



**AMERICAN FREEDOM  
U.S. GOVERNMENT  
MONEY MARKET FUND**

**Semi-Annual Report**  
**October 31, 2008**



## DISCLOSURE OF FUND EXPENSES (UNAUDITED)

As a shareholder of the American Freedom U.S. Government Money Market Fund (the "Fund"), you will not incur any transaction costs, including sales charges (loads) on purchases, on reinvested dividends, or on other distributions. There are also no redemption fees or exchange fees. However, the Fund does incur ongoing costs, including management fees and other Fund expenses. The following 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 on May 1, 2008 and held until October 31, 2008.

**Actual Return.** 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 "Expense Paid During Period" to estimate the expenses you paid on your account during this period.

**Hypothetical 5% Return.** 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 mutual funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds.

The expenses shown in the table below are meant to highlight ongoing Fund costs. Therefore, the second line of the table is useful in comparing ongoing costs only and may not help you determine the relative total costs of owning different funds.

	<b>Beginning Account Value 5/1/08</b>	<b>Ending Account Value 10/31/08</b>	<b>Expense Paid During Period 5/1/08-10/31/08*</b>
Actual Fund Return	\$1,000.00	\$1,009.89	\$1.02
Hypothetical Fund Return	\$1,000.00	\$1,024.46	\$1.03

\* Expenses are equal to the annualized expense ratio of 0.20%, multiplied by the average account value over the period, multiplied by the number of days in the first half-year divided by 365 days in the current year (to reflect the one-half year period).

## ASSET ALLOCATION

October 31, 2008

	<b>Percentage of Fund's Total Net Assets</b>
U.S. Government & Agency Obligations	68.05%
Repurchase Agreements	32.08%

## STATEMENT OF INVESTMENTS (UNAUDITED)

AMERICAN FREEDOM U.S. GOVERNMENT MONEY MARKET FUND

October 31, 2008

<b>U.S. GOVERNMENT &amp; AGENCY OBLIGATIONS 68.05%</b>		<b>Value</b>
<b>Face Value</b>		
Federal Home Loan Bank		
\$ 20,000,000	0.63%*, 11/3/08	\$ 20,000,000
19,280,000	2.47%, 11/14/08 DN	19,265,567
20,000,000	2.42%, 1/20/09 DN	19,896,000
20,000,000	2.26%, 1/20/09 DN	19,902,933
20,000,000	2.71%, 4/3/09	20,000,000
Federal Home Loan Mortgage Corporation		
20,000,000	2.58%, 11/14/08 DN	19,984,295
19,634,000	2.45%, 11/17/08 DN	19,615,446
15,000,000	2.57%, 11/24/08 DN	14,977,687
15,000,000	2.73%, 12/23/08 DN	14,943,750
15,000,000	2.64%, 2/19/09 DN	14,882,100
20,000,000	2.32%, 2/24/09 DN	19,855,611
Federal National Mortgage Association		
25,000,000	1.06%*, 11/3/08	24,998,859
25,000,000	2.51%, 11/6/08 DN	24,994,792
25,000,000	2.62%, 11/26/08 DN	24,958,473
20,000,000	2.06%, 1/12/09 DN	<u>19,920,278</u>
<b>TOTAL U.S. GOVERNMENT &amp; AGENCY OBLIGATIONS</b>		<u><b>298,195,791</b></u>
(Amortized Cost \$298,195,791)		

**REPURCHASE AGREEMENTS  
COLLATERALIZED BY  
U.S. GOVERNMENT  
OBLIGATIONS 32.08%**

		<b>Collateral Value</b>
Agreement with Barclays and Bank of New York (Tri-party), 0.20%, dated 10/31/08 and maturing 11/3/08, collateralized by United States Government and Agency Obligations with a repurchase amount of \$10,000,167	10,000,000	\$ 10,200,693
Agreement with Credit Suisse First Boston and J.P. Morgan Chase & Co. (Tri-party) 0.23%, dated 10/31/08 and maturing 11/3/08, collateralized by United States Government and Agency Obligations with a repurchase amount of \$10,000,192	10,000,000	10,202,872

