

# 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

#### MERRILL LYNCH BASIC VALUE FUND INC

CIK: **216557** | State of Incorporation: **NJ** | Fiscal Year End: **0630**  
Type: **24F-2NT** | Act: **33** | File No.: **002-58521** | Film No.: **96620786**

Business Address  
*P O BOX 9011*  
*PRINCETON NJ 08543*  
*6092823319*

U.S. Securities and Exchange Commission  
Washington, D.C. 20549

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

1. Name and address of Issuer:  
Merrill Lynch Basic Value Fund, Inc.  
P.O. Box 9011  
Princeton, N.J. 08543-9011
  
2. Name of each series or class of funds for which this notice is filed:  
  
Merrill Lynch Basic Value Fund, Inc. - Class A  
Merrill Lynch Basic Value Fund, Inc. - Class B  
Merrill Lynch Basic Value Fund, Inc. - Class C  
Merrill Lynch Basic Value Fund, Inc. - Class D
  
3. Investment Company Act File Number: 811-2739  
  
Securities Act File Number: 2-58521
  
4. Last day of fiscal year for which this notice is filed: 06/30/96
  
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 under rule 24f-2(a)(1), if applicable :
  
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:

0 shares

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

0 shares

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

70,883,412 shares

\$2,023,616,132

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

70,883,412 shares

\$2,023,616,132

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

8,863,812 shares

\$ 241,964,848

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): \$2,023,616,132

(ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable): + \$ 241,964,848

(iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable): - \$1,169,977,098

(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 upon  
rule 24f-2 [line (i), plus line (ii), \$1,095,603,882  
less line (iii), plus line (iv)]  
(if applicable):

(vi) Multiplier prescribed by Section  
6(b) of the Securities Act of  
1933 or other applicable law or  
regulation : x 1/2900

(vii) Fee due [line (i) or line (v)  
multiplied by line (vi)]: \$ 377,794.44

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 21, 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

/s/Jaclyn Scheck  
Jaclyn Scheck, Assistant Secretary

Date August 21, 1996

August 21, 1996

Merrill Lynch Basic Value Fund, Inc.  
P.O. Box 9011  
Princeton, New Jersey 08543-9011

Ladies and Gentlemen:

This opinion is furnished in connection with the notice (the "Notice") to be filed by Merrill Lynch Basic Value Fund, Inc., a Maryland corporation (the "Fund"), with the Securities and Exchange Commission pursuant to Rule 24f-2 under the Investment Company Act of 1940, as amended. The Notice is being filed to make definite the registration under the Securities Act of 1933, as amended, of 70,883,412 shares of common stock, par value \$0.10 per share, of the Fund (the "Shares") which were sold during the Fund's fiscal year ended June 30, 1996.

As counsel for the Fund, we are familiar with the proceedings taken by it in connection with the authorization, issuance and sale of the Shares. In addition, we have examined and are familiar with the Articles of Incorporation of the Fund, as amended, the By-Laws of the Fund and such other documents as we have deemed relevant to the matters referred to in this opinion.

Based upon the foregoing, we are of the opinion that the Shares were legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the

Securities and Exchange Commission as an attachment to the  
Notice.

Very truly yours,