

SECURITIES AND EXCHANGE COMMISSION

FORM PRES14A

Preliminary proxy statements, special meeting

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FILER

PRUDENTIAL FLEXIFUND

CIK: [811444](#) | State of Incorporation: **MA** | Fiscal Year End: **0731**
Type: **PRES14A** | Act: **34** | File No.: [811-05055](#) | Film No.: **94516391**

Mailing Address
*ONE SEAPORT PLZ
NEW YORK NY 10292*

Business Address
*199 WATER ST
NEW YORK NY 10292
2122141250*

PRELIMINARY COPY

INFORMATION REQUIRED IN
PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the registrant /X/
Filed by a party other than the registrant / /

Check the appropriate box:

/X/ Preliminary proxy statement
/ / Definitive proxy statement
/ / Definitive additional materials
/ / Soliciting material pursuant to Section 240.14a-11(c) or Section 240.14a-12

PRUDENTIAL FLEXIFUND

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

PRUDENTIAL FLEXIFUND

(NAME OF PERSON(S) FILING PROXY STATEMENT)

Payment of filing fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1) or 14a-6(j)(2).
/ / \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i)(3).
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

PRELIMINARY COPY
PRUDENTIAL FLEXIFUND
ONE SEAPORT PLAZA
NEW YORK, N.Y. 10292

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To our Shareholders:

Notice is hereby given that a Special Meeting of Shareholders of the Conservatively Managed Portfolio and the Strategy Portfolio (each a Portfolio) of Prudential FlexiFund (the Fund), will be held at 3:00 P.M. on _____, 1994, at 199 Water Street, New York, N.Y. 10292, for the following purposes:

1. To elect Trustees.
2. To approve an amendment of the Fund's Declaration of Trust to permit a conversion feature for Class B shares.
3. To approve an amended and restated Class A Distribution and Service Plan.
4. To approve an amended and restated Class B Distribution and Service Plan.
5. To approve the elimination of each Portfolio's investment restrictions regarding restricted and illiquid securities.
6. To approve an amendment of each Portfolio's investment restriction limiting the Portfolio's ability to invest in a security if the Portfolio would hold more than 10% of any class of securities of an issuer.
7. To approve the elimination of each Portfolio's investment restriction limiting the Portfolio's ability to invest in the securities of any issuer in which officers and Trustees of the Fund or officers and

directors of its investment adviser own more than a specified interest.

8. To approve a modification of the Portfolios' investment restrictions to permit each Portfolio to enter into interest rate swap transactions.

9. To ratify the selection by the Trustees of Deloitte & Touche as independent accountants for the fiscal year ending July 31, 1994.

10. To transact such other business as may properly come before the Meeting or any adjournment thereof.

Only shares of beneficial interest of each Portfolio of record at the close of business on , 1994 are entitled to notice of and to vote at this Meeting or any adjournment thereof.

S. JANE ROSE
SECRETARY

Dated: March , 1994

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE SIGN AND PROMPTLY RETURN THE ENCLOSED PROXY IN THE ENCLOSED SELF-ADDRESSED ENVELOPE. IN ORDER TO AVOID THE ADDITIONAL EXPENSE TO THE FUND OF FURTHER SOLICITATION, WE ASK YOUR COOPERATION IN MAILING IN YOUR PROXY PROMPTLY.

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PRUDENTIAL FLEXIFUND
ONE SEAPORT PLAZA
NEW YORK, N.Y. 10292

PROXY STATEMENT

This statement is furnished by the Trustees of the Conservatively Managed Portfolio and the Strategy Portfolio (each a Portfolio) of Prudential FlexiFund (the Fund) in connection with their solicitation of proxies for use at a Special Meeting of Shareholders to be held at 3:00 P.M. on , 1994, at 199 Water Street, New York, New York 10292, the Fund's principal executive office. The purpose of the Meeting and the matters to be acted upon are set forth in the accompanying Notice of Special Meeting.

If the accompanying form of Proxy is executed properly and returned, shares represented by it will be voted at the Meeting in accordance with the instructions on the Proxy. However, if no instructions are specified, shares will be voted for the election of Trustees and for each of the other proposals. A Proxy may be revoked at any time prior to the time it is voted by written notice to the Secretary of the Fund or by attendance at the Meeting. If sufficient votes to approve one or more of the proposed items are not received, the persons named as proxies may propose one or more adjournments of the Meeting to permit further solicitation of proxies. Any such adjournment will require the affirmative vote of a majority of those shares present at the Meeting or represented by proxy. When voting on a proposed adjournment, the persons named as proxies will vote for the proposed adjournment all shares that they are entitled to vote with respect to each item, unless directed to disapprove the item, in which case such shares will be voted against the proposed adjournment.

If a Proxy that is properly executed and returned accompanied by instructions to withhold authority to vote represents a broker "non-vote" (that is, a Proxy from a broker or nominee indicating that such person has not received instructions from the beneficial owner or other person entitled to vote shares on a particular matter with respect to which the broker or nominee does not have discretionary power), the shares represented thereby will be considered not to be present at the Meeting for purposes of determining the existence of a quorum for the transaction of business and be deemed not cast with respect to such proposal. If no instructions are received by the broker or nominee from the

shareholder with reference to routine matters, the shares represented thereby may be considered for purposes of determining the existence of a quorum for the transaction of business and will be deemed cast with respect to such proposal. Also, a properly executed and returned proxy marked with an abstention will be considered present at the Meeting for purposes of determining the existence of a quorum for the transaction of business. However, abstentions and broker "non-votes" do not constitute a vote "for" or "against" the matter, but have the effect of a negative vote on matters which require approval by a requisite percentage of the outstanding shares.

The close of business on , 1994 has been fixed as the record date

for the determination of shareholders entitled to notice of, and to vote at, the Meeting. On that date, the Fund had 38,012,426.7420 shares of beneficial interest outstanding and entitled to vote in the Conservatively Managed Portfolio, consisting of 2,744,890.2100 Class A shares and 35,267,536.5320 Class B shares and 33,328,178.9720 shares of beneficial interest outstanding and entitled to vote in the Strategy Portfolio, consisting of 2,574,976.9730 Class A shares and 30,753,201.9990 Class B shares. Each share will be entitled to one vote at the Meeting. It is expected that the Notice of Special Meeting, Proxy Statement and form of Proxy will first be mailed to shareholders on or about March , 1994.

Management does not know of any person or group who owned beneficially 5% or more of the outstanding shares of either class of beneficial interest of either Portfolio as of , 1994.

The expense of solicitation will be borne by the Fund and will include reimbursement of brokerage firms and others for expenses in forwarding proxy solicitation material to beneficial owners. The solicitation of proxies will be largely by mail. The Trustees of the Fund have authorized management to retain Shareholder Communications Corporation, a proxy solicitation firm, to assist in the solicitation of proxies for this Meeting. This cost, including specified expenses, is not expected to exceed \$55,886 and will be borne by the Fund. In addition, solicitation may include, without cost to the Fund, telephonic, telegraphic or oral communication by regular employees of Prudential Securities Incorporated (Prudential Securities) and its affiliates.

At a meeting held on February 8, 1994, the Trustees approved a proposal to change the name of the Fund to Prudential Allocation Fund. The name change does not require, and is not being submitted for, shareholder approval and will not be implemented until it is reflected in the Fund's Prospectus. The names of the Portfolios and their investment objectives and policies will not be affected by this change.

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ELECTION OF TRUSTEES
(PROPOSAL NO. 1)

At the Meeting, seven Trustees will be elected to hold office for a term of unlimited duration until their successors are elected and qualify. It is the intention of the persons named in the accompanying form of Proxy to vote for the election of Edward D. Beach, Donald D. Lennox, Douglas H. McCorkindale, Lawrence C. McQuade, Thomas T. Mooney, Richard A. Redeker and Louis A. Weil, III, all of whom are currently Trustees. Each of the nominees has consented to be named in the Proxy Statement and to serve as a Trustee if elected. All of the Trustees, except for Mr. Redeker, have previously been elected by shareholders. Messrs. Beach, Lennox, McCorkindale, Mooney and Weil have served as Trustees of the Fund since March 12, 1987, and Mr. McQuade has served as a Trustee since February 18, 1988. Mr. Redeker has served as a Trustee since November 9, 1993.

The Trustees have no reason to believe that any of the nominees named above will become unavailable for election as a Trustee, but if that should occur before the Meeting, proxies will be voted for such persons as the Trustees may recommend.

As a Massachusetts business trust, the Fund is not required to hold annual meetings of shareholders. The Fund's By-Laws provide that the Fund will not be required to hold annual meetings of shareholders if the election of Trustees is not required under the Investment Company Act of 1940, as amended (the Investment Company Act). It is the present intention of the Trustees not to hold annual meetings of shareholders unless such shareholder action is required.

INFORMATION REGARDING TRUSTEES

<TABLE>
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF BENEFICIAL INTEREST OWNED AT , 1994
Edward D. Beach (69), President and Director of BMC Fund, Inc., a closed-end investment company; prior thereto, Vice Chairman of Broyhill Furniture Industries, Inc.;	Trustee	-0-

</TABLE>

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<TABLE>
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF BENEFICIAL INTEREST OWNED AT , 1994
<S>	<C>	<C>
Certified Public Accountant; Secretary and Treasurer of Broyhill Family Foundation, Inc.; President, Treasurer and Director of First Financial Fund, Inc. and The High Yield Plus Fund, Inc.; President and Director of Global Utility Fund, Inc.; Director of The Global Government Plus Fund, Inc., The Global Yield Fund, Inc., Prudential Adjustable Rate Securities Fund, Inc., Prudential Equity Fund, Inc., Prudential Global Genesis Fund, Prudential Global Natural Resources Fund, Prudential GNMA Fund, Prudential Government Plus Fund, Prudential Multi-Sector Fund, Inc. and Prudential Special Money Market Fund; Trustee of The Black-Rock Government Income Trust, Command Government Fund, Command Money Fund, Command Tax-Free Fund, Prudential California Municipal Fund, Prudential Equity Income Fund, Prudential Flexi-Fund, Prudential Municipal Bond Fund and Prudential Municipal Series Fund.		
Donald D. Lennox (75), Chairman (since February 1990) and Director (since April 1989) of International Imaging Materials, Inc.; Retired Chairman, Chief Executive Officer and Director of Schlegel Corporation (industrial manufacturing)	Trustee	1,439

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<TABLE>
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF BENEFICIAL INTEREST OWNED AT , 1994
<S>	<C>	<C>
(March 1987-February 1989); Director of Gleason Corporation, Navistar International Corporation, Personal Sound Technologies, Inc., Prudential Global Genesis Fund, Prudential Global Natural Resources Fund, Prudential Institutional Liquidity Portfolio, Inc., Prudential Multi-Sector Fund, Inc., The Global Government Plus Fund, Inc. and The High Yield Income Fund, Inc.; Trustee of Prudential Equity Income Fund, Prudential FlexiFund, Prudential Municipal Bond Fund and The Target Portfolio Trust.		
Douglas H. McCorkindale (54), Vice Chairman, Gannett Co., Inc. (publishing and media) (since March 1984); Director of Rochester Telephone Corporation, Prudential Global Genesis Fund, Prudential Global Natural Resources Fund, Prudential Multi-Sector Fund, Inc. and The Global Government Plus Fund, Inc.; Trustee of Prudential Equity Income Fund, Prudential FlexiFund and Prudential Municipal Bond Fund.	Trustee	-0-
*Lawrence C. McQuade (66), Vice Chairman of Prudential Mutual Fund Management, Inc. (PMF) (since 1988); Managing Director, Investment Banking, Prudential Securities (1988-1991); Director of	President and Trustee	-0-

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<TABLE>
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF BENEFICIAL INTEREST OWNED AT , 1994
<S>	<C>	<C>
Quixote Corporation (since February 1992) and BUNZL, PLC (since June 1991); formerly Director of Crazy Eddie Inc. (1987-1990) and Kaiser Tech, Ltd. and Kaiser Aluminum and Chemical Corp. (March 1987-November 1988); formerly Executive Vice President and Director of W.R. Grace & Company; President and Director of Prudential Adjustable Rate Securities Fund, Inc., Prudential Equity Fund, Inc., Prudential Global Fund, Inc., Prudential Global Genesis Fund, Prudential Global Natural Resources Fund, Prudential GNMA Fund, Prudential Government Plus Fund, Prudential Growth Fund, Inc., Prudential Growth Opportunity Fund, Prudential High Yield Fund, Prudential IncomeVertible-R- Fund, Inc.,		

Prudential Institutional Liquidity Portfolio, Inc., Prudential Intermediate Global Income Fund, Inc., Prudential MoneyMart Assets, Prudential Multi-Sector Fund, Inc., Prudential National Municipals Fund, Prudential Pacific Growth Fund, Inc., Prudential Short-Term Global Income Fund, Inc., Prudential Special Money Market Fund, Prudential Structured Maturity Fund, Prudential Tax-Free Money Fund, Prudential Utility Fund, The Global Government Plus Fund, Inc., The Global Yield Fund, Inc., and The High Yield Income Fund,

</TABLE>

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<TABLE>
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF BENEFICIAL INTEREST OWNED AT , 1994
<S>	<C>	<C>
Inc.; President and Trustee of The BlackRock Government Income Trust, Command Government Fund, Command Money Fund, Command Tax-Free Fund, Prudential California Municipal Fund, Prudential Equity Income Fund, Prudential FlexiFund, Prudential Government Securities Trust, Prudential Municipal Bond Fund, Prudential Municipal Series Fund, Prudential U.S. Government Fund and The Target Portfolio Trust.		
Thomas T. Mooney (52), President of the Greater Rochester Metro Chamber of Commerce; Rochester City Manager; Trustee of Center for Governmental Research, Inc.; Director of Blue Cross of Rochester, Monroe County Water Authority, Rochester Jobs, Inc., Industrial Management Council, Inc., Executive Service Corps of Rochester, Monroe County Industrial Development Corporation, Global Utility Fund, Inc., Prudential Adjustable Rate Securities Fund, Inc., Prudential Equity Fund, Inc., Prudential Global Genesis Fund, Prudential Global Natural Resources Fund, Prudential GNMA Fund, Prudential Government Plus Fund, Prudential Multi-Sector Fund, Inc., First Financial Fund, Inc., The Global Government Plus Fund, Inc., The Global Yield Fund, Inc. and The High Yield Plus Fund,	Trustee	382

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NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF BENEFICIAL INTEREST OWNED AT , 1994
<S>	<C>	<C>
Inc.; Trustee of Prudential California Municipal Fund, Prudential Equity Income Fund, Prudential FlexiFund, Prudential Municipal Bond Fund and Prudential Municipal Series Fund.		
*Richard A. Redeker (50), President, Chief Executive Officer and Director (since October 1993), PMF; Executive Vice President, Director and Member of Operating Committee (since October 1993), Prudential Securities; Director of Prudential Securities Group, Inc. (PSG) (since October 1993); formerly Senior Executive Vice President and Director of Kemper Financial Services, Inc. (September 1978 - September 1993); Director of Global Utility Fund, Inc., Prudential Adjustable Rate Securities Fund, Inc., Prudential Equity Fund, Inc., Prudential Global Fund, Inc., Prudential Global Genesis Fund, Prudential Global Natural Resources Fund, Prudential GNMA Fund, Prudential Government Plus Fund, Prudential Growth Fund, Inc., Prudential IncomeVertible-R- Fund, Inc., Prudential Institutional Liquidity Portfolio, Inc., Prudential Intermediate Global Income Fund, Inc., Prudential MoneyMart Assets, Prudential Multi-Sector Fund, Inc., Prudential Pacific Growth Fund, Inc., Prudential Short-Term Global	Trustee	-0-

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NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS AND	POSITION WITH	SHARES OF BENEFICIAL INTEREST OWNED AT
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<S>	<C>	<C>
Income Fund, Inc., Prudential Special Money Market Fund, Prudential Structured Maturity Fund, Prudential Utility Fund, The Global Yield Fund, Inc., The Global Government Plus Fund, Inc., and The High Yield Income Fund, Inc.; Trustee of The BlackRock Government Income Trust, Command Government Fund, Command Money Fund, Command Tax-Free Fund, Prudential California Municipal Fund, Prudential Equity Income Fund, Prudential FlexiFund, Prudential Municipal Bond Fund, Prudential Municipal Series Fund, Prudential U.S. Government Fund and The Target Portfolio Trust.		
Louis A. Weil, III (52), Publisher and Chief Executive Officer, Phoenix Newspapers, Inc. (since August 1991); Director of Central Newspapers, Inc. (since September 1991); prior thereto, Publisher of Time Magazine (May 1989-March 1991); formerly President, Publisher and CEO of The Detroit News (February 1986-August 1989); formerly member of the Advisory Board, Chase Manhattan Bank-Westchester; Trustee of Prudential Equity Income Fund, Prudential FlexiFund, Prudential Government Securities Trust and Prudential Municipal Bond Fund; Director of Prudential Global Genesis Fund, Prudential Global Natural	Trustee	795

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<TABLE>
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF BENEFICIAL INTEREST OWNED AT , 1994
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<S>

Resources Fund, Prudential Growth Opportunity Fund, Prudential High Yield Fund, Prudential Multi-Sector Fund, Inc., Prudential National Municipals Fund, Prudential Tax-Free Money Fund and The Global Government Plus Fund, Inc.