## STATEMENT OF INVESTMENTS (UNAUDITED) continued

AMERICAN FREEDOM U.S. GOVERNMENT MONEY MARKET FUND

October 31, 2008

**REPURCHASE AGREEMENTS  
 COLLATERALIZED  
 BY U.S. GOVERNMENT  
 OBLIGATIONS (continued)**

	Value	Collateral Value
Agreement with Deutsche Bank and Bank of New York (Tri-party), 0.20%, dated 10/31/08 and maturing 11/3/08, collateralized by United States Government and Agency Obligations with a repurchase amount of \$40,583,676	\$ 40,583,000	\$ 41,394,679
Agreement with HSBC Bank and J.P. Morgan Chase & Co. (Tri-party), 0.20%, dated 10/31/08 and maturing 11/3/08, collateralized by United States Government and Agency Obligations with a repurchase amount of \$70,001,167	70,000,000	71,402,994
Agreement with UBS Warburg and J.P. Morgan Chase & Co. (Tri-party), 0.20%, dated 10/31/08 and maturing 11/3/08, collateralized by United States Government and Agency Obligations with a repurchase amount of \$10,000,167	10,000,000	10,204,887
<b>TOTAL REPURCHASE AGREEMENTS</b> (Cost \$140,583,000)	<u>140,583,000</u>	<u>143,406,125</u>

**TOTAL INVESTMENTS**

(Cost \$438,778,791)	100.13%	\$ 438,778,791
Liabilities in Excess of Other Assets	<u>(0.13)%</u>	<u>(580,430)</u>

**NET ASSETS**

<u>100.00%</u>	<u>\$ 438,198,361</u>
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\* Floating rate security - rate disclosed as of October 31, 2008. Maturity date represents the next interest rate reset date.

DN - Discount Note

**Income Tax Information:**

Total cost for federal income tax purposes - \$438,778,791

For Fund compliance purposes, the Fund's industry classifications refer to any one or more of the industry sub-classifications used by one or more widely recognized market indexes or ratings group indexes, and/or as defined by Fund management. This definition may not apply for purposes of this report, which may combine industry sub-classifications for reporting ease. Industries are shown as a percent of net assets. These industry classifications are unaudited.

See Notes to Financial Statements.

**FINANCIAL STATEMENTS** \_\_\_\_\_  
AMERICAN FREEDOM U.S. GOVERNMENT MONEY MARKET FUND

STATEMENTS OF ASSETS AND LIABILITIES (UNAUDITED) 

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## AMERICAN FREEDOM U.S. GOVERNMENT MONEY MARKET FUND

October 31, 2008

**Assets**

Investments, at amortized cost <sup>(1)</sup>	\$ 438,778,791
Interest receivable	108,436
Prepaid and other assets	2,421
<u>Total Assets</u>	<u>438,889,648</u>

**Liabilities**

Dividends payable	619,443
Accrued investment advisory fee	27,988
Accrued administration fee	23,519
Accrued trustee fees	3,430
Other payables	16,907
<u>Total Liabilities</u>	<u>691,287</u>

<b><u>Net Assets</u></b>	<b><u>\$ 438,198,361</u></b>
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**Composition of Net Assets**

Paid-in capital	\$ 438,172,569
Undistributed net investment income	1,490
Accumulated net realized gain	24,302
<b><u>Net Assets</u></b>	<b><u>\$ 438,198,361</u></b>

Shares of beneficial interest outstanding (no par value, unlimited shares authorized)	438,025,840
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<u>Net asset value and redemption value per share</u>	<u>\$ 1.00</u>
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<sup>(1)</sup> Including repurchase agreements in the amount of:	\$ 140,583,000
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See Notes to Financial Statements.

**STATEMENTS OF OPERATIONS (UNAUDITED)**

AMERICAN FREEDOM U.S. GOVERNMENT MONEY MARKET FUND

**For the Six Months Ended****October 31, 2008****Investment Income**

Interest Income	\$ 5,010,808
<u>Total Investment Income</u>	<u>5,010,808</u>

**Expenses**

Investment advisory fee	244,594
Administration services	372,508
Legal	17,767
Reports to Shareholders	5,605
Insurance	29,195
State Registration	3,359
Trustee fees	49,957
Miscellaneous	9,141
<u>Total Expenses before fee waivers</u>	<u>732,126</u>
Expenses waived by administrator	(184,707)
Expenses waived by investment advisor	(81,532)
<u>Net Expenses</u>	<u>465,887</u>

**Net Investment Income and  
Net Increase in Net Assets  
Resulting from Operations****\$ 4,544,921***See Notes to Financial Statements.*

