Dreyfus Money Market Fund

SEMI-ANNUAL FINANCIALS AND OTHER INFORMATION

May 31, 2025

Share Class	Ticker
Wealth Shares	GMMXX
Service Shares	GMBXX
Premier Shares	GMGXX

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Contents

THE FUND

Please note the Semi-Annual Financials and Other Information only contains Items 7-11 required in Form N-CSR. All other required items will be filed with the Securities and Exchange Commission (the "SEC").

Item 7. Financial Statements and Financial Highlights for Open-End Management Investment Companies.

Dreyfus Money Market Fund
STATEMENT OF INVESTMENTS
May 31, 2025 (Unaudited)

Description	Annualized Yield (%)	Maturity Date	Principal Amount ($)	Value ($)
Commercial Paper — 32.7%				
Australia & New Zealand Banking Group Ltd., (1 Month SOFR + 0.16%)[(a),(b)]	4.51	6/2/2025	10,000,000	10,000,000
Bank of Montreal, (3 Month SOFR + 0.25%)[(b)]	4.60	6/2/2025	10,000,000	10,000,000
Bedford Row Funding Corp.[(a),(c)]	4.35	9/10/2025	15,000,000	14,821,567
Bedford Row Funding Corp., (1 Month SOFR + 0.27%)[(a),(b)]	4.62	6/2/2025	17,000,000	17,000,000
CDP Financial, Inc.[(a),(c)]	4.40	6/3/2025	20,000,000	19,995,178
Collateralized Commercial Paper FLEX Co. LLC[(a)]	4.48	11/25/2025	10,000,000	10,000,000
Collateralized Commercial Paper V Co. LLC, (1 Month SOFR + 0.32%)[(b)]	4.67	6/2/2025	20,000,000	20,000,000
Collateralized Commercial Paper V Co. LLC, (1 Month SOFR + 0.38%)[(b)]	4.73	6/2/2025	18,000,000	18,000,000
Collateralized Commercial Paper V Co. LLC, (1 Month SOFR + 0.40%)[(b)]	4.75	6/2/2025	15,000,000	15,000,000
Commonwealth Bank of Australia, (1 Month SOFR + 0.25%)[(a),(b)]	4.60	6/2/2025	15,000,000	15,000,000
DBS Bank Ltd.[(a),(c)]	4.36	9/8/2025	10,000,000	9,883,125
DBS Bank Ltd.[(a),(c)]	4.48	8/1/2025	10,000,000	9,925,699
DNB Bank ASA[(a),(c)]	4.41	7/9/2025	10,000,000	9,954,294
DNB Bank ASA[(a),(c)]	4.45	2/13/2026	20,000,000	19,391,767
DZ Bank AG (New York)[(a),(c)]	4.44	8/26/2025	19,000,000	18,803,466
ING US Funding LLC[(a),(c)]	4.42	7/10/2025	15,000,000	14,929,556
ING US Funding LLC, (1 Month SOFR + 0.22%)[(a),(b)]	4.57	6/2/2025	10,000,000	9,999,438
ING US Funding LLC, (1 Month SOFR + 0.25%)[(a),(b)]	4.60	6/2/2025	10,000,000	10,000,000
ING US Funding LLC, (1 Month SOFR + 0.25%)[(b)]	4.60	6/2/2025	15,000,000	15,000,000
ING US Funding LLC, (1 Month SOFR + 0.26%)[(a),(b)]	4.61	6/2/2025	10,500,000	10,500,000
Liberty Street Funding LLC[(a),(c)]	4.37	9/8/2025	20,000,000	19,765,700
Liberty Street Funding LLC[(a),(c)]	4.45	7/7/2025	10,000,000	9,956,300
Liberty Street Funding LLC[(a),(c)]	4.46	7/1/2025	18,000,000	17,934,300
LMA-Americas LLC[(a),(c)]	4.45	7/21/2025	11,583,000	11,512,859
Macquarie Bank Ltd., (1 Month SOFR + 0.24%)[(a),(b)]	4.59	6/2/2025	10,000,000	10,000,000
National Australia Bank Ltd., (1 Month SOFR + 0.20%)[(a),(b)]	4.55	6/2/2025	10,000,000	10,000,000
National Australia Bank Ltd., (1 Month SOFR + 0.30%)[(a),(b)]	4.65	6/2/2025	10,000,000	10,000,000
Nordea Bank Abp[(a),(c)]	4.47	2/26/2026	5,000,000	4,839,875
Nordea Bank Abp, (1 Month SOFR + 0.19%)[(a),(b)]	4.54	6/2/2025	7,000,000	7,000,000
Nordea Bank Abp, (1 Month SOFR + 0.20%)[(a),(b)]	4.55	6/2/2025	11,000,000	11,000,000
Nordea Bank Abp, (1 Month SOFR + 0.20%)[(a),(b)]	4.55	6/2/2025	7,000,000	7,000,000
NRW Bank[(a),(c)]	4.42	11/7/2025	20,000,000	19,622,375
Old Line Funding, LLC[(a),(c)]	4.40	7/8/2025	10,000,000	9,955,600
Old Line Funding, LLC[(a),(c)]	4.56	6/3/2025	6,500,000	6,498,375
Paradelle Funding LLC, (1 Month SOFR + 0.32%)[(b)]	4.67	6/2/2025	14,000,000	14,000,000
Podium Funding Trust[(c)]	4.44	9/24/2025	5,000,000	4,931,000
Podium Funding Trust[(c)]	4.47	7/10/2025	15,000,000	14,928,663
Podium Funding Trust[(c)]	4.50	10/9/2025	10,000,000	9,842,194
Podium Funding Trust, (1 Month SOFR + 0.29%)[(b)]	4.64	6/2/2025	20,000,000	20,000,000
Royal Bank of Canada[(a),(c)]	4.50	11/10/2025	8,400,000	8,235,570
Skandinaviska Enskilda Banken AB[(a),(c)]	4.44	10/22/2025	7,038,000	6,917,787
Skandinaviska Enskilda Banken AB, (3 Month SOFR + 0.30%)[(a),(b)]	4.65	6/2/2025	17,000,000	17,000,000
Sumitomo Mitsui Banking Corp.[(a),(c)]	4.44	7/2/2025	20,000,000	19,924,911
Svenska Handelsbanken AB[(a),(c)]	4.42	9/3/2025	15,000,000	14,831,192
Swedbank AB[(a),(c)]	4.41	10/17/2025	10,000,000	9,836,125
Swedbank AB[(a),(c)]	4.47	10/15/2025	10,000,000	9,836,233
Swedbank AB, (1 Month SOFR + 0.22%)[(a),(b)]	4.57	6/2/2025	16,000,000	16,000,000