<FN>

* Indicates "interested" Trustee, as defined in the Investment Company Act, by reason of his affiliation with PMF or Prudential Securities.

</TABLE>

The Trustees and officers of the Fund as a group owned beneficially 412 shares of the Conservatively Managed Portfolio and 2204 shares of the Strategy Portfolio of the Fund at , 1994, representing less than 1% of the outstanding shares of each Portfolio of the Fund.

The Fund pays annual compensation of \$8,500, plus travel and incidental expenses, to each of the five Trustees not affiliated with PMF or Prudential Securities. The Trustees have the option to receive the Trustee's fee pursuant to a deferred fee agreement with the Fund. Under the terms of the agreement, the Fund accrues daily the amount of such Trustee's fee which accrues interest at a rate equivalent to the prevailing rate applicable to 90-day U.S. Treasury Bills at the beginning of each calendar quarter or, pursuant to an exemptive order of the Securities and Exchange Commission (SEC), at the rate of return of the Fund. Payment of the interest so accrued is also deferred and accruals become payable at the option of the Trustee. The Fund's obligation to make payments of deferred Trustees' fees, together with interest thereon, is a general obligation of the Fund. During the fiscal year ended July 31, 1993, the Fund paid Trustees' fees of approximately \$51,000, and travel and incidental expenses of approximately \$2,774.

There were three regular meetings and three special meetings of the Fund's Trustees held during the fiscal year ended July 31, 1993. The Trustees presently have an Audit Committee, the members of which are Messrs. Beach, Lennox, McCorkindale, Mooney and Weil, the Fund's non-interested Trustees. The Audit Committee met twice during the fiscal year ended July 31, 1993. The Audit Committee makes recommendations to the Trustees with respect to the engagement of independent accountants and reviews with the independent

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accountants the plan and results of the audit engagement and matters having a material effect upon the Fund's financial operations. The Trustees also have a Nominating Committee, comprised of the Fund's non-interested Trustees, which selects and proposes candidates for election as Trustees. The Nominating Committee met once during the fiscal year ended July 31, 1993. The Nominating Committee does not consider nominees recommended by shareholders to fill Trustee

vacancies.

During the fiscal year ended July 31, 1993, no Trustee attended fewer than 75% of the aggregate of the total number of meetings of the Trustees and any committees thereof of which such Trustee was a member.

The executive officers of the Fund, other than as shown above, are: S. Jane Rose, Secretary, having held office since March 12, 1987; Robert F. Gunia, Vice President, and Susan C. Cote, Treasurer and Principal Financial and Accounting Officer, both having held office since October 7, 1987; and Marguerite E.H. Morrison, Assistant Secretary, having held office since May 15, 1991. Mr. Gunia is 47 years old and is currently Chief Administrative Officer (since July 1990), Director, Executive Vice President, Treasurer and Chief Financial Officer (since June 1987) of PMF and Senior Vice President (since March 1987) of Prudential Securities. He is also Vice President and Director (since May 1989) of The Asia Pacific Fund, Inc. Ms. Cote is 39 years old and is Senior Vice President (since January 1989) of PMF and a Senior Vice President of Prudential Securities (since January 1992). Prior thereto, she was Vice President (January 1986-December 1991) of Prudential Securities. Ms. Rose is 48 years old and is Senior Vice President (since January 1991) and Senior Counsel (since June 1987) of PMF and a Senior Vice President and Senior Counsel of Prudential Securities (since July 1992). Prior thereto, she was First Vice President (June 1987-December 1990) of PMF and Vice President and Associate General Counsel of Prudential Securities. Ms. Morrison is 37 years old and is a Vice President and Associate General Counsel (since July 1991) of PMF and Vice President and Associate General Counsel (since September 1987) of Prudential Securities. The executive officers of the Fund are elected annually by the Trustees.

REQUIRED VOTE

Trustees must be elected by a vote of a plurality of the shares present at the Meeting in person or by proxy and entitled to vote thereupon, provided that a quorum is present.

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MANAGEMENT OF THE FUND

THE MANAGER

Prudential Mutual Fund Management, Inc. (PMF or the Manager), One Seaport Plaza, New York, New York 10292, serves as the Fund's Manager under a management agreement dated as of March 1, 1988 (the Management Agreement).

The Management Agreement was last approved by the Trustees of the Fund, including a majority of the Trustees who are not parties to such contract or interested persons of such parties (as defined in the Investment Company Act) on May 4, 1993 and was approved by shareholders on February 19, 1988.

TERMS OF THE MANAGEMENT AGREEMENT

Pursuant to the Management Agreement, PMF, subject to the supervision of the Fund's Trustees and in conformity with the stated policies of the Fund, is responsible for managing or providing for the management of the investment of the Fund's assets. In this regard, PMF provides supervision of the Fund's investments, furnishes a continuous investment program for the Fund's portfolios and places purchase and sale orders for portfolio securities of the Fund and other investments. The Prudential Investment Company (PIC), a wholly-owned subsidiary of The Prudential Insurance Company of America (Prudential), provides such services pursuant to a subadvisory agreement (the Subadvisory Agreement) with PMF. PMF also administers the Fund's business affairs, subject to the supervision of the Fund's Trustees, and, in connection therewith, furnishes the Fund with office facilities, together with those ordinary clerical and bookkeeping services which are not being furnished by the Fund's Transfer and Dividend Disbursing Agent and Custodian.

PMF has authorized any of its directors, officers and employees who have been elected as Trustees or officers of the Fund to serve in the capacities in which they have been elected. All services furnished by PMF under the Management Agreement may be furnished by any such directors, officers or employees of PMF. In connection with its administration of the corporate affairs of the Fund, PMF bears the following expenses:

- (a) the salaries and expenses of all personnel of the Fund and PMF, except the fees and expenses of Trustees not affiliated with PMF or the Fund's investment adviser;

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(b) all expenses incurred by PMF or by the Fund in connection with administering the ordinary course of the Fund's business, other than those assumed by the Fund, as described below; and

(c) the costs and expenses payable to PIC pursuant to the Subadvisory Agreement.

The Fund pays PMF for the services performed and the facilities furnished by it a fee at an annual rate of .65 of 1% of the average net assets of each Portfolio. The fee is computed daily and paid monthly. For the fiscal year ended July 31, 1993, PMF received management fees of \$1,837,757 and \$2,362,366 on behalf of the Conservatively Managed Portfolio and the Strategy Portfolio, respectively.

The Management Agreement provides that, if the expenses of the Fund (including the fees of PMF, but excluding interest, taxes, brokerage commissions, distribution fees and litigation and indemnification expenses and other extraordinary expenses not incurred in the ordinary course of the Fund's business) for any fiscal year exceed the lowest applicable annual expense limitation established and enforced pursuant to the statutes or regulations of any jurisdiction in which shares of the Fund are then qualified for offer and sale, the compensation due PMF will be reduced by the amount of such excess, or if such reduction exceeds the compensation payable to PMF, PMF will pay the Fund the amount of such reduction which exceeds the amount of such compensation. Any such reductions or payments are subject to readjustment during the year. No such reductions or payments were required during the fiscal year ended July 31, 1993. The Fund believes the most restrictive of such annual limitations is 2 1/2% of a fund's average daily net assets up to \$30 million, 2% of the next \$70 million of such assets and 1 1/2% of such assets in excess of \$100 million.

Except as indicated above, the Fund is responsible under the Management Agreement for the payment of its expenses, including (a) the fees payable to PMF, (b) the fees and expenses of Trustees who are not affiliated with PMF or the investment adviser, (c) the fees and certain expenses of the Fund's Custodian and Transfer and Dividend Disbursing Agent, including the cost of providing records of the Fund and of pricing Fund shares, (d) the charges and expenses of the Fund's legal counsel and independent accountants, (e) brokerage commissions and any issue or transfer taxes chargeable to the Fund in connection with its securities transactions, (f) all taxes and corporate fees payable by the Fund to governmental agencies, (g) the fees of any trade association of which the Fund may be a member, (h) the cost of any stock certificates representing shares of the Fund, (i) the cost of fidelity and liability insurance, (j) certain

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organization expenses of the Fund and the fees and expenses involved in registering and maintaining registration of the Fund and of its shares with the SEC and registering the Fund as a broker or dealer and qualifying its shares under state securities laws, including the preparation and printing of the Fund's registration statements and prospectuses for such purposes, (k) allocable communications expenses with respect to investor services and all expenses of shareholders' and Trustees' meetings and of preparing, printing and mailing reports, proxy statements and prospectuses to shareholders in the amount necessary for distribution to the shareholders, (l) litigation and indemnification expenses and other extraordinary expenses not incurred in the ordinary course of the Fund's business and (m) distribution fees.

The Management Agreement provides that PMF will not be liable to the Fund for any error of judgment by PMF or for any loss suffered by the Fund in connection with the matters to which the Management Agreement relates except a loss resulting from a breach of fiduciary duty with respect to the receipt of compensation for services or willful misfeasance, bad faith, gross negligence or reckless disregard of duty. The Management Agreement also provides that it will terminate automatically if assigned and that it may be terminated without penalty by the Trustees of the Fund, by vote of a majority of the Fund's outstanding voting securities (as defined in the Investment Company Act) or by the Manager, upon not more than 60 days' nor less than 30 days' written notice.

INFORMATION ABOUT PMF

PMF, a subsidiary of Prudential Securities and an indirect, wholly-owned subsidiary of Prudential, was organized in May 1987 under the laws of the State of Delaware. Prudential's address is Prudential Plaza, Newark, New Jersey 07102. PMF acts as manager for the following investment companies:

Open-End Management Investment Companies: Command Government Fund, Command Money Fund, Command Tax-Free Fund, Prudential Adjustable Rate Securities Fund, Inc., Prudential California Municipal Fund, Prudential Equity Fund, Inc., Prudential Equity Income Fund, Prudential FlexiFund,

Prudential Global Fund, Inc., Prudential-Bache Global Genesis Fund, Inc. (d/b/a Prudential Global Genesis Fund), Prudential-Bache Global Natural Resources Fund, Inc. (d/b/a Prudential Global Natural Resources Fund), Prudential-Bache GNMA Fund, Inc. (d/b/a Prudential GNMA Fund), Prudential-Bache Government Plus Fund, Inc. (d/b/a Prudential Government Plus Fund), Prudential Government Securities Trust, Prudential Growth Fund, Inc., Prudential-Bache Growth Opportunity Fund, Inc. (d/b/a Prudential Growth Opportunity Fund), Prudential-

Bache High Yield Fund, Inc. (d/b/a Prudential High Yield Fund), Prudential IncomeVertible-R- Fund, Inc., Prudential-Bache MoneyMart Assets Fund, Inc. (d/b/a Prudential MoneyMart Assets), Prudential Multi-Sector Fund, Inc., Prudential Municipal Bond Fund, Prudential Municipal Series Fund, Prudential-Bache National Municipals Fund, Inc. (d/b/a Prudential National Municipals Fund), Prudential Pacific Growth Fund, Inc., Prudential Short-Term Global Income Fund, Prudential-Bache Special Money Market Fund, Inc. (d/b/a Prudential Special Money Market Fund), Prudential-Bache Structured Maturity Fund, Inc. (d/b/a Prudential Structured Maturity Fund), Prudential-Bache Tax-Free Money Fund, Inc., (d/b/a Prudential Tax-Free Money Fund), Prudential U.S. Government Fund, Prudential-Bache Utility Fund, Inc. (d/b/a Prudential Utility Fund), Prudential Institutional Liquidity Portfolio, Inc., Prudential Intermediate Global Income Fund, Inc., Global Utility Fund, Inc., Nicholas-Applegate Fund, Inc. and The BlackRock Government Income Trust.

Closed-End Management Investment Companies: The Global Government Plus Fund, Inc., The Global Yield Fund, Inc. and The High Yield Income Fund, Inc.

The consolidated statement of financial condition of PMF and subsidiaries as of December 31, 1993, is set forth as Exhibit A to this Proxy Statement.

Certain information regarding the directors and principal executive officers of PMF is set forth below. Except as otherwise indicated, the address of each person is One Seaport Plaza, New York, New York 10292.

