

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1996-12-30** | Period of Report: **1996-10-31**
SEC Accession No. **0000950172-96-000884**

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

FILER

WINTHROP OPPORTUNITY FUNDS

CIK: **946110** | IRS No.: **133844865** | State of Incorporation: **DE** | Fiscal Year End: **1031**
Type: **24F-2NT** | Act: **33** | File No.: **033-92982** | Film No.: **96688097**

Mailing Address
*140 BROADWAY
NEW YORK NY 10005*

Business Address
*140 BROADWAY
NEW YORK NY 10005*

Annual Notice of Securities Sold Pursuant to Rule 24f-2
U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

Read instructions at end
of Form before
preparing Form.
Please print or
type.

1. Name and address of issuer: Winthrop Opportunity Funds
277 Park Avenue, New York, NY 10172

2. Name of each series or class of funds for which this notice is filed:
Developing Markets, Class A & B
International Equity, Class A & B

3. Investment Company Act File Number: 811-9054
Securities Act File Number: 33-92982

4. Last day of fiscal year for which this notice is filed:
10/31/96

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:

6. Date of termination of issuer's declaration under rule
24f-2(a)(1), if applicable (see Instruction A.6):

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-

8. Number and amount of securities registered during the fiscal year

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

5,041,068 shares \$52,048,697

10. Number and aggregate sale price of securities sold during the fiscal year in reliance upon registration pursuant to rule 24f-2:

5,041,068 shares \$52,048,697

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):

-0-

12. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f- 2 (from Item 10):

\$ 52,048,697

(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):

- 12,862,725

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

+ n/a

(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):

39,185,972

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

x 1/3300

(vii) Fee due [line (i) or line (v) multiplied by line (vi)]:

\$ 11,874.54

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

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 (17CFR 202.3a). [080]

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
919 Third Avenue
New York, New York 10022
(212) 735-3000

December 30, 1996

Winthrop Opportunity Funds
277 Park Avenue
24th Floor
New York, NY 10172

Re: Filing of Rule 24f-2 Notice

Ladies and Gentlemen:

We have acted as special counsel to Winthrop Opportunity Funds (the "Trust"), organized and existing under and by virtue of the laws of the State of Delaware as a Delaware Business Trust, in connection with the filing of a Rule 24f-2 Notice (the "Notice"), pursuant to Rule 24f-2 under the Investment Company Act of 1940, as amended (the "Investment Company Act") with the Securities and Exchange Commission (the "Commission"). In accordance with Rule 24f-2(b)(1), the Notice makes definite registration of 5,041,068 of the Trust's shares of beneficial interest, without par value (the "Shares"), for the fiscal year ended October 31, 1996.

In connection with the foregoing, we have examined the originals or copies, certified or otherwise identified to our satisfaction, of (i) the Agreement and Declaration of Trust dated May 31, 1995, (ii) the By-laws of the Trust, (iii) the Registration Statement of the Trust on Form N-8A under the Investment Company Act, dated May 30, 1995, (iv) the Registration Statement of the Trust on Form N-1A (File Nos. 33-92982 and 811-9054) relating to the Shares filed with the Commission under the Securities Act of 1933, as amended (the "Securities Act"), and the Investment Company Act, including the prospectus forming a part thereof (the "Prospectus"), (v) certain resolutions adopted by the Board of Trustees of the Trust relating to the authorization, issuance and sale of the Shares and (vi) such other agreements, documents, certificates and other records as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In such examination we have assumed the legal capacity of natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies and the authenticity of the originals of such copies. As to any facts material to such opinions which were not independently established, we have relied on statements or representations of the trustees or officers of the Trust or others.

This opinion is delivered in accordance with the requirements of Rule 24f-2(b)(1) under the Investment Company Act.

Members of this Firm are admitted to the practice of law in the State of New York, and we do not express any opinion as to the law of any other jurisdiction other than under the Delaware Business Trust Act.

Based upon and subject to the foregoing, we are of the opinion that the Shares were duly authorized and, assuming the shareholders' accounts have been duly registered and credited and the Shares were paid for as provided in the Prospectus, such Shares were validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Notice. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder and under the Investment Company Act.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher
& Flom LLP

WINTHROP OPPORTUNITY FUNDS
TREASURERS CERTIFICATE

The undersigned does hereby certify that (a) he is the Treasurer of Winthrop Opportunity Funds, a Delaware business trust (the "Fund"); (b) the Fund's Registration Statement on Form N-1A in Post-Effective Amendment No. 1 under the Securities Act of 1933, as amended, is in full force and effect and no stop order is in effect relating thereto nor, to the undersigned's best knowledge, has any proceeding to impose a stop order been commenced to date; (c) during the fiscal year ended October 31, 1996, the Fund issued 5,041,068 shares of beneficial interest of the Fund (comprised of shares of Class A and Class B of the Developing Markets Fund and the International Equity Fund, the two series designated by the Fund) (the "Shares"); (d) the Shares were sold and issued in accordance with the terms of (1) the Fund's Agreement and Declaration of Trust, as amended, and (2) the Registration Statement on Form N-1A of the Fund (File No. 33-92982), as amended; (e) as consideration for each of the Shares, the Fund received cash, in an amount equal to the appropriate net asset value on the date issued of each Share (aggregating \$52,048,697) and said net asset value was in all instances not less than the par value of each Share; and (f) in connection with the issuance of each Share, its net asset value was computed in accordance with the Registration Statement and the appropriate rules and regulations of the Securities and Exchange Commission.

Dated: December 30, 1996

/s/ Martin Jaffe
Martin Jaffe, Treasurer