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**N. M. RAIJI & CO.**  
*Chartered Accountants*  
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### **AUDITORS' REPORT**

The Board of Directors,  
ICICI Prudential Trustee Company Private Limited

We have audited the attached Balance Sheet as at March 31, 2011, and the Revenue Account for the year ended on that date, annexed thereto of ICICI Prudential Sweep Plan (the scheme), of ICICI Prudential Mutual Fund. These financial statements are prepared in accordance with SEBI (Mutual Fund) Regulations, 1996 (the Regulations) and are the responsibility of the Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the Standards on Auditing issued by Institute of Chartered Accountants of India. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. We have obtained all information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit.
  2. The Balance Sheet and the Revenue Account referred to above are in agreement with the books of accounts of the Scheme.
  3. The accounts have been prepared in accordance with the accounting policies adopted by the trustees of the Fund and as specified in the Ninth Schedule to the Regulations.
  4. In our opinion, valuation methods for Non Traded Securities, if any, adopted by the scheme are fair and reasonable and are in accordance with the guidelines for valuation issued by SEBI and approved by the Trustee.
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5. Without qualifying our opinion, we draw attention to note no.1 in Schedule 9 of the financial statements whereby the management has not provided the Cash Flow Statement and Segment Reporting for reasons mentioned therein.
  
6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements read with the accounting policies and notes to accounts attached thereto, give the information required as per the Regulations and give a true & fair view in accordance with the generally accepted accounting principles in India:
  - a. in the case of Balance Sheet, of the state of affairs of the scheme as at March 31, 2011; and
  
  - b. in the case of Revenue Account, of the surplus of the scheme for the year ended on that date.

For N.M.RAIJI & CO.  
Chartered Accountants  
Firm Reg. No:108296W



J. M. GANDHI  
Partner  
Membership No. 37924

Place: Mumbai

Dated: June 21, 2011


**ICICI Prudential Mutual Fund  
Scheme-ICICI Prudential Sweep Plan  
Balance Sheet as at March 31, 2011**

	Schedule No.	March 31, 2011 Amount (₹)	March 31, 2010 Amount (₹)
<b>LIABILITIES</b>			
Unit Capital	1	479,170,670	11,641,815
Reserves & Surplus	2	269,380,913	1,757,069
<b>Unitholders' Funds</b>		<b>748,551,583</b>	<b>13,398,884</b>
Current Liabilities & Provisions	3	348,581	404,839
		<b>748,900,164</b>	<b>13,803,723</b>
<b>ASSETS</b>			
Investments	4	748,315,644	13,288,560
Other Current Assets	5	584,520	515,163
		<b>748,900,164</b>	<b>13,803,723</b>


Significant Accounting Policies and Notes forming part of the Accounts 9


As per our Report Attached

**For N.M. Raiji & Co.**  
Chartered Accountants  
Firm Reg No: 108296W

  
**J.M. Gandhi**  
Partner  
Membership No.37924

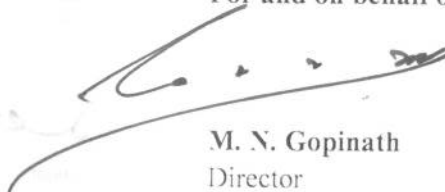
**For ICICI Prudential Asset Management Company Ltd.**

  
**Nimesh Shah**  
Managing Director

  
**Dileep Choksi**  
Director

  
**Devang Shah**  
Fund Manager

**For and on behalf of ICICI Prudential Trust Ltd.**

  
**M. N. Gopinath**  
Director

  
**M S Parthasarathy**  
Director

  
**Vinod Dhall**  
Director

Place: Mumbai  
Date: June 21, 2011

ICICI Prudential Mutual Fund  
Scheme-ICICI Prudential Sweep Plan  
Revenue Account For The Year Ended March 31, 2011

	Schedule No.	Year Ended March 31, 2011 Amount (₹)	Year Ended March 31, 2010 Amount (₹)
<b>INCOME</b>			
Interest	6	3,309,232	993,838
Amortisation of Premium/Discount		-	94,044
Other Income		85,139	-
		<u>3,394,371</u>	<u>1,087,882</u>