Description	Annualized Yield (%)	Maturity Date	Principal Amount ($)	Value ($)
Commercial Paper — 32.7% (continued)				
The Toronto-Dominion Bank[(a),(c)]	4.56	6/4/2025	20,000,000	19,992,500
Toyota Motor Credit Corp.[(c)]	4.42	6/16/2025	10,000,000	9,981,875
Toyota Motor Credit Corp.[(c)]	4.46	10/20/2025	20,000,000	19,661,600
Victory Receivables Corp.[(a),(c)]	4.43	7/1/2025	19,000,000	18,931,125
Westpac Banking Corp.[(a),(c)]	4.44	3/27/2026	12,000,000	11,578,410
Westpac Securities NZ Ltd.[(a),(c)]	4.43	10/30/2025	10,000,000	9,820,058
Total Commercial Paper (cost $689,538,717)				**689,538,717**
Negotiable Bank Certificates of Deposit — 18.3%				
Bank of America NA	4.40	2/20/2026	20,000,000	20,000,000
Bank of America NA	4.45	10/3/2025	17,000,000	17,000,000
Bank of America NA	4.50	2/11/2026	10,000,000	10,000,000
Bank of America NA, (1 Month SOFR + 0.27%)[(b)]	4.62	6/2/2025	15,000,000	15,000,000
Bank of Nova Scotia	4.55	12/4/2025	10,000,000	10,000,000
Bank of Nova Scotia, (3 Month SOFR + 0.31%)[(b)]	4.66	6/2/2025	11,000,000	11,000,000
Canadian Imperial Bank of Commerce (New York), (1 Month SOFR + 0.25%)[(b)]	4.60	6/2/2025	15,500,000	15,500,000
Canadian Imperial Bank of Commerce (New York), (1 Month SOFR + 0.35%)[(b)]	4.70	6/2/2025	12,000,000	12,000,000
Canadian Imperial Bank of Commerce (New York), (1 Month SOFR + 0.40%)[(b)]	4.75	6/2/2025	15,000,000	15,000,000
Citibank NA	4.37	12/19/2025	15,000,000	15,000,000
Citibank NA, (1 Month SOFR + 0.27%)[(b)]	4.62	6/2/2025	13,500,000	13,500,000
Citibank NA, (1 Month SOFR + 0.32%)[(b)]	4.67	6/2/2025	15,000,000	15,000,000
Cooperatieve Rabobank U.A. (New York)	4.35	12/9/2025	10,000,000	10,000,000
DZ Bank AG (New York)	4.43	7/7/2025	16,000,000	16,000,000
HSBC Bank USA NA, (3 Month SOFR + 0.27%)[(b)]	4.62	6/2/2025	15,500,000	15,500,000
Landesbank Baden-Wurttemberg	4.34	6/3/2025	30,000,000	30,000,000
Mizuho Bank Ltd.	4.44	7/14/2025	15,000,000	15,000,000
Mizuho Bank Ltd.	4.51	6/17/2025	15,000,000	15,000,000
MUFG Bank Ltd., (3 Month SOFR + 0.22%)[(b)]	4.57	6/2/2025	10,000,000	10,000,000
Oversea-Chinese Banking Corp. Ltd. (New York), (3 Month SOFR + 0.24%)[(b)]	4.59	6/2/2025	15,000,000	15,000,000
Svenska Handelsbanken (New York)	4.42	10/14/2025	15,000,000	15,000,275
The Toronto-Dominion Bank	4.40	12/1/2025	20,000,000	20,000,000
The Toronto-Dominion Bank, (3 Month SOFR + 0.45%)[(b)]	4.80	6/2/2025	10,000,000	10,000,000
Westpac Banking Corp.	4.42	11/3/2025	15,000,000	15,000,000
Westpac Banking Corp.	4.48	8/25/2025	10,000,000	10,000,000
Westpac Banking Corp., (1 Month SOFR + 0.25%)[(b)]	4.60	6/2/2025	10,000,000	10,000,000
Westpac Banking Corp., (1 Month SOFR + 0.34%)[(b)]	4.69	6/2/2025	11,000,000	11,000,000
Total Negotiable Bank Certificates of Deposit (cost $386,500,275)				**386,500,275**
Time Deposits — 1.2%				
Australia & New Zealand Banking Group Ltd. (cost $ 25,000,000)	4.32	6/2/2025	25,000,000	**25,000,000**
Repurchase Agreements — 47.8%				
Bank of America Securities, Inc., Tri-Party Agreement thru BNY, dated 5/30/2025, due at maturity date in the amount of $25,009,063, (fully collateralized by: Money Market, 0.00%-4.72%, due 6/10/2025-2/28/2028, valued at $25,500,001)	4.35	6/2/2025	25,000,000	25,000,000

Description	Annualized Yield (%)	Maturity Date	Principal Amount ($)	Value ($)
Repurchase Agreements — 47.8% (continued)				
BMO Capital Markets Corp., Tri-Party Agreement thru BNY, dated 5/30/2025, due at maturity date in the amount of $25,009,229 (fully collateralized by: Asset-Backed Securities, 9.08%, due 1/21/2037, Corporate Debt Securities, 3.50%-9.00%, due 8/25/2025-12/21/2065, Federal Home Loan Mortgage Corp-Agency Collateralized Mortgage Obligation, 7.50%, due 7/15/2027, Federal Home Loan Mortgage Corp-Agency Debentures and Agency Strips, 0.00%-4.00%, due 12/25/2051-6/25/2055, Government National Mortgage Association-Agency Collateralized Mortgage Obligation, 0.00%-5.25%, due 3/20/2042-11/20/2070, valued at $27,883,526)	4.43	6/2/2025	25,000,000	25,000,000
BNP Paribas SA, Tri-Party Agreement thru BNY, dated 5/30/2025, due at maturity date in the amount of $50,018,458, (fully collateralized by: Asset-Backed Securities, 3.75%-6.64%, due 3/3/2028-5/25/2070, Corporate Debt Securities, 1.93%-7.70%, due 8/11/2025-10/15/2097, Private Label Collateralized Mortgage Obligations, 4.22%-5.77%, due 2/18/2042-7/17/2056, valued at $51,500,001)	4.43	6/2/2025	50,000,000	50,000,000
Crédit Agricole CIB, Tri-Party Agreement thru BNY, dated 5/30/2025, due at maturity date in the amount of $99,035,805, (fully collateralized by: U.S. Treasuries (including strips), 0.25%-5.00%, due 7/31/2025-8/15/2054, valued at $100,980,001)	4.34	6/2/2025	99,000,000	99,000,000
Crédit Agricole CIB, Tri-Party Agreement thru BNY, dated 5/30/2025, due at maturity date in the amount of $10,003,617, (fully collateralized by: U.S. Treasuries (including strips), 3.25%-4.88%, due 2/28/2027-5/15/2034, valued at $10,200,000)	4.34	6/2/2025	10,000,000	10,000,000
Daiwa Capital Markets America, Inc., Tri-Party Agreement thru BNY, dated 5/30/2025, due at maturity date in the amount of $75,027,188 (fully collateralized by: Federal Home Loan Mortgage Corp-Agency Debentures and Agency Strips, 1.33%-5.22%, due 4/25/2054-12/25/2054, Federal Home Loan Mortgage Corp-Agency Mortgage-Backed Securities, 2.00%-7.83%, due 1/1/2032-5/1/2055, Federal National Mortgage Association-Agency Collateralized Mortgage Obligation, 3.00%-6.00%, due 1/25/2050-5/25/2055, Federal National Mortgage Association-Agency Mortgage-Backed Securities, 2.00%-6.50%, due 9/1/2027-6/1/2055, Government National Mortgage Association-Agency Collateralized Mortgage Obligation, 0.87%-5.33%, due 4/20/2051-3/20/2055, Government National Mortgage Association-Agency Mortgage-Backed Securities, 2.00%-7.50%, due 8/20/2035-1/20/2055, U.S. Treasuries (including strips), 0.63%-4.25%, due 2/15/2028-2/15/2054, valued at $77,122,818)	4.35	6/2/2025	75,000,000	75,000,000
Fixed Income Clearing Corp., Tri-Party Agreement thru State Street Corp., dated 5/30/2025, due at maturity date in the amount of $300,108,500, (fully collateralized by: U.S. Treasuries (including strips), 3.25%, due 5/15/2042, valued at $306,000,023)	4.34	6/2/2025	300,000,000	300,000,000

