

The background of the cover is a photograph of a dam. The sky is a pale, hazy blue, and a faint rainbow is visible in the upper left quadrant. The dam's crest is a dark, textured line that curves across the middle of the frame. Below the dam, the water is calm and reflects the light. On the right side, there is a line of green trees and a small structure, possibly a gate or fence. The overall mood is serene and natural.

# Payson Total Return Fund

SEMI-ANNUAL REPORT // September 30, 2020  
(Unaudited)



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**PAYSON TOTAL RETURN FUND**

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SEPTEMBER 30, 2020

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**IMPORTANT INFORMATION**

An investment in the Fund is subject to risk, including the possible loss of principal. Other Fund risks include equity risk, convertible securities risk, debt securities risk, technology sector risk, exchange-traded funds risk, interest rate risk, credit risk, inflation indexed security risk, U.S. government securities risk, value investment risk, mortgage-related and other asset-backed securities risk, and foreign investments risk. Foreign investing involves certain risks and increased volatility not associated with investing solely in the U.S., including currency fluctuations, economic or financial instability, lack of timely or reliable financial information or unfavorable political or legal developments. Mortgage-related and other asset-backed securities risks include extension risk and prepayment risk. In addition, the Fund invests in midcap companies, which pose greater risks than those associated with larger, more established companies. There is no assurance that the Fund will achieve its investment objective.

**PAYSON TOTAL RETURN FUND**  
**SCHEDULE OF INVESTMENTS**  
**SEPTEMBER 30, 2020**

<u>Shares</u>	<u>Security Description</u>	<u>Value</u>	<u>Shares</u>	<u>Security Description</u>	<u>Value</u>
<b>Common Stock - 100.0%</b>			<b>Industrials - 11.8% (continued)</b>		
<b>Consumer Discretionary - 7.5%</b>			34,253	Raytheon Technologies Corp.	\$ 1,970,918
1,665	Amazon.com, Inc. (a)	\$ 5,242,636	<u>16,634,482</u>		
450	AutoZone, Inc. (a)	529,938	<b>Information Technology - 40.3%</b>		
16,000	DR Horton, Inc.	1,210,080	16,904	Accenture PLC, Class A	3,820,135
12,831	The Home Depot, Inc.	3,563,297	740	Adobe, Inc. (a)	362,918
		<u>10,545,951</u>	4,005	Alphabet, Inc., Class A (a)	5,869,728
<b>Consumer Staples - 3.7%</b>			76,200	Apple, Inc.	8,824,722
11,970	Thermo Fisher Scientific, Inc.	<u>5,284,994</u>	11,300	Broadcom, Inc.	4,116,816
<b>Financials - 16.6%</b>			8,650	Broadridge Financial Solutions, Inc.	1,141,800
35,000	Aflac, Inc.	1,272,250	29,530	CDW Corp.	3,529,721
24,040	American Express Co.	2,410,010	27,523	Cisco Systems, Inc.	1,084,131
8,460	Berkshire Hathaway, Inc., Class B (a)	1,801,473	12,980	Facebook, Inc., Class A (a)	3,399,462
22,516	JPMorgan Chase & Co.	2,167,615	19,860	Fidelity National Information Services, Inc.	2,923,591
18,420	Mastercard, Inc., Class A	6,229,091	195,895	HP, Inc.	3,720,046
10,350	S&P Global, Inc.	3,732,210	11,570	Lam Research Corp.	3,838,347
29,100	Visa, Inc., Class A	5,819,127	31,600	Leidos Holdings, Inc.	2,817,140
		<u>23,431,776</u>	27,260	Microsoft Corp.	5,733,596
<b>Health Care - 20.1%</b>			3,650	NVIDIA Corp.	1,975,453
37,625	AbbVie, Inc.	3,295,574	11,600	NXP Semiconductors NV	1,447,796
20,457	Amgen, Inc.	5,199,351	15,590	Texas Instruments, Inc.	2,226,096
15,330	Danaher Corp.	3,301,009	<u>56,831,498</u>		
42,330	Johnson & Johnson	6,302,090	<b>Total Common Stock (Cost \$85,197,281)</b>		
39,045	Merck & Co., Inc.	3,238,783	<b>Investments, at value - 100.0% (Cost \$85,197,281)</b>		
50,650	Pfizer, Inc.	1,858,855	<b>\$ 141,085,998</b>		
5,440	Teleflex, Inc.	1,851,885	<b>Other Assets &amp; Liabilities, Net - 0.0%</b>		
10,616	UnitedHealth Group, Inc.	3,309,750	<b>3,372</b>		
		<u>28,357,297</u>	<b><u>\$ 141,089,370</u></b>		
<b>Industrials - 11.8%</b>			PLC	Public Limited Company	
22,000	AMETEK, Inc.	2,186,800	(a)	Non-income producing security.	
124,235	Carrier Global Corp.	3,794,137	The following is a summary of the inputs used to value the Fund's investments as of September 30, 2020.		
9,600	Cummins, Inc.	2,027,136	The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. For more information on valuation inputs, and their aggregation into the levels used in the table below,		
12,177	General Dynamics Corp.	1,685,662			
12,900	Honeywell International, Inc.	2,123,469			
13,580	L3Harris Technologies, Inc.	2,306,427			
8,650	Otis Worldwide Corp.	539,933			

