

FINANCIAL INVESTORS TRUST
American Freedom U.S. Government Money Market Fund

P.O. Box 44035
Denver, Colorado 80201-4035

August 28, 2009

For general information regarding the American Freedom U.S. Government Money Market Fund, please call 800.298.3442.

STATEMENT OF ADDITIONAL INFORMATION

This Statement of Additional Information (“SAI”) is not a prospectus and is only authorized for distribution when preceded or accompanied by the Prospectus for shares of the American Freedom U.S. Government Money Market Fund (the “Fund”), dated August 28, 2009 (the “Prospectus”). This SAI contains additional and more detailed information than that set forth in the Prospectus and should be read in conjunction with the Prospectus. The Prospectus may be obtained without charge by writing or calling Financial Investors Trust (“Trust”) at the address and information number printed above. The Trust’s most recent Annual Report is incorporated herein by reference, and can be obtained, free of charge, by calling the toll-free number printed above.

Financial Investors Trust is an open-end management investment company with multiple investment portfolios. The Trust is a Delaware statutory trust established under a Trust Instrument dated November 30, 1993.

TABLE OF CONTENTS

	Page
Investment Policies and Risks.....	1
Investment Restrictions.....	4
Disclosure of Portfolio Holdings	5
Management.....	7
Code of Ethics.....	14
Proxy Voting Policies and Procedures.....	14
Principal Shareholders	14
Investment Advisory and other Service Agreements.....	14
Calculation of Yields and Performance Information	17
Determination of Net Asset Value	19
Portfolio Transactions	20
Redemptions.....	20
Federal Income Taxes	21
Shares of Beneficial Interest	22
Other Information	23
Capitalization	23
Custodian and Sub-Custodian.....	23
Independent Registered Public Accounting Firm	24
Financial Statements	24
Appendix A.....	A-1

INVESTMENT POLICIES AND RISKS

The Fund seeks to provide investors with as high a level of current income as is consistent with the preservation of capital and liquidity by investing exclusively in obligations of the U.S. government, its agencies and instrumentalities and repurchase agreements fully collateralized by such obligations. The Fund is required to maintain a dollar-weighted average portfolio maturity of 90 days or less and seeks to maintain its net asset value per share at \$1.00 for purposes of purchases and redemptions.

Shares of the Fund are offered for sale by ALPS Distributors, Inc. (“ADI” or the “Distributor”), the sponsor and distributor, as an investment vehicle for institutional and high net worth investors.

The Prospectus discusses the investment objective of the Fund and the policies to be employed to achieve the objective. This section contains supplemental information concerning certain types of securities and other instruments in which the Fund may invest, the investment policies and portfolio strategies that the Fund may utilize, and certain risks attendant to such investments, policies and strategies.

The Fund may invest only in "eligible securities" as defined in Rule 2a-7 adopted under the Investment Company Act of 1940, as amended (the “1940 Act”). Generally, an eligible security is a security that (i) is denominated in U.S. dollars and has a remaining maturity of 397 days or less (as calculated pursuant to Rule 2a-7) and (ii) is rated, or is issued by an issuer with short-term debt outstanding that is rated, in one of the two highest rating categories by any two nationally recognized statistical rating organizations ("NRSROs") or, if only one NRSRO has issued a rating, by that NRSRO (the "Requisite NRSROs") or is unrated and of comparable quality to a rated security, as determined by the Fund’s adviser. A description of the ratings of some NRSROs appears in Appendix A.

Under Rule 2a-7, the Fund may not invest more than five percent (5%) of its total assets in the securities of any one issuer other than U.S. government securities, provided that in certain cases the Fund may invest more than five percent (5%) of its assets in a single issuer for a period of up to three business days. Investment in demand features, guarantees and other types of instruments or features are subject to the diversification limits under Rule 2a-7.

Pursuant to Rule 2a-7, the Fund will invest at least ninety-five percent (95%) of its total assets in “first-tier” securities. First-tier securities are eligible securities that are rated, or are issued by an issuer with short-term debt outstanding that is rated, in the highest rating category by the Requisite NRSROs or are unrated and of comparable quality to a rated security. In addition, the Fund may invest in “second-tier” securities that are eligible securities that are not first-tier securities. However, the Fund may not invest in a second-tier security if immediately after the acquisition thereof the Fund would have invested more than (i) the greater of one percent (1%) of its total assets or one million dollars in second-tier securities issued by that issuer, or (ii) five percent (5%) of its total assets in second-tier securities.

After purchase by the Fund, a security may cease to be rated or its rating may be reduced below the minimum required for purchase by the Fund. Neither event will require a sale of such security by the Fund. However, if the security is downgraded to a level below that permitted for money market funds under Rule 2a-7 of the 1940 Act, the Fund’s adviser must report such event to the Board of Trustees (“Board”) as soon as possible to permit the Board to reassess the security promptly to determine whether it may be retained as an eligible investment for the Fund. To the extent the ratings given by a NRSRO may change as a result of changes in such organizations or their rating systems, the Fund will attempt to use comparable ratings as standards for investments in accordance with the investment policies contained in the Fund’s Prospectus and in this SAI.

The following discussion of types of securities in which the Fund may invest supplements and should be read in conjunction with the Prospectus.

U.S. Treasury Obligations

The Fund may invest in direct obligations of the U.S. Treasury which have remaining maturities of 13 months or less and related repurchase agreements. The U.S. Treasury issues various types of marketable securities consisting of bills, notes, bonds and other debt securities. They are direct obligations of the U.S. government and differ primarily in the length of their maturity. Treasury bills, the most frequently issued marketable United States Government security, have a maturity of up to one year and are issued on a discount basis.

U.S. Government Agencies

The Fund may invest in obligations issued or guaranteed by the U.S. Government or its agencies or instrumentalities that have remaining maturities not exceeding 13 months. Agencies and instrumentalities which issue or guarantee debt securities and which have been established or sponsored by the U.S. government include the Banks for Cooperatives, the Export-Import Bank, the Federal Farm Credit System, the Federal Home Loan Banks, the Federal Home Loan Mortgage Corporation (“FHLMC”), the Federal Intermediate Credit Banks, the Federal Land Banks, the Federal National Mortgage Association (“FNMA”) and the Student Loan Marketing Association. U. S. government agency and instrumentality obligations include master notes issued by these entities but do not include obligations of the World Bank, the Inter-American Development Bank or the Asian Development Bank.

Mortgage-Related Securities

The Fund may, consistent with its investment objective and policies, invest in mortgage-related securities issued or guaranteed by the U.S. Government or its agencies or instrumentalities.

Mortgage-related securities, for purposes of the Fund’s Prospectus and this SAI, represent pools of mortgage loans assembled for sale to investors by various governmental agencies such as the Government National Mortgage Association (“GNMA”) and government-related organizations such as the FNMA and the FHLMC. Although certain mortgage-related securities are guaranteed by a third party or otherwise similarly secured, the market value of the security, which may fluctuate, is not so secured. If the Fund purchases a mortgage-related security at a premium, that portion may be lost if there is a decline in the market value of the security whether resulting from changes in interest rates or prepayments in the underlying mortgage collateral. To an even greater extent than other interest-bearing securities, the prices of such securities may be extremely sensitive to, and inversely affected by, changes in interest rates. However, though the value of a mortgage-related security may decline when interest rates rise, the converse is not necessarily true since in periods of declining interest rates the mortgages underlying the securities are prone to prepayment. For this and other reasons, a mortgage-related security’s stated maturity may be shortened by unscheduled prepayments on the underlying mortgages and, therefore, it is not possible to predict accurately the security’s return to the Fund. Lower than estimated prepayments from an increase in interest rates might alter the expected average life of such securities and increase volatility. In addition, regular payments received in respect of mortgage-related securities include both interest and principal. No assurance can be given as to the return the Fund will receive when these amounts are reinvested.

