



NEW COVENANT  
MUTUAL FUNDS

# TREASURY OBLIGATIONS FUND

Trust Shares

## Statement of Additional Information

September 30, 2009

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# MONEY MARKET OBLIGATIONS TRUST

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## STATEMENT OF ADDITIONAL INFORMATION

September 30, 2009

Treasury Obligations Fund  
Government Obligations Fund  
Prime Obligations Fund

### TRUST SHARES

This Statement of Additional Information (SAI) is not a prospectus. Read this SAI in conjunction with the prospectus for Trust Shares of the Funds, dated September 30, 2009. This SAI incorporates by reference the Funds' Annual Report. Obtain the prospectus or the Annual Report without charge by calling 1-800-341-7400.

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WORLD-CLASS INVESTMENT MANAGER<sup>®</sup>

Money Market Obligations Trust  
Federated Investors Funds  
4000 Ericsson Drive  
Warrendale, PA 15086-7561

Contact us at **FederatedInvestors.com**  
or call 1-800-341-7400.

Federated Securities Corp., Distributor

28148 (9/09)

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# MONEY MARKET OBLIGATIONS TRUST

Prime Obligations Fund

## TRUST SHARES

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### SUPPLEMENT TO STATEMENT OF ADDITIONAL INFORMATION

1. Under the section entitled “**Securities in Which the Funds Invest,**” please add the following immediately preceding the subsection entitled “**Special Transactions:**”

#### **Credit Enhancement**

Credit enhancement includes agreements to lend to the issuer amounts sufficient to repay or purchase the securities, provided that the Adviser has determined that the loan commitment will be available except under remote circumstances.

November 13, 2009

# Federated

WORLD-CLASS INVESTMENT MANAGER<sup>®</sup>

Prime Obligations Fund  
Federated Investors Funds  
4000 Ericsson Drive  
Warrendale, PA 15086-7561

Contact us at **FederatedInvestors.com**  
or call 1-800-341-7400.

Federated Securities Corp., Distributor

*Cusip 60934N203  
41711 (11/09)*

## HOW ARE THE FUNDS ORGANIZED?

Each Fund is a diversified portfolio of Money Market Obligations Trust (Trust). The Trust is an open-end, management investment company that was established under the laws of the Commonwealth of Massachusetts on October 3, 1988. The Government Obligations Fund (GOF), Prime Obligations Fund (POF), and Treasury Obligations Fund (TOF) were organized as portfolios of the Trust on December 11, 1989. The Trust may offer separate series of shares representing interests in separate portfolios of securities.

The Board has established four classes of shares. Please see the table below for the types of share classes offered by the Funds.

| <b>Fund</b> | <b>Institutional<br/>Capital<br/>Shares</b> | <b>Institutional<br/>Shares</b> | <b>Institutional<br/>Service<br/>Shares</b> | <b>Trust<br/>Shares</b> |
|-------------|---|---------------------------------|---|-------------------------|
| TOF         | X   | X                               | X   | X                       |
| GOF         | X   | X                               | X   | X                       |
| POF         |   | X                               | X   | X                       |

This SAI relates to Trust Shares. The Funds' investment adviser is Federated Investment Management Company (Adviser).

## SECURITIES IN WHICH THE FUNDS INVEST

The principal securities in which the Funds may invest are described in the Funds' prospectus. In pursuing its investment strategy, a Fund also may invest on a non-principal basis in securities, and engage in special transactions, as set forth in the following table. A glossary describing the securities and special transactions is included in the Funds' prospectus and/or, to the extent not described in the prospectus, follows this table. If a security or special transaction is not described in this SAI, please refer to the prospectus.

|   | <b>TOF</b> | <b>GOF</b> | <b>POF</b> |
|---|------------|------------|------------|
| <b>FIXED-INCOME SECURITIES</b>                    |            |            |            |
| Zero Coupon Securities                            | NP         | NP         | NP         |
| Callable Securities                               | NP         |            | NP         |
| Treasury Securities                               |            |            | NP         |
| Government Agency Mortgage-Backed Securities      |            | NP         |            |
| Mortgage-Backed Securities                        |            |            | NP         |
| Investing in Shares of Other Investment Companies |            | NP*        |            |
| <b>SPECIAL TRANSACTIONS</b>                       |            |            |            |
| Delayed Delivery Transactions                     | NP         | NP**       | NP         |
| Securities Lending                                | NP         | NP         | NP***      |
| Inter-Fund Borrowing and Lending Arrangements     | NP         | NP         | NP         |
| Asset Segregation                                 | NP         | NP         | NP         |
| Reverse Repurchase Agreements                     |            | NP         | NP         |

NP = *Non-Principal Investment*

\* *GOF will not invest in closed-end management investment companies.*

\*\* *GOF will purchase and sell securities through regular way settlement, so that delivery of the security from the seller to the buyer will occur within the time frame that the securities industry has established for that type of security.*

\*\*\* *POF has no present intention to engage in securities lending.*

Certain securities invested in by POF may be subject to Credit Enhancement.

## GLOSSARY OF SECURITIES AND SPECIAL TRANSACTIONS

This glossary describes in more detail the types of securities in which some or all of the Funds may invest and the investment techniques some or all of the Funds may use. Please refer to the chart above to determine which if these securities and investment techniques are acceptable non-principal investments for each Fund. Please also refer to the Prospectus for a description of each Fund's principal securities.

## **FIXED-INCOME SECURITIES**

The Funds also may invest in fixed-income securities, which are described in this SAI and the prospectus. The following describes the types of fixed-income securities, in addition to those identified for the Funds in the prospectus in which the Funds may invest:

### **Zero Coupon Securities**

Certain fixed-income securities in which the Funds invest may be zero coupon securities. Zero coupon securities do not pay interest or principal until final maturity unlike debt securities that provide periodic payments of interest (referred to as a “coupon payment”). Investors buy zero coupon securities at a price below the amount payable at maturity. The difference between the purchase price and the amount paid at maturity represents interest on the zero coupon security. Investors must wait until maturity to receive interest and principal, which increases the interest rate and credit risks of a zero coupon security.

There are many forms of zero coupon securities. Some are issued at a discount and are referred to as zero coupon or capital appreciation bonds. Others are created from interest bearing bonds by separating the right to receive the bond’s coupon payments from the right to receive the bond’s principal due at maturity, a process known as coupon stripping. In addition, some securities give the issuer the option to deliver additional securities in place of cash interest payments, thereby increasing the amount payable at maturity. These are referred to as pay-in-kind or PIK securities.

### **Callable Securities**

Certain fixed-income securities in which a Fund invests are callable at the option of the issuer. Certain callable securities invested in by a Fund also may be callable by parties other than the issuer. Callable securities are subject to call risks.

### **Treasury Securities**

Treasury securities are direct obligations of the federal government of the United States. Treasury securities are generally regarded as having the lowest credit risks.

### **Government Agency Mortgage-Backed Securities**

Government agency mortgage-backed securities represent interests in pools of mortgages issued or guaranteed by government agencies. Although such a guarantee protects against credit risks, it does not reduce payment risk. The mortgages that comprise a pool normally have similar interest rates, maturities and other terms. Mortgages may have fixed or adjustable interest rates. Interests in pools of adjustable rate mortgages are known as ARMs.

Government agency mortgage-backed securities come in a variety of forms. Many have extremely complicated terms. The simplest form of mortgage-backed securities are pass-through certificates. An issuer of pass-through certificates gathers monthly payments from an underlying pool of mortgages. Then, the issuer deducts its fees and expenses and passes the balance of the payments onto the certificate holders once a month. Holders of pass-through certificates receive a pro rata share of all payments and prepayments from the underlying mortgages. As a result, the holders assume all the prepayment risks of the underlying mortgages.

### **Mortgage-Backed Securities**

Mortgage-backed securities represent interests in pools of mortgages. The mortgages that comprise a pool normally have similar interest rates, maturities, and other terms. Mortgages may have fixed or adjustable interest rates. Interests in pools of adjustable-rate mortgages are known as ARMs.

Mortgage-backed securities come in a variety of forms. The simplest forms of mortgage-backed securities are pass-through certificates. Holders of pass-through certificates receive a pro rata share of all net interest and principal payments and prepayments from the underlying mortgages. As a result, the holders assume all interest rate and prepayment risks of the underlying mortgages. Other mortgage-backed securities may have more complicated financial structures.

### **Investing in Shares of Other Investment Companies**

A Fund may invest its assets in shares of other investment companies as an efficient means of implementing its investment strategies and/or managing its uninvested cash. These investments may include shares of an affiliated money market fund; or preferred shares of a closed-end fund that are eligible for purchase by money market funds (generally, because such preferred shares are structured as unconditional demand instruments with a third party Demand Provider). Other investment companies are managed independently of the Fund and incur additional fees and/or expenses which would, therefore, be borne indirectly by the Fund in connection with any such investment. However, the Adviser believes that the benefits and efficiencies of this approach should outweigh the potential additional fees and/or expenses.

## **SPECIAL TRANSACTIONS**

### **Delayed Delivery Transactions**

Delayed delivery transactions, including when-issued transactions, are arrangements in which a Fund buys securities for a set price, with payment and delivery of the securities scheduled for a future time. During the period between purchase and settlement, no payment is made by a Fund to the issuer and no interest accrues to a Fund. A Fund records the transaction when it agrees to buy the securities and reflects their value in determining the price of its Shares. Settlement dates may be a month or more after entering into these transactions so that the market values of the securities bought may vary from the purchase prices. Therefore, delayed delivery transactions create interest rate risks for a Fund. Delayed delivery transactions also involve credit risks in the event of a counterparty default.

### **Securities Lending**

Each Fund may lend portfolio securities to borrowers that the Adviser deems creditworthy. In return, the Fund receives cash or liquid securities from the borrower as collateral. The borrower must furnish additional collateral if the market value of the loaned securities increases. Also, the borrower must pay the Fund the equivalent of any dividends or interest received on the loaned securities.

The Fund will reinvest cash collateral in securities that qualify as an acceptable investment for the Fund. However, the Fund must pay interest to the borrower for the use of cash collateral.

Loans are subject to termination at the option of the Fund or the borrower. The Fund will not have the right to vote on securities while they are on loan. However, the Fund will attempt to terminate a loan in an effort to reacquire the securities in time to vote on matters that are deemed to be material by the Adviser. There can be no assurance that the Fund will have sufficient notice of such matters to be able to terminate the loan in time to vote thereon. The Fund may pay administrative and custodial fees in connection with a loan and may pay a negotiated portion of the interest earned on the cash collateral to a securities lending agent or broker.

Securities lending activities are subject to interest rate risks and credit risks.

### **Inter-Fund Borrowing and Lending Arrangements**

The Securities and Exchange Commission (SEC) has granted an exemption that permits each Fund and all other funds advised by subsidiaries of Federated Investors, Inc. (Federated funds) to lend and borrow money for certain temporary purposes directly to and from other Federated funds. Participation in this inter-fund lending program is voluntary for both borrowing and lending Federated funds, and an inter-fund loan is only made if it benefits each participating Federated fund. Federated Investors, Inc. (Federated) administers the program according to procedures approved by the Funds' Board, and the Board monitors the operation of the program. Any inter-fund loan must comply with certain conditions set out in the exemption, which are designed to assure fairness and protect all participating Federated funds.

For example, inter-fund lending is permitted only (a) to meet shareholder redemption requests, and (b) to meet commitments arising from "failed" trades, and (c) for other temporary purposes. All inter-fund loans must be repaid in seven days or less. A Fund's participation in this program must be consistent with its investment policies and limitations, and must meet certain percentage tests. Inter-fund loans may be made only when the rate of interest to be charged is more attractive to the lending Federated fund than market-competitive rates on overnight repurchase agreements (Repo Rate) and more attractive to the borrowing Federated fund than the rate of interest that would be charged by an unaffiliated bank for short-term borrowings (Bank Loan Rate), as determined by the Board. The interest rate imposed on inter-fund loans is the average of the Repo Rate and the Bank Loan Rate.

