



## **General Employees Retirement Board**

Regular Meeting Agenda

May 28, 2013

7:00 p.m.

Bal Harbour Village Hall  
655 – 96<sup>th</sup> Street  
Bal Harbour, Florida 33154

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Mayor Jean Rosenfield, Chair  
Assistant Mayor Joni D. Blachar  
Councilwoman Patricia Cohen  
Councilman Martin Packer  
Councilman Jaime M. Sanz  
General Employee Representative Pamela Flanders

Mayor Jean Rosenfield  
Assistant Mayor Joni D. Blachar  
Councilwoman Patricia Cohen  
Councilman Martin Packer  
Councilman Jaime M. Sanz  
General Employee Representative Pamela Flanders

Interim Village Manager Jay R. Smith  
Village Clerk Ellisa L. Horvath, MMC  
Village Attorneys Weiss Serota Helfman  
Pastoriza Cole & Boniske



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1. Call to Order/Roll Call
2. Pledge of Allegiance
3. **(Tab 1)** Approval of Minutes: October 16, 2012 Regular Meeting
4. **(Tab 2)** Authorization to Execute Fee Disclosure Acknowledgement with Northern Trust
5. Presentation of Executive Summary Dated December 31, 2012 – John McCann, Thistle Asset Consulting
6. Other Business
7. Adjourn.

One or more members of any Village Committee/Board may attend this meeting and may discuss matters which may later come before their respective Board/Committees.

The Other Business Section includes public comment. On public comment matters, any person is entitled to be heard by this Board on any matter; however, no action shall be taken by the Board on a matter of public comment, unless the item is specifically listed on the agenda, or is added to the agenda by Board action.

Any person who acts as a lobbyist, pursuant to Village Code Section 2-301 (Lobbyists), must register with the Village Clerk, prior to engaging in lobbying activities before Village staff, boards, committees, and/or the Village Council. A copy of the Ordinance is available in the Village Clerk's Office at Village Hall.

If a person decides to appeal any decision made by the Village Council with respect to any matter considered at a meeting or hearing, that person will need a record of the proceedings and, for such purpose, may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based (F.S. 286.0105).

In accordance with the Americans with Disabilities Act of 1990, all persons who are disabled and who need special accommodations to participate in this proceeding because of that disability should contact the Village Clerk's Office (305-866-4633), not later than two business days prior to such proceeding.

All meeting attendees, including Village staff and consultants, are subject to security screening utilizing a metal detector and/or wand, prior to entering the Council Chamber, Conference Room, or other meeting area located within Village Hall. This is for the safety of everyone. Thanks for your cooperation.



**BAL HARBOUR VILLAGE**  
**GENERAL EMPLOYEES RETIREMENT BOARD**  
**REGULAR MEETING MINUTES**  
**OCTOBER 16, 2012**

A Regular Meeting of the Bal Harbour Village General Employees Retirement Board was held on Tuesday, July 10, 2012, in the Bal Harbour Village Hall Council Chambers (655 – 96<sup>th</sup> Street, Bal Harbour, Florida).

**1. CALL TO ORDER/ROLL CALL:** The meeting was called to order at 7:01 p.m. by Mayor Rosenfield. The following were present:

Mayor Jean Rosenfield  
Assistant Mayor Joni D. Blachar  
Councilwoman Patricia Cohen  
Councilman Martin Packer  
Councilman Jaime M. Sanz

Absent: Pamela Flanders, General Employee Representative

Also present: Alfred J. Treppeda, Village Manager  
Ellisa L. Horvath, MMC, Village Clerk/Secretary  
Richard J. Weiss, Village/Board Attorney

As a quorum was determined to be present, the meeting commenced.

**2. PLEDGE OF ALLEGIANCE:** The Pledge was led by Florida House Representative Joseph A. "Joe" Gibbons.

Representative Gibbons thanked the residents for electing him to represent them in Tallahassee. He requested to meet with the Mayor, Council or Village Lobbyist, to work out the legislative priorities for the Village.

**3. APPROVAL OF MINUTES:** *A motion was offered by Assistant Mayor Blachar and seconded by Councilman Sanz to approve the minutes for the July 10, 2012, Regular Meeting. The motion carried (5-0).*

**4. REQUEST FOR APPROVAL FOR MICHAEL O'QUINN TO ENTER THE DROP (DEFERRED RETIREMENT OPTION PLAN):** The request was for approval for Michael D. O'Quinn to enter the DROP, as of September 1, 2012.

*A motion was offered by Assistant Mayor Blachar and seconded by Councilman Packer to approve. The motion carried (5-0).*

**5. OTHER BUSINESS:** None.

**6. ADJOURN:** There being no further business, *a motion was offered by Assistant Mayor Blachar and seconded by Councilman Sanz to adjourn. The motion carried (5-0)* and the meeting was adjourned at 7:06 p.m.

\_\_\_\_\_  
Mayor Jean Rosenfield, Chair

Attest:

\_\_\_\_\_  
Ellisa L. Horvath, MMC, Village Clerk  
Secretary



## Ellisa Horvath

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**From:** Sam Katz [sak1@ntrs.com]  
**Sent:** Thursday, April 04, 2013 4:32 PM  
**To:** munilytics@mac.com  
**Cc:** ehorvath@balharbour.org; Grace Rodriguez  
**Subject:** Please Sign Last Page of Disclosure & Authorization Form: Scan Back to Me  
**Attachments:** Diversified Asset Portfolio Prospectus 4\_1\_13.pdf; Bal Harbour Disclosure & Authorization for DAP 4\_1\_13.docx

Elisa:

Hope all is well. We've been asked to send the attached disclosure, authorization and prospectus to all retirement plans for Public Funds. It discloses a slight change in our money market fees held in the account for our relationship. I'm hopeful that you, Elisa, will print out the attached Word document, and sign the last page of the authorization form and return back to me by scanned e-mail. If needed, I'm certain Chris can speak to you about the attached, or I'm always glad to help interpret/explain these documents to you.

As always, should you have any questions regarding the above or attached, please feel free to call me.

With many thanks for your continued confidence in our organization,

Sam  
305-789-1158 (direct)  
305-336-7037 (cell)



**Northern Trust**

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**Samuel A. Katz, CRSP, CTFA | Vice President & Institutional Relationship Manager | Foundation & Institutional Advisors**  
700 Brickell Avenue, Miami, FL, 33131 | phone 305-789-1158 | fax 866-371-0353 | [sak1@ntrs.com](mailto:sak1@ntrs.com)  
Please visit [northerntrust.com](http://www.northerntrust.com)

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**NOT FDIC INSURED** May lose value/No bank guarantee  
Although Northern Funds are no load, other annual fees and expenses do apply as described in the prospectus. Securities products and services are offered by Northern Trust Securities, Inc., member FINRA, SIPC, and a wholly owned subsidiary of Northern Trust Corporation, Chicago.



Please consider the environment before printing this e-mail.



## Discretionary Public Retirement Account Investments in Northern Institutional Money Market Funds

### ***DISCLOSURE***

Northern Institutional Funds, a proprietary family of mutual funds for which The Northern Trust Company and its affiliates (collectively, "Northern Trust") provide various services, including custody, transfer agent, administrative, securities lending and investment advisory services, are available for the investment of your plan's assets. We use Northern Institutional Funds as a commingled investment vehicle for our clients.

It is our intention to invest assets of your plan in one or more of the following Northern Institutional Fund Portfolios:

Northern Institutional Diversified Assets Portfolio (BDAXX)  
Northern Institutional Diversified Assets Portfolio Service Shares (BDCXX)  
Northern Institutional Diversified Assets Portfolio Premier Share (BDDXX)  
Northern Institutional U.S. Government Portfolio (BNGXX)  
Northern Institutional U.S. Government Portfolio Service Shares (BGCXX)  
Northern Institutional U.S. Government Portfolio Premier Shares (BGDXX)  
Northern Institutional U.S. Government Select Portfolio (BGSXX)  
Northern Institutional U.S. Government Select Portfolio Service Shares (BSCXX)  
Northern Institutional U.S. Government Select Portfolio Premier Shares (BSDXX)  
Northern Institutional Treasury Portfolio (NITXX)  
Northern Institutional Treasury Portfolio Service Shares  
Northern Institutional Treasury Portfolio Premier Shares  
Northern Institutional Tax-Exempt Portfolio (BTEXX)  
Northern Institutional Tax-Exempt Portfolio Service Shares (BTSXX)  
Northern Institutional Tax-Exempt Portfolio Premier Shares  
Northern Institutional Municipal Portfolio (NMUXX)  
Northern Institutional Municipal Portfolio Service Shares (BMSXX)  
Northern Institutional Municipal Portfolio Premier Shares  
Northern Institutional Prime Obligations Portfolio Shares (NPAXX)  
Northern Institutional Prime Obligations Portfolio Service Shares (NPCXX)  
Northern Institutional Prime Obligations Portfolio Premier Shares

Northern Institutional Funds will provide your plan with the following advantages:

- **Enhanced Liquidity:** Shares of Northern Institutional Funds may be bought or sold on any business day.
- **Daily Valuation:** Shares of Northern Institutional Funds will be priced daily.
- **Information Access:** Northern Institutional Funds will seek to have the new asset value of its shares listed daily in the mutual fund tables of most major newspapers.
- **No Transaction Costs:** Northern Institutional Funds do not charge sales commissions, loads, redemption fees, or transfer fees for buying or selling fund shares, except as noted below (1).

Northern Institutional Funds, like all other mutual funds, pays its own investment management, administrative, custodian, legal, accounting, and transfer agency fees directly to its service providers. All such fees and expenses will be borne by Northern Institutional Funds and its shareholders, including your account. The maximum annual operating expenses for each Portfolio in which we may invest your plan's assets are set forth in the following table. All of these expenses are calculated as a percentage of the applicable Portfolio's average daily net assets.

## Discretionary Public Retirement Account Investments in Northern Institutional Money Market Funds

Portfolio	Management Fees	Other Operating Expenses	Fee Waiver and/or Expense Reimbursement	Total Annual Portfolio Operating Expenses
Northern Institutional Diversified Assets Portfolio (BDAXX) *	0.25%	0.12%	-0.02%	0.35%
Northern Institutional Diversified Assets Portfolio Service Shares (BDCXX) *	0.25%	0.38%	-0.02%	0.61%
Northern Institutional Diversified Assets Portfolio Premier Share (BDDXX) *	0.25%	0.64%	-0.02%	0.87%
Northern Institutional U.S. Government Portfolio (BNGXX) *	0.25%	0.12%	-0.02%	0.35%
Northern Institutional U.S. Government Portfolio Service Shares (BGCXX) *	0.25%	0.38%	-0.02%	0.61%
Northern Institutional U.S. Government Portfolio Premier Shares (BGDXX) *	0.25%	0.64%	-0.02%	0.87%
Northern Institutional U.S. Government Select Portfolio (BGSXX) *	0.20%	0.12%	-0.12%	0.20%
Northern Institutional U.S. Government Select Portfolio Service Shares (BSCXX) *	0.20%	0.38%	-0.12%	0.46%
Northern Institutional U.S. Government Select Portfolio Premier Shares (BSDXX) *	0.20%	0.64%	-0.12%	0.72%
Northern Institutional Treasury Portfolio (NITXX) *	0.20%	0.12%	-0.12%	0.20%
Northern Institutional Treasury Portfolio Service Shares *	0.20%	0.38%	-0.12%	0.46%
Northern Institutional Treasury Portfolio Premier Shares *	0.20%	0.64%	-0.12%	0.72%
Northern Institutional Tax-Exempt Portfolio (BTEXX) *	0.25%	0.12%	-0.02%	0.35%
Northern Institutional Tax-Exempt Portfolio Service Shares (BTSXX) *	0.25%	0.38%	-0.02%	0.61%
Northern Institutional Tax-Exempt Portfolio Premier Shares *	0.25%	0.64%	-0.02%	0.87%
Northern Institutional Municipal Portfolio (NMUXX) *	0.20%	0.12%	0.12%	0.20%
Northern Institutional Municipal Portfolio Service Shares (BMSXX) *	0.20%	0.38%	-0.12%	0.46%
Northern Institutional Municipal Portfolio Premier Shares *	0.20%	0.64%	-0.12%	0.72%
Northern Institutional Prime Obligations Portfolio Shares (NPAXX) **	0.15%	0.13%	-0.13%	0.15%
Northern Institutional Prime Obligations Portfolio Service Shares (NPCXX) **	0.15%	0.39%	-0.13%	0.41%
Northern Institutional Prime Obligations Portfolio Premier Shares **	0.15%	0.65%	-0.13%	0.67%

The portion of your account invested in the Northern Funds pursuant to the authorization set forth below will be excluded in determining the investment management fee applicable to the account.



Northern Trust

## Discretionary Public Retirement Account Investments in Northern Institutional Money Market Funds

Enclosed for your review is a current prospectus dated **April 1, 2013** for the Portfolios of Northern Institutional Funds in which we may invest your plan's assets. This document includes detailed descriptions of the Portfolios and all associated fees and expenses.

### Authorization Requirement

After reviewing this disclosure letter and the prospectus, please complete the enclosed "Authorization Form" and return it to us in the enclosed envelope.

Your prompt return of the Authorization Form is a prerequisite for investing your plan's assets in Northern Institutional Funds and Northern Funds. There are no limitations on Northern Trust regarding which account assets may be invested in Northern Institutional Funds and Northern Funds.

As a valued client of Northern Trust, we greatly appreciate your business, and believe you will find Northern Institutional Funds and Northern Funds to be a beneficial way of managing your plan's assets. Should you have any questions, or if you would like to discuss any aspect of your plan's relationship with Northern Trust, please call me directly at 305-789-1158.

Sincerely,

By: \_\_\_\_\_

Name: Samuel A. Katz

Date: April 4, 2013

\* Northern Trust Investments, Inc. has contractually agreed to reimburse certain expenses of the Portfolio (including the administration fee, but excluding the investment advisory fee and transfer agency fee, servicing fees, extraordinary expenses such as taxes, interest, and indemnification expenses, acquired fund fees and expenses, each Portfolio's proportionate share of the increase in compensation paid to each Trustee who is not an officer, director or employee of Northern Trust Corporation or its subsidiaries effective January 1, 2012, expenses related to third-party consultants engaged by the Board of Trustees of Northern Institutional Funds and membership dues paid to the Investment Company Institute and Mutual Fund Directors Forum) to the extent the Portfolio's "Other Expenses" exceed 0.10%. This contractual limitation may not be terminated before April 1, 2014 without the approval of the Board of Trustees.

\*\* Northern Trust Investments, Inc. has contractually agreed to limit the management fees charged to the Portfolio to 0.10% of the Portfolio's average daily net assets and to reimburse certain expenses of the Portfolio (including the administration fee, but excluding the investment advisory fee and transfer agency fee, servicing fees, extraordinary expenses such as taxes, interest, and indemnification expenses, acquired fund fees and expenses, the Portfolio's proportionate share of the increase in compensation paid to each Trustee who is not an officer, director or employee of Northern Trust Corporation or its subsidiaries effective January 1, 2012, expenses related to third-party consultants engaged by the Board of Trustees of Northern Institutional Funds and membership dues paid to the Investment Company Institute and Mutual Fund Directors Forum) to the extent the Portfolio's "Other Expenses" exceed 0.05%. These contractual limitations may not be terminated before April 1, 2014 without the approval of the Board of Trustees.



## Discretionary Public Retirement Account Investments in Northern Institutional Money Market Funds

### AUTHORIZATION FORM

The undersigned, as an independent fiduciary of the Bal Harbour General Employees Retirement Plan, (the "Plan"), has received a "disclosure letter" dated April 4, 2013, from The Northern Trust Company or one of its affiliates (hereinafter "Northern Trust") and accompanying prospectus dated 4-1-13, describing the following Portfolio(s) of Northern Institutional Funds, an open-end, management investment company registered under the Investment Company Act of 1940 for which The Northern Trust Company and its affiliates provide various services, including custody, transfer agent, administrative, securities lending and investment advisory services:

Northern Institutional Diversified Assets Portfolio (BDAXX)  
Northern Institutional Diversified Assets Portfolio Service Shares (BDCXX)  
Northern Institutional Diversified Assets Portfolio Premier Share (BDDXX)  
Northern Institutional U.S. Government Portfolio (BNGXX)  
Northern Institutional U.S. Government Portfolio Service Shares (BGCXX)  
Northern Institutional U.S. Government Portfolio Premier Shares (BGDXX)  
Northern Institutional U.S. Government Select Portfolio (BGSXX)  
Northern Institutional U.S. Government Select Portfolio Service Shares (BSCXX)  
Northern Institutional U.S. Government Select Portfolio Premier Shares (BSDXX)  
Northern Institutional Treasury Portfolio (NITXX)  
Northern Institutional Treasury Portfolio Service Shares  
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Northern Institutional Tax-Exempt Portfolio Service Shares (BTSXX)  
Northern Institutional Tax-Exempt Portfolio Premier Shares  
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Northern Institutional Municipal Portfolio Service Shares (BMSXX)  
Northern Institutional Municipal Portfolio Premier Shares  
Northern Institutional Prime Obligations Portfolio Shares (NPAXX)  
Northern Institutional Prime Obligations Portfolio Service Shares (NPCXX)  
Northern Institutional Prime Obligations Portfolio Premier Shares

Such materials include (i) a full and detailed written disclosure of the investment advisory and other fees charged to and/or paid by the Plan and Northern Institutional Funds (including the nature and extent of any differential between the rates of such fees), (ii) the reasons why Northern Trust considers purchases of shares of Northern Institutional Funds Portfolios appropriate for the Plan; and (iii) whether there are any limitations on Northern Trust with respect to which Plan assets may be invested in shares of Northern Institutional Funds Portfolios.

On the basis of the foregoing the undersigned hereby approves Northern Trust's purchase and/or sale of shares of the above-named Northern Institutional Fund Portfolios on behalf of the Plan, including without limitation the maximum investment advisor and other fees (or any lesser amount) paid by Northern Institutional Funds in relation to the fees paid by the Plan to Northern Trust.

The undersigned further understands that the Northern Institutional Fund Portfolios may engage in securities lending transactions in connection with which The Northern Trust Company will receive a fee as securities lending agent, and acknowledges that securities lending services are outside the scope of the services otherwise provided by Northern Trust to the Plan in connection with its investment in the Portfolios.



Northern Trust

## Discretionary Public Retirement Account Investments in Northern Institutional Money Market Funds

The undersigned understands and acknowledges that mutual fund shares, including shares of Northern Funds and Northern Institutional Funds:

- a) are not bank deposits and are not insured or guaranteed by the U.S. Government, the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other governmental agency;
- b) are not obligations of, or guaranteed or otherwise supported by, Northern Trust and
- c) are subject to investment risks, including possible loss of the principal invested.

This approval may be revoked at any time by written notice to Northern Trust.

The approval described above is hereby given this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

x \_\_\_\_\_  
Signature of Fiduciary

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Date

**NORTHERN INSTITUTIONAL FUNDS****DIVERSIFIED ASSETS PORTFOLIO**

SHARES (BDAXX)

**U.S. GOVERNMENT PORTFOLIO**

SHARES (BNGXX)

**U.S. GOVERNMENT SELECT PORTFOLIO**

SHARES (BGSXX)

**TREASURY PORTFOLIO**

SHARES (NITXX)

**TAX-EXEMPT PORTFOLIO**

SHARES (BTEXX)

**MUNICIPAL PORTFOLIO**

SHARES (NMUXX)

**Prospectus dated April 1, 2013**

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An investment in a Portfolio is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation ("FDIC"), any other government agency, or The Northern Trust Company, its affiliates, subsidiaries or any other bank. An investment in a Portfolio involves investment risks, including possible loss of principal.

Although each of the Portfolios seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Portfolios.

The Securities and Exchange Commission ("SEC") has not approved or disapproved these securities or passed upon the adequacy of this Prospectus. Any representation to the contrary is a criminal offense.

**TABLE OF CONTENTS**

- 3 PORTFOLIO SUMMARIES**
  - 3 DIVERSIFIED ASSETS PORTFOLIO
  - 6 U.S. GOVERNMENT PORTFOLIO
  - 9 U.S. GOVERNMENT SELECT PORTFOLIO
  - 12 TREASURY PORTFOLIO
  - 15 TAX-EXEMPT PORTFOLIO
  - 18 MUNICIPAL PORTFOLIO
- 21 INVESTMENT ADVISER**
- 22 ADVISORY FEES**
- 23 OTHER PORTFOLIO SERVICES**
- 24 PURCHASING AND SELLING SHARES**
  - 24 INVESTORS
  - 24 SHARE CLASSES
  - 24 PURCHASING SHARES
  - 24 OPENING AN ACCOUNT
  - 25 SELLING SHARES
- 27 ACCOUNT POLICIES AND OTHER INFORMATION**
- 32 DISTRIBUTIONS AND TAX CONSIDERATIONS**
- 34 SECURITIES, TECHNIQUES AND RISKS**
  - 34 ADDITIONAL INFORMATION ON INVESTMENT OBJECTIVES,  
PRINCIPAL INVESTMENT STRATEGIES AND RELATED RISKS
  - 40 ADDITIONAL DESCRIPTION OF SECURITIES AND COMMON  
INVESTMENT TECHNIQUES
- 42 FINANCIAL HIGHLIGHTS**
- 52 FOR MORE INFORMATION**

## PORTFOLIO SUMMARIES

## DIVERSIFIED ASSETS PORTFOLIO

## INVESTMENT OBJECTIVE

The Portfolio is a money market fund that seeks to maintain a stable net asset value (“NAV”) of \$1.00 per share. The Portfolio seeks to maximize current income to the extent consistent with the preservation of capital and maintenance of liquidity by investing exclusively in high quality money market instruments.

