



Payson Total Return Fund

SEMI-ANNUAL REPORT // September 30, 2018
(Unaudited)

PAYSON TOTAL RETURN FUND

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SEPTEMBER 30, 2018

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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, exchange-traded funds risk, interest rate risk, credit risk, inflation indexed security risk, 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, 2018

Shares	Security Description	Value	Shares	Security Description	Value
Common Stock - 98.0%			Technology - 34.5%		
Consumer Discretionary - 16.8%			17,804	Accenture PLC, Class A	\$ 3,030,241
2,285	Amazon.com, Inc. (a)	\$ 4,576,855	4,875	Alphabet, Inc., Class A (a)	5,884,515
26,957	Aptiv PLC	2,261,692	26,277	Apple, Inc.	5,931,770
1,322	Booking Holdings, Inc. (a)	2,622,848	66,853	Cisco Systems, Inc.	3,252,398
49,300	BorgWarner, Inc.	2,109,054	7,500	Facebook, Inc., Class A (a)	1,233,450
7,837	McDonald's Corp.	1,311,052	20,172	Fiserv, Inc. (a)	1,661,769
10,431	The Home Depot, Inc.	2,160,782	88,808	Intel Corp.	4,199,730
28,148	The TJX Cos., Inc.	3,153,139	24,560	Microsoft Corp.	2,808,927
		<u>18,195,422</u>	44,685	QUALCOMM, Inc.	3,218,661
Consumer Staples - 4.0%			28,015	Skyworks Solutions, Inc.	2,541,241
27,515	Unilever PLC, ADR	1,512,499	12,840	Texas Instruments, Inc.	1,377,604
38,150	Walgreens Boots Alliance, Inc.	2,781,135	23,000	Worldpay, Inc., Class A (a)	2,329,210
		<u>4,293,634</u>			<u>37,469,516</u>
Financial - 19.7%			Total Common Stock (Cost \$65,745,095)		
62,376	Aflac, Inc.	2,936,038	106,346,818		
24,040	American Express Co.	2,560,019	Investments, at value - 98.0% (Cost		
10,616	Berkshire Hathaway, Inc., Class B (a)	2,272,992	\$65,745,095)		
21,251	JPMorgan Chase & Co.	2,397,963	Other Assets & Liabilities, Net - 2.0%		
20,770	Mastercard, Inc., Class A	4,623,610	2,190,500		
11,500	S&P Global, Inc.	2,246,985	Net Assets - 100.0%		
29,100	Visa, Inc., Class A	4,367,619	\$ 108,537,318		
		<u>21,405,226</u>	ADR	American Depositary Receipt	
Health Care - 16.2%			PLC	Public Limited Company	
15,807	Amgen, Inc.	3,276,633	(a)	Non-income producing security.	
26,621	Danaher Corp.	2,892,638	The following is a summary of the inputs used to value the		
26,530	Gilead Sciences, Inc.	2,048,381	Fund's investments as of September 30, 2018.		
30,335	Johnson & Johnson	4,191,387	The inputs or methodology used for valuing securities are not		
28,845	Merck & Co., Inc.	2,046,264	necessarily an indication of the risks associated with investing		
71,337	Pfizer, Inc.	3,143,822	in those securities. For more information on valuation inputs,		
		<u>17,599,125</u>	and their aggregation into the levels used in the table below,		
Industrials - 6.8%			please refer to the Security Valuation section in Note 2 of the		
17,870	CSX Corp.	1,323,274	accompanying Notes to Financial Statements.		
37,625	Fortive Corp.	3,168,025			
4,227	General Dynamics Corp.	865,351			
14,500	United Technologies Corp.	2,027,245			
		<u>7,383,895</u>			
			Valuation Inputs		Investments in
					Securities
			Level 1 - Quoted Prices	\$	106,346,818
			Level 2 - Other Significant Observable Inputs		-
			Level 3 - Significant Unobservable Inputs		-
			Total	\$	106,346,818

See Notes to Financial Statements.

