We hope that investors will find FPA commentaries helpful to understand application of the same investment discipline in various markets, and can refer to particular items that interest them.

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

**Average Annual Total Returns**
As of December 31, 2013

| Fund/Index | MTD | YTD | 1 Year | Since Inception** |
|---|---|---|---|---|
| FPA International Value Fund | 1.58 % | 18.00 % | 18.00 % | 20.70 % |
| MSCI ACWI ex US | 0.88 % | 15.29 % | 15.29 % | 14.75 % |

**Annualized. Inception of FPA International Value Fund is December 1, 2011.
A redemption fee of 2.00% will be imposed on redemptions of certain shares within 90 days. Net expense ratio calculated as of the supplement to the prospectus is 1.32%. The Advisor has contractually agreed to waive fees/certain Fund expenses through June 30, 2015.Gross Expense Ratio is 4.14%.

**Past performance is no guarantee of future results and current performance may be higher or lower than the performance shown. This data represents past performance and investors should understand that investment returns and principal values fluctuate, so that when you redeem your investment it may be worth more or less than its original cost. Current month-end performance data may be obtained by calling toll-free, 1-800-982-4372.**

To view portfolio holdings from the most recent quarter end, please refer to the end of this document or at www.fpafunds.com.

Portfolio composition will change due to ongoing management of the fund. References to individual securities are for informational purposes only and should not be construed as recommendations by the Funds, Advisor or Distributor.

The views expressed and any forward-looking statements are as of the date of the publication and are those of the portfolio managers and/or the Advisor. 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. The accuracy and completeness of the information cannot be guaranteed and is not a complete summary or statement of all available data.

The MSCI ACWI ex-USA Index 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. These indices do not reflect any commissions or fees which would be incurred by an investor purchasing the stocks they represent. The performance of the Fund and of the Averages is computed on a total return basis which includes reinvestment of all distributions.

**Fund Risks**

Investments in mutual funds carry risks and investors may lose principal value. Stock 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.

The Fund is non-diversified and may hold fewer securities than a diversified fund because it is permitted to 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.

The FPA Funds are distributed by UMB Distribution Services, LLC, 803 W. Michigan Street, Milwaukee, WI, 53233.

Dear fellow shareholders,

During the fourth quarter of 2013, the Fund rose 2.57% compared to the MSCI All Country World Index's (ex-US) (Net) (the "Index") gain of 4.77%. For the year, the Fund was up 18.00%[1] versus the Index's gain of 15.29%. Since inception on December 1, 2011, the Fund has appreciated 20.70% annualized versus 14.75% for the Index. At the end of the quarter, we were circa 63% invested (versus 61% at September 30, 2013). Over the past three months and year-to-date, our cash stake averaged in excess of 38%. Since inception our average cash holding has been around 35%, growing steadily from low teens over the past two years.

*Walk the walk*

The Fund's total return compared favorably to that of the Index in 2013. During the course of the year, we experienced increasing difficulties finding opportunities to deploy capital in a way that is consistent with our absolute value approach. Our cash exposure was elevated as a result. We achieved positive results nonetheless thanks to good company selection, a high margin of safety[2] discipline that allowed us to capture large valuation outliers, and a concentrated approach whereby we deploy a greater portion of the Fund's assets towards our best ideas. We were able to continue over-performing against sustained run-up in prices. As they rise further however, delivering excess returns becomes increasingly difficult.

In the past quarter, the Fund meaningfully underperformed the Index for the first time since inception. It is possible that we could experience similar, if not more pronounced, short-term relative under-performance going forward. In a rally, prices may run not only beyond acceptable margins of safety, but also well in excess of intrinsic values[3]. What we typically find at this stage is that most of the well-run, financially robust, quality companies that we track, either on our Focus list or on our "Best of Breed" list, and most of those we've come across on research trips overseas are still trading at a discount to intrinsic value, but only within what we would consider a margin of error rather than a margin of safety. While top-down speculations have driven prices up, they've had little impact on our valuations, which are based on normalized economics. While in 2011 we were able to find compelling opportunities amidst negative macro noises, we now struggle to come up with new ideas despite consensus expectations of a recovery and return to high rates of profit growth.

