

CONTACT INFORMATION

CGM Realty Fund

c/o The CGM Funds
222 Berkeley Street, Ste. 1013
Boston, MA 02116

Shareholder Servicing Agent

CGM Shareholder Services
c/o Boston Financial Data Services, Inc.
P.O. Box 8511
Boston, MA 02266

Investment Manager

Capital Growth Management
Limited Partnership
One International Place
Boston, MA 02110

Transfer and Dividend Paying Agent and Custodian of Assets

State Street Bank and Trust Company
Boston, MA 02102

More information about this Fund is available free by calling 800-345-4048, including the following:

Annual/Semi-Annual/Quarterly Reports

Additional information about the Fund's investments is available in the Fund's annual, semi-annual and quarterly reports to shareholders. In the Fund's annual report, you will find a discussion of the market conditions and investment strategies that significantly affected the Fund's performance during its last fiscal year.

Statement of Additional Information (SAI)

The SAI provides more detailed information about the Fund and is incorporated into this prospectus by reference (i.e., is legally considered part of it).

For additional information about:

- Account procedures/status
- Redemptions
- Exchanges
- New account procedures
- Prospectus
- SAI
- Annual/Semi-Annual/Quarterly Reports
- Performance
- Proxy Voting Policies and Voting Records
- Other Information about the Fund

Call 800-343-5678

Call 800-345-4048

The Fund's annual and semi-annual reports to shareholders are available, free of charge, on the Fund's website, <http://www.cgmfunds.com>. However, as a result of the file size of the SAI, CGM believes it will be easier to receive the SAI in hard copy. Consequently, the SAI, and if you prefer, the annual and semi-annual report, are available free of charge by calling 1-800-345-4048.

Information about the Fund (including the SAI and annual report) is also available from the Securities and Exchange Commission. You can find it on the SEC's website at <http://www.sec.gov>. You can receive copies of Fund information upon payment of a duplicating fee by electronic request at the following e-mail address: publicinfo@sec.gov, or by sending your request and a duplicating fee to the SEC's Public Reference Section, Washington, DC 20549-0102. Information can also be reviewed and copied at the SEC's Public Reference Room in Washington, DC. You can get information on the operation of the Public Reference Room by calling the SEC at 1-202-942-8090.

CGM Realty Fund

A No-Load Fund



*The Fund's
investment objective
is to provide a
combination of
income and long-term growth
of capital.*

Prospectus • May 1, 2006

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.

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FUND SUMMARY

Investment Objective

The Fund's investment objective is to provide a combination of income and long-term growth of capital.

Summary of Principal Investment Strategies

The Fund pursues its objective by investing primarily in equity securities of companies in the real estate industry, including real estate investment trusts ("REITs"). Under normal circumstances the Fund expects to invest at least 80% of its assets in these securities. Equity securities in which the Fund may invest include common and preferred stocks, convertible securities and warrants.

The Fund may invest up to 20% of its assets in equity or debt securities of companies outside the real estate industry. The Fund may invest up to 20% of its assets in debt or fixed-income securities of a quality below investment grade, including securities commonly referred to as "junk bonds". The Fund will consider investing in equity and debt securities, including junk bonds, outside of the real estate industry when the investment manager believes the potential return on these securities is greater than that of equity securities of companies in the real estate industry.

The Fund may invest in equity securities of issuers of any size and in debt securities of any maturity.

In making an investment decision, the investment manager analyzes:

- the overall economic factors that may affect a potential investment, and

- certain realty industries and companies that the investment manager believes have stable or improving prospects, evaluating the fundamentals of each on a case-by-case basis and focusing on companies that it determines are attractively valued based on price to earnings ratios and growth rates.

The investment manager will sell a security if it determines that:

- its investment expectations are not being met,
- better opportunities are available, or
- its price objective has been attained.

Summary of Principal Risks

Like all mutual funds, you may lose money if you invest in the Fund. The Fund's investments are subject to the **market risks** inherent in all securities. This means that you may lose money on your investment due to a fall in prices of stocks or periods of below-average performance in the stock market.

The Fund invests primarily in companies in the real estate industry, including REITs, and is, therefore, subject to the **special risks associated with the real estate industry and market**. Securities of companies in the real estate industry are sensitive to factors such as changes in real estate values, property taxes, interest rates, cash flow of underlying real estate assets, occupancy rates, government regulations affecting zoning, land use, and rents, and the management skill and creditworthiness of the issuer. Companies in the real estate industry may also be subject to liabilities under environmental and hazardous waste laws.

In addition, because the Fund may also invest in debt and fixed-income securities and repurchase agreements, it is subject to **credit risk** (the risk that the obligor will default in the payment of principal and/or interest) and to **interest rate risk** (the risk that the market value of the securities will decline as a result of increases in market rates of interest). The Fund's investments in debt securities also are subject to **maturity risk**, meaning

that investments in debt securities with long-term maturities may experience significant price declines if long-term interest rates increase.

Investments in **lower quality securities** such as **junk bonds** are subject to special risks, including higher credit risk, higher economic and market sensitivity, and low liquidity.

The Fund may invest in equity securities of companies of any size. Investments in **small and medium-sized companies** involve greater risk than is customarily associated with more established companies because these stocks may be more volatile and have returns that vary significantly from the overall market.



PAST PERFORMANCE

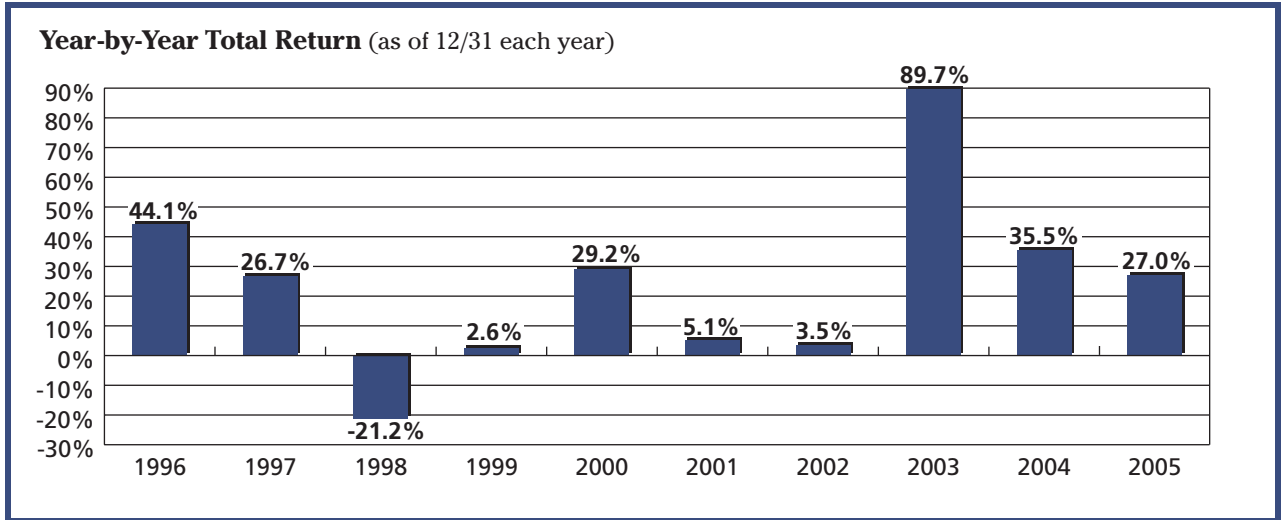
The bar chart and table on the next page show the Fund's annual total returns and its long-term performance, and provide some indication of the risks of investing in the Fund.

The bar chart shows how the Fund's performance has varied from year to year. The table compares the Fund's performance over time for the periods indicated to those of the National Association of Real Estate Investment Trusts (NAREIT) Equity REIT Index, a widely recognized unmanaged index of tax-qualified REITs, and the Standard and Poor's 500 Composite Index, a widely recognized unmanaged index of common stock prices.

After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on the investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their Fund shares through tax deferred arrangements such as 401(k) plans or individual retirement accounts. If the Fund incurs a loss, which generates a tax benefit, the return after taxes on distributions and sale of Fund shares may exceed the Fund's other return figures.