### **Asset Segregation**

In order to secure its obligations in connection with special transactions, a Fund will either enter into offsetting transactions or set aside readily marketable securities. Unless the Fund has other readily marketable assets to set aside, it cannot trade assets used to secure such obligations without terminating a special transaction. This may cause the Fund to miss favorable trading opportunities or to realize losses on special transactions.

### **Reverse Repurchase Agreements**

Reverse repurchase agreements (which are considered a type of special transaction for asset segregation purposes) are repurchase agreements in which the Fund is the seller (rather than the buyer) of the securities, and agrees to repurchase them at an agreed upon time and price. A reverse repurchase agreement may be viewed as a type of borrowing by the Fund. Reverse repurchase agreements are subject to credit risks. In addition, reverse repurchase agreements create leverage risks because the Fund must repurchase the underlying security at a higher price, regardless of the market value of the security at the time of repurchase. In addition to taxable reverse repurchase agreements, a Fund also may invest in municipal reverse repurchase agreements.

## INVESTMENT RATINGS

An NRSRO's rating category is determined without regard for sub-categories and gradations. For example, securities rated F-1+ or F-1 by Fitch Ratings are all considered rated in the highest short-term rating category. The Fund will follow applicable regulations in determining whether a security rated by more than one NRSRO can be treated as being in the highest short-term rating category. See "Regulatory Compliance."

## INVESTMENT RISKS

There are many factors which may affect an investment in the Funds. The Funds' principal risks are described in the prospectus. The following table outlines additional risk factors. A glossary describing each of the risk factors follows this table.

|  | TOF | GOF | POF |
|--|-----|-----|-----|
| Call Risk  | X   |     | X   |
| Risk Associated with the Investment Activities of Other Accounts | X   | X   | X   |
| Prepayment Risk  |     | X   | X   |
| Leverage Risk  |     | X   | X   |
| Risks Associated with Temporary Liquidity Guarantee Program      |     | X   | X   |

### GLOSSARY OF INVESTMENT RISKS

This glossary describes in more detail various risks associated with some or all of the Funds. Please refer to the chart above to determine which of these risks apply to each Fund. Please also refer to the Prospectus for a description of each Fund's principal risks.

#### Call Risk

Call risk is the possibility that an issuer may redeem a fixed-income security before maturity (a call) at a price below or above its current market price. An increase in the likelihood of a call may reduce the security's price.

If a fixed-income security is called, the Fund may have to reinvest the proceeds in other fixed-income securities with lower interest rates, higher credit risks, or other less favorable characteristics.

#### Risk Associated with the Investment Activities of Other Investment Accounts

Investment decisions for the Funds are made independently from those of other accounts managed by the Adviser and accounts managed by affiliates of the Adviser. Therefore, it is possible that investment-related actions taken by such other accounts could adversely impact the Funds with respect to, for example, the value of the Funds' portfolio holdings, and/or prices paid to or received by the Funds on their portfolio transactions, and/or the Funds' ability to obtain or dispose of portfolio securities. Related considerations are discussed elsewhere in this SAI under "Brokerage Transactions and Investment Allocation."

#### Prepayment Risk

Unlike traditional fixed-income securities, which pay a fixed rate of interest until maturity (when the entire principal amount is due) payments on government mortgage-backed securities, mortgage-backed securities and municipal mortgage-backed securities include both interest and a partial payment of principal. Partial payment of principal may be comprised of scheduled principal payments as well as unscheduled payments from the voluntary prepayment, refinancing or foreclosure of the underlying loans. These unscheduled prepayments of principal create risks that can adversely affect a Fund holding government mortgage-backed securities, mortgage-backed securities and municipal mortgage-backed securities.

For example, when interest rates decline, the values of government mortgage-backed securities, mortgage-backed securities and municipal mortgage-backed securities generally rise. However, when interest rates decline, unscheduled prepayments can be expected to accelerate, and the Fund would be required to reinvest the proceeds of the prepayments at the lower interest rates then available. Unscheduled prepayments would also limit the potential for capital appreciation on mortgage-backed securities.

Conversely, when interest rates rise, the values of mortgage-backed securities generally fall. Since rising interest rates typically result in decreased prepayments, this could lengthen the average lives of government mortgage-backed securities, mortgage-backed securities and municipal mortgage-backed securities, and cause their value to decline more than traditional fixed-income securities.

Generally, mortgage-backed securities compensate for the increased risk associated with prepayments by paying a higher yield. The additional interest paid for risk is measured by the difference between the yield of a mortgage-backed security and the yield of a U.S. Treasury security or another appropriate benchmark with a comparable maturity (the spread). An increase in the spread will cause the price of the mortgage-backed security to decline. Spreads generally increase in response to adverse economic or market conditions. Spreads may also increase if the security is perceived to have an increased prepayment risk or is perceived to have less market demand.

## **Leverage Risk**

Leverage risk is created when an investment exposes a Fund to a level of risk that exceeds the amount invested. Changes in the value of such an investment magnify a Fund's risk of loss and potential for gain.

## **Risks Associated with Temporary Liquidity Guarantee Program**

The Funds may invest in securities guaranteed by the Federal Deposit Insurance Corporation ("FDIC"), an instrumentality of the United States, under its Temporary Liquidity Guarantee Program ("Program"). Under the Program, if the issuer of the security does not make timely payment of principal or interest in accordance with the terms of such security, the FDIC will make scheduled payments of unpaid principal and interest, provided that the Funds have made a written demand with a conforming proof of claim (collectively, "Demand") following an issuer's nonpayment of principal or interest. However, there is no designated period within which the FDIC is required to make guarantee payments after receipt and verification of the Demand. Accordingly, the guarantee payments on a portfolio security held by the Funds could be delayed from the date that payment was due under the terms of such security.

## INVESTMENT OBJECTIVES AND INVESTMENT LIMITATIONS

| <b>Fund</b> | <b>Objective</b>   |
|-------------|--|
| TOF         | To provide current income consistent with stability of principal |
| GOF         | To provide current income consistent with stability of principal |
| POF         | To provide current income consistent with stability of principal |

| <b>Fund</b> | <b>Objective</b>   |
|-------------|--|
| TOF         | To provide current income consistent with stability of principal |
| GOF         | To provide current income consistent with stability of principal |
| POF         | To provide current income consistent with stability of principal |

The above investment objectives may not be changed by the Funds' Board without shareholder approval.

## **INVESTMENT LIMITATIONS**

### **Diversification**

With respect to securities comprising 75% of the value of its total assets, a Fund will not purchase securities of any one issuer (other than cash; cash items; securities issued or guaranteed by the government of the United States or its agencies or instrumentalities and repurchase agreements collateralized by such U.S. government securities; and securities of other investment companies) if, as a result, more than 5% of the value of its total assets would be invested in securities of that issuer, or a Fund would own more than 10% of the outstanding voting securities of that issuer.

### **Borrowing Money and Issuing Senior Securities**

A Fund may borrow money, directly or indirectly, and issue senior securities to the maximum extent permitted under the Investment Company Act of 1940 (1940 Act).

### **Investing in Real Estate**

A Fund may not purchase or sell real estate, provided that this restriction does not prevent a Fund from investing in issuers which invest, deal or otherwise engage in transactions in real estate or interests therein, or investing in securities that are secured by real estate or interests therein. A Fund may exercise its rights under agreements relating to such securities, including the right to enforce security interests and to hold real estate acquired by reason of such enforcement until that real estate can be liquidated in an orderly manner.

### **Investing in Commodities**

A Fund may not purchase or sell physical commodities, provided that a Fund may purchase securities of companies that deal in commodities.

### **Underwriting**

A Fund may not underwrite the securities of other issuers, except that a Fund may engage in transactions involving the acquisition, disposition or resale of its portfolio securities, under circumstances where it may be considered to be an underwriter under the Securities Act of 1933.

### **Lending**

A Fund may not make loans, provided that this restriction does not prevent a Fund from purchasing debt obligations, entering into repurchase agreements, lending its assets to broker/dealers or institutional investors and investing in loans, including assignments and participation interests.

### **Concentration**

TOF and GOF will not make investments that will result in the concentration of its investments in the securities of issuers primarily engaged in the same industry. Government securities, municipal securities and bank instruments will not be deemed to constitute an industry.

POF may not purchase the securities of any issuer (other than securities issued or guaranteed by the U.S. Government or any of its agencies or instrumentalities) if, as a result, more than 25% of the Fund's total assets would be invested in the securities of companies whose principal business activities are in the same industry, except that the Fund will invest more than 25% of its total assets in the financial services industry.

**The above limitations cannot be changed unless authorized by the Board and by the “vote of a majority of its outstanding voting securities,” as defined by the 1940 Act. The following limitations, however, may be changed by the Board without shareholder approval. Shareholders will be notified before any material change in these limitations becomes effective.**

#### **Pledging Assets**

A Fund will not mortgage, pledge or hypothecate any of its assets, provided that this shall not apply to the transfer of securities in connection with any permissible borrowing or to collateral arrangements in connection with permissible activities.

#### **Purchases on Margin**

A Fund will not purchase securities on margin, provided that a Fund may obtain short-term credits necessary for the clearance of purchases and sales of securities.

#### **Illiquid Securities**

A Fund will not purchase securities for which there is no readily available market, or enter into repurchase agreements or purchase time deposits that the Fund cannot dispose of within seven days, if immediately after and as a result, the value of such securities would exceed, in the aggregate, 10% of the Fund's net assets.

#### **Restricted Securities (POF)**

The Fund may invest in securities subject to restriction on resale under the federal securities laws.

Except with respect to borrowing money, if a percentage limitation is adhered to at the time of investment, a later increase or decrease in percentage resulting from any change in value or net assets will not result in a violation of such limitation.

For purposes of the above limitations, the Funds consider certificates of deposit and demand and time deposits issued by a U.S. branch of a domestic bank or savings association having capital, surplus and undivided profits in excess of \$100,000,000 at the time of investment to be “cash items.”

#### **TOF and GOF**

For purposes of the commodities restriction, investments in transactions involving futures contracts and options forward currency contracts, swap transactions and other financial contracts that settle by payment in cash are deemed not to be investments in commodities.

#### **TOF and GOF**

The Funds will not make investments that will result in the concentration of its investments in the securities of issuers primarily engaged in the same industry. Government securities, municipal securities and bank instruments will not be deemed to constitute an industry.

#### **POF**

For purposes of the concentration limitation, the Adviser: (a) deems the financial services industry to include the group of industries in the financial services sector, and the financial services sector to include banks, broker-dealers and financial companies; (b) divides utility companies according to their services (for example, gas, gas transmission, electric and telephone); (c) classifies financial companies according to the end users of their services (for example, automobile finance, bank finance and diversified finance); (d) classifies asset-backed securities according to the underlying assets securing such securities; and (e) deems investment in certain industrial development bonds funded by activities in a single industry to constitute investment in an industry. The Adviser may analyze the characteristics of a particular issuer and security and assign an industry or sector classification consistent with those characteristics in the event that the third party provider used by the Adviser does not assign a classification. The Fund will consider concentration to be the investment of more than 25% of the value of its total assets in any one industry.

The Fund will not invest in instruments of domestic and foreign banks and savings and loans unless they have capital, surplus, and undivided profits over \$100,000,000, or if the principal amount of the instrument is insured by the Bank Insurance Fund or the Savings Association Insurance Fund which are administered by the Federal Deposit Insurance Corporation. For purposes of applying the Funds' concentration limitation, bank instruments also include fixed-income securities credit enhanced by a bank.

## **REGULATORY COMPLIANCE**

A Fund may follow non-fundamental operational policies that are more restrictive than its fundamental investment limitations, as set forth in the prospectus and this SAI, in order to comply with applicable laws and regulations, including the provisions of and regulations under the 1940 Act. In particular, a Fund will comply with the various requirements of Rule 2a-7 (the “Rule”), which regulates money market mutual funds. A Fund will determine the effective maturity of its investments according to the Rule. A Fund may change these operational policies to reflect changes in the laws and regulations without the approval of its shareholders.

