

**Prospectus dated January 28, 2009**

## Class R

RCB Small Cap Value Fund

INVESTMENT MANAGER:

City National Asset Management, Inc.

The Securities and Exchange Commission has not approved or disapproved these securities or passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offense.

Mutual fund shares are not insured or guaranteed by the U.S. Government, the Federal Deposit Insurance Corporation or any other governmental agency. Mutual fund shares are not bank deposits, nor are they obligations of, or issued, endorsed or guaranteed by City National Bank. Investing in mutual funds involves risks, including possible loss of principal.

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More detailed information on all subjects covered in this simplified Prospectus is contained within the Statement of Additional Information (“SAI”). Investors seeking more in-depth explanations of the Fund described here should request the SAI and review it before purchasing shares.

This Prospectus offers Class R shares of the RCB Small Cap Value Fund (the “Fund”), a series of CNI Charter Funds. Class R shares are intended for individual investors, partnerships, corporations, and other accounts that have diversified investment needs, and purchase shares of the Fund through their brokers. The Fund offers other classes of shares which are subject to the same management fees and other expenses but may be subject to different distribution fees, shareholder servicing fees and/or sales loads.

# summary

## OUR GOAL

The Fund seeks capital appreciation primarily through investment in smaller U.S. corporations which are considered undervalued. The goal of the Fund can only be changed with shareholder approval.

## PRINCIPAL STRATEGY

We purchase a diversified portfolio, at least 80% of which consists of equity securities of smaller U.S. corporations. Smaller corporations are defined for this purpose as companies with market capitalizations at the time of purchase in the range of \$50 million to \$5 billion.

The overall investment philosophy of the Fund involves a value-oriented focus on preservation of capital over the long term and a “bottom-up” approach, analyzing companies on their individual characteristics, prospects and financial conditions. We determine the universe of potential companies for investment through a systematic screening of companies for attractive valuation characteristics and the prospects of fundamental changes, as well as information we derive from a variety of sources, including, but not limited to, regional brokerage research, trade publications and industry conferences. We evaluate companies within this universe for fundamental characteristics such as:

- Return on capital trends;
- Cash flow and/or earnings growth;
- Free cash flow;
- Balance sheet integrity; and
- Intrinsic value analysis.

Our research effort also includes an investigation of the strength of the business franchises of these companies and the commitment of management to shareholders through direct contacts and company visits. Factors that may cause the sale of the Fund’s portfolio holdings include disappointment in management or changes in the course of business, changes in a company’s fundamentals, or our assessment that a particular company’s stock is extremely overvalued. A 15% or greater decline in a company’s stock price as compared to its industry peer group would result in an intensive re-evaluation of the holding and a possible sale.

The Fund anticipates that it will have a low rate of portfolio turnover. This means that the Fund has the potential to be a tax-efficient investment, as low turnover should result in the realization and the distribution to shareholders of lower capital gains. This anticipated lack of frequent trading should also lead to lower transaction costs, which could help to improve performance.

## PRINCIPAL RISKS OF INVESTING IN THE FUND

As with any mutual fund, there are risks to investing. We cannot guarantee that we will meet our investment goal. The Fund will expose you to risks that could cause you to lose money. Here are the principal risks to consider:

**Market Risk** – By investing in stocks, the Fund may expose you to a sudden decline in a holding’s share price or an overall decline in the stock market. In addition, as with any stock fund, the value of your investment in the Fund will fluctuate on a day-to-day and a cyclical basis with movements in the stock market, as well as in response to the activities of individual companies. In addition, individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The Fund

is also subject to the risk that its principal market segment, small capitalization value stocks, may underperform other equity market segments or the market as a whole.

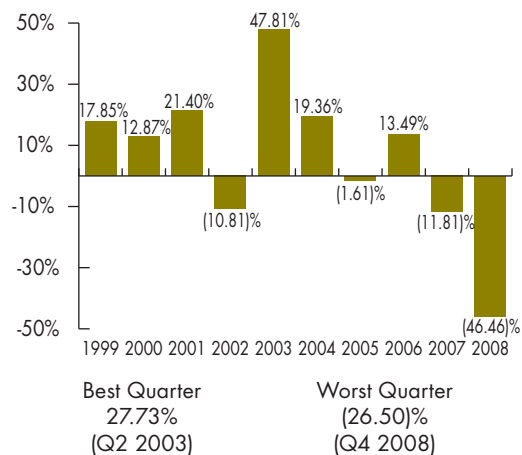
**Smaller Capitalized Companies** – The Fund primarily invests in smaller capitalized companies. We believe that smaller capitalized companies generally have greater earnings and sales growth potential than larger capitalized companies. The level of risk will be increased to the extent that the Fund has significant exposure to smaller capitalized or unseasoned companies (those with less than a three-year operating history). Investments in smaller capitalized companies may involve greater risks, such as limited product lines, markets and financial or managerial resources. In addition, the securities of smaller capitalized companies may have few market makers, wider spreads between their quoted bid and asked prices, and lower trading volume, resulting in greater price volatility and less liquidity than the securities of larger capitalized companies. Further, the Fund may hold a significant percentage of a company’s outstanding shares, which means that the Fund may have to sell such investments at discounts from quoted prices.

**Focus** – The Fund holds a relatively small number of securities positions, each representing a relatively large portion of the Fund’s capital. Losses incurred in such positions could have a material adverse effect on the Fund’s overall financial condition. The Fund’s performance may also differ materially from the relevant benchmarks, which hold many more stocks than the Fund and may be focused on different sectors or industries than the Fund.

## PAST PERFORMANCE

Class R shares of the Fund commenced operations on October 1, 2001. In the bar chart and the performance table that follow, performance results before October 1, 2001 are for shares of the RCB Small Cap Fund (the “Predecessor Fund”), which reorganized into the Fund on October 1, 2001. The bar chart and the performance table thus illustrate some of the risks and volatility of an investment in the Fund for the indicated periods. Of course, this past performance (before and after taxes) does not necessarily indicate how the Fund will perform in the future.

