

AMERICAN STRATEGIC INCOME PORTFOLIO INC

Form N-8F/A

March 20, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form N-8F

**Application For Deregistration of Certain Registered Investment Companies**

**I. General Identifying  
Information**

Reason fund is applying to  
deregister (check *only one*; for  
1. descriptions, *see* Instruction 1  
above):

**Merger**

**Liquidation**

**Abandonment of  
Registration**

(Note:

Abandonments of  
Registration answer  
*only* questions 1  
through 15, 24 and  
25 of this form and  
complete verification  
at the end of the  
form.)

Election of status as a  
**Business  
Development  
Company**

(Note: Business  
Development  
Companies answer

*only* questions 1  
through 10 of this  
form and complete  
verification at the end  
of the form.)

2. Name of fund: **American  
Strategic Income Portfolio Inc.**

Securities and Exchange

3. Commission File  
No.: **811-06404**

- Is this an initial Form N-8F or  
4. an amendment to a previously  
filed Form N-8F?

Initial  
Application                  Amendment

Address of Principal Executive

5. Office (include No. & Street,  
City, State, Zip Code):

**800 Nicollet Mall  
BC-MN-H04N  
Minneapolis, MN 55402**

Name, address and telephone  
number of individual the

6. Commission staff should contact  
with any questions regarding  
this form:

**Richard J. Ertel  
U.S. Bancorp Asset  
Management, Inc.  
800 Nicollet Mall  
BC-MN-H04N  
Minneapolis, MN 55402  
612-303-7987**

7. Name, address and telephone number of individual or entity responsible for maintenance and preservation of fund records in accordance with rules 31a-1 and 31a-2 under the Act [17 CFR 270.31a-1, .31a-2]:

**U.S. Bancorp Asset Management, Inc.  
800 Nicollet Mall  
Minneapolis, MN 55402  
612-303-7987**

*NOTE: Once  
deregistered, a  
fund is still  
required to  
maintain and  
preserve the  
records  
described in  
rules 31a-1 and  
31a-2 for the  
periods specified  
in those rules.*

8. Classification of fund (check only one):

Management company;

Unit investment trust; or

Face-amount certificate company,

9. Subclassification if the fund is a management company (check only one):

Open-end

Closed-end

10. State law under which the fund was organized or formed (*e.g.*, Delaware, Massachusetts):

**Minnesota**

11. Provide the name and address of each investment adviser of the fund (including sub-advisers) during the last five years, even if the fund's contracts with those advisers have been terminated:

**U.S. Bancorp Asset Management, Inc.\***  
**800 Nicollet Mall**  
**Minneapolis, MN 55402**

**\*Prior to January 1, 2011, U.S. Bancorp**  
**Asset Management, Inc. was known as**  
**FAF Advisors, Inc.**

**Nuveen Fund Advisors, LLC**  
**333 West Wacker Drive**  
**Chicago, IL 60606**

**Sub-Adviser:**  
**Nuveen Asset Management, LLC**  
**333 West Wacker Drive**  
**Chicago, IL 60606**

- Provide the name and address of each principal underwriter of the fund during
12. the last five years, even if the fund's contracts with those underwriters have been terminated: Not Applicable
13. If the fund is a unit investment trust ("UIT") provide:

- |     |   |
|-----|---|
| (a) | Depositor's name(s) and address(es): Not Applicable |
| (b) | Trustee's name(s) and address(es): Not Applicable   |

Is there a UIT registered under  
the Act that served as a vehicle  
14. for investment in the fund  
(e.g., an insurance company  
separate account)?

Yes              No

If Yes, for each UIT state:

Name(s):

File No.:  
811-\_\_\_\_\_

Business Address:

15.(a)              Did the fund  
obtain approval  
from the board  
of directors  
concerning the  
decision to  
engage in a  
Merger,  
Liquidation or  
Abandonment  
of Registration?

Yes              No

If Yes, state the  
date on which  
the board vote  
took  
place: **April  
28, 2014**  
If No, explain:

(b)              Did the fund  
obtain approval  
from the  
shareholders  
concerning the  
decision to  
engage in a  
Merger,  
Liquidation or  
Abandonment

of Registration?

Yes No

If Yes, state the date on which the shareholder vote took place: **August 15, 2014**

If No, explain:

## II. Distributions to Shareholders

16. Has the fund distributed any assets to its shareholders in connection with the Merger or Liquidation?

Yes No

(a) If Yes, list the date(s) on which the fund made those distributions:

**September 8, 2014**

(b) Were the distributions made on the basis of net assets?

