

# One Fund® ETF

Dear Investor,

We created One Fund® with the individual investor in mind. We wanted to give you a simple and easy way to own a globally diversified, professionally managed stock portfolio in a single fund.

- **Simple and Easy** – Take the hassle and guess work out of investing. One Fund puts everything a typical stock investor may need into a single fund. (May not be suitable for all types of investors.)
- **Diversified** – With One Fund® you have the potential to gain exposure to over 5,000 different companies in the U.S. and abroad to help reduce volatility and increase potential return.
- **Professionally Managed** – We do the work for you. Our investment team handles all aspects of building and managing a global stock portfolio for you.

Before you invest in One Fund®, we would like to share our firm’s investment philosophy so you can understand how we run the Fund. We believe:

- Stocks offer the greatest investment return over the long run.
- Buying and holding stocks long term is better than trying to time the market.
- Trying to pick individual stocks that will beat the market is typically a losing effort as it is nearly impossible to consistently beat the market over time.
- Investing in the total market, not just particular companies, industries or geographies, potentially delivers more reliable long term results.

If you believe the same and can commit to a buy-and-hold approach to the Fund, then I invite you to join us as shareholders (yes, we invest our own money in the Fund right alongside yours).

You can purchase shares of One Fund® just like a stock through your brokerage account (ticker symbol: ONEF). There is no minimum investment.

If you’re not ready to invest, but want to learn more about One Fund®, please visit [www.onefund.com](http://www.onefund.com) or call us at 866-ONE-FUND (866-663-3863). Feel free to ask for me when you call.

Sincerely,



Paul Hrabal  
Chief Investment Officer

**P.S.: Already a One Fund® shareholder?** We want to keep in touch with you about your investment in One Fund®. Please register as a shareholder at [onefund.com/register](http://onefund.com/register).

*This material must be preceded or accompanied by a current prospectus. ETFs are subject to risk. Read the prospectus for details regarding risk, fees and expenses associated with the Fund. Foreside Fund Services, LLC, Distributor.*

---

# One Fund<sup>®</sup> ETF

NYSE Arca Ticker Symbol: ONEF

## Prospectus

May 4, 2010

One Fund (the “Fund”) is a series of the U.S. One Trust (the “Trust”), a registered investment company. This prospectus gives you important information on the Fund that you should know before investing. Please read this prospectus and keep it for future reference.

Shares of the Fund are listed on a national securities exchange, the NYSE Arca, and trade at market prices, are not individually redeemable by the Fund, but rather tradable in individual share lots, and a share’s market price may be different from its net asset value (“NAV”).

As with all exchange-traded funds, the Securities and Exchange Commission has not approved or disapproved these securities or passed upon the adequacy of this prospectus. Any representation to the contrary is a criminal offense.

## TABLE OF CONTENTS

FUND SUMMARY .....	3
ADDITIONAL INFORMATION ABOUT INVESTMENT OBJECTIVE AND PRINCIPAL INVESTMENT STRATEGIES .....	8
NON-PRINCIPAL INVESTMENT STRATEGIES.....	10
PORTFOLIO TURNOVER.....	10
NON-PRINCIPAL RISKS.....	10
PORTFOLIO HOLDINGS .....	11
INVESTMENT ADVISER.....	11
PORTFOLIO MANAGER .....	11
BUYING AND SELLING FUND SHARES .....	12
FREQUENT PURCHASES AND REDEMPTIONS OF FUND SHARES .....	12
DIVIDENDS, DISTRIBUTIONS AND TAXES .....	13
ADDITIONAL INFORMATION .....	15
HOW TO OBTAIN MORE INFORMATION ABOUT THE FUNDS .....	16

## INVESTMENT OBJECTIVE

The Fund seeks long-term capital appreciation.

## FUND FEES AND EXPENSES

This table describes the fees and expenses that you may pay if you buy and hold shares of the Fund. Investors buying and selling shares of the Fund may be subject to brokerage commissions and other costs charged by their broker, which are not reflected in the table below.

<b>SHAREHOLDER FEES</b> ( <i>fees paid directly from your investment</i> )	None	
<b>ANNUAL FUND OPERATING EXPENSES</b> ( <i>expenses that you pay each year as a percentage of the value of your investment</i> )		
MANAGEMENT FEES	0.35	%
OTHER EXPENSES (a)	0.00	%
ACQUIRED FUND FEES AND EXPENSES(a)	0.16	%
<b>TOTAL ANNUAL FUND OPERATING EXPENSES</b>	<b>0.51</b>	<b>%</b>

---

(a) Estimated amounts for the current fiscal year. Other Expenses of the Fund are expected to be less than 0.01%.