## FEES AND EXPENSES OF THE PORTFOLIO

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Portfolio.

## Shareholder Fees (fees paid directly from your investment)

None

## Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Shares
Management Fees	0.25%
Other Expenses	0.12%
Administration Fees	0.10%
Service Agent Fees	None
Other Operating Expenses	0.02%
<b>Total Annual Portfolio Operating Expenses</b>	<b>0.37%</b>
Expense Reimbursement <sup>(1)</sup>	(0.02)%
<b>Total Annual Portfolio Operating Expenses After Expense Reimbursement</b>	<b>0.35%</b>

<sup>(1)</sup> Northern Trust Investments, Inc. has contractually agreed to reimburse certain expenses of the Portfolio (including the administration fee, but excluding the investment advisory fee and transfer agency fee, servicing fees, extraordinary expenses such as taxes, interest, and indemnification expenses, acquired fund fees and expenses, each Portfolio’s proportionate share of the increase in compensation paid to each Trustee who is not an officer, director or employee of Northern Trust Corporation or its subsidiaries effective January 1, 2012, expenses related to third-party consultants engaged by the Board of Trustees of Northern Institutional Funds and membership dues paid to the Investment Company Institute and Mutual Fund Directors Forum) to the extent the Portfolio’s “Other Expenses” exceed 0.10%. This contractual limitation may not be terminated before April 1, 2014 without the approval of the Board of Trustees.

## EXAMPLE

The following Example is intended to help you compare the cost of investing in the Shares of the Portfolio with the cost of investing in other mutual funds. The Example assumes that you invest \$10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the Portfolio’s operating expenses

remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
Shares	\$36	\$117	\$206	\$466

## PRINCIPAL INVESTMENT STRATEGIES

The Portfolio seeks to achieve its objective by investing in a broad range of high-quality, U.S. dollar-denominated government, bank and commercial obligations that are available in the money markets, including:

- Obligations of U.S. banks (including obligations of foreign branches of such banks);
- Obligations of foreign commercial banks;
- Commercial paper and other obligations issued or guaranteed by U.S. and foreign corporations and other issuers;
- Corporate bonds, notes, paper and other instruments;
- Asset-backed securities and asset-backed commercial paper;
- Securities issued or guaranteed as to principal and interest by the U.S. government or by its agencies, instrumentalities or sponsored enterprises and custodial receipts with respect thereto;
- Securities issued or guaranteed by one or more foreign governments or political subdivisions, agencies or instrumentalities;
- Repurchase agreements relating to the above instruments; and
- Municipal securities issued or guaranteed by state or local governmental bodies.

The Securities and Exchange Commission imposes strict requirements on the investment quality, maturity, and diversification of the Portfolio’s investments. Accordingly, the Portfolio’s investments must have a remaining maturity of no more than 397 days and must be high quality. The Investment Adviser may consider, among other things, credit, interest rate and prepayment risks as well as general market conditions when deciding whether to buy or sell investments for the Portfolio.

During extraordinary market conditions and interest rate environments, all or any portion of the Portfolio’s assets may be uninvested and will therefore not generate income. The Portfolio may not achieve its investment objective during this time.

**PRINCIPAL RISKS**

**STABLE NAV RISK** is the risk that the Portfolio will not be able to maintain an NAV per share of \$1.00 at all times. A significant enough market disruption or drop in market prices of securities held by the Portfolio, especially at a time when the Portfolio needs to sell securities to meet shareholder redemption requests, could cause the value of the Portfolio's shares to decrease to a price less than \$1.00 per share.

**INTEREST RATE RISK** is the risk that during periods of rising interest rates, the Portfolio's yield (and the market value of its securities) will tend to be lower than prevailing market rates; in periods of falling interest rates, the Portfolio's yield (and the market value of its securities) will tend to be higher.

**GUARANTOR (OR CREDIT ENHANCEMENT) RISK** is the risk that changes in credit quality of a U.S. or foreign bank, insurance company or other financial institution or such entity's failure to fulfill its obligations could cause the Portfolio's investments to decline in value. Adverse developments in the banking or bond insurance industries also may negatively affect the Portfolio.

**PREPAYMENT (OR CALL) RISK** is the risk that prepayment of the underlying mortgage or other collateral of some fixed-income securities may result in a decreased rate of return and a decline in value of those securities.

**DEBT EXTENSION RISK** is the risk that an issuer will exercise its right to pay principal on an obligation held by the Portfolio (such as an asset-backed security) later than expected. This may happen during a period of rising interest rates. Under these circumstances, the value of the obligation will decrease and the Portfolio will suffer from the inability to invest in higher yielding securities.

**INCOME RISK** is the risk that falling interest rates will cause the Portfolio's income to decline. Income risk is generally higher for short-term debt securities.

**MANAGEMENT RISK** is the risk that a strategy used by the investment management team may fail to produce the intended results.

**CREDIT (OR DEFAULT) RISK** is the risk that the inability or unwillingness of an issuer or guarantor of a fixed-income security, or a counterparty to a repurchase or other transaction, to meet its payment or other financial obligations will adversely affect the value of the Portfolio's investments and its yield. Changes in the credit rating of a debt security held by the Portfolio could have a similar effect.

**FOREIGN SECURITIES RISK** is the risk that a foreign security, even if it is a U.S. dollar-denominated foreign security, could lose value as a result of political, financial and economic events

in foreign countries, less stringent foreign securities regulations and accounting and disclosure standards or other factors.

An investment in the Portfolio is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation, any other government agency, or The Northern Trust Company, its affiliates, subsidiaries or any other bank. Although the Portfolio seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Portfolio.

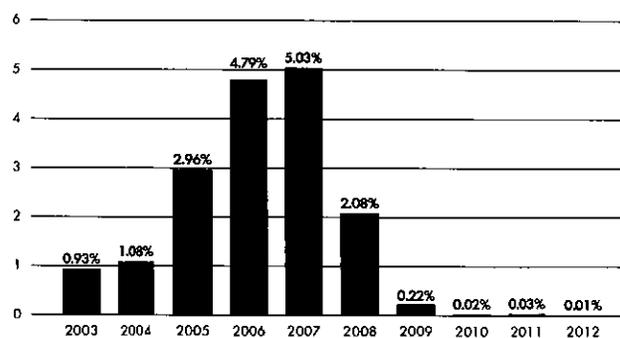
**PORTFOLIO PERFORMANCE**

The bar chart and table that follow provide an indication of the risks of investing in the Portfolio by showing changes in the performance of the Portfolio's Shares from year to year.

The Portfolio's past performance is not necessarily an indication of how the Portfolio will perform in the future.

Updated performance information for the Portfolio is available and may be obtained on the Portfolio's Web site at [www.northernfunds.com/institutional](http://www.northernfunds.com/institutional) or by calling 800-637-1380.

**CALENDAR YEAR TOTAL RETURN (SHARES)\***



\* For the periods shown in the bar chart above, the highest quarterly return was 1.27% in the third quarter of 2007, and the lowest quarterly return was 0.00% in the fourth quarter of 2012.

**AVERAGE ANNUAL TOTAL RETURNS**

(For the periods ended December 31, 2012)

	Inception Date	1-Year	5-Year	10-Year	Since Inception
Shares	6/1/83	0.01%	0.47%	1.70%	4.54%

The 7-day yield for Shares of the Portfolio as of December 31, 2012: 0.01%. For the current 7-day yield call 800-637-1380 or visit [www.northernfunds.com/institutional](http://www.northernfunds.com/institutional).

## DIVERSIFIED ASSETS PORTFOLIO

**MANAGEMENT**

**INVESTMENT ADVISER.** Northern Trust Investments, Inc., an indirect subsidiary of Northern Trust Corporation, serves as the Investment Adviser of the Portfolio.

**PURCHASE AND SALE OF PORTFOLIO SHARES**

You may purchase Portfolio shares through your institutional account at Northern Trust (or an affiliate) or an authorized intermediary or you may open an account directly with Northern Institutional Funds (the “Trust”) generally with a minimum initial investment of \$5 million in one or more of the Trust’s portfolios. This minimum does not apply, however, to Portfolio shares purchased through a Northern Trust cash sweep account. There is no minimum for subsequent investments.

On any business day, you may sell (redeem) or exchange Portfolio shares through your institutional account by contacting your Northern Trust account representative or authorized intermediary. If you purchase Portfolio shares directly from the Trust, you may sell (redeem) or exchange your shares in one of the following ways:

- **By Mail** – Send a written request to: Northern Institutional Funds, P.O. Box 75986, Chicago, Illinois 60675-5986.
- **By Telephone** – Call the Northern Institutional Funds Center at 800-637-1380 for instructions.
- **By Wire** – Authorize wire redemptions on your New Account Application and have proceeds sent by federal wire transfer to a previously designated bank account (the minimum redemption amount by this method is \$10,000).

**TAX INFORMATION**

The Portfolio’s distributions are generally taxable to you as ordinary income, capital gains, or a combination of the two, unless you are investing through a tax-exempt or tax-deferred arrangement, such as a 401(k) plan or an individual retirement account. Distributions may be taxable upon withdrawal from tax-deferred accounts.

**PAYMENTS TO BROKERS-DEALERS AND OTHER FINANCIAL INTERMEDIARIES**

If you purchase the Portfolio through a broker-dealer or other financial intermediary (such as a bank), the Portfolio and its related companies may pay the intermediary for the sale of Portfolio shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Portfolio over another investment. Ask your salesperson or visit your financial intermediary’s Web site for more information.

## MONEY MARKET PORTFOLIOS—SHARES

### U.S. GOVERNMENT PORTFOLIO

#### INVESTMENT OBJECTIVE

The Portfolio is a money market fund that seeks to maintain a stable net asset value (“NAV”) of \$1.00 per share. The Portfolio seeks to maximize current income to the extent consistent with the preservation of capital and maintenance of liquidity by investing exclusively in high quality money market instruments.

#### FEES AND EXPENSES OF THE PORTFOLIO

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Portfolio.

##### Shareholder Fees (fees paid directly from your investment)

None

**Annual Portfolio Operating Expenses** (expenses that you pay each year as a percentage of the value of your investment)

	Shares
Management Fees	0.25%
Other Expenses	0.12%
Administration Fees	0.10%
Service Agent Fees	None
Other Operating Expenses	0.02%
<b>Total Annual Portfolio Operating Expenses</b>	<b>0.37%</b>
Expense Reimbursement <sup>(1)</sup>	(0.02)%
<b>Total Annual Portfolio Operating Expenses After Expense Reimbursement</b>	<b>0.35%</b>

<sup>(1)</sup> Northern Trust Investments, Inc. has contractually agreed to reimburse certain expenses of the Portfolio (including the administration fee, but excluding the investment advisory fee and transfer agency fee, servicing fees, extraordinary expenses such as taxes, interest, and indemnification expenses, acquired fund fees and expenses, each Portfolio’s proportionate share of the increase in compensation paid to each Trustee who is not an officer, director or employee of Northern Trust Corporation or its subsidiaries effective January 1, 2012, expenses related to third-party consultants engaged by the Board of Trustees of Northern Institutional Funds and membership dues paid to the Investment Company Institute and Mutual Fund Directors Forum) to the extent the Portfolio’s “Other Expenses” exceed 0.10%. This contractual limitation may not be terminated before April 1, 2014 without the approval of the Board of Trustees.

#### EXAMPLE

The following Example is intended to help you compare the cost of investing in the Shares of the Portfolio with the cost of investing in other mutual funds. The Example assumes that you invest \$10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the Portfolio’s operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
Shares	\$36	\$117	\$206	\$466

#### PRINCIPAL INVESTMENT STRATEGIES

The Portfolio seeks to achieve its objective by investing, under normal circumstances, substantially all (and at least 80%) of its net assets in securities issued or guaranteed as to principal and interest by the U.S. government or by its agencies, instrumentalities or sponsored enterprises, and repurchase agreements backed by such securities.

The Portfolio makes significant investments in securities issued by U.S. government-sponsored entities. Such securities are neither issued nor guaranteed by the U.S. Treasury. Under unusual circumstances, as when appropriate U.S. government securities and repurchase agreements backed by such securities are unavailable, the Portfolio also may invest in cash equivalents, including money market funds.

The Securities and Exchange Commission imposes strict requirements on the investment quality, maturity, and diversification of the Portfolio’s investments. Accordingly, the Portfolio’s investments must have a remaining maturity of no more than 397 days and must be high quality. The Investment Adviser may consider, among other things, credit, interest rate and prepayment risks as well as general market conditions when deciding whether to buy or sell investments for the Portfolio.

During extraordinary market conditions and interest rate environments, all or any portion of the Portfolio’s assets may be uninvested and will therefore not generate income. The Portfolio may not achieve its investment objective during this time.

#### PRINCIPAL RISKS

**STABLE NAV RISK** is the risk that the Portfolio will not be able to maintain an NAV per share of \$1.00 at all times. A significant enough market disruption or drop in market prices of securities held by the Portfolio, especially at a time when the Portfolio needs to sell securities to meet shareholder redemption requests, could cause the value of the Portfolio’s shares to decrease to a price less than \$1.00 per share.

**INTEREST RATE RISK** is the risk that during periods of rising interest rates, the Portfolio’s yield (and the market value of its securities) will tend to be lower than prevailing market rates; in periods of falling interest rates, the Portfolio’s yield (and the market value of its securities) will tend to be higher.

**GUARANTOR (OR CREDIT ENHANCEMENT) RISK** is the risk that changes in credit quality of a U.S. or foreign bank, insurance

U.S. GOVERNMENT PORTFOLIO

company or other financial institution or such entity's failure to fulfill its obligations could cause the Portfolio's investments to decline in value. Adverse developments in the banking or bond insurance industries also may negatively affect the Portfolio.

**PREPAYMENT (OR CALL) RISK** is the risk that prepayment of the underlying mortgage or other collateral of some fixed-income securities may result in a decreased rate of return and a decline in value of those securities.

**DEBT EXTENSION RISK** is the risk that an issuer will exercise its right to pay principal on an obligation held by the Portfolio (such as an asset-backed security) later than expected. This may happen during a period of rising interest rates. Under these circumstances, the value of the obligation will decrease and the Portfolio will suffer from the inability to invest in higher yielding securities.

**INCOME RISK** is the risk that falling interest rates will cause the Portfolio's income to decline. Income risk is generally higher for short-term debt securities.

**MANAGEMENT RISK** is the risk that a strategy used by the investment management team may fail to produce the intended results.

**U.S. GOVERNMENT SECURITIES RISK** is the risk that the U.S. government will not provide financial support to its agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. Many U.S. government securities purchased by the Portfolio are not backed by the full faith and credit of the United States. It is possible that the issuers of such securities will not have the funds to meet their payment obligations in the future.

An investment in the Portfolio is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation, any other government agency, or The Northern Trust Company, its affiliates, subsidiaries or any other bank. Although the Portfolio seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Portfolio.

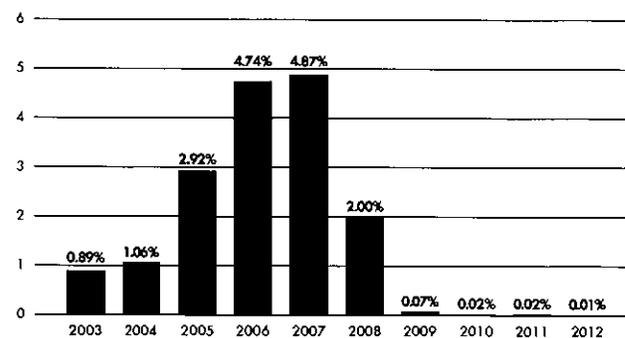
**PORTFOLIO PERFORMANCE**

The bar chart and table that follow provide an indication of the risks of investing in the Portfolio by showing changes in the performance of the Portfolio's Shares from year to year.

The Portfolio's past performance is not necessarily an indication of how the Portfolio will perform in the future.

Updated performance information for the Portfolio is available and may be obtained on the Portfolio's Web site at [www.northernfunds.com/institutional](http://www.northernfunds.com/institutional) or by calling 800-637-1380.

**CALENDAR YEAR TOTAL RETURN (SHARES)\***



\* For the periods shown in the bar chart above, the highest quarterly return was 1.25% in the fourth quarter of 2006, and the lowest quarterly return was 0.00% in the fourth quarter of 2012.

**AVERAGE ANNUAL TOTAL RETURNS**

(For the periods ended December 31, 2012)

	Inception Date	1-Year	5-Year	10-Year	Since Inception
Shares	10/29/85	0.01%	0.42%	1.64%	4.00%

The 7-day yield for Shares of the Portfolio as of December 31, 2012: 0.01%. For the current 7-day yield call 800-637-1380 or visit [www.northernfunds.com/institutional](http://www.northernfunds.com/institutional).

**MANAGEMENT**

**INVESTMENT ADVISER.** Northern Trust Investments, Inc., an indirect subsidiary of Northern Trust Corporation, serves as the Investment Adviser of the Portfolio.

**PURCHASE AND SALE OF PORTFOLIO SHARES**

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On any business day, you may sell (redeem) or exchange Portfolio shares through your institutional account by contacting your Northern Trust account representative or authorized intermediary. If you purchase Portfolio shares directly from the Trust, you may sell (redeem) or exchange your shares in one of the following ways:

- By Mail – Send a written request to: Northern Institutional Funds, P.O. Box 75986, Chicago, Illinois 60675-5986.
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- By Wire – Authorize wire redemptions on your New Account Application and have proceeds sent by federal wire transfer to a previously designated bank account (the minimum redemption amount by this method is \$10,000).

**TAX INFORMATION**

The Portfolio's distributions are generally taxable to you as ordinary income, capital gains, or a combination of the two, unless you are investing through a tax-exempt or tax-deferred arrangement, such as a 401(k) plan or an individual retirement account. Distributions may be taxable upon withdrawal from tax-deferred accounts.

**PAYMENTS TO BROKERS-DEALERS AND OTHER FINANCIAL INTERMEDIARIES**

If you purchase the Portfolio through a broker-dealer or other financial intermediary (such as a bank), the Portfolio and its related companies may pay the intermediary for the sale of Portfolio shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Portfolio over another investment. Ask your salesperson or visit your financial intermediary's Web site for more information.

## U.S. GOVERNMENT SELECT PORTFOLIO

**INVESTMENT OBJECTIVE**

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**FEES AND EXPENSES OF THE PORTFOLIO**

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Portfolio.

**Shareholder Fees** (fees paid directly from your investment)

None

**Annual Portfolio Operating Expenses** (expenses that you pay each year as a percentage of the value of your investment)

	Shares
Management Fees	0.20%
Other Expenses	0.12%
Administration Fees	0.10%
Service Agent Fees	None
Other Operating Expenses	0.02%
<b>Total Annual Portfolio Operating Expenses</b>	<b>0.32%</b>
Fee Waiver and Expense Reimbursement <sup>(1)</sup>	(0.12)%
<b>Total Annual Portfolio Operating Expenses After Fee Waiver and Expense Reimbursement</b>	<b>0.20%</b>

<sup>(1)</sup> Northern Trust Investments, Inc. has contractually agreed to limit the management fees charged to the Portfolio to 0.10% of the Portfolio's average daily net assets and to reimburse certain expenses of the Portfolio (including the administration fee, but excluding the investment advisory fee and transfer agency fee, servicing fees, extraordinary expenses such as taxes, interest, and indemnification expenses, acquired fund fees and expenses, each Portfolio's proportionate share of the increase in compensation paid to each Trustee who is not an officer, director or employee of Northern Trust Corporation or its subsidiaries effective January 1, 2012, expenses related to third-party consultants engaged by the Board of Trustees of Northern Institutional Funds and membership dues paid to the Investment Company Institute and Mutual Fund Directors Forum) to the extent the Portfolio's "Other Expenses" exceed 0.10%. These contractual limitations may not be terminated before April 1, 2014 without the approval of the Board of Trustees.

**EXAMPLE**

The following Example is intended to help you compare the cost of investing in the Shares of the Portfolio with the cost of investing in other mutual funds. The Example assumes that you invest \$10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the Portfolio's operating expenses

remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
<b>Shares</b>	<b>\$20</b>	<b>\$91</b>	<b>\$168</b>	<b>\$394</b>

**PRINCIPAL INVESTMENT STRATEGIES**

The Portfolio seeks to achieve its objective by investing, under normal circumstances, substantially all (and at least 80%) of its net assets in securities issued or guaranteed as to principal and interest by the U.S. government or by its agencies, instrumentalities or sponsored enterprises. Under normal circumstances, the Portfolio will seek to acquire only those U.S. government securities paying interest that generally is exempt from state income taxation. These securities include obligations issued by the U.S. Treasury and certain U.S. government agencies, instrumentalities or sponsored enterprises, such as the Federal Home Loan Bank and the Federal Farm Credit Banks Funding Corp.

