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THE
SHAWMUT
FUNDS

ANNUAL REPORT

October 31, 1994

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President's Message

Dear Shareholder:

I am pleased to present your Annual Report for The Shawmut Funds for the twelve-month period ended October 31, 1994. This report contains complete financial information including an Investment Review and Portfolio of Investments for each portfolio of The Shawmut Funds. In addition, Financial Highlights have been included for Trust Shares and Investment Shares.

To achieve a high level of efficiency and reduce fund expenses, we have now combined information for Investment Shares and Trust Shares in one Annual Report.

Thank you for choosing one or more of The Shawmut Funds to pursue your financial goals. Your comments and questions are always welcome.

Sincerely,

/s/Edward C. Gonzales
Edward C. Gonzales
President
December 15, 1994

Overview of the Financial Markets

A year ago, the market consensus was that, while the recession was over at last, economic activity would remain subdued and inflation would not be a problem due to the fiscal drag of a shrinking federal budget deficit and excess productive capacity in the global economy. In February 1994, the Federal Reserve Board (the

"Fed") shattered this comfortable consensus by raising the Federal Funds rate for the first time in five years. Shortly thereafter, the rationale for the Fed's shift in monetary policy became clear. Real economic activity for the final quarter of 1993 was much stronger than expectations at 6.30%. From the Fed's point of view, the economy was firmly established on a self-sustaining growth track and no longer required the stimulus of an accommodative monetary regime.

The ensuing selloff in the domestic and global bond markets was more severe than the Fed policymakers could possibly have contemplated. Though they had anticipated a negative reaction in the equity markets, the Fed policymakers had expected long-term interest rates to decline in response to this demonstration of forward-looking monetary discipline. The severity of the market's reaction, we believe, has had much more to do with the unwinding of highly leveraged positions built up over a five-year bull market cycle, in which risk-taking had been consistently rewarded, than it did with rising inflationary expectations, the traditional fear of long-term bond investors.

At this stage, our view is that the normal workings of the business cycle have been exacerbated by the ongoing unwinding of financial market leverage carrying interest rates above their fair value based on long-term fundamental trends. Values in the bond market have become compelling in real return terms, though we have yet to see the strains and excesses which have characterized market peaks in prior cycles. The chief challenge for the Fed policymakers is to rein in growth just enough to settle the economy onto a stable, non-inflationary growth track and avoid the cycle of "boom-and-bust" which has characterized economic history for the past two decades. Under Chairman Alan Greenspan, the Fed has gotten a much earlier start on the cycle than prior regimes, which bodes well for long-term investors in 1995 and beyond.

The fiscal year ending October 31, 1994, was one of the most difficult periods for bond investors in the post-World War II period. Interest rates, as measured by the yield of thirty-year U.S. Treasury bonds, rose over 200 basis points from levels not seen in a generation to close the reporting period at a cyclical high of 8.05%. This translates into a market value loss of some 23%, a total return reminiscent of the great 1979-1981 bear market.

Rising interest rates prevented the domestic equity market from generating meaningful price appreciation between October 1993, and October 1994, but strong earnings growth protected equity investors from serious losses. The Standard & Poor's Composite Stock Index ("S&P 500")* earned a total return of 3.90% for the year ended October 31, 1994 and smaller capitalization stocks lagged the S&P 500 by a modest amount. The Russell 2000 Stock Index ("Russell 2000")* showed a total return of (0.31%). Companies with unexpectedly strong earnings momentum did relatively well, as investors focused on avoiding issues that would suffer from a contraction in price per earnings multiples.

We expect earnings for the S&P 500 to rise to \$29 in calendar 1994 from \$21.88 in 1993. While this consensus estimate may be a bit optimistic, earnings growth is likely to exceed 20%. During the fiscal year ended October 31, 1994, the technology and basic materials sectors of the market appreciated by more than 15% and the utility and transportation sectors declined by more than 10%. This disparity in relative performance is not coincidental. The basic material and technology sectors are expected to realize the best earnings growth of any of the major sectors in 1995, and the transportation and utility groups have the most sluggish prospects.

Although rising interest rates will ultimately lead to slowing economic activity, a rally in bond prices and a decline in corporate earnings, we believe that it is premature to anticipate this transition. Currently, our equity strategy continues to emphasize prudent diversification and the selection of stocks with above average earnings growth prospects and reasonable valuations.

* This index is unmanaged.

Investment Reviews

Prime Money Market Fund

A year ago, in late October and early November, 1993, the markets were volatile, responding to each new economic release as market policymakers tried to glean some insight into the future direction of monetary policy and interest rates. For the preceding five years, money market yields had declined with the Federal Funds rate falling from 9.75% in 1989 to 3.00% in early 1994. In November 1993, most market participants were forecasting a stable interest rate environment, resulting in a relatively flat money market yield curve. The spread between thirty-day and ninety-day commercial paper was only 5 basis points.

In early February 1994, following a 7.00% fourth quarter Gross Domestic Product, the Fed shifted gears, boosting the Federal Funds rate from 3.00% to 3.25%. Since then, in an attempt to slow Gross Domestic Product growth to a non-inflationary 2.50%, the Fed raised the Federal Funds rate in four consecutive steps an additional 150 basis points to 4.75%. Other short-term

interest rates followed. Thirty day commercial paper rose 2.05 basis points to 5.20% and ninety-day Treasury bills rose 227 basis points to 5.39%. Shawmut Prime Money Market Fund responded to these shifts in monetary policy by reducing its average maturity from 57 to 37 days and increasing its holdings of variable rate instruments to 15%. The shorter average maturity and the increase in variable rate holdings enabled the Fund's yield to respond quickly to the rise in interest rates. Since October 1993, the seven-day net yield on the Fund has risen 211 basis points. The Fund size increased significantly. Investment shares and Trust shares grew 129% to \$655 million.* Moving into the new fiscal year, we believe the Fed remains fully committed to its objective of non-inflationary economic growth. In response, the Fund will continue to increase holdings of variable rate paper and maintain a relatively short average maturity. The Fund will remain 100% invested in tier I credit quality issuers.

Connecticut Municipal Money Market Fund

Over the past year, short-term interest rates have risen, especially beginning in February 1994, when the Fed boosted the Federal Funds rate 175 basis points in five consecutive steps attempting to slow the Gross Domestic Product to a sustainable non-inflationary 2.50%. The Bond Buyer One Year Note Index** rose 135 basis points to 4.13%. The Public Securities Association Municipal Swap Index**, a measure of seven-day variable rate demand notes, rose 90 basis points to 3.41%. As a result, the seven-day to one year municipal yield curve steepened from 25 to 72 basis points.

Yields on short-term Connecticut issues reflected this general rise. In October, 1993 six month Town of North Stonington, Connecticut Bond Anticipation Notes were priced to yield 2.53%. Twelve months later, in October 1994, six month Town of Columbia, Connecticut Bond Anticipation Notes were priced to yield at 3.72%, 119 basis points higher.

Shawmut Connecticut Municipal Money Market Fund benefited from this general rise in interest rates. At the October 1993, fiscal year end, The Fund was relatively new, showing combined assets (Trust Shares plus Investment Shares) of \$6.5 million. The average maturity was three days. Since then, the Fund has grown to \$115 million. Taking advantage of the steep short-term municipal yield curve, the average maturity of the Fund was increased to 58 days. The Fund also maintained at least 50% of its assets in short-term variable rate instruments. The Fund's seven-day, net yield, benefiting from this strategy, rose 94 basis points. The Fund remains committed to maintaining a high quality portfolio limiting purchases exclusively to tier I credit quality. During the period ended October 31, 1994, the holdings grew from 2 to 29 different issues. Before a security is purchased, our credit analysts review and rate the issue. Then our approval committee must pre-approve the issue. Only then may the issue be purchased.

Moving into the new fiscal year, we foresee increases in short-term interest rates as the Fed remains committed to its objective of non-inflationary economic growth. In response the Fund will target 50% of its holdings to variable rate demand notes and target an average maturity of sixty days. This strategy, the equivalent of a barbell for a non-municipal money market fund, may allow the Fund to quickly benefit from any general market rise in interest rates and also take advantage of the steep short-term yield curve.

* Past performance is not indicative of future results.

** This index is unmanaged.

Massachusetts Municipal Money Market Fund

Over the past year, short-term interest rates have risen, especially beginning in February 1994, when the Fed boosted the Federal Funds rate 175 basis points in five consecutive steps attempting to slow the Gross Domestic Product to a sustainable non-inflationary 2.50%. The Bond Buyer One Year Note Index* rose 135 basis points to 4.13%. The Public Securities Association Municipal Swap Index*, a measure of seven-day variable rate demand notes, rose 90 basis points to 3.41%. As a result, the seven-day to one year municipal yield curve steepened from 25 to 72 basis points.

Yields on short-term Massachusetts issues reflected this general rise in interest rates. In October 1993, Framingham 10-month Bond Anticipation Notes were priced to yield 2.75%. Twelve months later in October 1994, ten-month Framingham, Massachusetts Bond Anticipation Notes were again competitively priced. This time the yield was 4.15%, 140 basis points higher.

Shawmut Massachusetts Municipal Money Market Fund benefited from this general rise in interest rates. At the October 1993, fiscal year end, The Fund was relatively new with assets of only \$1.2 million. The average maturity was three days. Since then, the Fund has grown to \$31.5 million. Taking advantage of the steep short-term municipal yield curve, the average maturity of the Fund was increased to 36 days. The Fund also maintained at least 30% of its assets in short-term variable rate paper. The Fund's seven-day net yield benefitted from this strategy, increasing by 90 basis points.** The Fund remains committed to maintaining a high quality portfolio limiting purchases exclusively to tier I

credit quality. For the fiscal year ended October 31, 1994, the holdings have grown from 2 to 24 different issues. Before a security is purchased, our credit analysts review and rate the issue. Then our approval committee must pre-approve the issue. Only then may the issue be purchased.

Moving into the new fiscal year, we foresee increases in short-term interest rates as the Fed remains committed to its objective of non-inflationary economic growth. In response, the Fund will target 50% of its holdings to variable rate demand notes and target an average maturity of sixty days. This strategy, the equivalent of a barbell for a non-municipal money market fund, may allow the Fund to quickly benefit from any general market rise in interest rates and the steep short-term yield curve.

Limited Term Income Fund

Yield levels of all fixed income securities increased dramatically over the past year. For example, the yield on U.S. Treasury two-year securities went from a low of 3.77% in October 1993, to a high of 7.05% as of October 31, 1994. During most of this time, the interest rate risk exposure of Shawmut Limited Term Income Fund was equal to or slightly less than that of its benchmark, the Merrill Lynch one to five year Government-Corporate Bond Index.* During this period of almost uniformly rising interest rates, this strategy proved effective.

Throughout the year, the Fund increased its holdings of corporate securities, which tend to do well in a strong economic environment. In the first and second quarters of 1994, however, corporate yield spreads widened as the Fed initiated its tightening of short-term interest rates and some investors were forced to liquidate holdings due to either mutual fund redemptions or the unwinding of leveraged positions. The Fund used this widening of spreads as a strategic opportunity to increase its holdings of short-term corporate securities with maturities of between two and three and one-half years, where the market fairly compensated investors for the risk of further tightening.

For the first three quarters of the period the Fund concentrated its holdings in relatively long (i.e., five year) and short (i.e., less than one year) maturity securities to create what is commonly referred to as a "barbell" position while maintaining a portfolio duration equal to that of its benchmark. This is a defensive position in a rising interest rate environment because it increases the frequency at which the short-term maturity securities can be reinvested at higher rates. The Fund's performance benefited from this position as the Fed's moves to raise short-term interest rates exceeded expectations. Currently, the Fund is still slightly barbelled, but it is being moved to what is commonly referred to as a "bulleted" position, the market having already discounted an aggressive monetary policy posture by the Fed over the course of the next year. The steep slope of the yield curve at the short end, therefore, adequately compensates investors for assuming the risk of further Fed tightening.

* This index is unmanaged.

** Past performance is not indicative of future results.

For most of the period, the Fund maintained an interest rate risk weighting which was neutral to its one to five year maturity benchmark. This weighting was extended slightly to capitalize on the opportunity to "rolldown" the extremely steep yield curve after the August 1994 increase in the Federal Funds rate because another increase was not expected until the Fed policymakers had time to evaluate the economic impact of the latest action. The Fund intends to allow its maturities to rolloff to a neutral weighting prior to the next Federal Reserve Open Market Committee meeting. This neutral weighting will be maintained until it is evident that the economy's average growth rate is slowing to a level consistent with its long-term non-inflationary growth rate which the Fed has identified as its goal.

The turmoil in the fixed income market since February 1994 has pushed bond prices to deeply undervalued levels which historically have led to significant bond rallies. These attractive valuations and the pervasive negative sentiment suggest that the bond bear market is drawing to a close and that a rally will take hold when cyclical economic conditions show signs of softening. However, there remains a significant risk that the Fed may have to move from a neutral monetary policy to a restrictive monetary policy as a means of slowing the economy and thereby controlling inflationary pressures. In this case, the short end of the yield curve will continue to bear the brunt of this policy. For these reasons, and because high real yields provide insulation against potential capital loss, we are maintaining a duration weighting neutral to the benchmark, but we are remaining poised to extend the Fund's duration when signs of economic slowing become apparent.

Intermediate Government Income Fund

Shawmut Intermediate Government Income Fund was established in December 1992 to provide the opportunity for current income consistent with total return from a professionally managed portfolio of fixed income securities composed primarily of U.S. government securities of intermediate maturity. The Fund uses investment

disciplines which Shawmut Bank has used successfully since 1984. The emphasis of these disciplines is to closely monitor the risk of the Fund's investment relative to an appropriate broad-based securities market index. The total risk of the Fund is limited to conform to a level which is no greater than 120% of the broad-based securities market index and no less than 80% of that index. For the Fund, the market index used is the Lehman Brothers Government/Corporate Bond Index.*

During the general rise in interest rates during the past year, the intermediate part of the bond market, on a risk adjusted basis, has been hit particularly hard. Since 55% of the present value of the intermediate market is between one and three years, rising short-term interest rates (which tend to push up interest rates in the one to three year area commensurably) had a ripple effect on the entire intermediate sector. This effect is even more pronounced when the rising interest rates on the short end are not matched by rising interest rates on the long end and the yield curve flattens. This was the case in the last year and it is expected to continue until the business cycle rolls over into sluggish growth or outright recession. The strategy adopted to deal with this change in the yield curve was to "barbell" the portfolio maturity structure, avoiding the two to five year area of the curve, during the first and second quarters of 1994. During the second quarter of 1994, the flattening pattern reached our objective and the Fund returned to a more neutral distribution of cash flows. However, since we expect the yield curve to flatten further during the rest of 1994 and into early 1995, the Fund is underweighting the one to three year area of the curve and overweighting the seven to ten year part of the curve. This also produces a duration, or interest rate risk exposure, greater than the market as a whole. This duration reflects both our expected yield curve movements and the extreme valuation levels the bear market in bonds has brought about. Even at a cyclical inflation peak of 4.5% (higher than we believe it will be) ten year Treasury bonds would offer an attractive real yield of over 4%. The strategy will perform optimally if the short end of the yield curve rises in yield and the long end of the curve stays the same or falls in yield.

The Fund continued to purchase government guaranteed securities offering higher yields than Treasury securities during the period ended October 31, 1994. Especially pronounced was the decision to hold an increasingly active positive position in mortgage-backed securities during the last year. This strategy has proven to generate positive returns over the last year, and, as most of the mortgage-backed securities held by the Fund will provide capital gains if prepayments accelerate, we believe they may continue to provide positive incremental returns.

The Fund remains an extremely high quality investment with high current yields from securities primarily guaranteed by the U.S. government or its agencies.

* This index is unmanaged.

Fixed Income Fund

Shawmut Fixed Income Fund was established in December of 1992 to provide current income consistent with total return from a professionally managed portfolio of investment grade fixed income securities. The Fund uses investment disciplines which Shawmut Bank has used successfully since 1984. The emphasis of the process is to constantly monitor the risk of the Fund relative to an appropriate broad based securities index. The risk on the Fund's returns is controlled by limiting the fund's exposure to conform with a level which is no less than 80% or no more than 120% of the broad-based securities market index. The market index used for the Fund is the Lehman Brothers Government/Corporate Bond Index.*

During the fiscal year the fixed income market sold off sharply. The Fed has raised the Federal Funds rate significantly with more increases expected soon. At the end of October 1994, the Federal Funds rate was at 4.75%, up from 3.00% at the end of October 1993. These increases in short-term yields caused increases in long-term yields that are among the sharpest over the last 50 years.

The Fund's duration was lower relative to the Lehman Government/Corporate Bond Index* in November 1993. Duration is a measure of price sensitivity to changes in interest rates. As interest rates rose, the Fund began to increase its duration. Ten year interest rates close to 8.00% represent fundamental value. Inflation is less than 3.50% and even if it accelerates to 4.00%, a 8.00% ten year interest rate will give a 4.00% inflation premium. A 4.00% inflation premium historically is wider than normal.

The Fund has positioned its maturity structure to benefit from rising interest rates. The yield on short-term maturities will move up faster than the yield on long-term maturities. The Fund has increased its exposure to both the short end and the long end of the maturity spectrum. At the same time, the exposure to the two to seven year maturities was reduced. This strategy has worked well as the curve has flattened. We continue to believe that there may be a further increase in short-term interest rates and continue to de-emphasize the two to seven year maturities.

Management of the Fund believes that long-term bonds offer good value at these levels and overexposure is warranted. We continue to look for securities that offer the potential for good yields relative to the credit and maturity risk. Early in the year, the Fund's exposure to corporate and Canadian bonds was increased. Recently, the yield spreads between corporates and U.S. Treasury issues have narrowed, and the Fund has started to reduce its exposure to corporates and particularly medium grade credits with maturities longer than ten years. The proceeds of these sales are being reinvested in long-term U.S. Treasury issues and short-term corporate issues. This strategy will benefit the Fund as we expect quality spreads to widen in the coming months.

Although 1994 has been an extremely disappointing year, the Fund is well positioned to take advantage of the opportunities that the sell-off in the fixed income markets have presented.

* This index is unmanaged.

Connecticut Intermediate Municipal Income Fund

Shawmut Connecticut Intermediate Municipal Income Fund was created to provide a high level of current income exempt from Federal and Connecticut state income taxes.* At the close of the Fund's fiscal year, the portfolio was comprised of bonds with an average maturity of approximately 8.4 years. It is the policy of the Fund to maintain a weighted average maturity no longer than 10 years. A high credit quality standard is being maintained with nearly 90% of assets rated AA or higher, with the balance of the portfolio being A rated. These standards are based on the highest ratings supplied to portfolio securities by Standard & Poor's Ratings Group and Moody's Investors Service, Inc.

The Fund is widely diversified, encompassing twenty separate issues of the state, its agencies, cities and towns, hospitals, higher education institutions and clean water obligations, spreading credit risk over a broad universe. The largest positions in the Fund are Connecticut Transportation Infrastructure bonds and direct state obligations, representing 21% and 19%, respectively, of the Fund's market value.

The average duration, or interest rate risk position, of the Fund as of October 31, 1994, was 6.3 years, roughly one-half year shorter than a year ago. As a comparison, a broad market index of ten year general obligation bonds has a duration of 7.1 years.

During the year, the economy showed signs of stronger growth, which sparked fears of higher inflation rates. The Bond Buyer 20 Bond Index** increased from a 5.31% on October 28, 1993, to a 6.64% on October 27, 1994, which translates into a price decline of 9.00% for AA-rated ten-year general obligations.

During the fiscal year, concerted effort has been exerted to moderate the impact of market volatility as interest rates have moved rapidly in a very short time. Most of our efforts have been directed toward upgrading lower coupon holdings to higher coupons, which have provided better retention of value in falling bond markets. Compared to a year ago, we have raised the weighted average coupon from 4.60% to 5.26%. 70% of the Fund's assets bear weighted coupons of 5.00% or higher. Whenever municipal bond market sentiment reverses, we believe we may be well positioned to take advantage of whatever recovery takes place.

Massachusetts Intermediate Municipal Income Fund

Shawmut Massachusetts Municipal Income Fund was created to provide a high level of current income exempt from Federal and Massachusetts state income taxes.* At the close of the Fund's fiscal year, the portfolio was comprised of bonds with an average maturity of approximately 9.0 years. It is the policy of the Fund to maintain a weighted average maturity no longer than ten years. A high credit quality standard is being maintained with approximately 68% of the municipal securities rated AA or higher, with the balance of the portfolio being A rated. These standards are based on the highest ratings supplied to portfolio securities by Standard & Poor's Ratings Group and Moody's Investors Service, Inc.

The Fund is widely diversified, encompassing 30 separate issues of the state, its agencies, cities and towns, hospitals, higher education institutions and clean water obligations, spreading credit risk over a broad universe. The largest positions in the Fund are direct obligations of the Commonwealth of Massachusetts and insured Massachusetts Municipal Wholesale Electric Co. bonds, representing 13.00% and 9.00%, respectively, of the Fund's total market value.

The average duration, or interest rate risk position, of the Fund as of October 31, 1994, was 6.7 years, roughly one-half year shorter than a year ago. As a comparison, a broad market index of ten year general obligation bonds has a duration of 7.1 years.

During the fiscal year, the economy showed signs of stronger growth, which sparked fears of higher inflation rates. The Bond Buyer 20 Bond Index** increased from a 5.31% on October 28, 1993, to 6.64% on October 27, 1994, which

translates into a price decline of 9.00% for a AA-rated ten-year general obligations.

* Income may be subject to the Federal alternative minimum tax.

** This index is unmanaged.

During the fiscal year, concerted effort has been exerted to moderate the impact of market volatility as interest rates have moved rapidly in a very short time. Most of our efforts have been directed toward upgrading lower coupon holdings to higher coupons, which have provided better retention of value in falling bond markets. Compared to a year ago, we have raised the weighted average coupon from 4.85% to 5.26%. Whenever municipal bond market sentiment reverses, we believe we may be well positioned to take advantage of whatever recovery takes place.

Growth and Income Equity Fund

October 31, 1994, Shawmut Growth and Income Equity Fund was approximately 93% invested in common and convertible preferred stocks, with the remainder held in money market instruments. As of October 31, 1994, the Fund's portfolio, in keeping with its long-term objective, generated annual income at a rate of 3.2%, almost 15% higher than the 2.8% rate of the S&P 500.* For the fiscal year ended October 31, 1994, the Fund reported a total return of 9.45%** for Trust Shares, substantially outperforming the 3.93% return of the S&P 500.* For the same period, the total return for Investment Shares of the Fund was 4.71%**. This performance was achieved during a difficult stock market environment impacted by rising interest rates. During this period, underweighting of electric utility and financial stocks by management of the Fund contributed to its stronger than market performance.

Also contributing to the Fund's stronger than market performance were reduction of basic industry stocks into market strength (i.e., stocks that were outperforming the market index) and overweighting of technology and health care stocks relative to the S&P 500. Finally, stocks selected in the consumer cyclical and transportation sectors considerably outperformed their respective S&P 500 benchmarks and contributed to the Fund's stronger than market results.

Due to positions in American Cyanamid Co. and NBB Bancorp, the Fund is currently more defensive than its 93% invested level would indicate. These very defensive positions, representing approximately 2.00% of the total Fund portfolio, could be considered investment reserves. Additionally, the Fund portfolio is characterized by above-average growth potential combined with a more defensive value orientation. At 10.90%, the estimated annual long-term earnings growth of the Fund portfolio is well ahead of the 8.00% estimated annual long-term earnings growth of the S&P 500. Moreover, the average trailing twelve month price per earnings ratio of the Fund portfolio is 19.2 times earnings compared to 20.7 times earnings for the S&P 500.

Management continues to redirect the Fund portfolio to meet the changing environment. As the economic expansion begins to slow, established companies with predictable earnings growth will be in demand. McDonald's and Toys R Us have been added to the Fund portfolio to increase its weighting in growth stocks. Interest rate-sensitive stocks have been battered since the Fed began to tighten credit in February 1994. While further tightening by the Fed is expected, the prices of many interest rate-sensitive stocks already reflect this prospect. At current levels, Fleet Financial Group, Masco Corp., and Niagara Mohawk Power are considered reasonably valued by management and have been added to the Fund portfolio. Aided by a dollar conveniently weakening during a world-wide recovery, leaner and more efficient American corporations are poised to satisfy the demand of growing world markets for wide-ranging goods and services. In the Fund portfolio, General Electric, Procter & Gamble, and Minnesota Mining & Manufacturing are well positioned to benefit from these developments.

Growth Equity Fund

Shawmut Growth Equity Fund was established in December 1992 to provide the opportunity for investment in a diversified portfolio of stocks of companies with superior growth potential. The typical company in the Fund's portfolio has an earnings growth rate that is at least 150% of the typical company represented in the S&P 500.* During the fiscal year ended October 31, 1994, the Fund's value benefitted from the investment in such fundamentally strong companies.

At this time last year, long-term interest rates had fallen below 6.00%, a level that had not been seen in over 22 years. Such a falling interest rate environment is typically good for the stock market. This environment did not continue in this fiscal year. To the contrary, in a dramatic twelve month reversal, long-term interest rates rose above 8.00%, a rate of change that has not occurred since the late sixties. As one would expect, such a rapidly rising interest rate environment is harmful to the stock market.

* This index is unmanaged.

** Performance quoted represents past performance. Investment return and principal value will fluctuate, so that an investor's shares, when redeemed,

may be worth more or less than their original cost.

While the stock market, as represented by the S&P 500, significantly outperformed the bond market, its 3.93% return for the year barely managed to beat holding cash. The effect of good corporate earnings narrowly outweighed the effect of rising interest rates. However, the battle over the last twelve months was harsh, and not without severe casualties among some individual securities and periods of extreme volatility for the market as a whole.