<TABLE>
<CAPTION>

NAME AND ADDRESS	POSITION WITH PMF	PRINCIPAL OCCUPATIONS
<S>	<C>	<C>
Maureen Behning-Doyle	Executive Vice President	Executive Vice President, PMF; Senior Vice President, Prudential Securities
John D. Brookmeyer, Jr. . Two Gateway Center Newark, NJ 07102	Director	Senior Vice President, Prudential
Susan C. Cote	Senior Vice President	Senior Vice President, PMF; Senior Vice President, Prudential Securities

</TABLE>

<TABLE>
<CAPTION>

NAME AND ADDRESS	POSITION WITH PMF	PRINCIPAL OCCUPATIONS
<S>	<C>	<C>
Fred A. Fiandaca	Executive Vice President, Chief Operating Officer and Director	Executive Vice President, Chief Operating Officer and Director, PMF; Chairman, Chief Operating Officer and Director, Prudential Mutual Fund Services, Inc.
Stephen P. Fisher	Senior Vice President	Senior Vice President, PMF; Senior Vice President, Prudential Securities
Frank W. Giordano	Executive Vice President, General Counsel and Secretary	Executive Vice President, General Counsel and Secretary, PMF; Senior Vice President, Prudential Securities
Robert F. Gunia	Executive Vice President, Chief Financial and	Executive Vice President, Chief Financial and Administrative Officer,

	Administrative Officer, Treasurer and Director	Treasurer and Director, PMF; Senior Vice President, Prudential Securities
Eugene B. Heimberg	Director	Senior Vice President, Prudential
Prudential Plaza Newark, NJ 07102		
Lawrence C. McQuade.....	Vice Chairman	Vice Chairman, PMF
Leland B. Paton.....	Director	Executive Vice President and Director, Prudential Securities; Director, PSG

</TABLE>

<TABLE>
<CAPTION>

NAME AND ADDRESS	POSITION WITH PMF	PRINCIPAL OCCUPATIONS
-----	-----	-----
<S>	<C>	<C>
Richard A. Redeker.....	President, Chief Executive Officer and Director	President, Chief Executive Officer and Director, PMF; Executive Vice President, Director and Member of the Operating Committee, Prudential Securities; Director, PSG
S. Jane Rose.....	Senior Vice President, Senior Counsel and Assistant Secretary	Senior Vice President, Senior Counsel and Assistant Secretary, PMF; Senior Vice President and Senior Counsel, Prudential Securities
Donald G. Southwell	Director	Senior Vice President, Prudential; Director, PSG
213 Washington Street Newark, NJ 07102		

</TABLE>

THE SUBADVISER

Investment advisory services are provided to the Fund by PMF through its affiliate, The Prudential Investment Corporation (PIC or the Subadviser), Prudential Plaza, Newark, New Jersey 07102, under a Subadvisory Agreement. The Subadvisory Agreement was approved by shareholders on February 19, 1988 and was last approved by the Trustees of the Fund, including a majority of the Trustees who are not parties to such contract or interested persons of such parties (as defined in the Investment Company Act), on May 4, 1993.

TERMS OF THE SUBADVISORY AGREEMENT

Pursuant to the Subadvisory Agreement, PIC, subject to the supervision of PMF and the Trustees and in conformity with the stated policies of the Fund, manages the investment operations of the Fund and the composition of the Fund's portfolios, including the purchase, retention and disposition of securities and other investments. PIC is reimbursed by PMF for reasonable costs and expenses incurred by it in furnishing such services. The fees paid by the Fund to PMF under the Management Agreement with PMF are not affected by this arrangement. PIC keeps certain books and records required to be maintained

pursuant to the Investment Company Act. The investment advisory services of PIC to the Fund are not exclusive under the terms of the Subadvisory Agreement and PIC is free to, and does, render investment advisory services to others.

PIC has authorized any of its directors, officers and employees who may be elected as Trustees or officers of the Fund to serve in the capacities in which they have been elected. Services furnished by PIC under the Subadvisory Agreement may be furnished by any such directors, officers or employees of PIC. The Subadvisory Agreement provides that PIC shall not be liable for any error of judgment or for any loss suffered by the Fund or PMF in connection with the matters to which the Subadvisory Agreement relates, except a loss resulting from willful misfeasance, bad faith or gross negligence on PIC's part in the performance of its duties or from its reckless disregard of duty. The Subadvisory Agreement provides that it shall terminate automatically if assigned or upon termination of the Management Agreement and that it may be terminated without penalty by either party upon not more than 60 days' nor less than 30 days' written notice.

INFORMATION ABOUT PIC

PIC was organized in June 1984 under the laws of the State of New Jersey. The business and other connections of PIC's directors and executive officers are as set forth below. Except as otherwise indicated, the address of each person is Prudential Plaza, Newark, New Jersey 07102.

<TABLE>
<CAPTION>

NAME AND ADDRESS	POSITION WITH PIC	PRINCIPAL OCCUPATIONS
<S>	<C>	<C>
Martin A. Berkowitz	Senior Vice President, Chief Financial and Compliance Officer	Senior Vice President and Chief Financial and Compliance Officer, PIC; Vice President, Prudential
William M. Bethke	Senior Vice President	Senior Vice President, Prudential
John D. Brookmeyer, Jr.	Senior Vice President	Senior Vice President, Prudential; Senior Vice President, PIC
Eugene B. Heimberg	President and Director	Senior Vice President, Prudential

</TABLE>

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<TABLE>
<CAPTION>

NAME AND ADDRESS	POSITION WITH PIC	PRINCIPAL OCCUPATIONS
<S>	<C>	<C>
Garnett L. Keith, Jr.	Director	Vice Chairman and Director, Prudential
William P. Link	Executive Vice President	Executive Vice President, Prudential
Robert E. Riley	Executive Vice President	Executive Vice President, Prudential; Director, PSG
James W. Stevens	Executive Vice President	Executive Vice President, Prudential; Director, PSG
Robert C. Winters	Director	Chairman of the Board and Chief Executive Officer, Prudential; Chairman of the Board, PSG
Claude J. Zinngrabe, Jr.	Executive Vice President	Vice President, Prudential

</TABLE>

THE DISTRIBUTORS

Prudential Mutual Fund Distributors, Inc. (PMFD), One Seaport Plaza, New York, New York 10292, acts as the distributor of the Class A shares of the Fund. Prudential Securities, One Seaport Plaza, New York, New York 10292, acts as the distributor of the Class B shares of the Fund.

Under separate Distribution and Service Plans (the Class A Plan and the Class B Plan, collectively, the Plans) adopted by the Fund under Rule 12b-1 under the Investment Company Act and separate distribution agreements (the Distribution Agreements), PMFD and Prudential Securities (collectively, the Distributor) incur the expenses of distributing the Fund's Class A and Class B shares, respectively.

The Plans were last approved by the Trustees, including a majority of the Trustees who are not interested persons of the Fund and who have no direct or indirect financial interest in the operation of the Class A or Class B Plan or in any agreement related to either Plan (the Rule 12b-1 Trustees), on May 4, 1993. The Class A Plan was approved by the Class A shareholders of each Portfolio on December 19, 1990. The Class B Plan was approved by the Class B shareholders of each Portfolio on January 11, 1990.

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The plans are proposed to be amended as set forth in Proposals No. 3 and 4 below.

CLASS A PLAN. Under the Class A Plan, the Fund reimburses PMFD for its

distribution-related expenses with respect to Class A shares of each Portfolio at an annual rate of up to .30 of 1% of the average daily net assets of the Class A shares. The Class A Plan provides that (i) up to .25 of 1% of the average daily net assets of the Class A shares may be used for personal service and/or the maintenance of shareholder accounts (service fee) and (ii) total distribution fees (including the service fee of .25 of 1%) may not exceed .30 of 1% of the average daily net assets of the Class A shares. PMFD has advised the Fund that distribution-related expenses of the Fund will not exceed .25 of 1% of the average daily net assets of the Class A shares of each Portfolio for the fiscal year ending July 31, 1994.

For the fiscal year ended July 31, 1993, PMFD received payments of \$30,784 for the Conservatively Managed Portfolio and \$48,431 for the Strategy Portfolio under the Class A Plan representing .20 of 1% of the average daily net assets of the Class A shares of each Portfolio as reimbursement of expenses related to the distribution of Class A shares. These amounts were primarily expended on account servicing fees to Prudential Securities and Pruco Securities Corporation, an affiliated broker-dealer (Prusec), for payments to financial advisers and other salespersons who sell Class A shares. For the fiscal year ended July 31, 1993, PMFD also received \$405,000 and \$338,000 on behalf of the Conservatively Managed Portfolio and Strategy Portfolio, respectively, in initial sales charges.

CLASS B PLAN. Under the Class B Plan, the Fund reimburses Prudential Securities for its distribution-related expenses with respect to Class B shares of each Portfolio at an annual rate of up to .75 of 1% of the average daily net assets of the Class B shares. The Class B Plan also provides for the payment of a service fee to Prudential Securities at a rate not to exceed .25 of 1% of the average daily net assets of Class B shares of each Portfolio. The aggregate distribution fee for Class B shares (asset-based sales charge plus service fee) will not exceed 1% of average daily net assets under the Class B Plan.

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For the fiscal year ended July 31, 1993, it is estimated that Prudential Securities spent approximately the following amounts on behalf of the Portfolios of the Fund:

<TABLE>
<CAPTION>

PORTFOLIO	PRINTING AND MAILING PROSPECTUSES TO OTHER THAN CURRENT SHAREHOLDERS	INTEREST AND CARRYING CHARGES	COMMISSION PAYMENTS TO FINANCIAL ADVISERS OF PRUDENTIAL SECURITIES	OVERHEAD COSTS OF PRUDENTIAL SECURITIES*	COMPENSATION TO PRUSEC FOR COMMISSION PAYMENTS TO ACCOUNT EXECUTIVES AND OTHER EXPENSES*	APPROXIMATE TOTAL AMOUNT SPENT BY DISTRIBUTOR ON BEHALF OF PORTFOLIO
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Conservatively Managed Portfolio.....	\$ 19,400	\$358,900	\$ 887,800	\$ 1,182,900	\$2,125,800	\$4,574,800
Strategy Portfolio.....	\$ 18,600	\$298,900	\$ 1,115,100	\$ 1,571,200	\$ 857,700	\$3,861,500

<FN>

* Including lease, utility and sales promotional expenses.

</TABLE>

The term "overhead costs" represents (a) the expenses of operating the branch offices of Prudential Securities and Prusec in connection with the sale of Fund shares, including lease costs, the salaries and employee benefits of operations and sales support personnel, utility costs, communication costs and the costs of stationery and supplies, (b) the cost of client sales seminars, (c) expenses of mutual fund sales coordinators to promote the sale of Fund shares and (d) other incidental expenses relating to branch promotion of sales.

Prudential Securities also receives the proceeds of contingent deferred sales charges paid by holders of Class B shares upon certain redemptions of Class B shares. The amount of distribution expenses reimbursable by Class B shares of the Fund is reduced by the amount of such contingent deferred sales charges. For the fiscal year ended July 31, 1993, Prudential Securities received approximately \$425,000 on behalf of the Conservatively Managed Portfolio and \$736,000 on behalf of the Strategic Portfolio, in contingent deferred sales charges. As of December 31, 1993, the aggregate amount of unreimbursed distribution expenses for the Fund's Class B shares was approximately \$20,079,700 (\$11,499,600 for the Conservatively Managed Portfolio and \$8,580,100 for the Strategy Portfolio).

The Class A and Class B Plans continue in effect from year to year, provided that each such continuance is approved at least annually by a vote of the

Trustees, including a majority vote of the Rule 12b-1 Trustees, cast in person at a meeting called for the purpose of voting on such continuance. The Class A and Class B Plans may each be terminated at any time, without penalty, by the vote of a majority of the Rule 12b-1 Trustees or by the vote of the holders of a majority of the outstanding shares of the applicable class on not more than 30

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days' written notice to any other party to the Plans. Neither Plan may be amended to increase materially the amounts to be spent for the services described therein without approval by the shareholders of the applicable class, and all material amendments are required to be approved by the Trustees in the manner described above. Each Plan will automatically terminate in the event of its assignment. The Fund will not be contractually obligated to pay expenses incurred under either the Class A Plan or the Class B Plan if it is terminated or not continued. In the event of termination or noncontinuation of the Class B Plan, the Trustees may consider the appropriateness of having the Fund reimburse Prudential Securities for the outstanding carry forward amounts plus interest thereon.

Pursuant to each Plan, the Trustees review at least quarterly a written report of the distribution expenses incurred on behalf of the Class A and Class B shares of the Portfolios of the Fund by PMFD and Prudential Securities, respectively. The report includes an itemization of the distribution expenses and the purposes of such expenditures. In addition, as long as the Plans remain in effect, the selection and nomination of Rule 12b-1 Trustees shall be committed to the Rule 12b-1 Trustees.

Pursuant to each Distribution Agreement, the Fund has agreed to indemnify PMFD and Prudential Securities to the extent permitted by applicable law against certain liabilities under the Securities Act. Each Distribution Agreement was last approved by the Trustees, including a majority of the Rule 12b-1 Trustees, on May 4, 1993.

PORTFOLIO TRANSACTIONS

The Manager is responsible for decisions to buy and sell securities and options on securities and futures for each Portfolio of the Fund, the selection of brokers, dealers and futures commission merchants to effect the transactions and the negotiation of brokerage commissions, if any. For purposes of this section, the term "Manager" includes the Subadviser. Broker-dealers may receive negotiated brokerage commissions on Fund portfolio transactions, including options and the purchase and sale of underlying securities upon the exercise of options. Orders may be directed to any broker or futures commission merchant including, to the extent and in the manner permitted by applicable law, Prudential Securities and its affiliates.

Equity securities traded in the over-the-counter market and bonds are generally traded on a "net" basis with dealers acting as principal for their own accounts without a stated commission, although the price of the security usually

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includes a profit to the dealer. In underwritten offerings, securities are purchased at a fixed price which includes an amount of compensation to the underwriter, generally referred to as the underwriter's concession or discount. On occasion, certain money market instruments and U.S. Government agency securities may be purchased directly from the issuer, in which case no commissions or discounts are paid. The Fund will not deal with Prudential Securities (or any affiliate) in any transaction in which Prudential Securities (or any affiliate) acts as principal. Thus, it will not deal with Prudential Securities (or any affiliate) acting as market maker, and it will not execute a negotiated trade with Prudential Securities if execution involves Prudential Securities (or any affiliate) acting as principal with respect to any part of the Fund's order.

In placing orders for portfolio securities of the Fund, the Manager is required to give primary consideration to obtaining the most favorable price and efficient execution. Within the framework of this policy, the Manager will consider the research and investment services provided by brokers, dealers or futures commission merchants who effect or are parties to portfolio transactions of the Fund, the Manager or the Manager's other clients. Such research and investment services are those which brokerage houses customarily provide to institutional investors and include statistical and economic data and research reports on particular companies and industries. Such services are used by the Manager in connection with all of its investment activities, and some of such services obtained in connection with the execution of transactions for the Fund may be used in managing other investment accounts. Conversely, brokers, dealers or futures commission merchants furnishing such services may be selected for the execution of transactions of such other accounts, whose aggregate assets are far

larger than the Fund's, and the services furnished by such brokers, dealers or futures commission merchants may be used by the Manager in providing investment management for the Fund. Commission rates are established pursuant to negotiations with the broker, dealer or futures commission merchant based on the quality and quantity of execution services provided by the broker, dealer or futures commission merchant in the light of generally prevailing rates. The Manager's policy is to pay higher commissions to brokers, other than Prudential Securities, for particular transactions than might be charged if a different broker had been selected, on occasions when, in the Manager's opinion, this policy furthers the objective of obtaining best price and execution. In addition, the manager is authorized to pay higher commissions on brokerage transactions for the Fund to brokers other than Prudential Securities in order to secure research and investment services described above, subject to

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review by the Fund's Trustees from time to time as to the extent and continuation of this practice. The allocation of orders among brokers and the commission rates paid are reviewed periodically by the Fund's Trustees. Portfolio securities may not be purchased from any underwriting or selling syndicate of which Prudential Securities (or any affiliate), during the existence of the syndicate, is a principal underwriter (as defined in the Investment Company Act), except in accordance with rules of the SEC. This limitation, in the opinion of the Fund, will not significantly affect the ability of the Portfolios to pursue their investment objectives. However, in the future in other circumstances, the Portfolios may be at a disadvantage because of this limitation in comparison to other funds with similar objectives but not subject to such limitations.

