

Kimberly Moran

From: Diana Banks [diana@lifeinsuranceconcepts.com]
Sent: Thursday, October 20, 2011 5:06 PM
To: Kimberly Moran
Cc: Robert Spallina
Subject: RE: Simon L. Bernstein Irrevocable Trust
Attachments: Bernstein Statements June 2011-Sept 2011.pdf

Statement attached

Diana Banks - Vice President of Administration



Life Insurance Concepts
950 Peninsula Corporate Circle, Suite 3010
Boca Raton, FL 33487
Tel: 561.988.8984
Toll Free: 866.395.8984
Fax: 561.988.0833
Email: Diana@LifeInsuranceConcepts.com

www.LifeInsuranceConcepts.com

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From: Kimberly Moran [mailto:kmoran@tescherspallina.com]
Sent: Monday, October 17, 2011 10:02 AM
To: Diana Banks
Cc: Robert Spallina
Subject: Simon L. Bernstein Irrevocable Trust

Hi Diana –

Attached is the letter for Mr. Bernstein to sign and send to Wilmington Trust Company regarding distribution of the assets held by the above referenced trust.

Robert asked that you please send us the most recent statement for Bernstein Holdings, LLC.

If you have any questions, please do not hesitate to contact us.

Best regards,

10/21/2011

TS000117

Kimberly Moran, Legal Assistant
Tescher & Spallina, P.A.
4855 Technology Way, Suite 720
Boca Raton, FL 33431
Tel: (561) 997-7008
Fax: (561) 997-7308

Kimberly Moran

From: Kimberly Moran
Sent: Friday, October 21, 2011 2:54 PM
To: 'crufe@wilmingtontrust.com'
Cc: Robert Spallina
Subject: Simon L. Bernstein

Attachments: Bernstein ltr to Wilmington Trust Company dtd 10-17-11.pdf; Bernstein - JP Morgan stmt Sept 2011.pdf

Dear Ms. Rufe:

Attached is a letter signed by Simon L. Bernstein with regard to the distribution of the assets of the Simon L. Bernstein Irrevocable Trust, together with a copy of the most recent statement for the Bernstein Family Investments, LLLP account at JP Morgan.

If you have any questions, please do not hesitate to contact us.

Best regards,

Kimberly Moran, Legal Assistant
Tescher & Spallina, P.A.
4855 Technology Way, Suite 720
Boca Raton, FL 33431
Tel: (561) 997-7008
Fax: (561) 997-7308

Kimberly Moran

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Sent: Monday, October 17, 2011 10:02 AM
To: 'Diana Banks'
Cc: Robert Spallina
Subject: Simon L. Bernstein Irrevocable Trust
Attachments: Bernstein Itr to Wilmington Trust Company dtd 10-17-11.pdf

Hi Diana –

Attached is the letter for Mr. Bernstein to sign and send to Wilmington Trust Company regarding distribution of the assets held by the above referenced trust.

Robert asked that you please send us the most recent statement for Bernstein Holdings, LLC.

If you have any questions, please do not hesitate to contact us.

Best regards,

Kimberly Moran, Legal Assistant
Tescher & Spallina, P.A.
4855 Technology Way, Suite 720
Boca Raton, FL 33431
Tel: (561) 997-7008
Fax: (561) 997-7308

**Simon L. Bernstein
7020 Lions Head Lane
Boca Raton, Florida 33496**

October 17, 2011

Wilmington Trust Company
Attn: Ms. Carece Rufe, CTFA
1100 North Market Street
Wilmington, DE 19890-0001

Re: Simon L. Bernstein Irrevocable Trust

Dear Ms. Rufe:

I am the settlor and the beneficiary of the above-referenced Trust of which Mr. William Stansbury is named as the Trust Protector. At the time that I established the Trust in 2008, I funded the Trust with my partnership interest in Bernstein Investments, LLLP, for asset protection purposes. Three years have passed since the establishment of the Trust and I am no longer in need of the protections afforded by the Trust. Whereas the primary purpose of the Trust is now obsolete, I formally request that you distribute the assets held by the Trust to my revocable trust and terminate the Simon L. Bernstein Irrevocable Trust immediately thereafter.

As was requested, I have enclosed a copy of the latest brokerage statement for Bernstein Family Investments, LLLP. If you have any questions regarding the distribution from the Trust or the Trust's termination, please do not hesitate to contact me.

Sincerely yours,

Simon L. Bernstein

Enc.

TS000121

Simon L. Bernstein
7020 Lions Head Lane
Boca Raton, Florida 33496

August 26, 2011

Wilmington Trust Company
ATTN: Ms. Carece Rufe, CTFA
1100 North Market Street
Wilmington, DE 19890-0001

RE: Simon L. Bernstein Irrevocable Trust

Dear Ms. Rufe:

I am the settlor and the beneficiary of the above-referenced Trust of which Mr. William Stansbury is named as the Trust Protector. At the time that I established the Trust in 2008, I funded the Trust with my partnership interest in Bernstein Family Investments, LLLP, for asset protection purposes. Three years have passed since the establishment of the Trust and I am no longer in need of the protections afforded by the Trust. Whereas the primary purpose of the Trust is now obsolete, I formally request that you distribute the assets held by the Trust to my revocable trust and terminate the Simon L. Bernstein Irrevocable Trust immediately thereafter.

As was requested, I have enclosed a copy of the latest brokerage statement for Bernstein Family Investments, LLLP. If you have any questions regarding the distribution from the Trust or the Trust's termination, please do not hesitate to contact me.

Sincerely yours,

SIMON L. BERNSTEIN

Encl.



- ask Diana or Rachel
Need most recent
LLC Stmt
- retyp HR & send to
Simon Bernstein

TS000122



WILMINGTON
TRUST

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

June 29, 2011

William E. Stansbury
6920 Capiro Lane
Boynton Lane, FL 33437

RE: Simon L. Bernstein Irrevocable Trust

Dear Mr. Stansbury:

In the past year, I took over the administration of the above referenced trust. I am contacting you because you are currently named as the Trust Protector of Mr. Bernstein's Delaware Asset Protection Trust. I am concerned because I have tried on several occasions to contact Mr. Bernstein to no avail. As Trustee there are a few outstanding items that we require to continue to serve as Trustee. Would you be able to help me get in contact with Mr. Bernstein to resolve the outstanding items? Any help that you could provide would be greatly appreciated.

If you need additional information, please do not hesitate to ask. All of my contact information is below.

Kind Regards,

Ms. Carece Rufe, CTFA
Fiduciary Advisor
Wealth Advisory Services
crufe@wilmingtontrust.com
302-651-8248

TS000123

Robert Spallina

From: margaret.brown@bakerbotts.com
Sent: Monday, April 26, 2010 4:22 PM
To: Robert Spallina
Cc: S.Loomis-Price@bakerbotts.com; JCoker@fits-inc.com
Subject: Bernstein/Friedstein/Simon/Iantoni Trusts

Hi, Robert -

Could you please call my colleague, Stephanie Loomis-Price, at 713-229-1801 or me to let us know the status of the proceedings for the appointment of a successor trustee for the various Bernstein/Friedstein/Simon/Iantoni Trusts?

Thank you so much -

Maggie Brown
713-229-1987

IRS Circular 230 Disclaimer: To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

**WILMINGTON
FUNDS**



MONEY MARKET FUNDS

PRIME MONEY MARKET
U.S. GOVERNMENT MONEY MARKET
TAX-EXEMPT MONEY MARKET

Institutional Shares

Prospectus
November 1, 2007

**WILMINGTON PRIME MONEY
MARKET FUND**

**WILMINGTON U.S. GOVERNMENT
MONEY MARKET FUND**

**WILMINGTON TAX-EXEMPT MONEY
MARKET FUND**

**of WT Mutual Fund
Institutional Shares**

PROSPECTUS DATED NOVEMBER 1, 2007

This prospectus gives vital information about these money market mutual funds, including information on investment policies, risks and fees. For your own benefit and protection, please read it before you invest, and keep it on hand for future reference.

Please note that these Funds:

- are not bank deposits
- are not obligations of, or guaranteed or endorsed by Wilmington Trust Company or any of its affiliates
- are not federally insured
- are not obligations of, or guaranteed or endorsed or otherwise supported by the U.S. Government, the Federal Deposit Insurance Corporation ("FDIC"), the Federal Reserve Board or any other governmental agency
- are not guaranteed to achieve their goal(s)
- may not be able to maintain a stable \$1.00 share price.

These securities have not been approved or disapproved by the Securities and Exchange Commission nor has the Securities and Exchange Commission determined whether this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

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A look at the goals, strategies, risks and expenses of each Fund.

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**WILMINGTON PRIME
MONEY MARKET FUND**
**WILMINGTON U.S. GOVERNMENT
MONEY MARKET FUND**
**WILMINGTON TAX-EXEMPT MONEY
MARKET FUND**

Institutional Shares

FUND DESCRIPTIONS

SUMMARY

Investment Objective	<ul style="list-style-type: none">• The Wilmington Prime Money Market Fund and Wilmington U.S. Government Money Market Fund each seeks high current income, while preserving capital and liquidity.• The Wilmington Tax-Exempt Money Market Fund seeks high current interest income exempt from Federal income taxes while preserving principal.
Investment Focus	<ul style="list-style-type: none">• Money market instruments
Share Price Volatility	<ul style="list-style-type: none">• Each Fund will strive to maintain a stable \$1.00 share price.
Principal Investment Strategies	<ul style="list-style-type: none">• The Wilmington Prime Money Market Fund invests in money market instruments, including bank obligations, high quality commercial paper and U.S. Government obligations.• The Wilmington U.S. Government Money Market Fund invests at least 80% of its assets in U.S. Government obligations and repurchase agreements collateralized by such obligations.• The Wilmington Tax-Exempt Money Market Fund invests in high quality municipal obligations, municipal bonds and other instruments exempt from Federal income tax.• In selecting securities for a Fund, the investment adviser seeks current income, liquidity and safety of principal. The investment adviser may sell securities if the securities are downgraded to a lower ratings category.

- The **Wilmington Prime Money Market Fund** and the **Wilmington Tax-Exempt Money Market Fund** may each invest more than 25% of its total assets in the obligations of banks, finance companies and utilities. The **Wilmington U.S. Government Money Market Fund** may invest up to 20% of its total assets in the obligations of banks, finance companies and utilities.

Principal Risks	<p>The Funds are subject to the risks summarized below, which are further described under "Additional Risk Information."</p> <ul style="list-style-type: none">• An investment in a Fund is not a deposit of Wilmington Trust Company or any of its affiliates and is not insured or guaranteed by the FDIC or any other government agency. Although each Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in a Fund.• The obligations in which the Funds invest are subject to credit risk and interest rate risk. Typically, when interest rates rise, the market prices of debt securities go down. Securities issued by government sponsored entities are not insured or guaranteed by the U.S. Government.• The performance of a Fund will depend on whether or not the investment adviser is successful in pursuing its investment strategy.
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Investor Profile • Conservative

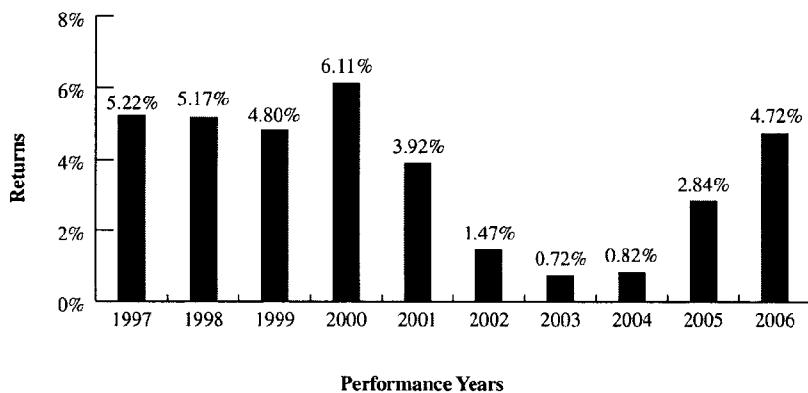
PERFORMANCE INFORMATION

Wilmington Prime Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Calendar Year-to-Date Total Return as of September 30, 2007: 3.77%

Best Quarter

1.57%
(December 31, 2000)

Worst Quarter

0.12%
(June 30, 2004)

Average Annual Total Returns as of December 31, 2006

Prime Money Market Fund — Institutional Shares

1 Year

5 Years

10 Years

4.72%

2.10%

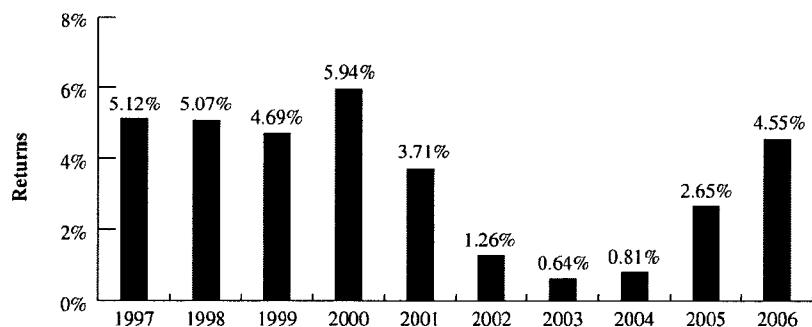
3.56%

Wilmington U.S. Government Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Performance Years

Calendar Year-to-Date Total Return as of September 30, 2007: 3.66%

Best Quarter

1.54%
(December 31, 2000)

Worst Quarter

0.13%
(June 30, 2004)

Average Annual Total Returns as of December 31, 2006

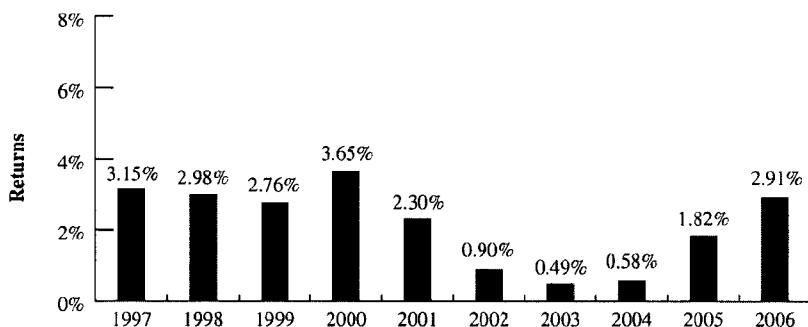
	<i>1 Year</i>	<i>5 Years</i>	<i>10 Years</i>
U.S. Government Money Market Fund — Institutional Shares	4.55%	1.97%	3.43%

Wilmington Tax-Exempt Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Performance Years

Calendar Year-to-Date Total Return as of September 30, 2007: 2.39%

Best Quarter

0.96%

(December 31, 2000)

Worst Quarter

0.09%

(September 30, 2003)

Average Annual Total Returns as of December 31, 2006

1 Year

5 Years

10 Years

Tax-Exempt Money Market Fund —
Institutional Shares

2.91%

1.33%

2.15%

You may call (800) 336-9970 to obtain a Fund's current 7-day yield.

FEES AND EXPENSES

The table below shows the fees and expenses that you may pay if you buy and hold Institutional Shares of a Fund. No sales charges or other fees are paid directly from your investment.

Annual Fund Operating Expenses (expenses that are deducted from Fund assets):

	<i>Prime Money Market Fund</i>	<i>U.S. Government Money Market Fund</i>	<i>Tax-Exempt Money Market Fund</i>
Management fees	0.32%	0.37%	0.37%
Distribution (Rule 12b-1) fees	None	None	None
Other expenses	0.09%	0.12%	0.15%
Total Annual Fund Operating Expenses	0.41%	0.49%	0.52%

EXAMPLE

This Example is intended to help you compare the cost of investing in Institutional Shares of each Fund with the cost of investing in other mutual funds. The Examples below show what you would pay if you invested \$10,000 over the various time periods indicated. The Example assumes that:

- you reinvested all dividends;
- the average annual return was 5%;
- the Fund's total operating expenses are charged and remain the same over the time periods; and
- you redeemed all of your investment at the end of each time period.

Although your actual cost may be higher or lower, based on these assumptions your costs would be:

Institutional Shares	<i>1 Year</i>	<i>3 Years</i>	<i>5 Years</i>	<i>10 Years</i>
Prime Money Market Fund	\$42	\$132	\$230	\$518
U.S. Government Money Market Fund	\$50	\$157	\$274	\$616
Tax-Exempt Money Market Fund	\$53	\$167	\$291	\$653

The above example of Institutional Shares is for comparison purposes only and is not a representation of a Fund's actual expenses and returns, either past or future.

