

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL	
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**FORM N-1A**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 O  
 Pre-Effective Amendment No. \_\_\_\_\_ O  
 Post-Effective Amendment No. \_\_\_\_\_ O

and/or

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940 O  
 Amendment No. \_\_\_\_\_

(Check appropriate box or boxes.)

\_\_\_\_\_  
 (Exact Name of Registrant as Specified in Charter)

\_\_\_\_\_  
 (Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, including Area Code \_\_\_\_\_

\_\_\_\_\_  
 (Name and Address of Agent for Service)

Approximate Date of Proposed Public Offering \_\_\_\_\_

It is proposed that this filing will become effective (check appropriate box)

- immediately upon filing pursuant to paragraph (b)
- on (date) pursuant to paragraph (b)
- 60 days after filing pursuant to paragraph (a)(1)
- on (date) pursuant to paragraph (a)(1)
- 75 days after filing pursuant to paragraph (a)(2)
- on (date) pursuant to paragraph (a)(2) of rule 485.

If appropriate, check the following box:

- this post-effective amendment designates a new effective date for a previously filed post-effective amendment.

Omit from the facing sheet reference to the other Act if the Registration Statement or amendment is filed under only one of the Acts. Include the "Approximate Date of Proposed Public Offering" and "Title of Securities Being Registered" only where securities are being registered under the Securities Act of 1933.

Form N-1A is to be used by open-end management investment companies, except insurance company separate accounts and small business investment companies licensed under the United States Small Business Administration, to register under the Investment Company Act of 1940 and to offer their shares under the Securities Act of 1933. The Commission has designed Form N-1A to provide investors with information that will assist them in making a decision about investing in an investment company eligible to use the Form. The Commission also may use the information provided on Form N-1A in its regulatory, disclosure review, inspection, and policy making roles.

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## **A. Preparation of the Registration Statement**

### **1. Administration of the Form N-1A requirements:**

- (a) The requirements of Form N-1A are intended to promote effective communication between the Fund and prospective investors. A Fund's prospectus should clearly disclose the fundamental characteristics and investment risks of the Fund, using concise, straightforward, and easy to understand language. A Fund should use document design techniques that promote effective communication. The prospectus should emphasize the Fund's overall investment approach and strategy.
- (b) The prospectus disclosure requirements in Form N-1A are intended to elicit information for an average or typical investor who may not be sophisticated in legal or financial matters. The prospectus should help investors to evaluate the risks of an investment and to decide whether to invest in a Fund by providing a balanced disclosure of positive and negative factors. Disclosure in the prospectus should be designed to assist an investor in comparing and contrasting the Fund with other funds.
- (c) Responses to the Items in Form N-1A should be as simple and direct as reasonably possible and should include only as much information as is necessary to enable an average or typical investor to understand the particular characteristics of the Fund. The prospectus should avoid: including lengthy legal and technical discussions; simply restating legal or regulatory requirements to which Funds generally are subject; and disproportionately emphasizing possible investments or activities of the Fund that are not a significant part of the Fund's investment operations. Brevity is especially important in describing the practices or aspects of the Fund's operations that do not differ materially from those of other investment companies. Avoid excessive detail, technical or legal terminology, and complex language. Also avoid lengthy sentences and paragraphs that may make the prospectus difficult for many investors to understand and detract from its usefulness.
- (d) The requirements for prospectuses included in Form N-1A will be administered by the Commission in a way that will allow variances in disclosure or presentation if appropriate for the circumstances involved while remaining consistent with the objectives of Form N-1A.

### **2. Additional Matters:**

- (a) *Organization of Information.* Organize the information in the prospectus to make it easy for investors to understand. Notwithstanding rule 421(a) under the Securities Act regarding the order of information required in a prospectus, disclose the information required by Items 2 through 9 in numerical order at the front of the prospectus. Do not precede these Items with any other Item except the Cover Page (Item 1) or a table of contents meeting the requirements of rule 481(c) under the Securities Act.

## INFORMATION REQUIRED IN A PROSPECTUS

### Item 1. Front and Back Cover Pages

- (a) *Front Cover Page.* Include the following information, in plain English under rule 421(d) under the Securities Act, on the outside front cover page of the prospectus:
- (1) The Fund's name.
  - (2) The exchange ticker symbol of the Fund's shares. Mutual Fund shares typically have ticker symbols that are 5 characters long and end with the letter "X."
  - (3) The date of the prospectus.
  - (4) The statement required by rule 481(b)(1) under the Securities Act.

*Instruction.* A Fund may include on the front cover page a statement of its investment objectives, a brief (*e.g.*, one sentence) description of its operations, or any additional information, subject to the requirement set out in General Instruction c.3(b).

- (b) *Back Cover Page.* Include the following information, in plain English under rule 421(d) under the Securities Act, on the outside back cover page of the prospectus:
- (1) A statement to the following effect:

Additional information about the Fund's investments is available in the Fund's annual and semi-annual reports to shareholders. In the Fund's annual report, you will find a discussion of the market conditions and investment strategies that significantly affected the Fund's performance during its last fiscal year.

Provide a toll-free (or collect) telephone number for investors to call: to request the SAI; to request the Fund's annual report; to request the Fund's semi-annual report; to request other information about the Fund; and to make shareholder inquiries. Also, state whether the Fund makes available its SAI and annual and semi-annual reports, free of charge, on or through the Fund's Web site at a specified Internet address.