Subject to the above considerations, Prudential Securities may act as a securities broker or futures commission merchant for the Fund. In order for Prudential Securities or any affiliate to effect any portfolio transactions for the Fund, the commissions, fees or other remuneration received by Prudential Securities or any affiliate must be reasonable and fair compared to the commissions, fees or other remuneration paid to other brokers or futures commission merchants in connection with comparable transactions involving similar securities or futures being purchased or sold on an exchange during a comparable period of time. This standard would allow Prudential Securities or any affiliate to receive no more than the remuneration which would be expected to be received by an unaffiliated broker or futures commission merchant in a commensurate arm's-length transaction. Furthermore, the Trustees of the Fund, including a majority of the Trustees who are not "interested" persons, have adopted procedures which are reasonably designed to provide that any commissions, fees or other remuneration paid to Prudential Securities or any affiliate are consistent with the foregoing standard. In accordance with Section 11(a) the Securities Exchange Act of 1934, Prudential Securities may not retain compensation for effecting transactions on a national securities exchange for the Fund unless the Fund has expressly authorized the retention of such compensation. Prudential Securities must furnish to the Fund at least annually a statement setting forth the total amount of all compensation retained by Prudential Securities from transactions effected for the Fund during the applicable period. Brokerage and futures transactions with Prudential Securities or any affiliate are also subject to such fiduciary standards as may be imposed upon Prudential Securities or such affiliate by applicable law.

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The table below sets forth information concerning the payment of commissions by the Fund, including the commissions paid to Prudential Securities, for the fiscal year ended July 31, 1993:

<TABLE>
<CAPTION>

	FISCAL YEAR ENDED JULY 31, 1993

<S>	<C>
Total brokerage commissions paid by the Fund.....	\$714,203
Total brokerage commissions paid to Prudential Securities or any affiliate.....	\$ 38,171
Percentage of total brokerage commissions paid to Prudential Securities or any affiliate.....	5.3%

</TABLE>

The Fund effected approximately 5.6% of the total dollar amount of its transactions involving the payment of commissions through Prudential Securities during the fiscal year ended July 31, 1993. Of the total brokerage commissions paid during the fiscal year ended July 31, 1993, \$216,009 (or 30%) for the Conservatively Managed Portfolio and \$384,806 (or 53%) for the Strategy Portfolio were paid to firms which provide research, statistical or other

APPROVAL OF A PROPOSAL TO AMEND
THE FUND'S DECLARATION OF TRUST TO PERMIT
THE IMPLEMENTATION OF A CONVERSION FEATURE
(FOR CONSIDERATION BY CLASS A AND CLASS B SHAREHOLDERS, VOTING JOINTLY)
(PROPOSAL NO. 2)

The Trustees are recommending that shareholders approve an amendment to the Fund's Declaration of Trust to permit the implementation of a conversion feature for Class B shares of each Portfolio. The conversion feature is authorized pursuant to an exemptive order of the SEC (the SEC Order) and would provide for the automatic conversion of Class B shares to Class A shares of each Portfolio at relative net asset value approximately seven years after purchase. Class A shares are subject to a lower annual distribution and service fee than Class B shares and conversions would occur without the imposition of any additional sales charge. A description of the conversion feature is set forth in greater detail below. Amendment of the Declaration of Trust requires approval by a majority of the Fund's outstanding shares.

THE CLASSES OF SHARES

The Fund currently offers two classes of shares for each Portfolio, designated as Class A and Class B shares pursuant to the Alternative Purchase Plan, in reliance upon the SEC Order. Class A shares are currently offered with an initial sales charge of up to 5.25% of the offering price and are subject to an annual distribution and service fee of up to .30 of 1% of the average daily net assets of the Class A shares of each Portfolio pursuant to a Rule 12b-1 plan. This fee is currently charged at a rate of .25 of 1% of the average daily net assets of the Class A shares. PMFD has agreed to so limit its fee under the Class A Plan to .25 of 1% of the average daily net assets of the Class A shares of each Portfolio for the fiscal year ending July 31, 1994. Class B shares are currently offered without an initial sales charge but are subject to a contingent deferred sales charge or CDSC (declining from 5% to zero of the lesser of the amount invested or the redemption proceeds) on certain redemptions generally made within six years of purchase and to an annual distribution and service fee pursuant to a Rule 12b-1 plan of up to 1% of the average daily net asset value of the Class B shares.

In accordance with the SEC Order, the Trustees may, among other things, authorize the creation of additional classes of shares from time to time. The Trustees have approved the offering of a new class of shares for each Portfolio, to be designated Class C shares, which will be offered simultaneously with the offering of Class B shares with the proposed conversion feature. Class C shares will be offered without either an initial or a deferred sales charge but will be

subject to an annual distribution and service fee not to exceed 1% of the average daily net assets of the Class C shares. If the proposed conversion feature for Class B shares of each Portfolio is not approved, Class C shares will not be offered.

THE PROPOSED CONVERSION FEATURE

On March 17, 1993, the Fund's Trustees, including a majority of the Trustees who are not "interested persons" of the Fund (as defined in the Investment Company Act), approved an amendment to the Fund's Declaration of Trust to permit the implementation of a conversion feature for each Portfolio's Class B shares. A copy of the proposed amendment to the Fund's Declaration of Trust is attached hereto as Exhibit B.

If this proposal is approved, it is currently contemplated that conversions of Class B shares to Class A shares will occur on a quarterly basis approximately seven years from the purchase. The first conversion is currently anticipated to occur in or about January 1995. Conversions will be effected automatically at relative net asset value without the imposition of any additional sales charge. Class B shareholders will benefit from the conversion feature because they will thereafter be subject to the lower annual distribution and service fee applicable to Class A shares.

Since the Fund tracks amounts paid rather than the number of shares bought on each purchase of Class B shares, it is currently anticipated that the number of Class B shares eligible to convert to Class A shares (excluding shares acquired through the automatic reinvestment of dividends and other distributions) (the Eligible Shares) will be determined for each Portfolio on each conversion date in accordance with the following formula: (i) the ratio of (a) the amounts paid for Class B shares purchased at least seven years prior to

the conversion date to (b) the total amount paid for all Class B shares purchased and then held in a shareholder's account (ii) multiplied by the total number of Class B shares then held in such shareholder's account. Each time any Eligible Shares in a shareholder's account convert to Class A shares, all shares or amounts representing Class B shares then in such account that were acquired through the automatic reinvestment of dividends and other distributions will convert to Class A shares.

For purposes of determining the number of Eligible Shares, if the Class B shares in a shareholder's account on any conversion date are the result of multiple purchases at different net asset values per share, the number of Eligible Shares calculated as described above will generally be either more or less than the number of shares actually purchased approximately seven years before

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such conversion date. For example, if 100 shares were initially purchased at \$10 per share (for a total of \$1,000) and a second purchase of 100 shares was subsequently made at \$11 per share (for a total of \$1,100), 95.24 shares would convert approximately seven years from the initial purchase (I.E., \$1,000 divided by \$2,100, or 47.62%, multiplied by 200 shares, or 95.24 shares). The Manager reserves the right to modify the formula for determining the number of Eligible Shares in the future as it deems appropriate on notice to shareholders.

If the net asset value per share of Class A is higher than that of Class B at the time of conversion (which may be the case because of the higher distribution and service fee applicable to Class B shares), shareholders will receive fewer Class A shares than Class B shares converted although the aggregate dollar value will be the same.

For purposes of calculating the applicable holding period for conversions, all payments for purchases of Class B shares during a month will be deemed to have been made on the last day of the month, or for Class B shares acquired through exchange or a series of exchanges, on the last day of the month in which the original payment for purchases of such Class B shares was made. For Class B shares previously exchanged for shares of a money market fund, the time period during which such shares were held in the money market fund will be excluded. For example, Class B shares held in a money market fund for a period of one year will not convert to Class A until approximately eight years from purchase. For purposes of measuring the time period during which shares are held in a money market fund, exchanges will be deemed to have been made on the last day of the month. Class B shares acquired through exchange will convert to Class A shares after expiration of the conversion period applicable to the original purchase of such shares. As of the date of the first conversion (which, as noted above, is currently anticipated to occur in or about January 1995) all amounts representing Class B shares then outstanding beyond the expiration of the applicable conversion period will automatically convert to Class A shares, together with all shares or amounts representing Class B shares acquired through the automatic reinvestment of dividends and distributions then held in the shareholder's account.

Under current law, no gain or loss will be recognized by a shareholder for U.S. income tax purposes as a result of a conversion of Class B shares into Class A shares.

If approved by shareholders, the conversion feature will be subject to the continuing availability of opinions of counsel (i) that the dividends and other

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distributions paid on Class A and Class B shares will not constitute "preferential dividends" under the Internal Revenue Code of 1986, as amended, and (ii) that the conversion of shares does not constitute a taxable event.

REQUIRED VOTE

The proposed amendment to the Fund's Declaration of Trust to implement the conversion feature requires the affirmative vote of a majority of the Fund's outstanding shares. In the event shareholders of the Fund do not approve the proposed amendment, the conversion feature will not be implemented for the Fund and Class B shares of the Fund will continue to be subject, possibly indefinitely, to their higher annual distribution and service fee.

THE TRUSTEES RECOMMEND THAT YOU VOTE "FOR" THIS PROPOSAL NO. 2.

APPROVAL OF AMENDED AND
RESTATED CLASS A DISTRIBUTION
AND SERVICE PLAN

(FOR CONSIDERATION BY CLASS A AND CLASS B SHAREHOLDERS, VOTING SEPARATELY)

On May 4, 1993, the Fund's Trustees approved an amended and restated Class A Distribution and Service Plan pursuant to Rule 12b-1 under the Investment Company Act and an amended and restated Distribution Agreement with PMFD for Class A shares of the Fund (the Proposed Class A Plan and the Proposed Class A Distribution Agreement, respectively) and recommend submission of the Proposed Class A Plan to the Fund's Class A shareholders for approval or disapproval at this Special Meeting of Shareholders. As contemplated by the SEC Order (previously defined under Proposal No. 2), the Proposed Class A Plan is also being submitted for approval by Class B shareholders because, subject to approval of Proposal No. 2, Class B shares will automatically convert to Class A shares approximately seven years after purchase. The Proposed Class A Distribution Agreement does not require, and is not being submitted for, shareholder approval.

The purpose of the Proposed Class A Plan is to compensate PMFD, the distributor of the Fund's Class A shares, for providing distribution assistance to broker-dealers, including Prudential Securities and Prusec, affiliated broker-dealers, and other qualified broker-dealers, if any, whose customers invest in Class A shares of the Fund and to defray the costs and expenses, including the payment of account servicing fees, of the services provided and activities undertaken to distribute Class A shares (Distribution Activities).

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The Trustees previously adopted a plan of distribution for the Fund's Class A shares pursuant to Rule 12b-1 under the Investment Company Act which was approved by shareholders on December 19, 1990 and last approved by the Trustees on May 4, 1993 (the Existing Class A Plan). Shareholders of the Fund's Class A and Class B shares are being asked to approve amendments to the Existing Class A Plan that change it from a reimbursement type plan to a compensation type plan. The amendments do not change the maximum annual fee that may be paid to PMFD under the Existing Class A Plan, although the possibility exists that expenses incurred by PMFD for which it is entitled to be reimbursed under the Existing Class A Plan may be less than the fee PMFD will receive under the Proposed Class A Plan. The amendments are being proposed to facilitate administration and accounting. The Trustees believe that the Proposed Class A Plan is in the best interest of the Fund and is reasonably likely to benefit the Fund's Class A shareholders. A copy of the Proposed Class A Plan is attached hereto as Exhibit C.

THE EXISTING CLASS A PLAN

Under the Existing Class A Plan, the Fund reimburses PMFD for expenses incurred for Distribution Activities at an annual rate of up to .30 of 1% of the average daily net assets of the Class A shares of each Portfolio (up to .25 of 1% of which may constitute a service fee for the servicing and maintenance of shareholder accounts). Article III, Section 26 of the NASD Rules of Fair Practice (the NASD Rules) places an annual limit of .25 of 1% on fees that may be imposed for the provision of personal service and/or the maintenance of shareholder accounts (service fees) and an annual limit of .75 of 1% on asset-based sales charges (as defined in the NASD Rules). Subject to these limits, the Fund may impose any combination of service fees and asset-based sales charges under both the Existing Class A Plan and the Proposed Class A Plan, provided that the total do not exceed .30 of 1% per annum of the average daily net assets of the Class A shares.

The Existing Class A Plan may not be amended to increase materially the amount to be spent for the services described therein without approval by a majority of the holders of the Class A shares of the Fund. In addition, all material amendments thereof must be approved by vote of a majority of the Trustees, including a majority of the Rule 12b-1 Trustees, cast in person at a meeting called for the purpose of voting on the Plan. So long as the Existing Class A Plan is in effect, the selection and nomination of Trustees who are not interested persons of the Fund will be committed to the discretion of the Rule 12b-1 Trustees.

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The Existing Class A Plan may be terminated at any time without payment of any penalty by the vote of a majority of the Rule 12b-1 Trustees or by the vote of a majority of the outstanding Class A shares of the Fund (as defined in the Investment Company Act) on written notice to any other party to such Plan and will automatically terminate in the event of its assignment (as defined in the Investment Company Act). For a more detailed description of the Existing Class A Plan, see "Management of the Fund--The Distributors--Class A Plan."

THE PROPOSED CLASS A PLAN

The Proposed Class A Plan amends the Existing Class A Plan in one material respect. Under the Existing Class A Plan, the Fund reimburses PMFD for expenses actually incurred for Distribution Activities up to a maximum of .30 of 1% per annum of the average daily net assets of the Class A shares. The Proposed Class A Plan authorizes the Fund to pay PMFD the same maximum annual fee as compensation for its Distribution Activities regardless of the expenses incurred by PMFD for Distribution Activities. The Distributor may, however, as it currently does, voluntarily agree to limit its fee to an amount less than the maximum annual fee. In contrast to the Existing Class A Plan, the amounts payable by the Fund under the Proposed Class A Plan would not be directly related to the expenses actually incurred by PMFD for its Distribution Activities. Consequently, if PMFD's expenses for Distribution Activities are less than the distribution and service fees it receives under the Proposed Class A Plan, it will retain its full fees and realize a profit.

