

SECURITIES AND EXCHANGE COMMISSION

FORM N-30D

Initial annual and semi-annual reports mailed to investment company shareholders pursuant to Rule 30e-1 (other than those required to be submitted as part of Form NCSR)

Filing Date: **1996-12-30** | Period of Report: **1996-10-31**
SEC Accession No. **0000935069-96-000170**

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FILER

ADVISORS INNER CIRCLE FUND

CIK: **878719** | Fiscal Year End: **1031**
Type: **N-30D** | Act: **40** | File No.: **811-06400** | Film No.: **96687463**

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AIG
MONEY MARKET FUND

ANNUAL REPORT
OCTOBER 31, 1996

[AIG LOGO]

ADVISED BY
AIG CAPITAL MANAGEMENT CORP.

THE AIG MONEY MARKET FUND

LETTER TO SHAREHOLDERS, OCTOBER 31, 1996

Dear Shareholder:

We are pleased to provide you with the annual report on the AIG Money Market Fund (the "Fund") for its fiscal year ending October 31, 1996. During the second half of the Fund's fiscal year, short term interest rates moved within a narrow range as conflicting or inconclusive economic statistics predominated.

The Federal Open Market Committee ("FOMC") held rates steady at its September meeting, as it has since lowered the Discount Rate and target Federal Funds rate by .25% at its January meeting, to 5.00% and 5.25%, respectively. Market observers were concerned that the FOMC would be forced to raise rates in order to blunt an economic upsurge. The FOMC kept rates the same, however, and its expectations of moderating growth appear to have been borne out. Growth in third quarter 1996 Gross Domestic Product ("GDP") was reported at 2.2 percent, less than half the 4.7 percent growth rate of the previous three months. Market opinion appears to have coalesced and an extended period of stable interest rates is projected.

Expectations of any interest rate moves may be confounded as evidence suggests the economy has cooled, but not so much as to lower the inflation rate. Capacity utilization remains high, but below worrisome levels. The Consumer Price Index has been within expectations, though the inflation rate has not declined substantially. Non-farm payroll growth has eased to more sustainable levels. The unemployment rate remains at levels conventional wisdom suggests will generate inflation pressures, but none are evident at this time. Early political polls were confirmed just after month end as the election returned a Republican Congress and a Democratic President. Public policy is, in our opinion, therefore unlikely to veer far from its current course.

AIG Capital Management Corp. ("AIGCM") remains optimistic about U.S. economic prospects in 1997. The Fund has slightly extended its Weighted Average Maturity ("WAM"), taking advantage of relative returns. We eye further extension warily as we believe a considerable amount of positive information has already been factored into current rates.

At present, the Fund maintains a shorter WAM than the average Prime Institutional Fund as reported by IBC/Donoghue, primarily attributable to its higher concentration in short term bank obligations and commercial paper. Over the coming quarters, the Fund's investments are expected to maintain, but not substantively lengthen, its WAM unless prospective market yields warrant an extension strategy. As always, the Fund continues to review all market factors, concrete economic statistics and anecdotal market psychology, with a focus on continuing to meet our shareholders' investment objectives. We are also pleased to announce that effective October 3, 1996, in addition to certain waivers and its agreement to reimburse certain expenses, as more fully disclosed in the prospectus, AIGCM began waiving 10 basis points (.10%) of its advisory fee, which should translate to improved returns for Fund shareholders.

Sincerely,

/S/ Daniel K. Kingsbury

Daniel K. Kingsbury
President
AIG Capital Management Corp.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

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To the Shareholders and Trustees of
 AIG Money Market Fund of
 The Advisors' Inner Circle Fund:

We have audited the accompanying statement of net assets of AIG Money Market Fund (the "Fund"), one of the funds constituting The Advisors' Inner Circle Fund, as of October 31, 1996, and the related statements of operations, changes in net assets and financial highlights for the periods presented. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of October 31, 1996, by correspondence with the custodian. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of AIG Money Market Fund of The Advisors' Inner Circle Fund as of October 31, 1996, the results of its operations, changes in its net assets, and financial highlights for the periods presented, in conformity with generally accepted accounting principles.

ARTHUR ANDERSEN LLP

Philadelphia, PA
 December 6, 1996

STATEMENT OF NET ASSETS THE ADVISORS' INNER CIRCLE FUND
 October 31, 1996

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AIG MONEY MARKET FUND

FACE AMOUNT (000)	VALUE (000)
-------------------------	----------------

COMMERCIAL PAPER (77.8%)

	Associates Corporation of North America
\$15,000	5.409, 11/19/96 \$ 14,960
	Bankers Trust New York
10,000	5.794, 03/11/97 9,797
	Bil North America
15,000	5.404, 01/23/97 14,816
	Chevron U.K. Investment PLC
15,000	5.317, 11/07/96 14,987
	Chiao Tung Bank
5,000	5.474, 12/16/96 4,966
5,000	5.476, 01/17/97 4,942
10,000	5.576, 01/17/97 9,883
	Clorox
13,000	5.338, 12/02/96 12,941
	Commerzbank U.S. Finance
5,000	5.263, 11/20/96 4,986
9,200	5.762, 03/13/97 9,011
	General Electric Capital Services
15,000	5.301, 11/12/96 14,976
	Glaxo Wellcome PLC (A)
10,000	5.420, 12/13/96 9,937
	Hertz
10,000	5.307, 12/10/96 9,943
	J.P. Morgan
5,000	5.375, 12/10/96 4,971
	Korea Development Bank
15,000	5.516, 12/13/96 14,905
	Merrill Lynch
10,000	5.498, 11/18/96 9,974
5,000	5.573, 11/18/96 4,987
5,000	5.423, 01/21/97 4,940

authorization -- no par value)	
based on 253,862,721 outstanding	
shares of beneficial interest	\$253,863
Portfolio Shares of Class B (unlimited	
authorization -- no par value)	
based on 135,383,980 outstanding	
shares of beneficial interest	135,384
Undistributed net investment	
income	3
Accumulated net realized loss	
on investments	(1)

TOTAL NET ASSETS (100.0%)	\$389,249
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Net Asset Value, Offering and Redemption	
Price Per Share -- Class A	\$1.00
Net Asset Value, Offering and Redemption	
Price Per Share -- Class B	\$1.00

(A) SECURITY SOLD WITHIN TERMS OF A PRIVATE PLACEMENT MEMORANDUM, EXEMPT FROM REGISTRATION UNDER SECTION 4(2) OR 144A OF THE SECURITIES ACT OF 1933, AS AMENDED, AND MAY BE SOLD ONLY TO DEALERS IN THAT PROGRAM OR OTHER "ACCREDITED INVESTORS." THESE SECURITIES HAVE BEEN DETERMINED TO BE LIQUID UNDER GUIDELINES ESTABLISHED BY THE BOARD OF DIRECTORS.
PLC -- PUBLIC LIMITED CORPORATION

The accompanying notes are an integral part of the financial statements

STATEMENT OF OPERATIONS THE ADVISORS' INNER CIRCLE FUND

	11/1/95 TO
	10/31/96
	(000)
AIG MONEY MARKET FUND	
INVESTMENT INCOME:	
Interest	\$24,446

Total Investment Income	24,446

EXPENSES:	
Investment Advisory Fees	1,105
Waiver of Investment Advisory Fees	(81)
Administrative Fees	425
Waiver of Administrative Fees	(13)
Custodian Fees	55
Professional Fees	62
Distribution Fees (1)	397
Transfer Agent Fees	55
Printing Fees	19
Trustee Fees	5
Registration and Filing Fees	27
Insurance and Other Fees	27
Amortization of Deferred Organizational Costs	8
Rating Fees	27

Total Expenses	2,118

Net Investment Income	22,328

NET REALIZED LOSS FROM SECURITIES SOLD	(1)

NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$22,327
	=====

(1) DISTRIBUTION FEES ARE INCURRED BY THE CLASS B SHARES ONLY.

The accompanying notes are an integral part of the financial statements

<TABLE>
<CAPTION>

STATEMENT OF CHANGES IN NET ASSETS

THE ADVISORS' INNER CIRCLE FUND

	11/1/95 TO 10/31/96 (000)	12/1/94 TO 10/31/95 (1) (000)
AIG MONEY MARKET FUND		
INVESTMENT ACTIVITIES:		
<S>	<C>	<C>
Net Investment Income	\$ 22,328	\$ 17,596
Net Realized Gain (Loss) on Securities	(1)	3
Increase in Net Assets Resulting from Operations	22,327	17,599
DISTRIBUTIONS TO SHAREHOLDERS:		
Net Investment Income		
Class A	(16,913)	(15,644)
Class B	(5,415)	(1,952)
Total Distributions	(22,328)	(17,596)
SHARE TRANSACTIONS (AT \$1.00 PER SHARE):		
Class A		
Shares Issued	20,518,210	14,099,321
Shares Issued in Lieu of Cash Distributions	16,941	14,200
Shares Redeemed	(20,594,942)	(13,799,867)
Net Class A Share Transactions	(59,791)	313,654
Class B		
Shares Issued	298,083	178,792
Shares Issued in Lieu of Cash Distributions	5,368	1,516
Shares Redeemed	(288,549)	(59,826)
Net Class B Share Transactions	14,902	120,482
Increase (Decrease) in Net Assets From Share Transactions	(44,889)	434,136
Total Increase (Decrease) in Net Assets	(44,890)	434,139
Beginning of Period	434,139	--
End of Period	\$ 389,249	\$ 434,139

<FN>

(1) THE AIG MONEY MARKET FUND CLASS A AND CLASS B COMMENCED OPERATIONS ON DECEMBER 1, 1994 AND FEBRUARY 16, 1995, RESPECTIVELY. AMOUNTS DESIGNATED AS "--" ARE EITHER \$0 OR HAVE BEEN ROUNDED TO \$0.

</FN>

</TABLE>

The accompanying notes are an integral part of the financial statements

FINANCIAL HIGHLIGHTS

THE ADVISORS' INNER CIRCLE FUND

For a Share Outstanding Throughout the Period

<TABLE>

<CAPTION>

	NET ASSET VALUE	NET INVESTMENT INCOME	DISTRIBUTIONS FROM NET INVESTMENT INCOME	NET ASSET VALUE END OF PERIOD	NET ASSETS END OF PERIOD	RATIO OF EXPENSES TO AVERAGE NET ASSETS	RATIO OF NET INCOME TO AVERAGE NET ASSETS	RATIO OF EXPENSES TO AVERAGE NET ASSETS (EXCLUDING WAIVERS)	RATIO OF NET INCOME TO AVERAGE NET ASSETS (EXCLUDING WAIVERS)	
AIG MONEY MARKET FUND										
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
CLASS A (1)										
1996	\$1.00	0.05	(0.05)	\$1.00	5.26%	\$253,865	0.39%	5.15%	0.41%	5.13%
1995	\$1.00	0.05	(0.05)	\$1.00	5.75%*	\$313,657	0.40%*	5.60%*	0.47%*	5.53%*
CLASS B (1)										

1996	\$1.00	0.05	(0.05)	\$1.00	4.89%	\$135,384	0.74%	4.79%	0.77%	4.76%
1995	\$1.00	0.04	(0.04)	\$1.00	5.43%*	\$120,482	0.75%*	5.18%*	0.85%*	5.08%*

<FN>
 * Annualized
 (1) The AIG Money Market Fund Class A and Class B commenced operations on December 1, 1994 and February 16, 1995, respectively.
 </FN>
 </TABLE>

The accompanying notes are an integral part of the financial statements

NOTES TO FINANCIAL STATEMENTS THE ADVISORS' INNER CIRCLE FUND
 OCTOBER 31, 1996
 =====

1. ORGANIZATION:

THE ADVISORS' INNER CIRCLE FUND (the "Trust") is organized as a Massachusetts business trust under a Declaration of Trust dated July 18, 1991. The Trust is registered under the Investment Company Act of 1940, as amended (the "1940 Act"), as a diversified open-end management investment company with eight portfolios. The financial statements herein are those of one such portfolio, the AIG Money Market Fund (the "Fund"). The Fund is registered to offer two classes of shares: Class A and Class B. The financial statements of the remaining portfolios are presented separately. The assets of each portfolio are segregated, and a Shareholder's interest is limited to the portfolio in which shares are held. The Fund's prospectuses provide a description of the Fund's investment objectives, policies and strategies.

2. SIGNIFICANT ACCOUNTING POLICIES:

The following is a summary of the significant accounting policies followed by the Fund.

SECURITY VALUATION -- Investment securities are stated at amortized cost, which approximates market value. Under this valuation method, purchase discounts and premiums are accreted and amortized ratably to maturity and are included in interest income.

FEDERAL INCOME TAXES -- It is the Fund's intention to qualify as a regulated investment company by complying with the appropriate provisions of the Internal Revenue Code of 1986, as amended. Accordingly, no provision for Federal income taxes is required.

SECURITY TRANSACTIONS AND RELATED INCOME -- Security transactions are accounted for on the date the security is purchased or sold (trade date). Interest income is recognized on the accrual basis. Costs used in determining realized gains and losses on the sales of investment securities are those of the specific securities sold during the respective holding period.

NET ASSET VALUE PER SHARE -- The net asset value per share of the Fund is calculated on each business day by dividing the total value of assets, less liabilities, by the number of shares outstanding.

REPURCHASE AGREEMENTS -- Securities pledged as collateral for repurchase agreements are held by the custodian bank until the respective agreements mature. Provisions of the repurchase agreements ensure that the market value of the collateral, including accrued interest thereon, is sufficient in the event of default by the counterparty. If the counterparty defaults and the value of the collateral declines or if the counterparty enters into an insolvency proceeding, realization of the collateral by the Fund may be delayed or limited.

EXPENSES -- Expenses that are directly related to the Fund are charged directly to the Fund. Other operating expenses of the Trust are prorated to the portfolios on the basis of relative net asset value. Class specific expenses, such as the 12b-1 fees, are borne by that class. Income, other expenses and realized gains and losses of the Fund are allocated to the respective classes on the basis of the relative net asset value each day.

