

12,000,000 Shares

Tax-Free Puerto Rico Fund, Inc.

Common Stock

This Prospectus Supplement relates to the issuance by Tax-Free Puerto Rico Fund, Inc. (the "Fund") of shares of common stock, par value \$0.01 per share (the "Shares") of the Fund. The public offering price per Share will be the greater of (i) \$10 or (ii) the then current net asset value per Share plus the applicable sales load. **This Prospectus Supplement may not be used or relied upon unless the Prospectus dated February 27, 2001 is delivered prior to or simultaneously herewith. This Prospectus Supplement sets forth certain information, including investment advisory fees and sales load, as well as other fees and expenses, an investor needs to know before making an investment decision. Investors are encouraged to retain it for future reference.** Capitalized terms used but not defined herein are defined in the Prospectus, the Prospectus Supplement Number 1 dated March 29, 2001, and the Prospectus Supplement Number 2 dated April 30, 2001 (collectively, the "Prospectus").

An investment in the Fund involves certain risks, including the loss of any amounts invested. The net asset value of the Fund at any particular time will depend on the market value of the underlying investments held by the Fund, which may fluctuate depending on various factors, including interest rates, market conditions, other general economic conditions, and/or factors affecting the issuer of any particular investment held by the Fund. In addition, to the extent that the Fund intends to assume large positions in a small number of issuers, the Fund's net asset value and its yield may fluctuate to a greater extent than that of a diversified investment company. Investors should also be aware that a potential exists for conflicts of interest to arise. See "Special Considerations and Risk Factors" in the Prospectus.

The Fund may increase amounts available for investment through the issuance of preferred stock, debt securities (i.e., debt instruments of varying maturities, including commercial paper and short-term and medium-term notes), and other forms of leverage. The Fund's leverage activities pose increased risks for Shareholders, including the possibility of higher volatility of both the net asset value and the market value of the Shares. See "Special Leverage Considerations — Issuance of Preferred Stock and Debt Securities" in the Prospectus.

(continued on next page)

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, OR WITH ANY OF THE VARIOUS STATES OR JURISDICTIONS, AND THE FUND HAS NOT BEEN REGISTERED UNDER THE INVESTMENT COMPANY ACT OF 1940. THE SHARES ARE BEING OFFERED EXCLUSIVELY TO INDIVIDUALS HAVING THEIR PRINCIPAL RESIDENCE WITHIN THE COMMONWEALTH OF PUERTO RICO AND TO PERSONS, OTHER THAN INDIVIDUALS, WHOSE PRINCIPAL OFFICE AND PRINCIPAL PLACE OF BUSINESS ARE LOCATED WITHIN THE COMMONWEALTH OF PUERTO RICO.

AN INVESTMENT IN THE FUND IS NEITHER INSURED NOR GUARANTEED BY THE U.S. GOVERNMENT OR BY THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO. PROSPECTIVE INVESTORS SHOULD BE AWARE THAT THE SECURITIES ARE NOT AN OBLIGATION OF OR GUARANTEED BY UBS PAINWEBBER INCORPORATED OF PUERTO RICO, OR ANY OF ITS AFFILIATES. IN ADDITION, SUCH INVESTMENTS ARE NOT DEPOSITS AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER AGENCY OF THE U.S. GOVERNMENT.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SHARES AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZATION, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

	<i>Price to Public⁽¹⁾</i>	<i>Sales Load ⁽²⁾</i>	<i>Proceeds to Fund ⁽³⁾</i>
<i>Per Share</i>	<i>\$10.00</i>	<i>\$0.475</i>	<i>\$9.525</i>
<i>Total</i>	<i>\$120,000,000</i>	<i>\$5,700,000</i>	<i>\$114,300,000</i>
<i>Total Assuming Full Exercise of Over-Allotment Option ⁽⁴⁾</i>	<i>\$138,000,000</i>	<i>\$6,555,000</i>	<i>\$131,445,000</i>

- (1) The price to the public after the Initial Closing (as such term is defined herein) will be the greater of (i) \$10.00 or (ii) the then current net asset value per Share plus applicable sales load. See "UNDERWRITING" and "VALUATION OF COMMON STOCK" in the Prospectus.
- (2) See "UNDERWRITING" in the Prospectus.
- (3) Before deduction of offering and organizational expenses that are payable by the Fund, estimated not to exceed \$250,000. See "USE OF PROCEEDS" in the Prospectus.
- (4) Assuming exercise in full of the 30-day option granted by the Fund to the Underwriter to purchase up to 1,800,000 additional Shares, on the same terms, solely to cover over-allotments. See "UNDERWRITING" in the Prospectus.

UBS PaineWebber Incorporated of Puerto Rico

The date of this Prospectus Supplement is May 29, 2001

(continued from previous page)

The Fund is offering an aggregate 12,000,000 Shares through UBS PaineWebber Incorporated of Puerto Rico (formerly known as PaineWebber Incorporated of Puerto Rico, and herein referred to as "UBS PaineWebber Puerto Rico," and, in its capacity as the underwriter, the "Underwriter"). The Underwriter proposes to offer and sell the Shares offered hereby solely to Puerto Rico Residents at a public offering price of the greater of (i) \$10.00 or (ii) the then current net asset value per Share plus the applicable sales load. The sales charge on purchases of the Shares in the offering is \$0.475 per Share (4.75%). Subject to the terms and conditions of the Amended Underwriting Agreement entered into by and between the Fund and the Underwriter, the latter will compensate certain brokers and dealers in connection with sales of the Shares at a rate of up to \$0.30 per Share. Investors should consult their brokers concerning the manner and method of payment for the Shares. The minimum investment in the initial public offering is 100 Shares.

As disclosed in the Prospectus, the Underwriter initially committed to purchase 5,000,000 Shares at three closings to be held in San Juan, Puerto Rico. The first closing took place on February 28, 2001, and the Fund issued 2,600,000 Shares. After such closing, the Fund determined to offer an additional 1,000,000 Shares, for a total of 6,000,000 Shares. In such regard, the Fund entered into a certain Amendment to the Underwriting Agreement dated as of March 29, 2001, amending the Underwriting Agreement to provide for the sale by the Fund and the purchase by the Underwriter of the total 6,000,000 Shares then being offered by the Fund. On March 30, 2001, the second closing took place, and the Fund issued 2,700,000 additional Shares for sale to the Underwriter, for a total of 5,300,000 Shares issued by the Fund at such date (not including any Shares issued pursuant to the Fund's Dividend Reinvestment Plan).

Subsequently, the Fund determined to offer an additional 2,700,000 Shares, for a total of 8,700,000 Shares offered to the public. In such regard, the Fund entered into a certain Second Amendment to the Underwriting Agreement dated as of April 27, 2001, amending the Underwriting Agreement to provide for the sale by the Fund and the purchase by the Underwriter of the total 8,700,000 Shares offered by the Fund. On April 30, 2001, the third closing took place, and the Fund issued 2,400,000 additional Shares for sale to the Underwriter, for a total of 7,700,000 Shares issued by the Fund at such date (not including any Shares issued pursuant to the Fund's Dividend Reinvestment Plan).

The Fund has now determined to offer an additional 3,300,000 Shares, for a total of 12,000,000 Shares offered to the public. In such regard, the Fund has entered into a certain Third Amendment to the Underwriting Agreement dated as of May 29, 2001, amending the Underwriting Agreement to provide for the sale by the Fund and the purchase by the Underwriter of the total 12,000,000 Shares offered by the Fund. Inasmuch as the Fund has issued 7,700,000 Shares (not including any Shares issued pursuant to the Fund's Dividend Reinvestment Plan), the Underwriter will purchase the remaining Shares, at a closing to be held in San Juan, Puerto Rico on or about May 31, 2001. After the later of (i) the final Closing for the Shares or (ii) the date of closing for the purchase of any Shares to cover over-allotments (as further described below), the public offering price and other selling terms may be changed by the Underwriter.

The Fund has granted the Underwriter an option, exercisable for 30 days from the date of the final closing date for the Shares, to purchase up to an additional 1,800,000 Shares to cover over-allotments. Investors should consult their investment executives concerning the time for submitting their purchase orders and the manner and method of payment for the Shares. **The Shares are offered by the Underwriter, subject to prior sale, when as and if delivered to and accepted by the Underwriter and subject to their right to reject orders in whole or in part.**

The aggregate proceeds from the offering of the Shares are estimated at \$114,300,000 (\$131,445,000 if the Underwriter's over-allotment option is exercised in full) before payment of offering expenses. The maximum sales load paid to the Underwriter for the offering will be \$5,700,000 (\$6,555,000 if the Underwriter's over-allotment is exercised in full) based upon a maximum sales load of \$0.475 per Share. Such proceeds will be invested in accordance with the Fund's investment objective and policies during a period not to exceed one year from the date from the initial Closing date. Pending such investment, the proceeds may be invested in temporary investments as described in the Prospectus. See "Use of Proceeds" in the Prospectus.

The Underwriter currently intends to maintain a market in the Shares, although it is not obligated to do so. In connection with offers and sales of the Shares in such transactions, the Prospectus and this Prospectus Supplement may be used by UBS PaineWebber Puerto Rico. No assurance can be given as to the liquidity of, or the trading market for, the Shares as a result of any activities undertaken by UBS PaineWebber Puerto Rico. Such purchases and sales, if commenced, may be discontinued at any time.

In the opinion of Axtmayer Benítez & Quiñones, P.S.C., counsel to the Fund, (i) amounts distributed as dividends (the "Dividends") on the Fund's shares of common stock, par value \$0.01 (the "Shares") will be exempt from (a) Puerto Rico income tax, provided the Fund's investments are limited to Puerto Rico or U.S. obligations exempt from Puerto Rico income tax, and (b) from municipal license taxes, except in the case of Dividends received by corporate or partnership Shareholders of the Fund; (ii) the Shares will be exempt from Puerto Rico personal property taxes and will not be subject to U.S. Federal and Puerto Rico estate taxes in the hands of certain investors who are residents of Puerto Rico; (iii) the Fund will not be engaged in a U.S. trade or business and will not be subject to U.S. Federal income tax; and (iv) the Dividends will constitute income from sources within Puerto Rico and as such will not be subject to U.S. Federal income tax when received by individuals who are bona fide residents of Puerto Rico during the entire taxable year of receipt, or by Puerto Rico corporations that are not engaged in a U.S. trade or business to which the Dividends are effectively connected. See "TAXATION" herein.

5,000,000 Shares

Tax-Free Puerto Rico Fund, Inc.

Common Stock

(Initial Offering Price of \$10 per Share)

This Prospectus sets forth certain information about Tax-Free Puerto Rico Fund, Inc. (the "Fund"), including investment advisory fees and sales load, as well as other fees and expenses, that an investor needs to know before making an investment decision. Investors are encouraged to read this Prospectus carefully and to retain it for future reference. The Fund is a newly organized, non-diversified, closed-end management investment company. The Fund is registered as an investment company under the Puerto Rico Investment Companies Act, as amended, and has been issued a ruling pursuant to such act. The Fund's investment objective is to achieve a high level of current income that, for the Puerto Rico investors (described herein), is exempt from Federal and Puerto Rico income taxes, consistent with the preservation of capital. The Fund intends to distribute monthly dividends of substantially all of its net investment income (which reflects amounts paid as dividends on preferred stock, if any, and interest on outstanding debt securities or other forms of leverage, if any). See "DIVIDENDS AND OTHER DISTRIBUTIONS; DIVIDEND REINVESTMENT PLAN" and "TAXATION."

In seeking to achieve its objective, the Fund normally will invest at least 67% of its total assets in securities issued by Puerto Rico issuers. These include securities issued by the Commonwealth of Puerto Rico ("Puerto Rico") and its political subdivisions, organizations, agencies, and instrumentalities, Puerto Rico mortgage-backed and asset-backed securities, corporate obligations and preferred stock of Puerto Rico entities, and in other securities which the Investment Adviser (as defined herein) may select, consistent with the Fund's investment objective and policies (collectively, the "Puerto Rico Securities"). The Fund may invest up to 33% of its total assets in, among other things, income securities issued or guaranteed by the U.S. government, its agencies and instrumentalities, non-Puerto Rico mortgage-backed and asset-backed securities, corporate obligations or preferred stock of non-Puerto Rico issuers, and municipal securities of issuers within the U.S., and in other non-Puerto Rico Securities which the Investment Adviser may select, consistent with the Fund's investment objective and policies. Subject to certain limitations, the Fund may periodically invest part of its total assets in taxable securities of both Puerto Rico and non-Puerto Rico issuers. See "INVESTMENT OBJECTIVE AND POLICIES." **No assurance can be given that the Fund will achieve its investment objective.**

Shares of U.S. closed-end investment companies have in the past frequently traded at a discount from their net asset values. In those circumstances, the risk of loss associated with this characteristic of closed-end investment companies may be increased for investors purchasing Shares in this offering and expecting to sell the Shares soon after the completion thereof. See "DESCRIPTION OF CAPITAL STOCK — Common Stock." **An investment in the Fund involves certain risks, including the loss of any amounts invested.** The net asset value of the Fund at any particular time will depend on the market value of the underlying investments held by the Fund, which may fluctuate depending on various factors, including interest rates, market conditions, other general economic conditions, and/or factors affecting the issuer of any particular investment held by the Fund. In addition, to the extent that the Fund intends to assume large positions in a small number of issuers, the Fund's net asset value and its yield may fluctuate to a greater extent than that of a diversified investment company. Investors should also be aware that a potential exists for conflicts of interest to arise. See "SPECIAL CONSIDERATIONS AND RISK FACTORS."

The minimum number of Shares an investor may purchase is 100. An investment in the Shares may not be suitable to all investors, as they are designed primarily for long-term investors, and investors in the Shares should not view the Fund as a vehicle for trading purposes. An investment in the Fund is not equivalent to an investment in the underlying securities of the Fund. See "SPECIAL CONSIDERATIONS AND RISK FACTORS."

The Fund may increase amounts available for investment through the issuance of preferred stock, debt securities, or other forms of leverage to Puerto Rico Residents (as described herein), representing not more than 50% of the Fund's total assets immediately after such issuance. In addition, the Fund may also borrow for temporary or emergency purposes, in an amount of up to an additional 5% of its total assets. The issuance of preferred stock, debt securities, and other forms of leverage is a speculative investment technique and involves increased risk for investors in the Shares (the "Shareholders") to a greater extent than in a non-leveraged fund, including the possibility of higher volatility of both the net asset value and the market value of the Shares. The effects of leverage may cause a Shareholder to lose any or all of the amount invested. See "SPECIAL LEVERAGE CONSIDERATIONS."

Investors in the Fund will bear certain costs, directly or indirectly, related to various matters, including without limitation, sales load, dividend reinvestment fees (if applicable), organizational and offering expenses, investment advisory fees, administration fees, and other Fund operating expenses, as more fully described herein. See "ESTIMATED FUND EXPENSES" on the inside cover pages of this Prospectus.

(continued on following page)

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE OFFICE OF THE COMMISSIONER OF FINANCIAL INSTITUTIONS OF PUERTO RICO. THE OFFICE OF THE COMMISSIONER OF FINANCIAL INSTITUTIONS HAS NOT MADE ANY DETERMINATION REGARDING THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	<i>Price to Public⁽¹⁾</i>	<i>Sales Load⁽²⁾</i>	<i>Proceeds to Fund⁽³⁾</i>
<i>Per Share</i>	\$10.00	\$0.475	\$9.525
<i>Total</i>	\$50,000,000	\$2,375,000	\$47,625,000
<i>Total Assuming Full Exercise of Over-Allotment Option⁽⁴⁾</i>	\$57,500,000	\$2,731,250	\$54,768,750

(footnotes on following page)

The Shares are offered by the Underwriter, subject to prior sale, when as and if delivered to and accepted by the Underwriter, and subject to its right to reject orders in whole or in part. It is expected that the first delivery of the Shares will be made in San Juan, Puerto Rico, on or about February 28, 2001.

PaineWebber Incorporated of Puerto Rico
The date of this Prospectus is February 27, 2001

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, OR WITH ANY OF THE VARIOUS STATES OR JURISDICTIONS, AND THE FUND HAS NOT BEEN REGISTERED UNDER THE INVESTMENT COMPANY ACT OF 1940. THE SHARES ARE BEING OFFERED EXCLUSIVELY TO INDIVIDUALS HAVING THEIR PRINCIPAL RESIDENCE WITHIN THE COMMONWEALTH OF PUERTO RICO AND TO PERSONS, OTHER THAN INDIVIDUALS, WHOSE PRINCIPAL OFFICE AND PRINCIPAL PLACE OF BUSINESS ARE LOCATED WITHIN THE COMMONWEALTH OF PUERTO RICO.

AN INVESTMENT IN THE FUND IS NEITHER INSURED NOR GUARANTEED BY THE U.S. GOVERNMENT OR BY THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO. PROSPECTIVE INVESTORS SHOULD BE AWARE THAT THE SECURITIES ARE NOT AN OBLIGATION OF OR GUARANTEED BY PAINWEBBER INCORPORATED OF PUERTO RICO, OR ANY OF ITS AFFILIATES. IN ADDITION, SUCH INVESTMENTS ARE NOT DEPOSITS AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER AGENCY OF THE U.S. GOVERNMENT.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SHARES AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZATION, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

(continued from previous page)

At least 95% of the Fund's total assets will be invested in securities which, at the time of purchase, are rated within the four highest long-term rating categories by Standard & Poor's, a Division of the McGraw-Hill Companies, Inc. ("S&P"), Moody's Investors Service, Inc. ("Moody's"), or Fitch, Inc. ("Fitch") without regard to any subcategory, as described herein, or which have received an equivalent rating from another nationally recognized statistical rating organization or, if not so rated, are of a credit quality comparable to such rated obligations in the opinion of the Fund's investment adviser (*i.e.*, those that are backed by a letter of credit or other forms of corporate or governmental guarantees, the issuer of which has received an equivalent short-term or long-term credit rating, as applicable). See Appendix D for further information regarding S&P's, Moody's, and Fitch's ratings.

PaineWebber Trust Company of Puerto Rico ("PWTC") serves as investment adviser to the Fund (in such capacity, the "Investment Adviser"). PWTC also serves as the administrator (in such capacity, the "Administrator"), transfer agent, registrar, dividend disbursing and shareholder servicing agent of the Fund and custodian of the Fund's assets (in such capacities, the "Transfer Agent" and "Custodian," respectively). The Administrator, Transfer Agent, and Custodian may also retain a sub-administrator, sub-transfer agent, and sub-custodian, respectively. The sub-administrator, sub-transfer agent and sub-custodian may each be an affiliate of PWTC.

The Fund is not registered under the 1940 Act and therefore, is not subject to the restrictions contained therein regarding, among other things, transactions between the Fund and PaineWebber Incorporated of Puerto Rico ("PaineWebber Puerto Rico") and its affiliates. It is anticipated that affiliated transactions will take place. However, all such transactions will be conducted only in accordance with procedures adopted by the Fund's Board of Directors, the majority of which will be persons unaffiliated with PaineWebber Puerto Rico or its affiliates, in an effort to address potential conflicts of interest that may arise. There is no assurance that these procedures will be effective. See "SPECIAL CONSIDERATIONS AND RISK FACTORS — Conflicts of Interest" and "PORTFOLIO TRANSACTIONS—Transactions Involving Affiliates."

PaineWebber Puerto Rico (hereinafter referred to, in its capacity as underwriter of the Shares, as the "Underwriter"), currently intends to maintain a market in the Shares, although it is not obligated to do so. In connection with offers and sales of the Shares in such transactions, this Prospectus may be used by PaineWebber Puerto Rico. No assurance can be given as to the liquidity of, or the trading market for, the Shares as a result of any activities undertaken by PaineWebber Puerto Rico. Such purchases and sales, if commenced, may be discontinued at any time. The Shares have no trading history.

The address of the Fund is American International Plaza Building, 7th Floor, 250 Muñoz Rivera Avenue, San Juan, Puerto Rico 00918, and its telephone number is (787) 773-3888.

(footnotes from previous page)

- (1) The price to the public after the Initial Closing (as such term is defined herein) will be the greater of (i) \$10.00 or (ii) the then current net asset value per Share plus applicable sales load. See "UNDERWRITING" and "VALUATION OF COMMON STOCK" in the main body of this Prospectus.
- (2) See "UNDERWRITING" in the main body of this Prospectus.
- (3) Before deduction of offering expenses that are payable by the Fund, estimated not to exceed \$200,000. See "USE OF PROCEEDS" in the main body of this Prospectus.
- (4) Assuming exercise in full of the 30-day option granted by the Fund to the Underwriter to purchase up to 750,000 additional Shares, on the same terms, solely to cover over-allotments. See "UNDERWRITING" in the main body of this Prospectus.

ESTIMATED FUND EXPENSES

The following tables are intended to assist investors in understanding the various costs and expenses that an investor in Tax-Free Puerto Rico Fund, Inc. will bear directly or indirectly.

Shareholder Transaction Expenses

Sales Load (as a percentage of offering price)	4.75%
Dividend Reinvestment Fees	None

Annual Fund Operating Expenses (as a percentage of average weekly gross assets) ⁽¹⁾

Investment Advisory Fees	0.75%
Administration Fees	0.15%
Other Expenses ⁽²⁾	0.10%
 Total Annual Fund Operating Expenses	 1.00% ⁽³⁾

(1) See "MANAGEMENT OF THE FUND" for additional information. Investment advisory fees, which are indirectly paid entirely by Shareholders, and administration fees will be charged as a percentage of average weekly gross assets (which include the assets purchased with the proceeds of leverage).

(2) "Other Expenses" have been estimated for the first fiscal year of operations and include, among others, custodian and transfer agency fees; organizational expenses; fees for certain Shareholder services; legal, regulatory, and accounting fees; printing costs; and registration fees.

The Fund may borrow money through, among other things, the issuance of preferred stock, debt securities, and other forms of leverage. As a result of any such borrowings, the Fund will incur interest costs not reflected in the above table. See "SPECIAL LEVERAGE CONSIDERATIONS" and "DESCRIPTION OF CAPITAL STOCK" in the main body of this Prospectus. Assuming the utilization of leverage by borrowings in the amount of approximately 50% of the Fund's total assets, an annual interest rate (including dividends on preferred stock) of 5.50% payable on such leverage, and based on market rates as of the date of this Prospectus, the annual return on the assets that the Fund's portfolio must experience (net of expenses) in order to cover such interest payments would be 3.75%. The actual cost of leverage (including dividends on preferred stock) will be based on market rates at the time the Fund undertakes a leveraging strategy, and such actual cost of leverage may be higher or lower than that assumed, as more fully described in the section entitled "SPECIAL LEVERAGE CONSIDERATIONS" in the main body of this Prospectus.

(3) For the first 24 months of operations of the Fund, the investment advisory fees will not exceed 0.60%. Furthermore, the fee component of the Annual Fund Operating Expenses may be voluntarily waived or reimbursed by the Investment Adviser and/or the Administrator, not to exceed 0.50%. There is no assurance, however, that any such waiver or reimbursement, if commenced, will be continued.

Example

The following is intended to assist a Shareholder in understanding the various costs that such Shareholder will bear directly or indirectly. The example assumes payment by the Fund of operating expenses at the levels set forth in the table above.

A Shareholder would pay the following expenses on a \$10,000 investment, assuming (i) the deduction of 4.75% initial sales load at the time of purchase, (ii) a 5% annual return, (iii) the deduction of the total annual fund operating expenses, as described above, remaining the same for the years shown, and (iv) all dividends and other distributions being reinvested at net asset value.

	<u>One Year</u>	<u>Three Years</u>
Assuming No Leverage	\$572	\$778
Assuming Leverage	\$834	\$1,567

This example also provides a means for comparison with the expense levels of other investment companies with different fee structures over varying investment periods. To facilitate such comparison, the Fund has used a 5% annual return assumption. **The Fund's annual return may be greater or less than 5%. This example should not be considered a representation of future expenses, and actual expenses may be greater or less than those shown herein.**

SUMMARY

The following summary is qualified in its entirety by reference to the more detailed information included elsewhere in this Prospectus, and unless otherwise specified, cross-references are to such information. This Prospectus speaks only as of its date and the information contained herein is subject to change. No person is authorized to detach this Summary from this Prospectus or otherwise use it without the entire Prospectus. Investors should carefully consider information set forth under the heading "Special Leverage Considerations."

The Fund

Tax-Free Puerto Rico Fund, Inc. (the "Fund") is a newly organized, non-diversified, closed-end management investment company. The Fund is a corporation incorporated and organized under the laws of the Commonwealth of Puerto Rico ("Puerto Rico"), is registered as an investment company under the Puerto Rico Investment Companies Act, as amended (the "PR-ICA"), and has been issued a ruling pursuant to such act. The Fund's shares of common stock are therefore exempt from registration under the Uniform Securities Act of Puerto Rico. The Fund was incorporated on March 24, 2000. See "THE FUND" in the main body of this Prospectus.

The Offering

The Fund is offering 5,000,000 shares of its common stock, par value \$0.01 per share (the "Shares"), through PaineWebber Incorporated of Puerto Rico ("PaineWebber Puerto Rico," and in its capacity as underwriter of the Shares, the "Underwriter"). The Underwriter has committed to purchase the Shares at several closings to be held in San Juan, Puerto Rico. It is anticipated that the first closing will take place on or about February 28, 2001 (the "Initial Closing"), the second closing on or about March 29, 2001, and a third closing will take place on or about April 27, 2001 (the "Final Closing"). The Underwriter will be granted an option to purchase up to 750,000 additional Shares solely to cover over-allotments. The public offering price will be the greater of (i) \$10.00 or (ii) the then current net asset value per Share, plus the applicable sales load. The minimum number of Shares an investor may purchase is 100. See "UNDERWRITING" in the main body of this Prospectus.

The Shares are being offered for sale exclusively to individuals who have their principal residence in Puerto Rico and to persons, other than individuals, that have their principal office and principal place of business in Puerto Rico (collectively, the "Puerto Rico Residents"). All investors in and transferees of the Shares will be required to deliver to the Underwriter or dealer a letter of representation in the form of Appendix C attached to this Prospectus. See "UNDERWRITING" in the main body of this Prospectus.

Limitations on Offerings and Transfer of Shares

The Shares have not been registered under the U.S. Securities Act of 1933, as amended (the "1933 Act"), nor under the securities laws of any state or jurisdiction, and the Fund has not been registered under the U.S. Investment Company Act of 1940 (the "1940 Act"). Consequently, the Shares may be sold, pledged, hypothecated, or otherwise transferred exclusively to Puerto Rico Residents. Transferees of the Shares are required to deliver to the Underwriter or a dealer a letter of representation in the form of Appendix C herein. The Underwriter and any dealers will be contractually obligated to the Fund to obtain such letter of representation in proper form. Any transfer of the Shares to a transferee who has not so provided such a letter will be null and void. Investors in the Shares (the "Shareholders") who cease to be Puerto Rico Residents will no longer have available the tax benefits that make the Fund an attractive investment, and within 30 days from ceasing to be Puerto Rico Residents, such Shareholders have an obligation to notify the Underwriter or dealer of such change in residency, to liquidate their investment in the Shares as soon as it becomes economically feasible to do so, and to agree not to purchase more Shares.

Investment Objective and Policies

The Fund's investment objective is to achieve a high level of current income that, for Puerto Rico investors described herein, is exempt from Federal and Puerto Rico income taxes, consistent with the preservation of capital. It is anticipated that the Fund will invest substantially all of its assets in securities having a wide range of maturities up to 30 years. See "INVESTMENT OBJECTIVE AND POLICIES" in the main body of this Prospectus.

In seeking to achieve this objective, the Fund will normally invest at least 67% of its total assets in securities issued by Puerto Rico issuers. These include, among others, securities issued by Puerto Rico and its political subdivisions, organizations, agencies, and instrumentalities ("Puerto Rico Municipal Obligations"), Puerto Rico Mortgage-Backed and Asset-Backed Securities (as described herein), corporate obligations and preferred stock of Puerto Rico entities, and in other securities which the Investment Adviser (as defined herein) may select, consistent with the Fund's investment objective and policies (collectively, the "Puerto Rico Securities"). The Fund may invest up to 33% of its total assets in other types of securities, such as income or similar securities issued or guaranteed by the U.S. government, its agencies and instrumentalities, non-Puerto Rico Mortgage-Backed and Asset-Backed securities, corporate obligations and preferred stock of non-Puerto Rico issuers and in municipal securities of issuers in the U.S., and in other non-Puerto Rico Securities which the Investment Adviser may select, consistent with the Fund's investment objective and policies. Provided it complies with its investment objective, the Fund may periodically invest in taxable securities of both Puerto Rico and non-Puerto Rico issuers. In addition, the Fund may make certain taxable or tax-exempt short-term investments of up to 100% of its assets for temporary or defensive purposes subject to certain conditions specified in the Ruling of the Commissioner of Financial Institutions of Puerto Rico (the "Commissioner"). See "OTHER INVESTMENT PRACTICES" and "RULING OF THE COMMISSIONER" in the main body of this Prospectus.

At least 95% of the Fund's total assets will be invested in securities that, at the time of the purchase, are rated within the four highest rating categories by Standard & Poor's, a Division of the McGraw-Hill Companies, Inc. ("S&P"), Moody's Investors Service, Inc. ("Moody's"), or Fitch, Inc. ("Fitch"), as described herein, or that have received an equivalent rating from another nationally recognized statistical rating organization or, if not so rated, are of comparable quality in the opinion of PaineWebber Trust Company of Puerto Rico ("PWTC," and in its capacity as the investment adviser, the "Investment Adviser"), including those that are backed by a letter of credit or other forms of corporate or governmental guarantees, the issuer of which has received an equivalent short-term or long-term credit rating, as applicable. See Appendix D for further information regarding S&P's, Moody's, and Fitch's ratings.

