

# SECURITIES AND EXCHANGE COMMISSION

## FORM 24F-2NT

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

Filing Date: **1994-07-08** | Period of Report: **1994-06-29**  
SEC Accession No. **0000950103-94-003215**

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### FILER

#### **DEFINED ASSET FUNDS MUNICIPAL INVT TR FD MON PYMT SER 139**

CIK: **317538** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **24F-2NT** | Act: **33** | File No.: **002-68132** | Film No.: **94538208**

Mailing Address  
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ONE LIBERTY PLZ 21ST FL  
165 BROADWAY  
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0000000000



the beginning of the fiscal year: None.

(iii) The number or amount of securities registered during the fiscal year other than pursuant to Rule 24f-2: None.

(iv) The number or amount of securities sold during the fiscal year: \$0.00.

(v) The number or amount of securities sold during the fiscal year in reliance upon registration pursuant to Rule 24f-2: \$0.00.

By Merrill Lynch, Pierce, Fenner & Smith  
Incorporated, Agent for the Sponsors

By /s/ Ernest Fabio

Vice President

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\* Actual aggregate sale price for which securities were sold =  
\$0.00.

- Actual aggregate redemption or repurchase price of securities  
of the issuer redeemed or repurchased by the issuer = \$53,832.30.

Sales in excess of redemption and repurchase = \$0.00.

Multiplied by 0.0003448 = \$0.00.

Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
(212) 450-4000

July 8, 1994

Merrill Lynch, Pierce, Fenner &  
Smith Incorporated as Agent  
for the Sponsors of certain  
Unit Investment Trusts  
800 Scudders Mill Road  
Plainsboro, New Jersey 08536

Dear Sirs:

We have acted as special counsel for you and the other

Sponsors of Defined Asset Funds - Municipal Investment Trust Fund, Monthly Payment Series - 139 (the "Fund"), in connection with the issuance of units of fractional undivided interest in the Fund (the "Units") in accordance with the related Trust Indenture (the "Indenture") with The Bank of New York as trustee (the "Trustee"). The accompanying Rule 24f-2 Notice (the "Notice") for the Fund makes definite in number the registration of Units sold in reliance upon the Rule during the fiscal period covered by the Notice. The Units covered by the Notice are hereinafter referred to as the "Registered Units".

We have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and instruments as we have deemed necessary or advisable for the purpose of this instrument.

Based upon the foregoing, we are of the opinion that the Registered Units, assuming due execution and delivery of any certificates evidencing the Registered Units by the Sponsors and the Trustee and assuming payment for all registered Units in accordance with the Indenture, have been legally issued and are fully-paid and non-assessable.

Very truly yours,

