

SECURITIES AND EXCHANGE COMMISSION

**FORM 485B24E**

Post-effective amendments

Filing Date: **1994-01-19**  
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**FILER**

**FEDERATED TAX FREE TRUST**

CIK:**278002** | IRS No.: **256207710** | State of Incorpor.:**PA** | Fiscal Year End: **1130**  
Type: **485B24E** | Act: **40** | File No.: **002-63343** | Film No.: **94501834**

Business Address  
*FEDERATED INVESTORS  
TWR  
PITTSBURGH PA 15222  
4122881567*

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form N-1A

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 X

Pre-Effective Amendment No. ....

Post-Effective Amendment No. 32 ..... X

and/or

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940

Amendment No. ....

FEDERATED TAX-FREE TRUST  
(Exact Name of Registrant as Specified in Charter)

Federated Investors Tower  
Pittsburgh, Pennsylvania 15222-3779  
(Address of Principal Executive Offices)

(412) 288-1900

(Registrant's Telephone Number)

John W. McGonigle, Esquire, Federated Investors Tower,  
Pittsburgh, Pennsylvania 15222-3779  
(Name and Address of Agent for Service)

It is proposed that this filing will become effective:

- X immediately upon filing pursuant to paragraph (b)
- on \_\_\_\_\_ pursuant to paragraph (b)
- 60 days after filing pursuant to paragraph (a)
- on \_\_\_\_\_ pursuant to paragraph (a) of Rule 485.

Registrant has filed with the Securities and Exchange Commission a declaration pursuant to Rule 24f-2 under the Investment Company Act of 1940, and:

- X filed the Notice required by that Rule on January 19, 1994; or
- intends to file the Notice required by that Rule on or about \_\_\_\_\_ ;
- or
- during the most recent fiscal year did not sell any securities pursuant to Rule 24f-2 under the Investment Company Act of 1940, and, pursuant to

Rule 24f-2(b)(2), need not file the Notice.

Copies to:

Thomas J. Donnelly, Esquire  
Houston, Houston & Donnelly  
2510 Centre City Tower  
650 Smithfield Street  
Pittsburgh, Pennsylvania 15222

Charles H. Morin, Esquire  
Dickstein, Shapiro & Morin  
2101 L Street, N.W.  
Washington, D.C. 20037

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

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Title of Securities Being Registered	Amount Being Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price*	Amount of Registration Fee
Shares of Beneficial Interest (no par value)	2,796,433,329	\$1.00	\$2,796,433,329	\$100.00

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\*Registrant has elected to calculate its filing fee in the manner described in Rule 24e-2 of the Investment Company Act of 1940. The total amount of securities redeemed during the previous fiscal year was 5,454,000,028. The total amount of redeemed securities used for reductions pursuant to paragraph (a) of Rule 24e-2 or paragraph (c) of Rule 24f-2 during the current year was 2,657,566,699. The amount of redeemed securities being used for reduction of the registration fee in this Amendment is 2,796,433,329.

CONTENTS OF AMENDMENT

This Post-Effective Amendment No. 32 to the Registration Statement of FEDERATED TAX-FREE TRUST is comprised of the following papers and documents:

1. The facing sheet to register a definite number of shares of beneficial interest, no par value, of FEDERATED TAX-FREE TRUST;
2. The opinion of Houston, Houston & Donnelly, counsel for the Registrant, as to the legality of shares being offered and as to the eligibility to become effective pursuant to Paragraph (b) of Rule 485; and

3. Signature page.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant, FEDERATED TAX-FREE TRUST, certifies that it meets all of the requirements for effectiveness of this Amendment to its Registration Statement pursuant to Rule 485(b) under the Securities Act of 1933 and has duly caused this Amendment to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh and Commonwealth of Pennsylvania on the 19th day of January, 1994.