There is no assurance that the Fund will achieve its investment objective.

Special Considerations and Risk Factors

Conflicts of Interest. The Fund is not registered under the 1940 Act, and therefore is not subject to the restrictions contained therein regarding, among other things, transactions between the Fund and PaineWebber Puerto Rico as well as other funds which may be advised by the Investment Adviser. It is anticipated that affiliated transactions will take place. To ensure that such transactions are in the best interest of the Fund's investors, and in an effort to address potential conflicts of interest that may arise, any such transactions will be conducted and approved only in accordance with procedures adopted by the Fund's independent members of the Fund's Board of Directors (the "Independent Board"). There is no assurance that such procedures will be effective. Portfolio transactions between the Fund and PaineWebber Puerto Rico and/or its affiliates will be executed pursuant to terms and conditions at least as favorable to the Fund as those under which such Fund would execute portfolio transactions with unrelated third parties in the ordinary course of its investment activities. See "SPECIAL CONSIDERATIONS AND RISK FACTORS — Conflicts of Interest" and "PORTFOLIO TRANSACTIONS—Transactions Involving Affiliates" in the main body of this Prospectus.

Issuer Concentration. Under normal market conditions, the Fund intends to invest at least 67% of its total assets in Puerto Rico Securities. Therefore, the Fund will be more susceptible to factors adversely affecting issuers of Puerto Rico Securities than an

investment company that is not concentrated in Puerto Rico Securities to this degree. This makes the Fund more susceptible to economic, political, or regulatory occurrences in Puerto Rico than a diversified fund. There presently is a limited number of participants in the market for certain Puerto Rico Securities. In addition, certain Puerto Rico Securities may have periods of illiquidity. These factors may affect the Fund's ability to acquire or dispose of the Puerto Rico Securities, as well as the price paid or received upon acquisition or disposition. In addition, investment by the Fund in Puerto Rico Securities is subject to their availability in the open market.

Fixed Income Securities Generally. The yield on Puerto Rico Securities depends on a variety of factors, including general municipal and fixed income security market conditions, the financial condition of the issuer, the size of the particular offering, the maturity, credit quality and rating of the issue and expectations regarding changes in income tax rates. Generally, the longer the maturity of a Puerto Rico Security, the higher the yield and the greater the volatility. The market value of Puerto Rico Securities, and accordingly, the Fund's net asset value, normally will vary inversely with changes in interest rates. Such changes in the values of Puerto Rico Securities held by the Fund will not affect the interest income derived from them but will affect the net asset value of the Shares. The specific terms and conditions of certain types of securities may also make them more sensitive to changes in interest rates.

Municipal Obligations. Certain securities issued or guaranteed by the U.S. Government, its agencies, and instrumentalities, and municipal securities issued by issuers in the U.S. (such municipal securities, together with Puerto Rico Municipal Obligations, being referred to herein as "Municipal Obligations") in which the Fund may invest present their own discrete risks. The value of such Municipal Obligations, including derivative instruments, such as certain zero-coupon obligations and certain inverse floating rate obligations, may be subject to greater volatility than other municipal securities. See Appendix A for a more complete discussion of the types of Municipal Obligations and their related risks. Specifically, whether such instruments are used for derivative or income enhancement purposes, there can be no assurance that such transactions will be successful or will not result in losses (and those losses may exceed the percentage of the Fund's assets actually invested in such instruments.)

Mortgage-Backed Securities. Mortgage-Backed Securities, in general, have many of the same risks of traditional income securities discussed above but also differ in that, among other things, principal may be prepaid at any time due to prepayments by the obligors on the underlying loans or other obligations. Prepayments might result in reinvestment of the proceeds of such prepayments at yields that are lower than the yield on prepaid securities. Prepayments are influenced by a variety of economic, geographic, demographic and other factors. Generally, however, prepayments will increase during periods of declining interest rates and decrease during periods of rising interest rates. Since a substantial portion of Puerto Rico Securities available are Mortgage-Backed Securities, the potential for increasing the Fund's exposure to these and other risks related to such securities might cause the market value of the Fund's securities to fluctuate more than otherwise would be the case.

Asset-Backed Securities. Asset-Backed Securities, present risks similar to those of Mortgage-Backed Securities. However, in the case of many Asset-Backed Securities, the prepayment rates on the underlying assets have historically been less influenced by market interest rates fluctuations and therefore been more stable. As with Mortgage-Backed Securities, Asset-Backed Securities are often backed by a pool of assets representing the obligations of a number of different obligors. There is not expected to be a governmental guarantee on Asset-Backed Securities (or the underlying obligations) generally purchased by the Fund. This creates greater exposure to the credit risk on the underlying obligations and, depending on the structure, credit risk regarding the sponsor.

Derivative Investments. In order to attempt to hedge various portfolio positions or to enhance its return, the Fund may invest up to 5% of its assets in certain instruments which are or may be characterized as derivatives. Subject to the approval of the Fund's Board of Directors (the "Board of Directors"), such 5% limit may be exceeded only for the purpose of hedging. Derivative instruments, because of their increased volatility and potential leveraging effect (without being subject to the Fund's leverage limitations), may adversely affect the Fund.

Valuation of Fund Assets; Illiquid Securities. The Administrator (as defined herein) may, from time to time, find it difficult to determine accurately on a weekly basis the value of certain of the Fund's assets. It may be particularly difficult to value Puerto Rico Securities for which there is a limited number of dealers making a market. Primarily because it may be an administrative inconvenience for dealers other than PaineWebber Puerto Rico to provide the Administrator with market quotations, independent sources of valuation may be unavailable for a substantial majority of the Fund's assets. When market quotations for securities held by the Fund are not readily available from any such independent dealers, the Administrator will be responsible for obtaining quotations from PaineWebber Puerto Rico. When market quotations for the Fund's assets are not available from any sources, including PaineWebber Puerto Rico, they will be valued at fair value by or under the direction of the Board of Directors utilizing quotations and other information concerning similar securities derived from recognized dealers in those securities or information regarding the trading spreads quoted by recognized dealers between such securities and U.S. Treasury securities whose maturities are determined to be most closely matched to the average life of the Fund's securities for which fair value is to be determined.

Liquidity and Trading of the Shares. Prior to this offering, there has been no market for the Shares. The Underwriter currently intends to maintain a market in the Shares commencing after the Final Closing of the initial public offering of the Shares, although it is not obligated to do so. No assurance can be given as to the liquidity of, or the trading market for, the Shares as a result of any activities undertaken by the Underwriter. Such purchases and sales, if commenced, may be discontinued at any time. If at any time PaineWebber Puerto Rico ceases to maintain a market, the Shares will become illiquid until a market is reestablished.

Moreover, the market price of the Fund's Shares will be determined by such factors as relative demand for and supply of such Shares in the market, general market and economic conditions and other factors beyond the control of the Fund. The Fund cannot predict whether the Shares will trade at, below or above net asset value or at, below or above the offering price. That conclusion is further affected by the fact that there may be few or no market-makers in the Shares. PaineWebber Puerto Rico may be the only person maintaining a market in the Fund's Shares, and from time to time, due to regulatory constraints or otherwise, PaineWebber Puerto Rico may cease to maintain a market in the Shares, which could result in illiquidity of the Shares. Accordingly, the Shares may not be suitable to all investors as they are designed primarily for long-term investors, and investors in the Shares should not view the Fund as a vehicle for trading purposes.

For a more detailed description of the risks entailed by an investment in the Fund, see "SPECIAL CONSIDERATIONS AND RISK FACTORS" and "LIMITATIONS ON OFFERINGS AND TRANSFER OF SHARES" in the main body of this Prospectus.

Special Leverage Considerations

The Fund may increase amounts available for investment through the issuance of preferred stock, debt securities (*i.e.*, debt instruments of varying maturities, including commercial paper and short-term and medium-term notes; such securities collectively referred to herein as the "debt securities"), or other forms of leverage to Puerto Rico Residents, representing not more than 50% of the Fund's total assets immediately after such

issuance. The Commissioner has restricted the Fund's leveraging activities. See "RULING OF THE COMMISSIONER" in the main body of this Prospectus. There can be no assurance that any preferred stock, debt securities, or other forms of leverage will be issued. The Fund, subject to the above percentage limitations, may also engage in certain additional borrowings from banks or other financial institutions, through Reverse Repurchase Agreements (as defined herein) and dollar rolls. For purposes of this Prospectus, "Reverse Repurchase Agreements" means the purchase of portfolio securities from the Fund by a member bank of the Federal Reserve System or a securities dealer who is a member of a national securities exchange or is a market-maker in U.S. Government securities, coupled with an agreement to resell them to the Fund at a specified date and price. The Fund presently anticipates that it will engage in borrowings from, and other forms of leverage with, PaineWebber Puerto Rico or its affiliates through Reverse Repurchase Agreements, dollar rolls, or otherwise upon the approval of and subject to such procedures as established by the Board of Directors, in order to address, among other things, the potential conflicts of interest in setting interest or dividend rates. There is no assurance that the procedures will be effective. The Fund intends to implement its leverage program after the completion of the offering of the Shares.

Use of leverage through the issuance of preferred stock, debt securities, and other forms of leverage, as well as borrowings through Reverse Repurchase Agreements, is a speculative investment technique and involves increased risk for Shareholders to a greater extent than in a non-leveraged fund, including the possibility of higher volatility of both the net asset value and the market value of the Shares. The effects of leverage may cause a Shareholder to lose any or all of the amount invested. Fluctuations in the dividend rates on preferred stock or the interest rates on the debt securities or other forms of leverage may affect the dividends paid on the Shares. There can be no assurance that the Fund will be able to realize a higher return on that portion of its investment portfolio purchased with the proceeds of the leverage than the then current dividend rate on its preferred stock or the then current interest rate on any debt securities or other forms of leverage. If the then current dividend or interest rate or other payments were to exceed the rate of return on that portion of the Fund's investment portfolio purchased with the proceeds of the leverage, the Fund's leveraged capital structure would result in a lower yield to Shareholders than if the Fund was not leveraged. Moreover, any decline in the value of the Fund's assets will be borne entirely by the Shareholders. Accordingly, the effect of leverage in a declining market would be a greater decrease in the net asset value of the Shares than if the Fund was not leveraged, which may also be reflected in a greater decline in the market price of the Shares.

See "SPECIAL LEVERAGE CONSIDERATIONS," "TAXATION," and "DESCRIPTION OF CAPITAL STOCK" in the main body of this Prospectus.

Management of the Fund

Subject to the supervision of the Board of Directors, investment advisory services will be provided to the Fund by the Investment Adviser pursuant to an Investment Advisory Contract (the "Advisory Agreement"). See "MANAGEMENT OF THE FUND." The Investment Adviser presently serves as co-adviser to nine other funds, six of which are closed-end investment companies that are similar to the Fund (collectively the nine are referred to as the "Puerto Rico Investors Family of Funds") and serves as adviser to the PaineWebber IRA Select Growth and Income Puerto Rico Fund (together with the Puerto Rico Investors Family of Funds, the "Affiliated Funds"). The Investment Adviser is a trust company created and duly licensed in Puerto Rico where it has its sole office and place of business. The Investment Adviser is an affiliate of PaineWebber Puerto Rico.

As compensation for its investment advisory services related to the Fund, the Investment Adviser will receive an annual investment advisory fee (which is indirectly paid entirely by Shareholders) not to exceed an aggregate rate of 0.75% of the Fund's average weekly

gross assets. As compensation for its administration services, the Administrator will receive a fee equivalent to 0.15% of the Fund's average weekly gross assets. The fees payable for these services are computed weekly and payable monthly. See "MANAGEMENT OF THE FUND" in the main body of this Prospectus for a more complete description of the fees and expenses entailed in an investment in the Fund.

PWTC serves as the Fund's administrator (in such capacity, the "Administrator"), the transfer agent, registrar, dividend disbursing and shareholder servicing agent of the Fund and custodian of the Fund's assets (in such capacities, the "Transfer Agent" and "Custodian," respectively). The Administrator, Transfer Agent, and Custodian may retain a sub-administrator, sub-transfer agent, and sub-custodian, respectively. The sub-administrator, sub-transfer agent, and sub-custodian may each be an affiliate of PWTC.

Market Price and Net Asset Value of Shares

The Fund was incorporated on March 24, 2000. The Affiliated Funds which are similar to the Fund generally have traded at an amount equal or at a premium to their net asset value but have traded at a discount from time to time. There is no assurance, however, that this will continue in the future or that the experience of the Fund will replicate that of the Affiliated Funds. In those circumstances, the risk of loss associated with this characteristic of closed-end investment companies may be greater for investors purchasing Shares in the initial public offering and expecting to sell the Shares soon after the completion thereof. In addition, the level of discount from net asset value at any given time may be understated to the extent that the actual value of the Fund's assets exceeds that ascribed to those assets by the Administrator. As discussed above, it may be difficult to obtain an accurate valuation of the Fund's assets. See "VALUATION OF COMMON STOCK" in the main body of this Prospectus. Whether investors will realize gains or losses upon the sale of the Shares will not depend upon the Fund's net asset value but will depend entirely upon whether the market price of the Shares at the time of sale is above or below the original purchase price for the Shares. Since the market price of the Fund's Shares will be determined by such factors as relative demand for, and supply of, the Shares in the market, general market and economic conditions and other factors beyond the control of the Fund, the Fund cannot predict whether the Shares will trade at, below or above net asset value or at, below or above the initial offering price. That conclusion is further affected by the fact that there may be few or no market-makers in the Shares. The Fund is not intended to provide a complete or balanced investment program. It is intended as one component of an investor's long-term investment program. Accordingly, the Shares are designed primarily for long-term investors, and investors in the Shares should not view the Fund as a vehicle for speculating.

See "USE OF PROCEEDS," "INVESTMENT OBJECTIVE AND POLICIES," "SPECIAL LEVERAGE CONSIDERATIONS" and "DESCRIPTION OF CAPITAL STOCK" in the main body of this Prospectus.

Transactions Involving Affiliates

The Fund is not registered under the 1940 Act, and therefore is not subject to the restrictions contained therein regarding, among other things, transactions between the Fund and PaineWebber Puerto Rico or any of their affiliates. It is anticipated that such transactions will take place, including instances in which one of the Fund's affiliates may be the only dealer in a particular security being purchased or sold by the Fund. In that event, independent sources for valuation or liquidity of the security may be limited or nonexistent. The Fund may invest a substantial portion of its assets in those securities.

All transactions with affiliates will be subject to procedures adopted by the Board of Directors, and, particularly the Independent Board, in an effort to address potential conflicts of interest. There is no assurance that the procedures will be effective. See "PORTFOLIO

TRANSACTIONS — Transactions Involving Affiliates" in the main body of this Prospectus.

The Fund may not sell its portfolio securities to, nor buy portfolio securities from, funds advised by the Investment Adviser and vice versa without the approval in each case of the board of directors of each of those investment companies and subject to procedures to be established by them. Similarly, the Board of Directors has adopted procedures in an effort to address potential conflicts of interest that may arise in the placement of the Fund's preferred stock, debt securities, and other forms of leverage by PaineWebber Puerto Rico. It is currently anticipated that PaineWebber Puerto Rico will be a dealer and/or an agent for the preferred stock, debt securities, and other forms of leverage. There is no assurance that such procedures will be effective. See "PORTFOLIO TRANSACTIONS—Transactions Involving Affiliates" in the main body of this Prospectus.

**Dividend and Other
Distributions; Dividend
Reinvestment Plan**

The Fund intends to distribute monthly dividends to Shareholders of substantially all of its net investment income (which reflects amounts paid as dividends on preferred stock, and interest on outstanding debt securities or other forms of leverage, if any). The net capital gains realized by the Fund, if any, may be retained by the Fund, as permitted by Puerto Rico law, unless the Board of Directors determines that the net capital gains will be distributed to the Shareholders. See "DIVIDENDS AND OTHER DISTRIBUTIONS; DIVIDEND REINVESTMENT PLAN" and "TAXATION" in the main body of this Prospectus.

The Fund has established a Dividend Reinvestment Plan under which all Shareholders will have all dividends and other distributions on their Shares paid in cash, unless such Shareholders elect to have the dividends and distributions reinvested in additional Shares. Shareholders whose Shares are held in the name of a broker or nominee should contact such broker or nominee to confirm that they may participate in the Dividend Reinvestment Plan. The Transfer Agent also acts as the Fund's agent under the Dividend Reinvestment Plan. Under the Dividend Reinvestment Plan, the Shares will be acquired for the participant's account through (i) receipt of additional unissued but authorized Shares from the Fund, or (ii) the acquisition of Shares in the open market or privately negotiated transactions, whichever option is economically more favorable to the participant. See "DIVIDENDS AND OTHER DISTRIBUTIONS; DIVIDEND REINVESTMENT PLAN" in the main body of this Prospectus.

Taxation

See "TAXATION" in the main body of this Prospectus for a summary of the material Puerto Rico and U.S. tax considerations that may be relevant to prospective investors in the Fund.

**Ruling of the
Commissioner**

The Fund received a ruling from the Commissioner (the "Commissioner's Ruling"), which provides certain waivers from the provisions of the PR-ICA, such as (i) authorizing the Fund to offer, issue and sell preferred stock, debt securities, and other forms of leverage through private placements; (ii) allowing the Fund to hold investments in Puerto Rico Securities and U.S. Government Obligations (as such terms are defined in the Commissioner's Ruling), in each case in excess of the 25% limitation for an investment in a single issuer; and (iii) authorizing the Fund to acquire any security which is underwritten, owned or otherwise held by PaineWebber Puerto Rico or an affiliate thereof and to enter into Repurchase Agreements and Reverse Repurchase Agreements and/or make deposits with any of such persons (or any company controlled by or under common control with PaineWebber Puerto Rico or an affiliate thereof). See "RULING OF THE COMMISSIONER" in the main body of this Prospectus.

THE FUND

Tax-Free Puerto Rico Fund, Inc. (the "Fund") is a newly-organized, non-diversified, closed-end management investment company. The Fund is a corporation incorporated and organized under the laws of Commonwealth of Puerto Rico ("Puerto Rico") will operate as a registered investment company under the Puerto Rico Investment Companies Act, as amended (the "PR-ICA") and subject to a ruling issued by the Office of the Commissioner of Financial Institutions (the "OCFI") to the Fund (the "Commissioner's Ruling"). See "RULING OF THE COMMISSIONER." The Fund was incorporated under the laws of Puerto Rico on March 24, 2000. The Fund's principal office is located at American International Plaza Building, 7th Floor, 250 Muñoz Rivera Avenue, San Juan, Puerto Rico 00918, and its telephone number is (787) 773-3888.

THE OFFERING

The Fund is offering 5,000,000 Shares of its common stock, par value \$0.01 per share (the "Shares"), through PaineWebber Incorporated of Puerto Rico ("PaineWebber Puerto Rico, " and in its capacity as underwriter of the Shares, the "Underwriter"). The Underwriter has committed to purchase the Shares at several closings to be held in San Juan, Puerto Rico. It is anticipated that the first closing will take place on or about February 28, 2001 (the "Initial Closing"), the second closing will take place on or about March 29, 2001, and a third closing will take place on or about April 27, 2001 (the "Final Closing"). The Underwriter has been granted an option to purchase up to 750,000 additional Shares solely to cover over-allotments. The public offering price will be the greater of (i) \$10.00 or (ii) the then current net asset value per Share plus the applicable sales load. The minimum number of Shares an investor may purchase is 100. See "UNDERWRITING."

The Shares are being offered for sale exclusively to individuals who have their principal residence in Puerto Rico and to persons, other than individuals, that have their principal office and principal place of business in Puerto Rico (collectively, the "Puerto Rico Residents"). All investors in and transferees of the Shares will be required to deliver to the Underwriter or a dealer a letter of representation in the form of Appendix C attached to this Prospectus. See "LIMITATIONS ON OFFERINGS AND TRANSFER OF SHARES" and "UNDERWRITING."

LIMITATIONS ON OFFERINGS AND TRANSFER OF SHARES

The Shares have not been registered under the U.S. Securities Act of 1933, as amended (the "1933 Act"), nor under the securities laws of any state or jurisdiction, and the Fund has not been registered under the U.S. Investment Company Act of 1940, as amended (the "1940 Act"). Consequently, the Shares may be sold, pledged, hypothecated, or otherwise transferred exclusively to Puerto Rico Residents. Transferees of the Shares are required to deliver to the Underwriter or a dealer a letter of representation in the form of Appendix C herein. The Underwriter and any dealers will be contractually obligated to the Fund to obtain such letter of representation in proper form. Any transfer of the Shares to a transferee who has not so provided such a letter will be null and void. Investors in the Shares (the "Shareholders") who cease to be Puerto Rico Residents will no longer have available the tax benefits that make the Fund an attractive investment, and within 30 days from ceasing to be Puerto Rico Residents, such Shareholders have an obligation to notify an Underwriter or dealer to liquidate their investment in the Shares as soon as it becomes economically feasible to do so and to agree not to purchase more Shares. These restrictions shall remain in effect until such time if any, as the Fund, the Underwriter, or the Fund's investment adviser PaineWebber Trust Company of Puerto Rico ("PWTC," and in its capacity as investment adviser, the "Investment Adviser"), shall determine based on an opinion of counsel, that the restrictions are no longer necessary in order to preserve an exemption for the Shares from the registration requirements of the 1933 Act and for the Fund from the 1940 Act.

USE OF PROCEEDS

The proceeds to the Fund of this public offering are estimated at \$47,625,000 (\$54,768,750 if the Underwriter's over-allotment option is exercised in full) before payment of offering expenses (which it is anticipated will not exceed \$[_____]). Organizational expenses, which will also be paid by the Fund in the first year of operations, are estimated at \$[_____]. Such proceeds will be invested in accordance with the Fund's investment

objective and policies during a period not to exceed one year from the Initial Closing. Pending such investment, the proceeds may be invested temporarily in cash and short-term U.S. Government securities (as used herein, "U.S. Government securities" includes direct obligations of the U.S., as well as securities issued by agencies and instrumentalities of the U.S.), consistent with the tax-exempt nature of the Fund.

INVESTMENT OBJECTIVE AND POLICIES

The Fund's investment objective is to achieve a high level of current income that, for Puerto Rico investors described herein, is exempt from Federal and Puerto Rico income taxes, consistent with the preservation of capital. It is anticipated that the Fund will invest substantially all of its assets in securities having a wide range of maturities up to 30 years. In seeking to achieve its objective, the Fund will normally invest 67% of its total assets in securities issued by Puerto Rico issuers. These include securities issued by Puerto Rico and its political subdivisions, organizations, agencies and instrumentalities ("Puerto Rico Municipal Obligations"), Puerto Rico Mortgage-Backed and Asset-Backed Securities (as described herein), corporate obligations and preferred stock of Puerto Rico entities, and in other securities which the Investment Adviser may select, consistent with the Fund's investment objective and policies (together with Puerto Rico Municipal Obligations and Puerto Rico Mortgage-Backed and Asset-Backed Securities, the "Puerto Rico Securities"). Puerto Rico Municipal Obligations encompass various types of Puerto Rico tax-exempt obligations including, for example, both general obligation bonds and revenue bonds, as well as industrial development bonds issued for the benefit of Puerto Rico or non-Puerto Rico corporations in connection with projects located inside or outside of Puerto Rico. The Fund may invest up to 33% of its total assets in other types of securities, such as income or similar securities issued or guaranteed by the U.S. Government, its agencies and instrumentalities, non-Puerto Rico Mortgage-Backed and Asset-Backed Securities, corporate obligations and preferred stock of non-Puerto Rico issuers, and in municipal securities issued by issuers in the U.S., and in other non-Puerto Rico Securities which the Investment Adviser may select, consistent with the Fund's investment objective and policies (such municipal securities, together with Puerto Rico Municipal Obligations, being referred to herein as "Municipal Obligations"). Provided it complies with its investment objective, the Fund may periodically invest in taxable securities of both Puerto Rico and non-Puerto Rico issuers. In addition, the Fund may make certain taxable or tax-exempt short-term investments of up to 100% of its assets for temporary or defensive purposes subject to certain conditions specified in the Commissioner's Ruling. The Fund may not, however, invest in common stock of any type without the specific approval of the board of directors of the Fund (the "Board of Directors"). **No assurance can be given that the Fund will achieve its investment objective.**

At least 95% of the Fund's total assets will be invested in securities which, at the time of purchase, are rated within the four highest long-term categories by Standard & Poor's, a Division of the McGraw-Hill Companies, Inc. ("S&P"), Moody's Investors Service, Inc. ("Moody's"), or Fitch, Inc. ("Fitch"), without regard to any subcategory, or that have received an equivalent rating from another nationally recognized statistical rating organization (an "NRSRO") or, if not so rated, are, in the opinion of the Investment Adviser, of a credit quality comparable to such rated obligations, (*i.e.*, those that are backed by a letter of credit or other forms of corporate or governmental guarantees, the issuer of which has received an equivalent short-term or long-term credit rating, as applicable). See Appendix D for further information regarding S&P's, Moody's, and Fitch's ratings. The Fund will not make additional investments in lower-rated securities if, at the time of a proposed purchase, more than 5% of its assets would be invested in such securities. Changes in economic conditions or other circumstances are more likely to lead to a weakened capacity for issuers of lower-rated securities to make principal and interest payments than is the case for issuers of higher grade securities. Subsequent to its purchase by the Fund, an issue of securities may cease to be rated or its rating may be reduced below the minimum rating required for purchase by the Fund. The Investment Adviser will consider such an event in determining whether the Fund should continue to hold the obligation. In making such a determination, the Investment Adviser will consider such factors in its assessment of the credit quality of the issuer of the security and the price at which the security could be sold. The Investment Adviser will engage in an orderly disposition of downgraded securities to the extent necessary to ensure that the Fund's securities holdings rated below investment grade or of comparable quality will not exceed 5% of the Fund's total assets.

The maturity of the Fund's portfolio securities will vary based upon the Investment Adviser's assessment of economic and market conditions. The net asset value of the common shares of a closed-end investment company, such as the Fund, which invests primarily in fixed-income securities, changes as the general levels of interest rates fluctuate. When interest rates decline, the value of fixed-income securities can be expected to rise. Conversely, when interest rates rise, the value of fixed-income securities can be expected to decline. Prices of longer-term securities generally fluctuate more in response to interest rate changes than do short-term or medium-term securities. These changes in net asset value might be greater in the case of a fund having a leveraged capital structure, as the one proposed for the Fund. See "SPECIAL LEVERAGE CONSIDERATIONS."

The Fund's investment objective and fundamental policies may not be changed unless authorized by a majority (or in some cases, a supermajority) of investors in the Fund's outstanding Shares and by the Commissioner of Financial Institutions (the "Commissioner"). All other investment policies and limitations, however, subject to applicable Puerto Rico law, may be changed by the Board of Directors without the approval of either the Shareholders or the Commissioner. See "INVESTMENT RESTRICTIONS."

Set forth below is a description of the various types of securities in which the Fund may invest.

Municipal Obligations. Municipal Obligations are debt obligations or similar securities issued by or on behalf of Puerto Rico, a State of the U.S., or any of their respective political subdivisions, organizations, agencies or instrumentalities, or by multi-state agencies or authorities, the interest on which is, in the opinion of Fund counsel, wholly or partially exempt from income tax. Municipal Obligations are issued for various public purposes, including construction of public or privately-operated facilities, such as airports, bridges, hospitals, housing, mass transportation, schools, streets and water and sewer works. Other public purposes for which Municipal Obligations may be issued include refinancing outstanding obligations and obtaining funds for general operating expenses and for loans to other public institutions and facilities. The types of Municipal Obligations in which the Fund may invest, and certain of the risks attached thereto, are described in the Appendix A to this Prospectus. Not all of such types of Municipal Obligations are currently available in Puerto Rico.

Mortgage-Backed Securities. Mortgage-Backed Securities represent direct or indirect participations in, or are secured by and are payable from, mortgage loans secured by real property ("Mortgage-Backed Securities"). Investors in Mortgage-Backed Securities typically receive interest and principal on the underlying mortgage loans (and/or any related credit support). The Fund's investments in Mortgage-Backed Securities will consist of those where the underlying real property is located in Puerto Rico ("Puerto Rico Mortgage-Backed Securities").

Investments in Mortgage-Backed Securities will include those issued or guaranteed by the Government National Mortgage Association ("GNMA"), Federal National Mortgage Association ("FNMA") or Federal Home Loan Mortgage Corporation ("FHLMC"), as well as Mortgage-Backed Securities which are not guaranteed or issued by GNMA, FNMA, FHLMC, or any other government agency ("Private Label Mortgage-Backed Securities"), and in either case may include collateralized mortgage obligations ("CMOs"). Private Label Mortgage-Backed Securities are issued in connection with a securitization and represent a beneficial interest in a privately sponsored trust or other entity, the assets of which are mortgage loans or GNMA, FNMA, FHLMC, or other Mortgage-Backed Securities, including CMOs. See "SPECIAL CONSIDERATIONS AND RISK FACTORS" and "TAXATION."

GNMA Mortgage-Backed Securities include securities which are backed by mortgage loans insured by the Federal Housing Administration or guaranteed by the Veterans Administration, and which consist of mortgage-backed certificates with respect to pools of such mortgages guaranteed as to the timely payment of principal and interest by the GNMA. That guarantee is backed by the full faith and credit of the U.S.

