

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **1995-07-28** | Period of Report: **1995-05-31**
SEC Accession No. **0000893220-95-000486**

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FILER

NAVIGATOR MONEY MARKET FUND INC

CIK: **769270** | Fiscal Year End: **0531**
Type: **24F-2NT** | Act: **33** | File No.: **002-97840** | Film No.: **95556708**

Mailing Address
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2154437850

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

RULE 24f-2 NOTICE

FOR

NAVIGATOR MONEY MARKET FUND, INC.

200 Gibraltar Road
Horsham, PA 19044

(Address of principal executive offices)

SHARES OF COMMON STOCK (par value \$.001 per share)

(Title of securities with respect to which Notice is filed)

File No. 2-97840

The following information is required pursuant to Rule
24-2(b)(1)

- (i) Period for which Notice is filed:

June 1, 1994 through May 31, 1995 (fiscal year end)
- (ii) Number or amount of securities of the same class or series which has been registered under the Securities Act of 1933 other than pursuant to Rule 24f-2 but which remained unsold at the beginning of such fiscal year:

NONE
- (iii) Number or amount of securities, if any, registered during such fiscal year other than pursuant to Rule 24f- 2:

NONE
- (iv) Number or amount of securities sold during such

period: (1)

876,669,817 shares

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(v) Number or amount of securities sold during such period in reliance upon registration pursuant to Rule 24f- 2: (2)

876,669,817 shares

An opinion of counsel with respect to the legality of the above shares accompanies this notice.

DATED: July 28, 1995

NAVIGATOR TAX-FREE MONEY MARKET FUND, INC.

By /s/ James R. Leshner

James R. Leshner
Vice President, Treasurer and
Assistant Secretary

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- (1) Excludes shares issued upon reinvestment of dividends.
 - (2) The actual aggregate sales price for which such securities were sold was \$876,669,817. The actual aggregate redemption price of securities redeemed during such period by the Registrant was \$979,870,062. No portion of such aggregate redemption price has been applied by the Registrant pursuant to Rule 24e-2(a) in a filing made pursuant to Section 24(e)(1) of the Investment Company Act of 1940. Pursuant to Rule 24f-2(c), the registration fee with respect to securities sold is calculated as follows: $(\$876,669,817 - \$979,870,062) \times .00034483 = \0 . No fee is required.

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[Letterhead of Morgan, Lewis & Bockius]

July 28, 1995

Navigator Tax-Free Money Market Fund, Inc.
200 Gibraltar Road
Horsham, PA 19044

Re: Rule 24f-2 Notice for Navigator
Money Market Fund, Inc. (Registration No. 2-97840)

Gentlemen:

We have acted as counsel for Navigator Money Market Fund, Inc. (the "Fund") during the fiscal year ended May 31, 1995 (the "Fiscal Year"). During the Fiscal Year there were 876,669,817 shares of common stock of the Fund sold in reliance upon registration pursuant to Rule 24f-2 under the Investment Company Act of 1940, as amended, and no shares were registered other than pursuant to Rule 24f-2.

In giving the opinion stated below, we have reviewed the Fund's Articles of Incorporation, its By-Laws, resolutions adopted by its Board of Directors and shareholders and such other times during the Fiscal Year, the Fund was authorized to issue 2,000,000,000 shares of common stock.

Based on the foregoing, we are of the opinion that the aforementioned shares of common stock of the Fund registered pursuant to Rule 24f-2 during the Fiscal Year were, when issued for payment as described in the Fund's prospectus, legally issued, fully paid and non-assessable for the Fund.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as part of the Fund's Rule 24f-2 Notice.

Very truly yours,

/s/ Morgan, Lewis & Bockius