## STATEMENTS OF CHANGES IN NET ASSETS

## AMERICAN FREEDOM U.S. GOVERNMENT MONEY MARKET FUND

	For The Six Months Ended October 31, 2008 (UNAUDITED)	For the Year Ended April 30, 2008
<b>Operations</b>		
Net investment income	\$ 4,544,921	\$ 20,563,282
Net realized gain on investments	-	25,495
Net increase in net assets resulting from operations	4,544,921	20,588,777
<b>Distributions</b>		
Dividends to shareholders from net investment income	(4,544,921)	(20,563,282)
Net decrease in net assets from distributions	(4,544,921)	(20,563,282)
<b>Beneficial Interest Transactions <sup>(1)</sup></b>		
Shares sold	579,286,667	1,235,921,967
Dividends reinvested	4,047,535	18,936,545
Shares redeemed	(579,545,263)	(1,226,415,885)
Net increase/(decrease) in net assets derived from beneficial interest transactions	3,788,939	28,442,627
Net increase/(decrease) in net assets	3,788,939	28,468,122
<b>Net Assets</b>		
Beginning of year	434,409,422	405,941,300
End of year*	\$ 438,198,361	\$ 434,409,422

\* Includes undistributed net investment income of: \$ 1,490 \$ 1,490

<sup>(1)</sup> At net asset value of \$1.00 per share.

See Notes to Financial Statements.

## FINANCIAL HIGHLIGHTS

	For the Six Months Ended October 31, 2008 (UNAUDITED)
Net asset value, beginning of year	\$ 1.00
<b>Income from Investment Operations</b>	
Net investment income	0.01
Net realized gain	-
Total from investment operations	0.01
<b>Distributions</b>	
From net investment income	(0.01)
From net realized gain	-
Total distributions	(0.01)
Net asset value, end of period	\$ 1.00
Total return <sup>(2)</sup>	0.99%
<b>Ratios/Supplemental Data</b>	
Net assets, end of period (000)	\$ 438,198
Ratio of expenses to average net assets	0.20%*
Ratio of net investment income to average net assets	1.96%*
Ratio of expenses to average net assets without fee waivers	0.32%*
Ratio of net investment income to average net assets without fee waivers	1.84%*

\* Annualized.

<sup>(1)</sup> Prior to November 30, 2006, the American Freedom U.S. Government Money Market Fund, a series of Financial Investors Trust, was known as the Financial Investors Trust U.S. Government Money Market Fund.

<sup>(2)</sup> Total return would have been lower had various fees not been waived during the period.

See Notes to Financial Statements.

AMERICAN FREEDOM U.S. GOVERNMENT MONEY MARKET FUND<sup>(1)</sup>

Selected data for a share of beneficial interest outstanding throughout the periods indicated:

	For the Years Ended April 30,			
	2008	2007	2006	2005
	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
	0.04	0.05	0.04	0.02
	-	-	-	-
	0.04	0.05	0.04	0.02
	(0.04)	(0.05)	(0.04)	(0.02)
	-	-	-	-
	(0.04)	(0.05)	(0.04)	(0.02)
	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
	4.31%	5.20%	3.77%	1.68%
	\$ 434,409	\$ 405,941	\$ 214,907	\$ 245,040
	0.20%	0.20%	0.20%	0.20%
	4.25%	5.09%	3.69%	1.64%
	0.29%	0.30%	0.30%	0.30%
	4.16%	4.99%	3.59%	1.54%

## 1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Financial Investors Trust (the “Trust”) was organized as a Delaware statutory trust on November 30, 1993, and registered as an open-end management investment company under the Investment Company Act of 1940, as amended (“1940 Act”). The American Freedom U.S. Government Money Market Fund (the “Fund”) is one of three separate series offered to the public under the Trust. The Fund has one share class, Class I, which incurs ongoing fees, but is not subject to sales and redemption charges. The Fund’s principal investment objective is to seek as high a level of current income as is consistent with preservation of capital and liquidity.

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America.

**Investment Valuation:** The Fund values securities utilizing the amortized cost method of valuation under Rule 2a-7 of the 1940 Act, pursuant to which the Fund must adhere to certain conditions. Under this method, investments are valued initially at cost and thereafter assume a constant amortization to maturity of any discount or premium.