INVESTMENT OBJECTIVE

The **Wilmington Prime Money Market Fund** and the **Wilmington U.S. Government Money Market Fund** each seeks a high level of current income consistent with the preservation of capital and liquidity. The **Wilmington Tax-Exempt Money Market Fund** seeks as high a level of interest income exempt from Federal income tax as is consistent with preservation of principal.

The investment objective for each Fund may not be changed without shareholder approval. Each Fund is a money market fund and intends to maintain a stable \$1.00 share price, although this may not be possible under certain circumstances. There can be no guarantee that any Fund will achieve its investment objective.

PRINCIPAL INVESTMENT STRATEGIES

The **Wilmington Prime Money Market Fund** invests in:

- U.S. dollar-denominated obligations of major U.S. and foreign banks and their branches located outside of the United States, of U.S. branches of foreign banks, of foreign branches of foreign banks, of U.S. agencies of foreign banks and wholly-owned banking subsidiaries of foreign banks;
- commercial paper rated, at the time of purchase, in the highest category of short-term debt ratings of any two nationally recognized statistical rating organizations ("NRSRO") such as Standard & Poor's Corporation ("S&P"), Moody's Investors Service, Inc. ("Moody's") and Fitch IBCA ("Fitch");

- corporate obligations having a remaining maturity of 397 calendar days or less, issued by corporations having outstanding comparable obligations that are (a) rated in the two highest categories of any two NRSROs or (b) rated no lower than the two highest long-term debt ratings categories by any NRSRO;
- U.S. Government obligations (as described below);
- high quality municipal securities; and
- repurchase agreements that are fully collateralized by U.S. Government obligations.

The **Wilmington U.S. Government Money Market Fund** invests at least 80% of its total assets in:

- U.S. Government obligations; and
- repurchase agreements that are fully collateralized by such obligations.

U.S. Government obligations are debt securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities. U.S. Government obligations include securities issued by government-sponsored entities, such as the Federal Home Loan Mortgage Corporation and Federal National Mortgage Association, which are not issued, insured or guaranteed by the U.S. Treasury or the U.S. Government. Instruments issued by such government-sponsored entities are supported only by the credit of the issuing entity. If an issuer that is not insured or guaranteed by the U.S. Treasury or U.S. Government fails to meet its commitments, the Fund would not be able to assert a claim against the United States.

The **Wilmington Tax-Exempt Money Market Fund** invests in:

- high quality municipal obligations and municipal bonds;
- floating and variable rate obligations;
- participation interests;
- high quality tax-exempt commercial paper; and
- high quality short-term municipal notes.

The Tax-Exempt Money Market Fund has adopted a policy that, under normal circumstances, at least 80% of its annual income will be exempt from Federal income tax. Additionally, at least 80% of its annual income will not be a tax preference item for purposes of the Federal alternative minimum tax.

High quality securities include those that (1) are rated in one of the two highest short-term rating categories by two NRSROs (or by one NRSRO if only one NRSRO has issued a rating), or (2), if unrated, are issued by an issuer with comparable outstanding debt that is rated or are otherwise unrated and determined by the investment adviser to be of comparable quality.

Each Fund also may invest in other securities, use other strategies and engage in other investment practices, which are described in detail in the Funds' Statement of Additional Information ("SAI"), available on the Funds' website at <http://www.wilmingtonfunds.com>.

ADDITIONAL RISK INFORMATION

The following is a list of certain risks that may apply to your investment in a Fund. Further information about investment risks is available in the Funds' SAI:

- **Credit Risk:** The risk that the issuer of a security, or the counterparty to a contract, will default or otherwise become unable to honor a financial obligation.
- **Foreign Security Risk:** The risk of losses due to political, regulatory, economic, social or other uncontrollable forces in a foreign country.
- **Government Obligations Risk:** The risk that government-sponsored entities may default on a financial obligation, since their securities are not insured or guaranteed by the U.S. Treasury or the U.S. Government.
- **Interest Rate Risk:** The risk of market losses attributable to changes in interest rates. With fixed-rate securities, a rise in interest rates typically causes a fall in values, while a fall in rates typically causes a rise in values. The yield paid by a Fund will vary with changes in interest rates.
- **Market Risk:** The risk that the market value of a security may fluctuate, sometimes rapidly and unpredictably.
- **Prepayment Risk:** The risk that a debt security may be paid off and proceeds invested earlier than anticipated. Depending on market conditions, the new investments may or may not carry the same interest rate.

FINANCIAL HIGHLIGHTS

The financial highlights tables are intended to help you understand each Fund's financial performance for the past five years. Certain information reflects financial results for a single Institutional Share of a Fund. The total returns in the tables represent the rate that you would have earned (or lost) on an investment in Institutional Shares of a Fund (assuming reinvestment of all dividends and other distributions). Financial highlights have been audited by Ernst & Young LLP, whose report, along with each Fund's financial statements, is included in the Annual Report, which is available without charge on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970.

PRIME MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Investment Operations:					
Net investment income	0.05	0.04	0.02	0.01	0.01
Distributions:					
From net investment income	(0.05)	(0.04)	(0.02)	(0.01)	(0.01)
Net Asset Value — End of Year ..	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Total Return	5.05%	3.82%	1.74%	0.58%	1.07%
Ratios (to Average Net Assets)/ Supplemental Data:^{1,2}					
Expenses	0.41%	0.51%	0.50%	0.53%	0.51%
Net investment income	4.94%	3.70%	1.65%	0.59%	1.10%
Net assets at the end of year (000 omitted)	\$24,400	\$11,986	\$ 6,683	\$14,105	\$28,937

¹ Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

² For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I — Prime Money Market Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

U.S. GOVERNMENT MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Investment Operations:					
Net investment income	0.05	0.04	0.02	0.01	0.01
Distributions:					
From net investment income	(0.05)	(0.04)	(0.02)	(0.01)	(0.01)
Net Asset Value — End of Year ...	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Total Return	4.92%	3.66%	1.63%	0.53%	0.95%
Ratios (to Average Net Assets)/					
Supplemental Data: ^{1,2}					
Expenses	0.49%	0.61%	0.59%	0.58%	0.57%
Net investment income	4.79%	3.58%	1.44%	0.53%	0.93%
Net assets at the end of year (000 omitted).....	\$ 333	\$ 3,480	\$ 3,939	\$33,892	\$34,252

¹ Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

² For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I — U.S. Government Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

TAX-EXEMPT MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Investment Operations:					
Net investment income	0.03	0.02	0.01	— ¹	0.01
Distributions:					
From net investment income....	(0.03)	(0.02)	(0.01)	— ¹	(0.01)
Net Asset Value — End of Year ...	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Total Return	3.14%	2.39%	1.16%	0.41%	0.73%
Ratios (to Average Net Assets)/					
Supplemental Data:^{2,3}					
Expenses	0.52%	0.63%	0.64%	0.58%	0.57%
Net investment income	3.06%	2.30%	0.98%	0.42%	0.72%
Net assets at the end of year (000 omitted).....	\$ 793	\$13,210	\$13,084	\$46,990	\$23,382

¹ Less than \$0.01 per share.

² Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

³ For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I – Tax-Exempt Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

MANAGEMENT OF THE FUNDS

The Board of Trustees of WT Mutual Fund (the "Trust") supervises the management, activities and affairs of the Funds and has approved contracts with various organizations to provide, among other services, the day-to-day management required by a Fund and its shareholders.

INVESTMENT ADVISER

Rodney Square Management Corporation ("RSMC"), the Funds' investment adviser, is located at 1100 North Market Street, Wilmington, Delaware 19890. RSMC is a wholly owned subsidiary of Wilmington Trust Corporation, which is a publicly held financial services holding company. Wilmington Trust Investment Management, LLC ("WTIM"), 3455 Peachtree Road, Suite 2000, Atlanta, Georgia 30326, also a wholly owned subsidiary of Wilmington Trust Corporation and under common control with RSMC, provides certain investment services, information, advice, assistance and facilities and performs research, statistical and investment services pursuant to a sub-advisory agreement among the Trust, RSMC and WTIM. RSMC, subject to the general oversight of the Board of Trustees, has overall responsibility for directing the investments of each Fund in accordance with its investment objective, policies and limitations. RSMC provides its services exclusively to investment companies sponsored by it or its affiliates. As of September 30, 2007, RSMC had approximately \$7.9 billion in assets under management.

For the fiscal year ended June 30, 2007, RSMC received the following advisory fees as a percentage of each Fund's average daily net assets:

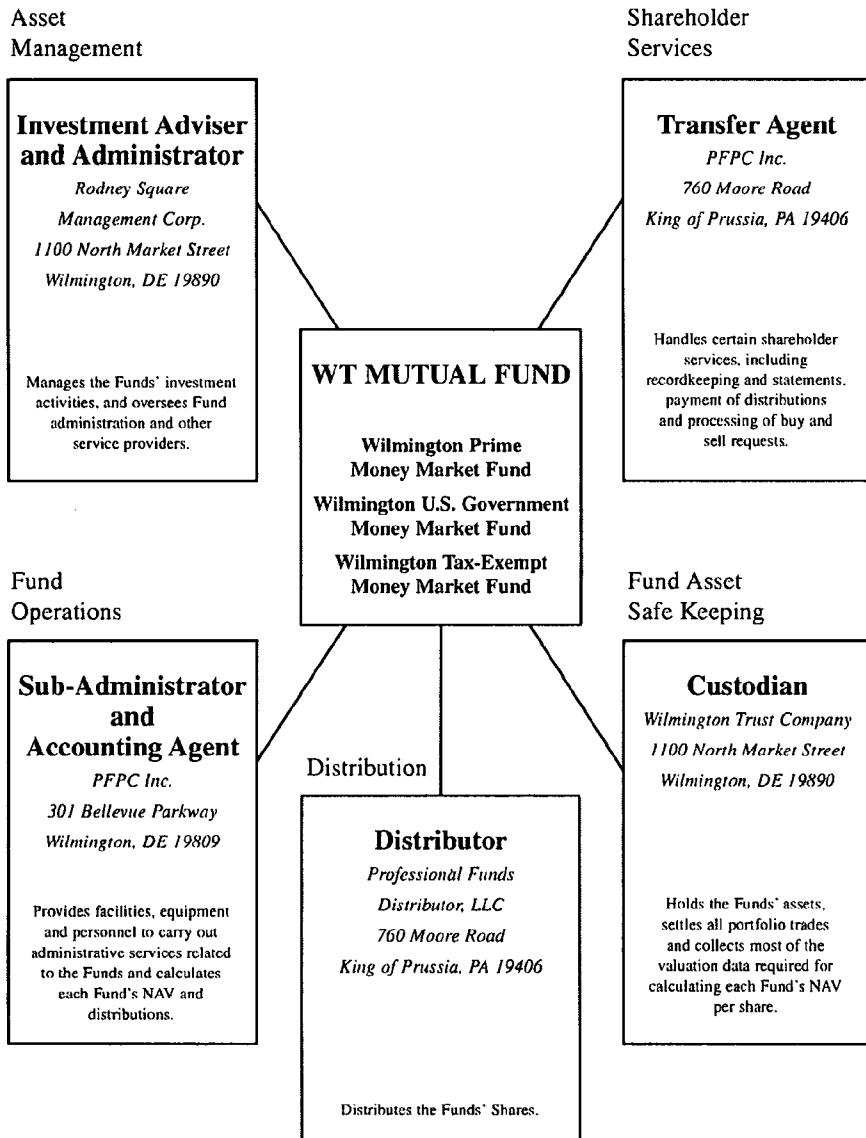
Prime Money Market Fund	0.32%
U.S. Government Money Market Fund	0.37%
Tax-Exempt Money Market Fund	0.37%

WTIM receives a sub-advisory fee from RSMC as agreed to from time to time with RSMC. Such fee paid to WTIM will not exceed the contractual amount of RSMC's fee.

A discussion of the basis for the Board of Trustees approval of the investment advisory and sub-advisory agreements for each of the Funds is included in the semi-annual report to shareholders for the period ended December 31.

SERVICE PROVIDERS

The chart below provides information on the primary service providers.



SHAREHOLDER INFORMATION

PRICING OF SHARES

The price of each Fund's shares is based on the Fund's net asset value ("NAV"). Each Fund uses its best effort to maintain its \$1.00 constant share price and values its securities at amortized cost. This involves valuing a security initially at its cost and thereafter assuming a constant amortization to maturity of any discount or premium, regardless of fluctuating interest rates on the market value of the security. All cash, receivables and current payables are carried at their face value. Other assets, if any, are valued at fair value as determined in good faith by, or under the direction of, the Board of Trustees.

PFPC Inc. ("PFPC"), the Funds' sub-administrator and accounting agent, determines the NAV per share of the Tax-Exempt Money Market Fund as of 12:00 Noon Eastern time on each "business day" (i.e., a day that the New York Stock Exchange (the "Exchange") or the Federal Reserve Bank of Philadelphia and the transfer agent are open for business). PFPC determines the NAV per share of the Prime Money Market Fund and U.S. Government Money Market Fund as of 2:00 p.m. and 5:00 p.m. Eastern time on each business day. The NAV per share is calculated by adding the value of all securities and other assets in a Fund, deducting its liabilities and dividing the balance by the number of outstanding shares in that Fund. The price at which a purchase, redemption or exchange is effected is based on the next calculation of NAV after the order is received by an authorized financial institution or the transfer agent.

PURCHASE OF SHARES

Fund shares are offered on a continuous basis and are sold without any sales charges. The minimum initial investment in Institutional Shares of each Fund is \$5,000,000. This minimum initial investment amount has been waived for shareholders of the Funds on June 23, 2006, trustees, directors, officers and employees of RSMC, the Trust, and Wilmington Trust and its affiliates, and their respective spouses, parents and children.

You may purchase shares if you are a client of Wilmington Trust through your trust or corporate cash management accounts. You may also purchase shares of a Fund through a financial intermediary which may charge additional fees and may require higher minimum investments or impose other limitations on buying and selling shares. "Financial intermediaries" include brokers, dealers, banks (including

bank trust departments), insurance companies, investment advisers, financial advisers, financial planners, retirement or 401(k) plan administrators, their designated intermediaries, and any other firm having a selling, administration or similar agreement. If you purchase shares through a financial intermediary, that party is responsible for promptly transmitting orders and may have an earlier cut-off time for purchase and redemption requests. Purchase and redemption orders placed through a financial intermediary will be deemed to have been received and accepted by the Fund when the financial intermediary accepts the order. Customer orders will be priced at the Fund's NAV next computed after they are accepted by an authorized intermediary or its authorized designee. A financial intermediary may also designate another intermediary to accept purchase and redemption orders on the Fund's behalf. Consult your investment representative for specific information.

Networking and Sub-Transfer Agency Fees: The Fund may directly enter into agreements with financial intermediaries pursuant to which the Fund will pay the financial intermediary for services such as networking or sub-transfer agency, including the maintenance of "street name" or omnibus accounts and related sub-accounting, record-keeping and administrative services provided to such accounts. Payments made pursuant to such agreements are generally based on either (1) a percentage of the average daily net assets of clients serviced by such financial intermediary, or (2) the number of accounts serviced by such financial intermediary. Any payments made pursuant to such agreements are in addition to, rather than in lieu of, Rule 12b-1 or shareholder service fees the financial intermediary may also receive. From time to time, RSMC or its affiliates may pay a portion of the fees for networking or sub-transfer agency at its or their own expense and out of its or their legitimate profits. These payments may be material to financial intermediaries relative to other compensation paid by the Funds and/or the Distributor, RSMC and their affiliates. The payments described above may differ depending on the Fund and may vary from amounts paid to the Trust's transfer agent for providing similar services to other accounts. The financial intermediaries are not audited by the Funds, RSMC or its service providers to determine whether such intermediary is providing the services for which they are receiving such payments.

In order for a financial intermediary to purchase shares of a Fund for an omnibus account, in nominee name or on behalf of another person, the Trust will enter into a shareholder information agreement with such financial intermediary or its agent. This agreement requires each financial intermediary to provide the Funds access, upon request, to information about underlying shareholder transaction activity in these accounts. If a shareholder information agreement has not been entered into by a financial intermediary, such financial intermediary will be prohibited from purchasing Fund shares for an omnibus account, in nominee name or on behalf of another person.

By Mail: You may purchase shares by sending a check drawn on a U.S. bank payable to Wilmington Money Market Funds, indicating the name and class of the Fund, along with a completed application (included at the end of this prospectus). If a subsequent investment is being made, the check should also indicate your Fund account number. When you make purchases by check, each Fund may withhold payment on redemptions until it is reasonably satisfied that the funds are collected (which can take up to 10 days). If you purchase shares with a check that does not clear, your purchase will be canceled and you will be responsible for any loss or fees incurred in that transaction. Send the check and application to:

Regular mail:

Wilmington Money Market Funds
c/o PFPC Inc.
P.O. Box 9828
Providence, RI 02940

Overnight mail:

Wilmington Money Market Funds
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427

By Wire: You may purchase shares by wiring federal funds. Please call PFPC at (800) 336-9970 for instructions and to make specific arrangements before making a purchase by wire, and if making an initial purchase, to also obtain an account number.