PAYSON TOTAL RETURN FUND**SCHEDULE OF INVESTMENTS**SEPTEMBER 30, 2018

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.

The Fund utilizes the end of period methodology when determining transfers. There were no transfers among Level 1, Level 2 and Level 3 for the period ended September 30, 2018.

PORTFOLIO HOLDINGS**% of Total Investments**

Consumer Discretionary	17.1%
Consumer Staples	4.0%
Financial	20.1%
Health Care	16.6%
Industrials	7.0%
Technology	35.2%
	<u>100.0%</u>

PAYSON TOTAL RETURN FUND
STATEMENT OF ASSETS AND LIABILITIES
SEPTEMBER 30, 2018

ASSETS

Investments, at value (Cost \$65,745,095)	\$ 106,346,818
Cash	303,776
Receivables:	
Fund shares sold	95,800
Investment securities sold	2,439,640
Dividends and interest	18,804
Prepaid expenses	16,272
Total Assets	<u>109,221,110</u>

LIABILITIES

Payables:	
Investment securities purchased	493,327
Fund shares redeemed	8,125
Distributions payable	93,742
Accrued Liabilities:	
Investment adviser fees	53,350
Trustees' fees and expenses	222
Fund services fees	15,078
Other expenses	19,948
Total Liabilities	<u>683,792</u>

NET ASSETS \$ 108,537,318

COMPONENTS OF NET ASSETS

Paid-in capital	\$ 69,083,912
Distributions in excess of net investment income	(5,214)
Accumulated net realized loss	(1,143,103)
Net unrealized appreciation	40,601,723
NET ASSETS	<u>\$ 108,537,318</u>

SHARES OF BENEFICIAL INTEREST AT NO PAR VALUE (UNLIMITED SHARES AUTHORIZED) 5,486,667

NET ASSET VALUE, OFFERING AND REDEMPTION PRICE PER SHARE \$ 19.78

PAYSON TOTAL RETURN FUND
STATEMENT OF OPERATIONS
SIX MONTHS ENDED SEPTEMBER 30, 2018

INVESTMENT INCOME

Dividend income	\$	817,441
Interest income		4,547
Total Investment Income		<u>821,988</u>

EXPENSES

Investment adviser fees		308,980
Fund services fees		89,407
Custodian fees		5,819
Registration fees		11,080
Professional fees		21,223
Trustees' fees and expenses		2,997
Other expenses		<u>18,053</u>
Total Expenses		457,559

NET INVESTMENT INCOME

364,429

NET REALIZED AND UNREALIZED GAIN (LOSS)

Net realized loss on investments		(333,980)
Net change in unrealized appreciation (depreciation) on investments		<u>11,390,950</u>
NET REALIZED AND UNREALIZED GAIN		<u>11,056,970</u>
INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$	<u><u>11,421,399</u></u>

PAYSON TOTAL RETURN FUND
STATEMENTS OF CHANGES IN NET ASSETS

	For the Six Months Ended September 30, 2018	For the Year Ended March 31, 2018
OPERATIONS		
Net investment income	\$ 364,429	\$ 707,092
Net realized gain (loss)	(333,980)	2,832,668
Net change in unrealized appreciation (depreciation)	11,390,950	8,633,351
Increase in Net Assets Resulting from Operations	<u>11,421,399</u>	<u>12,173,111</u>
DISTRIBUTIONS TO SHAREHOLDERS FROM		
Net investment income	(366,389)	(612,740)
Net realized gain	-	(3,736,941)
Total Distributions to Shareholders	<u>(366,389)</u>	<u>(4,349,681)</u>
CAPITAL SHARE TRANSACTIONS		
Sale of shares	6,497,023	13,283,006
Reinvestment of distributions	155,719	3,943,748
Redemption of shares	(4,659,509)	(8,449,442)
Increase in Net Assets from Capital Share Transactions	<u>1,993,233</u>	<u>8,777,312</u>
Increase in Net Assets	<u>13,048,243</u>	<u>16,600,742</u>
NET ASSETS		
Beginning of Period	95,489,075	78,888,333
End of Period (Including line (a))	<u>\$ 108,537,318</u>	<u>\$ 95,489,075</u>
SHARE TRANSACTIONS		
Sale of shares	349,621	747,377
Reinvestment of distributions	8,238	223,983
Redemption of shares	(246,663)	(483,769)
Increase in Shares	<u>111,196</u>	<u>487,591</u>
(a) Distributions in excess of net investment income	<u>\$ (5,214)</u>	<u>\$ (3,254)</u>

