

# SECURITIES AND EXCHANGE COMMISSION

## FORM PRES14A

Preliminary proxy statements, special meeting

Filing Date: **1994-03-18** | Period of Report: **1994-06-23**  
SEC Accession No. **0000912057-94-000961**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### FILER

#### PRUDENTIAL GROWTH OPPORTUNITY FUND

CIK: **318531** | IRS No.: **133040042** | State of Incorporation: **MD** | Fiscal Year End: **0930**  
Type: **PRES14A** | Act: **34** | File No.: **811-03084** | Film No.: **94516611**

Mailing Address  
*ONE SEAPORT PLZ  
NEW YORK NY 10292*

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

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 Rule 14a-11(c) or Rule 14a-12

PRUDENTIAL-BACHE GROWTH  
OPPORTUNITY FUND, INC.

-----  
(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

PRUDENTIAL-BACHE GROWTH  
OPPORTUNITY FUND, INC.

-----  
(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 Rule  
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 GROWTH OPPORTUNITY FUND  
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 Prudential-Bache Growth Opportunity Fund, Inc., doing business as Prudential Growth Opportunity Fund (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 Directors.
2. To approve an amendment of the Fund's Articles of Incorporation 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 elimination of the Fund's investment restriction regarding restricted and illiquid securities.

6. To approve an amendment of the Fund's investment restriction limiting the Fund's ability to purchase any security if the Fund would hold more than 10% of any class of securities of an issuer.

7. To approve the elimination of the Fund's investment restriction limiting the Fund's ability to invest in the securities of any issuer in which officers and Directors of the Fund or officers and directors of its investment adviser own more than a specified interest.

8. To approve an amendment of the Fund's Articles of Incorporation to change the name of the Fund to "Prudential Growth Opportunity Fund, Inc."

9. To ratify the selection by the Board of Directors of Price Waterhouse as independent accountants for the fiscal year ending September 30, 1994.

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

Only shares of Common Stock of the Fund 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.

PRELIMINARY COPY

PRUDENTIAL GROWTH OPPORTUNITY FUND  
ONE SEAPORT PLAZA  
NEW YORK, N.Y. 10292

-----  
PROXY STATEMENT  
-----

This statement is furnished by the Board of Directors of Prudential-Bache Growth Opportunity Fund, Inc., doing business as Prudential Growth Opportunity Fund (the Fund), in connection with its 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 Directors 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

1

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 \_\_\_\_\_ shares of Common Stock outstanding and entitled to vote, consisting of \_\_\_\_\_ Class A shares and \_\_\_\_\_ 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 Common Stock of the Fund 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 Board of Directors of the Fund has 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 \$41,000 and will be borne by the Fund. In addition, solicitation may include, without cost to the Fund, telephone, telegraphic or oral communication by regular employees of Prudential Securities Incorporated (Prudential Securities) and its affiliates.

ELECTION OF DIRECTORS  
(PROPOSAL NO. 1)

At the Meeting, eight Directors 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 Delayne Dedrick Gold, Arthur Hauspurg, Harry A. Jacobs, Jr., Thomas J. McCormack, Lawrence C. McQuade, Stephen P. Munn, Richard A. Redeker and Louis A. Weil, III, all of whom, except Mr. Redeker, are currently members of the Board of Directors. Each of the nominees has consented to be

2

named in this Proxy Statement and to serve as a Director, if elected. All of the current members of the Board of Directors have previously been elected by the shareholders, except Messrs. Munn and Weil. Mr. Hauspurg has served as a Director since September 3, 1980. Messrs. McCormack and McQuade have served as Directors since July 23, 1982. Ms. Gold has served as a Director since October 22, 1982. Mr. Jacobs resigned as a Director in March 1988 and was reelected at a

board meeting held on September 9, 1988. Messrs. Weil and Munn have served as Directors since February 5, 1991 and April 30, 1991, respectively.

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

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

INFORMATION REGARDING DIRECTORS

<TABLE>  
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS, AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF COMMON STOCK OWNED AT , 1994
<p>&lt;S&gt;</p> <p>Delayne Dedrick Gold (55), Marketing and Management Consultant; Director of Prudential Adjustable Rate Securities Fund, Inc., Prudential Equity Fund, Inc., Prudential Global Fund, Inc., Prudential GNMA Fund, Prudential Government Plus Fund, Prudential Growth Opportunity Fund, Prudential High Yield Fund, Prudential IncomeVertible-R- Fund, Inc., Prudential MoneyMart Assets, Prudential National Municipals Fund, Prudential Pacific Growth Fund, Inc., Prudential Short-Term</p> <p>&lt;/TABLE&gt;</p>	<p>&lt;C&gt;</p> <p>Director</p>	<p>&lt;C&gt;</p> <p>[-0-]</p>

<TABLE>  
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS, AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF COMMON STOCK OWNED AT , 1994
<p>&lt;S&gt;</p> <p>Global Income Fund, Inc., Prudential Special Money Market Fund, Prudential Structured Maturity Fund, Prudential Tax-Free Money Fund and Prudential Utility Fund; Trustee of The BlackRock Government Income Trust, Command Government Fund, Command Money Fund, Command Tax-Free Fund, Prudential California Municipal Fund, Prudential Government Securities Trust, Prudential Municipal Series Fund and Prudential U.S. Government Fund.</p> <p>Arthur Hauspurg (68), Trustee and former President, Chief Executive Officer and Chairman of the Board of Consolidated Edison Company of New York, Inc.; Director of COMSAT Corp., Prudential Growth Opportunity Fund, Prudential High Yield Fund, Prudential National Municipals Fund and Prudential Tax-Free Money Fund; Trustee of Prudential Government Securities Trust.</p> <p>*Harry A. Jacobs, Jr. (72), Senior Director (since January 1986) of Prudential Securities; formerly Interim Chairman and Chief Executive Officer of Prudential Mutual Fund Management, Inc. (PMF) (June-September 1993); Chairman of the Board of</p>	<p>&lt;C&gt;</p> <p>Director</p> <p>Director</p>	<p>&lt;C&gt;</p> <p>[-0-]</p> <p>[6,524]</p>