## **WHAT DO SHARES COST?**

### **DETERMINING MARKET VALUE OF SECURITIES**

The Board has decided that the best method for determining the value of portfolio instruments is amortized cost. Under the amortized cost valuation method, an investment is valued initially at its cost as determined in accordance with generally accepted accounting principles in the United States (GAAP). The Fund then adjusts the amount of interest income accrued each day over the term of the investment to account for any difference between the initial cost of their investment and the amount payable at its maturity. If the amount payable at maturity exceeds the initial cost (a discount) then the daily accrual is increased; if the initial cost exceeds the amount payable at maturity (a premium), then the daily accrual is decreased. A Fund adds the amount of the increase to (in the case of a discount), or subtracts the amount of the decrease from (in the case of a premium), the investment’s cost each day. A Fund uses this adjusted cost to value the investment.

Accordingly, neither the amount of daily income nor the net asset value (NAV) is affected by any unrealized appreciation or depreciation of the portfolio. In periods of declining interest rates, the indicated daily yield on Shares of a Fund computed by dividing the annualized daily income on a Fund’s portfolio by the NAV computed as above may tend to be higher than a similar computation made by using a method of valuation based upon market prices and estimates. In periods of rising interest rates, the opposite may be true.

A Fund’s use of the amortized cost method of valuing portfolio instruments depends on its compliance with certain conditions in the Rule. Under the Rule, the Board must establish procedures reasonably designed to stabilize the NAV per Share, as computed for purposes of distribution and redemption, at \$1.00 per Share, taking into account current market conditions and a Fund’s investment objective. The procedures include monitoring the relationship between the amortized cost value per Share and the NAV per Share based upon available indications of market value. The Board will decide what, if any, steps should be taken if there is a difference of more than 0.5 of 1% between the two values. The Board will take any steps it considers appropriate (such as redemption in kind or shortening the average portfolio maturity) to minimize any material dilution or other unfair results arising from differences between the two methods of determining NAV.

## **HOW ARE THE FUNDS SOLD?**

Under the Distributor’s Contract with the Funds, the Distributor (Federated Securities Corp.) offers Shares on a continuous, best-efforts basis.

### **RULE 12b-1 PLAN**

As a compensation-type plan, the Rule 12b-1 Plan is designed to pay the Distributor for activities principally intended to result in the sale of Shares such as advertising and marketing of Shares (including printing and distributing prospectuses and sales literature to prospective shareholders and financial intermediaries) and providing incentives to financial intermediaries to sell Shares. The Plan is also designed to cover the cost of administrative services performed in conjunction with the sale of Shares, including, but not limited to, shareholder services, recordkeeping services and educational services, as well as the costs of implementing and operating the Plan. The Rule 12b-1 Plan allows the Distributor to contract with financial intermediaries to perform activities covered by the Plan. The Rule 12b-1 Plan is expected to benefit the Fund in a number of ways. For example, it is anticipated that the Plan will help the Fund attract and retain assets, thus providing cash for orderly portfolio management and Share redemptions and possibly helping to stabilize or reduce other operating expenses.

The Fund may compensate the Distributor more or less than its actual marketing expenses. In no event will the Fund pay for any expenses of the Distributor that exceed the maximum Rule 12b-1 Plan fee.

For some classes of Shares, the maximum Rule 12b-1 Plan fee that can be paid in any one year may not be sufficient to cover the marketing-related expenses the Distributor has incurred. Therefore, it may take the Distributor a number of years to recoup these expenses.

## **ADDITIONAL PAYMENTS TO FINANCIAL INTERMEDIARIES**

The Distributor may pay out of its own resources amounts (including items of material value) to certain financial intermediaries. In some cases, such payments may be made by, or funded from the resources of, companies affiliated with the Distributor (including the Adviser). While Financial Industry Regulatory Authority (FINRA) regulations limit the sales charges that you may bear, there are no limits with regard to the amounts that the Distributor may pay out of its own resources. In addition to the payments which are generally described herein and in the prospectus, the financial intermediary also may receive payments under the Rule 12b-1 Plan and/or Service Fees.

In connection with these payments, the financial intermediary may elevate the prominence or profile of the Funds and/or other Federated funds within the financial intermediary's organization by, for example, placement on a list of preferred or recommended funds, and/or granting the Distributor preferential or enhanced opportunities to promote the funds in various ways within the financial intermediary's organization. You can ask your financial intermediary for information about any payments it receives from the Distributor or the Federated funds and any services provided.

The following examples illustrate the types of instances in which the Distributor may make additional payments to financial intermediaries.

### **Supplemental Payments**

The Distributor may make supplemental payments to certain financial intermediaries that are holders or dealers of record for accounts in one or more of the Federated funds. These payments may be based on such factors as the number or value of Shares the financial intermediary sells or may sell; the value of client assets invested; or the type and nature of services or support furnished by the financial intermediary.

### **Processing Support Payments**

The Distributor may make payments to financial intermediaries that sell Federated fund shares to help offset their costs associated with client account maintenance support, statement processing and transaction processing. The types of payments that the Distributor may make under this category include payment of ticket charges on a per transaction basis; payment of networking fees; and payment for ancillary services such as setting up funds on the financial intermediary's mutual fund trading system.

### **Retirement Plan Program Servicing Payments**

The Distributor may make payments to certain financial intermediaries who sell Federated fund shares through retirement plan programs. A financial intermediary may perform retirement plan program services itself or may arrange with a third party to perform retirement plan program services. In addition to participant recordkeeping, reporting, or transaction processing, retirement plan program services may include services rendered to a plan in connection with fund/investment selection and monitoring; employee enrollment and education; plan balance rollover or separation, or other similar services.

### **Other Benefits to Financial Intermediaries**

From time to time, the Distributor, at its expense, may provide additional compensation to financial intermediaries that sell or arrange for the sale of Shares. Such compensation may include financial assistance to financial intermediaries that enable the Distributor to participate in or present at conferences or seminars, sales or training programs for invited employees, client and investor events and other financial intermediary-sponsored events.

The Distributor also may hold or sponsor, at its expense, sales events, conferences and programs for employees or associated persons of financial intermediaries and may pay the travel and lodging expenses of attendees. The Distributor also may provide, at its expense, meals and entertainment in conjunction with meetings with financial intermediaries. Other compensation may be offered to the extent not prohibited by applicable laws, regulations or the rules of any self-regulatory agency, such as the FINRA.

## **PURCHASES IN-KIND**

You may contact the Distributor to request a purchase of Shares using securities you own. The Fund reserves the right to determine whether to accept your securities and the minimum market value to accept. The Fund will value your securities in the same manner as it values its assets in determining the market value of the portfolio for purposes of its comparison with amortized cost valuation. An in-kind purchase may be treated as a sale of your securities for federal tax purposes; please consult your tax adviser regarding potential tax liability.

## SUBACCOUNTING SERVICES

Certain financial intermediaries may wish to use the transfer agent's subaccounting system to minimize their internal recordkeeping requirements. The transfer agent may charge a fee based on the level of subaccounting services rendered. Financial intermediaries holding Shares in a fiduciary, agency, custodial or similar capacity may charge or pass through subaccounting fees as part of or in addition to normal trust or agency account fees. They may also charge fees for other services that may be related to the ownership of Shares. This information should, therefore, be read together with any agreement between the customer and the financial intermediary about the services provided, the fees charged for those services, and any restrictions and limitations imposed.

## MASSACHUSETTS PARTNERSHIP LAW

Under certain circumstances, shareholders may be held personally liable as partners under Massachusetts law for obligations of the Trust. To protect its shareholders, the Trust has filed legal documents with Massachusetts that expressly disclaim the liability of its shareholders for acts or obligations of the Trust.

In the unlikely event a shareholder is held personally liable for the Trust's obligations, the Trust is required by the Declaration of Trust to use its property to protect or compensate the shareholder. On request, the Trust will defend any claim made and pay any judgment against a shareholder for any act or obligation of the Trust. Therefore, financial loss resulting from liability as a shareholder will occur only if the Trust itself cannot meet its obligations to indemnify shareholders and pay judgments against them.

## ACCOUNT AND SHARE INFORMATION

### **VOTING RIGHTS**

Each Share of a Fund gives the shareholder one vote in Trustee elections and other matters submitted to shareholders for vote. All Shares of the Trust have equal voting rights, except that in matters affecting only a particular Fund or class, only Shares of that Fund or class are entitled to vote.

Trustees may be removed by the Board or by shareholders at a special meeting. A special meeting of shareholders will be called by the Board upon the written request of shareholders who own at least 10% of the Trust's outstanding Shares of all series entitled to vote.

As of September 4, 2009, the following shareholders owned of record, beneficially, or both, 5% or more of outstanding Shares:

TOF (Trust Shares): Laba & Co., Chicago, IL, owned approximately 278,753,629 shares (54.48%); UMB Bank, NA, Kansas City, MO, owned approximately 120,262,909 shares (23.50%); and Florida Investment Advisers, Tampa, FL, owned approximately 28,798,268 shares (5.62%).

GOF (Trust Shares): UMB Bank, NA, Kansas City, MO, owned approximately 238,636,867 shares (63.46%); and UNATCO, Joliet, IL, owned approximately 20,542,067 shares (5.46%).

POF (Trust Shares): Pershing LLC, Jersey City, NJ, owned approximately 273,891,940 shares (37.06%); UMB Bank, NA, Kansas City, MO, owned approximately 207,617,946 shares (28.09%); and Community Bank NA, Canton, NY, owned approximately 79,950,854 shares (10.82%).

Shareholders owning 25% or more of outstanding Shares may be in control and be able to affect the outcome of certain matters presented for a vote of shareholders.

Lab & Co., is organized in the State of Delaware and is a subsidiary of LaSalle Bank Corporation, organized in the State of Delaware.

Pershing LLC is organized in the state of Delaware as a foreign LLC and is a subsidiary of the Bank of New York Company, organized in the state of New York.

UMB Bank NA is organized in the state of Missouri and is a subsidiary of UMB Financial Corp., organized in the state of Missouri.

## TAX INFORMATION

### **FEDERAL INCOME TAX**

Each Fund intends to meet requirements of Subchapter M of the Internal Revenue Code (Code) applicable to regulated investment companies. If these requirements are not met, it will not receive special tax treatment and will be subject to federal corporate income tax.

Each Fund will be treated as a single, separate entity for federal income tax purposes so that income earned and capital gains and losses realized by the Trust's other portfolios will be separate from those realized by a Fund.

POF is entitled to a loss carry-forward, which may reduce the taxable income or gain that POF would realize, and to which the shareholder would be subject, in the future.

### **FOREIGN INVESTMENTS (POF ONLY)**

If the Fund purchases foreign securities, its investment income may be subject to foreign withholding or other taxes that could reduce the return on these securities. Tax treaties between the United States and foreign countries, however, may reduce or eliminate the amount of foreign taxes to which the Fund would be subject. The effective rate of foreign tax cannot be predicted since the amount of Fund assets to be invested within various countries is uncertain. However, the Fund intends to operate so as to qualify for treaty-reduced tax rates when applicable.

## WHO MANAGES AND PROVIDES SERVICES TO THE FUNDS?

### **BOARD OF TRUSTEES**

The Board is responsible for managing the Trust's business affairs and for exercising all the Trust's powers except those reserved for the shareholders. The following tables give information about each Board member and the senior officers of the Funds. Where required, the tables separately list Board members who are "interested persons" of the Funds (i.e., "Interested" Board members) and those who are not (i.e., "Independent" Board members). Unless otherwise noted, the address of each person listed is Federated Investors Tower, 1001 Liberty Avenue, Pittsburgh, PA 15222. The address of all Independent Board members listed is 4000 Ericsson Drive, Warrendale, PA 15086-7561; Attention: Mutual Fund Board. As of December 31, 2008, the Trust comprised 39 portfolios, and the Federated Fund Complex consisted of 40 investment companies (comprising 149 portfolios). Unless otherwise noted, each Officer is elected annually. Unless otherwise noted, each Board member oversees all portfolios in the Federated Fund Complex and serves for an indefinite term.

As of September 4, 2009, the Funds' Board and Officers as a group owned less than 1% of each Class of each Fund's outstanding Shares.