Within this backdrop, the Trust Shares of the Fund performed well. For the fiscal year ended October 31, 1994, the Growth Equity Fund Trust Shares' 4.16%** total return was 23 basis points ahead of the S&P 500's 3.93% total return. This 6.00% performance advantage was in keeping with the Fund's growth characteristics, which had a portfolio of companies whose 15.70% five-year earnings growth expectation was 95% greater than the 8.00% five-year growth expected for the companies in the S&P 500. For the fiscal year ended October 31, 1994, the total return for Investment Shares of the Growth Equity Fund was (.33%)**

The industry sectors most responsible for the Fund's Trust Shares' outperformance, for the fiscal year ending October 31, 1994, were the Energy, Finance, Healthcare, and Technology sectors. While corporations investment in productivity-enhancing technologies and the unraveling of President Clinton's Healthcare agenda were key to the performance of the Healthcare and Technology sectors, individual stock selections and the timing of such selections were key to the performance of the Shares' Energy and Finance sectors, which rose in the face of falling oil and gas prices and rising interest rates.

We believe the stock market may continue to be as volatile in fiscal year 1995 as it has been in fiscal year 1994. This volatility may continue as a result of an ongoing battle between good corporate earnings reports and the upward pressure on interest rates associated with an expanding economy. We will continue to seek out companies whose prospects are significantly greater than that of the market and, therefore, we may mitigate the potential impact of rising interest rates.

Small Capitalization Equity Fund

For the fiscal year ended October 31, 1994, the total return for Investment Shares of the Shawmut Small Capitalization Fund was (2.45%).** For the same period, the total return for Trust Shares of the Fund was 1.86%.** These total return figures were in line with the return of (0.31%) for the Russell 2000* for the same period.

The year was difficult for many investors as we saw considerable volatility in the stock market. The Fund lagged the Russell 2000 returns for the first six months of the fiscal year. The Fund posted strong results vs. the Russell 2000 for the most recent six months. The Fund tends to perform well in poor markets or markets that are not moving up aggressively. The fiscal year saw periods where the Fund had strong outperformance and other periods where aggressive growth funds did much better.

The Fund has carried significant overweighting in the technology sector as we have found considerable value in many companies in this area. The mainframe software area has also been a focus of our investment. While the growth rate for mainframe computers is slowing sharply, the software companies selling into this market are valued attractively. Most of these companies are working to transfer their software to the new client server market. We feel that the low valuations, along with the potential for accelerated growth due to the software conversions, will provide the opportunity for strong gains. We have seen this become a reality with holdings such as Legent and Boole & Babbage.

The Fund participates in what many call the micro cap market. Our average market capitalization is \$250 million. This is on the small side for most funds. Many of the companies of this size have not had strong market recognition due to lack of market liquidity. Of late we have seen growing interest in this segment of the market as both the public and institutions are putting money into this area. In the last few months, we detect a change in the market attitude towards this market segment with investors showing a willingness to make investments in smaller companies. This trend may help the performance of the Fund.

* This index is unmanaged.

** Performance quoted represents past performance. Investment return and principal value will fluctuate so that an investors' shares, when redeemed, may be worth more or less than their original cost.

With the sharp market correction in the first half of 1994, we have identified many opportunities to invest cash reserves. Purchases have tended to be specifically related to individual stocks rather than sectors. Our feeling is that successful returns in the future will come from good stock selection rather than sector emphasis. While there are many small cap stocks at very high valuations, we feel our portfolio represents significant value and should fare well as valuations on our holdings improve.

Quantitative Equity Fund

Shawmut Quantitative Equity Fund had been in existence for only four months as of the Fund's fiscal year ended October 31, 1994. Significant investments in the Fund beyond its initial funding were made in August 1994. Over its short life span, the Fund has invested 43.3% of its assets in 24 stocks. In accordance with the Fund's discipline, positions ranging from 1.00% to 2.50% of the portfolio were established.

Since inception, the total return reported for Trust and Investment Shares of the Fund were 0.94% and (3.11%), respectively,* relating to the Fund's large cash position in a market that has risen.

The five largest stock positions of the Fund at fiscal year end were Home Depot, Inc., Maytag Corp., Federal Home Loan Mortgage Corp., AT&T Corp., and Federal National Mortgage Association. These and the other stocks in the portfolio were selected because extensive quantitative analysis showed that they were about to reverse recent price declines or would continue recent price advances and represented sound long-term fundamental value.

The key factor in the investment strategy of the Fund is a consistent analysis of the universe of stocks incorporated into a strict investment discipline. The discipline governs both the buying and selling sides. Stocks are sold in accordance with certain quantitative signals or after certain price movements.

On a long-term basis, the portfolio will consist of mid to large capitalization stocks that are less volatile than the market as a whole and have lower price per earnings ratios than the market. The average holding period for portfolio stocks will be about one year.

The conservative pace of the initial investment of the Fund will serve the initial investors well as the investment disciplines applied have had the Fund maintaining a significant cash position as cross currents of perceptions of various fundamental developments have sent the equity markets cascading lower. We would anticipate taking advantage of investor overreaction to even the best companies and building a diversified portfolio of equities, poised for significant future appreciation.

* Performance quoted represents past performance. Investment return and principal value will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost.

Portfolios of Investments THE SHAWMUT FUNDS
October 31, 1994

PRIME MONEY MARKET FUND

<TABLE>
<CAPTION>

Principal Amount	Value
<C>	<S>
	CERTIFICATES OF DEPOSIT_6.4%
\$25,000,000	Harris Trust & Savings Bank of Chicago, 4.90%, 12/1/94
	\$25,000,000
12,000,000	Old Kent Bank & Trust Co., 4.90%, 11/16/94
	12,000,000
5,000,000	Southtrust Bank of Alabama, 4.95%, 11/2/94
	5,000,000

	TOTAL CERTIFICATES OF DEPOSIT
	42,000,000

	(a)COMMERCIAL PAPER_65.4%
	Automotive_4.5%
30,000,000	General Motors Acceptance Corp., 4.85%-5.40%, 11/21/94-1/12/95
	29,737,061

	Computer_3.8%
25,000,000	International Business Machines, 5.42%, 1/19/95
	24,702,653

	Finance-Automotive_11.9%
28,000,000	Ford Motor Credit Co., 5.00%-5.40%, 11/3/94-1/4/95
	27,853,258

20,000,000	General Electric Capital Corp., 4.75%-5.46%, 11/1/94-1/17/95
	19,854,029

30,000,000	Toyota Motor Credit Corp., 4.97%-5.40%, 11/1/94-1/10/95
	29,973,486

	Total
	77,680,773

	Finance-Commercial_4.2%

27,300,000	Cargill, Inc., 4.80%-4.95%, 11/7/94-11/10/94	27,274,740 -----
6,000,000	Finance- <u>Receivables</u> _0.9% IBM Credit Corp., 5.45%, 1/6/95	5,940,050 -----
29,000,000	Finance- <u>Retail</u> _9.2% Beneficial Corp., 4.78%-5.40%, 11/7/94-1/17/95	28,790,992
30,000,000	Commercial Credit Corp., 4.77%-5.40%, 11/16/94-1/19/95	29,837,555
2,000,000	Merrill Lynch & Co., Inc., 5.47%, 1/10/95	1,978,728 -----
	Total	60,607,275 -----
16,000,000	Food & Beverage_2.4% PepsiCo, Inc., 5.02%, 11/2/94	15,997,769 -----
15,000,000	Funding Corporation_6.1% B.A.T. Capital Corp., 5.05%, 11/10/94	14,981,063
25,000,000	Barclays U.S. Funding Corp., 5.34%, 1/20/95	24,703,333 -----
	Total	39,684,396 -----
29,000,000	Healthcare4_.4% Smithkline Beecham Corp., 5.33%-5.40%, 1/9/95-1/17/95	28,682,638 -----
20,000,000	Insurance_3.0% AIG Funding, Inc., 5.35%-5.43%, 1/10/95-1/17/95	19,775,562 -----
<CAPTION>		
Principal Amount		Value
<C>	<S>	<C>
\$29,000,000	Oil and Finance_4.4% Chevron Oil Finance Co., 4.75%-5.40%, 11/1/94-1/11/95	\$28,944,550 -----
18,000,000	Real Estate_3.8% Hilton Hotels Corp., 4.92%-5.38%, 11/3/94-1/18/95	17,904,013
7,000,000	PHH Corp. 4.98%, 11/4/94	6,997,095 -----
	Total	24,901,108 -----
30,000,000	Telecommunications_4.5% American Telephone & Telegraph Co., 4.78%-5.42%, 11/3/94-1/17/95	29,778,478 -----
15,000,000	Utilities_2.3% Baltimore Gas & Electric Co., 4.82%, 11/10/94	14,981,925 -----
	TOTAL COMMERCIAL PAPER	428,688,978 -----
5,000,000	GOVERNMENT OBLIGATIONS_6.5% Federal Farm Credit Bank, 3.83%, 3/1/95	4,992,231
4,875,000	Federal Home Loan Bank, 9.00%, 3/27/95	4,957,869
28,000,000	Federal Home Loan Bank Discount Notes, 4.29%-5.31%, 1/23/95-3/23/95	27,643,172
5,000,000	U.S. Treasury Bills, 11/17/94	4,992,267 -----
	TOTAL GOVERNMENT OBLIGATIONS	42,585,539 -----
	(b)VARIABLE RATE INSTRUMENTS_13.7%	
5,000,000	Banking-Commercial_6.9% Old Kent Bank & Trust Co., 4.152%, 11/21/94	5,000,000
20,000,000	PNC Bank N.A., 5.335%, 11/1/94	19,991,739

20,000,000	Southtrust Bank of Alabama, 5.00%- 5.125%, 11/14/94-11/28/94	20,000,000
	Total	44,991,739
8,607,000	Finance-Automotive_1.3% General Electric Capital Corp., 4.648%, Master Note, 11/7/94	8,607,000
26,000,000	Finance-Retail_4.0% Merrill Lynch & Co., Inc., 4.94%-5.35%, Medium Term Note, 11/1/94	26,011,000
10,000,000	Food & Beverages_1.5% PepsiCo, Inc., 5.335%, Medium Term Notes, 11/1/94	10,000,000
	TOTAL VARIABLE RATE INSTRUMENTS	89,609,739
3,926,072	CORPORATE NOTE_0.6% Caterpillar Financial Services, 4.688%, 6/25/95	3,926,072

</TABLE>

PRIME MONEY MARKET FUND (cont'd)

<TABLE>	
<CAPTION>	
Shares or Principal Amount	Value
<C>	<C>
	MUTUAL FUND SHARES_3.9%
865,778	Dreyfus Cash Management
24,803,907	Fidelity Institutional Cash Money Market Fund
	TOTAL MUTUAL FUND SHARES (AT NET ASSET VALUE)
	(c) REPURCHASE AGREEMENT_3.8%
\$25,000,000	HSBC Securities, Inc., 4.75%, dated 10/31/94, due 11/1/94
	TOTAL INVESTMENTS, AMORTIZED COST AND VALUE

</TABLE>

CONNECTICUT MUNICIPAL
MONEY MARKET FUND

<TABLE>		
<CAPTION>		
Principal Amount	Credit Ratings: Moody's or S&P's (e)	Value
<C>	<C>	<C>
	SHORT-TERM MUNICIPAL SECURITIES_90.3%	
\$2,000,000	Connecticut_85.8% Cheshire, CT, 4.25% GO UT Bonds, BANS, 8/10/95	NR \$2,003,665
1,055,000	Connecticut State, HFA, HMFP, 2.80%, (Sub-series E-1), 11/15/94	Aa 1,055,000
900,000	Connecticut State, 3.90% GO UT Refunding Bonds, (Series C), 3/15/95	Aa 902,419
2,600,000	Connecticut State, 4.90% GO UT Refunding Bonds, (Series B), 5/15/95	Aa 2,621,645
1,500,000	Connecticut State, 5.25% GO UT Economic Recovery Bonds, (Series A), 12/15/94	Aa 1,504,518
1,700,000	Connecticut State, 7.00%	

700,000	GO UT Refunding Bonds, (Series B), 3/15/95 Connecticut State, 8.25%	Aa	1,720,043
7,700,000	GO UT Bonds, (Series A), 3/15/95 Connecticut State, Weekly VRDNs, GO UT Economic Recovery Refunding Bonds, (Series B)/(Sink 12/1/94 6 100)/(Industrial Bank of Japan SPA)	Aa	712,541
3,000,000	Connecticut State Development Authority, 3.50% General Accident Insurance Co. Revenue Bonds, 12/1/2013	VMIG1 AA	7,700,000 3,000,000

<CAPTION>

Principal Amount <C>	<S>	Credit Ratings: Moody's or S&P's (e) <C>	Value <C>
\$3,100,000	Connecticut State Development Authority, Monthly VRDNs, Revenue Refunding Bonds, (Allen Group, Inc.)/(Union Bank of Bavaria LOC)	Aaa	\$3,100,000
1,300,000	Connecticut State Development Authority, Weekly VRDNs, Revenue Bonds, (Conco Pro- ject)/(Bayerische Vereinsbank LOC)	Aaa	1,300,000
700,000	Connecticut State Development Authority, Weekly VRDNs, (Martin-Brower Co. Project)/(Chemical Bank LOC)	A1	700,000
17,200,000	Connecticut State Development Authority PCR, Weekly VRDNs, Refunding Bonds, (Connecticut Lighting & Power Co.-Project A)/(Deutsche Bank LOC)	VMIG1	17,200,000
4,000,000	Connecticut State Development Authority, Monthly VRDNs, (Zotos International, Inc. Pro- ject)/(Dai-Ichi Kangyo LOC)	A+	4,000,000
1,300,000	Connecticut State Development Authority, Monthly VRDNs, (Trudy Corp. Project-1984)/ (Citibank LOC)	A+	1,300,000
725,000	Connecticut State Development Authority, Monthly VRDNs, Revenue Bonds, (Jewish Community Center Project)/(Sink 9/1/95 6 100)/(Subject to AMT)/(Fleet National Bank LOC)	A	725,000
2,600,000	Connecticut State Development Authority PCR, Monthly VRDNs, (Central Vermont Public Service)/(Toronto Dominion Bank LOC)	AA	2,600,000
8,300,000	Connecticut State Development Authority Health Care, Weekly VRDNs, Revenue Refunding Bonds, (Corporate Independent Living Project)/(Sink 7/1/95 6 100)/(Credit Commercial de France LOC)	VMIG1	8,300,000
400,000	Connecticut State HEFA, Weekly VRDNs, Revenue		

Bonds, (Charlotte Hungerford)/(Series B)/(Sink 7/1/95 6 100)/(Mitsubishi Ltd. LOC)

VMIG1 400,000

</TABLE>

CONNECTICUT MUNICIPAL MONEY MARKET FUND (cont'd)

<TABLE>

<CAPTION>

Principal Amount		Credit Ratings: Moody's or S&P's(e)	Value
<C>	<S>	<C>	<C>
\$1,000,000	Connecticut State HEFA, Weekly VRDNs, Revenue Bonds, (Kent School)/(Series A)/(Barclays Bank PLC LOC)	AA	\$1,000,000
1,300,000	Connecticut State HEFA, Monthly VRDNs, Revenue Bonds, (Yale-New Haven Hospital)/(Series E)/(Callable 12/16/94 6 100.125)/(FGIC Insured)/(Mellon Bank SPA)	VMIG1	1,300,000
95,000	Connecticut State HFA, 5.30% Revenue Bonds, 11/15/94	Aa	95,046
2,600,000	Connecticut State HFA, 3.55% Revenue Refunding Bonds, (Housing Mortgage Finance)/(Series D), Mandatory Put 5/16/95	VMIG1	2,600,000
4,000,000	Connecticut State Special Assessment Unemployment Compensation Advance Fund, 3.85% Revenue Bonds, (Series C)/(FGIC Insured), Mandatory Put 7/1/95	AAA	4,000,000
4,300,000	Connecticut State Special Assessment Unemployment Compensation Advance Fund, Weekly VRDNs, (Series B)/(Sink 11/1/99 6 100)/(Mitsubishi Bank Ltd. LOC)	VMIG1	4,300,000
6,500,000	Connecticut State Special Tax Obligations, Weekly VRDNs, Revenue Bonds, (Sink 12/1/94 6 100)/(Industrial Bank of Japan LOC)	VMIG1	6,500,000
3,514,000	Danbury, CT, 3.17% GO UT Bonds, BANS, 1/9/95	NR	3,514,446
445,000	Danbury, CT, 6.40% GO UT Improvement Bonds, 2/1/95	Aa	448,024
1,940,000	Farmington, CT, 3.63% GO UT Bonds, BANS, 7/20/95	NR	1,940,391
400,000	Killingly, CT, 3.29% BANS, (Series B), 12/15/94	NR	400,089
1,818,000	Litchfield, CT, 4.25% GO UT Bonds, BANS, 10/25/95	NR	1,822,273
2,500,000	Madison, CT, 3.60% BANS, 4/12/95	NR	2,500,541
2,300,000	New Britain, CT, 2.35% GO UT Refunding Bonds, BANS, 2/8/95	NR	2,300,181
530,000	Norwalk, CT, 8.00% Refunding Bonds, 1/1/95	AA+	533,764

<CAPTION>

Principal Amount or Shares		Credit Ratings: Moody's or S&P's(e)	Value
<C>	<S>	<C>	<C>
\$4,000,000	Stamford, CT, 3.34% BANS, 3/22/95	NR	\$4,000,596
550,000	Thompson, CT, 3.94% GO UT Bonds, BANS, 7/20/95	NR	550,529

	Total		98,650,711
5,200,000	Puerto Rico 4.5% Puerto Rico Commonwealth Highway & Transportation, Weekly VRDNs, Revenue Refunding Bonds, (Series X)/ (Union Bank of Switzerland/ Swiss Bank Corp., NY/ Landesbank Hessen-Thuringen Girozentrale, NY LOCs)	VMIG1	5,200,000
	TOTAL SHORT-TERM MUNICIPAL SECURITIES		103,850,711
5,186,990	Mutual Fund Shares 9.3% CMA Connecticut Municipal Money Market Fund		5,162,990
5,522,287	Dreyfus Connecticut Municipal Money Market Fund		5,522,287
	TOTAL MUTUAL FUND SHARES (AT NET ASSET VALUE)		10,685,277
	TOTAL INVESTMENTS (AT AMORTIZED COST AND VALUE)		\$114,535,988 (D)

</TABLE>

MASSACHUSETTS MUNICIPAL
MONEY MARKET FUND

<TABLE>
<CAPTION>

Principal Amount <C>	<S>	Credit Ratings: Moody's or S&P's (e) <C>	Value <C>
	SHORT-TERM MUNICIPAL SECURITIES 93.5% Massachusetts 93.5%		
\$1,000,000	Avon, MA, 3.18%, RANs, 11/23/94	NR	\$1,000,105
519,207	Belmont, MA, 3.50%, BANs, 12/1/94	NR	519,478
1,000,000	Boston, MA, Water & Sewer Commission, Weekly VRDNs (Series A)/(State Street Bank & Trust LOC)	VMIG1	1,000,000
250,000	Chelsea, MA, 4.00%, GO LT Bonds (School Project Loan Act 1948)/(AMBAC Insured), 6/15/95	AAA	250,065
1,500,000	Foxborough, 3.21%, BANs, 11/15/94	NR	1,500,117

</TABLE>

MASSACHUSETTS MUNICIPAL MONEY MARKET FUND (cont'd)

<TABLE>
<CAPTION>

Principal Amount <C>	<S>	Credit Ratings: Moody's or S&P's (e) <C>	Value <C>
\$ 500,000	Gloucester, MA, 4.50%, GO LT Refunding Bonds (FSA Insured), 11/15/94	AAA	\$ 500,298
1,500,000	Groton, MA, 3.04%, GO UT Bonds, RANs, 11/15/94	NR	1,500,028
1,000,000	Massachusetts Bay Transportation Authority, 2.70%, CP, (ABN AMRO Bank LOC),		

1,000,000	11/2/94 Massachusetts Bay Transportation Authority, 3.25%, CP, (ABN AMRO Bank LOC),	NR	1,000,000
1,000,000	12/1/94 Massachusetts Bay Transportation Authority, 3.35%, CP, (ABN AMRO Bank LOC),	NR	1,000,000
2,000,000	12/1/94 Massachusetts Bay Transportation Authority, 3.60%, CP, (ABN AMRO Bank LOC),	NR	1,000,000
1,500,000	1/3/95 Massachusetts State, Daily VRDNs, GO UT Refunding Bonds (Series B)/(National Westminster USA LOC)	NR	2,000,000
900,000	Massachusetts State, Daily VRDNs, GO UT Refunding Bonds (Series D)/(ABN AMRO Bank LOC)	AAA	1,500,000
5,000,000	Massachusetts State HEFA, Daily & Weekly VRDNs, Rev- enue Bonds (Brigham & Women's Hospital)/(Series A)/ (Sanwa Bank Ltd. LOC)	VMIG1	900,000
700,000	Massachusetts State HEFA, Weekly VRDNs, CP, Revenue Refunding Bonds (Tufts University)/(Series E)/(Sink 8/1/ 95 6 100)/(First National Bank of Chicago LOC)	A1	5,000,000
1,000,000	Massachusetts State HEFA, Weekly VRDNs (Capital Asset Program)/(Series G-1)/(MBIA Insured)/(Credit Suisse, NY SPA)	VMIG1	700,000
		VMIG1	1,000,000

</TABLE>

<TABLE>
<CAPTION>

Principal Amount or Shares <C>	<S>	Credit Ratings: Moody's or S&P's(e) <C>	Value <C>
\$ 100,000	Massachusetts State HEFA, Daily VRDNs, Revenue Refunding Bonds (Williams College)/(Series E)/(Sink 8/1/95 6 100)	AA	\$ 100,000
2,700,000	Massachusetts State Industrial Finance Agency, Weekly VRDNs, Resource Recovery Revenue Refunding Bonds (Ogden Haverhill)/(Project A)/ (Sink 12/1/99 6 100)/(Union Bank of Switzerland LOC)	VMIG1	2,700,000
365,000	Massachusetts State Port Authority, 7.75%, Revenue Bonds (Series A)/(Prerefunded 7/1/95 6 102)/(Subject to AMT)/(Original Issue Dis- count: 7.773%), 7/1/95	AAA	380,681
475,000	Plymouth, MA, 3.33%, BANS, 11/18/94	NR	475,023
1,000,000	Reading, MA, 3.15%, GO LT Bonds, BANS, 12/15/94	NR	1,000,175
847,000	North Reading, MA, 2.98%, BANS, 12/16/94	NR	847,080
1,000,000	Southampton, MA, 3.94%, BANS, 8/1/95	NR	1,000,284
1,000,000	Townsend, MA, 3.48%, RANS, 2/17/95	NR	1,000,378

1,319,231	Westborough, MA, 3.50%, State Aid Anticipation Notes, 1/20/95	NR	1,319,952
265,000	Williamstown, MA, 3.93%, BANS, 8/3/95	NR	265,114
	TOTAL SHORT-TERM MUNICIPAL SECURITIES		29,458,778
1,359,582	MUTUAL FUND SHARES_6.2% CMA Massachusetts Municipal Money Market Fund		1,359,582
606,253	Dreyfus Massachusetts Municipal Money Market Fund		606,253
	TOTAL MUTUAL FUND SHARES (AT NET ASSET VALUE)		1,965,835
	TOTAL INVESTMENTS (AT AMORTIZED COST & VALUE)		\$31,424,613 (D)

</TABLE>

LIMITED TERM INCOME FUND

<TABLE>

<CAPTION>

Principal Amount <C>	<S>	Value <C>
	LONG-TERM U.S. TREASURY OBLIGATIONS_11.0% U.S. Treasury Notes	
\$2,000,000	5.625%, 8/31/97	\$1,925,620
2,000,000	6.25%, 1/31/97	1,973,120
2,000,000	6.875%, 4/30/97	1,995,000
1,000,000	6.875%, 7/31/99	976,410
	TOTAL LONG-TERM U.S. TREASURY OBLIGATIONS (IDENTIFIED COST \$7,087,971)	6,870,150
	LONG-TERM GOVERNMENT OBLIGATIONS_19.5% Federal Home Loan Bank_2.9%	
633,656	7.00%, 6/1/2010	604,653
607,363	7.00%, 5/1/2019	588,613
606,275	7.50%, 8/1/97	604,947
	Total	1,798,213
	Federal Home Loan Mortgage Corp_3.0%	
1,000,000	4.60%, 7/13/98	930,156
1,000,000	7.00%, (Series 1204G), 11/15/2005	979,370
	Total	1,909,526
	Federal National Mortgage Association_9.0%	
5,049,999	6.00%, 9/1/2009	4,571,827
840,036	6.50%, 7/1/2000	801,445
150,006	9.00%, 10/1/97	154,131
101,728	9.00%, 9/1/98	104,526
	Total	5,631,929
	Federal National Mortgage Association--REMIC_3.7%	
716,791	6.00%, (Series 1993-174KB), 5/25/2008	659,218
1,500,000	7.50%, (Series 1991-160VB), 12/25/98	1,493,970
136,591	8.95%, (Series 1988-10B), 5/25/2003	140,133
	Total	2,293,321

