

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1995-02-22** | Period of Report: **1994-12-31**
SEC Accession No. **0000790378-95-000003**

([HTML Version](#) on [secdatabase.com](#))

FILER

**FIRST INVESTORS SGL P&PPP FOR INVT IN FIRST INVTS
GOVT FD IN**

Mailing Address
95 WALL ST
NEW YORK NY 10025

Business Address
95 WALL ST
NEW YORK NY 10025
2128588000

CIK: **790378** | IRS No.: **133204580** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **24F-2NT** | Act: **33** | File No.: **033-03732** | Film No.: **95514084**

Rule 24f-2 Notice for First Investors Single Payment and Periodic Payment Plans for Investment in First Investors Government Fund, Inc. ("Registrant")
95 Wall Street, New York, New York 10005
1933 Act No. 33-3732; 1940 Act No. 811-4609

NOTICE IS HEREBY GIVEN that the Registrant having previously filed in its registration statement a declaration that an indefinite number of its securities (the "Securities") were being registered pursuant to Rule 24f-2 (the "Rule") of the Investment Company Act of 1940, now elects to continue such indefinite registration and provides the following information:

(i) the fiscal year for which this notice is filed is: 1994

(ii) the amount of Securities which had been registered other than pursuant to the Rule, but which remained unsold at the beginning of the above fiscal year were as follows: None

(iii) the amount of Securities registered other than pursuant to the Rule during the above fiscal year were as follows: None

(iv) the amount of Securities sold during the above fiscal year were as follows: \$265,360

(v) the amount of Securities sold during the above fiscal year in reliance upon registration pursuant to the Rule were as follows*: \$265,360

Pursuant to the requirements of the Investment Company Act of 1940, the undersigned has caused this Notice to be signed on behalf of the Registrant this 21st day of February, 1995

FIRST INVESTORS CORPORATION

By: /s/ Joseph I. Benedek
Joseph I. Benedek, Treasurer

* The calculation of the aggregate face amount is made pursuant to the Rule as follows:

<TABLE>

<CAPTION>

Value of Securities Sold	Value of Securities Redeemed	Net	Filing Fee
<C>	<C>	<C>	<C>
\$265,360	\$23,741,412	\$(23,476,052)	\$-0-

</TABLE>

Law Offices of ROBERT J. GROSSO
95 Wall Street
23rd Floor
New York, NY 10005
(212) 858-8121
Telecopier (212) 858-8119

10 Woodbridge Center Drive
3rd Floor
Woodbridge, NJ 07095
(908) 855-2500
All Replies to New York Office

Member of the Bar
In New York and New Jersey

February 21, 1995

First Investors Corporation
95 Wall Street
New York, NY 10005

Re: First Investors Single Payment and
Periodic Payment Plans for Investment in
First Investors Government Fund, Inc.

Gentlemen:

You have informed me that, in accordance with Rule 24f-2 under the Investment Company Act of 1940, as amended (the "1940 Act"), First Investors Corporation ("FIC") as sponsor-depositor of Single Payment and Periodic Payment Plans for Investment in First Investors Government Fund, Inc. (the "Plans"), intends to file a Rule 24f-2 Notice with the United States Securities and Exchange Commission (the "SEC"), setting forth, among other things, that during the period beginning January 1, 1994 and ending December 31, 1994, the Plans' most recently ended fiscal year, the Plans, having elected to register an indefinite amount of face value of Plans, sold \$265,360 in face amount of Plans under Rule 24f-2 and making definite the amount of Plans registered under the Securities Act of 1933 (the "1933 Act") and pursuant to such Rule for such period. You have also informed me that all the Plans were issued in accordance with the provisions relating thereto in the registration statement filed by FIC as sponsor-depositor of the Plans under the 1933 Act.

I have reviewed the Certificate of Incorporation of FIC, its By-laws and registration statements it has filed with the SEC on behalf of and relating to the Plans under the 1940 Act and the 1933 Act and such minutes of the corporate proceedings and other documents as I deem material to my opinion.

Based on the foregoing, I am of the opinion that all of the \$265,360 in face amount of Plans described in the Rule 24f-2 Notice as having been sold under such Rule during the period beginning January 1, 1994 and ending December 31, 1994, the end of the Plans' most recently ended fiscal year, were fully-paid, non-assessable and legally issued Plans sponsored by FIC for

investment in shares of First Investors Government Fund, Inc.

This opinion letter is governed by, and shall be interpreted in accordance with, the Legal Opinion Accord of the ABA Section of Business Law (1991). The law covered by the opinions expressed herein is limited to the Federal law of the United States and the law of the State of New York.

I hereby consent to the filing of this opinion with the SEC as an exhibit or accompaniment to the aforementioned Rule 24f-2 Notice and as an exhibit to the Plans' Post-Effective Amendment to the Registration Statement filed on its behalf by FIC under the 1933 Act. I also consent to the filing of this opinion with the securities regulatory agencies of any states or other jurisdiction in which the Plans are offered for sale.

Very truly yours,

/s/Robert J. Grosso
Robert J. Grosso