Prices could rise further. We have no ability to say when they will stop rising, nor do we know how far they may fall from there. We can't "time" the market. What we do is we buy companies when we believe their stocks are trading at significant discounts to their estimated intrinsic values, and sell when we feel they no longer are. Because of this, we could find ourselves not only selling, but also buying "too early". We look for discounts of over 30%. As a result, we struggle to find suitable investment ideas in the earlier stages of a rally. Our cash exposure starts building as a result and can become an increasingly material drag on performance. If we execute our strategy, the hoped for out-performance of heavily weighted positions can drive, and help sustain superior returns. With our strong bias towards high quality businesses, this would also be accomplished with limited downside risk. Ultimately though, most discounts to intrinsic value unwind, outliers grow fewer, and cash accumulates. While absolute returns may remain positive, short-term relative performance can turn negative.

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[1] The large inflow the Fund received on the first day of the year significantly impacted relative performance because the Index appreciated 1.84% during the first trading day of the year.

[2] Buying with a "margin of safety" is when a security is purchased for less than its estimated value. This helps protect against permanent 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.

[3] Our estimate of the actual value of a company or an asset based on our underlying perception of its true value including all aspects of the business, in terms of both tangible and intangible factors.

Despite our efforts to bring it back up in the past months, the weighted average discount to intrinsic value of our holdings hit a new low at the end of the quarter of circa 24% (down from around 25% at September 30, 2013). So we think we may have begun to experience the "curse" of absolute value for this cycle when we temporarily under-performed relative to the Index. That is a function of our investment discipline, and something we talked about in the past. We were not making a theoretical argument. It happens, sometimes for sustained periods of time. It's painful when it does, but that's how we invest and we will walk the walk. The benefit is that it positions us to take advantage of future opportunities while limiting the risk of losses that often follow periods of excesses. In our view, it far outweighs the costs of potentially under-performing versus a market[4] that is near record high and has returned an annualized 13% in the past five years.

*Guinness days*

What we have seen over the last few months is a resurgence of possible excesses, not only in much richer valuations and more enthusiastic forecasts, but also in various classic features of exuberant markets. Reading the financial press through this recent period feels much like flipping pages of the Guinness Book of World Records. The S&P 500 had its biggest annual gain since 1997 and hit a new record. NYSE[5] margin debt is at historical peaks and junk loans are approaching levels not seen since before the crisis, while covenant-lite (with more issuance than in 2007), PIK[6] (with higher volumes than in 2008), and other similar credit products are back in vogue. Student loans surpassed $1 trillion in the US. Luxury automakers are reporting all-time high sales, and assumed debt to finance vehicle purchases is reaching record levels. The pace of public offerings has accelerated sharply, with often dramatic increases in post issuance prices. Investment funds are attracting more inflows than they have in 10 years. The multiples buyout firms pay for acquisitions have reached their highest levels since 2007. House prices are back to all-time highs in 10 of the US 50 largest cities, and fourth-quarter Manhattan apartment sales hit their highest in 25 years. Warhol's "Silver Car Crash" sold at auction for $105 million and Bacon's "Three Studies of Lucian Freud" for $142 million. A 60-carat pink diamond sold for $83 million (a record for any gemstone), a Rolex Daytona for $1 million (the highest ever), and a 1963 250 GTO for $52 million (49% higher than the record for any car). Conversely, executives are most bearish in 30 years with purchases as a portion of insider transactions at their lowest since 1990.

Several of our favorite publications have put out articles dismissing the notion of dangerously overheated markets. One we came across argued that a bubble isn't to be feared as it wouldn't have similarly devastating effects as last time, thanks to new banking regulation and wiser, more prone-to-action central bankers. Another debated the notion of bubbles and saw no sign of the mania that accompanies most. A third remarked that while markets may be overvalued, investors aren't swept up by an irresistible positive force (artificially low rates did not qualify) and skeptics still earn respectful attention, so it is still ok to buy.