Description	Annualized Yield (%)	Maturity Date	Principal Amount ($)	Value ($)
Repurchase Agreements — 47.8% (continued)				
MUFG Bank, Ltd., Tri-Party Agreement thru BNY, dated 5/30/2025, due at maturity date in the amount of $350,127,167, (fully collateralized by: Federal Home Loan Mortgage Corp-Agency Debentures and Agency Strips, 5.57%-6.32%, due 9/25/2053-2/25/2054, Federal Home Loan Mortgage Corp-Agency Mortgage-Backed Securities, 2.00%-5.50%, due 8/1/2042-1/1/2054, Federal National Mortgage Association-Agency Collateralized Mortgage Obligation, 5.72%-6.42%, due 10/25/2053-12/25/2054, Federal National Mortgage Association-Agency Mortgage-Backed Securities, 2.50%-6.50%, due 12/1/2027-1/1/2055, Government National Mortgage Association-Agency Mortgage-Backed Securities, 3.00%-5.50%, due 4/20/2044-9/20/2054, U.S. Treasuries (including strips), 0.00%-4.75%, due 7/31/2025-8/15/2054, valued at $375,812,623)	4.36	6/2/2025	350,000,000	350,000,000
Societe Generale, Tri-Party Agreement thru BNY, dated 5/30/2025, due at maturity date in the amount of $75,027,813 (fully collateralized by: Asset-Backed Securities, 4.01%-5.51%, due 11/25/2034-2/17/2039, Corporate Debt Securities, 3.52%-12.25%, due 6/9/2025-4/22/2051, Private Label Collateralized Mortgage Obligations, 3.24%-9.59%, due 4/17/2034-5/12/2050, valued at $84,716,843)	4.45	6/2/2025	75,000,000	75,000,000
Total Repurchase Agreements (cost $1,009,000,000)				**1,009,000,000**
Total Investments (cost $2,110,038,992)			**100.0%**	**2,110,038,992**
Cash and Receivables (Net)			**.0%**	**838,508**
Net Assets			**100.0%**	**2,110,877,500**

SOFR—Secured Overnight Financing Rate

(a) *Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At May 31, 2025, these securities amounted to $518,193,385 or 24.6% of net assets.*

(b) *Variable rate security—interest rate resets periodically and rate shown is the interest rate in effect at period end. Date shown represents the earlier of the next interest reset date or ultimate maturity date. Security description also includes the reference rate and spread if published and available.*

(c) *Security is a discount security. Income is recognized through the accretion of discount.*

See notes to financial statements.

STATEMENT OF ASSETS AND LIABILITIES

May 31, 2025 (Unaudited)

	Cost	Value
Assets ($):		
Investments in securities—See Statement of Investments	1,101,038,992	1,101,038,992
Repurchase agreements, at value and amortized cost—Note 1(b)	1,009,000,000	1,009,000,000
Cash		155,893
Interest receivable		4,066,167
Receivable for shares of Common Stock subscribed		939,234
Prepaid expenses		104,326
		2,115,304,612
Liabilities ($):		
Due to BNY Mellon Investment Adviser, Inc. and affiliates—Note 2(c)		1,294,186
Payable for shares of Common Stock redeemed		2,674,664
Directors' fees and expenses payable		28,440
Other accrued expenses		429,822
		4,427,112
Net Assets ($)		**2,110,877,500**
Composition of Net Assets ($):		
Paid-in capital		2,110,771,273
Total distributable earnings (loss)		106,227
Net Assets ($)		**2,110,877,500**

Net Asset Value Per Share	Wealth Shares	Service Shares	Premier Shares
Net Assets ($)	715,376,102	1,060,703,363	334,798,035
Shares Outstanding	715,486,411	1,060,908,791	334,859,315
Net Asset Value Per Share ($)	**1.00**	**1.00**	**1.00**

See notes to financial statements.

STATEMENT OF OPERATIONS

Six Months Ended May 31, 2025 (Unaudited)

Investment Income ($):	
Interest Income	**49,207,913**
Expenses:	
Management fee—Note 2(a)	2,168,666
Administrative services fees—Note 2(c)	3,136,047
Shareholder servicing costs—Note 2(b)	2,705,901
Directors' fees and expenses—Note 2(d)	86,159
Registration fees	68,767
Professional fees	40,539
Custodian fees—Note 2(c)	19,007
Chief Compliance Officer fees—Note 2(c)	15,490
Prospectus and shareholders' reports	9,215
Miscellaneous	16,881
Total Expenses	**8,266,672**
Less—reduction in expenses due to undertaking—Note 2(a)	(198,552)
Less—reduction in fees due to earnings credits—Note 2(c)	(43,253)
Net Expenses	**8,024,867**
Net Investment Income, representing net increase in net assets resulting from operations	**41,183,046**

See notes to financial statements.