DISTRIBUTIONS TO SHAREHOLDERS -- Distributions from net investment income are declared daily and paid to Shareholders monthly. Any net realized capital gains are distributed to Shareholders at least annually.

Distributions from net investment income and net realized capital gains are determined in accordance with U.S. Federal income tax regulations, which may differ from those amounts determined under generally accepted accounting principles. These book/tax differences are either temporary or permanent in nature. To the extent these differences are permanent, they are charged or credited to paid-in capital in the period that the differences arise. These reclassifications have no effect on net assets or net asset value.

USE OF ESTIMATES --The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. ORGANIZATION COSTS AND TRANSACTIONS WITH AFFILIATES:

The Fund incurred organization costs of \$33,000. These costs have been capitalized by the Fund and are being amortized over sixty months commencing with operations. In the event any of the initial shares of the Fund are redeemed by any holder thereof during the period that the Fund is amortizing its organizational costs, the redemption proceeds payable to the holder thereof by the Fund will be reduced by the unamortized organizational costs in the same ratio as the number of initial shares being redeemed bears to the number of initial shares outstanding at the time of redemption. Organization costs include legal fees of approximately \$21,000 for organizational work performed by a law firm of which a trustee of the Trust is a partner and two officers of the Trust are partners.

Certain officers of the Trust are also officers of SEI Fund Resources (the "Administrator") and/or SEI Financial Services Corporation. Such officers are paid no fees by the Trust for serving as officers of the Trust.

4. ADMINISTRATION, SHAREHOLDER SERVICING AND DISTRIBUTION AGREEMENTS:

The Trust and the Administrator are parties to an Administration Agreement under which the Administrator provides administrative services at an annual rate of .145% of the Fund's average daily net assets up to \$100 million; .1125% of the Fund's average daily assets from \$100 million up to and including \$200 million; .07% of the Fund's average daily net assets from \$200 million up to and including \$450 million; and .05% of the Fund's average daily net assets over \$450 million. In the agreement, the Administrator agreed to cap certain expenses of the portfolio. For the year ended October 31, 1996, the Administrator waived \$13,000 to cap these expenses.

The Trust and SEI Financial Services Company ("SFS" or "the Distributor") have entered into a Distribution Agreement under which SFS acts as the Distributor of the Fund's shares. The Distributor receives no fees for its distribution services under this agreement.

AIG Equity Sales Corp. serves as the Sub-Distributor and Shareholder Servicing Agent to the Fund. The Fund has adopted a Distribution Plan ("the Plan") relating to the Class B shares pursuant to the Investment Company Act of 1940, Rule 12b-1. The Plan provides for payment of fees to the Distributor at an annual rate of .35% of the average daily net assets of the Class B shares. Such fees are then paid to the Sub-Distributor for services provided.

DST Systems, Inc. (the "Transfer Agent") serves as the transfer agent and dividend disbursing agent for the Fund under a transfer agency agreement with the Trust.

5. INVESTMENT ADVISORY AND CUSTODIAN AGREEMENTS:

The Trust and AIG Capital Management Corp. (the "Advisor") are parties to an Investment Advisory Agreement (the "Advisory Agreement"). Under the terms of

the Advisory Agreement, the Advisor receives an annual fee equal to .25% of the Fund's average daily net assets. The Advisor has voluntarily agreed to waive .10% of its fee, and to waive additional fees and/or reimburse certain expenses of the Portfolio in order to limit operating expenses to not more than .40% of the average daily net assets of Class A and not more than .75% of the average daily net assets of Class B. Fee waivers are voluntary and may be terminated at any time upon sixty days' written notice to the Fund.

CoreStates Bank, N.A. acts as custodian (the "Custodian") for the Fund. Fees of the Custodian are being paid on the basis of the net assets of the Fund. The Custodian plays no role in determining the investment policies of the Fund or which securities are to be purchased and sold by the Fund.

6. CONCENTRATION OF CREDIT RISK:

The Fund invests primarily in high quality money market instruments. The Fund maintains a diversified portfolio which currently has a concentration of assets in the banking industry. The ability of the issuers of the securities held by the Fund to meet their obligations may be affected by economic developments in the banking industry.

NOTICE TO SHAREHOLDERS
OF
THE AIG MONEY MARKET FUND
A SERIES OF THE ADVISORS' INNER CIRCLE TRUST
(UNAUDITED)

For the shareholders that do not have an October 31, 1996 taxable year end, this notice is for informational purposes only. For shareholders with an October 31, 1996 taxable year end, please consult your tax adviser as to the pertinence of this notice.

For the fiscal year ended October 31, 1996, the Portfolio is designating long term capital gains, qualifying dividends and exempt interest income with regard to distributions paid during the year as follows:

<TABLE>

<CAPTION>

PORTFOLIO	(A) LONG TERM CAPITAL GAIN DISTRIBUTIONS (TAX BASIS)	(B) ORDINARY INCOME DISTRIBUTIONS (TAX BASIS)	(C) TOTAL DISTRIBUTIONS (TAX BASIS)
-----	-----	-----	-----
<S>	<C>	<C>	<C>
AIG Money Market Fund	0%	100%	100%

PORTFOLIO	(D) QUALIFYING DIVIDENDS (1)	(E) TAX EXEMPT INTEREST	(F) FOREIGN TAX CREDIT
-----	-----	-----	-----
AIG Money Market Fund	0%	0%	0%

<FN>

(1) QUALIFYING DIVIDENDS REPRESENT DIVIDENDS WHICH QUALIFY FOR THE CORPORATE DIVIDENDS RECEIVED DEDUCTION.

* ITEMS (A) AND (B) ARE BASED ON A PERCENTAGE OF THE PORTFOLIO'S TOTAL DISTRIBUTIONS.

** ITEMS (D) AND (E) ARE BASED ON A PERCENTAGE OF ORDINARY INCOME DISTRIBUTIONS OF THE PORTFOLIO.

</FN>

</TABLE>

INVESTMENT ADVISOR:
AIG CAPITAL MANAGEMENT CORP.
70 PINE STREET
NEW YORK, NY 10270

DISTRIBUTOR:
SEI FINANCIAL SERVICES COMPANY
530 EAST SWEDESFORD ROAD
WAYNE, PA 19087-1658

For information call: 1-800-845-3885

This information must be preceded or accompanied by a current prospectus.
AIG-F-005-03

THE ADVISORS' INNER CIRCLE FUND

CLOVER CAPITAL EQUITY VALUE FUND

CLOVER CAPITAL FIXED INCOME FUND

CLOVER CAPITAL SMALL CAP VALUE FUND

ANNUAL REPORT TO SHAREHOLDERS

AS OF OCTOBER 31, 1996

THIS INFORMATION MUST BE PRECEDED OR ACCOMPANIED
BY A CURRENT PROSPECTUS FOR EACH FUND DESCRIBED.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FUND PERFORMANCE
CLOVER CAPITAL MANAGEMENT, INC.

CLOVER CAPITAL EQUITY VALUE FUND

The Clover Capital Equity Value Fund utilizes a research driven, value oriented approach to equity investing. The Fund invests in equity and convertible securities which possess favorable valuation attributes relative to the stock market averages or the valuation characteristics of the company's stock in past years. Valuations are measured by a stock's price relative to the company's per share cash flows, revenues, book value, earnings and its liquidation value on the private market. Earnings and cash flow are normalized in the case of companies where profit margins are temporarily depressed and improvements are anticipated.

For the fiscal year ended October 31, 1996 the Equity Value Fund posted a total return of 16.5% versus a total return of 24.1% for the S&P 500 Composite Index. Energy, computer software, communication and electrical equipment sectors led market performance in 1996. A mid-year inflation scare gave way to a slow but stable economic outlook where companies with steady, reliable earnings streams were sought after by investors. Cyclical sectors such as home-building, trucking and steel lagged as investors searched for more recession proof opportunities.

The Fund's performance was lead by several of its retail, healthcare and industrial companies which offset the poor performance of a few of the Fund's computer software and electronic parts distribution companies. The relatively high cash balances maintained throughout the year also contributed somewhat to the Fund's underperformance.

Valuations for most common stocks persisted at or near record levels during the year with only a brief summer correction interrupting the market's climb. The Fund will continue to patiently search for value in out-of-favor sectors. Considering the past 15 years of torrid stock market gains which have driven the stock market averages to the current record high valuations, the Fund advisor believes that equity investing may become more challenging in the future. The Fund's investment philosophy and research based selectivity will become increasingly valuable in a slower growth environment.

COMPARISON OF CHANGE IN THE VALUE OF A \$10,000 INVESTMENT IN THE
CLOVER CAPITAL EQUITY VALUE FUND, VERSUS THE S&P 500 COMPOSITE INDEX

Following are the plot points as depicted in the chart:

	Clover Capital Equity Value Fund	S&P 500 Composite Index
12/31/91	\$10,000	\$10,000
10/31/92	\$ 9,938	\$10,281
10/31/93	\$11,511	\$11,817
10/31/94	\$13,560	\$12,272
10/31/95	\$16,442	\$15,515

TOTAL RETURN1

ONE YEAR RETURN	ANNUALIZED 3 YEAR RETURN	ANNUALIZED INCEPTION TO DATE
16.47%	18.49%	15.53%

[LINE GRAPH]

1 These figures represent past performance. Past performance is no guarantee of future results. The investment return and principal value of an investment will fluctuate, so an investor's shares, when redeemed, may be worth more or less than their original cost.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FUND PERFORMANCE
CLOVER CAPITAL MANAGEMENT, INC.

CLOVER CAPITAL FIXED INCOME FUND

The Clover Capital Fixed Income Fund produced a total rate of return for the fiscal year ended October 31, 1996 of 6.26%, outperforming the total rate of return posted by the Merrill Lynch Corporate/Government Mortgage Bond Index by 53 basis points.

For the fiscal year, interest rates, while exhibiting significant volatility, rose only modestly. Yields on two year Treasury notes rose .12% to end the period at 5.73%. Ten year Treasury issues rose .32% to yield 6.34% at period end while the thirty year Treasury, or long bond, finished the year at 6.64%, up .31%. Uncertainty over the direction of the U.S. economy and Federal Reserve Board policy caused yields to move somewhat higher through mid-year. However, reports of subdued economic growth and stable rates of inflation at both the consumer and wholesale level resulted in interest rates returning to levels only slightly above those posted at the start of the fiscal year.

The Fund's outperformance of the Merrill Lynch Corporate/Gov't./Mortgage Bond Index during the year was primarily a result of strong performance by our special situation bonds, such as convertible debentures, offset somewhat by our conservative positioning into Treasury's and high quality recession resistant corporate bonds.

Going forward, the Fund continues to operate as a market risk bond portfolio targeting sectors where we see value and attempting to avoid sectors and credits where risk does not justify participation while maintaining an intermediate maturity structure.

COMPARISON OF CHANGE IN THE VALUE OF A \$10,000 INVESTMENT IN THE CLOVER CAPITAL FIXED INCOME FUND, VERSUS THE MERRILL LYNCH CORPORATE/GOV'T./MORTGAGE BOND INDEX

Following are the plot points as depicted in the chart:

	Clover Capital Fixed Income Fund	Merrill Lynch Corporate/ Gov't./Mortgage Index
12/31/91	\$10,000	\$10,000
10/31/92	\$10,582	\$10,596
10/31/93	\$12,002	\$11,869
10/31/94	\$11,582	\$11,440
10/31/95	\$13,350	\$13,247
10/31/96	\$14,186	\$14,006

TOTAL RETURN1

ONE YEAR RETURN	ANNUALIZED 3 YEAR RETURN	ANNUALIZED INCEPTION TO DATE
6.26%	5.73%	7.87%

[LINE GRAPH]

1 These figures represent past performance. Past performance is no guarantee of future results. The investment return and principal value of an investment

will fluctuate, so an investor's shares, when redeemed, may be worth more or less than their original cost.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FUND PERFORMANCE
CLOVER CAPITAL MANAGEMENT, INC.

CLOVER CAPITAL SMALL CAP VALUE FUND

The Clover Capital Small Cap Value Fund seeks attractive returns through investment in a diversified portfolio of stocks. This portfolio is focused on small capitalization companies with attractive stock valuations based on measures such as stock price relative to book value and cash flow. This sector of the public equities market has provided exceptional long term returns in the past, however short term behavior of these stocks may differ significantly from stock markets indices.

For the fiscal year ended October 31, 1996, the Small Cap Value Fund provided a total return of 8.97%, exceeding the benchmark Frank Russell 2000 Index return of 5.97%. These returns represent performance since February 28, 1996, which was the inception date of the Fund.

Fund performance was aided by the appreciation of stocks from a broad variety of sectors. Investment efforts were focused on small, undervalued and relatively obscure companies with reasonable prospects for share price appreciation. Although no industry sectors were specifically targeted for investment, depressed valuations in several sectors led to emphasis in those areas. Sectors which made significant contributions to fund performance included the retail, apparel/textile, and railroad sectors.

Looking ahead, the Fund will continue to consistently apply its core investment methodology. This involves isolation of individual companies with inexpensive share prices relative to their fundamental statistics and future operating potential. The Advisor believes that there is no value gained by attempting to forecast broad market movements, interest rates or macroeconomic changes, and therefore intends to keep levels of cash reasonably low at all times. Despite vigorous returns in the equity markets in the past year the Advisor was able to opportunistically purchase the shares of undervalued companies, and anticipates additional opportunities in the months ahead.

