials	5.5%	
Medical Equipment	4.1%	
Household Products	4.0%	
Beverages	3.7%	
Building Maintenance Services	3.6%	
Specialty Chemicals	3.2%	
Consumer Electronics	3.0%	
Other Commercial Services	2.8%	
Consumer Finance	2.7%	
Semiconductor Manufacturing	2.3%	
Internet Media	2.2%	
Courier Services	2.1%	
Cement & Aggregates	2.1%	
Professional Services	2.1%	
Commercial Services	2.1%	
Non Wood Building Materials	2.0%	
Commercial & Residential Building Equipment & Systems	2.0%	
Other Specialty Retail — Discretionary	1.9%	
Health Care Supplies	1.8%	
Construction & Mining Machinery	1.4%	
Logistics Services	1.3%	
Infrastructure Software	1.3%	
Publishing & Broadcasting	1.1%	
Banks	0.9%	
Industrial Distribution & Rental	0.5%	
Other Common Stocks	4.2%	
Short-term Investments		**7.8%**
Other Assets And Liabilities, Net		**0.0%**
Net Assets		**100.0%**

FPA INTERNATIONAL VALUE FUND
PORTFOLIO OF INVESTMENTS
June 30, 2020
(Unaudited)

COMMON STOCKS	Shares	Fair Value
APPLICATION SOFTWARE — 11.0%		
Dassault Systemes SE (France)	28,508	$ 4,948,785
SAP SE (Germany)	44,140	6,170,304
Tencent Holdings Ltd. (China)	174,291	11,168,196
Ubisoft Entertainment SA (France)(a)	112,692	9,332,069
		$ 31,619,354
INFORMATION TECHNOLOGY SERVICES — 9.5%		
Accenture plc (Class A) (Ireland)	28,334	$ 6,083,877
Capgemini SE (France)	82,269	9,493,961
Northern Data AG (Germany)(a)	102,491	8,417,009
RELX plc (Britain)	137,500	3,182,542
		$ 27,177,389
ADVERTISING & MARKETING — 7.8%		
Care Ratings Ltd. (India)	982,619	$ 5,458,796
S4 Capital plc (Britain)(a)	1,811,014	6,057,694
Stroeer SE & Co. KGaA (Germany)	75,116	5,068,974
YouGov plc (Britain)	608,256	5,803,416
		$ 22,388,880
INDUSTRIALS — 5.5%		
Electrocomponents plc (Britain)	928,376	$ 7,728,142
Valmet Oyj (Finland)	307,120	8,049,551
		$ 15,777,693
MEDICAL EQUIPMENT — 4.1%		
Alcon, Inc. (Switzerland)(a)	94,733	$ 5,443,285
Koninklijke Philips NV (Netherlands)(a)	131,840	6,150,033
		$ 11,593,318
HOUSEHOLD PRODUCTS — 4.0%		
Henkel AG & Co. KGaA (Germany)	49,465	$ 4,138,257
L'Oreal SA (France)	5,080	1,639,551
Reckitt Benckiser Group plc (Britain)	26,170	2,407,598
Unilever plc (Britain)	61,361	3,309,879
		$ 11,495,285
BEVERAGES — 3.7%		
Ambev SA (Brazil)(a)	822,429	$ 2,138,458
Britvic plc (Britain)	459,064	4,371,655
Heineken Holding NV (Netherlands)	11,060	905,227
Pernod Ricard SA (France)	20,117	3,167,750
		$ 10,583,090
BUILDING MAINTENANCE SERVICES — 3.6%		
ISS A/S (Denmark)(a)	651,302	$ 10,341,689

FPA INTERNATIONAL VALUE FUND
PORTFOLIO OF INVESTMENTS (Continued)
June 30, 2020
(Unaudited)

COMMON STOCKS — Continued	Shares	Fair Value
SPECIALTY CHEMICALS — 3.2%		
Koninklijke DSM NV (Netherlands)	45,827	$ 6,361,610
Symrise AG (Germany)	23,479	2,743,442
		$ 9,105,052
CONSUMER ELECTRONICS — 3.0%		
Basler AG (Germany)	25,412	$ 1,706,513
Sony Corp. (Japan)	99,245	6,850,895
		$ 8,557,408
OTHER COMMERCIAL SERVICES — 2.8%		
ALS, Ltd. (Australia)	1,766,155	$ 8,064,693
CONSUMER FINANCE — 2.7%		
Adyen NV (Netherlands)(a)(b)	5,249	$ 7,639,886
SEMICONDUCTOR MANUFACTURING — 2.3%		
ASML Holding NV (Netherlands)	9,716	$ 3,554,238
Taiwan Semiconductor Manufacturing Co., Ltd. (ADR) (Taiwan)	51,486	2,922,860
		$ 6,477,098
INTERNET MEDIA — 2.2%		
NAVER Corp. (South Korea)	27,936	$ 6,285,131
COURIER SERVICES — 2.1%		
Freightways Ltd. (New Zealand)	1,308,801	$ 6,111,134
CEMENT & AGGREGATES — 2.1%		
CRH plc (Ireland)	97,738	$ 3,364,166
Metso Oyj (Finland)	81,267	2,670,723
		$ 6,034,889
PROFESSIONAL SERVICES — 2.1%		
Pagegroup plc (Britain)	1,281,933	$ 6,019,702
COMMERCIAL SERVICES — 2.1%		
Babcock International Group plc (Britain)	1,545,379	$ 5,922,726
NON WOOD BUILDING MATERIALS — 2.0%		
Cie de Saint-Gobain (France)(a)	158,351	$ 5,713,452

FPA INTERNATIONAL VALUE FUND
PORTFOLIO OF INVESTMENTS (Continued)
June 30, 2020
(Unaudited)