The Securities and Exchange Commission imposes strict requirements on the investment quality, maturity, and diversification of the Portfolio's investments. Accordingly, the Portfolio's investments must have a remaining maturity of no more than 397 days and must be high quality. The Investment Adviser may consider, among other things, credit, interest rate and prepayment risks as well as general market conditions when deciding whether to buy or sell investments for the Portfolio.

Under unusual circumstances, as when appropriate securities that are exempt from state taxes are unavailable, the Portfolio also may invest in non-exempt U.S. government securities and cash equivalents, including money market funds and repurchase agreements, and hold uninvested cash. Cash assets will not generate income. The Portfolio may not achieve its investment objective during this time.

The Portfolio makes significant investments in securities issued by U.S. government-sponsored entities. Such securities are neither issued nor guaranteed by the U.S. Treasury.

**PRINCIPAL RISKS**

**STABLE NAV RISK** is the risk that the Portfolio will not be able to maintain an NAV per share of \$1.00 at all times. A significant enough market disruption or drop in market prices of securities held by the Portfolio, especially at a time when the Portfolio needs to sell securities to meet shareholder redemption requests, could cause the value of the Portfolio's shares to decrease to a price less than \$1.00 per share.

**INTEREST RATE RISK** is the risk that during periods of rising interest rates, the Portfolio's yield (and the market value of its securities) will tend to be lower than prevailing market rates; in periods of falling interest rates, the Portfolio's yield (and the market value of its securities) will tend to be higher.

**GUARANTOR (OR CREDIT ENHANCEMENT) RISK** is the risk that changes in credit quality of a U.S. or foreign bank, insurance company or other financial institution or such entity's failure to fulfill its obligations could cause the Portfolio's investments to decline in value. Adverse developments in the banking or bond insurance industries also may negatively affect the Portfolio.

**PREPAYMENT (OR CALL) RISK** is the risk that prepayment of the underlying mortgage or other collateral of some fixed-income securities may result in a decreased rate of return and a decline in value of those securities.

**DEBT EXTENSION RISK** is the risk that an issuer will exercise its right to pay principal on an obligation held by the Portfolio (such as an asset-backed security) later than expected. This may happen during a period of rising interest rates. Under these circumstances, the value of the obligation will decrease and the Portfolio will suffer from the inability to invest in higher yielding securities.

**INCOME RISK** is the risk that falling interest rates will cause the Portfolio's income to decline. Income risk is generally higher for short-term debt securities.

**MANAGEMENT RISK** is the risk that a strategy used by the investment management team may fail to produce the intended results.

**U.S. GOVERNMENT SECURITIES RISK** is the risk that the U.S. government will not provide financial support to its agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. Many U.S. government securities purchased by the Portfolio are not backed by the full faith and credit of the United States. It is possible that the issuers of such securities will not have the funds to meet their payment obligations in the future.

An investment in the Portfolio is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation, any other government agency, or The Northern Trust Company, its affiliates, subsidiaries or any other bank. Although the Portfolio seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Portfolio.

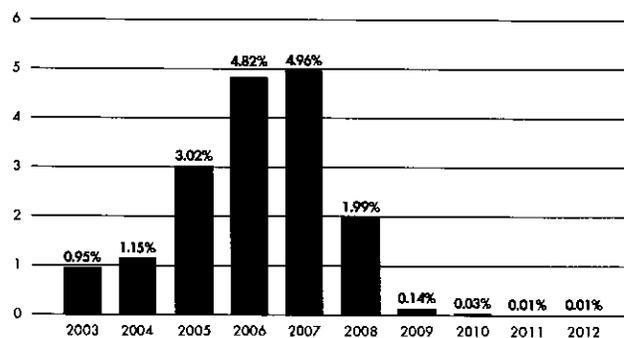
**PORTFOLIO PERFORMANCE**

The bar chart and table that follow provide an indication of the risks of investing in the Portfolio by showing changes in the performance of the Portfolio's Shares from year to year.

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**CALENDAR YEAR TOTAL RETURN (SHARES)\***



\* For the periods shown in the bar chart above, the highest quarterly return was 1.27% in the fourth quarter of 2006, and the lowest quarterly return was 0.00% in the fourth quarter of 2012.

**AVERAGE ANNUAL TOTAL RETURNS**

(For the periods ended December 31, 2012)

	Inception Date	1-Year	5-Year	10-Year	Since Inception
Shares	11/7/90	0.01%	0.43%	1.69%	3.31%

The 7-day yield for Shares of the Portfolio as of December 31, 2012: 0.01%. For the current 7-day yield call 800-637-1380 or visit [www.northernfunds.com/institutional](http://www.northernfunds.com/institutional).

**MANAGEMENT**

**INVESTMENT ADVISER.** Northern Trust Investments, Inc., an indirect subsidiary of Northern Trust Corporation, serves as the Investment Adviser of the Portfolio.

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## U.S. GOVERNMENT SELECT PORTFOLIO

On any business day, you may sell (redeem) or exchange Portfolio shares through your institutional account by contacting your Northern Trust account representative or authorized intermediary. If you purchase Portfolio shares directly from the Trust, you may sell (redeem) or exchange your shares in one of the following ways:

- By Mail – Send a written request to: Northern Institutional Funds, P.O. Box 75986, Chicago, Illinois 60675-5986.
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**TAX INFORMATION**

The Portfolio's distributions are generally taxable to you as ordinary income, capital gains, or a combination of the two, unless you are investing through a tax-exempt or tax-deferred arrangement, such as a 401(k) plan or an individual retirement account. Distributions may be taxable upon withdrawal from tax-deferred accounts.

**PAYMENTS TO BROKERS-DEALERS AND OTHER FINANCIAL INTERMEDIARIES**

If you purchase the Portfolio through a broker-dealer or other financial intermediary (such as a bank), the Portfolio and its related companies may pay the intermediary for the sale of Portfolio shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Portfolio over another investment. Ask your salesperson or visit your financial intermediary's Web site for more information.

TREASURY PORTFOLIO

**INVESTMENT OBJECTIVE**

The Portfolio is a money market fund that seeks to maintain a stable net asset value (“NAV”) of \$1.00 per share. The Portfolio seeks to maximize current income to the extent consistent with the preservation of capital and maintenance of liquidity by investing primarily in U.S. Treasury securities, securities guaranteed as to principal and interest by the U.S. government, and related repurchase agreements.

**FEES AND EXPENSES OF THE PORTFOLIO**

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Portfolio.

**Shareholder Fees** (fees paid directly from your investment)

None

**Annual Portfolio Operating Expenses** (expenses that you pay each year as a percentage of the value of your investment)

	Shares
Management Fees	0.20%
Other Expenses	0.12%
Administration Fees	0.10%
Service Agent Fees	None
Other Operating Expenses	0.02%
<b>Total Annual Portfolio Operating Expenses</b>	<b>0.32%</b>
Fee Waiver and Expense Reimbursement <sup>(1)</sup>	(0.12)%
<b>Total Annual Portfolio Operating Expenses After Fee Waiver and Expense Reimbursement</b>	<b>0.20%</b>

<sup>(1)</sup> Northern Trust Investments, Inc. has contractually agreed to limit the management fees charged to the Portfolio to 0.10% of the Portfolio’s average daily net assets and to reimburse certain expenses of the Portfolio (including the administration fee, but excluding the investment advisory fee and transfer agency fee, servicing fees, extraordinary expenses such as taxes, interest, and indemnification expenses, acquired fund fees and expenses, each Portfolio’s proportionate share of the increase in compensation paid to each Trustee who is not an officer, director or employee of Northern Trust Corporation or its subsidiaries effective January 1, 2012, expenses related to third-party consultants engaged by the Board of Trustees of Northern Institutional Funds and membership dues paid to the Investment Company Institute and Mutual Fund Directors Forum) to the extent the Portfolio’s “Other Expenses” exceed 0.10%. These contractual limitations may not be terminated before April 1, 2014 without the approval of the Board of Trustees.

**EXAMPLE**

The following Example is intended to help you compare the cost of investing in the Shares of the Portfolio with the cost of investing in other mutual funds. The Example assumes that you invest \$10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5%

return each year and that the Portfolio’s operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
Shares	\$20	\$91	\$168	\$394

**PRINCIPAL INVESTMENT STRATEGIES**

The Portfolio seeks to achieve its objective by investing, under normal circumstances, substantially all (and at least 80%) of its net assets in:

- Short-term bills, notes and other obligations issued or guaranteed by the U.S. Treasury (“Treasury Obligations”);
- Repurchase agreements with counterparties collateralized fully by Treasury Obligations; and
- Shares of other money market portfolios of regulated investment companies that i) limit investments to U.S. Treasury Obligations and related repurchase agreements, and ii) determine NAVs based on Rule 2a-7 under the Investment Company Act of 1940, as amended (the “1940 Act”).

While the Portfolio expects to invest predominantly in the securities listed above, it also may invest in other “Eligible Securities” as defined by the Securities and Exchange Commission. Eligible Securities include, generally, securities that either (a) have short-term debt ratings at the time of purchase in the two highest rating categories by a Nationally Recognized Statistical Rating Organization (“NRSRO”) or (b) are issued or guaranteed by, or otherwise allow a Portfolio to demand payment from, an issuer with those ratings. Securities that are unrated (including securities of issuers that have long-term but not short-term ratings) may be deemed to be Eligible Securities if they are determined to be of comparable quality by the Investment Adviser under the direction of the Board of Trustees.

The Securities and Exchange Commission imposes strict requirements on the investment quality, maturity, and diversification of the Portfolio’s investments. Accordingly, the Portfolio’s investments must have a remaining maturity of no more than 397 days and must be high quality. The Investment Adviser may consider, among other things, credit, interest rate and prepayment risks as well as general market conditions when deciding whether to buy or sell investments for the Portfolio.

In addition, during extraordinary market conditions and interest rate environments, all or any portion of the Portfolio’s assets may be uninvested and will therefore not generate income. The Portfolio may not achieve its investment objective during this time.

## TREASURY PORTFOLIO

**PRINCIPAL RISKS**

**STABLE NAV RISK** is the risk that the Portfolio will not be able to maintain an NAV per share of \$1.00 at all times. A significant enough market disruption or drop in market prices of securities held by the Portfolio, especially at a time when the Portfolio needs to sell securities to meet shareholder redemption requests, could cause the value of the Portfolio's shares to decrease to a price less than \$1.00 per share.

**INTEREST RATE RISK** is the risk that during periods of rising interest rates, the Portfolio's yield (and the market value of its securities) will tend to be lower than prevailing market rates; in periods of falling interest rates, the Portfolio's yield (and the market value of its securities) will tend to be higher.

**GUARANTOR (OR CREDIT ENHANCEMENT) RISK** is the risk that changes in credit quality of a U.S. or foreign bank, insurance company or other financial institution or such entity's failure to fulfill its obligations could cause the Portfolio's investments to decline in value. Adverse developments in the banking or bond insurance industries also may negatively affect the Portfolio.

**PREPAYMENT (OR CALL) RISK** is the risk that prepayment of the underlying mortgage or other collateral of some fixed-income securities may result in a decreased rate of return and a decline in value of those securities.

**DEBT EXTENSION RISK** is the risk that an issuer will exercise its right to pay principal on an obligation held by the Portfolio (such as an asset-backed security) later than expected. This may happen during a period of rising interest rates. Under these circumstances, the value of the obligation will decrease and the Portfolio will suffer from the inability to invest in higher yielding securities.

**INCOME RISK** is the risk that falling interest rates will cause the Portfolio's income to decline. Income risk is generally higher for short-term debt securities.

**MANAGEMENT RISK** is the risk that a strategy used by the investment management team may fail to produce the intended results.

**CREDIT (OR DEFAULT) RISK** is the risk that the inability or unwillingness of an issuer or guarantor of a fixed-income security, or a counterparty to a repurchase or other transaction, to meet its payment or other financial obligations will adversely affect the value of the Portfolio's investments and its yield. Changes in the credit rating of a debt security held by the Portfolio could have a similar effect.

An investment in the Portfolio is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation, any other government agency, or The Northern

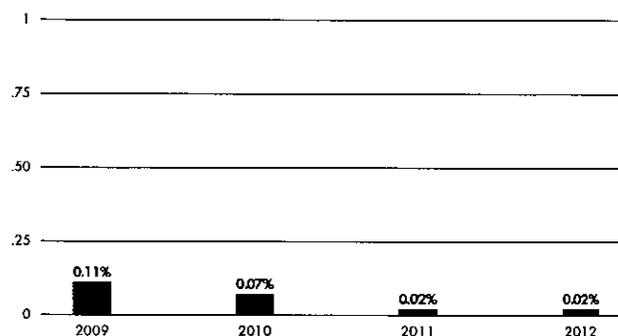
Trust Company, its affiliates, subsidiaries or any other bank. Although the Portfolio seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Portfolio.

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The bar chart and table that follow provide an indication of the risks of investing in the Portfolio by showing changes in the performance of the Portfolio's Shares from year to year.

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**CALENDAR YEAR TOTAL RETURN (SHARES)\***

\* For the periods shown in the bar chart above, the highest quarterly return was 0.05% in the first quarter of 2009, and the lowest quarterly return was 0.00% in the second quarter of 2012.

**AVERAGE ANNUAL TOTAL RETURNS**

(For the periods ended December 31, 2012)

	Inception Date	1-Year	Since Inception
Shares	11/5/08	0.02%	0.06%

The 7-day yield for Shares of the Portfolio as of December 31, 2012: 0.01%. For the current 7-day yield call 800-637-1380 or visit [www.northernfunds.com/institutional](http://www.northernfunds.com/institutional).

**MANAGEMENT**

**INVESTMENT ADVISER.** Northern Trust Investments, Inc., an indirect subsidiary of Northern Trust Corporation, serves as the Investment Adviser of the Portfolio.

**PURCHASE AND SALE OF PORTFOLIO SHARES**

You may purchase Portfolio shares through your institutional account at Northern Trust (or an affiliate) or an authorized intermediary or you may open an account directly with Northern Institutional Funds (the “Trust”) generally with a minimum initial investment of \$5 million in one or more of the Trust’s portfolios. This minimum does not apply, however, to Portfolio shares purchased through a Northern Trust cash sweep account. There is no minimum for subsequent investments.

On any business day, you may sell (redeem) or exchange Portfolio shares through your institutional account by contacting your Northern Trust account representative or authorized intermediary. If you purchase Portfolio shares directly from the Trust, you may sell (redeem) or exchange your shares in one of the following ways:

- By Mail – Send a written request to: Northern Institutional Funds, P.O. Box 75986, Chicago, Illinois 60675-5986.
- By Telephone – Call the Northern Institutional Funds Center at 800-637-1380 for instructions.
- By Wire – Authorize wire redemptions on your New Account Application and have proceeds sent by federal wire transfer to a previously designated bank account (the minimum redemption amount by this method is \$10,000).

**TAX INFORMATION**

The Portfolio’s distributions are generally taxable to you as ordinary income, capital gains, or a combination of the two, unless you are investing through a tax-exempt or tax-deferred arrangement, such as a 401(k) plan or an individual retirement account. Distributions may be taxable upon withdrawal from tax-deferred accounts.

**PAYMENTS TO BROKERS-DEALERS AND OTHER FINANCIAL INTERMEDIARIES**

If you purchase the Portfolio through a broker-dealer or other financial intermediary (such as a bank), the Portfolio and its related companies may pay the intermediary for the sale of Portfolio shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Portfolio over another investment. Ask your salesperson or visit your financial intermediary’s Web site for more information.

## TAX-EXEMPT PORTFOLIO

## INVESTMENT OBJECTIVE

The Portfolio is a money market fund that seeks to maintain a stable net asset value (“NAV”) of \$1.00 per share. The Portfolio seeks to provide, to the extent consistent with the preservation of capital and prescribed portfolio standards, a high level of income exempt from regular federal income tax by investing primarily in municipal instruments.

## FEES AND EXPENSES OF THE PORTFOLIO

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Portfolio.

## Shareholder Fees (fees paid directly from your investment)

None

**Annual Portfolio Operating Expenses** (expenses that you pay each year as a percentage of the value of your investment)

	Shares
Management Fees	0.25%
Other Expenses	0.12%
Administration Fees	0.10%
Service Agent Fees	None
Other Operating Expenses	0.02%
<b>Total Annual Portfolio Operating Expenses</b>	<b>0.37%</b>
Expense Reimbursement <sup>(1)</sup>	(0.02)%
<b>Total Annual Portfolio Operating Expenses After Expense Reimbursement</b>	<b>0.35%</b>

<sup>(1)</sup> Northern Trust Investments, Inc. has contractually agreed to reimburse certain expenses of the Portfolio (including the administration fee, but excluding the investment advisory fee and transfer agency fee, servicing fees, extraordinary expenses such as taxes, interest, and indemnification expenses, acquired fund fees and expenses, each Portfolio’s proportionate share of the increase in compensation paid to each Trustee who is not an officer, director or employee of Northern Trust Corporation or its subsidiaries effective January 1, 2012, expenses related to third-party consultants engaged by the Board of Trustees of Northern Institutional Funds and membership dues paid to the Investment Company Institute and Mutual Fund Directors Forum) to the extent the Portfolio’s “Other Expenses” exceed 0.10%. This contractual limitation may not be terminated before April 1, 2014 without the approval of the Board of Trustees.

## EXAMPLE

The following Example is intended to help you compare the cost of investing in the Shares of the Portfolio with the cost of investing in other mutual funds. The Example assumes that you invest \$10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the Portfolio’s operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
Shares	\$36	\$117	\$206	\$466

## PRINCIPAL INVESTMENT STRATEGIES

The Portfolio seeks to achieve its objective by investing primarily in high-quality short-term municipal instruments, the interest on which is exempt from regular federal income tax. The high level of income sought by the Portfolio is relative to yields currently available in the tax-exempt marketplace. Municipal instruments may include:

- Fixed, variable and floating rate notes and similar debt instruments;
- Asset-backed securities that are considered municipal instruments (such as trust certificates backed by municipal bonds);
- Tax-exempt commercial paper;
- Municipal bonds, notes, paper or other instruments; and
- Municipal bonds and notes that are guaranteed as to principal and interest or backed by the U.S. government or by its agencies, instrumentalities or sponsored enterprises.

Except in extraordinary circumstances, at least 80% of the Portfolio’s net assets will be invested in debt instruments that pay interest that is exempt from regular federal income tax. Alternative minimum tax (“AMT”) obligations, which pay interest that may be treated as an item of tax preference to shareholders under the federal AMT, will not be deemed to be eligible debt instruments for the purposes of determining whether the Portfolio meets this policy. To the extent that the Portfolio invests in AMT obligations, a limited portion of the Portfolio’s dividends may be subject to federal income tax for shareholders subject to AMT.

The Securities and Exchange Commission imposes strict requirements on the investment quality, maturity, and diversification of the Portfolio’s investments. Accordingly, the Portfolio’s investments must have a remaining maturity of no more than 397 days and must be high quality. The Investment Adviser may consider, among other things, credit, interest rate and prepayment risks as well as general market conditions when deciding whether to buy or sell investments for the Portfolio.

During temporary defensive periods, all or any portion of the Portfolio’s assets may be held uninvested or invested in AMT obligations and taxable instruments. Taxable investments may consist of those instruments that may be purchased by the Diversified Assets Portfolio. Cash assets will not generate income. The Portfolio may not achieve its investment objective during this time.

**PRINCIPAL RISKS**

**STABLE NAV RISK** is the risk that the Portfolio will not be able to maintain an NAV per share of \$1.00 at all times. A significant enough market disruption or drop in market prices of securities held by the Portfolio, especially at a time when the Portfolio needs to sell securities to meet shareholder redemption requests, could cause the value of the Portfolio's shares to decrease to a price less than \$1.00 per share.

**INTEREST RATE RISK** is the risk that during periods of rising interest rates, the Portfolio's yield (and the market value of its securities) will tend to be lower than prevailing market rates; in periods of falling interest rates, the Portfolio's yield (and the market value of its securities) will tend to be higher.

**GUARANTOR (OR CREDIT ENHANCEMENT) RISK** is the risk that changes in credit quality of a U.S. or foreign bank, insurance company or other financial institution or such entity's failure to fulfill its obligations could cause the Portfolio's investments to decline in value. Adverse developments in the banking or bond insurance industries also may negatively affect the Portfolio.

**PREPAYMENT (OR CALL) RISK** is the risk that prepayment of the underlying mortgage or other collateral of some fixed-income securities may result in a decreased rate of return and a decline in value of those securities.

**DEBT EXTENSION RISK** is the risk that an issuer will exercise its right to pay principal on an obligation held by the Portfolio (such as an asset-backed security) later than expected. This may happen during a period of rising interest rates. Under these circumstances, the value of the obligation will decrease and the Portfolio will suffer from the inability to invest in higher yielding securities.

**INCOME RISK** is the risk that falling interest rates will cause the Portfolio's income to decline. Income risk is generally higher for short-term debt securities.

**MANAGEMENT RISK** is the risk that a strategy used by the investment management team may fail to produce the intended results.