PAYSON TOTAL RETURN FUND
FINANCIAL HIGHLIGHTS

	For the Six Months Ended September 30, 2018	For the Years Ended March 31,				
		2018	2017	2016	2015	2014
NET ASSET VALUE, Beginning of Period	\$ 17.76	\$ 16.14	\$ 13.94	\$ 15.21	\$ 15.22	\$ 13.89
INVESTMENT OPERATIONS						
Net investment income (a)	0.07	0.14	0.16	0.16	0.16	0.42
Net realized and unrealized gain (loss)	2.02	2.33	2.25	(0.76)	0.77	2.23
Total from Investment Operations	2.09	2.47	2.41	(0.60)	0.93	2.65
DISTRIBUTIONS TO SHAREHOLDERS FROM						
Net investment income	(0.07)	(0.12)	(0.21)	(0.16)	(0.16)	(0.41)
Net realized gain	-	(0.73)	-	(0.51)	(0.78)	(0.91)
Total Distributions to Shareholders	(0.07)	(0.85)	(0.21)	(0.67)	(0.94)	(1.32)
NET ASSET VALUE, End of Period	\$ 19.78	\$ 17.76	\$ 16.14	\$ 13.94	\$ 15.21	\$ 15.22
TOTAL RETURN	11.76%(b)	15.39%	17.41%	(3.94)%	6.32%	19.62%
RATIOS/ SUPPLEMENTARY DATA						
Net Assets at End of Period (000s omitted)	\$ 108,537	\$ 95,489	\$ 78,888	\$ 74,514	\$ 76,875	\$ 71,035
Ratios to Average Net Assets:						
Net investment income	0.71%(c)	0.82%	1.10%	1.11%	1.05%	2.84%
Net expenses	0.89%(c)	0.94%	0.98%	0.97%	0.97%	1.01%
Gross expenses	0.89%(c)	0.94%	0.98%	0.97%	0.97%	1.01%
PORTFOLIO TURNOVER RATE	15%(b)	38%	30%	55%	41%	47%

- (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.

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

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 the 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, 2018, 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 and discount is accreted 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,

PAYSON TOTAL RETURN FUND
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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, 2018, 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, 2018, the Fund had \$53,776 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.

PAYSON TOTAL RETURN FUND
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The Distributor is not affiliated with the Adviser or Atlantic Fund Administration, LLC (d/b/a Atlantic Fund Services) ("Atlantic") or their affiliates.

Other Service Providers – Atlantic 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. Atlantic also provides certain shareholder report production and EDGAR conversion and filing services. Pursuant to an Atlantic services agreement, the Fund pays Atlantic customary fees for its services. Atlantic 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, 2018 were \$15,700,070 and \$14,808,423, respectively.

Note 6. Federal Income Tax

As of September 30, 2018, the cost of investments for federal income tax purposes is substantially the same as for financial statement purposes and the components of net appreciation were as follows:

Gross Unrealized Appreciation	\$	41,001,177
Gross Unrealized Depreciation		(399,454)
Net Unrealized Appreciation	\$	<u>40,601,723</u>

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2018

As of March 31, 2018, distributable earnings (accumulated loss) on a tax basis were as follows:

Undistributed Ordinary Income	\$	49,307
Capital and Other Losses		(906,611)
Unrealized Appreciation		29,308,261
Other Temporary Differences		(52,561)
Total	\$	<u>28,398,396</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 wash sales, treatment of distributions payable and equity return of capital.