COMPARISON OF CHANGE IN THE VALUE OF A \$10,000 INVESTMENT IN THE CLOVER
CAPITAL SMALL CAP VALUE FUND, VERSUS THE FRANK RUSSELL 2000 INDEX

Following are the plot points as depicted in the chart:

	Clover Capital Small Cap Value Fund	Frank Russell 2000 Index
2/29/96	\$10,000	\$10,000
10/31/96	\$10,908	\$10,586

TOTAL RETURN1

ANNUALIZED INCEPTION TO DATE	CUMULATIVE INCEPTION TO DATE2
------------------------------------	-------------------------------------

13.60% 8.97%

1 These figures represent past performance. Past performance is no guarantee of future results. The investment return and principal value of an investment will fluctuate, so an investor's shares, when redeemed, may be worth more or less than their original cost. 2 The Clover Capital Small Cap Value Fund commenced operations on February 28, 1996.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Shareholders and Trustees of Clover Capital Equity Value Fund, Clover Capital Fixed Income Fund and Clover Capital Small Cap Value Fund of The Advisors' Inner Circle Fund:

We have audited the accompanying statements of net assets of Clover Capital Equity Value Fund, Clover Capital Fixed Income Fund and Clover Capital Small Cap Value Fund ("the Funds"), three of the funds constituting The Advisors' Inner Circle Fund, as of October 31, 1996, and the related statements of operations, changes in net assets and financial highlights for the periods presented. These financial statements and financial highlights are the responsibility of the Funds' management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of October 31, 1996, by correspondence with the custodian. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Clover Capital Equity Value Fund, Clover Capital Fixed Income Fund and Clover Capital Small Cap Value Fund of The Advisors' Inner Circle Fund as of October 31, 1996, the results of their operations, changes in their net assets, and financial highlights for the periods presented, in conformity with generally accepted accounting principles.

ARTHUR ANDERSEN LLP

Philadelphia, PA
December 6, 1996

STATEMENT OF NET ASSETS THE ADVISORS' INNER CIRCLE FUND
October 31, 1996

	Shares	Market Value (000)
CLOVER CAPITAL EQUITY VALUE FUND		

COMMON STOCK -- 73.1%		
BROADCASTING, NEWSPAPERS & ADVERTISING -- 3.5%		
Comcast, Special, Cl A	200,000	\$ 2,950

COMMUNICATIONS EQUIPMENT -- 1.3%		
California Microwave*	75,000	1,106

COMPUTERS & SERVICES -- 7.6%		
Marcam*	280,700	3,439
Sungard Data Systems*	70,600	3,018

		6,457

ENTERTAINMENT -- 4.6%		
King World Productions*	110,000	3,960

FOOD, BEVERAGE & TOBACCO -- 6.5%		
Interstate Bakeries	50,000	2,119
RJR Nabisco	60,000	1,733
United Biscuits Holdings ADR	500,000	1,690

		5,542

MEASURING DEVICES -- 1.8%		
Wheelabrator Technologies	100,000	1,550

MEDICAL PRODUCTS & SERVICES -- 9.9%		
Medpartners *	344,850	7,285
Salick Health Care*	27,500	1,100

		8,385

MISCELLANEOUS BUSINESS SERVICES -- 2.8%		
Advo	166,400	2,350

PETROLEUM & FUEL PRODUCTS -- 1.9%		
Union Texas Petroleum	75,000	1,603

PRINTING & PUBLISHING -- 1.4%		
American Greetings, Cl A	40,000	1,173

RAILROADS -- 6.5%		
Canadian National Railway	200,000	5,500

RETAIL -- 8.8%		
Cash America International	191,000	1,385
Kroger*	50,000	2,231
Melville	70,000	2,607

Pier 1 Imports	89,250	1,249

		7,472

SEMI-CONDUCTORS/INSTRUMENTS -- 7.2%		
Amphenol, Cl A*	170,000	3,379

STATEMENT OF NET ASSETS THE ADVISORS' INNER CIRCLE FUND
October 31, 1996

	Shares/Face Amount (000)	Market Value (000)
CLOVER CAPITAL EQUITY VALUE FUND		

Augat	85,000	\$ 2,337
IEC Electronics*	75,000	450

		6,166

WHOLESALE -- 9.3%		
Avnet	80,000	4,030
Pioneer Standard Electronics	100,000	1,050
Wyle Electronics	95,000	2,838

		7,918

TOTAL COMMON STOCK (Cost \$53,729)		62,132

REAL ESTATE INVESTMENT TRUSTS -- 7.0%		
Manufactured Home Communities	75,000	1,462
Meditrust	9,259	333
Public Storage PFD, Convertible to 1.6835 shares ..	31,000	1,209
ROC Communities	50,000	1,219
Storage Trust Realty	75,000	1,734

TOTAL REAL ESTATE INVESTMENT TRUSTS (Cost \$5,137) ...		5,957

CONVERTIBLE BONDS -- 0.7%		
Meditrust, Convertible to 27.6396 Shares		
7.500%, 03/01/01	\$ 600	621

TOTAL CONVERTIBLE BONDS (Cost \$590)		621

CORPORATE OBLIGATIONS -- 3.7%		
Canandaigua Wine		
8.750%, 12/15/03	1,500	1,429
Service Merchandise Callable 12/15/97 @ 104.50		
9.000%, 12/15/04	2,000	1,685

TOTAL CORPORATE OBLIGATIONS (Cost \$3,110)		3,114

U.S. GOVERNMENT AGENCY OBLIGATIONS -- 2.3%		
Federal Home Loan Bank (A)		
4.059%, 02/14/97	1,000	1,000
5.330%, 02/14/97	1,000	998

TOTAL U.S. GOVERNMENT AGENCY OBLIGATIONS (Cost \$1,995)		1,998

STATEMENT OF NET ASSETS THE ADVISORS' INNER CIRCLE FUND
October 31, 1996

	Face Amount (000)	Market Value (000)
CLOVER CAPITAL EQUITY VALUE FUND		

REPURCHASE AGREEMENT -- 12.3%		
Lehman Brothers, 5.07%, dated 10/31/96, matures 11/01/96, repurchase price \$10,485 (collateralized by U.S. Treasury Bond, par value \$10,547, 7.500%, matures 01/31/97: market value \$10,800)	\$10,484	\$ 10,484

TOTAL REPURCHASE AGREEMENT (Cost \$10,484)	10,484
TOTAL INVESTMENTS (COST \$75,045) -- 99.1%	84,306
OTHER ASSETS AND LIABILITIES, NET -- 0.9%	744

NET ASSETS:

Portfolio Shares (unlimited authorization -- no par value)	
based on 5,249,344 outstanding shares of beneficial interest	71,765
Undistributed net investment income	57
Accumulated net realized gain on investments	3,967
Net unrealized appreciation on investments	9,261

TOTAL NET ASSETS-- 100.0%	85,050
	=====
Net Asset Value, Offering Price and Redemption Price Per Share	\$ 16.20
	=====

* NON-INCOME PRODUCING SECURITY

(A) VARIABLE RATE SECURITY - THE RATE REPORTED ON THE STATEMENT OF NET ASSETS IS THE RATE IN EFFECT AS OF OCTOBER 31, 1996.

ADR - AMERICAN DEPOSITORY RECEIPT

CL - CLASS

FPD - PREFERRED

The accompanying notes are an integral part of the financial statements.

STATEMENT OF NET ASSETS THE ADVISORS' INNER CIRCLE FUND
October 31, 1996

	Face Amount (000)	Market Value (000)
CLOVER CAPITAL FIXED INCOME FUND		

CORPORATE OBLIGATIONS -- 48.9%		
Abbott Laboratories		
5.600%, 10/01/03	\$700	\$ 664
Anheuser Busch		
6.750%, 08/01/03	750	758
Bass America		
6.750%, 08/01/99	450	456
Canandaigua Wine		
8.750%, 12/15/03	850	810
Commonwealth Edison		
5.750%, 11/01/96	400	400
Dayton Hudson		
7.500%, 03/01/99	500	512
Detroit Edison		
6.560%, 05/01/01	500	501
Eli Lilly		
6.250%, 03/15/03	750	734
Florida Power & Light		
5.500%, 07/01/99	800	784
General Motors Acceptance		
7.750%, 01/15/99	400	412
Grand Metro Investment		
6.500%, 09/15/99	250	252
Masco		
6.125%, 09/15/03	200	192
Mattel		
6.750%, 05/15/00	350	352
McGraw-Hill		
9.430%, 09/01/00	600	658
Northern Illinois Gas		
5.875%, 05/01/00	400	391
Private Export Funding		
6.620%, 10/01/05	250	249
Texaco Capital MTN		
7.420%, 07/15/02	500	523
Union Electric		
5.500%, 03/01/97	250	250
Walt Disney		
6.375%, 03/30/01	750	749

TOTAL CORPORATE OBLIGATIONS (Cost \$9,650)		9,647

U.S. GOVERNMENT MORTGAGE-BACKED SECURITIES -- 18.9%

Federal Home Loan Mortgage Corporation, REMIC,
Series 1546, Cl H

7.000%, 12/15/22	390	376
Federal Home Loan Mortgage Corporation, Pool # 252641		
8.000%, 07/01/07	79	81

STATEMENT OF NET ASSETS
October 31, 1996

THE ADVISORS' INNER CIRCLE FUND

	Face Amount (000)	Market Value (000)
CLOVER CAPITAL FIXED INCOME FUND		

Federal Home Loan Mortgage Corporation, Pool # 277449		
8.500%, 09/01/09	\$ 78	\$ 81
Federal National Mortgage Association, REMIC, Series 1993-95, C1 PE		
6.500%, 10/25/07	750	752
Federal National Mortgage Association, REMIC, Series G93-21, C1 VE		
6.600%, 11/25/07	184	178
Federal National Mortgage Association, REMIC Series 1993-118 G		
6.500%, 11/25/06	1,000	1,002
Government National Mortgage Association, Pool # 13125		
8.000%, 10/15/06	39	41
Government National Mortgage Association, Pool # 187899		
8.000%, 05/15/17	259	265
Government National Mortgage Association, Pool # 196477		
10.000%, 04/15/10	112	121
Government National Mortgage Association, Pool # 202886		
8.000%, 03/15/17	269	275
Government National Mortgage Association, Pool # 221235		
8.500%, 07/15/17	100	105
Government National Mortgage Association, Pool # 331786		
8.000%, 08/15/22	438	448

TOTAL U.S. GOVERNMENT MORTGAGE-BACKED SECURITIES (Cost \$3,726)		3,725

U.S. TREASURY OBLIGATIONS -- 22.2%

U.S. Treasury Notes		
7.500%, 11/15/01	100	106
7.250%, 05/15/04	650	688
7.500%, 02/15/05	300	323
6.500%, 05/15/05	550	556
6.500%, 08/15/05	500	505
U.S. Treasury Bonds		
9.375%, 02/15/06	400	485
7.500%, 11/15/16	550	596
8.000%, 11/15/21	750	862
7.250%, 08/15/22	250	265

TOTAL U.S. TREASURY OBLIGATIONS (Cost \$4,246)		4,386

STATEMENT OF NET ASSETS
October 31, 1996

THE ADVISORS' INNER CIRCLE FUND

	Face Amount (000)	Market Value (000)
CLOVER CAPITAL FIXED INCOME FUND		

U.S. GOVERNMENT AGENCY OBLIGATIONS -- 2.5%		
Federal Home Loan Bank (A)		
4.059%, 02/14/97	\$250	\$ 250
Federal National Mortgage Association, MTN		
6.250%, 01/14/04	250	243

TOTAL U.S. GOVERNMENT AGENCY OBLIGATIONS (Cost \$478)		493

CONVERTIBLE BONDS -- 3.0%

Meditrust, Convertible to 27.6396 Shares		
7.500%, 03/01/01	570	590

TOTAL CONVERTIBLE BONDS (Cost \$575)		590

REPURCHASE AGREEMENT -- 3.0%

Lehman Brothers, 5.07%, dated 10/31/96,

matures 11/01/96, repurchase price \$589 (collateralized by U.S. Treasury Bond, par value \$593, 7.500%, matures 01/31/97: market value \$607)	589	589
TOTAL REPURCHASE AGREEMENT (Cost \$589)		589
TOTAL INVESTMENTS (COST \$19,264) -- 98.5%		19,430
OTHER ASSETS AND LIABILITIES, NET -- 1.5%		301

NET ASSETS:

Portfolio Shares (unlimited authorization -- no par value) based on 2,002,637 outstanding shares of beneficial interest		19,358
Undistributed net investment income		11
Accumulated net realized gain on investments		196
Net unrealized appreciation on investments		166
TOTAL NET ASSETS-- 100.0%		19,731
Net Asset Value, Offering and Redemption Price Per Share		\$ 9.85

(A) VARIABLE RATE SECURITY--THE RATE REPORTED ON THE STATEMENT OF NET ASSETS IS THE RATE IN EFFECT AS OF OCTOBER 31, 1996.

CL -- CLASS

MTN -- MEDIUM TERM NOTE

REMIC -- REAL ESTATE MORTGAGE INVESTMENT CONDUIT

The accompanying notes are an integral part of the financial statements.

