DREYFUS GROWTH OPPORTUNITY FUND INC Form 40-17G August 07, 2007

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PROPOSED RESOLUTIONS

RESOLVED, that it is the determination of the Fund's Board at this meeting, including a majority of its members who are non-interested Board members, that the joint insured fidelity bonds (collectively, the "Bond") written by the following respective entities in the following amounts:

insuring the Fund and the other parties named as insured parties under the Bond for covered acts or omissions of their respective officers and Board members and the officers and employees of the Fund's Investment Adviser, Distributor, Transfer Agent and/or Administrator, in accordance with the requirements of Rule 17g-1 promulgated by the Securities and Exchange Commission under Section 17(g) of the Investment Company Act of 1940, as amended, are reasonable in form and amount after having given due consideration to all relevant factors including, but not limited to, the value of the aggregate assets of the Fund to which any such covered person may have access, the type and terms of the arrangements made for the custody and safekeeping of such assets, the nature of the securities in the Fund's portfolio, the number of other parties named as insured parties under the Bond, and the nature of the business activities of such other parties; and it is further

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[as applicable] RESOLVED, that the Fund's Board, including a majority of the non-interested Board members, hereby approves the payment by the Fund of its pro-rata share, based on the assets of the respective covered funds, of the premium for coverage under the Bond, in

the form and amount described above, having given due consideration to all relevant factors including, but not limited to, the number of other parties named as insured parties under the Bond, the nature of the business activities of such other parties, the amount of the Bond, the amount of the premium for the Bond, the ratable allocation of the premium among all the parties named as insureds, and the extent to which the share of the premium allocated to the Fund is less than the premium the Fund would have had to pay if it had provided and maintained a single insured bond; and it is further

RESOLVED, that each of the President, any Vice President, the Secretary and the Treasurer hereby is designated as the officer responsible for making all filings with the Securities and Exchange Commission and giving all notices on behalf of the Fund with respect to the Bond required by paragraph (g) of Rule 17g-1 promulgated by the Securities and Exchange Commission under the Investment Company Act of 1940, as amended; and it is further

RESOLVED, that the appropriate officers of the Fund be, and each hereby is, authorized to take the actions as may be required to amend the Bond to include in the coverage new funds advised, sub-advised or administered by The Dreyfus Corporation or its affiliates, as of the date each is declared effective by the Securities and Exchange Commission; and it is further

RESOLVED, that the Agreement Regarding Dreyfus Joint Insured Bond, in the form previously approved, shall remain in full force and effect; and it is further

RESOLVED, that it is the determination of the Fund's Board at this meeting, including a majority of its members who are non-interested board members, that the Fund's participation in directors and officers and errors and omissions liability insurance policies (collectively, the "Policy") written by the following respective entities in the following amounts:

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insuring the Fund, other investment companies for which The Dreyfus Corporation or an affiliate serves as investment adviser, sub-investment adviser and/or administrator (the "Funds"), The Dreyfus Corporation, certain of its affiliates, and the Board Members and officers of such insureds, against insured liabilities and expenses (with certain exceptions) arising out of claims, actions or proceedings asserted or threatened against them in their respective capacities for the insureds, is in the best interest of the Fund; and it is further

[as applicable] RESOLVED, that the Board members, including a majority of the non-interested Board members, hereby find that the premium for the Policy to be allocated to the Fund is fair and reasonable based upon the proportionate share of the sum of the premiums that would have been paid if such insurance coverage were purchased separately by each of the insured parties; and it is further

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RESOLVED, that the appropriate officers of the Fund be, and each hereby is, authorized to take such actions as may be required to amend the policy to include in the coverage new funds advised, sub-advised or administered by The Dreyfus Corporation or its affiliates, as of the date each is declared effective by the Securities and Exchange Commission; and it is

further

RESOLVED, that the Fund, in conjunction with other Funds, purchase Independent Directors Liability Insurance ([IDL[]), insuring the Board members of the Funds against certain liabilities and expenses written by the following respective entities as co-sureties in the following amounts:

and that the Fund pay its pro-rata share, based on the assets of the respective participating Funds, of the premium for coverage under the IDL; and it is further

RESOLVED, that the appropriate officers of the Fund be and each hereby is, authorized to make any and all payments and to do any and all other acts, in the name of the Fund and on its behalf, as they, or any of them, may determine to be necessary or desirable and proper in connection with or in furtherance of the foregoing resolutions.

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AGREEMENT REGARDING DREYFUS JOINT INSURED BOND

AGREEMENT among The Dreyfus Fund Incorporated and certain other investment companies as to which The Dreyfus Corporation or any affiliate (\square Dreyfus \square) now acts as Investment Adviser, Sub-Investment Adviser and/or Administrator (individually, a \square Fund \square and, collectively, the \square Funds \square) and which are registered under the Investment Company Act of 1940, as amended (the \square Act \square).