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**PAYSON TOTAL RETURN FUND**  
SCHEDULE OF INVESTMENTS  
SEPTEMBER 30, 2020

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please refer to the Security Valuation section in Note 2 of the accompanying Notes to Financial Statements.

Valuation Inputs	Investments in Securities
Level 1 - Quoted Prices	\$ 141,085,998
Level 2 - Other Significant Observable Inputs	—
Level 3 - Significant Unobservable Inputs	—
<b>Total</b>	<b><u>\$ 141,085,998</u></b>

The Level 1 value displayed in this table is Common Stock. Refer to this Schedule of Investments for a further breakout of each security by industry.

**PORTFOLIO HOLDINGS**

**% of Total Investments**

Consumer Discretionary	7.5%
Consumer Staples	3.7%
Financials	16.6%
Health Care	20.1%
Industrials	11.8%
Information Technology	40.3%
	100.0%

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**PAYSON TOTAL RETURN FUND**  
STATEMENT OF ASSETS AND LIABILITIES  
SEPTEMBER 30, 2020

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**ASSETS**

Investments, at value (Cost \$85,197,281)	\$ 141,085,998
Cash	681,971
Receivables:	
Dividends and interest	80,686
Prepaid expenses	19,382
Total Assets	<u>141,868,037</u>

**LIABILITIES**

Payables:	
Investment securities purchased	521,022
Fund shares redeemed	32,693
Distributions payable	123,787
Accrued Liabilities:	
Investment adviser fees	69,166
Trustees' fees and expenses	89
Fund services fees	13,255
Other expenses	18,655
Total Liabilities	<u>778,667</u>

**NET ASSETS** \$ 141,089,370

**COMPONENTS OF NET ASSETS**

Paid-in capital	\$ 75,686,324
Distributable earnings	<u>65,403,046</u>
<b>NET ASSETS</b>	<u>\$ 141,089,370</u>

**SHARES OF BENEFICIAL INTEREST AT NO PAR VALUE (UNLIMITED SHARES AUTHORIZED)** 5,818,680

**NET ASSET VALUE, OFFERING AND REDEMPTION PRICE PER SHARE** \$ 24.25

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**PAYSON TOTAL RETURN FUND**  
STATEMENT OF OPERATIONS  
SIX MONTHS ENDED SEPTEMBER 30, 2020

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**INVESTMENT INCOME**

Dividend income	\$	1,049,224
Interest income		876
Total Investment Income		<u>1,050,100</u>

**EXPENSES**

Investment adviser fees		388,745
Fund services fees		96,476
Custodian fees		7,280
Registration fees		11,182
Professional fees		22,321
Trustees' fees and expenses		3,254
Other expenses		25,001
Total Expenses		<u>554,259</u>

