

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

COLONIAL TRUST VI

CIK: **883163** | IRS No.: **046700215** | State of Incorporation: **MA** | Fiscal Year End: **0630**
Type: **24F-2NT** | Act: **33** | File No.: **033-45117** | Film No.: **96620528**

Business Address
*ONE FINANCIAL CENTER
BOSTON MA 02111
6174263750*

Rule 24f-2 Notice
Colonial Trust VI
File #33-45117

1. Colonial Trust VI
One Financial Center
Boston, MA 02111
2. Name of each series or class of funds for
which this notice is filed:

Colonial Small Stock Fund, Class A, B, D & Z
Colonial U.S. Fund for Growth, Class A, B & D
Colonial Aggressive Growth Fund, Class A, B & D
Colonial Equity Income Fund, Class A, B & D
Colonial International Equity Fund, Class A, B & D
3. Investment Company Act File # 811-6529

Securities Act File Number # 33-45117
4. Last day of fiscal year for which this notice
is filed: 6/30/96
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 24-f2(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 24-f2 in a prior fiscal year, but which
remained unsold at the beginning of the fiscal
year: 0
8. Number and amount of securities registered during
the fiscal year other than pursuant to rule 24f-2: 0
9. Number and aggregate sale price of securities sold
during the fiscal year: Shares 24,898,277

Dollars \$ 462,101,544

10. Number and aggregate sale price of securities sold during the fiscal year in reliance upon registration pursuant to rule 24f-2: Shares 24,898,277
- Dollars \$ 462,101,544
11. Number and aggregate sale price of securities issued during the fiscal year in connection with dividend reinvestment plans, if applicable: (Included in Item 10)
12. Calculation of registration fee:
- (i) Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f-2: \$ 462,101,544
- (ii) Aggregate price of shares issued in connection with dividend reinvestment plans: (Included in 12 (i) above)
- (iii) Aggregate price of shares redeemed or repurchased during the fiscal year: \$ 232,071,104
- (iv) Aggregate price of shares redeemed or repurchased and previously applied as a reduction to filing fees pursuant to rule 24e-2: 0
- (v) Net aggregate price of securities sold and issued during the fiscal year in reliance on rule 24f-2: \$230,030,439.84
- (vi) Multiplier prescribed by Section 6(b) of the Securities Act of 1933 or other applicable law or regulation: 0.00034482758
- (vii) Fee due: \$79,320.84
13. Date of Mailing or wire transfer of filing fee to the Commission's lockbox depository 08/23/96

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

By _____
Peter L. Lydecker
Vice President

August 26, 1996

August 26, 1996

Colonial Trust VI
One Financial Center
Boston, Massachusetts 02111

Ladies and Gentlemen:

We understand that Colonial Trust VI (the "Trust") is about to file a Rule 24f-2 Notice (the "Notice") with the Securities and Exchange Commission (the "Commission") pursuant to Rule 24f-2 (the "Rule") under the Investment Company Act of 1940, as amended, making definite the registration of 24,898,276.62 shares of beneficial interest (the "Shares") of the Trust sold in reliance upon the Rule during the Trust's fiscal year ended June 30, 1996.

We have acted as counsel for the Trust since its organization and are familiar with the action taken by its board of trustees to authorize the issuance of the Shares. We have examined records of meetings of its board of trustees and shareholders, its By-Laws and its Agreement and Declaration of Trust and amendments thereto on file at the office of the Secretary of the Commonwealth of Massachusetts. We have also examined such other documents as we deem necessary for the purpose of this opinion.

We assume that appropriate action has been taken to register or qualify the sale of the Shares under any applicable state and federal laws regulating offerings and sales of securities and that the Notice will be timely filed. We also assume that the Trust or its authorized agent received the authorized payment for the Shares in accordance with the terms described in the Trust's Registration Statement (File No. 811-6529) under the Securities Act of 1933.

Based upon the foregoing, we are of the opinion that the Shares were validly issued, fully paid and nonassessable.

The Trust is an entity of the type commonly known as a "Massachusetts Business Trust." Under Massachusetts law, shareholders could, under certain circumstances, be held personally liable for the obligations of the Trust. However, the Agreement and Declaration of Trust disclaims shareholder liability for acts or obligations of the Trust and requires that notice of such disclaimer be given in each agreement, obligation, or instrument entered into or

executed by the Trust or the Trustees. The Agreement and Declaration of Trust provides for indemnification out of the Trust property for all loss and expense of any shareholder held personally liable for the obligations of the Trust. Thus, the risk of a shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the Trust itself would be unable to meet its obligations.

We consent to this opinion accompanying the Notice when filed with the Commission.

Very truly yours,

Ropes & Gray