COMMON STOCKS — Continued	Shares	Fair Value
COMMERCIAL & RESIDENTIAL BUILDING EQUIPMENT & SYSTEMS — 2.0%		
dormakaba Holding AG (Switzerland)(a)	4,731	$ 2,583,632
Volution Group plc (Britain)	1,349,605	3,110,471
		$ 5,694,103
OTHER SPECIALTY RETAIL — DISCRETIONARY — 1.9%		
Fielmann AG (Germany)	41,204	$ 2,779,900
GrandVision NV (Netherlands)(b)	96,750	2,756,437
		$ 5,536,337
HEALTH CARE SUPPLIES — 1.8%		
EssilorLuxottica SA (France)(a)	40,850	$ 5,253,650
CONSTRUCTION & MINING MACHINERY — 1.4%		
Outotec Oyj (Finland)	741,111	$ 4,109,528
LOGISTICS SERVICES — 1.3%		
DSV PANALPINA A/S (Denmark)	30,382	$ 3,731,970
INFRASTRUCTURE SOFTWARE — 1.3%		
Obic Co. Ltd. (Japan)	20,958	$ 3,693,615
PUBLISHING & BROADCASTING — 1.1%		
APG SGA SA (Switzerland)(a)	17,219	$ 3,216,806
BANKS — 0.9%		
AIB Group plc (Ireland)(a)	1,915,324	$ 2,418,366
INDUSTRIAL DISTRIBUTION & RENTAL — 0.5%		
Ferguson plc (Britain)	18,208	$ 1,488,805
OTHER COMMON STOCKS — 4.2%(a)(c)		$ 11,997,990
TOTAL COMMON STOCKS — 92.2% (Cost $234,468,606)		$264,049,039
TOTAL INVESTMENT SECURITIES — 92.2% (Cost $234,468,606)		$264,049,039

SHORT-TERM INVESTMENTS — 7.8%	Principal Amount	Fair Value
State Street Bank Repurchase Agreement — 0.00% 7/1/2020 (Dated 06/30/2020, repurchase price of $22,353,000, collateralized by $21,017,700 principal amount U.S. Treasury Notes — 2.625% 2023, fair value $22,800,106)(d)	$22,353,000	$ 22,353,000
TOTAL SHORT-TERM INVESTMENTS (Cost $22,353,000)		$ 22,353,000
TOTAL INVESTMENTS — 100.0% (Cost $256,821,606)		$286,402,039
Other Assets and Liabilities, net — 0.0%		130,961
NET ASSETS — 100.0%		$286,533,000

(a) Non-income producing security.

(b) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, typically only to qualified institutional buyers. Unless otherwise indicated, these securities are not considered to be illiquid.

(c) As permitted by U.S. Securities and Exchange Commission regulations, "Other" Common Stocks include holdings in their first year of acquisition that have not previously been publicly disclosed.

(d) Security pledged as collateral (See Note 8 of the Notes to Financial Statements).

Foreign Currency Exchange Contracts

Counterparty	Currency Purchased	Currency Sold	Settlement Date	Valuation at June 30, 2020	Unrealized Appreciation	Unrealized Depreciation
Barclays Bank plc	USD 1,839,946	EUR 1,690,000	8/6/2020	$ 1,900,158	—	$(60,212)
Barclays Bank plc	USD31,974,776	EUR28,287,000	9/17/2020	31,834,315	$140,461	—
Total				$33,734,473	$140,461	$(60,212)

See accompanying Notes to Financial Statements.

FPA INTERNATIONAL VALUE FUND
STATEMENT OF ASSETS AND LIABILITIES

June 30, 2020
(Unaudited)

ASSETS	
Investment securities — at fair value (identified cost $234,468,606)	$264,049,039
Short-term investments — repurchase agreements	22,353,000
Cash	92
Receivable for:	
Investment securities sold	3,694,984
Dividends and interest	955,813
Capital Stock sold	53,411
Unrealized appreciation on forward foreign currency contracts	140,461
Prepaid expenses and other assets	3,741
Total assets	291,250,541
LIABILITIES	
Payable for:	
Investment securities purchased	4,111,072
Advisory fees	234,276
Capital Stock repurchased	46,300
Due to custodian	21
Accrued expenses and other liabilities	265,660
Unrealized depreciation on forward foreign currency contracts	60,212
Total liabilities	4,717,541
NET ASSETS	$286,533,000
SUMMARY OF SHAREHOLDERS' EQUITY	
Capital Stock — no par value; unlimited authorized shares; 18,283,855 outstanding shares	$284,411,983
Distributable earnings	2,121,017
NET ASSETS	$286,533,000
NET ASSET VALUE	
Offering and redemption price per share	$15.67

See accompanying Notes to Financial Statements.

FPA INTERNATIONAL VALUE FUND
STATEMENT OF OPERATIONS
For the Six Months Ended June 30, 2020
(Unaudited)

INVESTMENT INCOME	
Dividends (net of foreign taxes withheld of $291,748)	$ 1,546,414
Interest	20,837
Total investment income	1,567,251
EXPENSES	
Advisory fees	1,280,773
Transfer agent fees and expenses	82,199
Trustee fees and expenses	68,389
Legal fees	54,380
Custodian fees	50,507
Reports to shareholders	40,362
Filing fees	23,774
Audit and tax services fees	18,231
Administrative services fees	6,814
Other professional fees	6,238
Other	43,756
Total expenses	1,675,423
Reimbursement from Adviser	(23,225)
Net expenses	1,652,198
Net investment loss	(84,947)
NET REALIZED AND UNREALIZED APPRECIATION (DEPRECIATION)	
Net realized gain (loss) on:	
Investments	(15,693,253)
Investments in foreign currency transactions	(96,592)
Net change in unrealized appreciation (depreciation) of:	
Investments	12,892,633
Investments in forward foreign currency contracts	231,412
Translation of foreign currency denominated amounts	20,142
Net realized and unrealized loss	(2,645,658)
NET DECREASE IN NET ASSETS RESULTING FROM OPERATIONS	$ (2,730,605)

See accompanying Notes to Financial Statements.

