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VAN KAMPEN HIGH YIELD FUND
Form POS EX
May 09, 2006

As filed with the Securities and Exchange Commission on May 9, 2006

Securities Act File No. 333-116994
Investment Company Act File No. 811-02851

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-14
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

[] PRE-EFFECTIVE AMENDMENT NO.
[x] POST-EFFECTIVE AMENDMENT NO. 1

(CHECK APPROPRIATE BOX OR BOXES)

VAN KAMPEN HIGH INCOME CORPORATE BOND FUND

(EXACT NAME OF REGISTRANT AS SPECIFIED IN DECLARATION OF TRUST)

(800) 341-2929
(AREA CODE AND TELEPHONE NUMBER)

1221 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10020
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

AMY R. DOBERMAN, ESQ.
MANAGING DIRECTOR
VAN KAMPEN INVESTMENTS INC.
1221 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10020
(NAME AND ADDRESS OF AGENT FOR SERVICE)

COPIES TO:

CHARLES B. TAYLOR, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 WEST WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 407-0700

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EXPLANATORY NOTE

The Joint Proxy Statement/Prospectus in the form filed on August 30, 2004 pursuant to Rule 497 of the General Rules and Regulations under the Securities Act of 1933, as amended, and the Statement of Additional Information included in Pre-Effective Amendment No. 1 to the Registration Statement (File Nos. 333-116994 and 811-02851) as filed on August 12, 2004 are incorporated

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herein by reference.

This amendment is being filed in order to file, as Exhibit 12 to this Registration Statement, the tax opinion of Skadden, Arps, Slate, Meagher & Flom LLP, tax counsel for the Registrant, and to file, as Exhibit 16 to this Registration Statement, a power of attorney executed by certain officers of the Registrant and each of the current members of the Registrant's Board of Trustees.

PART C: OTHER INFORMATION

ITEM 15. INDEMNIFICATION

There has been no change in the information set forth in Item 15 of the most recently filed Registration Statement of Van Kampen High Income Corporate Bond Fund (the "Registrant") on Form N-14 under the Securities Act of 1933 and the Investment Company Act of 1940 (File Nos. 333-116994 and 811-02851) as filed with the Securities and Exchange Commission on August 12, 2004, which information is incorporated herein by reference.

ITEM 16. EXHIBITS

- (1) (a) First Amended and Restated Agreement and Declaration of Trust(1)
 - (b) Second Certificate of Amendment(4)
 - (c) Second Amended and Restated Certificate of Designation(4)
- (2) (a) Amended and Restated Bylaws(1)
- (3) Not Applicable
- (4) Form of Agreement and Plan of Reorganization+
- (5) (a) Specimen Class A Shares Certificate(3)
 - (b) Specimen Class B Shares Certificate(3)
 - (c) Specimen Class C Shares Certificate(3)
- (6) Investment Advisory Agreement(3)
- (7) (a) Distribution and Service Agreement(3)
 - (b) Form of Dealer Agreement(8)
 - (c) Form of Broker Fully Disclosed Selling Agreement(2)
 - (d) Form of Bank Fully Disclosed Selling Agreement(2)
- (8) (a) Form of Trustee Deferred Compensation Plan(5)
 - (b) Form of the Trustee Retirement Plan(5)
- (9) (a) (i) Custodian Contract(3)
 - (a) (ii) Amendment to Custodian Contract(7)
 - (b) Transfer Agency and Service Agreement(3)