**Fair Value Measurements:** The Fund adopted the provisions of Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157 (“FAS 157”), “Fair Value Measurements,” on January 1, 2008. FAS 157 established a three-tier hierarchy to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability that are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity’s own assumptions about the assumptions market participants would use in pricing the asset or liability that are developed based on the best information available.

Various inputs are used in determining the value of the Fund’s investments as of the reporting period end. The designated input levels are not necessarily an indication of the risk or liquidity associated with these investments. These inputs are categorized in the following hierarchy under applicable financial accounting standards:

Level 1 – Quoted prices in active markets for identical investments

Level 2 – Other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 – Significant unobservable inputs (including the Fund’s own assumptions in determining the fair value of investments)

The following is a summary of the inputs used to value the Fund’s investments as of October 31, 2008.

Valuation Inputs	Investments in Securities	Other Financial Instruments <sup>(a)</sup>
Level 1-Quoted Prices	\$ 438,778,791	\$ -
Level 2-Other Significant Observable Inputs	-	-
Level 3-Significant Unobservable Inputs	-	-
Total	\$ 438,778,791	\$ -

<sup>(a)</sup> Other financial instruments are derivative instruments not reflected in the Statement of Investments, such as written options, short sales, currency contracts, futures, forward contracts and swap contracts.

For the six months ended October 31, 2008, the Fund did not have any significant unobservable inputs (Level 3) in determining fair value. Therefore, a reconciliation of assets in which significant unobservable inputs (Level 3) were used in determining fair value is not applicable.

**Investment Transactions and Investment Income:** Investment transactions are accounted for on the date the investments are purchased or sold (trade date). Realized gains and losses from investment transactions are reported on an identified cost basis, which is the same basis the Fund uses for federal income tax purposes. Interest income, which includes accretion of discounts, is accrued and recorded as earned.

**Repurchase Agreements:** In some cases, the Fund's custodian takes possession of the collateral pledged for investments in repurchase agreements, unless it is a tri-party repurchase agreement. The underlying collateral is valued daily on a mark-to-market basis to ensure that value, including accrued interest, is at least equal to the repurchase price. In the event of default on the obligation to repurchase, the Fund has the right to liquidate the collateral and apply the proceeds in satisfaction of the obligation. Under certain circumstances, in the event of default by or bankruptcy of the other party to the agreement, realization and/or retention of the collateral may be subject to legal proceedings.

**Use of Estimates:** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

**Expenses:** Some expenses of the Trust can be directly attributed to the Fund. Expenses which cannot be directly attributed are apportioned among all funds in the Trust based on average net assets.

**Federal Income Taxes:** The Fund complies with the requirements under Subchapter M of the Internal Revenue Code applicable to regulated investment companies and intends to distribute substantially all of its net taxable income and net capital gains, if any, each year. The Fund is not subject to income taxes to the extent such distributions are made.

**Accounting Standards:** In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes", that requires the tax effects of certain tax positions to be recognized. These tax positions must meet a "more likely than not" standard that, based on their technical merits, have a more than 50 percent likelihood of being sustained upon examination. FASB Interpretation No. 48 is effective for fiscal periods beginning after December 15, 2006. As of April 30, 2008, the Fund reviewed the tax positions and determined the implementation of FIN 48 resulted in no liability for unrecognized tax benefits and no change to the beginning net asset value of the Fund. The Fund files income tax returns in the U.S. federal jurisdiction and the State of Colorado. The statute of limitations on the Fund's federal tax return filings remains open for the years ended April 30, 2005 through April 30, 2008. The Fund's Colorado tax return filings remain open for the years ended April 30, 2004 through April 30, 2008. To our knowledge, there are no federal or Colorado income tax returns currently under examination.

**Classification of Distributions to Shareholders:** Dividends from net investment income are declared daily and paid monthly. Distributions of accumulated net realized gains, if any, are declared at least once a year. Net investment income (loss) and net realized gain (loss) may differ for financial statement and tax purposes. The character of distributions made during the year from net investment income or net realized gains may differ from its ultimate characterization for federal income tax purposes. Also, due to the timing of dividend distributions, the fiscal year in which amounts are distributed may differ from the fiscal year in which the income or realized gain was recorded by the Fund. The components of distributable earnings on a tax basis will not be known until year end when classifications of distributions are known.