STATEMENT OF CHANGES IN NET ASSETS

	Six Months Ended May 31, 2025 (Unaudited)[(a)]	Year Ended November 30, 2024[(b)]
Operations ($):		
Net investment income	41,183,046	97,545,921
Net realized gain (loss) on investments	-	1,716
Net Increase (Decrease) in Net Assets Resulting from Operations	**41,183,046**	**97,547,637**
Distributions ($):		
Distributions to shareholders:		
Wealth Shares	(14,654,210)	(35,634,654)
Service Shares	(20,179,238)	(49,019,202)
Premier Shares	(6,308,864)	(12,910,985)
Total Distributions	**(41,142,312)**	**(97,564,841)**
Capital Stock Transactions ($1.00 per share):		
Net proceeds from shares sold:		
Wealth Shares	262,077,993	727,463,754
Service Shares	630,870,756	1,342,069,976
Premier Shares	293,043,620	204,363,183
Distributions reinvested:		
Wealth Shares	14,323,265	34,874,260
Service Shares	19,783,770	48,016,150
Premier Shares	4,668,812	8,757,131
Cost of shares redeemed:		
Wealth Shares	(309,412,901)	(731,723,024)
Service Shares	(754,413,394)	(1,340,703,138)
Premier Shares	(204,140,343)	(244,353,828)
Increase (Decrease) in Net Assets from Capital Stock Transactions	**(43,198,422)**	**48,764,464**
Total Increase (Decrease) in Net Assets	**(43,157,688)**	**48,747,260**
Net Assets ($):		
Beginning of Period	2,154,035,188	2,105,287,928
End of Period	**2,110,877,500**	**2,154,035,188**

[(a)] *During the period ended May 31, 2025, 315,002 Wealth shares representing $315,265 were exchanged for 313,271 Premier shares.*

[(b)] *During the period ended November 30, 2024, 509,590 Wealth shares representing $510,160 were exchanged for 510,160 Premier shares, 5,766 Service shares representing $5,783 were exchanged for 5,783 Wealth shares and 63,192 Service shares representing $63,393 were exchanged for 63,393 Premier shares.*

See notes to financial statements.

FINANCIAL HIGHLIGHTS

The following tables describe the performance for each share class for the fiscal periods indicated. All information reflects financial results for a single fund share. Net asset value total return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period, and redemption at net asset value on the last day of the period. Net asset value total return includes adjustments in accordance with accounting principles generally accepted in the United States of America and as such, the net asset value for financial reporting purposes and the returns based upon those net asset values may differ from the net asset value and returns for shareholder transactions.

Wealth Shares	Six Months Ended May 31, 2025 (Unaudited)	Year Ended November 30, 2024	2023	2022	2021[a]	2020
Per Share Data ($):						
Net asset value, beginning of period	1.00	1.00	1.00	1.00	1.00	1.00
Investment Operations:						
Net investment income	.020	.049	.046	.010	.000[b]	.003
Distributions:						
Dividends from net investment income	(.020)	(.049)	(.046)	(.010)	(.000)[b]	(.003)
Net asset value, end of period	1.00	1.00	1.00	1.00	1.00	1.00
Total Return (%)	2.01[c]	4.98	4.67	1.04	.01	.26
Ratios/Supplemental Data (%):						
Ratio of total expenses to average net assets	.54[d]	.55	.55	.58	.56	.90
Ratio of net expenses to average net assets	.53[d],[e]	.54[e]	.53[e]	.42[e],[f]	.15[f]	.55[f]
Ratio of net investment income to average net assets	4.00[d],[e]	4.87[e]	4.60[e]	.98[e],[f]	.01[f]	.27[f]
Net Assets, end of period ($ x 1,000)	715,376	748,375	717,761	593,835	514,714	49,985

[a] *Effective February 1, 2021, the fund Class A shares were renamed Wealth shares.*

[b] *Amount represents less than $.001 per share.*

[c] *Not annualized.*

[d] *Annualized.*

[e] *Amount inclusive of reduction in fees due to earnings credits.*

[f] *Amount inclusive of reduction in expenses due to undertaking.*

See notes to financial statements.

Service Shares	Six Months Ended May 31, 2025 (Unaudited)	Year Ended November 30, 2024	2023	2022	2021[a]	2020
Per Share Data ($):						
Net asset value, beginning of period	1.00	1.00	1.00	1.00	1.00	1.00
Investment Operations:						
Net investment income	.018	.044	.041	.008	.000[b]	.002
Distributions:						
Dividends from net investment income	(.018)	(.044)	(.041)	(.008)	(.000)[b]	(.002)
Net asset value, end of period	1.00	1.00	1.00	1.00	1.00	1.00
Total Return (%)	1.78[c]	4.51	4.21	.80	.01	.24
Ratios/Supplemental Data (%):						
Ratio of total expenses to average net assets	1.03[d]	1.04	1.04	1.04	1.05	1.08
Ratio of net expenses to average net assets[e]	1.00[d],[f]	1.00[f]	.98[f]	.63[f]	.13	.57
Ratio of net investment income to average net assets[e]	3.54[d],[f]	4.42[f]	4.10[f]	.76[f]	.01	.22
Net Assets, end of period ($ x 1,000)	1,060,703	1,164,420	1,115,051	1,677,613	2,058,384	2,808,974

[a] *Effective February 1, 2021, the fund Class B shares were renamed Service shares.*

[b] *Amount represents less than $.001 per share.*

[c] *Not annualized.*

[d] *Annualized.*

[e] *Amount inclusive of reduction in expenses due to undertaking.*

[f] *Amount inclusive of reduction in fees due to earnings credits.*

See notes to financial statements.

Premier Shares	Six Months Ended May 31, 2025 (Unaudited)	Year Ended November 30, 2024	2023	2022	2021[a]	2020
Per Share Data ($):						
Net asset value, beginning of period	1.00	1.00	1.00	1.00	1.00	1.00
Investment Operations:						
Net investment income	.021	.052	.049	.012	.000[b]	.004
Distributions:						
Dividends from net investment income	(.021)	(.052)	(.049)	(.012)	(.000)[b]	(.004)
Net asset value, end of period	1.00	1.00	1.00	1.00	1.00	1.00
Total Return (%)	2.15[c]	5.28	5.00	1.24	.01	.36
Ratios/Supplemental Data (%):						
Ratio of total expenses to average net assets	.27[d]	.29	.25	.25	.27	.64
Ratio of net expenses to average net assets	.26[d],[e]	.28[e]	.23[e]	.22[e]	.12[f]	.46[f]
Ratio of net investment income to average net assets	4.27[d],[e]	5.16[e]	4.91[e]	1.18[e]	.01[f]	.41[f]
Net Assets, end of period ($ x 1,000)	334,798	241,240	272,476	228,130	124,090	4,987

[a] *Effective February 1, 2021, the fund Dreyfus Class shares were renamed Premier shares.*

[b] *Amount represents less than $.001 per share.*

[c] *Not annualized.*

[d] *Annualized.*

[e] *Amount inclusive of reduction in fees due to earnings credits.*

[f] *Amount inclusive of reduction in expenses due to undertaking.*

See notes to financial statements.

NOTE 1—Significant Accounting Policies:

Dreyfus Money Market Fund (the "fund") is the sole series of General Money Market Fund, Inc. (the "Company"), which is registered under the Investment Company Act of 1940, as amended (the "Act"), as a diversified open-end management investment company. The fund's investment objective is to seek as high a level of current income as is consistent with the preservation of capital. BNY Mellon Investment Adviser, Inc. (the "Adviser"), a wholly-owned subsidiary of The Bank of New York Mellon Corporation ("BNY"), serves as the fund's investment adviser. Dreyfus, a division of Mellon Investment Corporation (the "Sub-Adviser"), an indirect wholly-owned subsidiary of BNY and an affiliate of the Adviser, serves as the fund's sub-adviser.