## INTERESTED TRUSTEES BACKGROUND AND COMPENSATION

| Name<br>Birth Date<br>Positions Held with Trust<br>Date Service Began  | Principal Occupation(s) for Past Five Years,<br>Other Directorships Held and Previous Position(s)   | Aggregate<br>Compensation<br>From Funds+<br>(past fiscal year) | Total Compensation<br>From Fund and<br>Federated Fund Complex<br>(past calendar year) |
|--|---|--|---|
| <b>John F. Donahue*</b><br>Birth Date: July 28, 1924<br>TRUSTEE<br>Began serving: October 1988                     | <b>Principal Occupations:</b> Director or Trustee of the Federated Fund Complex; Chairman and Director, Federated Investors, Inc.; Chairman of the Federated Fund Complex's Executive Committee.<br><br><b>Previous Positions:</b> Chairman of the Federated Fund Complex; Trustee, Federated Investment Management Company and Chairman and Director, Federated Investment Counseling.   | \$0  | \$0   |
| <b>J. Christopher Donahue*</b><br>Birth Date: April 11, 1949<br>PRESIDENT AND TRUSTEE<br>Began serving: April 1989 | <b>Principal Occupations:</b> Principal Executive Officer and President of the Federated Fund Complex; Director or Trustee of some of the Funds in the Federated Fund Complex; President, Chief Executive Officer and Director, Federated Investors, Inc.; Chairman and Trustee, Federated Investment Management Company; Trustee, Federated Investment Counseling; Chairman and Director, Federated Global Investment Management Corp.; Chairman, Federated Equity Management Company of Pennsylvania and Passport Research, Ltd. (Investment advisory subsidiary of Federated); Trustee, Federated Shareholder Services Company; Director, Federated Services Company.<br><br><b>Previous Positions:</b> President, Federated Investment Counseling; President and Chief Executive Officer, Federated Investment Management Company, Federated Global Investment Management Corp. and Passport Research, Ltd. | \$0  | \$0   |

\* Family relationships and reasons for "interested" status: John F. Donahue is the father of J. Christopher Donahue; both are "interested" due to their beneficial ownership of shares of Federated Investors, Inc. and the positions they hold with Federated and its subsidiaries.

+ The compensation shown is for the Funds discussed in this SAI. These Funds are only a portion of the Funds contained in the Trust.

## INDEPENDENT TRUSTEES BACKGROUND AND COMPENSATION

| Name<br>Birth Date<br>Positions Held with Trust<br>Date Service Began                                      | Principal Occupation(s) for Past Five Years,<br>Other Directorships Held and Previous Position(s)   | Aggregate<br>Compensation<br>From Funds+<br>(past fiscal year) | Total Compensation<br>From Fund and<br>Federated Fund Complex<br>(past calendar year) |
|--|---|--|---|
| <b>John T. Conroy, Jr.</b><br>Birth Date: June 23, 1937<br>TRUSTEE<br>Began serving: August 1991           | <b>Principal Occupations:</b> Director or Trustee of the Federated Fund Complex; Chairman of the Board, Investment Properties Corporation; Partner or Trustee in private real estate ventures in Southwest Florida; Assistant Professor of Theology, Blessed Edmund Rice School for Pastoral Ministry.<br><br><b>Previous Positions:</b> President, Investment Properties Corporation; Senior Vice President, John R. Wood and Associates, Inc., Realtors; President, Naples Property Management, Inc. and Northgate Village Development Corporation. | \$58,149.19  | \$200,000   |
| <b>Nicholas P. Constantakis</b><br>Birth Date: September 3, 1939<br>TRUSTEE<br>Began serving: October 1999 | <b>Principal Occupation:</b> Director or Trustee of the Federated Fund Complex.<br><br><b>Other Directorships Held:</b> Director and Chairman of the Audit Committee, Michael Baker Corporation (engineering and energy services worldwide).<br><br><b>Previous Position:</b> Partner, Andersen Worldwide SC.   | \$63,964.41  | \$220,000   |

| <b>Name</b>  | <b>Principal Occupation(s) for Past Five Years,<br/>Other Directorships Held and Previous Position(s)</b>   | <b>Aggregate<br/>Compensation<br/>From Funds+<br/>(past fiscal year)</b> | <b>Total Compensation<br/>From Fund and<br/>Federated Fund Complex<br/>(past calendar year)</b> |
|--|---|--|---|
| <b>John F. Cunningham</b><br>Birth Date: March 5, 1943<br>TRUSTEE<br>Began serving: January 1999         | <b>Principal Occupation:</b> Director or Trustee of the Federated Fund Complex.<br><br><b>Other Directorships Held:</b> Chairman, President and Chief Executive Officer, Cunningham & Co., Inc. (strategic business consulting); Trustee Associate, Boston College.<br><br><b>Previous Positions:</b> Director, QSGI, Inc. (technology services company); Director, Redgate Communications and EMC Corporation (computer storage systems); Chairman of the Board and Chief Executive Officer, Computer Consoles, Inc.; President and Chief Operating Officer, Wang Laboratories; Director, First National Bank of Boston; Director, Apollo Computer, Inc.   | \$58,149.19  | \$200,000   |
| <b>Maureen Lally-Green++</b><br>Birth Date: July 5, 1949<br>TRUSTEE<br>Began serving: August 2009        | <b>Principal Occupation:</b> Director or Trustee of the Federated Fund Complex; Director, Office of Church Relations, Diocese of Pittsburgh; Adjunct Professor of Law, Duquesne University School of Law.<br><br><b>Other Directorships Held:</b> Director, Auberle; Trustee, St. Francis University; Director, Ireland Institute of Pittsburgh; Director, UPMC Mercy Hospital; Regent, St. Vincent Seminary; Director, Epilepsy Foundation of Western and Central Pennsylvania; Director, Saint Thomas More Society, Allegheny County.<br><br><b>Previous Positions:</b> Pennsylvania Superior Court Judge.  | \$0  | \$0   |
| <b>Peter E. Madden</b><br>Birth Date: March 16, 1942<br>TRUSTEE<br>Began serving: August 1991            | <b>Principal Occupation:</b> Director or Trustee, and Chairman of the Board of Directors or Trustees, of the Federated Fund Complex.<br><br><b>Other Directorships Held:</b> Board of Overseers, Babson College.<br><br><b>Previous Positions:</b> Representative, Commonwealth of Massachusetts General Court; President, State Street Bank and Trust Company and State Street Corporation (retired); Director, VISA USA and VISA International; Chairman and Director, Massachusetts Bankers Association; Director, Depository Trust Corporation; Director, The Boston Stock Exchange.  | \$70,386.21  | \$200,000   |
| <b>Charles F. Mansfield, Jr.</b><br>Birth Date: April 10, 1945<br>TRUSTEE<br>Began serving: January 1999 | <b>Principal Occupations:</b> Director or Trustee of the Federated Fund Complex; Chairman of the Audit Committee of the Federated Fund Board of Directors or Trustees; Management Consultant.<br><br><b>Previous Positions:</b> Chief Executive Officer, PBTC International Bank; Partner, Arthur Young & Company (now Ernst & Young LLP); Chief Financial Officer of Retail Banking Sector, Chase Manhattan Bank; Senior Vice President, HSBC Bank USA (formerly, Marine Midland Bank); Vice President, Citibank; Assistant Professor of Banking and Finance, Frank G. Zarb School of Business, Hofstra University; Executive Vice President DVC Group, Inc. (marketing, communications and technology). | \$65,417.78  | \$225,000   |

| <b>Name</b>                      |  | <b>Aggregate Compensation From Funds+ (past fiscal year)</b> | <b>Total Compensation From Fund and Federated Fund Complex (past calendar year)</b> |
|----------------------------------|--|--|---|
| <b>Birth Date</b>                | <b>Principal Occupation(s) for Past Five Years, Other Directorships Held and Previous Position(s)</b>  |  |   |
| <b>Positions Held with Trust</b> |  |  |   |
| <b>Date Service Began</b>        |  |  |   |
| <b>R. James Nicholson</b>        | <b>Principal Occupations:</b> Director or Trustee of the Federated Fund Complex; Senior Counsel, Brownstein Hyatt Farber Schrek, P.C.; Former Secretary of the U.S. Dept. of Veterans Affairs; Former U.S. Ambassador to the Holy See; Former Chairman of the Republican National Committee.   | \$58,149.19  | \$168,265.52  |
| Birth Date: February 4, 1938     |  |  |   |
| TRUSTEE                          |  |  |   |
| Began serving: April 2008        |  |  |   |
|                                  | <b>Other Directorships Held:</b> Director, Horatio Alger Association; Director, The Daniels Fund.  |  |   |
|                                  | <b>Previous Positions:</b> Colonel, U.S. Army Reserve; Partner, Calkins, Kramer, Grimshaw and Haring, P.C.; General Counsel, Colorado Association of Housing and Building; Chairman and CEO, Nicholson Enterprises, Inc. (real estate holding company); Chairman and CEO, Renaissance Homes of Colorado.   |  |   |
| <b>Thomas M. O'Neill</b>         | <b>Principal Occupations:</b> Director or Trustee of the Federated Fund Complex; Managing Director and Partner, Navigator Management Company, L.P. (investment and strategic consulting).  | \$59,823.01  | \$200,000   |
| Birth Date: June 14, 1951        |  |  |   |
| TRUSTEE                          |  |  |   |
| Began serving: October 2006      |  |  |   |
|                                  | <b>Other Directorships Held:</b> Board of Overseers, Children's Hospital of Boston; Visiting Committee on Athletics, Harvard College.  |  |   |
|                                  | <b>Previous Positions:</b> Chief Executive Officer and President, Managing Director and Chief Investment Officer, Fleet Investment Advisors; President and Chief Executive Officer, Aeltus Investment Management, Inc.; General Partner, Hellman, Jordan Management Co., Boston, MA; Chief Investment Officer, The Putnam Companies, Boston, MA; and Credit Analyst and Lending Officer, Fleet Bank; Director and Consultant, EZE Castle Software (investment order management software); and Director, Midway Pacific (lumber). |  |   |
| <b>John S. Walsh</b>             | <b>Principal Occupations:</b> Director or Trustee of the Federated Fund Complex; President and Director, Heat Wagon, Inc. (manufacturer of construction temporary heaters); President and Director, Manufacturers Products, Inc. (distributor of portable construction heaters); President, Portable Heater Parts, a division of Manufacturers Products, Inc.  | \$63,964.41  | \$220,000   |
| Birth Date: November 28, 1957    |  |  |   |
| TRUSTEE                          |  |  |   |
| Began serving: January 1999      |  |  |   |
|                                  | <b>Previous Position:</b> Vice President, Walsh & Kelly, Inc.  |  |   |
| <b>James F. Will</b>             | <b>Principal Occupations:</b> Director or Trustee of the Federated Fund Complex; formerly, Vice Chancellor and President, Saint Vincent College.   | \$58,149.19  | \$200,000   |
| Birth Date: October 12, 1938     |  |  |   |
| TRUSTEE                          |  |  |   |
| Began serving: April 2006        |  |  |   |
|                                  | <b>Other Directorships Held:</b> Trustee, Saint Vincent College; Alleghany Corporation.  |  |   |
|                                  | <b>Previous Positions:</b> Chairman, President and Chief Executive Officer, Armco, Inc.; President and Chief Executive Officer, Cyclops Industries; President and Chief Operating Officer, Kaiser Steel Corporation.   |  |   |

+ The compensation shown is for the Funds discussed in this SAI. These Funds are only a portion of the Funds contained in the Trust

++ Ms. Lally-Green is a new trustee and therefore did not receive any compensation from the Funds as of the Funds' most recent fiscal year.