Both the bar chart and the table assume reinvestment of dividends and distributions. The Fund's investment manager voluntarily agreed to waive part or all of its management fees and bear certain expenses associated with operating the Fund from inception (May 13, 1994) through December 31, 1997. Without the fee waivers and reimbursements

the Fund's total returns for the years 1997 and 1996 and the Fund's average annual total returns for the 10 year period ended on December 31, 2005 would have been lower. The Fund's past performance, before and after taxes, does not indicate how the Fund will perform in the future.



During the ten-year period shown in the bar chart, the highest quarterly return was 36.1% (for the quarter ended 6/30/03) and the lowest quarterly return was -16.2% (for the quarter ended 9/30/02).

Average Annual Total Return (as of 12/31/05)

| | 1 Year | 5 Years | 10 Years |
|---|--------|---------|----------|
| Fund | | | |
| Return before taxes | 27.0% | 28.9% | 21.1% |
| Return after taxes on distributions | 21.4% | 26.2% | 18.1% |
| Return after taxes on distributions and sale of Fund shares | 24.3% | 24.9% | 17.4% |
| S&P 500 Index | | | |
| (reflects no deduction for expenses or taxes) | 4.9% | 0.5% | 9.1% |
| NAREIT Equity REIT Index | | | |
| (reflects no deduction for expenses or taxes) | 12.2% | 19.1% | 14.5% |



EXPENSES

The table below describes the fees and expenses that you may pay if you buy and hold shares of the Fund.

Schedule of Fees

Shareholder Transaction Expenses (fees paid directly from your investment)

| | |
|---|------|
| Maximum Sales Charge (Load) Imposed on Purchases _____ | None |
| Maximum Sales Charge (Load) Imposed on Reinvested Dividends _____ | None |
| Redemption Fee* _____ | None |
| Exchange Fee _____ | None |

Annual Fund Operating Expenses (expenses that are deducted from Fund assets) (as a percentage of average daily net assets, based on expenses for year ended 12/31/05)

| | |
|-------------------------------------|-------|
| Management Fees _____ | 0.80% |
| Distribution (12b-1) Fees _____ | None |
| Other Expenses _____ | 0.12% |
| Total Fund Operating Expenses _____ | 0.92% |

*A wire fee (currently \$5.00) will be deducted from proceeds if a shareholder elects to transfer redemption proceeds by wire.
Exchanges and redemptions of all shares from a CGM Retirement Plan Account will incur an account close out fee (currently \$5.00).

Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds. The example assumes that:

- you invest \$10,000 in the Fund for the time periods indicated;
- you redeem your shares at the end of each period;
- your investment has a 5% return each year (the assumption of a 5% return is required by the SEC and is not a prediction of the Fund's future performance); and
- the Fund's operating expenses remain the same. Although your actual costs may be higher or lower, under these assumptions your costs would be:

| | | | | |
|-----------------|----------|----------|----------|-----------|
| Number of years | <u>1</u> | <u>3</u> | <u>5</u> | <u>10</u> |
| Cost | \$94 | \$293 | \$509 | \$1,131 |



ADDITIONAL INFORMATION ON STRATEGIES AND RISKS

The Fund's objective and principal investment strategies, and the main risks of investing in the Fund, are summarized at the beginning of this prospectus. More information on investment strategies, investments and risks appears in this section. These are the strategies that, in the opinion of the Fund's investment manager, are most likely to be important in trying to achieve the Fund's investment objective. There can, of course, be no assurance that the Fund will achieve its investment objective. The Fund's objective may be changed without shareholder approval.

The Fund may also use strategies and invest in securities that are not described below but which are described in the Statement of Additional Information ("SAI"). The Fund's investment manager may decide, as a matter of investment strategy, not to use the investments and investment techniques

described below and in the SAI at any particular time.

The Fund may also depart from its principal investment strategies by taking temporary defensive positions in response to adverse market, economic or political conditions. When doing so, the Fund may hold a substantial portion of its assets in cash or investment grade fixed-income securities and may not be pursuing its investment objective.

Additional Information on Principal Investment Strategies

The Fund pursues its objective by investing primarily in equity securities of companies in the real estate industry. Under normal circumstances the Fund expects to invest at least 80% of its assets in these securities. Shareholders of the Fund will be provided with at least 60 days prior notice of any change in this 80% policy. Equity securities in which the Fund may invest include common and preferred stocks, convertible securities and warrants.

In deciding whether or not to purchase these securities, the investment manager considers:

- the issuer's prospects for growth of cash flow or earnings per share,
- the issuer's management, and
- the security's potential yield.

A company is considered to be in the real estate industry if construction, ownership, management, financing or sales of residential, commercial or industrial real estate account for at least 50% of its gross revenues or net profits. Companies in the real estate industry include the following:

- REITs that own properties or make or invest in construction, development or long-term mortgage loans;
- housing and building materials companies
- real estate brokers or developers; and

- companies with significant real estate holdings, including hotel chains and mining, lumber and paper companies.

REITs are sometimes informally characterized as equity REITs, mortgage REITs and hybrid REITs. An equity REIT owns or leases real estate and derives its income primarily from rental income. An equity REIT may also realize capital gains (or losses) by selling real estate properties in its portfolio. A mortgage REIT invests primarily in loans secured by real estate. A mortgage REIT generally derives its income primarily from interest payments on its mortgage loans. A hybrid REIT combines the characteristics of both equity REITs and mortgage REITs, generally by holding both ownership and mortgage interests in real estate. The Fund anticipates that under normal circumstances a majority of its investments in REITs will consist of equity REITs, but this is not a requirement.

Equity REITs may be further classified as operating companies or financing companies. An operating company generally exercises some degree of control over the operation of its real estate assets, including selecting tenants, establishing lease terms, and arranging for property maintenance and repair. Conversely, a financing company will generally not have control over the operations that are conducted on its real estate assets. The Fund anticipates that under normal circumstances a majority of its equity REIT investments will consist of securities issued by operating companies, but this is not a requirement.

From time to time, the Fund may invest a substantial portion of its portfolio in real estate companies, including housing and building materials companies, that do not pay significant dividends. As a result, the dividends paid by the Fund may be reduced or eliminated during these periods.

The Fund may invest in equity securities of issuers of any size and in debt securities of any maturity.

Under normal market circumstances the Fund may invest up to 20% of its assets in equity or debt

securities of companies outside the real estate industry.

Additional Information on Other Investment Strategies

The Fund may invest up to 20% of its total assets in debt or fixed-income securities of a quality below investment grade (i.e., securities rated lower than Baa by Moody's Investors Service, Inc. ("Moody's") or lower than BBB by Standard & Poor's Ratings Services ("S&P"), or their equivalent as determined by the investment manager), provided that the Fund may not invest in securities rated lower than Caa by Moody's or CCC by S&P, or their equivalent as determined by the investment manager. These may include securities commonly referred to as "junk bonds". Investing in junk bonds is an aggressive approach to income investing.

The Fund may also invest up to 20% of its assets in repurchase agreements, by which the Fund buys securities with the understanding that the seller will buy them back with interest at a later date.

Management Style. Rather than following a particular style, the Fund's investment manager employs a flexible approach and seeks to take advantage of opportunities as they arise. In making an investment decision, the Fund's investment manager will generally employ the following method:

- it uses a top-down approach, meaning that it first analyzes the overall economic factors that may affect sectors of the real estate industry and potential investments;
- it then conducts a thorough analysis of certain realty industries and companies that the investment manager believes have stable or improving prospects, evaluating the fundamentals of each on a case-by-case basis and focusing on companies that it determines are attractively valued based on price to earnings ratios and growth rates; and

- the investment manager will sell a security if it determines that its investment expectations are not being met, better opportunities are available, or its price objective has been attained.

Portfolio Turnover. The Fund's objective is to provide a combination of income and long-term growth of capital and the Fund does not purchase securities with the intention of engaging in short-term trading. The Fund will, however, sell any particular security and reinvest proceeds when it is deemed prudent by the Fund's investment manager, regardless of the length of the holding period. Frequent trading involves higher securities transaction costs which may adversely affect the Fund's performance. To the extent that this policy results in the realization of gains on investments, the Fund will make distributions to its shareholders. These distributions will generally be subject to taxes.

