

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1994-01-21** | Period of Report: **1993-11-30**
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FILER

MERRILL LYNCH U S TREASURY MONEY FUND

CIK: **869663** | State of Incorporation: **MA** | Fiscal Year End: **1231**
Type: **24F-2NT** | Act: **33** | File No.: **033-37537** | Film No.: **94502160**

Business Address
P O BOX 9011
PRINCETON NJ 08543
6092823319

January 21, 1994

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

Re: Rule 24f-2 Notice for
MERRILL LYNCH U.S. TREASURY
MONEY FUND
File No. 33-37537

Dear Sirs:

In accordance with the provisions of Rule 24f-2 under the Investment Company Act of 1940, Merrill Lynch U.S. Treasury Money Fund (the "Fund") hereby files its Rule 24f-2 Notice (the "Notice").

1. The Notice is being filed for the fiscal year ended November 30, 1993 (the "Fiscal Year").
2. No shares of beneficial interest of the Fund which had been registered under the Securities Act of 1933 (the "Securities Act") other than pursuant to Rule 24f-2 remained unsold at the beginning of the Fiscal Year.
3. 16,045,105 shares of beneficial interest were registered under the Securities Act during the Fiscal Year other than pursuant to Rule 24f-2.
4. 169,140,970 shares of beneficial interest were sold during the Fiscal Year.*
5. 153,095,865 shares of beneficial interest sold

during the Fiscal Year in reliance upon registration pursuant to Rule 24f-2. Transmitted with this Notice is an opinion of Brown & Wood, counsel for the Fund, indicating that the securities the registration of which this notice makes definite in number were legally issued, fully paid and non-assessable.

*The aggregate sale price for all shares of beneficial interest sold during the Fiscal Year was \$153,095,865. See paragraph 6 for the calculation of the aggregate sale price of shares sold in reliance upon Rule 24f-2.

6. Since the aggregate sale price of securities sold during the Fiscal Year in reliance upon registration pursuant to Rule 24f-2 is less than the aggregate redemption price of securities redeemed during the Fiscal Year, no filing fee is required in connection with the filing of this Notice. The calculation is as follows:

(i) Actual aggregate sale price for 153,095,865 shares of beneficial interest sold during the Fiscal Year in reliance upon registration pursuant to Rule 24f-2.

\$153,095,865

reduced by

(ii) Actual aggregate redemption price for the 181,636,527 shares of beneficial interest redeemed during the Fiscal Year.

\$181,636,527

equals amount on which filing is based

\$ -0-

Please direct any questions relating to this Notice to Mark B. Goldfus at Merrill Lynch Asset Management, P.O. Box 9011, Princeton, N.J. 08543-9011, (609) 282-2023 or to

Laurin Blumenthal Kleiman at Brown & Wood,
One World Trade Center, New York, New York
10048, (212) 839-5525.

Very truly yours,

MERRILL LYNCH U.S. TREASURY
MONEY FUND

By /s/ Mark B. Goldfus

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Mark B. Goldfus
Secretary

BROWN & WOOD
One World Trade Center
New York, N.Y. 10048-0557
Telephone: 212-839-5300
Facsimile 212-839-5599

January 19, 1994

Merrill Lynch U.S. Treasury Money Fund
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 U.S. Treasury Money Fund, a Massachusetts business trust (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 153,095,865 shares of beneficial interest, par value \$0.10 per share, of the Fund (the "Shares") which were sold during the Fund's fiscal year ended November 30, 1993.

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 Declaration of Trust of the Fund, 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, except that shareholders of the Fund may under certain circumstances be held personally liable for the Fund's obligations.

In rendering this opinion, we have relied as to matters of Massachusetts law upon

an opinion of Bingham, Dana & Gould, dated
January 12, 1994, rendered to the Fund.

We hereby consent to the filing of this
opinion with the Securities and Exchange
Commission as an attachment to the Notice.

Very truly yours,