STATEMENT OF NET ASSETS THE ADVISORS' INNER CIRCLE FUND
October 31, 1996

	Shares	Market Value (000)
CLOVER CAPITAL SMALL CAP VALUE FUND		
COMMON STOCK -- 92.6%		
AIR TRANSPORTATION -- 0.2%		
Petroleum Helicopters	600	\$ 10
APPAREL/TEXTILES -- 6.6%		
Crown Crafts	8,000	77
Dyersburg	1,500	9
Fredericks of Hollywood, Cl B	6,200	24
Interface, Cl A	1,900	32
Kellwood	4,700	85
Quaker Fabric*	1,900	20
Westpoint Stevens *	1,400	37
Worldtex*	1,400	11
		295
AUTOMOTIVE -- 1.2%		
Harvard Industries*	400	4
R & B *	6,400	52
		56
BEAUTY PRODUCTS -- 2.1%		
Jean Philippe Fragrances*	14,000	93
BROADCASTING, NEWSPAPERS & ADVERTISING -- 3.4%		
Comcast, Special, Cl A	10,300	152
BUILDING & CONSTRUCTION -- 1.5%		
M/I Schottenstein Homes *	7,800	69
BUILDING & CONSTRUCTION SUPPLIES -- 1.1%		
International Aluminum	2,000	49
CHEMICALS -- 2.8%		
Envirodyne Industries *	16,900	70
Pioneer, Cl A*	11,400	57
		127
COAL MINING -- 0.3%		
Ashland Coal	500	12

STATEMENT OF NET ASSETS
October 31, 1996

THE ADVISORS' INNER CIRCLE FUND

CLOVER CAPITAL SMALL CAP VALUE FUND	Shares	Market Value (000)

PAPER & PAPER PRODUCTS -- 1.4%		
Mail-Well *	4,700	\$ 65

PETROLEUM & FUEL PRODUCTS -- 1.8%		
Bellwether Exploration *	8,900	60
ICO	3,700	23

		83

PRINTING & PUBLISHING -- 0.2%		
Hollinger International, Cl A	650	8

PROFESSIONAL SERVICES -- 4.7%		
Acmat, Cl A*	700	10
Baker (Michael)*	14,500	83
Children's Discovery Centers*	15,400	90
Dynamics Research*	1,000	9
URS*	2,100	18

		210

RAILROADS -- 1.8%		
Canadian National Railway	3,000	83

RETAIL -- 12.9%		
Cash America International	18,000	130
Davco Restaurants*	4,200	39
Designs *	9,000	54
Eljer Industries *	6,600	73
Elxsi*	10,000	50
Hi-Lo Automotive *	16,000	42
Marsh Super Markets	900	9
Movie Gallery*	5,000	68
Payless Cashways*	19,700	37
Piccadilly Cafeterias	2,300	20
Pier 1 Imports	3,400	48
Reeds Jewelers*	900	7
Shopko Stores	250	4

		581

SEMI-CONDUCTORS/INSTRUMENTS -- 6.0%		
Exar*	6,000	82
IEC Electronics*	19,200	115
VLSI Technology*	4,100	71

		268

STEEL & STEEL WORKS -- 0.1%		
National Steel, Cl B*	550	5

TRANSPORTATION SERVICES -- 0.2%		
PLM International *	3,000	9

STATEMENT OF NET ASSETS
October 31, 1996

THE ADVISORS' INNER CIRCLE FUND

CLOVER CAPITAL SMALL CAP VALUE FUND	Shares/Face Amount (000)	Market Value (000)

TRUCKING -- 2.1%		
Builders Transport*	10,300	\$ 49
Celadon Group *	4,500	39
Trism*	1,100	5

		93

WHOLESALE -- 7.4%		

Cameron Ashley Building Products*	2,000	27
JPE*	7,800	64
Pioneer Standard Electronics	6,500	68
Software Spectrum*	700	19
Syncor International*	2,100	19
Wyle Electronics	4,600	137

		334

TOTAL COMMON STOCK (Cost \$4,093)		4,163

REAL ESTATE INVESTMENT TRUST -- 2.0%		
Storage Trust Realty	3,800	88

TOTAL REAL ESTATE INVESTMENT TRUST (Cost \$81)		88

REPURCHASE AGREEMENT -- 5.1%		
Lehman Brothers, 5.07%, dated 10/31/96, matures 11/01/96, repurchase price \$231 (collateralized by U.S. Treasury Bond, par value \$232, 7.500%, matures 01/31/97: market value \$238)	\$231	231

TOTAL REPURCHASE AGREEMENT (Cost \$231)		231

TOTAL INVESTMENTS (COST \$4,405) -- 99.7%		4,482

OTHER ASSETS AND LIABILITIES, NET -- 0.3%		13

NET ASSETS:		
Portfolio Shares (unlimited authorization -- no par value) based on 413,539 outstanding shares of beneficial interest		4,355
Accumulated net realized gain on investments		63
Net unrealized appreciation on investments		77

TOTAL NET ASSETS -- 100.0%		4,495
		=====
Net Asset Value, Offering and Redemption Price Per Share		\$10.87
		=====

* NON-INCOME PRODUCING SECURITY
CL - CLASS

The accompanying notes are an integral part of the financial statements.

STATEMENT OF OPERATIONS

THE ADVISORS' INNER CIRCLE FUND

<TABLE>
<CAPTION>

	CLOVER CAPITAL EQUITY VALUE FUND	CLOVER CAPITAL FIXED INCOME FUND	CLOVER CAPITAL SMALL CAP VALUE FUND
	11/01/95 TO 10/31/96 (000)	11/01/95 TO 10/31/96 (000)	02/28/96(1) TO 10/31/96 (000)
<S>	<C>	<C>	<C>
Investment income:			
Dividend income	\$ 899	\$ --	\$ 13
Interest income	772	1,166	10
	-----	-----	-----
Total Investment Income	1,671	1,166	23
	-----	-----	-----
Expenses:			
Investment advisory fees	511	77	14
Investment advisory fee waiver	(73)	(53)	(14)
Contributions by adviser	--	--	(52)
Administrator fees	138	50	34
Custodian fees	8	6	2
Transfer agent fees	81	18	10
Professional fees	18	14	13
Trustee fees	6	6	3
Registration fees	34	9	9
Printing fees	29	8	2

Pricing fees	1	--	1
Insurance and other fees	5	1	--
Amortization of deferred organizational costs ...	2	1	1

Total expenses	760	137	23

Net investment income	911	1,029	--

Net realized gain from securities sold	3,967	208	67
Net unrealized appreciation (depreciation) of investment securities	5,039	(166)	77

Net realized and unrealized gain on investments	9,006	42	144

Net increase in net assets resulting from operations	\$9,917	\$1,071	\$144
=====			

<FN>

AMOUNTS DESIGNED AS "--" ARE EITHER \$0 OR HAVE BEEN ROUNDED TO \$0.
(1) THE CLOVER CAPITAL SMALL CAP VALUE FUND COMMENCED OPERATIONS ON FEBRUARY
28, 1996.

</FN>
</TABLE>

The accompanying notes are an integral part of the financial statements.

STATEMENT OF CHANGES IN NET ASSETS THE ADVISORS' INNER CIRCLE FUND

<TABLE>
<CAPTION>

	CLOVER CAPITAL EQUITY VALUE FUND		CLOVER CAPITAL FIXED INCOME FUND		CLOVER CAPITAL SMALL CAP VALUE FUND
	11/01/95 TO 10/31/96 (000)	11/01/94 TO 10/31/95 (000)	11/01/95 TO 10/31/96 (000)	11/01/94 TO 10/31/95 (000)	02/28/96 TO 10/31/96 (000)
<S>	<C>	<C>	<C>	<C>	<C>
Investment activities:					
Net investment income	\$ 911	\$ 686	\$ 1,029	\$ 699	\$ --
Net realized gain from securities sold	3,967	4,206	208	76	67
Net unrealized appreciation (Depreciation) of investment securities	5,039	1,800	(166)	823	77

Net increase in Net assets resulting from operations	9,917	6,692	1,071	1,598	144

Distributions to shareholders:					
Net investment income	(992)	(602)	(1,030)	(696)	(4)
Capital gains	(4,207)	(1,755)	(76)	(24)	--
Total distributions	(5,199)	(2,357)	(1,106)	(720)	(4)

Capital share transactions:					
Shares issued	35,078	23,522	8,594	5,633	4,664
Shares issued in lieu of cash distributions	5,130	2,339	1,094	588	3
Shares redeemed	(11,523)	(3,798)	(4,607)	(2,176)	(312)

Increase in net assets derived from capital share transactions	28,685	22,063	5,081	4,045	4,355

Total increase in net asset..	33,403	26,398	5,046	4,923	4,495

Net assets:					
Beginning of period	51,647	25,249	14,685	9,762	--

End of period	\$85,050	\$51,647	\$19,731	\$14,685	\$4,495
=====					
Shares issued and redeemed:					
Issued	2,281	1,618	877	583	442
Issued in lieu of cash distributions	349	179	112	62	1
Redeemed	(758)	(257)	(471)	(228)	(29)

Net Increase in share transactions	1,872	1,540	518	417	414
--	-------	-------	-----	-----	-----

<FN>

AMOUNTS DESIGNATED AS "--" ARE EITHER \$0 OR HAVE BEEN ROUNDED TO \$0.

</FN>

</TABLE>

The accompanying notes are an integral part of the financial statements.

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FINANCIAL HIGHLIGHTS

For a Share Outstanding Throughout the Period

<TABLE>

<CAPTION>

NET ASSET VALUE BEGINNING OF PERIOD	NET INVESTMENT INCOME	REALIZED AND UNREALIZED GAINS OR (LOSSES) ON SECURITIES	DISTRIBUTIONS FROM NET INVESTMENT INCOME	DISTRIBUTIONS FROM CAPITAL GAINS	NET ASSET VALUE END OF PERIOD	TOTAL RETURN (4)
-------------------------------------	-----------------------	---	--	----------------------------------	-------------------------------	------------------

CLOVER CAPITAL EQUITY VALUE FUND

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1996	\$15.29	0.19	2.15	(0.22)	(1.21)	\$16.20	16.47%
1995	\$13.74	0.24	2.46	(0.22)	(0.93)	\$15.29	21.25%
1994	\$11.94	0.08	2.01	(0.08)	(0.21)	\$13.74	17.80%
1993	\$10.45	0.10	1.54	(0.10)	(0.05)	\$11.94	15.83%
1992 (1)	\$10.00	0.10	0.44	(0.09)	--	\$10.45	5.94%*

CLOVER CAPITAL FIXED INCOME FUND

1996	\$ 9.89	0.59	0.01	(0.59)	(0.05)	\$ 9.85	6.26%
1995	\$ 9.14	0.58	0.77	(0.58)	(0.02)	\$ 9.89	15.27%
1994	\$10.85	0.57	(0.92)	(0.57)	(0.79)	\$ 9.14	(3.54)%
1993	\$10.23	0.61	0.72	(0.61)	(0.10)	\$10.85	13.40%
1992 (1)	\$10.00	0.56	0.23	(0.56)	--	\$10.23	9.05%*

CLOVER CAPITAL SMALL CAP VALUE FUND

1996 (2)	\$10.00	0.02	0.88	(0.03)	--	10.87	8.97%
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</TABLE>

THE ADVISORS' INNER CIRCLE FUND

<TABLE>

<CAPTION>

NET ASSETS END OF PERIOD (000)	RATIO OF EXPENSES TO AVERAGE NET ASSETS	RATIO OF NET INCOME OR (LOSS) TO AVERAGE NET ASSETS	RATIO OF EXPENSES TO AVERAGE NET ASSETS (EXCLUDING WAIVERS AND CONTRIBUTIONS)	RATIO OF NET INCOME OR (LOSS) TO AVERAGE NET ASSETS (EXCLUDING WAIVERS AND CONTRIBUTIONS)	PORTFOLIO TURNOVER RATE	AVERAGE COMMISSION RATE (3)
--------------------------------	---	---	---	---	-------------------------	-----------------------------

CLOVER CAPITAL EQUITY VALUE FUND

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1996	\$85,050	1.10%	1.32%	1.21%	1.21%	51.36%	\$0.0577
1995	\$51,647	1.10%	1.82%	1.20%	1.72%	84.76%	N/A
1994	\$25,249	1.14%	0.71%	1.30%	0.55%	58.44%	N/A
1993	\$15,070	1.18%	0.89%	1.51%	0.56%	82.51%	N/A
1992 (1)	\$ 9,005	1.20%*	1.15%*	2.09%*	0.26%*	31.00%	N/A

CLOVER CAPITAL FIXED INCOME FUND

1996	\$19,731	0.80%	6.00%	1.11%	5.69%	24.52%	N/A
1995	\$14,685	0.80%	6.13%	1.40%	5.53%	35.84%	N/A
1994	\$ 9,762	0.80%	5.88%	1.46%	5.22%	11.11%	N/A
1993	\$ 7,966	0.78%	5.62%	1.29%	5.11%	68.61%	N/A
1992 (1)	\$ 8,982	0.80%*	6.28%*	1.76%*	5.32%*	113.00%	N/A

CLOVER CAPITAL SMALL CAP VALUE FUND

1996 (2)	\$ 4,495	1.40%*	(0.03)%*	5.29%*	(3.92)%*	14.17%	0.0470
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<FN>

* ANNUALIZED

- (1) THE CLOVER CAPITAL FIXED INCOME FUND AND THE CLOVER CAPITAL EQUITY VALUE FUND COMMENCED OPERATIONS ON DECEMBER 6, 1991.
 - (2) THE CLOVER CAPITAL SMALL CAP VALUE FUND COMMENCED OPERATIONS ON FEBRUARY 28, 1996.
 - (3) AVERAGE COMMISSION RATE PAID PER SHARE FOR THE SECURITY PURCHASES AND SALES MADE DURING THE PERIOD.
 - (4) RETURNS ARE FOR THE PERIOD INDICATED AND HAVE NOT BEEN ANNUALIZED.
 - (5) ANNUALIZED RETURN FOR THE CLOVER CAPITAL SMALL CAPITAL VALUE FUND IS 13.60%.
- </FN>
</TABLE>

The accompanying notes are an integral part of the financial statements.

NOTES TO FINANCIAL STATEMENTS
October 31, 1996

THE ADVISORS' INNER CIRCLE FUND

1. ORGANIZATION:

THE ADVISORS' INNER CIRCLE FUND (the "Trust") is organized as a Massachusetts business trust under a Declaration of Trust dated July 18, 1991. The Trust is registered under the Investment Company Act of 1940, as amended, as a diversified open-end management investment company with eight portfolios. The financial statements included herein are those of the Clover Capital Equity Value Fund, the Clover Capital Fixed Income Fund, and the Clover Capital Small Cap Value Fund (the "Funds"). The financial statements of the remaining portfolios are presented separately. The assets of each portfolio are segregated, and a Shareholder's interest is limited to the portfolio in which shares are held. The Funds' prospectus provides a description of each Fund's investment objectives, policies and strategies.

2. SIGNIFICANT ACCOUNTING POLICIES:

The following is a summary of the significant accounting policies followed by the Funds.

SECURITY VALUATION -- Investments in equity securities which are traded on a national exchange (or reported on the NASDAQ national market system) are stated at the last quoted sales price if readily available for such equity securities on each business day; other equity securities traded in the over-the-counter market and listed equity securities for which no sale was reported on that date are stated at the last quoted bid price. Debt obligations exceeding sixty days to maturity for which market quotations are readily available are valued at the most recently quoted bid price. Debt obligations with sixty days or less remaining until maturity may be valued at their amortized cost, which approximates market value.