**CREDIT (OR DEFAULT) RISK** is the risk that the inability or unwillingness of an issuer or guarantor of a fixed-income security, or a counterparty to a repurchase or other transaction, to meet its payment or other financial obligations will adversely affect the value of the Portfolio's investments and its yield. Changes in the credit rating of a debt security held by the Portfolio could have a similar effect.

**PROJECT/INDUSTRIAL DEVELOPMENT BOND RISK** is the risk that the Portfolio may be more sensitive to an adverse economic, business or political development if it invests more

than 25% of its assets in municipal instruments, the interest upon which is paid solely from revenues of similar projects, or in industrial development bonds.

**TAX RISK** is the risk that future legislative or administrative changes or court decisions may materially affect the value of municipal instruments or the ability of the Portfolio to pay tax-exempt dividends.

**MUNICIPAL MARKET VOLATILITY RISK** is the risk that the Portfolio may be adversely affected by the volatile municipal market. The municipal market can be significantly affected by adverse tax, legislative, or political changes and the financial condition of the issuers of municipal securities.

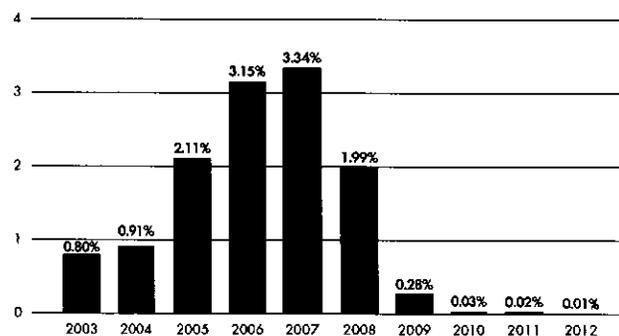
An investment in the Portfolio is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation, any other government agency, or The Northern Trust Company, its affiliates, subsidiaries or any other bank. Although the Portfolio seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Portfolio.

**PORTFOLIO PERFORMANCE**

The bar chart and table that follow provide an indication of the risks of investing in the Portfolio by showing changes in the performance of the Portfolio's Shares from year to year.

The Portfolio's past performance is not necessarily an indication of how the Portfolio will perform in the future.

Updated performance information for the Portfolio is available and may be obtained on the Portfolio's Web site at [www.northernfunds.com/institutional](http://www.northernfunds.com/institutional) or by calling 800-637-1380.

**CALENDAR YEAR TOTAL RETURN (SHARES)\***

\* For the periods shown in the bar chart above, the highest quarterly return was 0.85% in the second quarter of 2007, and the lowest quarterly return was 0.00% in the fourth quarter of 2012.

## TAX-EXEMPT PORTFOLIO

**AVERAGE ANNUAL TOTAL RETURNS***(For the periods ended December 31, 2012)*

	Inception Date	1-Year	5-Year	10-Year	Since Inception
Shares	8/12/83	0.01%	0.46%	1.26%	2.97%

The 7-day yield for Shares of the Portfolio as of December 31, 2012: 0.01%. For the current 7-day yield call 800-637-1380 or visit [www.northernfunds.com/institutional](http://www.northernfunds.com/institutional).

**MANAGEMENT**

**INVESTMENT ADVISER.** Northern Trust Investments, Inc., an indirect subsidiary of Northern Trust Corporation, serves as the Investment Adviser of the Portfolio.

**PURCHASE AND SALE OF PORTFOLIO SHARES**

You may purchase Portfolio shares through your institutional account at Northern Trust (or an affiliate) or an authorized intermediary or you may open an account directly with Northern Institutional Funds (the "Trust") generally with a minimum initial investment of \$5 million in one or more of the Trust's portfolios. This minimum does not apply, however, to Portfolio shares purchased through a Northern Trust cash sweep account. There is no minimum for subsequent investments.

On any business day, you may sell (redeem) or exchange Portfolio shares through your institutional account by contacting your Northern Trust account representative or authorized intermediary. If you purchase Portfolio shares directly from the Trust, you may sell (redeem) or exchange your shares in one of the following ways:

- **By Mail** – Send a written request to: Northern Institutional Funds, P.O. Box 75986, Chicago, Illinois 60675-5986.
- **By Telephone** – Call the Northern Institutional Funds Center at 800-637-1380 for instructions.
- **By Wire** – Authorize wire redemptions on your New Account Application and have proceeds sent by federal wire transfer to a previously designated bank account (the minimum redemption amount by this method is \$10,000).

**TAX INFORMATION**

The Portfolio's distributions may be taxable as ordinary income or capital gains. However, the Portfolio anticipates that substantially all of its income dividends will be "exempt-interest dividends" that are generally exempt from regular federal income taxes. In certain instances, dividends paid by the

Portfolio, while exempt from regular federal income tax, may be subject to federal AMT. State and local income taxes may apply to all or a portion of exempt-interest dividends paid by the Portfolio. Tax-exempt institutions, IRAs and other tax advantaged retirement accounts will not gain an additional benefit through investment in the Portfolio because such investors are already tax-exempt.

**PAYMENTS TO BROKERS-DEALERS AND OTHER FINANCIAL INTERMEDIARIES**

If you purchase the Portfolio through a broker-dealer or other financial intermediary (such as a bank), the Portfolio and its related companies may pay the intermediary for the sale of Portfolio shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Portfolio over another investment. Ask your salesperson or visit your financial intermediary's Web site for more information.

MUNICIPAL PORTFOLIO

**INVESTMENT OBJECTIVE**

The Portfolio is a money market fund that seeks to maintain a stable net asset value (“NAV”) of \$1.00 per share. The Portfolio seeks to provide, to the extent consistent with the preservation of capital, a high level of income exempt from regular federal income tax by investing primarily in municipal instruments. This objective may be changed without shareholder approval.

**FEES AND EXPENSES OF THE PORTFOLIO**

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Portfolio.

**Shareholder Fees** (fees paid directly from your investment)

None

**Annual Portfolio Operating Expenses** (expenses that you pay each year as a percentage of the value of your investment)

	Shares
Management Fees	0.20%
Other Expenses	0.12%
Administration Fees	0.10%
Service Agent Fees	None
Other Operating Expenses	0.02%
<b>Total Annual Portfolio Operating Expenses</b>	<b>0.32%</b>
Fee Waiver and Expense Reimbursement <sup>(1)</sup>	(0.12)%
<b>Total Annual Portfolio Operating Expenses After Fee Waiver and Expense Reimbursement</b>	<b>0.20%</b>

<sup>(1)</sup> Northern Trust Investments, Inc. has contractually agreed to limit the management fees charged to the Portfolio to 0.10% of the Portfolio’s average daily net assets and to reimburse certain expenses of the Portfolio (including the administration fee, but excluding the investment advisory fee and transfer agency fee, servicing fees, extraordinary expenses such as taxes, interest, and indemnification expenses, acquired fund fees and expenses, each Portfolio’s proportionate share of the increase in compensation paid to each Trustee who is not an officer, director or employee of Northern Trust Corporation or its subsidiaries effective January 1, 2012, expenses related to third-party consultants engaged by the Board of Trustees of Northern Institutional Funds and membership dues paid to the Investment Company Institute and Mutual Fund Directors Forum) to the extent the Portfolio’s “Other Expenses” exceed 0.10%. These contractual limitations may not be terminated before April 1, 2014 without the approval of the Board of Trustees.

**EXAMPLE**

The following Example is intended to help you compare the cost of investing in the Shares of the Portfolio with the cost of investing in other mutual funds. The Example assumes that you invest \$10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the Portfolio’s operating expenses

remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
<b>Shares</b>	<b>\$20</b>	<b>\$91</b>	<b>\$168</b>	<b>\$394</b>

**PRINCIPAL INVESTMENT STRATEGIES**

The Portfolio seeks to achieve its objective by investing primarily in high-quality short-term municipal instruments, the interest on which is exempt from regular federal income tax. The high level of income sought by the Portfolio is relative to yields currently available in the tax-exempt marketplace. Municipal instruments may include:

- Fixed, variable and floating rate notes and similar debt instruments;
- Asset-backed securities that are considered municipal instruments (such as trust certificates backed by municipal bonds);
- Tax-exempt commercial paper;
- Municipal bonds, notes, paper or other instruments; and
- Municipal bonds and notes that are guaranteed as to principal and interest or backed by the U.S. government or by its agencies, instrumentalities or sponsored enterprises.

Except in extraordinary circumstances, at least 80% of the Portfolio’s net assets will be invested in debt instruments that pay interest that is exempt from regular federal income tax. Alternative minimum tax (“AMT”) obligations, which pay interest that may be treated as an item of tax preference to shareholders under the federal AMT, will be deemed eligible investments for the purposes of determining whether the portfolio meets this policy. To the extent that the Portfolio invests in AMT obligations, a significant portion of the Portfolio’s dividends may be subject to federal income tax for shareholders subject to AMT. The Portfolio is not limited in the amount of its assets that may be invested in AMT obligations.

The Securities and Exchange Commission imposes strict requirements on the investment quality, maturity, and diversification of the Portfolio’s investments. Accordingly, the Portfolio’s investments must have a remaining maturity of no more than 397 days and must be high quality. The Investment Adviser may consider, among other things, credit, interest rate and prepayment risks as well as general market conditions when deciding whether to buy or sell investments for the Portfolio.

During temporary defensive periods, all or any portion of the Portfolio’s assets may be held uninvested or invested in taxable

## MUNICIPAL PORTFOLIO

instruments. Taxable investments may consist of those instruments that may be purchased by the Diversified Assets Portfolio. Cash assets are will not generate income. The Portfolio may not achieve its investment objective during this time.

**PRINCIPAL RISKS**

**STABLE NAV RISK** is the risk that the Portfolio will not be able to maintain an NAV per share of \$1.00 at all times. A significant enough market disruption or drop in market prices of securities held by the Portfolio, especially at a time when the Portfolio needs to sell securities to meet shareholder redemption requests, could cause the value of the Portfolio's shares to decrease to a price less than \$1.00 per share.

**INTEREST RATE RISK** is the risk that during periods of rising interest rates, the Portfolio's yield (and the market value of its securities) will tend to be lower than prevailing market rates; in periods of falling interest rates, the Portfolio's yield (and the market value of its securities) will tend to be higher.

**GUARANTOR (OR CREDIT ENHANCEMENT) RISK** is the risk that changes in credit quality of a U.S. or foreign bank, insurance company or other financial institution or such entity's failure to fulfill its obligations could cause the Portfolio's investments to decline in value. Adverse developments in the banking or bond insurance industries also may negatively affect the Portfolio.

**PREPAYMENT (OR CALL) RISK** is the risk that prepayment of the underlying mortgage or other collateral of some fixed-income securities may result in a decreased rate of return and a decline in value of those securities.

**DEBT EXTENSION RISK** is the risk that an issuer will exercise its right to pay principal on an obligation held by the Portfolio (such as an asset-backed security) later than expected. This may happen during a period of rising interest rates. Under these circumstances, the value of the obligation will decrease and the Portfolio will suffer from the inability to invest in higher yielding securities.

**INCOME RISK** is the risk that falling interest rates will cause the Portfolio's income to decline. Income risk is generally higher for short-term debt securities.

**MANAGEMENT RISK** is the risk that a strategy used by the investment management team may fail to produce the intended results.

**CREDIT (OR DEFAULT) RISK** is the risk that the inability or unwillingness of an issuer or guarantor of a fixed-income security, or a counterparty to a repurchase or other transaction, to meet its payment or other financial obligations will adversely

affect the value of the Portfolio's investments and its yield. Changes in the credit rating of a debt security held by the Portfolio could have a similar effect.

**PROJECT/INDUSTRIAL DEVELOPMENT BOND RISK** is the risk that the Portfolio may be more sensitive to an adverse economic, business or political development if it invests more than 25% of its assets in municipal instruments, the interest upon which is paid solely from revenues of similar projects, or in industrial development bonds.

**TAX RISK** is the risk that future legislative or administrative changes or court decisions may materially affect the value of municipal instruments or the ability of the Portfolio to pay tax-exempt dividends.

**MUNICIPAL MARKET VOLATILITY RISK** is the risk that the Portfolio may be adversely affected by the volatile municipal market. The municipal market can be significantly affected by adverse tax, legislative, or political changes and the financial condition of the issuers of municipal securities.

An investment in the Portfolio is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation, any other government agency, or The Northern Trust Company, its affiliates, subsidiaries or any other bank. Although the Portfolio seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Portfolio.

**PORTFOLIO PERFORMANCE**

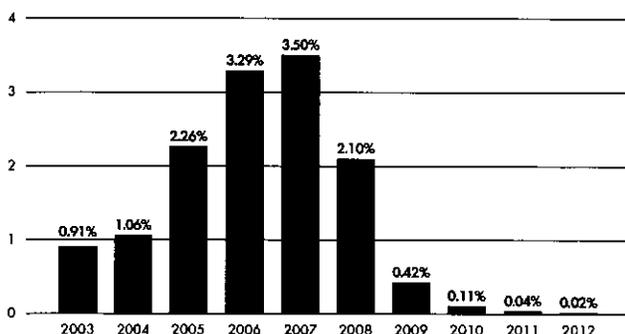
The bar chart and table that follow provide an indication of the risks of investing in the Portfolio by showing changes in the performance of the Portfolio's Shares from year to year.

The Portfolio's past performance is not necessarily an indication of how the Portfolio will perform in the future.

Updated performance information for the Portfolio is available and may be obtained on the Portfolio's Web site at [www.northernfunds.com/institutional](http://www.northernfunds.com/institutional) or by calling 800-637-1380.

**MUNICIPAL PORTFOLIO**

**CALENDAR YEAR TOTAL RETURN (SHARES)\***



\* For the periods shown in the bar chart above, the highest quarterly return was 0.89% in the second quarter of 2007, and the lowest quarterly return was 0.00% in the fourth quarter of 2012.

**AVERAGE ANNUAL TOTAL RETURNS**

(For the periods ended December 31, 2012)

	Inception Date	1-Year	5-Year	10-Year	Since Inception
Shares	12/1/99	0.02%	0.53%	1.36%	1.68%

The 7-day yield for Shares of the Portfolio as of December 31, 2012: 0.01%. For the current 7-day yield call 800-637-1380 or visit [www.northernfunds.com/institutional](http://www.northernfunds.com/institutional).

**MANAGEMENT**

**INVESTMENT ADVISER.** Northern Trust Investments, Inc., an indirect subsidiary of Northern Trust Corporation, serves as the Investment Adviser of the Portfolio.

**PURCHASE AND SALE OF PORTFOLIO SHARES**

You may purchase Portfolio shares through your institutional account at Northern Trust (or an affiliate) or an authorized intermediary or you may open an account directly with Northern Institutional Funds (the "Trust") generally with a minimum initial investment of \$5 million in one or more of the Trust's portfolios. This minimum does not apply, however, to Portfolio shares purchased through a Northern Trust cash sweep account. There is no minimum for subsequent investments.

On any business day, you may sell (redeem) or exchange Portfolio shares through your institutional account by contacting your Northern Trust account representative or authorized intermediary. If you purchase Portfolio shares

directly from the Trust, you may sell (redeem) or exchange your shares in one of the following ways:

- By Mail – Send a written request to: Northern Institutional Funds, P.O. Box 75986, Chicago, Illinois 60675-5986.
- By Telephone – Call the Northern Institutional Funds Center at 800-637-1380 for instructions.
- By Wire – Authorize wire redemptions on your New Account Application and have proceeds sent by federal wire transfer to a previously designated bank account (the minimum redemption amount by this method is \$10,000).

**TAX INFORMATION**

The Portfolio's distributions may be taxable as ordinary income or capital gains. However, the Portfolio anticipates that substantially all of its income dividends will be "exempt-interest dividends" that are generally exempt from regular federal income taxes. In certain instances, dividends paid by the Portfolio, while exempt from regular federal income tax, may be subject to federal AMT. State and local income taxes may apply to all or a portion of exempt-interest dividends paid by the Portfolio. Tax-exempt institutions, IRAs and other tax advantaged retirement accounts will not gain an additional benefit through investment in the Portfolio because such investors are already tax-exempt.

**PAYMENTS TO BROKERS-DEALERS AND OTHER FINANCIAL INTERMEDIARIES**

If you purchase the Portfolio through a broker-dealer or other financial intermediary (such as a bank), the Portfolio and its related companies may pay the intermediary for the sale of Portfolio shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Portfolio over another investment. Ask your salesperson or visit your financial intermediary's Web site for more information.

## INVESTMENT ADVISER

This Prospectus describes six money market portfolios (each a “Portfolio,” collectively the “Portfolios”) currently offered by Northern Institutional Funds (the “Trust”).

Northern Trust Investments, Inc. (“NTI” or the “Investment Adviser”), an indirect subsidiary of Northern Trust Corporation, serves as the Investment Adviser of each of the Portfolios. NTI is located at 50 South LaSalle Street, Chicago, Illinois 60603.

NTI is an Illinois State Banking Corporation and an investment adviser registered under the Investment Advisers Act of 1940, as amended. It primarily manages assets for institutional and individual separately managed accounts, investment companies and bank common and collective funds.

Northern Trust Corporation is regulated by the Board of Governors of the Federal Reserve System as a financial holding company under the U.S. Bank Holding Company Act of 1956, as amended.

As of December 31, 2012, Northern Trust Corporation, through its affiliates, had assets under custody of \$4.8 trillion, and assets under investment management of \$758.9 billion.

Under the Advisory Agreement with the Trust, the Investment Adviser, subject to the general supervision of the Trust’s Board of Trustees, is responsible for making investment decisions for the Portfolios and for placing purchase and sale orders for portfolio securities.

## ADVISORY FEES

As compensation for advisory services and the assumption of related expenses, the Investment Adviser is entitled to an advisory fee from the Portfolios, computed daily and payable monthly, at annual rates set forth in the table below (expressed as a percentage of each Portfolio's respective average daily net assets). The table also reflects the advisory fees (after fee waivers) paid by the Portfolios for the fiscal year ended November 30, 2012 (expressed as a percentage of each Portfolio's respective average daily net assets).

The difference, if any, between the contractual advisory fees and the actual advisory fees paid by the Portfolios reflects the fact that the Investment Adviser did not charge the full amount of the advisory fees to which it was entitled. The Investment Adviser contractually agreed to waive a portion of the advisory fees charged to certain of the Portfolios. The contractual advisory fee waiver arrangement is expected to continue until at least April 1, 2014. The contractual advisory fee waiver arrangement will continue automatically for periods of one

year (each such one year period, a "Renewal Year"). The arrangement may be terminated, as to any succeeding Renewal Year, by the Investment Adviser or a Portfolio upon 60 days' written notice prior to the end of the current Renewal Year. The Board of Trustees may terminate the arrangement at any time if it determines that it is in the best interests of a Portfolio and its shareholders.

In order to avoid a negative yield, the Investment Adviser may reimburse expenses or waive additional advisory fees of the Portfolios. Any such expense reimbursement or additional waiver would be voluntary and could be implemented, increased or decreased, or discontinued at any time. There is no guarantee that a Portfolio will be able to avoid a negative yield.

A discussion regarding the Board of Trustees' basis for its most recent approval of the Portfolios' Advisory Agreement is available in the Portfolios' semiannual report to shareholders for the six-month period ended May 31, 2012.

	Contractual Rate	Advisory Fee Paid for Fiscal Year Ended 11/30/2012
DIVERSIFIED ASSETS	0.25%	0.25%
U.S. GOVERNMENT	0.25%	0.25%
U.S. GOVERNMENT SELECT	0.20%	0.10%
TREASURY	0.20%	0.10%
TAX-EXEMPT	0.25%	0.25%
MUNICIPAL	0.20%	0.10%

**OTHER PORTFOLIO SERVICES**

The Northern Trust Company (“TNTC,” together with NTI, referred to as “Northern Trust”) serves as Transfer Agent and Custodian for each Portfolio. The Transfer Agent performs various shareholder servicing functions, and any shareholder inquiries should be directed to it. In addition, NTI serves as Administrator for the Portfolios. TNTC also performs certain administrative services for the Portfolios pursuant to a sub-administration agreement with NTI. NTI pays TNTC for its sub-administration services out of its administration fees and TNTC’s fees do not represent additional expenses to the Portfolios.

NTI, as Administrator, is entitled to an administration fee from the Portfolios at the annual rate of 0.10% of the average daily net assets of each Portfolio. Under the Administration Agreement with the Trust, which may be amended by the Trust’s Board of Trustees without shareholder approval, NTI, as Administrator, has contractually agreed to reimburse expenses (including fees payable to NTI for its services as Administrator, but excluding the investment advisory fee and transfer agency fee, servicing fees, extraordinary expenses such as taxes, interest and indemnification expenses, acquired fund

fees and expenses, each Portfolio’s proportionate share of the increase in compensation paid to each Trustee who is not an officer, director or employee of Northern Trust Corporation or its subsidiaries effective January 1, 2012, expenses related to third-party consultants engaged by the Board of Trustees and membership dues paid to the Investment Company Institute and Mutual Fund Directors Forum) that exceed on an annualized basis 0.10% of each Portfolio’s average daily net assets.

