

SECURITIES AND EXCHANGE COMMISSION

FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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PRIME INCOME TRUST

CIK: **854904** | IRS No.: **133548050** | State of Incorpor.: **MA** | Fiscal Year End: **0930**
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Business Address
*TWO WORLD TRADE CENTER
C/O DEAN WITTER
INTERCAPITAL INC
NEW YORK NY 10048
2123921520*

SUPPLEMENT TO THE PROSPECTUS OF PRIME INCOME TRUST
DATED DECEMBER 22, 1993

On December 31, 1993, Dean Witter InterCapital Inc. ("InterCapital"), investment manager to the Fund, effected an internal reorganization pursuant to which certain administrative activities previously performed by InterCapital will instead be performed by Dean Witter Services Company Inc. ("Dean Witter Services"), a wholly-owned subsidiary of InterCapital. Pursuant to the reorganization, InterCapital has entered into a Services Agreement with respect to the Fund, pursuant to which Dean Witter Services will provide certain of the administrative services to the Fund that were previously performed directly by InterCapital. The foregoing internal reorganization does not result in any change of the nature and scope of the administrative services being provided to the Fund or any of the fees being paid by the Fund for the overall services being performed under the terms of the existing Investment Management Agreement.

December 31, 1993