

## PRUDENTIAL INVESTMENTS Q&A

### PRUDENTIAL MONEYMART ASSETS TO CHANGE TO GOVERNMENT MONEY MARKET FUND

JANUARY 2015

**Q: What did the Board Approve?**

A: The Board of Trustees of Prudential MoneyMart Assets, Inc. (the “Fund”) approved changing the Fund into a government money market fund as defined by recent amendments to Rule 2a-7 under the Investment Company Act of 1940, which is the primary rule governing the operation of money market funds. When this change is implemented, the Fund will invest at least 99.5% of its assets in cash, government securities, and/or repurchase agreements collateralized fully by cash or government securities. In addition, the Fund’s name and RIC name will be changed to **Prudential Government Money Market Fund, Inc.** These changes are expected to be implemented on or about March 30, 2016.

**Q: Why was this change made?**

A: In July 2014, the Securities and Exchange Commission (the “SEC”) approved extensive reforms for money market funds intended to reduce the likelihood of heavy redemptions during times of economic stress, reduce potential disruption to the financial system resulting from those redemptions, and increase risk awareness for money market funds. As a result of these reforms, all money market providers will be required to implement changes to their money market products to conform to the new requirements by October 14, 2016.

**Q: What kinds of changes are required of money market funds as a result the SEC’s money market reforms?**

A: Key features of the money market reforms include:

- Requirement for institutional non-government money market funds to use a floating net asset value (“NAV”)
- Imposition of default liquidity fees on non-government money market funds under certain conditions, unless the fund’s board makes a determination that such fees are not appropriate
- Ability to institute liquidity fees and/or redemption gates under certain circumstances if the board of a money market fund determines that they are in the fund’s best interests
- New diversification requirements and enhanced stress testing requirements
- Additional reporting and disclosure requirements

**Q: Why will Prudential MoneyMart Assets change to a government money market fund?**

A: Prudential Investments believes that changing the Fund to a government money market fund is in the best interests of shareholders because it will allow the Fund to continue to maintain a stable \$1.00 NAV and maximize liquidity for shareholders by avoiding the imposition of fees and gates. Under the money market reforms, government money market funds are exempt from fees and gates unless the fund’s board determines to opt in. The Board has determined that the Fund should not opt into liquidity fees and redemption gates.

**Q: How would you compare the current investment strategy of the Fund to the approved government money market fund strategy?**

A:

Prudential MoneyMart Assets, Inc.	Prudential Government Money Market Fund, Inc.
<ul style="list-style-type: none"> <li>• Stable NAV</li> <li>• Money market (2a-7) fund</li> <li>• Invests in prime money market securities</li> </ul>	<ul style="list-style-type: none"> <li>• Stable NAV</li> <li>• Money market (2a-7) fund</li> <li>• Invests at least 99.5% of assets in government money market securities</li> </ul>

**Q: Are the Fund ID numbers and CUSIPs changing?**

A: No, Fund ID numbers, CUSIPs, and Nasdaq symbols will remain the same.

CURRENT FUND NAME/ RIC NAME	NEW FUND NAME/ RIC NAME	SHARE CLASS	FUND ID	CUSIP	TICKER
Prudential MoneyMart Assets, Inc./ Prudential MoneyMart Assets, Inc.	Prudential Government Money Market Fund, Inc./ Prudential Government Money Market Fund, Inc.	A*	0098	74440W102	MJAXX
		A*	0075	74440W409	PBMXX
		B	0248	74444W201	MJBXX
		C	0249	74440W300	MJCXX
		Z	0402	74440W805	PMZXX

\*Nasdaq symbol PBMXX is for Class A purchase only. Nasdaq symbol MJAXX is for Class A exchange only.

**Q: Will the Prudential Government Money Market Fund, Inc. be insured by the FDIC or SIPC?**

A: No. While minimizing risk is a primary Fund objective, no government, bank, or industry agency insures the Fund against potential losses. [Note: The Federal Deposit Insurance Corporation (FDIC) is a federal agency that insures \$250,000 per bank depositor, per insured bank for each account ownership category. In cases of a brokerage liquidation, the Securities Investor Protection Corporation (SIPC) is an industry corporation that, within limits, expedites the return of missing customer property by protecting each customer up to \$500,000 for securities and cash (including a \$250,000 limit for cash only).]

**Q: Are fund gains and income taxable?**

A: Yes. Dividends paid by the Fund which are sourced by net investment income and/or capital gains will continue to be taxable.

**Q: Do I have to take any action as a result of the change?**

A: No action on your part is required. Your assets in the Fund will automatically convert into the Prudential Government Money Market Fund, Inc. when the changes are implemented, which is expected to take place on or about March 30, 2016. The change will not be taxable.

**An investment in the Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The Fund's sponsor has no legal obligation to provide financial support to the Fund, and you should not expect that the sponsor will provide financial support to the Fund at any time. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so and it is possible to lose money by investing in the Fund. There is no assurance the Fund will be able to maintain a stable \$1.00 NAV per share or that the Fund's objective will be achieved.**

**The purchase of any investment product is not a condition to the provision or term of any banking service or activity. The guarantee on U.S. government securities applied only to the underlying securities of the Fund's portfolio and not to the value of the Fund's shares.**

The Fund may use **leveraging techniques**, which may magnify losses. These risks may result in greater share price volatility.

**Money Market Credit Quality** is calculated using both Moody's and S&P rating agencies. "A-1+&/or P-1" and "A-1&/or P-1" categories utilize the short-term ratings from the Moody's and S&P rating agencies. Unrated issues are Tier 1 A-1 &/or P-1 comparable.

Mutual fund investing involves risks. The investment return and principal value will fluctuate, and the investment, when sold, may be worth more or less than the original cost. There is no guarantee a fund's objectives will be achieved. The risks associated with each fund are explained more fully in each fund's respective prospectus. For tax advice, clients should consult their tax professional regarding their particular situation.

Class Z shares are available to institutional investors through certain retirement, mutual fund wrap and asset allocation programs, and to institutions at an investment minimum of \$5,000,000. Performance by share class may vary. Other share classes, which contain either a sales load or a contingent deferred sales charge, are also available. These expenses could lower total fund return. Please see the prospectus for additional information about fees, expenses and investor eligibility requirements.

**Consider a fund's investment objectives, risks, charges, and expenses carefully before investing. The prospectus and summary prospectus contain this and other information about the fund. Contact the Prudential Investments Sales Desk at (800) 257-3893 to obtain the prospectus and summary prospectus. Read them carefully before investing.**

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**Mutual  
Funds:**

Are not insured by the FDIC or any federal government agency	May lose value	Are not a deposit of or guaranteed by any bank or any bank affiliate
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