**Recent Accounting Pronouncements:** In February 2007, the FASB issued FASB Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB Statement No. 115" ("SFAS No. 159"), which permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement is expected to expand the use of fair value measurement, which is consistent with the FASB's long-term measurement objectives for accounting for financial instruments. This Statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Management of the Fund is currently evaluating the potential impact the adoption of SFAS No. 159 will have on the Fund's financial statements.

## 2. INVESTMENT ADVISORY FEES, ADMINISTRATION FEES AND OTHER RELATED PARTY TRANSACTIONS

On September 9, 2008, the Trust's Board of Trustees renewed and approved the Investment Advisory Agreement between the Trust and SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"). Pursuant to this advisory agreement, SSgA FM is entitled to an advisory fee at the annual rate of 0.105% of the Fund's average net assets. SSgA FM has voluntarily agreed to waive 0.035% of their advisory fee until assets for the Fund reach \$1 billion.

ALPS Fund Services, Inc. ("ALPS") serves as the Fund's administrator. ALPS is entitled to receive a fee from each Fund for its administrative services, computed daily and payable monthly based on the following fee schedule:

<u>Average Net Assets*</u>	
First \$500 million	.16%
Next \$500 million	.14%
In excess of \$1 billion	.12%

\* Subject to a minimum monthly fee of \$30,000.

ALPS has contractually agreed to waive a portion of its administration fees until April 30, 2009, to the extent necessary for the Fund to maintain a total expense ratio of no more than 0.20% of its average net assets. After that date, the fee waivers by ALPS are voluntary and may be terminated at any time.

Administration fee includes: fund administration, fund accounting, daily pricing, registration, shareholder servicing, transfer agency, fund ratings and audit.

The Fund had no shareholders holding more than 5.00% of the Fund's outstanding shares as of October 31, 2008.

FUND HOLDINGS \_\_\_\_\_

The Fund files its complete schedule of portfolio holdings with the Securities Exchange Commission ("SEC") for the first and third quarters of each fiscal year on Form N-Q within 60 days after the end of the period. Copies of the Fund's Forms N-Q are available without charge, upon request, by contacting the Fund at 1-800-862-3040 and on the SEC's website at <http://www.sec.gov>. You may also review and copy Form N-Q at the SEC's Public Reference Room in Washington, D.C. For more information about the operation of the Public Reference Room, please call the SEC at 1-800-SEC-0330.

FUND PROXY VOTING POLICIES & PROCEDURES \_\_\_\_\_

Fund policies and procedures used in determining how to vote proxies relating to portfolio securities are available without a charge, upon request, by contacting the Fund at 1-800-862-3040 and on the SEC's website at <http://www.sec.gov>.

DISCLOSURE REGARDING APPROVAL OF INVESTMENT ADVISORY AGREEMENTS (UNAUDITED) \_\_\_\_\_

On September 9, 2008, the Trust's Board of Trustees (the "Trustees") met in person to discuss, among other things, the renewal and approval of the Investment Advisory Agreement ("Advisory Agreement") between the Trust and SSgA FM in accordance with Section 15(c) of the Investment Company Act of 1940. The Trustees were informed that SSgA FM, as the investment adviser, has responsibility for the investment and management of the Fund's assets and securities. The Trustees last approved the Advisory Agreement for the Fund in September 2007. It was also noted that the Independent Trustees met with independent legal counsel during executive session and had discussed the Advisory Agreement and other related materials.

In approving the Advisory Agreement, the Trustees, including the Independent Trustees, considered the following factors with respect to the Fund:

**Investment Advisory Fee:** The Trustees reviewed and considered the contractual and actual advisory fee annual rate of 0.105% of the Fund's average daily total assets paid by the Trust to SSgA FM in light of the extent and quality of the advisory services provided by SSgA FM. The Trustees received and considered information comparing the Fund's contractual advisory fee and overall expenses with those of funds in both the relevant expense group and universe of funds provided by Lipper Analytical Services ("Lipper"), an independent provider of investment company data. The Trustees also reviewed information regarding the contractual fee arrangements of similarly managed SSgA FM mutual fund products. Based on such material from Lipper, the Trustees further determined that the total expense ratios of 0.20% for the Fund, net of any fee waivers in place, are comparable to other total expense ratios within the Fund's peer universe.