**EXPENSES & LOSSES**

Net Change in Marked to Market value of Investments		-	5,623
Loss on sale/redemption of Investments (other than inter-scheme sale/transfer)		7,323	-
Loss on Inter-Scheme sale/transfer of Investments		-	1,940
Management Fees (Including Service Tax)		102,859	75,945
Trusteeship Fees		550	-
Marketing and Distribution Expenses		15,786	2,792
Audit Fees		5,871	417
Commission to Agents		63,554	3,150
Custodian Fees		950	592
Registrar & Transfer Agent's Fees & Expenses		7,620	18,164
Other Operating Expenses	7	5,381	6,624
Surplus for the Year		3,184,477	972,635
		<u>3,394,371</u>	<u>1,087,882</u>

Surplus for the Year	3,184,477	972,635
Add: Write back of provision for Unrealised Appreciation on Investments	-	5,623
Less: Provision for unrealised appreciation on Investments	-	-
Add/(Less) : Income Equalisation	264,816,486	(641,198)
	268,000,963	337,060
Surplus brought forward	1,757,069	2,066,828
Amount available for Income Distribution	269,758,032	2,403,888
Less: Dividend Paid (Including Distribution Tax, if any)	489,255	646,819
<b>Surplus carried forward to Balance Sheet</b>	<u>269,268,777</u>	<u>1,757,069</u>

Significant Accounting Policies and Notes forming 9  
part of the Accounts

As per our Report Attached

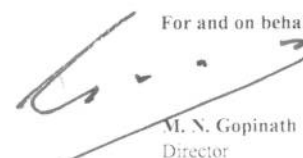
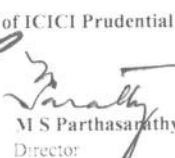

For N.M. Rajji & Co.  
Chartered Accountants  
Firm Reg. No: 108296W

  
J.M. Gandhi  
Partner  
Membership No 37924

For ICICI Prudential Asset Management Company Ltd.

  
Nimesh Shah      Dileep Choksi        
Managing Director      Director      Fund Manager

For and on behalf of ICICI Prudential Trust Ltd.

  
M. N. Gopinath        
Director      Director        
Vinod Dhali  
Director

Place: Mumbai  
Date: June 21, 2011

ICICI Prudential Mutual Fund  
Scheme-ICICI Prudential Sweep Plan  
Schedules Forming Part of the Accounts

	March 31, 2011 Amount (₹)	March 31, 2010 Amount (₹)
<b>1 UNIT CAPITAL</b>		
Unit Capital	479,170,670	11,641,815
	<u>479,170,670</u>	<u>11,641,815</u>
Number of Units of Face Value Rs.100	4,791,706.7	116,418.2
<b>2 RESERVES &amp; SURPLUS</b>		
Unit Premium Reserve		
Opening Balance	-	291,186
Additions / (Deductions) during the year	<u>112,136</u>	<u>(291,186)</u>
Closing Balance	112,136	-
Surplus in Revenue Account	269,268,777	1,757,069
	<u>269,380,913</u>	<u>1,757,069</u>
<b>3 CURRENT LIABILITIES &amp; PROVISIONS</b>		
<b>A Current Liabilities</b>		
Management Fees Payable	30,124	2,788
Trusteeship Fees Payable	550	224
Dividend Payable	-	53
Redemption Dues Payable	8	759
Other Liabilities	4,119	1,042
Liability for Expenses Accrued	313,780	399,973
	<u>348,581</u>	<u>404,839</u>
<b>B Provisions</b>	-	-
<b>4 INVESTMENTS (Marked to Market)</b>		
Commercial Paper/Certificate of Deposits & Others	733,981,450	3,974,795
Collateralised Borrowing & Lending Obligation	14,334,194	9,313,765
	<u>748,315,644</u>	<u>13,288,560</u>

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ICICI Prudential Mutual Fund  
Scheme-ICICI Prudential Sweep Plan  
Schedules Forming Part of the Accounts