There are a number of important differences among the agencies and instrumentalities of the U.S. Government that issue mortgage-related securities and among the securities that they issue. Mortgage-related securities created by the GNMA include GNMA Mortgage Pass-Through Certificates (also known as “Ginnie Maes”) which are guaranteed as to the timely payment of principal and interest and such guarantee is backed by the full faith and credit of the United States. GNMA is a wholly owned U.S. Government corporation within the Department of Housing and Urban Development. GNMA certificates also are supported by the authority of GNMA to borrow funds from the U.S. Government to make payments under its guarantee. Mortgage-related securities issued by the FNMA include FNMA Guaranteed Mortgage Pass-Through Certificates (also known as “Fannie Maes”) which are solely the obligations of the FNMA and are not backed by or entitled to the full faith and credit of the United States. The FNMA is a government-sponsored organization owned entirely by private stockholders. Fannie Maes are guaranteed as to timely payment of the principal and interest by FNMA. Mortgage-related securities issued by

the FHLMC include FHLMC Mortgage Participation Certificates (also known as “Freddie Macs” or “PCs”). The FHLMC is a corporate instrumentality of the United States, created pursuant to an Act of Congress. Freddie Macs are not guaranteed by the United States or by any Federal Home Loan Banks and do not constitute a debt or obligation of the United States or of any Federal Home Loan Bank. Freddie Macs entitle the holder to timely payment of interest, which is guaranteed by the FHLMC. The FHLMC currently guarantees timely payment of interest and either timely payment of principal or eventual payment of principal, depending upon the date of issue. When the FHLMC does not guarantee timely payment of principal, FHLMC may remit the amount due on account of its guarantee of ultimate payment of principal at any time after default on an underlying mortgage, but in no event later than one year after it becomes payable.

Repurchase Agreements

The Fund may invest in securities pursuant to repurchase agreements, whereby the seller agrees to repurchase such securities at the Fund’s cost plus interest within a specified time (generally one day). The securities underlying the repurchase agreements will consist exclusively of U.S. Government obligations in which the Fund are otherwise permitted to invest. While repurchase agreements involve certain risks not associated with direct investments in the underlying securities, the Fund will follow procedures designed to minimize such risks. These procedures include effecting repurchase transactions only with large, well-capitalized banks and registered broker-dealers having creditworthiness determined by the Fund’s adviser to be substantially equivalent to that of issuers of debt securities rated investment grade. In addition, the Fund’s repurchase agreements will provide that the value of the collateral underlying the repurchase agreement will always be at least equal to the repurchase price, including any accrued interest earned on the repurchase agreement, and that the Fund’s custodian will take possession of such collateral. In the event of a default or bankruptcy by the seller, the Fund will seek to liquidate such collateral. However, the exercise of the Fund’s right to liquidate such collateral could involve certain costs or delays and, to the extent that proceeds from any sale upon a default of the obligation to repurchase were less than the repurchase price, the Fund could suffer a loss. There is no limit on the amount of the Fund’s net assets that may be subject to repurchase agreements having a maturity of, or a liquidation feature permitting termination within a period of, seven days or less. The Fund will not enter into repurchase agreements, which will cause more than 10% of the Fund’s net assets to be subject to repurchase agreements having a maturity beyond seven calendar days.

Stripped Government Securities

Stripped securities are created by separating the income and principal components of a debt instrument and selling them separately. The Fund may purchase U.S. Treasury STRIPS (Separate Trading of Registered Interest and Principal of Securities) that are created when the coupon payments and the principal payment are stripped from an outstanding Treasury bond by the Federal Reserve Bank. Bonds issued by the Resolution Funding Corporation (REFCORP) can also be stripped in this fashion. REFCORP STRIPS are eligible investments for the Fund.

Variable and Floating Rate Demand Obligations (VRDOs/FRDOs)

VRDOs/FRDOs are obligations that bear variable or floating interest rates and carry rights that permit holders to demand payment of the unpaid principal balance plus accrued interest from the issuers or certain financial intermediaries. Floating rate securities have interest rates that change whenever there is a change in a designated base rate while variable rate instruments provide for a specified periodic adjustment in the interest rate. These formulas are designed to result in a market value for the VRDO or FRDO that approximates its par value.

A demand instrument with a conditional demand feature must have received both a short-term and a long-term high quality rating, or, if unrated, have been determined to be of comparable quality pursuant to procedures adopted by the Board. A demand instrument with an unconditional demand feature may be acquired solely in reliance upon a short-term high quality rating or, if unrated, upon a finding of comparable short-term quality pursuant to procedures to be adopted by the Board.

The Fund may invest in variable and floating rate instruments of the U.S. Government and its agencies and instrumentalities with remaining maturities of 397 days or more provided that they are deemed to have a maturity of less than 397 days as defined in accordance with the SEC rules. A variable rate instrument that matures in 397 days or more may be deemed to have a maturity equal to the period remaining until the next readjustment of the interest rate.

Zero Coupon Securities

The Fund may invest in zero coupon securities. Zero Coupon Bonds purchased by the Fund do not make regular interest payments; instead they are sold at a deep discount from their face value and are redeemed at face value when they mature. Because zero coupon bonds do not pay current income, their prices can be very volatile when interest rates change. In calculating its daily dividend, the Fund takes into account as income a portion of the difference between a zero coupon bond's purchase price and its face value. The market prices of zero coupon securities generally are more volatile than the market prices of securities that pay interest periodically and are more sensitive to changes in interest rates than non-zero coupon securities having similar maturities and credit qualities.

INVESTMENT RESTRICTIONS

The Fund observes the following fundamental investment restrictions, which can be changed only when permitted by law and approved by a majority of the Fund's outstanding voting securities. A "majority of the Fund's outstanding voting securities" means the lesser of (i) 67% of the shares represented at a meeting at which more than 50% of the outstanding shares are represented in person or by proxies or (ii) more than 50% of the outstanding shares.

The Fund may not:

(1) purchase securities on margin or purchase real estate or interests therein, commodities or commodity contracts, or make loans, and except that the Fund may purchase or hold short-term debt securities and enter into repurchase agreements with respect to its portfolio securities as described in the Prospectus;

(2) invest more than 5% of the current value of the total assets of the Fund in the securities of any one issuer, other than obligations of the U.S. Government or its agencies or instrumentalities, and repurchase agreements fully collateralized by such obligations;

(3) purchase the securities of issuers conducting their principal business activity in the same industry if, immediately after the purchase and as a result thereof, the value of the investments of the Fund in that industry would exceed 25% of the current value of the total assets of the Fund, except that there is no limitation with respect to investments in obligations of the U.S. Government, its agencies or instrumentalities;

(4) engage in the underwriting of securities of other issuers, except to the extent that the Fund may be deemed to be an underwriter in selling, as part of an offering registered under the Securities Act of 1933, as amended (the "1933 Act"), securities which it has acquired; or participate on a joint or joint-and-several basis in any securities trading account. The "bunching" of orders with other accounts under the management of the Fund's adviser to save commissions or to average prices among them is not deemed to result in a securities trading account;

(5) effect a short sale of any security or issue senior securities except as permitted in paragraph (6). For purpose of this restriction, the purchase and sale of financial futures contracts and related options does not constitute the issuance of a senior security;

(6) issue senior securities or otherwise borrow money, except that the Fund may borrow from banks as a temporary measure for emergency purposes where such borrowings would not exceed 10% of the Fund's total assets (including the amount borrowed) taken at market value; or pledge, mortgage or hypothecate its assets, except

to secure indebtedness permitted by this paragraph and then only if such pledging, mortgaging or hypothecating does not exceed 10% of the Fund's total assets taken at market value;

(7) invest more than 10% of the total assets of the Fund in the securities of other investment companies, subject to the limitations of Section 12(d)(1) of the 1940 Act;

(8) invest in any security, including repurchase agreements maturing in over seven days without a liquidation feature or other illiquid investments which are subject to legal or contractual delays on resale or which are not readily marketable, if as a result more than 10% of the market value of the Fund's assets would be so invested;

(9) purchase interests in oil, gas, or other mineral exploration programs of real estate and real estate mortgage loans except as provided in the Prospectus;

(10) have dealings on behalf of the Fund with officers and trustees of the Fund, except for the purchase or sale of securities on an agency or commission basis, or make loans to any officers, directors or employees of the Fund; and

(11) purchase equity securities or other securities convertible into equity securities.