FPA INTERNATIONAL VALUE FUND
STATEMENTS OF CHANGES IN NET ASSETS

	Six Months Ended June 30, 2020 (Unaudited)	Year Ended December 31, 2019
INCREASE (DECREASE) IN NET ASSETS		
Operations:		
Net investment income (loss)	$ (84,947)	$ 218,230
Net realized gain (loss)	(15,789,845)	11,152,206
Net change in unrealized appreciation	13,144,187	41,535,579
Net increase (decrease) in net assets resulting from operations	(2,730,605)	52,906,015
Distributions to shareholders	(3,822,379)	(11,600,003)
Capital Stock transactions:		
Proceeds from Capital Stock sold	60,854,638	43,744,239
Proceeds from shares issued to shareholders upon reinvestment of dividends and distributions	3,250,459	10,376,742
Cost of Capital Stock repurchased	(42,912,633)	(42,880,614)
Net increase from Capital Stock transactions	21,192,464	11,240,367
Total change in net assets	14,639,480	52,546,379
NET ASSETS		
Beginning of period	271,893,520	219,347,141
End of period	$286,533,000	$271,893,520
CHANGE IN CAPITAL STOCK OUTSTANDING		
Shares of Capital Stock sold	4,145,778	2,878,791
Shares issued to shareholders upon reinvestment of dividends and distributions	208,630	651,805
Shares of Capital Stock repurchased	(2,978,328)	(2,826,848)
Change in Capital Stock outstanding	1,376,080	703,748

See accompanying Notes to Financial Statements.

FPA INTERNATIONAL VALUE FUND
FINANCIAL HIGHLIGHTS

Selected Data for Each Share of Capital Stock Outstanding Throughout Each Period

	Six Months Ended June 30, 2020 (Unaudited)	Year Ended December 31, 2019	2018	2017	2016	2015
Per share operating performance:						
Net asset value at beginning of period	$16.08	$13.54	$15.45	$12.21	$11.52	$12.87
Income from investment operations:						
Net investment income (loss)*	0.00*	0.01	0.06	(0.01)	0.22	0.07
Net realized and unrealized gain (loss) on investment securities	(0.20)	3.24	(1.73)	3.32	0.82	(0.86)
Total from investment operations	(0.20)	3.25	(1.67)	3.31	1.04	(0.79)
Less distributions:						
Dividends from net investment income	(0.13)	(0.71)	(0.14)	(0.07)	(0.35)	(0.56)
Distributions from net realized capital gains	(0.08)	—	(0.10)	—	—	—
Total distributions	(0.21)	(0.71)	(0.24)	(0.07)	(0.35)	(0.56)
Redemption fees	—	—	—	—	—	—
Net asset value at end of period	$15.67	$16.08	$13.54	$15.45	$12.21	$11.52
Total investment return***	(1.23)%	24.05%	(10.81)%	27.12%	9.05%	(6.34)%
Ratios/supplemental data:						
Net assets, end of period (in $000's)	$286,533	$271,894	$219,347	$254,886	$262,274	$287,116
Ratio of expenses to average net assets:						
Before reimbursement from Adviser	1.31%†	1.34%	1.35%	1.31%	1.28%	1.25%
After reimbursement from Adviser	1.29%†	1.29%	1.29%	1.29%	1.28%	1.25%
Net investment income						
Before reimbursement from Adviser	(0.08)%†	0.03%	0.33%	(0.11)%	1.86%	0.50%
After reimbursement from Adviser	(0.07)%†	0.09%	0.39%	(0.09)%	1.86%	0.50%
Portfolio turnover rate	158%†	88%	120%	146%	93%	39%

* Per share amount is based on average shares outstanding.

* Rounds to less than $0.01 per share.

*** Return is based on net asset value per share, adjusted for reinvestment of distributions, and does not reflect deduction of the sales charge.

† Annualized.

See accompanying Notes to Financial Statements.

FPA INTERNATIONAL VALUE FUND
NOTES TO FINANCIAL STATEMENTS

June 30, 2020
(Unaudited)

NOTE 1 — Significant Accounting Policies

FPA International Value Fund (the "Fund"), a series of the FPA Funds Trust, is registered under the Investment Company Act of 1940, as a non-diversified, open-end management investment company. The Fund's primary investment objective is to seek above average capital appreciation over the long term while attempting to minimize the risk of capital loss. The Fund qualifies as an investment company pursuant to Financial Accounting Standard Board (FASB) Accounting Standards Codification (ASC) No. 946, Financial Services — Investment Companies. The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements.

A. Security Valuation

The Fund's investments are reported at fair value as defined by accounting principles generally accepted in the United States of America, ("U.S. GAAP"). The Fund generally determines its net asset value as of approximately 4:00 p.m. New York time each day the New York Stock Exchange is open. Further discussion of valuation methods, inputs and classifications can be found under Disclosure of Fair Value Measurements.

B. Securities Transactions and Related Investment Income

Securities transactions are accounted for on the date the securities are purchased or sold. Dividend income and distributions to shareholders are recorded on the ex-dividend date. Interest income and expenses are recorded on an accrual basis. The books and records of the Fund are maintained in U.S. dollars as follows: (1) the foreign currency fair value of investment securities, and other assets and liabilities stated in foreign currencies, are translated using the daily spot rate; and (2) purchases, sales, income and expenses are translated at the rate of exchange prevailing on the respective dates of such transactions. The resultant exchange gains and losses are included in net realized or net unrealized gain (loss) in the statement of operations. A detailed listing of outstanding currency transactions is included in the Portfolio of Investments, in Investment Securities in the Statement of Assets and Liabilities and in Disclosure of Fair Value Measurements.

C. Use of Estimates

The preparation of the financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported. Actual results could differ from those estimates.