**OFFICERS\*\***

| <b>Name</b>   |  |
|---|--|
| <b>Birth Date</b>   |  |
| <b>Positions Held with Trust</b>  |  |
| <b>Date Service Began</b>   | <b>Principal Occupation(s) and Previous Position(s)</b>  |
| <b>John W. McGonigle</b><br>Birth Date: October 26, 1938<br>EXECUTIVE VICE PRESIDENT<br>AND SECRETARY<br>Began serving: October 1988          | <b>Principal Occupations:</b> Executive Vice President and Secretary of the Federated Fund Complex; Vice Chairman, Executive Vice President, Secretary and Director, Federated Investors, Inc.<br><br><b>Previous Positions:</b> Trustee, Federated Investment Management Company and Federated Investment Counseling; Director, Federated Global Investment Management Corp., Federated Services Company and Federated Securities Corp.   |
| <b>Richard A. Novak</b><br>Birth Date: December 25, 1963<br>TREASURER<br>Began serving: January 2006  | <b>Principal Occupations:</b> Principal Financial Officer and Treasurer of the Federated Fund Complex; Senior Vice President, Federated Administrative Services; Financial and Operations Principal for Federated Securities Corp., Edgewood Services, Inc. and Southpointe Distribution Services, Inc.<br><br><b>Previous Positions:</b> Controller of Federated Investors, Inc.; Vice President, Finance of Federated Services Company; held various financial management positions within The Mercy Hospital of Pittsburgh; Auditor, Arthur Andersen & Co.  |
| <b>Richard B. Fisher</b><br>Birth Date: May 17, 1923<br>VICE PRESIDENT<br>Began serving: October 1988   | <b>Principal Occupations:</b> Vice Chairman or Vice President of some of the Funds in the Federated Fund Complex; Vice Chairman, Federated Investors, Inc.; Chairman, Federated Securities Corp.<br><br><b>Previous Positions:</b> President and Director or Trustee of some of the Funds in the Federated Fund Complex; Executive Vice President, Federated Investors, Inc. and Director and Chief Executive Officer, Federated Securities Corp.  |
| <b>Brian P. Bouda</b><br>Birth Date: February 28, 1947<br>CHIEF COMPLIANCE OFFICER<br>AND SENIOR VICE PRESIDENT<br>Began serving: August 2004 | <b>Principal Occupations:</b> Senior Vice President and Chief Compliance Officer of the Federated Fund Complex; Vice President and Chief Compliance Officer of Federated Investors, Inc.; and Chief Compliance Officer of its subsidiaries. Mr. Bouda joined Federated in 1999 and is a member of the American Bar Association and the State Bar Association of Wisconsin.   |
| <b>Deborah A. Cunningham</b><br>Birth Date: September 15, 1959<br>CHIEF INVESTMENT OFFICER<br>Began serving: May 2004                         | <b>Principal Occupations:</b> Deborah A. Cunningham has been POF's Portfolio Manager since July 1991. Ms. Cunningham was named Chief Investment Officer of money market products in 2004, serves as a Senior Portfolio Manager and is a Vice President of the Trust. Ms. Cunningham was named an Executive Vice President of the Fund's Adviser in 2009. She joined Federated in 1981 and was a Senior Vice President of the Fund's Adviser from 1997 to 2009. Ms. Cunningham is a Chartered Financial Analyst and received her M.S.B.A. in Finance from Robert Morris College.  |
| <b>Mary Jo Ochson</b><br>Birth Date: September 12, 1953<br>CHIEF INVESTMENT OFFICER<br>Began serving: May 2004                                | <b>Principal Occupations:</b> Mary Jo Ochson was named Chief Investment Officer of tax-exempt fixed-income products in 2004. She joined Federated in 1982 and has been a Senior Portfolio Manager and a Senior Vice President of the Fund's Adviser since 1996. Ms. Ochson is a Chartered Financial Analyst and received her M.B.A. in Finance from the University of Pittsburgh.  |
| <b>Susan R. Hill</b><br>Birth Date: June 20, 1963<br>VICE PRESIDENT<br>Began serving: May 2004  | <b>Principal Occupations:</b> Susan R. Hill has been GOF's and TOF's Portfolio Manager since January 1994 and July 1993, respectively. She is Vice President of the Trust. Ms. Hill joined Federated in 1990 and has been a Senior Portfolio Manager since 2003 and a Senior Vice President of the Fund's Adviser since 2005. Ms. Hill was a Portfolio Manager from 1994 until 2003 and served as Vice President of the Fund's Adviser from 1997 until 2004 and an Assistant Vice President of the Funds' Adviser from 1994 until 1997. Ms. Hill is a Chartered Financial Analyst and received an M.S. in Industrial Administration from Carnegie Mellon University.                                       |
| <b>Jeff A. Kozemchak</b><br>Birth Date: January 15, 1960<br>VICE PRESIDENT<br>Began serving: May 2004   | <b>Principal Occupations:</b> Jeff A. Kozemchak is Vice President of the Trust. Mr. Kozemchak joined Federated in 1987 and has been a Senior Portfolio Manager since 1996 and a Senior Vice President of the Fund's Adviser since 1999. He was a Portfolio Manager until 1996 and a Vice President of the Fund's Adviser from 1993 to 1998. Mr. Kozemchak is a Chartered Financial Analyst and received his M.S. in Industrial Administration from Carnegie Mellon University in 1987.   |
| <b>Paige M. Wilhelm</b><br>Birth Date: May 28, 1962<br>VICE PRESIDENT<br>Began serving: August 2006   | <b>Principal Occupations:</b> Paige M. Wilhelm is Vice President of the Trust. Ms. Wilhelm joined Federated in 1985 and has been a Senior Vice President of the Fund's Adviser since January 2006 and a Senior Portfolio Manager since January 2004. She is responsible for portfolio management and research in the fixed-income area concentrating on taxable money market instruments. Previous associations include Senior Credit Analyst, Federated Investors; Performance Analysis Supervisor; Performance Analyst, Federated Investment Counseling. Ms. Wilhelm is a member of the CFA Society of Pittsburgh and received her B.S. from Indiana University and her M.B.A. from Duquesne University. |

**\*\* Officers do not receive any compensation from the Funds.**

In addition, the Funds have appointed an Anti-Money Laundering Compliance Officer.

## COMMITTEES OF THE BOARD

| Board Committee   | Committee Members   | Committee Functions   | Meetings Held During Last Fiscal Year |
|-------------------|---|---|---------------------------------------|
| <b>Executive</b>  | John F. Donahue<br>Peter E. Madden<br>John S. Walsh   | In between meetings of the full Board, the Executive Committee generally may exercise all the powers of the full Board in the management and direction of the business and conduct of the affairs of the Trust in such manner as the Executive Committee shall deem to be in the best interests of the Trust. However, the Executive Committee cannot elect or remove Board members, increase or decrease the number of Trustees, elect or remove any Officer, declare dividends, issue shares or recommend to shareholders any action requiring shareholder approval.  | Three                                 |
| <b>Audit</b>      | Nicholas P. Constantakis<br>Charles F. Mansfield, Jr.<br>Thomas M. O'Neill<br>John S. Walsh   | The purposes of the Audit Committee are to oversee the accounting and financial reporting process of the Funds, the Funds' internal control over financial reporting, and the quality, integrity and independent audit of the Funds' financial statements. The Committee also oversees or assists the Board with the oversight of compliance with legal requirements relating to those matters, approves the engagement and reviews the qualifications, independence and performance of the Funds' independent registered public accounting firm, acts as a liaison between the independent registered public accounting firm and the Board and reviews the Funds' internal audit function.   | Eight                                 |
| <b>Nominating</b> | John T. Conroy, Jr.<br>Nicholas P. Constantakis<br>John F. Cunningham<br>Maureen Lally-Green<br>Peter E. Madden<br>Charles F. Mansfield, Jr.<br>R. James Nicholson<br>Thomas M. O'Neill<br>John S. Walsh<br>James F. Will | The Nominating Committee, whose members consist of all Independent Trustees, selects and nominates persons for election to the Funds' Board when vacancies occur. The Committee will consider candidates recommended by shareholders, Independent Trustees, officers or employees of any of the Funds' agents or service providers and counsel to the Funds. Any shareholder who desires to have an individual considered for nomination by the Committee must submit a recommendation in writing to the Secretary of the Funds at the Funds' address appearing on the back cover of this SAI. The recommendation should include the name and address of both the shareholder and the candidate and detailed information concerning the candidate's qualifications and experience. In identifying and evaluating candidates for consideration, the Committee shall consider such factors as it deems appropriate. Those factors will ordinarily include: integrity, intelligence, collegiality, judgment, diversity, skill, business and other experience, qualification as an "Independent Trustee," the existence of material relationships which may create the appearance of a lack of independence, financial or accounting knowledge and experience, and dedication and willingness to devote the time and attention necessary to fulfill Board responsibilities. | Four                                  |

## BOARD OWNERSHIP OF SHARES IN THE FUND AND IN THE FEDERATED FAMILY OF INVESTMENT COMPANIES AS OF DECEMBER 31, 2008

| Interested Board Member Name         | Dollar Range of Shares Owned in TOF | Dollar Range of Shares Owned in GOF | Dollar Range of Shares Owned in POF | Aggregate Dollar Range of Shares Owned in Federated Family of Investment Companies |
|--------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|--|
| John F. Donahue                      | None                                | None                                | None                                | Over \$100,000   |
| J. Christopher Donahue               | None                                | None                                | None                                | Over \$100,000   |
| <b>Independent Board Member Name</b> |                                     |                                     |                                     |  |
| John T. Conroy, Jr.                  | None                                | None                                | None                                | Over \$100,000   |
| Nicholas P. Constantakis             | None                                | None                                | \$1 - \$10,000                      | Over \$100,000   |
| John F. Cunningham                   | None                                | None                                | None                                | Over \$100,000   |
| Maureen Lally-Green                  | None                                | None                                | None                                | None   |
| Peter E. Madden                      | None                                | None                                | None                                | Over \$100,000   |
| Charles F. Mansfield, Jr.            | None                                | None                                | None                                | Over \$100,000   |
| R. James Nicholson                   | None                                | None                                | None                                | None   |
| Thomas M. O'Neill                    | None                                | None                                | None                                | Over \$100,000   |
| John S. Walsh                        | None                                | None                                | None                                | Over \$100,000   |
| James F. Will                        | None                                | None                                | None                                | \$50,001 - \$100,000   |

## **INVESTMENT ADVISER**

The Adviser conducts investment research and makes investment decisions for the Funds.

The Adviser is a wholly owned subsidiary of Federated.

The Adviser shall not be liable to the Trust or any Fund shareholder for any losses that may be sustained in the purchase, holding, or sale of any security or for anything done or omitted by it, except acts or omissions involving willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties imposed upon it by its contract with the Trust.

### **Services Agreement**

Federated Advisory Services Company, an affiliate of the Adviser, provides certain support services to the Adviser. The fee for these services is paid by the Adviser and not by the Funds.

### **Other Related Services**

Affiliates of the Adviser may, from time to time, provide certain electronic equipment and software to institutional customers in order to facilitate the purchase of Fund Shares offered by the Distributor.

## **CODE OF ETHICS RESTRICTIONS ON PERSONAL TRADING**

As required by SEC rules, the Funds, the Adviser, and the Distributor have adopted codes of ethics. These codes govern securities trading activities of investment personnel, Fund Trustees, and certain other employees. Although they do permit these people to trade in securities, including those that a Fund could buy, as well as Shares of the Funds, they also contain significant safeguards designed to protect the Funds and their shareholders from abuses in this area, such as requirements to obtain prior approval for, and to report, particular transactions.

## **VOTING PROXIES ON FUND PORTFOLIO SECURITIES**

The Board has delegated to the Adviser authority to vote proxies on the securities held in the Funds' portfolios. The Board has also approved the Adviser's policies and procedures for voting the proxies, which are described below.

### **Proxy Voting Policies**

The Adviser's general policy is to cast proxy votes in favor of proposals that the Adviser anticipates will enhance the long-term value of the securities being voted. Generally, this will mean voting for proposals that the Adviser believes will: improve the management of a company; increase the rights or preferences of the voted securities; and/or increase the chance that a premium offer would be made for the company or for the voted securities.

The following examples illustrate how these general policies may apply to proposals submitted by a company's board of directors. However, whether the Adviser supports or opposes a proposal will always depend on the specific circumstances described in the proxy statement and other available information.

On matters of corporate governance, generally the Adviser will vote *for* the full slate of directors nominated in an uncontested election; and *for* proposals to: require a company's audit committee to be comprised entirely of independent directors; require independent tabulation of proxies and/or confidential voting by shareholders; reorganize in another jurisdiction (unless it would reduce the rights or preferences of the securities being voted); ratify the board's selection of auditors (unless compensation for non-audit services exceeded 50% of the total compensation received from the company, or the previous auditor was dismissed because of a disagreement with the company); and repeal a shareholder rights plan (also known as a "poison pill"). The Adviser will generally vote *against* the adoption of such a plan (unless the plan is designed to facilitate, rather than prevent, unsolicited offers for the company).