**NET INVESTMENT INCOME**

495,841

**NET REALIZED AND UNREALIZED GAIN (LOSS)**

Net realized gain on investments		9,631,596
Net change in unrealized appreciation (depreciation) on investments		25,450,442

**NET REALIZED AND UNREALIZED GAIN**

35,082,038

**INCREASE IN NET ASSETS RESULTING FROM OPERATIONS**

\$ 35,577,879

**PAYSON TOTAL RETURN FUND**  
STATEMENTS OF CHANGES IN NET ASSETS

	<b>For the Six Months Ended September 30, 2020</b>	<b>For the Year Ended March 31, 2020</b>
<b>OPERATIONS</b>		
Net investment income	\$ 495,841	\$ 867,578
Net realized gain	9,631,596	452,524
Net change in unrealized appreciation (depreciation)	25,450,442	(7,489,749)
Increase (Decrease) in Net Assets Resulting from Operations	<u>35,577,879</u>	<u>(6,169,647)</u>
<b>DISTRIBUTIONS TO SHAREHOLDERS</b>		
Total Distributions Paid	<u>(495,833)</u>	<u>(867,572)</u>
<b>CAPITAL SHARE TRANSACTIONS</b>		
Sale of shares	5,512,002	18,427,705
Reinvestment of distributions	235,036	377,018
Redemption of shares	(4,214,766)	(16,202,815)
Increase in Net Assets from Capital Share Transactions	<u>1,532,272</u>	<u>2,601,908</u>
Increase (Decrease) in Net Assets	<u>36,614,318</u>	<u>(4,435,311)</u>
<b>NET ASSETS</b>		
Beginning of Period	<u>104,475,052</u>	<u>108,910,363</u>
End of Period	<u>\$ 141,089,370</u>	<u>\$ 104,475,052</u>
<b>SHARE TRANSACTIONS</b>		
Sale of shares	243,130	889,432
Reinvestment of distributions	10,080	18,985
Redemption of shares	(185,522)	(779,474)
Increase in Shares	<u>67,688</u>	<u>128,943</u>



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**PAYSON TOTAL RETURN FUND**  
FINANCIAL HIGHLIGHTS

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These financial highlights reflect selected data for a share outstanding throughout each period.

	For the Six Months Ended September 30, 2020	For the Years Ended March 31,				
		2020	2019	2018	2017	2016
<b>NET ASSET VALUE, Beginning of Period</b>	\$ 18.17	\$ 19.37	\$ 17.76	\$ 16.14	\$ 13.94	\$ 15.21
<b>INVESTMENT OPERATIONS</b>						
Net investment income (a)	0.09	0.15	0.13	0.14	0.16	0.16
Net realized and unrealized gain (loss)	6.08	(1.20)	1.61	2.33	2.25	(0.76)
Total from Investment Operations	6.17	(1.05)	1.74	2.47	2.41	(0.60)
<b>DISTRIBUTIONS TO SHAREHOLDERS FROM</b>						
Net investment income	(0.09)	(0.15)	(0.13)	(0.12)	(0.21)	(0.16)
Net realized gain	-	-	-	(0.73)	-	(0.51)
Total Distributions to Shareholders	(0.09)	(0.15)	(0.13)	(0.85)	(0.21)	(0.67)
<b>NET ASSET VALUE, End of Period</b>	\$ 24.25	\$ 18.17	\$ 19.37	\$ 17.76	\$ 16.14	\$ 13.94
<b>TOTAL RETURN</b>	33.95%(b)	(5.48)%	9.83%	15.39%	17.41%	(3.94)%
<b>RATIOS/SUPPLEMENTARY DATA</b>						
Net Assets at End of Period (000s omitted)	\$ 141,089	\$ 104,475	\$ 108,910	\$ 95,489	\$ 78,888	\$ 74,514
Ratios to Average Net Assets:						
Net investment income	0.76%(c)	0.74%	0.71%	0.82%	1.10%	1.11%
Net expenses	0.85%(c)	0.86%	0.89%	0.94%	0.98%	0.97%
<b>PORTFOLIO TURNOVER RATE</b>	29%(b)	25%	27%	38%	30%	55%

(a) Calculated based on average shares outstanding during each period.