There will be no violation of any investment restriction if that restriction is complied with at the time the relevant action is taken notwithstanding a later change in the market value of an investment, in the net or total assets of the Fund, in the securities rating of the investment, or any other later change.

DISCLOSURE OF PORTFOLIO HOLDINGS

The Trust has adopted the following policies and procedures with respect to the disclosure of the securities held by the Fund. The Trust's portfolio holdings disclosure policy currently authorizes quarterly dissemination of full holdings for the Fund with a 60 calendar day delay. The holdings of the Fund will be disclosed on a quarterly basis on forms required to be filed with the SEC as follows:

- (1) portfolio holdings as of the end of each fiscal year will be filed as part of the annual report filed on Form N-CSR;
- (2) portfolio holdings as of the end of the first and third fiscal quarter will be filed in Form N-Q; and
- (3) portfolio holdings as of the end of a six month period will be filed as part of the semi-annual report filed on Form N-CSR.

The Trust's Form N-CSRs and Form N-Qs are available on the SEC's website at www.sec.gov.

The Trust does allow for the following abridged disclosure regarding the composition of the Fund's portfolio holdings on a quarterly basis:

Top ten portfolio holdings in order of position size, including its percentage of the aggregate portfolio, will be provided to the general public (via the site: www.fitfunds.com) for the most recent calendar quarter-end period and only after a 30 calendar day delay from the end of the quarter.¹

However, under conditions of confidentiality, the policy and procedures set forth above do not prevent the sharing of the Fund's portfolio holdings under the specific exceptions provided below:

- (1) Disclosures which, in the opinion of the Fund's or administrator's counsel, are required by law;

¹ If the Fund's portfolio holdings do not exceed ten individual securities, the Fund will provide an abridged disclosure.

- (2) Disclosures necessary for Service Providers (as defined below), which includes but is not limited to, investment advisers, administrators, custodians, fund accountants, technology providers and any other entity that has a need to know such information in order to fulfill its contractual obligations to provide services to the Fund to perform legitimate business functions for the benefit of the Trust (“Service Provider”);
- (3) Disclosures necessary to broker-dealers or banks as part of the normal buying, selling, shorting or other transactions in the Fund’s securities;
- (4) Disclosure to the Fund’s or Service Providers’ regulatory authorities, accountants or counsel; and
- (5) Disclosures to investment advisers of the Fund’s complied data concerning accounts managed by the investment adviser.

The Board will periodically review the list of entities that receive portfolio holdings of the Fund to ensure that the disclosure of the information is in the best interest of shareholders, identify any potential for conflicts of interest and evaluate the effectiveness of its current portfolio holdings policy.

Only officers of the Trust and their authorized agents may approve the disclosure of the Fund’s portfolio holdings. In all cases, eligible third parties/service providers are required to execute a non-disclosure agreement requiring the recipient to keep confidential any portfolio holdings information received and not to trade on the nonpublic information received. Neither the Trust nor its Service Providers (or any persons affiliated with either) receives any compensation or other consideration in connection with making the Fund’s portfolio holdings available to third parties.

The identity of such entities is provided below:

<u>Recipient Name</u>	<u>Frequency of Holdings Disclosure</u>	<u>Lag of Information Provided</u>	<u>Date of Information</u>	<u>Date Provided to Recipients</u>
Standard & Poor’s Inc. (Money Market Rating Agency)	Weekly	None	Each Wednesday	Close of Business each Wednesday
Global Investment Systems L.P. (Mutual Fund Accounting Systems Software)	As needed	None	Daily	As needed
Merrill Corporation (SEC Filing Agent)	Quarterly	As needed	Quarter-end	As needed
State Street Bank & Trust Company (Custodian)	Daily	None	Daily	Daily
ALPS Fund Services, Inc. (Fund Accounting & Administration)	Daily	None	Daily	Daily
Deloitte & Touche LLP (Independent Auditors)	As needed	None	Daily	As needed
Davis Graham & Stubbs, LLP (Counsel to the Trust)	Quarterly	None	Quarter-end	As needed

MANAGEMENT

Trustees and Officers

The Fund is a separate series under the Trust. The business and affairs of the Trust are managed under the direction of the Trust’s Board in accordance with the laws and state of Delaware and the Trust’s Trust Instrument. The Trustees are responsible for major decisions relating to the Fund’s (objective, policies and investment techniques). The Board also supervises the operation of the Trust by their officers and reviews the investment decisions made by the investment adviser. However, the Board does not actively participate on a regular basis in making such decisions. Information pertaining to the Board and officers of the Trust is set forth below. Trustees, who are not deemed to be “interested persons” of the Trust as defined by the 1940 Act, are referred to as “Independent Trustees.” Trustees who are deemed to be interested persons of the Trust as defined in the 1940 Act are referred to as “Interested Trustees.”

The principal occupations for the past five years of the Trustees and Officers of the Trust are listed below. Each Trustee and Officer serves for an indefinite term until his or her resignation, death or removal.

INDEPENDENT TRUSTEES

Name, Address* & Age	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years**	Number of Funds in Fund Complex Overseen by Trustee ***	Other Directorships Held by Trustee
Mary K. Anstine, age 68	Trustee	Ms. Anstine was elected as a Trustee at a special meeting of shareholders held on March 21, 1997.	Ms. Anstine was President/Chief Executive Officer of HealthONE Alliance, Denver, Colorado, and former Executive Vice President of First Interstate Bank of Denver. Ms. Anstine is also Trustee/Director of AV Hunter Trust and Colorado Uplift Board. Ms. Anstine was formerly a Director of the Trust Bank of Colorado (later purchased and now known as Northern Trust Bank), HealthONE and Denver Area Council of the Boy Scouts of America, and a member of the American Bankers Association Trust Executive Committee.	3	Ms. Anstine is a Trustee of ALPS ETF Trust (2 funds); Financial Investors Variable Insurance Trust (5 funds); ALPS Variable Insurance Trust (1 fund); Reaves Utility Income Fund (1 fund); and Westcore Trust (12 funds).

Name, Address* & Age	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years**	Number of Funds in Fund Complex Overseen by Trustee ***	Other Directorships Held by Trustee
John R. Moran, Jr. , age 79	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 Investment Advisory Committee for the University of Colorado.	3	None.
Jeremy W. Deems , age 32	Trustee	Mr. Deems was appointed as a Trustee at the March 11, 2008 meeting of the Board.	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, an investment management company, ReFlow Management Co., LLC, a liquidity resourcing company, ReFlow Fund, LLC, a private investment fund, and Sutton Place Management, LLC, an administrative services company (from 2004 to June 2007). Prior to this,	3	Mr. Deems is a Trustee of ALPS ETF Trust (2 funds); ALPS Variable Insurance Trust (1 fund); and Reaves Utility Income Fund (1 fund).

Name, Address* & Age	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years**	Number of Funds in Fund Complex Overseen by Trustee ***	Other Directorships Held by Trustee
Jerry G. Rutledge, age 64	Trustee	Mr. Rutledge was elected at a special meeting of shareholders held on August 7, 2009.	Mr. Deems served as Controller of Forward Management, LLC, ReFlow Management Co., LLC, ReFlow Fund, LLC and Sutton Place Management, LLC. Mr. Rutledge is the President and owner of Rutledge’s Inc., a retail clothing business. Mr. Rutledge is currently Director of the American National Bank. He was from 1994 to 2007 a Regent of the University of Colorado.	3	Mr. Rutledge is a Trustee of Clough Global Allocation Fund (1 fund), Clough Global Equity Fund (1 fund) and Clough Global Opportunities Fund (1 fund) and a Director of the American National Bank.
Michael “Ross” Shell, age 38	Trustee	Mr. Shell was elected at a special meeting of shareholders held on August 7, 2009.	Mr. Shell is Founder and CEO of Red Idea, LLC, a strategic consulting/early stage venture firm (since June 2008) and a Director of Tesser, Inc., a brand agency (since November 1999). From December 2005 to May 2008, he was Director, Marketing and Investor Relations, of Woodbourne, a REIT/real estate hedge fund and private equity firm. Prior to this, from May 2004 to November 2005, he worked as a business strategy consultant; from June 2003 to April 2004, he was on the Global Client Services team of IDEO, a product design/innovation firm; and from 1999 to 2003, he was President of Tesser, Inc. Mr. Shell graduated	3	None.

