

# SECURITIES AND EXCHANGE COMMISSION

## FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **2013-01-09** | Period of Report: **2012-10-31**  
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### FILER

#### STONEBRIDGE FUNDS TRUST

CIK: [51815](#) | IRS No.: [956036432](#) | State of Incorporation: **DE** | Fiscal Year End: **1031**  
Type: **24F-2NT** | Act: **33** | File No.: [002-12893](#) | Film No.: [13519842](#)

#### Mailing Address

*C/O ALPS FUND SERVICES,  
INC.  
P.O. BOX 328  
DENVER CO 80201-0328*

#### Business Address

*C/O ALPS FUND SERVICES,  
INC.  
P.O. BOX 328  
DENVER CO 80201-0328  
8006393955*

Annual Notice of Securities Sold Pursuant to Rule 24F-2

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 24F-2

Annual Notice of Securities Sold  
Pursuant to Rule 24f-2

Read instructions at end of Form before preparing Form.

1. Name and address of issuer:

Stonebridge Funds Trust  
1290 Broadway, Suite 1100  
Denver, CO 80203

2. The name of each series or class of securities for which this Form is filed (If the Form is being filed for all series and classes of securities of the issuer, check the box but do not list series or classes):

3. Investment Company Act File Number: 811-00749  
Securities Act File Number: 2-12893

4(a) Last day of fiscal year for which this Form is filed:

October 31, 2012

4(b)  Check box if this Form is being filed late (i.e., more than 90 calendar days after the end of the issuer's fiscal year).  
(See Instruction A.2)

Note: If the Form is being filed late, interest must be paid on the registration fee due.

4(c)  Check box if this is the last time the issuer will be filing this Form.

5. Calculation of registration fee:

- (i) Aggregate sale price of securities \$725,702  
sold during the fiscal year pursuant  
to section 24(f):
- (ii) Aggregate price of securities  
redeemed or repurchased during the  
fiscal year: \$1,872,632
- (iii) Aggregate price of securities redeemed  
or repurchased during any prior fiscal  
year ending no earlier than October  
11, 1995 that were not previously used  
to reduce registration fees payable  
to the Commission: \$10,722,326
- (iv) Total available redemption credits \$(12,594,958)  
[add Items 5(ii) and 5(iii)]:
- (v) Net sales -- if Item 5(i) is greater \$ 0  
than Item 5(iv) [subtract Item 5(iv)  
from Item 5(i)]:
- (vi) Redemption credits available for use \$(11,869,256)  
in future years - if Item 5(i) is  
less  
than Item 5(iv) [subtract Item 5(iv)  
from Item 5(i)]:
- (vii) Multiplier for determining registration X 0.01364%  
fee (See Instruction C.9):
- (viii) Registration fee due [multiply Item =\$ 0  
5(v) by Item 5(vii)] (enter "0" if no  
fee is due):

## 6. Prepaid Shares

If the response to Item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24e-2 as in effect before October 11, 1997, then report the amount of securities (number of shares or other units) deducted here: N/A

If there is a number of shares or other units that were registered pursuant to rule 24e-2 remaining unsold at the end of the fiscal year for which this form is filed that are available for use by the issuer in future fiscal years, then state that number here: N/A

7. Interest due -- if this Form is being filed more than 90 days after the end of the issuer's fiscal year (see Instruction D): N/A

8. Total of the amount of the registration fee due plus any interest due [line 5(viii) plus line 7]: =\$0

9. Date the registration fee and any interest payment was sent to the Commission's lockbox depository:

Method of Delivery:

Wire Transfer

Mail or other means

#### SIGNATURES

This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

By (Signature and Title) \* /s/ Dawn Cotten, Secretary

Dawn Cotten, Secretary

Date: January 9, 2013

\*Please print the name and title of the signing officer below the signature.