Prudential Securities (1982-1985) and Chairman of the Board and Chief

</TABLE>

4

<TABLE>  
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS, AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF COMMON STOCK OWNED AT , 1994
<p>&lt;S&gt;</p> <p>Executive Officer of Bache Group Inc. (1977-1982); Director of the Center for National Policy, Prudential Adjustable Rate Securities Fund, Inc., Prudential Equity Fund, Inc., Prudential Global Fund, Inc., Prudential GNMA Fund, Prudential Government Plus Fund, Prudential Growth Opportunity Fund, Prudential High Yield Fund, Prudential IncomeVertible-R- Fund, Inc., Prudential MoneyMart Assets, 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 First Australia Fund, Inc., The First Australia Prime Income Fund, Inc., The Global Government Plus Fund, Inc. and The Global Yield Fund, Inc.; Trustee of the Trudeau Institute, The BlackRock Government Income Trust, Command Money Fund, Command Government Fund, Command Tax-Free Fund, Prudential California Municipal Fund, Prudential Municipal Series Fund and Prudential U.S. Government Fund.</p>	<p>&lt;C&gt;</p> <p>Director</p>	<p>&lt;C&gt;</p> <p>[-0-]</p>
<p>Thomas J. McCormack (62), Chairman, Chief Executive Officer and Editorial Director (since 1987) and President (1970-1987) of St. Martin's Press, Inc.; Director of</p>		

5

<TABLE>  
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS, AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF COMMON STOCK OWNED AT , 1994
<p>&lt;S&gt;</p> <p>Macmillan Publishers Limited (London) and Pan Books Limited (London), Prudential Growth Opportunity Fund, Prudential High Yield Fund, Prudential National Municipals Fund and Prudential Tax-Free Money Fund; Trustee of Prudential Government Securities Trust.</p>	<p>&lt;C&gt;</p>	<p>&lt;C&gt;</p>
<p>*Lawrence C. McQuade (66), Vice Chairman of PMF (since 1988); Managing Director, Investment Banking, Prudential Securities (1988-1991); Director of 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 WR Grace &amp; Company; President and Director of Prudential Adjustable Rate Securities Fund, Inc., Prudential Equity Fund, Inc., Prudential Global Fund, Inc., Prudential Global Genesis Fund, Prudential</p>	<p>President and Director</p>	<p>[2,740]</p>



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 Income Fund, Inc., Prudential Special Money Market Fund, Prudential Structured Maturity Fund, Prudential Utility Fund, The

<TABLE>  
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS, AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF COMMON STOCK OWNED AT , 1994
<p>&lt;S&gt; 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.</p>	<p>&lt;C&gt;</p>	<p>&lt;C&gt;</p>
<p>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 &amp; 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 Resources Fund, Prudential Growth Opportunity Fund, Prudential High Yield Fund, Prudential Multi-Sector Fund, Inc., Prudential National</p>	<p>Director</p>	<p>[537]</p>

<TABLE>  
<CAPTION>

NAME, AGE, BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS, AND DIRECTORSHIPS	POSITION WITH FUND	SHARES OF COMMON STOCK OWNED AT , 1994
<p>&lt;S&gt; Municipals Fund, Prudential Tax-Free Money Fund and The Global Government Plus Fund, Inc.</p>	<p>&lt;C&gt;</p>	<p>&lt;C&gt;</p>

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

</TABLE>



The Directors and officers of the Fund as a group owned beneficially [11,127] shares of the Fund at , 1994, representing less than 1% of the outstanding shares of the Fund.

The Fund pays annual compensation of \$6,000, plus travel and incidental expenses, to each of the five Directors not affiliated with PMF or Prudential Securities. The Chairman of the Audit Committee receives an additional \$200 per year. The Directors have the option to receive the Director'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 Director'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 Director. The Fund's obligation to make payments of deferred Directors' fees, together with interest thereon, is a general obligation of the Fund. During the fiscal year ended September 30, 1993 the Fund paid Directors' fees of \$30,200 and travel and incidental expenses of approximately \$2,600.

There were four regular meetings of the Fund's Board of Directors held during the fiscal year ended September 30, 1993. The Board of Directors presently has an Audit Committee, the members of which are Ms. Gold and Messrs. Hauspurg, McCormack, Munn and Weil, the Fund's non-interested Directors. The Audit Committee met three times during the fiscal year ended September 30, 1993. The Audit Committee makes recommendations to the full Board with respect to the engagement of independent accountants and reviews with the independent accountants the plan and results of the audit engagement and matters having a material effect upon the Fund's financial operations. The Board also has a Nominating Committee, comprised of the Fund's non-interested Directors, which selects and proposes candidates for election to the Board

10

of Directors. The Nominating Committee met once during the fiscal year ended September 30, 1993. The Nominating Committee does not consider nominees recommended by shareholders to fill vacancies on the Board.

During the fiscal year ended September 30, 1993, Mr. McCormack attended fewer than 75% of the aggregate of the total number of meetings of the Board of Directors and any committees thereof of which such Director was a member.