FNMA Mortgage-Backed Securities represent a beneficial ownership interest in one or more pools of mortgage loans, which may be insured by the Federal Housing Administration or the Veterans Administration, or which may not be insured or guaranteed by any governmental agency. FHLMC Mortgage-Backed Securities represent direct or indirect participations in, and are payable from, conventional residential mortgage loans. FNMA's and FHLMC's

obligations with respect to their Mortgage-Backed Securities are not backed by the full faith and credit of the U.S., but are considered to present minimal credit risks.

CMOs are multiple-class Mortgage-Backed Securities. Some CMOs are directly supported by other CMOs, which in turn are supported by pools of mortgage loans. Investors in them typically receive payments out of the interest and principal on the underlying mortgage loans. The portions of these payments that investors receive, as well as the priority of their rights to receive payments, are determined by the specific terms of the CMO class. CMOs involve special risks. See "SPECIAL CONSIDERATIONS AND RISK FACTORS — Mortgage-Backed Securities."

The type of GNMA, FNMA, FHLMC and certain other Mortgage-Backed Securities in which the Fund may invest are described in more detail in "Appendix B" — Mortgage-Backed Securities." Not all types of Mortgage-Backed Securities are currently available in Puerto Rico.

Asset-Backed Securities. The Fund may invest in various types of asset-backed securities ("Asset-Backed Securities"). The securitization techniques used in the context of Asset-Backed Securities are similar to those used for Mortgage-Backed Securities. The receivables supporting Asset-Backed Securities presently are primarily home equity mortgage loans and automobile and credit card receivables, but may also consist of other types of obligations. Asset-Backed Securities and the underlying receivables are not generally insured or guaranteed by any government agency. However, in certain cases, such securities are collateralized by loans guaranteed by the U.S. Small Business Administration ("SBA"). The SBA is an independent agency of the United States.

The SBA guarantees the payment of principal and interest on portions of loans made by private lenders to certain small businesses. The loans are generally commercial loans such as working capital loans and equipment loans. The SBA is authorized to issue from time to time, through its fiscal and transfer agent, SBA-guaranteed participation certificates evidencing fractional undivided interests in pools of these SBA-guaranteed portions of loans made by private lenders. The SBA's guarantee of such certificates, and its guarantee of a portion of the underlying loan, are backed by the full faith and credit of the United States.

Asset-Backed Securities will be considered Puerto Rico Asset-Backed Securities when the securitization vehicle is organized under the laws of Puerto Rico or, regardless of where organized, when a majority of the underlying assets are obligations of Puerto Rico Residents.

Corporate Obligations. Corporate obligations are debt obligations or similar securities issued by or on behalf of a corporation that desires to raise money for particular corporate purposes, such as for working capital or capital or other expenditures, or for repayment of outstanding debt. See "Appendix D - Ratings of Municipal Obligations and Debt Securities" and "Appendix E - Certain Other Types of Investments."

Preferred Stock. A preferred stock is a blend of the characteristics of a bond and common stock. It can offer the higher yield of a bond and has priority over common stock in equity ownership, but does not have the seniority of a bond and its participation in the issuer's growth may be limited. Preferred stock has preference over common stock in the receipt of dividends and in any residual assets after payment to creditors should the issuer be dissolved. See "Appendix E - Certain Other Types of Investments."

OTHER INVESTMENT PRACTICES

Certain of the other investment practices in which the Fund may engage are described below. If, as the Fund currently intends, the Fund issues preferred stock, debt securities, and other forms of leverage and seeks to obtain a rating of such preferred stock, debt securities, and other forms of leverage, any rating agency issuing such rating may, as a condition thereof, impose additional asset coverage or other requirements, which may restrict the Fund's ability to engage in these investment practices.

When-Issued Securities and Delayed Delivery Transactions

The purchase of securities on a when-issued or delayed delivery basis involves the risk that, as a result of an increase in yields available in the marketplace, the value of the securities purchased will decline prior to the settlement date. The sale of securities for delayed delivery involves the risk that the prices available in the market on the delivery date may be greater than those obtained in the sale transaction. At the time the Fund enters into a transaction on a when-issued or delayed delivery basis, it will segregate with the Custodian (as defined herein) cash or liquid instruments with a value not less than the value of the when-issued or delayed delivery securities. The value of these assets will be monitored daily to ensure that their marked to market value will at all times exceed the corresponding obligations of the Fund. There is always a risk that the securities may not be delivered, and the Fund may incur a loss.

Short-Term Temporary Investments

Subject to the requirements of the Commissioner's Ruling, if, in the opinion of the Investment Adviser, no suitable Puerto Rico Securities, other Municipal Obligations, or long-term U.S. Government securities are available, or if the Investment Adviser believes unusual circumstances warrant a defensive posture, the Fund temporarily may commit all or any portion of its assets to taxable or tax-exempt short-term instruments. Such instruments may include securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities, commercial paper rated at least A-1 by S&P, P-1 by Moody's or F-1 by Fitch, bank certificates of deposit, bankers' acceptances and Repurchase Agreements (as defined herein) secured by any of the foregoing.

Dollar Rolls and Reverse Repurchase Agreements

The Fund may enter into dollar rolls, in which the Fund sells mortgage-backed or other securities for delivery in the current month and simultaneously contracts to purchase substantially similar securities on a specified future date. In the case of dollar rolls involving mortgage-backed securities, the mortgage-backed securities that are purchased will be of the same type and will have the same interest rate as those sold, but will be supported by different pools of mortgages. The Fund forgoes principal and interest paid during the roll period on the securities sold in a dollar roll, but the Fund is compensated by the difference between the current sales price and the lower price for the future purchase as well as by any interest earned on the proceeds of the securities sold. The Fund also could be compensated through the receipt of fee income equivalent to a lower forward price. The Fund may also enter into reverse repurchase agreements in which a member bank of the Federal Reserve System or a securities dealer who is a member of a national securities exchange or is a market-maker in U.S. Government securities purchases portfolio securities from the Fund, coupled with an agreement to resell them to the Fund at a specific date and price (a "Reverse Repurchase Agreement"). The Fund may enter into Reverse Repurchase Agreements with PaineWebber Puerto Rico or its affiliates under the circumstances described herein and if specifically approved by the Board of Directors and made subject to procedures adopted by them. See "PORTFOLIO TRANSACTIONS—Transactions Involving Affiliates."

Dollar rolls and Reverse Repurchase Agreements generally will be considered to be leverage and, accordingly, will be subject to the Fund's limitations on leverage, which will restrict the aggregate of such transactions, together with the issuance of preferred stock, debt securities, and other forms of leverage, to 50% of the Fund's total assets. See "SPECIAL LEVERAGE CONSIDERATIONS." However, dollar rolls and Reverse Repurchase Agreements will not be subject to such limitation if a separate account is established and maintained with respect to the value of the Fund's commitments thereunder. In addition, certain of the dollar rolls and Reverse Repurchase Agreements entered into by the Fund will be arbitrage transactions in which the Fund will maintain an offsetting position in securities or Repurchase Agreements (as defined herein) that mature on or before the settlement date on the related dollar roll or Reverse Repurchase Agreement. The Investment Adviser believes that such arbitrage transactions do not present the risks to the Fund that are associated with other types of leverage.

The market value of securities sold under Reverse Repurchase Agreements typically is greater than the proceeds of the sale, and accordingly, the market value of the securities sold is likely to be greater than the value of the securities in which the Fund invests those proceeds. Reverse Repurchase Agreements involve the risk that the buyer of the securities sold by the Fund might be unable to deliver them when the Fund seeks to repurchase. In the event the

buyer of securities under a Reverse Repurchase Agreement files for bankruptcy or becomes insolvent, such buyer or its trustee or receiver may receive an extension of time to determine whether to enforce the Fund's obligation to repurchase the securities, and the Fund's use of the proceeds of the Reverse Repurchase Agreement may effectively be restricted pending such decision.

Repurchase Agreements

The Fund may use Repurchase Agreements. The term "Repurchase Agreements," for purposes of this Prospectus, consists of transactions in which the Fund purchases securities from a member bank of the Federal Reserve System or a securities dealer who is a member of a national securities exchange or is a market-maker in U.S. Government securities and simultaneously commits to resell the securities to such original seller at an agreed-upon date and price reflecting a market rate of interest unrelated to the coupon rate or maturity of the purchased securities. Although Repurchase Agreements carry certain risks not associated with direct investments in securities, including possible declines in the market value of the underlying securities and delays and costs to the Fund if the other party to the Repurchase Agreement becomes bankrupt, the Fund intends to enter into Repurchase Agreements only with banks and dealers in transactions believed by the Investment Adviser to present minimum credit risks. In addition, each Repurchase Agreement must be collateralized at least at 102% with U.S. Government or other appropriate liquid high grade securities, held at a third party custodian, and marked-to-market daily. Entities with whom the Fund may enter into Repurchase Agreements may include PaineWebber Puerto Rico or its affiliates, subject to procedures adopted by the Board of Directors. See "SPECIAL LEVERAGE CONSIDERATIONS" and "PORTFOLIO TRANSACTIONS — Transactions Involving Affiliates."

Other Practices

Call Rights. The Fund may purchase a Puerto Rico Security or other Municipal Obligation issuer's right to call all or a portion of such obligation for mandatory tender for purchase (a "Call Right"). A holder of a Call Right may exercise such right to require a mandatory tender for the purchase of related obligations, subject to certain conditions. A Call Right that is not exercised during the maturity of the related obligation will expire without value. The economic effect of holding both a Call Right and the related obligation is identical to holding an obligation as a non-callable security.

Options and Futures. The Fund may use securities options (both exchange-traded and over-the-counter) to attempt to enhance income (which would be taxable income) and may also attempt to reduce the overall risk of its investments (*i.e.*, hedge) by using securities options, financial futures contracts and other interest rate protection transactions such as swap agreements. However, the Fund will not enter into financial futures contracts or options thereon unless PaineWebber Puerto Rico qualifies for an exclusion or exemption or comparable relief from applicable registration requirements contained in the regulations administered by the Commodity Futures Trading Commission. See Appendix E to this Prospectus for a more complete discussion of the Fund's types of derivative and related income strategies and the risks thereof.

Short Sales. The Fund may engage in short sales of securities "against the box" to defer realization of gains or losses for tax or other purposes. A short sale "against the box" occurs when the Fund owns an equal amount of the securities sold short or owns securities convertible into or exchangeable, without payment of any further consideration, for securities of the same issue as, and equal amount to, the securities sold short.

Securities Lending. Although it has no current intention to do so, the Fund may also engage in securities lending, subject to procedures adopted by the Board of Directors.

SPECIAL CONSIDERATIONS AND RISK FACTORS

Conflicts of Interest

The Fund is not registered under the 1940 Act, and therefore is not be subject to the restrictions contained therein regarding, among other things, transactions between the Fund and PaineWebber Puerto Rico as well as other funds which may be advised by the Investment Adviser. It is anticipated that affiliated transactions will take place. To ensure that such transactions are in the best interests of the Fund's investors, any such transactions will be conducted and approved only in accordance with procedures adopted by the Independent Board (as defined herein) in an effort to address potential conflicts of interest that may arise. There is no assurance that these procedures will be effective. Portfolio transactions between the Fund and PaineWebber Puerto Rico and/or its affiliates will be executed pursuant to terms and conditions at least as favorable to the Fund as those under which such Fund would execute portfolio transactions with unrelated third parties in the ordinary course of its investment activities. See "PORTFOLIO TRANSACTIONS — Transactions Involving Affiliates."

Issuer Concentration

Under normal market conditions, the Fund intends to invest at least 67% of its total assets in Puerto Rico Securities. Therefore, the Fund will be more susceptible to factors adversely affecting issuers of Puerto Rico Securities than an investment company that is not concentrated in Puerto Rico Securities to this degree. This makes the Fund more susceptible to economic, political, or regulatory occurrences in Puerto Rico than a diversified fund. There presently is a limited number of participants in the market for certain Puerto Rico Securities. In addition, certain Puerto Rico Securities may have periods of illiquidity. These factors may affect the Fund's ability to acquire or dispose of the Puerto Rico Securities, as well as the price paid or received upon acquisition or disposition. In addition, investment by the Fund in Puerto Rico Securities is subject to their availability in the open market.

Pursuant to the Commissioner's Ruling, the Fund may invest more than 25% of its total assets in Puerto Rico Securities and U.S. Government Obligations (as such terms are defined in the Commissioner's Ruling). The Fund may not hold more than 75% of the voting securities of any single issuer. To the extent that the Fund intends to assume large positions in the securities of a small number of issuers, the Fund's net asset value and its yield may fluctuate to a greater extent than that of a diversified company as a result of changes in the financial condition or in the market's assessment of the issuers. In addition, from time to time, the Fund may also invest in securities of issuers with which PWTC and PaineWebber Puerto Rico has a lending or other type of business relationship.

Fixed Income Securities Generally

The yield on Puerto Rico Securities depends on a variety of factors, including general municipal and fixed income security market conditions, the financial condition of the issuer, the size of the particular offering, the maturity, credit quality and rating of the issue and expectations regarding changes in income tax rates. Generally, the longer the maturity of a Puerto Rico Security, the higher the yield and the greater the volatility. The market value of Puerto Rico Securities, and accordingly, the Fund's net asset value, normally will vary inversely with changes in interest rates. Such changes in the values of Puerto Rico Securities held by the Fund will not affect the interest income derived from them but will affect the net asset value of the Shares. The specific terms and conditions of certain types of securities may also make them more sensitive to changes in interest rates.

The obligations of certain issuers of Puerto Rico Securities are subject to the provisions of bankruptcy, insolvency and other laws affecting the rights and remedies of creditors. In the event of a bankruptcy of such an issuer, the Fund could experience delays and limitations with respect to the collection of principal and interest on such Puerto Rico Securities, and in some circumstances, the Fund might not be able to collect all principal and interest to which it is entitled. To enforce its rights in the event of a default in the payment of interest or repayment of principal, or both, the Fund might take possession of and manage the assets or have a receiver appointed to collect and disburse pledged

revenues securing the issuer's obligations on such securities; any such action might increase the Fund's operating expenses and might adversely affect the net asset value of the Fund.

Municipal Obligations

Certain of the Municipal Obligations in which the Fund may invest present their own discrete risks. The value of certain Municipal Obligations, including derivative instruments, such as certain zero-coupon obligations and certain inverse floating rate obligations, may be subject to greater volatility than other municipal securities. Specifically, whether such instruments are used for derivative or income enhancement purposes, there can be no assurance that such transactions will be successful or will not result in losses (and those losses may exceed the percentage of the Fund's assets actually invested in such instruments). See Appendix A for a more complete discussion of the types of Municipal Obligations and their related risks.

Certain Municipal Obligations held by the Fund may permit the issuer to call or redeem the Municipal Obligations, in whole or in part, at its option. If an issuer were to redeem Municipal Obligations held by the Fund during a time of declining interest rates, the Fund might realize capital gains or losses at a time that it would not otherwise do so, and the Fund might not be able to reinvest the proceeds of the redemption in Municipal Obligations providing as high a level of income as the Municipal Obligations that were redeemed. The Fund, however, may purchase an issuer's right to call all or a portion of such Municipal Obligations for mandatory tender for purchase. See "OTHER INVESTMENT PRACTICES — Call Rights."

Opinions relating to the validity of Municipal Obligations and to the exemption of interest thereon from Puerto Rico income tax are rendered by bond counsel to the issuer at the time of issuance. Neither the Fund nor the Investment Adviser will review the proceedings relating to the issuance of Municipal Obligations or the basis for such opinions. Further, Federal and Puerto Rico laws may be enacted that adversely affect the tax-exempt status of interest on Municipal Obligations or of the exempt-interest dividends received by the Shareholders or that impose other constraints upon enforcement of such obligations. It is also possible that, as a result of litigation or other conditions, the power or ability of issuers to meet their obligations for the payment of principal of and interest on their Municipal Obligations may be materially and adversely affected.

Mortgage-Backed Securities

Mortgage-Backed Securities, in general, have many of the same risks of traditional income securities discussed above but also differ in that, among other things, principal may be prepaid at any time due to prepayments by the obligors on the underlying loans or other obligations. Prepayments might result in reinvestment of the proceeds of such prepayments at yields that are lower than the yield on prepaid securities. Prepayments are influenced by a variety of economic, geographic, demographic and other factors. Generally, however, prepayments will increase during periods of declining interest rates and decrease during periods of rising interest rates. Since a substantial portion of Puerto Rico Securities available are Mortgage-Backed Securities, the potential for increasing the Fund's exposure to these and other risks related to such securities might cause the market value of the Fund's securities to fluctuate more than otherwise would be the case. In case of Private Label Mortgage-Backed Securities there is also, among other things, (i) credit risk exposure regarding the underlying obligations and, depending on how the securitization has been structured, exposure to the bankruptcy or insolvency of the entity that originated or sold the underlying obligations, (ii) the risk that underlying obligations may be unenforceable or may expose the securitization vehicle to liability because it was not originated or serviced in accordance with applicable consumer protection laws, (iii) exposure to downturns in the real estate market, which will affect the amount of foreclosure proceeds that can be realized in respect of defaulted mortgage loans, and (iv) if the structure contains third-party credit enhancement or derivative instruments, credit exposure to the provider thereof. CMOs present certain special risks. CMO classes may be specially structured in a manner that provides any of a wide variety of investment characteristics, such as yield, effective maturity and interest rate sensitivity. As market conditions change, however, and particularly during periods of rapid or unanticipated changes in market interest rates, the attractiveness of the CMO classes and the ability of the structure to provide the anticipated investment characteristics may be significantly reduced. These changes can result in volatility in the

market value, and in some instances reduced liquidity, of the CMO class. The Fund will not invest in Mortgage-Backed Securities which represent residual interests and except as may otherwise be approved by the Board of Directors may invest no more than an aggregate of 5% of the Fund's total assets in derivative instruments, including Specified Mortgage-Backed Securities described in "Appendix B — Mortgage-Backed Securities." See "INVESTMENT OBJECTIVE AND POLICIES."

The types of Mortgage-Backed Securities in which the Fund may invest are described in Appendix B to this Prospectus. One such type of security are PAC Bonds. PAC Bonds are a particular type of Mortgage-Backed Security designed to provide relatively predictable payments of principal provided that, among other things, the actual prepayment experience on the underlying mortgage loans falls within a contemplated range. If the actual prepayment experience on the underlying mortgage loans is at a rate faster or slower than the contemplated range, or if deviations from other assumptions occur, principal payments on a PAC Bond may be greater or smaller than predicted. The magnitude of the contemplated range varies from one PAC Bond to another; a narrower range increases the risk that prepayments will be greater or smaller than contemplated.

Derivative Investments

In order to attempt to hedge various portfolio positions or to enhance its return, the Fund may invest up to 5% of its assets in certain instruments which are or may be characterized as derivatives. Subject to the approval of the Board of Directors, such 5% limit may be exceeded only for the purpose of hedging. In the opinion of the Investment Adviser, Puerto Rico Mortgage-Backed Securities issued under the GNMA I or GNMA II programs, units with earlier maturities of Mortgage-Backed Securities issued under the GNMA Serial Note program, mortgage pass-through certificates issued by FNMA and other types of substantially similar mortgage-backed pass-through or participation certificates are not considered derivative investments for purposes of this limitation, except as set forth under "Mortgage-Backed Securities—Specified Mortgage-Backed Securities" in Appendix B to this Prospectus. The Investment Adviser also does not consider Private Label Mortgage-Backed Securities of any class that entitle the holder thereof to payments of principal and interest (other than Private Label Mortgage-Backed Securities the principal payments of which at the time of purchase by the Fund (i) are not limited by a schedule of principal distributions and (ii) support a schedule of principal distributions for another related class of Private Label Mortgage-Backed Securities) derivative investments for purposes of the limitation described above. Other types of Mortgage-Backed Securities may be similarly excluded from the limitation upon approval of the Board of Directors.

Derivative instruments, because of their increased volatility and potential leveraging effect (without being subject to the Fund's leverage limitations), may adversely affect the Fund. For example, investments in indexed securities, including, among other things, securities linked to an equities or commodities index and inverse floating rate securities, may subject the Fund to the risks associated with changes in the particular indices, which may include reduced or eliminated interest payments and losses of invested principal. Such investments, in effect, may also be leveraged, thereby magnifying the risk of loss. Even where such derivative investments are used for hedging purposes, there can be no assurance that the hedging transactions will be successful or will not result in losses (and those losses may exceed the percentage of the Fund's assets actually invested in such instruments). For example, utilization of options and futures transactions involves the risk of imperfect correlation in movements in the price of options and futures and movements in the price of the securities or interest rates, which are the subject of the hedge. Municipal derivatives may also be subject to the same risks as floating rate municipal obligations generally, risks of adverse tax determinations or, in the case of municipal derivatives used for hedging purposes, risks similar to those for other hedging strategies. For a further description of certain derivative investments and a discussion of the risks associated with these and other investments, see Appendix E.

Valuation of Fund Assets; Illiquid Securities

The Administrator (as defined herein) may, from time to time, find it difficult to determine accurately on a weekly basis the value of certain of the Fund's assets. It may be particularly difficult to value Puerto Rico Securities for which there is a limited number of dealers making a market. Primarily because it may be an administrative

inconvenience for dealers other than PaineWebber Puerto Rico to provide the Administrator with market quotations, independent sources of valuation may be unavailable for a substantial majority of the Fund's assets. When market quotations for securities held by the Fund are not readily available from any such independent dealers, the Administrator will attempt to obtain quotations from PaineWebber Puerto Rico. When market quotations for the Fund's assets are not available from any sources, including PaineWebber Puerto Rico, they will be valued at fair value by or under the direction of the Board of Directors utilizing quotations and other information concerning similar securities derived from recognized dealers in those securities or information regarding the trading spreads quoted by recognized dealers between such securities and U.S. Treasury securities whose maturities are determined to be most closely matched to the average life of the Fund's securities for which fair value is to be determined. See "VALUATION OF COMMON STOCK."

There are no limitations on the Fund's investments in illiquid Puerto Rico Securities. The Fund may also continue to hold without limitation securities that become illiquid subsequent to the Fund's investment in them. Consequently, a majority of the Fund's assets may consist of illiquid Puerto Rico Securities. Illiquid Puerto Rico Securities may include securities specifically structured by affiliates of the Fund or others as an investment for the Fund. The term "illiquid securities" for this purpose means securities that cannot be disposed of within seven days in the ordinary course of business at approximately the amount at which the Fund has valued the securities and includes, among other things, securities subject to contractual restrictions on resale that hinder the marketability of the securities. To the extent the Fund invests in illiquid securities, the Fund may not be able to liquidate readily such investments, and would have to sell other investments if necessary to raise cash to meet its obligations, even when it may not be advantageous to do so. Moreover, depending on the level of the Fund's investment in illiquid securities, the Fund may be unable to meet those obligations, which could have additional adverse consequences to the Fund and its Shareholders. Illiquid securities may also include certain of the derivative instruments in which the Fund may invest; it may become difficult to dispose of such instruments particularly at a time when it is advisable to do so to minimize losses to the Fund. The Fund does not intend to invest in illiquid securities other than illiquid Puerto Rico Securities.

Liquidity and Trading of the Shares

Prior to this offering, there has been no market for the Shares. The Underwriter currently intends to maintain a market in the Shares commencing after the Final Closing of the initial public offering of the Shares, although it is not obligated to do so. No assurance can be given as to the liquidity of, or the trading market for, the Shares as a result of any activities undertaken by the Underwriter. Such purchases and sales, if commenced, may be discontinued at any time. If at any time PaineWebber Puerto Rico ceases to maintain a market, the Shares will become illiquid until a market is reestablished.

The Shares have not been registered under the 1933 Act, and the Fund will not be registered under the 1940 Act. The Fund was incorporated on March 24, 2000. There are six other closed-end investment companies that are similar to the Fund, which currently operate in Puerto Rico (such funds, along with three others currently operating in Puerto Rico, are referred to herein as the "Puerto Rico Investors Family of Funds," and, together with the PaineWebber IRA Select Growth and Income Puerto Rico Fund [the "IRA Fund"], the "Affiliated Funds"). See "MANAGEMENT OF THE FUND." Since their commencement of operations, the closed-end funds/portfolios of the Affiliated Funds generally have traded at an amount equal or at a premium to their net asset value but have traded at a discount from time to time. There is no assurance, however, that this will continue in the future or that the experience of the Fund will replicate that of the Affiliated Funds. In those circumstances, the risk of loss associated with this characteristic of closed-end investment companies may be greater for investors purchasing Shares in the initial public offering and expecting to sell the Shares soon after the completion thereof. In addition, the level of discount from net asset value at any given time may be understated to the extent that the actual value of the Fund's assets exceeds that ascribed to those assets by the Administrator. As discussed above, it may be difficult to obtain an accurate valuation of the Fund's assets. See "VALUATION OF COMMON STOCK." The market value of Puerto Rico Securities and other securities in which the Fund may invest (and accordingly, the Fund's net asset value) generally increases when interest rates decline and decreases when interest rates rise, and these changes are likely to be greater in the case of a fund having a leveraged capital structure. Whether investors will realize gains or losses upon the sale of the Shares

will not depend upon the Fund's net asset value, but will depend entirely upon whether the market price of the Shares at the time of sale is above or below the original purchase price for the Shares. Since the market price of the Fund's Shares will be determined by such factors as relative demand for and supply of such Shares in the market, general market and economic conditions and other factors beyond the control of the Fund, the Fund cannot predict whether the Shares will trade at, below or above net asset value or at, below or above the offering price. That conclusion is further affected by the fact that there may be few or no market-makers in the Shares. PaineWebber Puerto Rico may be the only person maintaining a market in the Fund's Shares, and from time to time, due to regulatory constraints or otherwise, PaineWebber Puerto Rico may cease to maintain a market in the Shares, which could result in illiquidity of the Shares. Accordingly, the Shares may not be suitable to all investors as they are designed primarily for long-term investors, and investors in the Shares should not view the Fund as a vehicle for trading purposes. Unlike U.S. open-end investment companies which stand ready to redeem their shares at the then current net asset value, the shares of closed-end investment companies are not redeemable by their shareholders and the value of such shares is based on the current market for those shares. See "LIMITATIONS ON OFFERINGS AND TRANSFER OF SHARES" herein.

Changes in Applicable Law

Legislation affecting Puerto Rico Securities, assets other than Puerto Rico Securities, Puerto Rico and U.S. investment companies, taxes, and other matters related to the business of the Fund are continually being considered by the Legislature of Puerto Rico and the U.S. Congress. Moreover, the Commissioner and the Secretary of the Treasury of Puerto Rico granted certain waivers and rulings to the Fund which do not constitute a precedent binding thereon. There can be no assurance that legislation enacted or regulations promulgated, or other governmental actions, after the date of the initial issuance of the Shares of the Fund, will not have an adverse effect on the operations of the Fund, the economic value of the Shares of the Fund, or the tax consequences of the acquisition or the disposition of the Shares.

SPECIAL LEVERAGE CONSIDERATIONS

Issuance of Preferred Stock and Debt Securities

The Fund may increase amounts available for investment through the issuance of preferred stock, debt securities (*i.e.*, debt instruments of varying maturities, including commercial paper and short-term and medium-term notes; such securities collectively referred to herein as the "debt securities"), or other forms of leverage (such debt securities, as discussed herein, include Reverse Repurchase Agreements) to Puerto Rico Residents, representing not more than 50% of the Fund's total assets immediately after such issuance. Such activities will be carried out in accordance with procedures as established by the Board of Directors in an effort to address potential conflicts of interest including, among other things, the potential conflicts of interest in setting interest or dividend rates. The Commissioner has restricted the Fund's leveraging activities. See "RULING OF THE COMMISSIONER" and "PORTFOLIO TRANSACTIONS — Transactions Involving Affiliates." There can be no assurance that any of the above securities will be issued.

The Fund, subject to the above percentage limitations, may also engage in certain additional borrowings from banks or other financial institutions, through Reverse Repurchase Agreements. The Fund presently anticipates that it will engage in borrowings from, and other forms of leverage with, PaineWebber Puerto Rico or its affiliates through Reverse Repurchase Agreements, dollar rolls, or otherwise upon the approval of and subject to procedures as established by the Board of Directors, in order to address, among other things, the potential conflicts of interest in setting interest or dividend rates. There is no assurance that the procedures will be effective. The Fund intends to begin structuring its leverage program after the completion of the offering of the Shares. PaineWebber Puerto Rico may act as dealer or placement agent in connection with any offering of debt securities by the Fund. See "PORTFOLIO TRANSACTIONS — Transactions Involving Affiliates." In addition, the Fund may also borrow for temporary or emergency purposes, in an amount of up to an additional 5% of its total assets.

Although the general timing and terms of preferred stock, debt securities, and other forms of leverage offerings are determined by the Board of Directors, it is anticipated that each issuance of preferred stock, debt securities, and other forms of leverage will pay dividends or interest at rates that are adjusted over relatively short periods of time and will reflect prevailing short-term interest rates. The proceeds of any offering of preferred stock, debt securities, and other form of leverage may be invested in longer-term fixed income Puerto Rico Securities (or other debt securities), which typically bear interest at rates that are higher than short-term interest rates (although such higher rates cannot be assured).