## EXAMPLE

This Example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds.

The Example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the Fund's operating expenses remain the same. This Example does not include the brokerage commissions that investors may pay on their purchases and sales of Fund shares. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<b>One Fund</b>	<b>1 YEAR</b>		<b>3 YEARS</b>	
	\$	\$51	\$	\$161

## PORTFOLIO TURNOVER

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Fund shares are held in a taxable account. These costs, which are not reflected in annual Fund operating expenses or in the example, affect a Fund’s performance.

## PRINCIPAL INVESTMENT STRATEGIES

The Fund is a “fund of funds,” which means that the Fund seeks to achieve its investment objective by investing primarily in the retail shares of other exchange-traded funds (“Underlying ETFs”). In pursuing its investment objective, U.S. One, Inc. (the “Adviser”) will normally invest at least 80% of the Fund’s total assets in Underlying ETFs. The Fund invests in Underlying ETFs that track various securities indices comprised of large, mid and small capitalization companies in the United States, Europe and Asia, as well as other developed and emerging markets. There is no limit on the percentage of Fund assets that may be invested in securities of foreign issuers, including in securities of emerging market issuers, through Underlying ETFs.

The Adviser employs an asset allocation strategy focused on increasing shareholder return and reducing risk through exposure to a variety of domestic and foreign market segments. The Adviser’s asset allocation strategy pre-determines a target mix of investment types for the Fund to achieve its investment objective and then implements the strategy by selecting securities that best represent each of the desired investment types. The strategy also calls for periodic review of the Fund’s holdings as markets rise and fall to ensure that the portfolio adheres to the target mix and indicates purchases and sales necessary to return to the target mix.

The Adviser intends to hold Underlying ETFs that hold equity securities of large, mid and small capitalization companies in the United States, as well as other developed countries and developing countries, and that give the Fund exposure to most major developed and developing markets around the world. Equity securities include publicly and privately issued equity securities, common and preferred stocks, warrants and rights to subscribe to common stock and convertible securities. While the Fund intends to primarily invest in Underlying ETFs that hold equity securities, the Adviser may also invest in Underlying ETFs that may hold U.S. and foreign government debt and investment grade corporate bonds. The Fund will only invest in U.S. listed ETFs.

The Adviser selects Underlying ETFs based on their ability to accurately represent the underlying stock market to which the Adviser seeks exposure for the Fund and seeks to construct a portfolio that will outperform its benchmark, the S&P 500 Index. Additionally, the Adviser seeks to maintain a low after-tax cost structure for the Fund and, therefore, also evaluates ETFs based on their underlying costs. The Adviser employs a buy and hold strategy, meaning that it buys and holds securities for a long period of time, with minimal portfolio turnover. The Adviser considers selling securities generally for one of three reasons: 1) the Adviser no longer wants exposure to the market segment that the security represents; 2) the Adviser has identified an alternative security for the market segment to which the Adviser seeks exposure that either better represents that market segment or does so at a lower cost to shareholders; or 3) the Adviser seeks to

rebalance the portfolio to a target allocation, selling a portion of a particular position in a security to achieve the desired allocation.

## PRINCIPAL RISKS

As with all funds, a Fund shareholder is subject to the risk that his or her investment could lose money. The principal risks affecting shareholders' investments in the Fund are set forth below. An investment in the Fund is not a bank deposit and is not insured or guaranteed by the FDIC or any government agency.

*Underlying ETF Risk.* The Fund is subject to the same risks as the Underlying ETFs in which it invests. While risks of owning shares of an Underlying ETF generally reflect the risks of owning the underlying securities the Underlying ETF holds, lack of liquidity in an Underlying ETF can result in its value being more volatile than the underlying portfolio securities.

In addition, certain of the Underlying ETFs may hold common portfolio positions, thereby reducing the diversification benefits of an asset allocation style. Underlying ETFs in which the Fund invests may be non-diversified and, as a result, may have greater exposure to volatility than other ETFs. Because a non-diversified Underlying ETF may invest a larger percentage of its assets in securities of a single issuer than a diversified Underlying ETF, the performance of that issuer can have a substantial impact on that Underlying ETFs', and therefore the Fund's, share price.