The executive officers of the Fund, other than as shown above, are: David W. Drasnin, Vice President, having held such office since April 30, 1985; Robert F. Gunia, Vice President, having held such office since April 30, 1987; S. Jane Rose, Secretary, having held office since October 18, 1984; Susan C. Cote, Treasurer, having held office since April 30, 1987 and Ronald Amblard, Assistant Secretary, having held office since September 9, 1988. Mr. Drasnin is 57 years old and is a Vice President and Branch Manager of Prudential Securities. Mr. Gunia is 47 years old and is currently Chief Administrative Officer (since July 1990), Director, Executive Vice President, Treasurer and Chief Financial Officer of PMF and Senior Vice President 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 currently 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 currently Senior Vice President (since January 1991) and Senior Counsel 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. Mr. Amblard is 35 years old and is currently First Vice President (since January 1994) and Associate General Counsel (since January 1992) of PMF and Vice President and Associate General Counsel of Prudential Securities (since January 1992). Prior thereto he was Assistant General Counsel (August 1988-December 1991), Associate Vice President (January 1989-December

1990) and Vice President (January 1991-December 1993) of PMF. The executive officers of the Fund are elected annually by the Board of Directors.

#### REQUIRED VOTE

Directors 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.

11

#### 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 February 1, 1989 (the Management Agreement).

The Management Agreement was last approved by the Board of Directors of the Fund, including a majority of the Directors who are not parties to such contract or interested persons of such parties (as defined in the Investment Company Act) on May 3, 1993 and was approved by shareholders on April 28, 1988.

##### TERMS OF THE MANAGEMENT AGREEMENT

Pursuant to the Management Agreement, PMF, subject to the supervision of the Fund's Board of Directors 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 portfolio and places purchases 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 corporate affairs, subject to the supervision of the Fund's Board of Directors, 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 Directors 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 Directors not affiliated with PMF or the Fund's investment adviser;

12

(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 .70 of 1% Fund's average daily net assets. This fee is computed daily and paid monthly. For the fiscal year ended September 30, 1993, PMF received a management fee of \$2,439,222.

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 September 30, 1993. The Fund believes the most restrictive of such annual limitations is 2 1/2% of the 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 Directors 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 share certificates representing shares of the Fund, (i) the cost of fidelity and liability insurance, (j) 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

13

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 Board of Directors' meetings and of preparing, printing and mailing prospectuses and reports to 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 Board of Directors 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, Inc., 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 Administrative Officer, Treasurer and Director	Executive Vice President, Chief Financial and Administrative Officer, Treasurer and Director, PMF; Senior Vice President, Prudential Securities
Eugene B. Heimberg .....	Director Prudential Plaza Newark, NJ 07102	Senior Vice President, Prudential
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 213 Washington Street Newark, NJ 07102	Senior Vice President, Prudential; Director, PSG

</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 April 28, 1988 and was last approved by the Board of Directors of the Fund, including a majority of the Directors who are not parties to such contract or interested persons of such parties (as defined in the Investment Company Act), on May 3, 1993.

TERMS OF THE SUBADVISORY AGREEMENT

Pursuant to the Subadvisory Agreement, PIC, subject to the supervision of PMF and the Board of Directors and in conformity with the stated policies of the Fund, manages the investment operations of the Fund and the composition of the Fund's portfolio, 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 Directors 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, Chief Financial and Compliance Officer, PIC; Vice President, Prudential
William M. Bethke .....	Senior Vice President	Senior Vice President, Prudential
Two Gateway Center Newark, NJ 07102		
John D. Brookmeyer, Jr. .	Senior Vice President	Senior Vice President, Prudential; Senior Vice President, PIC
Two Gateway Center Newark, NJ 07102		

</TABLE>

<TABLE>  
<CAPTION>

NAME AND ADDRESS	POSITION WITH PIC	PRINCIPAL OCCUPATIONS
<S>	<C>	<C>
Eugene B. Heimberg .....	President and Director	Senior Vice President, Prudential
Garnett L. Keith, Jr. ....	Director	Vice Chairman and Director, Prudential
William P. Link .....	Executive Vice President	Executive Vice President, Prudential
Four Gateway Center Newark, NJ 07102		
Robert E. Riley .....	Executive Vice President	Executive Vice President, Prudential; Director, PSG
800 Boylston Avenue Boston, MA 02199		

James W. Stevens .....	Executive Vice President	Executive Vice President, Prudential; Director, PSG
Four Gateway Center Newark, NJ 07102		
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 Board of Directors, including a majority of the Directors who are not interested persons of the Fund and who

19

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 Directors), on May 3, 1993. The Class A Plan was approved by the Class A shareholders on December 19, 1990. The Class B Plan was approved by shareholders of the Fund (the Class B shareholders) on January 11, 1990.

The Plans are proposed to be amended as set forth in Proposal Nos. 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 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 for the fiscal year ending September 30, 1994.

For the fiscal year ended September 30, 1993, PMFD received payments of \$139,602 under the Class A Plan representing .20 of 1% of the average daily net assets of the Class A shares as reimbursement of expenses related to the distribution of Class A shares. This amount was primarily expended on account servicing fees to Prudential Securities and Pruco Securities Corporation, an affiliated broker-dealer (Prusec), for payment to financial advisers and other salespersons who sell Class A shares. For the fiscal year ended September 30, 1993, PMFD also received \$835,000 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 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. The aggregate distribution fee for Class B shares

(asset-based sales charge plus service fee) will not exceed 1% of the average daily net assets under the Class B Plan.

