

# SECURITIES AND EXCHANGE COMMISSION

## FORM 24F-2NT/A

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

Filing Date: **1996-12-30** | Period of Report: **1996-10-31**  
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### FILER

#### **SMITH BARNEY NATURAL RESOURCES FUND INC**

CIK: **797480** | IRS No.: **133444708** | State of Incorporation: **MD** | Fiscal Year End: **1031**  
Type: **24F-2NT/A** | Act: **33** | File No.: **033-07339** | Film No.: **96687350**

Business Address  
*TWO WORLD TRADE CENTER  
NEW YORK NY 10048  
2124648068*

CERTIFICATE

The undersigned, Controller of SMITH BARNEY NATURAL RESOURCES FUND INC. (the "Fund"), hereby certifies that the Fund has received full payment, in accordance with the provisions of its Prospectus, for 26,566,516 shares of common stock, par value \$0.001 per share, the sales of which are reported in the Fund's Rule 24f-2 Notice covering the fiscal year ended October 31, 1996 and that the facts otherwise stated in such Notice are true.

Irving P. David

Controller

Dated: December 23, 1996

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:  
Smith Barney Natural Resources Fund Inc.  
388 Greenwich Street  
New York, N.Y. 10013
2. Name of each series or class of funds for which  
this notice is filed:  
Class A, B, and C shares
3. Investment Company Act File Number:  
811-4757  
Securities Act File Number:  
33-7339
4. Last day of fiscal year for which this notice is filed:  
October 31, 1996
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:  
N/A  
[ ]
6. Date of termination of issuer's declaration under  
rule 24f-2(a)(1), if applicable (see Instruction A.6):  
  
N/A
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 24f-  
2 in a prior fiscal year, but which remained unsold at  
the beginning of the fiscal year:

0 SHARES \$0

8. Number and amount of securities registered during the fiscal year other than pursuant to rule 24f-2:

0 SHARES \$0

9. Number and aggregate sale price of securities sold during the fiscal year:

26,566,516 SHARES \$ 544,669,046

10 Number and aggregate sale price of securities sold

. during the fiscal year in reliance upon registration

pursuant to rule 24f-2:

26,566,516 SHARES \$ 544,669,046

11 Number and aggregate sale price of securities issued

. during the fiscal year in connection with dividend

reinvestment plans, if applicable (see Instruction B.7):

INCLUDED IN ITEM 9

12 Calculation of registration fee for Balanced a. Investments:

(i) Aggregate sale price of securities sold during

the fiscal year

in reliance on rule 24f-2 (from Item

10):

\$ 544,669,046

(ii) Aggregate price of shares issued in connection

with dividend

reinvestment plans (from Item 11,

if applicable):

+ 0 \_\_\_\_\_

(iii) Aggregate price of shares redeemed or repurchased

during the fiscal

year (if applicable): - 491,629,316

(iv) Aggregate price of shares redeemed or repurchased and previously applied as a reduction to filing fees pursuant to rule 24e-2 (if applicable): +\_0\_\_\_\_\_

(v) Net aggregate price of securities sold and issued during the fiscal year in reliance on rule 24f-2 [line (i), plus line (ii), less line (iii), plus line (iv)] (if applicable): 53,039,730

(vi) Multiplier prescribed by Section 6 (b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6): x\_1/2900\_\_\_\_\_

(vii) Fee due [line (i) or line (v) multiplied by line (vi)]: \_\_18,289.56\_\_\_\_\_

In Issuers should complete lines (ii), (iii), (iv), and (v) st only if the form is being filed within 60 days after the ru close of the issuer's fiscal year. See Instruction C.3.

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io  
n:

13 Check box if fees are being remitted to the Commission's . lockbox depository as described in section 3a of the Commission's Rules of Informal and Other Procedures (17 CFR 202.3a).

[ x ]

Date of mailing or wire transfer of filing fees to the  
Commission's lockbox depository:  
12/26/96

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 (Signature and  
Title)\*

\_\_\_\_\_  
Irving P.

David - Controller

Date 12/19/96

\*Please print the name and title of the signing

officer below the signature.









December

16, 1996

Smith Barney Natural Resources Fund Inc.  
388 Greenwich Street  
New York, N.Y. 10013

Re: Rule 24f-2 Notice

Gentlemen:

In connection with the filing by Smith Barney Natural Resources Fund Inc., a Maryland Corporation (the "Fund"), of a Notice (the "Notice"), pursuant to Rule 24f-2 under the Investment Company Act of 1940, as amended (the "Act"), for the Fund's fiscal year ended October 31, 1996, the undersigned hereby provides the legal opinion required by that Rule.

In accordance with Rule 24f-2, the Fund has registered an indefinite number of shares of common stock, \$0.001 par value, under the Securities Act of 1933, as amended (the "1933 Act"). The purpose of the Notice is to make definite the registration of 26,566,516 shares of the Fund (the "Shares") sold in reliance upon the Rule during the fiscal year ended October 31, 1996.

The undersigned is Associate General Counsel of Smith Barney Mutual Funds Management Inc., the Fund's administrator, and in such capacity, from time to time and for certain purposes, acts as counsel to the Fund. She has examined copies of the Fund's Articles of Incorporation, its By-Laws, resolutions adopted by its Directors, and such other records and documents as have been deemed necessary for purposes of this opinion. Furthermore, she has examined a Certificate of the Controller of the Fund to the effect that the Fund received the cash consideration for each of the Shares in accordance with the aforementioned organizational documents and resolutions.

On the basis of the foregoing, and assuming all of the Shares were sold in accordance with the terms of the Fund's Prospectus in effect at the time of sale, she is of the opinion that the Shares have been duly authorized and validly issued and are fully paid and non-assessable. This opinion is for the limited purposes expressed above and should not be deemed to be an expression of opinion as to compliance with the 1933 Act, the 1940 Act or

applicable State "blue sky" laws in connection with the sales of the Shares.

Very truly yours,

Caren Cunningham  
Associate General  
Counsel  
Smith Barney

Mutual Funds  
Management Inc.