

# SECURITIES AND EXCHANGE COMMISSION

## FORM 24F-2NT

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

Filing Date: **1994-04-15** | Period of Report: **1994-02-28**  
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### FILER

#### DG INVESTOR SERIES

CIK: **883843** | IRS No.: **251676752** | State of Incorpor.: **MA** | Fiscal Year End: **0228**  
Type: **24F-2NT** | Act: **33** | File No.: **033-46431** | Film No.: **94522891**

Business Address  
*FEDERATED INVESTORS  
TOWER  
PITTSBURGH PA 15222  
4122881900*

Rule 24f-2 Notice

DG INVESTOR SERIES

(Fund Name)

Federated Investors Tower  
Pittsburgh, Pennsylvania 15222-3779

1933 Act No. 33-46431

- |       |   |     |             |
|-------|---|-----|-------------|
| (i)   | fiscal period for which notice is filed February 28, 1994   |     |             |
| (ii)  | The number or amount of securities of the same class or series, if any, which had been registered under the Securities Act of 1933, other than pursuant to Rule 24f-2 but which remained unsold at March 1, 1993, the beginning of the Registrant's fiscal period | -0- |             |
| (iii) | The number or amount of securities, if any, registered during the fiscal period of this notice other than pursuant to Rule 24f-2  | -0- | -0-         |
| (iv)  | The number or amount of securities sold during the fiscal period of this notice   |     | 347,091,350 |
| (v)   | The number or amount of securities sold during the fiscal period of this notice in reliance upon registration pursuant to Rule 24f-2 (see attached Computation of Fee)  |     | 347,091,350 |

WITNESS the due execution hereof this 15th day of April, 1994.

By: /s/ Karen M. Brownlee  
Karen M. Brownlee  
Assistant Secretary

COMPUTATION OF FEE

1. Actual aggregate sale price of Registrant's securities sold pursuant to Rule 24f-2 during the fiscal period for which the 24f-2 notice is filed (see Section v)..... \$626,807,414

2. Reduced by the difference between:

(a) actual aggregate redemption price of such securities redeemed by the issuer during the fiscal period for which the 24f-2 notice is filed..... \$494,211,625

(b) actual aggregate redemption price of such redeemed securities previously applied by the issuer pursuant to Section 24e(2)(a) for the fiscal period for which the 24f-2 notice is filed..... -0- 494,211,625

Total amount upon which the fee calculation specified in Section 6(b) of the Securities Act of 1933 is based..... \$132,595,789

FEE SUBMITTED (1/29 of 1% of Total amount)..... \$ 45,723

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THEODORE M. HAMMER

April 15, 1994

DG Investor Series  
Federated Investors Tower  
Pittsburgh, PA 15222-3779

Gentlemen:

You have requested our opinion for use in conjunction with a Rule 24f-2 Notice for DG Investor Series ("Trust") to be filed in respect of shares of the Trust ("Shares") sold for the fiscal year ended February 28, 1994, pursuant to the Trust's registration statement filed with the Securities and Exchange Commission ("SEC") under the Securities Act of 1933 (File No. 33-46431) ("Registration Statement").

In its Registration Statement, the Trust elected to register an indefinite number of Shares pursuant to the provisions of SEC Rule 24f-2.

We have reviewed the amended Registration Statement of the Trust and such other documents and records deemed relevant. On the basis of the foregoing, it is our opinion that the Shares sold for the fiscal year ended February 28, 1994, registration of which the Rule 24f-2 Notice makes definite in number, were legally issued, fully paid and non-assessable.

We consent to your filing this opinion as an Exhibit to the Rule 24f-2 Notice referred to above, the Registration Statement of the Trust and to any application or registration statement filed under the Securities Laws of any of the States of the United States.

Very truly yours,

Houston, Houston & Donnelly

By: /s/Thomas J. Donnelly

TJD:heh