Use of leverage through the issuance of preferred stock, debt securities, and other forms of leverage is a speculative investment technique and involves increased risk for Shareholders to a greater extent than in a non-leveraged fund. These include the possibility of higher volatility of both the net asset value and the market value of the Shares. The effects of leverage may cause a Shareholder to lose any or all of the amount invested. So long as the Fund is able to realize a higher net return on the assets purchased with the proceeds of the leverage than the then current dividend or interest rate, as the case may be, on any preferred stock, debt securities, or other forms of leverage together with other related expenses, the effect of the leverage will be to cause the Shareholders to realize higher current net investment income than if a Fund were not so leveraged. There can be no assurance, however, that the Fund will be able to realize such a net return. Short-term, medium-term, and long-term interest rates change from time to time as does their relationship to each other (*i.e.*, the slope of the yield curve) depending upon such factors as supply and demand forces, monetary and tax policies, and investor expectations. Changes in any or all of such factors could cause the relationship between short-term, medium-term, and long-term rates to change (*i.e.*, to flatten or to invert the slope of the yield curve) so that short-term and medium-term rates may substantially increase relative to the long-term obligations in which the Fund may be invested. To the extent that the then current dividend or interest rate, as the case may be, on any preferred stock, debt securities, and other forms of leverage approaches the net return on that portion of the Fund's assets purchased with the proceeds of the leverage, the benefit of leverage to the Shareholders will be reduced. Should the then current dividend or interest rate, as the case may be, on any preferred stock, debt securities, and other forms of leverage exceed the net return on the Fund's assets purchased with the proceeds of the leverage, the Fund's leveraged capital structure would result in a lower yield to the Shareholders than if the Fund were not so leveraged and therefore, the amount available for distribution to Shareholders will be reduced. Nevertheless, the Investment Adviser may determine to maintain the Fund's leveraged position if it deems such action to be appropriate under the circumstances. The investment advisory fee payable to the Investment Adviser during periods in which the Fund is utilizing leverage will be higher than when it is not doing so because the fee is calculated as a percentage of average weekly gross assets, including assets purchased with leverage. Because the asset base used for calculating the investment advisory fee is not reduced by aggregate indebtedness incurred in leveraging the Fund, the Investment Adviser may have a conflicts of interest in formulating a recommendation to the Fund as to whether and to what extent to leverage.

In addition, payments on preferred stock, debt securities, and other forms of leverage issued by the Fund for investment may be indexed to equity or other indices unrelated to the assets held by the Fund. While the Fund will enter into hedging transactions to minimize the risks inherent in those transactions, there is no assurance that those transactions will be successful. Moreover, any decline in the value of the Fund's assets will be borne entirely by the Shareholders. Accordingly, the effect of leverage in a declining market would be a greater decrease in the net asset value of the Fund's Shares than if the Fund were not leveraged and could adversely affect the Fund's ability to make dividend payments and other distributions on both the Shares and preferred stock. Any such decrease may be reflected in a greater decline in the market price of the Shares and preferred stock. If the current investment income of the Fund were not sufficient to meet dividend or interest requirements on the preferred stock, debt securities, and other forms of leverage, it could become necessary for the Fund to liquidate certain of its investments, thereby reducing net assets and, therefore, the net asset value of the Shares. Such liquidations also would cause the Fund to incur transaction costs. Moreover, while dividends on preferred stock or interest on debt securities, or other forms of leverage are unpaid, no dividends or other distributions would be permitted to be paid on the Shares until the Fund resumes its payments of dividends on preferred stock or of interest on the debt securities, or other forms of leverage, as the case may be.

The Fund may not issue preferred stock, debt securities, or other forms of leverage unless, immediately after such issuance, the value of the total assets of the Fund less all liabilities and indebtedness, other than as a result of the

preferred stock, debt securities, or other forms of leverage being issued or of any other outstanding debt securities, is at least equal to 200% of the total amount of aggregate par value of all outstanding preferred stock (not including any accumulated dividends or other distributions attributable to such preferred stock) and outstanding debt securities. This asset coverage requirement must also be met any time the Fund pays a dividend or makes any other distribution on the issued and outstanding Shares, as well as the preferred stock of the Fund (other than a dividend or other distribution payable in Shares as additional shares of preferred stock) or any time the Fund repurchases Shares, in each case after giving effect to such repurchase of Shares or issuance of preferred stock, debt securities, or other form of leverage in order to maintain asset coverage at the required 200% level. To the extent necessary, the Fund may purchase or redeem preferred stock, debt securities, or other forms of leverage in order to maintain asset coverage at the required 200% level. In such circumstances, the Fund may have to liquidate portfolio securities in order to meet redemption requirements and might also have to pay a premium. Any necessary liquidations could have the effect of reducing future net income of the Fund. Such liquidations could cause the Fund to incur related transactional costs.

Assuming the utilization of leverage by borrowings in the amount of approximately 50% of the Fund's total assets, and an annual interest rate (including dividends on preferred stock) of 5.50% payable on such leverage based on market rates as of the date of this Prospectus, the annual return on the assets that the Fund's portfolio must experience (net of expenses) in order to cover such interest payments would be 3.75%. The following table is designed to illustrate the effect on investment return with leverage obtained by the issuance of preferred stock, debt securities, and other forms of leverage representing approximately 50% of the Fund's total assets, assuming hypothetical annual returns of minus 10% to plus 10%. As the table shows, leverage generally increases the return when portfolio return is positive and decreases the return when the portfolio return is negative. The figures appearing in the table are hypothetical and actual returns may be greater or less than those appearing in the table.

Assumed Return (net of expenses)	(10)%	(5)%	0%	5%	10%
Corresponding Share Return	(27.50)%	(17.50)%	(7.50)%	2.50%	12.50%

Leveraging of the Fund cannot be fully achieved until preferred stock, debt securities, and other forms of leverage are issued and the proceeds have been invested by the Fund.

The Fund will seek to obtain an investment grade credit rating from S&P, Moody's, Fitch, or another NRSRO on any preferred stock or debt securities which it may issue. The Fund believes that obtaining such ratings may enhance the marketability of the preferred stock, debt securities, and other forms of leverage and thereby reduce the dividend or interest rate on the preferred stock or debt securities from that which the Fund would be required to pay if the preferred stock, debt securities, and other forms of leverage were not so rated. There can be no assurance that the Fund will be able to obtain such ratings, and such ratings would not eliminate or mitigate any risks of investing in a Fund's securities. The NRSRO for preferred stock, debt securities, and other forms of leverage may require asset coverage maintenance ratios that are in addition to, and more stringent than, those discussed above. In addition, restrictions may be imposed on certain investment practices in which the Fund may otherwise engage. The NRSRO requirements also are expected to impose certain minimum issue size, diversification and other requirements for determining portfolio assets that are eligible for computing compliance with their asset coverage requirements. The ability of the Fund to comply with such asset coverage maintenance ratios may be subject to circumstances, which are beyond the control of the Fund, such as market conditions for its portfolio securities. The terms of any preferred stock, debt securities, or other forms of leverage might prohibit the payment of dividends or other distributions on the Shares and any other preferred stock of the Fund in the event the Fund fails to meet such asset coverage maintenance ratios and, in such circumstances, might also provide for mandatory redemption of the preferred stock (if redeemable), with the potential adverse effects discussed above.

The issuance of any preferred stock, debt securities, and other forms of leverage entails certain costs and expenses, such as underwriting discounts, rating agency fees, legal and accounting fees, printing costs, and certain other ongoing expenses, such as administrative and accounting fees. These costs and expenses are borne by the Fund.

Ongoing expenses associated with the issuance of any preferred stock, debt securities, and other forms of leverage are reflected as a reduction in the investment income that otherwise would be available for distribution to Shareholders.

Borrowings

In addition, the Fund may also borrow from banks or other financial institutions for temporary or emergency purposes (including, among others, financing repurchases of the Shares and tender offers), in an amount of up to an additional 5% of its total assets. Such borrowing by the Fund would also create leverage and would entail speculative factors similar to those applicable to the issuance of preferred stock, debt securities, and other forms of leverage. If borrowings are made on a secured basis, the Custodian will segregate the pledged assets for the benefit of the lender or arrangements will be made with a suitable sub-custodian, which may include the lender.

INVESTMENT RESTRICTIONS

The Fund may not change its investment objective or fundamental policy without the approval of either (i) a majority of the outstanding Shares, if the proposed change has previously been recommended by the Board of Directors, or (ii) at least 75% of the outstanding Shares, upon the failure of the Board of Directors to approve a proposal submitted by a Shareholder or a group of Shareholders that hold in the aggregate at least 20% of the Shares. Under current law, the Commissioner also must approve any change in such objective or fundamental policy.

As its fundamental policy, the Fund may not issue debt securities or borrow money from banks or other entities (including borrowings through dollar rolls and Reverse Repurchase Agreements), in excess of 50% of the Fund's total assets (including the amount of borrowings and debt securities issued). In addition, the Fund may also borrow from banks or other financial institutions for temporary or emergency purposes (including, among others, financing repurchases of the Shares and tender offers), in an amount of up to an additional 5% of its total assets.

In addition, the Fund may not change the following investment limitations without the approval of a majority of the Board of Directors and prior written notice to its Shareholders:

- (a) purchase the securities of any one issuer if after such purchase it would own more than 75% of the voting securities of such issuer, provided that securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities are not subject to this limitation;
- (b) make an investment in any one industry if, at the time of purchase, the investment would cause the aggregate value of all the Fund's investments in such industry to equal 25% or more of the Fund's total assets; provided that this limitation shall not apply to: (i) investments in securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities; (ii) Municipal Obligations, including Puerto Rico Municipal Obligations, other than those backed only by the assets or revenues of a non-governmental entity; and (iii) investments in mortgage-backed securities (whether or not issued or guaranteed by an agency or instrumentality of the U.S. Government). For purposes of this restriction, the intended or designated use of real estate shall determine its industry;
- (c) purchase securities on margin, except for short term credits necessary for clearance of portfolio transactions, and except that the Fund may make margin deposits in connection with its use of options or future contracts (as defined in Appendix E hereto);
- (d) engage in the business of underwriting securities of other issuers, except to the extent that, in connection with the disposition of portfolio securities, the Fund may be deemed an underwriter under U.S. securities laws and except that the Fund may write options;
- (e) make short sales of securities or maintain a short position, except that the Fund may sell short "against the box." A short sale "against the box" occurs when the Fund owns an equal amount of the securities sold

or owns securities convertible into or exchangeable for, without payment of any further consideration, securities of the same issue as, and equal in amount to, the securities sold short;

(f) purchase or sell real estate (including real estate limited partnership interests), provided that the Fund may invest in securities secured by real estate or interests therein or issued by entities that invest in real estate or interests therein (including mortgage-backed securities), and provided further that the Fund may exercise rights under agreements relating to such securities, including the right to enforce security interests and to liquidate real estate acquired as a result of such enforcement; provided, however, that such securities and any such real estate securing a security acquired by the Fund shall not be a "U.S. real property interest" within the meaning of Section 897 of the Code;

(g) purchase or sell commodities or commodity contracts, except that the Fund may enter into swap agreements, options, futures contracts (as defined in Appendix E hereto) and options on futures contracts subject to certain restrictions. (See "OTHER INVESTMENT PRACTICES — Other Practices — Options and Futures."); or

(h) make loans, except through Repurchase Agreements, provided that for purposes of this restriction the acquisition of bonds, debentures or other debt instruments or interests therein and investment in government obligations, shall not be deemed to be the making of a loan.

MANAGEMENT OF THE FUND

The overall management of the business and affairs of the Fund is vested with its Board of Directors. The Board of Directors approves all significant agreements between the Fund and persons or companies furnishing services to it, including the Fund's agreements with its Investment Adviser, Administrator, Custodian, and Transfer Agent (as defined herein). The day-to-day operations of the Fund are delegated to its officers and to the Administrator, subject to the Fund's investment objective and policies and to general supervision by the Board of Directors.

The following persons are members of the Board of Directors and, where indicated, executive officers of the Fund, in addition to Mr. Leslie Highley, Jr., Senior Vice President of the Fund, who is discussed below:

Miguel A. Ferrer — President and CEO of PaineWebber Trust Company of Puerto Rico; Director of "Fundación para la Universidad de Puerto Rico" since 1996; Director of "Fundación Biblioteca Rafael Hernández Colón" since 1993; President of PaineWebber Puerto Rico since 1980 (employee since 1965) and a Senior Vice President of PaineWebber Incorporated; former President and founder of the Puerto Rico Association of Financial Analysts; Member of the Board of the Securities Industry Association of Puerto Rico; and Associate Member of the New York Stock Exchange.

Brendan D. Boyle — Senior Vice President of PaineWebber, Inc.; Director of Mutual Funds and Insurance and Annuities; Member of the Board of Directors of Yasuda PaineWebber since April 1999; Director of PaineWebber Trust Company; Executive Vice President and Director of Sales and Marketing for Prudential Mutual Funds from 1994 to 1996; Managing Director for Smith Barney from 1981 to 1994. Mr. Boyle earned his B.A. from Marist College in 1976.

Víctor J. Salgado Arroyo — Chairman of the Board of Directors, President and Chief Executive Officer of INTEGRAND Assurance Company. Mr. Salgado is considered by the Investment Adviser and PaineWebber Puerto Rico to be an Independent Director as defined under the Fund's Code of Ethics (an "Independent Director").

Gabriel Dolagaray Balado — Former President of the Cooperativa de Seguros de Vida; former President of the Association of Insurance Companies of Puerto Rico, Inc.; former member of the Executive Committee of the North American Association of the International Cooperative Insurance Federation; Member, Advisory Board to the Commissioner of Insurance of Puerto Rico; and former President of the Puerto Rico Chamber of Commerce. Mr. Dolagaray is considered by the Investment Adviser and PaineWebber Puerto Rico to be an Independent Director.

Mario S. Belaval — Chairman of the Board of Bacardí Corporation since January 1997 and Executive Vice President thereof from 1991 to 1997; Member of the Governor's Advisory Board on Foreign Trade; consultant to the Venture Capital Committee of the Economic Development Bank for Puerto Rico; and Board Member of the Puerto Rico Chapter of the American Red Cross. Mr. Belaval has acted as Vice President and Treasurer of the Puerto Rico Manufacturers Association. Mr. Belaval is considered by the Investment Adviser and PaineWebber Puerto Rico to be an Independent Director.

In consideration for services as members of the Fund's Board of Directors, each Independent Director will receive a stipend from the Fund of up to \$1,000 plus expenses, for attendance at each meeting of the Board of Directors or committee thereof. The Fund will not pay or accrue any pension or retirement benefits to any director.

The above mentioned directors are also members of the Boards of Directors of the Affiliated Funds. In such capacity, Messrs. Salgado, Dolagaray, and Belaval each received, as of December 31, 2000, a stipend equivalent to \$18,000, as well as reimbursement for expenses related to attendance at such Board meetings or meetings of committees thereof. The compensation for Messrs. Ferrer and Boyle is paid by PWTC.

The following table sets forth the compensation paid to each Independent Director.

Name of Independent Director	Aggregate Compensation from Fund ⁽¹⁾	Retirement Benefits Accrued as Part of Fund Expenses	Total Compensation from the Affiliated Funds ⁽²⁾
Víctor J. Salgado Arroyo	\$4,000.00	None	\$18,000
Gabriel Dolagaray Balado	\$4,000.00	None	\$18,000
Mario S. Belaval	\$4,000.00	None	\$18,000

(1) Estimated for the fiscal year ending January 31, 2001, assuming that the Board of Directors holds four meetings during the year which are attended by all of the Independent Directors.

(2) In addition to the Fund, the Independent Board also serves on the boards of directors of the Affiliated Funds.

Subject to the supervision of the Board of Directors, investment advisory services will be provided to the Fund by PWTC, pursuant to an investment advisory contract (the "Advisory Agreement"). PWTC also serves as co-investment adviser to the Puerto Rico Investors Family of Funds and the IRA Fund. The Affiliated Funds have combined portfolio assets of approximately \$2.1 billion. PWTC is a trust organized under the laws of Puerto Rico and has its principal office and place of business at American International Plaza, 7th Floor, 250 Muñoz Rivera Avenue, San Juan, Puerto Rico 00918. PWTC is licensed with the OCFI as a trust company organized under the Puerto Rico Trust Company Act, as amended, and is not presently registered as an investment adviser under the U.S. Investment Advisers Act of 1940, as amended ("Advisers Act").

Pursuant to the Advisory Agreement, the Investment Adviser will provide a complete and continuous investment program for the Fund and make investment decisions and place orders to buy, sell or hold particular securities and other investments. As compensation for their investment advisory services related to the Fund, the Investment Adviser will receive an annual investment advisory fee (which is indirectly paid entirely by Shareholders) not to exceed an aggregate rate of 0.75% of the average weekly gross assets of the Fund, payable monthly. For the first 24 months of operations of the Fund, the investment advisory fees will not exceed 0.60%. PWTC also serves as the Fund's administrator (in such capacity, the "Administrator").

Unless earlier terminated as described below, the Advisory Agreement will continue in effect for a period of two years from the date of execution and will remain in effect from year to year thereafter if approved annually by a

vote of a majority of those directors of the Fund who, as indicated below, are independent members of the Board of Directors (the "Independent Board"). The Advisory Agreement is not assignable, except to affiliates of the Investment Adviser subject to certain conditions. An Advisory Contract may be terminated, without penalty, (i) at any time by an unanimous vote of the Independent Board, (ii) on 60 days' written notice by the Investment Adviser to the Fund or (iii) on 60 days' written notice to the Investment Adviser by the vote of a majority of the outstanding voting securities of the Fund.

The Investment Adviser shall not be liable for any loss, expense, cost, or liability arising out of any error in judgment or any action or omission, including any instruction given to the Custodian unless (i) such action or omission involved an officer, director, employee, or agent of the Investment Adviser, and (ii) such loss, expense, cost, or liability arises out of the Investment Adviser's gross negligence, malfeasance or bad faith. The Investment Adviser may rely on any notice or communication (written or oral) reasonably believed by it to be genuine. These limitations shall not relieve the Investment Adviser from any responsibility, obligation or duty that an Investment Adviser may have under state statutes, the laws of Puerto Rico or any federal securities law which is not waivable.

Leslie Highley, Jr., a Senior Vice President of PWTC, will be responsible for the day-to-day management of the Fund. Mr. Highley has been a Senior Vice President of the Puerto Rico Investors Family of Funds since their inception and serves as portfolio manager for PWTC, which serves as co-investment adviser to the Puerto Rico Family of Funds and the IRA Fund. Prior to joining PaineWebber Puerto Rico, Mr. Highley was the President of Dean Witter Puerto Rico, Inc. since 1989 and a senior officer responsible for Corporate and Public Finance. Prior thereto, he was Executive Vice President of Government Development Bank for Puerto Rico.

Pursuant to the Administration Agreement between the Fund and PWTC and subject to the overall supervision of the Board of Directors, the Administrator will be responsible for providing facilities and personnel to the Fund in the performance of certain services including the weekly determination of the Fund's net asset value and net income. As compensation for their administration services to the Fund, the Administrator will receive an annual administration fee equivalent to a rate of 0.15% of the average weekly gross assets of the Fund, payable monthly. The Administrator may retain the services of a sub-administrator, which may be its affiliate.

The Fund's securities and cash will be held under a custody agreement between the Fund and PWTC, pursuant to which PWTC will serve as custodian for the Fund's assets (in such capacity, the "Custodian"). As compensation for its custody services, the Custodian will receive a fee as agreed from time to time with the Fund; such fee will be at a rate customarily paid to other custodians for the provision of similar services. The Custodian may retain the services of a sub-custodian, which may be its affiliate.

Pursuant to the terms of the Transfer Agency, Registrar, and Shareholder Servicing Agreement between the Fund and PWTC, the latter will be responsible for maintaining a register of the Shares for holders of record and opening and maintaining Shareholder accounts (in such capacity, the "Transfer Agent"). As compensation for its transfer agency, registrar, dividend disbursing and shareholder services, the Transfer Agent will receive a fee as agreed from time to time with the Fund; such fee will be at a rate customarily paid to other transfer agents for the provision of similar services. The Transfer Agent may retain the services of a sub-transfer agent, which may be its affiliate.

VALUATION OF COMMON STOCK

The net asset value of the Shares is calculated at least weekly by the Administrator. The Fund intends to publish its net asset value weekly in a local newspaper of general circulation within Puerto Rico. The net asset value per Share will be computed by dividing the value of the securities held by the Fund plus any cash or other assets (including interest and dividends accrued but not yet received and earned discount) minus all liabilities (including accrued expenses) by the total number of Shares outstanding at such time.

The Fund's assets are valued by the Administrator, with the assistance of the Investment Adviser, in good faith and under the supervision of the Board of Directors based upon market quotations when such quotations are available.

Primarily because it may be an administrative inconvenience for dealers other than PaineWebber Puerto Rico to provide the Administrator with market quotations, independent sources of valuation may be unavailable for a substantial majority of the Fund's assets. When market quotations for securities held by the Fund are not readily available from any such independent dealers, the Administrator will be responsible for obtaining quotations from PaineWebber Puerto Rico. When market quotations for the Fund's assets are not available from any sources, including PaineWebber Puerto Rico, they will be valued at fair value by or under the direction of the Board of Directors utilizing quotations and other information concerning similar securities derived from recognized dealers in those securities or information regarding the trading spreads quoted by recognized dealers between such securities and U.S. Treasury securities whose maturities are determined to be most closely matched to the average life of the Fund's securities for which fair value is to be determined. PaineWebber Puerto Rico might also be the sole or best source of this type of pricing information. Notwithstanding the above, assets with maturities of 60 days or less generally will be valued at amortized cost if their original term to maturity was 60 days or less, or by amortizing the difference between their fair value as of the 61st day prior to maturity and their maturity value if their original term to maturity exceeded 60 days, unless in either case the Board of Directors or an authorized committee thereof determines that this does not represent fair value.

PORTFOLIO TRANSACTIONS

Subject to policies established by the Board of Directors, the Investment Adviser will be responsible for the execution of the Fund's portfolio transactions. In executing portfolio transactions, the Investment Adviser will seek to obtain the best net price and most favorable execution for the Fund, taking into account such factors as the price (including the applicable dealer spread or brokerage commission), size of order, difficulty of execution, and operational facilities of the firm involved. Certain securities in which the Fund will invest are traded on a "net" basis without a stated commission through dealers acting for their own account and not as brokers. Prices paid to dealers in principal transactions of such securities generally include a "spread", which is the difference between the prices at which the dealer is willing to purchase and sell a specific security at that time.

In placing orders with dealers, the Investment Adviser generally will attempt to obtain the best net price and most favorable execution of their orders. The Investment Adviser may purchase and sell portfolio securities from and to dealers who provide the Fund with research analysis, statistical, or pricing advice or similar services. Portfolio transactions will not be directed by the Fund to dealers solely on the basis of research and advice provided. In selecting brokers and dealers, the Investment Adviser will consider the full range and quality of a broker's or dealer's services. Factors considered by the Investment Adviser in selecting brokers and dealers may include the following: price; the broker's or dealer's facilities; the broker's or dealer's reliability and financial responsibility; when relevant, the ability of the broker or dealer to effect securities transactions, particularly with regard to such aspects as timing, order size, and execution of orders; and the research and other services provided by that broker or dealer to the Investment Adviser (and the Investment Adviser's arrangements relating thereto) that are expected to enhance the Investment Adviser's general portfolio management capabilities, notwithstanding that the Fund may not be the direct or exclusive beneficiary of those services. While the Investment Adviser generally seeks the best net price in placing orders, the Fund may not necessarily be paying the lowest price available. Commission rates are one factor considered together with other factors. The Investment Adviser will not be obligated to seek in advance competitive bidding for the most favorable commission rate applicable to any particular transaction for the Fund or to select any broker-dealer on the basis of its purported "posted" commission rate. The Investment Adviser in its discretion, may cause the Fund to pay a commission in excess of the amount another broker or dealer would have been charged for effecting that transaction, provided the Investment Adviser has determined in good faith that such commission is reasonable in relation to the value of the brokerage and/or research provided by the broker to the Investment Adviser. Research services furnished by the brokers or dealers through which or with which the Fund effects securities transactions may be used by the Investment Adviser in advising its other accounts (including the Affiliated Parties [as defined below]), and conversely, research services furnished to the Investment Adviser in connection with their other accounts or such other funds may be used in advising the Fund.

The Investment Adviser seeks to allocate on a fair and equitable basis among advisory clients, including the Affiliated Funds and the Fund, the opportunity to purchase or sell a security or investment that may be both desirable

and suitable for one or more of their clients, but for which there is a limited supply or demand, although there can be no assurance of equality of treatment according to any particular or predetermined standards or criteria. Where, because of prevailing market conditions, it is not possible to obtain the same price or time of execution for all of the securities or other investments purchased or sold for the Fund, transactions for the Fund may be reported with the average price of these transactions.

The Investment Adviser may, on an aggregated basis, purchase or sell the same security for more than one client to obtain a favorable price to the extent permitted by applicable law. These orders may be averaged as to price and allocated as to amount according to each client's daily purchase or sale orders or upon some other basis believed to be equitable in accordance with procedures adopted by the Board of Directors.

Transactions Involving Affiliates

The Fund will not be registered under the 1940 Act and therefore will not be subject to the restrictions contained therein regarding, among other things, transactions between the Fund and PaineWebber Puerto Rico and each of its affiliates (an "Affiliated Party," and each such transaction an "Affiliated Transaction"). PWTC is affiliated with PaineWebber Puerto Rico.

It is anticipated that secondary market transactions with Affiliated Parties will include many securities for which one of their affiliates has acted as lead manager or senior manager in the initial offering. In addition, there may be many instances in which an Affiliated Party may be the only dealer in a particular portfolio security being purchased or sold by the Fund. In that event, independent sources for valuation or liquidity of the security may be limited or nonexistent. The Fund may invest a substantial portion of its assets in those securities. The Fund may also purchase securities that are offered in underwritings in which one or more of such entities is a member of the underwriting or selling group. All Affiliated Transactions will be subject to procedures adopted by the Board of Directors, and specifically by the Independent Board, in an effort to address potential conflicts of interest. These conflicts of interest may include, for example, issues as to price in the case of secondary market transactions or issues as to the desirability or liquidity of securities purchased by the Fund in an underwriting by PWPR. In addition, the Fund may sell its portfolio securities to, or buy portfolio securities from any of the Affiliated Funds (or any funds advised in the future by the Investment Adviser) and vice versa, subject to procedures to be established by the board of directors of each of those investment companies. There is no assurance that any of the procedures mentioned herein will be effective. The procedures may also be amended from time to time in the discretion of the Board of Directors, including the Independent Board.

An Affiliated Party may act as agent in connection with the placement of the Fund's preferred stock, debt securities, and other forms of leverage. Such activities will be carried out in accordance with procedures as established by the Board of Directors in an effort to address potential conflicts of interest including, among other things, the potential conflicts of interest in setting interest or dividend rates. Affiliated Parties also may directly provide some or all of such leverage. There is no assurance that the procedures will be effective.

Other conflicts of interest may arise in the future, which will be addressed by the Board of Directors at such time.

DIVIDENDS AND OTHER DISTRIBUTIONS; DIVIDEND REINVESTMENT PLAN

Dividends and Other Distributions

The Fund intends to distribute monthly dividends of substantially all of its net investment income (which reflects amounts paid as dividends on its preferred stock, if any, and interest on outstanding debt securities or other forms of leverage, if any).

"Net capital gains," as used herein, means the excess of net long-term capital gain over net short-term capital loss. "Net investment income," as used herein, includes all interest (including tax-exempt interest and accrued income on zero coupon Municipal Obligations) and other ordinary income earned by the Fund on its portfolio holdings and net short term capital gains, net of the Fund's expenses.

The net capital gains realized by the Fund, if any, may be retained by the Fund, unless the Board of Directors determines that the net capital gains will be distributed to the Shareholders. The Fund will not retain the net capital gains, unless such gains are offset by operating expenses of the Fund that are deductible for Puerto Rico income tax purposes. Substantially all of the Fund's net investment income for any fiscal year will be distributed to Shareholders during or after that year.

While any debt securities or other forms of leverage are outstanding, the Fund may not declare any cash dividend or other distribution on the Shares or preferred stock, unless at the time of such declaration: (1) all accrued, due and payable interest payments have been paid; and (2) after giving effect to such dividend or distribution, the value of the Fund's total assets less all liabilities and indebtedness not represented by any outstanding debt securities, is at least equal to 200% of the aggregate principal amount of the outstanding debt securities and the aggregate par value of all outstanding preferred stock. For further information regarding the impact of the issuance of preferred stock, debt securities, and other forms of leverage on the payment of dividends and other distributions on the Shares, see "SPECIAL LEVERAGE CONSIDERATIONS."

Dividend Reinvestment Plan

The Fund has established a Dividend Reinvestment Plan (the "Plan") under which all Shareholders will have all dividends and other distributions on their Shares paid in cash, unless such Shareholders elect to have the dividends and distributions reinvested in additional Shares. Shareholders who do not so affirmatively elect will receive all dividends and other distributions in cash paid by check mailed directly to the Shareholders by Transfer Agent. Shareholders who elect to hold their shares in the name of a broker or nominee other than the Underwriter or their nominees should contact such broker or nominee to confirm that they may participate in the Plan. There will be no charge to participants for reinvesting dividends or other distributions. The Transfer Agent's fees for the handling of reinvestment of distributions will be paid by the Fund. The reinvestment of dividends and other distributions in Shares will not relieve participants of any income tax that may be payable on such distributions. See "TAXATION."

