

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1999-07-27** | Period of Report: **1999-04-30**
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FILER

PAUZE FUNDS

CIK: **914714** | IRS No.: **742687992** | Fiscal Year End: **0630**
Type: **24F-2NT** | Act: **33** | File No.: **033-71562** | Film No.: **99670782**

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 24F-2
Annual Notice of Securities Sold
Pursuant to Rule 24F-2

1. Name and address of issuer:

Pauze Funds
14340 Torrey Chase Blvd
Houston, Texas 77014

2. The name of each series or class of securities for which this Form is filed (if the Form is being filed for all series and classes of securities of the issuer, check but do not list series or classes):

[X]

3. Investment Company Act File Number: 811-8148

Securities Act File Number: 33-71562

4a. Last day of fiscal year for which this Form is filed: 04/30/99

4b. Check if this Form is being filed late (i.e. more than 90 calendar days after the end of the issuer's fiscal year). []

4c. Check if this is the last time the issuer will be filing this Form. []

5. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the
fiscal year pursuant to section 24(f): \$ 26,417,680

(ii) Aggregate price of securities
redeemed or repurchased during
the fiscal year \$ 36,515,779

(iii) Aggregate price of securities
redeemed or repurchased during
any prior fiscal year ending no
earlier than October 11, 1995
that were not previously used

to reduce registration fees
payable to the Commission: \$ 0

(iv) Total available redemption credits
(add items 5(ii) and 5(iii)): -\$ 36,515,779

(v) Net sales - if Item 5(i) is greater than Item(iv)
(subtract Item 5(iv) from Item 5(i)) \$ 0

(vi) Redemption credits available
for use in future years. If
Item 5(i) is less than Item
5(iv) Subtract item 5(iv)
from Item 5(i) \$ 10,098,099

(vii) Multiplier for determining registration fee (See
Instruction C.9): .000278

(viii) Registration fee due (multiply Item 5(v) by Item
5(iv) from Item 5(vii) enter "0" if no fee is due): \$ 0

6. Prepaid Shares

If the response to item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24c-2 as in effect before [effective date of rescission of rule 24e-2], then report the amount of securities (number of shares or other units) deducted here:

If there is a number of shares or other units that were registered pursuant to rule 24c-2 remaining unsold at the end of the fiscal year for which this form is filed that are available for use by the issuer in future fiscal years, then state that number here:

7. Interest due - if this Form is being filed more than
90 days after the end of the issuer's fiscal year: \$ 0

8. Total of the amount of the registration fee due plus
any interest due [line 5(viii) plus line 7]: \$ 0

9. Date the registration fee and any interest payment was sent to the Commission's lockbox depository:

CIK Number designated to receive payment: 0000914714

Method of Delivery:

- Wire Transfer
- Mail or other means

SIGNATURES

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

By /s/ Paul Giorgio

Signature

Paul Giorgio

Name

Treasurer

Title

Date 7/27/99

* Please print the name and title of the signing officer below the signature.