Name, Address* & Age	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years**	Number of Funds in Fund Complex Overseen by Trustee ***	Other Directorships Held by Trustee
			with honors from Stanford University with a degree in Political Science.		

INTERESTED TRUSTEE					
Name, Address* & Age	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years**	Number of Funds in Fund Complex Overseen by Trustee ***	Other Directorships Held by Trustee
Edmund J. Burke, age 48	Trustee, Chairman and President	Mr. Burke was elected as Chairman at the August 28, 2009 meeting of the Board of Trustees. Mr. Burke was elected as Trustee at a special meeting of shareholders held on August 7, 2009. Mr. Burke was elected President of the Trust at	Mr. Burke is Chief Executive Officer and a Director of ALPS Holdings, Inc. ("AHI") (since 2005) and Director of ALPS Advisors, Inc. ("AAI"), ALPS Distributors, Inc. ("ADI"), ALPS Fund Services, Inc. ("AFS") and FTAM Distributors, Inc. ("FDI") and from 2001-2008, was President of AAI, ADI, AFS and FDI. Because of his positions with AHI, AAI, ADI, AFS and FDI, 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	3	Mr. Burke is a Trustee of Clough Global Allocation Fund (1 fund); Clough Global Equity Fund (1 fund); Clough Global Opportunities Fund (1 fund); Trustee of the Liberty All-Star Equity Fund (1 fund); and Director of the Liberty All-Star Growth Fund, Inc. (1 fund).

		the December 17, 2002 meeting of the Board of Trustees.	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.		
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OFFICERS			
Address* & Age	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years**
Jeremy O. May, age 38	Treasurer.	Mr. May was elected Treasurer of the Trust at the October 7, 1997 meeting of the Board of Trustees.	Mr. May joined ALPS in 1995 and is currently President and Director of AFS and Director of AHI, AAI, ADI and FDI. Because of his positions with these entities, 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., Clough Global Allocation Fund, Clough Global Equity Fund, Clough Global Opportunities Fund, Financial Investors Trust, Financial Investors Variable Insurance Trust and Reaves Utility Income Fund. Mr. May is also President, Chairman and Trustee of the ALPS Variable Insurance Trust and Chairman and Trustee of the Reaves Utility Income Fund. Mr. May is currently on the Board of Directors and is Chairman of the Audit Committee of the University of Colorado Foundation.
JoEllen L. Legg, age 47	Secretary	Ms. 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 Westcore Trust and

			Assistant Secretary of the Stone Harbor Investment Funds and the WesMark Funds.
Michael Akins, age 32	Chief Compliance Officer (“CCO”).	Mr. 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 37	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 Vice President - Director of Fund Administration 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 Liberty All-Star Equity Fund and Liberty All-Star Growth Fund, Inc.; and Assistant Secretary of Ameristock Mutual Fund, Inc.

*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.

None of the Independent Trustees own securities in the Adviser, Sub-Adviser or Distributor, nor do they own securities in any entity directly controlling, controlled by, or under common control with the Adviser, Sub-Adviser or Distributor.

Audit Committee. The Board has an Audit Committee which considers such matters pertaining to the Trust’s books of account, financial records, internal accounting controls and changes in accounting principles or practices as the Trustees may from time to time determine. The Audit Committee also considers the engagement and compensation of the independent registered public accounting firm (“Firm”) and ensures receipt from the Firm of a formal written statement delineating relationships between the Firm and the Trust, consistent with AICPA Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence. The Audit Committee also meets privately with the representatives of the Firm to review the scope and results of audits and other duties as set forth in the Audit Committee’s Charter. The Audit Committee members, each of whom are Independent Trustees are: Ms. Anstine and Messrs. Deems (Chairman), Moran, Rutledge and Shell. The Audit Committee met twice during the fiscal year ended April 30, 2009.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee meets periodically to advise and assist the Board in selecting nominees to serve as trustees of the Trust and in establishing, implementing and executing policies, procedures and practices that assure orderly and effective governance of the Trust and effective and efficient management of all business and

financial affairs of the Trust. Members of the Nominating and Corporate Governance Committee are currently: Ms. Anstine (Chairman) and Messrs. Deems, Moran, Rutledge and Shell. The Nominating and Corporate Governance Committee of the Board met twice during the fiscal year ended April 30, 2009.

Shareholder Nominations for Trustees. The Board will consider shareholder nominees for Trustees. All nominees must possess the appropriate characteristics, skills and experience for serving on the Board. In particular the Board and its Independent Trustees will consider each nominee's integrity, educational, professional background, understanding of the Trust's business on a technical level and commitment to devote the time and attention necessary to fulfill a Trustee's duties. All shareholders who wish to recommend nominees for consideration as Trustees shall submit the names and qualifications of the candidates to the Secretary of the Trust by writing to: Financial Investors Trust, 1290 Broadway, Suite 1100, Denver, Colorado, 80203.

As of December 31, 2008, the dollar range of equity securities in the Fund beneficially owned by Independent Trustees were as follows:

Independent Trustees	Dollar Range of Equity Securities in the Fund	Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen by Trustee in Family of Investment Companies
Mary K. Anstine	None	None
John R. Moran, Jr.	None	None
Jeremy W. Deems	None	None

Remuneration of Trustees. The Independent Trustees of the Trust receive an annual fee in the amount of \$10,000 and an additional \$1,500 for attending each Board meeting. The Trustees are also reimbursed for all reasonable out-of-pocket expenses relating to attendance at meetings. For the fiscal year ended April 30, 2009, the Independent Trustees received the following compensation:

	Aggregate Compensation From the Trust	Pension Or Retirement Benefits Accrued As Part of Fund Expenses	Estimated Annual Benefits Upon Retirement	Aggregate Compensation From The Trust And Fund Complex Paid To Trustees*
Mary K. Anstine, Trustee	\$17,500	\$0	\$0	\$17,500
Jeremy W. Deems, Trustee	\$17,500	\$0	\$0	\$17,500
John R. Moran, Jr., Trustee	\$17,500	\$0	\$0	\$17,500

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

CODE OF ETHICS

There is no code of ethics pursuant to Rule 17j-1 under the 1940 Act applicable to the Fund, as the Fund is a money market fund.

PROXY VOTING POLICIES AND PROCEDURES

There are no proxy voting policies and procedures applicable to the Fund, as the Fund invests exclusively in non-voting securities.

PRINCIPAL SHAREHOLDERS

As of July 31, 2009, the following shareholders owned 5% or more of the outstanding shares of the Fund as listed below:

FUND	PERCENTAGE INTEREST	TYPE OF OWNERSHIP
AMERICAN FREEDOM U.S. GOVERNMENT MONEY MARKET FUND		
City of New Haven 200 Orange Street, Room 300 New Haven, CT 06510	6.72%	Record
Memorial Hospital at Gulfport 4500 Thirteenth Street Gulfport, MS 39501	5.20%	Record
Chicago Housing Authority 60 East Van Buren Chicago, IL 60605	5.07%	Record

Management Ownership. As of July 31, 2009, the Trustees and Officers of the Trust, as a group, owned less than 1% of the outstanding shares in the Fund.

INVESTMENT ADVISORY AND OTHER SERVICE AGREEMENTS

The Investment Advisory Agreement and the Distribution Agreement will continue in effect with respect to the Fund from year to year provided such continuance is approved annually (i) by the holders of a majority of the outstanding voting securities of the Fund or by the Trust's Trustees; or (ii) by a majority of the Trustees who are not parties to such contract or "interested persons" (as defined under the 1940 Act) of any such party. The contract may be terminated with respect to the Fund at any time, without payment of any penalty, by a vote of a majority of the outstanding voting securities of the Fund (as defined in the 1940 Act) or by a vote of a majority of the Trustees. The Investment Advisory Agreement and the Distribution Agreement shall terminate automatically in the event of their assignment (as defined in the 1940 Act).

Except for the expenses paid by the Investment Adviser and the Administrator the Fund bears all costs of its operations. Most 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.