The Transfer Agent serves as the Fund's agent in administering the Plan for the participating Shareholders and preferred stockholders. After the Fund declares a dividend or determines to make a capital gain distribution, the Shares will be acquired by the Transfer Agent for the participant's account through (i) receipt of additional unissued but authorized Shares from the Fund or (ii) the acquisition of Shares in the open market or privately negotiated transactions, whichever option is economically more favorable to the participant. In the case of newly-issued shares, the number of Shares to be credited to the participant's account will be determined by dividing the dollar amount of the dividend by the net asset value per Share on the date the Shares are issued. In the case of Shares acquired in the open market or privately negotiated transactions, the amount of the dividend or other distribution on the Shares of the Shareholder would be applied (less the *pro rata* share of brokerage commissions incurred with respect to such open-market or privately negotiated purchases, such commissions to be paid to parties which are unaffiliated to the Fund) to the purchase of the Shares for the Shareholder's account. If the full dividend amount in open-market or privately negotiated purchases during the purchase period was unable to be so invested, the uninvested portion of the amount of the dividend or other distribution would be invested in newly-issued Shares at the close of business on the last purchase date. It is possible that, due to changes in market conditions or the Fund's net asset value, the prices of which Shares are acquired in the open market exceed net asset value per Share at any given point in time. In acquiring Shares in the open market or through privately negotiated transactions, the Transfer Agent may acquire Shares from an Affiliated Party. The acquisition of such Shares will be subject to the procedures adopted by the Board of Directors to address potential conflicts of interest. See "PORTFOLIO TRANSACTIONS – Transactions Involving Affiliates."

The Transfer Agent will maintain all Shareholder accounts in the Plan, including information needed by the Shareholders for personal and tax records. Shares in the account of each Plan participant will be held by the Transfer Agent in non-certificated form in the name of the participant, and each Shareholder's proxy will include those Shares purchased pursuant to the Plan.

All registered Shareholders (other than brokers and nominees) will be mailed information regarding the Plan, including a form with which they may elect to participate in the Plan. A holder who has elected to participate in the Plan may terminate participation in the Plan at any time without penalty, and Shareholders who have previously terminated participation in the Plan may rejoin it at any time. Changes in elections must be made in writing to the Transfer Agent and should include the Shareholder's name and address as they appear on the share certificate. An election to terminate participation in the Plan, until such election is changed, will be deemed to be an election by a Shareholder to take all subsequent distributions in cash. An election will be effective only for distributions declared and having a record date at least ten days after the date on which the election is received.

Experience under the Plan may indicate that changes are desirable. Accordingly, the Fund reserves the right to amend or terminate the Plan with respect to any dividend or other distribution if notice of the change is sent to Plan participants at least 30 days prior to the record date for the payment of such dividend or distribution. The Plan may also be amended or terminated by the Transfer Agent by written notice to all Plan participants at least 30 days prior to the record date for the payment of the dividend or distribution. All correspondence concerning the Plan should be directed to the Transfer Agent at American International Plaza Building, 7th Floor, 250 Muñoz Rivera Avenue, San Juan, Puerto Rico 00918.

REPURCHASE OF THE SHARES BY THE FUND

As mentioned previously, shares of common stock of the Affiliated Funds (which are similar to the Fund) have generally traded at an amount equal or at a premium to their net asset value, but have also traded at a discount from time to time. There is no assurance, however, that this will continue in the future or that the experience of the Fund will replicate that of the Affiliated Funds. The market price of the Shares will be determined by such factors as relative demand for and supply of such Shares in the market, the Fund's net asset value, general market and economic conditions, and other factors beyond the control of the Fund. See "SPECIAL CONSIDERATIONS AND RISK FACTORS" and "VALUATION OF COMMON STOCK." Although the Shareholders will not have the right to redeem their Shares, the Fund may take action to repurchase the Shares in the open market or make tender offers for its Shares at their net asset value. This may have the effect of reducing any market discount from net asset value. There is no assurance that, if such action is undertaken to repurchase or tender for Shares, such action will result in the Shares' trading at a price which approximates their net asset value. Although such repurchases and tenders could have a favorable effect on the market price of the Shares, the acquisition of such Shares by the Fund will decrease the Fund's total assets and, therefore, have the effect of increasing the Fund's expense ratio. Moreover, the Fund may repurchase Shares from Affiliated Parties. The Board of Directors will establish procedures to address any conflicts of interest which may arise when effecting such repurchases with an Affiliated Party. See "PORTFOLIO TRANSACTIONS – Transactions Involving Affiliates."

TAXATION

THIS SECTION IS NOT TO BE CONSTRUED AS A SUBSTITUTE FOR CAREFUL TAX PLANNING. PROSPECTIVE INVESTORS ARE URGED TO CONSULT THEIR OWN TAX ADVISERS WITH SPECIFIC REFERENCE TO THEIR OWN TAX SITUATIONS, INCLUDING THE APPLICATION AND EFFECT OF OTHER TAX LAWS AND ANY POSSIBLE CHANGES IN THE TAX LAWS AFTER THE DATE OF THIS PROSPECTUS.

The following discussion is a summary of the material Puerto Rico and U.S. Federal tax considerations that may be relevant to prospective investors in the Fund. The discussion in connection with the Puerto Rico tax considerations is based on the current provisions of the Puerto Rico Internal Revenue Code of 1994, as amended (the

"Puerto Rico Code") and the regulations promulgated or applicable thereunder (the "Puerto Rico Code Regulations") issued by the Treasury Department of Puerto Rico (the "Treasury Department"), the Puerto Rico Municipal Property Tax Act of 1991, as amended (the "MPTA") and the regulations promulgated thereunder, and the Municipal License Tax Act, as amended (the "MLTA") and the regulations promulgated thereunder. The U.S. Federal tax discussion is based on the current provisions of the Code and the regulations promulgated thereunder (the "Code Regulations").

This discussion assumes that (i) the investors will be (a) individuals who are *bonafide* residents of Puerto Rico during the entire taxable year for purposes of Section 933 of the Code (the "Puerto Rico Individuals"), or (b) corporations and partnerships organized under the laws of Puerto Rico, having their principal office and principal place of business located in Puerto Rico, excluding corporations and partnerships having in effect an election and qualifying as corporations of individuals or special partnerships under the Puerto Rico Code or subject to any other special tax regime under the Puerto Rico Code (the "Puerto Rico Entities," and jointly with the Puerto Rico Individuals, the "Puerto Rico Investors"), and (ii) the Puerto Rico Entities will not be subject at any time to any special tax regime under the Code, including without limitation the provisions of the Code with respect to controlled foreign corporations, passive foreign investment companies, or foreign personal holding companies.

This discussion does not purport to deal with all aspects of Puerto Rico and U.S. Federal taxation that may be relevant to other types of investors, particular investors in light of their investment circumstances, or to certain types of investors subject to special treatment under the Puerto Rico Code or the Code (*e.g.*, banks, insurance companies or tax-exempt organizations). Unless otherwise noted, the references in this discussion to the Puerto Rico regular income tax will exclude the alternative minimum tax imposed on Puerto Rico Entities by the Puerto Rico Code.

The existing provisions of the statutes, regulations, judicial decisions, and administrative pronouncements, on which this discussion is based, are subject to change (even with retroactive effect).

The statements herein have been opined on by Axtmayer Benítez & Quiñones, P.S.C., counsel to the Fund. A prospective investor should be aware that an opinion of counsel represents only such counsel's best legal judgment and that it is not binding on the Treasury Department, the Municipal Revenue Collection Center, any other agency or municipality of Puerto Rico, the U.S. Internal Revenue Service (the "IRS"), or the courts. Accordingly, there can be no assurance that the opinions set forth herein, if challenged, would be sustained.

PUERTO RICO TAXATION

Taxation of the Fund

Income Taxes. As a registered investment company under the PR-ICA, the Fund will be exempt from income tax imposed by the Puerto Rico Code, for each taxable year that it distributes as dividends to its investors at least 90% of its taxable year net income consisting of Taxable Income (the "90% Distribution Requirement"). For each taxable year, the Fund intends to meet the 90% Distribution Requirement to be exempt from income tax imposed by the Puerto Rico Code.

Property Taxes. The Fund's fixed income securities issued by Puerto Rico entities or by the governments of Puerto Rico or of the U.S. will be exempt from personal property tax. Its fixed income securities issued by foreign (non-Puerto Rico) entities will also be exempt from personal property tax so long as the Fund qualifies as a registered investment company under the PR-ICA.

Municipal License Taxes. The Fund will not be subject to municipal license taxes on that part of the Fund Income that is distributed annually to the Puerto Rico Investors. The undistributed portion of such income will be subject to a municipal license tax of up to 1.5%, except that interest on obligations issued by the government of Puerto Rico, its instrumentalities or political subdivisions, or by the government of the U.S., will be exempt from municipal license tax.

Taxation of Puerto Rico Investors

Income Taxes. The Fund may make distributions out of its current or accumulated earnings and profits attributable to (i) income exempt from Puerto Rico income tax (the "Exempt Income Distribution"), (ii) net gains derived from the sale or exchange of property (the "Capital Gains Distribution"), or (iii) other income (the "Taxable Income Distribution," and jointly with the Exempt Income and the Capital Gains Distributions, the "Distributions").

Exempt Income Distributions. Exempt Income Distributions will not be subject to the regular income tax. Likewise, for purposes of the alternative minimum tax the adjusted net book income of the Puerto Rico Entities will not include the Exempt Income Distributions.

A Distribution by the Fund will qualify as an Exempt Income Distribution if (i) such dividend is designated as an Exempt Income Distribution by the Fund in a written notice submitted to the Puerto Rico Investors no later than 59 days after the close of the Fund's taxable year, (ii) such dividend does not exceed the earnings and profits of the Fund attributable to interest that is exempt under the Puerto Rico Code, and (iii) the Fund meets the 90% Distribution Requirements.

Capital Gains Distributions. Capital Gains Distributions distributed to Puerto Rico Individuals will be subject to a maximum 20% capital gains tax. Capital Gains Distributions distributed to Puerto Rico Entities will be subject to a maximum 25% alternative capital gains tax. Puerto Rico Investors may elect to include the Capital Gains Distributions as ordinary income subject to the regular income and alternative minimum tax.

Taxable Income Distributions to Puerto Rico Individuals. Taxable Income Distributions to Puerto Rico Individuals are subject to a 10% withholding tax (the "10% Puerto Rico Withholding Tax"), if certain requirements are met. Otherwise, the Taxable Income Distributions will be subject to the regular income tax.

To qualify for the 10% Puerto Rico Withholding Tax, the Taxable Income Distributions must be derived from current or accumulated earnings and profits derived from (i) investments in Puerto Rico corporations or partnerships, or non-Puerto Rico corporations or partnerships whose gross income effectively connected with the conduct of a trade or business in Puerto Rico is at least 80% of its gross income for the preceding three taxable years ending with the close of its taxable year preceding the declaration of the dividend, (ii) investments the income from which constitutes Puerto Rico source income under the Puerto Rico Code, provided the proceeds thereof are used to finance or refinance real property located in Puerto Rico or used in the active conduct of a trade or business in Puerto Rico, or (iii) investments subject to U.S. Federal income tax under the Code. Additionally, if the Fund derives income from sources within the U.S. that qualifies as "portfolio interest" under Section 881(c) of the Code, dividends distributed by the Fund out of such earnings and profits will qualify for the 10% Puerto Rico Withholding Tax, only if the "portfolio interest" derived by the Fund for any given taxable year represents less than 10% of the Fund's total gross income for such year. For purposes of determining whether less than 10% of the Fund's total gross income is "portfolio interest," gross income that is exempt from tax under Section 1022(b) of the Puerto Rico Code shall be excluded from the Fund's gross income.

If the 10% Puerto Rico Withholding Tax is applicable, it must be withheld by the Fund and paid to the Treasury Department. However, each Puerto Rico Individual may elect not to be subject to the 10% Puerto Rico Withholding Tax (the "No Withholding Election"). If the No Withholding Election is made, the Taxable Income Distributions to such individual will be subject to the regular income tax.

For the No Withholding Election of a Puerto Rico Individual to be effective during a taxable year, the Fund must be notified in writing prior to the first distribution made by the Fund during such taxable year. The No Withholding Election must be made on a yearly basis, and it must include (i) the name and address of the electing Puerto Rico Individual, (ii) his or her taxpayer identification number, (iii) a statement authorizing the Fund to abstain from withholding the 10% Puerto Rico Withholding Tax, (iv) the year of the distribution(s) with respect to which the election is made, (v) the date on which the election is made, and (vi) the signature of the Puerto Rico Individual. Once

a No Withholding Election is made, such election is final with respect to all subsequent distributions during such taxable year.

Absent a No Withholding Election, the Fund will withhold the 10% Puerto Rico Withholding Tax from Taxable Income Distributions to Puerto Rico Individuals. Upon filing his or her Puerto Rico income tax return, the Puerto Rico Individual that fails to make a No Withholding Election will still have the option to include the Taxable Income Distributions as ordinary income subject to the regular income tax. If such option to include the Taxable Income Distributions as ordinary income is made, the 10% Puerto Rico Withholding Tax will be allowed as a credit against the Puerto Rico Individual income tax liability for the particular taxable year.

Unless otherwise designated by the Fund, its distributions to Puerto Rico Individuals will consist of Taxable Income Distributions subject to the 10% Puerto Rico Withholding Tax.

Taxable Income Distributions to Puerto Rico Entities. The Puerto Rico Entities receiving Taxable Income Distributions are entitled to claim an 85% dividend received deduction with respect to such distributions (the "Distribution Received Deduction"). The Distribution Received Deduction may not exceed 85% of the Puerto Rico Entity's net taxable income for such taxable year. The remaining 15% of the Taxable Income Distributions received by a Puerto Rico Entity will be subject to the regular income and alternative minimum tax applicable to Puerto Rico Entities under the Puerto Rico Code.

Unless otherwise designated by the Fund, its distributions to Puerto Rico Entities will consist of Taxable Income Distributions subject to the Distribution Received Deduction.

Distributions in Excess of Earnings and Profits. Distributions in excess of current and accumulated earnings and profits will be treated as a tax-free return of capital to the investor to the extent of the investor's basis in its shares of the Fund (the "Shares"). Such Distributions in excess of the investor's basis in its Shares will be treated as a gain derived from the sale, exchange or other disposition of such Shares.

Sale, Exchange or Other Disposition of the Shares. Gains from the sale, exchange or other disposition of Shares which have been held by Puerto Rico Individuals for more than six months and which constitute capital assets in the hands of such investors are subject to a maximum 20% capital gains tax. Gains from the sale, exchange or other disposition of Shares which have been held by Puerto Rico Entities for more than six months and which constitute capital assets in the hands of such investors are subject to a maximum 25% alternative capital gains tax. Puerto Rico Investors may elect to treat such gains subject to the regular income and alternative minimum tax provided by the Puerto Rico Code in lieu of the tax rate indicated herein. Losses from the sale, exchange or other disposition of Shares that constitute capital assets in the hands of Puerto Rico Investors are deductible only to the extent of gains from the sale, exchange or other disposition of capital assets; except that Puerto Rico Individuals may also deduct up to \$1,000 of such losses from ordinary income.

Redemption of Shares. The partial or total redemption of Shares is generally treated as a sale or exchange of such Shares, unless it is essentially equivalent to a dividend distribution. If a redemption of Shares is treated essentially equivalent to a dividend, then the distribution made in redemption would be treated as a Taxable Distribution to the extent of the Fund's current and accumulated earnings and profits. In distinguishing whether a stock redemption should be treated as such or essentially equivalent to a dividend, the Puerto Rico Code Regulations provide that (i) *pro-rata* redemptions of stock are generally treated as essentially equivalent to a dividend, and (ii) redemptions that terminate a shareholder's interest are not to be treated as essentially equivalent to a dividend. However, neither the Puerto Rico Code nor the Puerto Rico Code Regulations set forth guidelines to determine which other redemptions are not essentially equivalent to a dividend distribution. In the absence of Puerto Rico guidelines, the Treasury Department generally follows the principles established under the Code, the Code Regulations, and the rulings and other administrative pronouncements of the Internal Revenue Service.

Distributions to Life Insurance Companies. The Exempt Income Distributions and Taxable Income Distributions distributed to insurance companies organized under the laws of the Commonwealth of Puerto Rico which are subject to the Puerto Rico income tax on "life insurance companies" under the provisions of Section 1201 of the Puerto Rico Code (the "Life Insurance Companies") will not be subject to the regular income tax.

For purposes of the alternative minimum tax, the "adjusted net book income" of Life Insurance Companies will not include the Exempt Income Distributions.

Capital Gains Distributions will be subject to a maximum 25% alternative capital gains tax.

Distributions to Mutual Insurance Companies. Exempt Income Distributions to insurance companies organized under the laws of the Commonwealth of Puerto Rico, other than Life Insurance Companies (the "Insurance Companies"), which are subject to Puerto Rico income tax as mutual insurance companies under the provisions of Section 1211 of the Puerto Rico Code (the "Mutual Insurance Companies") will not be subject to the regular income tax.

For purposes of the alternative minimum tax, the "adjusted net book income" of Mutual Insurance Companies shall not include the Exempt Income Distributions.

Capital Gains Distributions will be subject to a maximum 25% alternative capital gains tax.

Mutual Insurance Companies will be able to claim the 85% Distribution Received Deduction with respect to Taxable Income Distributions, subject to the limitations imposed by the Puerto Rico Code. The remaining 15% of such distributions will be subject to the regular income and alternative minimum tax imposed by the Puerto Rico Code on such companies.

Distributions to Non-Mutual Insurance Companies. Distributions received by Insurance Companies subject to Puerto Rico income tax under the provisions of Section 1207 of the Puerto Rico Code (the "Non-Mutual Insurance Companies"), will be included in gross income. In computing their net income for purposes of the regular income tax, such companies are entitled to deduct interest exempt from Puerto Rico income taxes under the provisions of Section 1022(b)(4) of the Puerto Rico Code. The Non-Mutual Insurance Companies are not, however, entitled to deduct the expenses that are attributable to exempt interest as provided in Section 1207(e) of the Puerto Rico Code. Moreover such Section 1207 does address the treatment of Exempt Income Distributions distributed from earnings and profits attributable to interest described in Section 1022(b)(4) of the Puerto Rico Code. Under general principles that apply to the tax treatment of distributions made by investment companies registered under the PR-ICA, Exempt Income Distributions should be treated as interest described in Section 1022(b)(4) of the Puerto Rico Code to the extent distributed out of such earnings and profits.

For purposes of the alternative minimum tax, the "adjusted net book income" of Non-Mutual Insurance Companies will not include the Exempt Income Distributions.

Capital Gains Distributions will be subject to a maximum 25% alternative capital gains tax.

Non-Mutual Insurance Companies will be able to claim the 85% Distribution Received Deduction with respect to Taxable Income Distributions, subject to the limitations imposed by the Puerto Rico Code. The remaining 15% of such distributions will be subject to the regular income and alternative minimum tax.

Estate and Gift Taxes. The Shares will not be subject to Puerto Rico estate and gift taxes if held by a Puerto Rico Individual who is a citizen of the U.S. that acquired his or her citizenship solely because of birth or residence in Puerto Rico and was a resident of Puerto Rico, in the case of estate taxes, at the time of death, and in the case of gift taxes, at the time the gift was made.

Municipal License Taxes. Distributions to Puerto Rico Entities may be subject to a municipal license tax of up to 1.5% in the case of investors engaged in a financial business, and of up to 0.5% in the case of Puerto Rico Entities engaged in a non-financial business. Distributions to Puerto Rico Individuals will not be subject to municipal license tax.

Property Taxes. The Shares are exempt from Puerto Rico personal property taxes in the hands of the Puerto Rico Investors.

UNITED STATES TAXATION

Taxation of the Fund

In the opinion of Axtmayer Benítez & Quiñones, P.S.C., counsel to the Fund, based on certain representations made by the Fund and the Investment Adviser, under current U.S. Federal income tax law the Fund will not be engaged in a U.S. trade or business and will not be required to file a U.S. Federal income tax return. An opinion of counsel is not binding on the IRS, however, and it is possible that the IRS or a court could disagree with counsel's conclusion. If the Fund were ultimately found to be engaged in a U.S. trade or business, it would be subject to U.S. corporate income tax on that part of its net income that was effectively connected with such business and to a branch profits tax (which is generally imposed on a foreign corporation on the repatriation from the U.S. of earnings and profits attributable to a U.S. trade or business) at a 30% rate on its earnings and profits attributable to such effectively connected income, subject to a number of statutory adjustments. The Code also imposes a "Personal Holding Company" tax of 39.6% on certain income derived from sources within the U.S. by foreign corporations that qualify as "Personal Holding Companies." In general, a "Personal Holding Company" is any corporation that derives at least 60% of its gross income from passive sources and of whom more than 50% of the value of its stock is owned directly or indirectly by five (5) individuals or less. However, the Fund's Certificate of Incorporation contains certain ownership limitations to ensure that five or fewer Puerto Rico residents never own directly or indirectly more than 50% of the stock of the Fund, measured by value or voting power.

Taxation of Puerto Rico Individual and Corporate Shareholders

The Code does not tax foreign corporations not engaged in a U.S. trade or business on amounts received from sources outside the U.S. Corporations incorporated in Puerto Rico are treated as foreign corporations under the Code. Because dividends paid by the Fund will have a Puerto Rico source rather than a U.S. source, such Puerto Rico corporate investors not engaged in a U.S. trade or business will not be subject to U.S. taxation on dividends received from the Fund. Dividends paid to Puerto Rico corporate Shareholders engaged in a U.S. trade or business will be subject to U.S. Federal income tax only if such dividends are effectively connected to the U.S. trade or business. Under Code Section 933, individuals who are *bona fide* residents of Puerto Rico during the entire taxable year in which dividends are received will not be subject to U.S. taxation on such dividends received from sources within Puerto Rico. Therefore, *bona fide* Puerto Rico residents will not be subject to U.S. taxation on dividends received from the Fund. Such Shareholders will not, however, generally be allowed a U.S. tax deduction from gross income for any amount allocable to the dividends received from the Fund.

Gain, if any, from the sale, exchange or other disposition of the Fund's Shares by a Puerto Rico resident individual is generally treated as Puerto Rico source income and therefore excluded from U.S. taxation if the Puerto Rico resident pays a Puerto Rico income tax at an effective rate of at least 10% on the gain. Because such gain is generally subject to tax by Puerto Rico at a 20% capital gains rate, it will in many cases be excluded from U.S. taxation under this rule. However, a resident of Puerto Rico who is not subject to a 10% tax on gain from the sale of the Shares may nevertheless treat the gain as Puerto Rico source income not subject to U.S. Federal income tax if the requirements of Notice 89-40 are met. The Code provision governing the source of the gain authorizes the Secretary of the Treasury to issue regulations making the 10% tax requirement inapplicable to *bona fide* residents of Puerto Rico. In Notice 89-40, the IRS announced that regulations would be issued that would provide that gain from the sale of stock by individuals who had been *bona fide* residents of Puerto Rico for the entire taxable year of the sale would be Puerto Rico

source, and therefore excluded from U.S. taxation, whether or not the individual paid a 10% tax on the gain to Puerto Rico. Unless contrary authority is issued, a resident of Puerto Rico who meets the conditions described in the notice may treat gain from the sale, exchange or other disposition of the Shares as Puerto Rico source income. A Puerto Rico corporation that invests in the Fund will be subject to U.S. Federal income tax on its dividends from the Fund and on capital gain from a disposition of Shares only if the income and gain are effectively connected to a U.S. trade or business carried on by the Puerto Rico corporation.

Under the Code, the Fund will be treated as a passive foreign investment company ("PFIC") for U.S. Federal income tax purposes. Under the PFIC rules, a Shareholder that is a U.S. person — *i.e.*, a citizen or resident of the U.S., a U.S. domestic corporation or partnership, or an estate or trust that is taxed as a resident of the U.S. — (such a Shareholder referred to as a "U.S. Shareholder"), that disposes of its PFIC stock at a gain is treated as receiving an excess distribution equal to such gain. In addition, if a U.S. Shareholder receives a distribution from a PFIC in excess of 125% of the average amount of distributions such Shareholder has received from the PFIC during the three preceding taxable years (or shorter period if the U.S. Shareholder has not held the stock for three years), the U.S. Shareholder is treated as receiving an excess distribution equal to such excess. In general, such excess distribution is taxed as ordinary income, and to the extent it is attributed to earlier years in which the PFIC stock was held, is subject to an interest charge on the deferred tax amount.

Puerto Rico corporations are not U.S. shareholders for purposes of the PFIC provisions. However, the PFIC rules may also give rise to tax consequences for a U.S. person that owns an interest in a Shareholder. Citizens of the U.S. who are *bona fide* residents of Puerto Rico are U.S. shareholders for purposes of the PFIC provisions. However, Prop. Reg. 1.1291-1(f) states that a deferred tax amount will be determined under Section 1291 on amounts derived from sources within Puerto Rico by a *bona fide* resident of Puerto Rico only to the extent such amounts are allocated to a taxable year in the Shareholder's holding period during which the Shareholder was not entitled to the benefits of Section 933. Thus, under the proposed regulations, citizens of the U.S. who are *bona fide* residents of Puerto Rico would not be subject to the PFIC provisions if they were entitled to the benefits of Section 933 during the entire time they held the Shares.

U.S. shareholders of a "foreign personal holding company" are subject to tax on their share of certain undistributed income, thereby preventing deferral of U.S. taxes on certain income. A "foreign personal holding company" generally includes a foreign corporation if such corporation meets certain income tests and more than 50% of its stock is owned directly or indirectly by five or fewer individuals who are U.S. citizens or residents. Puerto Rico residents are not excepted from status as "United States citizens" for these purposes. However, because the Code excludes Puerto Rico source income from the gross income of *bona fide* residents of Puerto Rico, such an individual would not be subject to U.S. Federal income tax on undistributed income of the Fund, even if the Fund were a foreign personal holding company. However, the Fund's Certificate of Incorporation contains certain ownership limitations to ensure that five or fewer Puerto Rico residents never own directly or indirectly more than 50% of the stock of the Fund, measured by value or voting power.

Estate and Gift Taxes

Under the provisions of the Code, the Shares will not be subject to U.S. estate and gift taxes if held by a Puerto Rico Individual who is a citizen of the U.S. who acquired his or her citizenship solely because of birth or residence in Puerto Rico and was a resident of Puerto Rico, in the case of estate taxes, at the time of death, and in the case of gift taxes, at the time the gift was made.

Potential investors are advised to consult their own tax advisers as to the consequences of an investment in the Fund under the tax laws of Puerto Rico and the U.S., including the consequences of the sale or redemption of Shares in the Fund.

DESCRIPTION OF CAPITAL STOCK

The Fund is authorized to issue 98 million shares of common stock, \$0.01 par value, and 2 million shares of preferred stock, \$25 par value. The Board of Directors is further authorized to classify and reclassify any unissued shares of capital stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or terms and conditions of redemption of such shares by the Fund.

Common Stock

The Certificate of Incorporation of the Fund specifies that the Shares have no preemptive, conversion, exchange or redemption rights. Each Share has equal voting, dividend, distribution and liquidation rights. The outstanding Shares are, and those offered hereby, when issued, will be, fully paid and nonassessable. Shareholders are entitled to one vote per Share. All voting rights for the election of directors are noncumulative, which means that the holders of more than 50% of the Shares can elect 100% of the directors then nominated for election if they choose to do so and, in such event, the holders of the remaining Shares will not be able to elect any directors. The PR-ICA provides that not more than 50% of the Shares may be in any amount controlled by less than six Shareholders.

The Fund may in the future make additional offerings of its shares. Any additional offerings, if made, will require approval of its Board of Directors. PaineWebber Puerto Rico may have to suspend any future purchase and sale transactions effected by them for a period of time prior to an offering and up to the date of completion of such additional offering of shares conducted in the future.

Preferred Stock

Under the Fund's Certificate of Incorporation, it is authorized to issue 2,000,000 shares of preferred stock. Each share of preferred stock has a par value of \$25, which is equal to its liquidation preference (the "Liquidation Preference").

The Fund's Certificate of Incorporation permits the Board of Directors to make the following determinations with respect to the shares of preferred stock:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- (c) Whether that series shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (d) Whether or not the shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (e) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and if so, the terms and amount of such sinking fund;

- (f) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and
- (g) Any other relative rights, voting rights, preferences, and limitations of that series.

Upon any voluntary or involuntary liquidation, dissolution, or winding-up of the Fund, as the case may be, the then holders of record of the shares of preferred stock will be entitled to receive out of the assets of such Fund available for distribution to all holders of the shares of common and preferred stock of the Fund, before any distribution is made to holders of common stock, distributions upon liquidation in an amount equal to the Liquidation Preference of each share of preferred stock, without premium or penalty.

If upon any voluntary or involuntary liquidation, dissolution or winding-up of such Fund, as the case may be, the amounts payable with respect to the shares of preferred stock, are not paid in full, the holders of such shares will share ratably in any such distribution of assets of the Fund in proportion to the full liquidation preferences to which each is entitled. After payment of the full amount of the liquidation preference to which they are entitled, the holders of such shares will not be entitled to any further participation in any distribution of assets of the Fund.

The Fund may not issue shares ranking, as to participation in profits or the assets of the Fund, senior or in priority to the preferred stock, unless approved by the preferred stockholders in accordance with the Board of Director resolutions providing for their creation.

The specific terms and conditions of any preferred stock issuance by the Fund will be set forth in a prospectus supplement to this Prospectus. Moreover, in accordance with the PR-ICA, the Commissioner must also approve the issuance of such preferred stock.