In our "book", a bubble is a situation where prices speculatively rise on expectations of further increases so much so that their relationships with free cash flows cease to make sense. So long as price equates value, it should be the sum of future free cash flows discounted back to present time at an absolute expected rate of return unaffected by today's artificially low interest rates. As mentioned above, based on our bottom-up research work, we think we are generally approaching a stage where many companies may no longer trade based on their underlying long-term free cash flows. Rather, they appear to trade on expectations that other buyers will be willing to pay higher prices further down the road. This is not a dynamic in which we would willingly participate. That doesn't mean prices couldn't go higher, even much higher, and possibly for a sustained period of time. We suspect we wouldn't look very "good" in that scenario.

[4] MSCI All Country World Index's (ex-US) (Net).
[5] New York Stock Exchange.
[6] Payment-In-Kind.

*How inadequate[7] would we feel?*

No matter how we would end-up looking, we are unlikely to *feel* that way. The reason for this is that the way we invest is based on on-the-ground fundamental research and diligent valuation work. There is no overlay of top down views of the world and strategic allocations. As investment analysts, we are constantly pricing companies through economic cycles. We have often followed these companies for years and tracked their performance relative to our expectations. We have refined our long-term free cash flow estimates and multiple assumptions many times over. As a result, we think we have a reasonable idea of what these companies are worth. At the same time, we can see market prices fall below and rise above these assessments of intrinsic value, so we can see when companies are trading at low prices, and when they might be expensive.

Our research trips overseas are also helpful in that regard. It is a powerful process to select close to a hundred companies, zoom-in on those that stand-out in terms of value creation relative to their share prices, and see the type of discounts to fair value the short list produces. Having three team members constantly doing this across multiple markets provides us with a telling mosaic of what the opportunity set is at any given time.

Most in the financial world do some type of valuation work, so they too can see when prices get out of range. However many, including some who views the situation with concern, cannot seem to resist playing along in speculative markets. We have no interest in following suit, and prefer to stick to what we've learned over the years. Because we know these companies and have a sense of what they're worth, we have the confidence to buy when others are selling and sell when others are buying. While our company selection has proven to be robust, one of our core beliefs is that this discipline is how we can add the most value as asset managers.

Part of that discipline is a function of our selfish approach to investing. Our own money is in the Fund. We do better for ourselves deploying capital in a value creative manner, rather than managing career risk. We never worry about how "wrong" we could look or whether we will advance in the world thanks to our investment calls. We don't feel pressured to try too hard. Another part of it is being of reasonable size and having the flexibility to hold cash, so that we can stay true to our philosophy and process. What it means though is that as prices continue to run up, our equity exposure is likely to remain low and our ability to out-perform the Index could be temporarily impaired. We would encourage investors to embrace the shame of lagging, and to always consider long-term absolute returns rather than any short-term relative performance.

*Key performers*

Our best performing holding in the quarter was **Senior** (up 16.92% in US currency). Based in the UK, Senior is a leading manufacturer of components for gas turbine engines, aircraft structures, and fluid conveyance systems. We have been invested in the company for some time, and we profiled it in our last quarterly webcast. We also commented on it in the previous quarter as it offered a good example of how we are careful not to anchor investment decisions on previously available valuations, and how we do not seek to pick the trough or maximize upside. When we first bought Senior the stock was trading at almost an all-time high, and yet it is up another 66.23% (in US currency) since then. This is a type of businesses that we like and that we are familiar with. We have been invested in some of Senior's peers in the past, and have similar companies on our "Best of Breed" list. The parts that Senior produces are low unit value, and yet they are critical parts with high cost of failure. They are designed into long life platforms and single-sourced due to low volumes. Customers are focused on quality of execution and reliability rather

7 That's a synonym for stupid.

than price as a result. That ultimately translates into solid low to mid-teen margins, RoCE[8] in excess of 35%, and pitch-perfect cash conversion rates. While cyclical, Senior's underlying markets deliver continued growth and offer good long-term visibility. Management has proven operationally strong, having repositioned the group's portfolio of activities towards the Aero market, and consistently improved profitability. They've created value through bolt-on acquisitions and are EVA[9]-focused. They manage the Balance Sheet well with a leverage ratio currently below 1x and historically below 1.5x Net Debt to EBITDA[10]. In short, we think Senior is a well-run, high-quality business with limited financial risk. As such, we remain interested in owning the company's stock, albeit within the limits of our valuation discipline.