Yes No

(c) Were the distributions made *pro rata* based on share ownership?

Yes No

- If No to (b) or (c) above, describe the method of distributions to shareholders.
- (d) For Mergers, provide the exchange ratio(s) used and explain how it was calculated:
- (e) *Liquidations only:*  
Were any distributions to shareholders made in kind?

Yes No

If Yes, indicate the percentage of fund shares owned by affiliates, or any other affiliation of shareholders:

17. *Closed-end funds only:*

Has the fund issued senior securities?

Yes No

If Yes, describe the method of calculating payments to senior securityholders and distributions to other shareholders:

- Has the fund distributed ALL
18. of its assets to the fund's shareholders?

Yes No

If No,

(a) How many  
shareholders  
does the fund  
have as of the  
date this form is  
filed?

(b) Describe the  
relationship of  
each remaining  
shareholder to  
the fund:

19. Are there any shareholders  
who have not yet received  
distributions in complete  
liquidation of their interests?

Yes                  No

If Yes, describe briefly the  
plans (if any) for distributing  
to, or preserving the interests  
of, those shareholders:

### III. Assets and Liabilities

20. Does the fund have any  
assets as of the date this form  
is filed?  
(See question 18 above)

Yes                  No

If Yes,

(a) Describe the  
type and  
amount of each  
asset retained  
by the fund as  
of the date this  
form is filed:

(b) Why has the  
fund retained  
the remaining  
assets?



(c) Will the remaining assets be invested in securities?

Yes              No

Does the fund have any outstanding debts (other than  
21. face-amount certificates if the fund is a face-amount certificate  
company) or any other liabilities?

Yes              No

If Yes,

(a) Describe the type and amount of each debt or other liability:

(b) How does the fund intend to pay these outstanding debts or  
other liabilities?

**IV. Information About Event(s) Leading to Request For  
Deregistration**

22. (a) List the expenses incurred in connection with the Merger or  
Liquidation:

- (i) Legal expenses: **\$205,426**
- (ii) Accounting expenses: -
- (iii) Other expenses (list and identify separately): **\$28,119**  
printing, mailing and solicitation  
miscellaneous (press releases, DTC position)
- (iv) Total expenses (sum of lines (i)-(iii) above): **\$233,545**

(b) How were those expenses allocated?

**The Fund bore \$38,623 in merger-related expenses.**

Who paid those expenses? **The investment advisers of the  
(c) fund and surviving fund, or affiliates thereof, paid all  
merger-related expenses in excess of the amount  
identified in response 22.(b) above.**

(d) How did the fund pay for unamortized expenses (if  
any)? N/A

23. Has the fund previously filed an application for an order of the  
Commission regarding the Merger or Liquidation?

Yes              No

If Yes, cite the release numbers of the Commission's notice and  
order or, if not notice or order has been issued, the file number  
and date the application was filed:

**File Number: 811-06404; Date Application  
Filed: December 22, 2014**

**V. Conclusion of Fund Business**

24. Is the fund a party to any litigation or administrative proceeding?

Yes                      No

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If Yes, describe the nature of any litigation or proceeding and the position taken by the fund in that litigation:

25. Is the fund now engaged, or intending to engage, in any business activities other than those necessary for winding up its affairs?

Yes                      No

If Yes, describe the nature and extent of those activities:

#### VI. Mergers Only

26. (a) State the name of the fund surviving the Merger: **Diversified Real Asset Income Fund**

(b) State the Investment Company Act file number of the fund surviving the Merger: **811-22936**

(c) If the merger or reorganization agreement has been filed with the Commission, state the file number(s), form type used and date the agreement was filed: **File Number: 333-196063, Form Type: N-14; Date Filed: June 26, 2014**

(d) If the merger or reorganization

agreement has ***not***  
been filed with the  
Commission,  
provide a copy of  
the agreement as an  
exhibit to this form.

## VERIFICATION

The undersigned states that (i) he has executed this Form N-8F application for an order under Section 8(f) of the Investment Company Act of 1940 on behalf of American Strategic Income Portfolio Inc., (ii) he is the Secretary of American Strategic Income Portfolio Inc., and (iii) all actions by shareholders, directors, and any other body necessary to authorize the undersigned to execute and file this Form N-8F application have been taken. The undersigned also states that the facts set forth in this Form N-8F application are true to the best of his or her knowledge, information and belief.

(Signature)

/s/ Richard J. Ertel  
Richard J. Ertel, Secretary