(b) Not annualized.

(c) Annualized.

### **Note 1. Organization**

The Payson Total Return Fund (the “Fund”) is a diversified portfolio of Forum Funds (the “Trust”). The Trust is a Delaware statutory trust that is registered as an open-end, management investment company under the Investment Company Act of 1940, as amended (the “Act”). Under its Trust Instrument, the Trust is authorized to issue an unlimited number of the Fund’s shares of beneficial interest without par value. The Fund commenced operations on November 25, 1991. The Fund seeks a combination of high current income and capital appreciation.

### **Note 2. Summary of Significant Accounting Policies**

The Fund is an investment company and follows accounting and reporting guidance under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946, “Financial Services – Investment Companies.” These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of increases and decreases in net assets from operations during the fiscal period. Actual amounts could differ from those estimates. The following summarizes the significant accounting policies of the Fund:

**Security Valuation** – Securities are valued at market prices using the last quoted trade or official closing price from the principal exchange where the security is traded, as provided by independent pricing services on each Fund business day. In the absence of a last trade, securities are valued at the mean of the last bid and ask price provided by the pricing service.

The Fund values its investments at fair value pursuant to procedures adopted by the Trust’s Board of Trustees (the “Board”) if (1) market quotations are not readily available or (2) the Adviser, as defined in Note 4, believes that the values available are unreliable. The Trust’s Valuation Committee, as defined in the Fund’s registration statement, performs certain functions as they relate to the administration and oversight of the Fund’s valuation procedures. Under these procedures, the Valuation Committee convenes on a regular and ad hoc basis to review such investments and considers a number of factors, including valuation methodologies and significant unobservable inputs, when arriving at fair value.

The Valuation Committee may work with the Adviser to provide valuation inputs. In determining fair valuations, inputs may include market-based analytics that may consider related or comparable assets or liabilities, recent transactions, market multiples, book values and other relevant investment information. Adviser inputs may include an income-based approach in which the anticipated future cash flows of the investment are discounted in determining fair value. Discounts may also be applied based on the nature or duration of any restrictions on the disposition of the investments. The Valuation Committee performs regular reviews of valuation methodologies, key inputs and assumptions, disposition analysis and market activity.

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**PAYSON TOTAL RETURN FUND**  
NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2020

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Fair valuation is based on subjective factors and, as a result, the fair value price of an investment may differ from the security's market price and may not be the price at which the asset may be sold. Fair valuation could result in a different net asset value ("NAV") than a NAV determined by using market quotes.

GAAP has a three-tier fair value hierarchy. The basis of the tiers is dependent upon the various "inputs" used to determine the value of the Fund's investments. These inputs are summarized in the three broad levels listed below:

Level 1 - Quoted prices in active markets for identical assets and liabilities.

Level 2 - Prices determined using significant other observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.). Short-term securities with maturities of sixty days or less are valued at amortized cost, which approximates market value, and are categorized as Level 2 in the hierarchy. Municipal securities, long-term U.S. government obligations and corporate debt securities are valued in accordance with the evaluated price supplied by a pricing service and generally categorized as Level 2 in the hierarchy. Other securities that are categorized as Level 2 in the hierarchy include, but are not limited to, warrants that do not trade on an exchange, securities valued at the mean between the last reported bid and ask quotation and international equity securities valued by an independent third party with adjustments for changes in value between the time of the securities' respective local market closes and the close of the U.S. market.

Level 3 - Significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments).

The aggregate value by input level, as of September 30, 2020, for the Fund's investments is included at the end of the Fund's Schedule of Investments.

**Security Transactions, Investment Income and Realized Gain and Loss** – Investment transactions are accounted for on the trade date. Dividend income is recorded on the ex-dividend date. Non-cash dividend income is recorded at the fair market value of the securities received. Foreign dividend income is recorded on the ex-dividend date or as soon as possible after determining the existence of a dividend declaration after exercising reasonable due diligence. Income and capital gains on some foreign securities may be subject to foreign withholding taxes, which are accrued as applicable. Interest income is recorded on an accrual basis. Premium is amortized to the next call date above par and discount is accreted to maturity using the effective interest method. Identified cost of investments sold is used to determine the gain and loss for both financial statement and federal income tax purposes.