Additional Information Regarding Purchases: For the Tax-Exempt Money Market Fund orders placed and payments which are received in or converted into federal funds by 12:00 Noon Eastern time will be accepted at the price determined at 12:00 Noon Eastern time. Your shares will begin to accrue dividends on that business day. If your order is placed and payments are received in or converted into federal funds for your account after 12:00 Noon Eastern time your shares will begin to accrue dividends on the following business day.

For both the Prime Money Market Fund and the U.S. Government Money Market Fund orders placed and payments which are received in or converted into federal funds by 2:00 p.m. Eastern time will be accepted at the price determined at 2:00 p.m. Eastern time. Orders placed and payments which are received or converted into federal funds after 2:00 p.m. and up to 5:00 p.m. will be accepted at the price determined at 5:00 p.m. In each case, shares purchased on or before 5:00 p.m. will receive the dividend declared on that business day. If your order is placed and payments are received in or converted into federal funds after 5:00 p.m. your shares will begin to accrue dividends on the following business day. Any purchase order may be rejected if a Fund determines that accepting the order would not be in the best interest of the Fund or its shareholders. It is the responsibility of Wilmington Trust or the financial intermediary to transmit orders for the purchase of shares by its customers to the transfer agent and to deliver required funds on a timely basis, in accordance with the procedures stated above.

REDEMPTION OF SHARES

You may sell your shares on any business day, as described below. Redemptions are effected at the NAV next determined after the transfer agent has received your redemption request. There is no fee when Fund shares are redeemed. It is the responsibility of Wilmington Trust or the financial intermediary to transmit redemption orders and credit their customers' accounts with redemption proceeds on a timely basis. Redemption checks are normally mailed on the next business day following receipt by the transfer agent of redemption instructions. Transmission of wires for redemption proceeds and eligibility with respect to dividends declared on the day of redemption are as follows (all times are Eastern time):

WILMINGTON TAX-EXEMPT MONEY MARKET FUND

<i>Receipt of Redemption Request by Fund</i>		
	<i>On or Before 12:00 Noon</i>	<i>After 12:00 Noon</i>
On What Day Will My Redemption Proceeds Normally Be Wired to My Account?	Same Business Day	Next Business Day
Will I Be Eligible to Receive the Day's Dividend?	No	Yes

WILMINGTON PRIME MONEY MARKET FUND AND WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND

<i>Receipt of Redemption Request by Fund</i>			
	<i>On or Before 2:00 P.M.</i>	<i>After 2:00 P.M. and Up to 5:00 P.M.</i>	<i>After 5:00 P.M.</i>
On What Day Will My Redemption Proceeds Normally Be Wired to My Account?	Same Business Day	Next Business Day	Next Business Day
Will I Be Eligible to Receive the Day's Dividend?	No	No	Yes

If you purchased your shares through an account at Wilmington Trust or through a financial intermediary, you should contact Wilmington Trust or the financial intermediary for information relating to redemptions. The Fund's name and your account number should accompany any redemption requests.

By Mail: If you redeem your shares by mail, you must submit written instructions accompanied with a medallion signature guarantee by a guarantor institution that is acceptable to the transfer agent, such as a domestic bank or trust company, broker, dealer, clearing agency or savings association, participating in a recognized signature guarantee program such as the Securities Transfer Agents Medallion Program (STAMP), Stock Exchanges Medallion Program (SEMP) and New York Stock Exchange, Inc. Medallion Signature Program (MSP). Signature guarantees that are not part of these programs will not be accepted.

Your written instructions must include the Fund name, your account number, your printed name, and your signature. You should mail your written instructions with a medallion signature guarantee to:

Regular mail:

Wilmington Money Market Funds
c/o PFPC Inc.
P.O. Box 9828
Providence, RI 02940

Overnight mail:

Wilmington Money Market Funds
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427

By Telephone: If you prefer to redeem your shares by telephone you may elect to do so. However there are risks. The Funds have implemented certain safeguards and procedures to confirm the identity of callers and to confirm that the instructions communicated are genuine. If such procedures are followed, you will bear the risk of any loss.

By Check: You may use the checkwriting option to redeem Fund shares by drawing a check for \$500 or more against a Fund account. When the check is presented for payment, a sufficient number of shares will be redeemed from your account to cover the amount of the check. This procedure enables you to continue receiving dividends on those shares until the check is presented for payment. Because the aggregate amount of Fund shares owned is likely to change each day, you should not attempt to redeem all shares held in your account by using the checkwriting procedure. Charges will be imposed for specially imprinted checks, business checks, copies of canceled checks, stop payment orders, checks returned due to "nonsufficient funds" and other returned checks. These charges will be paid by automatically redeeming an appropriate number of Fund shares. Each Fund and the transfer agent reserve the right to terminate or alter the checkwriting service at any time. The transfer agent also reserves the right to impose a service charge in connection with the checkwriting service. If you are interested in the checkwriting service, contact the transfer agent for further information. This service is generally not available for clients of Wilmington Trust through their trust or corporate cash management accounts, since it is already provided for these customers through Wilmington Trust. The service may also not be available for financial intermediary clients who are provided a similar service by those organizations.

Additional Information Regarding Redemptions: The processing of redemptions and the delivery of the proceeds may be delayed beyond the same or next business day. Among the reasons for this are days when the Exchange may be closed, when an emergency exists that makes it difficult to execute portfolio transactions or by the order of the Securities and Exchange Commission for the protection of Fund shareholders. Other events could cause a delay as well.

Redemption proceeds may be wired to your predesignated bank account in any commercial bank in the United States if the amount is \$1,000 or more. The receiving bank may charge a fee for this service. For amounts exceeding \$10,000, proceeds may be mailed to your bank.

In order to authorize the transfer agent to mail redemption proceeds to your Fund account address of record, complete the appropriate section of the Application for Telephone Redemption Option or include your Fund account address of record when you submit written instructions. You may change the account that you have designated to receive amounts redeemed at any time. Any request to change the account designated to receive redemption proceeds should be accompanied by a guarantee of your signature by an eligible institution. A signature and a medallion signature guarantee are required for each person in whose name the account is registered. Further documentation will be required to change the designated account when a corporation, other organization, trust, fiduciary or other institutional investor holds the Fund shares.

If the shares to be redeemed represent a recent investment made by a check, each Fund reserves the right not to send the redemption proceeds until it believes that the check has been collected (which could take up to 10 days).

Small Accounts: If the value of your Fund account falls below \$2,500,000, the Fund may ask you to increase your balance. If after 60 days the account value is still below \$2,500,000, your account may be closed and the proceeds sent to you. The Fund will not close your account if it falls below \$2,500,000 solely as a result of a reduction in your account's market value. The minimum account balance requirement may be waived for trustees, directors, officers and employees of RSMC, the Trust, and Wilmington Trust and its affiliates, and their respective spouses, parents and children.

FREQUENT PURCHASES AND REDEMPTIONS

Money market funds such as the Funds generally are used by investors for short-term investments, often in place of bank checking or savings accounts or for cash management purposes. Investors value the ability to add and withdraw their funds quickly, without restriction. For this reason, although the Trust discourages excessive

trading and other abusive trading practices, it has not adopted policies and procedures, or imposed redemption fees or other restrictions such as minimum holding periods, to deter frequent purchases and redemptions of the Funds' shares. The Trust also believes that money market funds, such as the Funds, are not targets of abusive trading practices, because money market funds seek to maintain a \$1.00 per share price and typically do not fluctuate in value based on market prices. However, frequent purchases and redemptions of the Funds' shares could increase the Funds' transaction costs, such as market spreads and custodial fees, and may interfere with the efficient management of the Funds, which could detract from their performance. Accordingly, the Funds reserve the right to refuse any purchase or exchange request. Other Wilmington Funds that are not money market mutual funds have adopted policies and procedures that are intended to discourage and prevent abusive trading practices in those mutual funds which may apply to exchanges from or into the Funds. If you plan to exchange your Fund shares for shares of another Wilmington Fund, please read the prospectus of that other fund for more information. Prospectuses for the other Wilmington Funds may be obtained, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970.

EXCHANGE OF SHARES

You may exchange all or a portion of your shares in a Fund for Institutional Shares of the following funds ("Wilmington Funds"):

Wilmington Aggressive Asset Allocation Fund
Wilmington Moderate Asset Allocation Fund
Wilmington Conservative Asset Allocation Fund
Wilmington ETF Allocation Fund
Wilmington Prime Money Market Fund
Wilmington U.S. Government Money Market Fund
Wilmington Tax-Exempt Money Market Fund
Wilmington Short/Intermediate-Term Bond Fund
Wilmington Broad Market Bond Fund
Wilmington Municipal Bond Fund
Wilmington Large-Cap Core Fund
Wilmington Large-Cap Value Fund
Wilmington Large-Cap Growth Fund
Wilmington Small-Cap Core Fund
Wilmington Small Cap Value Fund
Wilmington Small Cap Growth Fund
Wilmington Multi-Manager Large-Cap Fund
Wilmington Multi-Manager Small-Cap Fund
Wilmington Multi-Manager International Fund

Wilmington Multi-Manager Real Asset Fund
Wilmington Fundamentally Weighted Large Company Fund
Wilmington Fundamentally Weighted Small Company Fund

Redemption of shares through an exchange will be effected at the NAV per share next determined after the transfer agent receives your request. A purchase of shares through an exchange will be effected at the NAV per share determined at that time or as next determined thereafter.

Exchange transactions will be subject to the minimum initial investment and other requirements of the Wilmington Fund into which the exchange is made. Unless a waiver of the minimum account balance has been granted, an exchange may not be made if the exchange would leave a balance of less than \$500 in a shareholder's account.

Prospectuses of the other Wilmington Funds may be obtained, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970. To obtain more information about exchanges, or to place exchange orders, contact the transfer agent, or, if your shares are held in a trust account with Wilmington Trust or in an account with a financial intermediary, contact Wilmington Trust or the financial intermediary. The Wilmington Funds may terminate or modify the exchange offer described here and will give you 60 days notice of such termination or modification.

DISTRIBUTIONS

Distributions from the net investment income of each Fund are declared daily as a dividend and paid monthly to you. Any net capital gain realized by a Fund will be distributed annually.

All distributions are reinvested in additional shares, unless you elect to receive the distributions in cash. Shares become entitled to receive distributions on the day after the shares are issued.

TAXES

As long as a Fund meets the requirements for being a "regulated investment company," it pays no Federal income tax on the earnings and gains it distributes to shareholders. The Funds' distributions of net investment income (which include net short-term capital gains), whether received in cash or reinvested in additional Fund shares, are generally taxable to you as ordinary income. Each Fund will notify you following the end of the calendar year of the amount of dividends paid that year.

You will not recognize any gain or loss on the sale (redemption) or exchange of shares of a Fund so long as that Fund maintains a stable price of \$1.00 a share. Dividend distributions by the Tax-Exempt Money Market Fund of the excess of its interest income on tax-exempt securities over certain amounts disallowed as deductions (“exempt-interest dividends”) may be treated by you as interest excludable from your gross income. The Tax-Exempt Money Market Fund intends to distribute income that is exempt from Federal income tax, though it may invest a portion of its assets in securities that generate taxable income. Income exempt from Federal income tax may be subject to state and local income tax. Additionally, any capital gains distributed by the Tax-Exempt Money Market Fund may be taxable.

State and Local Income Taxes: You should consult your tax adviser concerning state and local taxes, which may have different consequences from those of the Federal income tax law.

This section is only a summary of some important income tax considerations that may affect your investment in a Fund. More information regarding those considerations appears in our SAI. You are urged to consult your tax adviser regarding the effects of an investment on your tax situation.

DISTRIBUTION ARRANGEMENTS

Professional Funds Distributor, LLC manages the Funds' distribution efforts and provides assistance and expertise in developing marketing plans and materials, enters into dealer agreements with broker-dealers to sell shares and provides shareholder support services, directly or through affiliates. The Funds do not charge any sales loads, deferred sales loads or other fees in connection with the purchase of shares.

SHARE CLASSES

The Funds issue Institutional and W Shares. The Prime Money Market Fund and the U.S. Government Money Market Fund also issue Service Shares. Each class of shares bears a pro-rata portion of the Fund's common expenses in addition to expenses directly attributable to that class. Institutional Shares are offered to retirement plans and other institutional investors. Service Shares are offered to investors who use a financial intermediary to process transactions and pay a Rule 12b-1 distribution fee and a shareholder service fee. Any investor may purchase W Shares which are subject to a shareholder service fee.

FOR MORE INFORMATION

FOR INVESTORS WHO WANT MORE INFORMATION ON THE FUNDS, THE FOLLOWING DOCUMENTS ARE AVAILABLE FREE UPON REQUEST:

Annual/Semi-Annual Reports: Additional information about the Funds' investments is available in the Funds' annual and semi-annual reports to shareholders. These reports contain performance data and information on the Funds' portfolio holdings and operating results for the most recently completed fiscal year or half-year. The annual report will also include a discussion of the market conditions and investment strategies that significantly affected each Fund's performance during its last fiscal year.

Statement of Additional Information (SAI): The SAI provides additional technical and legal descriptions of a Fund's policies, investment restrictions, risks, and business structure, including a description of the Funds' policies and procedures with respect to the disclosure of the Funds' securities holdings. The information in the SAI is incorporated into this prospectus by this reference.

Copies of these documents and answers to questions about the Funds may be obtained without charge by contacting:

WT Mutual Fund
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427
(800) 336-9970
9:00 a.m. to 5:00 p.m., Eastern time

The Funds' SAI, annual and semi-reports are accessible, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com>. Reports and information about the Funds (including the SAI and annual and semi-annual reports) also may be viewed or downloaded, free of charge, from the EDGAR database on the SEC's website at <http://www.sec.gov>. Such information can also be reviewed and copied at the Public Reference Room of the Securities and Exchange Commission in Washington, D.C. Copies of this information may be obtained, upon payment of a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the Public Reference Room of the SEC, Washington, D.C., 20549-0102. Information on the operation of the Public Reference Room may be obtained by calling the SEC at (202) 942-8090.

FOR MORE INFORMATION ON OPENING A NEW ACCOUNT, MAKING CHANGES TO EXISTING ACCOUNTS, PURCHASING, EXCHANGING OR REDEEMING SHARES, OR OTHER INVESTOR SERVICES, PLEASE CALL (800) 336-9970.

The investment company registration number is 811-08648.

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WILMINGTON
FUNDS
Money Market
Funds

11/07

INSTITUTIONAL SHARES

APPLICATION & NEW ACCOUNT REGISTRATION

INSTRUCTIONS: RETURN THIS COMPLETED FORM TO:
FOR WIRING INSTRUCTIONS OR WILMINGTON MONEY MARKET
FOR ASSISTANCE IN COMPLETING FUNDS — INSTITUTIONAL SHARES
THIS FORM CALL (800) 336-9970 C/O PFPC Inc.
P.O. Box 9828
PROVIDENCE, RI 02940

FUND SELECTION (\$5,000,000 MINIMUM)

- WILMINGTON PRIME MONEY MARKET FUND-(FSR 1) \$ _____
 WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND-(FSR 2) \$ _____
 WILMINGTON TAX-EXEMPT MONEY MARKET FUND-(FSR 3) \$ _____

TOTAL AMOUNT TO BE INVESTED \$ _____

____ By check. (Make payable to the applicable Fund.)

____ By wire. Call 1-800-336-9970 for Instructions.

____ Bank from which funds will be wired _____ wire date _____

ACCOUNT REGISTRATION

1. Individual

First Name MI Last Name Date of Birth*

1st Owner's Social Security Number*

2. Joint Tenancy

First Name MI Last Name Date of Birth*

("Joint Tenants with Rights of Survivorship" unless otherwise Specified)

Joint Owner's Social Security Number*

3. Gifts to Minors

Minor's Name Minor's Date of Birth* under the _____ State _____

Uniform
Gifts/
Transfers
to Minors
Act

Minor's Social Security Number*

4. Other Registration

Customer Date of Birth Customer Tax ID No.*

5. If Trust, Date of Trust Instrument:

As joint tenants use Lines 1 and 2; as custodian for a minor, use Lines 1 and 3.

In the name of a corporation, trust or other organization or any fiduciary capacity, use Line 4.