WITNESSETH:

WHEREAS, the Funds are covered as joint insureds under a Fidelity Bond or Bonds (the \square Bond \square) which complies with Rule 17g-1 promulgated by the Securities and Exchange Commission under the Act (\square Rule 17g-1 \square); and WHEREAS, the Funds have entered into this Agreement to meet the requirements of paragraph (f) of Rule 17g-1;

NOW THEREFORE IT IS HEREBY AGREED:

- 1. In the event that recovery is received under the Bond as a result of a loss sustained by two or more of the Funds, each Fund shall receive an equitable and proportionate share of said recovery, but said recovery shall at least equal the amount that each such Fund would have received had the Fund provided and maintained a single insured bond with the minimum coverage required by paragraph (d)(1) of Rule 17g-1.
- 2. The Funds acknowledge and agree that, upon approval by the Funds respective Boards of Directors/Trustees, the amount of the Bond or the carriers issuing the Bond may be changed from time to time, and that any such change shall not affect the rights and obligations of the Funds under this Agreement.
- 3. Each Fund shall be responsible for paying its pro-rata share, based on the ratio of its assets to the assets of all of the Funds, of the premium payable in respect of the Bond. The Funds acknowledge and agree that any new Fund added to the Bond or as a party to this Agreement will not be responsible for the foregoing amount incurred prior to the first Bond renewal following the addition of such Fund.
- 4. The Funds agree that any registered investment company for which Dreyfus in the future becomes the Investment Advisor, Sub-Investment Advisor and/or Administrator added as a joint insured under the Bond may become a party to this Agreement upon the execution of a copy of this Agreement by its duly authorized officer and shall thereafter be deemed a □Fund□ hereunder.

- 5. This Agreement shall cease to apply to any Fund in respect of any loss that occurs after such Fund (i) ceases to be an investment company by order of the Securities and Exchange Commission pursuant to Section 8(f) of the Act, or (ii) ceases to be advised, sub-advised and/or administered by Dreyfus, and such Fund shall, at and after such time, cease to be a party to this Agreement for all purposes.
- 6. This Agreement shall be binding upon and shall inure to the benefit of any successor company of any of the undersigned, or any company into which any of the undersigned may be merged or with which it may be consolidated.
- 7. As to each Fund that is organized as a trust, this Agreement has been executed on behalf of the Fund by the undersigned officer of the Fund in his capacity as an officer of the Fund; the obligations of this Agreement shall only be binding upon the assets and property of the Fund and shall not be binding upon any Board member, officer or shareholder of the Fund individually.

IN WITNESS WHEREOF, the Funds have caused this Agreement to be executed by their respective officers, thereunto duly authorized as of the day and year written below.

Dated as of January 31, 2007

/s/ Joni Lacks Charatan

Joni Lacks Charatan Vice President of:

Advantage Funds, Inc.

Dreyfus Emerging Leaders Fund

Dreyfus Midcap Value Fund

Dreyfus Small Company Value Fund

Dreyfus Premier Future Leaders Fund

Dreyfus Premier Midcap Value Fund

Dreyfus Premier International Value Fund

Dreyfus Premier Select Midcap Growth Fund

Dreyfus Premier Small Company Growth Fund

Dreyfus Premier Strategic Value Fund

Drevfus Premier Structured Large Cap Value Fund

Dreyfus Premier Structured Midcap Fund

Dreyfus Premier Technology Growth Fund

Dreyfus Premier Total Return Advantage Fund

Global Alpha Fund

CitizensSelect Funds

CitizensSelect Prime Money Market Fund

CitizensSelect Treasury Money Market Fund

Dreyfus A Bonds Plus, Inc.

Dreyfus Appreciation Fund, Inc.

Dreyfus BASIC Money Market Fund, Inc.

Dreyfus BASIC U.S. Government Money Market Fund

Dreyfus BASIC U.S. Mortgage Securities Fund

Dreyfus Bond Funds, Inc.

Dreyfus Municipal Bond Fund

Dreyfus Premier High Income Fund

Dreyfus California Intermediate Municipal Bond Fund

Dreyfus California Tax Exempt Money Market Fund

Dreyfus Cash Management

Dreyfus Cash Management Plus, Inc.

Dreyfus Connecticut Intermediate Municipal Bond Fund

Dreyfus Connecticut Municipal Money Market Fund, Inc.

