

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1994-12-27** | Period of Report: **1994-10-31**
SEC Accession No. **0000356013-94-000004**

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

FILER

**MERRILL LYNCH RETIREMENT RESERVES MO FU OF MER
LYN RE SER TR**

CIK: **356013** | IRS No.: **133092129** | State of Incorporation: **NJ** | Fiscal Year End: **1031**
Type: **24F-2NT** | Act: **33** | File No.: **002-74584** | Film No.: **94566273**

Mailing Address
*C/O MERRILL LYNCH ASSET
MANAGEMENT
PO BOX 9011
PRINCETON NJ 08543-9011*

Business Address
*800 SCUDDERS MILL RD
C/O MERRILL LYNCH ASSET
MANAGEMENT
PLAINSBORO NJ 08543-9011
6092823319*

December 27, 1994

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

Re: Rule 24f-2 Notice for
MERRILL LYNCH RETIREMENT RESERVES
MONEY FUND OF THE
MERRILL LYNCH RETIREMENT SERIES TRUST
File No. 2-74584

Dear Sirs:

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

1. The Notice is being filed for the fiscal year of the Fund ended October 31, 1994 (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. No shares of beneficial interest were registered under the Securities Act during the Fiscal Year other than pursuant to Rule 24f-2.
4. 22,552,419,060 shares of beneficial interest were sold during the Fiscal Year.*
5. 22,552,419,060 shares of beneficial interest were sold during the Fiscal Year in reliance upon registration pursuant to Rule 24f-2.

Transmitted with the 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 for and non-assessable.

6. In accordance with Paragraph (c) of Rule 24f-2, the fee of \$31,871.14 has been wired. Such fee which relates to the 22,552,419,060 shares of beneficial interest referred to in Paragraph 5 is based upon the aggregate sale price for which such securities were sold during the Fiscal Year, reduced by the actual aggregate redemption or repurchase price of shares of beneficial interest redeemed or repurchased during the Fiscal Year. The Fund did not apply the redemption or repurchase price of any shares of beneficial interest redeemed or repurchased during the Fiscal Year pursuant to Rule 24e-2(a) in filings made pursuant to Section 24(e)(1) of the Investment Company Act of 1940. The calculation of the amount on which the filing fee is based as follows:

(i) Aggregate sale price for the 22,552,419,060 shares of beneficial interest sold during the Fiscal Year in reliance upon registration pursuant to Rule 24f-2.

\$22,552,419,060

reduced by

(ii) Aggregate redemption price for the 22,459,993,404 shares of beneficial interest redeemed during the Fiscal Year.

\$22,459,993,404

equals amount on which filing fee is based

\$ 92,425,656

Based upon the above calculation, \$31,871.14 is payable with respect to the registration of 22,552,419,060 shares of beneficial interest of the Fund.

Please direct any questions relating to this filing 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 RETIREMENT RESERVES MONEY FUND
OF THE MERRILL LYNCH RETIREMENT SERIES TRUST

By /s/ Jaclyn Scheck

- - - - -

Jaclyn Scheck
Assistant Secretary

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

December 21, 1994

Merrill Lynch Retirement Series Trust
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 Retirement Series Trust, a Massachusetts business trust (the "Trust"), 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 22,552,419,060 shares of beneficial interest, par value \$0.10 per share, of the Trust (the "Shares") which were sold during the Trust's fiscal year ended October 31, 1994. The Shares all relate to the series designated Merrill Lynch Retirement Reserves Money Fund, which is the only existing series of the Trust.

As counsel for the Trust, 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 Trust, the By-Laws of the Trust 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.

In rendering this opinion, we have relied as to matters of Massachusetts law upon an opinion of Bingham, Dana & Gould, dated December 21, 1994, rendered to the Trust.

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

Very truly yours,