Our worst performing holding in the quarter was G.U.D. Holdings (down 9.42% in US currency), although the position was newly added to the portfolio towards the end of the period. Our second worst performing holding, which we have owned for a more meaningful period of time was **Danone** (down 4.17% in US currency). Danone is a company that we've followed for a long time and owned in the past. Based in France, it's the world's leading producer of fresh dairy products with a weighted average market share of close to 40%. They have few true competitors outside of private labels which already account for a good portion of the market. They can continue to expand by entering new geographies and building the category in countries with low per capita consumption, including developed markets like the US. They also operate a leading baby food business, a fast-growing medical nutrition business, and a good water business. While growing at an annual rate of more than 7%, they've delivered mid-teen margins, and operating RoCE in excess of 50% with high cash conversion rates. Management showed strategic foresight in the past in repositioning the firm's old food portfolio towards attractive health-driven categories, but they had somewhat disappointed operationally over the last two to three years, both from a marketing and margin standpoint. They were able to recognize this and placed greater emphasis on efficiency, notably through cost saving initiatives. They made strides on the marketing front, having gained dominance in the Greek yogurt segment in the US. Recently, the group was hit by food safety concerns together with pressure to curb prices in China. We think these are part of the challenges of doing business in the region, and more cyclical than structural issues. More fundamentally, Danone is a superb franchise run by world-class marketers and sound operators. Yet at the end of the quarter, the stock was trading at circa 11x 2015 operating profit and offering a free cash flow yield of 7%. We think these levels provide us with a significant margin of safety given the high quality nature of the company.

*Quarter activity review*

As many of our holdings continued to perform well, we had to exit another two positions during the quarter, **Assa Abloy** and **Britvic**. Based in Sweden, Assa Abloy is the global leader in lock and security products. This is a company that we have known for years and that we had owned since the Fund's inception. Assa Abloy was our first case study in our fourth quarter webcast back in 2011. Based in the UK, Britvic was also one of our long-standing holdings. We presented the company in a case study in our second quarter 2012 webcast. We also used Britvic twice as an example of how disconnect between volatility in business values and volatility in market prices can create repeated opportunities for long-term value investors to buy high quality businesses at large discounts to intrinsic value. Since we first added Assa Abloy and Britvic to the portfolio, their stocks have returned 117.90% and 134.17% (in US currency), respectively, and no longer offered appropriate margins of safety. Both are good companies that we keep monitoring for opportunities to invest.

Despite our continued struggle to find companies which not only meet our quality criteria but also whose stocks trade at significant discounts to intrinsic value, we were able to add three names to the portfolio, **Accenture**, **G.U.D. Holdings**, and **Taiwan Semiconductor Manufacturing Company**. Accenture and

[8] Return on Capital Employed.
[9] Economic Value Added, a measure of a company's value creation based on deducting cost of capital from its after tax profits.
[10] Earnings Before Interest, Depreciation, and Amortization.

Taiwan Semiconductor are both companies that we have followed for several years. Based in Ireland, Accenture is a world leading provider of IT services with a unique global delivery model. Based in Taiwan, Taiwan Semiconductor is the world's leading semiconductor foundry. These two new additions are outputs of our efforts to go back and review our analytical work on names that belong to our "Best of Breed" list, something we mentioned in our previous quarterly reports. By taking "deep-dives" into companies that we had long followed but not yet had the opportunity to own, in particular in situations when they have gone through new developments, we were able to identify some suitable candidates for the portfolio. Accenture and Taiwan Semiconductor are also a credit to how we have come together as a Team. Since coming on board earlier this year, Jason and Victor have embraced our process, helped consolidate and expand our research, and contributed their unique visions and expertise.

Last quarter we also mentioned our continued extensive travelling, making every effort to uncover new opportunities in all markets, in particular in situations that we overlooked in the past, or where we identified agents of change. Based in Australia, G.U.D. is a mix of solid domestic businesses and restructuring cases. While we long knew the management now in charge, we came across the group on a recent trip to the region.