Dreyfus Fixed Income Securities

Dreyfus High Yield Shares

Dreyfus Mortgage Shares

Dreyfus Florida Intermediate Municipal Bond Fund

Dreyfus Florida Municipal Money Market Fund

The Dreyfus Fund Incorporated

Dreyfus GNMA Fund, Inc.

Dreyfus Government Cash Management Funds

Dreyfus Government Cash Management

Dreyfus Government Prime Cash Management

Dreyfus Growth and Income Fund, Inc.

Dreyfus Growth Opportunity Fund, Inc.

Dreyfus High Yield Strategies Fund (closed-end fund)

Dreyfus Index Funds, Inc.

Dreyfus International Stock Index Fund

Dreyfus S&P 500 Index Fund

Dreyfus Smallcap Stock Index Fund

Dreyfus Institutional Money Market Fund

Government Securities Series

Money Market Series

Dreyfus Institutional Cash Advantage Funds

Dreyfus Institutional Cash Advantage Fund

Dreyfus Institutional Cash Advantage Plus Fund

Dreyfus Institutional Preferred Money Market Funds

Dreyfus Institutional Preferred Money Market Fund

Dreyfus Institutional Preferred Plus Money Market Fund

Drevfus Insured Municipal Bond Fund, Inc.

Dreyfus Intermediate Municipal Bond Fund, Inc.

Dreyfus International Funds, Inc.

Dreyfus Premier Emerging Markets Fund

Dreyfus Investment Grade Funds, Inc.

Dreyfus Inflation Adjusted Securities Fund

Dreyfus Intermediate Term Income Fund

Dreyfus Premier Short Term Income Fund

Dreyfus Premier Yield Advantage Fund

Dreyfus Investment Portfolios

Core Bond Portfolio

Core Value Portfolio

Emerging Leaders Portfolio

Founders Discovery Portfolio

Founders Growth Portfolio

Founders International Equity Portfolio

MidCap Stock Portfolio

Small Cap Stock Index Portfolio

Technology Growth Portfolio

The Dreyfus/Laurel Funds, Inc.

Drevfus BASIC S&P 500 Stock Index Fund

Dreyfus Bond Market Index Fund

Dreyfus Disciplined Stock Fund

Dreyfus Institutional Government Money Market Fund

Dreyfus Institutional Prime Money Market Fund

Dreyfus Institutional U.S. Treasury Money Market Fund

Dreyfus Money Market Reserves

Dreyfus Municipal Reserves

Dreyfus Premier Balanced Fund

Dreyfus Premier Core Equity Fund

Dreyfus Premier Large Company Stock Fund

Dreyfus Premier Limited Term Income Fund

Dreyfus Premier Midcap Stock Fund

Dreyfus Premier Small Cap Value Fund

Dreyfus Premier Strategic Income Fund

Dreyfus Premier Tax Managed Growth Fund

Dreyfus U.S. Treasury Reserves

The Dreyfus/Laurel Funds Trust

Dreyfus Premier Core Value Fund

Drevfus Premier Equity Income Fund

Dreyfus Premier International Bond Fund

Dreyfus Premier Managed Income Fund

Dreyfus Premier Limited Term High Yield Fund

Dreyfus Tax Managed Balanced Fund

The Dreyfus/Laurel Tax-Free Municipal Funds

Dreyfus BASIC California Municipal Money Market Fund

Drevfus BASIC Massachusetts Municipal Money Market Fund

Dreyfus BASIC New York Municipal Money Market Fund

Dreyfus LifeTime Portfolios, Inc.

Growth Portfolio

Growth & Income Portfolio

Income Portfolio

Dreyfus Liquid Assets, Inc.

Dreyfus Massachusetts Intermediate Municipal Bond Fund

Dreyfus Massachusetts Municipal Money Market Fund

Dreyfus Midcap Index Fund, Inc.

Dreyfus Money Market Instruments, Inc.

Government Securities Series

Money Market Series

Dreyfus Municipal Cash Management Plus

Dreyfus Municipal Funds, Inc.

Dreyfus BASIC Municipal Money Market Fund

Dreyfus BASIC New Jersey Municipal Money Market Fund

Dreyfus High Yield Municipal Bond Fund

Dreyfus Premier Select Intermediate Municipal Bond Fund

Dreyfus Premier Select Municipal Bond Fund

Dreyfus Municipal Income, Inc. (closed-end fund)

Dreyfus Municipal Money Market Fund, Inc.

Dreyfus New Jersey Intermediate Municipal Bond Fund

Dreyfus New Jersey Municipal Money Market Fund, Inc.

Dreyfus New York Municipal Cash Management

Dreyfus New York Tax Exempt Bond Fund, Inc.