* Customer Tax Identification No.: (a) for an individual, joint tenants, or a custodial account under the Uniform Gifts/Transfers to Minors Act, supply the Social Security number of all of the registered account owners; (b) for a trust, a corporation, a partnership, an organization, a fiduciary, etc., supply the Employer Identification number of the legal entity or organization that will report income and/or gains.

MONEY-INST-APPL-11/07

TS000154

ADDRESS OF RECORD Must be a street address. If a post office box is preferred, please provide a mailing address on an additional sheet of paper.

Street _____
City _____ State _____ Zip Code _____

DISTRIBUTION OPTIONS — If these boxes are not checked, all distributions will be invested in additional shares.

Pay Cash for:
Income Dividends Other
WILMINGTON PRIME MONEY MARKET FUND
WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND
WILMINGTON TAX-EXEMPT MONEY MARKET FUND

CERTIFICATIONS AND SIGNATURE(S) — Please sign exactly as registered under "Account Registration."

I have received and read the Prospectus for the Wilmington Money Market Funds and agree to its terms; I am of legal age. I understand that the shares offered by this Prospectus are not deposits of, or guaranteed by, Wilmington Trust Company, or any other bank, nor are the shares insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other agency. I further understand that investment in these shares involves investment risks, including possible loss of principal. If a corporate customer, I certify that appropriate corporate resolutions authorizing investment in the Wilmington Money Market Funds have been duly adopted.

I hereby represent that I am not and am not acting on behalf of: (1) a foreign financial institution or foreign intermediary, (2) a non-U.S. person, or (3) a foreign political official;

OR CHECK BOX

I am making this investment for or on behalf of one or more non-U.S. persons or entities.

Under the Interest and Dividend Tax Compliance Act of 1983, the Funds are required to have the following certification:

Under penalties of perjury, I certify that:

- (1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- (3) I am a U.S. person (including a U.S. resident alien).

Note: You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Signature _____ Date _____

Signature _____ Date _____

Joint Owner/Trustee

Check one: Owner Trustee Custodian Other _____

IMPORTANT INFORMATION ABOUT PROCEDURES FOR OPENING A NEW ACCOUNT

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

What this means for you: When you open an account, we will ask for your name, address, date of birth, and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents.

**WILMINGTON
FUNDS
Money Market
Funds**

11/07

INSTITUTIONAL SHARES

APPLICATION for TELEPHONE REDEMPTION OPTION

Telephone redemption permits redemption of Fund shares by telephone, with proceeds directed only to the Fund account address of record or to the bank account designated below. For investments by check, telephone redemption is available only after these shares have been on the Fund's books for 10 days.

This form is to be used to add or change the telephone redemption option on your account(s).

ACCOUNT INFORMATION

Fund Name(s): _____

Fund Account Number(s): _____

(Please provide if you are a current account holder:)

Registered in the Name(s) of: _____

Registered Address: _____

Note: If this form is not submitted together with the application, a corporate resolution must be included for accounts registered to other than an individual, a fiduciary or partnership.

REDEMPTION INSTRUCTIONS

Add Change

Check one or more:

- Mail proceeds to my Fund account address of record (must be \$10,000 or less and address must be established for a minimum of 60 days)
- Mail proceeds to my bank
- Wire proceeds to my bank (minimum \$1,000)
- All of the above

Telephone redemption by wire can be used only with financial institutions that are participants in the Federal Reserve Bank Wire System. If the financial institution you designate is not a Federal Reserve participant, telephone redemption proceeds will be mailed to the named financial institution. In either case, it may take a day or two, upon receipt for your financial institution to credit your bank account with the proceeds, depending on its internal crediting procedures.

MONEY-INST-APPL-11/07

BANK INFORMATION

Please complete the following information only if proceeds mailed/wired to your bank was selected. **A voided bank check must be attached to this application.**

Name of Bank _____

Bank Routing Transit # _____

Bank Address _____

City/State/Zip _____

Bank Account Number _____

Name(s) on Bank Account _____

AUTHORIZATIONS

By electing the telephone redemption option, I appoint the transfer agent my agent to redeem shares of any designated fund when so instructed by telephone. This power will continue if I am disabled or incapacitated. I understand that a request for telephone redemption may be made by anyone, but the proceeds will be sent only to the account address of record or to the bank listed above. Proceeds in excess of \$10,000 will only be sent to my predesignated bank. By signing below, I agree on behalf of myself, my assigns, and successors, not to hold the transfer agent and any of its affiliates, or any Fund responsible for acting under the powers I have given the transfer agent. I also agree that all account and registration information I have given will remain the same unless I instruct the transfer agent otherwise in a written form, including a signature guarantee. If I want to terminate this agreement, I will give the transfer agent at least ten days notice in writing. If the transfer agent or the Fund wants to terminate this agreement, they will give me at least ten days notice in writing.

All owners on the account must sign below and obtain signature guarantee(s).

Signature of Individual Owner

Signature of Joint Owner (if any)

Signature of Corporate Officer, Trustee or other — please include your title

You must have a signature(s) guaranteed by an eligible institution acceptable to the Fund's transfer agent, such as a bank or trust company, broker/dealer, clearing agency or savings association who are participants in a medallion program recognized by the Securities Transfer Association. A Notary Public is not an acceptable guarantor. For more information on signature guarantees, see "Redemption of Shares" in the prospectus.

SIGNATURE GUARANTEE(S) (stamp)

TRUSTEES

Nicholas A. Giordano
Chairman of the Board

Robert H. Arnold

Dr. Eric Brucker

Ted T. Cecala

Robert J. Christian

Louis Klein Jr.

John J. Quindlen

Mark A. Sargent

OFFICERS

Neil Wolfson
President & Chief Executive Officer

John J. Kelley
Vice President & Chief Financial Officer

Charles D. Curtis
Vice President & Treasurer

Edward W. Diffin Jr.
Vice President & Secretary

Anna M. Bencrowsky
Chief Compliance Officer

Joseph M. Fahey Jr.
Vice President

Clayton M. Albright
Vice President

CUSTODIAN

Wilmington Trust Company
1100 North Market Street, Wilmington, DE 19890

INVESTMENT ADVISER AND ADMINISTRATOR

Rodney Square Management Corporation
1100 North Market Street, Wilmington, DE 19890

SUB-ADMINISTRATOR, TRANSFER AGENT, AND ACCOUNTING AGENT

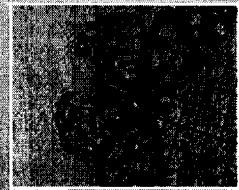
PFPC Inc.
301 Bellevue Parkway, Wilmington, DE 19809

WILMINGTON
FUNDS

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**WILMINGTON
FUNDS**



MONEY MARKET FUNDS

PRIME MONEY MARKET
U.S. GOVERNMENT MONEY MARKET
TAX-EXEMPT MONEY MARKET

Institutional Shares

Prospectus
November 1, 2007

**WILMINGTON PRIME MONEY
MARKET FUND**

**WILMINGTON U.S. GOVERNMENT
MONEY MARKET FUND**

**WILMINGTON TAX-EXEMPT MONEY
MARKET FUND**

**of WT Mutual Fund
Institutional Shares**

PROSPECTUS DATED NOVEMBER 1, 2007

This prospectus gives vital information about these money market mutual funds, including information on investment policies, risks and fees. For your own benefit and protection, please read it before you invest, and keep it on hand for future reference.

Please note that these Funds:

- are not bank deposits
- are not obligations of, or guaranteed or endorsed by Wilmington Trust Company or any of its affiliates
- are not federally insured
- are not obligations of, or guaranteed or endorsed or otherwise supported by the U.S. Government, the Federal Deposit Insurance Corporation ("FDIC"), the Federal Reserve Board or any other governmental agency
- are not guaranteed to achieve their goal(s)
- may not be able to maintain a stable \$1.00 share price.

These securities have not been approved or disapproved by the Securities and Exchange Commission nor has the Securities and Exchange Commission determined whether this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

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A look at the goals, strategies, risks and expenses of each Fund.

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**WILMINGTON PRIME
MONEY MARKET FUND**
**WILMINGTON U.S. GOVERNMENT
MONEY MARKET FUND**
**WILMINGTON TAX-EXEMPT MONEY
MARKET FUND**

Institutional Shares

FUND DESCRIPTIONS

SUMMARY

Investment Objective	<ul style="list-style-type: none">• The Wilmington Prime Money Market Fund and Wilmington U.S. Government Money Market Fund each seeks high current income, while preserving capital and liquidity.• The Wilmington Tax-Exempt Money Market Fund seeks high current interest income exempt from Federal income taxes while preserving principal.
Investment Focus	<ul style="list-style-type: none">• Money market instruments
Share Price Volatility	<ul style="list-style-type: none">• Each Fund will strive to maintain a stable \$1.00 share price.
Principal Investment Strategies	<ul style="list-style-type: none">• The Wilmington Prime Money Market Fund invests in money market instruments, including bank obligations, high quality commercial paper and U.S. Government obligations.• The Wilmington U.S. Government Money Market Fund invests at least 80% of its assets in U.S. Government obligations and repurchase agreements collateralized by such obligations.• The Wilmington Tax-Exempt Money Market Fund invests in high quality municipal obligations, municipal bonds and other instruments exempt from Federal income tax.• In selecting securities for a Fund, the investment adviser seeks current income, liquidity and safety of principal. The investment adviser may sell securities if the securities are downgraded to a lower ratings category.

- The **Wilmington Prime Money Market Fund** and the **Wilmington Tax-Exempt Money Market Fund** may each invest more than 25% of its total assets in the obligations of banks, finance companies and utilities. The **Wilmington U.S. Government Money Market Fund** may invest up to 20% of its total assets in the obligations of banks, finance companies and utilities.

Principal Risks	<p>The Funds are subject to the risks summarized below, which are further described under “Additional Risk Information.”</p> <ul style="list-style-type: none">• An investment in a Fund is not a deposit of Wilmington Trust Company or any of its affiliates and is not insured or guaranteed by the FDIC or any other government agency. Although each Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in a Fund.• The obligations in which the Funds invest are subject to credit risk and interest rate risk. Typically, when interest rates rise, the market prices of debt securities go down. Securities issued by government sponsored entities are not insured or guaranteed by the U.S. Government.• The performance of a Fund will depend on whether or not the investment adviser is successful in pursuing its investment strategy.
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Investor Profile • Conservative

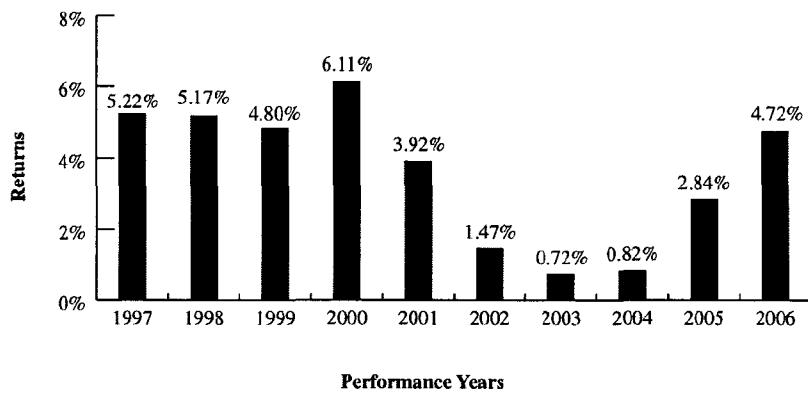
PERFORMANCE INFORMATION

Wilmington Prime Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Calendar Year-to-Date Total Return as of September 30, 2007: 3.77%

Best Quarter

1.57%
(December 31, 2000)

Worst Quarter

0.12%
(June 30, 2004)

Average Annual Total Returns as of December 31, 2006

Prime Money Market Fund — Institutional Shares

1 Year

5 Years

10 Years

4.72%

2.10%

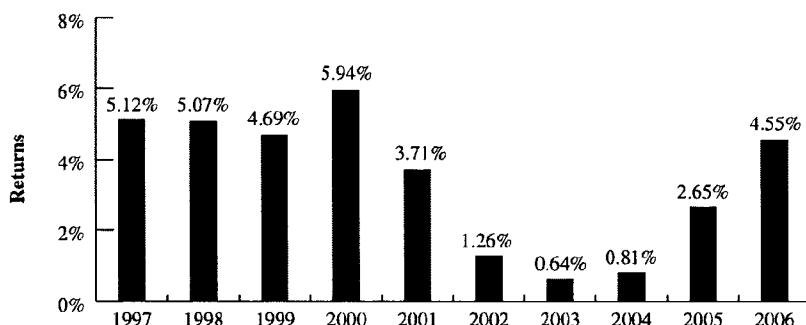
3.56%

Wilmington U.S. Government Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Performance Years

Calendar Year-to-Date Total Return as of September 30, 2007: 3.66%

Best Quarter

1.54%

(December 31, 2000)

Worst Quarter

0.13%

(June 30, 2004)

Average Annual Total Returns as of December 31, 2006

1 Year

5 Years

10 Years

U.S. Government Money Market Fund —
Institutional Shares

4.55%

1.97%

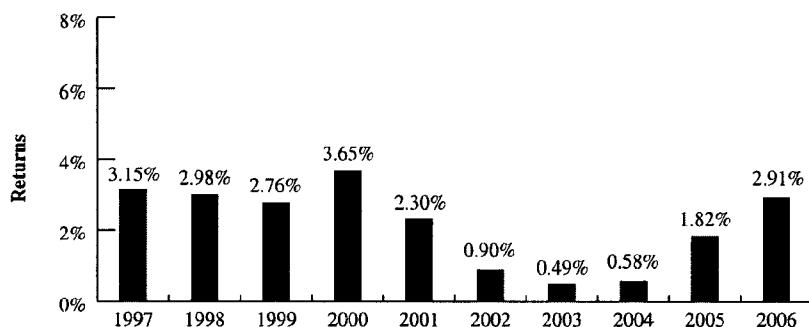
3.43%

Wilmington Tax-Exempt Money Market Fund

The bar chart and the performance table below illustrate the risks and volatility of an investment in Institutional Shares of the Fund by showing changes in the Fund's performance from calendar year to calendar year. Of course, past performance does not necessarily indicate how the Fund will perform in the future.

Prior to June 23, 2006, Institutional Shares were known as "Investor Shares" and were subject to a Rule 12b-1 distribution fee.

Annual Total Returns for the Past 10 Calendar Years



Performance Years

Calendar Year-to-Date Total Return as of September 30, 2007: 2.39%

Best Quarter

0.96%

(December 31, 2000)

Worst Quarter

0.09%

(September 30, 2003)

Average Annual Total Returns as of December 31, 2006

1 Year

5 Years

10 Years

Tax-Exempt Money Market Fund —
Institutional Shares

2.91%

1.33%

2.15%

You may call (800) 336-9970 to obtain a Fund's current 7-day yield.

FEES AND EXPENSES

The table below shows the fees and expenses that you may pay if you buy and hold Institutional Shares of a Fund. No sales charges or other fees are paid directly from your investment.

Annual Fund Operating Expenses (expenses that are deducted from Fund assets):

	<i>Prime Money Market Fund</i>	<i>U.S. Government Money Market Fund</i>	<i>Tax-Exempt Money Market Fund</i>
Management fees	0.32%	0.37%	0.37%
Distribution (Rule 12b-1) fees	None	None	None
Other expenses	0.09%	0.12%	0.15%
Total Annual Fund Operating Expenses	0.41%	0.49%	0.52%

EXAMPLE

This Example is intended to help you compare the cost of investing in Institutional Shares of each Fund with the cost of investing in other mutual funds. The Examples below show what you would pay if you invested \$10,000 over the various time periods indicated. The Example assumes that:

- you reinvested all dividends;
- the average annual return was 5%;
- the Fund's total operating expenses are charged and remain the same over the time periods; and
- you redeemed all of your investment at the end of each time period.

Although your actual cost may be higher or lower, based on these assumptions your costs would be:

Institutional Shares	<i>1 Year</i>	<i>3 Years</i>	<i>5 Years</i>	<i>10 Years</i>
Prime Money Market Fund	\$42	\$132	\$230	\$518
U.S. Government Money Market Fund	\$50	\$157	\$274	\$616
Tax-Exempt Money Market Fund	\$53	\$167	\$291	\$653

The above example of Institutional Shares is for comparison purposes only and is not a representation of a Fund's actual expenses and returns, either past or future.

INVESTMENT OBJECTIVE

The **Wilmington Prime Money Market Fund** and the **Wilmington U.S. Government Money Market Fund** each seeks a high level of current income consistent with the preservation of capital and liquidity. The **Wilmington Tax-Exempt Money Market Fund** seeks as high a level of interest income exempt from Federal income tax as is consistent with preservation of principal.