RULING OF THE COMMISSIONER

In the Commissioner's Ruling, certain waivers from the provisions of the PR-ICA were granted. Terms not otherwise defined in this section shall have the meanings ascribed to them in the Commissioner's Ruling. Among the waivers granted in the Commissioner's Ruling are the following:

1. The Fund is authorized to offer, issue, and sell preferred stock, debt securities, and other forms of leverage through private placements, regardless of the number of Shareholders, provided that the sale of Shares through private placements will be limited to the sale of Shares through the Plan.
2. For purposes of computing the number of persons holding securities of the Fund under the PR-ICA, the beneficial owners of such securities shall be considered as the holders, irrespective of whether such securities are held in "street name" or by a fiduciary.
3. The Fund is allowed to hold investments in Puerto Rico Securities and U.S. Government securities in each case in excess of the 25% limitation on investments in a single issuer imposed by Section 2 of the PR-ICA. For all other securities, the Fund must comply with the 25% limitation on investment of a single issuer imposed by Section 2 of the PR-ICA.
4. The Fund is authorized to purchase or otherwise acquire any security in which the Fund may invest in accordance with its investment objective, which is underwritten, owned or otherwise held, by PaineWebber Puerto Rico (or any successors), and enter into Repurchase Agreements and Reverse Repurchase Agreements and swaps and/or make deposits with any of such persons (or any company controlled by or under common control with PaineWebber Puerto Rico). To ensure that such transactions are in the best interests of the Fund, any such transactions must be approved pursuant to procedures adopted by the Independent Board.

5. The public notice requirement under the PR-ICA and the obligation to file Part 2 of the Application for Registration under the PR-ICA were waived.

6. The Fund has been exempted from the requirement of the PR-ICA that it always have no less than 11 Shareholders during the period from its initial capitalization until the first closing of the Fund's initial public offering of securities.

The preceding waivers were granted subject to the following conditions:

1. The Fund shall comply with the 67% Investment Requirement as long as it complies with the following: (i) on or before the first anniversary of the initial date of registration of the Fund with the OCFI, the Fund must have an amount equal to 67% of the net proceeds received by the Fund from the sale of Securities invested in Puerto Rico Assets; and (ii) after the Initial Registration Anniversary Date, the Fund shall comply with the 67% Investment Requirement upon the sale, exchange, prepayment, maturity or any other voluntary or involuntary disposition of a Fund asset, provided that the amount required by the Fund to be invested in order to achieve compliance with the 67% Investment Requirement shall not exceed the amount of cash available for investment by the Fund as a result of the sale, exchange, prepayment, maturity, or any other voluntary or involuntary disposition of a Fund asset; (iii) on the last valuation date of each quarter succeeding the first anniversary of the Initial Registration Anniversary, at least 67% of the Fund assets, valued at the lower of cost of market, consists of Puerto Rico Assets; and (iv) in the event that the 67% Investment Requirement is not met, the Fund shall achieve compliance with such requirement by the end of calendar month immediately succeeding that quarter, taking such actions as may be determined by the Investment Adviser to be in the best interest of the Fund. For these purposes, the Fund's assets will be determined by the Administrator with the assistance of the Investment Adviser as follows: (i) in the case of Fund's assets traded in a national exchange, the market value established by the particular exchange; (ii) in the case of U.S. Government Obligations, the market value reported by Bloomberg, Reuters, Telerate, and/or any nationally recognized pricing service company; and (iii) in the case of all other assets as determined by the Administrator with the assistance of the Investment Adviser.

2. Compliance with the 67% Investment Requirement shall be computed for regulatory purposes on each Valuation Date. Increases or decreases in the market value of the Fund assets on any date other than a Valuation Date shall not be taken into consideration when determining the Fund's compliance with the provisions of the Ruling

3. Each time the Fund fails to comply with the 67% Investment Requirement (after having met such requirement on or before its first anniversary) as a result of the sale, exchange, prepayment, maturity or any other voluntary or involuntary disposition of a Fund asset theretofore used to comply with such requirement, the Fund shall make the necessary investments to comply with the 67% Investment Requirement, subject to the following conditions: (i) the market value of the Fund's total assets for purposes of such 67% Investment Requirement shall be the market value determined by the Administrator with the assistance of the Investment Adviser, as provided above, as of the most recent asset value calculation of the Fund (which shall be made at least monthly after the Initial Registration Anniversary Date); and (ii) the amount required to be invested by the Fund to meet the 67% Investment Requirement shall not exceed the amount of cash available for investment by the Fund as a result of the sale, exchange, prepayment, maturity or any other voluntary or involuntary disposition of a Fund asset. The increases or decreases in the market value of the total assets of the Fund determined as provided above shall not be taken into consideration in determining whether the Fund is in compliance with the 67% Investment Requirement on any other date.

4. The 67% Investment Requirement shall not be applicable (i) for defensive or strategic purposes (such as strategies designed to protect investors and the Fund's assets from possible or anticipated fluctuations in interest rates or market conditions that could adversely affect the Fund's net asset value), for a period of 30 days but not more than twice in a year; (ii) during one period of a maximum of 30 days in a year, upon the proven scarcity of Puerto Rico Securities or of market disruption; or (iii) otherwise, for such longer periods as approved by the Commissioner. For these purposes, the term "proven scarcity" shall mean the unavailability of Puerto Rico Securities or their availability

at a price unreasonably above their fair market value or at maturities or interest rates inconsistent with the Fund's investment objective, as determined by the Investment Adviser.

5. The Fund will render quarterly reports as specified by the Commissioner affirmatively certifying full compliance with the 67% Investment Requirement during the preceding quarter (if applicable) or, if the Fund failed to comply with such requirement at a Valuation Date, specifying the extent of the breach, the reasons therefor, and a description of the actions taken or to be taken by the Fund to achieve compliance. In addition, the Fund shall submit annual reports and audited financial statements, as well as any report requested by the Commissioner from time to time, and the Commissioner may designate an auditor, at the Fund's expense, to verify compliance by the Fund with the requirements contained in the Commissioner's Ruling.

In addition, the Commissioner has restricted the Fund's ability to engage in certain leveraging activities. Presently, the Fund may conduct additional offerings of preferred stock, debt securities, and other forms of leverage subject to the 50% of total assets restriction after giving effect to previous borrowings and previously issued preferred stock, debt securities, and other forms of leverage. Such offerings would be made to Puerto Rico Residents. See "Appendix F — Hedging and Related Income Strategies" herein.

UNDERWRITING

PaineWebber Puerto Rico, as the Underwriter, will purchase from the Fund, subject to the terms and conditions of a certain underwriting agreement, and the Fund will sell to the Underwriter, the totality of the Shares being offered hereby.

The Underwriter has committed to purchase 5,000,000 Shares at several closings to be held in San Juan, Puerto Rico. It is anticipated that the first closing will take place on or about February 28, 2001, the second closing will take place on or about March 29, 2001, and a third closing will take place on or about April 27, 2001. The Underwriter will offer the Shares offered hereby (and to sell such Shares) solely to Puerto Rico Residents at a public offering price of the greater of (i) \$10.00 or (ii) the then current net asset value per Share plus the applicable sales load. The sales charge on purchases of the Shares in this offering is \$0.475 per Share (4.75%). Subject to the terms and conditions of the Underwriting Agreement, the Underwriter will compensate certain brokers and dealers in connection with sales of the Shares in this offering at a rate of up to \$0.30 per Share. After the later of (i) the Final Closing or (ii) the date of closing for the purchase of any Shares to cover over-allotments, the public offering price and other selling terms may be changed by the Underwriter. Investors should consult their brokers concerning the manner and method of payment for the Shares. The minimum investment in the initial public offering is 100 Shares.

The Fund has granted the Underwriter an option, exercisable for 30 days from the date of the Final Closing, to purchase up to 750,000 additional Shares. The Underwriter may exercise this option only to cover over-allotments. The maximum sales load paid to the Underwriter for this offering will be \$2,375,000 (or \$2,731,250 if the over-allotment option is exercised in full), based upon a maximum sales load per Share of \$0.475.

The Underwriter may take certain actions to discourage short-term trading of the Shares during a period of time following the initial offering date. Included in these actions is the withholding of any compensation to dealers in connection with Shares which were sold by such dealers and which were repurchased for the account of the Underwriter during such period.

The Underwriting Agreement provides that the obligation of the Underwriter to purchase the Shares offered hereby is subject to certain conditions. The Underwriter has committed to purchase, and the Fund is obligated to sell, by means of a firm commitment underwriting all of the Shares offered by this Prospectus if any are purchased. The Underwriting Agreement provides that it may be terminated at or prior to the closing date of the Initial Closing for the purchase of the Shares, if in the judgment of the Underwriter, payment for and delivery of the Shares is rendered impracticable or inadvisable.

LEGAL OPINIONS

The statements in the section "TAXATION" have been passed upon by Axtmayer Benítez & Quiñones, P.S.C., who, at each closing date, will render an opinion on the validity of the Shares.

INDEPENDENT ACCOUNTANTS

The statement of assets and capital of the Fund as of January 31, 2001 to be included in this Prospectus, has been audited by PriceWaterhouseCoopers LLP, as stated in their report to appear herein. Its address is 254 Muñoz Rivera Avenue, Suite 900, San Juan, Puerto Rico 00918.

GENERAL INFORMATION

Reports to Shareholders

The fiscal year of the Fund ends on January 31st of each year. An annual report, containing financial statements audited by the Fund's independent auditors, will be sent to Shareholders each year. After the end of each year, Shareholders will receive Puerto Rico income tax information regarding dividends and capital gains distributions.

Additional Information

Additional information regarding the Fund is on file with the OCFL.

REPORT OF INDEPENDENT ACCOUNTANTS

TAX-FREE PUERTO RICO FUND, INC.
STATEMENT OF ASSETS AND CAPITAL

TYPES OF MUNICIPAL OBLIGATIONS

The Fund may invest in the following types of Municipal Obligations, subject to their availability in Puerto Rico, and in other types of Municipal Obligations as become available on the Puerto Rico market from time to time. Not all of the described Municipal Obligations are presently available in Puerto Rico.

Municipal Bonds, Industrial Development Bonds and Private Activity Bonds

Municipal bonds are debt obligations issued to obtain funds for various public purposes. The two principal classifications of municipal bonds are "general obligation" and "revenue" bonds. General obligation bonds are secured by the issuer's pledge of its full faith, credit and taxing power for the payment of principal and interest. Revenue bonds are payable only from the revenues derived from a particular facility or class of facilities or, in some cases, from the proceeds of a special excise tax or from another specific source, such as the user of the facility being financed. Certain municipal bonds are "moral obligation" issues, which normally are issued by special purpose public authorities. In the case of such issues, an express or implied "moral obligation" of a related government unit is pledged to the payment of the debt service but is usually subject to annual budget appropriations.

The Fund may invest in industrial development bonds ("IDBs") and private activity bonds ("PABs"), which are municipal bonds issued by or on behalf of public authorities to finance various privately operated facilities, such as airports or pollution control facilities. IDBs and PABs are generally revenue bonds and thus are not payable from the unrestricted revenue of the issuer. The credit quality of IDBs and PABs is usually directly related to the credit standing of the user of the facilities being financed.

As generally described in this Prospectus, the Fund may not presently concentrate its investments, *e.g.*, invest a relatively high percentage of its assets in Municipal Obligations (*e.g.*, revenue bonds) issued by entities which may pay their debt service obligations from the revenues derived from similar projects such as hospitals, multifamily housing, nursing homes, continuing care facilities, commercial facilities (including hotels), electric utility systems or industrial companies. That limitation may in the future be changed by the Board of Directors. Any future determination to allow concentration of the Fund's investments may make the Fund more susceptible to similar economic, political, or regulatory occurrences. As the similarity in issuers increases, the potential for fluctuation of the net asset value of shares of the Fund also increases. Also it is anticipated that a significant percentage of the Municipal Obligations (*e.g.*, revenue bonds) in the Fund's portfolio may be issued by entities or secured by facilities with a relatively short operating history. Therefore, investors should also be aware of the risks which these investments might entail, as discussed below.

Health Care Revenue Bonds. These securities include Municipal Obligations (*i.e.*, revenue bonds) issued to finance hospitals, nursing homes and continuing care facilities and which are generally secured by the revenues of particular facilities. The ability of the issuers of such securities to meet their obligations is dependent upon, among other things, the revenues, costs and occupancy levels of the subject facilities and the competitive nature of these industries. In addition, a major portion of hospital and nursing home revenues typically is derived from Federal or state programs such as Medicare and Medicaid and from various insurers. Changes in such programs or in the rates paid by insurers may reduce revenues available for the payment of principal or interest on such bonds. New governmental legislation or regulations and other factors, such as the inability to obtain sufficient malpractice insurance, may also adversely affect the revenues or costs of these issuers. Moreover, in the case of life care facilities, since a portion of the services provided may be financed by an initial lump-sum deposit paid by occupants of the facility, there may be risk if the facility does not maintain adequate financial resources to secure estimated actuarial liabilities.

A number of legislative proposals concerning health care have been introduced in U.S. Congress in recent years or have been reported to be under consideration. These proposals include or may lead to a wide range of topics, including cost controls, national health insurance, incentives for competition in the provision of health care services, tax incentives and penalties related to health care insurance premiums and promotion of prepaid health care plans. The Fund is unable to predict the effect of any of these proposals, if enacted.

Single Family Housing Bonds and Multifamily Housing Bonds. Single family housing bonds and multifamily housing bonds are obligations of state and local housing authorities that have been issued in connection with a variety of single and multifamily housing projects. Economic developments, including fluctuations in interest rates, increasing construction and operating costs, increasing real estate taxes and declining occupancy rates, and real estate investment risks may have an adverse effect upon the revenues of such projects and such housing authorities. Multifamily housing bonds may be subject to mandatory redemption prior to maturity, including redemption upon a non-completion of the project or upon receipt of Federal Housing Administration or certain other insurance proceeds. Housing bonds may also be subject to changes in creditworthiness due to potential weaknesses of mortgage insurance companies providing various policies; fluctuations in the valuation of invested funds and the strengths of banks and other entities which may provide investment agreements; and smaller than expected mortgage portfolios due to the inability to originate mortgages.

Public Power Revenue Bonds. Risks that may arise with respect to the electric utility industry include difficulty in financing large construction programs during an inflationary period; restrictions on operations and increased costs attributable to environmental considerations; the difficulty of the capital markets in absorbing utility securities; the availability of fuel for electric generation at reasonable prices, including among other considerations the potential rise in fuel costs and the costs associated with conversion to alternate fuel sources; technical cost factors and other problems associated with construction, licensing, regulation and operation of nuclear facilities for electric generation, including among other considerations the problems associated with the use of radioactive materials and the disposal of radioactive waste; and the effects of energy conservation. Certain of the issuers of these bonds may own or operate nuclear generating facilities. Federal, state, and municipal governmental authorities may from time to time review and revise existing requirements and impose additional requirements on such facilities. Problems of the type referred to above could adversely affect the ability of the issuer of public power revenue bonds to make payments of principal and/or interest on such bonds. Certain municipal utilities or agencies may have entered into contractual arrangements with investor-owned utilities and large industrial users and consequently may be dependent in varying degrees on the performance of such contracts for payment of bond debt service. Also, the enforceability against municipalities of "take-and-pay" and "take-or-pay" contracts which secure bonds issued by other municipal issuers has been successfully challenged in recent years.

Transportation Revenue Bonds. Bonds in this category include bonds issued for airport facilities, bridges, turnpikes, port facilities, railroad systems, or mass transit systems. Generally, airport facility revenue bonds are payable from and secured by the revenues derived from the ownership and operation of a particular airport. Payment on other transportation bonds is often dependent primarily or solely on revenues from financed facilities, including user fees, charges, tolls and rents. Such revenues may be adversely affected by increased construction and maintenance costs or taxes, decreased use, competition from alternative facilities, scarcity of fuel, reduction or loss of rents or the impact of environmental considerations. Other transportation bonds may be dependent primarily or solely on Federal, state or local assistance including motor fuel and motor vehicle taxes, fees and licenses, and therefore may be subject to fluctuations in such assistance.

Water and Sewage Revenue Bonds. Bonds in this category include securities issued to finance public water supply treatment and distribution facilities, and sewage collection, treatment and disposal facilities. Repayment of these bonds is dependent primarily on revenues derived from the billing of customers for water and sewer services, as well as, in some instances, connection fees and hook-up charges. Such revenue bonds may be adversely affected by the lack of availability of Federal and state grants and by decisions of Federal and state regulatory bodies and courts.

Solid Waste and Resource Recovery Revenue Bonds. Bonds in this category include securities issued to finance facilities for removal and disposal of solid waste. Repayment of these bonds is dependent on factors which may include revenues from appropriations from a governmental entity, the financial condition of the private project corporation and revenues derived from the collection of charges for disposal of solid waste. In addition, construction and operation of such facilities may be subject to cost overruns. Repayment of resource recovery bonds may also be dependent to various degrees on revenues from the sale of electric energy or steam. Bonds in this category may be

subject to mandatory redemption in the event of project non-completion, if the project is rendered uneconomical, if the project fails to meet certain performance criteria, or if it is considered an environmental hazard.

Pollution Control Facility Revenue Bonds. Bonds in the pollution control facilities category include securities issued on behalf of private corporations, including utilities, to provide facilities for the treatment of air, water and solid waste pollution. Repayment of these bonds is dependent upon income from and/or the financial condition of the project corporation. In addition, governmental entities may from time to time impose additional restrictions or regulations which could adversely affect the cost or operation of the facility.

Educational Facility Revenue Bonds. Educational facility revenue bonds include debt of state and private colleges, universities and systems, and parental and student loan obligations. The ability of universities and colleges to meet their obligations is dependent on various factors, including the revenues, costs and enrollment levels of the institutions. In addition, their ability may be affected by declines in Federal, state, and alumni financial support, fluctuations in interest rates and construction costs, increased maintenance and energy costs, failure or inability to raise tuition or room charges and adverse results of endowment fund investments.

Tax Increment Bonds. Tax increment bonds are issued to finance various public improvements and redevelopment projects in blighted areas. Interest on such bonds is payable from increases in real property taxes attributable to increases in assessed value resulting from the redevelopment of the blighted project area. Repayment risks include, among other things, a reduction in taxable value in the project areas, reduction in tax rates, delinquencies in tax payments or a general shortfall in forecasted tax revenues.

Commercial Facility Revenue Bonds. The Fund may also invest in bonds for other commercial facilities (including hotels) and industrial enterprises. The viability of such facilities depends on, among other things, general economic factors affecting those industries and affecting those geographic areas in which such facilities are situated, as well as the ability of the individual management of those facilities to maximize earnings and to remain competitive within its service area.

Municipal Lease Obligations

Municipal lease obligations are Municipal Obligations that may take the form of leases, installment purchase contracts or conditional sales contracts, or certificates of participation with respect to such contracts or leases. Municipal lease obligations are issued by state and local governments and authorities to purchase land or various types of equipment and facilities. Although municipal lease obligations do not constitute general obligations of the municipality for which the municipality's taxing power is pledged, they ordinarily are backed by the municipality's covenant to budget for, appropriate and make the payments due under the lease obligation. The leases underlying certain Municipal Obligations, however, provide that lease payments are subject to partial or full abatement if, because of material damage or destruction of the leased property, there is substantial interference with the lessee's use or occupancy of such property. This "abatement risk" may be reduced by the existence of insurance covering the leased property, the maintenance by the lessee of reserve funds or the provision of credit enhancements such as letters of credit.

The liquidity of municipal lease obligations varies. Certain municipal lease obligations contain "non-appropriation" clauses which provide that the municipality has no obligation to make lease or installment purchase payments in future years unless money is appropriated for such purpose on a yearly basis. Some municipal lease obligations of this type are insured as to timely payment of principal and interest, even in the event of a failure by the municipality to appropriate sufficient funds to make payments under the lease. However, in the case of an uninsured municipal lease obligation, the Fund's ability to recover under the lease in the event of non-appropriation or default will be limited solely to the repossession of the leased property, without recourse to the general credit of the lessee, and disposition of the property in the event of foreclosure might prove difficult. The Fund does not intend to invest a significant portion of its assets in such uninsured "non-appropriation" municipal lease obligations. There is no limitation on the Fund's ability to invest in other municipal lease obligations.

Zero Coupon Obligations

The Fund may invest in zero coupon Municipal Obligations. Such obligations include "pure zero" obligations, which pay no interest for their entire life (either because they bear no stated rate of interest or because their stated rate of interest is not payable until maturity), and "zero/fixed" obligations, which pay no interest for an initial period and thereafter pay interest currently. Zero coupon obligations also include derivative instruments representing the principal-only components of Municipal Obligations from which the interest components have been stripped and sold separately by the holders of the underlying Municipal Obligations. Zero coupon securities usually trade at a deep discount from their face or par value and will be subject to greater fluctuations in market value in response to changing interest rates than obligations of comparable maturities that make current distributions of interest.

Floating and Variable Rate Obligations

The Fund may also purchase floating and variable rate municipal notes and bonds, which frequently permit the holder to demand payment of principal at any time, or at specified intervals, and permit the issuer to prepay principal, plus accrued interest, at its discretion after a specified notice period. The issuer's obligations under the demand feature of such notes and bonds generally are secured by bank letters of credit or other credit support arrangements. There frequently will be no secondary market for variable and floating rate obligations held by the Fund, although the Fund may be able to obtain payment of principal at face value by exercising the demand feature of the obligation.

Participation Interests

The Fund may invest in participation interests in municipal bonds, including IDBs, PABs, and floating and variable rate securities. A participation interest gives the Fund an undivided interest in a municipal bond owned by a bank. The Fund has the right to sell the instrument back to the bank. Such right is generally backed by the bank's irrevocable letter of credit or guarantee and permits the Fund to draw on the letter of credit on demand, after specified notice, for all or any part of the principal amount of the Fund's participation interest plus accrued interest. Generally, the Fund intends to exercise the demand under the letters of credit or other guarantees only upon a default under the terms of the underlying bond, or to maintain compliance with the investment objective and policies of the Fund. The ability of a bank to fulfill its obligations under a letter of credit or guarantee might be affected by possible financial difficulties of its borrowers, adverse interest rate or economic conditions, regulatory limitations or other factors. The Administrator will be responsible for the Fund being provided the services of monitoring the pricing, quality and liquidity of the participation interests held by the Fund, and the credit standing of banks issuing letters of credit or guarantees supporting such participation interests on the basis of published financial information reports of rating services and bank analytical services.

Put Bonds

Put bonds are municipal bonds which give the holder an unconditional right to sell the bond back to the issuer or a remarketing agent at a specified price and exercise date, which is typically well in advance of the bond's maturity date. If the put is a "one time only" put, the Fund ordinarily will sell the bond or put the bond, depending on the more favorable price. If the bond has a series of puts after the first put, the bond will be held as long as, in the opinion of the Investment Adviser, it is in the best interests of the Fund to do so. The obligation to purchase the bond on the exercise date of the put may be supported by a letter of credit or other credit support agreement from a bank, insurance company or other financial institution, the credit standing of which affects the credit standing of the obligation. There is no assurance that an issuer or remarketing agent for a put bond will be able to repurchase the bond on the put exercise date if the Fund chooses to exercise its right to put the bond back to the issuer or remarketing agent.

Tender Option Bonds

Tender option bonds are long-term municipal securities sold by a bank subject to a "tender option" that gives the purchaser the right to tender them to the bank at par plus accrued interest at designated times (the "tender option"). The tender option may be exercisable at intervals ranging from bi-weekly to semi-annually, and the interest rate on the bonds is typically reset at the end of the applicable interval in order to cause the bonds to have a market value that approximates their par value. The tender option generally would not be exercisable in the event of a default on, or significant downgrading of, the underlying municipal securities. Therefore, the Fund's ability to exercise the tender option will be affected by the credit standing of both the bank involved and the issuer of the underlying securities.

MORTGAGE-BACKED SECURITIES**General**

Mortgage-backed securities were introduced in the 1970s when the first pool of mortgage loans was converted into a mortgage pass-through security. Since the 1970s, the mortgage-backed securities market in general has vastly expanded and a variety of structures have been developed to meet investor needs.

New types of mortgage-backed securities are developed and marketed from time to time and, consistent with its investment limitations, the Fund expects to invest in those new types of mortgage-backed securities that the Investment Adviser believes may assist the Fund in achieving its investment objective. The Fund may invest in various types of Puerto Rico Mortgage-Backed Securities, as described in herein. Not all of the types of securities described below are available in Puerto Rico.

Government National Mortgage Association Securities

GNMA is a wholly-owned corporate instrumentality of the U.S. within the Department of Housing and Urban Development. The National Housing Act of 1934, as amended (the "Housing Act"), authorizes GNMA to guarantee the timely payment of the principal of and interest on securities that are based on and backed by a pool of specified mortgage loans. To qualify such securities for a GNMA guarantee, the underlying mortgages must be insured by the Federal Housing Administration under the Housing Act, or Title V of the Housing Act of 1949 ("FHA Loans"), or be guaranteed by the Veterans' Administration under the Servicemen's Readjustment Act of 1944, as amended ("VA Loans"), or be pools of other eligible mortgage loans. The Housing Act provides that the full faith and credit of the U.S. Government is pledged to the payment of all amounts that may be required to be paid under any guarantee. In order to meet its obligations under such guarantee, GNMA is authorized to borrow from the U.S. Treasury with no limitations as to amount.

GNMA pass-through mortgage-backed securities may represent a *pro rata* interest in one or more pools of the following types of mortgage loans: (i) fixed rate level payment mortgage loans; (ii) fixed rate graduated payment mortgage loans; (iii) fixed rate growing equity mortgage loans; (iv) fixed rate mortgage loans secured by manufactured (mobile) homes; (v) mortgage loans on multifamily residential properties under construction; (vi) mortgage loans on completed multifamily projects; (vii) fixed rate mortgage loans as to which escrowed funds are used to reduce the borrower's monthly payments during the early years of the mortgage loans ("buydown" mortgage loans); (viii) mortgage loans that provide for adjustments in payments based on periodic changes in interest rates or in other payment terms of the mortgage loans; and (ix) mortgage-backed serial notes.

Federal National Mortgage Association Securities

FNMA is a federally chartered and privately owned corporation established under the Federal National Association Charter Act. FNMA was originally organized in 1938 as a U.S. Government agency to add greater liquidity to the mortgage market. FNMA was transformed into a private sector corporation by legislation enacted in 1968. FNMA provides funds to the mortgage market primarily by purchasing home mortgage loans from local lenders, thereby providing them with funds for additional lending. FNMA acquires funds to purchase such loans from investors that may not ordinarily invest in mortgage loans directly, thereby expanding the total amount of funds available for housing.

Each FNMA pass-through mortgage-backed security represents a *pro rata* interest in one or more pool of FHA Loans, VA Loans or conventional mortgage loans (*i.e.*, mortgage loans that are not insured or guaranteed by any governmental agency). The loans contained in those pools consist of: (i) fixed rate level payment mortgage loans; (ii) fixed rate growing equity mortgage loans; (iii) fixed rate graduated payment mortgage loans; (iv) variable rate mortgage loans; (v) other adjustable rate mortgage loans; and (vi) fixed rate mortgage loans secured by multifamily projects. FNMA guarantees timely payment of principal and interest on FNMA mortgage-backed securities. However,

the obligations of FNMA are not backed by the full faith and credit of the U.S. Nevertheless, because of the relationship between FNMA and the U.S., it is widely believed that FNMA mortgage-backed securities present minimal credit risks.

Federal Home Loan Mortgage Corporation Securities

FHLMC is a corporate instrumentality of the U.S. established by the Emergency Home Finance Act of 1970, as amended (the "FHLMC Act"). FHLMC was organized primarily for the purpose of increasing the availability of mortgage credit to finance needed housing. The operations of FHLMC currently consist primarily of the purchase of first lien, conventional, residential mortgage loans and participation interests in such mortgage loans and the resale of the mortgage loans so purchased in the form of mortgage-backed securities.

The mortgage loans underlying the FHLMC mortgage-backed securities typically consist of fixed rate or adjustable rate mortgage loans with original terms to maturity of between ten and 30 years, substantially all of which are secured by first liens on one-to four-family residential properties or multifamily projects. Each mortgage loan must meet the applicable standards set forth in the FHLMC Act. Mortgage loans underlying FHLMC mortgage-backed securities may include whole loans, participation interests in whole loans and undivided interests in whole loans and participations in another FHLMC mortgage-backed securities.

FHLMC guarantees: (i) the timely payment of interest on all FHLMC mortgage-backed securities; (ii) the ultimate collection of principal with respect to some FHLMC mortgage-backed securities; and (iii) the timely payment of principal with respect to other FHLMC mortgage-backed securities. However, the obligations of FHLMC are not backed by the full faith and credit of the U.S.

ARM and Floating Rate Mortgage-Backed Securities

Because the interest rates on ARM and Floating Rate mortgage-backed securities are reset in response to changes in a specified market index, the values of such securities tend to be less sensitive to interest rate fluctuations than the values of fixed-rate securities. ARM mortgage-backed securities represent a right to receive interest payments at a rate that is adjusted to reflect the interest earned on a pool of ARMs. ARMs generally provide that the borrower's mortgage interest rate may not be adjusted above a specified lifetime maximum rate or, in some cases, below a minimum lifetime rate. In addition, certain ARMs provide for limitations on the maximum amount by which the mortgage interest rate may adjust for any single adjustment period. ARMs may also provide for limitations on changes in the maximum amount by which the borrower's monthly payment may adjust for any single adjustment period. In the event that a monthly payment is not sufficient to pay the interest accruing on the ARM, any such excess interest is added to the mortgage loan ("negative amortization"), which is repaid through future monthly payments. If the monthly payment exceeds the sum of the interest accrued at the applicable mortgage interest rate and the principal payment that would have been necessary to amortize the outstanding principal balance over the remaining term of the loan, the excess reduces the principal balance of the ARM. Borrowers under ARMs experiencing negative amortization may take longer to build up their equity in the underlying property and may be more likely to default.