TNTC, NTI and other Northern Trust affiliates may provide other services to the Portfolios and receive compensation for such services if consistent with the Investment Company Act of 1940, as amended (the “1940 Act”) and the rules, exemptive orders and no-action letters issued by the SEC thereunder. Unless required, investors in a Portfolio may or may not receive specific notice of such additional services and fees.

Shares of the Trust are distributed by Northern Funds Distributors, LLC (“NFD”), Three Canal Plaza, Suite 100, Portland, Maine, 04101. NFD is not affiliated with TNTC, NTI or any other Northern Trust affiliate.

## PURCHASING AND SELLING SHARES

## THE TRUST OFFERS SIX MONEY MARKET PORTFOLIOS TO INSTITUTIONAL INVESTORS IN THIS PROSPECTUS.

The descriptions in the Portfolio Summaries may help you choose the Portfolio or Portfolios that best fit your investment needs. Keep in mind, however, that no guarantee can be made that a Portfolio will meet its investment objective and no Portfolio should be relied upon as a complete investment program. The Trust also offers additional money market portfolios, which are described in separate prospectuses.

## INVESTORS

Institutional investors, acting on their own behalf or on behalf of customers and other beneficial owners (“Customers”), may invest in the shares of each Portfolio through their institutional accounts at Northern Trust or an affiliate. They also may establish accounts directly with the Trust. There is no sales charge imposed on investments. Institutional investors (“Institutions”) include:

- Defined contribution plans having at least \$30 million in assets or annual contributions of at least \$5 million;
- Corporations, partnerships, business trusts and other institutions and organizations; and
- Northern Trust personal financial services clients having at least \$500 million in total assets at Northern Trust.

## SHARE CLASSES

Each Portfolio is authorized to offer three classes of shares: Shares, Service Shares and Premier Shares. Service Shares and Premier Shares are described in a separate prospectus. Premier Shares are not currently offered to investors.

- Shares do not provide for payments by the Portfolio to Institutions for administrative support or shareholder liaison services.
- Service Shares are designed for Institutions that agree with the Portfolio to provide (or arrange for the provision of) administrative support services to Customers.
- Premier Shares are designed for Institutions that agree with the Portfolio to provide (or arrange for the provision of) administrative support and shareholder liaison services to Customers. Premier Shares are not currently offered to investors.

Shares of each class bear their pro rata portion of all operating expenses paid by a Portfolio, except amounts payable under the

Service Plan that has been adopted for the Portfolio’s Service Shares and Premier Shares and transfer agency fees. Because of these class-specific expenses, the performance of the Shares of a Portfolio described in this Prospectus is expected to be higher than the performance of both the Service Shares and Premier Shares of the same Portfolio and the performance of a Portfolio’s Service Shares is expected to be higher than the performance of the same Portfolio’s Premier Shares.

Please note that the fee and expense information shown under “Fees and Expenses of the Portfolio” in the Portfolio Summaries beginning on page 3 does not reflect any charges that may be imposed by TNTC, its affiliates, correspondent banks and other institutions on their Customers (as defined above). (For more information, please see “Account Policies and Other Information—Financial Intermediaries” on page 30.)

## PURCHASING SHARES

You may purchase shares of each Portfolio through your institutional account at Northern Trust (or an affiliate) or an authorized intermediary or you may open an account directly with the Trust generally with a minimum initial investment of \$5 million in one or more Portfolios. This minimum does not apply, however, to shares purchased through a Northern Trust cash sweep program. There is no minimum for subsequent investments. Northern Trust personal financial services client assets to be invested in a Portfolio must be in a custody and/or investment management account(s) on Northern Trust’s trust/custody account platform.

## OPENING AN ACCOUNT

**THROUGH AN INSTITUTIONAL ACCOUNT.** If you are opening an institutional account at Northern Trust, a Northern Trust representative can assist you with all phases of your investment. To purchase shares through your account, contact your Northern Trust representative for further information.

**THROUGH AN AUTHORIZED INTERMEDIARY.** The Trust may authorize certain Institutions acting as financial intermediaries (including banks, trust companies, brokers and investment advisers) to accept purchase orders from their Customers on behalf of the Portfolios. See “Account Policies and Other Information—Financial Intermediaries” on page 30 for additional information regarding purchases of Portfolio shares through authorized intermediaries.

**DIRECTLY FROM THE TRUST.** An Institution may open a shareholder account and purchase shares directly from the Trust as described above under “Purchasing Shares.”

For your convenience, there are a number of ways to invest directly in the Portfolios:

**BY MAIL**

- Read this Prospectus carefully.
- Complete and sign the New Account Application.
- Include a Northern Institutional Funds Certification Form or other acceptable evidence of authority (if applicable).
- Enclose a check or Federal Reserve draft payable to Northern Institutional Funds.
- Mail your check, Northern Institutional Funds Certification Form or other acceptable evidence of authority (if applicable) and completed New Account Application to:

Northern Institutional Funds  
 P.O. Box 75986  
 Chicago, Illinois 60675-5986

- Additional documentation may be required to fulfill the requirements of the “Customer Identification Program” described on page 29.

All checks must be payable in U.S. dollars and drawn on a bank located in the United States. Cash and third party checks are not acceptable.

- For overnight delivery, use the following address:

Northern Institutional Funds  
 801 South Canal Street  
 Chicago, Illinois 60607

**BY TELEPHONE**

- Read this Prospectus carefully.
- Call the Northern Institutional Funds Center at 800-637-1380.

**TO OPEN A NEW ACCOUNT PLEASE PROVIDE:**

- The name of the Portfolio in which you would like to invest
- The number of shares or dollar amount to be invested
- The method of payment

**TO ADD TO AN EXISTING ACCOUNT, PLEASE PROVIDE:**

- The Institution’s name
- Your account number

**BY WIRE OR AUTOMATED CLEARING HOUSE (“ACH”) TRANSFER**

**TO OPEN A NEW ACCOUNT:**

- For more information or instructions regarding the purchase of shares, call the Northern Institutional Funds Center at 800-637-1380.

**TO ADD TO AN EXISTING ACCOUNT:**

- Have your bank wire federal funds or effect an ACH transfer to:

The Northern Trust Company  
 Chicago, Illinois  
 ABA Routing No. 0710-00152  
 (Reference 10-Digit Portfolio account number, with no spaces (e.g., #####))  
 (Reference Shareholder’s Name)

**SELLING SHARES**

**THROUGH AN INSTITUTIONAL ACCOUNT.** Institutions may sell (redeem) shares through their institutional account by contacting their Northern Trust account representative.

**THROUGH AN AUTHORIZED INTERMEDIARY.** Institutions that purchase shares from an authorized intermediary may sell (redeem) shares by contacting their financial intermediary. See “Account Policies and Other Information—Financial Intermediaries” on page 30 for additional information regarding sales (redemptions) of Portfolio shares through authorized intermediaries.

**DIRECTLY THROUGH THE TRUST.** Institutions that purchase shares directly from the Trust may redeem their shares through the Transfer Agent in one of the following ways:

**BY MAIL**

**SEND A WRITTEN REQUEST TO:**

Northern Institutional Funds  
 P.O. Box 75986  
 Chicago, Illinois 60675-5986

**THE LETTER OF INSTRUCTION MUST INCLUDE:**

- The signature of a duly authorized person (A signature guarantee from an institution participating in the Stock Transfer Agency Medallion Program (“STAMP”) also may be required.)
- Your account number

## **MONEY MARKET PORTFOLIOS—SHARES**

- The name of the Portfolio
- The number of shares or the dollar amount to be redeemed

### **BY TELEPHONE**

- Call the Northern Institutional Funds Center at 800-637-1380 for instructions.
- During periods of unusual economic or market activity, telephone redemptions may be difficult to implement. In such event, shareholders should follow the procedures outlined above under “Selling Shares—By Mail.”

### **BY WIRE**

If you authorize wire redemptions on your New Account Application, you can redeem shares and have the proceeds sent by federal wire transfer to a previously designated bank account.

- Call the Northern Institutional Funds Center at 800-637-1380 for instructions.
- The minimum amount that may be redeemed by this method is \$10,000.

## ACCOUNT POLICIES AND OTHER INFORMATION

**PURCHASE AND REDEMPTION MINIMUMS.** There is a minimum initial investment of \$5 million in one or more Portfolios. This minimum does not apply, however, to shares purchased through a Northern Trust cash sweep program. There is no minimum for subsequent investments. A \$10,000 minimum applies for redemptions by wire. The Trust reserves the right to waive purchase and redemption minimums and to determine the manner in which a minimum is satisfied.

**CALCULATING SHARE PRICE.** The Trust issues shares and redeems shares at NAV. The NAV for each class of shares of a Portfolio is calculated by dividing the value of the Portfolio's net assets attributed to that class by the number of the Portfolio's outstanding shares of the class. For each class of shares of the U.S. Government Select, Treasury, Tax-Exempt and Municipal Portfolios, the NAV is calculated on each Business Day as of 1:00 p.m. Central time. For each class of shares of the Diversified Assets and U.S. Government Portfolios, the NAV is calculated on each Business Day as of 2:00 p.m. Central time. Portfolio shares may be priced on days when the New York Stock Exchange (the "Exchange") is closed if the Securities Industry and Financial Markets Association ("SIFMA") recommends that the bond markets remain open for all or part of the day. The NAV used in determining the price of your shares is the one calculated after your purchase, exchange or redemption order is received in good order as described on page 29.

Each Portfolio seeks to maintain an NAV of \$1.00 per share by valuing the obligations held by it at amortized cost in accordance with SEC regulations. Amortized cost will normally approximate fair value.

**TIMING OF PURCHASE REQUESTS.** Purchase requests received in good order and accepted by the Transfer Agent or other authorized intermediary on any Business Day by 1:00 p.m. Central time with respect to the U.S. Government Select, Treasury, Tax-Exempt and Municipal Portfolios, and by 2:00 p.m. Central time with respect to the Diversified Assets and U.S. Government Portfolios, will be executed the day they are received by either the Transfer Agent or other authorized intermediary, at that day's closing share price for the applicable Portfolio(s), provided that one of the following occurs:

- The Transfer Agent receives the payment in federal or other immediately available funds on the same Business Day by 1:00 p.m. Central time with respect to the U.S. Government Select, Treasury, Tax-Exempt and Municipal Portfolios, and by 2:00 p.m. Central time with respect to the Diversified Assets and U.S. Government Portfolios;
- The requests are placed by a financial or authorized intermediary that has entered into a servicing agreement with the Trust and payment in federal or other immediately

available funds is received by the Transfer Agent by the close of the same Business Day in accordance with the terms of the Trust's agreement with the intermediary; or

- Payment in federal or other immediately available funds is received by the close of the same Business Day in an institutional account maintained with Northern Trust or an affiliate.

Purchase requests received in good order by the Transfer Agent or other authorized intermediary on a non-Business Day or after the deadlines described above on a Business Day will be executed on the next Business Day, at that day's closing share price for the applicable Portfolio(s), provided that payment is made as noted above.

**IN-KIND PURCHASES AND REDEMPTIONS.** The Trust reserves the right to accept payment for shares in the form of securities that are permissible investments for a Portfolio. The Trust also reserves the right to pay redemptions by a distribution "in-kind" of securities (instead of cash) from a Portfolio. See the Statement of Additional Information ("SAI") for further information about the terms of these purchases and redemptions.

#### MISCELLANEOUS PURCHASE INFORMATION.

- Institutions are responsible for transmitting purchase orders and delivering required funds on a timely basis.
- Institutions are responsible for all losses and expenses of a Portfolio, and purchase orders may be cancelled, in the event of any failure to make payment according to the procedures outlined in this Prospectus. In addition, a \$20 charge will be imposed if a check does not clear.
- Exchanges into the Portfolios from another investment portfolio in the Trust may be subject to any redemption fee imposed by the other investment portfolio.
- Shares of a Portfolio are entitled to the dividends declared by the Portfolio beginning on the Business Day the purchase order is executed, provided payment in federal or other immediately available funds is received by the Transfer Agent by the time designated in "Timing of Purchase Requests" above.
- The Trust and NFD each reserves the right, in its sole discretion, to suspend the offering of shares of a Portfolio or to reject any purchase order, in whole or in part, when, in the judgment of management, such suspension or rejection is in the best interests of the Portfolio. The Trust also reserves the right to change or discontinue any of its purchase procedures.
- In certain circumstances, the Trust may advance the time by which purchase orders must be received. See "Early Closings" on page 29.

## MONEY MARKET PORTFOLIOS—SHARES

- If the Transfer Agent cannot locate an investor for a period of time specified by appropriate state law, the investor's account may be deemed legally abandoned and then escheated (transferred) to the appropriate state's unclaimed property administrator in accordance with statutory requirements.

### TIMING OF REDEMPTION AND EXCHANGE REQUESTS.

Redemption and exchange requests received in good order by the Transfer Agent or other authorized intermediary on any Business Day by 1:00 p.m. Central time with respect to the U.S. Government Select, Treasury, Tax-Exempt and Municipal Portfolios, and by 2:00 p.m. Central time with respect to the Diversified Assets and U.S. Government Portfolios will be executed on the same day at that day's closing share price for the applicable Portfolio(s).

Redemption and exchange requests received in good order by the Transfer Agent or other authorized intermediary on a non-Business Day or after the deadline described above on a Business Day will be executed the next Business Day at that day's closing share price for the applicable Portfolio(s).

**PAYMENT OF REDEMPTION PROCEEDS.** Redemption proceeds normally will be sent or credited on the next Business Day or, if you are redeeming your shares through an authorized intermediary, up to three Business Days, following the Business Day on which such redemption request is received in good order by the deadline noted above, unless payment in immediately available funds on the same Business Day is requested. However, if you have recently purchased shares with a check or through an electronic transaction, payment may be delayed as discussed below under "Miscellaneous Redemption Information."

**MISCELLANEOUS REDEMPTION INFORMATION.** All redemption proceeds will be sent by check unless the Transfer Agent is directed otherwise. Redemption proceeds also may be wired. Redemptions are subject to the following restrictions:

- The Trust reserves the right to defer crediting, sending or wiring redemption proceeds for up to 7 days (or such longer period permitted by the SEC) after receiving the redemption order if, in its judgment, an earlier payment could adversely affect a Portfolio.
  - If you are redeeming recently purchased shares by check or electronic transaction, your redemption request may not be paid until your check or electronic transaction has cleared. This may delay your payment for up to 10 days.
  - Institutions are responsible for transmitting redemption orders and crediting their Customers' accounts with redemption proceeds on a timely basis.
  - Redemption requests made to the Transfer Agent by mail must be signed by a person authorized by acceptable documentation on file with the Transfer Agent.
- Dividends on shares are earned through and including the day prior to the day on which they are redeemed.
  - The Trust and the Transfer Agent reserve the right to redeem shares held by any shareholder who provides incorrect or incomplete account information or when such involuntary redemptions are necessary to avoid adverse consequences to the Trust and its shareholders or the Transfer Agent.
  - The Trust may require any information from the shareholder reasonably necessary to ensure that a redemption request has been duly authorized.
  - The Trust reserves the right to change or discontinue any of its redemption procedures.
  - The Trust does not permit redemption proceeds to be sent by outgoing International ACH Transaction ("IAT"). An IAT is a payment transaction involving a financial institution's office located outside U.S. territorial jurisdiction.
  - In certain circumstances, the Trust may advance the time by which redemption and exchange orders must be received. See "Early Closings" on page 29.

**EXCHANGE PRIVILEGES.** Institutions and their Customers (to the extent permitted by their account agreements) may exchange shares of a Portfolio for the same class of shares of another investment portfolio of the Trust only if the registration of both accounts is identical. Both accounts must have the same owner's name and title, if applicable. A \$1,000 minimum applies to exchanges. An exchange is a redemption of shares of one Portfolio and the purchase of the same class of shares of another investment portfolio in the Trust. If the shares redeemed are held in a taxable account, an exchange is considered a taxable event and may result in a gain or loss. The Trust reserves the right to waive or modify minimum investment requirements in connection with exchanges.

The Trust reserves the right to change or discontinue the exchange privilege at any time upon 60 days' written notice to shareholders and to reject any exchange request. Exchanges are only available in states where an exchange can legally be made. Before making an exchange, you should read the Prospectus for the shares you are acquiring.

**EXCESSIVE TRADING IN PORTFOLIO SHARES.** The Board of Trustees of the Trust has not adopted, on behalf of the Portfolios, policies and procedures with respect to frequent purchases and redemptions of Portfolio shares in light of the nature and high quality of the Portfolios' investments. Each Portfolio reserves the right to refuse a purchase order if management of the Portfolio determines that the purchase may not be in the best interests of the Portfolio.

**TELEPHONE TRANSACTIONS.** All calls may be recorded or monitored. The Transfer Agent has adopted procedures in an

effort to establish reasonable safeguards against fraudulent telephone transactions. If reasonable measures are taken to verify that telephone instructions are genuine, the Trust and its service providers will not be responsible for any loss resulting from fraudulent or unauthorized instructions received over the telephone. In these circumstances, shareholders will bear the risk of loss. During periods of unusual market activity, you may have trouble placing a request by telephone. In this event, consider sending your request in writing.

The proceeds of redemption orders received by telephone will be sent by check, wire or transfer according to proper instructions. All checks will be made payable to the shareholder of record and mailed only to the shareholder's address of record.

The Trust reserves the right to refuse a telephone redemption.

**ADVANCE NOTIFICATION OF LARGE TRANSACTIONS.** The Trust requests that an Institution give advance notice to the Transfer Agent by 11:00 a.m. Central time if it intends to place a purchase or redemption order of \$5 million or more on a Business Day.

**MAKING CHANGES TO YOUR ACCOUNT INFORMATION.** You may make changes to wiring instructions only in writing. You may make changes to an address of record or certain other account information in writing or by telephone. Written instructions must be accompanied by a completed Northern Institutional Funds Certification Form or other acceptable evidence of authority (if applicable). A signature guarantee also may be required from an institution participating in STAMP. Additional requirements may be imposed. In accordance with SEC regulations, the Trust and Transfer Agent may charge a shareholder reasonable costs in locating a shareholder's current address.

**SIGNATURE GUARANTEES.** If a signature guarantee is required, it must be from an institution participating in STAMP, or other acceptable evidence of authority (if applicable) must be provided. Additional requirements may be imposed by the Trust. In addition to the situations described in this Prospectus, the Trust may require signature guarantees in other circumstances based on the amount of a redemption request or other factors.

**BUSINESS DAY.** A "Business Day" is each Monday through Friday when the Transfer Agent or the Exchange is open for business. For any given calendar year, the Portfolios will be closed on the following holidays or as observed: New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

**GOOD ORDER.** A purchase, redemption or exchange request is considered to be "in good order" when all necessary information is provided and all required documents are properly completed, signed and delivered, including a completed Northern Institutional Funds Certification Form or other acceptable evidence of authority (if applicable). Additionally, a purchase order initiating the opening of an account will not be considered to be "in good order" unless the investor has provided all information required by the Trust's "Customer Identification Program" described below.

**CUSTOMER IDENTIFICATION PROGRAM.** Federal law requires the Trust to obtain, verify and record identifying information, which may include the name, business street address, taxpayer identification number or other identifying information for each investor who opens or reopens an account with the Trust. Applications without this information, or without an indication that a taxpayer identification number has been applied for, may not be accepted. After acceptance, to the extent permitted by applicable law or the Trust's customer identification program, the Trust reserves the right to: (a) place limits on account transactions until an investor's identity is verified; (b) refuse an investment in the Trust; or (c) involuntarily redeem an investor's shares and close an account in the event that an investor's identity is not verified. The Trust and its agents will not be responsible for any loss in an investor's account resulting from an investor's delay in providing all required identifying information or from closing an account and redeeming an investor's shares when an investor's identity is not verified.

**EARLY CLOSINGS.** The Portfolios reserve the right to advance the time for accepting purchase, redemption or exchange orders for same Business Day credit when the Exchange and/or the bond market close early, trading on the Exchange is restricted, an emergency arises or as otherwise permitted by the SEC. In addition, on any Business Day when SIFMA recommends that the bond markets close early, each Portfolio reserves the right to close at or prior to the SIFMA recommended closing time. If a Portfolio does so, it will cease granting same Business Day credit for purchase and redemption orders received at the Portfolio's closing time and credit will be given on the next Business Day. The Board of Trustees of the Portfolios also may, for any Business Day, decide to change the time as of which a Portfolio's NAV is calculated in response to new developments such as altered trading hours, or as otherwise permitted by the SEC.

**EMERGENCY OR UNUSUAL EVENTS.** In the event the Exchange does not open for business because of an emergency or unusual event, the Trust may, but is not required to, open one or more Portfolios for purchase, redemption and exchange transactions if the Federal Reserve wire payment system is open. To learn

whether a Portfolio is open for business during an emergency situation or unusual event, please call 800-637-1380 or visit [northernfunds.com/institutional](http://northernfunds.com/institutional).

**FINANCIAL INTERMEDIARIES.** The Trust may authorize certain Institutions acting as financial intermediaries (including banks, trust companies, brokers and investment advisers) to accept purchase, redemption and exchange orders from their Customers on behalf of the Portfolios. These authorized intermediaries also may designate other intermediaries to accept such orders, if approved by the Trust. A Portfolio will be deemed to have received an order when the order is accepted by the authorized intermediary, and the order will be priced at the Portfolio's per share NAV next determined, provided that the authorized intermediary forwards the order (and payment for any purchase order) to the Transfer Agent on behalf of the Trust within agreed-upon time periods. If the order (or payment for any purchase order) is not received by the Transfer Agent within such time periods, the authorized intermediary may be liable for fees and losses and the transaction may be cancelled.