Investment Adviser. SSgA Funds Management, Inc. (“SSgA FM” or “Adviser”), located at State Street Financial Center, One Lincoln Street, Boston, Massachusetts 02111, serves as investment adviser to the Fund. SSgA FM is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940 and is a wholly owned subsidiary of State Street Corporation (“State Street”), a publicly held bank holding company. As of June 30, 2009, SSgA FM had over \$ 141 billion in assets under management. SSgA FM and any other advisory affiliates of State Street comprise State Street Global Advisors (“SSgA”), the investment management arm of State Street. With approximately \$1.56 trillion in assets as of June 30, 2009, SSgA provides complete global investment management services from offices in North America, South America, Europe, Asia, Australia and the Middle East.

During the period of the Investment Advisory Agreement, the Fund will be managed by a team of investment professionals. SSgA FM uses a team approach to create an environment that encourages the flow of investment ideas. Portfolio managers Sean Lussier and Jeff St. Peters jointly and primarily have the day-to-day responsibility for management of the Fund.

Sean Lussier

Sean is a Principal of SSgA FM and a Vice President and Portfolio Manager of State Street Global Advisors in the firm's US Cash Management Group. Prior to joining SSgA, Sean worked as an Account Manager at State Street Bank & Trust. Since joining SSgA, Sean served as co-manager of the Money Market operations team until joining the Cash Management Team in 2007. Since that time, Sean has been responsible for managing several registered taxable and tax-exempt money market funds, as well as several separately managed cash and securities lending mandates.

Sean holds a Bachelor of Science degree from Massachusetts College of Liberal Arts.

Jeff St. Peters

Jeff is a Principal of SSgA FM, Vice President of State Street Global Advisors and a Senior Portfolio Manager within the Global Cash Management division. He is responsible for managing several securities lending, enhanced cash, offshore, and SSgA's registered money market portfolios for both retail and institutional clients. In addition, Jeff manages a team of portfolio managers that focus on traditional money market funds, both taxable and tax exempt. He also manages a SPDRS Barclays Capital 1-3 Month Treasury Bill Exchange Traded Fund. He has been managing short duration cash and securities lending portfolios at SSgA for over 8 years.

Prior to joining SSgA, Jeff was employed nearly 9 years with Fidelity Investments, the latter years within the Fidelity Management and Research Company, where he worked as a trader within the Money Market area of the Fixed Income division. In addition, he held several positions within Fidelity's Investment Technology area, where he assisted in designing and implementing an internal proprietary trading system. Jeff has over 17 years of investment experience.

He holds a BS in Finance from Bentley College.

Pursuant to the Investment Advisory Agreement, the Adviser has agreed to provide a continuous investment program for the Fund, including investment research and management with respect to the assets of the Fund. SSgA FM is entitled to receive management fees of 0.105%. SSgA FM has voluntarily agreed to waive a portion of their advisory fee to 0.070% for the Fund until assets for the Fund reach \$1 billion dollars. During the fiscal year ended April 30, 2009, the Fund paid SSgA FM 0.070% of average net assets of the Fund in advisory fees.

The tables below summarize the management fees earned by SSgA FM by the Fund for the last three fiscal years.

	Fiscal Years Ended		
	April 30,		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
American Freedom U.S. Government Money Market Fund ⁽¹⁾	\$461,998	\$508,415	\$340,836

(1) For fiscal years ended 2009, 2008 and 2007, the actual Management Fees paid by the American Freedom U.S. Government Money Market Fund were \$307,999, \$338,943 and \$227,224, respectively. For fiscal years ended 2009, 2008 and 2007, SSgA FM waived \$153,999, \$169,472 and \$113,612 of its Management Fees, respectively.

Administrator. Pursuant to the Administration Agreement, ALPS Fund Services, Inc. (“ALPS” or “Administrator”): (i) provides administrative services reasonably necessary for the operation of the Fund (other than those services which are provided by the Adviser; (ii) provides the Fund with office space and office facilities reasonably necessary for the operation of the Fund; and (iii) employs or associates with itself such persons as it believes appropriate to assist it in performing its obligations under the Administration Agreement. ALPS also serves as the Fund’s transfer agent and as the Fund’s bookkeeping and pricing agent.

As compensation for administrative services, the Administrator is paid a monthly fee at the following annual rates based on a portion of average daily value of net assets of the Fund:

American Freedom U.S. Government Money Market Fund ⁽¹⁾:

- 0.16% on the first \$500 million of the Fund's average net assets;
- 0.14% on the next \$500 million of the Fund's average net assets;
- 0.12% of the Fund's average net assets in excess of \$1 billion;

⁽¹⁾ Subject to a minimum monthly fee of \$30,000.

The Administrator has contractually agreed to waive a portion of the administrative fees otherwise payable by the Fund, as well as assume a portion of the Fund’s expenses, to the extent necessary to maintain a total expense ratio of not more than .24%, of the average net assets of the Fund.

The administrative fees earned by the Administrator under the Administration Agreement for the last three fiscal years were as follows:

	Fiscal Years Ended April 30,		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
American Freedom U.S. Government Money Market Fund ⁽¹⁾	\$703,789	\$772,367	\$519,369

(1) For fiscal years ended 2009, 2008 and 2007, the actual administrative fees paid by the Fund were \$357,570, \$508,055 and \$301,439, respectively. For fiscal years ended 2009, 2008 and 2007, ALPS waived \$346,219, \$264,312 and \$217,930, respectively.

Distributor. Shares of the Fund are offered on a continuous basis through ALPS Distributors, Inc. (“ADI” or the “Distributor”), located at 1290 Broadway, Suite 1100, Denver, Colorado 80203 ADI is the Trust’s principal underwriter, pursuant to a Distribution Agreement. The Distributor is not obligated to sell any specific amount of shares. The Distributor does not receive a fee under the Distribution Agreement.

CALCULATION OF YIELDS AND PERFORMANCE INFORMATION

From time to time, the Fund may quote its “yield” and average annual “total return” in advertisements or in communications to shareholders or prospective investors. **Both performance figures are based on historical earnings and are not intended to indicate future performance.**

Current yield (or “SEC Seven Day Yield”) for the Fund will be based on the change in the value of a hypothetical investment (exclusive of capital changes) over a particular 7-day period, less a pro-rata share of the Fund’s expenses accrued over that period (the “base period”), and stated as a percentage of the investment at the start of the base period (the “base period return”). The base period return is then annualized by multiplying by 365/7, with the resulting yield figure carried to at least the nearest hundredth of one percent. “Effective yield” for the Fund assumes that all dividends received during an annual period have been reinvested. Calculation of “effective yield” begins with the same “base period return” used in the calculation of yield, which is then annualized to reflect weekly compounding pursuant to the following formula: $\text{Effective Yield} = [(\text{Base Period Return} + 1)^{365/7}] - 1$. The “effective yield” will be slightly higher than the “yield” because of the compounding effect of the assumed reinvestment.

As of April 30, 2009, the Seven Day Effective Yield and the SEC Seven Day Yield for the Fund was as follows:

	<u>7-Day SEC Yield*</u>	<u>7-Day Effective Yield*</u>
American Freedom U.S. Government Money Market Fund	0.07%	0.07%

*Quotations of yields reflect all fee waivers.

Average annual returns are calculated by determining the growth or decline in value of a hypothetical investment in the Fund over a stated period, and then calculating the annually compounded percentage rate that would have produced the same result if the rate of growth or decline in value had been constant over the period.

All total return figures will reflect a proportional share of Fund expenses (net of certain reimbursed expenses) on an annual basis, and will assume that all dividends and distributions are reinvested when paid. Quotations of total return will reflect only the performance of a hypothetical investment in the Fund during the particular time period shown. Total return for the Fund will vary based on changes in the market conditions and the level of the Fund’s expenses, and no reported performance figure should be considered an indication of performance, which may be expected in the future.

In connection with communicating its total return to current or prospective shareholders, the Fund also may compare these figures to the performance of other mutual funds tracked by mutual fund rating or ranking services or to other unmanaged indices which may assume reinvestment of dividends but generally do not reflect deductions for administrative and management costs. In addition, yields may be compared to the average yields reported by the Bank Rate Monitor for money market deposit accounts offered by the 50 leading banks and thrift institutions in the top five standard metropolitan statistical areas.