**Nature, Extent and Quality of the Services under the Advisory Agreement:** The Trustees received and considered information regarding the nature, extent and quality of services provided to the Fund the Advisory Agreement with SSgA FM. The Trustees reviewed certain background materials supplied by SSgA FM in response to the questionnaire furnished by the Trust, including SSgA FM's Form ADV. The Trustees considered the background and experience of SSgA FM's management in connection with the Fund, including reviewing the qualifications, backgrounds and responsibilities of the management team primarily responsible for the day-to-day portfolio management of the Fund and the extent of the resources devoted

to research and analysis of actual and potential investments. The Trustees reviewed the accompanying compliance – related materials and also noted that they have received reports on these services and compliance issues from SSgA FM at each regular Board meeting throughout the year related to the services rendered by SSgA FM.

**The Fund's Performance:** The Trustees received and considered the one-, two-, three-, four-, five- and ten-year performance, as applicable, of the Fund, as provided by Lipper. The Trustees also reviewed information comparing the performance of similarly managed SSgA FM products for the same time periods.

**SSgA FM Profitability:** The Trustees received and considered a profitability analysis of SSgA FM based on the fees payable under the Advisory Agreement. Based on the allocation methodologies used by SSgA FM, the Trustees considered the losses realized by SSgA FM in connection with the operation of the Fund. The Trustees then discussed certain conflicts of interests that may affect SSgA FM and its affiliates and the policies and procedures in place to address such conflicts. The Trustees then reviewed SSgA FM's 2007 Annual Report and financial statements included therein to analyze the financial condition and stability and profitability of SSgA FM. The Trustees then discussed State Street's business generally.

**Economies of Scale:** The Trustees considered whether economies of scale in the provision of services to the Fund were being passed along to the shareholders. The Trustees considered whether any economies of scale, fall-out benefits or any other direct or indirect benefits would accrue to SSgA FM from the relationship with the Trust.

**Other Benefits to SSgA FM:** The Trustees reviewed and considered any other benefits derived or to be derived by SSgA FM from the relationship with the Fund. The Trustees also reviewed the top ten broker-dealers used by SSgA FM, as well as SSgA FM's brokerage practices.

**Conclusions:** In selecting SSgA FM and approving the Advisory Agreement and the investment advisory fee under such agreement, the Trustees concluded that no single factor reviewed by the Trustees was identified by the Trustees to be determinative as the principal factor in whether to approve the Advisory Agreement. Further, the Independent Trustees were advised by independent legal counsel throughout the process.

**The Trustees, including a majority of Independent Trustees, unanimously concluded that:**

- the investment advisory fee received by SSgA FM with respect to the Fund were comparable to others within the Fund's peer universe;
- the nature, extent and quality of services rendered by SSgA FM under the Advisory Agreement were adequate;
- the performance of the Fund was comparable to the performance of similarly managed SSgA FM products for the same time periods and comparable to the performance of other funds in the Fund's peer universe;
- the lack of a profit realized by SSgA FM in connection with the operation of the Fund was not unfair to the Trust;
- the relatively small size of the Fund did not permit for economies of scale in SSgA FM's provision of services to the Fund; and
- there were no other material benefits accruing to SSgA FM in connection with SSgA FM's relationship with the Fund.

Based on the Trustees' deliberations and their evaluation of the information described above, the Trustees, including a majority of the Independent Trustees, concluded that SSgA FM's compensation for investment advisory services is consistent with the best interest of the Fund and its shareholders and re-approved the Advisory Agreement.

## TRUSTEES AND OFFICERS (UNAUDITED)

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As of October 31, 2008, the Fund represented one of three separate series offered to the public under the Trust. The Trust's Board of Trustees oversees the overall management of each series of the Trust and elects the officers of the Trust. You can find more information about the Trustees in the Statement of Additional Information (SAI) which is available without charge by calling 1-800-862-3040. The principal occupations for the past five years of the Trustees and executive officers of the Trust are listed below.