Although an Underlying ETF may seek to match the returns of an index, the Underlying ETF's return may not match or achieve a high degree of correlation with the return of its applicable index.

From time to time, the Fund may have a significant investment or investments in a single Underlying ETF or a small number of Underlying ETFs. To the extent that the Fund is invested in this way, it is subject to the risk that poor performance of one or more of these Underlying ETFs could have a greater impact on the Fund than if the Fund invested in a broader range of ETFs. There is no limit to the amount the Fund may be invested in an Underlying ETF.

*Costs of Investing in Underlying ETFs.* When the Fund invests in Underlying ETFs, in addition to directly bearing the expenses associated with its own operations, it will bear a pro rata portion of the Underlying ETFs' expenses (including operating costs and management fes). Consequently, an investment in the Fund entails more direct and indirect expenses than a direct investment in the Underlying ETF.

*Asset Allocation Risk.* The Fund is subject to asset allocation risk, which is the risk that the selection of the Underlying ETFs and the allocation of the Fund's assets among the various asset classes and market segments will cause the Fund to underperform other funds with a similar investment objective.

*Investment Style Risk.* The returns from the Underlying ETFs in which the Fund invests may underperform returns from the various general securities markets or different asset classes. This may cause the Fund to underperform other investment vehicles that invest in different asset

classes. Different asset classes and types of securities tend to go through cycles of doing better—or worse—than the general securities markets. In the past, these periods have lasted for as long as several years.

*Equity Risk.* The prices of equity securities in which the Underlying ETFs invest rise and fall daily. These price movements may result from factors affecting individual companies, industries or the securities market as a whole. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline in response. In addition, the equity market tends to move in cycles which may cause stock prices to fall over short or extended periods of time.

*Large-Cap and Mid-Cap Risk.* Underlying ETFs that invest in large- and mid-capitalization stocks run the risk that such stocks may underperform other segments of the equity market or the equity market as a whole. Both large- and mid-cap stocks tend to go in and out of favor based on market and economic conditions. However, stocks of mid-cap companies tend to be more volatile than those of large-cap companies because mid-cap companies tend to be more susceptible to adverse business or economic events than larger more established companies. During a period when large- and mid-cap stocks fall behind other types of investments—bonds or small-cap stocks, for instance—the Fund’s performance also will lag those investments.

*Small-Cap Risk.* Historically, small-cap stocks have been riskier than large- and mid-cap stocks. Accordingly, Underlying ETFs that invest in small-cap securities may be more volatile than Underlying ETFs that invest in large- and mid-cap securities. Stock prices of smaller companies may be based in substantial part on future expectations rather than current achievements and may move sharply, especially during market upturns and downturns. Small-cap companies themselves may be more vulnerable to adverse business or economic events than larger, more established companies. In addition, smaller companies may have limited financial resources, product lines and markets, and their securities may trade less frequently and in more limited volumes than the securities of larger companies. Further, smaller companies may have less publicly available information and, when available, it may be inaccurate or incomplete.

*Foreign Securities Risk.* An Underlying ETF's investments in securities of foreign issuers involve certain risks that are greater than those associated with investments in securities of U.S. issuers. These include risks of adverse changes in foreign economic, political, regulatory and other conditions, or changes in currency exchange rates or exchange control regulations (including limitations on currency movements and exchanges). In certain countries, legal remedies available to investors may be more limited than those available with respect to investments in the United States. The securities of some foreign companies may be less liquid and, at times, more volatile than securities of comparable U.S. companies. An Underlying ETF with foreign investments may also experience more rapid or extreme changes in value than a fund that invests solely in securities of U.S. companies because the securities markets of many foreign countries are relatively small, with a limited number of companies representing a small number of industries. There also is the risk that the cost of buying, selling, and holding foreign securities, including brokerage, tax, and custody costs, may be higher than those involved in domestic transactions. There is no limit on the percentage of Fund assets that may be invested in securities of foreign issuers, including in securities of emerging market issuers, through Underlying ETFs.

*Foreign Currency Risk.* The Fund may invest in Underlying ETFs that hold securities denominated in foreign currency. The value of securities denominated in foreign currencies can change when foreign currencies strengthen or weaken relative to the U.S. Dollar. These currency movements may negatively impact the value of an Underlying ETF security even when there is no change in the value of the security in the issuer's home country. Under normal circumstances, the Underlying ETFs do not intend to hedge against the risk of currency exchange rate fluctuations, but some Underlying ETFs may reserve the right to do so if there is extreme volatility in currency exchange rates.