D. Recent Accounting Pronouncements

In August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2018-13, *Fair Value Measurement (Topic 820) — Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement*. The amendments eliminate certain disclosure requirements for fair value measurements for all entities, requires public entities to disclose certain new information and modifies some disclosure requirements. The new guidance is effective for all entities for fiscal years beginning after December 15, 2019 and for interim periods within those fiscal years. An entity is permitted to early adopt either the entire standard or only the provisions that eliminate or modify requirements. The Adviser is currently evaluating the impact of this new guidance on the Fund's financial statements.

NOTE 2 — Risk Considerations

Investing in the Fund may involve certain risks including, but not limited to, those described below.

Market Risk: Because the values of the Fund's investments will fluctuate with market conditions, so will the value of your investment in the Fund. You could lose money on your investment in the Fund or the Fund could underperform other investments.

Common Stocks and Other Securities: The prices of common stocks and other securities held by the Fund may decline in response to certain events taking place around the world, including; those directly involving companies whose securities are owned by the Fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Since the Fund invests in foreign securities, it will be subject to risks not typically associated with domestic securities. 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. The financial problems in global economies over the past several years, including the European sovereign debt crisis, may continue to cause high volatility in global financial markets.

Risks Associated with Non-Diversification: The Fund is non-diversified, which generally means that it may invest a greater percentage of its total assets in the securities of fewer issuers than a “diversified” fund. This increases the risk that a change in the value of any one investment held by the Fund could affect the overall value of the Fund more than it would affect that of a diversified fund holding a greater number of investments. Accordingly, the Fund’s value will likely be more volatile than the value of a more diversified fund.

Repurchase Agreements: Repurchase agreements permit the Fund to maintain liquidity and earn income over periods of time as short as overnight. Repurchase agreements held by the Fund are fully collateralized by U.S. Government securities, or securities issued by U.S. Government agencies, or securities that are within the three highest credit categories assigned by established rating agencies (Aaa, Aa, or A by Moody’s or AAA, AA or A by Standard & Poor’s) or, if not rated by Moody’s or Standard & Poor’s, are of equivalent investment quality as determined by the Adviser. Such collateral is in the possession of the Fund’s custodian. The collateral is evaluated daily to ensure its fair value equals or exceeds the current fair value of the repurchase agreements including accrued interest. In the event of default on the obligation to repurchase, the Fund has the right to liquidate the collateral and apply the proceeds in satisfaction of the obligation.

The Fund may enter into repurchase agreements, under the terms of a Master Repurchase Agreement (“MRA”). The MRA permits the Fund, under certain circumstances including an event of default (such as bankruptcy or insolvency), to offset payables and/or receivables under the MRA with collateral held and/or posted to the counterparty and create one single net payment due to or from the Fund. However, bankruptcy or insolvency laws of a particular jurisdiction may impose restrictions on or prohibitions against such a right of offset in the event of a MRA counterparty’s bankruptcy or insolvency. Pursuant to the terms of the MRA, the Fund receives securities as collateral with a fair value in excess of the repurchase price to be received by the Fund upon the maturity of the repurchase transaction. Upon a bankruptcy or insolvency of the MRA counterparty, the Fund recognizes a liability with respect to such excess collateral to reflect the Fund’s obligation under bankruptcy law to return the excess to the counterparty. Repurchase agreements outstanding at the end of the period are listed in the Fund’s Portfolio of Investments.

Many countries have experienced outbreaks of infectious illnesses in recent decades, including swine flu, avian influenza, SARS and, more recently, COVID-19. The global outbreak of COVID-19 in early 2020 has resulted in various disruptions, including travel and border restrictions, quarantines, supply chain disruptions, lower consumer demand and general market uncertainty. The effects of COVID-19 have and may continue to adversely affect the global economy, financial markets and the economies of certain nations and individual issuers, any of which may negatively impact the Fund and its holdings. Similar consequences could arise as a result of the spread of other infectious diseases.

NOTE 3 — Purchases and Sales of Investment Securities

Cost of purchases of investment securities (excluding short-term investments) aggregated $244,030,022 for the period ended June 30, 2020. The proceeds and cost of securities sold resulting in net realized loss of $15,693,253 aggregated $153,720,784 and $169,414,037, respectively, for the period ended June 30, 2020. Realized gains or losses are based on the specific identification method.

NOTE 4 — Federal Income Tax

No provision for federal income tax is required because the Fund has elected to be taxed as a "regulated investment company" under the Internal Revenue Code (the "Code") and intends to maintain this qualification and to distribute each year to its shareholders, in accordance with the minimum distribution requirements of the Code, its taxable net investment income and taxable net realized gains on investments.

The cost of investment securities held at June 30, 2020 was $244,941,771 for federal income tax purposes. Gross unrealized appreciation and depreciation for all investment at June 30, 2020, for federal income tax purposes was $29,957,412 and $10,850,144, respectively resulting in net unrealized appreciation of $19,107,268. As of and during the period ended June 30, 2020, the Fund did not have any liability for unrecognized tax benefits. The Fund recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Statement of Operations. During the year, the Fund did not incur any interest or penalties. The statute of limitations remains open for the last 3 years, once a return is filed. No examinations are in progress at this time.

NOTE 5 — Advisory Fees and Other Affiliated Transactions

Pursuant to an Investment Advisory Agreement (the "Agreement"), advisory fees were paid by the Fund to First Pacific Advisors, LP (the "Adviser"). Under the terms of this Agreement, the Fund pays the Adviser a monthly fee calculated at the annual rate of 1.00% of the Fund's average daily net assets. The Adviser has contractually agreed to reimburse expenses in excess of 1.29% of the average net assets of the Fund (excluding brokerage fees and commissions, interest, taxes, shareholder service fees, fees and expenses of other funds in which the Fund invests, and extraordinary expenses) through April 30, 2021.

For the period ended June 30, 2020, the Fund paid aggregate fees and expenses of $68,389 to all Trustees who are not affiliated persons of the Adviser. Certain officers of the Fund are also officers of the Adviser.