### INDEPENDENT TRUSTEES

<b>Name, Address* &amp; Age</b>	<b>Position(s) Held with Funds</b>	<b>Term of Office and Length of Time Served</b>	<b>Principal Occupation(s) During Past 5 Years**</b>	<b>Funds in Fund Complex Overseen by Trustee***</b>	<b>Other Directorships Held by Trustee</b>
Mary K. Anstine, age 67	Trustee	Ms. Anstine was elected at a special meeting of shareholders held on March 21, 1997.	Ms. Anstine was President/Chief Executive Officer, HealthONE Alliance, Denver, Colorado, and former Executive Vice President of First Interstate Bank of Denver. Ms. Anstine is a Trustee of the Denver Area Council of the Boy Scouts of America and a Director of the AV Hunter Trust.	4	Ms. Anstine is a Trustee of ALPS ETF Trust (1 fund); Financial Investors Variable Insurance Trust (5 funds); ALPS Variable Insurance Trust (1 funds); Reaves Utility Income Fund; and Westcore Trust (12 funds).
John R. Moran, Jr., age 78	Trustee	Mr. Moran was elected at a special meeting of shareholders held on March 21, 1997.	Mr. Moran is formerly President and CEO of The Colorado Trust, a private foundation serving the health and hospital community in the state of Colorado. An attorney, Mr. Moran was formerly a partner with the firm of Kutak Rock & Campbell in Denver, Colorado and a member of the Colorado House of Representatives. Currently, Mr. Moran is a member of the Treasurer's Office Investment Advisory Committee for the University of Colorado.	4	None.

INDEPENDENT TRUSTEES (continued)

Name, Address* & Age	Position(s) Held with Funds	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years**	Funds in Fund Complex Overseen by Trustee***	Other Directorships Held by Trustee
Jeremy W. Deems, age 32	Trustee	Mr. Deems was appointed as a Trustee at the March 11, 2008 meeting of the Board of Trustees.	Mr. Deems is the Co-President and Chief Financial Officer of Green Alpha Advisors, LLC. Prior to joining Green Alpha Advisors, Mr. Deems was CFO and Treasurer of Forward Management, LLC, ReFlow Management Co., LLC, ReFlow Fund, LLC, a private investment fund, and Sutton Place Management, LLC, an administrative services company, from 2004 to June 2007. Prior to this, Mr. Deems served as Controller of Forward Management, LLC, ReFlow Management Co., LLC, ReFlow Fund, LLC and Sutton Place Management, LLC.	4	Mr. Deems is a Trustee of ALPS ETF Trust (1 fund); ALPS Variable Insurance Trust (1 fund); and Reaves Utility Income Fund (1 fund).

\* All communications to Trustees and Officers may be directed to Financial Investors Trust c/o 1290 Broadway, Suite 1100, Denver, CO 80203.

\*\* Except as otherwise indicated, each individual has held the office shown or other offices in the same company for the last five years.

\*\*\* The Fund Complex includes all series of the Trust and any other investment companies for which SSgA FM (or any affiliate) provides investment advisory services.

# TRUSTEES AND OFFICERS (UNAUDITED)

## INTERESTED TRUSTEES

Name, Address* & Age	Position(s) Held with Funds	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years**	Funds in Fund Complex Overseen by Trustee***	Other Directorships Held by Trustee
W. Robert Alexander, age 80	Trustee and Chairman	W. Robert Alexander was elected by the initial shareholder in December 1993.	Mr. Alexander was the Chief Executive Officer of ALPS Fund Services, Inc. ("ALPS") and ALPS Distributors Inc. ("ADI") until September 30, 2005, which provides administration and distribution services, respectively, for proprietary mutual fund complexes. Because of his affiliation with ALPS and ADI, Mr. Alexander is considered an "Interested" Trustee of the Trust. Mr. Alexander was formerly Chairman and a member of the Board of Trustees of Clough Global Allocation Fund, Clough Equity Fund, and Clough Global Opportunities Fund until July 12, 2006. Mr. Alexander is a trustee of two Colorado foundations, A.V. Hunter, Inc. and the Hughes Trust.	4	Mr. Alexander is a Trustee of Financial Investors Variable Insurance Trust (5 funds); and Reaves Utility Income Fund (1 fund).