BNY Mellon Securities Corporation (the "Distributor"), a wholly-owned subsidiary of the Adviser, is the distributor of the fund's shares, which are sold without a sales charge. The fund is authorized to issue 42.5 billion shares of $.001 par value Common Stock. The fund currently has authorized three classes of shares: Wealth shares (7 billion shares authorized), Service shares (28.5 billion shares authorized) and Premier shares (7 billion shares authorized). Wealth, Service and Premier shares are identical except for the services offered to and the expenses borne by each class, the allocation of certain transfer agency costs and certain voting rights. Wealth, Service and Premier shares are subject to Shareholder Services Plans. Service shares is subject to Administrative Services Plan. Income, expenses (other than expenses attributable to a specific class), and realized and unrealized gains or losses on investments are allocated to each class of shares based on its relative net assets.

The fund operates as a "retail money market fund" as that term is defined in Rule 2a-7 under the Act (a "Retail Fund"). It is the fund's policy to maintain a constant net asset value ("NAV") per share of $1.00, and the fund has adopted certain investment, portfolio valuation and dividend and distribution policies to enable it to do so. There is no assurance, however, that the fund will be able to maintain a constant NAV per share of $1.00.

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") is the exclusive reference of authoritative U.S. generally accepted accounting principles ("GAAP") recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the SEC under authority of federal laws are also sources of authoritative GAAP for SEC registrants. The fund is an investment company and applies the accounting and reporting guidance of the FASB ASC Topic 946 Financial Services-Investment Companies. The fund's financial statements are prepared in accordance with GAAP, which may require the use of management estimates and assumptions. Actual results could differ from those estimates.

The Company enters into contracts that contain a variety of indemnifications. The fund's maximum exposure under these arrangements is unknown. The fund does not anticipate recognizing any loss related to these arrangements.

(a) Portfolio valuation: Investments in securities are valued at amortized cost in accordance with Rule 2a-7 under the Act. If amortized cost is determined not to approximate fair market value, the fair value of the portfolio securities will be determined by procedures established by and under the general oversight of the Company's Board of Directors (the "Board") pursuant to Rule 2a-5 under the Act.

The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price). GAAP establishes a fair value hierarchy that prioritizes the inputs of valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Additionally, GAAP provides guidance on determining whether the volume and activity in a market has decreased significantly and whether such a decrease in activity results in transactions that are not orderly. GAAP requires enhanced disclosures around valuation inputs and techniques used during annual and interim periods.

Various inputs are used in determining the value of the fund's investments relating to fair value measurements. These inputs are summarized in the three broad levels listed below:

Level 1—unadjusted quoted prices in active markets for identical investments.

Level 2—other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.).

Level 3—significant unobservable inputs (including the fund's own assumptions in determining the fair value of investments).

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. For example, money market securities are valued using amortized cost, in accordance with rules under the Act. Generally, amortized cost approximates the current fair value of a security, but since the value is not obtained from a quoted price in an active market, such securities are reflected within Level 2 of the fair value hierarchy.

The following is a summary of the inputs used as of May 31, 2025 in valuing the fund's investments:

	Level 1 - Unadjusted Quoted Prices	Level 2- Other Significant Observable Inputs	Level 3- Significant Unobservable Inputs	Total
Assets ($)				
Investments in Securities:†				
Commercial Paper	—	689,538,717	—	**689,538,717**
Negotiable Bank Certificates of Deposit	—	386,500,275	—	**386,500,275**
Time Deposits	—	25,000,000	—	**25,000,000**
Repurchase Agreements	—	1,009,000,000	—	**1,009,000,000**
	—	**2,110,038,992**	—	**2,110,038,992**

† *See Statement of Investments for additional detailed categorizations, if any.*

(b) Securities transactions and investment income: Securities transactions are recorded on a trade date basis. Interest income, adjusted for accretion of discount and amortization of premium on investments, is earned from settlement date and is recognized on the accrual basis. Realized gains and losses from securities transactions are recorded on the identified cost basis.

The fund may enter into repurchase agreements with financial institutions, deemed to be creditworthy by the Adviser, subject to the seller's agreement to repurchase and the fund's agreement to resell such securities at a mutually agreed upon price. Pursuant to the terms of the repurchase agreement, such securities must have an aggregate market value greater than or equal to the terms of the repurchase price plus accrued interest at all times. If the value of the underlying securities falls below the value of the repurchase price plus accrued interest, the fund will require the seller to deposit additional collateral by the next business day. If the request for additional collateral is not met, or the seller defaults on its repurchase obligation, the fund maintains its right to sell the underlying securities at market value and may claim any resulting loss against the seller. The collateral is held on behalf of the fund by the tri-party administrator with respect to any tri-party agreement. The fund may also jointly enter into one or more repurchase agreements with other funds managed by the Adviser in accordance with an exemptive order granted by the SEC pursuant to section 17(d) and Rule 17d-1 under the Act. Any joint repurchase agreements must be collateralized fully by U.S. Government securities.

For financial reporting purposes, the fund elects not to offset assets and liabilities subject to a Repurchase Agreement, if any, in the Statement of Assets and Liabilities. Therefore, all qualifying transactions are presented on a gross basis in the Statement of Assets and Liabilities. As of May 31, 2025, the impact of netting of assets and liabilities and the offsetting of collateral pledged or received, if any, based on contractual netting/set-off provisions in the Repurchase Agreement are detailed in the following table:

	Assets ($)	Liabilities ($)
Gross amount of Repurchase Agreements, at value, as disclosed in the Statement of Assets and Liabilities	1,009,000,000	-
Collateral (received)/posted not offset in the Statement of Assets and Liabilities	(1,009,000,000)†	-
Net amount	-	-

† *The value of the related collateral received by the fund exceeded the value of the repurchase agreement by the fund. See Statement of Investments for detailed information regarding collateral received for open repurchase agreements.*

(c) Market Risk: The value of the securities in which the fund invests may be affected by political, regulatory, economic and social developments. Events such as war, acts of terrorism, the spread of infectious illness or other public health issue, recessions, or other events could have a significant impact on the fund and its investments. Recent examples include pandemic risks related to COVID-19 and aggressive measures taken world-wide in response by governments, including closing borders, restricting international and domestic travel, and the imposition of prolonged quarantines of large populations, and by businesses, including changes to operations and reducing staff.

Interest Rate Risk: This risk refers to the decline in the prices of fixed-income securities that may accompany a rise in the overall level of interest rates. A sharp and unexpected rise in interest rates could impair the fund's ability to maintain a stable net asset value. A wide variety of market factors can cause interest rates to rise, including central bank monetary policy, rising inflation and changes in general economic conditions. It is difficult to predict the pace at which central banks or monetary authorities may increase (or decrease) interest rates or the timing, frequency, or magnitude of such changes. Changing interest rates may have unpredictable effects on markets, may result in heightened market volatility and may detract from fund performance. For floating and variable rate obligations, there may be a lag between an actual change in the underlying interest rate benchmark and the reset time for an interest payment of such an obligation, which could harm or benefit the fund, depending on the interest rate environment or other circumstances.