This bar chart shows performance based on a calendar year. The chart does not reflect sales charges. If sales charges had been reflected, returns would have been less than those shown.



This table shows the average annual total returns for the periods ending December 31, 2008. The table also shows how the Fund's performance compares with the returns of indices comprised of companies similar to those held by the Fund.

RCB Small Cap Value Fund*	One Year	Five Years	Ten Years	Since Inception (9/30/98)
Return Before Taxes	(48.32)%	(9.49)%	2.60%	5.00%
Return After Taxes on Distributions <sup>(1)</sup>	(48.81)%	(10.58)%	1.76%	4.16%
Return After Taxes on Distributions and Sale of Fund Shares <sup>(1)</sup>	(31.41)%	(7.62)%	2.23%	4.33%
Russell 2000 Index <sup>(2)</sup>	(33.79)%	(0.93)%	3.02%	4.48%
Russell 2000 Value Index <sup>(2)</sup>	(28.92)%	0.27%	6.11%	6.85%
Russell 2500 Value Index <sup>(2)</sup>	(31.99)%	(0.14)%	5.72%	6.68%

\* Fund returns reflect a 3.50% sales charge.

(1) After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. The after-tax returns shown are not relevant to investors who hold their Fund shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts.

(2) Reflects no deduction for fees, expenses or taxes.

## FEES AND EXPENSES OF THE FUND

This table describes the fees and expenses you may pay if you buy and hold Class R 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)	3.50%
Maximum deferred sales charge (load)	None

## Annual Fund Operating Expenses

(expenses that are deducted from Fund assets)

Management Fee <sup>(1)</sup>	0.85%
Distribution (12b-1) Fee	0.25%
Other Expenses	
Shareholder Servicing Fee	0.25%
Other Fund Expenses <sup>(2)</sup>	0.60%
<b>Total Annual Fund Operating Expenses</b>	<b>1.95%</b>
Shareholder Servicing Fee Waiver <sup>(3)</sup>	(0.25)%
Fee Waiver <sup>(4)</sup>	(0.21)%
<b>Net Annual Fund Operating Expenses<sup>(4)</sup></b>	<b>1.49%</b>

- The "Management Fee" is an annual fee, payable monthly out of the Fund's net assets.
- "Other Fund Expenses" are estimated.
- City National Bank, which receives shareholder servicing fees from the Fund pursuant to a shareholder servicing agreement, has contractually agreed to waive its shareholder servicing fees for the year ending January 28, 2010.
- The distributor voluntarily waived 0.21% in distribution fees for the fiscal year ending September 30, 2008. This waiver continues in effect as of the date of this Prospectus but may be terminated at any time. If the distributor had not waived 0.21% in distribution fees, the Fund's sub-advisor would have waived that amount, as the Fund's sub-advisor has contractually agreed to limit its fees or reimburse the Fund for expenses to the extent necessary to keep Class R Total Annual Fund Operating Expenses (excluding loads, taxes, interest, brokerage commissions, extraordinary expenses, and acquired fund fees and expenses) at or below 1.49% through January 28, 2010. Any fee reductions or reimbursements may be repaid to the Fund's sub-advisor within 3 years after they occur if such repayments can be achieved within the Fund's expense limit in effect at the time such expenses were incurred and if certain other conditions are satisfied.**

## EXAMPLE

The Example is intended to help you compare the cost of investing in the RCB Small Cap Value Fund with the cost of investing in other mutual funds. It assumes that you invest \$10,000 in Class R shares of the RCB Small Cap Value 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 RCB Small Cap Value Fund's operating expenses remain the same. The Example should not be considered a representation of past or future expenses or performance. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

1 Year	3 Years	5 Years	10 Years
\$496	\$898	\$1,324	\$2,509

# management of the fund

## INVESTMENT ADVISOR

*Reed Conner & Birdwell LLC* (the “Investment Advisor”), a wholly owned subsidiary of City National Corporation, currently serves as the Fund’s sub-advisor, providing investment advisory and portfolio management services pursuant to a sub-advisory agreement with City National Asset Management, Inc. (“CNAM”). The Investment Advisor’s address is 11111 Santa Monica Blvd., Suite 1700, Los Angeles, California 90025. As of December 31, 2008, the Investment Advisor managed assets of approximately \$1.5 billion for individual and institutional investors. The Investment Advisor and its predecessor have been engaged in the investment advisory business for over 50 years.

Jeffrey Bronchick, Principal, Chief Investment Officer and Portfolio Manager/Analyst and Thomas D. Kerr, Principal and Portfolio Manager/Analyst, are principally responsible for the management of the Fund. They have been associated with the Investment Advisor or its predecessor since 1989 and 1994, respectively.

## INVESTMENT MANAGER

City National Asset Management, Inc. (“CNAM”) provides the Fund with investment management services. CNAM’s address is City National Center, 400 North Roxbury Drive, Beverly Hills, California 90210.

CNAM is a wholly owned subsidiary of City National Bank (“CNB”), a federally chartered commercial bank founded in the early 1950s, with approximately \$7.1 billion in assets under management as of December 31, 2008. CNB is itself a wholly owned subsidiary of City National Corporation, a New York Stock Exchange listed

company. CNB has provided trust and fiduciary services, including investment management services, to individuals and businesses for over 45 years. CNB currently provides investment management services to individuals, pension and profit sharing plans, endowments and foundations. As of December 31, 2008, CNB and its affiliates had approximately \$47.5 billion in assets under administration, which includes \$30.8 billion in assets under management.

CNAM received for its investment management services a fee at the annual rate of 0.85% of the average daily net assets of the Fund, all of which CNAM paid to the Investment Advisor for the fiscal year ended September 30, 2008.

A discussion regarding the basis for the Board of Trustees’ approval of the Fund’s investment advisory agreement with CNAM and CNAM’s sub-advisory agreement with the Investment Advisor is available in the Fund’s Annual Report for the most recent fiscal year ended September 30.