	Military Housing_0.9%		
555,653	8.70%, 4/15/97		559,126
	TOTAL LONG-TERM GOVERNMENT OBLIGATIONS (IDENTIFIED COST \$13,017,916)		12,192,115
	CORPORATE BONDS_61.3%		
	Banking_0.7%		
440,000	Security Pacific Corp., 8.49%, Medium Term Note, 12/27/96		450,802
	Finance-Asset Backed_7.3%		
83,612	Chase Manhattan Bank, 6.90%, (Series 1991-A), 9/15/97		83,481
1,065,841	Chase Mortgage Finance Corp., 6.75%, (Series 1993-A1), 11/25/2024		1,060,179
1,000,000	CMC Securities Corp., 6.75%, (Series 1993-A2), 11/25/2023		952,031
1,693,492	Contimortgage Home Equity, 5.125%, (Series 1994-A1), 3/15/96		1,685,024
<CAPTION>			
Principal Amount		Value	
<C>	<S>	<C>	
\$ 37,696	GMAC Grantor Trust, 5.55%, (Series 1992-A), 5/15/97	\$	37,448
718,120	ML Asset Back Corp., 5.50%, (Series 1992-1), 5/15/98		711,384
	Total		4,529,547
	Finance-Automotive_10.9%		
3,000,000	General Motors Acceptance Corp., 5.625%, Medium Term Note, 10/22/98		2,761,470
1,500,000	General Motors Acceptance Corp., 6.25%, Medium Term Note 9/12/97		1,444,560
1,000,000	General Motors Acceptance Corp., 8.00%, Medium Term Note 9/20/96		1,009,460
1,203,344	Premier Auto Trust, 4.65%, 2/2/99		1,163,105
18,430	U.S. Auto Receivables Trust, 8.00%, 3/15/96		18,511
380,901	Volvo Auto Receivables, 4.65% Grantor Trust 6/15/98		374,711
	Total		6,771,817
	Finance-Insurance_2.2%		
1,500,000	AIG Matched Funding Corp., 5.314%, 9/25/98		1,372,500
	Finance-Leasing_8.4%		
1,500,000	Comdisco, Inc., 6.20%, 3/5/96		1,480,125
1,500,000	Comdisco, Inc., 7.41%, Medium Term Note, 6/14/96		1,498,455
300,000	Comdisco, Inc., 9.45%, Medium Term Note, 4/9/96		308,427
2,000,000	Dr Structured Finance Corp., 8.35%, 2/1/2004		1,962,500
	Total		5,249,507
	Finance-Mortgage Pass-Through CMO_1.5%		
119,463	Lomas Mortgage Funding Corp., 9.00%, Collateralized Mortgage Obligation, 9/20/2015		119,314
864,273	Saxon Mortgage Securities Corp., 7.375%, 9/25/2023		821,600
	Total		940,914
	Finance-Service_3.1%		
500,000	American Express Co., 7.75%, 3/1/97		504,105
500,000	Smith Barney Holding Corp., 5.375%, 6/1/96		487,215
1,000,000	Smith Barney Holdings Corp., 5.625%,		

	11/15/98	920,540
	Total	1,911,860
200,000	Foreign_0.3% International Bank for Reconciliation & Development, 8.625%, 10/1/95	203,688
3,000,000	Industrial_5.1% Tenneco Corp., 10.125%, 12/1/97	3,185,550
245,000	Railroads_0.4% CSX Corp., 8.25%, 11/1/96	249,378

</TABLE>

LIMITED TERM INCOME FUND (cont'd)

<TABLE>

<CAPTION>

Principal Amount or Shares <C>		Value <C>
\$1,500,000	Retail Store_4.2% Reebok International, Ltd., 9.75%, 9/15/98	\$1,535,205
1,150,000	TJX Cos, Inc., 4.55%, 10/21/96	1,089,464
	Total	2,624,669
1,000,000	Securities_1.6% Lehman Brothers Holdings, Inc., 6.80%, 1/12/99	1,000,420
1,000,000	Transportation Services_3.2% Penske Trucking Leasing Co., 7.75%, Senior Note, 5/15/99	981,520
1,000,000	Ryder System, Inc., 9.375%, 1/15/98	1,005,520
	Total	1,987,040
1,000,000	Utilities_12.4% Commonwealth Edison Co., 6.00%, 3/15/98	942,040
1,000,000	Public Service Electric & Gas Co., 9.00%, 11/27/96	1,027,250
3,000,000	Texas Utilities Electric Co., 5.875%, 4/1/98	2,828,580
3,000,000	Virginia Electric & Power Co., 6.35%, 5/30/96	2,973,570
	Total	7,771,440
	TOTAL CORPORATE BONDS (IDENTIFIED COST \$39,153,037)	38,249,132
500,000	CERTIFICATES OF DEPOSIT_0.7% First USA Bank of Wilmington, 5.75%, 1/15/99 (identified cost \$498,080)	458,155
1,334,988	Mutual Fund Shares_6.1% Dreyfus Cash Management	1,334,988
2,491,285	Fidelity Institutional Cash Money Market Fund	2,491,285
	TOTAL MUTUAL FUND SHARES (AT NET ASSET VALUE)	3,826,273
	TOTAL INVESTMENTS (IDENTIFIED COST \$63,583,277)	\$61,595,825

</TABLE>

INTERMEDIATE GOVERNMENT INCOME FUND

<TABLE>

<CAPTION>

Principal

Amount		Value
<C>	<S>	<C>
	LONG-TERM U.S. TREASURY	
	OBLIGATIONS_28.1%	
	U.S. Treasury Notes	
\$2,000,000	8.50%, 7/15/97	\$2,070,940
1,000,000	7.875%, 1/15/98	1,018,750
1,000,000	7.25%, 11/15/96	1,007,660
3,000,000	6.75%, 5/31/99	2,920,320
1,000,000	6.25%, 2/15/2003	909,530
1,000,000	6.125%, 7/31/96	990,310

<CAPTION>

Principal		Value
Amount	<S>	<C>
\$2,000,000	6.00%, Treasury Linked Custody	
	Receipts (Series 1994-A), 8/15/2009	\$1,637,700
1,500,000	6.00%, 12/31/97	1,451,010
2,000,000	5.75%, Reconstituted Receipts,	
	2/15/2005	1,680,740
1,000,000	5.75%, 10/31/97	962,810
1,500,000	5.625%, 8/31/97	1,444,215
1,800,000	5.25%, 7/31/98	1,679,058
1,500,000	4.625%, 2/15/96	1,466,715
	TOTAL LONG-TERM U.S. TREASURY	
	OBLIGATIONS (IDENTIFIED COST	
	\$20,535,027)	19,239,758
	LONG-TERM GOVERNMENT	
	OBLIGATIONS_43.8%	
	Aid to Peru_3.7%	
2,356,666	9.98%, 8/1/2008	2,559,339
	Federal Agriculture Mortgage Corp.,	
	Medium Term Note_1.9%	
1,300,000	7.74%, 11/25/2003	1,277,653
	Federal Home Loan Bank_4.4%	
71,339	7.50%, 8/1/97	71,183
256,788	7.50%, 9/1/97	256,226
165,346	6.50%, 7/1/98	161,264
711,998	6.50%, 9/1/98	694,419
1,296,114	7.00%, 6/1/2010	1,236,791
607,363	7.00%, 5/1/2019	588,613
	Total	3,008,496
	Federal Home Loan Mortgage Corp.-	
	ARM_4.1%	
3,000,000	4.60%, 7/13/98	2,790,469
	Federal Home Loan Mortgage Corp.-	
	REMIC_5.0%	
3,500,000	7.00%, 11/15/2005	3,427,795
	Federal National Mortgage	
	Association_7.1%	
14,270	8.50%, 12/1/97	14,507
58,232	8.50%, 4/1/98	59,196
146,028	8.50%, 5/1/98	148,446
84,631	9.00%, 9/1/98	86,959
5,049,999	6.00%, 9/1/2009	4,571,827
	Total	4,880,935
	Federal National Mortgage	
	Association--REMIC_8.1%	
4,000,000	7.40%, 7/25/2017	4,020,000
2,000,000	4.00%, 6/25/2018	1,567,812
	Total	5,587,812
	Government National Mortgage	
	Association_2.2%	
13,761	9.00%, 7/15/2001	14,281
144,406	9.00%, 8/15/2001	149,866
358,845	9.00%, 10/15/2001	372,413

</TABLE>

INTERMEDIATE GOVERNMENT INCOME FUND (cont'd)

<TABLE>

<CAPTION>		
Principal Amount		Value
<C>	<S>	<C>
\$ 221,714	9.00%, 11/15/2001	\$ 230,097
55,110	9.00%, 12/15/2001	57,193
70,881	9.00%, 2/15/2002	73,561
29,738	9.00%, 6/15/2002	30,862
255,422	9.00%, 8/15/2002	265,080
53,803	9.00%, 6/15/2003	55,837
30,945	9.00%, 11/15/2004	32,115
222,457	9.00%, 8/15/2017	227,097
12,305	9.00%, 10/15/2018	12,546
	Total	1,520,948
	Guaranteed Trade Trust_2.4%	
1,750,000	4.86%, (Series 1993-A)/(Guaranteed Trade Certificates), 4/1/98	1,645,508
	North Star Alaska Housing Corp._1.2%	
900,000	5.99%, 5/15/98	849,375
	SSMC, Inc. N.V._3.7%	
2,953,621	6.625%, 5/15/2013	2,521,654
	TOTAL LONG-TERM GOVERNMENT OBLIGATIONS (IDENTIFIED COST \$32,245,264)	30,069,984
	CORPORATE BONDS_26.4%	
	Banking_2.2%	
1,000,000	Chemical Banking Corp., 7.375%, 6/15/97	998,050
500,000	National City Corp., 8.375%, Notes, 3/15/96	507,555
	Total	1,505,605
	Finance-Asset Backed_4.6%	
158,863	Chase Manhattan Corp., 6.90%, Grantor Trust Certificate, (Series 1991-A), 9/15/97	158,613
2,000,000	Citicorp Mortgage Securities, Inc., 8.00%, REMIC, 5/25/2000	1,990,937
1,000,000	SPNB Home Equity Loan, 8.85%, (Series 1991-B), 5/15/98	1,007,500
	Total	3,157,050
	Finance--Automotive_2.9%	
1,000,000	General Motors Acceptance Corp., 7.50%, Medium Term Notes, 6/1/99	974,920
1,000,000	General Motors Corp., 7.625%, 2/15/97	998,270
	Total	1,973,190
	Finance-Insurance_2.7%	
1,000,000	AIG Matched Funding Corp., 5.314%, 9/25/98	915,000
1,000,000	Liberty Mutual Capital Corp., 7.08%, 6/2/2003	906,270
	Total	1,821,270
	Foreign_1.3%	
515,000	Columbia Rep., 7.25%, 2/23/2004	438,394
500,000	Industrias Penoles DE CV, 7.74%, 12/31/99	452,125
	Total	890,519
<CAPTION>		
Principal Amount or Shares		Value
<C>	<S>	<C>
\$2,810,000	Industrial_6.8%	
	Armstrong Steamship Co., 5.68%, 4/15/2002	\$2,634,375

2,000,000	Tenneco Corp., 10.75%, 6/15/95	2,052,500
	Total	4,686,875
	Retail Store_4.5%	
1,000,000	Charming Shoppes Master Trust, 7.00%, 4/15/2003	972,344
2,000,000	Wal-Mart Stores, Inc., 9.10%, 7/15/2000	2,098,700
	Total	3,071,044
	Telecommunications_1.4%	
956,510	Nynex Corp., 9.55%, 5/1/2010	1,004,441
	TOTAL CORPORATE BONDS (IDENTIFIED COST \$19,104,559)	18,109,994
	MUTUAL FUND SHARES_0.3%	
199,590	Fidelity Institutional Cash Money Market Fund (at net asset value)	199,590
	TOTAL INVESTMENTS (IDENTIFIED COST \$72,084,440)	\$67,619,326

</TABLE>

FIXED INCOME FUND

<TABLE>

<CAPTION>

Principal Amount <C>	<S>	Value <C>
	LONG-TERM U.S. TREASURY OBLIGATIONS_28.9%	
	U.S. Treasury Notes_8.4%	
\$3,500,000	5.50%, 7/31/97	\$3,367,105
2,000,000	5.75%, 8/15/2003	1,745,000
1,050,000	6.00%, 12/31/97	1,015,707
500,000	7.50%, 2/29/96	506,405
1,000,000	7.50%, 5/15/2002	990,470
	Total	7,624,687
	U.S. Treasury Bonds_20.5%	
12,350,000	7.125%, 2/15/2023	11,078,321
1,000,000	7.25%, 5/15/2016	913,590
2,000,000	8.125%, 8/15/2019	2,000,000
2,000,000	9.375%, 2/15/2006	2,222,180
2,000,000	11.625%, 11/15/2002	2,461,880
	Total	18,675,971
	TOTAL LONG-TERM U.S. TREASURY OBLIGATIONS (IDENTIFIED COST \$29,081,875)	26,300,658
	Long-Term Government Obligations_25.0%	
	Agency for International Development Indonesia_3.4%	
3,300,000	7.80%, 10/15/2022	3,089,625
	Federal Farm Credit Bank_0.5%	
400,000	8.40%, 11/14/94	400,428

</TABLE>

FIXED INCOME FUND (cont'd)

<TABLE>

<CAPTION>

Principal Amount <C>	<S>	Value <C>
	Federal Home Loan Mortgage Corp._1.1%	
\$ 214,773	7.00%, 6/1/2004	\$ 205,682
196,086	7.50%, 8/1/2008	189,486
80,084	8.75%, 8/1/2001	78,882
545,954	8.90%, 5/15/2019	556,016

	Total	1,030,066
	Federal Home Loan Mortgage Corp.- REMIC_1.8%	
700,000	7.00%, (Series 1156), 1/15/2004	644,342
1,000,000	7.00%, (Series 1204), 11/15/2005	979,370
	Total	1,623,712
	Federal National Mortgage Association_5.0%	
5,049,999	6.00%, 9/1/2009	4,571,827
	Federal National Mortgage Association-REMIC_5.1%	
2,000,000	7.40%, (Series 1992-10), 7/25/2017	2,010,000
1,756,705	8.95%, (Series 1990-117), 7/25/2017	1,775,361
800,000	9.50%, (Series 1990-63), 6/25/2020	831,248
	Total	4,616,609
	Government National Mortgage Association_1.5%	
231,178	9.00%, 9/15/2004	240,567
113,631	9.00%, 12/15/2008	117,654
214,578	9.00%, 6/15/2017	219,657
106,716	9.00%, 11/15/2018	108,830
229,616	10.50%, 5/15/2019	250,137
197,045	10.50%, 6/15/2019	214,655
199,902	10.50%, 6/15/2019	217,767
	Total	1,369,267
	Guaranteed Export Trust_1.8%	
1,829,787	5.23%, (Series 93-D), 5/15/2005	1,617,074
	Guaranteed Trade Trust_1.8%	
1,750,000	4.86%, (Series 93-A), 4/1/98	1,645,508
	U.S. Government, Department of Navy_1.1%	
1,000,000	8.625%, 12/15/2013	961,250
	U.S. Government Department of Air Force, Army & Navy_1.0%	
980,376	8.50%, 7/15/2013	942,386
	Long-Term Government Obligations_0.9%	
1,000,000	SSMC GSA, 6.875%, 5/15/2013	840,000
	TOTAL LONG-TERM GOVERNMENT OBLIGATIONS (IDENTIFIED COST \$24,790,514)	22,707,752
	Corporate Bonds_42.0%	
	Banking_4.2%	
1,500,000	Bankers Trust New York Corp., 6.00%, 10/15/2008	1,160,835
<CAPTION>		
Principal		Value
Amount		<C>
<C>	<S>	<C>
\$ 400,000	Bankers Trust New York Corp., 9.50%, 6/14/2000	\$ 421,856
500,000	First Chicago Corp., 8.85%, Medium Term Note, 5/30/95	507,110
1,000,000	Manufacturers & Traders Trust, 8.125%, 12/1/2002	975,220
710,000	Security Pacific Corp., 9.625%, Medium Term Note, 3/15/95	719,471
	Total	3,784,492
	Finance_5.7%	
1,000,000	Comdisco Inc., 7.41%, Medium Term Notes, 6/14/96	998,970
3,000,000	Dr Structured Finance Corp., 8.55%, 8/15/2019	2,628,750

1,000,000	Dr Structured Finance Corp., 9.35%, 5/15/2019	946,250
300,000	National Rural Utilities Co-op , 8.80%, 12/22/94	301,230
250,000	Pitney Bowes Credit Corp., 8.55%, 9/15/2009	250,848
	Total	5,126,048
	Finance-Asset Backed_1.4%	
1,000,000	Charming Shoppes Master Trust, 7.00%, (Series 1994-1), 4/15/2003	972,344
282,369	Rochester Community Savings Bank, 5.70%, (Series 1992-A), 12/15/97	280,339
	Total	1,252,683
	Finance-Automotive_5.2%	
750,000	Ford Motor Credit Co., 8.00%, 12/1/96	759,345
1,800,000	General Motors Acceptance Corp., 7.50%, Medium Term Notes, 6/1/99	1,754,856
300,000	General Motors Acceptance Corp., 7.75%, Medium Term Notes, 12/10/96	301,137
500,000	General Motors Acceptance Corp., 7.75%, 4/15/97	501,210
1,300,000	General Motors Acceptance Corp., 8.875%, 6/1/2010	1,369,537
	Total	4,686,085
	Finance-Services_2.2%	
1,000,000	Smith Barney Holdings, Inc., 5.375%, 6/1/96	974,430
1,000,000	Xerox Credit Corp., 10.125%, 4/15/99	1,038,850
	Total	2,013,280
	Foreign_5.4%	
625,000	Columbia Rep. 7.25%, 2/23/2004	532,031
500,000	Export-Import Bank of Japan, 10.125%, Guaranteed Note, 10/28/97	533,880
1,000,000	Industrias Penoles, S.A. De C.V., 7.74%, 12/31/99	904,250
1,000,000	Newfoundland Province CDA, 7.32%, 10/13/2023	806,290

</TABLE>

FIXED INCOME FUND (cont'd)

<TABLE>

<CAPTION>

Principal Amount or Shares <C>	<S>	Value <C>
\$2,500,000	Quebec Provinces CDA, 7.50%, 7/15/2023	\$2,107,100
	Total	4,883,551
	Industrial_7.0%	
818,000	Fischbach & Moore Corp., 4.75%, 4/1/97	762,785
1,150,000	Occidental Petroleum Corp., 10.75%, 5/1/98	1,173,759
1,350,000	Occidental Petroleum Corp., 5.37%, Medium Term Notes, 9/11/95	1,333,989
1,000,000	Syntex USA Inc., 6.00%, 8/15/2000	910,500
1,800,000	Tenneco Corp., 10.75%, 6/15/95	1,847,250
300,000	Tenneco Corp., 11.00%, 11/15/95	312,750
	Total	6,341,033
	Insurance_6.1%	
2,500,000	AIG Matched Funding Corp., 5.314%, 9/25/98	2,287,500
1,600,000	Allstate Corp., 7.50%, 6/15/2013	1,367,232
1,000,000	Integon Corp., 9.50%, 10/15/2001	995,360
1,000,000	Liberty Mutual Capital Corp.,	

	7.08%, 6/2/2003	906,270
	Total	5,556,362
1,000,000	Retail Store_1.0% Sears Roebuck & Co., 5.21%, 2/18/97	952,630
2,500,000	Retail-Auto_2.8% Ryder System, Inc., 9.375%, 1/15/98	2,513,800
1,000,000	Utilities_1.0% Commonwealth Edison Co., 8.375%, 10/15/2006	948,820
	TOTAL CORPORATE BONDS (IDENTIFIED COST \$40,449,628)	38,058,784
2,360,858	Mutual Fund Shares_2.6% Fidelity Institutional Cash Money Market Fund (at net asset value)	2,360,858
	TOTAL INVESTMENTS (IDENTIFIED COST \$96,682,875)	\$89,428,052

</TABLE>

CONNECTICUT INTERMEDIATE
MUNICIPAL INCOME FUND

<TABLE>
<CAPTION>

Principal Amount		Credit Rating: Moody's or S&P's (e)	Value
<C>	<S>	<C>	<C>
	LONG-TERM MUNICIPAL SECURITIES_96.6%		
\$ 250,000	Connecticut_93.6% Connecticut State, 5.00% Refunding Bonds, (Series A), 11/15/2003	AA-	\$ 234,070
275,000	Connecticut State, 5.40% Refunding Bonds, (Series A), 12/15/1995	AA-	277,934

<CAPTION>

Principal Amount		Credit Rating: Moody's or S&P's (e)	Value
<C>	<S>	<C>	<C>
\$ 200,000	Connecticut State, 6.50% Refunding Bonds, (Series A), 3/15/2009 (Pre-refunded 3/15/2002 6 102)	AA-	\$ 212,348
200,000	Connecticut State, 6.50% Refunding Bonds, (Series A), 3/15/2010 (Pre-refunded 3/15/2002 6 102)	AA-	212,348
200,000	Connecticut State, 6.50% Refunding Bonds, (Series A), 3/15/2012 (Pre-refunded 3/15/2002 6 102)	AA-	212,594
200,000	Connecticut State, 4.75% Refunding Bonds, (Series D), 8/1/2004	AA-	178,862
200,000	Connecticut State, 4.50% Refunding Bonds, (Series E), 3/15/2004	AA-	174,022
375,000	Connecticut State, 5.65% HEFA, Revenue Bonds, (Newington Childrens Hospital)/(Series A), 7/1/2005	AAA	360,735
100,000	Connecticut State, 4.80% HEFA, Revenue Bonds, (Taft		

400,000	School)/(Series B), 7/1/2004 Connecticut State, 4.05% HEFA, Revenue Bonds, (Fairfield Uni- versity)/(Series G)/(MBIA Insured), 7/1/2000	A	89,344
200,000	Connecticut State, 4.30% HEFA, Revenue Bonds, (St. Francis Hospital & Medical Center)/(Series C)/(FGIC Insured), 7/1/2002	AAA	361,356
200,000	Connecticut State, 4.80% HEFA, Revenue Bonds, (St. Francis Hospital & Medical Center)/(Series C)/(FGIC Insured), 7/1/2007	AAA	174,736
400,000	Connecticut Housing Finance Authority, 6.25% (Series B), 11/15/2005	AA	403,244
105,000	Connecticut Housing Finance Authority, 5.60% (Series A), 5/15/2005	AA	100,762
200,000	Connecticut Housing Finance Authority, 5.40% (Series A), 5/15/2004	AA	192,074
300,000	Connecticut State Resource Recovery Authority, 5.60% Revenue Refunding Bonds, (Series A), 11/15/99	AA-	298,842

</TABLE>

CONNECTICUT INTERMEDIATE MUNICIPAL INCOME FUND (cont'd)

<TABLE>

<CAPTION>

Principal Amount <C>	<S>	Credit Ratings: Moody's or S&P's(e) <C>	Value <C>
\$ 220,000	Connecticut State, 4.60% Special Assessment Unemployment, (Series A)/(AMBAC Insured), 11/15/2000	AAA	207,559
400,000	Connecticut State Special Tax Obligations, 6.80% Revenue Refunding Bonds, (Series A), 6/1/1999	AA-	\$ 422,860
200,000	Connecticut State Special Tax Obligations, 4.75% Revenue Refunding Bonds, 9/1/2001	A1	186,882
100,000	Connecticut State Special Tax Obligations, 5.00% Revenue Refunding Bonds, 9/1/2003	A1	92,693
700,000	Connecticut State Special Tax Obligations, 5.125% Revenue Refunding Bonds, 9/1/2005	A1	638,106
400,000	Connecticut State Special Tax Obligations, 5.25% Revenue Refunding Bonds, 9/1/2007	A1	366,004
325,000	Connecticut State Clean Water Fund, 5.50% Revenue Bonds, 10/1/2004	AA	313,908
400,000	Meriden, CT, 5.75% UT GO Bonds, 10/15/2004	AAA	394,924
100,000	Middletown, CT, 6.50% UT GO Bonds, 4/15/98	AA-	104,606
100,000	New Milford, CT, 5.80% UT GO Bonds, 10/1/2001	Aa	101,643
430,000	Regional School District No. 5, 5.05% LT GO Bonds, 5/15/2004	A1	396,817
100,000	South Central, CT,		

	Regional Water Authority, 5.00% Water System Revenue Bonds, (FGIC Insured), 8/1/2005	AAA	91,115
100,000	Southington CT, 4.60% UT GO Bonds, (MBIA Insured) 6/15/2003	AAA	90,738
110,000	Stonington, CT, 5.00% UT GO Bonds, 6/15/2006	Aa	100,194
100,000	Trumbull, CT, 6.00% UT GO Bonds, 5/15/2004	AA	101,008
260,000	Weston, CT, 4.35% BQ UT GO Bonds, 8/1/2003	Aaa	231,756
	Total		7,493,102

250,000	Puerto Rico_3.0% Puerto Rico, 4.80% Telephone Authority Revenue Bonds, (Series M), 1/1/2001	A+	235,935

<CAPTION>

Shares		Credit Ratings: Moody's or S&P's (e)	Value
<C>	<S>	<C>	<C>
	TOTAL LONG-TERM MUNICIPAL SECURITIES (IDENTIFIED COST \$8,287,473)		7,729,037

176,561	MUTUAL FUND SHARES_2.2% Dreyfus Connecticut Municipal Money Market Fund (AT NET ASSET VALUE)		\$ 176,561

	TOTAL INVESTMENTS (IDENTIFIED COST \$8,464,034)		\$7,905,598

</TABLE>

MASSACHUSETTS INTERMEDIATE
MUNICIPAL INCOME FUND

<TABLE>

<CAPTION>

Principal Amount		Credit Rating: Moody's or S&P's (e)	Value
<C>	<S>	<C>	<C>
\$ 300,000	LONG-TERM MUNICIPAL SECURITIES_95.4% Massachusetts_95.4% Attleboro, MA, 5.20% GO LT Bonds, (AMBAC Insured), 7/1/2002	Aaa	\$ 288,243
250,000	Brookline, MA, 4.50% Refunding Bonds, (Series 1994), 1/15/2006	Aa1	215,100
100,000	Carlisle, MA, 4.50% Refunding Bonds, UT GO Bonds, 6/15/2001	Aa	93,085
155,000	Chatham, MA, 4.60% Refunding Bonds, 1/15/2005	A1	133,264
100,000	Dedham Westwood Water Dis- trict, MA, 4.30% Refunding Bonds, (MBIA Insured), 10/15/2002	AAA	87,689
100,000	Massachusetts Municipal Wholesale Electric Co., 5.75% Revenue Bonds, (Power Supply Sys- tem)/(Series E)/(AMBAC Insured), 7/1/2002	AAA	100,298