### Item 2. Fund Profile

Disclose the characteristics of the mutual fund's holdings. This information should include the following:

- (1) information comparing the fund's combined holdings to benchmark indexes such as the Dow Jones Industrial Index and the Russell 1000 Growth Index.
- (2) A listing of the largest holdings in the fund and their corresponding percentage of the total net assets.
- (3) The sector diversification within the fund
- (4) A "style box" showing the funds' investment focus

### Item 3. Statement of Net Assets

A detailed listing of each stock owned within the mutual fund, broken down by sector is required. Additional required information includes:

- (1) Number of shares owned for each stock
- (2) Market value of each stock on date of prospectus
- (3) Number of outstanding shares issued by Mutual Fund
- (4) Calculation of the Mutual Fund's Net Asset Value Per Share

### Item 4. Risk/Return Summary: Investment Objectives/Goals

Disclose the Fund's investment objectives and goals. This section must provide prospective investors with a clear description of the Fund's purpose, or why the Fund was started. In the interest of providing a succinct narrative, this section should be 1 – 2 pages in length.

**Item 5. Risk/Return Summary: Fee Table**

Include the following information, in plain English under rule 421(d) under the Securities Act, after Item 4:

*Fees and expenses of the Fund*

**This table describes the fees and expenses that you may pay if you buy and hold shares of the Fund.**

**Shareholder Fees** (fees paid directly from your investment)

Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	_____%
Maximum Deferred Sales Charge (Load) (as a percentage of _____)	_____%
Maximum Sales Charge (Load) Imposed on Reinvested Dividends [and other Distributions] (as a percentage of _____)	_____%
Redemption Fee (as a percentage of amount redeemed, if applicable)	_____%
Exchange Fee	_____%
Maximum Account Fee	_____%

**Annual Fund Operating Expenses** (expenses that you pay each year as a percentage of the value of your investment)

Management Fees  
Distribution [and/or Service] (12b-1) Fees  
Other Expenses\_\_\_\_\_

Total Annual Fund Operating Expenses

**Example**

**This Example is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds.**

**The Example assumes that you invest \$10,000 in the Fund for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the Fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:**

<b>1 year</b>	<b>3 years</b>	<b>5 years</b>	<b>10 years</b>
\$ _____	\$ _____	\$ _____	\$ _____

**Portfolio Turnover**

**The Fund pays transaction costs, such as commissions, when it buys and sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the Fund's performance.**

*Supplemental Instructions for Fees and Expenses.*

**1. General.**

- (a) Round all dollar figures to the nearest dollar and all percentages to the nearest hundredth of one percent.
- (b) Include the narrative explanations in the order indicated.

## **Item 6. Risk/Return Summary: Investments, Risks, and Performance**

Include the following information, in plain English under rule 421(d) under the Securities Act, in the order and subject matter indicated:

(a) *Principal investment strategies of the Fund.*

Based on the information given in response to Item 4, summarize how the Fund intends to achieve its investment objectives by identifying the Fund's principal investment strategies (including the type or types of securities in which the Fund invests or will invest principally) and any policy to concentrate in securities of issuers in a particular industry or group of industries.

(b) *Principal risks of investing in the Fund.*

(1) *Narrative Risk Disclosure.*

- (i) Based on the information given in response to Item 4, summarize the principal risks of investing in the Fund, including the risks to which the Fund's portfolio as a whole is subject and the circumstances reasonably likely to affect adversely the Fund's net asset value, yield, and total return.

*Instruction.* A Fund may, in responding to this Item, describe the types of investors for whom the Fund is intended or the types of investment goals that may be consistent with an investment in the Fund.

(2) *Return Bar Chart*

*Instructions.*

1. *Bar Chart.*

- (a) Provide annual total returns beginning with the earliest calendar year.
- (b) For a Fund that does not include the bar chart because it does not have annual returns for a full calendar year, modify, as appropriate, the narrative explanation by stating that the information gives some indication of the risks of an investment in the Fund by comparing the Fund's performance with a broad measure of market performance.

OR

For a new Fund that does not have annual returns for a full calendar year, provide hypothetical returns for five previous years based on the holdings of the Fund.

## **Item 7. Management**

- (a) *Portfolio Manager(s).* State the name, title, and length of service of the person or persons employed by or associated with the Fund or an investment adviser of the Fund who are primarily responsible for the day-to-day management of the Fund's portfolio ("Portfolio manager").

## **Item 8. Tax Information**

State, as applicable, that the Fund intends to make distributions that may be taxed as ordinary income or capital gains or that the Fund intends to distribute tax-exempt income. For a Fund that holds itself out as investing in securities generating tax-exempt income, provide, as applicable, a general statement to the effect that a portion of the Fund's distributions may be subject to federal income tax.

## **Item 9. Financial Intermediary Compensation**

Include the following statement. A Fund may modify the statement if the modified statement contains comparable information. A Fund may omit the statement if neither the Fund nor any of its related companies pay financial intermediaries for the sale of Fund shares or related services.

**SIGNATURES**

Pursuant to the requirements of (the Securities Act and) the Investment Company Act, the Fund (certifies that it meets all of the requirement for effectiveness of this registration statement under rule 485(b) under the Securities Act and) has duly caused this registration statement to be signed on its behalf by the undersigned, duly authorized, in the city of \_\_\_\_\_, and State of \_\_\_\_\_ on the day of \_\_\_\_\_, \_\_\_\_\_ (Year).

\_\_\_\_\_  
Fund

By \_\_\_\_\_  
(Signature and Title)

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the date(s) indicated.

\_\_\_\_\_  
(Signature) (Title) (Date)