On matters of capital structure, generally the Adviser will vote: *against* proposals to authorize or issue shares that are senior in priority or voting rights to the securities being voted; and *for* proposals to: reduce the amount of shares authorized for issuance; authorize a stock repurchase program; and grant preemptive rights to the securities being voted. The Adviser will generally vote *against* proposals to eliminate such preemptive rights.

On matters relating to management compensation, generally the Adviser will vote: *for* stock incentive plans that align the recipients' interests with the interests of shareholders without creating undue dilution; *against* proposals that would permit the amendment or replacement of outstanding stock incentives with new stock incentives having more favorable terms; and *against* executive compensation plans that do not disclose the maximum amounts of compensation that may be awarded or the criteria for determining awards.

On matters relating to corporate transactions, the Adviser will vote proxies relating to proposed mergers, capital reorganizations, and similar transactions in accordance with the general policy, based upon its analysis of the proposed transaction. The Adviser will vote proxies in contested elections of directors in accordance with the general policy, based upon its analysis of the opposing slates and their respective proposed business strategies. Some transactions may also involve proposed changes to the company's corporate governance, capital structure or management compensation. The Adviser will vote on such changes based on its evaluation of the proposed transaction or contested election. In these circumstances, the Adviser may vote in a manner contrary to the general practice for similar proposals made outside the context of such a proposed transaction or change in the board. For example, if the Adviser decides to vote against a proposed transaction, it may vote for anti-takeover measures reasonably designed to prevent the transaction, even though the Adviser typically votes against such measures in other contexts.

The Adviser generally votes *against* proposals submitted by shareholders without the favorable recommendation of a company's board. The Adviser believes that a company's board should manage its business and policies, and that shareholders who seek specific changes should strive to convince the board of their merits or seek direct representation on the board.

In addition, the Adviser will not vote if it determines that the consequences or costs outweigh the potential benefit of voting. For example, if a foreign market requires shareholders casting proxies to retain the voted shares until the meeting date (thereby rendering the shares "illiquid" for some period of time), the Adviser will not vote proxies for such shares.

### **Proxy Voting Procedures**

The Adviser has established a Proxy Voting Committee (Proxy Committee), to exercise all voting discretion granted to the Adviser by the Board in accordance with the proxy voting policies. The Adviser has hired Institutional Shareholder Services (ISS) to obtain, vote, and record proxies in accordance with the Proxy Committee's directions. The Proxy Committee has supplied ISS with general guidelines that represent decisions made by the Proxy Committee in order to vote common proxy proposals; however, the Proxy Committee retains the right to modify these guidelines at any time or to vote contrary to the guidelines at any time in order to cast proxy votes in a manner that the Proxy Committee believes is consistent with the Adviser's general policy. ISS may vote any proxy as directed in the guidelines without further direction from the Proxy Committee and may make any determinations required to implement the guidelines. However, if the guidelines require case-by-case direction for a proposal, ISS shall provide the Proxy Committee with all information that it has obtained regarding the proposal and the Proxy Committee will provide specific direction to ISS.

### **Conflicts of Interest**

The Adviser has adopted procedures to address situations where a matter on which a proxy is sought may present a potential conflict between the interests of a Fund (and its shareholders) and those of the Adviser or Distributor. This may occur where a significant business relationship exists between the Adviser (or its affiliates) and a company involved with a proxy vote. A company that is a proponent, opponent, or the subject of a proxy vote, and which to the knowledge of the Proxy Committee has this type of significant business relationship, is referred to as an "Interested Company."

The Adviser has implemented the following procedures in order to avoid concerns that the conflicting interests of the Adviser have influenced proxy votes. Any employee of the Adviser who is contacted by an Interested Company regarding proxies to be voted by the Adviser must refer the Interested Company to a member of the Proxy Committee, and must inform the Interested Company that the Proxy Committee has exclusive authority to determine how the Adviser will vote. Any Proxy Committee member contacted by an Interested Company must report it to the full Proxy Committee and provide a written summary of the communication. Under no circumstances will the Proxy Committee or any member of the Proxy Committee make a commitment to an Interested Company regarding the voting of proxies or disclose to an Interested Company how the Proxy Committee has directed such proxies to be voted. If the Proxy Voting Guidelines already provide specific direction on the proposal in question, the Proxy Committee shall not alter or amend such directions. If the Proxy Voting Guidelines require the Proxy Committee to provide further direction, the Proxy Committee shall do so in accordance with the proxy voting policies, without regard for the interests of the Adviser with respect to the Interested Company. If the Proxy Committee provides any direction as to the voting of proxies relating to a proposal affecting an Interested Company, it must disclose to the Funds' Board information regarding: the significant business relationship; any material communication with the Interested Company; the matter(s) voted on; and how, and why, the Adviser voted as it did.

If a Fund holds shares of another investment company for which the Adviser (or an affiliate) acts as an investment adviser, the Proxy Committee will vote the Fund's proxies in the same proportion as the votes cast by shareholders who are not clients of the Adviser at any shareholders' meeting called by such investment company, unless otherwise directed by the Board.

## **Proxy Voting Report**

A report on “Form N-PX” of how a Fund voted any proxies during the most recent 12-month period ended June 30 is available through Federated’s website. Go to [FederatedInvestors.com](http://FederatedInvestors.com); select “Products;” select the Fund; then use the link to “Prospectuses and Regulatory Reports” to access the link to Form N-PX. Form N-PX filings are also available at the SEC’s website at [www.sec.gov](http://www.sec.gov).

## **PORTFOLIO HOLDINGS INFORMATION**

Information concerning each Fund’s portfolio holdings is available in the “Products” section of Federated’s website at [FederatedInvestors.com](http://FederatedInvestors.com). A complete listing of each Fund’s portfolio holdings as of the end of each month is posted on the website 15 days (or the next business day) after the end of the month and remains posted until replaced by the information for the succeeding month. Summary portfolio composition information as of the close of each month is posted on the website 15 days (or the next business day) after month-end and remains until replaced by the information for the succeeding month. The summary portfolio composition information may include identification of a Fund’s top ten credit/obligor exposures, effective average maturity of a Fund’s portfolio and/or percentage breakdowns of the portfolio by credit quality tier, effective maturity range and type of security.

To access this information from the “Products” section of the website, click on the “Portfolio Holdings” link under “Related Information” and select the appropriate link opposite the name of the Fund, or select the name of the Fund, and from the Fund’s page click on the “Portfolio Holdings” or “Composition” link.

You may also access portfolio information as of the end of the Fund’s fiscal quarters from the “Products” section of the website. The Fund’s annual and semiannual reports, which contain complete listings of the Fund’s portfolio holdings as of the end of the Fund’s second and fourth fiscal quarters, may be accessed by selecting the “Prospectuses and Regulatory Reports” link under “Related Information” and selecting the link to the appropriate PDF. Complete listings of a Fund’s portfolio holdings as of the end of the Fund’s first and third fiscal quarters may be accessed by selecting “Portfolio Holdings” from the “Products” section and then selecting the appropriate link opposite the name of the Fund. Fiscal quarter information is made available on the website within 70 days after the end of the fiscal quarter. This information is also available in reports filed with the SEC at the SEC’s website at [www.sec.gov](http://www.sec.gov).

The disclosure policy of the Funds and the Adviser prohibits the disclosure of portfolio holdings information to any investor or intermediary before the same information is made available to other investors. Employees of the Adviser or its affiliates who have access to nonpublic information concerning a Fund’s portfolio holdings are prohibited from trading securities on the basis of this information. Such persons must report all personal securities trades and obtain pre-clearance for all personal securities trades other than mutual fund shares.

Firms that provide administrative, custody, financial, accounting, legal or other services to the Funds may receive nonpublic information about Fund portfolio holdings for purposes relating to their services. The Funds may also provide portfolio holdings information to publications that rate, rank or otherwise categorize investment companies and for POF to commodities exchange clearing corporations in connection with qualifying the Fund’s Shares for use as margin collateral. Traders or portfolio managers may provide “interest” lists to facilitate portfolio trading if the list reflects only that subset of the portfolio for which the trader or portfolio manager is seeking market interest. A list of service providers, publications and other third parties who may receive nonpublic portfolio holdings information appears in the Appendix to this SAI.

The furnishing of nonpublic portfolio holdings information to any third party (other than authorized governmental or regulatory personnel) requires the prior approval of the President of the Adviser and of the Chief Compliance Officer of the Funds. The President of the Adviser and the Chief Compliance Officer will approve the furnishing of nonpublic portfolio holdings information to a third party only if they consider the furnishing of such information to be in the best interests of the Fund and its shareholders. In that regard, and to address possible conflicts between the interests of Fund shareholders and those of the Adviser and its affiliates, the following procedures apply. No consideration may be received by a Fund, the Adviser, any affiliate of the Adviser or any of their employees in connection with the disclosure of portfolio holdings information. Before information is furnished, the third party must sign a written agreement that it will safeguard the confidentiality of the information, will use it only for the purposes for which it is furnished and will not use it in connection with the trading of any security. Persons approved to receive nonpublic portfolio holdings information will receive it as often as necessary for the purpose for which it is provided. Such information may be furnished as frequently as daily and often with no time lag between the date of the information and the date it is furnished. The Board receives and reviews annually a list of the persons who receive nonpublic portfolio holdings information and the purposes for which it is furnished.

## **BROKERAGE TRANSACTIONS AND INVESTMENT ALLOCATION**

When selecting brokers and dealers to handle the purchase and sale of portfolio instruments, the Adviser looks for prompt execution of the order at a favorable price. Fixed-income securities are generally traded in an over-the-counter market on a net basis (i.e., without commission) through dealers acting as principal or in transactions directly with the issuer. Dealers derive an undisclosed amount of compensation by offering securities at a higher price than they bid for them. Some fixed-income securities may have only one primary market maker. The Adviser seeks to use dealers it believes to be actively and effectively trading the security being purchased or sold, but may not always obtain the lowest purchase price or highest sale price with respect to a security. The Adviser makes decisions on portfolio transactions and selects brokers and dealers subject to review by the Funds' Board.

Investment decisions for each Fund are made independently from those of other accounts managed by the Adviser and accounts managed by affiliates of the Adviser. When a Fund and one or more of those accounts invests in, or disposes of, the same security, available investments or opportunities for sales will be allocated among a Fund and the account(s) in a manner believed by the Adviser to be equitable. While the coordination and ability to participate in volume transactions may benefit a Fund, it is possible that this procedure could adversely impact the price paid or received and/or the position obtained or disposed of by a Fund. Investment decisions, and trading, for certain separately managed or wrap-fee accounts, and other accounts, of the Adviser and/or certain investment adviser affiliates of the Adviser, are generally made, and conducted, independently from a Fund. It is possible that such independent trading activity could adversely impact the prices paid or received and/or positions obtained or disposed of by the Fund.

On July 31, 2009, the Prime Fund owned securities of the following regular broker/dealers: BNP Paribas, \$1,154,000,000; Citigroup, \$2,198,500,000; Barclays Bank, \$2,039,000,000; Deutsche Bank, \$2,213,000,000; Societe Generale, \$1,902,300,000; JP Morgan Chase, \$220,900,000; and Bank of America, \$1,689,400,000.

## **ADMINISTRATOR**

Federated Administrative Services (FAS), a subsidiary of Federated, provides administrative personnel and services (including certain legal and financial reporting services) necessary to operate the Funds. FAS provides these at the following annual rates, based on the average aggregate daily net assets of the Funds and most of the other Federated funds:

| <b>Administrative Fee</b> | <b>Average Aggregate Daily<br/>Net Assets of the Federated Funds</b> |
|---------------------------|--|
| 0.150 of 1%               | on the first \$5 billion   |
| 0.125 of 1%               | on the next \$5 billion  |
| 0.100 of 1%               | on the next \$10 billion   |
| 0.075 of 1%               | on assets over \$20 billion  |

The administrative fee received during any fiscal year shall be at least \$150,000 per portfolio and \$40,000 per each additional class of Shares. FAS may voluntarily waive a portion of its fee and may reimburse a Fund for expenses.