	March 31, 2011 Amount (₹)		March 31, 2010 Amount (₹)
<b>5 OTHER CURRENT ASSETS</b>			
Balances with Banks in Current Account	47,665		153,299
Receivable from Asset Management Company	8,583		59,134
Outstanding and Accrued Income	244,881	14,999	
Less: Provision for Outstanding Accrued Income considered doubtful	-	-	
	<u>244,881</u>		<u>14,999</u>
Receivable against Units Issued	13,634		60,141
Other Assets	269,757		227,590
	<u><u>584,520</u></u>		<u><u>515,163</u></u>
<b>6 INTEREST INCOME</b>			
Commercial Paper/Certificate of Deposits & Others	1,088,827		395,022
Government of India Securities	-		149,827
Collateralised Borrowing & Lending Obligation	2,220,405		448,989
	<u><u>3,309,232</u></u>		<u><u>993,838</u></u>
<b>7 OTHER OPERATING EXPENSES</b>			
Bank Charges	462		1,289
Postal and Mailing Charges	248		1,028
Printing & Stationery	485		737
Investor Service Charges	4,186		3,570
	<u><u>5,381</u></u>		<u><u>6,624</u></u>

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Scheme - ICICI Prudential Sweep Plan  
Schedule Forming Part of Accounts

Schedule - 8  
Holding Statement as on March 31, 2011

Sr.No.	Particulars	Market Value (₹)
	<b><u>Certificate of Deposits</u></b>	
1	Central Bank Of India	195,879,000
	Dhanlaxmi Bank Ltd	147,055,650
	Punjab & Sindh Bank	195,577,000
	Punjab National Bank	195,469,800
		<b><u>733,981,450</u></b>
2	<b>Collateralised Borrowing &amp; Lending Obligation</b>	<b>14,334,194</b>
	Balance with Banks	47,665
	Net Current Assets Value	188,274
	<b>Total Net Assets Value</b>	<b><u>748,551,583</u></b>





**ICICI Prudential Mutual Fund  
Scheme - ICICI Prudential Sweep Plan**

**Schedule 9: Significant accounting policies and Notes forming part of the accounts for the year ended March 31, 2011**

**A. Significant accounting policies**

1. The method of accounting is on accrual basis. The accounts are prepared as stipulated under SEBI Mutual Fund Regulations, 1996 wherein Cash Flow Statement and Segment Reporting are not required, accordingly Accounting Standard - 3 and Accounting Standard - 17 have not been considered as applicable to the scheme.

**2. Investments**

a) Purchase and sale of securities are accounted on trade dates. Cost of investments includes brokerage, stamps fees, transaction charges (Government securities) and any losses on account of immediate sale of non-convertible portion of debentures under "Khokha" buy-back scheme and excludes custodian fees. The cost is net of front-end fees and incentives. In case of devolvement, the cost is net of underwriting commission earned.


**b) Valuation for Performing Investments:**

For the purpose of the financial statements, the Fund marks all investments to market and carries investments in the Balance Sheet at the market value. Unrealised gain, if any, arising out of appreciation of the investments, is carried to the Balance Sheet.

- Traded debt and money market securities (other than Government Securities of over 91 days to maturity) are valued at the weighted average price at which they are traded on the particular valuation day. For this purpose securities traded on recognised stock exchanges are only considered.
- Non-traded /Thinly traded Debt and money market securities of upto 91 days of maturity are valued on the basis of amortisation (Cost plus accrued interest basis) as prescribed by SEBI.

c) An investment is regarded as non-performing, if interest/principal amount has not been received or has remained outstanding for one quarter from the day such income/instalment has fallen due.

d) Investments include contracts for purchase of securities and exclude contracts for sale of securities, for which deliveries are not received/collected.

   
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### 3. Income Recognition

- a) Profit or loss on sale of investments is arrived at by applying weighted average cost on trade date.
- b) Interest on debentures and other fixed income investments is recognised on accrual basis.
- c) Income on non-performing assets (NPA) is recognised on cash basis.
- d) Other income of miscellaneous nature is accounted for when there is certainty of collection.

### 4. Income Equalisation Reserve and Unit Premium Reserve

In case of open-ended scheme, when units are purchased / sold by the Scheme at NAV based price, amount representing unrealised appreciation per unit is transferred to Unit Premium Reserve.

The balance amount of the purchase/sale price after reducing the face value of unit is transferred to Income Equalisation account and the net balance in this account is credited or debited to the Revenue Account at the year end.

Distributable surplus per unit is arrived after excluding both unit premium reserve and unrealised appreciation from NAV.