**Distributions to Shareholders** – Distributions to shareholders of net investment income, if any, are declared and paid quarterly. Distributions to shareholders of net capital gains and net foreign currency gains, if any, are declared and paid at least annually. Distributions to shareholders are recorded on the ex-dividend date. Distributions are based on amounts calculated in accordance with applicable federal income tax regulations,

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**PAYSON TOTAL RETURN FUND**  
NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2020

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which may differ from GAAP. These differences are due primarily to differing treatments of income and gain on various investment securities held by the Fund, timing differences and differing characterizations of distributions made by the Fund.

**Federal Taxes** – The Fund intends to continue to qualify each year as a regulated investment company under Subchapter M of Chapter 1, Subtitle A, of the Internal Revenue Code of 1986, as amended (“Code”), and to distribute all of its taxable income to shareholders. In addition, by distributing in each calendar year substantially all of its net investment income and capital gains, if any, the Fund will not be subject to a federal excise tax. Therefore, no federal income or excise tax provision is required. The Fund files a U.S. federal income and excise tax return as required. The Fund’s federal income tax returns are subject to examination by the Internal Revenue Service for a period of three fiscal years after they are filed. As of September 30, 2020, there are no uncertain tax positions that would require financial statement recognition, de-recognition or disclosure.

**Income and Expense Allocation** – The Trust accounts separately for the assets, liabilities and operations of each of its investment portfolios. Expenses that are directly attributable to more than one investment portfolio are allocated among the respective investment portfolios in an equitable manner.

**Commitments and Contingencies** – In the normal course of business, the Fund enters into contracts that provide general indemnifications by the Fund to the counterparty to the contract. The Fund’s maximum exposure under these arrangements is dependent on future claims that may be made against the Fund and, therefore, cannot be estimated; however, based on experience, the risk of loss from such claims is considered remote. The Fund has determined that none of these arrangements requires disclosure on the Fund’s balance sheet.

### **Note 3. Cash – Concentration in Uninsured Account**

For cash management purposes, the Fund may concentrate cash with the Fund’s custodian. This typically results in cash balances exceeding the Federal Deposit Insurance Corporation (“FDIC”) insurance limits. As of September 30, 2020, the Fund had \$431,971 at MUFG Union Bank, N.A. that exceeded the FDIC insurance limit.

### **Note 4. Fees and Expenses**

**Investment Adviser** – H.M. Payson & Co. (the “Adviser”) is the investment adviser to the Fund. Pursuant to an investment advisory agreement, the Adviser receives an advisory fee, payable monthly, from the Fund at an annual rate of 0.60% of the Fund’s average daily net assets.

**Distribution** – Foreside Fund Services, LLC serves as the Fund’s distributor (the “Distributor”). The Fund does not have a distribution (12b-1) plan; accordingly, the Distributor does not receive compensation from the Fund for its distribution services. The Adviser compensates the Distributor directly for its services. The

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**PAYSON TOTAL RETURN FUND**  
NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2020

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Distributor is not affiliated with the Adviser or Atlantic Fund Administration, LLC, a wholly owned subsidiary of Apex US Holdings, LLC (d/b/a Apex Fund Services) ("Apex") or their affiliates.

**Other Service Providers** – Apex provides fund accounting, fund administration, compliance and transfer agency services to the Fund. The fees related to these services are included in Fund services fees within the Statement of Operations. Apex also provides certain shareholder report production and EDGAR conversion and filing services. Pursuant to an Apex Services Agreement, the Fund pays Apex customary fees for its services. Apex provides a Principal Executive Officer, a Principal Financial Officer, a Chief Compliance Officer and an Anti-Money Laundering Officer to the Fund, as well as certain additional compliance support functions.

