

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"), the investment adviser and administrator 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. (the "Administrator"), a wholly-owned subsidiary of InterCapital. Accordingly, the Administration Agreement between InterCapital and the Fund has been terminated and a new Administration Agreement between the Administrator and the Fund has been entered into. The foregoing internal reorganization does not result in any change of the management of the Fund's Administrator. The nature and scope of the administrative services being provided to the Fund or any of the fees being paid by the Fund under the new Administration Agreement are identical to those of the previous Agreement.

December 31, 1993