Additional Information on Principal Risks

Investing in a mutual fund involves risk. Before investing, you should consider the risks you will assume. Some of these risks are described below. More information about risks appears in the Fund's SAI. Remember that you may receive little or no return on your investment in the Fund. You may lose money if you invest in the Fund.

Market Risk. This is the risk that the prices of securities will rise or fall due to changing economic, political or market conditions, or due to a company's individual situation. The value of the Fund's shares will change daily as the value of its underlying securities changes. This means that your Fund shares may be worth more or less when you sell them than when you bought them. Historically, equity securities have been more volatile than debt or fixed-income securities.

Risks of Real Estate and REITs. The Fund invests primarily in companies in the real estate industry, including REITs, and is, therefore, subject to the special risks associated with the real estate industry and market. Securities of compa-

nies in the real estate industry are sensitive to factors such as changes in real estate values, property taxes, interest rates, cash flow of underlying real estate assets, occupancy rates, government regulations affecting zoning, land use, and rents, and the management skill and creditworthiness of the issuer. Companies in the real estate industry may also be subject to liabilities under environmental and hazardous waste laws. Changes in underlying real estate values may have an exaggerated effect to the extent that REITs concentrate investments in particular geographic regions or property types.

Investments in REITs may be adversely affected by rising interest rates. Rising interest rates may cause investors in REITs to demand a higher annual yield, which may in turn decrease market prices for equity securities issued by REITs. Rising interest rates also generally increase the costs of obtaining financing, which could cause the value of the Fund's investments to decline. During periods of declining interest rates, many mortgages may be refinanced. This may reduce the yield from mortgage REITs. REITs depend on payments under their mortgage loans and leases to generate cash to make distributions to their shareholders. Accordingly, REITs may be affected by defaults on their mortgage loans or leases.

Some REITs have relatively small market capitalizations, which tends to increase the volatility of the market price of securities issued by these REITs. Furthermore, REITs are dependent upon specialized management skills, have limited diversification and are, therefore, subject to risks inherent in operating and financing a limited number of projects.

By investing in REITs indirectly through the Fund, a shareholder will bear expenses of the REITs in addition to expenses of the Fund.

Debt and Fixed-Income Securities. While the Fund expects to invest primarily in equity securities, the Fund may also invest in debt and fixed-income securities. Debt and fixed-income securities

are subject to credit risk (the risk that the obligor will default in the payment of principal and/or interest) and to interest rate risk (the risk that the market value of the securities will decline as a result of changes in market rates of interest). Interest rate risk will generally affect the price of a debt security more if the security has a longer maturity. These securities are also subject to the risk that interest rate changes may affect prepayment rates and their effective maturity.

Lower Rated Debt Securities. Lower rated debt securities, including securities commonly referred to as "junk bonds", are very risky because the issuers may fail to make payments of interest and principal. Part of the reason for this high risk is that, in the event of a default or bankruptcy, holders of lower rated debt securities generally will not receive payments until the holders of all other debt have been paid. In addition, the market for lower rated debt securities has in the past been more volatile than the markets for other securities. Lower rated debt securities are also often less liquid than higher rated debt securities.

Small and Medium Capitalization Companies. The securities of small and medium capitalization companies may have more risks than those of larger, more seasoned companies. They may be particularly susceptible to market downturns because of limited product lines, markets, distribution channels or financial and management resources. Also, there may be less publicly available information about small and medium cap companies. Investments in small and medium cap companies may be in anticipation of future products or services to be provided by the companies. If those products or services are delayed, the prices of the securities of the companies may drop. Sometimes, the prices of the securities of small and medium cap companies rise and fall based on investor perception rather than economics. Securities of small and medium cap companies may be thinly traded, making their disposition more difficult. For all these reasons, the prices of the securities of small and medium cap companies may be

more volatile, causing the Fund's share price to be volatile. Funds that invest a higher percentage of their assets in small and medium cap stocks are generally more volatile than funds investing a higher percentage of their assets in larger, more established companies.

Additional Information on Other Risks

Repurchase Agreements. The Fund may invest a significant portion of its assets in repurchase agreements, by which the Fund buys securities with the understanding that the seller will buy them back with interest at a later date. If the seller is unable to honor its commitment to repurchase the securities, the Fund could lose money.

Foreign Issuers. The Fund may invest a portion of its assets in foreign issuers. Investing in foreign issuers involves risks in addition to those of investing in U.S. securities, including risks relating to political, social and economic developments abroad, risks of changes in currency exchange rates, and risks resulting from the differences between the regulations to which U.S. and foreign issuers and markets are subject.

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



MANAGEMENT

The Investment Manager

The Fund's investment manager is Capital Growth Management Limited Partnership ("CGM"), One International Place, Boston, Massachusetts, 02110. CGM, an investment advisory firm founded in 1990, manages the Fund's daily investment and business affairs subject to the policies established by the Fund's Board of Trustees. CGM currently manages the portfolios of five mutual funds and of other institutional clients.

In 2005, the Fund paid 0.80% of its average daily net assets in management fees to CGM.

A discussion regarding the basis for the Board of Trustees' approval of the Fund's investment management agreement is available in the SAI.

The Portfolio Manager

Mr. Ken Heebner has been the portfolio manager of the Fund since its inception in 1994. In 1990, Mr. Heebner founded CGM with Mr. Robert L. Kemp. Prior to establishing CGM, Mr. Heebner managed mutual fund portfolios at Loomis, Sayles & Company, Incorporated. In addition to the Fund, he currently manages other mutual funds and accounts for which CGM serves as adviser. The SAI provides additional information about Mr. Heebner's compensation, the other funds and accounts he manages and his ownership of Fund securities.



HOW TO PURCHASE SHARES

The Fund sells its shares directly to investors without any sales load.

New Accounts

You may make a purchase of Fund shares in a new regular account or retirement plan account by submitting a completed application form and check (see "Payment by Check" section), made payable to CGM Realty Fund, to:

The CGM Funds
c/o Boston Financial Data Services, Inc.
P.O. Box 8511
Boston, Massachusetts 02266-8511

The minimum initial investment is \$2,500 for regular accounts and \$1,000 for retirement plans (see "Shareholder Services — Retirement Plans") and accounts set up under the Uniform Gifts to Minors Act (UGMA) or the Uniform Transfers to Minors Act (UTMA).

Customer Identification Program

To help the government fight the funding of terrorism and money laundering activities, federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account. When you open a new account to buy shares of the Fund, the Fund or your Financial Intermediary may ask for your name, address, date of birth, and other information that will allow the Fund to identify you. If the Fund or your Financial Intermediary is unable to adequately identify you within the time frames set forth in the law, your shares may be automatically redeemed. If the net asset value per share has decreased since your purchase, you will lose money as a result of this redemption.

Existing Accounts

After your account has been established, you may send subsequent investments at any time directly to the shareholder servicing agent at:

CGM Shareholder Services
c/o Boston Financial Data Services, Inc.
P.O. Box 8511
Boston, Massachusetts 02266-8511

You must include either the Additional Investment Stub detached from an account statement or a note containing sufficient information to identify the account (i.e. the Fund name, your account number, your name and social security number). Subsequent investments must be at least \$50.

Payment by Check

If you pay for Fund shares by check, your check should be in U.S. dollars and made payable to CGM Realty Fund. Checks drawn on U.S. banks and money market accounts are generally accepted. However, cash, starter checks, money orders, third party checks (i.e. checks not payable to CGM Realty Fund), and checks drawn on credit card accounts or accounts with foreign financial institutions are generally not accepted.

Payment by Wire

You may also make subsequent investments by federal funds wire. Instruct your bank to wire federal funds to:

- State Street Bank and Trust Company
- ABA #011000028

The text of the wire should read as follows:

- DDA99046336
- Dollar Amount
- STATE ST BOS ATTN Mutual Funds
- Credit CGM Realty Fund
- Shareholder Name
- Shareholder Account Number

Your bank may charge you a fee for transmitting funds by wire.