Since yields fluctuate, you cannot necessarily use yield data to compare an investment in the Fund’s shares with bank deposits, savings accounts and similar investment alternatives which often provide an agreed or guaranteed fixed yield for a stated period of time. Yield is generally a function of the kind and quality of the instruments held in a portfolio, portfolio maturity, operating expenses and market conditions. Any fees charged by service institutions directly to their customer accounts in connection with investments in shares of the Fund will not be included in the Fund’s calculations of yield or total return.

From time to time, in marketing pieces and other Fund literature, the Fund’s total performance may be compared to the performance of broad groups of comparable funds or unmanaged indices of comparable securities. Evaluations

of Fund performance made by independent sources may also be used in advertisements concerning the Fund. Sources for Fund performance information may include, but are not limited to, the following:

- Barron's, a Dow Jones and Company, Inc. business and financial weekly that periodically reviews mutual fund performance data.
- Business Week, a national business weekly that periodically reports the performance rankings and ratings of a variety of mutual funds investing abroad.
- Changing Times, The Kiplinger Magazine, a monthly investment advisory publication that periodically features the performance of a variety of securities.
- Money Fund Report™, a weekly publication of iMoneyNet, an Informal Financial company. iMoneyNet's Money Fund Report Averages™ are made up of virtually the entire universe of money market mutual funds. Money Fund Report has been publishing weekly money fund yields, net assets, portfolio holdings and average maturity data since 1975.
- Financial Times, Europe's business newspaper, which features from time to time articles on international or country-specific funds.
- Forbes, a national business publication that from time to time reports the performance of specific investment companies in the mutual fund industry.
- Fortune, a national business publication that periodically rates the performance of a variety of mutual funds.
- Global Investor, a European publication that periodically reviews the performance of U.S. mutual funds investing internationally.
- Lipper Analytical Services, Inc.'s Mutual Fund Performance Analysis, a weekly publication of industry-wide mutual fund averages by type of fund.
- Money, a monthly magazine that from time to time features both specific funds and the mutual fund industry as a whole.
- New York Times, a nationally distributed newspaper which regularly covers financial news.
- Personal Investor, a monthly investment advisory publication that includes a "Mutual Funds Outlook" section reporting on mutual fund performance measures, yields, indices and portfolio holdings.
- Sylvia Porter's Personal Finance, a monthly magazine focusing on personal money management that periodically rates and ranks mutual funds by performance.
- Wall Street Journal, a Dow Jones and Company, Inc. newspaper, which regularly covers financial news.
- Wiesenberger Investment Companies Services, an annual compendium of information about mutual funds and other investment companies, including comparative data on funds' backgrounds, management policies, salient features, management results, income and dividend records, and price ranges.

Fund Ratings. Although it is not an investment objective of the Fund, consistent with the Fund's investment objectives and restrictions, the Fund may seek and receive the highest rating from certain nationally recognized statistical rating organizations ("NRSRO(s)"), for example, "AAAm" from Standard & Poor's Ratings Group, a Division of McGraw Hill, Inc., or "AAA/V-1+" from Fitch Investor Services, Inc. An NRSRO rating is subject to change and neither insures nor guarantees that the Fund will pay interest or repay principal. NRSRO ratings represent the opinion of the NRSRO based on the investment adviser, quality of the Fund's portfolio holdings, and other criteria. If an NRSRO rating is obtained, the Fund may use the information in advertising or reports to shareholders or prospective investors.

DETERMINATION OF NET ASSET VALUE

The price at which you buy, sell or exchange Fund shares is the share price or net asset value ("NAV"). The share price for the Fund is determined by adding the value of the Fund's investments, cash and other assets, deducting liabilities and then dividing that value by the total number of the Fund's shares outstanding. All expenses, including the advisory and administrative fees, are accrued daily and taken into account for the purpose of determining the NAV. On each day that neither the New York Stock Exchange ("NYSE") nor the Federal Reserve Banks are closed for business, the Fund normally calculates its NAV at 5:00 p.m. Eastern Time. The NYSE and Federal Reserve Banks' most recent annual announcements regarding national holidays or, in the case of the NYSE, any days when it may close early, are available on the NYSE website (www.nyse.com) and the Federal Reserve Board of Governors website (www.federalreserve.gov).

The Board has established procedures designed to maintain a stable NAV of \$1.00 per share, to the extent reasonably possible. The Board has approved and adopted procedures under Rule 2a-7 under the 1940 Act, which was enacted by the SEC with the intent of stabilizing money market funds at \$1.00 per share. Under the guidelines of Rule 2a-7, the Fund uses the amortized cost method to value its portfolio securities. The amortized cost method involves valuing a security at its cost and amortizing any discount or premium over the period of maturity, regardless of the impact of fluctuating interest rates on the market value of the security. Rule 2a-7 also provides that the Fund must also do a "mark-to-market" analysis, where it is determined the degree to which any variations may exist between the amortized pricing method and the actual market price of the securities in the Fund. In the event the Board determines that a deviation exists which may result in material dilution or other unfair results to investors or existing shareholders, the Board will take such corrective action as it regards as necessary and appropriate, including the sale of portfolio instruments prior to maturity to realize capital gains or losses or to shorten average portfolio maturity.

While the amortized cost method provides certainty in valuation, it may result in periods during which the value, as determined by amortized cost, is higher or lower than the price which the Fund would receive if the security were sold. During these periods the yield to a shareholder may differ somewhat from that which could be obtained from a similar fund which utilizes a method of valuation based upon market prices. Thus, during periods of declining interest rates, if the use of the amortized cost method resulted in a lower value of the Fund's portfolio on a particular day, a prospective investor in the Fund would be able to obtain a somewhat higher yield than would result from an investment in a fund utilizing solely market values, and existing Fund shareholders would receive correspondingly less income. The converse would apply during periods of rising interest rates.

Rule 2a-7 provides that in order to value its portfolio using the amortized cost method, the Fund must maintain a dollar-weighted average portfolio maturity of 90 days or less, purchase securities having remaining maturities of thirteen months or less and invest only in securities determined by the Board to be "eligible securities" as defined by Rule 2a-7 and to present minimal credit risks. Pursuant to Rule 2a-7, the Board is required to establish procedures designed to stabilize, to the extent reasonably possible, the price per share of the Fund, as computed for the purpose of sales and redemptions, at \$1.00. Such procedures include review of the Fund's portfolio holdings by the Board or its delegate, at monthly and at regularly scheduled quarterly Board meetings, to determine whether the NAV of the Fund calculated by using available market quotations deviates from \$1.00 per share based on amortized cost. The extent of any deviation will be examined by the Board. If such deviation exceeds 1/2 of 1%, the Board

will promptly consider what action, if any, will be initiated. In the event the Board determines that a deviation exists which may result in material dilution or other unfair results to investors or existing shareholders, the Board will take such corrective action as it regards as necessary and appropriate, including the sale of portfolio instruments prior to maturity to realize capital gains or losses or to shorten average portfolio maturity, withholding dividends or establishing a net asset value per share by using available market quotations. There can be no assurance that at all times the \$1.00 price per share can be maintained.

PORTFOLIO TRANSACTIONS

The Trust has no obligation to deal with any dealer or group of dealers in the execution of transactions in portfolio securities. Subject to policy established by the Board, the Adviser is primarily responsible for portfolio decisions and the placing of portfolio transactions. In placing orders, it is the policy of the Fund to obtain the best results taking into account the dealer's general execution and operational facilities, the type of transaction involved and other factors such as the dealer's risk in positioning the securities involved. While the Adviser generally seeks reasonably competitive spreads or commissions, the Fund will not necessarily be paying the lowest spread or commission available.