FEDERAL INCOME TAXES -- It is each Fund's intention to qualify as a regulated investment company by complying with the appropriate provisions of the Internal Revenue Code of 1986, as amended. Accordingly, no provisions for Federal income taxes are required.

SECURITY TRANSACTIONS AND RELATED INCOME -- Security transactions are accounted for on the date the security is purchased or sold (trade date). Dividend income is recognized on the ex-dividend date, and interest income is recognized on the accrual basis. Costs used in determining realized gains and losses on the sales of investment securities are those of the specific securities sold adjusted for the accretion and amortization of purchase discounts and premiums during the respective holding period. Purchase discounts and premiums on securities held by the Funds are accreted and amortized to maturity using the scientific interest method, which approximates the effective interest method.

REPURCHASE AGREEMENTS -- Securities pledged as collateral for repurchase agreements are held by the custodian bank until the respective agreements mature. Provisions of the repurchase agreements ensure that the market value of the collateral, including accrued interest thereon, is sufficient in the event of the default of the counterparty. If the counterparty defaults and the value of the collateral declines or if the counterparty enters an insolvency proceeding, realization of the collateral by the Funds may be delayed or limited.

NET ASSET VALUE PER SHARE -- The net asset value per share of each Fund is calculated on each business day by dividing the total value of each Fund's assets, less liabilities, by the number of shares outstanding.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

THE ADVISORS' INNER CIRCLE FUND

EXPENSES -- Expenses that are directly related to one of the Funds are charged to that Fund. Other operating expenses of the Trust are prorated to the Funds on the basis of relative daily net assets.

DISTRIBUTIONS TO SHAREHOLDERS -- Distributions from net investment income are declared and paid quarterly to Shareholders for the Equity Value Fund and declared daily and paid monthly for the Fixed Income Fund. Any net realized capital gains on sales of securities are distributed to Shareholders at least annually.

Distributions from net investment income and net realized capital gains are determined in accordance with the U.S. Federal income tax regulations, which may differ from those amounts determined under generally accepted accounting principles. These book/tax differences are either temporary or permanent in nature. In accordance with Statement of Position 93-2, "Determination, Disclosure, and Financial Statement Presentation of Income, Capital Gain, and Return of Capital Distribution by Investment Companies," \$41,471, \$11,556, and \$4,283 relating to differences attributable to the classification of short-term capital gains and net investment income for tax distribution purposes of the Clover Capital Equity Value, Clover Capital Fixed Income, and Clover Capital Small Cap Value Funds, respectively, as of October 31, 1996 have been reclassified between the Funds' accumulated net realized gains/losses and undistributed net income accounts, as appropriate. The reclassifications had no effect on net asset value.

USE OF ESTIMATES -- The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. ORGANIZATION COSTS AND TRANSACTIONS WITH AFFILIATES:

The Clover Capital Equity Value Fund, the Clover Capital Fixed Income Fund, and the Clover Capital Small Cap Value Fund incurred organization costs of approximately \$17,000, \$14,000 and \$18,000, respectively. These costs have been capitalized by the Funds and are being amortized over sixty months commencing with operations. These costs include legal fees of approximately \$7,000 for the Clover Capital Equity Value Fund and the Clover Capital Fixed Income Fund and \$13,000 for the Clover Capital Small Cap Value Fund for organizational work performed by a law firm of which a trustee of the trust is a partner and two officers of the Fund are partners. In the event any of the initial shares of a Fund are redeemed by any holder thereof during the period that such Fund is amortizing its organizational costs, the redemption proceeds payable to the holder thereof by the Fund will be reduced by the unamortized organizational costs in the same ratio as the number of initial shares being redeemed bears to the number of initial shares outstanding at the time of redemption.

Certain officers of the Trust are also officers of SEI Fund Resources (the "Administrator") and/or SEI Financial Services Company (the "Distributor"). Such officers are paid no fees by the Trust for serving as officers of the Trust.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
October 31, 1996

THE ADVISORS' INNER CIRCLE FUND

4. ADMINISTRATION, SHAREHOLDER SERVICING AND DISTRIBUTION AGREEMENTS:

The Trust and the Administrator are parties to an Administration Agreement, under which the Administrator provides management and administrative services for an annual fee of .20% of the average daily net assets of each of the Funds. There is a minimum annual fee of \$50,000 per Fund payable to the Administrator for services rendered to the Funds under the Administration Agreement.

DST Systems, Inc. (the "Transfer Agent") serves as the transfer agent and dividend distributing agent for the Funds under a transfer agency agreement with the Trust.

The Trust and the Distributor are parties to a Distribution Agreement. The Distributor receives no fees for its distribution services under this agreement.

5. INVESTMENT ADVISORY AND CUSTODIAN AGREEMENTS:

The Trust and Clover Capital Management, Inc. (the "Adviser") are parties to an Investment Advisory Agreement under which the Adviser receives an annual fee equal to .74% of the average daily net assets of the Equity Value Fund, .45% of the average daily net assets of the Fixed Income Fund and .85% of the average daily net assets of the Small Cap Value Fund. The Adviser has voluntarily agreed to waive all or a portion of its fees (and to reimburse the expenses of the Funds) in order to limit operating expenses to not more than 1.20% of the

average daily net assets for net assets below \$20 million and to not more than 1.10% for net assets of \$20 million or more for the Equity Value Fund. Operating expenses for the Fixed Income Fund are limited to not more than .80% of the average daily net assets for net assets below \$20 million and to not more than .75% for net assets of \$20 million or more. Operating expenses for the Small Cap Value Fund are limited to 1.40% of the Portfolio's average daily net assets. Fee waivers and expense reimbursements are voluntarily and may be terminated at any time.

CoreStates Bank, N.A. acts as custodian (the "Custodian") for the Funds. Fees of the Custodian are being paid on the basis of the net assets of the Funds. The Custodian plays no role in determining the investment policies of the Trust or which securities are to be purchased or sold by the Funds.

6. INVESTMENT TRANSACTIONS:

The cost of security purchases and the proceeds from security sales, other than short-term investments, for the year ended October 31, 1996, are as follows:

	EQUITY VALUE FUND (000)	FIXED INCOME FUND (000)	SMALL CAP VALUE FUND (000)
Purchases			
Government	\$ --	\$3,353	\$ --
Other	45,186	5,137	4,428
Sales			
Government	\$ --	\$1,939	\$ --
Other	30,871	2,011	320

NOTES TO FINANCIAL STATEMENTS (CONCLUDED) THE ADVISORS' INNER CIRCLE FUND
October 31, 1996

At October 31, 1996, the total cost of securities and the net realized gains or losses on securities sold for Federal income tax purposes were not materially different from amounts reported for financial reporting purposes. The aggregate gross unrealized appreciation and depreciation for securities held by the Funds at October 31, 1996 is as follows:

<TABLE>
<CAPTION>

	EQUITY VALUE FUND (000)	FIXED INCOME FUND (000)	SMALL CAP VALUE FUND (000)
<S>	<C>	<C>	<C>
Aggregate gross unrealized appreciation	\$12,380	\$ 315	\$374
Aggregate gross unrealized depreciation	(3,119)	(149)	(297)
Net unrealized appreciation	\$ 9,261	\$ 166	\$ 77

</TABLE>

7. CONCENTRATION OF CREDIT RISK:

The Fixed Income Fund invests primarily in fixed income securities which are rated in the top four rating categories by either Moody's Investors Services, Inc. ("Moody's") or Standard & Poor's Ratings Group ("S&P"), or if not rated, determined by the Adviser to be of comparable quality. The ability of the issuers of the securities held by the Fund to meet their obligations may be affected by economic developments in a specific industry, state or region.

The summary of credit quality rating for securities held by the Fund at October 31, 1996 is as follows:

	S&P		MOODY'S	
Bonds:	AAA	52.1%	Aaa	51.2%
	AA	15.0%	Aa	9.2%
	A	14.1%	A	27.7%
	BBB	8.7%	Baa	7.7%
	B	4.2%	B	4.2%
	NR	5.9%	NR	--
		100.0%		100.0%

NOTICE TO SHAREHOLDERS
OF
THE ADVISORS' INNER CIRCLE FUND
(UNAUDITED)

For the shareholders that do not have an October 31, 1996 taxable year end, this notice is for informational purposes only. For shareholders with an October 31, 1996 taxable year end, please consult your tax adviser as to the pertinence of

this notice.

For the fiscal year ended October 31, 1996, the portfolio is designating long term capital gains, qualifying dividends and exempt interest income with regard to distributions paid during the year as follows:

<TABLE>

<CAPTION>

PORTFOLIO	(A) LONG TERM CAPITAL GAIN DISTRIBUTIONS (TAX BASIS)	(B) ORDINARY INCOME DISTRIBUTIONS (TAX BASIS)	(C) TOTAL DISTRIBUTIONS (TAX BASIS)
<S>	<C>	<C>	<C>
Clover Capital Fixed Income Fund	1%	99%	100%
Clover Capital Equity Value Fund	61%	39%	100%
Clover Capital Small Cap Value Fund .	0%	100%	100%

PORTFOLIO	(D) QUALIFYING DIVIDENDS (1)	(E) TAX EXEMPT INTEREST	(F) FOREIGN TAX CREDIT
Clover Capital Fixed Income Fund	0%	0%	0%
Clover Capital Equity Value Fund	58%	0%	0%
Clover Capital Small Cap Value Fund .	14%	0%	0%

<FN>
(1) Qualifying dividends represent dividends which qualify for the corporate dividends received deduction.
* Items (A) and (B) are based on a percentage of the portfolio's total distributions.
** Items (D) and (E) are based on a percentage of ordinary income distributions of the portfolio.

</FN>
</TABLE>

CLO-F-018-04

THE ADVISORS' INNER CIRCLE FUND
HGK FIXED INCOME FUND
ANNUAL REPORT TO SHAREHOLDERS
AS OF OCTOBER 31, 1996

THIS INFORMATION MUST BE PRECEDED OR ACCOMPANIED
BY A CURRENT PROSPECTUS FOR THE FUND DESCRIBED.

MANAGER'S DISCUSSION AND ANALYSIS OF FUND PERFORMANCE

INVESTMENT OBJECTIVES

The HGK Fixed Income Fund seeks total return through current income and capital appreciation consistent with the preservation of capital. The Fund's goal is to outperform the Lehman Brothers Government/Corporate Index while taking less risk. HGK controls risk by maintaining a relatively duration-neutral posture versus the Index, while adding value through the overweighting of particular sectors or areas of the yield curve. The Fund invests primarily in U.S. Government securities, investment-grade corporate bonds, and asset-backed securities.

PERFORMANCE SUMMARY

The HGK Fixed Income Fund produced a total return for the period ending October 31, 1996 of 4.29% (net of fees) versus a total return of 5.39% for the Lehman Brothers Government/Corporate Index. The Fund has also grown to over \$12.5 million in assets.

Bond market conditions were extremely volatile throughout this period, with interest rates declining from November through January, rising sharply from February to early July, then recovering most of this lost ground from mid-July through October. As an example of this volatility, the yield on the 10 year U.S. Treasury began the period on 11/1/95 at a yield of 5.98%, dropped to a low of 5.52% on 1/18/96, reached a high of 7.05% on 7/8/96 and steadily declined to 6.34% on 10/31/96.

This roller coaster ride in interest rates can be attributed to stronger than expected economic growth in the first and second quarters, particularly in the

labor market and housing sector, which fueled speculation that an increase in inflationary pressures and a Federal Reserve rate hike were a foregone conclusion. HGK perceived the strength in the economy as unsustainable, particularly in light of high consumer debt loads, and remained firm in our opinion that the tight labor market would not trigger an uptick in inflation and that any Federal Reserve action was neither warranted nor imminent. Our view proved accurate in the third quarter, as growth in the labor market slowed, inflation came in at lower levels than 1995, and the Federal Reserve remained on hold. This favorable economic environment, coupled with the market's expectation that the status quo in the White House and Congress will lead to progress towards an agreement on a balanced budget, fueled the fall rally in the bond market. While the duration of the Fund was longer than the benchmark for this entire period, adversely affecting performance, we have used the recent rally to return to a more neutral duration posture, as we expect yield to be range-bound for the near future.

As of October 31, 1996 the net asset value (NAV) of the fund was \$10.29, and the thirty day yield was 6.07%. The slight underperformance of the Fund versus the Lehman Brothers Government/Corporate Index was due to a duration posture that was slightly longer than the benchmark. Going forward, we will remain duration neutral and continue to overweight corporate bonds which should continue to outperform their government peers on a duration adjusted basis. The Fund will continue to rotate among different sectors of the market as relative value opportunities present themselves.

COMPARISON OF CHANGE IN THE VALUE OF A \$20,000 INVESTMENT IN THE HGK FIXED INCOME FUND, VERSUS THE LEHMAN GOVERNMENT/CORPORATE INDEX

Following are the plot points as depicted in the chart:

	HGK Fixed Income Fund	Lehman Government/Corporate Index
11/30/94	\$20,000	\$20,000
10/31/95	\$22,999	\$23,273
10/31/96	\$23,986	\$24,528

Total Return ¹	

	Annualized
One Year	Inception
Return	to Date

4.29%	9.99%

Line Graph

¹ These figures represent past performance. Past performance is no guarantee of future results. The investment return and principal value of an investment will fluctuate, so an investor's shares, when redeemed, may be worth more or less than their original cost.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Shareholders and Trustees of
HGK Fixed Income Fund of
The Advisors' Inner Circle Fund:

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of HGK Fixed Income Fund (the "Fund"), one of the funds constituting The Advisors' Inner Circle Fund, as of October 31, 1996, and the related statements of operations, changes in net assets and financial highlights for the periods presented. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of October 31, 1996, by correspondence with the custodian. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of HGK Fixed Income Fund of The Advisors' Inner Circle Fund as of October 31, 1996, the results of its operations, changes in its net assets, and financial highlights for the periods presented, in conformity with generally accepted accounting

principles.