**Trustees and Officers** – The Trust pays each independent Trustee an annual retainer of \$31,000 for services to the Trust (\$41,000 for the Chairman). The Audit Committee Chairman receives an additional \$2,000 annually. The Trustees and Chairman may receive additional fees for special Board meetings. Each Trustee is also reimbursed for all reasonable out-of-pocket expenses incurred in connection with his or her duties as a Trustee, including travel and related expenses incurred in attending Board meetings. The amount of Trustees' fees attributable to the Fund is disclosed in the Statement of Operations. Certain officers of the Trust are also officers or employees of the above named service providers, and during their terms of office received no compensation from the Fund.

**Note 5. Security Transactions**

The cost of purchases and proceeds from sales of investment securities (including maturities), other than short-term investments, during the period ended September 30, 2020 were \$38,694,181 and \$37,145,057, respectively.

**Note 6. Federal Income Tax**

As of September 30, 2020, the cost of investments for federal income tax purposes is substantially the same as for financial statement purposes and the components of net unrealized appreciation were as follows:

Gross Unrealized Appreciation	\$	56,375,783
Gross Unrealized Depreciation		(487,066)
Net Unrealized Appreciation	\$	<u>55,888,717</u>

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**PAYSON TOTAL RETURN FUND**  
NOTES TO FINANCIAL STATEMENTS  
SEPTEMBER 30, 2020

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As of March 31, 2020, distributable earnings (accumulated loss) on a tax basis were as follows:

Undistributed Ordinary Income	\$	153,582
Capital and Other Losses		(117,244)
Unrealized Appreciation		30,438,275
Other Temporary Differences		(153,613)
Total	\$	<u>30,321,000</u>

The difference between components of distributable earnings on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to treatment of distributions payable.

As of March 31, 2020, the Fund had \$117,244 of available short-term capital loss carryforwards that have no expiration date.

**Note 7. Subsequent Events**

The global outbreak of the COVID-19 virus has caused negative effects on many companies, sectors, countries, regions, and financial markets in general, and uncertainty exists as to its long-term implications. The effects of the pandemic may adversely impact the Fund's assets and performance. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

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**PAYSON TOTAL RETURN FUND**

ADDITIONAL INFORMATION

SEPTEMBER 30, 2020

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**Investment Advisory Agreement Approval**

At the June 23, 2020 Board meeting, the Board, including the Independent Trustees, considered the approval of the continuance of the investment advisory agreement between the Adviser and the Trust pertaining to the Fund (the "Advisory Agreement"). In preparation for its deliberations, the Board requested and reviewed written responses from the Adviser to a due diligence questionnaire circulated on the Board's behalf concerning the services provided by the Adviser. The Board also discussed the materials with Fund counsel and, as necessary, with the Trust's administrator. During its deliberations, the Board received an oral presentation from the Adviser, and was assisted by the advice of Trustee counsel.

At the meeting, the Board reviewed, among other matters: (1) the nature, extent and quality of the services provided to the Fund by the Adviser, including information on the investment performance of the Fund and the Adviser; (2) the costs of the services provided and profitability to the Adviser of its relationship with the Fund; (3) the advisory fee and total expense ratio of the Fund as compared to those of a relevant peer group of funds; (4) the extent to which economies of scale may be realized as the Fund grows and whether the advisory fee enables the Fund's investors to share in the benefits of economies of scale; and (5) other benefits received by the Adviser from its relationship with the Fund. In addition, the Board recognized that the evaluation process with respect to the Adviser was an ongoing one and, in this regard, the Board considered information provided by the Adviser at regularly scheduled meetings during the past year.

**Nature, Extent and Quality of Services**

Based on written materials received, a presentation from senior representatives of the Adviser and a discussion with the Adviser about the Adviser's personnel, operations and financial condition, the Board considered the quality of services provided by the Adviser under the Advisory Agreement. In this regard, the Board considered information regarding the experience, qualifications and professional background of the portfolio managers and other personnel at the Adviser with principal responsibility for the Fund, as well as the investment philosophy and decision-making process of the Adviser and the capability and integrity of the Adviser's senior management and staff.