300,000	Massachusetts Municipal Wholesale Electric Co., 4.80% Revenue Bonds, (Power Supply System)/(Series B)/(MBIA Insured), 7/1/2007	AAA	255,711
200,000	Massachusetts Municipal Wholesale Electric Co., 6.50% Revenue Refunding Bonds, (Power Supply Systems)/(Series A)/(AMBAC Insured), 7/1/2002	Aaa	209,300

</TABLE>

MASSACHUSETTS INTERMEDIATE MUNICIPAL INCOME FUND (cont'd)

<TABLE>

<CAPTION>

Principal Amount		Credit Ratings: Moody's or S&P's (e)	Value
<C>	<S>	<C>	<C>
\$ 200,000	Massachusetts State, 6.20% GO UT Bonds, (Series A)/(Callable 6/1/2002 6 101), 6/1/2003	A	\$ 203,848
500,000	Massachusetts State, 4.90% GO Refunding Bonds, (Series C), 8/1/2004	A+	446,165
200,000	Massachusetts State, 7.00% GO UT Bonds, (Series C)/(Pre-refunded 12/1/2000 6 100), 12/1/2010	AAA	215,320
150,000	Massachusetts State, 5.00% HEFA, Revenue Refunding Bonds, (Youville Hospital)/(Series B)/(FHA Insured), 2/15/99	Aa	146,933
200,000	Massachusetts State, 4.50% HEFA, Revenue Bonds, (New England Medical Center)/(Series G)/(MBIA Insured), 7/1/2002	AAA	179,598
100,000	Massachusetts State, 4.70% HEFA, Revenue Bonds, (Massachusetts Institute Technology)/(Series H), 7/1/2004	Aaa	90,560
200,000	Massachusetts State, 4.80% HEFA, Revenue Refunding Bonds, (Baystate Medical Center)/(Series 1993D)/(FGIC Insured), 7/1/2004	AAA	176,914
300,000	Massachusetts State, 4.90% HEFA, Revenue Refunding Bonds, (Boston College), 6/1/2005	A1	267,468
150,000	Massachusetts State, 4.90% HEFA, Revenue Refunding Bonds, (Baystate Medical Center)/(Series D)/(FGIC Insured), 7/1/2005	AAA	132,149
500,000	Massachusetts State, 5.40% HEFA, Revenue Bonds, (Williams College)/(Series 1993D), 7/1/2005	Aa1	476,190
135,000	Massachusetts State, 5.70% HEFA, Revenue Bonds, (New England Deaconess Hospital), 7/1/2005 (Escrow to Maturity)	AAA	133,384

<CAPTION>

Principal Amount		Credit Ratings: Moody's or S&P's (e)	Value
<C>	<S>	<C>	<C>

\$ 400,000	Massachusetts State, 5.70% HEFA, Revenue Bonds, (Beth Israel Hospital)/(Series G)/ (Callable 7/1/2002 6 102)/ (AMBAC Insured), 7/1/2005	Aaa	\$ 389,684
100,000	Massachusetts State, 6.20% Housing Finance Agency Revenue Bonds, (Series 31)/(Callable 6/1/2004 6 102), 6/1/2009	Aa	96,193
150,000	Massachusetts State, 5.80% Special Obligations Revenue Bonds, (Series A), 6/1/2000	A1	151,770
300,000	Massachusetts State, 7.00% Special Obligations Revenue Bonds, (Series A), 6/1/2002	A1	323,529
200,000	Massachusetts State Turnpike Authority, 4.625% Revenue Refunding Bonds, (Series A), 1/1/2002	A+	181,870
200,000	Massachusetts State Water Pollution Abatement, 4.85% Revenue Bonds, 8/1/2005	AA	176,150
300,000	Massachusetts State Water Resources Authority, 5.875% Revenue Refunding Bonds, (Series B)/(Callable 11/1/2002 6 102), 11/1/2004	A	294,123
400,000	New England Education Loan Marketing Corp., MA, 5.80% Student Loan Revenue Bonds, (Issue A), 3/1/2002	Aaa	396,672
100,000	Northampton, MA, 4.90% (AMBAC Insured), 9/1/2006	AAA	88,512
150,000	Salem, MA, 5.80% LT GO Bonds, (AMBAC Insured), 7/15/2006	AAA	145,891
200,000	Sharon, MA, 4.65% BQ Bonds, 7/15/2006	Aa	173,242

	TOTAL LONG-TERM MUNICIPAL SECURITIES (IDENTIFIED COST \$6,773,845)		6,268,855

214,319	Mutual Fund Shares_3.3% Dreyfus Massachusetts Municipal Money Market Fund (AT NET ASSET VALUE)		214,319

	TOTAL INVESTMENTS (IDENTIFIED COST \$6,988,164)		\$6,483,174

</TABLE>

GROWTH AND INCOME EQUITY FUND

<TABLE>

<CAPTION>

Shares		Value
<C>	<S>	<C>
	COMMON STOCKS_91.8%	
	Basic Materials_4.5%	
37,000	Burlington Northern, Inc.	\$1,845,375
100,000	Dexter Corp.	2,062,500
25,000	Georgia-Pacific Corp.	1,846,875
80,000	Lubrizol Corp.	2,580,000

	Total	8,334,750

	Capital Goods/Construction_9.1%	
46,000	Boeing Co.	2,018,250
28,000	Emerson Electric Co.	1,701,000
68,000	General Electric Co.	3,323,500
68,000	Hubbell, Inc.	3,621,000
80,000	Masco Corp.	1,900,000
36,000	(f) Thermo Electron Corp.	1,642,500

70,000	WMX Technologies, Inc.	2,056,250
	Total	16,262,500
	Consumer Cyclical_12.0%	
74,000	Arvin Industries, Inc.	1,803,750
70,000	Circuit City Stores, Inc.	1,785,000
26,000	Dayton Hudson Corp.	2,015,000
46,000	Disney (Walt) Co.	1,811,250
70,000	Donnelley (R.R.) & Sons Co.	2,196,250
32,000	Eastman Chemical Co.	1,728,000
50,000	Eastman Kodak Co.	2,406,250
36,000	Lilly (Eli) & Co.	2,232,000
48,000	Melville Corp.	1,602,000
70,000	Morrison Restaurants, Inc.	2,047,500
75,000	Rite Aid Corp.	1,800,000
	Total	21,427,000
	Consumer Staples_19.6%	
78,000	Alberto Culver Co.	1,842,750
18,500	American Cyanamid Co.	1,826,875
48,000	American Home Products Corp.	3,048,000
38,000	Anheuser-Busch Companies, Inc.	1,928,500
66,000	Baxter International, Inc.	1,716,000
30,000	Dun & Bradstreet Corp.	1,758,750
34,000	General Mills, Inc.	1,904,000
40,000	General Motors Corp.	1,580,000
32,000	Johnson & Johnson	1,748,000
68,000	McDonalds Corp.	1,955,000
64,000	Merck and Co., Inc.	2,288,000
68,000	PepsiCo, Inc.	2,380,000
36,000	Pfizer, Inc.	2,668,500
40,000	Philip Morris Cos., Inc.	2,450,000
34,000	Proctor & Gamble Co.	2,125,000
80,000	Super Valu Stores, Inc.	1,940,000
50,000	(f)Toy's R Us, Inc.	1,925,000
	Total	35,084,375
	Energy_9.9%	
38,000	Amoco Corp.	2,408,250
22,000	Atlantic Richfield Co.	2,384,250
32,000	Mobil Corp.	2,752,000
22,000	Royal Dutch Petroleum Corp.	2,563,000
<CAPTION>		
Shares	Value	
<C>	<S>	<C>
32,000	Schlumberger, Ltd.	\$1,880,000
54,000	Texaco, Inc.	3,530,250
115,000	USX Marathon Group	2,156,250
	Total	17,674,000
	Financia_17.9%	
32,000	Chubb Corp.	2,236,000
92,000	Comerica, Inc.	2,541,500
54,000	Fleet Financial Group, Inc.	1,849,500
100,000	Huntington Bancshares, Inc.	1,750,000
32,000	Morgan (J.P.) & Co., Inc.	1,980,000
35,000	NBB Bancorp, Inc.	1,671,250
80,000	National City Corp.	2,170,000
	Total	14,198,250
	Insurance_2.2%	
41,000	Aetna Life & Casualty Co.	1,891,125
180,000	Ethyl Corp.	2,047,500
	Total	3,938,625
	Technology_10.2%	
22,000	AMP, Inc.	1,663,750
40,000	AT & T Corp.	2,200,000
42,000	(f)Computer Sciences Corp.	1,953,000
54,000	General Motors Corp. Class E	1,977,750
27,000	International Business Machines Corp.	2,011,500
31,000	Motorola, Inc.	1,825,125
62,000	Pitney Bowes, Inc.	2,092,500
39,000	Raytheon Co.	2,486,250
114,000	(f)Tandem Computers, Inc.	2,009,250

Total		18,219,125

Transportation & Services_2.7%		
34,000	British Airways, ADR	1,989,000
18,000	Delta Air Lines, Inc.	938,250
30,000	Norfolk Southern Corp.	1,890,000
Total		4,817,250

Utilities_7.7%		
112,000	Entergy Corp.	2,618,000
92,000	GTE Corp.	2,829,000
120,000	Niagara Mohawk Power Corp.	1,650,000
58,000	Sprint Corp.	1,892,250
76,000	U.S. West, Inc.	2,859,500
56,000	Vodafone Group PLC, ADR	1,946,000
Total		13,794,750

Miscellaneous_6.0%		
68,000	Corning, Inc.	2,312,000
38,000	Minnesota Mining & Manufacturing Co.	2,104,250
84,000	Ogden Corp.	1,806,000
64,000	PHH Corp.	2,400,000
66,000	Providian Corp.	2,095,500
Total		10,717,750

TOTAL COMMON STOCK (IDENTIFIED COST \$155,247,900)		164,468,375

</TABLE>

GROWTH AND INCOME EQUITY FUND (cont'd)

<TABLE>		
<CAPTION>		
Shares or Principal Amount		
		Value
<C>	<S>	<C>
CONVERTIBLE PREFERRED STOCK_1.7%		
22,000	Delta Air Lines, Inc., Series C, 7%, Cum. Cv. Pfd.	\$1,053,250
20,000	Ford Motor Co., Series A, Cum. Cv. Pfd.	1,935,000
TOTAL CONVERTIBLE-PREFERRED STOCK (IDENTIFIED COST \$3,008,363)		2,988,250

Mutual Fund Shares_8.1%		
6,589,583	Dreyfus Cash Management	6,589,583
7,900,000	Fidelity Institutional Cash Money Market Fund	7,900,000
TOTAL MUTUAL FUND SHARES (AT NET ASSET VALUE)		14,489,583

TOTAL INVESTMENTS (IDENTIFIED COST \$172,745,846)		\$181,946,208

</TABLE>

GROWTH EQUITY FUND

<TABLE>		
<CAPTION>		
Shares		Value
<C>	<S>	<C>
COMMON STOCK_9.3.5%		
Basic Materials_7.6%		
6,600	Apache Corp.	\$ 185,625
8,000	Avery Dennison Corp.	269,000
6,000	du Pont (E.I.) deNemours & Co.	357,750
7,000	Ferro Corp.	179,375
5,000	Georgia Pacific Corp.	369,375
13,000	Morton International, Inc.	370,500
Total		1,731,625

Capital Goods/Construction_9.6%		
6,000	Caterpillar, Inc.	358,500

2,200	Dow Chemical Co.	161,700
4,000	General Electric Co.	195,500
14,000	General Signal Corp.	504,000
4,700	Masco Corp.	111,625
2,600	Raytheon Co.	165,750
12,000	Trinity Industries, Inc.	411,000
20,000	Wheelabrator Technologies	277,500

	Total	2,185,575

	Consumer Cyclical_22.6%	
13,200	Arvin Industries, Inc.	321,750
3,200	Carnival Cruise Lines, Inc.	145,600
11,000	(f)Circus Circus Enterprises, Inc.	244,750
32,000	(f)Consolidated Stores Corp.	580,000
6,000	(f)CUC International, Inc.	192,750
6,200	Disney (Walt) Co.	244,125
5,000	Dun & Bradstreet Corp.	293,125
14,000	Echlin, Inc.	430,500
3,100	Home Depot, Inc.	141,050
6,000	Houghton Mifflin Co.	276,000
12,000	International Game Technology	222,000
9,000	Mattel, Inc.	263,250
15,000	Morrison Restaurants, Inc.	438,750

<CAPTION>

Shares		Value
<C>	<S>	<C>
6,000	(f)Office Depot, Inc.	\$ 148,500
4,200	Pep Boys Manny, Moe, & Jack	150,150
16,200	(f)Tele Communications, Inc.	366,525
9,000	(f)Toys "R" Us, Inc.	346,500
3,400	Xerox Corp.	348,500

	Total	5,153,825

	Consumer Staples_16.5%	
11,400	Albertson's, Inc.	342,000
7,000	(f)Amgen, Inc.	390,250
7,000	(f)Chiron Corp.	471,625
2,500	Gillette Co.	185,938
14,000	(f)Healthtrust, Inc.	490,000
6,000	Johnson & Johnson	327,750
24,000	(f)Ornda Healthcorp.	381,000
10,000	PepsiCo, Inc.	350,000
3,000	Pfizer	222,375
2,000	Schering Plough Corp.	142,500
10,000	(f)Science Med Life System, Inc.	477,500

	Total	3,780,938

	Energy_7.7%	
4,000	Anadarko Petroleum Corp.	195,500
17,000	Camco International, Inc.	350,625
8,300	Coastal Corp.	236,550
9,000	Halliburton Co.	333,000
7,500	Pennzoil Co.	386,250
7,000	(f)Triton Energy Corp.	248,500

	Total	1,750,425

	Financial_10.8%	
4,100	AFLAC, Inc.	139,913
4,400	American International Group, Inc.	411,950
7,000	Bank of New York, Inc.	222,250
8,000	Comerica, Inc.	221,000
5,600	Federal National Mortgage Association	425,600
9,000	First Financial Management Corp.	504,000
7,000	Midlantic Corp.	196,000
6,000	Norwest Corp.	147,000
6,000	United Companies Financial	199,500

	Total	2,467,213

	Technology_12.6%	
5,000	AMP, Inc.	378,125
4,700	AT & T Corp.	258,500
10,000	(f)BMC Software, Inc.	452,500
5,300	Intel Corp.	329,262
3,000	(f)Microsoft Corp.	189,000
23,000	(f)Novell, Inc.	425,500
29,400	(f)Tandem Computers, Inc.	518,175
9,000	Vodafone Group Plc.	312,750

	Total	2,863,812
	Transport & Services_4.0%	
7,000	Delta Air Lines, Inc.	364,875
14,000	Ryder Systems, Inc.	329,000
2,400	(f)UAL Corp.	226,800
	Total	920,675

</TABLE>

GROWTH EQUITY FUND (cont'd)

<TABLE>		
<CAPTION>		
	Shares or Principal Amount	Value
<C>	<S>	<C>
	Utilities_2.1%	
16,000	Century Telephone Enterprises, Inc.	\$ 480,000
	TOTAL COMMON STOCKS (IDENTIFIED COST \$19,547,742)	21,334,088
	MUTUAL FUND SHARES_4.2%	
957,160	Fidelity Institutional Cash Money Market Fund (at net asset value)	957,160
	TOTAL INVESTMENTS (IDENTIFIED COST \$20,504,902)	\$22,291,248

</TABLE>

SMALL CAPITALIZATION EQUITY FUND

<TABLE>		
<CAPTION>		
	Shares	Value
<C>	<S>	<C>
	COMMON STOCKS_95.9%	
	Basic Materials_7.2%	
25,000	(f)AK Steel Holdings Corp.	\$ 818,750
4,000	Butler Manufacturing Co.	138,000
5,600	Calgon Carbon Corp.	63,000
15,000	Caraustar Industries, Inc.	292,500
18,480	Chemi-Trol Chemical Co.	210,210
26,700	Chesapeake Corp.	827,700
27,200	Dexter Corp.	561,000
20,500	Fuller HB Co.	681,625
41,000	Grow Group, Inc.	589,375
21,512	Guardsman Products, Inc.	239,321
36,500	(f)Johnstown America Industries, Inc.	720,875
25,000	Petrolite Corp.	743,750
43,900	Quaker Chemical	801,175
26,700	(f)Steel of West Virginia, Inc.	317,063
46,500	(f)Sybron Chemicals Industries, Inc.	941,625
35,600	Varlen Corp.	818,800
	Total	8,764,769
	Capital Goods/Construction_6.9%	
21,000	Analysis & Technology, Inc.	325,500
20,000	(f)Atchinson Casting Corp.	335,000
38,100	(f)Beazer Home USA, Inc.	457,200
14,600	(f)Centex Construction Products, Inc.	153,300
49,528	(f)D.R. Horton, Inc.	650,055
26,500	Duriron, Inc.	477,000
35,000	(f)Foster L.B. Co., Class A	129,062
27,300	Insituform Mid American, Inc.	271,294
51,600	Instron Corp.	586,950
25,000	(f)Jason, Inc.	237,500
13,500	Pope & Talbot, Inc.	239,625
47,000	(f)Redman Industries, Inc.	804,875
23,500	Schult Homes Corp.	305,500
49,600	Toro Co.	1,376,400
70,000	(f)Triangle Pacific Corp.	953,750
24,400	(f)Varitronic System, Inc.	207,400
40,000	(f)Willcox & Gibbs, Inc.	275,000

25,000	Wolverine World Wide, Inc.	612,500
	Total	8,397,911
	Consumer Cyclical 14.3%	
23,200	(f)American City Business Journals	371,200

<CAPTION>

Shares		Value
<C>	<S>	<C>
14,750	Bassett Furniture Industries, Inc.	\$ 401,939
51,900	(f)Brauns Fashions Corp.	171,919
31,000	Casey's General Stores, Inc.	408,812
79,300	Cash America International, Inc.	654,225
82,100	(f)ClothesTime, Inc.	318,138
21,000	(f)Coherent, Inc.	304,500
10,200	(f)Designs, Inc.	75,225
42,400	(f)Dimark, Inc.	710,200
58,600	(f)El Chico Restaurants, Inc.	754,475
43,500	Falcon Products, Inc.	500,250
71,000	(f)Fieldcrest Cannon, Inc.	1,810,500
12,800	(f)Galey & Lord, Inc.	199,200
24,000	Gibson Greetings, Inc.	357,000
32,700	(f)Hi-Lo Automotive, Inc.	367,875
20,000	Houghton Mifflin Co.	920,000
18,600	(f)Jones Apparel Group, Inc.	509,175
55,000	LADD Furniture, Inc.	343,750
48,000	(f)Monaco Coach Corp.	732,000
40,450	Morrison Restaurants, Inc.	1,183,162
17,600	(f)Mothers Work, Inc.	220,000
26,500	(f)Optical Data Systems, Inc.	543,250
51,700	(f)Payless Cashways, Inc.	484,687
22,000	PCA International, Inc.	261,250
51,000	(f)R & B, Inc.	331,500
72,400	Richfood Holdings, Inc.	1,176,500
64,800	Rival Co.	1,652,400
76,000	(f)Ryans Family Steak Houses	475,000
10,750	(f)Sierra On-Line, Inc.	258,000
21,000	(f)Spaghetti Warehouse, Inc.	128,625
18,500	(f)Value City Department Stores, Inc.	210,437
18,000	(f)Winston Furniture, Inc.	148,500
89,900	(f)Worldtex, Inc.	449,500
	Total	17,433,194

Consumer Staples 11.7%

15,000	Avalon Properties, Inc.	292,500
55,600	Ballard Medical Products	542,100
14,500	Bindley Western Industries, Inc.	188,500
47,900	Biocraft Labs, Inc.	856,213
12,000	(f)Cephalon, Inc.	114,000
52,600	Delta & Pine Land Co.	874,475
15,500	(f)Dorsey Trailers, Inc.	244,125
32,000	Focus Surgery, Inc.	22,000
36,000	(f)Gish Biomedical, Inc.	207,000
24,800	Hannaford Brothers Co.	613,800
35,500	(f)Health Management Systems, Inc.	1,007,312
25,000	(f)International Cabletel, Inc.	775,000
40,000	Interstate Bakeries Corp.	515,000
76,000	Kinetic Concepts, Inc.	465,500
56,900	(f)Lifecore Biomedical, Inc.	263,163
31,800	(f)Lincare Holdings, Inc.	866,550
53,875	Minntech Corp.	781,187
58,000	(f)Noven Pharmaceuticals, Inc.	884,500
32,000	(f)OEC Medical Systems, Inc.	208,000
15,500	(f)OPTI, Inc.	224,750
41,100	(f)Paragon Trade Brands, Inc.	986,400
79,500	(f)Pharmaceutical Marketing Services, Inc.	914,250

</TABLE>

SMALL CAPITALIZATION EQUITY FUND (cont'd)

<TABLE>

<CAPTION>

Shares		Value
<C>	<S>	<C>
41,600	(f)ReadiCare, Inc.	\$ 59,800
23,500	Sanfilippo, John B & Son, Inc.	205,625
22,900	(f)Somatix Therapy Corp.	114,500
5,500	(f)Spacelabs Medical, Inc.	115,500
109,800	(f)Syntro Corp.	260,775
21,400	TCA Cable TV, Inc.	502,900

27,900	Unifirst Corp	331,313
56,500	(f)Unilab Corp.	282,500
20,000	(f)United American Healthcare Co.	575,000

Total		14,294,238
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Energy_6.4%

75,000	(f)Alamco, Inc.	496,875
32,000	(f)Belden & Blake Corp.	440,000
75,000	(f)Bellwether Exploration Co.	421,875
44,200	Berry Petroleum Co., Class A	419,900
21,300	Cascade Natural Gas Corp.	292,875
38,000	Cross Timbers Oil Co.	608,000
25,200	Devon Energy Corp.	551,250
31,500	(f)Dual Drilling Co.	417,375
22,500	(f)Gulfmark International, Inc.	365,625
45,000	(f)Kelley Oil Corp.	286,875
33,800	(f)Oceaneering International, Inc.	435,175
5,000	Penn Virginia Corp.	175,000
15,000	Plains Petroleum Co.	405,000
32,000	Pogo Producing Co.	716,000
20,400	(f)Seagull Energy Corp.	530,400
12,250	(f)Tejas Gas Corp.	554,313
10,000	Tidelands Realty Trust	93,125
40,000	(f)United Meridian Corp.	585,000

Total		7,794,663
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Financial_15.2%

58,000	American Annuity Group, Inc.	551,000
31,000	American Eagle Group, Inc.	286,750
28,500	American Federal Bank--FSB	342,000
37,500	(f)Amvestors Financial Corp.	356,250
7,000	(f)Bay Ridge Bancorp, Inc.	101,500
22,500	BSB Bancorp, Inc.	624,375
47,000	Coast Savings Financial, Inc.	669,750
22,400	Co-operative Bank, Concord	347,200
65,000	(f)Crown American Realty	893,750
24,700	(f)D & N Financial Corp., Warrants	81,819
74,000	(f)D & N Savings Financial Corp.	638,250
22,300	(f)Eagle Finance Corp.	345,650
15,000	Eaton Vance Corp.	474,375
21,000	First Federal Michigan Corp.	435,750
45,900	Foothill Group, Inc.	688,500
39,800	(f)Home State Holdings, Inc.	567,150
23,780	Integon Corp.	356,700
12,200	Kansas City Life Insurance Co.	524,600
45,200	(f)KBK Capital Corp.	299,450
33,800	Life Partners Group, Inc.	735,150
15,700	(f)Long Island Bancorp, Inc.	235,500
21,972	(f)National Auto Credit, Inc.	263,664
31,710	North Side Savings Bank of the Bronx	618,345
24,000	ONBANCORP, Inc.	624,000
74,400	(f)Payco American Corp.	623,100

<CAPTION>

Shares		Value
<C>	<S>	<C>
30,000	PennCorp Financial Group, Inc.	\$ 472,500
41,500	Poe & Brown, Inc.	902,625
17,946	Portsmouth BankShares, Inc.	215,352
40,000	Security Connecticut Corp.	835,000
30,900	SEI Corp.	648,900
40,000	Selective Insurance Group, Inc.	1,010,000
36,750	Southwest Securities Group, Inc.	266,437
18,700	UMB Financial Corp.	598,400
41,000	USBancorp, Inc.	984,000
34,000	Victoria Bankshares, Inc.	867,000

Total		18,484,792
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Miscellaneous_6.8%

1,000	(f)Accustaff, Inc.	13,875
63,750	ADVO, Inc.	1,131,562
13,000	American Classic Voyages Corp.	227,500
18,200	(f)CDI Corp.	309,400
42,200	(f)DIMAC Corp.	511,675
20,000	Gilbert Associates, Inc.	270,000
11,000	(f)Harding Associates, Inc.	79,750
39,500	(f)Layne, Inc.	286,375
40,000	(f)Merix Corp.	540,000
7,000	Northland Cranberries, Inc.	118,125
26,100	(f)Pronet, Inc.	417,600

25,000	(f)Res Care, Inc.	425,000
25,000	(f)Rural/MetroCorp.	525,000
65,000	(f)Sterile Concepts Holdings, Inc.	1,023,750
44,500	(f)Thomas Group, Inc.	389,375
106,050	Unitog Co.	1,948,669

Total		8,217,656
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Technology_25.5%