*Emerging Markets Risk.* An Underlying ETF's investments in securities of emerging markets may be more likely to experience political turmoil or rapid changes in market or economic conditions than investments in securities of more developed countries. Emerging market countries often have less uniformity in accounting and reporting requirements and unreliable securities valuation. It is sometimes difficult to obtain and enforce court judgments in such countries and there is often a greater potential for nationalization and/or expropriation of assets by the government of an emerging market country. In addition, the financial stability of issuers (including governments) in emerging market countries may be more precarious than in other countries. As a result, there will tend to be an increased risk of price volatility associated with an Underlying ETF's investments in emerging market countries, which may be magnified by currency fluctuations relative to the U.S. dollar.

*Fluctuation of Net Asset Value.* The NAV of the Fund shares will fluctuate with changes in the market value of the Fund's holdings. The market prices of shares will generally fluctuate in accordance with changes in a Fund's NAV and supply and demand of shares on the NYSE Arca. It cannot be predicted whether Fund shares will trade below, at or above their NAV. Price differences may be due, in large part, to the fact that supply and demand forces at work in the secondary trading market for shares will be closely related to, but not identical to, the same forces influencing the prices of the Underlying ETFs and their portfolio securities trading individually or in the aggregate at any point in time. The market prices of Fund shares and shares of Underlying ETFs may deviate significantly from the NAV of the shares during periods of market volatility. However, given that shares can be created and redeemed in Creation Units (unlike shares of many closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their NAV), the Adviser believes that large discounts or premiums to the NAV of shares should not be sustained. While the creation/redemption feature is designed to make it likely that Fund shares normally will trade close to a Fund's NAV, disruptions to creations and redemptions may result in trading prices that differ significantly from the Fund's NAV.

## **PERFORMANCE INFORMATION**

The Fund is new, and therefore has no performance history. Once the Fund has completed a full calendar year of operations, a bar chart and table will be included that will provide some indication of the risks of investing in the Fund by showing the variability of the Fund's return based on net assets and comparing the Fund's performance to a broad measure of market performance.

## **INVESTMENT ADVISER**

U.S. One, Inc. serves as the investment adviser to the Fund.

## **PORTFOLIO MANAGER**

Paul Hrabal, President of U.S. One, Inc., is the Fund's portfolio manager and has managed the Fund since its inception.

## **PURCHASE AND SALE OF FUND SHARES**

Individual shares may only be purchased and sold on a national securities exchange through a broker-dealer. You can purchase and sell individual shares of the Fund throughout the trading day like any publicly traded security. The price of a Fund's shares is based on market price, and because exchange-traded fund shares trade at market prices rather than net asset value ("NAV"), shares may trade at a price greater than NAV (premium) or less than NAV (discount). The Fund issues and redeems shares on a continuous basis, at NAV, only in blocks of 50,000 shares ("Creation Units").

## **TAX INFORMATION**

The Fund intends to make distributions that may be taxed as ordinary income or capital gains.

## **PAYMENTS TO BROKER-DEALERS AND OTHER FINANCIAL INTERMEDIARIES**

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

## **ADDITIONAL INFORMATION ABOUT INVESTMENT OBJECTIVE AND PRINCIPAL INVESTMENT STRATEGIES**

The Fund's investment objective is long-term capital appreciation. The Fund may change its investment objective without shareholder approval, upon 60 days' notice to shareholders.

The Fund, using a buy and hold strategy, seeks to achieve its investment objective through

investment in Underlying ETFs that track certain securities indices. The Fund generally will remain fully invested in the Underlying ETFs. A number of factors may affect a Fund's ability to stay fully invested in the shares of Underlying ETFs. For example, although the Fund normally seeks to invest for the long term, the Fund may sell securities regardless of how long they have been held. Generally, the Fund sells securities to adjust the number of shares held to reflect a change in the Adviser's asset allocation for the Fund.

The Adviser invests in Underlying ETFs according to an asset allocation strategy designed to give the Fund exposure to the following asset and style classes: U.S. large cap equity, U.S. small cap equity, international large cap equity and international small cap equity. Although the Fund may invest in an unlimited number of Underlying ETFs in any amount, the following funds are Underlying ETFs in which the Fund may invest more than 25% of its assets. Each Underlying ETF represents a different asset class to which the Fund seeks to gain exposure.