## ADMINISTRATOR

SEI Investments Global Funds Services (the “Administrator”) serves as administrator and fund accountant to the Fund. The Administrator is located at One Freedom Valley Drive, Oaks, Pennsylvania 19456.

## DISTRIBUTOR

SEI Investments Distribution Co. (the “Distributor”) serves as the Fund’s distributor pursuant to a distribution agreement with the Fund. The Distributor is located at One Freedom Valley Drive, Oaks, Pennsylvania 19456 and can be reached at 1-888-889-0799.

## DISTRIBUTION OF FUND SHARES

The Fund has adopted a plan (the “Plan”) for its Class R shares under Rule 12b-1 of the Investment Company Act of 1940, as amended. The Plan allows the Fund to pay to the Distributor distribution fees of 0.25% of the average daily net assets of the Class R shares for the sale and distribution of the Class R shares. The Distributor pays some or all of such distribution fees to broker-dealers and other financial intermediaries (including CNB and its affiliates) as compensation for providing distribution-related services. Because the distribution fees are paid out of the Fund’s assets on an ongoing basis, over time these fees will increase the cost of your investment and may cost you more than paying other types of sales charges.

The Distributor may, from time to time in its sole discretion, institute one or more promotional incentive programs for dealers, which will be paid for by the Distributor from any distribution fees it receives or from any other source available to it. Under any such program, the Distributor may provide cash or non-cash compensation as recognition for past sales or encouragement for future sales that may include the following: merchandise, travel expenses, prizes, meals, and lodgings, and gifts that do not exceed \$100 per year, per individual.

## SHAREHOLDER SERVICING FEES

The Fund is subject to a shareholder services agreement that allows the Fund to pay fees to CNB and its affiliates for services provided to Class R shareholders. Because these fees are paid out of the Fund’s assets, over time these fees will also increase the cost of your investment. Fees under the shareholder services agreement, as a percentage of average daily net assets, are 0.25% for Class R shares of the Fund.

# non-principal investment strategies and related risks

The following risks of the Fund referred to below are related to investment strategies that are material but not principal strategies of the Fund. These risks are in addition to the principal risks of the Fund discussed above. See the fundamental risks described with respect to the Fund under the section entitled “Summary.”

**Foreign Securities** – The Fund may invest up to 20% of its assets in foreign securities. Foreign investments may be subject to risks that are not typically associated with investing in domestic companies. For example, such investments may be adversely affected by changes in currency rates and exchange control regulations, future political and economic developments and the possibility of seizure or nationalization of companies, or the imposition of withholding taxes on income. Foreign stock markets tend to be more volatile than the

U.S. market due to economic and political instability and regulatory conditions in some countries. These foreign securities may be denominated in foreign currencies, whose value may decline against the U.S. dollar.

**Defensive Investments** – The strategies described in this Prospectus are those the Fund uses under normal circumstances. At the discretion of the Fund’s portfolio managers, we may invest up to 100% of the Fund’s assets in cash or cash equivalents for temporary defensive purposes. The Fund is not required or expected to take such a defensive posture, but if used, such a stance may help the Fund minimize or avoid losses during adverse market, economic or political conditions. During such a period, the Fund may not achieve its investment objective. For example, should the market advance during this period, the Fund may not participate as much as it would have if it had been more fully invested.

**Portfolio Turnover** – The Fund will sell a security when its portfolio manager believes it is appropriate to do so, regardless of how long the Fund has owned that security. Buying and selling securities generally involves some expense to the Fund, such as commissions paid to brokers and other transaction costs. By selling a security, the Fund may realize taxable capital gains that it will subsequently distribute to shareholders. Generally speaking, the higher the Fund’s annual portfolio turnover, the greater its brokerage costs and the greater the likelihood that it will realize taxable capital gains. On the other hand, the Fund may from time to time realize commission costs in order to engage in tax minimization strategies if the result is a greater enhancement to the value of a Fund share than the transaction cost to achieve it. Increased brokerage costs may adversely affect the Fund’s performance. Also, unless you are a tax-exempt investor or you purchase shares through a tax-deferred account, the distribution of capital gains may affect your after-tax return. Annual portfolio turnover of 100% or more is considered high.

# how to buy and sell shares

Here are the details you should know about how to purchase and sell (sometimes called “redeem”) shares.

How and when we calculate the Fund’s net asset value (“NAV”) determines the price at which you will buy or sell shares. We calculate the NAV of the Fund as of the close of trading on the New York Stock Exchange (the “NYSE”) every day the NYSE is open. Shares may be purchased or sold on any day that the NYSE is open for business. The Fund reserves the right to open for business on days the NYSE is closed but the Federal Reserve Bank of New York is open. Shares, however, cannot be purchased or sold by Federal Reserve wire on days when either the NYSE or Federal Reserve is closed. The NYSE usually closes at 4:00 p.m. Eastern time on weekdays, except for holidays.

You may purchase shares of the Fund through approved broker-dealers or other financial institutions (each an “Authorized Institution”). If your Authorized Institution receives your purchase or redemption order from you before close of trading on the NYSE, we will price your order at that day’s NAV. If your Authorized Institution receives your order after close of trading on the NYSE, we will price your order at the next day’s NAV. In some cases, however, you may have to transmit your request to your Authorized Institution by an earlier time in order for your request to be effective on the day of transmittal. This allows your Authorized Institution time to process your request and transmit it to the Fund before close of trading on the NYSE on the day of transmittal.

## HOW TO BUY SHARES

**By Telephone** – To open an account by telephone, call 1-888-889-0799 to obtain instructions and a fax number to which you should send your completed account application. We will establish your account and contact you with your new account number. After you have obtained an account number, you may instruct your bank to wire the amount of your investment to (your bank may charge a fee to wire money):

Citibank, NA  
New York, New York  
ABA # 021000089  
for credit to: Citigroup Fund Services, LLC  
Account # 30576692  
Re: RCB Small Cap Value Fund  
[Your name]  
[Your account number]

**By Mail** – To open an account by mail, please send to us your completed account application, together with a check made payable to:

CNI Charter Funds  
P.O. Box 182218  
Columbus, OH 43218-221

Or, for overnight mailings:

CNI Charter Funds  
3435 Stelzer Road  
Columbus, OH 43219

All investments must be made by check, Automated Clearing House (“ACH”) or wire. All checks must be made payable in U.S. dollars and must be drawn on U.S. financial institutions. Checks must be made payable to CNI Charter Funds. The Fund does not accept purchases made by third party check, credit card check, cash or cash equivalents, including money orders, cashier’s checks, bank drafts and traveler’s checks.