6,400	(f)Acxiom Corp.	187,200
32,500	(f)Alliance Semi-conductor Corp.	836,875
60,000	(f)American Management Systems, Inc.	952,500
54,600	(f)Analogic Corp.	969,150
43,200	(f)Autoinfo, Inc.	118,800
15,500	(f)Babbage's, Inc.	213,125
47,700	(f)BancTec, Inc.	954,000
20,000	(f)Benchmark Electronics, Inc.	510,000
26,000	BGS Systems, Inc.	578,500
34,000	(f)Bisys Group, Inc.	743,750
51,700	(f)Boole & Babbage, Inc.	1,654,400
35,000	(f)CEM Corp.	437,500
75,400	(f)Cognos, Inc.	1,102,725
10,000	(f)Colonial Data Technologies	92,500
54,000	(f)Comptek Research, Inc.	796,500
117,000	Computer Task Group, Inc.	979,875
41,400	(f)Comshare, Inc.	589,950
40,000	(f)Continuum, Inc.	1,075,000
14,500	(f)Cycare Systems, Inc.	172,188
18,360	(f)Detection Systems, Inc.	167,535
20,900	(f)Emulex Corp.	229,900
14,500	(f)Evans & Sutherland Computer Co.	170,375
37,500	(f)Gelman Sciences, Inc.	496,875
75,000	(f)Giga Tronics, Inc.	468,750
12,000	Greiner Engineering, Inc.	148,500
87,500	Hogan Systems, Inc.	546,875

</TABLE>

SMALL CAPITALIZATION EQUITY FUND (cont'd)

<TABLE>

<CAPTION>

Shares or

Principal

Amount

<C>

<S>

Value

<C>

16,300	(f)IMRS, Inc.	\$ 647,925
46,200	(f)Information Resources, Inc.	693,000
30,000	Intercargo Corp.	243,750
40,000	(f)Interleaf, Inc.	157,500
22,700	(f)Interphase Corp.	272,400
60,000	(f)Intersolv, Inc.	1,005,000
37,700	(f)K-Tron International, Inc.	447,685
25,500	Keithley Instruments, Inc.	248,626
33,500	(f)Kent Electronics Corp.	1,235,313
31,950	(f)Lattice Semi-conductor Corp.	539,156
43,000	(f)Legent Corp.	1,225,500
28,800	Mac-Neal Schwendler Corp.	313,200
32,000	(f)MDL Information Systems, Inc.	276,000
30,000	(f)Microcom, Inc.	270,000
38,500	Nashua Corp.	875,875
24,000	National Computer Systems, Inc.	348,000
55,000	National Data Corp.	1,141,250
38,500	(f)NetFRAME Systems, Inc.	298,375
96,200	(f)Network Systems Corp.	667,388
42,000	(f)Phoenix Technology Ltd.	301,875
20,900	(f)Qlogic Corp.	128,012
32,600	(f)Softech, Inc.	236,350
76,701	(f)Sterling Software, Inc.	2,396,905
14,700	(f)Symix Systems, Inc.	117,600
61,600	(f)Unitrode Corp.	1,185,800
17,500	(f)Verifone Inc	393,750
25,000	(f)Zygo Corp.	193,750

Total		31,053,333
-------	--	------------

Transportation_1.6%

20,000	Arnold Industries, Inc.	466,250
19,300	(f)Builders Transportation, Inc.	217,125
28,875	(f)Cannon Express, Inc., Class A	360,938
16,875	(f)Cannon Express, Inc., Class B	202,500
50,000	Intertrans Corp.	675,000

Total		1,921,813
-------	--	-----------

	Utilities_0.3%	
20,000	Middlesex Water Co.	360,000
	Total	360,000
	TOTAL COMMON STOCKS (IDENTIFIED COST \$112,298,173)	116,722,369
	CORPORATE BOND_0.3%	
\$ 369,900	Mac-Neal Schwendler Corp., 7.875%, Sub. Deb. Conv., 8/18/2004	369,900
	MUTUAL FUND SHARES_4.9%	
526,816	Dreyfus Cash Management Trust	526,816
5,398,149	Fidelity Institutional Cash Money Market Fund	5,398,149
	TOTAL MUTUAL FUND SHARES (AT NET ASSET VALUE)	5,924,965
	TOTAL INVESTMENTS (IDENTIFIED COST, \$118,593,038)	\$123,017,234

</TABLE>

QUANTITATIVE EQUITY FUND

<TABLE>

<CAPTION>

Shares or

Principal

Amount

<C>	<S>	Value
		<C>
	COMMON STOCKS_43.3%	
	Basic Materials_2.9%	
1,500	Morton International, Inc.	\$ 42,750
4,000	Pegasus Gold, Inc.	58,500
	Total	101,250
	Capital Goods/Construction_4.8%	
800	Briggs & Stratton Corp.	55,600
2,000	Centex Corp.	44,500
1,400	General Electric Co.	68,425
	Total	168,525
	Consumer Cyclical_16.9%	
3,000	(f)Brinker International, Inc.	69,375
2,000	Dow Jones & Co., Inc.	59,750
2,000	Home Depot, Inc.	91,000
800	Houghton Mifflin Co.	36,800
5,500	Maytag Corp.	87,313
3,000	New York Times Co., Class A	67,875
2,000	Time Warner, Inc.	71,000
1,200	Tribune Co.	63,150
1,000	Whirlpool Corp.	52,000
	Total	598,263
	Consumer Staples_7.0%	
1,500	Campbell Soup Co.	61,875
1,400	General Motors Corp.	55,300
2,000	Hasbro, Inc.	66,000
1,200	Johnson & Johnson	65,550
	Total	248,725
	Energy_1.5%	
500	Atlantic Richfield Co.	54,187
	Financial_6.1%	
1,600	Federal Home Loan Mortgage Corp.	87,200
1,000	Federal National Mortgage Association	76,000
1,000	MBIA, Inc.	54,125
	Total	217,325
	Technology_2.2%	
1,400	AT & T Corp.	77,000

	Transportation_1.9%	
2,800	Southwest Airlines Co.	66,150
	TOTAL COMMON STOCKS	
	(IDENTIFIED COST \$1,524,166)	1,531,425
	U.S. TREASURY BILL_48.4%	
\$1,711,000	4.10%, 11/3/94	1,710,610
	MUTUAL FUND SHARES_8.9%	
157,075	Dreyfus Cash Management Trust	157,075
157,327	Fidelity Institutional Cash Money Market Fund	157,327
	TOTAL MUTUAL FUND SHARES (AT NET ASSET VALUE)	314,402
	TOTAL INVESTMENTS	
	(IDENTIFIED COST \$3,549,178)	\$3,556,437

</TABLE>

Notes to Portfolios of Investments THE SHAWMUT FUNDS
October 31, 1994

- (a) Each issue shows the rate of discount at the time of purchase for discount issues.
- (b) Current rate and next demand date shown.
- (c) The repurchase agreement is fully collateralized by U.S. government and/or agency obligations based on market prices at the date of the portfolio.
- (d) Also represents cost for federal tax purposes.
- (e) Please refer to the Appendix of the Statement of Additional Information for an explanation of the credit ratings. Current credit ratings are unaudited.
- (f) Non-incoming producing securities.

The following abbreviations are used in these portfolios:

<S>	<C>	<C>	<C>
ADR	-- American Depository Receipts	HEFA	-- Health and Education Facilities Authority
AMBAC	-- American Municipal Bond Assurance Corporation	HFA	-- Housing Finance Authority/Agency
AMT	-- Alternative Minimum Tax	HMFP	-- Housing Mortgage Finance Program
ARM	-- Adjustable Rate Mortgage	LOC	-- Letter of Credit
BANs	-- Bond Anticipation Notes	LT	-- Limited Tax
BQ	-- Bank Qualified	MBIA	-- Municipal Bond Investors Assurance
CMO	-- Collateralized Mortgage Obligation	PCR	-- Pollution Control Revenue
CP	-- Commercial Paper	RANs	-- Revenue Anticipation Notes
FGIC	-- Financial Guaranty Insurance Company	REMIC	-- Real Estate Mortgage Investment Conduit
FHA	-- Federal Housing Administration	SPA	-- Standby Purchase Agreement
FSA	-- Financial Security Assurance	UT	-- Unlimited Tax
GO	-- General Obligation	VRDNs	-- Variable Rate Demand Notes

</TABLE>

<TABLE>

<CAPTION>

SHAWMUT FUNDS	COST OF INVESTMENTS FOR FEDERAL TAX PURPOSES	NET UNREALIZED APPRECIATION/ (DEPRECIATION) FOR FEDERAL TAX PURPOSES	GROSS UNREALIZED APPRECIATION FOR FEDERAL TAX PURPOSES	GROSS UNREALIZED DEPRECIATION FOR FEDERAL TAX PURPOSES
<S>	<C>	<C>	<C>	<C>
Prime Money Market Fund	\$ 657,480,013*	\$ 0	\$ 0	\$ 0
Connecticut Municipal Money Market Fund	114,535,988*	0	0	0
Massachusetts Municipal Money Market Fund	31,424,613*	0	0	0
Limited Term Income Fund	63,629,215	(2,033,390)	11,665	(2,045,055)
Intermediate Government Income Fund	72,084,440	(4,465,114)	0	(4,465,114)
Fixed Income Fund	96,805,355	(7,377,303)	1,403	(7,378,706)
Connecticut Intermediate Municipal Income Fund	8,464,034	(558,436)	0	(558,436)
Massachusetts Intermediate Municipal Income Fund	6,988,164	(504,990)	0	(504,990)
Growth and Income Equity Fund	173,435,414	8,510,794	14,232,126	(5,721,332)
Growth Equity Fund	21,118,747	1,172,501	2,269,386	(1,096,885)
Small Capitalization Equity Fund	118,593,563	4,423,671	16,753,975	(12,330,304)
Quantitative Equity Fund	3,549,178	7,259	42,358	(35,099)

<CAPTION>

SHAWMUT FUNDS	TOTAL NET ASSETS**
<S>	<C>
Prime Money Market Fund	\$ 655,510,496
Connecticut Municipal Money Market Fund	115,016,804
Massachusetts Municipal Money Market Fund	31,516,428
Limited Term Income Fund	62,406,423
Intermediate Government Income Fund	68,583,343
Fixed Income Fund	90,882,514
Connecticut Intermediate Municipal Income Fund	8,001,512
Massachusetts Intermediate Municipal Income Fund	6,567,998
Growth and Income Equity Fund	179,071,132
Growth Equity Fund	22,816,344
Small Capitalization Equity Fund	121,668,818
Quantitative Equity Fund	3,536,267
</TABLE>	

* At Amortized Cost.

** The categories of investments are shown as a percentage of net assets at October 31, 1994.

(See Notes which are an integral part of the Financial Statements)

Statements of Assets and Liabilities THE SHAWMUT FUNDS
October 31, 1994

<TABLE>
<CAPTION>

	PRIME MONEY MARKET FUND <C>	CONNECTICUT MUNICIPAL MONEY MARKET FUND <C>	MASSACHUSETTS MUNICIPAL MONEY MARKET FUND <C>
<S>			
ASSETS:			
Investments in securities, at value	\$ 657,480,013	\$ 114,535,988	\$ 31,424,613
Cash	34,920	--	--
Dividends and interest receivable	781,662	695,527	169,024
Receivable for Fund shares sold	2,150	--	--
Receivable for investments sold	--	24,000	--
Deferred expenses	79,731	2,619	1,084
Total assets	658,378,476	115,258,134	31,594,721
LIABILITIES:			
Payable for Fund shares redeemed	--	11,303	3,677
Payable for investments purchased	--	--	--
Payable to Adviser	--	--	--
Payable to Bank	--	9,768	2,759
Accrued expenses	367,973	138,653	45,119
Dividends payable	2,500,007	81,606	26,738
Total liabilities	2,867,980	241,330	78,293
NET ASSETS CONSIST OF:			
Paid-in capital	655,510,496	115,016,804	31,516,428
Net unrealized appreciation (depreciation) of investments	--	--	--
Accumulated net realized gain (loss) on investments	--	--	--
Undistributed net investment income	--	--	--
Total Net Assets	\$ 655,510,496	\$ 115,016,804	\$ 31,516,428
NET ASSETS:			
Trust Shares	\$ 499,318,749	\$ 34,354,016	N/A
Investment Shares	\$ 156,191,747	\$ 80,662,788	\$ 31,516,428
NET ASSET VALUE and Redemption Proceeds Per Share:			
Trust Shares	\$1.00	\$1.00	N/A
Investment Shares	\$1.00	\$1.00	\$1.00
OFFERING PRICE PER SHARE+:			
Trust Shares	\$1.00	\$1.00	N/A
Investment Shares	\$1.00	\$1.00	\$1.00
SHARES OUTSTANDING:			
Trust Shares	499,318,749	34,354,016	N/A
Investment Shares	156,191,747	80,662,788	31,516,428
TOTAL SHARES OUTSTANDING	655,510,496	115,016,804	31,516,428
INVESTMENTS, AT IDENTIFIED COST	\$ 657,480,013	\$ 114,535,988	\$ 31,424,613

<CAPTION>

LIMITED
TERM
INCOME
FUND

<S>

<C>

ASSETS:	
Investments in securities, at value	\$ 61,595,825
Cash	--
Dividends and interest receivable	742,568
Receivable for Fund shares sold	224,574
Receivable for investments sold	--
Deferred expenses	24,453
Total assets	62,587,420
LIABILITIES:	
Payable for Fund shares redeemed	112,000
Payable for investments purchased	--
Payable to Adviser	--
Payable to Bank	5,376
Accrued expenses	63,621
Dividends payable	--
Total liabilities	180,997
NET ASSETS CONSIST OF:	
Paid-in capital	66,292,431
Net unrealized appreciation (depreciation) of investments	(1,987,452)
Accumulated net realized gain (loss) on investments	(2,010,716)
Undistributed net investment income	112,160
Total Net Assets	\$ 62,406,423
NET ASSETS:	
Trust Shares	\$ 55,187,170
Investment Shares	\$ 7,219,253
NET ASSET VALUE and Redemption Proceeds Per Share:	
Trust Shares	\$9.45
Investment Shares	\$9.45
OFFERING PRICE PER SHARE+:	
Trust Shares	\$9.45
Investment Shares	\$9.64
SHARES OUTSTANDING:	
Trust Shares	5,838,074
Investment Shares	763,700
TOTAL SHARES OUTSTANDING	6,601,774
INVESTMENTS, AT IDENTIFIED COST	\$ 63,583,277

</TABLE>

+ See "What Shares Cost" in the prospectus.

(See Notes which are an integral part of the Financial Statements)

<TABLE>

<CAPTION>

	INTERMEDIATE GOVERNMENT INCOME FUND	FIXED INCOME FUND	CONNECTICUT INTERMEDIATE MUNICIPAL INCOME FUND	MASSACHUSETTS INTERMEDIATE MUNICIPAL INCOME FUND	GROWTH AND INCOME EQUITY FUND	GROWTH EQUITY FUND]	SMALL CAPITALIZATION EQUITY FUND
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
\$	67,619,326	\$ 89,428,052	\$ 7,905,598	\$ 6,483,174	\$ 181,946,208	\$ 22,291,248	\$ 123,017,234
	--	--	--	--	7,696	127,225	--
	1,016,813	1,528,704	121,176	119,738	265,949	20,381	82,828
	29,767	140,941	10,081	--	426,348	5,256	68,904
	2,636,141	--	--	--	2,810,118	868,036	70,965
	24,200	32,237	2,756	1,675	45,869	12,861	32,988
	71,326,247	91,129,934	8,039,611	6,604,587	185,502,188	23,325,007	123,272,919
	40,261	154,372	9,521	--	98,627	56,545	368,735
	2,618,374	--	--	--	6,151,473	414,804	1,112,791

--	--	--	--	--	--	76,987
6,014	7,991	6,425	5,004	--	--	342
78,255	85,057	22,153	31,585	180,956	37,314	45,246
--	--	--	--	--	--	--
2,742,904	247,420	38,099	36,589	6,431,056	508,663	1,604,101
74,448,055	99,123,210	8,723,515	7,108,014	162,378,516	21,205,610	111,012,560
(4,465,114)	(7,254,823)	(558,436)	(504,990)	9,200,362	1,786,346	4,424,196
(1,515,799)	(1,147,333)	(180,165)	(42,418)	7,188,162	(195,968)	6,218,972
116,201	161,460	16,598	7,392	304,092	20,356	13,090
\$ 68,583,343	\$ 90,882,514	\$ 8,001,512	\$ 6,567,998	\$ 179,071,132	\$ 22,816,344	\$ 121,668,818
\$ 57,550,763	\$ 82,468,341	N/A	N/A	\$ 156,827,034	\$ 16,970,478	\$ 101,904,955
\$ 11,032,580	\$ 8,414,173	\$ 8,001,512	\$ 6,567,998	\$ 22,244,098	\$ 5,845,866	\$ 19,763,863
\$9.37	\$9.32	N/A	N/A	\$11.15	\$10.69	\$11.07
\$9.37	\$9.32	\$9.32	\$9.31	\$11.15	\$10.69	\$11.06
\$9.37	\$9.32	N/A	N/A	\$11.15	\$10.69	\$11.07
\$9.56	\$9.51	\$9.51	\$9.50	\$11.61	\$11.14	\$11.52
6,143,929	8,850,245	N/A	N/A	14,062,271	1,587,369	9,207,012
1,177,115	903,200	858,269	705,262	1,994,587	546,967	1,787,767
7,321,044	9,753,445	858,269	705,262	16,056,858	2,134,336	10,994,779
\$ 72,084,440	\$ 96,682,875	\$ 8,464,034	\$ 6,988,164	\$ 172,745,846	\$ 20,504,902	\$ 118,593,038

<CAPTION>

QUANTITATIVE
EQUITY
FUND
<C>

\$ 3,556,437
--
2,821
14,467
--
2,042
3,575,767
--
--
--
39,500
--
39,500
3,527,653
7,259
--
1,355
\$ 3,536,267
\$ 3,160,918
\$ 375,349
\$10.06
\$10.06
\$10.06
\$10.48
314,297
37,301
351,598
\$ 3,549,178

</TABLE>

THE SHAWMUT FUNDS
Year Ended October 31, 1994

Statements of Operations

<TABLE>
<CAPTION>

	PRIME MONEY MARKET FUND <C>	CONNECTICUT MUNICIPAL MONEY MARKET FUND <C>	MASSACHUSETTS MUNICIPAL MONEY MARKET FUND <C>
INVESTMENT INCOME:			
Interest income	\$ 20,520,973	\$ 1,691,516	\$ 682,198
Dividend income	--	--	--
Total income	20,520,973	1,691,516	682,198
EXPENSES:			
Investment advisory fees	2,555,606	305,260	136,636
Trustees' fees	1,894	58	173
Administrative personnel and services fees	545,008	77,039	50,000
Custodian fees	88,732	12,215	12,000
Portfolio accounting fees	102,552	54,416	40,086
Transfer and dividend disbursing agent fees and expenses	102,715	47,342	22,769
Fund share registration costs	147,537	64,341	23,017
Auditing fees	19,053	11,126	14,030
Legal fees	45,334	5,000	4,714
Printing and postage	24,984	23,184	17,735
Insurance premiums	7,881	6,204	5,152
Distribution services fees	426,103	217,698	--
Miscellaneous	14,914	3,848	836
Total expenses	4,082,313	827,731	327,148
Deduct--			
Waiver of investment advisory fee and custodian fees	1,165,008	62,289	33,600
Waiver of administrative personnel and services fees	128,868	3,405	--
Reimbursement of other operating expenses	188,682	222,800	149,809
Waiver of distribution services fees	213,051	108,849	--
NET EXPENSES	2,386,704	430,388	143,739
NET INVESTMENT INCOME	18,134,269	1,261,128	538,459
REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS:			
Net realized gain (loss) on investments (identified cost basis)	--	--	--
Net realized gain (loss) on options (identified cost basis)	--	--	--
Net change in unrealized appreciation (depreciation) on investments	--	--	--
NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS	--	--	--
CHANGE IN NET ASSETS RESULTING FROM OPERATIONS	\$ 18,134,269	\$ 1,261,128	\$ 538,459

<CAPTION>

	LIMITED TERM INCOME FUND <C>
INVESTMENT INCOME:	
Interest income	\$ 4,294,323*
Dividend income	--
Total income	4,294,323
EXPENSES:	
Investment advisory fees	546,634
Trustees' fees	1,349
Administrative personnel and services fees	73,627
Custodian fees	13,645
Portfolio accounting fees	64,879
Transfer and dividend disbursing agent fees and expenses	65,237
Fund share registration costs	27,738
Auditing fees	18,013
Legal fees	9,980
Printing and postage	26,041
Insurance premiums	6,556
Distribution services fees	31,201

Miscellaneous	8,239
Total expenses	893,139
Deduct--	
Waiver of investment advisory fee and custodian fees	155,654
Waiver of administrative personnel and services fees	--
Reimbursement of other operating expenses	--
Waiver of distribution services fees	15,600
NET EXPENSES	721,885
NET INVESTMENT INCOME	3,572,438
REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS:	
Net realized gain (loss) on investments (identified cost basis)	(1,968,004)
Net realized gain (loss) on options (identified cost basis)	4,439
Net change in unrealized appreciation (depreciation) on investments	(2,193,724)
NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS	(4,157,289)
CHANGE IN NET ASSETS RESULTING FROM OPERATIONS	(\$ 584,851)

</TABLE>

* Net of interest expense of \$101,458.

** For the period from August 4, 1994 (date of initial public investment) to October 31, 1994.

(See Notes which are an integral part of the Financial Statements)

<TABLE>

<CAPTION>

	INTERMEDIATE GOVERNMENT INCOME FUND	FIXED INCOME FUND	CONNECTICUT INTERMEDIATE MUNICIPAL INCOME FUND	MASSACHUSETTS INTERMEDIATE MUNICIPAL INCOME FUND	GROWTH AND INCOME EQUITY FUND	GROWTH EQUITY FUND	SMALL CAPITALIZATION EQUITY FUND
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
\$ 5,034,451*	\$ 7,054,582*	\$ 390,937	\$ 281,014	\$ 588,124	\$ 40,525	\$ 325,478	
--	--	624	--	5,171,312	323,828	1,103,843	
5,034,451	7,054,582	391,561	281,014	5,759,436	364,353	1,429,321	
615,460	789,707	58,691	40,530	1,720,866	239,796	1,180,502	
1,471	960	84	158	2,172	825	544	
82,788	106,280	50,000	50,000	184,829	50,000	126,698	
15,380	19,744	12,000	12,000	34,400	12,000	23,598	
63,823	63,672	50,796	49,897	63,324	59,617	72,515	
79,247	72,103	33,003	33,580	92,444	69,426	94,993	
27,375	30,417	12,294	12,760	37,989	20,161	27,554	
16,763	18,441	17,221	16,560	16,169	14,013	15,406	
11,545	16,113	2,116	4,921	7,461	3,388	6,317	
25,107	28,283	19,412	17,357	11,493	26,487	26,071	
6,762	5,645	--	5,951	1,138	5,109	--	
68,227	49,392	--	--	96,587	26,500	89,974	
7,211	15,185	1,337	183	10,608	4,837	7,968	
1,021,159	1,215,942	256,954	243,897	2,279,480	532,159	1,672,140	
175,780	233,458	70,691	52,530	389,293	137,313	326,550	
--	--	--	--	--	--	--	
--	--	145,926	161,962	--	86,267	--	
34,113	24,696	--	--	48,294	13,250	44,987	
811,266	957,788	40,337	29,405	1,841,893	295,329	1,300,603	
4,223,185	6,096,794	351,224	251,609	3,917,543	69,024	128,718	
(1,567,146)	(1,388,124)	(180,165)	(42,418)	7,261,816	(165,719)	6,221,566	
(62,226)	46,478	--	--	--	--	--	
(5,747,623)	(10,853,861)	(631,282)	(573,616)	4,439,073	974,203	(4,130,546)	
(7,376,995)	(12,195,507)	(811,447)	(616,034)	11,700,889	808,484	2,091,020	
(\$ 3,153,810)	(\$ 6,098,713)	(\$ 460,223)	(\$ 364,425)	\$ 15,618,432	\$ 877,508	\$ 2,219,738	

<CAPTION>

QUANTITATIVE**
EQUITY

FUND
<C>
\$ 32,681
2,638

35,319

8,318
--
17,808
5,000
19,337
8,116
--
--
2,130
3,296
4,842
241
2,830

71,918

13,318
17,808
28,064
125

12,603

22,716

--
--
7,259

7,259

\$ 29,975

</TABLE>

THE SHAWMUT FUNDS
Year Ended October 31, 1994

Statements of Changes in Net Assets

<TABLE>
<CAPTION>

	PRIME MONEY MARKET FUND	CONNECTICUT MUNICIPAL MONEY MARKET FUND	
	1994 <C>	1993* <C>	1994 <C>
<S>			
INCREASE (DECREASE) IN NET ASSETS:			
OPERATIONS--			
Net investment income	\$ 18,134,269	\$ 6,088,864	\$ 1,261,128
Net realized gain (loss) on investment transactions	--	--	--
Change in net unrealized appreciation (depreciation) of investments	--	--	--
Change in net assets resulting from operations	18,134,269	6,088,864	1,261,128
DISTRIBUTIONS TO SHAREHOLDERS--			
Dividends to shareholders from net investment income:			
Trust Shares	(15,122,816)	(5,990,070)	(392,561)
Investment Shares	(3,011,453)	(98,794)	(868,567)
Distributions to shareholders from net realized gain on investments:			
Trust Shares	--	--	--
Investment Shares	--	--	--
Change in net assets from distributions to shareholders	(18,134,269)	(6,088,864)	(1,261,128)
FUND SHARE (PRINCIPAL) TRANSACTIONS--			
Proceeds from sales of shares	1,358,180,192	651,556,019	214,871,629
Net asset value of shares issued to shareholders in payment of dividends declared	2,374,749	94,351	846,013
Cost of shares redeemed	(991,654,083)	(365,140,732)	(107,282,901)
Change in net assets from Fund share transactions	368,900,858	286,509,638	108,434,741
Change in net assets	368,900,858	286,509,638	108,434,741

NET ASSETS:			
Beginning of period	286,609,638	100,000	6,582,063
End of period	\$ 655,510,496	\$ 286,609,638	\$ 115,016,804
Undistributed net investment income included in net assets at end of period	\$ --	\$ --	\$ --

<CAPTION>

<S>	1993**	<C>
INCREASE (DECREASE) IN NET ASSETS:		
OPERATIONS--		
Net investment income	\$ 4,674	
Net realized gain (loss) on investment transactions	--	
Change in net unrealized appreciation (depreciation) of investments	--	
Change in net assets resulting from operations	4,674	
DISTRIBUTIONS TO SHAREHOLDERS--		
Dividends to shareholders from net investment income:		
Trust Shares	--	
Investment Shares	(4,674)	
Distributions to shareholders from net realized gain on investments:		
Trust Shares	--	
Investment Shares	--	
Change in net assets from distributions to shareholders	(4,674)	
FUND SHARE (PRINCIPAL) TRANSACTIONS--		
Proceeds from sales of shares	6,678,827	
Net asset value of shares issued to shareholders in payment of dividends declared	3,772	
Cost of shares redeemed	(100,536)	
Change in net assets from Fund share transactions	6,582,063	
Change in net assets	6,582,063	
NET ASSETS:		
Beginning of period	--	
End of period	\$ 6,582,063	
Undistributed net investment income included in net assets at end of period	\$ --	

</TABLE>

- * For the period from December 14, 1992 (date of initial public investment) to October 31, 1993. For the period from October 21, 1992 (start of business) to December 13, 1992, net investment income aggregating \$0.004 per share (\$400) was distributed to Federated Administrative Services.
- ** For the period from October 4, 1993 (date of initial public investment) to October 31, 1993.
- *** For the period from October 5, 1993 (date of initial public investment) to October 31, 1993.
- **** For the period from December 14, 1992 (date of initial public investment) to October 31, 1993.