The Board considered also the adequacy of the Adviser's resources. The Board noted the Adviser's representations that the firm is in stable financial condition and has the operational capability, the staffing and experience, and the financial strength necessary to continue providing high-quality investment advisory services to the Fund. Based on the presentation and the materials provided by the Adviser in connection with the Board's consideration of the renewal of the Advisory Agreement, among other relevant factors, the Board concluded that, overall, it was satisfied with the nature, extent and quality of services to be provided to the Fund under the Advisory Agreement.

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**PAYSON TOTAL RETURN FUND**

ADDITIONAL INFORMATION

SEPTEMBER 30, 2020

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**Performance**

In connection with a presentation by the Adviser regarding its approach to managing the Fund, the Board reviewed the performance of the Fund as compared to its primary benchmark index. The Board observed that the Fund outperformed its primary benchmark index, the S&P 500 Index, for the one- and three-year periods ended March 31, 2020 and underperformed the benchmark for the five- and 10-year periods ended March 31, 2020 and for the period since the Fund's inception on November 25, 1991. The Board also considered the Fund's performance relative to an independent peer group of funds identified by Broadridge Financial Solutions, Inc. ("Broadridge") as having characteristics similar to those of the Fund. The Board observed that, based on the information provided by Broadridge, the Fund outperformed the median of its peer group for the one-, three-, and five-year periods ended March 31, 2020. The Board noted the Adviser's representation that the Fund's recent relative outperformance could be attributed, at least in part, to the Adviser's stock selection process. Based on the foregoing and other relevant considerations, the Board concluded that the Fund's shareholders could benefit from the Adviser's management under the Advisory Agreement.

**Compensation**

The Board evaluated the Adviser's compensation for providing advisory services to the Fund and analyzed comparative information on the actual advisory fee rate and actual total expenses of the Fund as compared to its Broadridge peer group. The Board observed that the Fund's actual advisory fee rate and actual total expense ratio were each lower than the median of its Broadridge peers. Based on the foregoing and other applicable considerations, the Board concluded that the advisory fee rate charged to the Fund was reasonable.

**Cost of Services and Profitability**

The Board evaluated information provided by the Adviser regarding the costs of services and its profitability with respect to the Fund. In this regard, the Board considered the Adviser's resources devoted to the Fund, as well as the information provided by the Adviser regarding the costs and profitability of its Fund activities. The Board noted the Adviser's representation that it does not account for its relationship with the Fund as a separate profit center, though administrative and compliance costs attributable to the Fund were believed to have increased in recent years relative to the Adviser's other advisory clients. Based on these and other applicable considerations, the Board concluded that the Adviser's profitability attributable to management of the Fund was reasonable.

**Economies of Scale**

The Board evaluated whether the Fund would benefit from any economies of scale. In this respect, the Board considered the Fund's fee structure, asset size, and net expense ratio. The Board also considered the Adviser's representation that the Fund could potentially benefit from economies of scale if its assets were to



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**PAYSON TOTAL RETURN FUND**

ADDITIONAL INFORMATION

SEPTEMBER 30, 2020

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increase. Based on the foregoing information and other applicable factors, and in light of the size of the Fund, the Board concluded that the asset level of the Fund was not consistent with the existence of economies of scale and that economies of scale were not a material factor in renewing the Advisory Agreement.

**Other Benefits**

The Board noted the Adviser's representation that, aside from its contractual advisory fees, it does not benefit in a material way from its relationship with the Fund. Based on the foregoing representation, the Board concluded that other benefits received by the Adviser from its relationship with the Fund were not a material factor to consider in approving the Advisory Agreement.

**Conclusion**

The Board did not identify any single factor as being of paramount importance, and different Trustees may have given different weight to different factors. The Board reviewed a memorandum from Fund counsel discussing the legal standards applicable to its consideration of the Advisory Agreement. Based on its review, including consideration of each of the factors referenced above, and its consideration of information received throughout the year from the Adviser, the Board determined, in the exercise of its reasonable business judgment, that the advisory arrangement, as outlined in the Advisory Agreement, was fair and reasonable in light of the services performed or to be performed, expenses incurred or to be incurred and such other matters as the Board considered relevant.