FAS also provides certain accounting and recordkeeping services with respect to a Fund's portfolio investments for a fee based on Fund assets plus out-of-pocket expenses.

## **CUSTODIAN**

State Street Bank and Trust Company, Boston, Massachusetts, is custodian for the securities and cash of the Funds. Foreign instruments purchased by POF are held by foreign banks participating in a network coordinated by State Street Bank.

## **TRANSFER AGENT AND DIVIDEND DISBURSING AGENT**

State Street Bank and Trust Company, the Funds' registered transfer agent, maintains all necessary shareholder records.

## **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The independent registered public accounting firm for the Fund, KPMG LLP, conducts its audits in accordance with the standards of the Public Company Accounting Oversight Board (United States), which require it to plan and perform its audits to provide reasonable assurance about whether the Fund's financial statements and financial highlights are free of material misstatement.

**FEES PAID BY THE FUNDS FOR SERVICES**

For the Year Ended July 31

**2009****2008****2007****Advisory Fee Earned:**

|     |               |              |              |
|-----|---------------|--------------|--------------|
| GOF | \$110,837,773 | \$52,719,542 | \$24,180,835 |
| POF | 70,185,411    | 51,928,821   | 44,202,351   |
| TOF | 56,080,165    | 51,884,166   | 28,617,753   |

**Advisory Fee Reduction:**

|     |            |            |            |
|-----|------------|------------|------------|
| GOF | 44,363,857 | 22,068,412 | 10,310,349 |
| POF | 28,774,368 | 20,822,278 | 17,921,315 |
| TOF | 21,918,116 | 21,029,811 | 11,545,875 |

**Administrative Fee:**

|     |            |            |            |
|-----|------------|------------|------------|
| GOF | 42,173,772 | 20,075,396 | 9,212,898  |
| POF | 26,705,550 | 19,776,025 | 16,841,096 |
| TOF | 21,338,675 | 19,757,516 | 10,903,363 |

**Account Administration Fee:**

|     |           |           |           |
|-----|-----------|-----------|-----------|
| GOF | 1,070,220 | 942,902   | 532,179   |
| POF | 958,246   | 1,089,443 | 471,712   |
| TOF | 1,720,855 | 3,088,967 | 2,271,209 |

**12b-1 Fee:**

|     |           |           |            |
|-----|-----------|-----------|------------|
| GOF | 1,274,750 | 947,266   | 561,879    |
| POF | 1,726,912 | 1,093,848 | 472,580    |
| TOF | 1,722,661 | 3,135,947 | 24,180,835 |

Fees are allocated among classes based on their pro rata share of Fund assets, except for shareholder services fees, which are borne only by the applicable class of Shares.

**HOW DO THE FUNDS MEASURE PERFORMANCE?**

The Funds may advertise Share performance by using the SEC's standard methods for calculating performance applicable to all mutual funds. The SEC also permits this standard performance information to be accompanied by non-standard performance information.

The performance of Shares depends upon such variables as: portfolio quality; average portfolio maturity; type and value of portfolio securities; changes in interest rates; changes or differences in a Fund's or any class of Shares' expenses; and various other factors.

Share performance fluctuates on a daily basis largely because net earnings and/or the value of portfolio holdings fluctuate daily. Both net earnings and offering price per Share are factors in the computation of yield and total return.

## AVERAGE ANNUAL TOTAL RETURNS AND YIELD

Total returns are given for the one-year and Start of Performance periods ended July 31, 2009.

Yield and Effective Yield are given for the 7-day period ended July 31, 2009.

|                 | 7-Day Period | 1 Year | 5 Years | Start of<br>Performance<br>2/19/2003 |
|-----------------|--------------|--------|---------|--------------------------------------|
| <b>GOF:</b>     |              |        |         |                                      |
| Total Return    | N/A          | 0.54%  | 2.76%   | 2.24%                                |
| Yield           | 0.00%        | N/A    | N/A     | N/A                                  |
| Effective Yield | 0.00%        | N/A    | N/A     | N/A                                  |
| <b>POF:</b>     |              |        |         |                                      |
| Total Return    | N/A          | 1.04%  | 2.97%   | 2.41%                                |
| Yield           | 0.00%        | N/A    | N/A     | N/A                                  |
| Effective Yield | 0.00%        | N/A    | N/A     | N/A                                  |
| <b>TOF:</b>     |              |        |         |                                      |
| Total Return    | N/A          | 0.22%  | 2.54%   | 2.06%                                |
| Yield           | 0.00%        | N/A    | N/A     | N/A                                  |
| Effective Yield | 0.00%        | NA     | N/A     | N/A                                  |

## TOTAL RETURN

Total return represents the change (expressed as a percentage) in the value of Shares over a specific period of time, and includes the investment of income and capital gains distributions.

The average annual total return for Shares is the average compounded rate of return for a given period that would equate a \$10,000 initial investment to the ending redeemable value of that investment. The ending redeemable value is computed by multiplying the number of Shares owned at the end of the period by the NAV per Share at the end of the period. The number of Shares owned at the end of the period is based on the number of Shares purchased at the beginning of the period with \$10,000, less any applicable sales charge, adjusted over the period by any additional Shares, assuming the annual reinvestment of all dividends and distributions.

## YIELD AND EFFECTIVE YIELD

The yield of Shares is based upon the seven days ending on the day of the calculation, called the “base period.” This yield is calculated by: determining the net change in the value of a hypothetical account with a balance of one Share at the beginning of the base period, with the net change excluding capital changes but including the value of any additional Shares purchased with dividends earned from the original one Share and all dividends declared on the original and any purchased Shares; dividing the net change in the account’s value by the value of the account at the beginning of the base period to determine the base period return; and multiplying the base period return by 365/7. The effective yield is calculated by compounding the unannualized base period return by: adding one to the base period return, raising the sum to the 365/7th power; and subtracting one from the result.

To the extent financial intermediaries charge fees in connection with services provided in conjunction with an investment in Shares, the Share performance is lower for shareholders paying those fees.

## FINANCIAL INFORMATION

The Financial Statements for the Funds for the fiscal year ended July 31, 2009 are incorporated herein by reference to the Annual Report to Shareholders of the Funds dated July 31, 2009.

## INVESTMENT RATINGS

### INVESTMENT RATINGS FOR POF

#### STANDARD & POOR'S (S&P) SHORT-TERM MUNICIPAL OBLIGATION RATINGS

An S&P note rating reflects the liquidity concerns and market access risks unique to notes.

**SP-1**—Strong capacity to pay principal and interest. An issue determined to possess a very strong capacity to pay debt service is given a plus sign (+) designation.

**SP-2**—Satisfactory capacity to pay principal and interest, with some vulnerability to adverse financial and economic changes over the term of the notes.

#### S&P VARIABLE RATE DEMAND NOTES (VRDNS) AND TENDER OPTION BONDS (TOBS) RATINGS

S&P assigns “dual” ratings to all long-term debt issues that have as part of their provisions a demand feature. The first rating addresses the likelihood of repayment of principal and interest as due, and the second rating addresses only the demand feature. The long-term debt rating symbols are used for bonds to denote the long-term maturity and the commercial paper rating symbols are usually used to denote the put (demand) options (i.e., AAA/A-1+). Normally demand notes receive note-rating symbols combined with commercial paper symbols (i.e., SP-1+/A-1+).

#### S&P COMMERCIAL PAPER (CP) RATINGS

An S&P commercial paper rating is a current assessment of the likelihood of timely payment of debt having an original maturity of no more than 365 days.

**A-1**—A Short-term obligation rated ‘A-1’ is rated in the highest category by Standard & Poor’s. The obligor’s capacity to meet its financial commitment on the obligation is strong. Within this category, certain obligations are designated with a plus sign (+). This indicates that the obligor’s capacity to meet its financial commitment on these obligations is extremely strong.

**A-2**—A Short-term obligation rated ‘A-2’ is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor’s capacity to meet its financial commitment on the obligation is satisfactory.

#### S&P LONG-TERM DEBT RATINGS

**AAA**—An obligation rated ‘AAA’ has the highest assigned by Standard & Poor’s. The obligor’s capacity to meet its financial commitment on the obligation is extremely strong.

**AA**—An obligation rated ‘AA’ differs from the highest rated obligations only in small degree. The obligor’s capacity to meet its financial commitment on the obligation is very strong.

**A**—An obligation rated ‘A’ is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rated categories. However, the obligor’s capacity to meet its financial commitment on the obligation is still strong.

#### MOODY'S INVESTORS SERVICE (MOODY'S) SHORT-TERM MUNICIPAL OBLIGATION RATINGS

Moody’s short-term ratings are designated Moody’s Investment Grade (MIG or VMIG). (See below.) The purpose of the MIG or VMIG ratings is to provide investors with a simple system by which the relative investment qualities of short-term obligations may be evaluated.

**MIG1**—This designation denotes best quality. There is present strong protection by established cash flows, superior liquidity support or demonstrated broad based access to the market for refinancing.

**MIG2**—This designation denotes high quality. Margins of protection are ample although not so large as in the preceding group.

#### MOODY'S VARIABLE RATE DEMAND NOTES (VRDNS) AND TENDER OPTION BONDS (TOBS) RATINGS

Short-term ratings on issues with demand features are differentiated by the use of the VMIG symbol to reflect such characteristics as payment upon periodic demand rather than fixed maturity dates and payment relying on external liquidity. In this case, two ratings are usually assigned, (for example, Aaa/VMIG-1); the first representing an evaluation of the degree of risk associated with scheduled principal and interest payments, and the second representing an evaluation of the degree of risk associated with the demand feature. The VMIG rating can be assigned a 1 or 2 designation using the same definitions described above for the MIG rating.

## **MOODY'S COMMERCIAL PAPER (CP) RATINGS**

**Prime-1**—Issuers rated Prime-1 (or supporting institutions) have a superior ability for repayment of senior short-term debt obligations. Prime-1 repayment ability will often be evidenced by many of the following characteristics: leading market positions in well established industries, high rates of return on funds employed, conservative capitalization structure with moderate reliance on debt and ample asset protection, broad margins in earning coverage of fixed financial charges and high internal cash generation, and well-established access to a range of financial markets and assured sources of alternate liquidity.

**Prime-2**—Issuers rated Prime-2 (or supporting institutions) have a strong ability for repayment of senior short-term debt obligations. This will normally be evidenced by many of the characteristics cited above, but to a lesser degree. Earnings trends and coverage ratios, while sound, will be more subject to variation. Capitalization characteristics, while still appropriate, may be more affected by external conditions. Ample alternate liquidity is maintained.

## **MOODY'S LONG-TERM DEBT RATINGS**

**Aaa**—Bonds and preferred stock which are rated Aaa are judged to be of the best quality. They carry the smallest degree of investment risk and are generally referred to as “gilt edged.” Interest payments are protected by a large or by an exceptionally stable margin and principal is secure. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues.

**Aa**—Bonds and preferred stock which are rated Aa are judged to be of high quality by all standards. Together with the Aaa group they comprise what are generally known as high-grade bonds. They are rated lower than the best bonds because margins of protection may not be as large as in Aaa securities or fluctuation of protective elements may be of greater amplitude or there may be other elements present which make the long-term risk appear somewhat larger than the Aaa securities.

**A**—Bonds and preferred stock which are rated A possess many favorable investment attributes and are to be considered as upper-medium-grade obligations. Factors giving security to principal and interest are considered adequate, but elements may be present which suggest a susceptibility to impairment some time in the future.

**NR**—Indicates that both the bonds and the obligor or credit enhancer are not currently rated by S&P or Moody's with respect to short-term indebtedness. However, management considers them to be of comparable quality to securities rated A-1 or P-1.