The investment objective for each Fund may not be changed without shareholder approval. Each Fund is a money market fund and intends to maintain a stable \$1.00 share price, although this may not be possible under certain circumstances. There can be no guarantee that any Fund will achieve its investment objective.

PRINCIPAL INVESTMENT STRATEGIES

The **Wilmington Prime Money Market Fund** invests in:

- U.S. dollar-denominated obligations of major U.S. and foreign banks and their branches located outside of the United States, of U.S. branches of foreign banks, of foreign branches of foreign banks, of U.S. agencies of foreign banks and wholly-owned banking subsidiaries of foreign banks;
- commercial paper rated, at the time of purchase, in the highest category of short-term debt ratings of any two nationally recognized statistical rating organizations ("NRSRO") such as Standard & Poor's Corporation ("S&P"), Moody's Investors Service, Inc. ("Moody's") and Fitch IBCA ("Fitch");

- corporate obligations having a remaining maturity of 397 calendar days or less, issued by corporations having outstanding comparable obligations that are (a) rated in the two highest categories of any two NRSROs or (b) rated no lower than the two highest long-term debt ratings categories by any NRSRO;
- U.S. Government obligations (as described below);
- high quality municipal securities; and
- repurchase agreements that are fully collateralized by U.S. Government obligations.

The **Wilmington U.S. Government Money Market Fund** invests at least 80% of its total assets in:

- U.S. Government obligations; and
- repurchase agreements that are fully collateralized by such obligations.

U.S. Government obligations are debt securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities. U.S. Government obligations include securities issued by government-sponsored entities, such as the Federal Home Loan Mortgage Corporation and Federal National Mortgage Association, which are not issued, insured or guaranteed by the U.S. Treasury or the U.S. Government. Instruments issued by such government-sponsored entities are supported only by the credit of the issuing entity. If an issuer that is not insured or guaranteed by the U.S. Treasury or U.S. Government fails to meet its commitments, the Fund would not be able to assert a claim against the United States.

The **Wilmington Tax-Exempt Money Market Fund** invests in:

- high quality municipal obligations and municipal bonds;
- floating and variable rate obligations;
- participation interests;
- high quality tax-exempt commercial paper; and
- high quality short-term municipal notes.

The Tax-Exempt Money Market Fund has adopted a policy that, under normal circumstances, at least 80% of its annual income will be exempt from Federal income tax. Additionally, at least 80% of its annual income will not be a tax preference item for purposes of the Federal alternative minimum tax.

High quality securities include those that (1) are rated in one of the two highest short-term rating categories by two NRSROs (or by one NRSRO if only one NRSRO has issued a rating), or (2), if unrated, are issued by an issuer with comparable outstanding debt that is rated or are otherwise unrated and determined by the investment adviser to be of comparable quality.

Each Fund also may invest in other securities, use other strategies and engage in other investment practices, which are described in detail in the Funds' Statement of Additional Information ("SAI"), available on the Funds' website at <http://www.wilmingtonfunds.com>.

ADDITIONAL RISK INFORMATION

The following is a list of certain risks that may apply to your investment in a Fund. Further information about investment risks is available in the Funds' SAI:

- **Credit Risk:** The risk that the issuer of a security, or the counterparty to a contract, will default or otherwise become unable to honor a financial obligation.
- **Foreign Security Risk:** The risk of losses due to political, regulatory, economic, social or other uncontrollable forces in a foreign country.
- **Government Obligations Risk:** The risk that government-sponsored entities may default on a financial obligation, since their securities are not insured or guaranteed by the U.S. Treasury or the U.S. Government.
- **Interest Rate Risk:** The risk of market losses attributable to changes in interest rates. With fixed-rate securities, a rise in interest rates typically causes a fall in values, while a fall in rates typically causes a rise in values. The yield paid by a Fund will vary with changes in interest rates.
- **Market Risk:** The risk that the market value of a security may fluctuate, sometimes rapidly and unpredictably.
- **Prepayment Risk:** The risk that a debt security may be paid off and proceeds invested earlier than anticipated. Depending on market conditions, the new investments may or may not carry the same interest rate.

FINANCIAL HIGHLIGHTS

The financial highlights tables are intended to help you understand each Fund's financial performance for the past five years. Certain information reflects financial results for a single Institutional Share of a Fund. The total returns in the tables represent the rate that you would have earned (or lost) on an investment in Institutional Shares of a Fund (assuming reinvestment of all dividends and other distributions). Financial highlights have been audited by Ernst & Young LLP, whose report, along with each Fund's financial statements, is included in the Annual Report, which is available without charge on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970.

PRIME MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Investment Operations:					
Net investment income	<u>0.05</u>	<u>0.04</u>	<u>0.02</u>	<u>0.01</u>	<u>0.01</u>
Distributions:					
From net investment income....	<u>(0.05)</u>	<u>(0.04)</u>	<u>(0.02)</u>	<u>(0.01)</u>	<u>(0.01)</u>
Net Asset Value — End of Year ...	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>
Total Return	5.05%	3.82%	1.74%	0.58%	1.07%
Ratios (to Average Net Assets)/ Supplemental Data:^{1,2}					
Expenses	0.41%	0.51%	0.50%	0.53%	0.51%
Net investment income	4.94%	3.70%	1.65%	0.59%	1.10%
Net assets at the end of year (000 omitted).....	\$24,400	\$11,986	\$ 6,683	\$14,105	\$28,937

¹ Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

² For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I — Prime Money Market Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

U.S. GOVERNMENT MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Investment Operations:					
Net investment income	0.05	0.04	0.02	0.01	0.01
Distributions:					
From net investment income . . .	(0.05)	(0.04)	(0.02)	(0.01)	(0.01)
Net Asset Value — End of Year . . .	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Total Return	4.92%	3.66%	1.63%	0.53%	0.95%
Ratios (to Average Net Assets)/					
Supplemental Data:^{1,2}					
Expenses	0.49%	0.61%	0.59%	0.58%	0.57%
Net investment income	4.79%	3.58%	1.44%	0.53%	0.93%
Net assets at the end of year (000 omitted).....	\$ 333	\$ 3,480	\$ 3,939	\$33,892	\$34,252

¹ Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

² For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I — U.S. Government Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

TAX-EXEMPT MONEY MARKET FUND — INSTITUTIONAL SHARES

	<i>For the Fiscal Years Ended June 30</i>				
	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Net Asset Value — Beginning of Year	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Investment Operations:					
Net investment income	0.03	0.02	0.01	— ¹	0.01
Distributions:					
From net investment income	(0.03)	(0.02)	(0.01)	— ¹	(0.01)
Net Asset Value — End of Year ...	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00	\$ 1.00
Total Return	3.14%	2.39%	1.16%	0.41%	0.73%
Ratios (to Average Net Assets)/ Supplemental Data:^{2,3}					
Expenses	0.52%	0.63%	0.64%	0.58%	0.57%
Net investment income	3.06%	2.30%	0.98%	0.42%	0.72%
Net assets at the end of year (000 omitted).....	\$ 793	\$13,210	\$13,084	\$46,990	\$23,382

¹ Less than \$0.01 per share.

² Prior to June 23, 2006, the Institutional Shares were known as Investor Shares and were subject to a Rule 12b-1 distribution fee.

³ For the periods prior to July 1, 2005, the Fund operated as a feeder fund in a master-feeder structure. The expense and net investment income ratios include expenses allocated from the master fund, WT Investment Trust I – Tax-Exempt Series. Since July 1, 2005, the Fund no longer operates in a master-feeder structure.

MANAGEMENT OF THE FUNDS

The Board of Trustees of WT Mutual Fund (the "Trust") supervises the management, activities and affairs of the Funds and has approved contracts with various organizations to provide, among other services, the day-to-day management required by a Fund and its shareholders.

INVESTMENT ADVISER

Rodney Square Management Corporation ("RSMC"), the Funds' investment adviser, is located at 1100 North Market Street, Wilmington, Delaware 19890. RSMC is a wholly owned subsidiary of Wilmington Trust Corporation, which is a publicly held financial services holding company. Wilmington Trust Investment Management, LLC ("WTIM"), 3455 Peachtree Road, Suite 2000, Atlanta, Georgia 30326, also a wholly owned subsidiary of Wilmington Trust Corporation and under common control with RSMC, provides certain investment services, information, advice, assistance and facilities and performs research, statistical and investment services pursuant to a sub-advisory agreement among the Trust, RSMC and WTIM. RSMC, subject to the general oversight of the Board of Trustees, has overall responsibility for directing the investments of each Fund in accordance with its investment objective, policies and limitations. RSMC provides its services exclusively to investment companies sponsored by it or its affiliates. As of September 30, 2007, RSMC had approximately \$7.9 billion in assets under management.

For the fiscal year ended June 30, 2007, RSMC received the following advisory fees as a percentage of each Fund's average daily net assets:

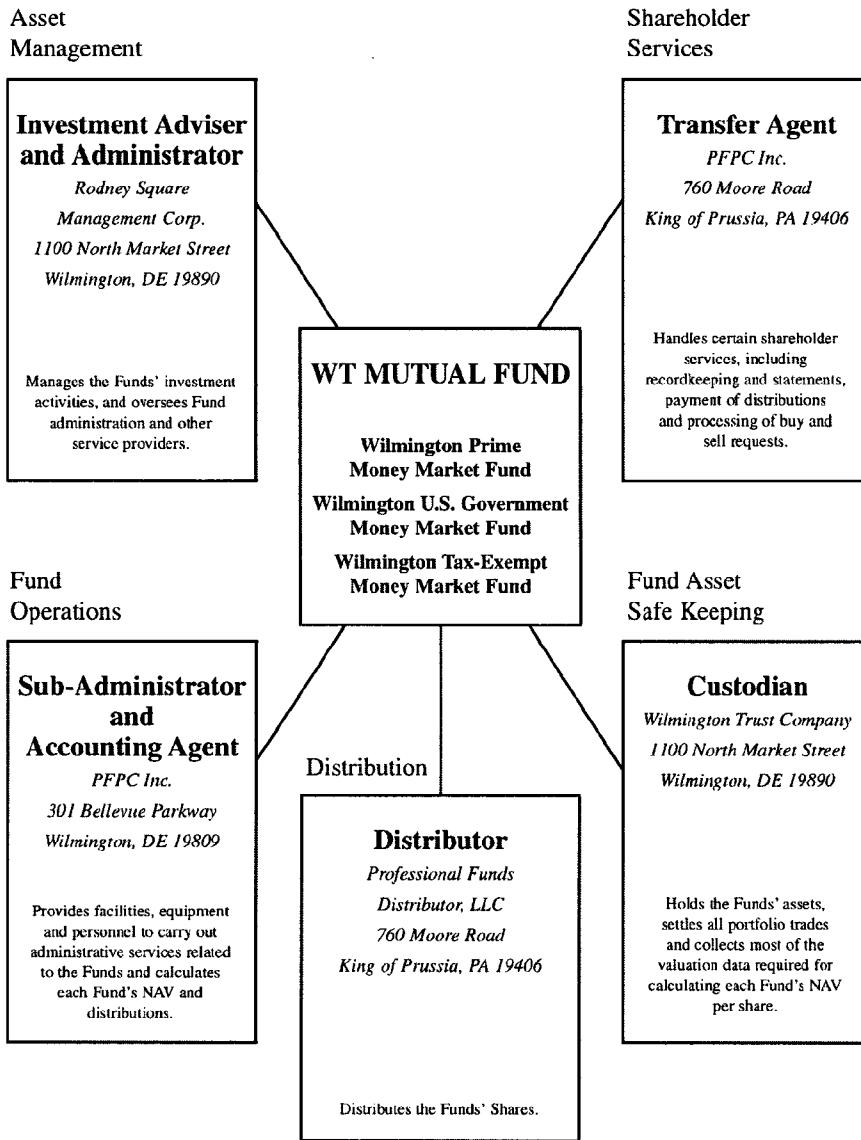
Prime Money Market Fund	0.32%
U.S. Government Money Market Fund	0.37%
Tax-Exempt Money Market Fund	0.37%

WTIM receives a sub-advisory fee from RSMC as agreed to from time to time with RSMC. Such fee paid to WTIM will not exceed the contractual amount of RSMC's fee.

A discussion of the basis for the Board of Trustees approval of the investment advisory and sub-advisory agreements for each of the Funds is included in the semi-annual report to shareholders for the period ended December 31.

SERVICE PROVIDERS

The chart below provides information on the primary service providers.



SHAREHOLDER INFORMATION

PRICING OF SHARES

The price of each Fund's shares is based on the Fund's net asset value ("NAV"). Each Fund uses its best effort to maintain its \$1.00 constant share price and values its securities at amortized cost. This involves valuing a security initially at its cost and thereafter assuming a constant amortization to maturity of any discount or premium, regardless of fluctuating interest rates on the market value of the security. All cash, receivables and current payables are carried at their face value. Other assets, if any, are valued at fair value as determined in good faith by, or under the direction of, the Board of Trustees.

PFPC Inc. ("PFPC"), the Funds' sub-administrator and accounting agent, determines the NAV per share of the Tax-Exempt Money Market Fund as of 12:00 Noon Eastern time on each "business day" (i.e., a day that the New York Stock Exchange (the "Exchange") or the Federal Reserve Bank of Philadelphia and the transfer agent are open for business). PFPC determines the NAV per share of the Prime Money Market Fund and U.S. Government Money Market Fund as of 2:00 p.m. and 5:00 p.m. Eastern time on each business day. The NAV per share is calculated by adding the value of all securities and other assets in a Fund, deducting its liabilities and dividing the balance by the number of outstanding shares in that Fund. The price at which a purchase, redemption or exchange is effected is based on the next calculation of NAV after the order is received by an authorized financial institution or the transfer agent.

PURCHASE OF SHARES

Fund shares are offered on a continuous basis and are sold without any sales charges. The minimum initial investment in Institutional Shares of each Fund is \$5,000,000. This minimum initial investment amount has been waived for shareholders of the Funds on June 23, 2006, trustees, directors, officers and employees of RSMC, the Trust, and Wilmington Trust and its affiliates, and their respective spouses, parents and children.

You may purchase shares if you are a client of Wilmington Trust through your trust or corporate cash management accounts. You may also purchase shares of a Fund through a financial intermediary which may charge additional fees and may require higher minimum investments or impose other limitations on buying and selling shares. "Financial intermediaries" include brokers, dealers, banks (including

bank trust departments), insurance companies, investment advisers, financial advisers, financial planners, retirement or 401(k) plan administrators, their designated intermediaries, and any other firm having a selling, administration or similar agreement. If you purchase shares through a financial intermediary, that party is responsible for promptly transmitting orders and may have an earlier cut-off time for purchase and redemption requests. Purchase and redemption orders placed through a financial intermediary will be deemed to have been received and accepted by the Fund when the financial intermediary accepts the order. Customer orders will be priced at the Fund's NAV next computed after they are accepted by an authorized intermediary or its authorized designee. A financial intermediary may also designate another intermediary to accept purchase and redemption orders on the Fund's behalf. Consult your investment representative for specific information.

Networking and Sub-Transfer Agency Fees: The Fund may directly enter into agreements with financial intermediaries pursuant to which the Fund will pay the financial intermediary for services such as networking or sub-transfer agency, including the maintenance of "street name" or omnibus accounts and related sub-accounting, record-keeping and administrative services provided to such accounts. Payments made pursuant to such agreements are generally based on either (1) a percentage of the average daily net assets of clients serviced by such financial intermediary, or (2) the number of accounts serviced by such financial intermediary. Any payments made pursuant to such agreements are in addition to, rather than in lieu of, Rule 12b-1 or shareholder service fees the financial intermediary may also receive. From time to time, RSMC or its affiliates may pay a portion of the fees for networking or sub-transfer agency at its or their own expense and out of its or their legitimate profits. These payments may be material to financial intermediaries relative to other compensation paid by the Funds and/or the Distributor, RSMC and their affiliates. The payments described above may differ depending on the Fund and may vary from amounts paid to the Trust's transfer agent for providing similar services to other accounts. The financial intermediaries are not audited by the Funds, RSMC or its service providers to determine whether such intermediary is providing the services for which they are receiving such payments.

In order for a financial intermediary to purchase shares of a Fund for an omnibus account, in nominee name or on behalf of another person, the Trust will enter into a shareholder information agreement with such financial intermediary or its agent. This agreement requires each financial intermediary to provide the Funds access, upon request, to information about underlying shareholder transaction activity in these accounts. If a shareholder information agreement has not been entered into by a financial intermediary, such financial intermediary will be prohibited from purchasing Fund shares for an omnibus account, in nominee name or on behalf of another person.