For tax purposes, the prior year post-October loss was \$906,611 for the Payson Total Return Fund (realized during the period November 1, 2017 through March 31, 2018). This loss was recognized for tax purposes on the first business day of the Fund's current fiscal year, April 1, 2018.

Note 7. 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" ("ASU 2018-13") which includes amendments intended to improve the effectiveness of disclosures in the notes to financial statements. For example, ASU 2018-13 includes additional disclosures regarding the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and clarifications to the narrative description of measurement uncertainty disclosures. ASU 2018-13 is effective for interim and annual periods beginning after December 15, 2019. Management is currently evaluating the impact that ASU 2018-13 will have on the Fund's financial statements and related disclosures.

In September 2018, the Securities and Exchange Commission released Final Rule 33-10532 captioned "Disclosure Update and Simplification" which is intended to amend certain disclosure requirements that have become redundant, duplicative, overlapping, outdated, or superseded, in light of other Commission disclosure requirements, GAAP, or changes in the information environment. These changes will be effective November 5, 2018. Management is currently evaluating the impact that this release will have on the Fund's financial statements and related disclosures.

Note 8. Subsequent Events

Subsequent events occurring after the date of this report through the date these financial statements were issued have been evaluated for potential impact, and the Fund has had no such events.

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION

SEPTEMBER 30, 2018

Investment Advisory Agreement Approval

At the June 14, 2018 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, Atlantic Fund Services. 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 representation 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, 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.

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION

SEPTEMBER 30, 2018

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 benchmark. The Board observed that the Fund outperformed its primary benchmark, the S&P 500 Index, for the one-year period ended March 31, 2018, and underperformed its primary benchmark for the three-, five- and 10-year periods ended March 31, 2018. The Board also considered the Fund's performance relative to a 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- and three-year periods ended March 31, 2018, and underperformed the median of the peer group for the five-year period ended March 31, 2018. The Board noted the Adviser's representation that the Fund's underperformance over the longer term relative to its primary benchmark could be attributed primarily to the Fund not holding certain securities that contributed most to the index's performance because their issuers did not meet the Adviser's valuation criteria for investment. The Board further noted the Adviser's representations that the Fund had instead identified value in higher quality, large capitalization issuers that had been underperforming relative to smaller capitalization issuers and growth-oriented issuers over the periods. Finally, the Board noted the Adviser's representation that the Adviser remained committed to its core investment process and believed that the Fund's portfolio is well-positioned to generate superior performance going forward. 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 actual advisory fee rates and actual total expenses of the Fund as compared to its Broadridge peer group. The Board observed that each of the Fund's actual advisory fee rate and actual total expense ratio were below the median of its peer group. Accordingly, the Board concluded that, in light of the services that the Adviser provides to the Fund and other relevant considerations, the advisory fee rate charged to the Fund was reasonable.

Cost of Services and Profitability

The Board considered 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 grown in recent years. Based on these and other applicable considerations, the Board concluded that the Adviser's profitability attributable to management of the Fund was not unreasonable.

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ADDITIONAL INFORMATION

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Economies of Scale

The Board evaluated whether the Fund would benefit from any economies of scale. In this respect, the Board considered the Adviser's representation that the Fund could potentially benefit from economies of scale if its assets were to increase. Given relatively low current asset levels in the Fund, the Board determined that economies of scale were not a material factor in approving 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.

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. 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.

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-Q. These filings are available, without charge and upon request on the SEC's website at www.sec.gov or may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling (800) SEC-0330.

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION

SEPTEMBER 30, 2018

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, 2018 through September 30, 2018.

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.

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, 2018</u>	<u>Ending Account Value September 30, 2018</u>	<u>Expenses Paid During Period*</u>	<u>Annualized Expense Ratio*</u>
Actual	\$ 1,000.00	\$ 1,117.65	\$ 4.72	0.89%
Hypothetical (5% return before expenses)	\$ 1,000.00	\$ 1,020.61	\$ 4.51	0.89%

* 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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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.