#### U.S. Large Cap Equity

- Vanguard Large Cap ETF: The Fund employs a "passive management"—or indexing—investment approach designed to track the performance of the MSCI® US Prime Market 750 Index, a broadly diversified index predominantly made up of stocks of large U.S. companies. For more information about this Fund, including its prospectus and shareholder reports, go to [www.vanguard.com](http://www.vanguard.com).

#### U.S. Small Cap Equity

- Vanguard Small Cap ETF: The Fund employs a "passive management"—or indexing—investment approach designed to track the performance of the MSCI® US Small Cap 1750 Index, a broadly diversified index of stocks of smaller U.S. companies. For more information about this Fund, including its prospectus and shareholder reports, go to [www.vanguard.com](http://www.vanguard.com).

#### International Equity

- Vanguard Europe Pacific ETF: The Fund purchases stocks included in the Morgan Stanley Capital International Europe, Australasia, Far East (MSCI® EAFE®) Index, which is made up of common stocks of companies located in countries in Europe, Australia, Asia, and the Far East. For more information about this Fund, including its prospectus and shareholder reports, go to [www.vanguard.com](http://www.vanguard.com).

Allocation of the Fund's assets to Underlying ETFs, including those listed above, will change over time. The Fund's exposure to a specific asset or style class will also change over time, as the Adviser adjusts its target asset allocation for the Fund when it feels it is advantageous for the Fund to do so. Although there is no present intention to do so, the Fund also reserves the right to invest in Underlying ETFs that represent domestic and international fixed income asset classes in order to help moderate short term volatility of the Fund's equity investments.

The Fund will be invested in three or more separate Underlying ETFs at all times.

## NON-PRINCIPAL INVESTMENT STRATEGIES

In addition to the principal investments and strategies described in this prospectus, the Fund may also, to a lesser extent, use other strategies, and engage in other investment practices. These additional investments and strategies, as well as those described in this prospectus, are described in detail in the Fund's Statement of Additional Information ("SAI") (for information on how to obtain a copy of the Fund's SAI see the back cover of this prospectus).

The Fund may, to a limited extent, also invest its other assets in securities not included in the indices tracked by the Underlying ETFs, but which the Adviser believes will help the Fund stay fully invested and reduce transaction costs. As non-principal strategies, the Fund may invest in debt and other equity securities, cash and cash equivalents or other money market instruments, including shares of money market mutual funds, and repurchase agreements.

## PORTFOLIO TURNOVER

The Fund's portfolio turnover rate is not expected to exceed 10% of the average value of its portfolio.

## NON-PRINCIPAL RISKS

*Trading Issues.* Although Fund shares are listed for trading on the NYSE Arca, there can be no assurance that an active trading market for such shares will develop or be maintained. Trading in Fund shares may be halted due to market conditions or for reasons that, in the view of the NYSE Arca, make trading in shares inadvisable. In addition, trading in shares is subject to trading halts caused by extraordinary market volatility pursuant to NYSE Arca "circuit breaker" rules. There can be no assurance that the requirements of the NYSE Arca necessary to maintain the listing of the Fund will continue to be met or will remain unchanged or that the shares will trade with any volume, or at all.

*Costs of Buying or Selling Shares.* Investors buying or selling Fund shares in the secondary market will pay brokerage commissions or other charges imposed by brokers as determined by that broker. Brokerage commissions are often a fixed amount and may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of shares. In addition, secondary market investors will also incur the cost of the difference between the price that an investor is willing to pay for shares (the "bid" price) and the price at which an investor is willing to sell shares (the "ask" price). This difference in bid and ask prices is often referred to as the "spread" or "bid/ask spread." The bid/ask spread varies over time for shares based on trading volume and market liquidity, and is generally lower if the Fund's shares have more trading volume and market liquidity and higher if the Fund's shares have little trading volume and market liquidity. Further, increased market volatility may cause increased bid/ask spreads. Due to the costs of buying or selling shares, including bid/ask spreads, frequent trading of shares may significantly reduce investment results and an investment in shares may not be advisable for investors who anticipate regularly making small investments.

*Investment Adviser Risk.* The Adviser has no prior experience managing, or administering, an investment company. For information on the portfolio manager's work experience and educational background, see "Portfolio Manager" below.

