

SECURITIES AND EXCHANGE COMMISSION

FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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FILER

FIRST OMAHA FUNDS INC

CIK: **932381** | State of Incorporation: **NE** | Fiscal Year End: **1231**
Type: **497** | Act: **33** | File No.: **033-85982** | Film No.: **96687653**

Mailing Address
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Business Address
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SUITE 400
MILWAUKEE WI 53202
4142715885*

SUNSTONE FINANCIAL GROUP, INC.
207 East Buffalo Street, Suite 400
Milwaukee, Wisconsin 53202
(414) 271-5885

December 30, 1996

Securities and Exchange Commission
450 Fifth Street N.W.
Washington, DC 20549

Re: First Omaha Funds, Inc.
(33-85982; 811-8846)
Filing under Rule 497(e) of the Securities Act of 1933

Ladies and Gentlemen:

On behalf of the above-referenced registered investment company, transmitted herewith for filing pursuant to Rule 497(e) under the Securities Act of 1933, as amended, is a Supplement to the Statement of Additional Information dated December 10, 1996. Questions regarding this filing may be directed to the undersigned at (414) 271-5885.

Sincerely,

/s/Constance Dye Shannon
Constance Dye Shannon
Legal and Compliance Manager

cc: Don Birt

Encl.

FIRST OMAHA FUNDS
SUPPLEMENT
TO THE
STATEMENT OF ADDITIONAL INFORMATION
DATED DECEMBER 10, 1996

Effective January 1, 1997, Sunstone Distribution Services, LLC ("SDS"), 207 East Buffalo Street, Suite 400, Milwaukee, Wisconsin 53202, replaced Sunstone Financial Group, Inc. ("Sunstone") as distributor of the shares of the First Omaha Funds ("Funds"). SDS, an affiliate of Sunstone, serves as the distributor for the Funds pursuant to the same terms as Sunstone served as

distributor.

The date of this Supplement is January 1, 1997