

# 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. **0000950152-96-006932**

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### FILER

#### **NATIONWIDE INVESTING FOUNDATION II**

CIK: **779239** | State of Incorpor.: **MA** | Fiscal Year End: **1031**  
Type: **24F-2NT** | Act: **33** | File No.: **033-00896** | Film No.: **96687680**

Mailing Address  
*ONE NATIONWIDE PLAZA  
1-25-04  
COLUMBUS OH 43216*

Business Address  
*ONE NATIONWIDE PLZ  
1-25-04  
COLUMBUS OH 43216  
6142496969*

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.

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1. Name and address of issuer:

Nationwide Investing Foundation II  
Three Nationwide Plaza  
Columbus, OH 43216

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2. Name of each series or class of funds for which this notice is filed:

Nationwide Tax-Free Income Fund  
Nationwide U.S. Government Income Fund

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3. Investment Company Act File Number: 811-04436

Securities Act File Number: 33-896

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

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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:

[ ]

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

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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:

None

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

None

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

2,468,325 ; 25,018,636

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2

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

2,468,325 ; 25,018,636

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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):

1,090,110 ; 11,083,510

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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): \$25,018,636  
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(ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable): \$11,083,510  
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(iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable): \$34,512,781  
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(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-
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(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):	\$ 1,589,365
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(vi) Multiplier prescribed by Section 6(b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6):	1/3300
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(vii) Fee due [line (i) or line (v) multiplied by line (vi)]:	\$ 482
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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.

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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:  
12/27/96

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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) -----  
Craig A. Carver, Assistant Treasurer  
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Date 12/27/96  
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The United States Securities  
and Exchange Commission  
Judiciary Plaza  
450 W. 5th Street  
Washington, D.C. 20549

Re: Rule 24f-2 Notice for Nationwide Investing Foundation II (SEC '33 Act File  
No. 33-896 '40 Act File No. 811-04436

Gentlemen and Ladies:

We are counsel to Nationwide Investing Foundation II and it is our opinion that the shares of beneficial interest of Nationwide Investing Foundation II, Nationwide Tax-Free Income Fund and Nationwide U.S. Government Income Fund, the registration of which the attached Rule 24f-2 Notice makes definite in number, were legally issued, fully paid and non-assessable.

Very truly yours,

DRUEN, RATH & DIETRICH

/s/ Druen, Rath & Dietrich

Attachment