Northern Trust also may provide compensation to certain dealers and other financial intermediaries, including affiliates of Northern Trust, for marketing and distribution in connection with the Northern Institutional Funds ("Service Organizations"). Northern Trust also may sponsor informational meetings, seminars and other similar programs designed to market the Northern Institutional Funds. The amount of such compensation and payments may be made on a one-time and/or periodic basis, and may represent all or a portion of the annual fees earned by the Investment Adviser (after adjustments). The additional compensation and payments will be paid by Northern Trust or its affiliates and will not represent an additional expense to the Trust or its shareholders. Such payments may provide incentives for financial intermediaries to make shares of the Portfolios available to their Customers, and may allow the Portfolios greater access to such parties and their Customers than would be the case if no payments were paid.

Customers purchasing shares of a Portfolio through a financial intermediary should read their account agreements with the financial intermediary carefully. A financial intermediary's requirements may differ from those listed in this Prospectus. A financial intermediary also may impose account charges, such as asset allocation fees, account maintenance fees, and other charges that will reduce the net return on an investment in a Portfolio. If a Customer has agreed with a particular financial intermediary to maintain a minimum balance and the balance falls below this minimum, the Customer may be required to redeem all or a portion of the Customer's investment in a Portfolio.

Conflict of interest restrictions may apply to the receipt of compensation by a Service Organization or other financial intermediary in connection with the investment of fiduciary funds in Portfolio shares. Institutions, including banks regulated by the Comptroller of the Currency, Federal Reserve Board and state banking commissions, and investment advisers and other money managers subject to the jurisdiction of the SEC, the Department of Labor or state securities commissions, are urged to consult their legal counsel.

State securities laws regarding the registration of dealers may differ from federal law. As a result, Service Organizations and other financial intermediaries investing in the Portfolios on behalf of their Customers may be required to register as dealers.

**PORTFOLIO HOLDINGS.** The Portfolios, or their duly authorized service providers, may publicly disclose holdings of all Northern Institutional Funds in accordance with regulatory requirements, such as periodic portfolio disclosure in filings with the SEC.

A complete schedule of each Portfolio's holdings, current as of month-end will be available on the Trust's Web site at [northernfunds.com/institutional](http://northernfunds.com/institutional) no earlier than ten (10) calendar days after the end of the respective period. This information will remain available on the Web site at least until the Portfolios file with the SEC their semiannual/annual shareholder report or quarterly portfolio holdings report that includes such period. The Portfolios may terminate or modify this policy at any time without further notice to shareholders.

The Trust also publishes on its Web site, no later than the fifth business day of each month and for a period of not less than six months, certain information regarding portfolio holdings of each Portfolio as of the last business day of the prior month. Certain portfolio information concerning the Portfolios will be provided in monthly holdings reports to the SEC on Form N-MFP. Form N-MFP will be made available to the public by the SEC 60 days after the end of the month to which the information pertains, and a link to each of the most recent 12 months of filings on Form N-MFP will be provided on the Trust's Web site.

A further description of the Trust's Policy on Disclosure of Portfolio Holdings is available in the SAI.

**SHAREHOLDER COMMUNICATIONS.** Shareholders of record will be provided each year with a semiannual report showing portfolio investments and other information as of May 31 and with an annual report containing audited financial statements as of November 30. If you have consented to the delivery of a single copy of shareholder reports, prospectuses, proxy statements or information statements to all shareholders who share the same mailing address with your account, you may revoke your consent at any time by contacting the Northern

Institutional Funds Center by telephone at 800-637-1380 or by mail at Northern Institutional Funds, P.O. Box 75986, Chicago, Illinois 60675-5986. You also may send an e-mail to [northern-funds@ntrs.com](mailto:northern-funds@ntrs.com). The Portfolios will begin sending individual copies to you within 30 days after receipt of your revocation.

The Trust may reproduce this Prospectus in electronic format that may be available on the Internet. If you have received this Prospectus in electronic format you, or your representative, may contact the Transfer Agent for a free paper copy of this Prospectus by writing to the Northern Institutional Funds Center at P.O. Box 75986, Chicago, Illinois 60675-5986, calling 800-637-1380 or by sending an e-mail to: [northern-funds@ntrs.com](mailto:northern-funds@ntrs.com).

## DISTRIBUTIONS AND TAX CONSIDERATIONS

## DISTRIBUTIONS

Dividends from net income are declared daily and paid monthly by each Portfolio to its shareholders. Net income includes the interest accrued on a Portfolio's assets less estimated expenses. Each Portfolio's net realized short-term capital gains, if any, are distributed at least annually. The Portfolios do not expect to realize net long-term capital gains.

Dividends are paid as soon as practicable following the end of each month, except in the case of a total redemption of shares in an account that is not subject to a standing order for the purchase of additional shares of the same class. In that event, dividends will be paid promptly along with the redemption proceeds.

All distributions are reinvested automatically (without any sales charge) in additional shares of the same Portfolio, unless you elect to receive distributions in cash by notifying the Transfer Agent in writing. You may make arrangements to credit these distributions to your account with Northern Trust, its affiliates or its correspondent banks.

There are no fees or sales charges on reinvestments.

## TAX CONSIDERATIONS

The following is a summary of certain tax considerations that may be relevant to a shareholder in a Portfolio. The discussions of the federal tax consequences in this Prospectus and the SAI are based on the Internal Revenue Code of 1986, as amended (the "Code") and the regulations issued under it, and court decisions and administrative interpretations, as in effect on the date of this Prospectus. Future legislative or administrative changes or court decisions may significantly alter the statements included herein, and any such changes or decisions may be retroactive. Except where otherwise indicated, the discussion relates to shareholders who are individual U.S. citizens or residents and is based on current tax law. You should consult your tax advisor for further information regarding federal, state, local and/or foreign tax consequences relevant to your specific situation.

**DISTRIBUTIONS.** Each Portfolio intends to qualify as a regulated investment company for federal tax purposes and to distribute to shareholders substantially all of its net investment income each year. Except as otherwise noted below, you will generally be subject to federal income tax at ordinary rates on a Portfolio's distributions to you, regardless of whether they are paid in cash or reinvested in Portfolio shares. U.S. individuals with "modified adjusted gross income" exceeding \$200,000 (\$250,000 if married and filing jointly) will be subject to the Medicare contribution tax on their "net investment income," which includes interest, dividends and capital gains at a rate of 3.8%.

The Portfolios generally will be invested in debt instruments and not in shares of stock on which dividend income will be received. As a result, the Portfolios do not expect to pay dividends that are eligible for the reduced tax rate on corporate dividends or that will qualify for the dividends-received deduction for corporations.

**IRAS AND OTHER TAX-QUALIFIED PLANS.** One major exception to the preceding tax principles is that distributions on shares held in an IRA (or other tax-qualified plan) will not be currently taxable unless shares are acquired with borrowed funds.

**TAX-EXEMPT PORTFOLIOS.** The Tax-Exempt and Municipal Portfolios intend to pay substantially all of their dividends as "exempt-interest dividends" that are generally exempt from federal income taxes. Shareholders who are recipients of Social Security Act or Railroad Retirement Act benefits should note that exempt-interest dividends will be taken into account in determining the taxability of their benefit payments.

Interest on indebtedness incurred by a shareholder to purchase or carry shares of either the Tax-Exempt or Municipal Portfolios generally will not be deductible for federal income tax purposes. In certain instances, dividends paid by the Tax-Exempt and Municipal Portfolios, while exempt from regular federal income tax, may be subject to the AMT. In addition, the Tax-Exempt and Municipal Portfolios may invest a portion of their assets in securities that generate income that is not exempt from federal tax. Any dividends paid by the Tax-Exempt or Municipal Portfolios that are derived from taxable interest or from capital gains will be subject to federal income tax.

The Tax-Exempt and Municipal Portfolios will each determine annually the percentages of their net investment income that are exempt from the regular federal income tax, which constitute an item of tax preference for purposes of the AMT, and which are fully taxable. The Tax-Exempt and Municipal Portfolios will apply these percentages uniformly to all distributions declared from net investment income during that year.

Tax-exempt institutions, IRAs and other tax advantaged retirement accounts will not gain an additional benefit through investment in the Tax-Exempt and Municipal Portfolios because such investors are already tax-exempt. Non-U.S. shareholders similarly will not gain an additional benefit because currently they are generally exempt from tax on portfolio interest.

**BACKUP WITHHOLDING.** The Trust will be required in certain cases to withhold and remit to the U.S. Treasury 28% of the dividends and gross sales proceeds paid to any shareholder (i) who had provided either an incorrect tax identification number or no number at all, (ii) who is subject to backup

withholding by the Internal Revenue Service for failure to report the receipt of taxable interest or dividend income properly, or (iii) who has failed to certify to the Trust, when required to do so, that he or she is not subject to backup withholding or that he or she is an “exempt recipient.”

**U.S. TAX TREATMENT OF FOREIGN SHAREHOLDERS.** Portfolio distributions attributable to Portfolio income such as interest will generally be subject to a 30% withholding tax when paid to foreign shareholders. The withholding tax may, however be reduced (and in some cases eliminated) under an applicable tax treaty between the United States and a shareholder’s country of residence or incorporation, provided that the shareholder furnishes the Portfolios with a properly completed Form W-8BEN to establish entitlement for these treaty benefits. For distributions attributable to each Portfolio’s taxable years ending on or before November 30, 2014, nonresident aliens, foreign corporations and other foreign investors in a Portfolio will generally be exempt from U.S. federal income tax on Portfolio distributions attributable to and properly designated by a Portfolio as U.S.-source interest income and capital gains of the Portfolio. The exemption may not apply, however, if the recipient’s investment in a Portfolio is connected to a trade or business of the recipient in the United States or if the recipient is present in the United States for 183 days or more in a year and certain other conditions are met. In addition, beginning January 1, 2014, the Portfolios will be required to withhold 30% tax on payments to foreign entities that do not meet specified information reporting requirements under the Foreign Account Tax Compliance Act.

All foreign investors should consult their own tax advisors regarding the tax consequences in their country of residence of an investment in a Portfolio.

**STATE AND LOCAL TAXES.** You also may be subject to state and local taxes on income attributable to your ownership of Portfolio shares. State taxes may apply to all or a portion of the exempt-interest dividends paid by the Tax-Exempt and Municipal Portfolios. State income taxes may not apply, however, to the portions of a Portfolio’s distributions, if any, that are attributable to interest on U.S. government securities. You should consult your tax advisor regarding the tax status of distributions in your state and locality.

**CONSULT YOUR TAX PROFESSIONAL.** Your investment in the Portfolios could have additional tax consequences. You should consult your tax professional for information regarding all tax consequences applicable to your investments in a Portfolio. More tax information relating to the Portfolios is also provided in the SAI. This short summary is not intended as a substitute for careful tax planning.

## SECURITIES TECHNIQUES AND RISKS

## ADDITIONAL INFORMATION ON INVESTMENT OBJECTIVES, PRINCIPAL INVESTMENT STRATEGIES AND RELATED RISKS

All investments carry some degree of risk that will affect the value of a Portfolio, its yield and investment performance and the price of its shares. An investment in each of the Portfolios is not a deposit of any bank and is not insured or guaranteed by the FDIC, any other government agency or Northern Trust. Although each of the Portfolios seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Portfolios. This section takes a closer look at some of the Portfolios' principal investment strategies and related risks.

The Portfolios seek to maintain a stable NAV of \$1.00 per share. Consistent with this policy, each of the Portfolios:

- Limits its dollar-weighted average portfolio maturity to 60 days or less;
- Limits its dollar-weighted average portfolio maturity without regard to maturity shortening provisions applicable to variable and floating rate securities (also known as dollar-weighted average portfolio life) to 120 days or less;
- Buys securities with remaining maturities of 397 days or less (except for certain variable and floating rate instruments and securities collateralizing repurchase agreements); and
- Invests only in U.S. dollar-denominated securities that represent minimal credit risks.

SEC regulations require each Portfolio to limit its dollar-weighted average portfolio maturity to 60 days or less, and its dollar-weighted average portfolio life to 120 days or less. Each Portfolio also is required to comply with SEC requirements with respect to the liquidity of the Portfolio's investments. Specifically, each Portfolio (except the Tax-Exempt and Municipal Portfolios) is required to hold at least 10% of its total assets in "daily liquid assets," and each Portfolio is required to hold at least 30% of its total assets in "weekly liquid assets." Daily liquid assets include cash, U.S. Treasury securities and securities that will mature or are subject to a demand feature that is exercisable and payable within one business day. Weekly liquid assets include cash, U.S. Treasury securities, agency discount notes with remaining maturities of 60 days or less and securities that will mature or are subject to a demand feature that is exercisable and payable within five business days.

In addition, each Portfolio limits its investments to "Eligible Securities" as defined by the SEC. Eligible Securities include, generally, securities that either (a) have short-term debt ratings at the time of purchase in the two highest rating categories by a Nationally Recognized Statistical Rating Organization ("NRSRO") or (b) are issued or guaranteed by, or otherwise allow a Portfolio to demand payment from, an issuer with those

ratings. Securities that are unrated (including securities of issuers that have long-term but not short-term ratings) may be deemed to be Eligible Securities if they are determined to be of comparable quality by the Investment Adviser under the direction of the Board of Trustees. After its purchase, a portfolio security may be assigned a lower rating or cease to be rated. If this occurs, a Portfolio may continue to hold the issue if the Investment Adviser believes it is in the best interest of the Portfolio and its shareholders. Securities that are in the highest short-term rating category (and comparable unrated securities) are called "First Tier Securities." Under normal circumstances, the Diversified Assets, U.S. Government, U.S. Government Select and Treasury Portfolios intend to limit purchases of securities to First Tier Securities. Securities in which the Portfolios may invest may not earn as high a level of income as long-term or lower quality securities, which generally have greater market risk and more fluctuation in market value.

In accordance with current SEC regulations, each Portfolio generally will not invest more than 5% of the value of its total assets at the time of purchase in the securities of any single issuer. The Portfolios may, however, invest up to 25% of their total assets in the securities of a single issuer for up to three Business Days. These limitations do not apply to cash, certain repurchase agreements, U.S. government securities or securities of other investment companies. In addition, securities subject to certain unconditional guarantees and securities that are not First Tier Securities as defined by the SEC are subject to different diversification requirements as described in the SAI.

Stable NAV risk is the risk that a Portfolio will not be able to maintain an NAV per share of \$1.00 at all times. A significant enough market disruption or drop in market prices of securities held by a Portfolio, especially at a time when the Portfolio needs to sell securities to meet shareholder redemption requests, could cause the value of the Portfolio's shares to decrease to a price less than \$1.00 per share. The U.S. government has taken numerous steps to alleviate these market concerns, including without limitation, acquiring ownership interests in distressed institutions. However, there is no assurance that such actions will be successful. Continuing market problems and government intervention in the economy may adversely affect the Portfolios.

**INVESTMENT OBJECTIVES.** The investment objective of the Municipal Portfolio may be changed by the Trust's Board of Trustees without shareholder approval. Shareholders will, however, be notified of any changes. Any such change may result in the Portfolio having an investment objective different from the objective that the shareholder considered appropriate at the time of investment in the Portfolio. The investment objectives of the other Portfolios may not be changed without shareholder approval.

**ASSET-BACKED SECURITIES.** Asset-backed securities are sponsored by entities such as government agencies, banks, financial companies and commercial or industrial companies. Asset-backed securities represent participations in, or are secured by and payable from, pools of assets such as mortgages, motor vehicle installment sale contracts, installment loan contracts, leases of various types of real and personal property, receivables from revolving credit (credit card) agreements, municipal securities and other financial assets.

Such asset pools are securitized through the use of privately-formed trusts or special purpose corporations. Payments or distributions of principal and interest may be guaranteed up to certain amounts and for a certain time period by a letter of credit or a pooled insurance policy issued by a financial institution, or by other credit enhancements.

**INVESTMENT STRATEGY.** The Diversified Assets Portfolio, Tax-Exempt Portfolio and Municipal Portfolio may purchase various types of asset-backed securities that are “Eligible Securities” as defined by the SEC. The U.S. Government Portfolio and U.S. Government Select Portfolio may purchase asset-backed securities (such as mortgage-backed securities) that are issued or guaranteed by the U.S. government or by its agencies, instrumentalities or sponsored enterprises.

**SPECIAL RISKS.** In addition to credit and market risk, asset-backed securities may involve prepayment risk because the underlying assets (loans) may be prepaid at any time. Prepayment (or call) risk is the risk that an issuer will exercise its right to pay principal on an obligation held by a Portfolio (such as an asset-backed security) sooner than expected. This may happen during a period of falling interest rates. Accordingly, a Portfolio’s ability to maintain positions in such securities will be affected by reductions in the principal amount of such securities resulting from prepayments, and its ability to reinvest the returns of principal at comparable yields is subject to generally prevailing interest rates at that time. The value of these securities also may change because of actual or perceived changes in the creditworthiness of the originator, the service agent, the financial institution providing the credit support, or the counterparty. Credit supports generally apply only to a fraction of a security’s value. Like other fixed-income securities, when interest rates rise, the value of an asset-backed security generally will decline. However, when interest rates decline, the value of an asset-backed security with prepayment features may not increase as much as that of other fixed-income securities. In addition, non-mortgage asset-backed securities involve certain risks not presented by mortgage-backed securities. Primarily, these securities do not have the benefit of the same security interest in the underlying collateral. Credit card receivables generally are unsecured, and the debtors are entitled to the protection of a number of state and federal consumer credit

laws. Automobile receivables are subject to the risk that the trustee for the holders of the automobile receivables may not have an effective security interest in all of the obligations backing the receivables. If the issuer of the security has no security interest in the related collateral, there is the risk that a Portfolio could lose money if the issuer defaults. As a result of the economic recession that commenced in the United States in 2008, there is a heightened risk that the receivables and loans underlying the asset-backed securities purchased by the Portfolios may suffer greater levels of default than were historically experienced. In addition to prepayment risk, investments in mortgage-backed securities comprised of subprime mortgages and investments in other asset-backed securities of underperforming assets may be subject to a higher degree of credit risk, valuation risk and liquidity risk.

**CREDIT (OR DEFAULT) RISK** is the risk that an issuer of fixed-income securities held by a Portfolio may default on its obligation to pay interest and repay principal. Generally, the lower the credit rating of a security, the greater the risk that the issuer of the security will default on its obligation. High quality securities are generally believed to have relatively low degrees of credit risk. The Portfolios intend to enter into financial transactions with counterparties that are creditworthy at the time of the transactions. There is always the risk that the Investment Adviser’s analysis of creditworthiness is incorrect or may change due to market conditions. To the extent that a Portfolio focuses its transactions with a limited number of counterparties, it will be more susceptible to the risks associated with one or more counterparties.

**CUSTODIAL RECEIPTS FOR TREASURY SECURITIES.** Custodial receipts are participations in trusts that hold U.S. Treasury securities and are sold under names such as TIGRs and CATS. Like other stripped obligations, they entitle the holder to future interest payments or principal payments on the U.S. Treasury securities.

**INVESTMENT STRATEGY.** To the extent consistent with their respective investment objectives and strategies, the Diversified Assets, U.S. Government, Tax-Exempt and Municipal Portfolios may invest a portion of their assets in custodial receipts. Investments by the U.S. Government Portfolio in custodial receipts, if any, are expected to be minimal, and will not exceed 20% of the value of the Portfolio’s net assets.

**SPECIAL RISKS.** Like other stripped securities (which are described below), stripped custodial receipts may be subject to greater price volatility than ordinary debt obligations because of the way in which their principal and interest are returned to investors.

**FOREIGN INVESTMENTS.** The Diversified Assets Portfolio may invest in U.S. dollar-denominated obligations issued or

guaranteed by one or more foreign governments or any of their political subdivisions, agencies or instrumentalities, foreign commercial banks and foreign branches of U.S. banks. The Diversified Assets Portfolio also may invest in U.S. dollar-denominated commercial paper and other obligations of foreign issuers. Foreign government obligations may include debt obligations of supranational entities, including international organizations (such as the European Coal and Steel Community and the International Bank for Reconstruction and Development (also known as the World Bank)) and international banking institutions and related government agencies.

**INVESTMENT STRATEGY.** Investments by the Diversified Assets Portfolio in foreign issuer obligations will not exceed 50% of the Portfolio's total assets measured at the time of purchase.

**SPECIAL RISKS.** Foreign securities involve special risks and costs, which are considered by the Investment Adviser in evaluating the creditworthiness of issuers and making investment decisions for the Portfolio. Foreign securities fluctuate in price because of political, financial, social and economic events in foreign countries. A foreign security could also lose value because of more or less stringent foreign securities regulations and less stringent accounting and disclosure standards. In addition, foreign markets may have greater volatility than domestic markets and foreign securities may be less liquid and harder to value than domestic securities. Foreign securities, and in particular foreign debt securities, are sensitive to changes in interest rates. In addition, investment in the securities of foreign governments involves the risk that foreign governments may default on their obligations or may otherwise not respect the integrity of their debt.