Purchases and sales of securities will often be principal transactions in the case of debt securities traded otherwise than on an exchange. Debt securities normally will be purchased or sold from or to issuers directly or to dealers serving as market makers for the securities at a net price. Generally, money market securities are traded on a net basis and do not involve brokerage commissions. Under the 1940 Act, persons affiliated with the Adviser, the Fund or the Distributor are prohibited from dealing with the Fund as a principal in the purchase and sale of securities except in accordance with regulations adopted by the Securities and Exchange Commission. Under the 1940 Act, persons affiliated with the Adviser, the Fund or the Distributor may act as a broker for the Fund. In order for such persons to effect any portfolio transactions for the Fund, the commissions, fees or other remuneration received by such persons must be reasonable and fair compared to the commissions, fees or other remunerations paid to other brokers in connection with comparable transactions involving similar securities being purchased or sold on an exchange during a comparable period of time. This standard would allow the affiliate to receive no more than the remuneration, which would be expected to be received by an unaffiliated broker in a commensurate arms-length transaction. The Board will regularly review the commissions paid by the Fund to affiliated brokers.

The Trust is required to identify any securities of its "regular brokers or dealers" that it has acquired during its most recent fiscal year. As of April 30, 2009, the Fund entered into repurchase transactions with: ABN AMRO Bank, Bank of America, BNP Paribas Securities Corp., Credit Suisse First Boston, Goldman Sachs & Co., HSBC Bank, ING Financial Markets, J.P. Morgan Chase & Co., Smith Barney Citigroup and UBS Warburg.

REDEMPTIONS

In the event that the Fund does not maintain a constant net asset value per share, the proceeds of a redemption may be more or less than the amount invested and, therefore, a redemption may result in a gain or loss for Federal, state, and local income tax purposes. Any loss realized on the redemption of Fund shares held, or treated as held, for six months or less will be treated as a long-term capital loss to the extent of any long-term capital gain dividends received on the redeemed shares.

A shareholder's account with the Fund remains open for at least one year following complete redemption and all costs during the period will be borne by the Fund. This permits an investor to resume investments in the Fund during the period in an amount of \$25,000 or more.

To be in a position to eliminate excessive shareholder expense burdens, the Fund reserves the right to adopt a policy pursuant to which the Fund may redeem, upon not less than 30 calendar days' notice, shares of the Fund in an account which has a value below the designated amount set forth in the Fund's prospectus. However, any shareholder affected by the exercise of this right will be allowed to make additional investments prior to the date

fixed for redemption to avoid liquidation of the account. Shareholder accounts, which have a value below the designated amount due to changes in the market value in portfolio securities, will not be redeemed.

The Fund may suspend the right of redemption during any period when (i) trading on the NYSE is restricted or the NYSE or the Federal Reserve Bank is closed, other than customary weekend and holiday closings, (ii) the Securities and Exchange Commission has by order permitted such suspension or (iii) an emergency exists making disposal of portfolio securities or determination of the value of the net assets of the Fund not reasonably practicable.

FEDERAL INCOME TAXES

The following summarizes certain additional federal income tax considerations generally affecting the Fund and its shareholders that are not described in the Prospectus. No attempt is made to present a detailed explanation of the tax treatment of the Fund or its shareholders or possible legislative changes. This discussion does not address state or local income tax considerations. Potential investors should consult their tax advisers with specific reference to their own tax situation.

The Fund has elected to be treated as a regulated investment company. The Fund intends to continue to so qualify by complying with the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), applicable to regulated investment companies so that the Fund will not be liable for federal income tax with respect to amounts distributed to shareholders in accordance with the timing requirements of the Code.

In order to qualify as a regulated investment company for a taxable year, the Fund must, among other things, (a) derive at least 90% of its gross income from dividends, interest, payments with respect to securities loans and gains from the sale or other disposition of stock or securities or foreign currency gains related to investments in stock or securities or other income (including but not limited to gains from options, futures or forward contracts) derived with respect to its business of investing in stock, securities or currency; (b) diversify its holdings so that, at the end of each quarter of its taxable year, (i) at least 50% of the market value of the Fund's assets is represented by cash, cash items, U.S. Government securities, securities of other regulated investment companies and certain other securities in respect of any one issuer to an amount not greater in value than 5% of its assets and 10% of the outstanding voting securities of the issuer, and (ii) not more than 25% of the value of its total assets is invested in the securities of any one issuer (other than U.S. Government securities or securities of other regulated investment companies). As such, and by complying with the applicable provisions of the Code, including the requirement that it distribute to shareholders annually at least 90% of its investment company taxable income, the Funds will not be subject to federal income tax on taxable income (including realized capital gains) which is distributed to shareholders in accordance with the timing requirements of the Code. If the Fund does not meet these requirements, it will be subject to tax as a corporation and its distributions, including distributions of capital gains, will be taxed to the shareholders as ordinary income.

The Fund is subject to a 4% nondeductible excise tax to the extent that it fails to distribute to its shareholders during each calendar year an amount equal to (a) at least 98% of its ordinary income (excluding any capital gain or losses) for the calendar year; plus (b) at least 98% of the excess of its capital gains over capital losses (adjusted for ordinary losses) for the one year period ending on October 31 of such calendar year; plus (c) any ordinary income or capital gain net income (adjusted for certain ordinary losses) from the preceding calendar years which was neither distributed to shareholders nor taxed to the Fund during such year. The Fund intends to distribute to shareholders each year an amount sufficient to avoid the imposition of such excise tax.

The amount of capital gains, if any, realized in any given year will result from sales of securities made with a view to the maintenance of a portfolio believed by Fund management to be most likely to attain the Fund's investment objective. Such sales and any resulting gains or losses, may therefore vary considerably from year to year. Since at the time of an investor's purchase of shares, a portion of the per share net asset value by which the purchase price is determined may be represented by realized or unrealized appreciation in the Fund's portfolio or undistributed income of the Fund, subsequent distributions (or portions thereof) on such shares may be taxable to such investor

even if the net asset value of his shares is, as a result of the distributions, reduced below his cost for such shares and the distributions (or portions thereof) represent a return of a portion of his investment.

The Fund is required to report to the Internal Revenue Service (the “IRS”) all distributions of taxable dividends and of capital gains, as well as the gross proceeds of share redemptions or exchanges paid to any shareholder not treated as an exempt recipient under applicable rules. The Fund may be required to withhold federal income tax (“backup withholding”) from taxable dividends (including capital gain dividends) and the proceeds of redemptions of shares paid to non-corporate shareholders who have not furnished the Fund with a correct taxpayer identification number and made certain required certifications or who have been notified by the IRS that they are subject to backup withholding. The Fund may also be required to withhold federal income tax if they are notified by the IRS or a broker that the taxpayer identification number is incorrect or that backup withholding applies because of underreporting of interest or dividend income.

Distributions of taxable net investment income and net realized capital gains will be taxable whether made in shares or in cash. A distribution of net capital gains reflects the Fund’s excess of net long-term capital gains over its net short-term capital losses. The Fund is permitted to carry forward as short-term capital losses its net realized capital losses, if any, for a period of eight taxable years for the purpose of offsetting future capital gains.

Shareholders receiving distributions in the form of additional shares will have a cost basis for federal income tax purposes in each share so received equal to the net asset value of a share of the Fund on the reinvestment date. Fund distributions will also be included in individual and corporate shareholders’ income on which the alternative minimum tax may be imposed.

Any loss realized upon the redemption of shares held (or treated as held) for six months or less will be treated as a long-term capital loss to the extent of any long-term capital gain dividend received on the redeemed shares. Any loss realized upon the redemption of shares within six months after receipt of an exempt-interest dividend will be disallowed. All or a portion of a loss realized upon the redemption of shares may be disallowed to the extent shares of the same fund are purchased (including shares acquired by means of reinvested dividends) within 30 calendar days before or after such redemption. Exchanges are treated as redemptions for federal tax purposes.

Different tax treatment is accorded to accounts maintained as IRAs or other tax-advantaged retirement accounts, including a penalty on early distributions. Shareholders should consult their tax advisers for more information.

The Fund will be separate for investment and accounting purposes and will be treated as a separate taxable entity for federal income tax purposes.