ARTHUR ANDERSEN LLP

Philadelphia, PA
December 6, 1996

SCHEDULE OF INVESTMENTS
October 31, 1996

THE ADVISORS' INNER CIRCLE FUND

	Face Amount (000)	Market Value (000)
--	-------------------------	--------------------------

% of Total Fund Investments

[GRAPHIC]

Following are the plot points as depicted in the pie chart:

Yankee Bond 1%
Financial 25%
Asset Backed 2%
U.S. Gov't. Mortgage-Backed Securities 5%
U.S. Gov't. Agency
Obligations 22%
Repurchase Agreements 5%
Industrial 6%
U.S. Treasury Obligations 15%
Utility 19%

CORPORATE OBLIGATIONS (50.2%)

American General Finance 7.450%, 07/01/02	\$300	\$ 311
Argentaria Cap Funding MTN 6.375%, 02/14/06	500	466
Auburn Hills Trust 12.000%, 05/01/20	300	452
Banca Commerciale Italiana 8.250%, 07/15/07	275	294
Citicorp 7.250%, 10/15/11	150	152
Continental Cablevision 8.875%, 09/15/05	425	467
Countrywide Funding MTN 6.880%, 08/03/98	150	152
Fairfax Financial 8.300%, 04/15/26	225	230
Federal Express Series 1996-A1 7.850%, 01/30/15	150	155
Freeport McMoran YB 9.750%, 04/15/01	175	184
ITT 7.375%, 11/15/15	400	383
Lehman Brothers 8.500%, 05/01/07	125	135
Limited 7.250%, 10/15/03	350	353
News America 7.800%, 05/15/02	400	413
Niagara Mohawk Power 7.700%, 10/30/25	365	350
Paine Webber 7.750%, 05/15/06	275	253
Province of Newfoundland 7.625%, 10/15/09	175	177
Tele-Communications 9.000%, 10/15/21	300	350
Time Warner 9.800%, 02/01/12	275	284
Time Warner 9.125%, 01/15/13	75	81
Time Warner 6.850%, 01/15/26	425	422

	Face Amount (000)	Market Value (000)
--	-------------------------	--------------------------

Union Pacific Resources
7.500%, 11/01/96 \$225 \$ 224

TOTAL CORPORATE OBLIGATIONS			6,288
(Cost \$6,207)			-----
ASSET-BACKED SECURITIES (2.4%)			
Fleetwood Credit 1996-B			
6.900%, 03/15/12	294		300

TOTAL ASSET-BACKED SECURITIES			300
(Cost \$294)			-----
U.S. GOVERNMENT AGENCY			
OBLIGATIONS (21.7%)			
FNMA			
6.020%, 09/19/97	375		375
6.250%, 08/12/03	775		756
5.875%, 02/02/06	450		428
FNMA MTN			
5.000%, 02/25/98	675		668
5.230%, 02/18/99	350		344
7.650%, 05/04/05	150		151

TOTAL U.S. GOVERNMENT AGENCY OBLIGATIONS			2,722
(Cost \$2,734)			-----
U.S. GOVERNMENT MORTGAGE-BACKED			
SECURITIES (4.8%)			
FHLMC			
8.000%, 05/01/25	243		248
GNMA			
6.500%, 10/20/25	369		351

TOTAL U.S. GOVERNMENT MORTGAGE-BACKED			599
SECURITIES			-----
(Cost \$590)			
U.S. TREASURY OBLIGATIONS (15.2%)			
U.S. Treasury Notes			
5.500%, 09/30/97	275		275
5.500%, 11/15/98	200		199
5.000%, 01/31/99	250		246
6.250%, 05/31/00	750		756
7.500%, 11/15/01	400		424

TOTAL U.S. TREASURY OBLIGATIONS			1,900
(Cost \$1,909)			-----

SCHEDULE OF INVESTMENTS
October 31, 1996

THE ADVISORS' INNER CIRCLE FUND

	Face	Market
	Amount	Value
	(000)	(000)

REPURCHASE AGREEMENT (5.1%)		
Lehman Brothers, 5.07%, dated 10/31/96, matures 11/01/96, repurchase price \$634 (collateralized by U.S. Treasury Bond, par value \$637, 7.500%, matures 01/31/97: market value \$653)	\$633	\$ 633

TOTAL REPURCHASE AGREEMENT		633
(Cost \$633)		-----
TOTAL INVESTMENTS (99.4%)		\$12,442
(COST \$12,367)		=====

FHLMC - FEDERAL HOME LOAN MORTGAGE CORPORATION
 FNMA - FEDERAL NATIONAL MORTGAGE ASSOCIATION
 GNMA - GOVERNMENT NATIONAL MORTGAGE ASSOCIATION
 MTN - MEDIUM TERM NOTE
 YB - YANKEE BOND

The accompanying notes are an integral part of the financial statements.

STATEMENT OF ASSETS AND LIABILITIES
October 31, 1996

THE ADVISORS' INNER CIRCLE FUND

	HGK Fixed Income Fund (000)

Assets:	
Investment Securities (Cost \$12,367)	\$12,442
Cash	58
Investment Securities Sold	453
Income Accrued	219
Other Receivables	18
Other Assets	24

Total Assets	13,214

Liabilities:	
Investment Securities Purchased	591
Income Payable	59
Accrued Expenses Payable	20
Capital Shares Redeemed	3
Other Liabilities	26

Total Liabilities	699

Net Assets:	
Portfolio shares (unlimited authorization--no par value) based on 1,216,645 outstanding shares of beneficial interest	12,457
Accumulated net realized loss on investments	(17)
Net unrealized appreciation on investments	75

Net Assets	\$12,515
=====	
Net Asset Value, Offering Price and Redemption Price Per Share	\$10.29
=====	

The accompanying notes are an integral part of the financial statements.

STATEMENT OF OPERATIONS

THE ADVISORS' INNER CIRCLE FUND

	HGK Fixed Income Fund ----- 11/01/95 to 10/31/96 (000)

Investment Income:	
Interest	\$ 804

Total Investment Income	804

Expenses:	
Investment Advisory Fees	58
Investment Advisory Fee Waiver	(58)
Contributions by Advisor	(2)
Administrative Fees	75
Custodian Fees	4
Professional Fees	11
Transfer Agent Fees	19
Printing Fees	5
Trustee Fees	4

Total Expenses	116

Net Investment Income	688

Net Realized Loss from Securities Sold	(17)
Net Unrealized Depreciation of Investment Securities	(176)

Net Realized and Unrealized Loss on Investments (193)

Net Increase in Net Assets Resulting From Operations \$ 495

The accompanying notes are an integral part of the financial statements.

STATEMENT OF CHANGES IN NET ASSETS

THE ADVISORS' INNER CIRCLE FUND

<TABLE>

<CAPTION>

	HGK Fixed Income Fund	
	11/01/95 to 10/31/96 (000)	11/03/94(1) to 10/31/95 (000)
	<C>	<C>
Investment Activities:		
Net Investment Income	\$ 688	\$ 505
Net Realized Gain (Loss) on Securities Sold	(17)	417
Net Unrealized Appreciation (Depreciation) of Investment Securities	(176)	251
Net Increase in Net Assets Resulting From Operations	495	1,173
Distributions to Shareholders:		
Net Investment Income	(688)	(505)
Realized Capital Gains	(417)	--
Total Distributions	(1,105)	(505)
Capital Share Transactions:		
Shares Issued	4,139	10,408
Shares Issued in Lieu of Cash Distributions	1,095	504
Shares Redeemed	(2,529)	(1,160)
Increase in Net Assets Derived from Capital Share Transactions	2,705	9,752
Total Increase in Net Assets	2,095	10,420
Net Assets:		
Beginning of Period	10,420	--
End of Period	\$ 12,515	\$ 10,420
Shares Issued and Redeemed:		
Issued	402	1,022
Issued in Lieu of Cash Distributions	106	48
Redeemed	(249)	(112)
Net Increase in Share Transactions	259	958

<FN>

Amounts designated as "--" are either \$0 or have been rounded to \$0.

(1) The HGK Fixed Income Fund commenced operations on November 3, 1994.

</FN>

</TABLE>

The accompanying notes are an integral part of the financial statements.

FINANCIAL HIGHLIGHTS

THE ADVISORS' INNER CIRCLE FUND

For a Share Outstanding Throughout each Period

<TABLE>

<CAPTION>

	Net Asset Value Beginning of Period	Net Investment Income	Realized and Unrealized Gains or (Losses) on Securities	Distributions from Net Investment Income	Distributions From Capital Gains	Net Asset Value End of Period	Net Assets End of Period (000)	Ratio of Expenses to Average Net Assets
	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
HGK Fixed Income								
1996	\$10.88	0.61	(0.17)	(0.61)	(0.42)	\$10.29	4.29%	\$12,515 1.00%
1995(1)	\$10.00	0.67	0.88	(0.67)	--	\$10.88	16.07%*	\$10,420 1.00%*

	Ratio of Expenses to Average Net Assets (Excluding Waivers and Reimbursements)	Ratio of Net Income to Average Net Assets (Excluding Waivers and Reimbursements)	Ratio of Net Income to Average Net Assets (Excluding Waivers and Reimbursements)	Portfolio Turnover Rate

HGK Fixed Income				

<C>	<C>	<C>	<C>	<C>
1996	5.92%	1.51%	5.41%	264.02%
1995(1)	6.38%*	2.37%*	5.01%*	300.48%

<FN>

Amounts designated as "--" are either \$0 or have been rounded to \$0.

* Annualized

(1) The HGK Fixed Income Fund commenced operations on November 3, 1994.

</FN>

</TABLE>

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THE ADVISORS' INNER CIRCLE FUND

October 31, 1996

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USE OF ESTIMATES -- The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. ORGANIZATION COSTS AND TRANSACTIONS WITH AFFILIATES:

The Fund incurred organization costs of approximately \$23,000. These costs have been capitalized and are being amortized on a straight line basis over a period of sixty months commencing with operations. Organization costs include legal fees of approximately \$11,000 for organizational work performed by a law firm of which a trustee of the Trust is a partner and two officers of the Trust are partners. In the event any of the initial shares of the Trust are redeemed by any holder thereof during the period that the Trust is amortizing its organizational costs, the redemption proceeds payable to the holder thereof by the Trust will be reduced by the unamortized organizational costs in the same ratio as the number of initial shares being redeemed bears to the number of initial shares outstanding at the time of redemption.

Certain officers of the Trust are also officers of SEI Fund Resources (the "Administrator") and/or SEI Financial Services Corporation (the "Distributor"). Such officers are paid no fees by the Trust for serving as officers of the Trust.

4. ADMINISTRATION, SHAREHOLDER SERVICING AND DISTRIBUTION AGREEMENTS:

The Trust and the Administrator are parties to an Administration Agreement dated November 14, 1991, as amended and restated on May 17, 1994, under which the Administrator provides management and administrative services for an annual fee equal to the higher of \$75,000 or .20% of the Fund's average daily net assets.

DST Systems Inc. (the "Transfer Agent") serves as the transfer agent and dividend disbursing agent for the Fund under a transfer agency agreement with the Fund.

The Trust and Distributor are parties to a Distribution Agreement dated November 14, 1991 as amended and restated on August 8, 1994. The Distributor receives no fees for its distribution services under this agreement.

5. INVESTMENT ADVISORY AND CUSTODIAN AGREEMENTS:

The Trust and HGK Asset Management, Inc. (the "Adviser") are parties to an Investment Advisory Agreement dated August 15, 1994 under which the Adviser receives an annual fee equal to .50% of the Fund's average daily net assets. The Adviser has voluntarily agreed to waive all or a portion of its fees and to reimburse expenses in order to limit operating expenses to not more than 1.00% of the average daily net assets of the Fund. Fee waivers and expense reimbursements are voluntary and may be terminated at any time.

CoreStates Bank, N.A. acts as custodian (the "Custodian") for the Fund. Fees of the Custodian are being paid on the basis of the net assets of the Fund. The Custodian plays no role in determining the investment policies of the Fund or which securities are to be purchased or sold by the Fund.

6. INVESTMENT TRANSACTIONS: The cost of security purchases and the proceeds from security sales, other than short-term investments, for the year ended October 31, 1996 are as follows:

HGK FIXED INCOME
FUND (000)

Purchases	
Government	\$ 8,649
Other	20,878
Sales	
Government	\$ 8,566
Other	18,295

At October 31, 1996, the total cost of securities and the net realized gains or

losses on securities sold for Federal income tax purposes were not materially different from amounts reported for financial reporting purposes. The aggregate gross unrealized appreciation and depreciation for securities held by the Fund at October 31, 1996, are as follows:

NOTES TO FINANCIAL STATEMENTS
October 31, 1996

THE ADVISORS' INNER CIRCLE FUND

	HGK FIXED INCOME FUND (000)
Aggregate gross unrealized appreciation	145
Aggregate gross unrealized depreciation	(70)
Net unrealized appreciation	75

7. CAPITAL LOSS CARRYFORWARDS:

The capital loss carryforward at October 31, 1996 for federal income tax purposes are as follows:

\$16,807 expiring in 2004

The capital loss carryforwards will be used to offset future net realized gains, if any, and such gains so offset will not be distributed.

NOTICE TO SHAREHOLDERS
OF
THE ADVISORS' INNER CIRCLE FUND
(UNAUDITED)

For the shareholders that do not have an October 31, 1996 taxable year end, this notice is for informational purposes only. For shareholders with an October 31, 1996 taxable year end, please consult your tax adviser as to the pertinence of this notice.

For the fiscal year ended October 31, 1996, the portfolio is designating long term capital gains, qualifying dividends and exempt interest income with regard to distributions paid during the year as follows:

PORTFOLIO	(A) LONG TERM CAPITAL GAIN DISTRIBUTIONS (TAX BASIS)	(B) ORDINARY INCOME DISTRIBUTIONS (TAX BASIS)	(C) TOTAL DISTRIBUTIONS (TAX BASIS)
HGK Fixed Income Fund . . .	0%	100%	100%

PORTFOLIO	(D) QUALIFYING DIVIDENDS (1)	(E) TAX EXEMPT INTEREST	(F) FOREIGN TAX CREDIT
HGK Fixed Income Fund . . .	0%	0%	0%

(1) Qualifying dividends represent dividends which qualify for the corporate dividends received deduction.

