

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

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FILER

VALUE LINE CONVERTIBLE FUND INC

CIK: **764772** | Fiscal Year End: **0430**
Type: **24F-2NT** | Act: **33** | File No.: **002-96484** | Film No.: **95546672**

Business Address
220 E 42ND ST
NEW YORK NY 10017
2126873965

VALUE LINE CONVERTIBLE FUND, INC.

24f-2 NOTICE FOR THE FISCAL YEAR ENDING APRIL 30, 1995

FILE NO. 2-96484

1. Year Ending:

April 30, 1995

2. Shares registered under
Securities Act of 1933
which were unsold at 3/1/95:

None

3. Shares registered during year
other than pursuant to Rule 24f-2: None

4. Shares sold during the year
ended April 30, 1995: 793,187

5. Shares sold during the year
ended April 30, 1995
pursuant to Rule 24f-2: 793,187

6. Shares redeemed during the
year ended April 30, 1994: 924,107

7. Amount of fee*: -0-

*Based on aggregate sale price for which such securities were sold (\$9,276,461) reduced by redemption price of such securities redeemed (\$10,881,849).

This notice is accompanied by an opinion of counsel concerning the shares registered pursuant to Rule 24f-2 during the fiscal year ended April 30, 1995.

The above computation is true and correct to the best of my knowledge and belief.

/s/ Stephen LaRosa, Assistant Treasurer

Stephen LaRosa, Assistant Treasurer

Dated: 6/12/95

PETER D. LOWENSTEIN
ATTORNEY AT LAW
TWO GREENWICH PLAZA, SUITE 100
GREENWICH, CONNECTICUT 06830
203 622-3932
FAX 203 622-0321

June 13, 1995

Value Line Convertible Fund, Inc.
220 East 42nd Street
New York, NY 10017

Re: Rule 24f-2 Registration of Shares

Gentlemen:

I am familiar with the proceedings taken by Value Line Convertible Fund, Inc. a Maryland corporation (the "Fund"), in connection with the registration and sale of shares of its common stock, par value \$1.00 per share, under the Securities Act of 1933 and in accordance with the provisions of Rule 24f-2 under the Investment Company Act of 1940, as amended, and as described and set forth in its Registration Statement on Form N-1A and in the Prospectus constituting a part of said Registration Statement.

I have examined such corporate records of the Fund and other documents and considered such questions of law as I have considered necessary as a basis for this opinion. Specifically, I have examined a "Rule 24f-2 Notice" dated June 12, 1995 signed by your Assistant Treasurer, and a certificate of the Assistant Treasurer which states that of the 793,187 shares issued during the year

ending April 30, 1995 (excluding 351,729 shares issued in reinvestment of dividends), 792,844 of such shares were fully paid as of such date and 343 shares were recorded on the books of the Fund as issued but payment for those shares had not been made and was not yet due in the ordinary course of your business.

Based upon the foregoing, I am of the opinion that the shares of the Fund described in the Notice, the registration of which is made definite by the filing of the Notice, were legally issued, fully paid and non-assessable.

I consent to this opinion accompanying the Notice.

Very truly yours,

Peter D. Lowenstein