(See Notes which are an integral part of the Financial Statements)

<TABLE>

<CAPTION>	MASSACHUSETTS MUNICIPAL MONEY MARKET FUND		LIMITED TERM INCOME FUND		INTERMEDIATE GOVERNMENT INCOME FUND		FIXED INCOME FUND
<S>	1994	1993***	1994	1993****	1994	1993****	1994
\$	538,459	\$ 735	\$ 3,572,438	\$ 2,844,797	\$ 4,223,185	\$ 3,210,248	\$ 6,096,794
	--	--	(1,963,565)	(310,753)	(1,629,372)	(54,371)	(1,341,646)
	--	--	(2,193,724)	206,272	(5,747,623)	1,282,509	(10,853,861)
	538,459	735	(584,851)	2,740,316	(3,153,810)	4,438,386	(6,098,713)
	(538,459)	(735)	(3,054,920)	(2,785,883)	(3,318,862)	(2,921,736)	(5,236,662)
	--	--	(288,271)	(57,911)	(678,800)	(257,766)	(559,260)
	--	--	--	--	--	--	(436,120)

--	--	--	--	--	--	(49,491)
(538,459)	(735)	(3,343,191)	(2,843,794)	(3,997,662)	(3,179,502)	(6,281,533)
74,726,599	1,236,303	32,878,138	93,789,581	21,327,554	88,073,925	25,515,479
282,954	580	172,029	45,663	587,902	219,922	951,432
(44,730,008)	--	(37,573,157)	(22,874,311)	(22,391,852)	(13,341,520)	(25,238,719)
30,279,545	1,236,883	(4,522,990)	70,960,933	(476,396)	74,952,327	1,228,192
30,279,545	1,236,883	(8,451,032)	70,857,455	(7,627,868)	76,211,211	(11,152,054)
1,236,883	--	70,857,455	--	76,211,211	--	102,034,568
\$ 31,516,428	\$ 1,236,883	\$ 62,406,423	\$ 70,857,455	\$ 68,583,343	\$ 76,211,211	\$ 90,882,514
\$ --	\$ --	\$ 112,160	\$ 1,003	\$ 116,201	\$ 30,746	\$ 161,460

<CAPTION>
1993****

<C>
\$ 4,568,605
483,546
3,599,038
8,651,189
(4,330,490)
(185,345)
--
--
(4,515,835)
113,243,761
150,258
(15,494,805)
97,899,214
102,034,568
--
\$ 102,034,568
\$ 52,770

</TABLE>

Statements of Changes in Net Assets--Continued THE SHAWMUT FUNDS
Year Ended October 31, 1994

<TABLE>
<CAPTION>

	CONNECTICUT MUNICIPAL INCOME FUND	INTERMEDIATE MUNICIPAL INCOME FUND	MASSACHUSETTS INTERMEDIATE MUNICIPAL INCOME FUND
<S>	1994 <C>	1993* <C>	1994 <C>
INCREASE (DECREASE) IN NET ASSETS:			
OPERATIONS--			
Net investment income	\$ 351,224	\$ 59,881	\$ 251,609
Net realized gain (loss) on investment transactions	(180,165)	6,714	(42,418)
Change in net unrealized appreciation (depreciation) of investments	(631,282)	72,846	(573,616)
Change in net assets resulting from operations	(460,223)	139,441	(364,425)
DISTRIBUTIONS TO SHAREHOLDERS FROM--			
Dividends to shareholders from net investment income:			
Trust Shares	--	--	--
Investment Shares	(336,798)	(59,455)	(248,443)
Distributions to shareholders from net realized gain on investments:			
Trust Shares	--	--	--
Investment Shares	(6,714)	--	--
Change in net assets from distributions to shareholders	(343,512)	(59,455)	(248,443)

FUND SHARE (PRINCIPAL) TRANSACTIONS--			
Proceeds from sales of shares	4,718,416	7,254,696	4,291,184
Net asset value of shares issued to shareholders in payment of dividends declared	205,330	28,457	138,571
Cost of shares redeemed	(3,406,343)	(75,295)	(1,258,310)
Change in net assets from Fund share transactions	1,517,403	7,207,858	3,171,445
Change in net assets	713,668	7,287,844	2,558,577
NET ASSETS:			
Beginning of period	7,287,844	--	4,009,421
End of period	\$ 8,001,512	\$ 7,287,844	\$ 6,567,998
Undistributed net investment income included in net assets at end of period	\$ 16,598	\$ 426	\$ 7,392

<CAPTION>

<S>	1993*
INCREASE (DECREASE) IN NET ASSETS:	<C>
OPERATIONS--	
Net investment income	\$ 38,103
Net realized gain (loss) on investment transactions	--
Change in net unrealized appreciation (depreciation) of investments	68,626
Change in net assets resulting from operations	106,729
DISTRIBUTIONS TO SHAREHOLDERS FROM--	
Dividends to shareholders from net investment income:	
Trust Shares	--
Investment Shares	(35,666)
Distributions to shareholders from net realized gain on investments:	
Trust Shares	--
Investment Shares	--
Change in net assets from distributions to shareholders	(35,666)
FUND SHARE (PRINCIPAL) TRANSACTIONS--	
Proceeds from sales of shares	3,946,103
Net asset value of shares issued to shareholders in payment of dividends declared	18,392
Cost of shares redeemed	(26,137)
Change in net assets from Fund share transactions	3,938,358
Change in net assets	4,009,421
NET ASSETS:	
Beginning of period	--
End of period	\$ 4,009,421
Undistributed net investment income included in net assets at end of period	\$ 2,437

</TABLE>

* For the period from June 17, 1993 (date of initial public investment) to October 31, 1993.

** For the period from December 14, 1992 (date of initial public investment) to October 31, 1993.

*** For the period from August 4, 1994 (date of initial public investment) to October 31, 1994.

(See Notes which are an integral part of the Financial Statements)

<TABLE>

<CAPTION>

	GROWTH AND INCOME EQUITY FUND		GROWTH EQUITY FUND		SMALL CAPITALIZATION EQUITY FUND		QUANTITATIVE EQUITY FUND
<S>	1994	1993**	1994	1993**	1994	1993**	1994***
		<C>	<C>	<C>	<C>	<C>	<C>
\$	3,917,543	\$ 2,496,184	\$ 69,024	\$ 51,244	\$ 128,718	\$ 7,644	\$ 22,716
	7,261,816	4,324,678	(165,719)	448,318	6,221,566	3,369,998	--

4,439,073	4,761,289	974,203	812,143	(4,130,546)	8,554,742	7,259
15,618,432	11,582,151	877,508	1,311,705	2,219,738	11,932,384	29,975
(3,281,259)	(2,334,825)	(58,158)	(43,156)	(119,464)	(7,644)	(20,748)
(357,326)	(140,395)	(1,090)	(1,522)	(33)	--	(1,294)
(3,938,454)	--	(384,883)	--	(2,899,114)	(7,435)	--
(459,878)	--	(93,684)	--	(466,043)	--	--
(8,036,917)	(2,475,220)	(537,815)	(44,678)	(3,484,654)	(15,079)	(22,042)
45,022,703	173,784,764	4,449,448	40,120,471	22,848,417	109,180,277	3,577,118
4,732,196	134,568	478,579	1,520	3,361,444	--	2,580
(41,634,892)	(19,656,653)	(7,869,468)	(15,970,926)	(18,672,111)	(5,701,598)	(51,364)
8,120,007	154,262,679	(2,941,441)	24,151,065	7,537,750	103,478,679	3,528,334
15,701,522	163,369,610	(2,601,748)	25,418,092	6,272,834	115,395,984	3,536,267
163,369,610	--	25,418,092	--	115,395,984	--	--
\$ 179,071,132	\$ 163,369,610	\$ 22,816,344	\$ 25,418,092	\$ 121,668,818	\$ 115,395,984	\$ 3,536,267
\$ 304,092	\$ 20,964	\$ 20,356	\$ 6,566	\$ 13,090	\$ --	\$ 1,355

</TABLE>

Financial Highlights

<TABLE>

<CAPTION>

YEAR ENDED OCTOBER 31,	NET ASSET VALUE, BEGINNING OF PERIOD	NET INVESTMENT INCOME	NET REALIZED AND UNREALIZED GAIN/(LOSS) ON INVESTMENTS	TOTAL FROM INVESTMENT OPERATIONS	DIVIDENDS TO SHAREHOLDERS FROM NET INVESTMENT INCOME	DISTRIBUTIONS TO SHAREHOLDERS FROM NET REALIZED GAIN ON INVESTMENT TRANSACTIONS	TOTAL DISTRIBUTIONS
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
INVESTMENT SHARES							
PRIME MONEY MARKET							
1993*	\$ 1.00	\$ 0.02	\$ --	\$ --	\$ (0.02)	\$ --	\$ (0.02)
1994	1.00	0.03	--	--	(0.03)	--	(0.03)
CONNECTICUT MUNICIPAL MONEY MARKET							
1993**	1.00	0.001	--	--	(0.001)	--	(0.001)
1994	1.00	0.02	--	--	(0.02)	--	(0.02)
MASSACHUSETTS MUNICIPAL MONEY MARKET++							
1993***	1.00	0.001	--	--	(0.001)	--	(0.001)
1994	1.00	0.02	--	--	(0.02)	--	(0.02)
LIMITED TERM INCOME							
1993*	10.09	0.34	(0.09)	0.25	(0.34)	--	(0.34)
1994	10.00	0.49	(0.58)	(0.09)	(0.46)	--	(0.46)
INTERMEDIATE GOVERNMENT INCOME							
1993*	10.18	0.37	0.08	0.45	(0.37)	--	(0.37)
1994	10.26	0.52	(0.92)	(0.40)	(0.49)	--	(0.49)
FIXED INCOME							
1993*	10.23	0.40	0.31	0.71	(0.39)	--	(0.39)
1994	10.55	0.59	(1.21)	(0.62)	(0.56)	(0.05)	(0.61)
CONNECTICUT INTERMEDIATE MUNICIPAL INCOME++							
1993****	10.00	0.13	0.24	0.37	(0.13)	--	(0.13)
1994	10.24	0.42	(0.93)	(0.51)	(0.40)	(0.01)	(0.41)
MASSACHUSETTS INTERMEDIATE MUNICIPAL INCOME++							
1993****	10.00	0.14	0.29	0.43	(0.13)	--	(0.13)
1994	10.30	0.42	(0.99)	(0.57)	(0.42)	--	(0.42)
GROWTH AND INCOME EQUITY							
1993*	10.23	0.15	0.48	0.63	(0.17)	--	(0.17)
1994	10.69	0.22	0.72	0.94	(0.20)	(0.28)	(0.48)
GROWTH EQUITY							
1993*	10.01	0.004	0.480	0.484	(0.004)	--	(0.004)
1994	10.49	0.010	0.390	0.400	(0.002)	(0.196)	(0.198)
SMALL CAPITALIZATION EQUITY							
1993*	10.52	(0.008)	0.698	0.690	0.000	--	0.000
1994	11.21	(0.01)	0.18	0.17	0.00	(0.32)	(0.32)
QUANTITATIVE EQUITY							
1994*****	10.03	0.07	0.03	0.10	(0.07)	--	(0.07)

</TABLE>

* For the period from February 12, 1993 (date of initial public offering) to October 31, 1993.

** For the period from October 4, 1993 (date of initial public investment) to October 31, 1993.

*** For the period from October 5, 1993 (date of initial public investment) to October 31, 1993.

**** For the period from June 17, 1993 (date of initial public investment) to October 31, 1993.

***** For the period from August 4, 1994 (date of initial public investment) to October 31, 1994.

+ Based on net asset value which does not reflect the sales load or contingent deferred sales charge, if applicable.

++ Massachusetts Municipal Money Market Fund, Connecticut Intermediate Municipal

Income Fund and Massachusetts Intermediate Municipal Income Fund sell their shares without class designation.

(a) Computed on an annualized basis.

(b) This voluntary expense decrease is reflected in both the expense and net investment income ratios shown above.

(See Notes which are an integral part of the Financial Statements)

<TABLE>

<CAPTION>

NET ASSET VALUE, END OF PERIOD <C>	TOTAL RETURN+ <C>	EXPENSES <C>	NET INVESTMENT INCOME <C>	EXPENSE WAIVER/ REIMBURSEMENT (B) <C>	NET ASSETS, END OF PERIOD (000 OMITTED) <C>	PORTFOLIO TURNOVER RATE <C>
\$ 1.00	1.73%	0.85% (a)	2.36% (a)	0.37% (a)	\$ 28,758	--
1.00	3.28%	0.68%	3.33%	0.54%	156,192	--
1.00	0.14%	0.36% (a)	2.12% (a)	5.46% (a)	6,582	--
1.00	1.83%	0.78%	1.99%	0.72%	80,663	--
1.00	0.12%	0.11% (a)	2.75% (a)	35.31% (a)	1,237	--
1.00	1.99%	0.53%	2.00%	0.68%	31,516	--
10.00	2.57%	1.13% (a)	5.07% (a)	0.48% (a)	3,859	53%
9.45	(0.96%)	1.28%	5.01%	0.48%	7,219	144%
10.26	4.45%	1.15% (a)	5.41% (a)	0.50% (a)	13,812	30%
9.37	(3.99%)	1.26%	5.29%	0.48%	11,032	84%
10.55	7.02%	1.12% (a)	5.61% (a)	0.48% (a)	9,550	33%
9.32	(6.08%)	1.19%	5.95%	0.49%	8,414	73%
10.24	3.75%	0.50% (a)	3.80% (a)	2.33% (a)	7,288	8%
9.32	(5.17%)	0.48%	4.23%	2.61%	8,002	59%
10.30	4.35%	0.50% (a)	4.07% (a)	3.57% (a)	4,009	0%
9.31	(5.71%)	0.51%	4.35%	3.70%	6,568	41%
10.69	6.20%	1.25% (a)	1.77% (a)	0.53% (a)	16,280	38%
11.15	9.12%	1.29%	2.06%	0.45%	22,244	73%
10.49	4.84%	1.37% (a)	(0.10%) (a)	0.72% (a)	4,631	71%
10.69	3.86%	1.43%	0.09%	1.18%	5,846	73%
11.21	6.56%	1.33% (a)	(0.19%) (a)	0.54% (a)	15,014	29%
11.06	1.64%	1.31%	(0.10%)	0.53%	19,764	29%
10.06	0.94%	1.75% (a)	2.50% (a)	7.37% (a)	375	0%

</TABLE>

Financial Highlights

<TABLE>

<CAPTION>

YEAR ENDED OCTOBER 31, <S>	NET ASSET VALUE, BEGINNING OF PERIOD <C>	NET INVESTMENT INCOME <C>	NET REALIZED AND UNREALIZED GAIN/(LOSS) ON INVESTMENTS <C>	TOTAL FROM INVESTMENT OPERATIONS <C>	DIVIDENDS TO SHAREHOLDERS FROM NET INVESTMENT INCOME <C>	DISTRIBUTIONS TO SHAREHOLDERS FROM NET REALIZED GAIN ON INVESTMENT TRANSACTIONS <C>	TOTAL DISTRIBUTIONS <C>
TRUST SHARES							
PRIME MONEY MARKET++							
1993*	\$ 1.00	\$ 0.02	\$ --	\$ --	\$ (0.02)	\$ --	\$ (0.02)
1994	1.00	0.03	--	--	(0.03)	--	(0.03)
CONNECTICUT MUNICIPAL MONEY MARKET							
1994**	1.00	0.02	--	--	(0.02)	--	(0.02)
MASSACHUSETTS MUNICIPAL MONEY MARKET+++							
1993***	1.00	0.001	--	--	(0.001)	--	(0.001)
1994	1.00	0.02	--	--	(0.02)	--	(0.02)
LIMITED TERM INCOME							
1993*	10.00	0.49	--	0.49	(0.49)	--	(0.49)
1994	10.00	0.52	(0.59)	(0.07)	(0.48)	--	(0.48)

INTERMEDIATE GOVERNMENT INCOME							
1993*	10.00	0.52	0.26	0.78	(0.52)	--	(0.52)
1994	10.26	0.54	(0.92)	(0.38)	(0.51)	--	(0.51)
FIXED INCOME							
1993*	10.00	0.55	0.55	1.10	(0.55)	--	(0.55)
1994	10.55	0.62	(1.22)	(0.60)	(0.58)	(0.05)	(0.63)
CONNECTICUT INTERMEDIATE MUNICIPAL INCOME+++							
1993****	10.00	0.13	0.24	0.37	(0.13)	--	(0.13)
1994	10.24	0.42	(0.93)	(0.51)	(0.40)	(0.01)	(0.41)
MASSACHUSETTS INTERMEDIATE MUNICIPAL INCOME+++							
1993****	10.00	0.14	0.29	0.43	(0.13)	--	(0.13)
1994	10.30	0.42	(0.99)	(0.57)	(0.42)	--	(0.42)
GROWTH AND INCOME EQUITY							
1993*	10.00	0.18	0.69	0.87	(0.18)	--	(0.18)
1994	10.69	0.25	0.72	0.97	(0.23)	(0.28)	(0.51)
GROWTH EQUITY							
1993*	10.00	0.023	0.487	0.510	(0.019)	--	(0.019)
1994	10.49	0.037	0.390	0.427	(0.032)	(0.196)	(0.228)
SMALL CAPITALIZATION EQUITY							
1993*	10.00	0.002	1.210	1.212	(0.002)	--	(0.002)
1994	11.21	0.02	0.17	0.19	(0.01)	(0.32)	(0.33)
QUANTITATIVE EQUITY							
1994*****	10.03	0.07	0.03	0.10	(0.07)	--	(0.07)

</TABLE>

* For the period from December 14, 1992 (date of initial public investment) to October 31, 1993.

** For the period from December 16, 1993 (date of initial public investment) to October 31, 1994.

*** For the period from October 5, 1993 (date of initial public investment) to October 31, 1993.

**** For the period from June 17, 1993 (date of initial public investment) to October 31, 1993.

***** For the period from August 4, 1994 (date of initial public investment) to October 31, 1994.

+ Based on net asset value which does not reflect the sales load or contingent deferred sales charge, if applicable.

++ For the period from October 21, 1992 (start of business) to December 13, 1992 ,

net investment income aggregating \$0.004 per share (\$400) was distributed to Federated Administrative Services.

+++ Massachusetts Municipal Money Market Fund, Connecticut Intermediate Municipal

Income Fund and Massachusetts Intermediate Municipal Income Fund sell their shares without class designation.

(a) Computed on an annualized basis.

(b) This voluntary expense decrease is reflected in both the expense and net investment income ratios shown above.

(See Notes which are an integral part of the Financial Statements)

<TABLE>

<CAPTION>

NET ASSET VALUE, END OF PERIOD <C>	TOTAL RETURN+ <C>	NET EXPENSES <C>	NET INVESTMENT INCOME <C>	EXPENSE WAIVER/ REIMBURSEMENT (B) <C>	NET ASSETS, END OF PERIOD (000 OMITTED)	PORTFOLIO TURNOVER RATE <C>
					<C>	<C>
\$ 1.00	2.41%	0.58% (a)	2.71% (a)	0.12% (a)	\$ 257,851	--
1.00	3.54%	0.43%	3.58%	0.29%	499,319	--
1.00	2.08%	0.53% (a)	2.24% (a)	0.47% (a)	34,354	--
1.00	0.12%	0.11% (a)	2.75% (a)	35.31% (a)	1,237	--
1.00	1.99%	0.53%	2.00%	0.68%	31,516	--
10.00	5.02%	0.88% (a)	5.54% (a)	0.23% (a)	66,998	53%
9.45	(0.69%)	1.03%	5.26%	0.23%	55,187	144%
10.26	7.97%	0.88% (a)	5.83% (a)	0.26% (a)	62,399	30%
9.37	(3.75%)	1.01%	5.54%	0.23%	57,551	84%
10.55	11.26%	0.85% (a)	6.06% (a)	0.22% (a)	92,485	33%
9.32	(5.85%)	0.94%	6.20%	0.24%	82,468	73%
10.24	3.75%	0.50% (a)	3.80% (a)	2.33% (a)	7,288	8%
9.32	(5.17%)	0.48%	4.23%	2.61%	8,002	59%
10.30	4.35%	0.50% (a)	4.07% (a)	3.57% (a)	4,009	0%
9.31	(5.71%)	0.51%	4.35%	3.70%	6,568	41%
10.69	8.80%	0.98% (a)	2.11% (a)	0.27% (a)	147,090	38%

11.15	9.45%	1.04%	2.31%	0.20%	156,827	73%
10.49	5.09%	1.06% (a)	0.26% (a)	0.47% (a)	20,787	71%
10.69	4.16%	1.18%	0.34%	0.93%	16,970	73%
11.21	12.12%	1.01% (a)	0.02% (a)	0.28% (a)	100,382	29%
11.07	1.86%	1.06%	0.15%	0.28%	101,905	29%
10.06	0.94%	1.50% (a)	2.75% (a)	7.12% (a)	3,161	0%

</TABLE>

NOTES TO FINANCIAL STATEMENTS

THE SHAWMUT FUNDS
October 31, 1994

(1) ORGANIZATION

The Shawmut Funds (the "Trust") is registered under the Investment Company Act of 1940, as amended (the "Act"), as an open-end management investment company. The Trust consists of eight diversified portfolios and four non-diversified portfolios (individually referred to as the "Fund", or collectively as the "Funds") at October 31, 1994, as follows:

Shawmut Prime Money Market Fund ("Prime Money Market Fund")

Shawmut Connecticut Municipal Money Market Fund ("Connecticut Municipal Money Market Fund") *

Shawmut Massachusetts Municipal Money Market Fund ("Massachusetts Municipal Money Market Fund") *

Shawmut Limited Term Income Fund ("Limited Term Income Fund")

Shawmut Intermediate Government Income Fund ("Intermediate Government Income Fund")

Shawmut Fixed Income Fund ("Fixed Income Fund")

Shawmut Connecticut Intermediate Municipal Income Fund ("Connecticut Intermediate Municipal Income Fund") *

Shawmut Massachusetts Intermediate Municipal Income Fund ("Massachusetts Intermediate Municipal Income Fund") *

Shawmut Growth and Income Equity Fund ("Growth and Income Equity Fund")

Shawmut Growth Equity Fund ("Growth Equity Fund")

Shawmut Small Capitalization Equity Fund ("Small Capitalization Equity Fund")

Shawmut Quantitative Equity Fund ("Quantitative Equity Fund")

*non-diversified portfolios

All Funds except Massachusetts Municipal Money Market Fund, Connecticut Intermediate Municipal Income Fund, and Massachusetts Intermediate Municipal Income Fund, provide two classes of shares: Investment Shares and Trust Shares. Shares of the Massachusetts Municipal Money Market Fund, Connecticut Intermediate Municipal Income Fund, and Massachusetts Intermediate Municipal Income Fund are offered without class designation, the funds are presented as Investment Shares for financial statement purposes. The assets of each Fund are segregated and a shareholder's interest is limited to the Fund in which shares are held.

(2) SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies consistently followed by the Funds in the preparation of their financial statements. These policies are in conformity with generally accepted accounting principles.

- A. INVESTMENT VALUATIONS--Listed equity securities, corporate bonds (and other fixed income and asset backed securities) are valued at the last sale price reported on national securities exchanges. Unlisted securities and short-term securities are generally valued at the price provided by an independent pricing service. U.S. government securities are generally valued at the bid prices as furnished by an independent pricing service. Municipal bonds are valued by an independent pricing service, taking into consideration yield, liquidity, risk, credit, quality, coupon, maturity, type of issue, and any other factors or market data it deems relevant in determining valuations for normal institutional-size trading units of debt securities. The independent pricing service does not rely exclusively on quoted prices. Short-term securities with remaining maturities of sixty days or less may be valued at amortized cost, which approximates fair market value. Investments in other regulated investment companies are

valued at net asset value. The money market funds' use of the amortized cost method to value their portfolio securities is in accordance with Rule 2a-7 under the Act.

