

SECURITIES AND EXCHANGE COMMISSION

FORM NSAR-A

Semi-annual report for management companies filed on Form N-SAR

Filing Date: **1996-08-26** | Period of Report: **1996-06-30**
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FILER

CENTURION T A A FUND INC

CIK: **355419** | IRS No.: **411413529** | Fiscal Year End: **1231**
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Mailing Address
*11545 W BERNARDO CT
SUITE 100
SAN DIEGO CA 92127*

Business Address
*11545 W BERNARDO CT
SUITE 100
SAN DIEGO CA 92127
6196738536*

PAGE 1
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012 A000001 CENTURION GROUP, INC.
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SIGNATURE DAWN MCDANIEL
TITLE CONTROLLER

Rule 497(e)
Supplement

PROSPECTUS SUPPLEMENT
CENTURION T.A.A. FUND, INC.
Dated August 7, 1996

This supplement constitutes an essential part of the Fund's Prospectus dated May 19, 1995 and must be read in conjunction with that Prospectus and Supplement thereto dated April 9, 1996 to the Fund's Incorporation (the "April 9, 1996 Supplement").

At the Annual Meeting of Shareholders held on August 6, 1996, the Shareholders of the Fund re-elected each director of the Fund and approved the Multiple Class Plan whereby the Fund's Articles of Incorporation will be amended to authorize the issuance of the Class A, Class B, Class C and Class D shares and the Fund's shares will be reclassified as Class C Shares, as described in the April 9, 1996 Supplement.

The Fund's Shareholders also approved each of the following changes to the Fund's fundamental investment policies. Except as stated, the terms and conditions of each change is as otherwise described in the April 9, 1996 Supplement.

Authorization of the Fund to from time-to-time invest less than 35% of its net assets in debt securities which are not rated in one of the four highest rating categories by a nationally recognized statistical rating organization.

Removal of restrictions prohibiting the Fund from investing more than 10% of its net assets in securities of foreign issuers.

Authorization of the Fund to invest from time-to-time up to 50% of its net assets in option contracts.

Authorization of the Fund to invest from time-to-time up to 50% of its net assets in future contracts on securities indexes and/or options thereupon.

Authorization of the Fund to invest from time-to-time up to 5% of its net assets in illiquid investments, whereby illiquid investments mean restricted securities and other investments which cannot be disposed of within seven (7) day in the normal course of the Fund's business at approximately the amount at which the Fund has valued such securities.

The foregoing changes to the Fund's fundamental investment policies will not become effective, and the Fund will reclassify its current shares as Class C Shares and will not commence offering Class A, Class B or Class D shares until (i) the Fund files and amends its Articles of Incorporation and (ii) the Fund amends its Registration Statements under the Securities Act of 1933 and the Investment Company Act of 1940. The Fund estimates that completion of these tasks will take approximately sixty (60) days.

The fund has appointed Star Bank, 425 Walnut Street, Cincinnati, Ohio 45202-

1118 as custodian of the Fund's assets. Star Bank succeeds the Bank of California as custodian.

This Supplement is dated August 7, 1996.