Since inception of the Existing Class A Plan, the reimbursable expenses incurred thereunder by PMFD have generally equalled or exceeded the amount reimbursed by the Fund. For each of the fiscal years ended July 31, 1991, 1992 and 1993, PMFD received payments of \$5,495, \$14,207 and \$30,784, respectively, for the Conservatively Managed Portfolio and \$13,389, \$31,409 and \$48,431, respectively, for the Strategy Portfolio under the Existing Class A Plan representing .20 of 1% of the average daily net assets of the Class A shares for each Portfolio as reimbursement of expenses incurred for Distribution Activities. Although PMFD agreed to limit its fees under the Existing Class A Plan to .25 of 1% for the fiscal years ended July 31, 1991, 1992 and 1993, it in fact further limited its fee to .20 of 1% even though its direct and indirect reimbursable distribution expenses exceeded such amount. PMFD believes that it would have similarly limited its fee had the Proposed Class A Plan been in effect during the past three fiscal years, although it could have assessed the maximum annual fee of .30 of 1%. Regardless of which Plan will be in effect, the Distributor has voluntarily agreed to limit its fees for Distribution Activities to no more

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than .25 of 1% of the average daily net assets of the Class A shares of each Portfolio for the fiscal year ending July 31, 1994. Other expenses incurred by PMFD for Distribution Activities have been, and will continue to be, paid from the proceeds of initial sales charges.

Among the major perceived benefits of a compensation type plan, such as the Proposed Class A Plan, over a reimbursement type plan, such as the Existing Class A Plan, is the facilitation of administration and accounting. Under reimbursement plans, all expenses must be specifically accounted for by the Distributor and attributed to the specific class of shares of a fund in order to qualify for reimbursement. Although the Proposed Class A Plan will continue to require quarterly reporting to the Trustees of the amounts accrued and paid under the Plan and of the expenses actually borne by the Distributor, there will be no need to match specific expenses to reimbursements as under the Existing Class A Plan. Thus, the accounting for the Proposed Class A Plan would be simplified and the timing of when expenditures are to be made by the Distributor would not be an issue. These considerations, combined with the reasonable likelihood, although there is no assurance, that the per annum payment rate under the Proposed Class A Plan will not exceed the expenses incurred by PMFD for Distribution Activities, suggest that the costs and efforts associated with a reimbursement plan are unwarranted.

In considering whether to approve the Proposed Class A Plan, the Trustees reviewed, among other things, the nature and scope of the services to be provided by PMFD, the purchase options available to investors under the Alternative Purchase Plan, the amount of expenditures under the Existing Class A Plan, the relationship of such expenditures to the overall cost structure of each Portfolio, and comparative data with respect to distribution arrangements adopted by other investment companies. Based upon such review, the Trustees, including a majority of the Rule 12b-1 Trustees, determined that there is a reasonable likelihood that the Proposed Class A Plan will benefit the Fund and its Class A shareholders.

If approved by shareholders, the Proposed Class A Plan will continue in effect from year to year, provided such continuance is approved at least annually by vote of a majority of the Trustees, including a majority of the Rule 12b-1 Trustees.

REQUIRED VOTE

If Proposal No. 2 is approved by shareholders, the Proposed Class A Plan will require the approval of a majority of the outstanding Class A shares and Class B shares (as defined in the Investment Company Act) of each Portfolio,

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voting separately. If Proposal No. 2 is not approved by shareholders, the Proposed Class A Plan will only require the approval of a majority of each Portfolio's outstanding Class A shares. Under the Investment Company Act, a majority of a class' outstanding shares is defined as the lesser of (i) 67% of a class' outstanding shares represented at a meeting at which more than 50% of the outstanding shares of the class are present in person or represented by proxy, or (ii) more than 50% of a class' outstanding shares. If the Proposed Class A Plan is not approved as described above by the Shareholders of a Portfolio, the Existing Class A Plan will continue in its present form with respect to such Portfolio.

THE TRUSTEES RECOMMEND THAT YOU VOTE "FOR" THIS PROPOSAL NO. 3.

APPROVAL OF AMENDED AND RESTATED CLASS B
DISTRIBUTION AND SERVICE PLAN
(FOR CONSIDERATION BY CLASS B SHAREHOLDERS ONLY)
(PROPOSAL NO. 4)

On May 4, 1993, the Fund's Trustees approved an amended and restated Class B Distribution and Service Plan pursuant to Rule 12b-1 under the Investment Company Act and an amended and restated Class B Distribution Agreement with Prudential Securities for Class B shares of the Fund (the Proposed Class B Plan and the Proposed Class B Distribution Agreement, respectively) and recommend submission of the Proposed Class B Plan to the Fund's Class B shareholders for approval or disapproval at this Special Meeting of Shareholders. The Proposed Class B Distribution Agreement does not require, and is not being submitted for, shareholder approval.

The purpose of the Proposed Class B Plan is to compensate Prudential Securities, the distributor of the Fund's Class B shares, for providing distribution assistance to broker-dealers, including Prusec, an affiliated broker-dealer, and other qualified broker-dealers, if any, whose customers invest in Class B shares of the Fund and to defray the costs and expenses, including the payment of account servicing fees, of the services provided and activities undertaken to distribute Class B shares (Distribution Activities).

The Trustees previously adopted a plan of distribution for the Fund's Class B shares pursuant to Rule 12b-1 under the Investment Company Act which was approved by shareholders on January 11, 1990 and last approved by the Trustees on May 4, 1993 (the Existing Class B Plan). Shareholders of the Fund's Class B shares are being asked to approve amendments to the Existing Class B Plan that change it from a reimbursement type plan to a compensation

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type plan. The amendments do not change the maximum annual fee that may be paid to Prudential Securities under the Existing Class B Plan, although the possibility exists that expenses incurred by Prudential Securities for which it is entitled to be reimbursed under the Existing Class B Plan may be less than the fee Prudential Securities will receive under the Proposed Class B Plan. The amendments are being proposed to facilitate administration and accounting. The Trustees believe that the Proposed Class B Plan is in the best interest of the Fund and is reasonably likely to benefit the Fund's Class B shareholders. A copy of the Proposed Class B Plan is attached hereto as Exhibit D.

THE EXISTING CLASS B PLAN

Under the Existing Class B Plan, the Fund reimburses Prudential Securities for expenses incurred for Distribution Activities at an annual rate of up to 1% of the average daily net assets of the Class B shares (up to .25 of 1% of which may constitute a service fee for the servicing and maintenance of shareholder accounts). Amounts reimbursable under the Plan that are not paid because they exceed the maximum annual fee payable thereunder are carried forward and may be recovered in future years by Prudential Securities from asset-based sales charges imposed on Class B shares, to the extent such charges do not exceed .75 of 1% per annum of the average daily net assets of the Class B shares, and from contingent deferred sales charges received from certain redeeming shareholders, subject to the limitations of the NASD Rules (previously defined under Proposal No. 3). The NASD Rules place an annual limit of .25 of 1% on fees that may be imposed for the provision of personal service and/or the maintenance of shareholder accounts (service fees) and an annual limit of .75 of 1% on asset-based sales charges (as defined in the NASD Rules). Pursuant to the NASD Rules, the aggregate deferred sales charges and asset-based sales charges on Class B shares of the Fund may not, subject to certain exclusions, exceed 6.25% of total gross sales of Class B shares.

The Existing Class B Plan may not be amended to increase materially the amount to be spent for the services described therein without approval by a majority of the holders of the Class B shares of the Fund. In addition, all material amendments thereof must be approved by vote of a majority of the Rule

12b-1 Trustees, cast in person at a meeting called for the purpose of voting on the Plan. So long as the Existing Class B Plan is in effect, the selection and nomination of Trustees who are not interested persons of the Fund will be committed to the discretion of the Rule 12b-1 Trustees.

The Existing Class B Plan may be terminated at any time without payment of any penalty by the vote of a majority of the Rule 12b-1 Trustees or by the vote of a majority of the outstanding Class B shares of the Fund (as defined in the

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Investment Company Act) on written notice to any other party to such Plan and will automatically terminate in the event of its assignment (as defined in the Investment Company Act). For a more detailed description of the Existing Class B Plan, see "Management of the Fund--The Distributors--Class B Plan."

THE PROPOSED CLASS B PLAN

The Proposed Class B Plan amends the Existing Class B Plan in one material respect. Under the Existing Class B Plan, the Fund reimburses Prudential Securities for expenses actually incurred for Distribution Activities up to a maximum of 1% per annum of the average daily net assets of the Class B shares. The Proposed Class B Plan authorizes the Fund to pay Prudential Securities the same maximum annual fee as compensation for its Distribution Activities regardless of the expenses incurred by Prudential Securities for Distribution Activities. In contrast to the Existing Class B Plan, the amounts payable by the Fund under the Proposed Class B Plan would not be directly related to the expenses actually incurred by Prudential Securities for its Distribution Activities. Consequently, if Prudential Securities' expenses are less than its distribution and service fees, it will retain its full fees and realize a profit. However, if Prudential Securities' expenses exceed the distribution and service fees received under the Proposed Class B Plan, it will no longer carry forward such amounts for reimbursement in future years.

Since inception of the Existing Class B Plan, the cumulative reimbursable expenses incurred thereunder by Prudential Securities have exceeded the amounts reimbursed by the Fund. As of December 31, 1993, the aggregate amount of distribution expenses incurred and not yet reimbursed by the Fund or recovered through contingent deferred sales charges was approximately \$11,499,600 for the Conservatively Managed Portfolio and \$8,580,100 for the Strategy Portfolio.

For the fiscal years ended July 31, 1991, 1992 and 1993, Prudential Securities received \$1,499,059, \$1,893,579 and \$2,673,399, respectively, from the Fund under the Existing Class B Plan for the Conservatively Managed Portfolio, representing 1% of the average daily net assets of the Class B shares of that Portfolio in each year, and spent approximately \$2,096,700, \$3,414,500 and \$4,574,800, respectively, for Distribution Activities for that Portfolio. For the fiscal years ended July 31, 1991, 1992 and 1993, Prudential Securities received \$1,842,184, \$2,675,247 and \$3,392,254, respectively, from the Fund under the Existing Class B Plan for the Strategy Portfolio, representing 1% of the average daily net assets of the Class B shares of that Portfolio in each year, and spent approximately \$3,037,900, \$4,841,800 and \$3,861,500, respectively, for Distribution Activities for that Portfolio. Since the maximum annual fee under the

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Existing Class B Plan is the same as under the Proposed Class B Plan, Prudential Securities would have received the same annual fee for each Portfolio under the Proposed Class B Plan as it did under the Existing Class B Plan for the fiscal years ended July 31, 1991, 1992 and 1993.

Among the major perceived benefits of a compensation type plan, such as the Proposed Class B Plan, over a reimbursement type plan, such as the Existing Class B Plan, is the facilitation of administration and accounting. Under reimbursement plans, all expenses must be specifically accounted for by the distributor and attributed to the specific class of shares of a fund in order to qualify for reimbursement. Although the Proposed Class B Plan will continue to require quarterly reporting to the Trustees of the amounts accrued and paid under the Plan and of the expenses actually borne by the Distributor, there will be no need to match specific expenses to reimbursements and no carrying forward of such amounts as under the Existing Class B Plan. Thus, the accounting for the Proposed Class B Plan would be simplified and the timing of when expenditures are to be made by the Distributor ordinarily would not be an issue. Currently, because the Existing Class B Plan is a reimbursement plan, the Distributor retains an independent expert to perform a study of its methodology for determining and substantiating which of its expenses should properly be allocated to the Fund's Class B shares for reimbursement, the cost of which is borne by the Fund and other funds for which Prudential Securities serves as distributor. These considerations, combined with the fact that the cumulative

expenses incurred by Prudential Securities for Distribution Activities have exceeded the amounts reimbursed by the Portfolios under the Existing Class B Plan, suggest that the costs and efforts associated with a reimbursement plan are unwarranted.

In considering whether to approve the Proposed Class B Plan, the Trustees reviewed, among other things, the nature and scope of the services to be provided by Prudential Securities, the purchase options available to investors under the Alternative Purchase Plan, the amount of expenditures under the Existing Class B Plan, the relationship of such expenditures to the overall cost structure of each Portfolio, and comparative data with respect to distribution arrangements adopted by other investment companies. Based upon such review, the Board of Trustees, including a majority of the Rule 12b-1 Trustees, determined that there is a reasonable likelihood that the Proposed Class B Plan will benefit the Fund and its Class B shareholders.

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If approved by Class B shareholders, the Proposed Class B Plan will continue in effect from year to year, provided such continuance is approved at least annually by vote of a majority of the Trustees, including a majority of the Rule 12b-1 Trustees.

REQUIRED VOTE

The Proposed Class B Plan requires the approval of a majority of the Fund's outstanding Class B shares of each Portfolio as defined in the Investment Company Act and as described under Proposal No. 3 above. If the Proposed Class B Plan is not approved, the Existing Class B Plan will continue in its present form.

THE TRUSTEES RECOMMEND THAT YOU VOTE "FOR" THIS PROPOSAL NO. 4.

APPROVAL OF ELIMINATION OF THE PORTFOLIOS' FUNDAMENTAL INVESTMENT RESTRICTIONS REGARDING RESTRICTED AND ILLIQUID SECURITIES (PROPOSAL NO. 5)

On May 4, 1993, at the request of the Fund's Manager and Subadviser, the Trustees considered and recommend for shareholder approval revision of each Portfolio's fundamental investment restrictions regarding illiquid and restricted securities. The current restrictions are overly confining in light of the development of an active market in those securities that, although subject to restrictions on resale, are transferable under Rule 144A under the Securities Act of 1933, as amended (the Securities Act). The Trustees recommend elimination of each Portfolio's Investment Restrictions Nos. 12 and 16, which limit the purchase of any security that is restricted as to disposition under federal securities laws or contractually and repurchase agreements with maturities of more than seven days.

Investment Restriction No. 12, which is proposed to be eliminated, currently provides that each Portfolio may not:

Purchase any security restricted as to disposition under federal securities laws if such purchase would result in more than 5% of the value of the total assets of the Portfolio being invested in such securities.

Investment Restriction No. 16, which is proposed to be eliminated, currently provides that each Portfolio may not:

Purchase securities for which there are legal or contractual restrictions on resale or invest in securities for which there is no readily available

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market, including repurchase agreements having maturities of more than seven days, if more than 10% of the Portfolio's total assets would be invested in such securities.

The Trustees recommend replacement of such fundamental investment restrictions with a non-fundamental investment policy that could be modified by the vote of the Trustees in response to regulatory or market developments without further approval by shareholders. The change would expand each Portfolio's ability to invest in securities which have restrictions on resale but have a readily available institutional market, such as securities eligible for resale pursuant to Rule 144A under the Securities Act. The proposed non-fundamental policy would provide as follows:

Each Portfolio may invest up to 10% of its net assets in illiquid securities including repurchase agreements which have a maturity of longer than seven days, securities with legal or contractual

restrictions on resale (restricted securities) and securities that are not readily marketable. Restricted securities eligible for resale pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act), that have a readily available market are not considered illiquid for purposes of this limitation. The investment adviser will monitor the liquidity of such restricted securities under the supervision of the Trustees. Repurchase agreements subject to demand are deemed to have a maturity equal to the applicable notice period.