## **PORTFOLIO HOLDINGS**

A description of the Fund's policies and procedures with respect to the disclosure of the Funds' portfolio securities is available in the Fund's SAI.

## **INVESTMENT ADVISER**

U.S. One, Inc., a Nevada corporation, 9190 Double Diamond Parkway, Reno, NV 89521, was formed in 2008 and serves as investment adviser to the Fund. The Adviser serves as investment adviser to the Fund with overall responsibility for the general management and administration of the Fund, subject to the supervision of the Trust's Board of Trustees. Pursuant to an investment advisory agreement, the Adviser is responsible for arranging, transfer agency, custody, fund administration, and all other non-distribution related services necessary for the Fund to operate.

For the services it provides to the Fund, the Adviser receives a fee, which is calculated daily and paid monthly, at an annual rate of 0.35% of the Fund's average daily net assets. The Adviser pays all expenses of the Fund other than the management fee, brokerage expenses, taxes, interest, fees and expenses of the Independent Trustees (including any Trustee's counsel fees), litigation expenses, acquired fund fees and expenses and other extraordinary expenses.

A discussion regarding the basis for the Board's approval of the investment advisory agreement with the Adviser will be available in the Fund's Semi-Annual Report to Shareholders.

## **PORTFOLIO MANAGER**

Paul Hrabal is the President of the Adviser and is primarily responsible for the day-to-day management of the Fund.

Mr. Hrabal founded the Adviser in 2008. Prior to founding the Adviser, Mr. Hrabal was, from 2002 to 2009, President of U.S. Data Trust Corporation, a provider of data backup and disaster recovery services for small to mid-sized businesses. In January 2009, Mr. Hrabal sold U.S. Data Trust Corporation and acted as a consultant to the purchaser solely to aid in the transition of ownership of U.S. Data Trust Corporation until January 2010. Previously, Mr. Hrabal founded an internet company, GoVote.com, Inc. in July 1999, which he sold in March 2000, and was Director of Finance and Business Development with Dell Computer from August 1992 to July 1999. From October 1990 to July 1992, Mr. Hrabal was Finance Manager at Robert Meyers Studio and Computer Consultant at Di-No Computers from December 1988 to September 1990. Mr. Hrabal graduated with a Bachelor's degree in Economics from Occidental College in 1989 and a Masters degree in Business Administration from the University of Chicago in 1996.

The SAI provides additional information about the Portfolio Manager's compensation, other accounts managed, and ownership of Fund shares.

## **BUYING AND SELLING FUND SHARES**

Fund shares are listed for secondary trading on the NYSE Arca. When you buy or sell the Fund's shares on the secondary market, you will pay or receive the market price. You may incur customary brokerage commissions and charges and may pay some or all of the spread between the bid and the offered price in the secondary market on each leg of a round trip (purchase and sale) transaction. The shares will trade on the NYSE Arca at prices that may differ to varying degrees from the daily NAV of the shares. The NYSE Arca is generally open Monday through Friday and is closed weekends and the following holidays: New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

The value of the Fund's portfolio is based on market price, which generally means a valuation obtained from an exchange or other market (or based on a price quotation or other equivalent indication of the value supplied by an exchange or other market). If market prices are not readily available or do not otherwise accurately reflect the fair value of the security, the security will be valued by another method that the Board believes will better reflect fair value in accordance with the Trust's valuation policies and procedures. Accordingly, a Fund's NAV may reflect certain portfolio securities' fair values rather than their market prices. Because the Fund invests primarily in Underlying ETFs with readily available pricing, it is expected that there would be limited circumstances in which the Fund would use fair value pricing or an independent pricing service including, but not limited to, if the exchange on which an Underlying ETF is principally traded closed early or if trading in a particular Underlying ETF was halted during the day and did not resume prior to the time the Fund calculated its NAV.

The use of fair valuation in pricing a security involves the consideration of a number of subjective factors and, therefore, is susceptible to the unavoidable risk that the valuation may be higher or lower than the price at which the security might actually trade if a reliable market price were readily available.

### *Investments by Registered Investment Companies*

Section 12(d)(1) of the Investment Company Act of 1940 restricts investments by registered investment companies in the securities of other investment companies, including shares of the funds. These restrictions are discussed in the section "Investment Companies" in the Fund's SAI.