NOTE 6 — Disclosure of Fair Value Measurements

The Fund uses the following methods and inputs to establish the fair value of its assets and liabilities. Use of particular methods and inputs may vary over time based on availability and relevance as market and economic conditions evolve.

Equity securities are generally valued each day at the official closing price of, or the last reported sale price on, the exchange or market on which such securities principally are traded, as of the close of business on that day. If there have been no sales that day, equity securities are generally valued at the last available bid price. Securities that are unlisted and fixed-income and convertible securities listed on a national securities exchange for which the over-the-counter ("OTC") market more accurately reflects the securities' value in the judgment of the Fund's officers, are valued at the most recent bid price. Events occurring after the close of trading on non-U.S. exchanges may result in adjustments to the valuation of foreign securities to reflect their fair value as of the close of regular trading on the NYSE. The Fund may utilize an independent fair valuation service in adjusting the valuations of foreign securities. Currency forwards are valued at the closing currency exchange rate which is not materially different from the forward rate. Short-term corporate notes with maturities of 60 days or less at the time of purchase are valued at amortized cost.

Securities for which representative market quotations are not readily available or are considered unreliable by the Adviser are valued as determined in good faith under procedures adopted by the authority of the Fund's Board of Trustees. Various inputs may be reviewed in order to make a good faith determination of a security's value. These inputs include, but are not limited to, the type and cost of the security; contractual or legal restrictions on resale of the security; relevant financial or business developments of the issuer; actively traded similar or related securities; conversion or exchange rights on the security; related corporate actions; significant events occurring after the close of trading in the security; and changes in overall market conditions. Fair valuations and valuations of investments that are not actively trading involve judgment and may differ materially from valuations of investments that would have been used had greater market activity occurred.

The Fund classifies its assets based on three valuation methodologies. Level 1 values are based on quoted market prices in active markets for identical assets. Level 2 values are based on significant observable market inputs, such as quoted prices for similar assets and quoted prices in inactive markets or other market observable inputs as noted above including spreads, cash flows, financial performance, prepayments, defaults, collateral, credit enhancements, and interest rate volatility. Level 3 values are based on significant unobservable inputs that reflect the Fund's determination of assumptions that market participants might reasonably use in valuing the assets. The valuation levels are not necessarily an indication of the risk associated with investing in those securities. The following table presents the valuation levels of the Fund's investments as of June 30, 2020:

Investments	Level 1	Level 2	Level 3	Total
Common Stocks				
Application Software	—	$ 31,619,354	—	$ 31,619,354
Information Technology Services	$ 6,083,877	21,093,512	—	27,177,389
Advertising & Marketing	11,262,212	11,126,668	—	22,388,880
Industrials	—	15,777,693	—	15,777,693
Medical Equipment	6,150,033	5,443,285	—	11,593,318
Household Products	—	11,495,285	—	11,495,285
Beverages	3,043,685	7,539,405	—	10,583,090
Building Maintenance Services	—	10,341,689	—	10,341,689
Specialty Chemicals	—	9,105,052	—	9,105,052
Consumer Electronics	—	8,557,408	—	8,557,408
Other Commercial Services	—	8,064,693	—	8,064,693
Consumer Finance	7,639,886	—	—	7,639,886
Semiconductor Manufacturing	2,922,860	3,554,238	—	6,477,098
Internet Media	—	6,285,131	—	6,285,131
Courier Services	—	6,111,134	—	6,111,134
Cement & Aggregates	—	6,034,889	—	6,034,889
Professional Services	—	6,019,702	—	6,019,702
Commercial Services	—	5,922,726	—	5,922,726

Investments	Level 1	Level 2	Level 3	Total
Non Wood Building Materials	—	$ 5,713,452	—	$ 5,713,452
Commercial & Residential Building Equipment & Systems	$ 3,110,471	2,583,632	—	5,694,103
Other Specialty Retail — Discretionary	—	5,536,337	—	5,536,337
Health Care Supplies	—	5,253,650	—	5,253,650
Construction & Mining Machinery	—	4,109,528	—	4,109,528
Logistics Services	—	3,731,970	—	3,731,970
Infrastructure Software	—	3,693,615	—	3,693,615
Publishing & Broadcasting	3,216,806	—	—	3,216,806
Banks	—	2,418,366	—	2,418,366
Industrial Distribution & Rental	—	1,488,805	—	1,488,805
Other Common Stocks	2,849,056	9,148,934	—	11,997,990
Short-Term Investments	—	22,353,000	—	22,353,000
	$46,278,886	$240,123,153	—	$286,402,039
Forward Foreign Currency Contracts (currency risk)				
Receivable	—	$ 140,461	—	$ 140,461
Payable	—	(60,212)	—	(60,212)

Transfers of investments between different levels of the fair value hierarchy are recorded at fair value as of the end of the reporting period. There were transfers of $81,732,264 from Level 1 to Level 2 during the period ended June 30, 2020. The transfers between Level 2 and Level 1 of the fair value hierarchy during the period ended June 30, 2020, were due to changes in valuation of international equity securities from the fair value price to the exchange closing price.