For the fiscal year ended September 30, 1993, Prudential Securities received \$2,786,595 from the Fund under the Class B Plan and spent approximately \$6,227,200 in distributing the Fund's Class B shares. It is estimated that of the latter amount approximately \$57,000 (0.9%) was spent on printing and mailing of prospectuses to other than current shareholders; \$620,000 (10.0%)

20

on compensation to Prusec, for commissions to its financial advisers and other expenses, including an allocation of overhead and other branch office distribution-related expenses, incurred by it for distribution of Fund shares; \$111,000 (1.8%) in interest and/or carrying charges; \$5,439,200 (87.3%) on the aggregate of (i) payments of commissions to financial advisers (\$2,119,400 or 34.0%) and (ii) an allocation of overhead and other branch office distribution-related expenses (\$3,319,800 or 53.3%). The term "overhead and other branch office distribution-related expenses" represents (a) the expenses of operating Prudential Securities branch offices in connection with the sale of Fund shares, including lease costs, the salaries and employee benefits of operations and sales support personnel, utility costs, communications costs and the costs of stationery and supplies, (b) the costs 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 Fund 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. Under the current Class B Plan, 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 September 30, 1993, Prudential Securities received approximately \$436,000 in contingent deferred sales charges. As of September 30, 1993, the aggregate amounts of unreimbursed distribution expenses for the Fund's Class B shares were approximately \$4,548,000.

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 Board of Directors, including a majority vote of the Rule 12b-1 Directors, 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 Directors or by the vote of the holders of a majority of the outstanding shares of the applicable class on not more than 30 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 Board of Directors 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

21

the Class B Plan, the Board of Directors 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 Board of Directors reviews at least quarterly a written report of the distribution expenses incurred on behalf of the Class A and Class B shares 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 Directors shall be committed to the Rule 12b-1 Directors.



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 Board of Directors, including a majority of the Rule 12b-1 Directors, on May 3, 1993.

#### PORTFOLIO TRANSACTIONS

The Manager is responsible for decisions to buy and sell securities, options on securities and futures contracts for the Fund, the selection of brokers and dealers to effect the transactions and the negotiation of brokerage commissions, if any. For purposes of this section, the term "Manager" includes the "Subadviser." Purchases and sales of securities or futures contracts on a securities exchange or board of trade are effected through brokers or futures commission merchants who charge a negotiated commission for their services. 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 (or any affiliate). Brokerage commissions on U.S. securities, options and futures exchanges or boards of trade are subject to negotiation between the Adviser and the broker or futures commission merchant.

In the over-the-counter market, securities 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 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 may be purchased directly from an 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 acts as principal. Thus, it will not deal in the over-the-counter market with Prudential Securities

22

(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. Commission rates are established pursuant to negotiations with the broker or futures commission merchant based on the quality and quantity of execution services provided by the broker in the light of generally prevailing rates. The Manager's policy is to pay higher commissions to brokers or futures commission merchants, 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. The allocation of orders among brokers and the commission rates paid are reviewed periodically by the Fund's Board of Directors. 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 the rules of the SEC. This limitation, in the opinion of the Fund, will not significantly affect the Fund's ability to pursue its present investment objective. However, in the future in other circumstances, the Fund 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 (or any affiliate) may act as a 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 in connection with comparable transactions involving similar securities 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 in a commensurate arm's-length transaction. Furthermore, the Board of Directors of the Fund, including a majority of the Rule 12b-1 Directors, has 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) of 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 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.

The table presented below shows certain information regarding the payment of commissions by the Fund, including the amount of such commissions paid to Prudential Securities, for the fiscal year ended September 30, 1993.

<TABLE>  
<CAPTION>

	YEAR ENDED SEPTEMBER 30, 1993 -----
<S>	<C>
Total brokerage commissions paid by the Fund.....	\$ 889,308
Total brokerage commissions paid to Prudential Securities.....	10,875
Percentage of total brokerage commissions paid to Prudential Securities.....	1.22%

</TABLE>

The Fund effected approximately .01% of the total dollar amount of its transactions involving the payment of commissions through Prudential Securities during the fiscal year ended September 30, 1993. Of the total brokerage commissions paid during the fiscal year ended September 30, 1993, approximately \$733,516 (81.74% gross brokerage transactions) were paid to firms which provided research, statistical or other services. The Fund has not separately identified the portion of such brokerage commissions which relates to the provision of such research, statistical or other services.

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

The Board of Directors is recommending that shareholders approve an amendment to the Fund's Articles of Incorporation to permit the implementation of a conversion feature for Class B shares. 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 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 Articles of Incorporation requires approval by a majority of the Fund's outstanding shares.

#### THE CLASSES OF SHARES

The Fund currently offers two classes of shares, 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 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 and PMFD has agreed to so limit its fee under the Class A Plan for the fiscal year ending September 30, 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 assets of the Class B shares.

In accordance with the SEC Order, the Board of Directors may, among other things, authorize the creation of additional classes of shares from time to time. The Board of Directors has approved the offering of a new class of shares, 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 is not approved, Class C shares will not be offered.

#### THE PROPOSED CONVERSION FEATURE

On May 3, 1993, the Fund's Board of Directors, including a majority of the Directors who are not "interested persons" of the Fund (as defined in the Investment Company Act), approved an amendment to the Fund's Articles of Incorporation to permit the implementation of a conversion feature for the Fund's Class B shares. A copy of the proposed amendment to the Fund's Articles of Incorporation 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 purchase. The first conversion is currently anticipated to occur in or about January 1995. Conversions will be effected automatically at relative

25

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 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 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

26

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 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 Articles of Incorporation 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 BOARD OF DIRECTORS RECOMMENDS 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)  
 (PROPOSAL NO. 3)

On May 3, 1993, the Fund's Board of Directors 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 recommends 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 above), 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).

