

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1999-03-26** | Period of Report: **1998-12-31**
SEC Accession No. **0000950159-99-000067**

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FILER

PHILLIPS CAPITAL INVESTMENTS INC

CIK: **826659** | IRS No.: **752192287** | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **24F-2NT** | Act: **33** | File No.: **033-20943** | Film No.: **99573615**

Mailing Address
*P O BOX 796787
15400 KNOLL TRAIL, SUITE
100
DALLAS TX 75379*

Business Address
*15400 KNOLL TRAIL STE 100
DALLAS TX 75248
2144582448*

Securities and Exchange Commission
Washington, DC 20549

Rule 24f-2 Notice for Phillips Capital Investments, Inc.
1940 Act File #811-5425
1933 Act File #33-20943

FISCAL YEAR OF NOTICE:	Fiscal Year Ended December 31, 1998
SECURITIES SOLD OTHER THAN UNDER RULE 24f-2:	-0-
SECURITIES REGISTERED OTHER THAN UNDER RULE 24f-2:	-0-
AGGREGATE SALE PRICE OF SECURITIES SOLD DURING FISCAL YEAR:	\$232,170.21
AGGREGATE SALE PRICE OF SECURITIES SOLD (RULE 24f-2):	\$232,170.21 of common stock
LESS: AGGREGATE REDEMPTIONS DURING FISCAL YEAR:	(\$129,948.71) -----
NET SALES DURING FISCAL YEAR	\$102,221.50

CALCULATED FEE: \$28.42*

* The Registrant currently has a credit balance with the Securities and Exchange Commission in the amount of \$125.00, \$28.42 of which shall be used to pay the fee due under this 24f-2 filing.

This "Rule 24f-2 Notice for Phillips Capital Investments, Inc." was signed on the 25th day of March, 1999, in Dallas, Texas.

Phillips Capital Investments, Inc.
15400 Knoll Trail, Suite 100
Dallas, Texas 75248

By: /s/ Guy F. Phillips, Jr.
Its: President