Forward foreign currency contracts: Forward foreign currency contracts are agreements to exchange one currency for another at a future date and at a specified price. The Funds' transactions in forward foreign currency contracts are limited to transaction and portfolio hedging. The contractual amounts of forward foreign currency contracts do not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered and could exceed the net unrealized value shown in the tables below. Risks arise from the possible inability of counterparties to meet the terms of their contracts and from movements in currency values. Forward foreign currency contracts are valued daily at the foreign exchange rates as of the close of the New York Stock Exchange. Unrealized appreciation or depreciation on the contracts as measured by the difference between the forward foreign exchange rates at the dates of entry into the contracts and the foreign exchange rates at the end of the period is included in the Statement of Assets and Liabilities under the caption "Forward Foreign Currency Contracts." Realized gains and losses and the net change in unrealized appreciation (depreciation) on forward foreign currency contracts for the year are included in the Statement of Operations under the caption "Forward Foreign Currency Contracts." Forward foreign currency contracts are agreements to exchange one currency for another at a future date and at a specified price. The Funds' transactions in forward foreign currency contracts are limited to transaction and portfolio hedging. The contractual amounts of forward foreign currency contracts do not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered and could exceed the net unrealized value shown in the tables below. Risks arise from the possible inability of counterparties to meet the terms of their contracts and from movements in currency values. Forward foreign currency contracts are valued daily at the foreign exchange rates as of the close of the New York Stock Exchange. Unrealized appreciation or depreciation on the contracts as measured by the difference between the forward foreign exchange rates at the dates of entry into the contracts and the foreign exchange rates at the end of the period is included in the Statement of Assets and Liabilities under the caption "Forward Foreign Currency Contracts." Realized gains and losses and the net change in unrealized appreciation (depreciation) on forward foreign currency contracts for the year are included in the Statement of Operations under the caption "Forward Foreign Currency Contracts." During the period ended June 30, 2020 the Fund had average volume of forward foreign currency contracts (based on the open positions at each month end) for purchases and sales of $0 and $33,449,601, respectively.

During the period ended June 30, 2020 the Fund had entered into the following derivatives:

	Asset Derivatives		Liability Derivatives	
Derivative Type	Statement of Assets and Liabilities Location	Fair Value	Statement of Assets and Liabilities Location	Fair Value
Foreign currency contracts	Unrealized appreciation on forward foreign currency contracts	$140,461	Unrealized depreciation on forward foreign currency contracts	$(60,212)
Total		$140,461		$(60,212)

Derivative Type	Location of Gain or (Loss) on Derivatives Within Statement of Operations	Realized Gain or (Loss) on Derivatives	Change in Unrealized Appreciation or (Depreciation)
Foreign currency contracts	Investments in Forward Foreign Currency Contracts	—	$231,412
Total		—	$231,412

NOTE 7 — Line of Credit

The Fund, along with FPA Paramount, Inc. (another mutual fund managed by the Adviser) has collectively entered into an agreement that enables them to participate in a $50 million unsecured line of credit with State Street Bank and Trust. Borrowings will be made solely to temporarily finance the repurchase of Capital Stock. Interest is charged to each Fund based on its borrowings at a rate per annum equal to the Overnight LIBOR Rate plus 1.25%. In addition, the Fund and FPA Paramount, Inc. pay a combined commitment fee of 0.25% per annum on any unused portion of the line of credit.

For the period ended June 30, 2020, the Fund had no borrowings under the agreement.

NOTE 8 — Collateral Requirements

For derivatives traded under an ISDA Master Agreement, the collateral requirements are typically calculated by netting the mark to market amount for each transaction under such agreement and comparing that amount to the value of any collateral currently pledged by a Fund and the counterparty. Cash collateral that has been pledged to cover obligations of a Fund and cash collateral received from the counterparty, if any, is reported separately on the Statement of Assets and Liabilities as cash pledged as collateral and cash received as collateral, respectively. Non-cash collateral pledged by a Fund, if any, is noted in the Portfolio of Investments. Generally, the amount of collateral due from or to a party is delivered to/pledged by the Fund on the next business day. Typically, the Fund and counterparties are not permitted to sell, repledge or use the collateral they receive. To the extent amounts due to the Fund from its counterparties are not fully collateralized, contractually or otherwise, the Fund bears the risk of loss from counterparty non-performance. The Fund attempts to mitigate counterparty risk by entering into agreements only with counterparties that it believes have the financial resources to honor their obligations and by monitoring the financial stability of those counterparties. Cash collateral that has been pledged to cover obligations of a Fund and cash collateral received from the counterparty, if any, is reported separately on the Statement of Assets and Liabilities as cash pledged as collateral and cash received as collateral, respectively. Non-cash collateral pledged by a Fund, if any, is noted in the Portfolio of Investments. Generally, the amount of collateral due from or to a party is delivered to/pledged by the Fund on the next business day. Typically, the Fund and counterparties are not permitted to sell, repledge or use the collateral they receive. To the extent amounts due to the Fund from its counterparties are not fully collateralized, contractually or otherwise, the Fund bears the risk of loss from counterparty non-performance. The Fund attempts to mitigate counterparty risk by entering into agreements only with counterparties that it believes have the financial resources to honor their obligations and by monitoring the financial stability of those counterparties.

For financial reporting purposes, the Fund does not offset derivative assets and derivative liabilities that are subject to netting arrangements in the Statement of Assets and Liabilities.

FASB Accounting Standards Update No. 2011-11, *Disclosures about Offsetting Assets and Liabilities,* requires disclosures to make financial statements that are prepared under U.S. GAAP more comparable to those prepared under International Financial Reporting Standards. Under this guidance the Fund discloses both gross and net information about instruments and transactions eligible for offset such as instruments and transactions subject to an agreement similar to a master netting arrangement. In addition, the Fund discloses collateral received and posted in connection with master netting agreements or similar arrangements. Under this guidance the Fund discloses both gross and net information about instruments and transactions eligible for offset such as instruments and transactions subject to an agreement similar to a master netting arrangement. In addition, the Fund discloses collateral received and posted in connection with master netting agreements or similar arrangements. The following table presents the Fund's OTC derivative assets, liabilities and master repurchase agreements by counterparty net of amounts available for offset under an ISDA Master agreement or similar agreements and net of the related collateral received or pledged by the Fund as of June 30, 2020:

			Gross Amounts Not Offset in the Statement of Assets and Liabilities		
Counterparty	Product	Gross Assets (Liabilities) in the Statement of Assets and Liabilities	Cash Collateral (Received) Pledged	Assets (Liabilities) Available for Offset	Net Amount of Asset and (Liabilities)*
State Street Bank and Trust Company:					
	Repurchase Agreement	$22,353,000	$(22,353,000)**	—	—

			Gross Amounts Not Offset in the Statement of Assets and Liabilities		
Counterparty	Product	Gross Assets (Liabilities) in the Statement of Assets and Liabilities	Cash Collateral (Received) Pledged	Assets (Liabilities) Available for Offset	Net Amount of Asset and (Liabilities)*
Barclays Bank PLC:					
	Forward foreign currency contracts Receivable	$ 140,461	—	—	$140,461
	Forward foreign currency contracts Payable	$ (60,212)	—	—	$ (60,212)

* Represents the net amount receivable (payable) from the counterparty in the event of default.