*Portfolio profile*

Aside from increased exposure to Australia and our new Taiwanese holding, the overall geographic profile of the Fund didn't change dramatically over the course of the quarter. We remain primarily geared towards larger market cap companies (with a median $9.2bn) that are domiciled in Europe. This is simply a reflection of where we find compelling value opportunities, as our approach is agnostic to size or geographic exposure. Many of our holdings are large global companies and thus generate meaningful portions of their future cash flows outside of their home country, which makes domicile of limited relevance.

What matters is where business value is created. Similarly, we measure our currency exposure based on what currency the portfolio's free cash flows are denominated, and we hedge defensively any currency that is a significant outlier, as long as it is economical to do so. As we stand, we've hedged more than half our exposure to both the Euro and the British Pound. The reason for doing this is that we want returns to be driven by underlying business performance and the unwinding of discounts rather than currency fluctuations. We have no ability to assess what the "normalized" long-term exchange rates across dozens of currencies should be. If we did and wished to invest on that basis, we wouldn't need to take-on any business risk. This is also why we take a neutral view of currencies when valuing individual businesses, and in part why we have had little exposure to Japanese groups, exporters in particular. To this point, we continue to have no exposure to firms based in Japan where valuations have inflated from levels we considered unattractive, and where we find that management teams still typically lack the type of financial discipline that we look for.

Similarly, we continue to have no exposure to banks. While they might make for a successful trading call on a European recovery, we don't find them suitable for the Strategy, as many generate mediocre returns on equity despite high levels of financial leverage. Beyond that, we continue to be fairly diversified while naturally gravitating towards businesses that are highly free cash flow generative and less capital intensive. This includes both companies that require little capital to operate like distribution or service type businesses, as well as companies that are more "capital hungry" but generate high returns thanks to strong positions in their market and in the value chain. We also find that proven robust industrial companies often offer the type of long-term sustainability that we seek. Our view is that as long as the business continues to exist and create value in perpetuity, we can take advantage of temporary disruptions and short-term volatility to generate strong returns over the long run, while minimizing the risk of permanent losses. With our long-standing positions in SAP and the recent addition of Taiwan

Semiconductor, our exposure to technology is notable. The investments reflect the strength of the companies' business models rather than any calls on technological developments or market cycles. In general, we find that technology-based companies are difficult to value as we struggle to handicap the risk of disruption and the true long-term sustainability of their business models.

*Prospect versus price*

In general terms, our perception of the overall macro framework also remains broadly unchanged. Over the past few months, we travelled to several European markets including Belgium, France, Germany, Greece, Ireland, Italy, the Netherlands, Switzerland, Turkey, and the UK. We met with representatives, mostly senior executives, of over 120 companies often with pan-European if not global presence. This research seems to indicate a more stable macro environment and signs of possible further improvements. Structurally however, we remain concerned with high levels of financial leverage, in particular sovereign debt, weak financial institutions, most notably in Europe, imbalances in developing countries, the likelihood of further tax increases, and the threat of rampant inflation driven by fiscal and monetary policies.

While we recognize the serious structural challenges the world is facing, we expect that quality businesses will continue to exist, and possibly prosper through the most difficult of times. As bottom-up investors, our focus is on identifying these quality businesses and investing in them with a high margin of safety, rather than positioning the Fund according to top-down views of the world. That explains why our portfolio has been geared towards Europe since inception in 2011. We invest, not with the prospect of improvements in short-term operating results, but based on normalized, through-cycle economics, and on what is ultimately factored into prices. Although business conditions could be improving, we find that multiples and more recently, financial forecasts, have often run ahead of a possible recovery thus making valuations less attractive.

*Team credo*

As long-term absolute value investors, our focus is on competitively advantaged businesses, with solid balance sheets and strong cash flow generation profiles, run by management teams that both operate the business well and deploy capital in a value creative manner. We only invest in companies that meet all of these criteria, and only when their stocks trade at significant discounts to our estimate of intrinsic value.

As always, we thank you for your confidence and look forward to continue serving your interests as fellow shareholders of the FPA International Value Fund.