Market Timing

The Fund is not intended as a vehicle for market timing or trading on short term fluctuations in securities markets. Frequent purchases and redemptions of mutual fund shares may interfere with the efficient management of the Fund's portfolio by its portfolio manager, increase portfolio transaction costs, and have a negative effect on the Fund's long term shareholders. For example, in order to handle large flows of cash into and out of the Fund, the portfolio manager may need to allocate more assets to cash or other short-term investments or sell securities, rather than maintaining full investment in securities selected to achieve the Fund's investment objective which could detract from the Fund's performance. Frequent trading may cause a fund to sell securities at less favorable prices. In addition, the return received by long term shareholders may be reduced when trades by other shareholders are made in an effort to take advantage of possible pricing discrepancies.

The Fund's Board of Trustees has adopted policies and procedures designed to reduce the risk of market timing by Fund shareholders. In accordance with these policies and procedures, the Fund limits

the number of exchanges you can make to four exchanges (or two round trips out of the Fund and back again) per calendar year. These limits apply to every account, whether an individual account or accounts with financial intermediaries (commonly called omnibus accounts) where the intermediary holds fund shares for a number of its customers in one account. However, the Fund's ability to monitor the underlying trading in omnibus accounts may be severely limited due to the lack of access to an individual investor's trading activity when orders are placed through these types of accounts. There may also be operational and technological limitations on the ability of the Fund's service providers to identify or terminate frequent trading activity within the various types of omnibus accounts.

Pursuant to the market timing policies and procedures adopted by the Fund's Board of Trustees, the Fund will postpone remitting redemption proceeds from an individual account for up to seven days if those proceeds are equal to or greater than \$30,000. This restriction is intended to discourage investors seeking to capture gains from short-term fluctuations in the market, as the proceeds are not immediately available for reinvestment. This restriction does not apply to investors that hold Fund shares through omnibus accounts. However, as discussed above, investors that hold Fund shares through omnibus accounts are subject to the limits on the number of exchanges and round trips that may be made per calendar year, although, as a practical matter, the Fund may have difficulty monitoring the underlying trading activity in such accounts and enforcing such limits. This means that investors in omnibus accounts may have a greater ability to engage in market timing activities.

In addition, in accordance with the market timing policies and procedures adopted by the Fund's Board of Trustees, the Fund reserves the right to prohibit exchanges during the first 15 days following an investment in the Fund.

Additional Information

If you wish transactions in your account to be effected by another person under a power of attorney from you, special rules apply. Please contact the Fund or CGM Shareholder Services for details.

An investor will not receive any certificates for shares unless the investor requests them in writing from CGM Shareholder Services. The Fund's system for recording investments eliminates the problems of handling and safekeeping certificates.

The Fund may accept telephone orders from certain broker-dealers or service organizations which have been previously approved by the Fund. It is the responsibility of such broker-dealers or service organizations to promptly forward purchase orders and payments for shares to the Fund. Shares of the Fund may be purchased through certain broker-dealers or service organizations who may charge the investor a transaction fee or other fee for their services at the time of purchase and/or redemption. Such fees would not otherwise be charged if the shares were purchased or redeemed directly from the Fund.

The price you pay will be the per share net asset value next calculated after your proper investment order is received by CGM Shareholder Services.

The Fund may reject any purchase order and may suspend, change or withdraw the offering of its shares.



SHAREHOLDER SERVICES

The Fund offers the following shareholder services as more fully described in the Fund's SAI. Explanations and forms are available from the Fund.

Exchange Privilege

You may exchange your shares of CGM Realty Fund for shares of certain other CGM Funds. You may exchange shares of CGM Realty Fund for shares of CGM Capital Development Fund, but

only if you were a shareholder of CGM Capital Development Fund on September 24, 1993, and have remained a shareholder in CGM Capital Development Fund continuously since that date. CGM Capital Development Fund is closed to other investors except in special circumstances that have been approved by, or under the authority of, the Board of Trustees of CGM Capital Development Fund as described in the SAI.

All exchanges are free of charge, except exchanges of all shares from a CGM Retirement Plan account, which will incur an account close out fee (currently \$5). You may make an exchange by written instruction or, if a written authorization for telephone exchange is on file with CGM Shareholder Services, you may call 800-343-5678. See “Telephone Transactions” on page 15. Exchange requests cannot be revoked once they have been received in good order. Under certain circumstances, before an exchange can be made, additional documents may be required to verify the authority or legal capacity of the person seeking the exchange. The exchange price you receive will be the per share net asset value next calculated after your exchange request (in good order) is received by CGM Shareholder Services.

Exchanges must be for amounts of at least \$1,000. If you wish to make an exchange into a new account, the exchange must satisfy the applicable minimum initial investment requirement.

You should not view the exchange privilege as a means for taking advantage of short-term swings in the market. As described under “Market Timing” on page 9, frequent trading can negatively impact Fund performance and shareholders. Therefore, the Fund limits the number of exchanges you can make to four exchanges per account (or two round trips out of the Fund and back again) per calendar year. The Fund also reserves the right to prohibit exchanges during the first 15 days following an investment in the Fund.

For federal income tax purposes, an exchange constitutes a sale of shares, which may result in a taxable gain or loss.

The Fund may terminate or change the terms of the exchange privilege at any time.

Systematic Withdrawal Plan (“SWP”)

If the value of your account is at least \$10,000, you may have periodic cash withdrawals automatically paid to you or any person you designate. For federal income tax purposes, a withdrawal under the SWP constitutes a sale of shares, which may result in a taxable gain or loss. If checks are returned to the Fund as “undeliverable” or remain uncashed for more than six months, the plan will be cancelled. Any undeliverable or uncashed check(s) will be cancelled and the amount(s) will be reinvested in the Fund at the per share net asset value determined as of the date of cancellation of the check(s). No interest will accrue on amounts represented by uncashed distribution or redemption checks. The Fund may terminate or modify the SWP at any time.

Automatic Investment Plan (“AIP”)

Once your account has been established, voluntary monthly or bi-monthly investments of at least \$50 may be made automatically by pre-authorized withdrawals from your checking account. You must select the AIP privilege when you fill out your initial application or you may select the option later by completing a CGM Service Options Form (with a STAMP 2000 signature guarantee) available from CGM Shareholder Services. Please contact CGM Shareholder Services at 800-343-5678 to determine the requirements associated with debits from savings banks and credit unions.

Periodic Investment Plan (“PIP”)

Once your account has been established, periodic investments of at least \$50 may be made by telephone by calling CGM Shareholder Services at 800-343-5678. A telephone purchase is made with funds drawn from your pre-designated U.S. bank

account. The trade date for a telephone purchase is generally the business/banking day after your request, provided your request is received by CGM Shareholder Services prior to the close of the New York Stock Exchange, normally 4 p.m., Eastern time. If you telephone your purchase request after the Exchange closes or on a day when the Exchange is not open for business, the Fund cannot accept your request and a new one will be necessary. You must select the PIP privilege when you fill out your initial application or you may select the option later by completing a CGM Service Options Form (with a STAMP 2000 signature guarantee) available from CGM Shareholder Services. Please contact CGM Shareholder Services at 800-343-5678 to determine the requirements associated with debits from savings banks and credit unions.

You may terminate your participation in the AIP or PIP by sending written notice to CGM Shareholder Services or by calling 800-343-5678 more than 14 days prior to the next scheduled debit date. The Fund may terminate your participation in the AIP or PIP immediately in the event that any item is unpaid by your financial institution. The Fund may terminate or modify the AIP or PIP at any time.

Retirement Plans

The Fund's shares may be purchased by tax deferred retirement plans. CGM makes available retirement plan forms and plan documents for Traditional and Roth IRAs, SEP-IRAs, 403(b)(7) custodial accounts, and Money Purchase Pension and Profit Sharing plans ("CGM Retirement Plans").

Confirmation Statements

Shareholders will receive statements confirming all purchases, redemptions and changes of address. You may call CGM Shareholder Services and request a duplicate statement for the current year without charge. A fee will be charged for any duplicate information requested for prior years.

Shareholder Reports

Shareholders will receive the Fund's financial statements and a listing of the Fund's investments at least semiannually. The Fund intends to consolidate mailings of annual, semiannual and quarterly reports to households having multiple accounts with the same address of record and to furnish a single copy of each report to that address. Mailings of prospectuses and proxy statements will not be consolidated and if a report is included in such mailings each shareholder will receive a separate copy. You may request additional reports by notifying the Fund in writing, or by calling the Fund at 800-345-4048.