By Mail: You may purchase shares by sending a check drawn on a U.S. bank payable to Wilmington Money Market Funds, indicating the name and class of the Fund, along with a completed application (included at the end of this prospectus). If a subsequent investment is being made, the check should also indicate your Fund account number. When you make purchases by check, each Fund may withhold payment on redemptions until it is reasonably satisfied that the funds are collected (which can take up to 10 days). If you purchase shares with a check that does not clear, your purchase will be canceled and you will be responsible for any loss or fees incurred in that transaction. Send the check and application to:

Regular mail:

Wilmington Money Market Funds
c/o PFPC Inc.
P.O. Box 9828
Providence, RI 02940

Overnight mail:

Wilmington Money Market Funds
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427

By Wire: You may purchase shares by wiring federal funds. Please call PFPC at (800) 336-9970 for instructions and to make specific arrangements before making a purchase by wire, and if making an initial purchase, to also obtain an account number.

Additional Information Regarding Purchases: For the Tax-Exempt Money Market Fund orders placed and payments which are received in or converted into federal funds by 12:00 Noon Eastern time will be accepted at the price determined at 12:00 Noon Eastern time. Your shares will begin to accrue dividends on that business day. If your order is placed and payments are received in or converted into federal funds for your account after 12:00 Noon Eastern time your shares will begin to accrue dividends on the following business day.

For both the Prime Money Market Fund and the U.S. Government Money Market Fund orders placed and payments which are received in or converted into federal funds by 2:00 p.m. Eastern time will be accepted at the price determined at 2:00 p.m. Eastern time. Orders placed and payments which are received or converted into federal funds after 2:00 p.m. and up to 5:00 p.m. will be accepted at the price determined at 5:00 p.m. In each case, shares purchased on or before 5:00 p.m. will receive the dividend declared on that business day. If your order is placed and payments are received in or converted into federal funds after 5:00 p.m. your shares will begin to accrue dividends on the following business day. Any purchase order may be rejected if a Fund determines that accepting the order would not be in the best interest of the Fund or its shareholders. It is the responsibility of Wilmington Trust or the financial intermediary to transmit orders for the purchase of shares by its customers to the transfer agent and to deliver required funds on a timely basis, in accordance with the procedures stated above.

REDEMPTION OF SHARES

You may sell your shares on any business day, as described below. Redemptions are effected at the NAV next determined after the transfer agent has received your redemption request. There is no fee when Fund shares are redeemed. It is the responsibility of Wilmington Trust or the financial intermediary to transmit redemption orders and credit their customers' accounts with redemption proceeds on a timely basis. Redemption checks are normally mailed on the next business day following receipt by the transfer agent of redemption instructions. Transmission of wires for redemption proceeds and eligibility with respect to dividends declared on the day of redemption are as follows (all times are Eastern time):

WILMINGTON TAX-EXEMPT MONEY MARKET FUND

<i>Receipt of Redemption Request by Fund</i>		
	<i>On or Before 12:00 Noon</i>	<i>After 12:00 Noon</i>
On What Day Will My Redemption Proceeds Normally Be Wired to My Account?	Same Business Day	Next Business Day
Will I Be Eligible to Receive the Day's Dividend?	No	Yes

**WILMINGTON PRIME MONEY MARKET FUND AND WILMINGTON
U.S. GOVERNMENT MONEY MARKET FUND**

<i>Receipt of Redemption Request by Fund</i>			
	<i>On or Before 2:00 P.M.</i>	<i>After 2:00 P.M. and Up to 5:00 P.M.</i>	<i>After 5:00 P.M.</i>
On What Day Will My Redemption Proceeds Normally Be Wired to My Account?	Same Business Day	Next Business Day	Next Business Day
Will I Be Eligible to Receive the Day's Dividend?	No	No	Yes

If you purchased your shares through an account at Wilmington Trust or through a financial intermediary, you should contact Wilmington Trust or the financial intermediary for information relating to redemptions. The Fund's name and your account number should accompany any redemption requests.

By Mail: If you redeem your shares by mail, you must submit written instructions accompanied with a medallion signature guarantee by a guarantor institution that is acceptable to the transfer agent, such as a domestic bank or trust company, broker, dealer, clearing agency or savings association, participating in a recognized signature guarantee program such as the Securities Transfer Agents Medallion Program (STAMP), Stock Exchanges Medallion Program (SEMP) and New York Stock Exchange, Inc. Medallion Signature Program (MSP). Signature guarantees that are not part of these programs will not be accepted.

Your written instructions must include the Fund name, your account number, your printed name, and your signature. You should mail your written instructions with a medallion signature guarantee to:

Regular mail:

Wilmington Money Market Funds
c/o PFPC Inc.
P.O. Box 9828
Providence, RI 02940

Overnight mail:

Wilmington Money Market Funds
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427

By Telephone: If you prefer to redeem your shares by telephone you may elect to do so. However there are risks. The Funds have implemented certain safeguards and procedures to confirm the identity of callers and to confirm that the instructions communicated are genuine. If such procedures are followed, you will bear the risk of any loss.

By Check: You may use the checkwriting option to redeem Fund shares by drawing a check for \$500 or more against a Fund account. When the check is presented for payment, a sufficient number of shares will be redeemed from your account to cover the amount of the check. This procedure enables you to continue receiving dividends on those shares until the check is presented for payment. Because the aggregate amount of Fund shares owned is likely to change each day, you should not attempt to redeem all shares held in your account by using the checkwriting procedure. Charges will be imposed for specially imprinted checks, business checks, copies of canceled checks, stop payment orders, checks returned due to "nonsufficient funds" and other returned checks. These charges will be paid by automatically redeeming an appropriate number of Fund shares. Each Fund and the transfer agent reserve the right to terminate or alter the checkwriting service at any time. The transfer agent also reserves the right to impose a service charge in connection with the checkwriting service. If you are interested in the checkwriting service, contact the transfer agent for further information. This service is generally not available for clients of Wilmington Trust through their trust or corporate cash management accounts, since it is already provided for these customers through Wilmington Trust. The service may also not be available for financial intermediary clients who are provided a similar service by those organizations.

Additional Information Regarding Redemptions: The processing of redemptions and the delivery of the proceeds may be delayed beyond the same or next business day. Among the reasons for this are days when the Exchange may be closed, when an emergency exists that makes it difficult to execute portfolio transactions or by the order of the Securities and Exchange Commission for the protection of Fund shareholders. Other events could cause a delay as well.

Redemption proceeds may be wired to your predesignated bank account in any commercial bank in the United States if the amount is \$1,000 or more. The receiving bank may charge a fee for this service. For amounts exceeding \$10,000, proceeds may be mailed to your bank.

In order to authorize the transfer agent to mail redemption proceeds to your Fund account address of record, complete the appropriate section of the Application for Telephone Redemption Option or include your Fund account address of record when you submit written instructions. You may change the account that you have designated to receive amounts redeemed at any time. Any request to change the account designated to receive redemption proceeds should be accompanied by a guarantee of your signature by an eligible institution. A signature and a medallion signature guarantee are required for each person in whose name the account is registered. Further documentation will be required to change the designated account when a corporation, other organization, trust, fiduciary or other institutional investor holds the Fund shares.

If the shares to be redeemed represent a recent investment made by a check, each Fund reserves the right not to send the redemption proceeds until it believes that the check has been collected (which could take up to 10 days).

Small Accounts: If the value of your Fund account falls below \$2,500,000, the Fund may ask you to increase your balance. If after 60 days the account value is still below \$2,500,000, your account may be closed and the proceeds sent to you. The Fund will not close your account if it falls below \$2,500,000 solely as a result of a reduction in your account's market value. The minimum account balance requirement may be waived for trustees, directors, officers and employees of RSMC, the Trust, and Wilmington Trust and its affiliates, and their respective spouses, parents and children.

FREQUENT PURCHASES AND REDEMPTIONS

Money market funds such as the Funds generally are used by investors for short-term investments, often in place of bank checking or savings accounts or for cash management purposes. Investors value the ability to add and withdraw their funds quickly, without restriction. For this reason, although the Trust discourages excessive

trading and other abusive trading practices, it has not adopted policies and procedures, or imposed redemption fees or other restrictions such as minimum holding periods, to deter frequent purchases and redemptions of the Funds' shares. The Trust also believes that money market funds, such as the Funds, are not targets of abusive trading practices, because money market funds seek to maintain a \$1.00 per share price and typically do not fluctuate in value based on market prices. However, frequent purchases and redemptions of the Funds' shares could increase the Funds' transaction costs, such as market spreads and custodial fees, and may interfere with the efficient management of the Funds, which could detract from their performance. Accordingly, the Funds reserve the right to refuse any purchase or exchange request. Other Wilmington Funds that are not money market mutual funds have adopted policies and procedures that are intended to discourage and prevent abusive trading practices in those mutual funds which may apply to exchanges from or into the Funds. If you plan to exchange your Fund shares for shares of another Wilmington Fund, please read the prospectus of that other fund for more information. Prospectuses for the other Wilmington Funds may be obtained, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970.

EXCHANGE OF SHARES

You may exchange all or a portion of your shares in a Fund for Institutional Shares of the following funds ("Wilmington Funds"):

Wilmington Aggressive Asset Allocation Fund
Wilmington Moderate Asset Allocation Fund
Wilmington Conservative Asset Allocation Fund
Wilmington ETF Allocation Fund
Wilmington Prime Money Market Fund
Wilmington U.S. Government Money Market Fund
Wilmington Tax-Exempt Money Market Fund
Wilmington Short/Intermediate-Term Bond Fund
Wilmington Broad Market Bond Fund
Wilmington Municipal Bond Fund
Wilmington Large-Cap Core Fund
Wilmington Large-Cap Value Fund
Wilmington Large-Cap Growth Fund
Wilmington Small-Cap Core Fund
Wilmington Small Cap Value Fund
Wilmington Small Cap Growth Fund
Wilmington Multi-Manager Large-Cap Fund
Wilmington Multi-Manager Small-Cap Fund
Wilmington Multi-Manager International Fund

Wilmington Multi-Manager Real Asset Fund
Wilmington Fundamentally Weighted Large Company Fund
Wilmington Fundamentally Weighted Small Company Fund

Redemption of shares through an exchange will be effected at the NAV per share next determined after the transfer agent receives your request. A purchase of shares through an exchange will be effected at the NAV per share determined at that time or as next determined thereafter.

Exchange transactions will be subject to the minimum initial investment and other requirements of the Wilmington Fund into which the exchange is made. Unless a waiver of the minimum account balance has been granted, an exchange may not be made if the exchange would leave a balance of less than \$500 in a shareholder's account.

Prospectuses of the other Wilmington Funds may be obtained, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com> or by calling (800) 336-9970. To obtain more information about exchanges, or to place exchange orders, contact the transfer agent, or, if your shares are held in a trust account with Wilmington Trust or in an account with a financial intermediary, contact Wilmington Trust or the financial intermediary. The Wilmington Funds may terminate or modify the exchange offer described here and will give you 60 days notice of such termination or modification.

DISTRIBUTIONS

Distributions from the net investment income of each Fund are declared daily as a dividend and paid monthly to you. Any net capital gain realized by a Fund will be distributed annually.

All distributions are reinvested in additional shares, unless you elect to receive the distributions in cash. Shares become entitled to receive distributions on the day after the shares are issued.

TAXES

As long as a Fund meets the requirements for being a "regulated investment company," it pays no Federal income tax on the earnings and gains it distributes to shareholders. The Funds' distributions of net investment income (which include net short-term capital gains), whether received in cash or reinvested in additional Fund shares, are generally taxable to you as ordinary income. Each Fund will notify you following the end of the calendar year of the amount of dividends paid that year.

You will not recognize any gain or loss on the sale (redemption) or exchange of shares of a Fund so long as that Fund maintains a stable price of \$1.00 a share. Dividend distributions by the Tax-Exempt Money Market Fund of the excess of its interest income on tax-exempt securities over certain amounts disallowed as deductions ("exempt-interest dividends") may be treated by you as interest excludable from your gross income. The Tax-Exempt Money Market Fund intends to distribute income that is exempt from Federal income tax, though it may invest a portion of its assets in securities that generate taxable income. Income exempt from Federal income tax may be subject to state and local income tax. Additionally, any capital gains distributed by the Tax-Exempt Money Market Fund may be taxable.

State and Local Income Taxes: You should consult your tax adviser concerning state and local taxes, which may have different consequences from those of the Federal income tax law.

This section is only a summary of some important income tax considerations that may affect your investment in a Fund. More information regarding those considerations appears in our SAI. You are urged to consult your tax adviser regarding the effects of an investment on your tax situation.

DISTRIBUTION ARRANGEMENTS

Professional Funds Distributor, LLC manages the Funds' distribution efforts and provides assistance and expertise in developing marketing plans and materials, enters into dealer agreements with broker-dealers to sell shares and provides shareholder support services, directly or through affiliates. The Funds do not charge any sales loads, deferred sales loads or other fees in connection with the purchase of shares.

SHARE CLASSES

The Funds issue Institutional and W Shares. The Prime Money Market Fund and the U.S. Government Money Market Fund also issue Service Shares. Each class of shares bears a pro-rata portion of the Fund's common expenses in addition to expenses directly attributable to that class. Institutional Shares are offered to retirement plans and other institutional investors. Service Shares are offered to investors who use a financial intermediary to process transactions and pay a Rule 12b-1 distribution fee and a shareholder service fee. Any investor may purchase W Shares which are subject to a shareholder service fee.

FOR MORE INFORMATION

FOR INVESTORS WHO WANT MORE INFORMATION ON THE FUNDS, THE FOLLOWING DOCUMENTS ARE AVAILABLE FREE UPON REQUEST:

Annual/Semi-Annual Reports: Additional information about the Funds' investments is available in the Funds' annual and semi-annual reports to shareholders. These reports contain performance data and information on the Funds' portfolio holdings and operating results for the most recently completed fiscal year or half-year. The annual report will also include a discussion of the market conditions and investment strategies that significantly affected each Fund's performance during its last fiscal year.

Statement of Additional Information (SAI): The SAI provides additional technical and legal descriptions of a Fund's policies, investment restrictions, risks, and business structure, including a description of the Funds' policies and procedures with respect to the disclosure of the Funds' securities holdings. The information in the SAI is incorporated into this prospectus by this reference.

Copies of these documents and answers to questions about the Funds may be obtained without charge by contacting:

WT Mutual Fund
c/o PFPC Inc.
101 Sabin Street
Pawtucket, RI 02860-1427
(800) 336-9970
9:00 a.m. to 5:00 p.m., Eastern time

The Funds' SAI, annual and semi-reports are accessible, free of charge, on the Funds' website at <http://www.wilmingtonfunds.com>. Reports and information about the Funds (including the SAI and annual and semi-annual reports) also may be viewed or downloaded, free of charge, from the EDGAR database on the SEC's website at <http://www.sec.gov>. Such information can also be reviewed and copied at the Public Reference Room of the Securities and Exchange Commission in Washington, D.C. Copies of this information may be obtained, upon payment of a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the Public Reference Room of the SEC, Washington, D.C., 20549-0102. Information on the operation of the Public Reference Room may be obtained by calling the SEC at (202) 942-8090.

FOR MORE INFORMATION ON OPENING A NEW ACCOUNT, MAKING CHANGES TO EXISTING ACCOUNTS, PURCHASING, EXCHANGING OR REDEEMING SHARES, OR OTHER INVESTOR SERVICES, PLEASE CALL (800) 336-9970.

The investment company registration number is 811-08648.

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**WILMINGTON
FUNDS
Money Market
Funds**

11/07

INSTITUTIONAL SHARES

APPLICATION & NEW ACCOUNT REGISTRATION

INSTRUCTIONS: RETURN THIS COMPLETED FORM TO:
 FOR WIRING INSTRUCTIONS OR WILMINGTON MONEY MARKET
 FOR ASSISTANCE IN COMPLETING FUNDS — INSTITUTIONAL SHARES
 THIS FORM CALL (800) 336-9970 C/O PFPC Inc.
 _____ P.O. Box 9828
 _____ PROVIDENCE, RI 02940

FUND SELECTION (\$5,000,000 MINIMUM)

WILMINGTON PRIME MONEY MARKET FUND-(FSR 1) \$ _____

WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND-(FSR 2) \$ _____

WILMINGTON TAX-EXEMPT MONEY MARKET FUND-(FSR 3) \$ _____

TOTAL AMOUNT TO BE INVESTED \$ _____

_____ By check. (Make payable to the applicable Fund.)

_____ By wire. Call 1-800-336-9970 for Instructions.

Bank from which funds will be wired _____ wire date _____

ACCOUNT REGISTRATION

1. Individual

First Name MI Last Name Date of Birth*

1st Owner's Social Security Number*

2. Joint Tenancy

First Name MI Last Name Date of Birth*

("Joint Tenants with Rights of Survivorship" unless otherwise Specified)

Joint Owner's Social Security Number*

3. Gifts to Minors _____ under the _____ Uniform
 Minor's Name Minor's Date of Birth* Gifts/
 _____ State Transfers
 _____ to Minors
 _____ Act

Minor's Social Security Number*

4. Other Registration

Customer Date of Birth Customer Tax ID No.*

5. If Trust, Date of Trust Instrument: _____

As joint tenants use Lines 1 and 2; as custodian for a minor, use Lines 1 and 3.