* Items (A) and (B) are based on a percentage of the portfolio's total distributions.

** Items (D) and (E) are based on a percentage of ordinary income distributions of the portfolio.

HGK-F-004-03

FMC SELECT FUND
ANNUAL REPORT
OCTOBER 31, 1996

ADVISED BY:
FIRST MANHATTAN CO.

FMC-F-003-03

MANAGER'S DISCUSSION OF FUND PERFORMANCE

Dear Shareholder:

The FMC Select Fund (the "Fund") had a total return of 23.99% for the year ended October 31, 1996. This compares favorably with the 20.42% total return of the Fund's benchmark, which is an 80% weighting of the S&P 500 Index and a 20% weighting of the Merrill Lynch Corporate/Government Index of one to ten year maturities. From inception on May 8, 1995 through October 31, 1996 the Fund had a total return of 37.13% versus 33.4% for the benchmark. As of October 31, 1996, 83.89% of the Fund's assets were invested in equities, toward the upper end of the targeted equity allocation of 75-85%. The remaining assets were in investment grade, medium term, fixed income instruments and cash.

TOTAL RETURN1

One Year Return	Annualized (Inception2 to Date)	Cumulative (Inception2 to Date)
23.99%	23.74%	37.13%

Comparison of Change in the Value of a \$10,000 Investment in the FMC Select Fund, versus the S&P 500 Composite Index, the Merrill Lynch 1-10 Year Corporate/Government Index and the S&P 80% Merrill 20% Blend of the above S&P and Merrill Indices

CHART
[GRAPHIC OMITTED]

Following are the plot points as depicted in the chart:

Initial Investment Date	5/31/95	10/31/95	10/31/96
FMC Select Fund	\$10,000	\$10,844	\$13,445
S&P 500 Composite Index	\$10,000	\$11,006	\$13,657
Merrill 1-10 Year Gov't./Corp. Index	\$10,000	\$10,353	\$10,948
80/20 Blend of the above S&P and Merrill Indices	\$10,000	\$10,874	\$13,095
Dow Jones Industrial Average	\$10,000	\$10,764	\$13,947

1These figures represent past performance. Past performance is no guarantee of future results. The investment return and principal value of an investment will fluctuate, so an investor's shares, when redeemed, may be worth more or less than their original cost.

2The FMC Select Fund commenced operations on May 8, 1995.

The equity portion of the portfolio continues to be invested in what we believe are high quality businesses with strong balance sheets and significantly less cyclical exposure than the overall economy. While these qualities may be underappreciated after six consecutive years of economic growth, we perceive the businesses in the portfolio to be well positioned to deal with adversity when the economy inevitably slows and/or interest rates rise materially.

The table below compares a weighted average of key measures of the equity portion of the Fund with the S&P Industrials Index. The table shows that the Fund is invested in profitable businesses selling at attractive valuations.

	FMC SELECT FUND	S&P INDUSTRIALS INDEX
QUALITY		
Return-on-Equity (ROE) [1]	22%	19%
Period Needed to Retire Debt from Free Cash Flow [2]	3 Years	4 Years
Estimated Annual EPS Growth for 1996-2000	13%	8%
VALUATION		
1997 Estimated Price/Earnings	14.3X	17.0X

[1] The ROE is based on net income for the trailing four quarters ended 9/30/96 and the average equity over that period. ROE provides insight into both the quality of the business and the quality of management in its use of the shareholders' resources. Given the portfolio's heavy skewing towards businesses with franchises we feel are significantly less dependent on the business cycle than those in the S&P, it is anticipated that the portfolio's

"ROE advantage" relative to the S&P should expand in a recession.

[2] Free cash flow is defined for this purpose as net income plus depreciation and amortization minus capital expenditures. We have intentionally omitted dividends from this calculation to separate dividend policy, a financial decision, from the enterprise's underlying economics, i.e. the cash generated from operations. We believe that careful analysis of both working capital and free cash flow is often more valuable than reported net income in evaluating the fundamentals of a business.

PORTFOLIO COMPOSITION
[GRAPHIC OMITTED]

Following are the plot points for Portfolio Composition Pie Chart:

Other Equity 11%	Media 10%
Packaging 4%	Financial Services 10%
Specialty Chemicals 4%	Banking 9%
Multiple Industries 4%	Healthcare 9%
Hotels, Lodging & Gaming 5%	Retail 8%
Corporate Obligations 6%	Food, Beverage & Tobacco 7%
Consumer Products 6%	
U.S. Treasury Obligations 7%	
% of Total Fund Investments	

We would like to discuss three equity positions purchased during 1996 which have made significant contributions to the Fund's strong performance: Kimberly-Clark, Schering-Plough and Household International. In keeping with our investment philosophy, all three have high ROEs, strong free cash flows, solid balance sheets and disciplined managements.

Kimberly-Clark (KMB) has the strongest US franchise in absorbency-based personal care products with the leading brands in diapers (Huggies, 36% US share), training pants (Pull-Ups, 70%+ US share), feminine pads (Kotex, 40% US share), and adult incontinence diapers (Depends, 53% US share). KMB is the global leader in tissue products with strong brands in facial tissue (Kleenex, #1 globally, 49% US share, brand is so strong that it has become the generic term for facial tissue in several languages) and bathroom tissue (Kotex/Cottonelle for premium/value, Scott for price/value). KMB's acquisition of Scott in December 1995 should be accretive to earnings from 1996 on; management has rationalized the combined organizations quickly and forecasts at least \$500 million in incremental operating income by 1998. We purchased KMB at \$70 or 12.5X our 1997 EPS estimate of \$5.60.

Schering-Plough (SGP) is the leader in respiratory drugs in the US and many other nations, a category which has been and will likely remain among the fastest growing categories, as it benefits from the rapid increase in both the quantity and variety of allergens responsible for allergies and asthma. This growth is likely to be strongest in the newly industrialized nations of Asia and Latin America where SGP has invested heavily to build a solid presence, and where the rapidly growing middle class now has the purchasing power to switch from traditional solutions to drug therapy to address sharp increases in respiratory ailments.

SGP's flagship antihistamine, Claritin, has both the leading and a growing share, despite several new entrants, because it is the only drug which is non-sedating, does not have a poor cardiovascular side effect profile, and is

available in once-a-day dosage. SGP is expanding the Claritin franchise via line extensions, such as Claritin D24, which adds a decongestant in the same once-a-day format, and geographic expansion, such as Claritin's likely 1997 entry into the \$1.5 billion Japanese antihistamine market.

SGP, while selling at 3-7 P/E multiples below the other major drug companies, offers the prospect of a higher valuation based on its leading position in the rapidly growing respiratory category and other fundamental strengths. SGP has grown its EPS at 18.5% per year for both the past five years, exceeding all major US drug firms, and for the past ten years, bested only by Merck. Among the major drug firms, only Johnson & Johnson and Pfizer (both Fund holdings) have a smaller proportion of their drug sales subject to US patent expirations between now and 2002. Also, SGP continually leads in "disease management" surveys of managed care organizations. In addition, SGP has been the industry's largest and most consistent share repurchaser, and is run by a management team with a substantial portion of its wealth tied to the business. We purchased SGP for \$57 or 15.4X our 1997 estimated EPS of \$3.70.

Household International (HI) has been transformed over the past five years from an unfocused conglomerate selling everything from toilets to first mortgages, into a financial services firm narrowed down to its two most profitable businesses -- consumer finance and credit cards. In both businesses HI has been able to invest incremental capital at after-tax returns exceeding 20% and ranks at or near the top of both industries in terms of efficiency and credit experience. HI's credit card business has maintained high credit quality by avoiding low interest rate promotions and by relying on co-branding. HI's largest credit card, the co-branded GM Card, has had favorable repayment experience because consumers have been reluctant to forfeit the bonuses (funded by GM and equal to 5% of card charges) which they have accumulated towards the purchase of a GM vehicle. We purchased HI at \$70 or 10.9X our 1997 estimated EPS of \$6.45.

Thank you for your continued confidence. Please feel free to call us with any questions or comments on the Fund.

Sincerely yours,

/s/ BERNARD GROVEMAN

/s/ WILLIAM MCELROY

/s/ A. BYRON NIMOCKS

Bernard Groveman
Equity Manager

William McElroy
Fixed Income Manager

A. Byron Nimocks
Equity Manager

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Shareholders and Trustees of
FMC Select Fund of
The Advisors' Inner Circle Fund:

We have audited the accompanying statement of net assets of FMC Select Fund (the "Fund"), one of the funds constituting The Advisors' Inner Circle Fund, as of October 31, 1996, and the related statements of operations, changes in net assets and financial highlights for the periods presented. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of October 31, 1996, by correspondence with the custodian. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of FMC Select Fund of The Advisors' Inner Circle Fund as of October 31, 1996, the results of its operations, changes in its net assets, and financial highlights for the periods presented, in conformity with generally accepted accounting principles.

ARTHUR ANDERSEN LLP

Philadelphia, PA
December 6, 1996

STATEMENT OF NET ASSETS

October 31, 1996

FMC SELECT FUND	Shares	Market Value (000)

COMMON STOCK (83.9%)		
AUTO & TRUCK RELATED (1.0%)		
Mark IV Industries	22,470	\$ 486

BANKS (9.2%)		
Charter One Financial	7,665	333
Compass Bancshares	15,400	556
Dime Bancorp *	52,100	775
North Fork Bancorp	31,500	996
TF Financial	32,000	496
Wells Fargo	4,700	1,255

Total Banks		4,411

CONSUMER PRODUCTS (5.7%)		
Ekco Group	168,600	569
Gillette	11,400	852
Kimberly-Clark	14,300	1,333

Total Consumer Products		2,754

FINANCIAL SERVICES (9.9%)		
Federal Home Loan Mortgage Corporation	18,000	1,818
Fidelity National Financial	39,600	629
Household International	15,415	1,364
Northern Trust	13,400	928

Total Financial Services		4,739

FOOD, BEVERAGE & TOBACCO (6.9%)		
Philip Morris	10,540	976
Schweitzer-Mauduit International*	50,000	1,538
UST	27,000	780

Total Food, Beverage & Tobacco		3,294

HEALTHCARE (8.6%)		
Fresenius National Medical Care ADR*	8,401	250
Fresenius National Medical Care PFD	20,400	3
Johnson & Johnson	7,400	364
Pfizer	9,200	761
Schering Plough	20,300	1,299
Sierra Health Services*	50,200	1,437

Total Healthcare		4,114

HOTELS, LODGING & GAMING (4.8%)		
Harrah's Entertainment*	67,700	1,134
Red Roof Inns*	86,200	1,153

Total Hotels, Lodging & Gaming		2,287

STATEMENT OF NET ASSETS

October 31, 1996

FMC SELECT FUND (CONTINUED)	Shares	Market Value (000)

MEDIA (10.3%)		
E.W. Scripps	13,000	\$ 616
Gannett	20,400	1,548
Harte-Hanks Communications	71,650	1,854
Omnicom Group	18,400	915

TotalMedia		4,933

MISCELLANEOUS BUSINESS SERVICES (4.0%)		
Manpower	29,200	829
Olsten	54,900	1,098

Total Miscellaneous Business Services		1,927

MULTIPLE INDUSTRIES (4.2%)		
Blount International	22,000	792
General Electric	12,200	1,180

Total Multiple Industries		1,972

PACKAGING (4.2%)		
Sealed Air *	23,600	917
W.R. Grace	20,400	1,081

Total Packaging		1,998

RAILROADS (2.6%)		
Burlington Northern Santa Fe	8,600	708
Union Pacific	9,801	550

Total Railroads		1,258

RETAIL (8.3%)		
Dollar General	51,675	1,434
Footstar	3,886	86
Intertan*	165,000	949
Melville	13,500	503
Tandy	27,100	1,020

Total Retail		3,992

SPECIALTY CHEMICALS (4.2%)		
Great Lakes Chemical	10,700	558
Loctite	14,700	862
McWhorter Technologies*	24,300	468
Sherwin-Williams	2,800	140

Total Specialty Chemicals		2,028

TOTAL COMMON STOCK		
(Cost \$32,677)		40,193

STATEMENT OF NET ASSETS

October 31, 1996

	Face Amount	Market Value
	(000)	(000)
FMC SELECT FUND (CONTINUED)		

CORPORATE OBLIGATIONS (5.6%)		
Aon		
7.400%, 10/01/02	150	\$ 155
BellSouth Trust MTN		
9.190%, 07/01/03	201	220
Commercial Credit		
7.750%, 03/01/05	150	158
Eastman Kodak		
9.750%, 10/01/04	300	357
Geico		
7.500%, 04/15/05	200	210
General Motors		
8.950%, 07/02/09	200	223
Marriott International		
7.875%, 04/15/05	200	208
Philip Morris		
7.250%, 01/15/03	200	203
Taubman Realty Group		
7.000%, 10/01/03	300	295
Union Pacific		

7.600%, 05/01/05	250	262
United Postal Savings Association		
9.000%, 07/26/99	150	160
W. R. Grace		
8.000%, 08/15/04	200	208

TOTAL CORPORATE OBLIGATIONS		
(Cost \$2,654)		2,659

U.S. GOVERNMENT AGENCY OBLIGATIONS (2.7%)		
Aid-Israel Ser 1-A		
7.750%, 04/01/98	124	128
Federal Home Loan Mortgage Corporation		
6.830%, 06/15/05	250	247
Federal National Mortgage Association Principal STRIPS		
0.000%, 11/01/01	250	250
Federal National Mortgage Association		
8.500%, 01/13/00	250	251
Financial Assistance		
9.375%, 07/21/03	200	231
Guaranteed Trade Trust Gtd Trade Ctfs Ser A		
7.020%, 09/01/04	200	205

TOTAL U.S. GOVERNMENT AGENCY OBLIGATIONS		
(Cost \$1,317)		1,312

STATEMENT OF NET ASSETS

October 31, 1996

	Face Amount (000)	Market Value (000)
FMC SELECT FUND (CONCLUDED)		

U.S. TREASURY OBLIGATIONS (7.3%)		
U.S. Treasury Bills		
5.360%, 12/19/96	\$ 9	\$ 9
5.000%, 01/30/97	78	77
5.170%, 02/06/97	209	206
5.020%, 02/13/97	187	184
5.030%, 02/20/97	342	337
5.030%, 02/27/97	396	390
5.030%, 03/06/97	465	457
5.080%, 03/06/97	11	11
U.S. Treasury Notes		
5.875%, 10/31/98	250	250
9.125%, 05/15/99	255	274
8.750%, 08/15/00	250	273
8.000%, 05/15/01	250	269
7.500%, 11/15/01	250	265
6.375%, 08/15/02	250	253
6.250%, 02/15/03	250	251

TOTAL U.S. TREASURY OBLIGATIONS		
(Cost \$3,482)		3,506

TOTAL INVESTMENTS (99.5%)		
Total Investments (Cost \$40,130)		47,670

OTHER ASSETS AND LIABILITIES, NET (0.5%)		239

NET ASSETS:		
Portfolio Shares (unlimited authorization -- no par value) based on 3,570,309 outstanding shares of beneficial interest		38,817
Undistributed net investment income		21
Accumulated net realized gain on investments		1,531
Net unrealized appreciation on investments		7,540

TOTAL NET ASSETS (100.0%)		47,909
		=====
Net Asset Value, Offering and Redemption		
Price Per Share		\$ 13.42
		=====

* NON-INCOME PRODUCING SECURITY
ADR -- AMERICAN DEPOSITORY RECEIPT
MTN -- MEDIUM TERM NOTE

PFD -- PREFERRED
 SER -- SERIES
 STRIPS -- SEPARATE TRADING OF REGISTERED INTEREST AND PRINCIPAL SECURITIES

The accompanying notes are an integral part of the financial statements.