### 5. Provisions

Provision is made by charge to the Revenue Account, in respect of:

- a) Non Performing Debt Securities as per the Guidelines prescribed by SEBI.
- b) Interest Outstanding for more than one quarter beyond the due date.
- c) Securities where the certificates are not traceable for a protracted period.
- d) Assets other than investments, which in the opinion of the Trustees have suffered substantial impairment in their value.

### 6. Entry and Exit Load

- i) No entry load is charged on fresh purchase applications received after August 1, 2009.
- ii) Exit load charged above 1% is recognised as income of the scheme immediately.
- iii) Exit load charged upto 1% is utilised for meeting distribution & marketing expenses. Unutilised amount of load collected is carried forward to subsequent years unless the same is considered excess by the Trustees. In the event the load is considered excess by the Trustees, the same would be recognised as income.

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## Scheme - ICICI Prudential Sweep Plan

### B. Notes Forming Part of the Accounts

- The Scheme has two plans Regular and Cash. A combined balance sheet and revenue account is prepared for the scheme, as investment portfolio is common for all the plans.
- In accordance with SEBI circulars, SEBI/IMD/CIR No.16/ 193388/2010 dated February 2, 2010 and Cir / IMD / DF / 4 / 2010 dated June 21, 2010 valuation of debt and money market instruments were changed with effect from August 1, 2010 and accordingly:
  - Traded debt and money market securities (other than Government Securities of over 91 days to maturity) are valued at the weighted average price at which they are traded on particular valuation day. Upto July 31, 2010 these were valued based on closing traded price.
  - Non Traded debt and money market securities, including floating rate securities, with residual maturity of upto 91 days are valued on amortization basis. Upto July 31, 2010, non traded debt securities with residual maturity of upto 182 days and money market/ floating rate securities were valued on amortization basis.
  - All non traded money market and debt securities, including floating rate securities, with residual maturity of over 91 days are valued at benchmark yield/ matrix of spread over risk free benchmark yield obtained from agencies entrusted for the said purpose by AMFI. Upto July 31, 2010, non traded debt securities with residual maturity of over 182 days were valued at benchmark yield/ matrix of spread over risk free benchmark yield obtained from agencies entrusted for the said purpose by AMFI.

The impact of the change in the basis of valuation of debt and money market instruments on the financial statements is not material.

### 3. Net Asset Value Per Unit (NAV):

	Year ended March 31, 2011			Year ended March 31, 2010		
	Net Asset Value Per Unit (₹)	Units	Dividend Declared during the year*	Net Asset Value Per Unit (₹)	Units	Dividend Declared during the year*
Face Value (₹)		100			100	
Option						
Cash Fortnightly Dividend Option	100.3780	13,857.42	5.1120	100.2600	2,229.84	2.9866
Cash Monthly Dividend Option	100.3997	5,322.52	5.1216	100.2811	8,749.26	2.8864
Cash Growth Option	135.9272	23,901.13	-	129.0334	57,150.00	-
Cash Daily Dividend Option	100.0115	21,622.40	5.2265	100.0100	33,089.73	3.1131
Cash Weekly Dividend Option	100.1303	26,758.54	5.1543	100.0645	13,341.90	3.1044
Regular Growth Option	157.1270	4,700,244.71	-	150.3835	1,857.42	-

\* Includes Distribution Tax

4. The Cost and Market /Fair Value of investments are as shown below:

(₹ in millions)

	As at		As at	
	March 31, 2011		March 31, 2010	
Investments	Cost	Market / Fair Value	Cost	Market / Fair Value
Collateralised Lending (CBLO)	14.33	14.33	9.31	9.31
Government Securities	-	-	-	-
Commercial Paper/Certificate of Deposit	733.98	733.98	3.97	3.97
<b>TOTAL</b>	<b>748.31</b>	<b>748.32</b>	<b>13.28</b>	<b>13.28</b>

Unrealised appreciation/(depreciation) in value of investments is NIL (Previous year Nil).