Investment in foreign securities may involve higher costs than investment in U.S. securities, including higher transaction and custody costs as well as the imposition of additional taxes by foreign governments. Foreign investments also may involve risks associated with the level of currency exchange rates, less complete financial information about the issuers, less market liquidity, more market volatility and political instability. Future political and economic developments, the possible imposition of withholding taxes on dividend income, the possible seizure or nationalization of foreign holdings, the possible establishment of exchange controls or freezes on the convertibility of currency, or the adoption of other governmental restrictions might adversely affect an investment in foreign securities. Additionally, foreign banks and foreign branches of domestic banks may be subject to less stringent reserve requirements and to different accounting, auditing and recordkeeping requirements.

**GUARANTOR (OR CREDIT ENHANCEMENT) RISK** is the risk that changes in credit quality of a U.S. or foreign bank, insurance

company or other financial institution or such entity's failure to fulfill its obligations could cause a Portfolio's investments in securities backed by guarantees, letters of credit, insurance or other credit enhancements issued by such bank or institution to decline in value. Guarantees, letters of credit, insurance or other credit enhancements do not protect a Portfolio or its shareholders from losses caused by declines in a security's market value. In addition, having multiple securities' credit enhanced by the same enhancement provider will increase the adverse effects on a Portfolio that are likely to result from a downgrading of, or a default by, such enhancement provider. Adverse developments in the banking or bond insurance industries also may negatively affect a Portfolio.

**INSURANCE FUNDING AGREEMENTS.** An insurance funding agreement ("IFA") is an agreement that requires a Portfolio to make cash contributions to a deposit fund of an insurance company's general account. The insurance company then credits interest to the Portfolio for a set time period.

**INVESTMENT STRATEGY.** The Diversified Assets Portfolio may invest in IFAs issued by insurance companies that meet quality and credit standards established by the Investment Adviser.

**SPECIAL RISKS.** IFAs are not insured by a government agency — they are backed only by the insurance company that issues them. As a result, they are subject to default risk of the non-governmental issuer. In addition, the transfer of IFAs may be restricted and an active secondary market in IFAs currently does not exist. This means that it may be difficult or impossible to sell an IFA at an appropriate price.

**INTEREST RATES.** A Portfolio's yield will vary with changes in interest rates. In a rising interest rate environment, a Portfolio's yield may not rise as quickly as the yields of certain other short-term investments. Investments held by a Portfolio with longer maturities will tend to be more sensitive to interest rate changes than investments with shorter maturities.

**LIQUIDITY RISK** is the risk that a Portfolio will not be able to pay redemption proceeds within the time periods described in this Prospectus because of unusual market conditions, an unusually high volume of redemption requests or other reasons. Certain portfolio securities may be less liquid than others, which may make them difficult or impossible to sell at the time and the price that a Portfolio would like. A Portfolio may have to lower the price, sell other securities instead or forgo an investment opportunity. Any of these events could have a negative effect on portfolio management or performance.

**MUNICIPAL AND RELATED INSTRUMENTS.** Municipal instruments include debt obligations issued by or on behalf of states, territories and possessions of the United States and their political subdivisions, agencies, authorities and instrumentalities.

Municipal instruments include both “general” and “revenue” bonds and may be issued to obtain funds for various public purposes. General obligations are secured by the issuer’s pledge of its full faith, credit and taxing power. Revenue obligations are payable only from the revenues derived from a particular facility or class of facilities. In some cases, revenue bonds also are payable from the proceeds of a special excise or other specific revenue source such as lease payments from the user of a facility being financed. Some municipal instruments, known as private activity bonds, are issued to finance projects for private companies. Private activity bonds are usually revenue obligations since they typically are payable by the private user of the facilities financed by the bonds.

Municipal instruments also include “moral obligation” bonds, municipal leases, certificates of participation and asset-backed securities such as custodial receipts. Moral obligation bonds are supported by a moral commitment but not a legal obligation of a state or municipality. Municipal leases and participation certificates present the risk that the state or municipality involved will not appropriate the monies to meet scheduled payments on an annual basis. Custodial receipts represent interests in municipal instruments held by a trustee or custodian.

The Tax-Exempt Portfolio and Municipal Portfolio may each acquire “stand-by commitments” relating to the municipal instruments it holds. Under a stand-by commitment, a dealer agrees to purchase, at the Portfolio’s option, specified municipal instruments at a specified price. A stand-by commitment may increase the cost, and thereby reduce the yield, of the municipal instruments to which the commitment relates. A Portfolio will acquire stand-by commitments solely to facilitate portfolio liquidity and does not intend to exercise its rights for trading purposes.

**INVESTMENT STRATEGY.** Although it is not their current policy to do so on a regular basis, each of the Tax-Exempt and Municipal Portfolios may invest more than 25% of its total assets in municipal instruments the interest upon which is paid solely from revenues of similar projects. However, neither Portfolio intends to invest more than 25% of the value of its total assets in industrial development bonds or similar obligations where the non-governmental entities supplying the revenues to be paid are in the same industry. The Tax-Exempt Portfolio limits its investments in AMT obligations (also known as “private activity bonds”), so that the Portfolio ordinarily will not invest in such obligations except during temporary defensive periods or when non-AMT obligations are unavailable.

Portfolios in addition to the Tax-Exempt and Municipal Portfolios may invest from time to time in municipal instruments or other securities issued by state and local

governmental bodies. Generally, this will occur when the yield of municipal instruments, on a pre-tax basis, is comparable to that of other permitted short-term taxable investments. Dividends paid by the Portfolios on such investments will be taxable to shareholders.

**SPECIAL RISKS.** Municipal instruments may be backed by letters of credit, insurance or other forms of credit enhancement issued by foreign and domestic banks, insurance companies and other financial institutions. If the credit quality of these banks and financial institutions declines, a Portfolio could suffer a loss to the extent that the Portfolio is relying upon this credit support. Foreign institutions can present special risks relating to higher transaction and custody costs, the imposition of additional taxes by foreign governments, less complete financial information, less market liquidity, more market volatility and political instability. Foreign banks, insurance companies and financial institutions may be subject to less stringent reserve requirements, and to different accounting, auditing and recordkeeping requirements than U.S. banks.

In addition, a single enhancement provider may provide credit enhancement to more than one of a Portfolio’s investments. Having multiple securities credit enhanced by the same enhancement provider will increase the adverse effects on the Portfolio that are likely to result from a downgrading of, or a default by, such an enhancement provider. Adverse developments in the banking or bond insurance industries also may negatively affect a Portfolio. Bond insurers that provide credit enhancement for large segments of the fixed-income markets, particularly the municipal bond market, may be more susceptible to being downgraded or defaulting during recessions or similar periods of economic stress. Municipal bonds may be covered by insurance that guarantees timely interest payments and repayment of principal on maturity. If a bond’s insurer fails to fulfill its obligations or loses its credit rating, the value of the bond could drop. Insurance does not protect a Portfolio or its shareholders from losses caused by declines in a bond’s market value.

Also, an insurance company’s exposure to securities involving subprime mortgages may cause a municipal bond insurer’s rating to be downgraded or may cause the bond insurer to become insolvent, which may affect the prices and liquidity of municipal obligations insured by the insurance company.

In addition, when a substantial portion of a Portfolio’s assets is invested in instruments which are used to finance facilities involving a particular industry, whose issuers are in the same state or which otherwise are related, there is a possibility that an economic, business or political development affecting one instrument would likewise affect the related instrument.

Also, the United States has recently experienced significant disruption to its financial markets impacting the liquidity and

volatility of municipal securities, including municipal securities in which the Tax-Exempt and Municipal Portfolios may invest. Such disruptions to the financial markets may reduce the number of municipal instruments available for purchase by the Portfolios and could adversely affect the Portfolios' shareholders by subjecting the income from the Portfolios to tax. Any of these effects could have a significant impact on the prices of some or all of the municipal instruments held by the Tax-Exempt and Municipal Portfolios.

**REPURCHASE AGREEMENTS.** Repurchase agreements involve the purchase of securities by a Portfolio subject to the seller's agreement to repurchase them at a mutually agreed upon date and price.

**INVESTMENT STRATEGY.** To the extent consistent with its investment objective and strategies, each Portfolio may enter into repurchase agreements with domestic and foreign financial institutions such as banks and broker-dealers that are deemed to be creditworthy by the Investment Adviser. Although the securities subject to a repurchase agreement may have maturities exceeding one year, settlement of the agreement will never occur more than one year after a Portfolio acquires the securities.

**SPECIAL RISKS.** In the event of a default, a Portfolio will suffer a loss to the extent that the proceeds from the sale of the underlying securities and other collateral are less than the repurchase price and the Portfolio's costs associated with delay and enforcement of the repurchase agreement. In addition, in the event of bankruptcy, a Portfolio could suffer additional losses if a court determines that the Portfolio's interest in the collateral is unenforceable by the Portfolio. If a Portfolio enters into a repurchase agreement with a foreign financial institution, it may be subject to the same risks associated with foreign investments (see "Foreign Investments" above).

The Portfolios intend to enter into transactions with counterparties that are creditworthy at the time of the transactions. There is always the risk that the Investment Adviser's analysis of creditworthiness is incorrect or may change due to market conditions. To the extent that a Portfolio focuses its transactions with a limited number of counterparties, it will be more susceptible to the risks associated with one or more counterparties.

With respect to collateral received in repurchase transactions or other investments, a Portfolio may have significant exposure to the financial services and mortgage markets. Such exposure, depending on market conditions, could have a negative impact on the Portfolio, including minimizing the value of any collateral.

**STRIPPED SECURITIES.** These securities are issued by the U.S. government (or an agency, instrumentality or a sponsored

enterprise), foreign governments, banks and other issuers. They entitle the holder to receive either interest payments or principal payments that have been "stripped" from a debt obligation. These obligations include stripped mortgage-backed securities, which are derivative multi-class mortgage securities.

The Treasury Department has facilitated transfers of ownership of zero coupon securities by accounting separately for the beneficial ownership of particular interest coupon and principal payments on Treasury securities through the Federal Reserve book-entry record-keeping system. The Federal Reserve program as established by the Treasury Department is known as "Separate Trading of Registered Interest and Principal of Securities" or "STRIPS." Under the STRIPS program, a Portfolio will be able to have its beneficial ownership of zero coupon securities recorded directly in the book-entry record-keeping system in lieu of having to hold certificates or other evidences of ownership of the underlying U.S. Treasury securities.

**INVESTMENT STRATEGY.** To the extent consistent with their respective investment objectives and strategies, the Portfolios may purchase stripped securities, including securities registered in the STRIPS program.

**SPECIAL RISKS.** Stripped securities are very sensitive to changes in interest rates and to the rate of principal prepayments. A rapid or unexpected change in either interest rates or principal prepayments could depress the price of stripped securities held by the Portfolios and adversely affect a Portfolio's investment performance.

**TAXABLE INVESTMENTS.** Taxable investments include U.S. dollar-denominated obligations of U.S. banks, foreign commercial banks and securities issued or guaranteed by foreign governments; high quality commercial paper and other obligations; high quality corporate bonds and notes; asset-backed securities; securities issued or guaranteed by the U.S. government or by its agencies or instrumentalities and related custodial receipts; and repurchase agreements relating to the above instruments.

**INVESTMENT STRATEGY.** The Tax-Exempt and Municipal Portfolios each may invest from time to time, on a temporary basis or for temporary defensive purposes, in short-term taxable instruments that are "Eligible Securities" as defined by the SEC for money market funds.

**SPECIAL RISKS.** Dividends paid by the Tax-Exempt and Municipal Portfolios that are derived from interest paid on taxable investments generally will be taxable to each Portfolio's shareholders as ordinary income for federal income tax purposes. The Tax-Exempt and Municipal Portfolios may not achieve their investment objectives when their assets are invested in taxable obligations.

**UNITED STATES GOVERNMENT OBLIGATIONS.** These instruments include U.S. Treasury obligations, such as bills, notes and bonds, which generally differ only in terms of their interest rates, maturities and time of issuance. They also include obligations issued or guaranteed by the U.S. government or by its agencies, instrumentalities or sponsored enterprises. Securities guaranteed as to principal and interest by the U.S. government or by its agencies, instrumentalities or sponsored enterprises are deemed to include (a) securities for which the payment of principal and interest is backed by an irrevocable letter of credit issued by the U.S. government or by an agency, instrumentality or sponsored enterprise thereof, (b) securities of private issuers guaranteed as to principal and interest by the U.S. government, its agencies and instrumentalities pursuant to the FDIC Debt Guarantee Program, and (c) participations in loans made to foreign governments or their agencies that are so guaranteed.

**INVESTMENT STRATEGY.** To the extent consistent with its investment objective and strategies, each Portfolio may invest in a variety of U.S. Treasury obligations and in obligations issued or guaranteed by the U.S. government or by its agencies, instrumentalities or sponsored enterprises.

**SPECIAL RISKS.** Not all U.S. government obligations carry the same credit support. Although many U.S. government securities in which the Portfolios may invest, such as those issued by the Federal National Mortgage Association (“Fannie Mae”), Federal Home Loan Mortgage Corporation (“Freddie Mac”) and Federal Home Loan Banks may be chartered or sponsored by Acts of Congress, their securities are neither issued nor guaranteed by the U.S. Treasury and, therefore, are not backed by the full faith and credit of the United States. Some, such as those of the Government National Mortgage Association (“Ginnie Mae”), are supported by the full faith and credit of the U.S. Treasury. Other obligations, such as those of the Federal Home Loan Banks, are supported by the right of the issuer to borrow from the U.S. Treasury; and others are supported by the discretionary authority of the U.S. government to purchase the agency’s obligations. Still others are supported only by the credit of the instrumentality or sponsored enterprise. The maximum potential liability of the issuers of some U.S. government securities held by a Portfolio may greatly exceed their current resources, including their legal right to support from the U.S. Treasury. It is possible that these issuers will not have the funds to meet their payment obligations in the future. No assurance can be given that the U.S. government would provide financial support to its agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. In addition, the secondary market for certain participations in loans made to foreign governments or their agencies may be limited.

An agency of the U.S. government has placed Fannie Mae and Freddie Mac into conservatorship, a statutory process with the objective of returning the entities to normal business operations. It is unclear what effect this conservatorship will have on the securities issued or guaranteed by Fannie Mae or Freddie Mac. As a result, these securities are subject to more credit risk than U.S. government securities that are supported by the full faith and credit of the United States (e.g., U.S. Treasury bonds).

To the extent a Portfolio invests in debt instruments or securities of non-U.S. government entities that are backed by the full faith and credit of the United States, pursuant to the FDIC Debt Guarantee Program or other similar programs, there is a possibility that the guarantee provided under the Debt Guarantee Program or other similar programs may be discontinued or modified at a later date.

**VARIABLE AND FLOATING RATE INSTRUMENTS.** Variable and floating rate instruments have interest rates that periodically are adjusted either at set intervals or that float at a margin tied to a specified index rate. These instruments include variable amount master demand notes and long-term variable and floating rate bonds (sometimes referred to as “Put Bonds”) where a Portfolio obtains at the time of purchase the right to put the bond back to the issuer or a third party at par at a specified date.

**INVESTMENT STRATEGY.** Each Portfolio, except the Treasury Portfolio, may invest in variable and floating rate instruments to the extent consistent with its investment objective and strategies.

**SPECIAL RISKS.** Variable and floating rate instruments are subject to many of the same risks as fixed rate instruments, particularly credit risk. Because there is no active secondary market for certain variable and floating rate instruments, they may be more difficult to sell if the issuer defaults on its payment obligations or during periods when the Portfolios are not entitled to exercise their demand rights. As a result, the Portfolios could suffer a loss with respect to these instruments. In addition, variable and floating rate instruments are subject to changes in value based on changes in market interest rates or changes in the issuer’s or guarantor’s creditworthiness.

**WHEN-ISSUED SECURITIES, DELAYED DELIVERY TRANSACTIONS AND FORWARD COMMITMENTS.** A purchase of “when-issued” securities refers to a transaction made conditionally because the securities, although authorized, have not yet been issued. A delayed delivery or forward commitment transaction involves a contract to purchase or sell securities for a fixed price at a future date beyond the customary settlement period.

**INVESTMENT STRATEGY.** Each Portfolio may purchase or sell securities on a when-issued, delayed delivery or forward

commitment basis. Although the Portfolios generally would purchase securities in these transactions with the intention of acquiring the securities, the Portfolios may dispose of such securities prior to settlement if the investment management team deems it appropriate to do so.

**SPECIAL RISKS.** Purchasing securities on a when-issued, delayed delivery or forward commitment basis involves the risk that the value of the securities may decrease by the time they actually are issued or delivered. Conversely, selling securities in these transactions involves the risk that the value of the securities may increase by the time they actually are issued or delivered. These transactions also involve the risk that the counterparty may fail to deliver the security or cash on the settlement date.

**ADDITIONAL DESCRIPTION OF SECURITIES AND COMMON INVESTMENT TECHNIQUES**

This section explores various other investment securities and techniques that the Investment Adviser may use.

**BORROWINGS AND REVERSE REPURCHASE AGREEMENTS.** The Portfolios may borrow money from banks and may enter into reverse repurchase agreements with banks and other financial institutions. Reverse repurchase agreements involve the sale of money market securities held by a Portfolio subject to the Portfolio's agreement to repurchase them at a mutually agreed upon date and price (including interest).

**INVESTMENT STRATEGY.** Each Portfolio may borrow and enter into reverse repurchase agreements in amounts not exceeding one-fourth of its total assets (including the amount borrowed). The Portfolios may enter into reverse repurchase agreements when the Investment Adviser expects that the interest income to be earned from the investment of the transaction proceeds will be greater than the related interest expense.

**SPECIAL RISKS.** Borrowings and reverse repurchase agreements involve leveraging. If the securities held by the Portfolios decline in value while these transactions are outstanding, the NAV of the Portfolios' outstanding shares will decline in value by proportionately more than the decline in value of the securities. In addition, reverse repurchase agreements involve the risks that (a) the interest income earned by a Portfolio (from the investment of the proceeds) will be less than the interest expense of the transaction; (b) the market value of the securities sold by a Portfolio will decline below the price the Portfolio is obligated to pay to repurchase the securities; and (c) the securities may not be returned to the Portfolio.

**DERIVATIVES.** Each Portfolio may purchase certain "derivative" instruments. A derivative is a financial instrument whose value is derived from, or based upon, the performance of underlying assets, interest rates, or other indices and may be leveraged.

Derivatives include structured securities such as collateralized mortgage obligations and other types of asset-backed securities, "stripped" securities and various floating rate instruments.

**INVESTMENT STRATEGY.** A Portfolio may invest in derivatives when the Investment Adviser believes the potential risks and rewards are consistent with the Portfolio's objective, strategies and overall risk profile.

**SPECIAL RISKS.** Engaging in derivative transactions involves special risks, including (a) market risk that the Portfolio's derivatives position will lose value; (b) credit risk that the counterparty to the transaction will default; (c) leveraging risk that the value of the derivative instrument will decline more than the value of the assets on which it is based; (d) illiquidity risk that a Portfolio will be unable to sell its position because of lack of market depth or disruption; (e) pricing risk that the value of a derivative instrument will be difficult to determine; and (f) operations risk that loss will occur as a result of inadequate systems or human error. Many types of derivatives have been developed recently and have not been tested over complete market cycles. For these reasons, a Portfolio may suffer a loss whether or not the analysis of the Investment Adviser is accurate.

**ILLIQUID OR RESTRICTED SECURITIES.** Illiquid securities include repurchase agreements and time deposits with notice/termination dates of more than seven days, certain variable amount master demand notes that cannot be called within seven days, certain insurance funding agreements (see "Insurance Funding Agreements" above), and other securities that are traded in the U.S. but are subject to trading restrictions because they are not registered under the Securities Act of 1933, as amended (the "1933 Act"), and both foreign and domestic securities that are not readily marketable.

**INVESTMENT STRATEGY.** Each Portfolio may invest up to 5% of its net assets in securities that are illiquid. A domestically traded security that is not registered under the 1933 Act will not be considered illiquid if the Investment Adviser determines that an adequate trading market exists for that security. If otherwise consistent with their investment objectives and strategies, the Portfolios may purchase commercial paper issued pursuant to Section 4(2) of the 1933 Act and securities that are not registered under the 1933 Act but can be sold to "qualified institutional buyers" in accordance with Rule 144A under the 1933 Act ("Rule 144A Securities"). These securities will not be considered illiquid so long as the Investment Adviser determines, under guidelines approved by the Trust's Board of Trustees, that an adequate trading market exists.

**SPECIAL RISKS.** Because illiquid and restricted securities may be difficult to sell at an acceptable price, they may be subject to greater volatility and may result in a loss to a Portfolio. The

practice of investing in Rule 144A Securities and commercial paper available to qualified institutional buyers could increase the level of illiquidity during any period that qualified institutional buyers become uninterested in purchasing these securities. Securities purchased by a Portfolio that are liquid at the time of purchase may subsequently become illiquid due to events relating to the issuer of the securities, market events, economic conditions and/or investor perception.