Dreyfus New York Tax Exempt Intermediate Bond Fund

Dreyfus New York Tax Exempt Money Market Fund

Dreyfus Pennsylvania Intermediate Municipal Bond Fund

Dreyfus Pennsylvania Municipal Money Market Fund

Dreyfus Premier California Tax Exempt Bond Fund, Inc.

Dreyfus Premier Equity Funds, Inc.

Dreyfus Premier Growth and Income Fund

Dreyfus Premier Fixed Income Funds

Dreyfus Premier Core Bond Fund

Dreyfus Premier GNMA Fund

Dreyfus Premier International Funds, Inc.

Drevfus Premier Greater China Fund

Dreyfus Premier International Growth Fund

Dreyfus Premier Manager Funds I

Bear Stearns Prime Money Market Fund

Dreyfus Premier Alpha Growth Fund

Dreyfus Premier Intrinsic Value Fund

Dreyfus Premier S&P STARS Fund

Dreyfus Premier S&P STARS Opportunities Fund

Dreyfus Premier Small Cap Equity Growth Fund

Dreyfus Premier Manager Funds II

Dreyfus Premier Balanced Opportunity Fund

Dreyfus Premier Blue Chip Fund

Dreyfus Premier Select Fund

Dreyfus Premier Municipal Bond Fund

Dreyfus Premier New Jersey Municipal Bond Fund, Inc.

Dreyfus Premier New York Municipal Bond Fund

Dreyfus Premier Opportunity Funds

Dreyfus Premier Enterprise Fund

Dreyfus Premier Health Care Fund

Dreyfus Premier Natural Resources Fund

Dreyfus Premier Short-Intermediate Municipal Bond Fund

Dreyfus Premier State Municipal Bond Fund

Connecticut Series

Florida Series

Maryland Series

Massachusetts Series

Michigan Series

Minnesota Series

North Carolina Series

Ohio Series

Pennsylvania Series

Texas Series

Virginia Series

Drevfus Premier Stock Funds

Dreyfus Premier International Equity Fund

Dreyfus Premier International Small Cap Fund

Dreyfus Premier Small Cap Equity Fund

The Dreyfus Premier Third Century Fund, Inc.

Dreyfus Premier Value Equity Funds

Dreyfus Premier Value Fund

Dreyfus Premier Worldwide Growth Fund, Inc.

Dreyfus Short-Intermediate Government Fund

The Dreyfus Socially Responsible Growth Fund, Inc.

Dreyfus Stock Index Fund, Inc.

Dreyfus Strategic Municipal Bond Fund, Inc.

(closed-end fund)

Dreyfus Strategic Municipals, Inc.

(closed-end fund)

Dreyfus Tax Exempt Cash Management

Dreyfus Treasury Cash Management

Dreyfus Treasury Prime Cash Management

Dreyfus 100% U.S. Treasury Money Market Fund

Dreyfus U.S. Treasury Intermediate Term Fund

Dreyfus U.S. Treasury Long Term Fund

Dreyfus Variable Investment Fund

Appreciation Portfolio

Balanced Portfolio

Developing Leaders Portfolio

Disciplined Stock Portfolio

Growth and Income Portfolio

International Equity Portfolio

International Value Portfolio

Limited Term High Yield Portfolio

Money Market Portfolio

Quality Bond Portfolio

Small Company Stock Fund

Special Value Portfolio

Dreyfus Worldwide Dollar Money Market Fund, Inc.

General California Municipal Money Market Fund

General Government Securities Money Market Funds, Inc.

General Government Securities Money Market Fund

General Treasury Prime Money Market Fund

General Money Market Fund, Inc.

General Municipal Money Market Funds, Inc.

General Municipal Money Market Fund

General New York Municipal Bond Fund, Inc.

General New York Municipal Money Market Fund

Mellon Funds Trust

Mellon Balanced Fund

Mellon Bond Fund

Mellon Emerging Markets Fund

Mellon Income Stock Fund

Mellon Intermediate Bond Fund

Mellon International Fund

Mellon Large Cap Stock Fund

Mellon Massachusetts Intermediate Municipal Bond Fund

Mellon Money Market Fund

Mellon Mid Cap Stock Fund

Mellon National Intermediate Municipal Bond Fund

Mellon National Municipal Money Market Fund

Mellon National Short-Term Municipal Bond Fund

Mellon Pennsylvania Intermediate Municipal Bond Fund

Mellon Short-Term U.S. Government Securities Fund

Mellon Small Cap Stock Fund

Strategic Funds, Inc.

Dreyfus Premier New Leaders Fund

Emerging Markets Opportunity Fund

Global Stock Fund

International Stock Fund

Systematic International Equity Fund