5. Industry- wise classification of Investments:

As per Annexure I

6. Aggregate value of purchases and sales of investments during the year as a percentage of average NAV

(₹ in millions)

	Year ended		Year ended	
	March 31, 2011		March 31, 2010	
Average Net Assets	86.06		30.74	
	Aggregate Value	Percentage of Average Net Assets	Aggregate Value	Percentage of Average Net Assets
Purchases	29,144.21	33863.20%	4,446.32	14465.58%
Sales	28,413.87	33014.60%	4,482.36	14582.83%

7. Management fees

Management fees are paid on the basis of terms of the Offer Document to ICICI Prudential Asset Management Company Limited. The Computation for the same is as under

(₹ In millions)

	Year Ended	Year Ended
	March 31, 2011	March 31, 2010
Average Net Assets	86.06	30.74
Management Fees charge on Average Net Assets (%)		
Retail	0.45%	0.45%
Cash	0.08%	0.22%
Management Fees	0.09	0.07

Management Fees are computed after adjusting for units held by AMC, if any.

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**8. Income and Expenditure as a % of Average Net Asset Value:**

(₹ in millions)

	Year ended March 31, 2011		Year ended March 31, 2010	
Average Net Assets	86.06		30.74	
	<b>Aggregate value</b>	<b>Percentage of Average Net Assets</b>	<b>Aggregate value</b>	<b>Percentage of Average Net Assets</b>
Total Income (including profit on sale of investments and profit on inter-scheme transfers, excluding net change in unrealised appreciation in value of investments)	3.39	3.94%	1.09	3.54%
Total Expenditure (including loss on sale of investments and loss on inter-scheme transfers, excluding net change in unrealised depreciation in value of investments)	0.21	0.24%	0.11	0.36%

**9. Movement in Unit Capital**

	Year ended March 31, 2011		Year ended March 31, 2010	
	No. of units	Amount (₹)	No. of units	Amount (₹)
Balance at the beginning of the year/Initial Subscription	116,418.15	11,641,815	439,327.96	43,932,796
Issued during the year	186,759,145.19	18,675,914,519	10,817,735.75	1,081,773,575
Repurchased during the year	182,083,856.62	18,208,385,662	11,140,645.56	1,114,064,556
Balance at the close of the year	4,791,706.72	479,170,672	116,418.15	11,641,815

**10. Unclaimed Redemption Amount:**

There is no Unclaimed Redemption amount. Redemption Payable, if any, represents the amount payable against Redemption request received at the end of the year.

*(Handwritten mark)*

11. a. In the following cases, the Schemes of the mutual fund have invested in a company, which holds more than 5% of the Net Asset Value of any Scheme of ICICI Prudential Mutual Fund during the financial year ended March 31, 2011.

As per Annexure II

- b. Investments made by schemes in Sponsor/Associates/Group Companies.

As per Annexure III

- c. Details of investors holding units in the Scheme over 25% of the NAV are as follows:

Particulars	No. of Investors	Holding(%)
March 31, 2011	1	65.87%
March 31, 2010	1	25.95%

12. a. Subscription by the Schemes (excluding Secondary Market Purchases) in the issues lead managed by the associate company:

As per Annexure IV

- b. Charges paid to associates/related parties/group companies of Sponsor/AMC

As per Annexure V

13. Non-Traded securities in the portfolio:

(₹ In millions)

Particulars	As at March 31, 2011	As at March 31, 2010
Aggregate value of non traded Money Market Instruments	733.98	3.97
Aggregate value of non traded Debt	-	-

14. The audited results for the year ended March 31, 2011 have been placed by the ICICI Prudential Asset Management Company Limited and approved by the Trustees in the meeting of the Board of Directors of ICICI Prudential Trust Limited held June 21, 2011.

15. A complete list of investments of the Scheme is given in Schedule 8.

16. Previous year figures are regrouped wherever necessary.

## Scheme - ICICI Prudential Sweep Plan

Annexure I

Value of investments falling under each major industry group to the total investment in each major classification

Privately Placed Debentures / Bonds / Debentures Bonds Listed / Awaiting Listing  
/ Government Securities / Money Market Instruments

(₹ in millions)

Industry	As at March 31, 2011		As at March 31, 2010	
	Market / Fair Value	% of Classification	Market / Fair Value	% of Classification
Banks	733.99	98.08%	3.97	29.89%
Collateralised Lending (CBLO)	14.33	1.92%	9.31	70.11%
<b>TOTAL</b>	<b>748.32</b>	<b>100.00%</b>	<b>13.28</b>	<b>100.00%</b>