**INVESTMENT COMPANIES.** To the extent consistent with their respective investment objectives and strategies, the Portfolios may invest in securities issued by other affiliated and unaffiliated investment companies.

**INVESTMENT STRATEGY.** Investments by a Portfolio in other money market funds will be subject to the limitations of the 1940 Act and SEC orders. Although the Portfolios do not expect to do so in the foreseeable future, each Portfolio is authorized to invest substantially all of its assets in an open-end investment company or a series thereof that has substantially the same investment objective, strategies and fundamental restrictions as the Portfolio.

**SPECIAL RISKS.** As a shareholder of another investment company, a Portfolio would be subject to the same risks as any other investor in that company. It would also bear a proportionate share of any fees or expenses paid by that company. These expenses would be in addition to the advisory fees and other expenses the Portfolio bears directly in connection with its own operations.

**STRUCTURED SECURITIES.** The value of such securities is determined by reference to changes in the value of specific currencies, interest rates, commodities, securities, indices or other financial indicators (the "Reference") or the relative change in two or more References. The interest rate or the principal amount payable upon maturity or redemption may be increased or decreased depending upon changes in the applicable Reference. Examples of structured securities include, but are not limited to, asset-backed commercial paper, structured notes and other debt obligations, where the principal repayment at maturity is determined by the value of a specified security or securities index.

**INVESTMENT STRATEGY.** The Diversified Assets, Tax-Exempt and Municipal Portfolios may invest in structured securities to the extent consistent with their respective investment objectives and strategies. The other Portfolios may invest in structured securities to the extent consistent with their investment objectives and strategies.

**SPECIAL RISKS.** Structured securities present additional risk that the interest paid to a Portfolio on a structured security will be less than expected. The terms of some structured securities may provide that in certain circumstances no principal is due at

maturity and, therefore, a Portfolio could suffer a total loss of its investment. Structured securities may be positively or negatively indexed, so that appreciation of the Reference may produce an increase or decrease in the interest rate or value of the security at maturity. In addition, changes in the interest rates or the value of the security at maturity may be a multiple of changes in the value of the Reference. Consequently, structured securities may entail a greater degree of market risk than other types of securities. Structured securities also may be more volatile, less liquid and more difficult to accurately price than less complex securities due to their derivative nature.

**TEMPORARY INVESTMENTS.** For capital preservation and liquidity, each Portfolio may have a greater concentration in short-term securities, including investing up to all of its assets in overnight securities, which may result in a reduction of a Portfolio's yield.

Additionally, the Portfolios may purchase other types of securities or instruments similar to those described in these sections if otherwise consistent with the Portfolios' investment objectives and strategies. You should carefully consider the risks discussed in these sections before investing in a Portfolio.

The Portfolios may invest in other securities and are subject to further restrictions and risks that are described in the SAI. Additional information about the Portfolios, their investments and related risks can also be found in "Investment Objectives and Strategies" in the SAI.

## FINANCIAL HIGHLIGHTS

**THE FINANCIAL HIGHLIGHTS TABLES ARE INTENDED TO HELP YOU UNDERSTAND THE FINANCIAL PERFORMANCE OF A PORTFOLIO'S SHARES FOR THE PAST FIVE YEARS (OR, IF SHORTER, THE PERIOD OF THE PORTFOLIO'S OPERATION).**

Certain information reflects the financial results for a single Share. The total returns in the tables represent the rate that an investor would have earned or lost on an investment in Shares of a Portfolio held for the entire period (assuming reinvestment of all dividends and distributions). This information has been derived from financial statements that have been audited by Ernst & Young LLP, an independent registered public accounting firm, whose report, along with the Portfolios' financial statements, is included in the Portfolios' annual report, which is available upon request and without charge.

FOR THE FISCAL YEARS ENDED NOVEMBER 30,

## DIVERSIFIED ASSETS PORTFOLIO

## SHARES

Selected per share data	2012 <sup>(1)</sup>	2011 <sup>(1)</sup>	2010 <sup>(1)</sup>	2009 <sup>(1)</sup>	2008
<b>Net Asset Value, Beginning of Year</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
INCOME FROM INVESTMENT OPERATIONS:					
Net investment income	—	—	—	—	0.02
Net realized and unrealized gains (losses)	—	—	—	—	—
<b>Total from Investment Operations</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.02</b>
LESS DISTRIBUTIONS PAID:					
From net investment income	—	—	—	—	(0.02)
From net realized gains	—	—	—	—	—
<b>Total Distributions Paid</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(0.02)</b>
<b>Net Asset Value, End of Year</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
<b>Total Return<sup>(2)</sup></b>	<b>0.02%</b>	<b>0.02%</b>	<b>0.02%</b>	<b>0.25%<sup>(3)</sup></b>	<b>2.45%<sup>(3)</sup></b>
SUPPLEMENTAL DATA AND RATIOS:					
Net assets, in thousands, end of year	\$11,046,917	\$11,117,953	\$8,767,742	\$9,515,203	\$9,107,046
Ratio to average net assets at:					
Expenses, net of waivers, reimbursements and credits	0.21%	0.21%	0.30%	0.39% <sup>(4)</sup>	0.36% <sup>(5)</sup>
Expenses, before waivers, reimbursements and credits	0.37%	0.37%	0.37%	0.41%	0.38%
Net investment income, net of waivers, reimbursements and credits	0.01%	0.02%	0.02%	0.21%	2.60%
Net investment income (loss), before waivers, reimbursements and credits	(0.15)%	(0.14)%	(0.05)%	0.19%	2.58%

- (1) Per share amounts from net investment income, net realized and unrealized gains (losses) and distributions from net investment income were less than \$0.01 per share.
- (2) Assumes investment at net asset value at the beginning of the year, reinvestment of all dividends and distributions, and a complete redemption of the investment at net asset value at the end of the year.
- (3) Without the value of the Capital Support Agreement, the total return would have been 0.46% for the Shares for the fiscal year ended November 30, 2009 and 2.19% for Shares for the fiscal year ended November 30, 2008.
- (4) The net expense ratio includes the fee for participation in the U.S. Department of the Treasury's Temporary Guaranty Program (the "Participation Fee") of approximately \$4,328,000 for Shares, which represents 0.04% of average net assets for the fiscal year ended November 30, 2009. Absent the Participation Fee, the net expenses would have been decreased by a corresponding amount.
- (5) The net expense ratio includes the Participation Fee of approximately \$1,026,000 for Shares, which represents 0.01% of average net assets for the fiscal year ended November 30, 2008. Absent the Participation Fee, the net expenses would have been decreased by a corresponding amount.

## FINANCIAL HIGHLIGHTS

U.S. GOVERNMENT PORTFOLIO<sup>(1)</sup>

## SHARES

Selected per share data	2012 <sup>(2)</sup>	2011 <sup>(2)</sup>	2010 <sup>(2)</sup>	2009 <sup>(2)</sup>	2008
<b>Net Asset Value, Beginning of Year</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
INCOME FROM INVESTMENT OPERATIONS:					
Net investment income	—	—	—	—	0.02
Net realized gains (losses)	—	—	—	—	—
<b>Total from Investment Operations</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.02</b>
LESS DISTRIBUTIONS PAID:					
From net investment income	—	—	—	—	(0.02)
From net realized gains	—	—	—	—	—
<b>Total Distributions Paid</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(0.02)</b>
<b>Net Asset Value, End of Year</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
<b>Total Return<sup>(3)</sup></b>	<b>0.01%</b>	<b>0.02%</b>	<b>0.02%</b>	<b>0.13%</b>	<b>2.30%</b>
SUPPLEMENTAL DATA AND RATIOS:					
Net assets, in thousands, end of year	\$6,818,808	\$6,380,311	\$5,378,943	\$5,358,301	\$7,449,332
Ratio to average net assets of:					
Expenses, net of waivers, reimbursements and credits	0.15%	0.14%	0.21%	0.36% <sup>(4)</sup>	0.36% <sup>(5)</sup>
Expenses, before waivers, reimbursements and credits	0.37%	0.37%	0.37%	0.40%	0.38%
Net investment income, net of waivers, reimbursements and credits	0.01%	0.01%	0.02%	0.14%	2.13%
Net investment income (loss), before waivers, reimbursements and credits	(0.21)%	(0.22)%	(0.14)%	0.10%	2.11%

(1) Name change effective April 1, 2012. Formerly known as the Government Portfolio.

(2) Per share amounts from net investment income, net realized gains (losses) and distributions from net investment income were less than \$0.01 per share.

(3) Assumes investment at net asset value at the beginning of the year, reinvestment of all dividends and distributions, and a complete redemption of the investment at net asset value at the end of the year.

(4) The net expense ratio includes the fee for participation in the U.S. Department of the Treasury's Temporary Guaranty Program (the "Participation Fee") of approximately \$2,627,000 for Shares, which represents 0.03% of average net assets for the fiscal year ended November 30, 2009. Absent the Participation Fee, the net expenses would have been decreased by a corresponding amount.

(5) The net expense ratio includes the Participation Fee of approximately \$622,000 for Shares, which represents 0.01% of average net assets for the fiscal year ended November 30, 2008. Absent the Participation Fee, the net expenses would have been decreased by a corresponding amount.

FOR THE FISCAL YEARS ENDED NOVEMBER 30,

U.S. GOVERNMENT SELECT PORTFOLIO<sup>(1)</sup>

## SHARES

Selected per share data	2012 <sup>(2)</sup>	2011 <sup>(2)</sup>	2010 <sup>(2)</sup>	2009 <sup>(2)</sup>	2008
<b>Net Asset Value, Beginning of Year</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
<b>INCOME FROM INVESTMENT OPERATIONS:</b>					
Net investment income	—	—	—	—	0.02
Net realized gains (losses)	—	—	—	—	—
<b>Total from Investment Operations</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.02</b>
<b>LESS DISTRIBUTIONS PAID:</b>					
From net investment income	—	—	—	—	(0.02)
From net realized gains	—	—	—	—	—
<b>Total Distributions Paid</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(0.02)</b>
<b>Net Asset Value, End of Year</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
<b>Total Return<sup>(3)</sup></b>	<b>0.01%</b>	<b>0.01%</b>	<b>0.03%</b>	<b>0.20%</b>	<b>2.31%</b>
<b>SUPPLEMENTAL DATA AND RATIOS:</b>					
Net assets, in thousands, end of year	\$16,986,442	\$13,248,289	\$12,599,523	\$14,815,124	\$15,486,752
Ratio to average net assets of:					
Expenses, net of waivers, reimbursements and credits	0.13%	0.11%	0.19%	0.23% <sup>(4)</sup>	0.21% <sup>(5)</sup>
Expenses, before waivers, reimbursements and credits	0.32%	0.32%	0.32%	0.34%	0.33%
Net investment income, net of waivers, reimbursements and credits	0.01%	0.01%	0.03%	0.20%	2.13%
Net investment income (loss), before waivers, reimbursements and credits	(0.18)%	(0.20)%	(0.10)%	0.09%	2.01%

(1) Name change effective April 1, 2012. Formerly known as the Government Select Portfolio.

(2) Per share amounts from net investment income, net realized gains (losses) and distributions from net investment income were less than \$0.01 per share.

(3) Assumes investment at net asset value at the beginning of the year, reinvestment of all dividends and distributions, and a complete redemption of the investment at net asset value at the end of the year.

(4) The net expense ratio includes the fee for participation in the U.S. Department of the Treasury's Temporary Guaranty Program (the "Participation Fee") of approximately \$3,958,000 for Shares, which represents 0.03% of average net assets for the fiscal year ended November 30, 2009. Absent the Participation Fee, the net expenses would have been decreased by a corresponding amount.

(5) The net expense ratio includes the Participation Fee of approximately \$920,000 for Shares, which represents 0.01% of average net assets for the fiscal year ended November 30, 2008. Absent the Participation Fee, the net expenses would have been decreased by a corresponding amount.

## FINANCIAL HIGHLIGHTS

## TREASURY PORTFOLIO

## SHARES

Selected per share data	2012 <sup>(1)</sup>	2011 <sup>(1)</sup>	2010 <sup>(1)</sup>	2009 <sup>(1)</sup>	2008 <sup>(2)</sup>
<b>Net Asset Value, Beginning of Period</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
INCOME FROM INVESTMENT OPERATIONS:					
Net investment income	—	—	—	—	—
Net realized gains (losses)	—	—	—	—	—
<b>Total from Investment Operations</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
LESS DISTRIBUTIONS PAID:					
From net investment income	—	—	—	—	—
From net realized gains	—	—	—	—	—
<b>Total Distributions Paid</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Net Asset Value, End of Period</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
<b>Total Return<sup>(3)</sup></b>	<b>0.02%</b>	<b>0.02%</b>	<b>0.07%</b>	<b>0.11%</b>	<b>0.02%</b>
SUPPLEMENTAL DATA AND RATIOS:					
Net assets, in thousands, end of period	\$8,622,208	\$7,634,979	\$4,970,610	\$2,933,613	\$471,790
Ratio to average net assets of: <sup>(4)</sup>					
Expenses, net of waivers, reimbursements and credits	0.12%	0.10%	0.15%	0.13%	0.00%
Expenses, before waivers, reimbursements and credits	0.32%	0.32%	0.32%	0.32%	0.57% <sup>(5)</sup>
Net investment income, net of waivers, reimbursements and credits	0.02%	0.02%	0.07%	0.10%	0.30%
Net investment loss, before waivers, reimbursements and credits	(0.18)%	(0.20)%	(0.10)%	(0.09)%	(0.27)% <sup>(5)</sup>

(1) Per share amounts from net investment income, net realized gains (losses) and distributions from net investment income were less than \$0.01 per share.

(2) For the period November 5, 2008 (commencement of operations) through November 30, 2008. Per share amounts from net investment income and distributions from net investment income were less than \$0.01 per share.

(3) Assumes investment at net asset value at the beginning of the period, reinvestment of all dividends and distributions, and a complete redemption of the investment at net asset value at the end of the period. Total return is not annualized for period less than one year.

(4) Annualized for period less than one year.

(5) The ratios of expenses and net investment loss were previously reported as 0.47% and (0.17)%, respectively. This had no impact to the Portfolio's net asset value.

FOR THE FISCAL YEARS OR PERIOD ENDED NOVEMBER 30.

## TAX-EXEMPT PORTFOLIO

## SHARES

Selected per share data	2012 <sup>(1)</sup>	2011 <sup>(1)</sup>	2010 <sup>(1)</sup>	2009 <sup>(1)</sup>	2008
<b>Net Asset Value, Beginning of Year</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
INCOME FROM INVESTMENT OPERATIONS:					
Net investment income	—	—	—	—	0.02
Net realized gains (losses)	—	—	—	—	—
<b>Total from Investment Operations</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.02</b>
LESS DISTRIBUTIONS PAID:					
From net investment income	—	—	—	—	(0.02)
From net realized gains	—	—	—	—	—
<b>Total Distributions Paid</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(0.02)</b>
<b>Net Asset Value, End of Year</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
<b>Total Return<sup>(2)</sup></b>	<b>0.01%</b>	<b>0.02%</b>	<b>0.02%</b>	<b>0.35%</b>	<b>2.18%</b>
SUPPLEMENTAL DATA AND RATIOS:					
Net assets, in thousands, end of year	\$1,784,110	\$1,222,940	\$1,273,685	\$1,682,036	\$1,112,129
Ratio to average net assets of:					
Expenses, net of waivers, reimbursements and credits	0.16%	0.20%	0.28%	0.37% <sup>(3)</sup>	0.36% <sup>(4)</sup>
Expenses, before waivers, reimbursements and credits	0.37%	0.37%	0.37%	0.40%	0.38%
Net investment income, net of waivers, reimbursements and credits	0.01%	0.02%	0.02%	0.33%	2.14%
Net investment income (loss), before waivers, reimbursements and credits	(0.20)%	(0.15)%	(0.07)%	0.30%	2.12%

(1) Per share amounts from net investment income, net realized gains (losses) and distributions from net investment income were less than \$0.01 per share.

(2) Assumes investment at net asset value at the beginning of the year, reinvestment of all dividends and distributions, and a complete redemption of the investment at net asset value at the end of the year.

(3) The net expense ratio includes the fee for participation in the U.S. Department of the Treasury's Temporary Guaranty Program (the "Participation Fee") of approximately \$318,000 for Shares, which represents 0.03% of average net assets for the fiscal year ended November 30, 2009. Absent the Participation Fee, the net expenses would have been decreased by a corresponding amount.

(4) The net expense ratio includes the Participation Fee of approximately \$75,000 for Shares, which represents 0.01% of average net assets for the fiscal year ended November 30, 2008. Absent the Participation Fee, the net expenses would have been decreased by a corresponding amount.

## FINANCIAL HIGHLIGHTS

FOR THE FISCAL YEARS ENDED NOVEMBER 30,

## MUNICIPAL PORTFOLIO

## SHARES

Selected per share data	2012 <sup>(1)</sup>	2011 <sup>(1)</sup>	2010 <sup>(1)</sup>	2009 <sup>(1)</sup>	2008
<b>Net Asset Value, Beginning of Year</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
<b>INCOME FROM INVESTMENT OPERATIONS:</b>					
Net investment income	—	—	—	—	0.02
Net realized gains (losses)	—	—	—	—	—
<b>Total from Investment Operations</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>0.02</b>
<b>LESS DISTRIBUTIONS PAID:</b>					
From net investment income	—	—	—	—	(0.02)
From net realized gains	—	—	—	—	—
<b>Total Distributions Paid</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(0.02)</b>
<b>Net Asset Value, End of Year</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>	<b>\$1.00</b>
<b>Total Return<sup>(2)</sup></b>	<b>0.02%</b>	<b>0.05%</b>	<b>0.11%</b>	<b>0.49%</b>	<b>2.29%</b>
<b>SUPPLEMENTAL DATA AND RATIOS:</b>					
Net assets, in thousands, end of year	\$4,345,703	\$4,815,069	\$4,710,432	\$6,075,067	\$4,877,332
Ratio to average net assets of:					
Expenses, net of waivers, reimbursements and credits	0.17%	0.19%	0.20%	0.23% <sup>(3)</sup>	0.21% <sup>(4)</sup>
Expenses, before waivers, reimbursements and credits	0.32%	0.32%	0.32%	0.34%	0.33%
Net investment income, net of waivers, reimbursements and credits	0.01%	0.05%	0.10%	0.47%	2.24%
Net investment income (loss), before waivers, reimbursements and credits	(0.14)%	(0.08)%	(0.02)%	0.36%	2.12%

(1) Per share amounts from net investment income, net realized gains (losses) and distributions from net investment income were less than \$0.01 per share.

(2) Assumes investment at net asset value at the beginning of the year, reinvestment of all dividends and distributions, and a complete redemption of the investment at net asset value at the end of the year.

(3) The net expense ratio includes the fee for participation in the U.S. Department of the Treasury's Temporary Guaranty Program (the "Participation Fee") of approximately \$1,360,000 for Shares, which represents 0.03% of average net assets for the fiscal year ended November 30, 2009. Absent the Participation Fee, the net expenses would have been decreased by a corresponding amount.

(4) The net expense ratio includes the Participation Fee of approximately \$322,000 for Shares, which represents 0.01% of average net assets for the fiscal year ended November 30, 2008. Absent the Participation Fee, the net expenses would have been decreased by a corresponding amount.

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FOR MORE INFORMATION

ANNUAL/SEMIANNUAL REPORTS AND STATEMENT OF  
ADDITIONAL INFORMATION (“SAI”)

Additional information about the Portfolios’ investments is available in the Portfolios’ annual and semiannual reports to shareholders. In the Portfolios’ annual report, you will find a discussion of the market conditions and investment strategies that significantly affected the Portfolios’ performance during their last fiscal year.

Additional information about the Portfolios and their policies also is available in the Portfolios’ SAI. The SAI is incorporated by reference into this Prospectus (and is legally considered part of this Prospectus).

The Portfolios’ annual and semiannual reports and the SAI are available free upon request by calling the Northern Institutional Funds Center at 800-637-1380 or by sending an e-mail request to: [northern-funds@ntrs.com](mailto:northern-funds@ntrs.com). The SAI and other information are available from a financial intermediary (such as a broker-dealer or bank) through which the Portfolios’ shares may be purchased or sold.

TO OBTAIN OTHER INFORMATION AND FOR SHAREHOLDER  
INQUIRIES:

**BY TELEPHONE**

Call 800-637-1380

**BY MAIL**

Northern Institutional Funds  
P.O. Box 75986  
Chicago, Illinois 60675-5986

**ON THE INTERNET**

The Portfolios’ documents are available online and may be downloaded from:

- The EDGAR database on the SEC’s Web site at [sec.gov](http://sec.gov) (text-only)
- Northern Institutional Funds’ Web site at [northernfunds.com/institutional](http://northernfunds.com/institutional)

You may review and obtain copies of Northern Institutional Funds’ documents by visiting the SEC’s Public Reference Room in Washington, D.C. You also may obtain copies of Northern Institutional Funds’ documents by sending your request and a duplicating fee to the SEC’s Public Reference Section, Washington, D.C. 20549-1520 or by electronic request to: [publicinfo@sec.gov](mailto:publicinfo@sec.gov). Information on the operation of the Public Reference Room may be obtained by calling the SEC at 202-551-8090.