**NR(1)**—The underlying issuer/obligor/guarantor has other outstanding debt rated AAA by S&P or Aaa by Moody's.

**NR(2)**—The underlying issuer/obligor/guarantor has other outstanding debt rated AA by S&P or Aa by Moody's.

**NR(3)**—The underlying issuer/obligor/guarantor has other outstanding debt rated A by S&P or Moody's.

## **FITCH RATINGS SHORT-TERM DEBT RATING DEFINITIONS**

**F-1**—Indicates the strongest capacity for timely payment of financial commitments relative to other issuers or issues in the same country. Under their national rating scale, this rating is assigned to the “best” credit risk relative to all others in the same country and is normally assigned to all financial commitments issued or guaranteed by the sovereign state. Where the credit risk is particularly strong, a “+” is added to the assigned rating.

**F-2**—Indicates a satisfactory capacity for timely payment of financial commitments relative to other issuers or issues in the same country. However, the margin of safety is not as great as in the case of the higher ratings.

**F-3**—Indicates an adequate capacity for timely payment of financial commitments relative to other issuers or issues in the same country. However, such capacity is more susceptible to near-term adverse changes than for financial commitments in higher rated categories.

## **FITCH RATINGS LONG-TERM DEBT RATING DEFINITIONS**

**AAA—Highest credit quality.** ‘AAA’ ratings denote the lowest expectation of credit risk. They are assigned only in case of exceptionally strong capacity for timely payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events.

**AA—Very high credit quality.** ‘AA’ ratings denote a very low expectation of credit risk. They indicate very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.

**A—High credit quality.** ‘A’ ratings denote a low expectation of credit risk. The capacity for timely payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to changes in circumstances or in economic conditions than is the case for higher ratings.

**BBB—Good credit quality.** ‘BBB’ ratings indicate that there is currently a low expectation of credit risk. The capacity for timely payment of financial commitments is considered adequate, but adverse changes in circumstances and in economic conditions are more likely to impair this capacity. This is the lowest investment-grade category.

## **FITCH RATINGS COMMERCIAL PAPER RATING DEFINITIONS**

**F-1**—Indicates the strongest capacity for timely payment of financial commitments relative to other issuers or issues in the same country. Under their national rating scale, this rating is assigned to the “best” credit risk relative to all others in the same country and is normally assigned to all financial commitments issued or guaranteed by the sovereign state. Where the credit risk is particularly strong, a “+” is added to the assigned rating.

**F-2**—Indicates a satisfactory capacity for timely payment of financial commitments relative to other issuers or issues in the same country. However, the margin of safety is not as great as in the case of the higher ratings.

## **DBRS SHORT-TERM DEBT AND COMMERCIAL PAPER RATING DEFINITIONS**

As is the case with all DBRS rating scales, commercial paper ratings are meant to give an indication of the risk that the borrower will not fulfill its obligations in a timely manner.

**R-1 (high)**—Short-term debt rated “R-1 (high)” is of the **highest credit quality**, and indicates an entity which possesses unquestioned ability to repay current liabilities as they fall due. Entities rated in this category normally maintain strong liquidity positions, conservative debt levels and profitability which is both stable and above average. Companies achieving an “R-1 (high)” rating are normally leaders in structurally sound industry segments with proven track records, sustainable positive future results and no substantial qualifying negative factors. Given the extremely tough definition which DBRS has established for an “R-1 (high)”, few entities are strong enough to achieve this rating.

**R-1 (middle)**—Short-term debt rated “R-1 (middle)” is of **superior credit quality** and, in most cases, ratings in this category differ from “R-1 (high)” credits to only a small degree. Given the extremely tough definition which DBRS has for the “R-1 (high)” category (which few companies are able to achieve), entities rated “R-1 (middle)” are also considered strong credits which typically exemplify above average strength in key areas of consideration for debt protection.

**R-1 (low)**—Short-term debt rated “R-1 (low)” is of **satisfactory credit quality**. The overall strength and outlook for key liquidity, debt and profitability ratios is not normally as favorable as with higher rating categories, but these considerations are still respectable. Any qualifying negative factors which exist are considered manageable, and the entity is normally of sufficient size to have some influence in its industry.

**R-2 (high), R-2 (middle), R-2 (low)**—Short-term debt rated “R-2” is of **adequate credit quality** and within the three subset grades, debt protection ranges from having reasonable ability for timely repayment to a level which is considered only just adequate. The liquidity and debt ratios of entities in the “R-2” classification are not as strong as those in the “R-1” category, and the past and future trend may suggest some risk of maintaining the strength of key ratios in these areas. Alternative sources of liquidity support are considered satisfactory; however, even the strongest liquidity support will not improve the commercial paper rating of the issuer. The size of the entity may restrict its flexibility, and its relative position in the industry is not typically as strong as an “R-1 credit”. Profitability trends, past and future, may be less favorable, earnings not as stable, and there are often negative qualifying factors present which could also make the entity more vulnerable to adverse changes in financial and economic conditions.

## **DBRS LONG-TERM DEBT RATING DEFINITIONS**

As is the case with all DBRS rating scales, long-term debt ratings are meant to give an indication of the risk that the borrower will not fulfill its full obligations in a timely manner with respect to both interest and principal commitments.

**“AAA”** Bonds rated “AAA” are of the **highest credit quality**, with exceptionally strong protection for the timely repayment of principal and interest. Earnings are considered stable, the structure of the industry in which the entity operates is strong, and the outlook for future profitability is favorable. There are few qualifying factors present which would detract from the performance of the entity, the strength of liquidity and coverage ratios is unquestioned and the entity has established a creditable track record of superior performance. Given the extremely tough definition which DBRS has established for this category, few entities are able to achieve a AAA rating.

**“AA”** Bonds rated “AA” are of **superior credit quality**, and protection of interest and principal is considered high. In many cases, they differ from bonds rated AAA only to a small degree. Given the extremely tough definition which DBRS has for the AAA category (which few companies are able to achieve), entities rated AA are also considered to be strong credits which typically exemplify above-average strength in key areas of consideration and are unlikely to be significantly affected by reasonably foreseeable events.

**“A”** Bonds rated “A” are of **satisfactory credit quality**. Protection of interest and principal is still substantial, but the degree of strength is less than with AA rated entities. While a respectable rating, entities in the “A” category are considered to be more susceptible to adverse economic conditions and have greater cyclical tendencies than higher rated companies.

**“High” or “low”** grades are used to indicate the relative standing of a credit within a particular rating category. The lack of one of these designations indicates a rating which is essentially in the middle of the category. Note that “high” and “low” grades are not used for the AAA category.

## **A.M. BEST LONG-TERM DEBT RATINGS**

An A.M. Best Long-Term Debt Rating (issue credit rating) is an opinion as to the issuer's ability to meet its financial obligations to security holders when due. These ratings are assigned to debt and preferred stock issues.

**aaa—Exceptional.** Assigned to issues where the issuer has, in A.M. Best's opinion, an exceptional ability to meet the terms of the obligation.

**aa—Very Strong.** Assigned to issues where the issuer has, in A.M. Best's opinion, a very strong ability to meet the terms of the obligation.

**a—Strong.** Assigned to issues where the issuer has, in A.M. Best's opinion, a strong ability to meet the terms of the obligation.

**bbb—Adequate.** Assigned to issues where the issuer has, in A.M. Best's opinion, an adequate ability to meet the terms of the obligation; however, is more susceptible to changes in economic or other conditions.

Ratings from "aa" to "ccc" may be enhanced with a "+" (plus) or "-" (minus) to indicate whether credit quality is near the top or bottom of a category. A company's Long-Term Credit Rating also may be assigned an Under Review modifier ("u") that generally is event-driven (positive, negative or developing) and indicates that the company's A.M. Best Rating opinion is under review and may be subject to near-term change. Ratings prefixed with an ("i") denote indicative ratings. Ratings may also be assigned a Public Data modifier ("pd") which indicates that a company does not subscribe to A.M. Best's interactive rating process.

## **A.M. BEST SHORT-TERM DEBT RATINGS**

An A.M. Best Short-Term Debt Rating (issue credit rating) is an opinion as to the issuer's ability to meet its obligations having maturities generally less than one year, such as commercial paper.

**AMB-1+—Strongest.** Assigned to issues where the issuer has, in A.M. Best's opinion, the strongest ability to repay short-term debt obligations.

**AMB-1—Outstanding.** Assigned to issues where the issuer has, in A.M. Best's opinion, an outstanding ability to repay short-term debt obligations.

**AMB-2—Satisfactory.** Assigned to issues where the issuer has, in A.M. Best's opinion, a satisfactory ability to repay short-term debt obligations.

**AMB-3—Adequate.** Assigned to issues where the issuer has, in A.M. Best's opinion, an adequate ability to repay short-term debt obligations; however, adverse economic conditions will likely lead to a reduced capacity to meet its financial commitments on short-term debt obligations.

## **A.M. BEST RATING OUTLOOK**

A.M. Best Credit Ratings (aaa to c) are assigned a Rating Outlook that indicates the potential direction of a company's rating for an intermediate period, generally defined as the next 12 to 36 months. Public Data Ratings are not assigned an Outlook. Ratings Outlooks are as follows:

**Positive**—Indicates a company's financial/market trends are favorable, relative to its current rating level, and if continued, the company has a good possibility of having its rating upgraded.

**Negative**—Indicates a company is experiencing unfavorable financial/market trends, relative to its current rating level, and if continued, the company has a good possibility of having its rating downgraded.

**Stable**—Indicates a company is experiencing stable financial/market trends and that there is a low likelihood that its rating will change in the near term.

## ADDRESSES

### **MONEY MARKET OBLIGATIONS TRUST**

Treasury Obligations Fund  
Government Obligations Fund  
Prime Obligations Fund

Trust Shares

Federated Investors Funds  
4000 Ericsson Drive  
Warrendale, PA 15086-7561

#### **Distributor**

Federated Securities Corp.  
Federated Investors Tower  
1001 Liberty Avenue  
Pittsburgh, PA 15222-3779

#### **Investment Adviser**

Federated Investment Management Company  
Federated Investors Tower  
1001 Liberty Avenue  
Pittsburgh, PA 15222-3779

#### **Custodian, Transfer Agent and Dividend Disbursing Agent**

State Street Bank and Trust Company  
P.O. Box 8600  
Boston, MA 02266-8600

#### **Independent Registered Public Accounting Firm**

KPMG LLP  
99 High Street  
Boston, MA 02110

## APPENDIX

The following is a list of persons, other than the Adviser and its affiliates, that have been approved to receive nonpublic portfolio holdings information concerning the Federated Fund Complex; however, certain persons below might not receive such information concerning the Funds:

### **CUSTODIAN**

State Street Bank and Trust Company

### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

KPMG LLP

### **LEGAL COUNSEL**

Dickstein Shapiro LLP

K&L Gates

Reed Smith LLP

### **SERVICE PROVIDERS**

Abel Noser Corp.

Aegon Institutional Markets

Ashland Partners & Company LLP

Astec Consulting Group, Inc.

Bank of America

Barclay's Capital Inc.

BBH (Brown Brothers Harriman) Infomediary

Bloomberg L.P.

Charles River

Citibank, NA

Computershare, Inc.

Eagle Investment Company

Edward Jones

FactSet

Fidelity

Financial Models Company LTD

Glass Lewis

Institutional Shareholder Services

J. P. Morgan Chase & Co.

Options Clearing Corp. (OCC)

Risk Metrics

StatPro Group Plc

SunGard

Vintage Filings

Wachovia Bank, National Association/Metropolitan West Securities LLC/MetWest Financials

Wilshire Associates, Inc.

XSP (Xcitek Solutions Plus)

**SECURITY PRICING SERVICES**

FRI Corp.  
FT Interactive Data  
Interactive Data Corporation  
Pricing Direct  
Reuters LPC  
Thomson Reuters

**RATINGS AGENCIES**

Fitch, Inc.  
Moody's Investors Service  
Standard & Poor's  
Standard & Poor's Fund Services  
Standard & Poor's Rating Services

**PERFORMANCE REPORTING/PUBLICATIONS**

Aegon Institutional Markets  
Emerging Market Funds Research, Inc.  
Fidelity Strategic Advisers  
iMoneyNet, Inc.  
Lipper  
Morningstar Associates  
MSCI Barra  
NASDAQ  
Vickers Stock Research

**OTHER**

Chicago Mercantile Exchange  
Investment Company Institute  
Whitney Capital Group LLC