

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

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FILER

PRICE T ROWE INTERNATIONAL FUNDS INC

CIK: **313212** | IRS No.: **521175211** | Fiscal Year End: **1231**
Type: **24F-2NT** | Act: **33** | File No.: **002-65539** | Film No.: **94566242**

Business Address
*100 E PRATT ST
BALTIMORE MD 21202
3015472000*

December 27, 1994

Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

Re: Rule 24f-2 Notice for
T. Rowe Price International Funds, Inc.
T. Rowe Price International Stock Fund
T. Rowe Price International Discovery Fund
T. Rowe Price European Stock Fund
T. Rowe Price New Asia Fund
T. Rowe Price Japan Fund
T. Rowe Price Latin America Fund
100 East Pratt Street
Baltimore, Maryland 21202
File Number 2-65539

Gentlemen:

In accordance with the provisions of Rule 24f-2, the T. Rowe Price International Funds, Inc. hereby files its Rule 24f-2 Notice on behalf of its T. Rowe Price International Stock Fund ("Stock Fund"), T. Rowe Price International Discovery Fund ("Discovery Fund"), T. Rowe Price European Stock Fund ("European Stock Fund"), T. Rowe Price New Asia Fund ("New Asia Fund"), T. Rowe Price Japan Fund ("Japan Fund") and T. Rowe Price Latin America Fund ("Latin America Fund").

This "Rule 24f-2 Notice" is being filed for the Fiscal Year ending October 31, 1994 for the Stock, Discovery, European Stock, New Asia and Japan Funds and for the Fiscal Year beginning December 31, 1993 and ending October 31, 1994 for the Latin America Fund.

No shares of common stock for the Stock Fund, which have been registered under the Securities Act of 1933 (other than pursuant to Rule 24f-2), remained unsold at the beginning of the Fiscal Year. No shares of common stock of the Stock Fund were registered during the Fiscal Year, other than pursuant to Rule 24f-2.

No shares of common stock for the European Stock Fund, which have been registered under the Securities Act of 1933 (other than pursuant to Rule 24f-2), remained unsold at the beginning of the Fiscal Year. No shares of common stock of the European Stock Fund were registered during

the Fiscal Year, other than pursuant to Rule 24f-2.

225,584,420, 16,232,417, 17,242,771, 177,654,995, 28,188,851 and 23,903,664 shares of common stock of the Stock, Discovery, European Stock, New Asia, Japan and Latin America Funds, respectively, were sold during the Fiscal Year.

All 225,584,420, 16,232,417, 17,242,771, 177,654,995, 28,188,851 and 23,903,664 shares of common stock of the Stock, Discovery, European Stock, New Asia, Japan and Latin America Funds, respectively, were sold during the Fiscal Year in reliance upon the Declaration of an indefinite amount of securities under Rule 24f-2 ("24f-2 Declaration").

Attached to this Rule 24f-2 Notice, and made a part hereof, is an opinion of counsel indicating that the securities, the registration of which the Notice makes definite in number, were legally issued, fully paid, and non-assessable.

In accordance with subsection (c) of Rule 24f-2, the registration fees in the amounts of \$664,989.28, \$49,217.10, \$13,134.64, \$210,544.83, \$36,366.24 and \$69,151.83 for the Stock, Discovery, European Stock, New Asia, Japan and Latin America Funds, respectively, have been forwarded to Mellon Bank, Pittsburgh, Pennsylvania. The fee computations are based upon the actual aggregate sale price for which such securities were sold during the Fiscal Year, reduced by the difference between:

- (1) The actual aggregate redemption price of the shares redeemed by the Fund during the Fiscal Year, and
- (2) The actual aggregate redemption price of such redeemed shares previously applied by the Fund pursuant to Rule 24e-2(a) in filings made pursuant to Section 24(e)(1) of the Investment Company Act of 1940.

	Stock Fund	Discovery Fund
Aggregate Sale Price for Shares Sold During Fiscal Year in Reliance Upon the 24f-2 Declaration	\$2,767,911,014	\$283,994,687
Reduced by the Difference Between		

(1)	Aggregate Redemption Price of Shares Redeemed During the Fiscal Year	\$	839,455,604	\$141,266,095
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and,

(2)	Aggregate Redemption Price of Redeemed Shares Previously Applied by Fund Pursuant to Rule 24e-2(a) Filings Made Pursuant to Section 24(e) (1) of Investment Company Act of 1940	\$	- 0 -	\$	- 0 -
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Equals		\$1,928,455,410	\$142,728,592
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	European Stock Fund	New Asia Fund
Aggregate Sale Price for Shares Sold During Fiscal Year in Reliance Upon the 24f-2 Declaration	\$207,975,991	\$1,784,457,845

Reduced by the
Difference Between

(1)	Aggregate Redemption Price of Shares Redeemed During the Fiscal Year	\$169,885,796	\$1,173,882,121
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and,