**Through Your Authorized Institution** – You may also purchase shares of the Fund through an Authorized Institution. Your Authorized Institution may charge a fee for its services, in addition to the fees charged by the Fund. Consult a representative of your Authorized Institution for further information.

You may also purchase shares of the Fund by wire. Contact your Authorized Institution to make a Federal Funds wire payment. Your Authorized Institution may charge a fee for this service. Consult a representative of your Authorized Institution for further information.

**Through Automated Clearing House** – You may also purchase additional shares through ACH, which is an electronic transfer of money from a checking or savings account. When you make an additional purchase by telephone, the transfer agent will automatically debit your pre-designated bank account for the desired amount. Call 1-888-889-0799 to request an ACH transaction.

The Fund may reject any purchase order (generally within one business day) if it is determined that accepting the order would not be in the best interest of the Fund or its shareholders.

## FOREIGN INVESTORS

The Fund does not accept investments by non-U.S. persons.

## CUSTOMER IDENTIFICATION AND VERIFICATION

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account.

What this means to you: when you open an account, we will ask your name, address, date of birth, and other information that will allow us to identify you. This information is subject to verification to ensure the identity of all persons opening a mutual fund account.

The Fund is required by law to reject your new account application if the required identifying information is not provided.

In certain instances, the Fund is required to collect documents to fulfill its legal obligation. Documents provided in connection with your application will be used solely to establish and verify your identity.

Attempts to collect missing information required on the application will be performed by either contacting you or, if applicable, your broker. If this information is unable to be obtained within a timeframe established in the sole discretion of the Fund, your application will be rejected.

Upon receipt of your application in proper form (or upon receipt of all identifying information required on the application), your investment will be accepted and your order will be processed at the NAV next determined after receipt of your application in proper form.

However, the Fund reserves the right to close your account if it is unable to verify your identity. Attempts to verify your identity will be performed within a timeframe established in the sole discretion of the Fund. If the Fund is unable to verify your identity, the Fund reserves the right to liquidate your account at the then-current day's price and remit proceeds to you via check. The Fund reserves the further right to hold your proceeds until clearance of your original check. In such an instance, you may be subject to a gain or loss on Fund shares and will be subject to corresponding tax implications.

## ANTI-MONEY LAUNDERING PROGRAM

Customer identification and verification is part of the Fund's overall obligation to deter money laundering under Federal law. The Fund has adopted an Anti-Money Laundering Compliance Program designed to prevent the Fund from being used for money laundering or the financing of terrorist activities. In this regard, the Fund reserves the right to (i) refuse, cancel or rescind any purchase or exchange order, (ii) freeze any account and/or suspend account services or (iii) involuntarily close your account in cases of threatening conduct or suspected fraudulent or illegal activity. These actions will be taken when, in the sole discretion of Fund management, they are deemed to be in the best interest of the Fund or in cases when the Fund is requested or compelled to do so by governmental or law enforcement authority. If your account is closed at the request of governmental or law enforcement authority, you may not receive proceeds of the redemption if the Fund is required to withhold such proceeds.

## HOW TO SELL SHARES

**By Mail** – To redeem shares by mail, prepare a written request including:

- Your name(s) and signature(s);
- The name of the Fund (the RCB Small Cap Value Fund) and your account number;
- The dollar amount or number of shares you want to redeem;
- How and where to send your proceeds;
- A signature guarantee, if required (see “Signature Guarantee Requirements” below); and
- Any other required documentation, such as corporate resolutions or trust documents.

Mail your request and documentation to us (see “How to Buy Shares - By Mail” above).

**By Wire** – You may only request payment of your redemption proceeds by wire if you have previously elected wire redemption privileges on your account application or a separate form. Wire requests are only available if your redemption is for \$5,000 or more.

To request a wire redemption, mail us your request (see “How to Buy Shares - By Mail” above) or call us with your request (see “By Telephone” below). If you wish to make your wire request by telephone, however, you must have previously elected telephone redemption privileges on your account application or a separate form. Telephone redemptions are not available for IRA accounts.

**By Telephone** – You may only request payment of your redemption proceeds by telephone if you have previously elected telephone redemption privileges on your account application or a separate form. Telephone redemptions are not available for IRA accounts.

To redeem shares by telephone, call us with your request at 1-888-889-0799. You will need to provide your account number and the exact name(s) in which the account is registered. We may also require a password or additional forms of identification.

Your proceeds will be mailed to you or wired to you (if you have elected wire redemption privileges – see “By Wire” above).

Telephone redemptions are easy and convenient, but this account option involves a risk of loss from

unauthorized or fraudulent transactions. We will take reasonable precautions to protect your account from fraud. You should do the same by keeping your account information private and by reviewing immediately any account statement and transaction confirmations that you receive. The Fund will not be responsible for any losses due to telephone fraud, so long as we have taken reasonable steps to verify the caller’s identity.

### **Redemptions Through Authorized Institutions**

– If you hold shares through an Authorized Institution, you must redeem your shares through that Authorized Institution. Contact your Authorized Institution and follow its procedures, including deadlines for receipt by the Authorized Institution of your share redemption instructions. Your Authorized Institution may charge a fee for its services, in addition to the fees charged by the Fund.

**Systematic Withdrawal Plan** – If you own shares of the Fund with an aggregate value of at least \$10,000, you may make regular withdrawals from your account once a month or once a quarter on a specified date. You also have the option of receiving your withdrawals by check or by automatic deposit into your bank account. Systematic withdrawals must be for at least \$100.