The rates of interest payable on certain ARMs, and therefore on certain ARM mortgage-backed securities, are based on indices, such as the one-year constant maturity Treasury Rate, that reflect changes in market interest rates. Others are based on indices, such as the 11th District Federal Home Loan Bank Cost of Funds index, that tend to lag behind changes in market interest rates. The values of ARM mortgage-backed securities supported by ARMs that adjust based on lagging indices tend to be somewhat more sensitive to interest rate fluctuations than those reflecting current interest rate levels, although the values of such ARM mortgage-backed securities still tend to be less sensitive to interest rate fluctuations than fixed-rate securities.

Floating Rate mortgage-backed securities are classes of mortgage-backed securities that have been structured to represent the right to receive interest payments at rates that fluctuate in accordance with an index but that generally are supported by pools comprised of fixed-rate mortgage loans. As with ARM mortgage-backed securities, interest rate

adjustments on Floating Rate mortgage-backed securities may be based on indices that lag behind market interest rates. Interest rates on Floating Rate mortgage-backed securities generally are adjusted monthly. Floating Rate mortgage-backed securities are subject to lifetime interest rate caps, but they generally are not subject to limitations on monthly or other periodic changes in interest rates or monthly payments.

Specified Mortgage-Backed Securities

The Fund may invest in Mortgage-Backed Securities constituting derivative instruments such as interest-only obligations ("IOs"), principal-only obligations ("POs") (other than IOs and POs that are PAC Bonds), or inverse floating rate obligations or other types of Puerto Rico mortgage-backed securities that may be developed in the future and that are determined by the Investment Adviser to present types and levels of risk that are comparable to such IOs, POs and inverse floating rate obligations (collectively, "Specified Mortgage-Backed Securities"). The Fund will invest in Specified Mortgage-Backed Securities only when the Investment Adviser believes that such securities, when combined with the Fund's other investments, would enable the Fund to achieve its investment objective and policies.

Stripped mortgage-backed securities ("SMBSs") are classes of mortgage-backed securities that receive different proportions of the interest and principal distributions from the underlying pool of mortgage assets. SMBSs may be issued by agencies or instrumentalities of the U.S. Government or by private mortgage lenders. A common type of SMBS will have one class that receives some of the interest and most of the principal from the mortgage assets, while the other class will receive most of the interest and the remainder of the principal.

An IO is an SMBS that is entitled to receive all or a portion of the interest, but none of the principal payments, on the underlying mortgage assets; a PO is an SMBS that is entitled to receive all or a portion of the principal payments, but none of the interest payments, on the underlying mortgage assets. The Investment Adviser believes that investments in POs may facilitate its ability to manage the price sensitivity of the Fund to interest rate changes. Generally, the yields to maturity on both IO and PO classes are extremely sensitive to the rate of principal payments (including prepayments) on the underlying mortgage assets. If the underlying mortgage assets of an IO class of mortgage-backed security held by the Fund experience greater than anticipated prepayments of principal, the Fund may fail to recoup fully its initial investment in such securities even though the securities are rated in the highest rating category. The Investment Adviser believes that, since principal amortization on PAC Bonds is designed to occur at a predictable rate, IOs and POs that are PAC Bonds generally are not as sensitive to principal prepayments as other IOs and POs.

Mortgage-backed securities that constitute inverse floating rate obligations are mortgage-backed securities on which the interest rates adjust or vary inversely to changes in market interest rates. Typically, an inverse floating rate mortgage-backed security is one of two components created from a pool of fixed rate mortgage loans. The other component is a variable rate mortgage-backed security, on which the amount of interest payable is adjusted directly in accordance with market interest rates. The inverse floating rate obligation receives the portion of the interest on the underlying fixed-rate mortgages that is allocable to the two components and that remains after subtracting the amount of interest payable on the variable rate component. The market value of an inverse floating rate obligation will be more volatile than that of a fixed-rate obligation and, like most debt obligations, will vary inversely with changes in interest rates. Certain of such inverse floating rate obligations have coupon rates that adjust to changes in market interest rates to a greater degree than the change in the market rate and accordingly have investment characteristics similar to investment leverage. As a result, the market value of such inverse floating rate obligations are subject to greater risk of fluctuation than other mortgage-backed securities, and such fluctuations could adversely affect the ability of the Fund to achieve its investment objective and policies.

The yields on Specified Mortgage-Backed Securities may be more sensitive to changes in interest rates than Puerto Rico GNMA Mortgage-Backed Securities. While the Investment Adviser will seek to limit the impact of these factors on the Fund, no assurance can be given that it will achieve this result.

FORM OF REPRESENTATION LETTER

[Date of Purchase]

TO: [Underwriter or Dealer]
San Juan, Puerto Rico

Tax-Free Fund Puerto Rico Fund, Inc.
San Juan, Puerto Rico

Re: Tax-Free Puerto Rico Fund, Inc.

Dear Sirs:

The undersigned (the "Purchaser"), has purchased shares of common stock, par value \$0.01 per Share (the "Shares") of Tax-Free Puerto Rico Fund, Inc. (the "Fund") from you, as authorized seller of the Shares (the "Seller"), and hereby represents to you that:

1. The Purchaser is acquiring the Shares for its own account and that it is the sole beneficial owner thereof.
2. At the time the Shares were offered to the Purchaser, and as of the date of this letter, the Purchaser is a resident of Puerto Rico, in that the Purchaser (i) is an individual whose principal residence is in Puerto Rico or (ii) is a corporation, partnership, trust or other form of business organization which has its principal office and principal place of business within Puerto Rico, and has not been organized for the purpose of acquiring the Shares.
3. In compliance with all applicable Federal, state and Puerto Rico securities laws, the Purchaser understands (i) that the Shares have not been registered under the Securities Act of 1933, as amended, and the Fund has not been registered under the Investment Company Act of 1940, as amended, and that neither the Fund nor the Seller, nor any of their affiliates, is required to so register the Shares or the Fund; (ii) that the Shares may not be resold, transferred or disposed of except as provided in the Prospectus and then, only to an individual or an entity that executes a letter that contains the same representations as to residency as are set forth in this letter; (iii) that the Transfer Agency Agreement provides that the Transfer Agent for the Fund, may not register the transfer of ownership of any Shares unless it, an Underwriter or dealer receives from the transferee of the Shares a letter of representation substantially similar to this letter and that such Underwriter or dealer must be under a contractual obligation to the Fund to obtain such a letter and indemnify the Fund against the consequences of a failure to do so; and (iv) that the terms of the Shares provide that any purported transfer to anyone other than a resident of Puerto Rico will be null and void.
4. If a business organization, the Purchaser is not an employee benefit plan subject to Section 406 of the Employee Retirement Income Security Act of 1974, as amended, or to Section 4975 of the Internal Revenue Code of 1986, as amended (or comparable provisions of any subsequent enactments), or a trustee of any such plan.
5. If making an investment through the Dividend Reinvestment Plan, each time a monthly investment is made, the Purchaser will be deemed to affirm as of the date of each investment each of the representations set forth in this letter.
6. If the Purchaser ceases to be a resident of Puerto Rico, the Purchaser will (i) notify the Seller or another Underwriter or dealer within 30 days of ceasing to be a resident of Puerto Rico, (ii) liquidate

its investment in the Fund when such liquidation becomes economically feasible, and (iii) agree not to invest in additional Shares.

7. The Purchaser acknowledges having received and read a copy of the Prospectus and Prospectus Supplements, if any, relating to the offering of the Shares by the Fund. The Purchaser further acknowledges that (i) an investment in the Shares may not be suitable to all investors as they are designed primarily for long-term investors, (ii) investors in the Shares should not view the Fund as a vehicle for trading purposes, and (iii) an investment in the Fund is not equivalent to an investment in the underlying securities of the Fund.
8. The Purchaser hereby acknowledges that the Fund may issue debt securities and/or preferred stock or otherwise engage in activities that may constitute leverage. In that regard, the Purchaser fully understands the risks to the Fund and the Purchaser's investment in the Fund resulting from leverage including, but not limited to, the risks described in the Prospectus of the Fund under "Special Leverage Considerations" and "Appendix F — Hedging and Related Income Strategies."

Very truly yours,

By:

Name:

Title (if applicable):

Company (if applicable):

RATINGS OF MUNICIPAL OBLIGATIONS AND DEBT SECURITIES

Description of Moody's Investors Service Long-Term Debt Ratings

The purpose of Moody's ratings is to provide investors with a simple system of gradation by which the relative investment qualities of bonds may be noted. There are nine basic rating categories for long-term obligations, ranging from Aaa (highest quality) to C (lowest quality). Moody's applies numerical modifiers 1, 2 and 3 in each generic rating classification from Aa to Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of the generic rating category.

Moody's ratings are opinions, not recommendations to buy or sell, and their accuracy is not guaranteed. A rating should be weighed solely as one factor in an investment decision, and one should make one's own study and evaluation of any issuer whose securities or debt obligations one is considering buying or selling.

Aaa — Bonds which are rated "Aaa" are judged to be of the best quality. They carry the smallest degree of investment risk and are generally referred to as "gilt edge." Interest payments are protected by a large or by an exceptionally stable margin and principal is secure. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues.

Aa — Bonds which are rated "Aa" are judged to be of high quality by all standards. Together with the "Aaa" group they comprise what are generally known as high grade bonds. They are rated lower than the best bonds because margins of protection may not be as large as in "Aaa" securities or fluctuation of protective elements may be of greater amplitude or there may be other elements present which make the long-term risks appear somewhat larger than in "Aaa" rated securities.

A — Bonds which are rated "A" possess many favorable investment attributes and are to be considered as upper medium grade obligations. Factors giving security to principal and interest are considered adequate, but elements may be present which suggest a susceptibility to impairment sometime in the future.

Baa — Bonds which are rated "Baa" are considered medium grade obligations (*i.e.*, they are neither highly protective nor poorly secured). Interest payments and principal security appear adequate for the present, but certain protective elements may be lacking or may be characteristically unreliable over any great length of time. Such bonds lack outstanding investment characteristics and in fact have speculative characteristics as well.

Ba — Bonds which are rated "Ba" are judged to have speculative elements; their future cannot be considered as well assured. Often the protection of interest and principal payments may be very moderate and thereby not well safeguarded during both good and bad times over the future. Uncertainty of position characterizes bonds in this class.

B — Bonds which are rated "B" generally lack characteristics of the desirable investment. Assurance of interest and principal payments or of maintenance of other terms of the contract over any long period of time may be small.

Caa — Bonds which are rated "Caa" are of poor standing. Such issues may be in default or there may be present elements of danger with respect to principal or interest.

Ca — Bonds which are rated "Ca" represent obligations which are speculative in a high degree. Such issues are often in default or have other marked shortcomings.

C — Bonds which are rated "C" are the lowest rated class of bonds and issues so rated can be regarded as having extremely poor prospects of ever attaining any real investment standing.

Issues that are secured by escrowed funds held in trust, reinvested in direct, non-callable U.S. Government obligations unconditionally guaranteed by the U.S. Government or Resolution Funding Corporation are identified with a #(hatchmark) symbol, *e.g.* #Aaa.

Con.(...) — Bonds for which the security depends upon the completion of some act or the fulfillment of some condition are rated conditionally. These are bonds secured by (a) earnings of projects under construction, (b) earnings of projects unseasoned in operation experience, (c) rentals which begin when facilities are completed, or (d) payments to which some other limiting condition attaches. Parenthetical rating denotes probable credit stature upon completion of construction or elimination of basis of condition.

Description of Moody's Investors Service Short-Term Debt Ratings

Moody's short-term issuer ratings are opinions of the ability of issuers to honor senior financial obligations and contracts. Such obligations generally have an original maturity not exceeding one (1) year. Moody's employs the following three designations, all judged to be investment grade, to indicate the relative repayment ability of rated issuers:

Prime-1. Issuers (or supporting institutions) rated Prime-1 have a superior ability for repayment of senior short-term debt obligations. Prime-1 repayment ability will often be evidenced by many of the following characteristics: leading market positions in well-established industries; high rates of return on funds employed; conservative capitalization structure with moderate reliance on debt and ample asset protection; broad margins in earnings coverage of fixed financial charges and high internal cash generation; well-established access to a range of financial markets and assured sources of alternate liquidity.

Prime-2. Issuers (or supporting institutions) rated Prime-2 have a strong ability for repayment of senior short-term debt obligations. This will normally be evidenced by many of the characteristics cited above, but to a lesser degree. Earnings trends and coverage ratios, while sound, may be more subject to variation. Capitalization characteristics, while still appropriate, may be more affected by external conditions. Ample alternate liquidity is maintained.

Prime-3. Issuers (or supporting institutions) rated Prime-3 have an acceptable ability for repayment of senior short-term obligations. The effects of industry characteristics and market composition may be more pronounced. Variability in earnings and profitability may result in changes in the level of debt protection measurements and may require relatively high financial leverage. Adequate alternate liquidity is maintained.

Issuers rated "**not prime**" do not fall within any of the Prime rating categories.

If an issuer represents to Moody's that its short-term debt obligations are supported by the credit of another entity or entities, then the name or names of such supporting entity or entities are listed within the parenthesis beneath the name of the issuer, or there is a footnote referring the reader to another page for the name or names of the supporting entity or entities. In assigning ratings to such issuers, Moody's evaluates the financial strength of the affiliated corporations, commercial banks, insurance companies, foreign governments, or other entities, but only as one factor in the total rating assessment. Moody's makes no representation and gives no opinion on the legal validity or enforceability of any support arrangements.

Description of Moody's Investors Service Short-Term Notes and Variable Rate Demand Obligations (VRDOs) Ratings

In municipal debt issuance, there are three rating categories for short-term obligations that are considered investment grade. These ratings are designated as Moody's Investment Grade (MIG) and are divided into three levels — MIG 1 through MIG 3. In addition, those short-term obligations that are of speculative quality are designated SG, or speculative grade.

In the case of variable rate demand obligations (VRDOs), a two-component rating is assigned. The first element represents Moody's evaluation of the degree of risk associated with scheduled principal and interest payments. The second element represents Moody's evaluation of the degree of risk associated with the demand feature, using the MIG rating scale. The short-term rating assigned to the demand feature of VRDOs is designated as VMIG. When either the long- or short-term aspect of a VRDO is not rated, that piece is designated NR, e.g., Aaa/NR or NR/VMIG 1. MIG ratings expire at note maturity. By contrast, VMIG rating expirations will be a function of each issue's specific structural or credit features.

MIG1/VMIG1. This designation denotes superior credit quality. Excellent protection is afforded by established cash flows, highly reliable liquidity support, or demonstrated broad-based access to the market for refinancing.

MIG2/VMIG2. This designation denotes strong credit quality. Margins of protection are ample, although not so large as in the preceding group.

MIG3/VMIG3. This designation denotes acceptable credit quality. Liquidity and cash flow protection may be narrow and market access for refinancing is likely to be less well established.

SG. This designation denotes speculative-grade credit quality. Debt instruments in this category may lack sufficient margins of protection.

Description of Issue Credit Rating Definitions of Standard & Poor's, a Division of the McGraw-Hill Companies, Inc.

An S&P issue credit rating is a current opinion of the creditworthiness of an obligor with respect to a specific financial obligation, a specific class of financial obligations, or a specific financial program (including ratings on medium term note programs and commercial paper programs). It takes into consideration the creditworthiness of guarantors, insurers, or other forms of credit enhancement on the obligation and takes into account the currency in which the obligation is denominated.

The issue credit rating is not a recommendation to purchase, sell, or hold a financial obligation, inasmuch as it does not comment as to market price or suitability for a particular investor.

Issue credit ratings are based on current information furnished by the obligors or obtained by S&P from other sources it considers reliable. S&P does not perform an audit in connection with any credit rating and may, on occasion, rely on unaudited financial information. Credit ratings may be changed, suspended, or withdrawn as a result of changes in, or unavailability of, such information, or based on other circumstances.

Issue credit ratings can be either long-term or short-term. Short-term ratings are generally assigned to those obligations considered short-term in the relevant market. In the U.S., for example, that means obligations with an original maturity of no more than 365 days - including commercial paper. Short-term ratings are also used to indicate the creditworthiness of an obligor with respect to put features on long-term obligations. The result is a dual rating, in which the short-term rating addresses the put feature, in addition to the usual long-term rating. Medium-term notes are assigned long-term ratings.

Long-Term Issue Credit Ratings

Issue credit ratings are based, in varying degrees, on the following considerations:

- I. Likelihood of payment capacity and willingness of the obligor to meet its financial commitment on an obligation in accordance with the terms of the obligation;

- II. Nature of and provisions of the obligations; and
- III. Protection afforded by, and relative position of, the obligation in the event of bankruptcy, reorganization, or other arrangement under the laws of bankruptcy and other laws affecting creditors' rights.

The issue rating definitions are expressed in terms of default risk. As such, they pertain to senior obligations of an entity. Junior obligations are typically rated lower than senior obligations, to reflect the lower priority in bankruptcy, as noted above. (Such differentiation applies when an entity has both senior and subordinated obligations, secured and unsecured obligations, or operating company and holding company obligations.) Accordingly, in the case of junior debt, the rating may not conform exactly with the category definition.

AAA — An obligation rated "AAA" has the highest rating assigned by S&P. The obligor's capacity to meet its financial commitment on the obligation is extremely strong.

AA — An obligation rated "AA" differs from the highest rated obligations only in small degree. The obligor's capacity to meet its financial commitment on the obligations is very strong.

A — An obligation rated "A" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong.

BBB — An obligation rated "BBB" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation.

BB, B, CCC, CC, C — Obligations rated "BB," "B," "CCC," "CC," and "C" are regarded as having significant speculative characteristics. "BB" indicates the least degree of speculation and "C" the highest. While such obligations will likely have some quality and protective characteristics, these may be outweighed by large uncertainties or major exposures to adverse conditions.

BB — An obligation rated "BB" is less vulnerable to nonpayment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation.

B — An obligation rated "B" is more vulnerable to nonpayment than obligations rated "BB", but the obligor currently has the capacity to meet its financial commitment on the obligation. Adverse business, financial, or economic conditions will likely impair the obligor's capacity or willingness to meet its financial commitment on the obligation.

CCC — An obligation rated "CCC" is currently vulnerable to nonpayment, and is dependent upon favorable business, financial, and economic conditions for the obligor to meet its financial commitment on the obligation. In the event of adverse business, financial, or economic conditions, it is not likely to have the capacity to meet its financial commitment on the obligation.

CC — An obligation rated "CC" is currently highly vulnerable to nonpayment.

C — A subordinated debt or preferred stock obligation rated "C" is CURRENTLY HIGHLY VULNERABLE to nonpayment. The "C" rating may be used to cover a situation where a bankruptcy petition has been filed or similar action taken, but payments on this obligation are being continued. A "C" also will be assigned to a preferred stock issue in arrears on dividends or sinking fund payments, but that is currently paying.

D — An obligation rated "D" is in payment default. The "D" rating category is used when payments on an obligation are not made on the date due even if the applicable grace period has not expired, unless S&P believes that such payments will be made during such grace period. The "D" rating also will be used upon the filing of a bankruptcy petition or the taking of a similar action if payments on an obligation are jeopardized.

Plus (+) or Minus (-): The ratings from "AA" to "CCC" may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

r — This symbol is attached to the ratings of instruments with significant noncredit risks. It highlights risks to principal or volatility of expected returns which are not addressed in the credit rating. Examples include: obligations linked or indexed to equities, currencies, or commodities; obligations exposed to severe prepayment risk such as interest-only or principal-only mortgage securities; and obligations with unusually risky interest terms, such as inverse floaters.

N.R. — This indicates that no rating has been requested, that there is insufficient information on which to base a rating, or that S&P does not rate a particular obligation as a matter of policy.

Short-Term Issue Credit Ratings

A-1 — A short-term obligation rated "A-1" is rated in the highest category by S&P. The obligor's capacity to meet its financial commitment on the obligation is strong. Within this category, certain obligations are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitment on these obligations is extremely strong.

A-2 — A short-term obligation rated "A-2" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor's capacity to meet its financial commitment on the obligation is satisfactory.

A-3 — A short-term obligation rated "A-3" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation.

B — A short-term obligation rated "B" is regarded as having significant speculative characteristics. The obligor currently has the capacity to meet its financial commitment on the obligation; however, it faces major ongoing uncertainties which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation.

C — A short-term obligation rated "C" is currently vulnerable to nonpayment and is dependent upon favorable business, financial, and economic conditions for the obligor to meet its financial commitment on the obligation.

D — A short-term obligation rated "D" is in payment default. The "D" rating category is used when payments on an obligation are not made on the date due even if the applicable grace period has not expired, unless S&P believes that such payments will be made during such grace period. The "D" rating also will be used upon the filing of a bankruptcy petition or the taking of a similar action if payments on an obligation are jeopardized.

Description of Fitch Inc.'s Credit Ratings

Fitch credit ratings are an opinion on the ability of an entity or of a securities issue to meet financial commitments, such as interest, preferred dividends, or repayment of principal, on a timely basis.

Credit ratings are used by investors as indications of the likelihood of getting their money back in accordance with the terms on which they invested. Thus, the use of credit ratings defines their function: "investment-grade" ratings (international long-term "AAA" — "BBB" categories; short-term "F-1" — "F-3") indicate a relatively low

probability of default, while those in the "speculative" or "non-investment grade" categories (international long-term "BB" — "D"; short-term "B" — "D") either signal a higher probability of default or that a default has already occurred. Ratings imply no specific prediction of default probability.

Entities or issues carrying the same rating are of similar but not necessarily identical credit quality since the rating categories do not fully reflect small differences in the degrees of credit risk.

Fitch credit and other ratings are not recommendations to buy, sell, or hold any security. Ratings do not comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of any payments of any security. The ratings are based on information obtained from issuers, other obligors, underwriters, their experts, and other sources Fitch believes to be reliable. Fitch does not audit or verify the truth or accuracy of such information. Ratings may be changed or withdrawn as a result of changes in, or the unavailability of, information or for other reasons.

Analytical Considerations

When assigning ratings, Fitch considers the historical and prospective financial condition, quality of management, and operating performance of the issuer and of any guarantor, any special features of a specific issue or guarantee, the issue's relationship to other obligations of the issuer, as well as developments in the economic and political environment that might affect the issuer's financial strength and credit quality.

Investment-grade ratings reflect expectations of timeliness of payment. However, ratings of different classes of obligations of the same issuer may vary based on expectations of recoveries in the event of a default or liquidation. Recovery expectations, which are the amounts expected to be received by investors after a security defaults, are a relatively minor consideration in investment-grade ratings, but Fitch does not "notching" of particular issues to reflect their degree of preference in a winding up, liquidation, or reorganization as well as other factors. Recoveries do, however, gain in importance at lower rating levels, because of the greater likelihood of default, and become the major consideration at the "DDD" category. Factors that affect recovery expectations include collateral and seniority relative to other obligations in the capital structure.

Variable rate demand obligations and other securities which contain a demand feature will have a dual rating, such as "AAA/F1+." The first rating denotes long-term ability to make principal and interest payments. The second rating denotes ability to meet a demand feature in full and on time.

CERTAIN OTHER TYPES OF INVESTMENTS

American Depositary Receipts. The Fund may invest in sponsored and un-sponsored American Depositary Receipts representing interests in securities issued by foreign issuers (collectively, "ADRs"). ADRs are receipts typically issued by a U.S. bank or trust company evidencing ownership of the underlying securities of foreign issuers. Generally, ADRs, in registered form, are denominated in U.S. dollars and are designed for use in the U.S. securities markets. Thus, these securities are not denominated in the same currency as the securities into which they may be converted. ADRs are subject to many of the risks inherent in investing in foreign securities, including confiscatory taxation or nationalization, and less comprehensive disclosure requirements for the underlying security. See "Securities of Foreign Issuers" below. In addition, the issuers of the securities underlying un-sponsored ADRs are not obligated to disclose material information in the United States and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the ADRs.

Bankers' Acceptances. The Fund may invest in bankers' acceptances, which are short-term credit instruments used to finance commercial transactions. Generally, an acceptance is a time draft drawn on a bank by an exporter or an importer to obtain a stated amount of Funds to pay for specific merchandise. The draft is then "accepted" by a bank that, in effect unconditionally guarantees to pay the face value of the instrument on its maturity date. The acceptance may then be held by the accepting bank as an asset, or it may be sold in the secondary market at the going rate of interest for a specified maturity. Although maturities for acceptances can be as long as 270 days, most acceptances have maturities of six months or less.

Certificates of Deposit. The Fund may invest in bank certificates of deposit ("CDs"). The Federal Deposit Insurance Corporation is an agency of the U.S. Government that insures the deposits of certain banks and savings and loan associations up to \$100,000 per deposit. The interest on such deposits may not be insured if this limit is exceeded. Current federal regulations also permit such institutions to issue insured negotiable CDs in amounts of \$100,000 or more, without regard to the interest rate ceilings on other deposits. To remain fully insured, these investments currently must be limited to \$100,000 per insured bank or savings and loan association. Investments in CDs are made only with domestic institutions with assets in excess of \$1 billion.

Commercial Paper. The Fund may invest in commercial paper that is limited to obligations rated Prime-1 or Prime-2 by Moody's, or A-1 or A-2 by S&P and F-1 or F-2 by Fitch. Commercial paper includes notes, drafts or similar instruments payable on demand or having a maturity at the time of issuance not exceeding nine months, exclusive of days of grace or any renewal thereof. See Appendix C for a description of commercial paper ratings.

Convertible Securities. The Fund may invest in convertible securities that are rated as investment grade or, if not so rated, are deemed to be of comparable quality by the Investment Adviser. Investment grade securities rated in the lowest investment grade category are considered to have some speculative characteristics, and changes in economic conditions are more likely to lead to a weakened capacity to pay interest and repay principal than is the case with higher grade securities. While no securities investment is without some risk, investments in convertible securities generally entail less risk than the issuer's common stock, although the extent to which such risk is reduced depends in large measure upon the degree to which the convertible security sells above its value as a fixed income security. The Investment Adviser will decide to invest in convertible securities based upon a fundamental analysis of the long-term attractiveness of the issuer and the underlying common stock, the evaluation of the relative attractiveness of the current price of the underlying common stock, and the judgment of the value of the convertible security relative to the common stock at current prices. Convertible securities in which the Fund may invest include corporate bonds, notes and preferred stock that can be converted into common stock. Convertible securities combine the fixed-income characteristics of bonds and preferred stock with the potential for capital appreciation. As with all debt securities, the market value of convertible securities tends to decline as interest rates increase and, conversely, to increase as interest rates decline. While convertible securities generally offer lower interest or dividend yields than nonconvertible debt securities of similar quality, they do enable the investor to benefit from increases in the market price of the underlying common stock.

Debt Securities. The Fund may invest in debt securities. The market value of debt securities is influenced primarily by changes in the level of interest rates. Generally, as interest rates rise, the market value of debt securities decreases. Conversely, as interest rates fall, the market value of debt securities increases. Factors that could result in a rise in interest rates, and a decrease in the market value of debt securities, include an increase in inflation or inflation expectations, an increase in the rate of Puerto Rico or U.S. economic growth, an increase in the Federal budget deficit or an increase in the price of commodities such as oil.

Floating and Variable Rate Obligations. The Fund may also purchase certain types of floating and variable rate securities. The interest payable on a variable rate obligation is adjusted at predesignated periodic intervals and, on floating rate obligations, whenever there is a change in the market rate of interest on which the interest rate payable is based. There is a risk that the current interest rate on such obligations may not accurately reflect existing market interest rates. These obligations frequently permit the holder to demand payment of principal at any time, or at specified intervals, and permit the issuer to prepay, at its discretion, principal plus accrued interest, in each case after a specified notice period. The issuer's obligations under the demand feature of such notes and bonds generally are secured by bank letters of credit or other credit support arrangements.

Money Market Funds. The Fund may invest in money market funds. These funds attempt to provide the highest current income possible through investment in a portfolio of short-term money market securities, consistent with the preservation of capital. While these funds typically invest in high quality investments, the value of an investment in these funds, among other things, remains subject to credit risk on the underlying instruments and volatility due to interest rate changes.

Securities of Foreign Issuers. There are certain risks connected with investing in foreign securities. These include risks of adverse political and economic developments (including possible governmental seizure or nationalization of assets), the possible imposition of exchange controls or other governmental restrictions, less uniformity in accounting and reporting requirements, the possibility that there will be less information on such securities and their issuers available to the public, the difficulty of obtaining or enforcing court judgments abroad, restrictions on foreign investments in other jurisdictions, difficulties in affecting repatriation of capital invested abroad, and difficulties in transaction settlements and the effect of delay on shareholder equity. Foreign securities may be subject to foreign taxes, and may be less marketable than comparable U.S. securities.

Preferred Stock. The Fund may invest in preferred stock. A preferred stock has a blend of the characteristics of a bond and common stock. It can offer the higher yield of a bond and have priority over common stock in equity ownership, but does not have the seniority of a bond and its participation in the issuer's growth may be limited. Preferred stock has preference over common stock in the receipt of dividends and in any residual assets after payment to creditors should the issuer be dissolved. Although the dividend is usually set at a fixed annual rate, in some circumstances it can be changed or omitted by the issuer.

