

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1995-07-28** | Period of Report: **1995-05-31**
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FILER

AMERICAN GENERAL SERIES PORTFOLIO CO /TX

CIK: **719423** | IRS No.: **720029692** | State of Incorporation: **TX** | Fiscal Year End: **0531**
Type: **24F-2NT** | Act: **33** | File No.: **002-83631** | Film No.: **95556793**

Business Address
2929 ALLEN PARKWAY L7-01
C/O VARIABLE ANNUITY LIFE
INSURANCE CO
HOUSTON TX 77019
7135265251

July 28, 1995

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549
Attention: Filing Desk, Stop 1-4

RE:American General Series Portfolio Company
Rule 24f-2 Notice
File No. 2-83631/811-3738

Gentlemen:

Pursuant to the provisions of Rule 24f-2 of the Investment Company Act of 1940, the following information is being filed for fiscal year ended May 31, 1995.

- 1.The number or amount of securities which had been registered under the Securities Act of 1933, other than pursuant to Rule 24f-2 but which remained unsold at the beginning of fiscal year 1995 was \$0.
- 2.The number or amount of securities, if any, registered during fiscal year 1995 other than pursuant to Rule 24f-2 amounted to \$0.
- 3.The number or amount, if any, of securities sold (purchase payments) during fiscal year 1995 amounted to \$702,920,755.
- 4.The number or amount of securities purchased during fiscal year 1995 and the number or amount of securities sold during fiscal year 1995 in reliance upon registration pursuant to Rule 24f-2 is as follows:
 - a.Total purchase payments pursuant to Rule 24f-2 for
fiscal year 1995. \$702,920,755
 - b.Actual aggregate redemption price for securities redeemed
during fiscal year 1995.\$423,715,728
 - c.Actual aggregate redemption price of securities previously
applied by the company pursuant to Section 24e-2(a) in
filings made pursuant to Section 24e-1 of the 1940 Act.\$ - 0 -
 - d.Net redemptions [(b)-(c)].\$423,715,728
 - e. Shares registered in reliance upon SEC Office of Insurance

Products, Division of Investment Management letter of
June 20, 1995 (Ref. No. 1P-3-95).*\$277,478,199

f.Difference between Purchase Payments and Redemptions and
shares registered by other registrants. [(a)-(d)-(e)].\$ 1,726,828

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5.Filing fee due - \$595.46. (Wired to SEC account #910-8739.)

6.The number or amount of securities which had been registered under the
Securities Act of 1933, other than pursuant to Rule 24f-2 but which remained
unsold at the end of fiscal year 1995:

a.Difference between Purchase Payments and Redemptions during
fiscal year 1995 in reliance upon registration pursuant to
Rule 24f-2.\$ 1,726,828

b.The number or amount of securities which had been registered
previous to fiscal year 1995 under the Securities Act of
1933, other than pursuant to Rule 24f-2 but which remained
unsold at the beginning of fiscal year 1995.\$ - 0 -

c.The number or amount of securities which had been registered
previous to fiscal year 1995 under the Securities Act of
1933, other than pursuant to Rule 24f-2 but which remained
unsold at the end of fiscal year 1995.
[(b)-(a); if less than zero, enter zero].\$ - 0 -

d.The number or amount of securities, if any, registered during
fiscal year 1995 other than pursuant to Rule 24f-2. \$ - 0 -

e.The number or amount of securities which had been registered
under the Securities Act of 1933, other than pursuant to
Rule 24f-2 but which remained unsold at the end of fiscal
year 1995 [(c)+(d)].\$ - 0 -

Attached to this Rule 24f-2 Notice, and made a part hereof, is an opinion of
counsel indicating that the Shares, the registration of which this Notice
makes
definite in number, were legally issued, fully paid, and nonassessable.

Very truly yours,

Debra A. Yeang /s/

Debra A. Yeang

Assistant Treasurer of American General Series Portfolio Company

Footnote:

*The referenced letter states the Division's position that "Based on the facts presented, the Division would not object if an Underlying Fund calculates and pays 1933 Act registration fees pursuant to Rule 24f-2 under the 1940 Act based on all of its sales and redemptions of securities during the Underlying Fund's previous fiscal year except sales to and redemptions from insurance company separate accounts that issued securities on which registration fees were paid to the Commission pursuant to Section 6(b) of the 1933 Act."

July 28, 1995

American General Series Portfolio Company
2929 Allen Parkway
Houston, Texas 77019

Gentlemen:

At your request, I have examined the form of Registration Statement (File No. 2-83631/811-3788) on Form N-1A filed by you with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of an indefinite number of shares of your Stock Index Portfolio, MidCap Index Portfolio, Small Cap Index Portfolio, International Equities Portfolio, Growth Portfolio, Growth & Income Portfolio, Science & Technology Portfolio, Social Awareness Portfolio, Timed Opportunity Portfolio, Capital Conservation Portfolio, Government Securities Portfolio, International Government Bond Portfolio and Money Market Portfolio series of common stock, each series at \$0.01 par value. I have also examined the form of Rule 24f-2 Notice proposed to be filed by you with the Commission not later than July 31, 1995, reporting shares issued and sold of your capital stock in reliance upon your registration of indefinite number of shares pursuant to Rule 24f-2 under the Investment Company Act of 1940, as amended.

Based upon my examination and upon my knowledge of your corporate activities, and assuming, without independent verification, that the shares for which registration fees are hereby being paid were sold in compliance with applicable state laws and in the manner referred to in the Registration Statement, it is my opinion that these shares were legally issued, fully paid and nonassessable.

I consent to the filing of this opinion as an exhibit to the Rule 24f-2 Notice.

Yours very truly,

Cynthia A. Toles /s/

Cynthia A. Toles
cat/csw