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- (c) Data Access Services Agreement (2)
 - (10) (a) Plan of Distribution pursuant to Rule 12b-1(2)
 - (b) Form of Shareholder Assistance Agreement (2)
 - (c) Form of Administrative Services Agreement (2)
 - (d) Form of Shareholder Servicing Agreement (7)
 - (e) Amended and Restated Service Plan (7)
 - (f) Amended and Restated Multi-Class Plan (8)
 - (11) Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP+
 - (12) Tax Opinion of Skadden, Arps, Slate, Meagher & Flom LLP relating to the Reorganization++
 - (13) (a) (i) Fund Accounting Agreement (3)
 - (a) (ii) Amendment to Fund Accounting Agreement (8)
 - (14) Consent of Ernst & Young LLP+
 - (15) Not Applicable
 - (16) Power of Attorney++
 - (17) (a) Form of Proxy Card (9)
 - (b) Prospectus of Van Kampen High Yield Fund+
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- (1) Incorporated herein by reference to Post-Effective Amendment No. 36 to Registrant's Registration Statement on Form N-1A, File No. 2-62115, filed December 22, 1995.
 - (2) Incorporated herein by reference to Post-Effective Amendment No. 38 to Registrant's Registration Statement on Form N-1A, File No. 2-62115, filed December 26, 1996.
 - (3) Incorporated herein by reference to Post-Effective Amendment No. 40 to Registrant's Registration Statement on Form N-1A, File No. 2-62115, filed December 24, 1997.
 - (4) Incorporated herein by reference to Post-Effective Amendment No. 41 to Registrant's Registration Statement on Form N-1A, File No. 2-62115, filed October 22, 1998.
 - (5) Incorporated herein by reference to Post-Effective Amendment No. 43 to Registrant's Registration Statement on Form N-1A, File No. 2-62115, filed December 23, 1999.
 - (6) Incorporated herein by reference to Post-Effective Amendment No. 44 to Registrant's Registration Statement on Form N-1A, File No. 2-62115, filed December 22, 2000.
 - (7) Incorporated herein by reference to Post-Effective Amendment No. 46 to Registrant's Registration Statement on Form N-1A, File No. 2-62115, filed December 20, 2002.

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- (8) Incorporated herein by reference to Post-Effective Amendment No. 47 to Registrant's Registration Statement on Form N-1A, File No. 2-62115, filed December 19, 2003.
- (9) Incorporated herein by reference to Registrant's Registration Statement on Form N-14, filed June 30, 2004.
- + Incorporated herein by reference to Registrant's Registration Statement on Form N-14, File Nos. 333-116994 and 811-02851, filed August 12, 2004.
- ++ Filed herewith.

ITEM 17. UNDERTAKINGS

- (1) The undersigned Registrant agrees that prior to any public reoffering of the securities registered through use of a prospectus which is part of this Registration Statement by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c) of the Securities Act of 1933, as amended, the reoffering prospectus will contain information called for by the applicable registration form for reofferings by persons who may be deemed underwriters, in addition to the information called for by other items of the applicable form.
- (2) The undersigned Registrant agrees that every prospectus that is filed under paragraph (1) above will be filed as part of an amendment to the registration statement and will not be used until the amendment is effective, and that, in determining any liability under the Securities Act of 1933, as amended, each post-effective amendment shall be deemed to be a new registration statement for the securities offered therein, and the offering of securities at that time shall be deemed to be the initial bona fide offering of them.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this amendment to the Registration Statement to be signed on its behalf by the undersigned, hereunto duly authorized, in the City of New York, and the State of New York, on May 9, 2006.

VAN KAMPEN HIGH INCOME CORPORATE
BOND FUND

By: /s/ Stefanie V. Chang Yu

Stefanie V. Chang Yu
Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURES	TITLE
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PRINCIPAL EXECUTIVE OFFICER:

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/s/ Ronald E. Robison* President and Principal Executive Officer

Ronald E. Robison

PRINCIPAL FINANCIAL OFFICER:

/s/ Phillip G. Goff* Chief Financial Officer and Treasurer

Phillip G. Goff

TRUSTEES:

/s/ David C. Arch* Trustee

David C. Arch

/s/ Jerry D. Choate* Trustee

Jerry D. Choate

/s/ Rod Dammeyer* Trustee

Rod Dammeyer

/s/ Linda Hutton Heagy* Trustee

Linda Hutton Heagy

/s/ R. Craig Kennedy* Trustee

R. Craig Kennedy

/s/ Howard J Kerr* Trustee

Howard J Kerr

/s/ Jack E. Nelson* Trustee

Jack E. Nelson

/s/ Hugo F. Sonnenschein* Trustee

Hugo F. Sonnenschein

/s/ Wayne W. Whalen* Trustee

Wayne W. Whalen

/s/ Suzanne H. Woolsey* Trustee

Suzanne H. Woolsey

* Signed by Stefanie V. Chang Yu pursuant to a power of attorney filed herewith.

/s/ Stefanie V. Chang Yu

May 9, 2006

Stefanie V. Chang Yu
Attorney-in-Fact

EXHIBIT INDEX

- 12. Tax opinion of Skadden, Arps, Slate, Meagher & Flom LLP
- 16. Power of Attorney