An open-end investment company may not hold a significant amount of restricted securities or illiquid securities because such securities may present problems of accurate valuation and because it is possible that the investment company would have difficulty satisfying redemptions within seven days. The proposed investment policy is not expected by the Manager or the Trustees to affect either Portfolio's liquidity because it excludes from illiquid securities only those Rule 144A securities for which there is a readily available market.

Historically, illiquid securities have been defined to include securities subject to contractual or legal restrictions on resale, securities for which there is no readily available market and repurchase agreements having a maturity of longer than seven days. In recent years, however, the securities markets have evolved significantly, with the result that new types of instruments have developed which make the Portfolios' present restrictions on illiquid investments overly broad and unnecessarily restrictive in the view of the Fund's Manager. In particular, the SEC adopted Rule 144A in April 1990, which allows for a broader institutional trading market for securities otherwise subject to restrictions on resale to the general public. SEC interpretations give directors of registered investment

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companies the discretion to designate restricted securities as liquid if the presence of a readily available market can be demonstrated and if a current market value can be ascertained. In adopting Rule 144A, the SEC recognized the increased size and liquidity of the institutional markets for unregistered securities and the importance of institutional investors in the capital formation process. In 1992, the SEC staff issued amended guidelines to the effect that up to 15% (as opposed to 10%) of an open-end fund's net assets may be invested in illiquid securities, including repurchase agreements with a maturity of longer than seven days. The guidelines were amended in connection with the SEC's efforts to remove unnecessary barriers to capital formation and to facilitate access to the capital markets by small businesses.

The staff of the SEC has also taken the position that purchased over-the-counter options and the assets used as "cover" for written over-the-counter options are illiquid securities unless a fund and the counterparty have provided for the fund at its option to unwind the over-the-counter option. The exercise of such an option ordinarily would involve the payment by a fund of an amount designed to reflect the counterparty's economic loss from an early termination, but does allow the fund to treat the assets used as "cover" as "liquid."

The proposed change would expand each Portfolio's ability to invest in securities which are eligible for resale pursuant to Rule 144A. Rule 144A securities generally have a readily available institutional market, and the proposed change would expand to 10% the amount of net assets that may be invested in illiquid assets. The markets for certain equity securities, corporate bonds and notes are almost exclusively institutional. These institutional investors depend on an efficient institutional market in which the unregistered security can be readily resold. In the opinion of the Fund's Manager, the fact that there are restrictions on resale to the general public is therefore not necessarily indicative of the liquidity of such investments. If designated as liquid (under the supervision of the Trustees), these Rule 144A securities would be exempt from the 10% limitation.

In order to take advantage of the market for Rule 144A securities, including Rule 144A securities, and the increasingly liquid institutional trading markets, the Manager recommends that the Portfolios eliminate their fundamental policies regarding illiquid and restricted securities so that Rule 144A securities that are nonetheless liquid may be purchased without regard to the current limitations. By making the Portfolios' policies on illiquid securities non-fundamental, the Portfolios will be able to respond more quickly to regulatory and market developments because a shareholder vote will not be required to define what types of securities should be deemed illiquid or to change the applicable permissible percentage limitation. If this proposal is approved by shareholders, the Manager and the Subadviser, under the supervision of the Trustees, will

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monitor the liquidity of specific types of securities and, based on their recommendations, the Trustees will from time to time determine whether such securities should be deemed to be liquid in light of legal, regulatory and market developments.

In reaching liquidity decisions, the Manager and the Subadviser will consider, INTER ALIA, the following factors:

1. the frequency of trades and quotes for the security;
2. the number of dealers wishing to purchase or sell the security and the number of other potential purchasers;
3. dealer undertakings to make a market in the security; and
4. the nature of the security and the nature of the marketplace trades (E.G., the time needed to dispose of the security, the method of soliciting offers and the mechanics of the transfer).

The Trustees believe that adoption of Proposal No. 5 is in the best interests of each Portfolio and its shareholders.

REQUIRED VOTE

Amendment of the Portfolios' investment restrictions to eliminate Investment Restrictions Nos. 12 and 16 requires the approval of a majority of the outstanding voting securities of each Portfolio. Under the Investment Company Act, a majority of a Portfolio's outstanding securities is defined as the lesser of (i) 67% of the Portfolio's outstanding shares represented at a meeting at which more than 50% of the Portfolio's outstanding shares are present in person or represented by proxy, or (ii) more than 50% of the Portfolio's outstanding shares. In the event shareholders do not approve the proposed modification of a Portfolio's investment policies, the current limitations would remain fundamental policies which could not be changed without the approval of a majority of the outstanding voting securities of the Portfolio.

THE TRUSTEES RECOMMEND THAT YOU VOTE "FOR" THIS PROPOSAL NO. 5.

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APPROVAL OF A MODIFICATION OF EACH PORTFOLIO'S INVESTMENT
RESTRICTION LIMITING THE PORTFOLIO'S ABILITY TO INVEST IN A
SECURITY IF THE PORTFOLIO WOULD HOLD MORE THAN TEN
PERCENT OF ANY CLASS OF SECURITIES OF AN ISSUER
(PROPOSAL NO. 6)

On May 4, 1993, at the request of the Fund's Manager and Subadviser, the Trustees considered and recommend for shareholder approval modification of Investment Restriction No. 5 to delete the restriction that prohibits each Portfolio from purchasing a security if the Portfolio would hold more than ten percent of any class of securities of an issuer.

Each Portfolio currently may not purchase a security if the Portfolio would then hold more than 10% of any class of securities of an issuer. Under this restriction, all common stock issues of an issuer, all preferred stock issues, and all debt issues are each taken as a separate single class. The Fund's Subadviser believes the restriction is confining and has requested its deletion. This restriction is not required under federal securities laws. If the proposal is approved, and a state securities commission requires inclusion of this limitation, each Portfolio would continue to comply with the restriction as a non-fundamental operating policy so long as the Portfolio sells its shares in that state.

Investment Restriction No. 5 provides that each Portfolio may not:

Purchase any security if as a result the Portfolio would then hold more than 10% of any class of securities of an issuer (taking all common stock issues of an issuer as a single class, all preferred stock issues as a single class and all debt issues as a single class) or more than 10% of the outstanding voting securities of an issuer.

The Trustees are proposing that Investment Restriction No. 5 be modified to read as follows:

Each Portfolio may not:

Purchase any security if as a result the Portfolio would then hold more than 10% of the outstanding voting securities of an issuer.

Currently, each Portfolio may not hold more than 10% of the outstanding

voting securities of an issuer pursuant to Section 5(b)(1) of the Investment Company Act and state securities laws. This restriction would remain in effect.

The Trustees believe that adoption of Proposal No. 6 is in the best interests of each Portfolio and its shareholders.

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REQUIRED VOTE

Adoption of Proposal No. 6 requires the approval of a majority of the outstanding voting securities of each Portfolio, as defined by the Investment Company Act and described under Proposal No. 5. If the proposed change in investment policy is not approved by the shareholders of a Portfolio, the current limitations would remain a fundamental policy which could not be changed without the approval of a majority of the outstanding voting securities of the Portfolio.

THE TRUSTEES RECOMMEND THAT YOU VOTE "FOR" THIS PROPOSAL NO. 6.

APPROVAL OF ELIMINATION OF EACH PORTFOLIO'S INVESTMENT
RESTRICTION LIMITING INVESTMENT IN THE SECURITIES OF ANY
ISSUER IN WHICH THE OFFICERS AND TRUSTEES OF THE FUND
OR THE OFFICERS AND DIRECTORS OF ITS INVESTMENT ADVISER
OWN MORE THAN A SPECIFIED INTEREST
(PROPOSAL NO. 7)

On May 4, 1993, at the request of the Fund's Manager, the Trustees considered and recommend for shareholder approval elimination of each Portfolio's Investment Restriction No. 7, which provides that each Portfolio may not:

Invest in securities of any issuer if, to the knowledge of the Fund, any officer or Trustee of the Fund or the Fund's Manager or Subadviser owns more than 1/2 of 1% of the outstanding securities of such issuer, and such officers and Trustees who own more than 1/2 of 1% own in the aggregate more than 5% of the outstanding securities of such issuer.

The Manager has advised the Trustees that the restriction upon the Portfolios' investing in companies in which officers and Trustees of the Fund or officers and directors of the Manager own more than 1/2 of 1% of the outstanding securities of such company was initially adopted to comply with a restriction imposed in connection with the sale of the Portfolios' shares in Ohio. If the proposal is approved, each Portfolio would continue to comply with the restriction as a non-fundamental operating policy so long as the Portfolio sells its shares in Ohio. However, if Ohio were to eliminate the requirement or the Portfolios stopped offering their shares for sale in Ohio, the Trustees could eliminate the operating policy without the necessity of shareholder approval. The Portfolios do not currently intend to stop offering their shares in Ohio, nor

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is the Fund or the Fund's Manager aware of any proposal to change the Ohio law. The Trustees believe that adoption of Proposal No. 7 is in the best interests of each Portfolio and its shareholders.

REQUIRED VOTE

Amendment of the Portfolios' investment restrictions to delete Investment Restriction No. 7 requires the approval of a majority of each Portfolio's outstanding voting securities, as defined in the Investment Company Act and as described under Proposal No. 5. If the proposed change in investment policy is not approved by the shareholders of a Portfolio, the current limitations would remain a fundamental policy which could not be changed without the approval of a majority of the outstanding voting securities of the Portfolio.

THE TRUSTEES RECOMMEND THAT YOU VOTE "FOR" THIS PROPOSAL NO. 7.

APPROVAL OF A MODIFICATION OF THE PORTFOLIOS'
INVESTMENT RESTRICTIONS TO PERMIT EACH PORTFOLIO
TO ENTER INTO INTEREST RATE SWAP TRANSACTIONS
(PROPOSAL NO. 8)

On February 8, 1994, at the request of the Fund's Subadviser, the Trustees considered and recommend for shareholder approval modification of the Portfolios' investment restrictions to permit each Portfolio to enter into interest rate swap transactions with respect to up to 5% of its total assets. Interest rate swaps would be used to hedge the value of existing portfolio assets or assets a Portfolio intends to acquire. Interest rate swaps involve the

exchange by a Portfolio with another party of their respective commitments to pay or receive interest (E.G., an exchange of floating rate payments for fixed-rate payments). Each Portfolio would enter into these transactions primarily to preserve a return or spread on a particular investment or portion of its portfolio or to protect against any increase in the price of securities it anticipates purchasing at a later date. Each Portfolio would use interest rate swaps for hedging purposes and not as a speculative investment.

The use of interest rate swaps is a highly speculative activity which involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. If the Manager were incorrect in its forecast of market values, interest rates and other applicable factors, the investment performance of the Fund would diminish compared to what it would have been if this investment technique were never used. Interest rate swaps do not involve the delivery of securities or other underlying assets or principal. Accordingly, the risk of loss with respect to interest rate swaps is limited to the net amount of interest payments that a Portfolio is contractually obligated to make. If the other party to an interest rate swap defaults, a Portfolio's risk of loss consists of

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the net amount of interest payments that the Portfolio is contractually entitled to receive. Since interest rate swaps are individually negotiated, each Portfolio expects to achieve an acceptable degree of correlation between its rights to receive interest on its portfolio securities and its rights and obligations to receive and pay interest pursuant to interest rate swaps.

The use of interest rate swaps would require modification of each Portfolio's Investment Restriction No. 3 to clarify that collateral arrangements with respect to interest rate swap transactions are not deemed to be a senior security or a borrowing.

Investment Restriction No. 3 is proposed to be amended as follows (added language underlined, deleted language in brackets):

Each Portfolio may not:

3. Issue senior securities, borrow money or pledge its assets, except that the Portfolio may borrow up to 20% of the value of its total assets (calculated when the loan is made) for temporary, extraordinary or emergency purposes or for the clearance of transactions. The Portfolio may pledge up to 20% of the value of its total assets to secure such borrowings. For purposes of this restriction, the preference as to shares of a Portfolio in liquidation and as to dividends over all other Portfolios of the Fund with respect to assets specifically allocated to that Portfolio, the purchase or sale of securities on a when-issued or delayed delivery basis, the purchase of forward foreign currency exchange contracts and collateral arrangements relating thereto, the purchase and sale of options, financial futures contracts, options on such contracts and collateral arrangements with respect thereto and with respect to interest rate swap transactions involving up to 5% of the Portfolio's total assets and obligations of the Fund to Trustees pursuant to deferred compensation arrangements are not deemed to be the issuance of a senior security or a pledge of assets.

The Trustees believe that adoption of Proposal No. 8 is in the best interests of the Fund and its shareholders.

REQUIRED VOTE

Adoption of Proposal No. 8 requires the approval of a majority of the outstanding voting securities of each Portfolio, as defined by the Investment Company Act and described under Proposal No. 5. If the proposed change in investment policy is not approved by the shareholders of a Portfolio, the current limitations would remain a fundamental policy which could not be changed without the approval of a majority of the outstanding voting securities of the Portfolio.

THE TRUSTEES RECOMMEND THAT YOU VOTE "FOR" THIS PROPOSAL NO. 8.

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RATIFICATION OF INDEPENDENT ACCOUNTANTS (PROPOSAL NO. 9)

The Trustees of the Fund, including Trustees who are not interested persons of the Fund, have selected Deloitte & Touche as independent accountants for the Fund for the fiscal year ending July 31, 1994. The ratification of the selection of independent public accountants is to be voted upon at the Meeting and it is intended that the persons named in the accompanying Proxy will vote for Deloitte & Touche. No representative of Deloitte & Touche is expected to be present at

the Meeting of Shareholders.

The policy of the Trustees regarding engaging independent accountants' services is that management may engage the Fund's principal independent public accountants to perform any service(s) normally provided by independent accounting firms, provided that such service(s) meet(s) any and all of the independent requirements of the American Institute of Certified Public Accountants and the SEC. In accordance with this policy, the Audit Committee reviews and approves all services provided by the independent public accountants prior to their being rendered. The Trustees of the Fund receive a report from their Audit Committee relating to all services after they have been performed by the Fund's independent accountants.

REQUIRED VOTE

The affirmative vote of a majority of the shares present, in person or by proxy, at the Meeting is required for ratification.

THE TRUSTEES RECOMMEND THAT YOU VOTE "FOR" THIS PROPOSAL NO. 9.

OTHER MATTERS

No business other than as set forth herein is expected to come before the Meeting, but should any other matter requiring a vote of shareholders arise, including any question as to an adjournment of the Meeting, the persons named in the enclosed Proxy will vote thereon according to their best judgment in the interests of the Fund.

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SHAREHOLDER PROPOSALS

The Fund is not required to hold annual meetings of shareholders and the Trustees currently do not intend to hold such meetings unless shareholder action is required in accordance with the Investment Company Act or the Fund's By-laws. A shareholder proposal intended to be presented at any meeting of shareholders of the Fund hereinafter called must be received by the Fund a reasonable time before the Trustees' solicitation relating thereto is made in order to be included in the Fund's proxy statement and form of proxy relating to that meeting. The mere submission of a proposal by a shareholder does not guarantee that such proposal will be included in the proxy statement because certain rules under the federal securities laws must be complied with before inclusion of the proposal is required.