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## TRUSTEES AND OFFICERS (UNAUDITED)

### OFFICERS (continued)

Name, Address* & Age	Position(s) Held with Funds	Term of Office	Principal Occupation(s) During Past 5 Years**
Edmund J. Burke, age 47	President	Edmund J. Burke was elected President of the Trust at the December 17, 2002 meeting of the Board of Trustees.	Mr. Burke is President and a Director of ALPS (since 2005), and President and a Director of ALPS Advisers, Inc. (since 2001), and was President and a Director of ALPS Financial Services, Inc. and ALPS Distributors, Inc. (1991-2005). Because of his position with ALPS, Mr. Burke is deemed an affiliate of the Trust as defined under the 1940 Act. Mr. Burke is President of the Reaves Utility Income Fund (since 2004); President of the Financial Investors Variable Insurance Trust (since 2006); Trustee and President of the Clough Global Allocation Fund (Trustee since 2006; President since 2004); Trustee and President of the Clough Global Equity Fund (Trustee since 2006; President since 2005); Trustee and President of the Clough Global Opportunities Fund (since 2006); Trustee of the Liberty All-Star Equity Fund; and Director of the Liberty All-Star Growth Fund, Inc.
Jeremy O. May, age 38	Treasurer	Jeremy May was elected Treasurer of the Trust at the October 7, 1997 meeting of the Board of Trustees.	Mr. May is a Managing Director of ALPS. Mr. May joined ALPS in 1995. Because of his position with ALPS, Mr. May is deemed an affiliate of the Trust as defined under the 1940 Act. Mr. May is also the Treasurer of the Liberty All-Star Equity Fund, Liberty All-Star Growth Fund, Inc., Reaves Utility Income Fund, Clough Global Equity Fund, Clough Global Allocation Fund, Clough Global Opportunities Fund, and Financial Investors Variable Insurance Trust; and President, Chairman and Trustee of the ALPS Variable Insurance Trust. Mr. May is also on the Board of Directors and is Chairman of the Audit Committee of the University of Colorado Foundation.
JoEllen L. Legg, age 46	Secretary	JoEllen Legg was elected Secretary of the Trust at the November 13, 2007 meeting of the Board of Trustees.	Ms. Legg joined ALPS as Associate Counsel in October 2007. Prior to joining ALPS, Ms. Legg served as Senior Counsel - Law (Corporate & Securities) for Adelphia Communications Corporation from February 2005 to March 2007. Prior to this, Ms. Legg held associate positions at Fried Frank Harris Shriver & Jacobson LLP (1998 - 2004) and at Patton Boggs LLP (2004 - 2005). Because of her position with ALPS, Ms. Legg is deemed an affiliate of the Trust as defined under the 1940 Act. Ms. Legg is also the Secretary of the Reaves Utility Income Fund, Utopia Funds and Westcore Trust; and Assistant Secretary of the Stone Harbor Investment Funds.

## TRUSTEES AND OFFICERS (UNAUDITED)

### OFFICERS (continued)

Name, Address* & Age	Position(s) Held with Funds	Term of Office	Principal Occupation(s) During Past 5 Years**
Michael Akins, age 32	Chief Compliance Officer ("CCO")	Michael Akins was appointed CCO of the Trust at the June 13, 2006 meeting of the Board of Trustees.	Mr. Akins joined ALPS as Deputy Compliance Officer in April 2006. Prior to joining ALPS, Mr. Akins served as Compliance Officer and AVP for UMB Financial Corporation. Before joining UMB, Mr. Akins served as an account manager for State Street Corporation. Because of his affiliation with ALPS and ADI, Mr. Akins is deemed an affiliate of the Trust as defined under the 1940 Act. Mr. Akins is currently the CCO of ALPS Variable Insurance Trust, Financial Investors Variable Insurance Trust, Reaves Utility Income Fund, Clough Global Allocation Fund, Clough Global Opportunities Fund, the Clough Global Equity Fund, and the ALPS ETF Trust.
Kimberly R. Storms, age 36	Assistant Treasurer	Kim Storms was elected Assistant Treasurer of the Trust at the June 14, 2005 meeting of the Board of Trustees.	Ms. Storms is Director of Fund Administration and Vice-President of ALPS. Ms. Storms joined ALPS in 1998 as Assistant Controller. Because of her position with ALPS, Ms. Storms is deemed an affiliate of the Trust as defined under the 1940 Act. Ms. Storms is also Treasurer of ALPS ETF Trust and ALPS Variable Insurance Trust; Assistant Treasurer of the Clough Global Allocation Fund, Clough Global Equity Fund, Clough Global Opportunities Fund, Liberty All-Star Equity Fund, Liberty All-Star Growth Fund, Inc., and Reaves Utility Income Fund; and Assistant Secretary of Ameristock Mutual Fund, Inc.

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**[WWW.AMERICANFREEDOMFUNDS.COM](http://WWW.AMERICANFREEDOMFUNDS.COM)**

An investment in the Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Fund.