To set up periodic withdrawals, complete the “Systematic Withdrawal Plan” section on your account application and mail it to us with a voided check, if applicable, for the account into which you would like the withdrawal proceeds deposited. These payments are sent from your account to a designated bank account by ACH payment. To redeem your shares using ACH payments, call us at 1-888-889-0799.

**Miscellaneous** – Normally, the Fund will make payment on your redemption request as promptly as possible after receiving your request, but not later than seven days after the receipt of your request.

We generally pay sale (redemption) proceeds in cash. However, under conditions where cash redemptions are detrimental to the Fund and its shareholders, we reserve the right to make redemptions in readily marketable securities rather than cash. It is highly

unlikely that your shares would ever be redeemed in kind, but if they were, you would probably have to pay transaction costs to sell the securities distributed to you, as well as taxes on any capital gains from the sale as with any redemption.

The Fund may suspend your right to redeem your shares if the NYSE or the Federal Reserve restricts trading, the SEC declares an emergency or for other reasons, as permitted by federal securities laws. Please see the SAI for a more detailed discussion.

## HOW TO EXCHANGE SHARES

Currently, Class R shares are not exchangeable for any other class of shares in the Fund or for shares in any of the other CNI Charter Funds.

## FREQUENT PURCHASES AND REDEMPTIONS OF FUND SHARES

The Fund's Board of Trustees has adopted policies and procedures with respect to frequent purchases and redemptions of Fund shares. The Fund discourages short-term or other excessive trading (such as market timing) into and out of the Fund because such trading may harm performance by disrupting portfolio management strategies and by increasing expenses. The Fund does not accommodate frequent purchases and redemptions of Fund shares and reserves the right to reject or cancel (generally within one business day) without any prior notice, any purchase order, including transactions representing excessive trading and transactions accepted by any shareholder's Authorized Institution.

Citigroup Fund Services, LLC, sub-transfer agent to Class R shares of the Fund (the "Transfer Agent"), has procedures in place designed to detect and prevent market timing activity. The Transfer Agent currently monitors for various patterns in trading activity in client accounts, including omnibus accounts, such as two "round trips" within a 90-day period. The Fund defines "round trip" as a purchase and sale of shares of the Fund within 30 days. These parameters are subject to change.

Shareholders seeking to engage in excessive trading practices may use a variety of strategies to avoid detection and, despite the efforts of the Fund to

prevent excessive trading, there is no guarantee that the Fund or its transfer agents will be able to identify such shareholders or curtail their trading practices. The ability of the Fund and its agents to detect and curtail excessive trading practices may also be limited by operational systems and technological limitations. In addition, the Fund receives purchase, exchange and redemption orders through financial intermediaries and cannot always know or reasonably detect excessive trading which may be facilitated by these intermediaries. However, the Fund does attempt to review excessive trading at the omnibus level and works with each intermediary in enforcing the Fund's policies and procedures if suspicious activity is detected. In addition, the Fund's distributor has received assurances from each financial intermediary which sells shares of the Fund that it has procedures in place to monitor for excessive trading. If the Fund or its service providers find what they believe may be market timing activity in an omnibus account with respect to the Fund, they will contact management of the Fund, who will review the activity and determine what action, if any, the Fund will take. Possible actions include contacting the financial intermediary and requesting assistance in identifying shareholders who may be engaging in market timing activity, and restricting or rejecting future purchase or exchange orders with respect to shareholders found to be engaging in such activity. There are no assurances that the Fund or its service providers will successfully identify all omnibus accounts engaged in excessive trading, or that intermediaries will properly administer their excessive trading monitoring policies. If you invest in the Fund through an intermediary, please read that firm's materials carefully to learn of any other rules or fees that may apply.

## HOW WE CALCULATE NAV

NAV for one share of a class of the Fund is the value of that share's portion of the net assets (i.e., assets less liabilities) attributable to that class of the Fund. We calculate the NAV of each class of the Fund by dividing the total net value of the assets attributable to that class by the number of outstanding shares of that class. We base the values of the Fund's investments on their market values, usually the last price reported for each security before the close

of the market that day. A market price may not be available for securities that trade infrequently. If market prices are not readily available or considered to be unreliable, fair value prices may be determined by the Fund's Fair Value Committee in good faith using methods approved by and under the ultimate supervision of the Board of Trustees. For instance, if trading in a security has been halted or suspended or a security has been delisted from a national exchange, a security has not been traded for an extended period of time, or a significant event with respect to a security occurs after the close of the market or exchange on which the security principally trades and before the time the Fund calculates NAV, the Fair Value Committee will determine the security's fair value. In determining the fair value of a security, the Fair Value Committee will consider the Investment Advisor's valuation recommendation and information supporting the recommendation, including factors such as the type of security, last trade price, fundamental analytical data relating to the security, forces affecting the market in which the security is purchased and sold, the price and extent of public trading in similar securities of the issuer or comparable companies, and other relevant factors. Valuing securities at fair value involves greater reliance on judgment than valuation of securities based on readily available market quotations. A Fund that uses fair value to price securities may value those securities higher or lower than another fund using market quotations or fair value to price the same securities. There can be no assurance that the Fund could obtain the fair value assigned to a security if it were to sell the security at approximately the time at which the Fund determines its net asset value. More details about how we calculate the NAV for the Fund are in the SAI.

## PURCHASE AND ACCOUNT BALANCE MINIMUMS

You may open an account with a \$25,000 investment in the Fund, and thereafter may make additional investments of \$1,000 or more at any time. You may open a retirement plan account (e.g., an IRA) with a \$1,000 investment, and may thereafter make additional investments of \$100 or more at any time.

## AUTOMATIC INVESTMENT PLAN

If you have a checking or savings account with a bank, thrift or savings and loan, you may establish an Automatic Investment Plan. You may then begin regularly scheduled investments of at least \$100 per month through automatic deductions from your checking or savings account. To participate in the Automatic Investment Plan, complete the appropriate section on your account application form.