Historical Per Unit Statistics (on the basis of closing units )				
Scheme - ICICI Prudential Sweep Plan				
		31-Mar-11	31-Mar-10	31-Mar-09
		₹.	₹.	₹.
A	<b>NET ASSET VALUE</b>			
	Growth Option	157.1270	150.3835	146.7240
	Cash Option - Daily Dividend	100.0115	100.0100	100.0100
	Cash Option - Weekly Dividend	100.1303	100.0645	100.0540
	Cash Option - Growth	135.9272	129.0334	125.0310
	Cash Option - Monthly Dividend	100.3997	100.2811	100.0450
	Cash Option - Fortnightly Dividend	100.3780	100.2600	100.3710
B	i Income other than profit on sale of Investment	0.7084	9.3446	214.7784
	ii Income from profit on interscheme Sales / transfer of investment	-	-	0.7113
	iii Income from profit on sale of Investment	-	-	0.7978
	iv Transfer to Revenue Account from past year's Reserve	-	-	-
C	Aggregate of Expenses, Write off, amortisation and charges	0.0438	0.9416	17.9019
D	Net Income	0.6646	8.4030	198.3856
E	i Net change in Marked to Market value of Investments	-	(0.0483)	(0.1893)
	ii Unrealised Appreciation/(Depreciation) per unit	-	-	0.0128
F	(a) <b>Repurchase Price</b>			
	Highest during the year / Period			
	Growth Option	157.1270	150.3835	146.7240
	Cash Option - Daily Dividend	100.0115	100.0270	100.0100
	Cash Option - Weekly Dividend	100.2150	100.2310	100.3020
	Cash Option - Growth	135.9272	129.0334	125.0310
	Cash Option - Monthly Dividend	100.7455	100.5262	100.9440
	Cash Option - Fortnightly Dividend	100.5504	100.4210	100.6480
	Lowest during the year / Period			
	Growth Option	150.3998	146.7380	136.9950
	Cash Option - Daily Dividend	100.0100	100.0100	100.0100
	Cash Option - Weekly Dividend	100.0460	100.0440	100.0360
	Cash Option - Growth	129.0497	125.0450	116.0470
	Cash Option - Monthly Dividend	100.2366	100.0560	100.0360
	Cash Option - Fortnightly Dividend	100.2139	100.1400	100.0460
	(b) <b>Resale Price</b>			
	Highest during the year / Period			
	Growth Option	157.1270	150.3835	146.7240
	Cash Option - Daily Dividend	100.0115	100.0270	100.0100
	Cash Option - Weekly Dividend	100.2150	100.2310	100.3020
	Cash Option - Growth	135.9272	129.0334	125.0310
	Cash Option - Monthly Dividend	100.7455	100.5262	100.9440
	Cash Option - Fortnightly Dividend	100.5504	100.4210	100.6480
	Lowest during the year / Period			
	Growth Option	150.3998	146.7380	136.9950
	Cash Option - Daily Dividend	100.0100	100.0100	100.0100
	Cash Option - Weekly Dividend	100.0460	100.0440	100.0360
	Cash Option - Growth	129.0497	125.0450	116.0470
	Cash Option - Monthly Dividend	100.2366	100.0560	100.0360
	Cash Option - Fortnightly Dividend	100.2139	100.1400	100.0460
	(c) <b>Trading Price</b>	N/A	N/A	N/A
	<b>Price-earning Ratio (Traded Price / Net Income)</b>	N/A	N/A	N/A
G	Ratio of Recurring Expenses (excluding loss on sale of Investment, write off and net change in marked to market value of investment) to Average Net Assets by percentage - for Regular Option	1.00%	1.00%	0.97%
	Ratio of Recurring Expenses (excluding loss on sale of Investment, write off and net change in marked to market value of investment) to Average Net Assets by percentage - for Cash Option	0.17%	0.35%	0.62%
H	Ratio of Gross Income (including unrealised appreciation) to Average Net Assets by percentage	3.94%	3.54%	8.04%

Note:1 The Highest and the Lowest Repurchase Price have been determined without considering the applicable Exit Load, if any.

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