

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1996-11-29** | Period of Report: **1996-09-30**
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FILER

RETIREMENT SYSTEM FUND INC

CIK: **869964** | State of Incorporation: **MD** | Fiscal Year End: **0930**
Type: **24F-2NT** | Act: **33** | File No.: **033-37963** | Film No.: **96688368**

Mailing Address
317 MADISON AVE
NEW YORK NY 10017

Business Address
317 MADISON AVE
NEW YORK NY 10017
2125030150

Annual Notice of Securities Sold Pursuant to Rule 24F-2

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 24F-2
Annual Notice of Securities Sold
Pursuant to Rule 24f-2

Read instructions at end of Form before preparing Form.
Please print or type.

1. Name and address of issuer:

Retirement System Fund Inc.
317 Madison Avenue
New York, New York 10017

2. Name of each series or class of funds for which this notice is filed:

Core Equity Fund
Emerging Growth Equity Fund
Value Equity Fund (Not Operational)
International Equity Fund (Not Operational)
Actively Managed Fixed-Income Fund (Not Operational)
Intermediate-Term Fixed-Income Fund
Money Market Fund

3. Investment Company Act File Number: 811-6222

Securities Act File Number: 33-37963

4. Last day of fiscal year for which this notice is filed:

September 30, 1996

5. Check box if this notice is being filed more than 180 days after the close of the issuer's fiscal year for purposes of reporting securities sold after the close of the fiscal year but before termination of the issuer's 24f-2 declaration:

N/A

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6. Date of termination of issuer's declaration under rule 24f-2(a)(1), if applicable (see Instruction A.6):

N/A

7. Number and amount of securities of the same class or series which had been registered under the Securities Act of 1933 other than pursuant to rule 24f-2 in a prior fiscal year, but which remained unsold at the beginning of the fiscal year:

None

8. Number and amount of securities registered during the fiscal year other than pursuant to rule 24f-2:

None

9. Number and aggregate sale price of securities sold during the fiscal year:

956,419 shares @ \$7,243,864

10. Number and aggregate sale price of securities sold during the fiscal year in reliance upon registration pursuant to rule 24f-2:

956,419 shares @ \$7,243,864

11. Number and aggregate sale price of securities issued during the fiscal year in connection with dividend reinvestment plans, if applicable (see

Instruction B.7):

121,392 shares @ \$798,422

12. Calculation of registration fee:

(i)	Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f-2 (from Item 10):	\$7,243,864
(ii)	Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable):	+ \$798,422
(iii)	Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable):	- \$2,661,988
(iv)	Aggregate price of shares redeemed or repurchased and previously applied as a reduction to filing fees pursuant to rule 24e-2 (if applicable):	+ \$0
(v)	Net aggregate price of securities sold and issued during the fiscal year in reliance on rule 24f-2 [line (i), plus line (ii), less line (iii), plus line (iv)] (if applicable):	\$5,380,298
(vi)	Multiplier prescribed by Section 6(b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6):	x 1/33 of 1%
(vii)	Fee due [line (i) or line (v) multiplied by line (vi)]:	\$1,630.39

Instruction: Issuers should complete lines (ii), (iii), (iv), and (v) only if form is being filed within 60 days after the close of the issuer's fiscal year. See Instruction C.3.

13. Check box if fees are being remitted to the Commission's lockbox depository

as described in section 3a of the Commission's Rules of Informal and Other Procedures (CFR 202.3a):

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Date of mailing or wire transfer of filing fees to the Commission's lockbox depository:

November 22, 1996 and November 25, 1996

SIGNATURES

This report has been signed below by the following person on behalf of the issuer and in the capacity and on the date indicated.

By (Signature and Title)* /s/ Stephen P. Pollak

Stephen P. Pollak
Executive Vice President, Counsel and Secretary

Date: November 26, 1996

* Please print the name and title of the signing officer below the signature.

[Letterhead of Morgan, Lewis & Bockius LLP]

November 22, 1996

Retirement System Fund Inc.
317 Madison Avenue
New York, New York 10017-5397

Re: Rule 24f-2 Notice for Retirement System Fund Inc.
(Registration No. 33-37963)

Gentlemen:

Retirement System Fund Inc. (the "Fund") is a corporation organized under the laws of the State of Maryland with its principal place of business in New York, New York. The Fund is an open-end diversified management investment company registered with the Securities and Exchange Commission (the "Commission") under the Investment Company Act of 1940 (the "1940 Act"). This opinion relates to shares of common stock, par value \$.001 per share, issued by the Fund in reliance upon Rule 24F2 for the fiscal year ended September 30, 1996, the registration of which is made definite by the filing of the attached Notice.

We have reviewed all proceedings taken by the Fund in connection with the authorization of an unlimited number of shares of common stock, par value \$.001 per share, which have been offered under a prospectus included as part of the Fund's Registration Statement on Form N-1A, as amended to the date hereof, which has been filed with the Commission under the Securities Act of 1933 and the 1940 Act (collectively, the "Registration Statement").

We are of the opinion that such shares of common stock, when sold and issued in return for the payment described in the Fund's Registration Statement were legally issued, fully paid and non-assessable by the Fund.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP

Morgan, Lewis & Bockius LLP

cc: Stephen P. Pollak, Esquire