(2)	Aggregate Redemption Price of Redeemed Shares Previously Applied by Fund Pursuant to Rule 24e-2(a) Filings Made Pursuant to Section 24(e) (1) of Investment Company Act of 1940	\$	- 0 -	\$	- 0 -
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Equals

\$ 38,090,195 \$ 610,575,724

	Japan Fund	Latin America Fund
Aggregate Sale Price for Shares Sold During Fiscal Year in Reliance Upon the 24f-2 Declaration	\$318,131,796	\$245,582,046
Reduced by the Difference Between		
(1) Aggregate Redemption Price of Shares Redeemed During the Fiscal Year	\$212,670,441	\$ 45,043,145
and,		
(2) Aggregate Redemption Price of Redeemed Shares Previously Applied by Fund Pursuant to Rule 24e-2(a) Filings Made Pursuant to Section 24(e) (1) of Investment Company Act of 1940	\$ - 0 -	\$ - 0 -
Equals	\$105,461,355	\$200,538,901

Any questions regarding the matter should be addressed to Henry H. Hopkins, Esquire at the above address.

Very truly yours,

/s/ CARMEN F. DEYESU

December 27, 1994

T. Rowe Price International Funds, Inc.
100 East Pratt Street
Baltimore, Maryland 21202

Dear Sirs:

T. Rowe Price International Funds, Inc., a Maryland corporation (the "Corporation"), on behalf of its designated series, T. Rowe Price International Stock Fund (the "Stock Fund"), T. Rowe Price International Discovery Fund (the "Discovery Fund"), T. Rowe Price European Stock Fund (the "European Stock Fund"), T. Rowe Price New Asia Fund (the "New Asia Fund"), T. Rowe Price Japan Fund (the "Japan Fund") and T. Rowe Price Latin America Fund (the "Latin America Fund") is filing with the Securities and Exchange Commission a Rule 24f-2 Notice containing the information specified in paragraph (b)(1) of Rule 24f-2 under the Investment Company Act of 1940 (the "Rule"). The effect of the Rule 24f-2 Notice, when accompanied by this Opinion and by the filing fee, if any, payable as prescribed in paragraph (c) of the Rule will be to make definite in number the number of shares sold by the Stock Fund, the Discovery Fund, the European Stock Fund, the New Asia Fund, and the Japan Fund during the fiscal year beginning November 1, 1993 and ending October 31, 1994 and by the Latin America Fund during the fiscal period beginning December 29, 1993 and ending October 31, 1994 in reliance upon the Rule (the "Rule 24f-2 Shares").

We have, as counsel, participated in various corporate and other proceedings relating to the Corporation and to the Rule 24f-2 Shares. We have examined copies, either certified or otherwise proven to our satisfaction to be genuine, of its Charter and By-Laws, as currently in effect, and a certificate dated December 8, 1994 issued by the Department of Assessments and Taxation of the State of Maryland, certifying the existence and good standing of the Corporation. We have also reviewed the Corporation's Registration Statement on Form N-1A and the form of the Rule 24f-2 Notice being filed by the Corporation. We are generally familiar with the corporate affairs of the Corporation.

The Corporation has advised us that the Rule 24f-2 Shares were sold in the manner contemplated by the prospectus of the Corporation that was current and effective under the Securities Act of 1933 at the time of sale, and that the Rule 24f-2 Shares were sold in numbers within the limits prescribed by the Charter of the Corporation and that the Corporation received with respect to the Rule 24f-2 Shares consideration in an amount of not less than the par value thereof as required by the laws of Maryland and not less than the net asset value thereof as required by the Investment Company Act of 1940.

Based upon the foregoing, it is our opinion that:

1. The Corporation has been duly organized and is legally existing under the laws of the State of Maryland.

2. The Corporation is authorized to issue two billion (2,000,000,000) shares of capital stock, par value one cent (\$0.01) per share. Under Maryland law (a) the number of authorized shares may be increased or decreased by action of the Board of Directors and (b) shares which were issued and which have subsequently been redeemed by the Corporation are by virtue of such redemption, restored to the status of authorized and unissued shares.

3. The Rule 24f-2 Shares were legally issued and are fully paid and non-assessable.

We hereby consent to the filing of this Opinion with the Securities and Exchange Commission together with the Rule 24f-2 Notice of the Corporation, and to the filing of this Opinion under the Securities laws of any state.

We are members of the Bar of the State of New York and do not hold ourselves out as being conversant with the laws of any jurisdiction other than those of the United States of America and the State of New York. We note that we are not licensed to practice law in the State of Maryland, and to the extent that any opinion herein involves the law of the State of Maryland, such opinion should be understood to be based solely upon our review of the documents referred to above, the published statutes of the State of Maryland and, where applicable, published cases, rules or regulations of regulatory bodies of that State.

Very truly yours,

/s/ Shereff, Friedman, Hoffman & Goodman