Banking Industry Risk: The risks generally associated with concentrating investments (i.e., hold 25% or more of its total assets) in the banking industry include interest rate risk, credit risk, and regulatory developments relating to the banking industry. Banks may be particularly susceptible to certain economic factors such as interest rate changes, adverse developments in the real estate market, fiscal and monetary policy and general economic cycles. An adverse development in the banking industry (domestic or foreign) may affect the value of the fund's investments more than if such investments were not concentrated in the banking industry.

Repurchase Agreement Counterparty Risk: The fund is subject to the risk that a counterparty in a repurchase agreement and/or, for a tri-party repurchase agreement, the third party bank providing payment administration, collateral custody and management services for the transaction, could fail to honor the terms of the agreement.

(d) Dividends and distributions to shareholders: It is the policy of the fund to declare dividends daily from net investment income. Such dividends are paid monthly. Dividends from net realized capital gains, if any, are normally declared and paid annually, but the fund may make distributions on a more frequent basis to comply with the distribution requirements of the Internal Revenue Code of 1986, as amended (the "Code"). To the extent that net realized capital gains can be offset by capital loss carryovers, it is the policy of the fund not to distribute such gains.

(e) Federal income taxes: It is the policy of the fund to continue to qualify as a regulated investment company, if such qualification is in the best interests of its shareholders, by complying with the applicable provisions of the Code, and to make distributions of taxable income and net realized capital gain sufficient to relieve it from substantially all federal income and excise taxes.

As of and during the period ended May 31, 2025, the fund did not have any liabilities for any uncertain tax positions. The fund recognizes interest and penalties, if any, related to uncertain tax positions as income tax expense in the Statement of Operations. During the period ended May 31, 2025, the fund did not incur any interest or penalties.

Each tax year in the three-year period ended November 30, 2024 remains subject to examination by the Internal Revenue Service and state taxing authorities.

The fund is permitted to carry forward capital losses for an unlimited period. Furthermore, capital loss carryovers retain their character as either short-term or long-term capital losses.

The fund has an unused capital loss carryover of $33,824 available for federal income tax purposes to be applied against future net realized capital gains, if any, realized subsequent to November 30, 2024. These short-term capital losses can be carried forward for an unlimited period.

The tax character of distributions paid to shareholders during the fiscal year ended November 30, 2024 was as follows: ordinary income $97,564,841. The tax character of current year distributions will be determined at the end of the current fiscal year.

At May 31, 2025, the cost of investments for federal income tax purposes was substantially the same as the cost for financial reporting purposes (see the Statement of Investments).

(f) Operating segment reporting: In this reporting period, the fund adopted FASB Accounting Standards Update 2023-07, Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures ("ASU 2023-07"). Adoption of the new standard impacted financial statement disclosures only and did not affect the fund's financial position or the results of its operations. The ASU 2023-07 is effective for public entities for fiscal years beginning after December 15, 2023, and requires retrospective application for all prior periods presented within the financial statements.

Since its commencement, the fund operates and is managed as a single reportable segment deriving returns in the form of dividends, interest and/or gains from the investments made in pursuit of its single stated investment objective as outlined in the fund's prospectus.

The accounting policies of the fund are consistent with those described in these Notes to Financial Statements. The chief operating decision maker ("CODM") is represented by BNY Investments, the management of the Adviser, comprising Senior Management and Directors. The CODM considers net increase in net assets resulting from operations in deciding whether to purchase additional investments or to make distributions to fund shareholders. Detailed financial information for the fund is disclosed within these financial statements with total assets and liabilities disclosed on the Statement of Assets and Liabilities, investments held on the Statement of Investments, results of operations and significant segment expenses on the Statement of Operations and other information about the fund's performance, including total return and ratios within the Financial Highlights.

NOTE 2—Management Fee, Sub-Advisory Fee and Other Transactions with Affiliates:

(a) Pursuant to a management agreement (the "Agreement") with the Adviser, the management fee is computed at the annual rate of .20% of the value of the fund's average daily net assets and is payable monthly. The Agreement provides that if in any fiscal year the aggregate expenses of the fund (excluding taxes, brokerage commissions and extraordinary expenses) exceed 1½% of the value of the fund's average daily net assets, the fund may deduct from the fees paid to the Adviser, or the Adviser will bear such excess expense. During the period ended May 31, 2025, there was no reduction in expenses pursuant to the Agreement.

The Adviser has also contractually agreed, from December 1, 2024 through March 31, 2026, to waive receipt of its fees and/or assume the direct expenses of the fund's Service shares so that the direct expenses of the fund's Service shares (excluding taxes, brokerage commissions and extraordinary expenses) do not exceed an annual rate of 1.00% of the value of the average daily net assets of Service shares. To the extent that it is necessary for the Adviser to waive receipt of its management fee or reimburse the fund's common expenses, the amount of the waiver or reimbursement will be applied equally to each share class of the fund. On or after March 31, 2026, the Adviser may terminate the expense limitation agreement at any time. The reduction in expenses for Service shares, pursuant to the undertaking, amounted to $198,552 during the period ended May 31, 2025.

The Adviser and the Distributor have undertaken, that if, in any fiscal year of the fund, the "total charges against net assets to provide for sales related expenses and/or service fees" (calculated as provided for in FINRA Rule 2341 Section (d)) exceed .25% of the value of the Wealth and Premier shares' average net assets for such fiscal year, the fund may deduct from the payments to be made to the Distributor, or the Adviser will bear, such excess expense. If said rule is amended in any material respect (e.g. to provide for a limit that exceeds .25%), this undertaking shall terminate automatically. During the period ended May 31, 2025, there was no reduction in expenses pursuant to the undertaking.

Pursuant to a sub-investment advisory agreement between the Adviser and the Sub-Adviser, the Adviser pays to the Sub-Adviser a monthly fee of 50% of the monthly management fee the Adviser receives from the fund with respect to the value of the sub-advised net assets of the fund, net of any fee waivers and/or expense reimbursements made by the Adviser.

(b) Under the Reimbursement Shareholder Services Plan with respect to Premier shares (the "Reimbursement Shareholder Services Plan"), Premier shares reimburse the Distributor at an amount not to exceed an annual rate of .25% of the value of the average daily net assets of its shares for certain allocated expenses of providing certain services to the holders of Premier shares. The services provided may include personal services relating to shareholder accounts, such as answering shareholder inquiries regarding the fund, and services related to the maintenance of shareholder accounts. During the period ended May 31, 2025, Premier shares were charged $37,459 pursuant to the Reimbursement Shareholder Services Plan.