The Board of Directors 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 Board of Directors on May 3, 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 and 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 Board of Directors believes 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 (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 fees 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 Directors, including a majority of the Rule 12b-1 Directors, cast in person at a meeting called for the purpose of voting on the Plan. So long as the Class A Plan is in effect, the selection and nomination of the Rule 12b-1 Directors will be committed to the discretion of the Rule 12b-1 Directors.

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 Directors 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

29

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 September 30, 1991, 1992 and 1993, PMFD received payments of \$41,301, \$72,022 and \$139,602, respectively, under the Existing Class A Plan representing .20 of 1% of the average daily net assets of the Class A shares 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 September 30, 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 than .25 of 1% of the average daily net assets of the Class A shares for the fiscal year ending September 30, 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 Board of Directors 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

30

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 Directors 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 the Fund and comparative data with respect to distribution arrangements adopted by other investment companies. Based upon such review, the Directors, including a majority of the Rule 12b-1 Directors, 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 Board of Directors, including a majority of the Rule 12b-1 Directors.

#### REQUIRED VOTE

If Proposal No. 2 is approved by shareholders, the Proposed Class A Plan will require the approval of a majority of the Fund's outstanding Class A shares and Class B shares (as defined in the Investment Company Act) 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 the Fund'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 voting 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, the Existing Class A Plan will continue in its present form.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THIS PROPOSAL NO. 3.

31

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

On May 3, 1993, the Fund's Board of Directors 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 recommends 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 Board of Directors 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 Board of Directors on May 3, 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 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 and 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 Board of Directors believes 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.

32

#### 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 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% 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 Article III, Section 26 of the NASD Rules. 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 Directors, including a majority of the Rule 12b-1 Directors, 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 the Rule 12b-1 Directors will be committed to the discretion of the Rule 12b-1 Directors.

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 Directors or by the vote of a majority of the outstanding Class B 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 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 \$4,857,500.

For the fiscal years ended September 30, 1991, 1992 and 1993, Prudential Securities received \$1,045,078, \$1,546,006 and \$2,786,595, respectively, from the Fund under the Existing Class B Plan, representing 1.00% of the average daily net assets of the Class B shares, and spent approximately \$1,042,700, \$2,266,000 and \$6,227,200, respectively, for Distribution Activities. Since the maximum annual fee under the Existing Class B Plan is the same as under the Proposed Class B Plan, Prudential Securities would have received the same annual fee under the Proposed Class B Plan as it did under the Existing Class B Plan for the fiscal years ended September 30, 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 Board of Directors 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 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 Fund 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 Directors 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 the Fund and comparative data with respect to distribution arrangements adopted by other investment companies. Based upon such review, the

Directors, including a majority of the Rule 12b-1 Directors, determined that there is a reasonable likelihood that the Proposed Class B Plan will benefit the Fund and its Class B shareholders.

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 Board of Directors, including a majority of the Rule 12b-1 Directors.

#### REQUIRED VOTE

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

THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE "FOR" THIS PROPOSAL NO. 4.

APPROVAL OF ELIMINATION OF THE FUND'S FUNDAMENTAL  
INVESTMENT RESTRICTION REGARDING RESTRICTED  
AND ILLIQUID SECURITIES  
(PROPOSAL NO. 5)

On May 3, 1993 at the request of the Fund's Manager and Subadviser, the Board of Directors considered and recommends for shareholder approval revision of the Fund's fundamental investment restriction regarding illiquid and

35

restricted securities. The current restriction is overly confining in light of the development of an active market in those securities that, although subject to restrictions on resale, are transferable under SEC Rule 144A. The Board of Directors recommends elimination of the Fund's Investment Restriction No. 16, which limits the purchase of any security that is restricted as to disposition under federal securities laws or which is otherwise illiquid or not readily marketable to 5% of its total assets.

Investment Restriction No. 16 provides that the Fund may not:

Invest more than 5% of its total assets in securities which are subject to restrictions on resale because they have not been registered under the Securities Act, or which are otherwise illiquid or not readily marketable.

The Board recommends replacement of such fundamental investment restriction with a non-fundamental investment policy that could be modified by the vote of the Board of Directors in response to regulatory or market developments without further approval by shareholders. The change would expand the Fund'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 of 1933 (the Securities Act). The proposed non-fundamental policy would provide as follows:

The Fund 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 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 Board of Directors. 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 investment adviser or the Board of Directors to affect the Fund's liquidity because it excludes from illiquid securities only those Rule 144A securities for which there is a readily available market.

36

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 Fund's present restriction 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 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 the 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 the 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 the Fund'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 permit the Fund to invest up to 10% of its net assets in illiquid assets. The markets for certain equity securities 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 Board of Directors), these Rule 144A securities would be exempt from the 10% limitation.

37

In order to take advantage of the market for Rule 144A securities and the increasingly liquid institutional trading markets, the Manager recommends that the Fund eliminate its fundamental policy 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 Fund's policy on illiquid securities non-fundamental, the Fund 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 Board of Directors, will monitor the liquidity of specific types of securities and, based on their recommendations, the Board of Directors will from

time to time determine whether such securities should be deemed to be liquid with reference to 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 Board of Directors believes that adoption of Proposal No. 5 is in the best interests of the Fund and its shareholders.