STAMP 2000 Signature Guarantees

Changes to account options and certain redemption requests require a STAMP 2000 signature guarantee from an "eligible guarantor institution." A STAMP 2000 signature guarantee may be executed by any "eligible" guarantor that participates in the Securities Transfer Agents Medallion Program 2000 (STAMP 2000). Eligible guarantors include Commercial Banks, Trust Companies, Savings Associations and Credit Unions as defined by the Federal Deposit Insurance Act. Also included are member firms of a domestic stock exchange. You should verify with the institution that they are an acceptable (eligible) guarantor prior to signing. A non-STAMP 2000 guarantee or a guarantee by a Notary Public is not acceptable.



HOW TO SELL SHARES

You can sell (redeem) all or part of your shares in the Fund in three different ways:

- by sending a written request for a check or wire representing the redemption proceeds,
- except for CGM Retirement Plans, by making a telephone request for redemption by check (provided that the amount to be redeemed is not more than \$30,000 and the check is being sent

to you at your address of record, which has not changed in the prior 60 days), or

- except for CGM Retirement Plans, by making a telephone request for redemption proceeds to be wired to a bank account that you have predesignated.

The redemption price will always be the net asset value per share next determined after the redemption request is received by CGM Shareholder Services in good order (including any necessary documentation) prior to the close of the New York Stock Exchange, normally 4 p.m., Eastern time. Necessary documentation may include, in certain circumstances, documents verifying the authority or legal capacity of the person seeking to redeem shares. Redemption requests cannot be revoked once they have been received in good order.

For federal income tax purposes, a redemption is a taxable event and may result in a taxable gain or loss.

Written Redemption Requests

If you elect to redeem shares in writing, send your written request to:

CGM Shareholder Services
c/o Boston Financial Data Services, Inc.
P.O. Box 8511
Boston, Massachusetts 02266-8511

For your protection, e-mail requests are not acceptable. The written request must include:

- name of the Fund
- your account number
- exact name(s) in which your shares are registered
- number of shares or the dollar amount to be redeemed
- mailing or wiring instructions (unless wire instructions have already been established on your account)

All owners of shares must sign the request in the exact name(s) in which the shares are registered (which appear(s) on your confirmation statement) and should indicate any special capacity in which

they are signing (such as trustee or custodian or on behalf of a partnership, corporation or other entity). If you are signing in a special capacity, you may wish to contact CGM Shareholder Services at 800-343-5678 in advance to determine whether additional documentation will be required before you send a redemption request.

Redemptions from CGM Retirement Plans for which State Street Bank is the custodian or trustee must contain additional information. Please contact CGM Shareholder Services for instructions and forms. Complete information, including tax withholding instructions, must be included in your redemption request.

If you are redeeming shares worth more than \$30,000, or requesting that the proceeds check be made payable to someone other than the registered owner(s) or be sent to an address other than your address of record (or sent to your address of record if such address has been changed within the previous 60 days), or requesting that the proceeds be wired to a bank account that you have not predesignated, you must obtain a STAMP 2000 signature guarantee.

If you hold certificates representing your investment, you must enclose the certificates and a properly completed redemption form or stock power. You bear the risk of loss of such certificates; consequently, you may wish to send your certificates by registered mail.

Telephone Redemption Requests

If you elect to redeem shares by telephone, call CGM Shareholder Services directly at 800-343-5678. See “Telephone Transactions” on page 15. Telephone redemptions are not available for CGM Retirement Plans. When you make a redemption request by telephone, you may choose to receive redemption proceeds either by having a check mailed to the address of record on the account (provided the address has not changed within the previous 60 days and you are redeeming \$30,000 or less) or by having a wire sent to a bank account you have previously designated.

Telephone redemptions by check are available to all shareholders of the Fund (except CGM Retirement Plans) automatically unless this option is declined in the application or otherwise in writing. You may select the telephone redemption wire service when you fill out your initial application or you may select it later by completing a Service Options Form (with a STAMP 2000 signature guarantee), available from the Fund or CGM Shareholder Services.

A telephone redemption request must be received by CGM Shareholder Services prior to the close of the New York Stock Exchange, normally 4 p.m., Eastern time. If you telephone your request to CGM Shareholder Services after the Exchange closes or on a day when the Exchange is not open for business, the Fund cannot accept your request and a new one will be necessary.

Wire redemptions by telephone may be made only if your bank is a member of the Federal Reserve System or has a correspondent bank that is a member of such System. If your account is with a savings bank, it must have only one correspondent bank that is a member of the Federal Reserve System. A wire fee (currently \$5) will be deducted from the proceeds. If you decide to change the bank account to which proceeds are to be wired, you must send in this change on a Service Options Form with a STAMP 2000 signature guarantee.

Redemption Proceeds

Proceeds resulting from a written or regular telephone redemption request will normally be mailed to you within five business days after receipt of your request in good order. Telephone wire redemption proceeds will normally be wired to your bank within five business days following receipt of a proper redemption request.

If you purchased your Fund shares by check (or through an automatic investment plan) and elect to redeem shares within 15 days of the purchase, you may experience delays in receiving redemption proceeds. The Fund will generally postpone sending your redemption proceeds from an invest-

ment until the Fund can verify that your check (or automatic investment plan investment) has been or will be collected. There will be no such delay for redemptions following investments paid for by federal funds wire or by bank cashier's check, certified check or treasurer's check.

If checks representing redemption proceeds are returned "undeliverable" or remain uncashed for six months, the checks will be cancelled and the proceeds will be reinvested in the Fund at the per share net asset value determined as of the date of cancellation of the checks. No interest will accrue on amounts represented by uncashed distribution or redemption checks. If wire redemption proceeds are rejected by the pre-designated bank the Fund may, in its discretion: rewire the proceeds, issue a check for the proceeds, or reinvest the proceeds in the Fund at the per share net asset value determined as of the date of reinvestment.

Postponement of Redemption Proceeds or Suspension of Redemption Right

In order to deter market timing, the Fund generally postpones remitting redemption proceeds from an account for up to seven days if those proceeds are equal to or greater than \$30,000. However, the Fund also reserves the right to postpone payment of redemption proceeds of any amount for up to seven days from the date of the redemption. The Fund may not postpone payment for more than seven days or suspend the right of redemption, except: when the New York Stock Exchange is closed for business other than weekends or holidays; when trading on the Exchange is restricted; during an emergency (as determined by the SEC) which makes it impracticable for the Fund to dispose of its securities or to fairly determine the value of its net assets; or during any other period permitted by the SEC for the protection of investors. The Fund also may postpone payment for more than seven days if you purchased your Fund shares by check (or through an automatic or periodic investment plan) and redeem shares within 15 days of the purchase as described in the preceding section.

Redemption in Kind

The Fund will normally redeem shares for cash; however, the Fund reserves the right to pay the redemption price wholly in kind or partly in kind and partly in cash if the Board of Trustees of the Fund determines it to be advisable in the interests of the remaining shareholders. If portfolio securities are distributed in lieu of cash, the shareholder will normally incur brokerage commissions upon subsequent disposition of any such securities.

Minimum Account Balance and Automatic Redemption

Because the expense of maintaining small accounts is disproportionately high, the Fund may close accounts with 20 shares or less, and mail the proceeds to the shareholder. Shareholders who are affected by this policy will be notified of the Fund's intention to close the account and will have 60 days immediately following the notice in which to acquire the requisite number of shares. The minimum does not apply to CGM Retirement Plans or accounts set up under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act.



TELEPHONE TRANSACTIONS

You may initiate three types of transactions by telephone:

- telephone exchanges
- telephone redemptions by wire
- telephone redemptions by check

The terms and provisions for each of these services are explained fully in the preceding sections. Once a telephone transaction request has been placed, it cannot be revoked.

You must select the telephone exchange privilege and/or telephone redemption by wire privilege when you fill out your initial application or you may select either option later by completing a Service Options Form (with a STAMP 2000 signa-

ture guarantee) available from CGM Shareholder Services. The telephone redemptions by check privilege is available automatically unless you decline this option in the application or otherwise in writing.

