

# SECURITIES AND EXCHANGE COMMISSION

## FORM 497

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### FILER

#### TRUST FOR TRAK INVESTMENTS

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THE TRUST FOR TRAK INVESTMENTS

Supplement to the Prospectus dated  
January 1, 1994

The following information modifies the disclosure in the Prospectus of The Trust for TRAK Investments (the "Trust") under "Management of the Trust":

At a Special Meeting of Shareholders held on March 3, 1994 (the "Shareholders Meeting"), shareholders of Large Capitalization Value Equity Investments ("Large Capitalization Value"), a series of the Trust, approved an Amended and Restated Investment Advisory Agreement (the "Newbolds Agreement") between the Consulting Group of Smith, Barney Advisers Inc. (the "Manager") and Newbold's Asset Management, Inc. ("Newbolds"), Large Capitalization Value's current investment adviser. The shareholders also approved a new Investment Advisory Agreement (the "Parametric Agreement") between Parametric Portfolio Associates, Inc. ("Parametric") and the Manager. The Newbolds Agreement is identical to the current investment advisory agreement with Newbolds, including with respect to the payment by the Manager of an annual fee to Newbolds equal to the value of 0.30% of the average daily net assets of Large Capitalization Value managed by Newbolds, except that such Agreement provides that Newbolds will be the co-investment adviser, rather than the sole investment adviser, of Large Capitalization Value. Pursuant to the Parametric Agreement, Parametric will manage a portion of the assets of Large Capitalization Value for an annual fee equal to 0.20% of the average daily net assets of Large Capitalization Value on the first \$300 million of assets managed by Parametric and 0.15% of the value of Large Capitalization Value's average daily net assets thereafter managed by Parametric.

At the Shareholders Meeting, the shareholders of Large Capitalization Growth Investments ("Large Capitalization Growth"), a series of the Trust, approved an Amended and Restated Investment Advisory Agreement (the "Provident Agreement") between the Manager and Provident Investment Counsel, the current investment adviser to Large Capitalization Growth, and approved a new investment advisory agreement (the "Boston Structured Agreement") between Boston Structured Advisors ("Boston Structured") and the Manager. The Provident Agreement is identical to the current investment advisory agreement with Provident, including with respect to the payment by the Manager of an annual fee to Provident equal to the value of 0.30% of the average daily net assets of Large Capitalization Growth managed by Provident, except that such Agreement provides that Provident will be the co-investment adviser, rather than the sole investment adviser, of Large Capitalization Growth. Pursuant to the Boston Structured Agreement, Boston Structured will manage a portion of the assets of Large Capitalization Growth for an annual fee equal to 0.20% of the average daily net assets of Large Capitalization Growth on the first \$300 million of assets managed by Boston Structured and 0.15% of the value of Large Capitalization Growth's average daily net assets thereafter managed by Boston Structured

The Board of Trustees of the Trust has approved an allocation of 80% of Large Capitalization Value's assets to Parametric for management and 20% of such assets to Newbolds for management and has approved an allocation of 80% of Large Capitalization Growth's assets to Boston Structured for management and 20% of such assets to Provident for management. It is anticipated that Parametric and Boston Structured will assume their respective management duties as of March 21, 1994.

The Manager is paid a fee with respect to each of Large Capitalization Value and Large Capitalization Growth equal on an annual basis to 0.60% of the Portfolios' average daily net assets and the fees payable to each of the investment advisers listed above are paid by the Manager. The Manager has agreed to permanently waive a portion of the fees it would otherwise receive so that the Manager will retain no more than 0.30%. Accordingly, the reduction in investment advisory fees payable to Parametric and Boston Structured with respect to the assets of Large Capitalization Value and Large Capitalization Growth, respectively, will be passed through to the respective Portfolios and the aggregate fees payable by the Portfolios therefore will be reduced.

Parametric is an investment adviser registered under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and as of February 28, 1994, it had assets under management of approximately \$1.39 billion. Parametric is wholly owned by Pacific Financial Asset Management Company, which is an indirect wholly-owned subsidiary of Pacific Mutual Life Insurance Company. Parametric's principal offices are located at 7310 Columbia Center, 701 Fifth Avenue, Seattle, Washington 98104-7090.

Boston Structured is a division of PanAgora Asset Management, Inc. ("PanAgora Boston"), which is an investment adviser registered under the Advisers Act, and is both a commodity trading adviser and a commodity pool operator registered under the Commodity Exchange Act. As of February 28, 1994, PanAgora Boston had assets under management of approximately \$13 billion. PanAgora Boston was formed on September 22, 1989 as a wholly-owned subsidiary of The Boston Company Inc. and was incorporated in Delaware. PanAgora Boston is presently owned 50% by Nippon Life Insurance Company and 50% by Lehman Brothers Holdings, Inc. Boston Structured's principal offices are located at 260 Franklin Street, Boston, Massachusetts 02110.

Dated: March 3, 1994

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