## SALES CHARGES

Class R shares of the Fund are sold subject to a front-end sales charge. The offering price of Class R shares of the Fund is the NAV next calculated after the Fund receives your request, plus the front-end sales charge. The sales charge declines with the size of your purchase, as shown below:

Your Investment	As a Percentage of Offering Price	As a Percentage of Your Net Investment
Less than \$50,000	3.50%	3.63%
\$50,000 but less than \$100,000	3.00%	3.09%
\$100,000 but less than \$200,000	2.50%	2.56%
\$200,000 but less than \$300,000	2.00%	2.04%
\$300,000 but less than \$500,000	1.00%	1.01%
\$500,000 or more	None	None

## REDUCED SALES CHARGES

**Rights of Accumulation** – In calculating the appropriate sales charge rate, you may add the value of the Class R shares you already own to the amount that you are currently purchasing. The Fund will combine the value of your current purchases with the current value of any Class R shares you purchased previously for (i) your account, (ii) your spouse's account, (iii) a joint account with your spouse, or (iv) your minor children's trust or custodial accounts. A fiduciary purchasing shares for the same fiduciary account, trust or estate may also use this right of accumulation. The Fund

will only consider the value of Class R shares purchased previously that were sold subject to a sales charge. As a result, Class R shares purchased with dividends or distributions will not be included in the calculation. To be entitled to a reduced sales charge based on shares already owned, you must ask us for the reduction at the time of purchase. You must provide the Fund with your account number(s) and, if applicable, the account numbers for your spouse and/or children (and provide the children's ages). The Fund may amend or terminate this right of accumulation at any time.

**Letter of Intent** – You may purchase Class R shares at the sales charge rate applicable to the total amount of the purchases you intend to make over a 13-month period. In other words, a Letter of Intent allows you to purchase Class R shares of a Fund over a 13-month period and receive the same sales charge as if you had purchased all the shares at the same time. The Fund will only consider the value of Class R shares sold subject to a sales charge. To be entitled to a reduced sales charge based on shares you intend to purchase over the 13-month period, you must send the Fund a Letter of Intent. In calculating the total amount of purchases, you may include in your Letter purchases made up to 90 days before the date of the Letter. The 13-month period begins on the date of the first purchase, including those purchases made in the 90-day period before the date of the Letter. Please note that the purchase price of these prior purchases will not be adjusted.

You are not legally bound by the terms of your Letter of Intent to purchase the amount of your shares stated in the Letter. The Letter does, however, authorize the Fund to hold in escrow 5% of the total amount you intend to purchase. If you do not complete the total intended purchase at the end of the 13-month period, the Fund will redeem the necessary portion of the escrowed shares to make up the difference between the reduced rate sales charge (based on the amount you intended to purchase) and the sales charge that would normally apply (based on the actual amount you purchased).

#### **Combined Purchase/Quantity Discount**

**Privilege** – When calculating the appropriate sales charge rate, the Fund will combine same day

purchases of Class R shares (that are subject to a sales charge) made by you, your spouse and your minor children (under age 21). This combination also applies to Class R shares you purchase with a Letter of Intent.

## **WAIVERS OF SALES CHARGES**

**Affiliates** – The front end sales charge will be waived on Class R shares bought by: (i) officers, trustees, directors and full time employees of CNI Charter Funds, the Investment Advisor, CNAM, the Distributor to the Fund, affiliates of such companies, and by their family members; (ii) institutions, their employees and individuals who are direct investment advisory clients of the Investment Advisor or CNAM and their family members; (iii) registered representatives and employees of firms which have sales agreements with the Distributor to the Fund; (iv) investment advisors, financial planners or other intermediaries who place trades for their own accounts or for the accounts of their clients and who charge a management, consulting or other fee for their services; (v) clients of such investment advisors, financial planners or other intermediaries who place trades for their own accounts if the accounts are linked to the master account of such investment advisor, financial planner or other intermediaries on the books and records of the broker or agent; (vi) retirement and deferred compensation plans and trusts used to fund such plans, including, but not limited to, those defined in Section 401(a), 403(b) or 457 of the Internal Revenue Code and “rabbi trusts”; (vii) foundations, endowments and other organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code; (viii) paid subscribers to electronic or other financial media services which have an association with the Investment Advisor or CNAM, their principals and officers; (ix) investors who purchase shares with redemption proceeds of another mutual fund within 60 days of such redemption, provided that the investors paid a sales charge on the original shares redeemed; and (x) such other persons who are determined to have acquired shares under circumstances not involving any sales expense to the Fund or the Distributor.

If an investor qualifies for a waiver of front end sales charge, the investor should complete the appropriate portion of the application identifying the reasons why the investor falls under any of the preceding provisions. When making a purchase at NAV pursuant to provision (viii), investors who qualify for such purchases should clearly identify the services to which they subscribe and their subscriber number in the “Reduced Sales Charges” section of the Fund’s Account Application. In addition, when making a purchase at NAV pursuant to provision (ix), the investor should forward to us either (a) the redemption check representing the proceeds of the shares redeemed, endorsed to the order of the Fund, or (b) a copy of the confirmation from the other fund showing the redemption transaction. Existing shareholders of the Fund who qualify for this privilege should call the Fund at 1-888-889-0799 for instructions on how to make subsequent purchases of Class R shares at net asset value.

Investors who qualify to buy Class R shares at net asset value may be charged a fee by their Authorized Institution if they effect transactions in the Fund’s shares through an Authorized Institution.

**Reinvestment** – If you redeem your Class R shares, you may reinvest into Class R shares all or any part of the proceeds of your redemption within 90 days from the date of your redemption without being subject to a sales charge. To take advantage of this option, you must inform us of your intent within 90 days of the date of your redemption.

## GENERAL INFORMATION ABOUT SALES CHARGES

Your Authorized Institution is paid a commission when you buy your shares and is paid a distribution fee as long as you hold your shares. Your Authorized Institution may receive different levels of compensation depending on which class of shares you buy.

From time to time, some financial institutions, including brokerage firms affiliated with the Investment Advisor or CNAM, may be reallocated up to the entire sales charge. Firms that receive a reallowance of the entire sales charge may be considered underwriters for the purpose of federal securities laws.