Under the Compensation Shareholder Services Plan with respect to Wealth and Service shares (the "Compensation Shareholder Services Plan"), Wealth and Service shares pay the Distributor at an annual rate of .25% of the value of the average daily net assets of its shares for the provision of certain services. The services provided may include personal services relating to shareholder accounts, such as answering shareholder inquiries regarding the fund, and services related to the maintenance of shareholder accounts. The Distributor may make payments to Service Agents with respect to these services. The Distributor determines the amounts to be paid to Service Agents. During the period ended May 31, 2025, Wealth and Service shares were charged $916,024 and $1,425,476, respectively, pursuant to each of their respective Compensation Shareholder Services Plan.

(c) Under the Administrative Services Plan with respect to Service shares, pursuant to which the fund may pay the Distributor for the provision of certain type of recordkeeping and other related services (which are not services for which a "service fee" as defined under the Conduct Rules of FINRA is intended to compensate). Pursuant to the Administrative Services Plan, the fund will pay the Distributor at an annual rate of .55% of the value of the fund's Service shares average daily net assets attributable to the fund's Service shares for the provision of such services, which include, at a minimum: mailing periodic reports, prospectuses and other fund communications to beneficial owners; client onboarding; anti-money laundering and related regulatory oversight; manual transaction processing;

transmitting wires; withholding on dividends and distributions as may be required by state or Federal authorities from time to time; receiving, tabulating, and transmitting proxies executed by beneficial owners; fund statistical reporting; technical support; business continuity support; and blue sky support. During the period ended May 31, 2025, Service shares were charged $3,136,047 pursuant to the Administrative Services Plan.

The fund has an arrangement with BNY Mellon Transfer, Inc., (the "Transfer Agent"), a subsidiary of BNY and an affiliate of the Adviser, whereby the fund may receive earnings credits when positive cash balances are maintained, which are used to offset Transfer Agent fees. For financial reporting purposes, the fund includes transfer agent net earnings credits, if any, as an expense offset in the Statement of Operations.

The fund has an arrangement with The Bank of New York Mellon (the "Custodian"), a subsidiary of BNY and an affiliate of the Adviser, whereby the fund will receive interest income or be charged overdraft fees when cash balances are maintained. For financial reporting purposes, the fund includes this interest income and overdraft fees, if any, as interest income in the Statement of Operations.

The fund compensates the Transfer Agent, under a transfer agency agreement, for providing transfer agency and cash management services for the fund. The majority of Transfer Agent fees are comprised of amounts paid on a per account basis, while cash management fees are related to fund subscriptions and redemptions. During the period ended May 31, 2025, the fund was charged $183,314 for transfer agency services. These fees are included in Shareholder servicing costs in the Statement of Operations. These fees were partially offset by earnings credits of $43,253.

The fund compensates the Custodian, under a custody agreement, for providing custodial services for the fund. These fees are determined based on net assets, geographic region and transaction activity. During the period ended May 31, 2025, the fund was charged $19,007 pursuant to the custody agreement.

The fund compensates the Custodian, under a shareholder redemption draft processing agreement, for providing certain services related to the fund's check writing privilege. During the period ended May 31, 2025, the fund was charged $18,243 pursuant to the agreement, which is included in Shareholder servicing costs in the Statement of Operations.

During the period ended May 31, 2025, the fund was charged $15,490 for services performed by the fund's Chief Compliance Officer and his staff. These fees are included in Chief Compliance Officer fees in the Statement of Operations.

The components of "Due to BNY Mellon Investment Adviser, Inc. and affiliates" in the Statement of Assets and Liabilities consist of: Management fee of $363,799, Administrative Services Plan fees of $509,190, Shareholder Services Plans fees of $383,137, Custodian fees of $13,927, Chief Compliance Officer fees of $2,880, Transfer Agent fees of $60,001 and Checkwriting fees of $5,200, which are offset against an expense reimbursement currently in effect in the amount of $43,948.

(d) Each board member of the fund also serves as a board member of other funds in the BNY Mellon Family of Funds complex. Annual retainer fees and attendance fees are allocated to each fund based on net assets.

Item 8. Changes in and Disagreements with Accountants for Open-End Management Investment Companies (Unaudited)

N/A

Item 9. Proxy Disclosures for Open-End Management Investment Companies (Unaudited)

N/A

Item 10. Remuneration Paid to Directors, Officers, and Others of Open-End Management Investment Companies (Unaudited)

Each board member also serves as a board member of other funds in the BNY Mellon Family of Funds complex, and annual retainer fees and meeting attendance fees are allocated to each fund based on net assets. The fund is charged for services performed by the fund's Chief Compliance Officer. Compensation paid by the fund during the period to the board members and the Chief Compliance Officer are within Item 7. Statement of Operations as Directors' fees and expenses and Chief Compliance Officer fees, respectively. The aggregate amount of Directors' fees and expenses and Chief Compliance Officer fees paid by the fund during the period was $101,649.

Item 11. Statement Regarding Basis for Approval of Investment Advisory Contracts (Unaudited)

At a meeting of the fund's Board of Directors (the "Board") held on March 4-5, 2025, the Board considered the renewal of the fund's Management Agreement, pursuant to which the Adviser provides the fund with investment advisory and administrative services, and the Sub-Investment Advisory Agreement (together with the Management Agreement, the "Agreements"), pursuant to which Dreyfus, a division of Mellon Investments Corporation (the "Sub-Adviser"), provides day-to-day management of the fund's investments. The Board members, none of whom are "interested persons" (as defined in the Investment Company Act of 1940, as amended) of the fund, were assisted in their review by independent legal counsel and met with counsel in executive session separate from representatives of the Adviser and the Sub-Adviser. In considering the renewal of the Agreements, the Board considered several factors that it believed to be relevant, including those discussed below. The Board did not identify any one factor as dispositive, and each Board member may have attributed different weights to the factors considered.

Analysis of Nature, Extent, and Quality of Services Provided to the Fund. The Board considered information provided to it at the meeting and in previous presentations from representatives of the Adviser regarding the nature, extent, and quality of the services provided to funds in the BNY fund complex, including the fund. The Adviser provided the number of open accounts in the fund, the fund's asset size and the allocation of fund assets among distribution channels. The Adviser also had previously provided information regarding the diverse intermediary relationships and distribution channels of funds in the BNY fund complex (such as retail direct or intermediary, in which intermediaries typically are paid by the fund and/or the Adviser) and the Adviser's corresponding need for broad, deep, and diverse resources to be able to provide ongoing shareholder services to each intermediary or distribution channel, as applicable to the fund.

The Board also considered research support available to, and portfolio management capabilities of, the fund's portfolio management personnel and that the Adviser also provides oversight of day-to-day fund operations, including fund accounting and administration and assistance in meeting legal and regulatory requirements. The Board also considered the Adviser's extensive administrative, accounting and compliance infrastructures, as well as the Adviser's supervisory activities over the Sub-Adviser.