The telephone redemption privileges are not available for Traditional or Roth IRAs, SEP-IRAs, 403(b)(7) custodial accounts or for Money Purchase Pension and Profit Sharing accounts under a CGM Retirement Plan for which State Street Bank is the custodian or trustee.

The Fund will employ reasonable procedures to confirm that instructions received by telephone (including instructions with respect to changes in addresses) are genuine, such as requesting personal identification information that appears on your account application and recording the telephone conversation. You will bear the risk of loss due to unauthorized or fraudulent instructions regarding your account, although the Fund may be liable if reasonable procedures are not employed.

During periods of unusual market activity, severe weather or other abnormal circumstances, it may be difficult for you to reach a representative of the Fund or CGM Shareholder Services by telephone.

In this case, please consider sending written instructions. E-mail instructions and transaction requests are not accepted.



DIVIDENDS, CAPITAL GAINS AND TAXES

Dividends and Capital Gains

The Fund declares and pays out quarterly dividends consisting of substantially all of its net investment income. Any capital gains distributions are normally made annually in December but may be made more frequently as deemed advisable by the Board of Trustees.

You may elect to receive income dividends or capital gains distributions, or both, in additional shares of the Fund or in cash. However, if you

elect to receive capital gains in cash, your income dividends must also be received in cash. Certain restrictions may apply to participants in CGM Retirement Plans.

You can elect to receive payments of cash dividends and capital gains distributions either by check or by direct deposit to a bank account that you have predesignated. These elections may be made at the time your account is opened and may be changed at any time by submitting a written request (not by e-mail) to CGM Shareholder Services or by calling 800-343-5678. However, changes in bank account information for direct deposits of cash dividends and capital gains distributions must be made through a Service Options Form with a STAMP 2000 signature guarantee. In order for a change to be effective for any dividend or distribution, it must be received by CGM Shareholder Services at least five days before the record date for such dividend or distribution.

If you elect to receive distributions in cash and checks are returned “undeliverable” or remain uncashed for six months, your cash election will be changed automatically and your future dividend and capital gains distributions will be reinvested in the Fund at the per share net asset value determined as of the date of payment of the distribution. In addition, following the six-month period, any undeliverable or uncashed checks may be cancelled and the amounts will be reinvested in the Fund at the per share net asset value determined as of the date of cancellation of the checks. No interest will accrue on amounts represented by uncashed distribution or redemption checks.

Taxes

Taxation of Distributions. As long as the Fund qualifies for treatment as a regulated investment company (which it has in the past and intends to do in the future), it pays no federal income tax on the earnings it distributes to shareholders. You will normally have to pay federal income taxes, and any state or local taxes, on the distributions you receive from the Fund, whether you take the distri-

butions in cash or reinvest them in additional shares.

Noncorporate shareholders may qualify for a reduced tax rate on distributions designated by the Fund as “qualified dividend income” provided that certain holding periods are satisfied. “Qualified dividend income” generally is income derived from dividends from U.S. corporations, other than real estate investment trusts (REITs), or certain foreign corporations that are either incorporated in a U.S. possession or eligible for benefits under certain U.S. income tax treaties. In addition, dividends that a fund receives in respect of stock of certain foreign corporations will be “qualified dividend income” if that stock is readily tradable on an established U.S. securities market. Distributions designated by the Fund as capital gain dividends are taxable as long-term capital gains, regardless of how long you have owned your shares in the Fund. Other distributions are generally taxable as ordinary income. If a portion of the Fund’s income consists of dividends paid by U.S. corporations, other than REITs, a portion of the dividends paid by the Fund will normally be eligible for the dividends-received deduction for corporate shareholders. To the extent that the Fund makes a distribution in excess of its current and accumulated earnings and profits, the distribution will be treated first as a tax-free return of capital, reducing your tax basis in your shares, and then, to the extent the distribution exceeds your tax basis, as a taxable gain from the sale of your shares.

A distribution will be treated as paid by the Fund and received by you on December 31 of the current calendar year if it is declared by the Fund in October, November or December of that year with a record date in such a month and paid by the Fund in January of the subsequent year.

Fund distributions will reduce the Fund’s net asset value per share. Therefore, if you buy shares shortly before the record date of a distribution, you may pay the full price for the shares and then effectively receive a portion of the purchase price back as a taxable distribution.

Foreign Taxes. If the Fund invests in foreign issuers, it may be subject to foreign taxes on income earned on those securities and most likely will not be eligible to elect to “pass through” such foreign income taxes to you. Therefore, you should not expect to be able to claim a foreign tax credit or deduction with respect to those taxes.

Disposition of Shares. The sale or other disposition of shares of the Fund, including a redemption of shares or an exchange for shares of another fund, is generally a taxable event and may result in a short-term or long-term capital gain or loss, generally depending upon how long you held your shares. You are responsible for any tax liabilities generated by your sales or other dispositions of Fund shares.

Non-U.S. Persons. If you are neither a citizen nor a resident of the United States, the Fund will withhold U.S. federal income tax at the rate of 30% on taxable dividends and other payments that are subject to such withholding. The Fund may not withhold with respect to dividends paid from certain net short-term capital gain realized by the Fund and designated by the Fund as short-term capital gain dividends or from certain net interest income realized by the Fund and designated by the Fund as interest-related dividends. You may be able to arrange for a lower withholding rate under an applicable tax treaty if you supply the appropriate documentation required by the Fund.

Backup Withholding. The Fund is required, in certain circumstances, to apply backup withholding at the rate of 28% on taxable dividends, capital gains distributions, redemption proceeds and certain other payments that are paid to individuals and certain other classes of shareholders if they fail to furnish the Fund with their correct taxpayer identification number and certain certifications regarding their tax status, or if they are otherwise subject to backup withholding. Backup withholding is not an additional tax. Any amounts withheld may be credited against a shareholder’s normal federal income tax liability if the shareholder files a timely return. Backup withholding

will not be applied to payments that have been subject to the 30% withholding tax on shareholders who are neither citizens nor residents of the United States.

General Information. The shareholder servicing agent will send you and the Internal Revenue Service an annual statement detailing federal tax information, including information about dividends and distributions paid to you during the preceding year. If you redeem or exchange shares in any year, following the end of the year, you may receive a statement providing the cost basis and gain or loss of each share lot that you sold during such year. Some restrictions apply. In limited circumstances, your actual cost basis may differ from your CGM account cost basis. Your CGM account cost basis will be calculated using the “single category average cost method,” which is one of the four calculation methods allowed by the IRS. Shareholders of the Fund generally will receive these cost basis statements. For more information, please call 800-343-5678. Be sure to keep these statements as permanent records. A fee may be charged for any duplicate information that you request.

Dividend distributions, capital gains distributions and gains or losses on redemptions and exchanges may also be subject to state, local and foreign taxes. A portion of the Fund’s income derived from certain U.S. Government obligations may be exempt from state and local taxes. Each year the Fund will indicate the portion of the Fund’s income, if any, which is derived from such obligations.

The tax discussion set forth in this prospectus applies only to those shareholders who hold Fund shares as capital assets and is included for general information only. You should consult your own tax adviser concerning the tax consequences of an investment in the Fund.



PRICING OF SHARES

The share price or “net asset value” per share of the Fund is computed daily by dividing the total value of the investments and other assets of the Fund, less any liabilities, by the total outstanding shares of the Fund. The net asset value per share of the Fund is determined as of the close of the regular trading session of the New York Stock Exchange (normally 4 p.m. Eastern time) on each day the Exchange is open for trading. Portfolio securities are generally valued at their market value. In certain cases, market value may be determined on the basis of information provided by a pricing service approved by the Board of Trustees. Instruments with maturities of 60 days or less are valued at amortized cost, which approximates market value. Other assets and securities which are not readily marketable will be valued in good faith at fair value using methods determined by the Board of Trustees which generally require the Fund to fair value its portfolio securities when (i) a significant event occurs and (ii) market quotations are unavailable, invalid or unreliable.

