

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. **0000720245-96-000026**

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FILER

SCUDDER STATE TAX FREE TRUST

CIK: **720245** | IRS No.: **042794035** | State of Incorpor.: **MA** | Fiscal Year End: **0331**
Type: **24F-2NT** | Act: **33** | File No.: **002-84021** | Film No.: **96688075**

Business Address
*160 FEDERAL ST
BOSTON MA 02110
6179511814*

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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1. Name and address of issuer:

Scudder State Tax Free Trust
Two International Place
Boston, MA 02110-4103

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

Scudder Massachusetts Limited Term Tax Free Fund

3. Investment Company Act File Number:

811-3749

Securities Act File Number:

2-84021

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:

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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:

Number: 0

Amount: \$0

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

Number: 0

Amount: \$0

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

Number: 3,294,988

Aggregate Sale Price: \$39,513,439

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

Number: 3,294,988

Aggregate Sale Price: \$39,513,439

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):

Number: 139,573

Aggregate Sale Price: \$1,674,479

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): \$39,513,439

(ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable): +\$1,674,479

(iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable): -\$30,966,008

(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

(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): \$10,221,910

(vi) Multiplier prescribed by Section 6(b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6): x1/3300

(vii) Fee due (line (i) or line (v) multiplied by line (vi)): \$3,097.55

Instruction: Issuers should complete lines (ii), (iii), (iv), and (v) only if the form is being filed within 60

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:

12/26/96

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)*:

/s/ Thomas F. McDonough

Thomas F. McDonough, Secretary

Date:

12/27/96

*Please print the name and title of the signing officer below the signature.

</TABLE>

Willkie Farr & Gallagher
One Citicorp Center
153 East 53rd Street
New York, NY 10022-4677

December 30, 1996

Scudder State Tax Free Trust
Two International Place
Boston, Massachusetts 02110-4103

Re: Rule 24f-2 Notice
for Scudder State Tax Free Trust (the "Trust") for:
Scudder Massachusetts Limited Term Tax Free Fund
(the "Fund") (Securities Act Registration Statement
File No. 2-84021; Investment Company Act File No. 811-3749)

Ladies and Gentlemen:

The Trust, a Massachusetts business trust, on behalf of the Fund, is filing with the Securities and Exchange Commission a Rule 24f-2 notice containing the information specified in paragraph (b)(1) of Rule 24f-2 under the Investment Company Act of 1940, as amended (the "Rule"). We understand that the Trust has previously filed a registration statement on Form N-1A (the "Registration Statement") under the Securities Act of 1933, as amended, adopting the declaration authorized by paragraph (a)(1) of the Rule to the effect that an indefinite number of shares of beneficial interest of the Fund (the "Shares":) were being registered by such registration statement. The effect of the Rule 24f-2 notice, when accompanied by the filing fee, if any, payable as prescribed by paragraph (c) of the Rule and by this opinion, will be to make definite in number the number of Shares sold by the Fund in reliance upon the Rule (the "Rule 24f-2 Shares") during the fiscal year ended October 31, 1996.

As to the various questions of fact material to the opinion expressed herein we have relied upon and assumed the genuineness of the signatures on, the conformity to originals of, and the authenticity of, all documents, including but not limited to certificates of officers of the Trust, submitted to us as originals or copies, which facts we have not independently verified. Capitalized terms used herein but not otherwise defined have the meanings ascribed to them in the Registration Statement.

December 30, 1996

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On the basis of the foregoing, and assuming 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, and assuming further that all of the Rule 24f-2 Shares sold during the fiscal year ended October 31, 1996 were sold in accordance with the terms of the Trust's Prospectus and Statement of Additional Information in effect at the time of sale at a sales price in each case no less than the par value of the Rule 24f-2 Shares, we are of the opinion that such Rule 24f-2 Shares were legally issued, fully paid and non-assessable by the Trust. We note, however, that shareholders of a Massachusetts business trust may under certain circumstances be subject to assessment at the instance of creditors to pay the obligations of such trust in the event that its assets are insufficient for the purpose.

We are members of the Bar of the State of New York and do not hold ourselves out as being conversant with the laws of any jurisdiction other than those of the United States of America and the State of New York. We note that we are not licensed to practice law in the Commonwealth of Massachusetts, and to the extent that any opinion expressed herein involves the law of the Commonwealth of Massachusetts, such opinion should be understood to be based solely upon our review of the documents referred to above, the published statutes of the Commonwealth of Massachusetts, and where applicable, published cases, rules or regulations of regulatory bodies of the Commonwealth of Massachusetts.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission in connection with the Rule 24f-2 Notice.

Very truly yours,

/s/Willkie Farr & Gallagher