Respectfully submitted,

The International Value Team

Pierre O. Py
Portfolio Manager

| | |
|---|---|
| Jason Dempsey<br>Analyst | Victor Liu<br>Analyst |

January 20, 2014

FPA investors first

# FPA International Value Fund

Portfolio Holdings

12/31/2013

| CUSIP/SEDOL | TICKER | SHARES | SECURITY | MKT PRICE ($) | MKT VALUE ($) | % OF NET ASSET VALUE |
|---|---|---|---|---|---|---|
| G1151C101 | ACN | 72,000 | ACCENTURE PLC CL A | 82.22 | 5,919,840.00 | 2.06% |
| 7110720 | ADEN.VX | 20,619 | ADECCO SA* | 79.13 | 1,631,585.59 | 0.57% |
| 0147899 | AGK.LN | 690,709 | AGGREKO PLC* | 28.30 | 19,547,755.41 | 6.78% |
| B12TR11 | ATEA.NO | 1,667,525 | ATEA ASA* | 9.85 | 16,423,787.23 | 5.70% |
| B1FJ0C0 | BXB.AU | 1,063,616 | BRAMBLES LTD | 8.17 | 8,686,870.96 | 3.02% |
| 5529027 | DAI.GR | 12,780 | DAIMLER AG* | 86.53 | 1,105,872.57 | 0.38% |
| B1Y9TB3 | BN.FP | 186,161 | DANONE SA | 71.98 | 13,399,235.83 | 4.65% |
| 0237400 | DGE.LN | 148,762 | DIAGEO PLC* | 33.12 | 4,926,997.44 | 1.71% |
| B096LW7 | FUR.NA | 265,200 | FUGRO NV* | 59.59 | 15,802,843.68 | 5.48% |
| B01FLG6 | GFS.LN | 2,694,151 | G4S* | 4.35 | 11,711,474.40 | 4.06% |
| 4557104 | G1A.GR | 9,493 | GEA GROUP AG* | 47.60 | 451,859.21 | 0.16% |
| 6358004 | GUD.AU | 2,579,644 | G.U.D. HOLDINGS LTD* | 5.14 | 13,262,981.66 | 4.60% |
| 6673042 | IPL.AU | 7,645,735 | INCITEC PIVOT* | 2.39 | 18,290,127.27 | 6.35% |
| 5161407 | IP.IM | 63,213 | INTERPUMP GROUP* | 12.00 | 758,309.47 | 0.26% |
| B11ZRK9 | LR.FP | 6,023 | LEGRAND SA* | 55.11 | 331,930.54 | 0.12% |
| B1G5HX7 | LSL.LN | 849,699 | LSL PROPERTY SERVICES PLC* | 7.29 | 6,191,246.79 | 2.15% |
| 3023231 | MPI.LN | 645,830 | MICHAEL PAGE INTERNATIONAL* | 8.08 | 5,219,145.98 | 1.81% |
| 4380429 | PUB.FP | 55,577 | PUBLICIS GROUPE* | 91.50 | 5,085,173.23 | 1.77% |
| 4846288 | SAP.GR | 158,830 | SAP AG* | 85.72 | 13,614,891.72 | 4.72% |
| 0795823 | SNR.LN | 402,242 | SENIOR PLC* | 5.09 | 2,046,285.50 | 0.71% |
| 7062713 | SW.FP | 54,689 | SODEXO* | 101.31 | 5,540,351.18 | 1.92% |
| 874039100 | TSM | 635,000 | TAIWAN SEMICONDUCTOR MFG LTD SPD ADR | 17.44 | 11,074,400.00 | 3.84% |
| B82YXW8 | VSVS.LN | 163,619 | VESUVIUS PLC* | 8.45 | 1,381,860.63 | 0.48% |
| | | | **TOTAL EQUITIES:** | | **182,404,826.29** | **63.30%** |
| | | 139,319 | EUR CURRENCY 1/9/14 (139,318.89 EUR@ $1.292) | (0.08370) | (11,660.99) | |
| | | 67,635 | EUR CURRENCY 1/9/14 (67,634.59 EUR@ $1.33068) | (0.04502) | (3,044.91) | |
| | | 12,895 | EUR CURRENCY 1/9/14 (12,894.91 EUR@ $1.31835) | (0.05735) | (739.52) | |
| | | 38,026 | EUR CURRENCY 1/9/14 (38,025.71 EUR@ $1.3149) | (0.06080) | (2,311.96) | |
| | | 1,154,068 | EUR CURRENCY 3/24/14 (1,154,068.09 EUR@ $1.29975) | (0.07595) | (87,651.47) | |
| | | 854,070 | EUR CURRENCY 4/04/14 (854,070.42 EUR@ $1.28795) | (0.08775) | (74,944.68) | |