Significant Events. Whether a particular event is a significant event depends on whether the event is likely to affect the value of a portfolio security held by the Fund. Significant events may include new developments in the securities markets or major occurrences outside of the securities markets, such as natural disasters and armed conflicts. In accordance with the fair value proce-

dures adopted by the Board of Trustees, the Adviser is responsible for monitoring the securities markets and new developments for significant events that might require the Fund to fair value its securities.

Availability, Validity and Reliability of Market Quotations. Examples of circumstances which may require further consideration to be given to whether market quotations are available, valid or reliable, include the lack of reported trades for or infrequent sales of a portfolio security, the suspension of trading on an exchange on which a portfolio security was traded, and markets closing early. In addition, while the Fund does not generally invest in thinly traded securities, in the event that it does, such securities may be valued at fair value.

Valuing securities at fair value involves greater reliance on judgment than valuation of securities based on readily available market quotations. The Fund, when using fair value methods to price securities, may value those securities higher or lower than another fund using market quotations or fair value to price the same securities. There can be no assurance that the Fund could obtain the fair value assigned to a security if it were to sell the security at approximately the time at which the Fund determines its net asset value. The valuation of portfolio securities is more fully described in the SAI.

Trading may take place in foreign securities held by the Fund on days when the Fund is not open for business. As a result, the Fund’s net asset value may change on days on which it is not possible to purchase or sell shares of the Fund.

FINANCIAL HIGHLIGHTS

The following Financial Highlights table is intended to help you understand the Fund's financial performance for the past five years. Certain information reflects financial results for a single Fund share. The total returns in the table represent the rate that an investor would have earned (or lost) on an investment in the Fund (assuming reinvestment of all dividends and distributions). This information has been examined by PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm, whose report, along with the Fund's financial statements, is included in the Fund's Annual Report, which may be obtained from the Fund free of charge.

CGM REALTY FUND

Year Ended December 31,

| | <u>2005</u> | <u>2004</u> | <u>2003</u> | <u>2002</u> | <u>2001</u> |
|---|-------------|-------------|-------------|-------------|-------------|
| For a share of the Fund outstanding throughout each period: | | | | | |
| Net asset value at the beginning of period | \$29.56 | \$24.75 | \$13.39 | \$13.47 | \$13.53 |
| Net investment income(a) | 0.43 | 0.19 | 0.03 | 0.40 | 0.48 |
| Net realized and unrealized gain on investments and foreign currency transactions | 7.51 | 8.55 | 11.93 | 0.10 | 0.17 |
| Total from investment operations | 7.94 | 8.74 | 11.96 | 0.50 | 0.65 |
| Dividends from net investment income | (0.43) | (0.18) | (0.04) | (0.58) | (0.71) |
| Distribution from net short-term realized gain | — | (0.16) | — | — | — |
| Distribution from net long-term realized gain | (9.88) | (3.59) | (0.56) | — | — |
| Total Distributions | (10.31) | (3.93) | (0.60) | (0.58) | (0.71) |
| Net increase (decrease) in net asset value | (2.37) | 4.81 | 11.36 | (0.08) | (0.06) |
| Net asset value at end of period | \$27.19 | \$29.56 | \$24.75 | \$13.39 | \$13.47 |
| Total Return (%) | 27.0 | 35.5 | 89.7 | 3.5 | 5.1 |
| Ratios: | | | | | |
| Operating expenses to average net assets (%) | 0.92 | 0.96 | 1.02 | 1.03 | 1.00 |
| Net investment income to average net assets (%) . . | 1.34 | 0.73 | 0.16 | 2.70 | 3.63 |
| Portfolio turnover (%) | 136 | 43 | 68 | 173 | 131 |
| Net assets at end of period (in thousands) (\$) | 1,031,966 | 785,399 | 644,420 | 339,757 | 383,156 |

(a) Per share net investment income has been calculated using the average shares outstanding during the period.



NOTICE OF PRIVACY POLICY

Please note that the following notice is provided for your reference and is not considered to be a part of the Fund's prospectus.

The CGM Funds are committed to preserving the confidentiality of personal information provided by their investors and prospective investors. As part of this commitment, the CGM Funds have adopted a Customer Privacy Policy concerning the collection and disclosure of nonpublic personal information regarding investors and prospective investors in the CGM Funds.

This section explains the Customer Privacy Policy. In the paragraphs below, the words “we” and “us” refer to the CGM Funds. The words “you” and “your” refer to individual investors and prospective investors in the CGM Funds.

Customer Privacy Policy

Information Collected. As we work together to achieve your investment goals, you will often share with us personal and financial information, including, for example, your name, address and telephone number, your e-mail address, your purchases and redemptions of shares of the CGM Funds, your banking arrangements, information on your family members, and your social security number. We collect this information in order to properly handle your account and provide you with other services. *We consider protecting your personal and financial information a vital part of our job.*

Access to Information. Our personnel have limited access to your personal and financial data based on their job functions. All of our personnel are instructed to comply with confidentiality rules designed to protect your personal and financial information. If we determine that our personnel have failed to follow these rules, they will be subject to disciplinary action.

Use and Disclosure of Information. We may use your personal and financial information and share it with our affiliates in order to provide you with investment services, improve our services, make our procedures more efficient, implement security measures, fight fraud and monitor for market timing.

We will not sell your personal and financial information to any outside party. In particular, we do not sell our mailing list to other businesses so they can offer and sell you goods and services that are unrelated to the CGM Funds.

We use custodians, transfer agents, mailing houses, and other third party businesses to process initial investments, additional investments, redemptions, share transfers, and other transactions that you request. We may disclose any of the personal and financial information that we collect about you with these other businesses. We generally obtain from these businesses confidentiality agreements that prohibit them from selling or improperly using your personal or financial information.

On occasion, we may be required to provide information about you and your transactions to governmental agencies, self-regulatory organizations, industry associations and similar bodies in order to fulfill legal and regulatory requirements. In addition, federal and state laws give people involved in lawsuits and other legal proceedings the right under certain circumstances to obtain information from us, including your personal and financial information. We will comply with these laws to the extent we are required to do so.

In addition, we may make other disclosures to non-affiliated third parties as permitted by law. For example, we may disclose your non-public personal information to law enforcement agencies or computer security consultants for the purpose of protecting against fraud and unauthorized transactions or in order to maintain the confidentiality of our records. We may also disclose your non-public personal information to our attorneys and accountants.



CGM FUNDS APPLICATION

Do not use this application to establish a CGM Traditional or Roth IRA, SEPIRA, 403(b)(7), Pension or Profit Sharing Plan.

Call 800-345-4048 for proper retirement forms.

IMPORTANT INFORMATION ABOUT PROCEDURES FOR OPENING A NEW ACCOUNT

To help the government fight the funding of terrorism and money laundering activities, Federal Law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

What this means for you: When you open an account, we will ask for your name, address, date of birth and other information that will allow us to identify you. This information will be verified to ensure the identity of all individuals opening a mutual fund account. For example, we may also ask to see your driver's license or other identifying documents.

If we open your account but are unable to verify your identity, your account will be closed and your investment will be redeemed at the next calculated NAV.

Bolded fields must be completed and will be verified as required by the Patriot Act. If bolded fields are not completed, this application will be returned.

1. INVESTMENT AMOUNT (print clearly in blue or black ink)

Total Dollars Invested \$ _____ (\$2,500 minimum per Fund, \$1,000 minimum for UGMA/UTMA accounts). The funds do not accept money orders, starter, counter, or third party checks. The Automatic Investment Plan or Periodic Investment Plan cannot be used to satisfy the minimum initial investment requirements. Make checks payable to the specific fund you are investing in. If you select more than one fund, please submit a check for each fund.

2. FUND SELECTION

Please indicate the amount to be invested per fund.

815-CGM Focus Fund \$ _____ 137-CGM Realty Fund \$ _____ 35-CGM Mutual Fund \$ _____

3. TYPE OF ACCOUNT (section 3, 4, or 5 must be completed)

INDIVIDUAL

JOINT TENANT

Last Name _____

Last Name _____

First Name _____ MI _____

First Name _____ MI _____

Date of Birth _____

Date of Birth _____

Social Security Number _____

Social Security Number _____

(This SS# will be used for tax reporting purposes)

If SS# has been applied for, provide copy of application.