S. JANE ROSE
SECRETARY

Dated: March , 1994

SHAREHOLDERS WHO DO NOT EXPECT TO BE PRESENT AT THE MEETING AND WHO WISH TO HAVE THEIR SHARES VOTED ARE REQUESTED TO DATE AND SIGN THE ENCLOSED PROXY AND RETURN IT IN THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

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EXHIBIT A

PRUDENTIAL MUTUAL FUND MANAGEMENT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 1993

ASSETS

<TABLE>	
<S>	<C>
CASH AND SHORT-TERM INVESTMENTS.....	\$42,667,507
LOAN TO AFFILIATE.....	85,000,000
MANAGEMENT, ADMINISTRATION AND OTHER FEES	
RECEIVABLE.....	17,897,292
TRANSFER AGENCY AND FIDUCIARY FEES RECEIVABLE.....	3,744,874
FURNITURE, EQUIPMENT AND LEASEHOLD IMPROVEMENTS,	
NET.....	10,495,702
OTHER ASSETS.....	4,676,430

	\$164,481,805

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES:

Due to affiliates.....	\$48,794,366
Accounts payable and accrued expenses.....	11,208,209
Income taxes payable to affiliate -- net.....	2,937,828

	62,940,403

COMMITMENTS (Note 6)

STOCKHOLDERS' EQUITY:

Class A common stock, \$1 par value (1,000 shares authorized, 850 shares outstanding).....	850
Class B common stock, \$1 par value (1,000 shares authorized, 150 shares outstanding).....	150
Additional paid-in capital.....	24,999,000
Retained earnings.....	76,541,402

	101,541,402

	\$164,481,805

</TABLE>

See notes to consolidated statement of financial condition.

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PRUDENTIAL MUTUAL FUND MANAGEMENT, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 1993

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Prudential Mutual Fund Management, Inc. ("PMF") and subsidiaries (the "Company"), an indirect wholly-owned subsidiary of The Prudential Insurance Company of America (the "Prudential"), were created to operate as the manager, distributor and/or transfer agent for investment companies.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statement includes the accounts of PMF and its wholly-owned subsidiaries, Prudential Mutual Fund Services, Inc. ("PMFS") and Prudential Mutual Fund Distributors, Inc. ("PMFD"). All intercompany profits, transactions and balances have been eliminated.

INCOME TAXES

The Company is a member of a group of affiliated companies which join in filing a consolidated Federal income tax return. Pursuant to a tax allocation agreement, tax expense is determined for individual profitable companies on a separate return basis. Profit members pay this amount to an affiliated company which in turn apportions the payment among the loss members in proportion to their losses. In January 1993, the Company adopted Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" (SFAS 109). The adoption of SFAS 109 did not have a material effect on the Company's financial position.

2. SHORT-TERM INVESTMENTS

At December 31, 1993, the Company had invested \$35,411,571 in several money market funds which PMF manages.

3. FURNITURE, EQUIPMENT AND LEASEHOLD IMPROVEMENTS

Furniture, equipment and leasehold improvements consist of the following:

<TABLE>	
<S>	
Furniture.....	<C> \$6,481,799
Equipment.....	9,181,984
Leasehold improvements.....	3,407,213

	19,070,996
Less accumulated depreciation and amortization.....	8,575,294

	\$10,495,702

</TABLE>

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4. RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Company participates in a variety of financial and administrative transactions with affiliates.

The loan to affiliate bears interest at 3.45 percent at December 31, 1993 and is due on demand.

The caption "Due to affiliates" includes \$18,241,795 at December 31, 1993 for reimbursement of employee compensation and benefits, and other administrative and operating expenses. This amount is noninterest-bearing and payable on demand.

The Company has entered into subadvisory agreements with The Prudential Investment Corporation ("PIC"), a wholly-owned subsidiary of Prudential. Under these agreements, PIC furnishes investment advisory services to substantially all the funds for which the Company acts as Manager. At December 31, 1993 there were unpaid fees due to PIC of \$23,926,277, included in the caption "Due to affiliates."

Distribution expenses include commissions and account servicing fees paid to, or on account of, financial advisors of Prudential Securities Incorporated ("Prudential Securities") and Pruco Securities Corporation ("PruSec"), affiliated broker-dealers and indirect wholly-owned subsidiaries of Prudential, advertising expenses, the cost of printing and mailing prospectuses to potential investors, and indirect and overhead costs of Prudential Securities and PruSec, including lease, utility, communications and sales promotion expenses. At December 31, 1993 there were unpaid distribution expenses of approximately \$6,626,000, included in the caption "Due to affiliates."

5. CAPITAL

PMFD is subject to the SEC Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. At December 31, 1993, PMFD had net capital of \$2,308,981, which was \$1,859,405 in excess of its required net capital of \$449,576. PMFD had a ratio of aggregate indebtedness to net capital of 2.9 to 1.

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6. COMMITMENTS

The Company leases office space under operating leases expiring in 2003. The leases are subject to escalation based upon certain costs incurred by the lessor. Future minimum rentals, as of December 31, 1993, under the leases, are as follows:

<TABLE>
<CAPTION>

YEAR	MINIMUM RENTAL
<S>	<C>
1994.....	\$ 2,738,000
1995.....	2,865,000
1996.....	3,375,000
1997.....	3,385,000
1998.....	3,230,000
Thereafter.....	13,800,000

	\$ 29,393,000

</TABLE>

7. PENSION AND OTHER POSTRETIREMENT BENEFITS

The Company has two defined benefit pension plans (the "Plans") sponsored by the Prudential and Prudential Securities. The Plans cover substantially all of the Company's employees. The funding policy is to contribute annually the amount necessary to satisfy the Internal Revenue Service funding standards. In addition, the Company has two defined benefit plans for key executives, the Supplemental Retirement Plan (SRP) for which estimated pension costs are currently accrued but not funded.

The Company provides certain health care and life insurance benefits for eligible retired employees. Effective January 1, 1993, the Company adopted Statement of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions" ("SFAS 106"). SFAS 106 changed the practice of accounting for postretirement benefits on a cash basis to an accrual basis, whereby employers record the projected future cost of providing such postretirement benefits as employees render services instead of when benefits are paid. This new accounting method has no effect on the Company's cash outlays for these retirement benefits. The adoption of SFAS 106 did not materially

impact the Company's financial position.

The Financial Accounting Standards Board has issued Statement of Financial Accounting Standards No. 112, "Employers' Accounting for Postemployment Benefits," ("SFAS 112") which is effective for fiscal years beginning after December 15, 1993. Although several benefits are fully insured which result in no SFAS 112 obligation, the Company currently has an obligation and resulting

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7. PENSION AND OTHER POSTRETIREMENT BENEFITS (CONTINUED)

expense under SFAS 112 for medical benefits provided under long-term disability. The Company will adopt SFAS 112 on January 1, 1994. Management believes that implementation will have no material effect on the Company's financial position.

8. CONTINGENCY

On October 12, 1993, a purported class action lawsuit was instituted against PMF, et al and certain current and former directors of a fund managed by PMF. The plaintiffs seek damages in an unspecified amount for excessive management and distribution fees they allege were incurred by them. Although the outcome of this litigation cannot be predicted at this time, the defendants believe they have meritorious defenses to the claims asserted in the complaint and intend to defend this action vigorously. In any case, management does not believe that the outcome of this action is likely to have a material adverse effect on the Company's financial position.

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INDEPENDENT AUDITORS' REPORT

To the Stockholders and Board of Directors of
Prudential Mutual Fund Management, Inc.:

We have audited the accompanying consolidated statement of financial condition of Prudential Mutual Fund Management, Inc. and subsidiaries as of December 31, 1993. This consolidated financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this consolidated financial statement based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such consolidated statement of financial condition presents fairly, in all material respects, the financial position of Prudential Mutual Fund Management, Inc. and subsidiaries at December 31, 1993 in conformity with generally accepted accounting principles.

DELOITTE & TOUCHE

New York, New York
January 26, 1994

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EXHIBIT B

PRUDENTIAL FLEXIFUND
FORM OF AMENDMENT TO CERTIFICATE OF DESIGNATION

(a) The following five new paragraphs, numbered 3 through 7, are inserted immediately after paragraph 2 of the Amended and Restated Establishment and Designation of Series of Shares, dated November 16, 1990 and filed with the Secretary of State of The Commonwealth of Massachusetts on November 27, 1990 (the "Certificate of Designation"), reading as follows:

3. The shares of beneficial interest of each series of the Trust are classified into three classes, designated "Class A Shares," "Class B Shares," and "Class C Shares." An unlimited number of each such class of each such series may be issued. All Class A Shares and Class B Shares of each such series outstanding on the date on which the amendments provided for herein become effective shall be and continue to be Class A Shares and Class B Shares, respectively, of such series.

4. The holders of Class A Shares, Class B Shares and Class C Shares of each series having the same shall be considered Shareholders of such series, and shall have the relative rights and preferences set forth herein and in the Declaration of Trust with respect to Shares of such series, and shall also be considered Shareholders of the Trust for all other purposes (including, without limitation, for purposes of receiving reports and notices and the right to vote) and, for matters reserved to the Shareholders of one or more other classes or series by the Declaration of Trust or by any instrument establishing and designating a particular class or series, or as required by the Investment Company Act of 1940 and/or the rules and regulations of the Securities and Exchange Commission thereunder (collectively, as from time to time in effect, the "1940 Act") or other applicable laws.

5. The Class A Shares, Class B Shares and Class C Shares of each series shall represent an equal proportionate interest in the share of such class in the Trust Property belonging to that series, adjusted for any liabilities specifically allocable to the Shares of that class, and each Share of any such class shall have identical voting, dividend, liquidation and other rights and the same terms and conditions, except that the expenses related directly or indirectly to the distribution of the Shares of a class, and any service fees to which such class is subject (as determined by the Trustees),

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shall be borne solely by such class, and such expenses shall be appropriately reflected in the determination of net asset value and the dividend, distribution and liquidation rights of such class.

6. (a) Class A Shares of each series shall be subject to (i) a front-end sales charge and (ii) (A) an asset-based sales charge pursuant to a plan under Rule 12b-1 of the 1940 Act (a "Plan"), and/or (B) a service fee for the maintenance of shareholder accounts and personal services, in such amounts as shall be determined from time to time.

(b) Class B Shares of each series shall be subject to (i) a contingent deferred sales charge and (ii) (A) an asset-based sales charge pursuant to a Plan, and/or (B) a service fee for the maintenance of shareholder accounts and personal services, in such amounts as shall be determined from time to time.

(c) Class C Shares of each series shall not be subject to either a front-end sales charge or a contingent deferred sales charge but shall be subject to (A) an asset-based sales charge pursuant to a Plan, and/or (B) a service fee for the maintenance of shareholder accounts and personal services, in such amounts as shall be determined from time to time.

7. Subject to compliance with the requirements of the 1940 Act, the Trustees shall have the authority to provide that holders of Shares of any series shall have the right to convert said Shares into Shares of one or more other series of registered investment companies specified for the purpose in this Trust's Prospectus for the series accorded such right, that holders of any class of Shares of a series shall have the right to convert such Shares into Shares of one or more other classes of such series, and that Shares of any class of a series shall be automatically converted into Shares of another class of such series, in each case in accordance with such requirements and procedures as the Trustees may from time to time establish. The requirements and procedures applicable to such mandatory or optional conversion of Shares of any such class or series shall be set forth in the Prospectus in effect with respect to such Shares.

(b) Paragraph 3 of the Certificate of Designation is renumbered as paragraph 8, and amended in its entirety to read as follows:

8. Shareholders of each series and class shall vote as a separate series or class, as the case may be, on any matter to the extent required by, and any matter shall be deemed to have been effectively acted upon with respect to any series or class as provided in, Rule 18f-2, as from time to time in effect, under the 1940 Act, or any successor rule and by the Declaration

B-2

of Trust. Except as otherwise required by the 1940 Act, the Shareholders of each class of any series having more than one class of Shares, voting as a separate class, shall have sole and exclusive voting rights with respect to the provisions of any Plan applicable to Shares of such class, and shall have no voting rights with respect to provisions of any Plan applicable solely to any other class of Shares of such series.

(c) Paragraphs 4 through 6 of the Certificate of Designation are renumbered as paragraphs 9 through 11.

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EXHIBIT C

PRUDENTIAL FLEXIFUND
DISTRIBUTION AND SERVICE PLAN
(CLASS A SHARES)
INTRODUCTION

The Distribution and Service Plan (the Plan) set forth below which is designed to conform to the requirements of Rule 12b-1 under the Investment Company Act of 1940 (the Investment Company Act) and Article III, Section 26 of the Rules of Fair Practice of the National Association of Securities Dealers, Inc. (NASD) has been adopted by Prudential FlexiFund (the Fund) and by Prudential Mutual Fund Distributors, Inc., the Fund's distributor (the Distributor).

The Fund has entered into a distribution agreement (the Distribution Agreement) pursuant to which the Fund will employ the Distributor to distribute Class A shares issued by the Fund (Class A shares). Under the Distribution Agreement, the Distributor will be entitled to receive payments from investors of front-end sales charges with respect to the sale of Class A shares. Under the Plan, the Fund intends to pay to the Distributor, as compensation for its services, a distribution and service fee with respect to Class A shares.

A majority of the Trustees of the Fund, including a majority of Trustees who are not "interested persons" of the Fund (as defined in the Investment Company Act) and who have no direct or indirect financial interest in the operation of this Plan or any agreements related to it (the Rule 12b-1 Trustees), have determined by votes cast in person at a meeting called for the purpose of voting on this Plan that there is a reasonable likelihood that adoption of this Plan will benefit the Fund and its shareholders. Expenditures under this Plan by the Fund for Distribution Activities (defined below) are primarily intended to result in the sale of Class A shares of the Fund within the meaning of paragraph (a) (2) of Rule 12b-1 promulgated under the Investment Company Act.

The purpose of the Plan is to create incentives to the Distributor and/or other qualified broker-dealers and their account executives to provide distribution assistance to their customers who are investors in the Fund, to defray the costs and expenses associated with the preparation, printing and distribution of prospectuses and sales literature and other promotional and distribution activities and to provide for the servicing and maintenance of shareholder accounts.

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THE PLAN

The material aspects of the Plan are as follows:

1. DISTRIBUTION ACTIVITIES

The Fund shall engage the Distributor to distribute Class A shares of the Fund and to service shareholder accounts using all of the facilities of the distribution networks of Prudential Securities Incorporated (Prudential Securities) and Pruco Securities Corporation (Prusec), including sales personnel and branch office and central support systems, and also using such other qualified broker-dealers and financial institutions as the Distributor may select. Services provided and activities undertaken to distribute Class A shares of the Fund are referred to herein as "Distribution Activities."

2. PAYMENT OF SERVICE FEE

The Fund shall pay to the Distributor as compensation for providing personal service and/or maintaining shareholder accounts a service fee of .25 of 1% per annum of the average daily net assets of the Class A shares (service fee). The Fund shall calculate and accrue daily amounts payable by the Class A shares of the Fund hereunder and shall pay such amounts monthly or at such other intervals as the Trustees may determine.