** Collateral with a value of $22,800,106 has been received in connection with a master repurchase agreement. Excess of collateral received from the individual master repurchase agreement is not shown for financial reporting purposes.

NOTE 9 — Subsequent Event

On February 13, 2020, it was announced that Polar Capital Holdings plc ("Polar Capital") has reached an agreement to acquire from the Adviser its International Value and World Value equity business, team and strategies led by Pierre Py, Portfolio Manager of the Fund, and Greg Herr (both the "Portfolio Managers"). The transaction contemplates that the Fund would be reorganized into a new U.S. series trust organized by Polar Capital and advised by a subsidiary of Polar Capital. The transaction is subject to all required regulatory, Board and shareholder approvals. Polar Capital, the Portfolio Managers and the Adviser will be recommending to the Board and shareholders to transition to the Polar Capital platform. The expectation is that the transaction and all approvals will be completed in the fourth quarter of 2020.

FPA INTERNATIONAL VALUE FUND
SHAREHOLDER EXPENSE EXAMPLE

June 30, 2020 (Unaudited)

Fund Expenses

Mutual fund shareholders generally incur two types of costs: (1) transaction costs, and (2) ongoing costs, including advisory and administrative fees; shareholder service fees; and other Fund expenses. The Example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds. The Example is based on an investment of $1,000 invested at the beginning of the year and held for the entire year.

Actual Expenses

The information in the table under the heading "Actual Performance" provides information about actual account values and actual expenses. You may use the information in this column, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by $1,000 (for example, an $8,600 account value divided by $1,000 = 8.6), then multiply the result by the number in the first column in the row entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

Hypothetical Example for Comparison Purposes

The information in the table under the heading "Hypothetical Performance (5% return before expenses)" provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs. Therefore, the information under the heading "Hypothetical Performance (5% return before expenses)" is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher. Even though the Fund does not charge transaction fees, if you purchase shares through a broker, the broker may charge you a fee. You should evaluate other mutual funds' transaction fees and any applicable broker fees to assess the total cost of ownership for comparison purposes.

	Actual Performance	Hypothetical Performance (5% return before expenses)
Beginning Account Value December 31, 2019	$1,000.00	$1,000.00
Ending Account Value June 30, 2020	$ 987.70	$1,018.45
Expenses Paid During Period*	$ 6.38	$ 6.47

* Expenses are equal to the Fund's annualized expense ratio of 1.29%, multiplied by the average account value over the period and prorated for the six-months ended June 30, 2020 (182/366 days).

FPA INTERNATIONAL VALUE FUND
TRUSTEE AND OFFICER INFORMATION

(Unaudited)

Sandra Brown, Mark L. Lipson, Alfred E. Osborne, Jr., A. Robert Pisano, and Patrick B. Purcell are all Trustees of the Fund who are not "interested persons" of the Fund, as that term is defined in the 1940 Act (collectively, the "Independent Trustees"). Trustees serve until their resignation, removal or retirement. The Statement of Additional Information includes additional information about the Trustees and is available, without charge, upon request by calling (800) 982-4372.

Name, Address[1] and Year of Birth	Position(s) Held with the Fund	Year First Elected as Trustee of the Fund	Principal Occupation(s) During the Past Five Years	Number of FPA Funds Overseen by Trustee	Other Directorships Held by Trustee During the Past Five Years
Independent Trustees					
Sandra Brown, 1955	Trustee	2016	Consultant (since 2009). Formerly, CEO and President of Transamerica Financial Advisers, Inc. (1999-2009); President, Transamerica Securities Sales Corp. (1998-2009); Vice President, Bank of America Mutual Fund Administration (1990-1998). Director/Trustee of FPA Capital, Inc., FPA Funds Trust, FPA New Income, Inc., FPA Paramount Fund, Inc., FPA U.S. Value Fund, Inc. and Source Capital, Inc. (since October 2016).	8	None
Mark L. Lipson, 1949	Trustee & Chairman	2015	Registered Investment Adviser, ML2 Advisors, LLC (since 2014). Formerly Managing Director, Bessemer Trust (2007-2014) and US Trust (2003-2006); Chairman and CEO of the Northstar Mutual Funds (1993-2001); and President and CEO of the National Mutual Funds (1988-1993). Director/Trustee of FPA Capital, Inc., FPA Funds Trust, FPA New Income, Inc., FPA Paramount Fund, Inc., FPA U.S. Value Fund, Inc. and Source Capital, Inc. (since October 2015).	8	None
Alfred E. Osborne, Jr., 1944	Trustee	2002	Senior Associate Dean (July 2003-Present), Interim Dean (July 2018-June 2019), Professor and Faculty Director (since July 2003), Price Center for Entrepreneurship and Innovation at the John E. Anderson School of Management at UCLA. Dr. Osborne has been at UCLA since 1972. Director/Trustee of FPA Capital Fund, Inc. and FPA New Income, Inc. (since 1999), of FPA Funds Trust (since 2002), of FPA Paramount Fund, Inc., FPA U.S. Value Fund, Inc. and Source Capital, Inc. (since 2013).	8	Kaiser Aluminum, Wedbush Capital

FPA INTERNATIONAL VALUE FUND
TRUSTEE AND OFFICER INFORMATION (Continued)
(Unaudited)

