

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**

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

Initial Application Amendment

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

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

6. Name, address and telephone number of individual the 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 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:

18. Has the fund distributed ALL 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