The Fund makes available without charge this Prospectus, including the information regarding sales charges and reductions and waivers of such charges, on its internet website, at [www.cnicharterfunds.com](http://www.cnicharterfunds.com), under the “View Prospectus” link.

## LOST ACCOUNTS

We will consider your account lost if correspondence to your address of record is returned as undeliverable on two consecutive occasions, unless we determine your new address. When an account is lost, all distributions on the account will be reinvested in additional Class R shares of the Fund. In addition, the amount of any outstanding (unpaid for six months or more) checks for distributions that have been returned to us will be reinvested and the checks will be canceled. Unclaimed accounts may be subject to state escheatment laws, and the Fund and the Transfer Agent will not be liable to the shareholders or their representatives for compliance with those laws in good faith.

## SIGNATURE GUARANTEE REQUIREMENTS

To protect you and the Fund against fraud, signatures on certain requests must have a “signature guarantee.” A signature guarantee verifies the authenticity of your signature. You can obtain one from most banking institutions or securities brokers, but not from a notary public. For requests made in writing, a signature guarantee is required for any of the following:

- Redemption requests for \$50,000 or more;
- Changes to a shareholder’s record name;
- Redemption from an account for which the address or account registration has changed within the last 30 days;
- Sending proceeds to any person, address, brokerage firm or bank account not on record;
- Sending proceeds to an account with a different registration (name or ownership) from yours; and
- Changes to telephone or wire redemption privileges and adding or changing bank instructions.

# dividends and taxes

## DIVIDENDS

We will declare and distribute investment income, if any, annually as a dividend to shareholders. The Fund makes distributions of capital gains, if any, at least annually. If you own Fund shares on the Fund's record date, you will be entitled to receive the distribution. Following its fiscal year end (September 30), the Fund may make additional distributions to avoid the imposition of a tax.

We will automatically reinvest your dividends and capital gains distributions in additional full or fractional shares, unless you instruct us or your Authorized Institution in writing prior to the date of the dividend or distribution of your election to receive payment in cash. Your election will be effective for all dividends and distributions paid after we or your Authorized Institution receives your written notice. To cancel your election, please send us or your Authorized Institution written notice. Proceeds from dividends or distributions will normally be wired to your Authorized Institution on the business day after dividends or distributions are credited to your account.

## TAXES

**Please consult your tax advisor regarding your specific questions about federal, state and local income taxes.** Below, we have summarized some important tax issues that affect the Fund and its shareholders. This summary is based on current tax laws, which may change.

The Fund will distribute substantially all of its net investment income and capital gains, if any. The dividends and distributions you receive may be subject to federal, state and local taxation, unless you invest solely through a tax-advantaged account such as an IRA or a 401(k) plan. Distributions you receive from the Fund may be taxable whether or not you reinvest them in the Fund. Income distributions are generally taxable at ordinary

income tax rates. Capital gains distributions are generally taxable at the rates applicable to capital gains. **Each sale of Fund shares is a taxable event.**

Capital gains may be taxable at different rates depending upon the length of time the Fund holds its assets. We will inform you about the character of any dividends and capital gains upon payment. After the close of each calendar year, we will advise you of the tax status of distributions. Any redemption of the Fund's shares will be treated as a sale, and any gain on the transaction may be taxable.

You must provide us or your Authorized Institution with your social security or tax identification number on your account application form and specify whether or not you are subject to backup withholding. Otherwise, you may be subject to backup withholding at a rate of 28%.

If you plan to purchase shares of the Fund, check if it is planning to make a distribution in the near future. If you do not check, and you buy shares of the Fund just before a distribution, you will pay full price for the shares but receive a portion of your purchase price back as a taxable distribution. This is called "buying a dividend." Unless you hold the Fund in a tax-deferred account, you will have to include the distribution in your gross income for tax purposes, even though you may have not participated in the Fund's appreciation.

More information about taxes is contained in the SAI.

# financial highlights

The following financial highlights tables are intended to help you understand the Fund's financial performance. Information for the years indicated below has been audited by KPMG LLP, whose report, along with the Fund's financial statements, are included in the Fund's 2008 Annual Report (available upon request; see the back

cover of this Prospectus). Information presented in the financial highlights table is for a share of the Fund outstanding throughout each period. The total return figures in the tables represent the rate an investor would have earned (or lost) on an investment in the Fund (assuming reinvestment of all dividends and distributions).

	Year ended Sept. 30, 2008 <sup>(1)</sup>	Year ended Sept. 30, 2007 <sup>(1)</sup>	Year ended Sept. 30, 2006 <sup>(1)</sup>	Year ended Sept. 30, 2005 <sup>(1)</sup>	Year ended Sept. 30, 2004 <sup>(1)</sup>
<b>Net Asset Value</b>					
<b>Beginning of Period</b>	\$ 30.38	\$ 27.93	\$ 28.27	\$ 27.09	\$ 21.81
Net Investment Income (loss)	0.20	(0.05)	(0.01)	0.01	(0.02)
Net Realized and Unrealized Gains (Losses) on Securities	(9.44)	2.97	0.04	2.54	5.38
Total from Operations	(9.24)	2.92	0.03	2.55	5.36
Dividends from Net Investment Income	—	—	(0.00) <sup>(2)</sup>	—	—
Dividends from Realized Capital Gains	(4.99)	(0.47)	(0.37)	(1.37)	(0.08)
Total Dividends & Distributions	(4.99)	(0.47)	(0.37)	(1.37)	(0.08)
<b>Net Asset Value</b>					
<b>End of Period</b>	\$ 16.15	\$ 30.38	\$ 27.93	\$ 28.27	\$ 27.09
<b>Total Return*</b>	(35.02)%	10.43%	0.14%	9.56%	24.63%
Net Assets End of Period (000s)	\$ 19,183	\$ 40,944	\$ 45,836	\$ 57,787	\$ 36,473
Ratio of Expenses to Average Net Assets <sup>(3)</sup>	1.23%	1.44%	1.45%	1.43%	1.49%
Ratio of Net Investment Income (Loss) to Average Net Assets	0.92%	(0.17)%	(0.04)%	0.02%	(0.07)%
Ratio of Expenses to Average Net Assets (Excluding Waivers & Recaptured Fees)	1.55%	1.45%	1.46%	1.45%	1.48%
Portfolio Turnover Rate	78%	57%	66%	41%	40%

\* Returns are for the period indicated and have not been annualized. Fee waivers were in effect; if they had not been in effect, performance would have been lower. Returns shown do not reflect the deduction of taxes that a shareholder would pay on fund distributions or the redemption of fund shares.