FEDERATED TAX-FREE TRUST

BY: /s/Stephen A. Keen  
Stephen A. Keen, Assistant Secretary  
Attorney in Fact for John F. Donahue  
January 19, 1994

Pursuant to the requirements of the Securities Act of 1933, this Amendment to its Registration Statement has been signed below by the following person in the capacity and on the date indicated:

NAME	TITLE	DATE
By: /s/Stephen A. Keen Stephen A. Keen Assistant Secretary	Attorney In Fact For the Persons Listed Below	January 19, 1994

NAME	TITLE
John F. Donahue*	Chairman and Trustee (Chief Executive Officer)
Glen R. Johnson*	President
Edward C. Gonzales*	Vice President and Treasurer (Principal Financial and Accounting Officer)
Edward L. Flaherty, Jr.*	Trustee
Gregor F. Meyer*	Trustee
Marjorie P. Smuts*	Trustee
William J. Copeland*	Trustee

James E. Dowd\* Trustee

Lawrence D. Ellis, M.D.\* Trustee

Wesley W. Posvar\* Trustee

Peter E. Madden\* Trustee

John T. Conroy, Jr.\* Trustee

\* By Power of Attorney

HOUSTON, HOUSTON & DONNELLY  
ATTORNEYS AT LAW  
2510 CENTRE CITY TOWER  
PITTSBURGH, PA. 15222

WILLIAM McC. HOUSTON  
FRED CHALMERS HOUSTON, JR.  
THOMAS J. DONNELLY  
JOHN F. MECK

(412) 471-5828  
FAX (412) 471-0736

FRED CHALMERS HOUSTON  
(1914 - 1971)

MARIO SANTILLI, JR.  
THEODORE M. HAMMER

January 18, 1994

Federated Tax-Free Trust  
Federated Investors Tower  
Pittsburgh, PA 15222-3779

Gentlemen:

You have requested our opinion in connection with the registration by Federated Tax-Free Trust ("Trust") of an additional 2,796,433,329 Shares of Beneficial Interest ("Shares") pursuant to Post-effective Amendment No. 32 to the Trust's registration statement filed with the Securities and Exchange Commission under the Securities Act of 1933 (File No. 2-63343). The subject Post-effective Amendment will be filed pursuant to Paragraph (b) of Rule 485 and become effective pursuant to said Rule immediately upon filing.

As counsel we have participated in the organization of the Trust and its registration under the Investment Company Act. We have also participated in the preparation and filing of the Trust's amended registration statement under the Securities Act of 1933 referred to above. We have examined and are familiar with the provisions of the written Declaration of Trust dated November 20, 1978, ("Declaration of Trust"), the Bylaws of the Trust and such other documents and records deemed relevant. We have also reviewed questions of law and consulted with counsel thereon as deemed necessary or appropriate by us for the purposes of this opinion.

On the basis of the foregoing, it is our opinion that:

1. The Trust is duly organized and validly existing pursuant to the Declaration of Trust.

2. The Shares which are currently being registered by the Registration Statement referred to above may be legally and validly issued from time to time in accordance with the Declaration of Trust upon receipt of consideration sufficient to comply with the provisions of Article III, Section 3, of the Declaration of Trust and subject to compliance with the Securities Act of 1933, as amended, the Investment Company Act of 1940, as amended, and applicable state laws regulating the sale of securities. Such Shares, when so issued, will be fully paid and non-assessable.

3. Post-effective Amendment No. 32 does not contain disclosures which would render it ineligible to become effective pursuant to Paragraph (b) of Rule 485.

We hereby consent to the filing of this opinion as a part of the Trust's registration statement filed with the Securities and Exchange Commission under the Securities Act of 1933 and as a part of any application or registration statement filed under the securities laws of the States of the United States. We further consent to the reference to this opinion and the reference to us as counsel to the Trust in the prospectus, registration statements and applications.

Very truly yours,

Houston, Houston & Donnelly

By: William McC. Houston

TJD:smg