#### REQUIRED VOTE

Adoption of Proposal No. 5 requires the affirmative vote of the holders of a majority of the outstanding voting shares. Under the Investment Company Act, a majority of the Fund's outstanding voting securities is defined as the lesser of (i) 67% of the Fund's outstanding shares represented at a meeting at which more than 50% of the Fund's outstanding shares are present in person or represented by proxy, or (ii) more than 50% of the Fund's outstanding shares. If the proposed change in investment policy is not approved, 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 Fund.

38

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THIS PROPOSAL NO. 5.

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

On May 3, 1993, at the request of the Fund's Manager and Subadviser, the Board of Directors considered and recommends for shareholder approval modification of Investment Restriction No. 2 to delete the restriction that prohibits the Fund from purchasing a class of security if the Fund thereafter would hold more than ten percent of that class of securities of any one issuer. Investment Restriction No. 2 provides that the Fund may not:

Purchase more than 10% of the outstanding voting securities or of any class of securities of any one issuer.

The Fund currently may not purchase a class of security if the Fund would then hold more than 10% of that class of securities of any one 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, in its current form, is not required under federal securities laws. If the proposal is approved, and a state securities commission requires inclusion of this limitation, the Fund would continue to comply with the restriction as a non-fundamental operating policy so long as the Fund sells its shares in that state.

The Board of Directors is proposing that Investment Restriction No. 2 be modified to read as follows:

The Fund may not:

Purchase more than 10% of the outstanding voting securities of any one issuer.

Currently, the Fund 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 Board of Directors believes that adoption of Proposal No. 6 is in the best interests of the Fund and its shareholders.

39

#### REQUIRED VOTE

Adoption of Proposal No. 6 requires the approval of a majority of the outstanding voting shares of the Fund, as defined by the Investment Company Act and described under Proposal No. 5 above. If the proposed change in investment policy is not approved, 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 Fund.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THIS PROPOSAL NO. 6.

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

On May 3, 1993, at the request of the Fund's Manager, the Board of Directors considered and recommends for shareholder approval elimination of the Fund's Investment Restriction No. 5, which provides that the Fund may not:

Invest in securities of any issuer if, to the knowledge of the Fund, any officer or director of the Fund or of the adviser owns more than 1% of the outstanding securities of such issuer and such officers and directors who own more than 1% own in the aggregate more than 5% of the outstanding securities of such issuer.

The Manager has advised the Board of Directors that Investment Restriction No. 5 was initially adopted to comply with a restriction imposed in connection with the sale of the Fund's shares in Ohio. If the proposal is approved, the Fund would continue to comply with the restrictions as a non-fundamental operating policy so long as the Fund sells its shares in Ohio. However, if Ohio were to eliminate the requirement or the Fund stopped offering its shares for sale in Ohio, the Board of Directors could eliminate the operating policy without the necessity of shareholder approval. The Fund does not currently intend to stop offering its shares in Ohio, nor are the Fund or the Fund's Manager aware of any proposal to change the Ohio law.

The Board of Directors believes that adoption of Proposal No. 7 is in the best interests of the Fund and its shareholders.

#### REQUIRED VOTE

Amendment of the Fund's investment restrictions to delete Investment Restriction No. 5 requires the approval of a majority of the Fund's outstanding

40

voting securities, as defined in the Investment Company Act and described under Proposal No. 5 above. If the proposed change in investment policy is not approved, 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 Fund.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THIS PROPOSAL NO. 7.

APPROVAL OF AN AMENDMENT OF THE FUND'S  
ARTICLES OF INCORPORATION  
TO CHANGE THE NAME OF THE FUND  
(PROPOSAL NO. 8)

The Board of Directors proposes that the Fund's name be changed from Prudential-Bache Growth Opportunity Fund, Inc. to Prudential Growth Opportunity Fund, Inc. and that the Articles of Incorporation of the Fund be amended to effect the name change. The Fund is currently doing business under the name Prudential Growth Opportunity Fund.

The Board of Directors considered the proposed name change from "Prudential-Bache" to "Prudential" in connection with the change in the name of Prudential-Bache Securities Inc. to Prudential Securities Incorporated (Prudential Securities), Distributor of the Fund's Class B shares. Management of the Fund expressed its opinion that the proposed name, "Prudential Growth Opportunity Fund, Inc." more accurately reflects the Fund's affiliation with PMF, Prudential Securities and The Prudential Insurance Company of America, their parent company.

The Board of Directors believes that adoption of Proposal No. 8 is in the best interest of the Fund and its shareholders.

REQUIRED VOTE

The name change must be approved by the holders of a majority of the Fund's shares of common stock in accordance with the Fund's Articles of

41

Incorporation. The name change will be effected as soon as is practicable after shareholder approval. If this proposal is not approved, the Board of Directors will consider whether it is appropriate for the Fund to continue to do business under the name Prudential Growth Opportunity Fund.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THIS PROPOSAL NO. 8.

RATIFICATION OF INDEPENDENT ACCOUNTANTS  
(PROPOSAL NO. 9)

The Board of Directors of the Fund, including Directors who are not interested persons of the Fund, has selected Price Waterhouse as independent accountants for the Fund for the fiscal year ending September 30, 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 Price Waterhouse. No representative of Price Waterhouse is expected to be present at the Meeting of Shareholders.

The policy of the Board of Directors 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 independence 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 Board of Directors of the Fund receives a report from its 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 BOARD OF DIRECTORS RECOMMENDS 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.

42

SHAREHOLDER PROPOSALS

The Fund is not required to hold annual meetings of shareholders and the Board of Directors currently does 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 Board of Directors' 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.

43

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.