(1) Per share calculations are based on Average Shares outstanding throughout the period.

(2) Amount represents less than \$0.01 per share.

(3) Ratio includes waivers and previously waived investment fees. The impact of the recovered fees may cause a higher net expense ratio.

## important terms to know

*Russell 2000 Index* – measures the performance of the 2,000 smallest companies in the Russell 3000 Index, which measures the performance of the 3,000 largest U.S. companies based on total market capitalization.

*Russell 2000 Value Index* – measures the performance of those Russell 2000 companies that have low price-to-book ratios and low forecasted growth values. The Index is reconstituted annually effective the last Friday of June each year. The Index is designed so that approximately 50% of the Russell 2000 market capitalization is in the Value Index.

*Russell 2500 Value Index* – measures the performance of those Russell 2500 companies (the 2,500 smallest companies in the Russell 3000 Index) that have low price-to-book ratios and low forecasted growth values. The Index is rebalanced annually effective the last Friday of June each year. The Index is designed so that approximately 50% of the Russell 2500 market capitalization is in the Value Index.

# privacy principles

CNI Charter Funds and its affiliates know our shareholders expect and rely upon us to maintain the confidentiality and privacy of all of the information about them in our possession and control. Maintaining the trust and confidence of our shareholders is our highest priority. We have adopted and published the CNI Charter Funds Statement of Privacy Principles to guide our conduct when we collect, use, maintain or release shareholder information and to assist our shareholders and others to better understand our privacy practices in general and as they apply to nonpublic personal information in particular. Certain information regarding the Funds' Privacy Principles is summarized below.

We will obey all applicable laws respecting the privacy of nonpublic personal information and will comply with the obligations of the law respecting nonpublic personal information provided to us. We collect, use and retain the information, including nonpublic personal information, about our shareholders and prospective shareholders that we believe is necessary for us to understand and better meet their financial needs and requests, to administer and maintain their accounts, to provide them with our products and services, to anticipate their future needs, to protect them and us from fraud or unauthorized transactions, and to meet legal requirements.

We may share information regarding our shareholders with our affiliates as permitted by law because some of our products and services are delivered through or in conjunction with our affiliates. We instruct our colleagues to limit the availability of all shareholder information within our organization to those colleagues responsible for servicing the needs of the shareholder and those colleagues who reasonably need such information to perform their duties and as required or permitted by law.

We do provide shareholder information, including nonpublic personal information, to our vendors and other outside service providers whom we use when appropriate or necessary to perform and enhance our shareholder services. When we provide shareholder information to anyone outside our organization, we only do so as required or permitted by law. We require all of our vendors and service providers who receive shareholder information from us to agree to maintain the information in confidence, to limit the use and dissemination of the information to the purpose for which it is provided and to abide by the law. To the extent permitted by law, we undertake to advise a shareholder of any government or other legal process served on us requiring disclosure of information about that shareholder.

Except as stated above, we limit our disclosure of nonpublic personal information to third parties to the following circumstances: (i) when requested to do so by the shareholder; (ii) when necessary, in our opinion, to effect, administer, or enforce a shareholder initiated transaction; and (iii) when required or permitted to do so by law or regulation, including authorized requests from government agencies and if we are the victim of fraud or otherwise suffer loss caused by the unlawful act of the shareholder.

A full copy of CNI Charter Funds' Statement of Privacy Principles is available at [www.cnicharterfunds.com](http://www.cnicharterfunds.com). Should you have any questions regarding the Funds' Privacy Principles, please contact your investment professional or the Funds at 1-888-889-0799.

For More Information



## CNI Charter Funds

Additional information is available free of charge in the Statement of Additional Information ("SAI"). The SAI is incorporated by reference (legally considered part of this document). In the Funds' Annual Report, you will find a discussion of the market conditions and investment strategies that significantly affected the Funds' performance during their last fiscal year. Additional information about the Funds' investments is available in the Funds' Annual and Semi-Annual Reports. To receive a free copy of this Prospectus, the SAI, or the Annual and Semi-Annual Reports (when available), please visit the Funds' website at [www.cnicharterfunds.com](http://www.cnicharterfunds.com) or contact:

SEI Investments Distribution Co.  
One Freedom Valley Drive  
Oaks, Pennsylvania 19456  
1-888-889-0799

To reduce expenses, we may mail only one copy of the Funds' Prospectus and each annual and semi-annual report to those addresses shared by two or more accounts. If you wish to receive individual copies of these documents, please call us at 1-888-889-0799 (or contact your Authorized Institution). We will begin sending you individual copies thirty days after receiving your request.

Information about the Funds may be reviewed and copied:

- at the SEC's Public Reference Room in Washington, D.C. at 1-202-942-8090;
- on the EDGAR database on the SEC's Internet site at [www.sec.gov](http://www.sec.gov); or
- by written request (including duplication fee) to the Public Reference Section of the SEC, Washington, D.C. 20549-6009 or by electronic request at [publicinfo@sec.gov](mailto:publicinfo@sec.gov).

For the current seven-day yield, or if you have questions about the Funds, please call 1-888-889-0799.

A description of the Funds' policies and procedures with respect to the disclosure of the Funds' portfolio securities is available in the Funds' SAI.



CLASS R

Prospectus Dated January 28, 2009

The Funds' Investment Company Act file number: 811-07923.

CNI:PS-001-0900

RCB Small Cap Value Fund