SHARES OF BENEFICIAL INTEREST

The Trust consists of multiple separate portfolios or funds. When certain matters affect one fund but not another, the shareholders would vote as a fund regarding such matters. Subject to the foregoing, on any matter submitted to a vote of shareholders, all shares then entitled to vote will be voted separately by the fund unless otherwise required by the 1940 Act, in which case all shares will be voted in the aggregate. For example, a change in a fund’s fundamental investment policies would be voted upon only by shareholders of the fund. Additionally, approval of the Investment Advisory Contract and Management Contracts are matters to be determined separately by each fund. Approval by the shareholders of one fund is effective as to that fund whether or not sufficient votes are received from the shareholders of the other fund to approve the proposal as to that fund. As used in the Prospectuses and in this SAI, the term “majority,” when referring to approvals to be obtained from shareholders of a fund means the vote of the lesser of (i) 67% of the shares of the fund or class represented at a meeting if the holder of more than 50% of the outstanding shares of the fund or class are present in person or by proxy, or (ii) more than 50% of the outstanding shares of the fund. The term “majority,” when referring to the approvals to be obtained from shareholders of the Trust as a whole means the vote of the lesser of (i) 67% of the Trust’s shares represented at a meeting if the holders of more than 50% of the Trust’s outstanding shares are present in person or proxy, or (ii)

more than 50% of the Trust's outstanding shares. Shareholders are entitled to one vote for each full share held and fractional votes for fractional shares held.

The Trust is not required to hold regular annual meetings of the Fund's shareholders and does not intend to do so. However, the Trust undertakes to hold a special meeting of its shareholders if the purpose of voting on the question of removal of a director or trustees is requested in writing by the holders of at least 10% of the Trust's outstanding voting securities, and to assist in communicating with other shareholders as required by Section 16(c) of the 1940 Act. The Trust Instrument provides that the holders of not less than two-thirds of the outstanding shares of the Trust may remove a person serving as Trustee either by declaration in writing or at a meeting called for such purpose.

Each share of the Fund represents an equal proportional interest in the Fund with each other share and is entitled to such dividends and distributions out of the income earned on the assets belonging to the Fund as are declared in the discretion of the Trustees. In the event of the liquidation or dissolution of the Trust, shareholders of each fund are entitled to receive the assets attributable to such Fund that are available for distribution, and a distribution of any general assets of the Trust not attributable to a particular fund that are available for distribution in such manner and on such basis as the Trustees in their sole discretion may determine.

Shareholders are not entitled to any preemptive rights. All shares, when issued, will be fully paid and non-assessable by the Trust.

OTHER INFORMATION

The Trust's Registration Statement, including the Prospectus, the SAI and the exhibits filed therewith, may be examined at the office of the SEC in Washington, D.C. Statements contained in the Prospectus or the SAI as to the contents of any contract or other document referred to herein or in the Prospectus are not necessarily complete, and, in each instance, reference is made to the copy of such contract or other document filed as an exhibit to the Registration Statement, each such statement being qualified in all respects by such reference.

CAPITALIZATION

The Trust was organized as a Delaware business trust on November 30, 1993 and consists of three separate portfolios or series. The Board may establish additional series in the future. The capitalization of the Trust consists solely of an unlimited number of shares of beneficial interest with no par value.

Under Delaware law, shareholders could, under certain circumstances, be held personally liable for the obligations of a series of the Trust but only to the extent of the shareholder's investment in such series. However, the Trust Instrument disclaims liability of the shareholders, Trustees or Officers of the Trust for acts or obligations of the Trust, which are binding only on the assets and property of each series of the Trust and requires that notice of the disclaimer be given in each contract or obligations entered into or executed by the Trust or the Trustees. The risk of a shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the Trust itself would be unable to meet its obligations and should be considered remote and is limited to the amount of the shareholder's investment in the Fund.

CUSTODIAN AND SUB-CUSTODIAN

State Street Bank & Trust Company of Connecticut, N.A. acts as Custodian for the Fund. The Custodian, among other things, maintains a custody account or accounts in the name of the Fund; receives and delivers all assets for the Fund upon purchase and upon sale or maturity; collects and receives all income and other payments and distributions on account of the assets of the Fund and pays all expenses of the Fund. For its services as Custodian, State Street receives an asset-based fee and transaction charges. State Street Bank and Trust Company serves as Sub-Custodian for the Fund.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Deloitte & Touche LLP has been selected as the independent registered public accounting firm for the Trust. Deloitte & Touche provides audit services, tax return preparation, and assistance and consultation in connection with review of certain SEC filings. Deloitte & Touche's address is 555 Seventeenth Street, Suite 3600, Denver, Colorado 80202.

FINANCIAL STATEMENTS

The audited financial statements for the Fund for the year ended April 30, 2009 and the report of the Fund's independent registered public accounting firm are included in the Fund's most recent Annual Report and are incorporated herein by reference.

APPENDIX A

DESCRIPTION OF SECURITIES RATINGS

MOODY'S AND STANDARD & POOR'S

MUNICIPAL AND CORPORATE BONDS AND MUNICIPAL LOANS. The two highest ratings of Standard & Poor's Ratings Services for municipal and corporate bonds are AAA and AA. Bonds rated AAA have the highest rating assigned by S&P to a debt obligation. Capacity to pay interest and repay principal is extremely strong. Bonds rated AA have a very strong capacity to pay interest and repay principal and differ from the highest rated issues only in a small degree. The AA rating may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within that rating category.

The two highest ratings of Moody's Investors Service, Inc. for municipal and corporate bonds are Aaa and Aa. Bonds rated Aaa are judged by Moody's to be of the best quality. Bonds rated Aa are judged to be of high quality by all standards. Together with the Aaa group, they comprise what are generally known as high-grade bonds. Moody's states that Aa bonds are rated lower than the best bonds because margins of protection or other elements make long-term risks appear somewhat larger than Aaa securities. The generic rating Aa may be modified by the addition of the numerals 1, 2 or 3. The modifier 1 indicates that the security ranks in the higher end of the Aa rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates that the issue ranks in the lower end of such rating category.

SHORT TERM MUNICIPAL LOANS. S&P's highest rating for short-term municipal loans is SP-1. S&P states that short-term municipal securities bearing the SP-1 designation have a strong capacity to pay principal and interest. Those issues rated SP-1 which are determined to possess a very strong capacity to pay debt service will be given a plus (+) designation. Issues rated SP-2 have satisfactory capacity to pay principal and interest with some vulnerability to adverse financial and economic changes over the term of the notes.

Moody's highest rating for short-term municipal loans is MIG-1/VMIG-1. Moody's states that short-term municipal securities rated MIG-1/VMIG-1 are of the best quality, enjoying strong protection from established cash flows of funds for their servicing or from established and broad-based access to the market for refinancing, or both. Loans bearing the MIG-2/VMIG-2 designation are of high quality, with margins of protection ample although not so large as in the MIG-1/VMIG-1 group.

OTHER SHORT-TERM DEBT SECURITIES. Prime-1 ("P-1") and Prime-2 ("P-2") are the two highest ratings assigned by Moody's for other short-term debt securities and commercial paper, and A-1 and A-2 are the two highest ratings for commercial paper assigned by S&P. Moody's uses the numbers 1, 2 and 3 to denote relative strength within its highest classification of Prime, while S&P uses the numbers 1, 2 and 3 to denote relative strength within its highest classification of A. Issuers rated Prime-1 by Moody's have a superior ability for repayment of senior short-term debt obligations and have many of the following characteristics: leading market positions in well-established industries, high rates of return on funds employed, conservative capitalization structure with moderate reliance on debt and ample asset protection, broad margins in earnings coverage of fixed financial charges and high internal cash generation, and well established access to a range of financial markets and assured sources of alternate liquidity. Issuers rated P-2 by Moody's have a strong ability for repayment of senior short-term debt obligations and display many of the same characteristics displayed by issuers rated P-1, but to a lesser degree. Issuers rated A-1 by S&P carry a strong degree of safety regarding timely repayment. Those issues determined to possess extremely strong safety characteristics are denoted with a plus (+) designation. Issuers rated A-2 by S&P carry a satisfactory degree of safety regarding timely repayment.

FITCH

BOND RATING

EXPLANATION

F-1+

Exceptionally strong credit quality. Issues assigned this rating are regarded as having the strongest degree of assurance for timely payment.

F-1

Very strong credit quality. Issues assigned this rating reflect an assurance for timely payment only slightly less in degree than issues rated F-1+.

F-2

Good credit quality. Issues assigned this rating have a satisfactory degree of assurance for timely payments, but the margin of safety is not as great as the F-1+ and F-1 ratings.