**Liquidity Risk Management Program**

The Fund has adopted and implemented a written liquidity risk management program, as required by Rule 22e-4 (the "Liquidity Rule") under the Investment Company Act of 1940, as amended. The liquidity risk management program is reasonably designed to assess and manage the Fund's liquidity risk, taking into consideration, among other factors, the Fund's investment strategy and the liquidity of the portfolio investments during normal and reasonably foreseeable stressed conditions; its short and long-term cash flow projections; and its cash holdings and access to other funding sources.

The Board approved the designation of the Trust's Valuation Committee as the administrator of the liquidity risk management program (the "Program Administrator"). The Program Administrator is responsible for the administration and oversight of the program and for reporting to the Board on at least an annual basis regarding, among other things, the program's operation, adequacy, and effectiveness. The Program Administrator assessed the Fund's liquidity risk profile based on information gathered for the period June 1, 2019 through June 30, 2020 in order to prepare a written report to the Board for review at its meeting held on September 11, 2020.

The Program Administrator's written report stated that: (i) the Fund is able to meet redemptions in normal and reasonably foreseeable stressed conditions and without significant dilution of remaining shareholders' interests in the Fund; (ii) the Fund's strategy is appropriate for an open-end mutual fund; (iii) the liquidity

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classification determinations regarding the Fund's portfolio investments, which take into account a variety of factors and may incorporate analysis from one or more third-party data vendors, remained appropriate; (iv) the Fund did not approach the internal triggers set forth in the liquidity risk management program or the regulatory percentage limitation (15%) on holdings in illiquid investments; (v) it continues to be appropriate to not set a "highly liquid investment minimum" for the Fund because the Fund primarily holds "highly liquid investments"; and (vi) the liquidity risk management program remains reasonably designed and adequately implemented to prevent violations of the Liquidity Rule. The report also reviewed the changes to the Program since its inception. No significant liquidity events impacting the Fund or proposed changes to the Program were noted in the report.

**Proxy Voting Information**

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to securities held in the Fund's portfolio is available, without charge and upon request, by calling (800) 805-8258 and on the SEC website at [www.sec.gov](http://www.sec.gov). The Fund's proxy voting record for the most recent twelve-month period ended June 30 is available, without charge and upon request, by calling (800) 805-8258 and on the SEC's website at [www.sec.gov](http://www.sec.gov).

**Availability of Quarterly Portfolio Schedules**

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-PORT. Forms N-PORT are available free of charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

**Shareholder Expense Example**

As a shareholder of the Fund, you incur ongoing costs, including management fees and other Fund expenses. This 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 period and held for the entire period from April 1, 2020 through September 30, 2020.

**Actual Expenses** – The first line of the table below provides information about actual account values and actual expenses. You may use the information in this line, 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 line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during the period.

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**Hypothetical Example for Comparison Purposes** – The second line of the table below 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. Therefore, the second line of the table is useful in comparing ongoing costs only and will not help you determine the relative total costs of owning different funds.

	<u>Beginning Account Value April 1, 2020</u>	<u>Ending Account Value September 30, 2020</u>	<u>Expenses Paid During Period*</u>	<u>Annualized Expense Ratio*</u>
Actual	\$ 1,000.00	\$ 1,339.52	\$ 4.99	0.85%
Hypothetical (5% return before expenses)	\$ 1,000.00	\$ 1,020.81	\$ 4.31	0.85%

\* Expenses are equal to the Fund's annualized expense ratio multiplied by the average account value over the period, multiplied by the number of days in the most recent fiscal half-year (183) divided by 365 to reflect the half-year period.

## FOR MORE INFORMATION

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P.O. Box 588  
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[www.hmpayson.com](http://www.hmpayson.com)

### Transfer Agent

Apex Fund Services  
P.O. Box 588  
Portland, Maine 04112  
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### Distributor

Foreside Fund Services, LLC  
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Investment Company Act File No. 811-03023

This report is submitted for the general information of the shareholders of the Fund. It is not authorized for distribution to prospective investors unless preceded or accompanied by an effective prospectus, which includes information regarding the Fund's risks, objectives, fees and expenses, experience of its management, and other information.