Name, Address[1] and Year of Birth	Position(s) Held with the Fund	Year First Elected as Trustee of the Fund	Principal Occupation(s) During the Past Five Years	Number of FPA Funds Overseen by Trustee	Other Directorships Held by Trustee During the Past Five Years
A. Robert Pisano, 1943	Trustee	2013	Consultant (since 2012). Formerly, President and Chief Operating Officer of The Motion Picture Association of America, Inc. (October 2005-2011). Formerly, National Executive Director and Chief Executive Officer of The Screen Actors Guild (2001-2005). Director/Trustee of FPA Paramount Fund, Inc. and FPA U.S. Value Fund, Inc. (since 2012), and of FPA Capital, Inc., FPA Funds Trust, FPA New Income, Inc. and Source Capital, Inc. (since 2013).	8	Resources Global Professionals
Patrick B. Purcell, 1943	Trustee	2006	Retired (since 2000). Formerly, Consultant to Paramount Pictures 1998-2000; Executive Vice President, Chief Financial and Administrative Officer of Paramount Pictures (1983-1998). Director/Trustee of FPA Capital, Inc., FPA Funds Trust and FPA New Income, Inc. (since 2006), of Source Capital, Inc. (since 2010), of FPA U.S. Value Fund, Inc. and FPA Paramount Fund, Inc. (since 2012).	8	None
"Interested" Trustees[2]					
Steven Romick, 1963	Trustee	2002	Director and President of FPA GP, Inc., the General Partner of the Adviser (since October 2018). Vice President (since February 2015) and Portfolio Manager of FPA Crescent Fund (since June 1993) and of Source Capital, Inc. (since 2015). Formerly, Managing Partner of FPA (2010-2018). Formerly, President of the Trust (2002-2015).	3	None
J. Richard Atwood, 1960	Trustee	2016	Director and President of FPA GP, Inc., the General Partner of the Adviser (since October 2018). Director/Trustee of each FPA Fund (since 2016). President of each FPA Fund (since 2015). Formerly, Managing Partner of FPA (2006-2018). Formerly, until 2015, Treasurer of each FPA Fund for more than the past five years.	8	None

(1) The address of each Trustee is 11601 Wilshire Boulevard, Suite 1200, Los Angeles, California 90025.
(2) "Interested person" within the meaning of the 1940 Act by virtue of their affiliation with the Fund's Adviser.

FPA INTERNATIONAL VALUE FUND
TRUSTEE AND OFFICER INFORMATION (Continued)
(Unaudited)

Officers of the Fund. Officers of the Fund are elected annually by the Board.

Name, Address[1] and Year of Birth	Position with Fund	Year First Elected as Officer of the Fund	Principal Occupation(s) During the Past Five Years
Pierre O. Py, 1976	Vice President and Portfolio Manager	2011	Managing Director of FPA (since 2013). Co-Portfolio Manager of FPA Paramount Fund, Inc. (since 2013). Vice President of FPA (from September 2011 to December 2012). Co-President from 2013 to February 2015 and Vice President from November 2011 to August 2013 of FPA Paramount Fund, Inc.; and President from November 2013 to February 2015 and Vice President from November 2011 to November 2013 of the Fund.
J. Richard Atwood, 1960	President	1997	Director and President of FPA GP, Inc., the General Partner of FPA (since October 2018). Director/Trustee of each FPA Fund (since May 2016). President of each FPA Fund (since February 2015). Formerly, Managing Partner of FPA (2006-2018). Formerly, until February 2015, Treasurer of each FPA Fund for more than the past five years.
Karen E. Richards, 1969	Chief Compliance Officer	2019	Chief Compliance Officer of FPA (since August 2018). Formerly, Deputy Chief Compliance Officer of First Republic Investment Management, LLC (from February 2016 to March 2018), and Vice President, Senior Compliance Officer of Pacific Investment Management Company (from June 2010 to January 2016).
E. Lake Setzler III, 1967	Treasurer	2006	Senior Vice President (since January 2013) and Controller of FPA; and Treasurer of each FPA Fund (since February 2015). Formerly, until February 2015, Assistant Treasurer of each FPA Fund (February 2006 to February 2015).
Rebecca D. Gilding, 1979	Secretary	2019	Vice President and Counsel, State Street Bank and Trust Company (since April 2016). Formerly, Assistant Vice President and Associate Counsel, Brown Brothers Harriman & Co. (September 2013 to April 2016).

[1] The address for each Officer (except Ms. Gilding) is 11601 Wilshire Boulevard, Suite 1200, Los Angeles, California 90025. Ms. Gilding's address is State Street Bank and Trust Company, One Lincoln Street, Boston, Massachusetts 02111.

FPA INTERNATIONAL VALUE FUND

(Unaudited)

INVESTMENT ADVISER

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Los Angeles, California 90017

This report has been prepared for the information of shareholders of FPA INTERNATIONAL VALUE FUND, and is not authorized for distribution to prospective investors unless preceded or accompanied by an effective prospectus. The financial information in this report has been taken from the records of the Fund without examination by independent auditors.

A description of the policies and procedures that the Adviser uses to vote proxies related to the Fund's portfolio securities is set forth in the Fund's Statement of Additional Information which is available without charge, upon request, on the Fund's website at www.fpa.com or by calling (800) 982-4372 and on the Securities and Exchange Commission's website at www.sec.gov.

The Fund's complete proxy voting record for the 12 months ended June 30, 2020 is available without charge, upon request by calling (800) 982-4372 and on the SEC's website at www.sec.gov.

The Fund's schedule of portfolio holdings, filed the first and third quarter of the Fund's fiscal year on Form N-PORT with the SEC, is available on the SEC's website at www.sec.gov.

Additional information about the Fund is available online at www.fpa.com. This information includes, among other things, holdings, top sectors, and performance, and is updated on or about the 15th business day after the end of each quarter.