## **FREQUENT PURCHASES AND REDEMPTIONS OF FUND SHARES**

Unlike frequent trading of the shares of traditional open-end mutual funds (*i.e.*, not exchange-traded), frequent trading of shares of the Fund does not disrupt portfolio management, increase the Fund's trading costs, lead to realization of capital gains, or otherwise harm Fund shareholders because these trades do not involve the Fund directly. Certain institutional investors are

authorized to purchase and redeem the Fund's shares directly with the Fund. Because these trades are effected primarily in-kind (i.e., for securities, and not for cash), they do not cause any of the harmful effects noted above that may result from frequent cash trades. Moreover, the Fund imposes transaction fees on in-kind purchases and redemptions of shares to cover the custodial and other costs incurred by the Fund in effecting in-kind trades. These fees increase if an investor substitutes cash in part or in whole when acquiring Creation Units, reflecting the fact that the Fund's trading costs increase in those circumstances. For these reasons, the Fund's Board of Trustees has determined that it is not necessary to adopt policies and procedures to detect and deter frequent trading and market timing in shares of the Fund.

## **DIVIDENDS, DISTRIBUTIONS AND TAXES**

### *Fund Distributions*

The Fund pays out dividends from its net investment income to shareholders at least annually. The Fund distributes its net capital gains, if any, to shareholders annually.

### *Dividend Reinvestment Service*

In order to reinvest dividend and capital gains distributions, Fund investors must hold their shares at a broker that offers a reinvestment service (either the broker's own service or a service made available by a third party, such as the broker's outside clearing firm or the Depository Trust Company). If a reinvestment service is available and used, distributions of both income and capital gains will automatically be reinvested in additional whole and fractional shares. If a reinvestment service is not available, investors would receive their distributions in cash. To determine whether a reinvestment service is available and whether there is a commission or other charge for using this service, consult your broker.

As with ETFs generally, reinvestment of dividend and capital gains distributions in additional shares will occur four business days or more after the ex dividend date (the date after which a shareholder no longer receives a distribution of dividends or capital gains). The exact number of days depends on your broker. During that time, the amount of your distribution will not be invested in the Fund and therefore will not share in the Fund's income, gains, and losses.

### *Tax Information*

The following is a summary of some important tax issues that affect the Fund and its shareholders. The summary is based on current tax laws, which may be changed by legislative, judicial or administrative action. You should not consider this summary to be a detailed explanation of the tax treatment of the Fund, or the tax consequences of an investment in the Fund. More information about taxes is located in the SAI. You are urged to consult your tax adviser regarding specific questions as to federal, state and local income taxes.

### *Tax Status of the Fund*

The Fund is treated as a separate entity for federal tax purposes, and intends to qualify for the special tax treatment afforded to regulated investment companies under the Internal Revenue

Code of 1986, as amended (the “Code”). As long as the Fund qualifies as a regulated investment company, it pays no federal income tax on the earnings it distributes to shareholders.

#### *Tax Status of Distributions*

- The Fund will, at least annually, distribute substantially all of its net investment income and net capital gains income.
- The income dividends and short-term capital gains distributions you receive from the Fund will be taxed as either ordinary income or qualified dividend income. Dividends that are qualified dividend income are eligible for the reduced maximum rate to individuals of 15% (lower rates apply to individuals in lower tax brackets) to the extent that the Fund receives qualified dividend income.
- Any long-term capital gains distributions you receive from the Fund are taxable as long-term capital gains regardless of how long you have owned your shares. Long-term capital gains are currently taxed at a maximum rate of 15%.
- Absent further legislation, the maximum 15% tax rate on qualified dividend income and long-term capital gains will cease to apply to taxable years beginning after December 31, 2010.
- Dividends and distributions are generally taxable to you whether you receive them in cash or in additional shares.
- Corporate shareholders may be entitled to a dividends-received deduction for the portion of dividends they receive that are attributable to dividends received by a Fund from U.S. corporations, subject to certain limitations.
- Long-term capital gains distributions will result from gains on the sale or exchange of capital assets held by the Fund for more than one year.
- Distributions paid in January but declared by the Fund in October, November or December of the previous year may be taxable to you in the previous year.
- The Fund will inform you of the amount of your ordinary income dividends, qualified dividend income, and long-term capital gain distributions shortly after the close of each calendar year.
- If you hold your shares in a tax-qualified retirement account, you generally will not be subject to federal taxation on Fund distributions until you begin receiving distributions from your retirement account. You should consult your tax adviser regarding the tax rules that apply to your retirement account.