In the name of a corporation, trust or other organization or any fiduciary capacity, use Line 4.

* Customer Tax Identification No.: (a) for an individual, joint tenants, or a custodial account under the Uniform Gifts/Transfers to Minors Act, supply the Social Security number of all of the registered account owners; (b) for a trust, a corporation, a partnership, an organization, a fiduciary, etc., supply the Employer Identification number of the legal entity or organization that will report income and/or gains.

MONEY-INST-APPL-11/07

TS000188

ADDRESS OF RECORD Must be a street address. If a post office box is preferred, please provide a mailing address on an additional sheet of paper.

Street		
City	State	Zip Code

DISTRIBUTION OPTIONS — If these boxes are not checked, all distributions will be invested in additional shares.

	Pay Cash for:		
	Income	Dividends	Other
WILMINGTON PRIME MONEY MARKET FUND	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
WILMINGTON U.S. GOVERNMENT MONEY MARKET FUND	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
WILMINGTON TAX-EXEMPT MONEY MARKET FUND	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

CERTIFICATIONS AND SIGNATURE(S) — Please sign exactly as registered under "Account Registration."

I have received and read the Prospectus for the Wilmington Money Market Funds and agree to its terms; I am of legal age. I understand that the shares offered by this Prospectus are not deposits of, or guaranteed by, Wilmington Trust Company, or any other bank, nor are the shares insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other agency. I further understand that investment in these shares involves investment risks, including possible loss of principal. If a corporate customer, I certify that appropriate corporate resolutions authorizing investment in the Wilmington Money Market Funds have been duly adopted.

I hereby represent that I am not and am not acting on behalf of: (1) a foreign financial institution or foreign intermediary, (2) a non-U.S. person, or (3) a foreign political official;

OR CHECK BOX

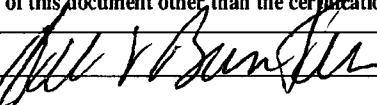
I am making this investment for or on behalf of one or more non-U.S. persons or entities.

Under the Interest and Dividend Tax Compliance Act of 1983, the Funds are required to have the following certification:

Under penalties of perjury, I certify that:

- (1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- (3) I am a U.S. person (Including a U.S. resident alien).

Note: You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Signature  Date _____

Signature _____ Date _____

Joint Owner/Trustee

Check one: Owner Trustee Custodian Other _____

IMPORTANT INFORMATION ABOUT PROCEDURES FOR OPENING A NEW ACCOUNT

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

What this means for you: When you open an account, we will ask for your name, address, date of birth, and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents.

What date is Ted signing this?

**WILMINGTON
FUNDS
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Funds**

11/07

INSTITUTIONAL SHARES

APPLICATION for TELEPHONE REDEMPTION OPTION

Telephone redemption permits redemption of Fund shares by telephone, with proceeds directed only to the Fund account address of record or to the bank account designated below. For investments by check, telephone redemption is available only after these shares have been on the Fund's books for 10 days.

This form is to be used to add or change the telephone redemption option on your account(s).

ACCOUNT INFORMATION

Fund Name(s): _____

Fund Account Number(s): _____

(Please provide if you are a current account holder:)

Registered in the Name(s) of: _____

Registered Address: _____

Note: If this form is not submitted together with the application, a corporate resolution must be included for accounts registered to other than an individual, a fiduciary or partnership.

REDEMPTION INSTRUCTIONS

Add Change

Check one or more:

- Mail proceeds to my Fund account address of record (must be \$10,000 or less and address must be established for a minimum of 60 days)
- Mail proceeds to my bank
- Wire proceeds to my bank (minimum \$1,000)
- All of the above

Telephone redemption by wire can be used only with financial institutions that are participants in the Federal Reserve Bank Wire System. If the financial institution you designate is not a Federal Reserve participant, telephone redemption proceeds will be mailed to the named financial institution. In either case, it may take a day or two, upon receipt for your financial institution to credit your bank account with the proceeds, depending on its internal crediting procedures.

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BANK INFORMATION

Please complete the following information only if proceeds mailed/wired to your bank was selected. A **voided bank check must be attached to this application.**

Name of Bank _____

Bank Routing Transit # _____

Bank Address _____

City/State/Zip _____

Bank Account Number _____

Name(s) on Bank Account _____

AUTHORIZATIONS

By electing the telephone redemption option, I appoint the transfer agent my agent to redeem shares of any designated fund when so instructed by telephone. This power will continue if I am disabled or incapacitated. I understand that a request for telephone redemption may be made by anyone, but the proceeds will be sent only to the account address of record or to the bank listed above. Proceeds in excess of \$10,000 will only be sent to my predesignated bank. By signing below, I agree on behalf of myself, my assigns, and successors, not to hold the transfer agent and any of its affiliates, or any Fund responsible for acting under the powers I have given the transfer agent. I also agree that all account and registration information I have given will remain the same unless I instruct the transfer agent otherwise in a written form, including a signature guarantee. If I want to terminate this agreement, I will give the transfer agent at least ten days notice in writing. If the transfer agent or the Fund wants to terminate this agreement, they will give me at least ten days notice in writing.

All owners on the account must sign below and obtain signature guarantee(s).

Signature of Individual Owner

Signature of Joint Owner (if any)

Signature of Corporate Officer, Trustee or other — please include your title

You must have a signature(s) guaranteed by an eligible institution acceptable to the Fund's transfer agent, such as a bank or trust company, broker/dealer, clearing agency or savings association who are participants in a medallion program recognized by the Securities Transfer Association. A Notary Public is not an acceptable guarantor. For more information on signature guarantees, see "Redemption of Shares" in the prospectus.

SIGNATURE GUARANTEE(S) (stamp)

TRUSTEES	OFFICERS
Nicholas A. Giordano Chairman of the Board	Neil Wolfson President & Chief Executive Officer
Robert H. Arnold	John J. Kelley Vice President & Chief Financial Officer
Dr. Eric Brucker	Charles D. Curtis Vice President & Treasurer
Ted T. Cecala	Edward W. Diffin Jr. Vice President & Secretary
Robert J. Christian	Anna M. Bencrowsky Chief Compliance Officer
Louis Klein Jr.	Joseph M. Fahey Jr. Vice President
John J. Quindlen	Clayton M. Albright Vice President
Mark A. Sargent	

CUSTODIAN

Wilmington Trust Company
1100 North Market Street, Wilmington, DE 19890

INVESTMENT ADVISER AND ADMINISTRATOR

Rodney Square Management Corporation
1100 North Market Street, Wilmington, DE 19890

SUB-ADMINISTRATOR, TRANSFER AGENT, AND ACCOUNTING AGENT

PFPC Inc.
301 Bellevue Parkway, Wilmington, DE 19809

**WILMINGTON
FUNDS**

MONEY_Inst_Proc_11/07

Robert Spallina

From: Robert Spallina
Sent: Tuesday, April 29, 2008 9:08 AM
To: 'Wolken, Jeffrey'
Cc: Donald R. Tescher; Fritz, David S.
Subject: RE: Bernstein Family - document review/due diligence request

Jeff - the likelihood of the revocable trust not being in existence is remote, but your point is well taken. We will modify the language accordingly and move forward with the due diligence you will need to open accounts.

Best regards,

Robert

Pursuant to the provisions of Internal Revenue Service Circular 230 that apply to written advice provided by Federal tax practitioners, please be advised (a) that if any advice herein relating to a Federal tax issue would, but for this disclaimer, constitute a "reliance opinion" within the meaning of Circular 230, such advice is not intended or written to be used, and cannot be used by the affected taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer, and (b) any written statement contained herein relating to any Federal tax issue may not be used by any person to support the promotion or marketing of, or to recommend, any Federal tax transaction(s) or matter(s) addressed herein. We would be happy to discuss the effect of this disclaimer, and alternatives to this disclaimer, with you if desired.

Robert L. Spallina, Esq.
TESCHER & SPALLINA, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
Telephone: 561-998-7847
Facsimile: 561-998-2642
E-mail: rspallina@tescherlaw.com

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From: Wolken, Jeffrey [mailto:JWolken@WilmingtonTrust.com]
Sent: Monday, April 28, 2008 2:00 PM
To: Robert Spallina
Cc: Donald R. Tescher; Fritz, David S.
Subject: RE: Bernstein Family - document review/due diligence request

Good Afternoon:

I completed our review of the draft trust agreement and have only one item that I would like to raise with you. At the end of Section 1, paragraph B, the remaining property is distributed to the Personal Representative of the Trustor's estate if the designated trust is not then in existence. The question I have is whether pouring the assets back into the probate estate would potentially subject them to claims that arose during life which a creditor presented to the estate upon death?

A lifetime creditor who could not access the assets in the Irrevocable Trust could wait for the

trustor's death and present the claim to the personal representative. If these assets pass back to the PR, they could become subject to this claim where they were shielded during life. Consequently, you may consider having the default be individually designated beneficiaries or classes of beneficiaries, or another standby trust to avoid the possibility that the assets could become subject to claims by passing through the estate.

Other than this question/issue, we do not have any other comments related to the draft trust and we would be able to administer this trust.

In an earlier message, I mentioned that we have an account opening process that requires us to complete a due diligence process in order to comply with various banking and trust laws/regulations such as the Patriot Act, etc. For this purpose, we require the following information/documentation (I apologize if you have already received this request. I just wanted to keep things moving in case you do not already have this information):

A. For the settlor and the settlor's wife (who are each permissible current beneficiaries) and the person given the power to replace trustees, William Stansbury, we will need the following information in order to process mandatory background checks:

Full name
 HOME mailing address
 HOME telephone number
 Social Security number
 Date of Birth
 Driver's license or passport number with expiration date and state/office of issuance
 Citizenship

B. I attach a copy of a pre-printed form document titled "Trusteeship Disclosures and Waivers Form". This document is a combination of our privacy policy and other mandatory disclosures we are required to make to new clients prior to creating a trust account on their behalf. The settlor would review this document and mark any appropriate elections on pages 4-5 (these elections relate to sharing of information, selection of money market sweep vehicle for any cash held in the account, etc.). Finally, the settlor would sign the form on the top left line of page 5 as the Trustor of his trust.

C. We will need to receive a signed W-9 from each adult who is a potential recipient of distributions from the trust (Simon and Shirley). Both of these potential beneficiaries should fill in their own form with his/her personal information and Social Security number and then sign it to verify that the information is correct.

D. Since the trust is structured as an asset protection trust, we will require that the settlor provides us with a signed solvency letter in a format similar to the attached form letter. The purpose of the letter is to confirm the facts surrounding the funding of the trust in order to support the fact that the funding is not a fraudulent conveyance.

E. Finally, we will need Mr. Stansbury, who is named as an advisor to the trust, to accept his appointment under the trust agreement. In addition, the trust agreement requires that Mr. Bernstein must accept in writing his appointment as the Investment Advisor. Attached are form acceptance letters.

Please do not hesitate in contacting me if you have any questions regarding this information or our trust acceptance process. Please forward the requested information/documentation as it becomes available so that we can process it and contact you if any follow-up is necessary.

Regards,
Jeff

Jeffrey C. Wolken
Vice President
Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890
Phone: 302-651-8192
Fax: 302-427-4624
email: jwolken@wilmingtontrust.com

From: Robert Spallina [mailto:RSpallina@tescherlaw.com]
Sent: Friday, April 25, 2008 10:16 AM
To: Wolken, Jeffrey
Cc: Fritz, David S.; Donald R. Tescher
Subject: RE: Bernstein Family

Dear Jeff - attached is a draft of the DAPT we propose establishing for our client. We have limited its duration to the client's lifetime, and have provided for a pour-over of its assets to the client's estate (rev trust) at death. As discussed, the trust will likely hold only one asset, a limited partnership interest. Please review and contact us to discuss at your earliest convenience. We are looking to finalize matters for the client and his son, who would also have a similar trust. Thanks for your help.

Best regards,

Robert

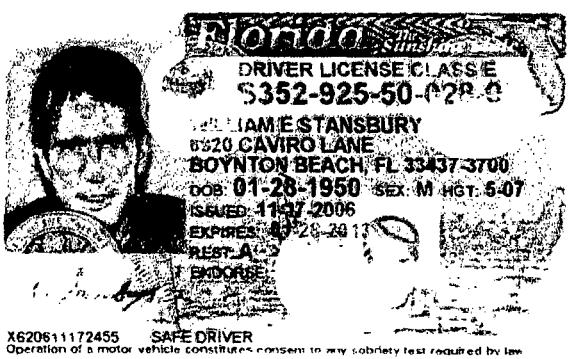
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4/29/2008

TS000195



TS000196

Solvency Letter

_____ , 200_

Attention:

Re:

Ladies and Gentlemen:

This letter is written to you in connection with my creation of the above-captioned trust (the "Trust"), which I will create after delivery of this letter.

I am aware that under certain circumstances assets held in the Trust may not be reached by my personal creditors. I have been advised by you that a personal creditor of mine could reach assets held in the Trust if the creditor could prove that my transfer of assets to the Trust was a fraudulent transfer.* I also understand that no assurance can be given that the law of Delaware would apply to the determination as to whether a transfer of assets to the Trust is a fraudulent transfer. Accordingly, I have, to the extent I deem advisable, consulted with counsel in Delaware and in other states including my state of residence, regarding the laws pertaining to fraudulent transfers in those states. You have not advised me in any manner with respect to the fraudulent transfer laws, or law of similar import, in any state.

I have no intent to hinder, delay or defraud any creditor of mine in connection with the transfer of assets to the Trust or otherwise.

I am not now engaged in, nor do I have any intent or plan to engage in, any business or transaction for which my assets remaining after the completion of my intended transfer of assets to the Trust would be unreasonably small in relation to the business or transaction.

* Under Delaware law, a transfer is fraudulent if (i) made by the debtor with actual intent to hinder, delay or defraud a creditor, (ii) the debtor engages in a business or transaction for which his assets remaining thereafter are unreasonably small in relation to the business or transaction, or (iii) the debtor intended or should have known that he would incur debts beyond his ability to pay when due. See 6 Del. C. § 1304(a). The fraudulent transfer laws of other states may be more or less restrictive.

I do not intend to incur, nor do I have any belief or reason to believe that I will incur, debts beyond my ability to pay when due.

I am not presently involved in, nor am I aware of, any pending or threatened litigation in which any person is directly or indirectly seeking damages against me [, except for those matters or court actions identified in Exhibit "A"]. I am not involved in any administrative proceeding under the jurisdiction of a federal, state or municipal government as of this date [, except as set forth in Exhibit "A"].

Upon the completion of my intended transfer of assets to the Trust, I will not have made a transfer to the Trust of substantially all of my assets.

[Except as described in Exhibit "B" attached hereto, to] OR [To] the best of my knowledge, I am not liable for, or indebted to, any person who suffered death, personal injury or property damage on or before the date upon which I create and fund the Trust, whose death, personal injury or property damage may be determined at any time to have been caused in whole or in part either by my act or omission or by the act or omission of another person for whom I am vicariously liable.

[Except as described in Exhibit "C" attached hereto,] I am not presently in arrears on account of any agreement or court order for the payment of support or alimony in favor of my spouse, my former spouse or my children, nor have I failed to comply with any agreement or court order providing for the division of property in favor of my spouse or former spouse.

I have no intent to abscond.

No part of my intent in creating the Trust is to conceal assets.

I am not currently insolvent, nor have I incurred debts I am unable to pay when due. I do not currently contemplate filing for relief under the provisions of the U.S. Bankruptcy Code, nor am I involved in any situation that I reasonably anticipate would cause me to file for relief thereunder in the future.

Following the completion of my intended transfer of assets to the Trust, I will remain solvent and the value of my assets will substantially exceed my debts. To the best of my knowledge, I will remain able to pay my debts as they come due.

When I state that my assets will exceed my debts, I am referring to all of my property that is not encumbered by a valid lien except to the extent it is generally exempt under nonbankruptcy law, and except for property held in tenancies by the entirety when it is not subject to process by a creditor holding a claim against only one tenant.