- B. REPURCHASE AGREEMENTS--It is the policy of the Funds to require the custodian bank to take possession, to have legally segregated in the Federal Reserve Book Entry System, or to have segregated within the custodian bank's vault, all securities held as collateral in support of repurchase agreement investments. Additionally, procedures have been established by the Funds to monitor, on a daily basis, the market value of each repurchase agreement's underlying collateral to ensure the value of collateral at least equals the principal amount of the repurchase agreement, including accrued interest.

The Funds will only enter into repurchase agreements with banks and other recognized financial institutions, such as broker/dealers, which are deemed by the Funds' adviser to be creditworthy pursuant to the guidelines established by the Board of Trustees (the "Trustees"). Risks may arise from the potential inability of counterparties to honor the terms of the repurchase agreement. Accordingly, the Funds could receive less than the repurchase price on the sale of collateral securities.

- C. INVESTMENT INCOME, EXPENSES AND DISTRIBUTIONS--Dividend income and distributions to shareholders are recorded on the ex-dividend date. Interest income and expenses are accrued daily. Bond premium and discount, if applicable, are amortized as required by the Internal Revenue Code, as amended (the "Code").
- D. FEDERAL TAXES--It is the Funds' policy to comply with the provisions of the Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of their taxable or tax-exempt income. Accordingly, no provisions for federal tax are necessary.

At October 31, 1994, The Shawmut Funds, for federal tax purposes, had capital loss carry forwards, which will reduce the Fund's taxable income arising from future net realized gain on investments, if any, to the extent permitted by the code, and thus will reduce the amount of distributions to shareholders which would otherwise be necessary to relieve the Funds of any liability for federal tax.

<TABLE>
<CAPTION>

	1994 Carry Forwards to Expire in 2002	1993 Carry Forwards to Expire in 2001
<S>	<C>	<C>
Limited Term Income Fund	\$ 1,797,977	\$ 166,802
Intermediate Government Income Fund	1,515,800	--
Fixed Income Fund	1,024,854	--
Connecticut Intermediate Municipal Income Fund	180,165	--
Massachusetts Intermediate Municipal Income Fund	42,418	--

</TABLE>

- E. WHEN-ISSUED AND DELAYED DELIVERY TRANSACTIONS--The Funds may engage in when-issued or delayed delivery transactions. The Funds record when-issued securities on the trade date and maintain security positions such that sufficient liquid assets will be available to make payment for the securities purchased. Securities purchased on a when-issued or delayed delivery basis are marked to market daily and begin earning interest on the settlement date.
- F. DEFERRED EXPENSES--The costs incurred by each Fund with respect to registration of their shares in its first fiscal year, excluding the initial expense of registering its shares, have been deferred and are being amortized using the straight-line method not to exceed a period of five years from each Fund's commencement date.
- G. DOLLAR ROLL TRANSACTIONS--The Fixed Income Fund, Intermediate Government Income Fund, and Limited Term Income Fund enter into dollar roll transactions, with respect to mortgage securities issued by GNMA, FNMA and FHLMC, in which the Funds loan mortgage securities to financial institutions and simultaneously agree to accept substantially similar (same type, coupon and maturity) securities at a later date at an agreed upon price. Dollar roll transactions are short-term financing arrangements which will not exceed twelve months. These Funds will use the proceeds generated from the transactions to invest in short-term investments which may enhance the Funds' current yield and total return.
- H. OPTIONS CONTRACTS--Fixed Income Fund, Intermediate Government Income Fund and Limited Term Income Fund may write or purchase option contracts. A written option obligates the Funds to deliver (a call), or to receive (a

put), the contract amount upon exercise by the holder of the option. The value of the option contract written is recorded as a liability and unrealized gain or loss is measured by the difference between the current value and the premium received.

Written option transactions during the period are summarized as follows:

<TABLE> <CAPTION>					
<S>	Proceeds*	10/31/93	Opened	Exercised	Closed
	<C>	<C>	<C>	<C>	<C>
Fixed Income Fund	\$ 129,396	0	280	0	190
Intermediate Government Income Fund	47,218	0	110	0	110
Limited Term Income Fund	53,802	0	100	0	100

<CAPTION>		
<S>	Expired	10/31/94
	<C>	<C>
Fixed Income Fund	90	0
Intermediate Government Income Fund	0	0
Limited Term Income Fund	0	0

</TABLE>

*Represents premium received less commissions paid.

I. RECLASSIFICATION OF CAPITAL ACCOUNTS

During the fiscal year ended October 31, 1994, The Shawmut Funds adopted Statement of Position 93-2, Determination, Disclosure and Financial Statement Presentation of Income, Capital Gain and Return of Capital Distributions by Investment Companies. Permanent book and tax differences, which resulted from non-deductible organizational expenses, have been reclassified from undistributed net investment income to paid-in capital in accordance with SOP 93-2. In addition, permanent book and tax differences resulting from the treatment of paydowns on mortgage-backed securities have been reclassified from accumulated net realized gain (loss) on investments to undistributed net investment income. Undistributed net investment income and accumulated net realized gain (loss) on investments have been adjusted to reflect the tax nature of distributions. Adjustments to paid-in capital have been made to reflect a prior year tax return of capital which resulted from distributions in excess of the aggregate amount of taxable income. Net investment income, net realized gain (loss) on investments and net assets were not affected by these changes. These reclassifications have been made in accordance with SOP 93-2 as follows:

<TABLE> <CAPTION>				
<S>	Prior year Return of Capital	Distributions	Paydowns	Organizational Expenses
	<C>	<C>	<C>	<C>
Limited Term Income Fund	\$ 141,666	\$ --	\$ 263,602	\$ 3,846
Intermediate Government Income Fund	23,625	91,351	259,295	4,252
Fixed Income Fund	--	122,993	319,371	4,196
Connecticut Intermediate Municipal Income Fund	--	--	--	1,746
Massachusetts Intermediate Municipal Income Fund	--	--	--	1,789
Growth and Income Equity Fund	--	--	--	4,170
Growth Equity Fund	--	--	--	4,014
Small Capitalization Equity Fund	--	7,435	--	3,869
Quantitative Equity Fund	--	--	--	681

</TABLE>

J. OTHER--Investment transactions are accounted for on the trade date.

(3) SHARES OF BENEFICIAL INTEREST

The Declaration of Trust permits the Trustees to issue an unlimited number of full and fractional shares of beneficial interest (without par value) for each class of shares. Transactions in Fund shares were as follows:

<TABLE> <CAPTION>						
For the period ended October 31:						
	Prime Money Market Fund		Connecticut Municipal Money Market Fund		Massachusetts Municipal Money Market Fund	
<S>	1994	1993*	1994	1993**	1994	1993***
	<C>	<C>	<C>	<C>	<C>	<C>
TRUST SHARES						

Shares sold	1,096,945,801	615,788,528	73,243,617	150	--	--
Shares issued to shareholders in payment of dividends declared	3	2	18	--	--	--
Shares redeemed	(855,478,380)	(358,037,205)	(38,889,769)	--	--	--
	241,467,424	257,751,325	34,353,866	150	--	--
INVESTMENT SHARES						
Shares sold	261,234,391	35,767,491	141,628,012	6,678,677	74,726,599	1,236,303
Shares issued to shareholders in payment of dividends declared	2,374,746	94,349	845,995	3,772	282,954	580
Shares redeemed	(136,175,703)	(7,103,527)	(68,393,132)	(100,536)	(44,730,008)	--
	127,433,434	28,758,313	74,080,875	6,581,913	30,279,545	1,236,883
Net change resulting from Fund share transactions	368,900,858	286,509,638	108,434,741	6,582,063	30,279,545	1,236,883

</TABLE>

*Reflects operations for the period from December 14, 1992 (date of initial public investment) to October 31, 1993.

**For the period from October 4, 1993 (date of initial public investment) to October 31, 1993.

***For the period from October 5, 1993 (date of initial public investment) to October 31, 1993.

<TABLE>

<CAPTION>

	For the year ended October 31, 1994:					
	Limited Term Income Fund		Intermediate Government Income Fund		Fixed Income Fund	
	Shares	Amount	Shares	Amount	Shares	Amount
<S>	<C>	<C>	<C>	<C>	<C>	<C>
TRUST SHARES						
Shares sold	2,767,724	\$ 27,063,722	1,773,695	\$ 17,669,269	2,241,082	\$ 22,256,955
Shares issued to shareholders in payment of dividends declared	--	--	--	--	42,297	436,081
Shares redeemed	(3,627,778)	(35,273,732)	(1,713,155)	(16,642,730)	(2,198,827)	(21,589,033)
	(860,054)	(8,210,010)	60,540	1,026,539	84,552	1,104,003
INVESTMENT SHARES						
Shares sold	598,969	5,814,416	362,801	3,658,285	320,868	3,258,524
Shares issued to shareholders in payment of dividends declared	17,756	172,029	60,087	587,902	52,197	515,351
Shares redeemed	(238,838)	(2,299,425)	(592,453)	(5,749,122)	(375,060)	(3,649,686)
	377,887	3,687,020	(169,565)	(1,502,935)	(1,995)	124,189
Net change resulting from Fund share transactions	(482,167)	(\$4,522,990)	(109,025)	(\$476,396)	82,557	\$ 1,228,192

</TABLE>

<TABLE>

<CAPTION>

	For the period ended October 31, 1993:					
	Limited Term Income Fund*		Intermediate Government Income Fund*		Fixed Income Fund*	
	Shares	Amount	Shares	Amount	Shares	Amount
<S>	<C>	<C>	<C>	<C>	<C>	<C>
TRUST SHARES						
Shares sold	8,951,067	\$ 89,744,129	7,286,148	\$ 73,447,437	10,214,367	\$ 103,565,799
Shares issued to shareholders in payment of dividends declared	--	--	--	--	--	--
Shares redeemed	(2,252,939)	(22,657,941)	(1,202,759)	(12,271,381)	(1,448,674)	(15,079,076)
	6,698,128	67,086,188	6,083,389	61,176,056	8,765,693	88,486,723
INVESTMENT SHARES						
Shares sold	402,814	4,045,452	1,429,918	14,626,488	930,761	9,677,962
Shares issued to shareholders in payment of dividends declared	4,558	45,663	21,484	219,918	14,366	150,258
Shares redeemed	(21,559)	(216,370)	(104,722)	(1,070,135)	(39,932)	(415,729)
	385,813	3,874,745	1,346,680	13,776,271	905,195	9,412,491
Net change resulting from Fund share transactions	7,083,941	\$ 70,960,933	7,430,069	\$ 74,952,327	9,670,888	\$ 97,899,214

</TABLE>

*For the period from December 14, 1992 (date of initial public investment) to October 31, 1993.

<TABLE>
<CAPTION>

<S>	For the year ended October 31, 1994:					
	Connecticut Intermediate Municipal Income Fund		Massachusetts Intermediate Municipal Income Fund		Growth and Income Equity Fund	
	Shares <C>	Amount <C>	Shares <C>	Amount <C>	Shares <C>	Amount <C>
TRUST SHARES						
Shares sold	--	--	--	--	3,516,115	\$ 37,606,058
Shares issued to shareholders in payment of dividends declared	--	--	--	--	377,823	3,936,919
Shares redeemed	--	--	--	--	(3,589,377)	(38,467,504)
	-----	-----	-----	-----	-----	-----
	--	--	--	--	304,561	3,075,473
	-----	-----	-----	-----	-----	-----
INVESTMENT SHARES						
Shares sold	473,934	\$ 4,718,416	431,195	\$ 4,291,184	692,705	7,416,645
Shares issued to shareholders in payment of dividends declared	20,919	205,330	14,141	138,571	75,351	795,277
Shares redeemed	(348,269)	(3,406,343)	(129,428)	(1,258,310)	(296,338)	(3,167,388)
	-----	-----	-----	-----	-----	-----
	146,584	1,517,403	315,908	3,171,445	471,718	5,044,534
	-----	-----	-----	-----	-----	-----
Net change resulting from Fund share transactions	146,584	\$ 1,517,403	315,908	\$ 3,171,445	776,279	\$ 8,120,007
	-----	-----	-----	-----	-----	-----

</TABLE>

<TABLE>
<CAPTION>

<S>	For the period ended October 31, 1993:					
	Connecticut Intermediate Municipal Income Fund*		Massachusetts Intermediate Municipal Income Fund*		Growth and Income Equity Fund**	
	Shares <C>	Amount <C>	Shares <C>	Amount <C>	Shares <C>	Amount <C>
TRUST SHARES						
Shares sold	--	--	--	--	15,585,818	\$ 157,356,704
Shares issued to shareholders in payment of dividends declared	--	--	--	--	--	--
Shares redeemed	--	--	--	--	(1,828,108)	(18,850,279)
	-----	-----	-----	-----	-----	-----
	--	--	--	--	13,757,710	138,506,425
	-----	-----	-----	-----	-----	-----
INVESTMENT SHARES						
Shares sold	716,256	\$ 7,254,696	390,132	\$ 3,946,103	1,587,317	16,428,060
Shares issued to shareholders in payment of dividends declared	2,772	28,457	1,791	18,392	12,941	134,568
Shares redeemed	(7,343)	(75,295)	(2,569)	(26,137)	(77,389)	(806,374)
	-----	-----	-----	-----	-----	-----
	711,685	\$ 7,207,858	389,354	3,938,358	1,522,869	15,756,254
	-----	-----	-----	-----	-----	-----
Net change resulting from Fund share transactions	711,685	\$ 7,207,858	389,354	\$ 3,938,358	15,280,579	\$ 154,262,679
	-----	-----	-----	-----	-----	-----

</TABLE>

*For the period from June 17, 1993 (date of initial public investment) to October 31, 1993.

**For the period from December 14, 1992 (date of initial public investment) to October 31, 1993.

<TABLE>
<CAPTION>

<S>	For the year ended October 31, 1994:					
	Growth Equity Fund		Small Capitalization Equity Fund		Quantitative Equity Fund***	
	Shares <C>	Amount <C>	Shares <C>	Amount <C>	Shares <C>	Amount <C>
TRUST SHARES						
Shares sold	250,398	\$ 2,578,510	1,467,595	\$ 15,906,772	319,168	\$ 3,201,250

Shares issued to shareholders in payment of dividends declared	37,172	383,982	273,939	2,898,278	129	1,305
Shares redeemed	(681,047)	(7,002,047)	(1,487,415)	(16,147,839)	(5,000)	(50,000)
	(393,477)	(4,039,555)	254,119	2,657,211	314,297	3,152,555
INVESTMENT SHARES						
Shares sold	181,094	1,870,938	638,429	6,941,644	37,310	375,868
Shares issued to shareholders in payment of dividends declared	9,156	94,597	43,778	463,167	126	1,275
Shares redeemed	(84,829)	(867,421)	(233,644)	(2,524,272)	(135)	(1,364)
	105,421	1,098,114	448,563	4,880,539	37,301	375,779
Net change resulting from Fund share transactions	(288,056)	\$(2,941,441)	702,682	\$ 7,537,750	351,598	\$ 3,528,334

</TABLE>

***For the period from August 4, 1994 (date of initial public investment) to October 31, 1994.

<TABLE>
<CAPTION>

	For the period ended October 31, 1993:			
	Growth Equity Fund*		Small Capitalization Equity Fund*	
	Shares	Amount	Shares	Amount
<S>	<C>	<C>	<C>	<C>
TRUST SHARES				
Shares sold	3,558,465	\$ 35,585,725	9,429,143	\$ 94,833,359
Shares issued to shareholders in payment of dividends declared	--	--	--	--
Shares redeemed	(1,577,619)	(15,770,615)	(476,251)	(5,009,041)
	1,980,846	19,815,110	8,952,892	89,824,318
INVESTMENT SHARES				
Shares sold	461,439	4,534,746	1,406,367	14,346,918
Shares issued to shareholders in payment of dividends declared	151	1,520	--	--
Shares redeemed	(20,044)	(200,311)	(67,162)	(692,557)
	441,546	4,335,955	1,339,205	13,654,361
Net change resulting from Fund share transactions	2,422,392	\$ 24,151,065	10,292,097	\$ 103,478,679

</TABLE>

*For the period from December 14, 1992 (date of initial public investment) to October 31, 1993.

(4) INVESTMENT ADVISORY FEE AND OTHER TRANSACTIONS WITH AFFILIATES

INVESTMENT ADVISORY FEE. Shawmut Bank, N.A., the Trust's investment adviser (the "Adviser"), receives for its services an annual investment advisory fee based upon a percentage of each Fund's average daily net assets (see below). The Adviser may voluntarily choose to waive a portion of its fee and reimburse certain operating expenses of the Funds. The Adviser can modify or terminate this voluntary waiver and reimbursement at any time at its sole discretion.

<TABLE>
<CAPTION>

Fund	Annual Rate*
<S>	<C>
Prime Money Market Fund	0.50%
Connecticut Municipal Money Market Fund	0.50%
Massachusetts Municipal Money Market Fund	0.50%
Limited Term Income Fund	0.80%
Intermediate Government Income Fund	0.80%
Fixed Income Fund	0.80%
Connecticut Intermediate Municipal Income Fund	0.70%
Massachusetts Intermediate Municipal Income Fund	0.70%
Growth and Income Equity Fund	1.00%
Growth Equity Fund	1.00%
Small Capitalization Equity Fund	1.00%
Quantitative Equity Fund	1.00%

</TABLE>

*As a percentage of daily net assets

SUB-ADVISORY FEE. Pursuant to the terms of an investment sub-advisory

agreement between the Adviser and Marquee Millennium Group Limited (the "Sub-Adviser"), Marquee Millennium furnishes certain investment advisory services to the Adviser on behalf of the Quantitative Equity Fund. For the services provided and the expenses incurred by the Sub-Adviser pursuant to the sub-advisory agreement, the sub-adviser is entitled to receive an annual fee of one-half of the total advisory fee being charged (up to .50 of 1.00% of the Quantitative Equity Fund's average daily net assets being paid to the Sub-Adviser), payable by the Adviser. The sub-adviser may elect to waive some or all of its fee. In no event shall the Quantitative Equity Fund be responsible for any fees due to the Sub-Adviser for its services to the Adviser.

ADMINISTRATION FEE. Administrative personnel and services are provided by Federated Administrative Services ("FAS" or "Administrator") at an annual rate of .15 of 1% on the first \$250 million of average aggregate net assets of the Trust; .125 of 1% on the next \$250 million; .10 of 1% on the next \$250 million; and .075 of 1% on average aggregate net assets in excess of \$750 million. FAS may voluntarily waive a portion of its fee.

DISTRIBUTION PLAN. The Funds have adopted a Distribution Plan (the "Plan") pursuant to Rule 12b-1 under the Act. Under the terms of the Plan, the Funds will compensate Federated Securities Corp. ("FSC"), the principal distributor, from the net assets of the Funds, to finance activities intended to result in the sale of the Funds' Investment Shares. The Plan provides that the Funds may incur distribution expenses up to .50 of 1% of the average daily net assets of the Investment Shares, if applicable, and including the shares of Massachusetts Municipal Money Market Fund, Connecticut Intermediate Municipal Income Fund and Massachusetts Intermediate Municipal Income Fund. The fee is paid annually, to compensate FSC.

TRANSFER AND DIVIDEND DISBURSING AGENT, PORTFOLIO ACCOUNTING AND CUSTODY FEES. Federated Services Company ("FServ") serves as transfer and dividend disbursing agent for the Funds. The FServ fee is based on the size, type and number of accounts and transactions made by shareholders. FServ also maintains the Funds' accounting records. The fee is based on the level of each Fund's average net assets for the period, plus out-of-pocket expenses.

Shawmut Bank, N.A., is the Trust's custodian. The fee is based on the level of each Fund's average net assets for the period, plus out-of-pocket expenses.

ORGANIZATIONAL EXPENSES. Organizational expenses were borne initially by FAS. The Funds have agreed to reimburse the Administrator for the organizational expenses during the five year period following December 1, 1992, (date the Trust first became effective). For the year ended October 31, 1994, the Funds paid FAS as follows:

<TABLE>
<CAPTION>

Fund	Initial Organizational Expenses <C>	Organizational Expenses Reimbursed <C>
<S> Prime Money Market Fund	\$ 37,081	\$ 4,944
Connecticut Municipal Money Market Fund	37,463	2,786
Massachusetts Municipal Money Market Fund	20,617	1,117
Limited Term Income Fund	38,183	5,091
Intermediate Government Income Fund	39,950	5,327
Fixed Income Fund	40,086	5,335
Connecticut Intermediate Municipal Income Fund	35,706	4,629
Massachusetts Intermediate Municipal Income Fund	28,555	3,702
Growth and Income Equity Fund	39,753	5,301
Growth Equity Fund	38,503	5,114
Small Capitalization Equity Fund	37,360	4,981
Quantitative Equity Fund	25,403	972

</TABLE>

During the year ended October 31, 1994, the Connecticut Municipal Money Market Fund engaged in purchase and sale transactions with other affiliated funds at current value pursuant to Rule 17a-7 under the Act amounting to \$32,322,402 and \$14,800,621, respectively.

Certain of the Officers and Trustees of the Trust are Officers and Directors or Trustees of FSC, FServ and FAS.

(5) CONCENTRATION OF CREDIT RISK

Since the Connecticut Intermediate Municipal Income Fund, Connecticut Municipal Money Market Fund, Massachusetts Intermediate Municipal Income Fund and Massachusetts Municipal Money Market Fund invest a substantial portion of their assets in issuers located in one state, they will be more susceptible to factors adversely affecting issuers of that state than would be a comparable general tax-exempt mutual fund.

In order to reduce the credit risk associated with such factors, at October 31, 1994, 23.4% of the securities in the Connecticut Intermediate Municipal Income Fund's portfolio of investments are backed by letters of credit or bond insurance of various financial institutions and financial guaranty assurance agencies. The aggregate percentages by financial institutions and agencies ranged from 1.1% to 5.0% of total investments.

At October 31, 1994, 63% of the securities in the Connecticut Municipal Money Market Fund's portfolio of investments are backed by letters of credit or bond insurance of various financial institutions and financial guaranty assurance agencies. The aggregate percentages by financial institutions and agencies ranged from 0.6% and 15.0% of total investments.

At October 31, 1994, 33.9% of the securities in the Massachusetts Intermediate Municipal Income Fund's portfolio of investments are backed by letters of credit or bond insurance of various financial institutions and financial guaranty assurance agencies. The aggregate percentages by financial institutions and agencies ranged from 2.3% and 18.8% of total investments.

At October 31, 1994, 59.0% of the securities in the Massachusetts Municipal Money Market Fund's portfolio of investments are backed by letters of credit or bond insurance of various institutions and financial guaranty assurance agencies. The aggregate percentages by financial institutions and agencies ranged from 0.8% and 18.8% of total investments.

(6) INVESTMENT TRANSACTIONS

Purchases and sales of investments, excluding short-term securities, for the year ended October 31, 1994 were as follows:

<TABLE>
<CAPTION>

	Limited Term Income Fund	Intermediate Government Income Fund	Fixed Income Fund	Connecticut Intermediate Municipal Income Fund	Massachusetts Intermediate Municipal Income Fund
<S>	<C>	<C>	<C>	<C>	<C>
Purchases	\$ 95,136,041	\$ 63,716,154	\$ 102,025,329	\$ 6,250,877	\$ 5,421,245
Sales	\$ 95,946,080	\$ 61,064,538	\$ 97,763,092	\$ 4,742,846	\$ 2,255,493

</TABLE>
<TABLE>
<CAPTION>

	Growth and Income Equity Fund	Growth Equity Fund	Small Capitalization Equity Fund	Quantitative Equity Fund
<S>	<C>	<C>	<C>	<C>
Purchases	\$ 121,279,082	\$ 16,752,914	\$ 37,865,938	\$ 1,524,166
Sales	\$ 114,488,934	\$ 20,798,753	\$ 31,903,440	\$ 0

</TABLE>

REPORT OF INDEPENDENT ACCOUNTANTS

To the Trustees and Shareholders of
THE SHAWMUT FUNDS:

In our opinion, the accompanying statements of assets and liabilities, including the portfolios of investments (excluding the credit ratings), and the related statements of operations and of changes in net assets and the financial highlights, present fairly, in all material respects, the financial position of Shawmut Prime Money Market Fund, Shawmut Connecticut Municipal Money Market Fund, Shawmut Massachusetts Municipal Money Market Fund, Shawmut Limited Term Income Fund, Shawmut Intermediate Government Income Fund, Shawmut Fixed Income Fund, Shawmut Connecticut Intermediate Municipal Income Fund, Shawmut Massachusetts Intermediate Municipal Income Fund, Shawmut Growth and Income Equity Fund, Shawmut Growth Equity Fund, Shawmut Small Capitalization Equity Fund, and Shawmut Quantitative Equity Fund (portfolios of The Shawmut Funds, hereafter referred to as the "Funds") at October 31, 1994, and the results of each of their operations, the changes in each of their net assets and the financial highlights for the periods indicated, in conformity with generally accepted accounting principles. These financial statements and financial highlights (hereafter referred to as "financial statements") are the responsibility of the Funds' management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities at October 31, 1994 by

correspondence with the custodian and brokers and the application of alternative auditing procedures where confirmations from brokers were not received, provide a reasonable basis for the opinion expressed above.