Real Estate Investment Trusts ("REITs"). REITs are entities that invest primarily in commercial real estate or real estate-related loans. A REIT is not taxed on income distributed to its shareholders if it complies with regulatory requirements relating to its organization, ownership, assets and income, and with the regulatory requirement that it distribute to its shareholders at least 95% of its taxable income for each taxable year. Generally, REITs can be classified as equity REITs, mortgage REITs and hybrid REITs. Equity REITs invest the majority of their assets in real property and derive their income primarily from rents and capital gains from appreciation realized through property sales. Mortgage REITs invest the majority of their assets in real estate mortgages and derive their income primarily from interest payments.

Repurchase Agreements. The Fund may invest in repurchase agreements. A repurchase agreement is a transaction in which the Fund purchases securities and simultaneously commits to resell the securities to the original seller (a member bank of the Federal Reserve System or a securities dealer who is a member of a national securities exchange or is a market maker in U.S. Government securities) at an agreed upon date and price reflecting a market rate of interest unrelated to the coupon rate or maturity of the purchased securities. Repurchase agreements carry

certain risks not associated with direct investments in securities including possible decline in the market value of the underlying securities and costs to the Fund if the other party to the repurchase agreement becomes bankrupt, so that the Fund is delayed or prevented from exercising its rights to dispose of the collateral securities. The value of the underlying securities (or collateral) will be at least equal at all times to the total amount of the repurchase obligation, including the interest factor.

U.S. Government Securities. The Fund may invest in U.S. Government securities, including a variety of securities that are issued or guaranteed by the U.S. Government, its agencies or instrumentalities and repurchase agreements secured thereby. These securities include securities issued and guaranteed by the U.S. Government, such as Treasury bills, Treasury notes, and Treasury bonds; obligations supported by the right of the issuer to borrow from the U.S. Treasury, such as those of the Federal Home Loan Banks; and obligations supported only by the credit of the issuer, such as those of the Federal Intermediate Credit Banks.

When-Issued and Delayed Delivery Transactions. The Fund may enter into agreements with banks or broker-dealers for the purchase or sale of securities at an agreed-upon price on a specified future date. Such agreements might be entered into, for example, when the Investment Adviser anticipates a decline in interest rates and is able to obtain a more advantageous yield by committing currently to purchase securities to be issued later. When the Fund purchases securities on a when-issued or delayed delivery basis, it is required either (1) to create a segregated account with the Custodian and to maintain in that account cash, U.S. Government securities or other high grade debt obligations in an amount equal on a weekly basis to the amount of the Fund's when-issued or delayed delivery commitments or (2) to enter into an offsetting forward sale of securities it owns equal in value to those purchased. The Fund will only make commitments to purchase securities on a when-issued or delayed delivery basis with the intention of actually acquiring the securities. However, the Fund may sell these securities before the settlement date if it is deemed advisable as a matter of investment strategy. When the time comes to pay for when-issued or delayed delivery securities, the Fund will meet its obligations from then available cash flow or the sale of securities, or although it would not normally expect to do so, from the sale of the when-issued or delayed delivery securities themselves (which may have a value greater or less than the Fund's payment obligation).

HEDGING AND RELATED INCOME STRATEGIES

General Description of Hedging and Related Income Strategies. As discussed in the Prospectus, the Fund may use a variety of financial instruments ("Derivative Instruments"), including securities options, financial futures contracts ("futures contracts"), options on futures contracts and other interest rate protection transactions such as swap agreements, to attempt to hedge its portfolio of assets. The use of these instruments for income enhancement purposes subjects the Fund to substantial risks of losses which would not be offset by gains on other portfolio assets or acquisitions. The Fund may invest up to 5% of its assets in derivative instruments. Such limit may be exceeded only for the purpose of hedging and subject to the approval of the Board of Directors. However, the Fund will not enter into futures contracts or options thereon unless an exclusion or exemption or comparable relief from applicable registration requirements contained in the regulations administered by the CFTC is obtained by the Investment Adviser. There can be no assurance that such relief will be granted or that the strategies discussed in this Appendix F can be implemented.

Hedging strategies can be broadly categorized as "short hedges" and "long hedges." A short hedge is a purchase or sale of a Derivative Instrument intended partially or fully to offset potential declines in the value of one or more investments held by the Fund. Thus, in a short hedge the Fund takes a position in a Derivative Instrument whose price is expected to move in the opposite direction of the price of the investment being hedged. For example, the Fund might purchase a put option on a security to hedge against a potential decline in the value of that security. If the price of the security declines below the exercise price of the put, the Fund could exercise the put and thus limit its loss below the exercise price to the premium paid plus transaction costs. In the alternative, because the value of the put option can be expected to increase as the value of the underlying security declines, the Fund might be able to close out the put option and realize a gain to offset the decline in the value of the security.

Conversely, a long hedge is a purchase or sale of a Derivative Instrument intended partially or fully to offset potential increases in the cost of one or more investments that the Fund intends to acquire. Thus, in a long hedge the Fund takes a position in the Derivative Instrument whose price is expected to move in the same direction as the price of the prospective investment being hedged. For example, the Fund might purchase a call option on a security it intends to purchase in order to hedge against an increase in the cost of the security. If the price of the security increases above the exercise price of the call, the Fund could exercise the call and thus limit its acquisition cost to the exercise price plus the premium paid and transaction costs. Alternatively, the Fund might be able to offset the price increase by closing out an appreciated call option and realizing a gain.

Derivative Instruments on securities generally are used to hedge against both price movements in one or more particular securities positions that the Fund owns or intends to acquire or fluctuations in interest rates. Derivative Instruments on bond indices, in contrast, generally are used to hedge against price movements in broad fixed income market sectors in which the Fund has invested or expects to invest.

In addition to the products, strategies and risks described below and in this Prospectus, the Investment Adviser expects to seek additional opportunities in connection with securities options, futures contracts and other hedging techniques. These new opportunities may become available as regulatory authorities broaden the range of permitted transactions and as new options, futures contracts or other techniques are developed. The Investment Adviser may utilize these opportunities to the extent that they are consistent with the Fund's investment objective and permitted by the Fund's investment limitations and applicable regulatory authorities.

Special Risks of Hedging Strategies. The use of Derivative Instruments involves special considerations and risks, as described below. Risks pertaining to particular Derivative Instruments are described in the sections that follow:

(1) Successful use of most Derivative Instruments depends upon the Investment Adviser's ability to predict movements of the overall securities and interest rate markets, which requires different skills than predicting

changes in the prices of individual securities. While the Investment Adviser is experienced in the use of Derivative Instruments, there can be no assurance that any particular hedging strategy adopted will succeed.

(2) There might be imperfect correlation, or even no correlation, between price movements of a Derivative Instrument and price movements of the investments being hedged. For example, if the value of a Derivative Instrument used in a short hedge increased by less than the decline in value of the hedged investment, the hedge would not be fully successful. Such a lack of correlation might occur due to factors unrelated to the value of the investments being hedged, such as speculative or other pressures on the markets in which Derivative Instruments are traded. The effectiveness of hedges using Derivative Instruments on indices will depend on the degree of correlation between price movements in the index and price movements in the securities being hedged.

(3) Hedging strategies, if successful, can reduce risk of loss by wholly or partially offsetting the negative effect of unfavorable price movements in the investments being hedged. However, hedging strategies can also reduce opportunity for gain by offsetting the positive effect of favorable price movements in the hedged investments. For example, if the Fund entered into a short hedge because the Investment Adviser projected a decline in the price of a security in the Fund, and the price of that security increased instead, the gain from that increase might be wholly or partially offset by a decline in the price of the Derivative Instrument. Moreover, if the price of the Derivative Instrument declined by more than the increase in the price of the security, the Fund could suffer a loss. Depending on the degree of correlation between a Derivative Instrument and the security or interest rate being hedged, it is possible that the Fund could sustain losses on both positions. Similarly, transaction costs incurred in connection with a Derivative Instrument can exceed the amount of the benefits received. In any such case, the Fund would have been in a better position had it not hedged at all.

(4) As described below, the Fund might be required to maintain assets as "cover," maintain segregated accounts or make margin payments when it takes positions in Derivative Instruments involving obligations to third parties (*i.e.*, Derivative Instruments other than purchase options). If the Fund is unable to close out its positions in such Derivative Instruments, it might be required to continue to maintain such assets or accounts or make such payments until the position expires or matures. These requirements might impair the Fund's ability to sell a portfolio security or make an investment at a time when it would otherwise be favorable to do so, or require that the Fund sell a portfolio security at a disadvantageous time. The Fund's ability to close out a position in a Derivative Instrument prior to expiration or maturity depends on the existence of a liquid secondary market or, in the absence of such a market, the ability and willingness of a counter-party to enter into a transaction closing out the position. Therefore, there is no assurance that any hedging position can be closed out at a time and price that is favorable to the Fund.

(5) Although the Fund intends to purchase or sell futures contracts only if there is an active market for such contracts, no assurance can be given that a liquid market will exist for the contracts at any particular time. Most futures exchanges limit the amount of fluctuation permitted in futures contract prices during a single trading day. Once the daily limit has been reached in a particular contract, no trades may be made that day at a price beyond that limit. Futures contract prices could move the daily limit for several consecutive trading days with little or no trading, thereby preventing prompt liquidation of futures positions and subjecting some futures traders to substantial losses. In such event and in the event of adverse price movements, the Fund will be required to make daily cash payments of variation margin. In such circumstances, an increase in the value of the portion of the portfolio assets being hedged, if any, may offset, partially or completely, losses on the futures contract.

(6) If the Fund has hedged against the possibility of an increase in interest rates adversely affecting the value of securities held in its portfolio and rates decrease instead, the Fund will lose part or all of the benefit of the increased value of the securities which it has hedged because it will have offsetting losses in its futures positions. In addition, in such situations, if the Fund has insufficient cash, it may have to sell securities to meet daily variation margin requirements at a time when it may be disadvantageous to do so. These sales of securities may, but will not necessarily be at increased prices which reflect the decline in interest rates.

(7) Because of the low margin deposits normally required in futures contract trading (typically between 2% and 5% of the value of the contract purchased or sold), an extremely high degree of leverage is typical of a futures contract trading account. As a result, a relatively small price movement in a futures interest contract may result in immediate and substantial losses to the investor. For example, if at the time of purchase 5% of the price of a contract is deposited as margin, a 5% decrease in the value of the contract would, if the contract is then closed out, result in a total loss of the margin deposit before any deduction for brokerage commissions. A decrease of more than 5% would result in a loss of more than the total margin deposit. Thus, like other leveraged investments, any purchase or sale of a futures interest contract may result in losses in excess of the amount invested.

(8) Most U.S. commodity exchanges limit fluctuations in certain futures interest contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Pursuant to such regulations, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular commodity has increased or decreased by an amount equal to the daily limit, positions in the commodity can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Prices in various contracts have occasionally moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the Fund from promptly liquidating unfavorable positions and subject the Fund to substantial losses. While daily limits may reduce or effectively eliminate the liquidity of a particular market, they do not limit ultimate losses, and may in fact substantially increase losses because they may prevent the liquidation of unfavorable positions.

In addition, the Fund may not be able to execute trades at favorable prices if little trading in the contracts involved is taking place. Under some circumstances, the Fund may be required to accept or make delivery of the underlying financial instrument if the position cannot be liquidated prior to its expiration date. It also is possible that an exchange or the CFTC may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only.

(9) The CFTC and the U.S. commodity exchanges have established limits referred to as "speculative position limits" or "position limits" on the maximum net long or net short position which any person or group of persons may own, hold, or control in particular futures contracts.

Under currently applicable regulations, the Fund as a whole will be required to comply with position limits as if it were a single trader. Position limits may prevent the Fund from acquiring positions which might otherwise have been highly profitable. Any violation of speculative position limits would lead to mandatory liquidation of positions, possibly on unfavorable terms.

Cover. Transactions using Derivative Instruments which are not transacted on or subject to the rules of a regulated futures contract exchange or securities exchange, other than purchased options, will expose the Fund to an obligation to another party. The Fund will not enter into any such transactions unless it owns either (1) an offsetting ("covered") position in securities or other options or futures contracts or (2) cash, receivables and/or short-term debt securities, with a value sufficient at all times to cover its potential obligations to the extent not covered as provided in (1) above.

Assets used as cover cannot be sold while the position in the corresponding Derivative Instrument is open, unless they are replaced with similar assets. As a result, the commitment of a large portion of the Fund's assets to cover could impede portfolio management or the Fund's ability to meet other current obligations.

Covered Straddles. The Fund may purchase and write (sell) covered straddles on securities or bond indices. A long straddle is a combination of a call and a put option purchased on the same security or on the same futures contract, where the exercise price of the put is less than or equal to the exercise price of the call. The Fund would enter into a long straddle when the Investment Adviser believes that it is likely that interest rates will be more volatile during the term of the option than the option pricing implies. A short straddle is a combination of a call and a put written on the same security where the exercise price of the put is less than or equal to the exercise price of the call. The Fund

would enter into a short straddle when the Investment Adviser believes that it is unlikely that interest rates will be as volatile during the term of the options as the option pricing implies.

Options. The Fund may purchase put and call options, and write covered put and call options, on debt securities and bond indices. The purchase of call options serves as a long hedge, and the purchase of put options serves as a short hedge. Writing covered put options can enable the Fund to enhance income by reason of the premiums paid by the purchasers of such options. However, if the market price of the underlying security declines to less than the exercise price on the option, minus the premium received, the Fund would expect to suffer a loss. Writing covered call options serves as a limited short hedge, because declines in the value of the hedged investment would be offset to the extent of the premium received for writing the option. However, if the security appreciates to a price higher than the exercise price of the call option, it can be expected that the option will be exercised, and the Fund will be obligated to sell the security at less than its market value.

The value of an option position will reflect, among other things, the current market value of the underlying investment, the time remaining until expiration, the relationship of the exercise price to the market price of the underlying investment, the historical price volatility of the underlying investment and general market conditions. Options normally have expiration dates of up to nine months. Options that expire unexercised have no value.

The Fund may effectively terminate its right or obligation under an option by entering into a closing transaction. For example, the Fund may terminate its obligations under a call option that it has written by purchasing an identical call option. This known as a closing purchase transaction. Conversely, the Fund may terminate a position in a put or call option it has purchased by writing an identical put or call option. This is known as a closing sale transaction. Closing transactions permit the Fund to realize profits or limit losses on an option position prior to its exercise or expiration.

The Fund may purchase or write both exchange-traded and OTC options. Exchange markets for options on debt securities exist but are relatively new, and these instruments are primarily traded on the OTC market. Exchange-traded options in the U.S. are issued by a clearing organization affiliated with the exchange on which the option is listed which, in effect, guarantees completion of every exchange-traded option transaction. In contrast, OTC options are contracts between the Fund and a counter-party (usually a securities dealer or a bank) with no clearing organization guarantee. Thus, when the Fund purchases or writes an OTC option, it relies on the party from whom it purchased the option or to whom it has written the option (the "counter-party") to make or take delivery of the underlying investment upon exercise of the option. Failure by the counter-party to do so would result in the loss of any premium paid by the Fund as well as the loss of any expected benefit of the transaction.

Generally, the OTC debt options used by the Fund will be European-style options. This means that the option is only exercisable immediately prior to its expiration. This is in contrast to American-style options, which are exercisable at any time prior to the expiration date of the option.

The Fund's ability to establish and close out positions in exchange-listed options depends on the existence of a liquid market. The Fund intends to purchase or write only those exchange-traded options for which there appears to be a liquid secondary market. However, there can be no assurance that such a market will exist at any particular time. Closing transactions can be made for OTC options only by negotiating directly with the counter-party, or by a transaction in the secondary market if any such market exists. Although the Fund will enter into OTC options only with contra parties that are expected to be capable of entering into closing transactions with the Fund, there is no assurance that the Fund will in fact be able to close out an OTC option position at a favorable price prior to expiration. In the event of insolvency of the counter-party, the Fund might be unable to close out an OTC option position at any time prior to its expiration.

If the Fund were unable to effect a closing transaction for an option it had purchased it would have to exercise the option to realize any profit. The inability to enter into a closing purchase transaction for a covered call option

written by the Fund could cause material losses because the Fund would be unable to sell the investment used as cover for the written option until the option expires or is exercised.

Guideline for Options on Securities. In view of the risks involved in using the options strategies described above, the Board of Directors has determined that the Fund may purchase a put or call option, including any straddles or spreads, only if the premium paid when aggregated with the premiums on all other options held by the Fund does not exceed 5% of the Fund's total assets. This guideline may be modified by the Board without Shareholder vote. Adoption of this guideline does not limit the percentage of the Fund's assets at risk to 5%.

Futures. The Fund may purchase and sell interest rate futures contracts and bond index futures contracts. The Fund may also purchase put and call options, and write covered put and call options, on futures in which it invests. The purchase of futures or call options thereon can serve as a long hedge, and the sale of futures or the purchase of put options thereon can serve as a short hedge. Writing covered call options on futures contracts can serve as a limited short hedge, using a strategy similar to that used for writing covered call options on securities or indices. Similarly, writing covered put options on futures contracts can serve as a limited long hedge.

The Fund may also write put options on interest rate futures contracts while at the same time purchasing call options on the same futures contracts in order synthetically to create a long futures contract position. Such options would have the same strike prices and expiration dates. The Fund will engage in this strategy only when it is more advantageous to the Fund than is purchasing the futures contract.

No price is paid upon entering into a futures contract. Instead, at the inception of a futures contract the Fund is required to deposit in a segregated account with its Custodian, in the name of the futures broker through whom the transaction was effected, "initial margin" consisting of cash, U.S. Government securities or other liquid, high-grade debt securities, in an amount generally equal to 2% to 5% or less of the contract, in accordance with applicable exchange rules. Unlike margin in securities transactions, initial margin on futures contracts does not represent a borrowing, but rather is in the nature of a performance bond or good-faith deposit that is returned to the Fund at the termination of the transaction if all contractual obligations have been satisfied. Under certain circumstances, such as periods of high volatility, the Fund may be required by an exchange to increase the level of its initial margin payment, and initial margin requirements might be increased generally in the future by regulatory actions.

Subsequent "variation margin" payments are made to and from the futures broker daily as the value of the futures position varies, a process known as "marking to market." Variation margin does not involve borrowing, but rather represents a daily settlement of the Fund's obligations to or from a futures broker. When the Fund purchases an option on a futures contract, the premium paid plus transaction costs is all that is at risk. In contrast, when the Fund purchases or sells a futures contract or writes a put or call option thereon, it is subject to daily variation margin calls that could be substantial in the event of adverse price movements. If the Fund has insufficient cash to meet daily variation margin requirements, it might need to sell securities at a time when such sales are disadvantageous.

Holders and writers of futures positions and options on futures can enter into offsetting closing transactions, similar to closing transactions on options, by selling or purchasing, respectively, an instrument identical to the instrument held or written. Positions in futures and options on futures may be closed only on an exchange or board of trade that provides a secondary market. The Fund intends to enter into futures transactions only on exchanges or boards of trade where there appears to be a liquid secondary market. However, there can be no assurance that such a market will exist for a particular contract at a particular time. Secondary markets for options on futures are currently in the development stage, and the Fund will not trade options on futures on any exchange or board of trade unless, in the Investment Adviser's opinion, the markets for such options have developed sufficiently that the liquidity risks for such options are not greater than the corresponding risks for futures.

Under certain circumstances, futures exchanges may establish daily limits on the amount that the price of a future or related option can vary from the previous day's settlement price; once that limit is reached, no trades may be made that day at a price beyond the limit. Daily price limits do not limit potential losses because prices could move

to the daily limit for several consecutive days with little or no trading, thereby preventing liquidation of unfavorable positions.

If the Fund was unable to liquidate a futures or related options positions due to the absence of a liquid secondary market or the imposition of price limits, it could incur substantial losses. The Fund would continue to be subject to market risk with respect to the position. In addition, except in the case of purchased options, the Fund would continue to be required to make daily variation margin payments and might be required to maintain the position being hedged by the future or option.

Certain characteristics of the futures market might increase the risk that movements in the prices of futures contracts or related options might not correlate perfectly with movements in the prices of the investments being hedged. For example, all participants in the futures and related options markets are subject to daily variation margin calls and might be compelled to liquidate futures or related options positions whose prices are moving unfavorably to avoid being subject to further calls. These liquidations could increase price volatility of the instruments and distort the normal price relationship between the futures or options and the investments being hedged. Also, because initial margin deposit requirements in the futures market are less onerous than margin requirements in the securities markets, there might be increased participation by speculators in the futures markets. This participation also might cause temporary price distortions. In addition, activities of large traders in both the futures and securities markets involving arbitrage, "program trading" and other investment strategies might result in temporary price distortions.

Guideline for Futures and Related Options. In view of the risks involved in using the futures and options strategies that are described above, the Board of Directors has determined that the Fund will not purchase or sell futures contracts or related options if, immediately thereafter, the sum of the amount of initial margin deposits on existing futures positions and initial margin deposits and premiums paid for related options would exceed 5% of the Fund's total assets. This guideline may be modified by the Board without Shareholder vote. For purposes of this guideline, options on futures contracts traded on a commodities exchange are considered "related options." Adoption of this guideline will not limit the percentage of the Fund's assets at risk to 5%.

The Fund may use the following derivative instruments:

Options on Debt Securities. A call option is a short-term contract pursuant to which the purchaser of the option, in return for a premium, has the right to buy the security underlying the option at a specified price at any time during the term of the option. The writer of the call option who receives the premium, has the obligation, upon exercise of the option during the option term, to deliver the underlying security against payment of the exercise price. A put option is a similar contract that gives its purchaser, in return for a premium, the right to sell the underlying security at a specified price during the option term. The writer of the put option, who receives the premium, has the obligation, upon exercise of the option during the option term, to buy the underlying security at the exercise price.

Options on Bond Indices. A bond index assigns relative values to the debt securities included in the index and fluctuates with changes in the market values of those debt securities. A bond index option operates in the same way as a more traditional option on a debt security, except that exercise of a bond index option is effective with cash payment and does not involve delivery of securities. Thus, upon exercise of a bond index option, the purchaser will realize, and the writer will pay, an amount based on the difference between the exercise price and the closing price of the bond index.

Interest Rate Futures Contracts. Interest rate futures contracts are bilateral agreements pursuant to which one party agrees to make, and the other party agrees to accept, delivery of a specified type of debt security or other interest rate instruments at a specified future time and at a specified price or its equivalent cash-settled value. Although such futures contracts by their terms call for actual delivery or acceptance of debt securities or other interest rate instruments, in most cases the contracts are closed out before the settlement date without the making or taking of delivery of the debt security or other interest rate instrument.

Options on Futures Contracts. Options on futures contracts are similar to options on securities, except that an option on a futures contract gives the purchaser the right, in return for the premium, to assume a position in a futures contract (a long position if the option is a call and a short position if the option is a put), rather than to purchase or sell a security, at a specified price at any time during the option term. Upon exercise of the option, the delivery of the futures position to the holder of the option will be accompanied by delivery of the accumulated balance that represents the amount by which the market price of the futures contract exceeds, in the case of a call, or is less than, in the case of a put, the exercise price of the option on the future. The writer of an option, upon exercise, will assume a short position in the case of a call and a long position in the case of a put.

Bond Index Futures. A bond index futures contract is a bilateral agreement pursuant to which one party agrees to accept, and the other party agrees to make, delivery of an amount of cash equal to a specified dollar amount times the difference between the bond index value at the close of trading of the contract and the price at which the futures contract is originally struck. No physical delivery of the debt securities comprising the index is made. Generally, contracts are closed out prior to the expiration date of the contract.

Swaps and Interest Rate Protection Transactions. The Fund may enter into interest rate and other swaps, including interest rate protection transactions, interest rate caps, collars and floors. Swap transactions involve an agreement between two parties to exchange payments that are based, respectively, on indices or specific securities or other assets, such as variable and fixed rates of interest that are calculated on the basis of a specified amount of principal (the "notional principal amount") for a specified period of time. Interest rate cap and floor transactions involve an agreement between two parties in which the first party agrees to make payments to the counterparty when a designated market interest rate goes above (in the case of a cap) or below (in the case of a floor) a designated level on predetermined dates or during a specified time period. Interest rate collar transactions involve an agreement between two parties in which the first party makes payments to the counterparty when a designated market interest rate goes above a designated level of predetermined dates or during a specified time period, and the counterparty makes payments to the first party when a designated market interest rate goes below a designated level on predetermined dates or during a specified time period.

The Fund will engage in swap transactions directly with other counterparties. This subjects the Fund to the credit risk that a counterparty will default on an obligation to the Fund. Such a risk contrasts with transactions done through exchange markets, wherein credit risk is reduced through the collection of variation margin and through the interposition of a clearing organization as the guarantor of all transactions. Clearing organizations transform the credit risk of individual counterparties into the more remote risk of the failure of the clearing organization. Additionally, the financial integrity of swap transactions is generally unsupported by other regulatory or self-regulatory protections such as margin requirements, capital requirements, or financial compliance programs. Therefore, there are much greater risks of defaults with respect to swap transactions than with respect to exchange-traded futures or securities transactions.

The Fund expects to enter into interest rate protection transactions to preserve a return or spread on a particular investment or portion of its portfolios to protect against any increase in the price of securities the Fund anticipates purchasing at a later date or to effectively fix the rate of interest that it pays on one or more borrowings or series of borrowings. The Fund intends to use these transactions as a hedge and not as a speculative investment.

The Fund may enter into swaps, caps, collars and floors on either an asset-based or liability-based basis, depending on whether it is hedging its assets or its liabilities, and will usually enter into interest rate swaps on a net basis, *i.e.*, the two payment streams are netted out, with the Fund receiving or paying, as the case may be, only the net amount of the two payments. Inasmuch as these transactions are entered into for good faith hedging purposes, the Investment Adviser and the Fund believe such obligations do not constitute debt securities and, accordingly, will not treat them as being subject to its borrowing restrictions.

The Fund will enter into such transactions only with banks and recognized securities dealers believed by the Investment Adviser to present minimal credit risks in accordance with guidelines established by the Fund's Board of

Directors. If there is a default by the other party to such a transaction, the Fund will have to rely on its contractual remedies (which may be limited by bankruptcy, insolvency or similar laws) pursuant to the agreements related to the transaction.

The swap market has grown substantially in recent years with a large number of banks and investment banking firms acting both as principals and as agents utilizing standardized swap documentation. Caps, collars and floors are more recent innovations for which documentation is less standardized, and accordingly, they are less liquid than swaps.

APPENDIX G**TAX-EQUIVALENT YIELD TABLE***

The following table illustrates the tax-equivalent yields an investor would need to obtain to match the after tax returns available from a tax-free investment:

<u>Tax-Free Yield</u>	<u>Taxable-Equivalent Yield (Maximum Individual Rate 33%)</u>
5.00%	7.46%
5.50%	8.21%
6.00%	8.96%
6.50%	9.70%
7.00%	10.45%
7.50%	11.19%
8.00%	11.94%

* For illustrative purposes only. The above yields do not represent a projection of the yields that will be obtained by the Fund. The table does not reflect the impact of the alternative minimum tax.

No person has been authorized to give any information or to make any representations in connection with this offering other than those contained in this Prospectus and, if given or made, such other information and representations must not be relied upon as having been authorized by the Fund or the Underwriter. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Fund since the date hereof or that the information contained herein is correct as of any time subsequent to its date. However, if any material change occurs while this Prospectus is required by law to be delivered, the Prospectus will be amended or supplemented accordingly. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the securities to which it relates. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful.

TABLE OF CONTENTS

	<u>Page</u>
ESTIMATED FUND EXPENSES	iii
SUMMARY	S-1
THE FUND	1
THE OFFERING	1
LIMITATIONS ON OFFERINGS AND TRANSFER OF SHARES	1
USE OF PROCEEDS	1
INVESTMENT OBJECTIVE AND POLICIES	2
OTHER INVESTMENT PRACTICES	4
SPECIAL CONSIDERATIONS AND RISK FACTORS	6
SPECIAL LEVERAGE CONSIDERATIONS	11
INVESTMENT RESTRICTIONS	14
MANAGEMENT OF THE FUND	15
VALUATION OF COMMON STOCK	17
PORTFOLIO TRANSACTIONS	18
DIVIDENDS AND OTHER DISTRIBUTIONS; DIVIDEND REINVESTMENT PLAN	20
REPURCHASE OF THE SHARES BY THE FUND	21
TAXATION	22
PUERTO RICO TAXATION	22
UNITED STATES TAXATION	26
DESCRIPTION OF CAPITAL STOCK	28
RULING OF THE COMMISSIONER	29
UNDERWRITING	31
LEGAL OPINIONS	32
INDEPENDENT ACCOUNTANTS	32
GENERAL INFORMATION	32
REPORT OF INDEPENDENT ACCOUNTANTS	33
TAX-FREE PUERTO RICO FUND, INC.	34
STATEMENT OF ASSETS AND CAPITAL	34
APPENDIX A - TYPES OF MUNICIPAL OBLIGATIONS	A-1
APPENDIX B - MORTGAGE-BACKED SECURITIES	B-1
APPENDIX C - FORM OF REPRESENTATION LETTER	C-1
APPENDIX D - RATINGS OF MUNICIPAL OBLIGATIONS AND DEBT SECURITIES	D-1
APPENDIX E - CERTAIN OTHER TYPES OF INVESTMENTS	E-1
APPENDIX F - HEDGING AND RELATED INCOME STRATEGIES	F-1
APPENDIX G - TAX-EQUIVALENT YIELD TABLE	G-1



Common Stock

Par Value \$0.01

PROSPECTUS

PaineWebber
Incorporated of Puerto Rico