STATEMENT OF OPERATIONS

	11/01/95 TO 10/31/96 (000)
FMC SELECT FUND	

Investment Income:	
Dividend Income.....	\$ 485
Interest Income	360

Total Investment Income.....	845

Expenses:	
Investment Advisory Fees	307
Investment Advisory Fee Waiver	(39)
Administrative Fees	81
Custodian Fees	7
Professional Fees	14
Transfer Agent Fees	15
Cash Management Fees	6
Printing Fees	10
Directors' Fees	5
Registration and Filing Fees	9
Insurance and Other Fees	1
Amortization of Deferred Organizational Costs	6

Total Expenses	422

Net Investment Income	423

Net Realized Gain from Securities Sold	1,531
Net Unrealized Appreciation of Investment Securities	5,592

Net Realized and Unrealized Gain on Investments	7,123

Net Increase in Net Assets Resulting from Operations.....	\$7,546
=====	

The accompanying notes are an integral part of the financial statements.

STATEMENT OF CHANGES IN NET ASSETS

<TABLE>
 <CAPTION>

	11/1/95 TO 10/31/96 (000)	5/8/95 (1) TO 10/31/95 (000)
FMC SELECT FUND		

<S>	<C>	<C>
Investment Activities:		
Net Investment Income.....	\$ 423	\$ 222
Net Realized Gain on Securities Sold	1,531	77
Net Change in Unrealized Appreciation of Investment Securities	5,592	1,948

Net Increase in Net Assets Resulting from Operations.....	7,546	2,247

Distributions to Shareholders:		
Net Investment Income	(425)	(199)
Realized Capital Gains.....	(77)	--

Total Distributions	(502)	(199)

Capital Share Transactions:		
Shares Issued	14,642	25,763
Shares Issued in Lieu of Cash Distributions	418	--
Shares Redeemed	(1,397)	(609)

Increase in Net Assets Derived from Capital Share Transactions.....	13,663	25,154

Total Increase in Net Assets	20,707	27,202

Net Assets:		
Beginning of Period	27,202	--
End of Period	\$47,909	\$27,202
Shares Issued and Redeemed:		
Shares Issued	1,168	2,536
Shares Issued in Lieu of Cash Distributions	32	--
Shares Redeemed	(109)	(57)
Net Increase in Share Transactions	1,091	2,479

<FN>

Amounts designated as "--" are either \$0 or have been rounded to \$0.

(1) The FMC Select Fund commenced operations on May 8, 1995

</FN>

</TABLE>

The accompanying notes are an integral part of the financial statements.

FINANCIAL HIGHLIGHTS

For a Share Outstanding Throughout the Period

<TABLE>

<CAPTION>

	Net Asset Value Beginning of Period	Net Investment Income	Realized and Unrealized Gains on Securities	Distributions from Net Investment Income	Distributions from Capital Gains	Net Asset Value End of Period	Total Return (1)	Net Assets End of Period (000)	Ratio of Expenses to Average Net Assets
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
FMC SELECT FUND									
1996	\$10.97	0.14	2.48	(0.14)	(0.03)	\$13.42	23.99%	\$47,909	1.10%
1995(3)	\$10.00	0.10	0.96	(0.09)	--	\$10.97	10.60%	\$27,202	1.10%*

</TABLE>

	Ratio of Net Investment Income to Average Net Assets	Ratio of Expenses to Average Net Assets (Excluding Reimbursements)	Ratio of Net Investment Income to Average Net Assets (Excluding Reimbursements)	Portfolio Turnover Rate	Average Commission Rate (2)
FMC SELECT FUND					
1996	1.10%	1.20%	1.00%	24.39%	\$0.0600
1995(3)	1.96%*	1.57%*	1.49%*	1.87%	--

* Annualized

(1) Total return is for the period indicated and has not been annualized.

(2) Average commission rate paid per share for the security purchases and sales made during the period.

(3) The FMC Select Fund commenced operations on May 8, 1995.

The accompanying notes are an integral part of the financial statements.

NOTES TO FINANCIAL STATEMENTS

FMC SELECT FUND

October 31, 1996

1. ORGANIZATION:

THE ADVISORS' INNER CIRCLE FUND (the "Trust") is organized as a Massachusetts business trust under a Declaration of Trust dated July 18, 1991. The Trust is registered under the Investment Company Act of 1940, as amended, as a diversified open-end management investment company with eight portfolios. The financial statements herein are those of the FMC Select Fund (the "Fund"). The financial statements of the remaining portfolios are not presented herein. The assets of each portfolio are segregated, and a Shareholder's interest is limited to the portfolio in which shares are held. The Funds' prospectus provides a description of each Fund's investment objectives, policies and strategies.

2. SIGNIFICANT ACCOUNTING POLICIES:

The following is a summary of the significant accounting policies followed by the Fund.

SECURITY VALUATION -- Investments in equity securities which are traded on a national exchange (or reported on the NASDAQ national market system) are stated at the last quoted sales price if readily available for such equity securities on each business day; other equity securities traded in the over-the-counter market and listed equity securities for which no sale was reported on that date are stated at the last quoted bid price. Debt obligations exceeding sixty days to maturity for which market quotations are readily available are valued at the most recent quoted bid price. Debt obligations with sixty days or less remaining until maturity may be valued at their amortized cost, which approximates market value.

FEDERAL INCOME TAXES -- It is the Fund's intention to qualify as a regulated investment company by complying with the appropriate provisions of the Internal Revenue Code of 1986, as amended. Accordingly, no provision for Federal income taxes is required.

SECURITY TRANSACTIONS AND RELATED INCOME -- Security transactions are accounted for on the date the security is purchased or sold (trade date). Costs used in determining realized gains and losses on the sales of investment securities are those of the specific securities sold, adjusted for the accretion and amortization of purchase discounts or premiums during the respective holding period which is calculated using the effective interest method. Interest income is recognized on the accrual basis. Dividend income is recorded on the ex-date.

NET ASSET VALUE PER SHARE -- The net asset value per share of the Fund is calculated on each business day by dividing the total value of assets, less liabilities, by the number of shares outstanding.

EXPENSES -- Expenses that are directly related to the Fund are charged to the Fund. Other operating expenses of the Trust are prorated to the Fund on the basis of relative daily net assets compared to the aggregate daily net assets of the Trust.

DISTRIBUTIONS TO SHAREHOLDERS -- Distributions from net investment income are declared and paid to Shareholders quarterly. Any net realized capital gains are distributed to Shareholders at least annually.

Distributions from net investment income and net realized capital gains are determined in accordance with the U.S. Federal income tax regulations, which may differ from those amounts determined under generally accepted accounting principles. These book/tax differences are either temporary or permanent in nature. To the extent these differences are permanent, they are charged or credited to paid-in-capital in the period that the differences arise. These reclassifications have no effect on net assets or net asset value.

USE OF ESTIMATES -- The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTES TO FINANCIAL STATEMENTS (concluded)

FMC SELECT FUND

October 31, 1996

3. ORGANIZATION COSTS AND TRANSACTIONS WITH AFFILIATES:

The Fund incurred organization costs of approximately \$35,000. These costs have been capitalized by the Fund and are being amortized over sixty months

commencing with the start-up. In the event the initial shares of the Fund are redeemed by any holder thereof during the period that the Fund is amortizing its organizational costs, the redemption proceeds payable to the holder thereof by the Fund will be reduced by the unamortized organizational costs in the same ratio as the number of initial shares being redeemed bears to the number of initial shares outstanding at the time of redemption. These costs include legal fees of approximately \$14,000 for organizational work performed by a law firm of which a trustee of the Trust is a partner and two officers of the Trust are partners.

Certain officers of the Trust are also officers of SEI Fund Resources (the "Administrator") and/or SEI Financial Services Corporation (the "Distributor"). Such officers are paid no fees by the Trust for serving as officers of the Trust.

4. ADMINISTRATION, SHAREHOLDER SERVICING AND DISTRIBUTION AGREEMENTS:

The Trust and the Administrator are parties to an Administration Agreement under which the Administrator provides management and administrative services for an annual fee equal to the higher of \$75,000 or .20% of the Fund's average daily net assets.

DST Systems Inc. (the "Transfer Agent") serves as the transfer agent and dividend disbursing agent for the Fund under a transfer agency agreement with the Fund.

The Trust and Distributor are parties to a Distribution Agreement. The Distributor receives no fees for its distribution services under this agreement.

5. INVESTMENT ADVISORY AND CUSTODIAN AGREEMENTS:

The Fund and First Manhattan Co. (the "Adviser") are parties to an Investment Advisory Agreement under which the Adviser receives an annual fee equal to .80% of the Fund's average daily net assets. The Adviser has, on a voluntary basis, agreed to reimburse Fund expenses in order to limit the Fund's total operating expenses to a maximum of 1.10% of the average daily net assets of the Fund. The Adviser reserves the right to terminate this arrangement at any time in its sole discretion.

CoreStates Bank, N.A. acts as custodian (the "Custodian") for the Fund. Fees of the Custodian are being paid on the basis of the net assets of the Fund. The Custodian plays no role in determining the investment policies of the Fund or which securities are to be purchased and sold by the Fund.

6. INVESTMENT TRANSACTIONS:

The cost of security purchases and the proceeds from security sales, other than short-term investments, for the year ended October 31, 1996 are as follows:

	(000)

Purchases	
Government	\$ 2,397
Other	20,092
Sales	
Government	\$ 349
Other	8,586

At October 31, 1996, the total cost of securities and the net realized gains or losses on securities sold for Federal income tax purposes were not materially different from amounts reported for financial reporting purposes. The aggregate gross unrealized appreciation and depreciation for securities held by the Fund at October 31, 1996, is as follows:

	(000)

Aggregate gross unrealized appreciation	\$ 8,761
Aggregate gross unrealized depreciation	(1,221)

Net unrealized appreciation	\$ 7,540
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NOTICE TO SHAREHOLDERS
OF
THE ADVISORS' INNER CIRCLE FUND
(UNAUDITED)

For the shareholders that do not have an October 31, 1996 taxable year end, this notice is for informational purposes only. For shareholders with an October 31, 1996 taxable year end, please consult your tax adviser as to the pertinence of this notice.

For the fiscal year ended October 31, 1996, the portfolio is designating long term capital gains, qualifying dividends and exempt interest income with regard to distributions paid during the year as follows:

PORTFOLIO	(A) LONG TERM CAPITAL GAIN DISTRIBUTIONS (TAX BASIS)	(B) ORDINARY INCOME DISTRIBUTIONS (TAX BASIS)	(C) TOTAL DISTRIBUTIONS (TAX BASIS)
FMC Select Fund.....	0%	100%	100%

PORTFOLIO	(D) QUALIFYING DIVIDENDS (1)	(E) TAX EXEMPT INTEREST	(F) FOREIGN TAX CREDIT
FMC Select Fund.....	32%	0%	0%

 (1) Qualifying dividends represent dividends which qualify for the corporate dividends received deduction. * Items (A) and (B) are based on a percentage of the portfolio's total distributions.
 ** Items (D) and (E) are based on a percentage of ordinary income distributions of the portfolio.

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FUND:
 FMC SELECT FUND
 P.O. Box 419009
 Kansas City, MO 64141-6009

ADVISER:
 FIRST MANHATTAN CO.
 437 Madison Avenue
 New York, NY 10022

TRUST:
 THE ADVISORS' INNER CIRCLE FUND
 680 East Swedesford Road
 Wayne, PA 19087

DISTRIBUTOR:
 SEI FINANCIAL SERVICES CORPORATION
 530 East Swedesford Road
 Wayne, PA 19087

ADMINISTRATOR:
 SEI FUND RESOURCES
 530 East Swedesford Road
 Wayne, PA 19087

LEGAL COUNSEL:
 MORGAN, LEWIS & BOCKIUS LLP
 1800 M Street N.W.
 Washington, DC 20036

INDEPENDENT PUBLIC ACCOUNTANTS:
 ARTHUR ANDERSEN LLP
 1601 Market Street
 Philadelphia, PA 19103

This information must be preceded or accompanied by a current prospectus for the Fund described.

FMC-F-003-03

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