Attach separate list for additional registrants including full name, social security number and date of birth.

You **must** check one: U.S. Citizen or Resident Alien (Only U.S. Citizens and Resident Aliens are permitted to open an account.)

Resident Aliens only:

Alien ID# _____ or Passport Number and Country of Issuance _____

Important information on how to establish *Individual Account* and *Joint Account* beneficiaries.

You may designate a beneficiary for only the *Individual Account* or *Joint Account* selection in Section 3. If you wish to designate a Transfer On Death ("TOD") beneficiary under this account:

1. Complete the Individual Account or Joint Account selection and write TOD after the final owner's name.
2. Attach a note designating the name of the surviving beneficiary.

Special notes about the *Joint Account* beneficiary. Please note that accounts established as Joint Tenants with Rights of Survivorship (JTWROS), provide that upon the death of a tenant, the surviving tenant(s) becomes the owner(s). The TOD option for a Joint Account becomes effective upon the death of all the registered owners. At that time the listed beneficiary becomes the owner of the account. The beneficiary for a Joint Account must be the same for all owners.

4. UNIFORM GIFT OR TRANSFER TO MINORS

Adult Custodian Last Name _____

Minor's Last Name _____

First Name _____ MI _____

First Name _____ MI _____

Date of Birth _____

Date of Birth _____

Social Security Number _____

Social Security Number _____
(This SS# will be used for tax reporting purposes)

Under the _____ Uniform Gifts/Transfers to Minor Act
(Minor's State of Residence)

If SS# has been applied for, provide copy of application.

5. CORPORATION, TRUST OR PARTNERSHIP

CORPORATION (A copy of the corporate resolution and the business license of the corporation must be attached.)

TRUST (A copy of the first and last pages of the Trust Agreement must be attached.)

PARTNERSHIP (A copy of the partnership agreement must be attached.)

Social Security Number _____

OR Tax ID# _____

If SS# or tax ID# has been applied for, provide copy of application.

Name of Corporation or Partnership _____

Check if exempt from verification due to:

Publicly Traded Symbol _____

Financial Institution regulated by a federal functional regulator

Bank regulated by state bank regulator

Retirement plan covered by ERISA

Trustee Last Name _____

Authorized Trader Last Name _____

First Name _____ MI _____

First Name _____ MI _____

Date of Birth _____

Date of Birth _____

Social Security Number _____

Social Security Number _____

Name of Trust Agreement _____

Date of Trust Agreement _____

*Attach separate list for additional Authorized Traders including full name, social security number, and date of birth.

6. ADDRESS

(If mailing address is a post office box, a street address is also required by the Patriot Act. APO and FPO addresses will be accepted.)

REGISTRANT STREET ADDRESS

Address _____ City _____ State _____ Zip _____

E-mail Address _____ Daytime Phone _____

Mailing Address _____ City _____ State _____ Zip _____

JOINT REGISTRANT STREET ADDRESS (required if different than Registrant Address above)

Address _____ City _____ State _____ Zip _____

7. BANK ACCOUNT OF RECORD

Banking information will be taken from your purchase check unless a void check or deposit slip is enclosed. Checks must be preprinted; starter or counter checks will not be accepted. **Required only for Direct Deposit, Telephone Redemption by Wire, Automatic Investment Plan and Periodic Investment Plan.**

CHECKING SAVINGS

8. DIVIDEND & CAPITAL GAIN DISTRIBUTIONS (All distributions will be automatically reinvested if no box is marked)

Dividend payments by check, capital gains reinvested.

Dividend payments by direct deposit to my bank account, capital gains reinvested.

Dividend and capital gains payments by check.

Dividend and capital gains payments by direct deposit to my bank account.

Direct deposits are transmitted to your bank account 2 business days after the payable date of the distributions. Your account will be coded with the "Telephone Redemption By Wire" option.

9. TELEPHONE EXCHANGE PRIVILEGE AND/OR TELEPHONE REDEMPTION PRIVILEGE

Unless indicated below, I authorize the Transfer Agent to accept instructions from any person to exchange or redeem shares in my account(s) by telephone, in accordance with the procedures and conditions set forth in the current Prospectus.

Yes No **Telephone Exchange** (to move assets from one CGM Fund to another CGM Fund)

Yes No **Telephone Redemption By Wire** — Complete Section 7

Note: If proceeds are being wired to a savings bank, it must have only one correspondent bank that is a member of the Federal Reserve System.

Yes **Telephone Redemption By Check** — This feature applies automatically to all accounts.
Check here if you do not want this service,

Neither the Fund nor the Transfer Agent will be liable for properly acting upon telephone instructions believed to be genuine. Should the Fund or its Transfer Agent fail to utilize reasonable procedures, it may be liable for any losses due to unauthorized or fraudulent instructions.

10. AUTOMATIC INVESTMENT PLAN ("AIP")

Yes No **Automatic Investment Plan** — Complete Section 7

After you have satisfied the initial investment minimum, you may have \$50 or more debited on or about the same day each month from your checking account to purchase shares in your fund account. Debits from savings accounts and credit unions require special information; please call 800-343-5678. Allow 14 days for the plan to start.

Debit Amount: Fund Name:

Frequency (Select Month or Months)

Invest \$ _____ into _____

| | | | | | | | | | | | |
|------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| Jan | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec |
| All Months | | | | | | | | | | | |

5th day of each month (will be selected if no box is checked)

20th day of each month

5th and 20th day of each month

Debit Amount: Fund Name:

Frequency (Select Month or Months)

Invest \$ _____ into _____

| | | | | | | | | | | | |
|------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| Jan | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec |
| All Months | | | | | | | | | | | |

5th day of each month (will be selected if no box is checked)

20th day of each month

5th and 20th day of each month

I authorize debits from the bank account referenced in conjunction with the Automatic Investment Plan option. CGM shall be fully protected in honoring any such transaction.

 X
Signature of Depositor

 X
Signature of Joint Depositor

11. PERIODIC INVESTMENT PLAN ("PIP")

Yes No **Periodic Investment Plan** *Complete Section 7*

Once your account has been established, you may make telephone purchases of \$50 or more into your CGM Fund account with payment by Automated Clearing House ("ACH") from your designated checking account with a U.S. bank. Debits from savings accounts and credit unions require special information; please call 800-343-5678.

Please note your Periodic Investment Plan purchase will be transacted on the next business day following your telephone call at that day's closing net asset value.

I authorize debits from the bank account referenced in conjunction with the Periodic Investment Plan option. CGM shall be fully protected in honoring any such transaction.

X

Signature of Depositor

X

Signature of Joint Depositor

12. SIGNATURES

- (a) By execution of this application, the investor represents and warrants that (i) he has the full right, power and authority to make the investment applied for and (ii) he is a natural person of legal age in his state of residence. The investor certifies that the Taxpayer Identification Number and tax status set forth in the application is correct. The person or persons, if any, signing on behalf of the investor represent and warrant that they are duly authorized to sign this application and purchase or redeem shares of the fund on behalf of the investor. Each person named in the registration must sign below.
- (b) I have read the applicable prospectus(es) and this application and agree to all their terms. I also agree that any shares purchased now or later are and will be subject to the terms of the Fund's prospectus as in effect from time to time.
- (c) **If I am a U.S. citizen, resident alien, or a representative of a U.S. entity, I certify, under penalty of perjury, that:**

(1) **The social security or employer identification number shown on this form is my correct Taxpayer Identification Number.**

(2) **I am not subject to backup withholding because:**

- **I am exempt from backup withholding OR**
- **I have not been notified that I am subject to backup withholding as a result of a failure to report all interest or dividend OR,**
- **The Internal Revenue Service has notified me that I am no longer subject to backup withholding. (Strike out this item (2) if you have been notified that you are subject to backup withholding.)**

(3) **I am a U.S. person (including Resident Alien)**

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Signature of Investor (*Joint accounts require both signatures.*)

Signature of Individual, Custodian or Trustee

Title

Date

Signature of Joint Registrant, if any

Title

Date

Mail your completed application and investment check in the enclosed envelope, or to:

The CGM Funds
c/o Boston Financial Data Services
P.O. Box 8511
Boston, MA 02266-8511