3. PAYMENT FOR DISTRIBUTION ACTIVITIES

The Fund shall pay to the Distributor as compensation for its services a distribution fee, together with the service fee (described in Section 2 hereof), of .30 of 1% per annum of the average daily net assets of the Class A shares of the Fund for the performance of Distribution Activities. The Fund shall calculate and accrue daily amounts payable by the Class A shares

of the Fund hereunder and shall pay such amounts monthly or at such other intervals as the Trustees may determine. Amounts payable under the Plan shall be subject to the limitations of Article III, Section 26 of the NASD Rules of Fair Practice.

Amounts paid to the Distributor by the Class A shares of the Fund will not be used to pay the distribution expenses incurred with respect to any other class of shares of the Fund except that distribution expenses attributable to the Fund as a whole will be allocated to the Class A shares according to the ratio of the sales of Class A shares to the total sales of the Fund's shares over the Fund's fiscal year or such other allocation method approved by the Trustees. The allocation of distribution expenses among classes will be subject to the review of the Trustees.

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The Distributor shall spend such amounts as it deems appropriate on Distribution Activities which include, among others:

(a) amounts paid to Prudential Securities for performing services under a selected dealer agreement between Prudential Securities and the Distributor for sale of Class A shares of the Fund, including sales commissions and trailer commissions paid to, or on account of, account executives and indirect and overhead costs associated with Distribution Activities, including central office and branch offices;

(b) amounts paid to Prusec for performing services under a selected dealer agreement between Prusec and the Distributor for sale of Class A shares of the Fund, including sales commissions and trailer commissions paid to, or on account of, agents and indirect and overhead costs associated with Distribution Activities;

(c) advertising for the Fund in various forms through any available medium, including the cost of printing and mailing Fund prospectuses, statements of additional information and periodic financial reports and sales literature to persons other than current shareholders of the Fund; and

(d) sales commissions (including trailer commissions) paid to, or on account of, broker-dealers and financial institutions (other than Prudential Securities and Prusec) which have entered into selected dealer agreements with the Distributor with respect to Class A shares of the Fund.

4. QUARTERLY REPORTS; ADDITIONAL INFORMATION

An appropriate officer of the Fund will provide to the Trustees of the Fund for review, at least quarterly, a written report specifying in reasonable detail the amounts expended for Distribution Activities (including payment of the service fee) and the purposes for which such expenditures were made in compliance with the requirements of Rule 12b-1. The Distributor will provide to the Trustees of the Fund such additional information as the Trustees shall from time to time reasonably request, including information about Distribution Activities undertaken or to be undertaken by the Distributor.

The Distributor will inform the Trustees of the Fund of the commissions and account servicing fees to be paid by the Distributor to account executives of the Distributor and to broker-dealers and financial institutions which have selected dealer agreements with the Distributor.

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5. EFFECTIVENESS; CONTINUATION

The Plan shall not take effect until it has been approved by a vote of a majority of the outstanding voting securities (as defined in the Investment Company Act) of the Class A shares of the Fund.

If approved by a vote of a majority of the outstanding voting securities of the Class A shares of the Fund, the Plan shall, unless earlier terminated in accordance with its terms, continue in full force and effect thereafter for so long as such continuance is specifically approved at least annually by a majority of the Trustees of the Fund and a majority of the Rule 12b-1 Trustees by votes cast in person at a meeting called for the purpose of voting on the continuation of the Plan.

6. TERMINATION

This Plan may be terminated at any time by vote of a majority of the

Rule 12b-1 Trustees, or by vote of a majority of the outstanding voting securities (as defined in the Investment Company Act) of the Class A shares of the Fund.

7. AMENDMENTS

The Plan may not be amended to change the combined service and distribution expenses to be paid as provided for in Sections 2 and 3 hereof so as to increase materially the amounts payable under this Plan unless such amendment shall be approved by the vote of a majority of the outstanding voting securities (as defined in the Investment Company Act) of the Class A shares of the Fund. All material amendments of the Plan shall be approved by a majority of the Trustees of the Fund and a majority of the Rule 12b-1 Trustees by votes cast in person at a meeting called for the purpose of voting on the Plan.

8. RULE 12B-1 TRUSTEES

While the Plan is in effect, the selection and nomination of the Rule 12b-1 Trustees shall be committed to the discretion of the Rule 12b-1 Trustees.

9. RECORDS

The Fund shall preserve copies of the Plan and any related agreements and all reports made pursuant to Section 4 hereof, for a period of not less than six years from the date of effectiveness of the Plan, such agreements or reports, and for at least the first two years in an easily accessible place.

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10. ENFORCEMENT OF CLAIMS

The name "Prudential FlexiFund" is the designation of the Trustees under a Declaration of Trust dated February 23, 1987 and all persons dealing with the Fund must look solely to the property of the Fund for the enforcement of any claims against the Fund, and neither the Trustees, nor officers, nor agents of the shareholders assume any personal liability for obligations entered into on behalf of the Fund.

Dated:

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EXHIBIT D

PRUDENTIAL FLEXIFUND
DISTRIBUTION AND SERVICE PLAN
(CLASS B SHARES)
INTRODUCTION

The Distribution and Service Plan (the Plan) set forth below which is designed to conform to the requirements of Rule 12b-1 under the Investment Company Act of 1940 (the Investment Company Act) and Article III, Section 26 of the Rules of Fair Practice of the National Association of Securities Dealers, Inc. (NASD) has been adopted by Prudential FlexiFund (the Fund) and by Prudential Securities Incorporated (Prudential Securities), the Fund's distributor (the Distributor).

The Fund has entered into a distribution agreement (the Distribution Agreement) pursuant to which the Fund will employ the Distributor to distribute Class B shares issued by the Fund (Class B shares). Under the Distribution Agreement, the Distributor will be entitled to receive payments from investors of contingent deferred sales charges with respect to certain repurchases and redemptions of Class B shares. Under the Plan, the Fund wishes to pay to the Distributor, as compensation for its services, a distribution and service fee with respect to Class B shares.

A majority of the Trustees of the Fund including a majority who are not "interested persons" of the Fund (as defined in the Investment Company Act) and who have no direct or indirect financial interest in the operation of this Plan or any agreements related to it (the Rule 12b-1 Trustees), have determined by votes cast in person at a meeting called for the purpose of voting on this Plan that there is a reasonable likelihood that adoption of this Plan will benefit the Fund and its shareholders. Expenditures under this Plan by the Fund for Distribution Activities (defined below) are primarily intended to result in the sale of Class B shares of the Fund within the meaning of paragraph (a)(2) of Rule 12b-1 promulgated under the Investment Company Act.

The purpose of the Plan is to create incentives to the Distributor and/or other qualified broker-dealers and their account executives to provide distribution assistance to their customers who are investors in the Fund, to defray the costs and expenses associated with the preparation, printing and distribution of prospectuses and sales literature and other promotional and distribution activities and to provide for the servicing and maintenance of shareholder accounts.

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THE PLAN

The material aspects of the Plan are as follows:

1. DISTRIBUTION ACTIVITIES

The Fund shall engage the Distributor to distribute Class B shares of the Fund and to service shareholder accounts using all of the facilities of the Prudential Securities distribution network including sales personnel and branch office and central support systems, and also using such other qualified broker-dealers and financial institutions as the Distributor may select, including Pruco Securities Corporation (Prusec). Services provided and activities undertaken to distribute Class B shares of the Fund are referred to herein as "Distribution Activities."

2. PAYMENT OF SERVICE FEE

The Fund shall pay to the Distributor as compensation for providing personal service and/or maintaining shareholder accounts a service fee of .25 of 1% per annum of the average daily net assets of the Class B shares (service fee). The Fund shall calculate and accrue daily amounts payable by the Class B shares of the Fund hereunder and shall pay such amounts monthly or at such other intervals as the Trustees may determine.

3. PAYMENT FOR DISTRIBUTION ACTIVITIES

The Fund shall pay to the Distributor as compensation for its services a distribution fee of .75 of 1% per annum of the average daily net assets of the Class B shares of the Fund for the performance of Distribution Activities. The Fund shall calculate and accrue daily amounts payable by the Class B shares of the Fund hereunder and shall pay such amounts monthly or at such other intervals as the Trustees may determine. Amounts payable under the Plan shall be subject to the limitations of Article III, Section 26 of the NASD Rules of Fair Practice.

Amounts paid to the Distributor by the Class B shares of the Fund will not be used to pay the distribution expenses incurred with respect to any other class of shares of the Fund except that distribution expenses attributable to the Fund as a whole will be allocated to the Class B shares according to the ratio of the sale of Class B shares to the total sales of the Fund's shares over the Fund's fiscal year or such other allocation method approved by the Trustees. The allocation of distribution expenses among classes will be subject to the review of the Trustees.

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The Distributor shall spend such amounts as it deems appropriate on Distribution Activities which include, among others:

(a) sales commissions (including trailer commissions) paid to, or on account of, account executives of the Distributor;

(b) indirect and overhead costs of the Distributor associated with performance of Distribution Activities including central office and branch expenses;

(c) amounts paid to Prusec for performing services under a selected dealer agreement between Prusec and the Distributor for sale of Class B shares of the Fund, including sales commissions and trailer commissions paid to, or on account of, agents and indirect and overhead costs associated with Distribution Activities;

(d) advertising for the Fund in various forms through any available medium, including the cost of printing and mailing Fund prospectuses, statements of additional information and periodic financial reports and sales literature to persons other than current shareholders of the Fund; and

(e) sales commissions (including trailer commissions) paid to, or on account of, broker-dealers and other financial institutions (other than Prusec) which have entered into selected dealer agreements with the Distributor with respect to Class B shares of the Fund.

4. QUARTERLY REPORTS; ADDITIONAL INFORMATION

An appropriate officer of the Fund will provide to the Trustees of the Fund for review, at least quarterly, a written report specifying in reasonable detail the amounts expended for Distribution Activities (including payment of the service fee) and the purposes for which such expenditures were made in compliance with the requirements of Rule 12b-1. The Distributor will provide to the Trustees of the Fund such additional information as they shall from time to time reasonably request, including information about Distribution Activities undertaken or to be undertaken by the Distributor.

The Distributor will inform the Trustees of the Fund of the commissions and account servicing fees to be paid by the Distributor to account executives of the Distributor and to broker-dealers and other financial institutions which have selected dealer agreements with the Distributor.

5. EFFECTIVENESS; CONTINUATION

The Plan shall not take effect until it has been approved by a vote of a majority of the outstanding voting securities (as defined in the Investment Company Act) of the Class B shares of the Fund.

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If approved by a vote of a majority of the outstanding voting securities of the Class B shares of the Fund, the Plan shall, unless earlier terminated in accordance with its terms, continue in full force and effect thereafter for so long as such continuance is specifically approved at least annually by a majority of the Trustees of the Fund and a majority of the Rule 12b-1 Trustees by votes cast in person at a meeting called for the purpose of voting on the continuation of the Plan.

6. TERMINATION

This Plan may be terminated at any time by vote of a majority of the Rule 12b-1 Trustees, or by vote of a majority of the outstanding voting securities (as defined in the Investment Company Act) of the Class B shares of the Fund.

7. AMENDMENTS

The Plan may not be amended to change the combined service and distribution expenses to be paid as provided for in Sections 2 and 3 hereof so as to increase materially the amounts payable under this Plan unless such amendment shall be approved by the vote of a majority of the outstanding voting securities (as defined in the Investment Company Act) of the Class B shares of the Fund. All material amendments of the Plan shall be approved by a majority of the Trustees of the Fund and a majority of the Rule 12b-1 Trustees by votes cast in person at a meeting called for the purpose of voting on the Plan.

8. RULE 12B-1 TRUSTEES

While the Plan is in effect, the selection and nomination of the Rule 12b-1 Trustees shall be committed to the discretion of the Rule 12b-1 Trustees.

9. RECORDS

The Fund shall preserve copies of the Plan and any related agreements and all reports made pursuant to Section 4 hereof, for a period of not less than six years from the date of effectiveness of the Plan, such agreements or reports, and for at least the first two years in an easily accessible place.

10. ENFORCEMENT OF CLAIMS

The name "Prudential FlexiFund" is the designation of the Trustees under a Declaration of Trust dated February 23, 1987 and all persons dealing with the Fund must look solely to the property of the Fund for the enforcement of any claims against the Fund, and neither the Trustees, officers, or agents of shareholders assume any personal liability for obligations entered into on behalf of the Fund.

Dated:

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PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.
PROXY (CLASS A)

YOUR PROXY WILL BE ELECTRONICALLY SCANNED.
CAREFULLY DETACH HERE AND RETURN BOTTOM PORTION ONLY.

PRUDENTIAL FLEXIFUND
STRATEGY PORTFOLIO
ONE SEAPORT PLAZA
NEW YORK, NEW YORK 10292

This Proxy is Solicited on Behalf of the Trustees.
The undersigned hereby appoints Susan C.Cote, S. Jane Rose and Marguerite E.H. Morrison as proxies, each with the power of substitution, and hereby authorizes each of them to represent and to vote, as designated below, all the Class A shares of beneficial interest of Prudential Flexifund-Strategy Portfolio held of record by the undersigned on _____, 1994 at the Special Meeting of Shareholders to be held on _____, 1994, or any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR ALL THE PROPOSALS LISTED BELOW.

Your Account No.:
Your voting shares are:

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

1. Election of Trustees

APPROVE ALL NOMINEES
WITHHOLD ALL NOMINEES
WITHHOLD THOSE LISTED ON BACK

To withhold authority for any individual nominee, please write name on back of form.

Edward D. Beach
Donald D. Lennox
Douglas H. McCorkindale
Lawrence C. McQuade
Thomas T. Mooney
Richard A. Redeker
Louis A. Weil, III

- | FOR | AGAINST | ABSTAIN |
|---|---------|---------|
| 2. To approve an amendment of the Fund's Declaration of Trust to permit a conversion feature for Class B shares. | | |
| 3. To approve an amended and restated Class A Distribution and Service Plan. | | |
| 4. Not applicable to Class A shareholders. | | |
| 5. To approve the elimination of the Strategy Portfolio's investment restrictions regarding restricted and illiquid securities. | | |
| 6. To approve an amendment of the Strategy Portfolio's investment restriction limiting the Portfolio's ability to invest in a security if the Portfolio would hold more than 10% of any class of securities of an issuer. | | |
| 7. To approve elimination of the Strategy Portfolio's investment restrictions limiting the Portfolio's ability to invest in the securities of any issuer in which officers and Trustees of the Fund or officers and directors of its investment adviser own more than a specified interest. | | |
| 8. To approve a modification of the Strategy Portfolio's investment restrictions to permit the Portfolio to enter into interest rate swap transactions. | | |
| 9. To ratify the selection by the Trustees of Deloitte & Touche as independent accountants for the fiscal year ending July 31, 1994. | | |

IN THEIR DISCRETION THE PROXIES ARE AUTHORIZED TO VOTE UPON OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING

Only shares of beneficial interest of the Fund of record at the close of business on _____, 1994 are entitled to notice of and to vote at the Meeting or any adjournment thereof.

SIGNATURE

DATE