A-1

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>	<C>
Furniture.....	\$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>

A-2

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.

A-3

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

A-4

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.

A-5

#### 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

A-6

EXHIBIT B

FORM OF AMENDMENT TO ARTICLES OF INCORPORATION

Article V, Section 1 of the Fund's Articles of Incorporation are proposed to be amended and restated as follows:

ARTICLE V  
COMMON STOCK

Section 1. The total number of shares of capital stock which the Corporation shall have authority to issue is 750,000,000 shares of the par value of \$.01 per share and of the aggregate par value of \$7,500,000 to be divided initially into three classes, consisting of 250,000,000 shares of Class A Common Stock, 250,000,000 shares of Class B Common Stock and 250,000,000 shares of Class C Common Stock.

(a) Each share of Class A, Class B and Class C Common Stock of the Corporation shall represent the same interest in the Corporation and have identical voting, dividend, liquidation and other rights except that (i) Expenses related to the distribution of each class of shares shall be borne solely by such class; (ii) The bearing of such expenses solely by shares of each class shall be appropriately reflected (in the manner determined by the Board of Directors) in the net asset value, dividends, distribution and liquidation rights of the shares of such class; (iii) The Class A Common Stock shall be subject to a front-end sales load and a Rule 12b-1 distribution fee as determined by the Board of Directors from time to time; (iv) The Class B Common Stock shall be subject to a contingent deferred sales charge and a Rule 12b-1 distribution fee as determined by the Board of Directors from time to time; and (v) The Class C Common Stock shall not be subject to either an initial or a contingent deferred sales charge but shall be subject to a Rule 12b-1 distribution fee as determined by the Board of Directors from time to time. All shares of each particular class shall represent an equal proportionate interest in that class, and each share of any particular class shall be equal to each other share of that class.

(b) Each share of the Class B Common Stock of the Corporation shall be converted automatically, and without any action or choice on the part of the holder thereof, into shares (including fractions thereof) of the Class A

Common Stock of the Corporation (computed in the manner hereinafter described), at the applicable net asset value of each Class, at the time of the calculation of the net asset value of such Class B Common Stock at such times, which may vary between shares originally issued for

B-1

cash and shares purchased through the automatic reinvestment of dividends and distributions with respect to Class B Common Stock (each "Conversion Date"), determined by the Board of Directors in accordance with applicable laws, rules, regulations and interpretations of the Securities and Exchange Commission and the National Association of Securities Dealers, Inc. and pursuant to such procedures as may be established from time to time by the Board of Directors and disclosed in the Corporation's then current prospectus for such Class A and Class B Common Stock.

(c) The number of shares of the Class A Common Stock of the Corporation into which a share of the Class B Common Stock is converted pursuant to Paragraph (1)(b) hereof shall equal the number (including for this purpose fractions of a share) obtained by dividing the net asset value per share of the Class B Common Stock for purposes of sales and redemptions thereof at the time of the calculation of the net asset value on the Conversion Date by the net asset value per share of the Class A Common Stock for purposes of sales and redemptions thereof at the time of the calculation of the net asset value on the Conversion Date.

(d) On the Conversion Date, the shares of the Class B Common Stock of the Corporation converted into shares of the Class A Common Stock will cease to accrue dividends and will no longer be outstanding and the rights of the holders thereof will cease (except the right to receive declared but unpaid dividends to the Conversion Date).

(e) The Board of Directors shall have full power and authority to adopt such other terms and conditions concerning the conversion of shares of the Class B Common Stock to shares of the Class A Common Stock as they deem appropriate; provided such terms and conditions are not inconsistent with the terms contained in this Section 1 and subject to any restrictions or requirements under the Investment Company Act of 1940 and the rules, regulations and interpretations thereof promulgated or issued by the Securities and Exchange Commission, any conditions or limitations contained in an order issued by the Securities and Exchange Commission applicable to the Corporation, or any restrictions or requirements under the Internal Revenue Code of 1986, as amended, and the rules, regulations and interpretations promulgated or issued thereunder.

B-2

EXHIBIT C

PRUDENTIAL GROWTH OPPORTUNITY FUND  
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 Growth Opportunity Fund (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 Board of Directors of the Fund, including a majority of those Directors 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 Directors), 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.

C-1

#### 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 Board of Directors 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 Board of Directors 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 Board of Directors. The allocation of distribution expenses among classes will be subject to the review of the Board of Directors.

C-2

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 expenses;

(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 Board of Directors 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 Board of Directors of the Fund such additional information as the Board 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 Board of Directors 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.

C-3

#### 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 Board of Directors of the Fund and a majority of the Rule 12b-1 Directors 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 Directors, 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 Board of Directors of the Fund and a majority of the Rule 12b-1 Directors by votes cast in person at a meeting called for the purpose of voting on the Plan.

#### 8. RULE 12B-1 DIRECTORS

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

#### 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.

Dated:

C-4

EXHIBIT D

PRUDENTIAL GROWTH OPPORTUNITY FUND  
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 Growth Opportunity Fund (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 imposed 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 Board of Directors 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 Directors), 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.

D-1

#### 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 Board of Directors 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 Board of Directors 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 Board of Directors. The allocation of distribution expenses among classes will be subject to the review of the Board of Directors.



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 Board of Directors 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 Board of Directors 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 Board of Directors 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.

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 Board of Directors of the Fund and a majority of the Rule 12b-1 Directors 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 Directors, 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 Board of Directors of the Fund and a majority of the Rule 12b-1 Directors by votes cast in person at a meeting called for the purpose of voting on the Plan.