Comparative Analysis of the Fund's Performance and Management Fee and Expense Ratio. The Board reviewed reports prepared by Broadridge Financial Solutions, Inc. ("Broadridge"), an independent provider of investment company data based on classifications provided by Thomson Reuters Lipper ("Lipper"), which included information comparing (1) the performance of the fund's Wealth shares with the performance of a group of retail no-load money market instrument funds selected by Broadridge as comparable to the fund (the "Performance Group") and with a broader group of funds consisting of all retail money market instrument funds (the "Performance Universe"), all for various periods ended December 31, 2024, and (2) the fund's actual and contractual management fees and total expenses with those of the same group of funds in the Performance Group (the "Expense Group") and with a broader group of funds consisting of all retail no-load money market instrument funds, excluding outliers (the "Expense Universe"), the information for which was derived in part from fund financial statements available to Broadridge as of the date of its analysis. The Performance Group and Performance Universe comparisons were provided based on both "gross" (i.e., without including fees and expenses) and "net" (i.e., including fees and expenses) total returns. The Adviser previously had furnished the Board with a description of the methodology Broadridge used to select the Performance Group and Performance Universe and the Expense Group and Expense Universe.

Performance Comparisons. Representatives of the Adviser stated that the usefulness of performance comparisons may be affected by a number of factors, including different investment limitations and policies that may be applicable to the fund and comparison funds and the end date selected. The Board also considered the fund's performance in light of overall financial market conditions. The Board discussed with representatives of the Adviser and Sub-Adviser the results of the comparisons and considered that the fund's gross total return performance was slightly above or equal to the Performance Group median for all periods, except for the four-, five- and ten-year periods when the fund's gross total return performance was slightly below the Performance Group median, and was slightly below the Performance Universe median for all periods. The Board also considered that the fund's net total return performance was slightly below the Performance Group median for all periods, except for the three- and four-year periods when the fund's net total return performance was slightly above the Performance Group median, and was below the Performance Universe medians for all periods. The Board considered the relative proximity of the fund's gross and net total return performance to the Performance Group and/or Performance Universe medians in certain periods when the fund's performance was below median.

Management Fee and Expense Ratio Comparisons. The Board reviewed and considered the contractual management fee rate payable by the fund to the Adviser in light of the nature, extent and quality of the management services and the sub-advisory services provided by the Adviser and the Sub-Adviser, respectively. In addition, the Board reviewed and considered the actual management fee rate paid by the fund over the fund's last fiscal year, which included reductions for an expense limitation arrangement in place that reduced the management fee paid to the Adviser. The Board also reviewed the range of actual and contractual management fees and total expenses as a percentage of average net assets of the Expense Group and Expense Universe funds and discussed the results of the comparisons.

The Board considered that the fund's contractual management fee was lower than the Expense Group median contractual management fee, the fund's actual management fee was lower than the Expense Group median and approximately equivalent to than the Expense Universe median actual management fee, and the fund's total expenses were approximately equivalent to the Expense Group median and higher than the Expense Universe median total expenses.

Representatives of the Adviser noted that there were no other funds advised by the Adviser that are in the same Lipper category as the fund or separate accounts and/or other types of client portfolios advised by the Adviser or the Sub-Adviser that are considered to have similar investment strategies and policies as the fund.

The Board considered the fee payable to the Sub-Adviser in relation to the fee payable to the Adviser by the fund and the respective services provided by the Sub-Adviser and the Adviser. The Board also took into consideration that the Sub-Adviser's fee is paid by the Adviser, out of its fee from the fund, and not the fund.

Analysis of Profitability and Economies of Scale. Representatives of the Adviser reviewed the expenses allocated and profit received by the Adviser and its affiliates and the resulting profitability percentage for managing the fund and the aggregate profitability percentage to the Adviser and its affiliates for managing the funds in the BNY fund complex, and the method used to determine the expenses and profit. The Board concluded that the profitability results were not excessive, given the services rendered and service levels provided by the Adviser and its affiliates. The Board also considered the expense limitation arrangement and its effect on the profitability of the Adviser and its affiliates. The Board also had been provided with information prepared by an independent consulting firm regarding the Adviser's approach to allocating costs to, and determining the profitability of, individual funds and the entire BNY fund complex. The consulting firm also had analyzed where any economies of scale might emerge in connection with the management of a fund.

The Board considered, on the advice of its counsel, the profitability analysis (1) as part of its evaluation of whether the fees under the Agreements, considered in relation to the mix of services provided by the Adviser and the Sub-Adviser, including the nature, extent and quality of such services, supported the renewal of the Agreements and (2) in light of the relevant circumstances for the fund and the extent to which economies of scale would be realized if the fund grows and whether fee levels reflect these economies of scale for the benefit of fund shareholders. Representatives of the Adviser stated that, as a result of shared and allocated costs among funds in the BNY fund complex, the extent of economies of scale could depend substantially on the level of assets in the complex as a whole, so that increases and decreases in complex-wide assets can affect potential economies of scale in a manner that is disproportionate to, or even in the opposite direction from, changes in the fund's asset level. The Board also considered potential benefits to the Adviser and the Sub-Adviser from acting as investment adviser and sub-investment adviser, respectively, and took into consideration that there were no soft dollar arrangements in effect for trading the fund's investments.

At the conclusion of these discussions, the Board agreed that it had been furnished with sufficient information to make an informed business decision with respect to the renewal of the Agreements. Based on the discussions and considerations as described above, the Board concluded and determined as follows.

- The Board concluded that the nature, extent and quality of the services provided by the Adviser and the Sub-Adviser are satisfactory and appropriate.
- The Board was generally satisfied with the fund's performance.
- The Board concluded that the fees paid to the Adviser and the Sub-Adviser continued to be appropriate under the circumstances and in light of the factors and the totality of the services provided as discussed above.
- The Board determined that the economies of scale which may accrue to the Adviser and its affiliates in connection with the management of the fund had been adequately considered by the Adviser in connection with the fee rate charged to the fund pursuant to the Management Agreement and that, to the extent in the future it were determined that material economies of scale had not been shared with the fund, the Board would seek to have those economies of scale shared with the fund.

In evaluating the Agreements, the Board considered these conclusions and determinations and also relied on its previous knowledge, gained through meetings and other interactions with the Adviser and its affiliates and the Sub-Adviser, of the Adviser and the Sub-Adviser and the services provided to the fund by the Adviser and the Sub-Adviser. The Board also relied on information received on a routine and regular basis throughout the year relating to the operations of the fund and the investment management and other services provided under the Agreements, including information on the investment performance of the fund in comparison to similar mutual funds and benchmark performance measures; general market outlook as applicable to the fund; and compliance reports. In addition, the Board's consideration of the contractual fee arrangements for the fund had the benefit of a number of years of reviews of the Agreements for the fund, or substantially similar agreements for other BNY funds that the Board oversees, during which lengthy discussions took place between the Board and representatives of the Adviser. Certain aspects of the arrangements may receive greater scrutiny in some years than in others, and the Board's conclusions may be based, in part, on its consideration of the fund's arrangements, or substantially similar arrangements for other BNY funds that the Board oversees, in prior years. The Board determined to renew the Agreements.

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