*Non-U.S. Investors.* If you are not a citizen or permanent resident of the United States, the Fund’s ordinary income dividends will generally be subject to a 30% U.S. withholding tax, unless a lower treaty rate applies or unless such income is effectively connected with a U.S. trade or business. The Fund may, under certain circumstances, designate all or a portion of a dividend as an “interest-related dividend” that if received by a nonresident alien or foreign entity generally would be exempt from the 30% U.S. withholding tax, provided that certain other requirements are met. The Fund may also, under certain circumstances, designate all or a portion of a dividend as a “short-term capital gain dividend” which if received by a nonresident alien or foreign entity generally would be exempt from the 30% U.S. withholding tax, unless the foreign person is a nonresident alien individual present in the United States for a period or periods aggregating 183 days or more during the taxable year.

*Taxes on Exchange-Listed Share Sales.* Currently, any capital gain or loss realized upon a sale of shares is generally treated as long-term capital gain or loss if the shares have been held for more than one year and as short-term capital gain or loss if the shares have been held for one year or

less, except that any capital loss on the sale of shares held for six months or less is treated as long-term capital loss to the extent that capital gain dividends were paid with respect to such shares.

*Investment in Foreign Securities.* The Fund may be subject to foreign withholding taxes on income they may earn from investing in foreign securities which may reduce the return on such investments. Additional information regarding the Fund's investment in foreign securities can be found in the SAI.

*Backup Withholding.* The Fund will be required in certain cases to withhold at applicable withholding rates and remit to the United States Treasury the amount withheld on amounts payable to any shareholder who (1) has provided the Fund either an incorrect tax identification number or no number at all, (2) who is subject to backup withholding by the Internal Revenue Service for failure to properly report payments of interest or dividends, (3) who has failed to certify to the Fund that such shareholder is not subject to backup withholding, or (4) has not certified that such shareholder is a U.S. person (including a U.S. resident alien).

The foregoing discussion summarizes some of the consequences under current federal tax law of an investment in the Fund. It is not a substitute for personal tax advice. Consult your personal tax advisor about the potential tax consequences of an investment in the Fund under all applicable tax laws.

## **ADDITIONAL INFORMATION**

The Fund's web site, which will be publicly accessible at no charge, will contain, on a per share basis, the previous day's closing NAV and the reported closing price, and a calculation of the premium or discount of the closing price against such NAV. Information regarding the number of days the Fund's market price was at a discount or premium to its NAV for the most recently completed fiscal year and the most recently completed calendar quarters since that year, will also be provided, free of charge, on the Fund's web site. The Fund's web site is [www.onefund.com](http://www.onefund.com).

**U.S. One Trust**  
P.O. Box 17073  
Reno, NV 89511

## **ANNUAL/SEMI-ANNUAL REPORTS TO SHAREHOLDERS**

Additional information about the Fund's investments will be available in the Fund's annual and semi-annual reports to shareholders. In the Fund's annual reports, you will find a discussion of the market conditions and investment strategies that significantly affected the Fund's performance during its last fiscal year. The annual and semi-annual reports will be incorporated by reference into this prospectus.

## **STATEMENT OF ADDITIONAL INFORMATION (SAI)**

The SAI provides more detailed information about the Fund. The SAI is incorporated by reference into, and is thus legally a part of, this Prospectus.

## **FOR MORE INFORMATION**

To request a free copy of the SAI or to request additional information about the Fund or to make other inquiries, please contact us as follows:

Call: 1-866-ONE-FUND  
Monday through Friday  
8:00 a.m. to 5:00 p.m. PST

Write: U.S. One, Inc.  
P.O. Box 17073  
Reno, NV 89511

Visit: [www.onefund.com](http://www.onefund.com)

## **Information Provided by the Securities and Exchange Commission (SEC)**

You can review and copy information about the Fund (including the SAI) at the SEC's Public Reference Room In Washington, DC. To find out more about this public service, call the SEC at 202-551.8890. Reports and other information about the Funds are also available in the EDGAR database on the SEC's Internet site at [www.sec.gov](http://www.sec.gov), or you can receive copies of this information, for a fee, by electronic request at the following e-mail address: [pubic info sec.gov](mailto:pubic info sec.gov), or by writing the Public Reference Section, Securities and Exchange Commission, Washington, DC 20549-0102.

Investment Company Act File No.: 811-22320