| | | 24,119 | EUR CURRENCY 5/7/14 (24,119.45 EUR@ $1.32673) | (0.04897) | (1,181.13) | |
| | | 68,244 | EUR CURRENCY 5/7/14 (68243.86 EUR@ $1.3188) | (0.05690) | (3,883.08) | |
| | | 19,138 | EUR CURRENCY 5/12/14 (19137.58 EUR@ $1.30633) | (0.06937) | (1,327.57) | |
| | | 15,503 | EUR CURRENCY 5/12/14 (15,502.67 EUR@ $1.2901) | (0.08560) | (1,327.03) | |
| | | 138,269 | EUR CURRENCY 6/6/14 (138,268.87 EUR@ $1.26565) | (0.11005) | (15,216.49) | |
| | | 31,616 | EUR CURRENCY 6/12/14 (31,616.30 EUR@ $1.26517) | (0.11053) | (3,494.55) | |
| | | 118,255 | EUR CURRENCY 6/16/14 (118,255.49 EUR@ $1.26844) | (0.10726) | (12,684.08) | |
| | | 39,611 | EUR CURRENCY 6/27/14 (39,611.49 EUR@ $1.26226) | (0.11344) | (4,493.53) | |
| | | 1,921,230 | EUR CURRENCY 7/07/14 (1,921,229.59 EUR@ $1.30125) | (0.07445) | (143,035.54) | |
| | | 123,832 | EUR CURRENCY 7/09/14 (123,831.59 EUR@ $1.2517) | (0.12400) | (15,355.12) | |
| | | 96,970 | EUR CURRENCY 7/18/14 (96,969.70 EUR@ $1.2375) | (0.13820) | (13,401.21) | |
| | | 96,552 | EUR CURRENCY 7/18/14 (96,552.28 EUR@ $1.24285) | (0.13285) | (12,826.97) | |
| | | 932,599 | EUR CURRENCY 8/25/14 (932,599.19 EUR@ $1.34034) | (0.03536) | (32,976.71) | |
| | | 1,054,852 | EUR CURRENCY 9/11/14 (1,054,852.32 EUR@ $1.3272) | (0.04850) | (51,160.34) | |
| | | 1,812,882 | EUR CURRENCY 10/24/14 (1,812,881.61 EUR@ $1.37902) | 0.00332 | 6,018.77 | |
| | | 761,035 | EUR CURRENCY 1/08/15 (761,035.01 EUR@ $1.314) | (0.06170) | (46,955.86) | |
| | | 744,048 | EUR CURRENCY 2/23/15 (761,035.01 EUR@ $1.344) | (0.03170) | (23,586.31) | |
| | | 52,066 | GBP CURRENCY 1/9/14 (52,066.38 GBP@ $1.5365) | (0.11950) | (6,221.93) | |
| | | 38,554 | GBP CURRENCY 1/9/14 (38,553.72 GBP@ $1.55627) | (0.09973) | (3,844.96) | |
| | | 19,220 | GBP CURRENCY 1/9/14 (19,219.56GBP@ $1.56091) | (0.09509) | (1,827.59) | |
| | | 50,956 | GBP CURRENCY 1/9/14 (50,956.39 GBP@ $1.56997) | (0.08603) | (4,383.78) | |
| | | 25,202 | GBP CURRENCY 1/9/14 (25,202.41 GBP@ $1.58715) | (0.06885) | (1,735.19) | |
| | | 659,518 | GBP CURRENCY 3/24/14 (659,517.51 GBP@ $1.51626) | (0.13974) | (92,160.98) | |
| | | 18,791 | GBP CURRENCY 4/24/14 (18,791.46 GBP@ $1.59647) | (0.05953) | (1,118.66) | |
| | | 31,031 | GBP CURRENCY 4/24/14 (31,030.84 GBP@ $1.6113) | (0.04470) | (1,387.08) | |
| | | 35,526 | GBP CURRENCY 5/7/14 (35,526.19 GBP@ $1.60445) | (0.05155) | (1,831.38) | |
| | | 15,639 | GBP CURRENCY 5/12/14 (15,638.68 GBP@ $1.5986) | (0.05740) | (897.66) | |
| | | 9,460 | GBP CURRENCY 5/12/14 (9,460.14 GBP@ $1.5856) | (0.07040) | (665.99) | |
| | | 152,602 | GBP CURRENCY 5/22/14 (152,601.86 GBP@ $1.57272) | (0.08328) | (12,708.68) | |
| | | 63,804 | GBP CURRENCY 5/29/14 (63,803.99 GBP@ $1.5673) | (0.08870) | (5,659.41) | |