#### 8. RULE 12B-1 DIRECTORS

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

#### 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.

Dated:

D-4

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

YOUR PROXY WILL BE ELECTRONICALLY SCANNED.  
CAREFULLY DETACH HERE AND RETURN BOTTOM PORTION ONLY.  
PRUDENTIAL GROWTH OPPORTUNITY FUND  
ONE SEAPORT PLAZA  
NEW YORK, NEW YORK 10292

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.  
The undersigned hereby appoints Susan C. Cote, S. Jane Rose and Ronald Amblard as proxies, each with the power of substitution, and hereby authorizes each of them to represent and to vote, as designated below, all the shares of Class B common stock of Prudential Growth Opportunity Fund 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 Directors

TO WITHHOLD AUTHORITY FOR ANY INDIVIDUAL NOMINEE, PLEASE WRITE NAME ON BACK OF FORM.

Delayne Dedrick Gold  
 Arthur Hauspurg  
 Harry A. Jacobs, Jr.  
 Thomas J. McCormack  
 Lawrence C. McQuade  
 Stephen P. Munn  
 Richard A. Redeker  
 Louis A. Weil, III

- |     |   |    |            |                |                |
|-----|---|----|------------|----------------|----------------|
| 2.  | To approve an amendment of the Fund's Articles of Incorporation to permit a conversion feature for Class B Shares.  | 2  | FOR<br>/ / | AGAINST<br>/ / | ABSTAIN<br>/ / |
| 3.  | To approve an amended and restated Class A distribution and service Plan.   | 3  | FOR<br>/ / | AGAINST<br>/ / | ABSTAIN<br>/ / |
| 4.  | To approve an amended and restated Class B distribution and service plan.   | 4  | FOR<br>/ / | AGAINST<br>/ / | ABSTAIN<br>/ / |
| 5.  | To approve elimination of the Fund's investment restriction regarding restricted and illiquid securities.   | 5  | FOR<br>/ / | AGAINST<br>/ / | ABSTAIN<br>/ / |
| 6.  | To approve an amendment of the Fund's investment restriction limiting the Fund's ability to purchase any security if the Fund would hold more than 10% of any class of securities of an issuer.   | 6  | FOR<br>/ / | AGAINST<br>/ / | ABSTAIN<br>/ / |
| 7.  | To approve the elimination of the Fund's investment restriction limiting the Fund's ability to invest in the securities of any issuer in which officers and Directors of the Fund or officers and directors of its investment adviser own more than a specified interest. | 7  | FOR<br>/ / | AGAINST<br>/ / | ABSTAIN<br>/ / |
| 8.  | To approve an amendment of the fund's Articles of Incorporation to change the name of the Fund to "Prudential Growth Opportunity Fund, Inc."  | 8  | FOR<br>/ / | AGAINST<br>/ / | ABSTAIN<br>/ / |
| 9.  | To ratify the selection by the Board of Directors of Price Waterhouse as independent accountants for the fiscal year ending September 30, 1994.   | 9  | FOR<br>/ / | AGAINST<br>/ / | ABSTAIN<br>/ / |
| 10. | To transact such other business as may properly come before the meeting or any adjournments thereof.  | 10 | FOR<br>/ / | AGAINST<br>/ / | ABSTAIN<br>/ / |

Only shares of common stock 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.

Please sign exactly as name appears at left. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

SIGNATURE

DATE

SIGNATURE (JOINT OWNERSHIP)

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 GROWTH OPPORTUNITY FUND  
ONE SEAPORT PLAZA  
NEW YORK, NEW YORK 10292

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.  
The undersigned hereby appoints Susan C. Cote, S. Jane Rose and Ronald Amblard  
as proxies, each with the power of substitution, and hereby authorizes each of  
them to represent and to vote, as designated below, all the shares of Class A  
common stock of Prudential Growth Opportunity Fund 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 Directors

APPROVE ALL NOMINEES      WITHHELD ALL NOMINEES      WITHHELD THOSE LISTED ON BACK

TO WITHHOLD AUTHORITY FOR ANY INDIVIDUAL NOMINEE, PLEASE WRITE NAME ON BACK OF  
FORM.

Delayne Dedrick Gold  
Arthur Hauspurg  
Harry A. Jacobs, Jr.  
Thomas J. McCormack  
Lawrence C. McQuade  
Stephen P. Munn  
Richard A. Redeker  
Louis A. Weil, III

2. To approve an amendment of the Fund's Articles of Incorporation to permit a  
conversion feature for Class B Shares.

FOR                      AGAINST                      ABSTAIN  
2

3. To approve an amended and restated Class A Distribution and Service Plan.  
3

4. NOT APPLICABLE TO CLASS A SHAREHOLDERS.  
4

5. To approve elimination of the Fund's investment restriction regarding  
restricted and illiquid securities.  
5

6. To approve an amendment of the Fund's investment restriction limiting the Fund's ability to purchase any security if the Fund would hold more than 10% of any class of securities of an issuer.

6

7. To approve the elimination of the Fund's investment restriction limiting the Fund's ability to invest in the securities of any issuer in which officers and Directors of the Fund or officers and directors of its investment adviser own more than a specified interest.

7

8. To approve an amendment of the Fund's Articles of Incorporation to change the name of the Fund to "Prudential Growth Opportunity Fund, Inc."

8

9. To ratify the selection by the Board of Directors of Price Waterhouse as independent accountants for the fiscal year ending September 30, 1994.

9

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

10

Only shares of common stock 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.

Please sign exactly as name appears at left. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

---

SIGNATURE

DATE

---

SIGNATURE (JOINT OWNERSHIP)