Price Waterhouse LLP
Boston, Massachusetts
December 16, 1994

Shawmut Limited Term Income Fund--Trust/Investment Shares

GROWTH OF \$10,000 INVESTED IN SHAWMUT LIMITED TERM INCOME FUND--TRUST SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Limited Term Income Fund--Trust Shares (the "Fund") from December 14, 1992 (start of performance) to October 31, 1994 compared to the Merrill Lynch 1-3 Year U.S. Treasury Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "A"

GROWTH OF \$10,000 INVESTED IN SHAWMUT LIMITED TERM INCOME FUND--INVESTMENT SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Limited Term Income Fund--Investment Shares (the "Fund") from February 12, 1993 (start of performance) to October 31, 1994 compared to the Merrill Lynch 1-3 Year U.S. Treasury Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "B"

PAST PERFORMANCE IS NOT PREDICTIVE OF FUTURE PERFORMANCE. YOUR INVESTMENT RETURN AND PRINCIPAL VALUE WILL FLUCTUATE SO WHEN SHARES ARE REDEEMED, THEY MAY BE WORTH MORE OR LESS THAN ORIGINAL COST. MUTUAL FUNDS ARE NOT OBLIGATIONS OF OR GUARANTEED BY ANY BANK AND ARE NOT FEDERALLY INSURED.

*The Fund's performance assumes the reinvestment of all dividends and distributions. The Merrill Lynch 1-3 Year U.S. Treasury Index has been adjusted to reflect reinvestment of dividends on securities in the index.

*Represents a hypothetical investment of \$10,000 in the Fund after deducting the maximum sales charge of 2.00% (\$10,000 investment minus \$200 sales charge = \$9,800). The Fund's performance assumes the reinvestment of all dividends and distributions. The Merrill Lynch 1-3 Year U.S. Treasury Index has been adjusted to reflect reinvestment of dividends on securities in the index.

The Merrill Lynch 1-3 Year U.S. Treasury Index is not adjusted to reflect sales loads, expenses, or other fees that the Securities and Exchange Commission requires to be reflected in the Fund's performance. This index is unmanaged.

Shawmut Intermediate Government Income Fund--Trust/Investment Shares

GROWTH OF \$10,000 INVESTED IN SHAWMUT INTERMEDIATE GOVERNMENT INCOME FUND--TRUST SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Intermediate Government Income Fund--Trust Shares (the "Fund"), from December 14, 1992 (start of performance) to October 31, 1994 compared to the Lehman Brothers Intermediate Government Corporate Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "C"

GROWTH OF \$10,000 INVESTED IN SHAWMUT INTERMEDIATE GOVERNMENT INCOME FUND--INVESTMENT SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Intermediate Government Income Fund--Investment Shares (the "Fund") from February 12, 1993 (start of performance) to October 31, 1994 compared to the Lehman Brothers Intermediate Government Corporate Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "D"

PAST PERFORMANCE IS NOT PREDICTIVE OF FUTURE PERFORMANCE. YOUR INVESTMENT RETURN AND PRINCIPAL VALUE WILL FLUCTUATE SO WHEN SHARES ARE REDEEMED, THEY MAY BE WORTH MORE OR LESS THAN ORIGINAL COST. MUTUAL FUNDS ARE NOT OBLIGATIONS OF OR GUARANTEED BY ANY BANK AND ARE NOT FEDERALLY INSURED.

*The Fund's performance assumes the reinvestment of all dividends and distributions. The Lehman Brothers Intermediate Government Corporate Index has been adjusted to reflect reinvestment of dividends on securities in the index.

*Represents a hypothetical investment of \$10,000 in the Fund after deducting the maximum sales charge of 2.00% (\$10,000 investment minus \$200 sales charge = \$9,800). The Fund's performance assumes the reinvestment of all dividends

and distributions. The Lehman Brothers Intermediate Government Corporate Index has been adjusted to reflect reinvestment of dividends on securities in the index.

The Lehman Brothers Intermediate Government Corporate Index is not adjusted to reflect sales loads, expenses, or other fees that the Securities and Exchange Commission requires to be reflected in the Fund's performance. This index is unmanaged.

Shawmut Fixed Income Fund--Trust/Investment Shares

GROWTH OF \$10,000 INVESTED IN SHAWMUT FIXED INCOME FUND--TRUST SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Fixed Income Fund--Trust Shares (the "Fund") from December 14, 1992 (start of performance) to October 31, 1994 compared to the Lehman Brothers Government Corporate Total Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "E"

GROWTH OF \$10,000 INVESTED IN SHAWMUT FIXED INCOME FUND--INVESTMENT SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Fixed Income Fund--Investment Shares (the "Fund") from February 12, 1993 (start of performance) to October 31, 1994 compared to the Lehman Brothers Government Corporate Total Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "F"

PAST PERFORMANCE IS NOT PREDICTIVE OF FUTURE PERFORMANCE. YOUR INVESTMENT RETURN AND PRINCIPAL VALUE WILL FLUCTUATE SO WHEN SHARES ARE REDEEMED, THEY MAY BE WORTH MORE OR LESS THAN ORIGINAL COST. MUTUAL FUNDS ARE NOT OBLIGATIONS OF OR GUARANTEED BY ANY BANK AND ARE NOT FEDERALLY INSURED.

*The Fund's performance assumes the reinvestment of all dividends and distributions. The Lehman Brothers Government Corporate Total Index has been adjusted to reflect reinvestment of dividends on securities in the index.

**Represents a hypothetical investment of \$10,000 in the Fund after deducting the maximum sales charge of 2.00% (\$10,000 investment minus \$200 sales charge = \$9,800). The Fund's performance assumes the reinvestment of all dividends and distributions. The Lehman Brothers Government Corporate Total Index has been adjusted to reflect reinvestment of dividends on securities in the index.

The Lehman Brothers Government Corporate Total Index is not adjusted to reflect sales loads, expenses, or other fees that the Securities and Exchange Commission requires to be reflected in the Fund's performance. This index is unmanaged.

Shawmut Connecticut Intermediate Municipal Income Fund

GROWTH OF \$10,000 INVESTED IN SHAWMUT CONNECTICUT INTERMEDIATE MUNICIPAL INCOME FUND

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Connecticut Intermediate Municipal Income Fund (the "Fund") from June 17, 1993 (start of performance) to October 31, 1994 compared to the Lehman Brothers 7 Year Municipal Bond Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "G"

Shawmut Massachusetts Intermediate Municipal Income Fund

GROWTH OF \$10,000 INVESTED IN SHAWMUT MASSACHUSETTS INTERMEDIATE MUNICIPAL INCOME FUND

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Massachusetts Intermediate Municipal Income Fund (the "Fund") from June 17, 1993 (start of performance) to October 31, 1994 compared to the Lehman Brothers 7 Year Municipal Bond Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "H"

PAST PERFORMANCE IS NOT PREDICTIVE OF FUTURE PERFORMANCE. YOUR INVESTMENT RETURN AND PRINCIPAL VALUE WILL FLUCTUATE SO WHEN SHARES ARE REDEEMED, THEY MAY BE WORTH MORE OR LESS THAN ORIGINAL COST. MUTUAL FUNDS ARE NOT OBLIGATIONS OF OR GUARANTEED BY ANY BANK AND ARE NOT FEDERALLY INSURED.

*The Fund's performance assumes the reinvestment of all dividends and distributions. The Lehman Brothers 7 Year Municipal Bond Index has been adjusted to reflect reinvestment of dividends on securities in the index.

**Represents a hypothetical investment of \$10,000 in the Fund after deducting

the maximum sales charge of 2.00% (\$10,000 investment minus \$200 sales charge = \$9,800) for retail investors. The Fund's performance assumes the reinvestment of all dividends and distributions. The Lehman Brothers 7 Year Municipal Bond Index has been adjusted to reflect reinvestment of dividends on securities in the index.

The Lehman Brothers 7 Year Municipal Bond Index is not adjusted to reflect sales loads, expenses, or other fees that the Securities and Exchange Commission requires to be reflected in the Fund's performance. This index is unmanaged.

Shawmut Growth and Income Equity Fund--Trust/Investment Shares

GROWTH OF \$10,000 INVESTED IN SHAWMUT GROWTH AND INCOME EQUITY FUND--TRUST SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Growth and Income Equity Fund-- Trust Shares (the "Fund") from December 14, 1992 (start of performance) to October 31, 1994 compared to the Standard & Poor's 500 Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "I"

GROWTH OF \$10,000 INVESTED IN SHAWMUT GROWTH AND INCOME EQUITY FUND--INVESTMENT SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Growth and Income Equity Fund-- Investment Shares (the "Fund") from February 12, 1993 (start of performance) to October 31, 1994 compared to the Standard & Poor's 500 Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "J"

PAST PERFORMANCE IS NOT PREDICTIVE OF FUTURE PERFORMANCE. YOUR INVESTMENT RETURN AND PRINCIPAL VALUE WILL FLUCTUATE SO WHEN SHARES ARE REDEEMED, THEY MAY BE WORTH MORE OR LESS THAN ORIGINAL COST. MUTUAL FUNDS ARE NOT OBLIGATIONS OF OR GUARANTEED BY ANY BANK AND ARE NOT FEDERALLY INSURED.

*The Fund's performance assumes the reinvestment of all dividends and distributions. The Standard & Poor's 500 Index has been adjusted to reflect reinvestment of dividends on securities in the index.

**Represents a hypothetical investment of \$10,000 in the Fund after deducting the maximum sales charge of 4.00% (\$10,000 investment minus \$400 sales charge = \$9,600). The Fund's performance assumes the reinvestment of all dividends and distributions. The Standard & Poor's 500 Index has been adjusted to reflect reinvestment of dividends on securities in the index.

The Standard & Poor's 500 Index is not adjusted to reflect sales loads, expenses, or other fees that the Securities and Exchange Commission requires to be reflected in the Fund's performance. This index is unmanaged.

Shawmut Growth Equity Fund--Trust/Investment Shares

GROWTH OF \$10,000 INVESTED IN SHAWMUT GROWTH EQUITY FUND--TRUST SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Growth Equity Fund--Trust Shares (the "Fund") from December 14, 1992 (start of performance) to October 31, 1994 compared to the Standard & Poor's 500 Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "K"

GROWTH OF \$10,000 INVESTED IN SHAWMUT GROWTH EQUITY FUND--INVESTMENT SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Growth Equity Fund--Investment Shares (the "Fund") from February 12, 1993 (start of performance) to October 31, 1994 compared to the Standard & Poor's 500 Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "L"

PAST PERFORMANCE IS NOT PREDICTIVE OF FUTURE PERFORMANCE. YOUR INVESTMENT RETURN AND PRINCIPAL VALUE WILL FLUCTUATE SO WHEN SHARES ARE REDEEMED, THEY MAY BE WORTH MORE OR LESS THAN ORIGINAL COST. MUTUAL FUNDS ARE NOT OBLIGATIONS OF OR GUARANTEED BY ANY BANK AND ARE NOT FEDERALLY INSURED.

*The Fund's performance assumes the reinvestment of all dividends and distributions. The Standard & Poor's Index has been adjusted to reflect reinvestment of dividends on securities in the index.

**Represents a hypothetical investment of \$10,000 in the Fund after deducting

the maximum sales charge of 4.00% (\$10,000 investment minus \$400 sales charge = \$9,600). The Fund's performance assumes the reinvestment of all dividends and distributions. The Standard & Poor's 500 Index has been adjusted to reflect reinvestment of dividends on securities in the index.

The Standard & Poor's 500 Index is not adjusted to reflect sales loads, expenses, or other fees that the Securities and Exchange Commission requires to be reflected in the Fund's performance. This index is unmanaged.

Shawmut Small Capitalization Equity Fund--Trust/Investment Shares

GROWTH OF \$10,000 INVESTED IN SHAWMUT SMALL CAPITALIZATION EQUITY FUND--TRUST SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Small Capitalization Equity Fund-- Trust Shares (the "Fund") from December 14, 1992 (start of performance) to October 31, 1994 compared to the Standard & Poor's 500 Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "M"

GROWTH OF \$10,000 INVESTED IN SHAWMUT SMALL CAPITALIZATION EQUITY FUND--INVESTMENT SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Small Capitalization Equity Fund-- Investment Shares (the "Fund") from February 12, 1993 (start of performance) to October 31, 1994 compared to the Standard & Poor's 500 Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "N"

PAST PERFORMANCE IS NOT PREDICTIVE OF FUTURE PERFORMANCE. YOUR INVESTMENT RETURN AND PRINCIPAL VALUE WILL FLUCTUATE SO WHEN SHARES ARE REDEEMED, THEY MAY BE WORTH MORE OR LESS THAN ORIGINAL COST. MUTUAL FUNDS ARE NOT OBLIGATIONS OF OR GUARANTEED BY ANY BANK AND ARE NOT FEDERALLY INSURED.

*The Fund's performance assumes the reinvestment of all dividends and distributions. The Standard & Poor's 500 Index has been adjusted to reflect reinvestment of dividends on securities in the index.

*Represents a hypothetical investment of \$10,000 in the Fund after deducting the maximum sales charge of 4.00% (\$10,000 investment minus \$400 sales charge = \$9,600). The Fund's performance assumes the reinvestment of all dividends and distributions. The Standard & Poor's 500 Index has been adjusted to reflect reinvestment of dividends on securities in the index.

The Standard & Poor's 500 Index is not adjusted to reflect sales loads, expenses, or other fees that the Securities and Exchange Commission requires to be reflected in the Fund's performance. This index is unmanaged.

Shawmut Quantitative Equity Fund--Trust/Investment Shares

GROWTH OF \$10,000 INVESTED IN SHAWMUT QUANTITATIVE EQUITY FUND--TRUST SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Quantitative Equity Fund--Trust Shares (the "Fund") from August 4, 1994 (start of performance) to October 31, 1994 compared to the Standard & Poor's 500 Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "O"

GROWTH OF \$10,000 INVESTED IN SHAWMUT QUANTITATIVE EQUITY FUND--INVESTMENT SHARES

The graph below illustrates the hypothetical investment of \$10,000 in the Shawmut Quantitative Equity Fund--Investment Shares (the "Fund") from August 4, 1994 (start of performance) to October 31, 1994 compared to the Standard & Poor's 500 Index.+

GRAPHIC REPRESENTATION OMITTED SEE APPENDIX "P"

PAST PERFORMANCE IS NOT PREDICTIVE OF FUTURE PERFORMANCE. YOUR INVESTMENT RETURN AND PRINCIPAL VALUE WILL FLUCTUATE SO WHEN SHARES ARE REDEEMED, THEY MAY BE WORTH MORE OR LESS THAN ORIGINAL COST. MUTUAL FUNDS ARE NOT OBLIGATIONS OF OR GUARANTEED BY ANY BANK AND ARE NOT FEDERALLY INSURED.

*The Fund's performance assumes the reinvestment of all dividends and distributions. The Standard & Poor's 500 Index has been adjusted to reflect reinvestment of dividends on securities in the index.

*Represents a hypothetical investment of \$10,000 in the Fund after deducting the maximum sales charge of 4.00% (\$10,000 investment minus \$400 sales charge = \$9,600). The Fund's performance assumes the reinvestment of all dividends

and distributions. The Standard & Poor's 500 Index has been adjusted to reflect reinvestment of dividends on securities in the index.

The Standard & Poor's 500 Index is not adjusted to reflect sales loads, expenses, or other fees that the Securities and Exchange Commission requires to be reflected in the Fund's performance. This index is unmanaged.

SHAWMUT MUTUAL FUNDS

TRUSTEES AND OFFICERS

<TABLE>

<S>

<C>

TRUSTEES

JOHN F. DONAHUE
THOMAS G. BIGLEY
JOHN T. CONROY, JR.
WILLIAM J. COPELAND
JAMES E. DOWD
LAWRENCE D. ELLIS, M.D.
EDWARD L. FLAHERTY, JR.
EDWARD C. GONZALES
PETER E. MADDEN
GREGOR F. MEYER
WESLEY W. POSVAR
MARJORIE P. SMUTS

<C>

OFFICERS

JOHN F. DONAHUE
Chairman
EDWARD C. GONZALES
President and Treasurer
J. CHRISTOPHER DONAHUE
Vice President
RICHARD B. FISHER
Vice President
JOHN W. MCGONIGLE
Vice President and Secretary
JEFFREY W. STERLING
Vice President and Assistant Treasurer
DAVID M. TAYLOR
Assistant Treasurer
ROBERT C. ROSSELOT
Assistant Secretary

Mutual funds are not bank deposits or obligations, are not guaranteed by any bank, and are not insured or guaranteed by the U.S. government, the Federal Deposit Insurance Corporation, the Federal Reserve Board, or any other governmental agency. Investment in mutual funds involves risk, including possible loss of principal. Although money market funds seek to maintain a stable net asset value of \$1.00 per share, there is no assurance that they will be able to do so.

This report is authorized for distribution to prospective investors only when preceded or accompanied by The Shawmut Funds' prospectuses which contain facts concerning the Funds' objectives and policies, management fees, expenses, and other

information.

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ADMINISTRATOR

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Federated Investors Tower
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CUSTODIAN

Shawmut Bank, N.A.
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Boston, MA 02211

TRANSFER AGENT

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Federated Investors Tower
Pittsburgh, PA 15222-3779

DISTRIBUTOR

Federated Securities Corporation

Federated Investors Tower
Pittsburgh, PA 15222-3779

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Washington, D.C. 20037

Houston, Houston & Donnelly

2510 Centre City Tower
Pittsburgh, PA 15222

SHAWMUT

MONEY MARKET FUNDS

PRIME MONEY MARKET

CONNECTICUT MUNICIPAL MONEY MARKET

MASSACHUSETTS MUNICIPAL MONEY MARKET

SHAWMUT INCOME FUNDS

LIMITED TERM INCOME

INTERMEDIATE GOVERNMENT INCOME

FIXED INCOME

CONNECTICUT INTERMEDIATE MUNICIPAL INCOME

MASSACHUSETTS INTERMEDIATE MUNICIPAL INCOME

SHAWMUT EQUITY FUNDS
GROWTH AND INCOME EQUITY
GROWTH EQUITY
SMALL CAPITALIZATION EQUITY
QUANTITATIVE EQUITY

CALL 1-800-SHAWMUT FOR MORE INFORMATION
ON THE SHAWMUT FAMILY OF FUNDS

820482859	820482842	820482834
820482701	820482750	820482768
820482693	820482776	820482792
820482107	820482404	820482503
820482818	820482826	820482784
820482800	820482875	820482305
820482833	820482206	820482867

3110404 (12/94)

THE SHAWMUT FUNDS
APPENDIX

A. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Investment Shares of Limited Term Income Fund are represented by a broken line. Merrill Lynch 1-3 Year U.S. Treasury Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Investment Shares of Limited Term Income Fund and Merrill Lynch 1-3 Year U.S. Treasury Index for the fiscal year ended October 31, 1994 and since the start of performance on February 12, 1993. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from February 12, 1993 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Investment Shares of Limited Term Fund as compared to the Merrill Lynch 1-3 Year U.S. Treasury Index. The ending values are \$9,956 and \$10,516, respectively.

B. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Trust Shares of Limited Term Income Fund are represented by a broken line. Merrill Lynch 1-3 Year U.S. Treasury Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Trust Shares of Limited Term Income Fund and Merrill Lynch 1-3 Year U.S. Treasury Index for the fiscal year ended October 31, 1994 and since the start of performance on December 14, 1992. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from December 14, 1992 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Trust Shares of Limited Term Fund as compared to the Merrill Lynch 1-3 Year U.S. Treasury Index. The ending values are \$10,430 and \$10,726, respectively.

C. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Investment Shares of Intermediate Government Income Fund are represented by a broken line. Lehman Brothers Intermediate Government Corporate Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Investment Shares of Intermediate Government Income Fund and Lehman Brothers Intermediate Government Corporate Index for the fiscal year ended October 31, 1994 and since the start of performance on February 12, 1993. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from February 12, 1993 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Investment Shares of Intermediate Government Income Fund as compared to the Lehman Brothers Intermediate Government Corporate Index. The ending values are \$9,828 and \$10,476, respectively.

D. The graphic representation here displayed consists of a

line graph. The corresponding components of the line graph are listed underneath. The Trust Shares of Intermediate Government Income Fund are represented by a broken line. Lehman Brothers Intermediate Government Corporate Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Trust Shares of Intermediate Government Income Fund and Lehman Brothers Intermediate Government Corporate Index for the fiscal year ended October 31, 1994 and since the start of performance on December 14, 1992. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from December 14, 1992 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Trust Shares of Intermediate Government Income Fund as compared to the Lehman Brothers Intermediate Government Corporate Index. The ending values are \$10,392 and \$10,822, respectively.

E. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Investment Shares of Fixed Income Fund are represented by a broken line. Lehman Brothers Government Corporate Total Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Investment Shares of Fixed Income Fund and Lehman Brothers Government Corporate Total Index for the fiscal year ended October 31, 1994 and since the start of performance on February 12, 1993. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from February 12, 1993 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Investment Shares of Fixed Income Fund as compared to the Lehman Brothers Government Corporate Total Index. The ending values are \$9,850 and \$10,437, respectively.

F. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Trust Shares of Fixed Income Fund are represented by a broken line. Lehman Brothers Government Corporate Total Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Trust Shares of Fixed Income Fund and Lehman Brothers Government Corporate Total Index for the fiscal year ended October 31, 1994 and since the start of performance on December 14, 1992. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from December 14, 1992 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Trust Shares of Fixed Income Fund as compared to the Lehman Brothers Government Corporate Total Index. The ending values are \$10,475 and \$10,848, respectively.

G. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Shares of Connecticut Intermediate Municipal Income Fund are represented by a broken line. Lehman Brothers 7 Year Municipal Bond Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Shares of Connecticut Intermediate Municipal Income Fund and Lehman Brothers 7 Year Municipal Bond Index for the fiscal year ended October 31, 1994 and since the start of performance on June 17, 1993. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from June 17, 1993 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Shares of Connecticut Intermediate Municipal Income Fund as compared to the Lehman Brothers 7 Year Municipal Bond Index. The ending values are \$9,642 and \$10,165, respectively.

H. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Shares of Massachusetts

Intermediate Municipal Income Fund are represented by a broken line. Lehman Brothers 7 Year Municipal Bond Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Shares of Massachusetts Intermediate Municipal Income Fund and Lehman Brothers 7 Year Municipal Bond Index for the fiscal year ended October 31, 1994 and since the start of performance on June 17, 1993. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from June 17, 1993 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Shares of Massachusetts Intermediate Municipal Income Fund as compared to the Lehman Brothers 7 Year Municipal Bond Index. The ending values are \$9,642 and \$10,165, respectively.

I. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Investment Shares of Growth and Income Equity Fund are represented by a broken line. Standard & Poor's 500 Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Investment Shares of Growth and Income Equity Fund and Standard & Poor's 500 Index for the fiscal year ended October 31, 1994 and since the start of performance on February 12, 1993. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from February 12, 1993 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Investment Shares of Growth and Income Equity Fund as compared to the Standard & Poor's 500 Index. The ending values are \$11,125 and \$11,297, respectively.

J. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Trust Shares of Growth and Income Equity Fund are represented by a broken line. Standard & Poor's 500 Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Trust Shares of Growth and Income Equity Fund and Standard & Poor's 500 Index for the fiscal year ended October 31, 1994 and since the start of performance on December 14, 1992. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from December 14, 1992 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Trust Shares of Growth and Income Equity Fund as compared to the Standard & Poor's 500 Index. The ending values are \$11,548 and \$11,908, respectively.

K. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Investment Shares of Growth Equity Fund are represented by a broken line. Standard & Poor's 500 Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Investment Shares of Growth Equity Fund and Standard & Poor's 500 Index for the fiscal year ended October 31, 1994 and since the start of performance on February 12, 1993. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from February 12, 1993 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Investment Shares of Growth Equity Fund as compared to the Standard & Poor's 500 Index. The ending values are \$10,453 and \$11,297, respectively.

L. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Trust Shares of Growth Equity Fund are represented by a broken line. Standard & Poor's 500 Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Trust Shares of Growth Equity Fund and Standard & Poor's 500 Index for the

fiscal year ended October 31, 1994 and since the start of performance on December 14, 1992. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from December 14, 1992 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Trust Shares of Growth Equity Fund as compared to the Standard & Poor's 500 Index. The ending values are \$11,548 and \$10,946, respectively.

M. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Investment Shares of Small Capitalization Equity Fund are represented by a broken line. Standard & Poor's 500 Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Investment Shares of Small Capitalization Equity Fund and Standard & Poor's 500 Index for the fiscal year ended October 31, 1994 and since the start of performance on February 12, 1993. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from February 12, 1993 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Investment Shares of Small Capitalization Equity Fund as compared to the Standard & Poor's 500 Index. The ending values are \$10,398 and \$11,297, respectively.

N. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Trust Shares of Small Capitalization Equity Fund are represented by a broken line. Standard & Poor's 500 Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Trust Shares of Small Capitalization Equity Fund and Standard & Poor's 500 Index for the fiscal year ended October 31, 1994 and since the start of performance on December 14, 1992. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from December 14, 1992 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Trust Shares of Small Capitalization Equity Fund as compared to the Standard & Poor's 500 Index. The ending values are \$11,421 and \$11,548, respectively.

O. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Investment Shares of Quantitative Equity Fund are represented by a broken line. Standard & Poor's 500 Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Investment Shares of Quantitative Equity Fund and Standard & Poor's 500 Index from the August 4, 1994 (start of performance) to October 31, 1994. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from August 4, 1994 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Investment Shares of Quantitative Equity Fund as compared to the Standard & Poor's 500 Index. The ending values are \$9,681 and \$10,382, respectively.

P. The graphic representation here displayed consists of a line graph. The corresponding components of the line graph are listed underneath. The Trust Shares of Quantitative Equity Fund are represented by a broken line. Standard & Poor's 500 Index is represented by a solid line. The line graph is a visual representation of a comparison of change in value of a hypothetical investment of \$10,000 in Trust Shares of Quantitative Equity Fund and Standard & Poor's 500 Index from the August 4, 1994 (start of performance) to October 31, 1994. The "y" axis reflects the cost of investment. The "x" axis reflects computation periods in yearly increments from August 4, 1994 (start of performance) to October 31, 1994. The right margin of the chart reflects the ending value of the hypothetical investment in the Trust Shares of Quantitative Equity Fund as compared to the Standard & Poor's 500 Index. The ending values are \$10,094 and \$10,382, respectively.

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