I am not about to incur substantial debt, nor have I already incurred a substantial debt in relation to the value of my assets.

I have full right, title and authority to make the intended transfer of assets to the Trust. None of the assets that I intend to transfer to the Trust have been pledged or otherwise promised in satisfaction of any debt nor are any of those assets subject to any lien, encumbrance, or security interest of any type.

The assets intended to be transferred to the Trust were not derived from unlawful activities.

Whenever in this letter I refer to my "creditors" or my "debts," I mean to include both my direct creditors and direct debts and those creditors to whom, and those debts for which, I am, or may be, jointly and severally liable or indirectly liable such as, for example, those creditors to whom, and debts for which, I am, or may be, liable on account of my status as a general partner in a partnership or guarantor of the debt of another.

I intend that each person now or hereafter serving as Trustee or Advisor for the Trust may rely upon this letter in agreeing to act as a fiduciary of the Trust. You, along with any other Trustee of the Trust, may rely upon it for any purpose including assisting in any defense in any legal proceeding that may be brought against you in your corporate or fiduciary capacity.

Very truly yours,

SUBSCRIBED AND SWORN to before me

This ____ day of _____, 200_

Notary Public

TRUSTEESHIP DISCLOSURES AND WAIVERS

*Wilmington Trust
Company*

This document contains various disclosures that we, the Wilmington Trust entity indicated at left, make in connection with our agreement to serve as trustee or co-trustee.

1. Account and Investment Activity

You understand and agree that:

- a) We will provide periodic statements of account activity, (at least quarterly), asset values, tax reporting information, and any other legally required information.
- b) We may hold trust account assets in nominee name.
- c) In managing the trust account, we may provide advice or exercise investment responsibilities differently, either in nature or in timing, than we do for other accounts we manage, provided we act in good faith.
- d) We may invest, for ourselves or others, in the same security we purchase for the trust account.
- e) We may combine trading orders for the trust account with trading orders for other accounts to effect transactions, and, if a particular transaction is not filled completely, the trust account will share in the results on a pro rata basis.
- f) We may complete any transaction in the trust account as a cross-transaction with another account at Wilmington Trust, so long as the cost and quality of execution is comparable to that available at that time through channels we might have used had no cross-transaction opportunity been available.
- g) We are not responsible for the accuracy of information, including asset valuations, furnished by you, anyone on your behalf, the issuer of any security or any reputable third party.
- h) We may charge the trust account a customary fee for any overdrafts.
- i) Any mutual funds in which the trust account is invested, including our own Wilmington Trust family of mutual funds, are legally separate from Wilmington Trust's corporate affiliates. Shares of mutual funds (including money market funds) and other investment funds are not bank obligations or deposits, are not insured by the FDIC, and may fluctuate in value.

2. Parties Performing Various Services

You understand and agree that:

- a) We may hire subcustodians (including our affiliates) and depositories.
- b) We may use our affiliates to perform services on behalf of the trust (for example, brokerage services and services to mutual funds.).
- c) Any investment management services we provide may be performed by Wilmington Trust Investment Management, LLC, a registered investment advisor, as sub-advisor, and that trust and custody services are performed by the Wilmington Trust entity indicated above. We also may engage the services of one or more other sub-advisors, including affiliates, and we will periodically monitor the performance of sub-advisors.
- d) Wilmington Trust receives additional fees beyond those described in the applicable fee schedule or fee agreement whenever we:
 - invest trust account assets in a mutual fund or other investment fund to which we or an affiliate provides services (this may include both affiliated and unaffiliated funds)
 - use one of our affiliates (such as a brokerage firm) to perform services for the trust account

The fund disclosure documents show which third parties, and which of our affiliates, provide which services and how they are paid.

3. Our Privacy Policy APPLIES TO REVOCABLE TRUSTS ONLY

Purpose of the Policy

In providing financial services, we accumulate personal information about our clients that is not publicly available ("personal information").

We mainly use your personal information to do business with you. However, we may also share this information with companies within the Wilmington Trust family and with carefully selected companies outside of our family in order to help you meet your financial goals, such as when we believe that you could benefit from a product or service offered by us or another company with whom we have a trusted business relationship. If you do not want us to share your personal information for this purpose, you can so indicate on the signature page of this agreement.

Security of Personal Information

We restrict access to your personal information to those staff members who need to know that information to provide products and services to you. In addition, we diligently maintain physical, electronic, and procedural safeguards that comply with federal standards to guard the security of your information, and we require other entities that have access to personal information as described in this policy to maintain similar safeguards.

Sharing of Information Within the Wilmington Trust Corporate Family

From time to time, such as for responding to client inquiries and for risk control purposes, we may share personal information about you with companies that are part of the Wilmington Trust corporate family.

Unless you request otherwise, we may also share personal information about you within our corporate family when we think it may help you to meet your financial goals and objectives. These companies all provide financial services, including, but not limited to, loans, leases, credit cards, family office services, brokerage services and insurance services.

Sharing of Information Outside of the Wilmington Trust Corporate Family

We may share some or all of your personal information with outside companies that perform marketing services on our behalf, or with other financial institutions with which we have joint marketing arrangements (such as financial service providers with which we offer products such as credit cards). We also may share some or all of your personal information with other companies that assist us in servicing your accounts, preparing monthly statements and/or processing and printing of checks; government agencies in response to subpoenas or regulatory requirements; credit reporting agencies to which we report information about your transactions with us; and otherwise as permitted by law.

Unless you request otherwise, we may also share your personal information with outside companies that we believe will be able to help us to help you meet your financial goals by providing additional financial products and services.

Your Privacy Choices

You have two choices: one concerning companies within the Wilmington Trust family, the other concerning outside companies. Where we have indicated above that you can request that we not share your personal information, you can check the appropriate box(es) on the signature page with respect to one, both, or neither.

If you have no objection to our sharing of personal information about you with other financial service providers, both within and outside of the Wilmington Trust corporate family, to help you meet your financial goals, you do not have to do anything. However, if you do nothing and you have previously submitted your privacy choices to us in connection with other relationships you may have with us, we will continue to honor those elections for all of your relationships.

Unless we receive indication to the contrary, your choices will apply to all individuals with whom you hold joint accounts, unless the joint accountholder(s) submits to us privacy choices that are different from your own choices.

Once indicated, a choice will remain in effect until you change it by notifying us in writing.

Policy Updates

This notice supersedes any previous Privacy Policy notice from us. We may amend our privacy policy at any time, and will inform you of changes as required by law.

4. Signatures

By signing below:

- a) You represent that you are authorized to execute this document.
- b) You indicate that you understand and acknowledge the terms of this document.
- c) You agree to comply with all laws and regulations that apply to you and your trust's relationship with us.
- d) You agree to provide us with your name, date of birth, address, and other identifying information or documents we request in order for us to verify and record your identity as required by Federal laws designed to fight the funding of terrorism and money-laundering activities. We may also ask for identifying documents such as your driver's license or passport.
- e) You agree to accept our periodic statements as sufficient information concerning transactions in the trust account and you waive your right to receive transaction confirmations, unless you indicate otherwise below or in subsequent notice to us.
- You wish to exercise your right to start receiving copies of individual transaction confirmations, at no expense to you other than a reasonable fee, as permitted by law, that Wilmington Trust may charge if it has investment responsibility for the trust account.
- f) You agree to notify us promptly in writing of any discrepancy in an account statement.
- g) If the trust agreement is governed by the California law, you waive your right to receive written notice from us of our initial investment of the trust account in any Wilmington Trust-sponsored mutual funds and to receive the related prospectuses within the time stipulated by California law.
- h) You request that idle cash be invested in the following money market fund, and you acknowledge that you have received a prospectus for that fund:
 Wilmington Prime Money Market Portfolio (Service Class) **Wilmington US Government Portfolio (Service Class)** **Wilmington Tax Exempt Portfolio (Service Class)**
If no choice is indicated,
this fund will be selected.
- i) You understand that we are obligated to provide the name(s), address(es), and share positions of those persons or entities with authority for voting proxies to issuers of securities held in the trust account (or to other parties an issuer may designate), unless you indicate otherwise below or through subsequent notice to us in writing.
- You request that we withhold the identifying information of those responsible for voting proxies relating to the trust account from issuers and their designates.

TERMS THAT APPLY TO REVOCABLE TRUST ACCOUNTS ONLY

j) You acknowledge that you have read Part II of our Form ADV. If you have not received that document more than 48 hours before you sign this document, you have the right to cancel our investment services, if any, without penalty, within five business days after you sign this agreement.

k) With respect to your Privacy Policy choices, you indicate that we have your permission to disclose personal information about you to members of the Wilmington Trust corporate family as well as persons and companies outside the Wilmington Trust corporate family unless you indicate otherwise by checking below:

- do not disclose personal information to members of the Wilmington Trust corporate family do not disclose personal information to persons and companies outside the Wilmington Trust corporate family

If you have already indicated your privacy choices to us earlier, and do not check either box here, your prior choices will remain in effect.

Acknowledged and Agreed to by:

TRUSTOR SIGNATURE

DATE

Wilmington Trust:

BY

All Trusts (if Applicable)

CO-TRUSTEE SIGNATURE

DATE

TITLE

SIGNATURE

CO-TRUSTEE SIGNATURE

DATE

CONSENT/DIRECTION ADVISOR SIGNATURE

DATE

Irrevocable Trusts Only

INCOME BENEFICIARY SIGNATURE

DATE

INCOME BENEFICIARY SIGNATURE

DATE

April , 2008

Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

Attn: Jeffrey C. Wolken

Re: Acceptance of Appointment as the Investment Advisor for the
Simon L. Bernstein Irrevocable Trust Agreement.

Dear Mr. Wolken:

Please know that I hereby accept my appointment as the Investment Advisor of The Simon L. Bernstein Irrevocable Trust Agreement under Section 7 of said Trust. I agree that all powers conferred upon me as the Investment Advisor will be exercised in a fiduciary capacity for the exclusive interest of the beneficiaries.

Regards,

Simon L. Bernstein, Investment Advisor

W-9

Form (Rev. January 2005)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

Give form to the requester. Do not send to the IRS.

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return)				
	Business name, if different from above				
	Check appropriate box: <input type="checkbox"/> Individual/ Sole proprietor <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other ►				
	Address (number, street, and apt. or suite no.)			Requester's name and address (optional)	
	City, state, and ZIP code				
	List account number(s) here (optional)				

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number								

or

Employer identification number								

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident alien).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. (See the instructions on page 4.)

Sign Here	Signature of U.S. person ►	Date ►
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Purpose of Form

A person who is required to file an information return with the IRS, must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

U.S. person. Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

For federal tax purposes you are considered a person if you are:

- An individual who is a citizen or resident of the United States,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States, or

- Any estate (other than a foreign estate) or trust. See Regulations sections 301.7701-6(a) and 7(a) for additional information.

Foreign person. If you are a foreign person, do not use Form W-9. Instead, use the appropriate Form W-8 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien.

Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the recipient has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.

4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity not subject to backup withholding, give the requester the appropriate completed Form W-8.

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments (after December 31, 2002). This is called "backup withholding." Payments that may be subject to backup withholding include interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester, or
2. You do not certify your TIN when required (see the Part II instructions on page 4 for details), or
3. The IRS tells the requester that you furnished an incorrect TIN, or
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or
5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See the instructions below and the separate Instructions for the Requester of Form W-9.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Name

If you are an individual, you must generally enter the name shown on your social security card. However, if you have changed your last name, for instance, due to marriage without informing the Social Security Administration of the name change, enter your first name, the last name shown on your social security card, and your new last name.

If the account is in joint names, list first, and then circle, the name of the person or entity whose number you entered in Part I of the form.

Sole proprietor. Enter your individual name as shown on your social security card on the "Name" line. You may enter your business, trade, or "doing business as (DBA)" name on the "Business name" line.

Limited liability company (LLC). If you are a single-member LLC (including a foreign LLC with a domestic owner) that is disregarded as an entity separate from its owner under Treasury regulations section 301.7701-3, enter the owner's name on the "Name" line. Enter the LLC's name on the "Business name" line. Check the appropriate box for your filing status (sole proprietor, corporation, etc.), then check the box for "Other" and enter "LLC" in the space provided.

Other entities. Enter your business name as shown on required Federal tax documents on the "Name" line. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on the "Business name" line.

Note. You are requested to check the appropriate box for your status (individual/sole proprietor, corporation, etc.).

Exempt From Backup Withholding

If you are exempt, enter your name as described above and check the appropriate box for your status, then check the "Exempt from backup withholding" box in the line following the business name, sign and date the form.

Generally, individuals (including sole proprietors) are not exempt from backup withholding. Corporations are exempt from backup withholding for certain payments, such as interest and dividends.

Note. If you are exempt from backup withholding, you should still complete this form to avoid possible erroneous backup withholding.

Exempt payees. Backup withholding is not required on any payments made to the following payees:

1. An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2),

2. The United States or any of its agencies or instrumentalities,

3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities,

4. A foreign government or any of its political subdivisions, agencies, or instrumentalities, or

5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation,

7. A foreign central bank of issue,
8. A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States,
9. A futures commission merchant registered with the Commodity Futures Trading Commission,
10. A real estate investment trust,
11. An entity registered at all times during the tax year under the Investment Company Act of 1940,
12. A common trust fund operated by a bank under section 584(a),
13. A financial institution,
14. A middleman known in the investment community as a nominee or custodian, or
15. A trust exempt from tax under section 664 or described in section 4947.

The chart below shows types of payments that may be exempt from backup withholding. The chart applies to the exempt recipients listed above, 1 through 15.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt recipients except for 9
Broker transactions	Exempt recipients 1 through 13. Also, a person registered under the Investment Advisers Act of 1940 who regularly acts as a broker
Barter exchange transactions and patronage dividends	Exempt recipients 1 through 5
Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt recipients 1 through 7 ²

¹See Form 1099-MISC, Miscellaneous Income, and its instructions.

²However, the following payments made to a corporation (including gross proceeds paid to an attorney under section 6045(f), even if the attorney is a corporation) and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees; and payments for services paid by a Federal executive agency.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-owner LLC that is disregarded as an entity separate from its owner (see *Limited liability company (LLC)* on page 2), enter your SSN (or EIN, if you have one). If the LLC is a corporation, partnership, etc., enter the entity's EIN.

Note. See the chart on page 4 for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local Social Security Administration office or get this form online at www.socialsecurity.gov/online/ss-5.pdf. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/businesses/ and clicking on Employer ID Numbers under Related Topics. You can get Forms W-7 and SS-4 from the IRS by visiting www.irs.gov or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note. Writing "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, and 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). Exempt recipients, see *Exempt From Backup Withholding* on page 2.

Signature requirements. Complete the certification as indicated in 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee ¹
5. Sole proprietorship or single-owner LLC	The actual owner ¹
	The owner ³
For this type of account:	Give name and EIN of:
6. Sole proprietorship or single-owner LLC	The owner ³
7. A valid trust, estate, or pension trust	Legal entity ⁴
8. Corporate or LLC electing corporate status on Form 8832	The corporation
9. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
10. Partnership or multi-member LLC	The partnership
11. A broker or registered nominee	The broker or nominee
12. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name and you may also enter your business or "DBA" name on the second name line. You may use either your SSN or EIN (if you have one). If you are a sole proprietor, IRS encourages you to use your SSN.

⁴ List first and circle the name of the legal trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

Note. If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons who must file information returns with the IRS to report interest, dividends, and certain other income paid to you, mortgage interest you paid, the acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA, or Archer MSA or HSA. The IRS uses the numbers for identification purposes and to help verify the accuracy of your tax return. The IRS may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, and the District of Columbia to carry out their tax laws. We may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism.

You must provide your TIN whether or not you are required to file a tax return. Payers must generally withhold 28% of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to a payer. Certain penalties may also apply.



WILMINGTON
TRUST

New Account Opening Information

IMPORTANT INFORMATION ABOUT NEW ACCOUNT OPENING PROCEDURES

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person or institution that opens a new account.

Please be prepared to provide your name, address, date of birth, tax identification number, phone number, or other information that will enable us to confirm your identity when you open a new account at Wilmington Trust. Wilmington Trust may also ask to see your driver's license or other documents to verify your identity. Thank you for your cooperation.

April , 2008

Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

Attn: Jeffrey C. Wolken

**Re: Acceptance of Appointment as the Protector for the
Simon L. Bernstein Irrevocable Trust Agreement.**

Dear Mr. Wolken:

Please know that I hereby accept my appointment as the protector of The Simon L. Bernstein Irrevocable Trust Agreement under Section 14 of said Trust. Under this Section, I am given the power to remove and replace the trustee of said Trust.

Regards,

William E. Stansbury, Investment Advisor

TS000211