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TCW GALILEO
INSTITUTIONAL FUNDS

Annual / Semi-Annual Report

Statement of Additional Information (SAI)

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March 1, 1999



**TCW GALILEO
FUNDS™**
THE POWER OF INDEPENDENT THOUGHT™

FOR MORE INFORMATION

To obtain information

By telephone, call: 800-FUND-TCW

By mail, write to: 865 South Figueroa Street
Suite 1800
Los Angeles, California 90017

On the Internet: Text-only versions of Fund
documents can be viewed
online or downloaded from:

SEC: <http://www.sec.gov>

You can also obtain copies by visiting the SEC's
Public Reference Room in Washington, DC
(phone 1-800-SEC-0330) or by sending your
request and a duplicating fee to the SEC's Public
Reference Section, Washington, DC 20549-6009.

As with all mutual funds,
the Securities and
Exchange Commission has
not approved or
disapproved these
securities or determined
if this Prospectus is
truthful or complete. Any
representation to the
contrary is a criminal offense.

*This prospectus tells you about the Institutional Class shares
of nine of the separate investment funds offered by TCW
Galileo Funds, Inc., each of which has different
investment objectives and policies.
Please read this document carefully
and keep it for future reference.
Sometimes we will refer to the
funds in this prospectus as
Galileo Equity Funds.*

TCW GALILEO CONVERTIBLE SECURITIES FUND

TCW GALILEO SELECT EQUITY FUND

TCW GALILEO EARNING OPPORTUNITIES FUND

TCW GALILEO LARGE CAP GROWTH FUND

TCW GALILEO LARGE CAP VALUE FUND

TCW GALILEO ANGLICAN GROWTH EQUITIES FUND

TCW GALILEO SMALL CAP GROWTH FUND

TCW GALILEO SMALL CAP VALUE FUND

TCW GALILEO VALUE OPPORTUNITIES FUND

**GOVERNMENT
EXHIBIT
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Crim. No. H-04-25 (S-2)

The Firm

Founded in 1971, the TCW Group provides a broad range of international and U.S. equity and fixed income investment products and services for investors around the world. With a team of over 300 investment and administrative professionals located in Los Angeles, New York, Houston, San Francisco, Hong Kong, and London, TCW has a broad depth of knowledge, investment experience and research capability. TCW Funds Management, Inc. will act as the adviser to the TCW Galileo Funds. With over \$50 billion under management or committed to management, TCW is one of the largest privately held investment companies in the United States.

TCW Galileo Funds, Inc.

This prospectus tells you about the Institutional Class shares of nine of the separate investment funds offered by TCW Galileo Funds, Inc., each of which has different investment objectives and policies. Please read this document carefully, and keep it for future reference. Sometimes we will refer to the funds in this prospectus as the Galileo Equity Funds.

TCW Galileo Convertible Securities Fund

TCW Galileo Select Equities Fund

TCW Galileo Earnings Momentum Fund

TCW Galileo Large Cap Growth Fund

TCW Galileo Large Cap Value Fund

TCW Galileo Aggressive Growth Equities Fund

TCW Galileo Small Cap Growth Fund

TCW Galileo Small Cap Value Fund

TCW Galileo Value Opportunities Fund

As with all mutual funds, the Securities and Exchange Commission has not approved or disapproved these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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