FPA
*investors first*

# FPA International Value Fund

Portfolio Holdings

12/31/2013

| CUSIP/SEDOL | TICKER | SHARES | SECURITY | MKT PRICE ($) | MKT VALUE ($) | % OF NET ASSET VALUE |
|---|---|---|---|---|---|---|
| | | 26,262 | GBP CURRENCY 5/30/14 (26,261.85 GBP@ $1.5612) | (0.09480) | (2,489.62) | |
| | | 32,491 | GBP CURRENCY 6/9/14 (32,490.74 GBP@ $1.5389) | (0.11710) | (3,804.67) | |
| | | 16,253 | GBP CURRENCY 6/9/14 (16,252.76 GBP@ $1.5382) | (0.11780) | (1,914.58) | |
| | | 32,607 | GBP CURRENCY 6/9/14 (32,607.28 GBP@ $1.5334) | (0.12260) | (3,997.65) | |
| | | 100,000 | GBP CURRENCY 7/9/14 (100,000 GBP@ $1.55) | (0.10600) | (10,600.00) | |
| | | 32,098 | GBP CURRENCY 7/18/14 (32,0973.58 GBP@ $1.55775) | (0.09825) | (3,153.59) | |
| | | 96,546 | GBP CURRENCY 8/07/14 (96,545.60 GBP@ $1.55367) | (0.10233) | (9,879.51) | |
| | | 47,868 | GBP CURRENCY 8/15/14 (47,868.27 GBP@ $1.5668) | (0.08920) | (4,269.85) | |
| | | 94,778 | GBP CURRENCY 8/28/14 (94,777.75 GBP@ $1.58265) | (0.07335) | (6,951.95) | |
| | | 37,240 | GBP CURRENCY 9/30/14 (37,240.48 GBP@ $1.61115) | (0.04485) | (1,670.24) | |
| | | 46,433 | GBP CURRENCY 10/09/14 (46,432.73 GBP@ $1.61524) | (0.04076) | (1,892.60) | |
| | | 1,876,877 | GBP CURRENCY 1/08/15 (1,876,876.88 GBP@ $1.5984) | (0.05760) | (108,108.11) | |
| | | | **TOTAL DERIVATIVES/FUTURES** | | **(850,415.92)** | **-0.30%** |
| | | | **TOTAL MARKET VALUE:** | | **181,554,410.37** | **63.00%** |
| | | | **CASH & EQUIVALENTS (NET OF LIABILITIES):** | | **106,638,584.29** | **37.00%** |
| | | | **TOTAL NET ASSETS:** | | **$ 288,192,994.66** | **100.00%** |
| | | | **NO. OF EQUITY POSTIONS:** | | **23** | |

* Indicates Foreign Security

<u>Portfolio Holding Submission Disclosure</u>

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

Investments in mutual funds carry risks and investors may lose principal value. Stock 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.

The Fund is non-diversified and may hold fewer securities than a diversified fund because it is permitted to 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.

Portfolio composition will change due to ongoing management of the fund. References to individual securities are for informational purposes only and should not be construed as recommendations by the Funds, Advisor or Distributor.

The FPA Funds are distributed by UMB Distribution Services, LLC, 803 W. Michigan Street, Milwaukee, WI, 53233.