

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

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

PAINWEBBER RMA TAX FREE FUND INC

CIK: **703875** | IRS No.: **133135587** | State of Incorporation: **NY** | Fiscal Year End: **0630**
Type: **24F-2NT** | Act: **33** | File No.: **002-78310** | Film No.: **96620902**

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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 24F-2 Annual Notice of Securities Sold Pursuant to Rule 24f-2 <TABLE> <CAPTION> <S> <C>

1. Name and address of issuer:
PaineWebber RMA Tax-Free Fund, Inc. 1285 Avenue of the Americas New York, NY 10019

2. Name of each series or class of funds for which this notice is filed: Not applicable

3. Investment Company Act File Number: 811-3504
Securities Act File Number: 2-78310

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

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

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: 11,405,296,188 shares representing \$11,405,296,188 (including shares issued in connection with dividend reinvestment plan)

10. Number and aggregate sale price of securities sold during the fiscal year in reliance upon registration pursuant to rule 24f-2: 11,346,306,956 shares representing \$11,346,306,956

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): 58,989,232 shares representing \$58,989,232

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): \$ 11,346,306,956 ----- (ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable): + 58,989,232 ----- (iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable): - 10,953,673,355 ----- (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): \$ 451,622,833 ----- (vi) Multiplier prescribed by Section 6(b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6): x 1/29 of 1% ----- (vii) Fee due (line (1) or line (v) multiplied by line (vi)) \$ 155,732 -----

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 (17 CFR 202.3a). /x/ Date of mailing or wire transfer of filing fees to the Commission's lockbox depository: August 26, 1996

SIGNATURES This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated. By (Signature and Title) /s/Paul H. Schubert ----- Paul H. Schubert ----- Vice President & Asst Treasurer ----- Date August 26, 1996 ----- </TABLE> 4

KIRKPATRICK & LOCKHART LLP 1800 Massachusetts Avenue, N.W. Washington, D.C. 20036 August 26, 1996
PaineWebber RMA Tax-Free Fund, Inc. 1285 Avenue of the Americas New York, New York 10019 Dear Sir or
Madam: PaineWebber RMA Tax-Free Fund, Inc. ("Company"), is a corporation organized under the laws of the State
of Maryland on June 2, 1982. We understand that the Company is about to file a Rule 24f-2 Notice pursuant to Rule
24f-2 under the Investment Act of 1940, as amended ("1940 Act"), for the purpose of making definite the number of
shares of common stock which it has registered thereunder and under the Securities Act of 1933, as amended ("1933
Act"), and which it sold in reliance on Rule 24f-2 during its fiscal year ended June 30, 1996. We have, as counsel,
participated in various business and other matters relating to the Company. We have examined copies, either certified
or otherwise proved to be genuine, of the Articles of Incorporation and By-Laws of the Company, the minutes of
meetings of the board of directors and other documents relating to the organization and operation of the Company, and
we are generally familiar with its business affairs. Based on the foregoing, it is our opinion that the shares of common
stock of the Company sold in reliance upon registration under Rule 24f-2 during its fiscal year ended June 30, 1996,
the registration of which will be made definite by the filing of the Rule 24f-2 Notice, were legally issued, fully paid
and nonassessable. We express no opinion as to compliance with the 1933 Act, the 1940 Act or applicable state
securities laws in connection with the sales of shares of common stock of the Company. We hereby consent to this
opinion accompanying the rule 24f-2 Notice which you are about to file with the Securities and Exchange
Commission. Very truly yours, KIRKPATRICK & LOCKHART LLP By: /s/ Elinor W. Gammon -----
Elinor W. Gammon