

Edgar Filing: MEXICO FUND INC - Form NSAR-B/A

MEXICO FUND INC  
Form NSAR-B/A  
December 30, 2002

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SIGNATURE ALBERTO OSORIO  
TITLE TREASURER

Sub-Item 77K

(a) (i) The Principal Executive Officer and Principal Financial Officer of The Mexico Fund, Inc. (the "Fund") have evaluated the disclosure controls and procedures (as defined in Rule 30a-2(c)) of the Fund within 90 days of the filing date of this Form N-SAR and they believe that the disclosure controls and procedures are effective.

(a) (ii) There have been no significant changes in the Fund's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

(a) (iii) CERTIFICATIONS

I, Jos? Luis G?mez Pimienta, certify that:

1. I have reviewed this report on Form N-SAR of The Mexico Fund, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial information included in this report, and the financial statements on which the financial information is based, fairly present in all material respects the financial condition, results of operations, changes in net assets, and cash flows (if the financial statements are required to include a statement of cash flows) of the registrant as of, and for, the periods presented in this report;

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4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in rule 30a-2(c) under the Investment Company Act) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this report (the "Evaluation Date"); and
  - c) presented in this report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize, and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: 12/26/02

/s/ Jos? Luis G?mez Pimienta\_\_  
Jos? Luis G?mez Pimienta  
Principal Executive Officer

I, Alberto Osorio, certify that:

1. I have reviewed this report on Form N-SAR of The Mexico Fund, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial information included in this report, and the financial statements on which the financial information is based, fairly present in all material respects the financial condition, results of operations, changes in net assets, and cash flows (if the financial statements are required to include a statement of cash flows) of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in rule 30a-2(c) under the Investment Company Act) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this report (the "Evaluation Date"); and



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- c) presented in this report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize, and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: 12/26/02

/s/ Alberto Osorio\_\_

Alberto Osorio  
Principal Financial Officer

The Mexico Fund, Inc.

N-SAR Disclosure for Change in Accountants

Item 77K: Change in Registrant's Certifying Accountant

Effective May 6, 2002, based on the recommendation of the Fund's Audit Committee, the Fund's Board of Directors determined not to retain Arthur Andersen LLP ("Arthur Andersen") as the Fund's independent auditors. Arthur Andersen's reports on the Fund's financial statements for the fiscal years ended October 31, 2001 and October 31, 2000 contained no adverse opinion or disclaimer of opinion nor were they qualified or modified as to uncertainty, audit scope or accounting principles. During the Fund's fiscal years ended October 31, 2001 and October 31, 2000 and the interim period commencing November 1, 2001 and ending May 6, 2002, (i) there were no disagreements with Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Arthur Andersen, would have caused it to make reference to the subject matter of the disagreements in connection with its reports on the Funds' financial statements, and (ii) there were no "reportable events" of the kind described in Item 304(a)(1)(v) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

On May 6, 2002, the Fund by action of its Board of Directors engaged PricewaterhouseCoopers LLP ("PwC") as the independent auditors to audit the Fund's financial statements for the fiscal year ending October 31, 2002. During the Fund's fiscal years ended October 31, 2001 and October 31, 2000 and the interim period commencing November 1, 2001 and ending May 6, 2002, neither the Fund or anyone on its behalf has consulted PwC on items which (i) concerned the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Fund's financial statements or (ii) concerned the subject of a disagreement (as defined in paragraph (a)(1)(iv) of Item 304 of Regulation S-K and the related instructions) or reportable events (as described in paragraph (a)(1)(v) of said Item 304).

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Pursuant to Item 304T of Regulation S-K, after making reasonable efforts to obtain a letter from Arthur Andersen stating whether it agrees with the statements contained above, Registrant has not been able to acquire such a letter.

Report of Independent Accountants  
To the Board of Directors and Shareholders  
of The Mexico Fund, Inc.

In planning and performing our audit of the financial statements of The Mexico Fund, Inc. (the "Fund") for the year ended October 31, 2002, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and to comply with the requirements of Form N-SAR, not to provide assurance on internal control.

The management of the Fund is responsible for establishing and maintaining internal control. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls. Generally, controls that are relevant to an audit pertain to the entity's objective of preparing financial statements for external purposes that are fairly presented in conformity with generally accepted accounting principles. Those controls include the safeguarding of assets against unauthorized acquisition, use or disposition.

Because of inherent limitations in internal control, errors or fraud may occur and not be detected. Also, projection of any evaluation of internal control to future periods is subject to the risk that controls may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control and its operation, including controls for safeguarding securities, that we consider to be material weaknesses as defined above as of October 31, 2002.

This report is intended solely for the information and use of the Board of Directors, management and the Securities and Exchange Commission and is not intended to be and should not be used by anyone other than these specified parties.

PricewaterhouseCoopers LLP  
New York, New York  
December 4, 2002  
The Mexico Fund, Inc.

N-SAR Disclosure for Submission of Matters to a Vote of Security Holders

Sub-Item 77C: Submission of matters to a vote of security holders

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On March 7, 2002, The Mexico Fund (the "Fund") held its Annual Meeting of Shareholders. Shareholders of the Fund approved the re-election of Mr. Juan Gallardo T. and elected Mr. Emilio Carrillo as a new board member. The other directors are: Philip Caldwell, Jose Luis Gomez Pimienta, Claudio X. Gonzalez, Robert L. Knauss and Jaime Serra Puche.

The following is a description of the matters voted upon at the meeting and the number of affirmative votes and withheld or negative votes cast:

Proposal 1: To elect two directors

	Votes For:	Votes Withheld:
Juan Gallardo T.	12,926,576	352,257
Emilio Carrillo Gamboa	12,840,351	438,482

Proposal 2: To approve adding a performance fee component

Votes For:	17,760,288
Votes Against:	9,690,082
Abstentions:	5,017,409

Proposal 2 was not adopted by the Fund's Shareholders. Passage of Proposal 2 required a vote in favor by a majority of the outstanding voting securities of the Fund, which, as defined in the Investment Company Act of 1940, as amended, is the vote

- (a) of 67% or more of the voting shares present at the meeting, if more than 50% of the outstanding shares are present at the meeting in person or by proxy or
- (b) of more than 50% of the outstanding shares of the Fund, whichever is less.

Proposal 3: To approve adoption of a Share Repurchase Policy

Votes For:	31,335,901
Votes Against:	855,794
Abstentions:	283,089

On March 7, 2002, the Fund entered into an agreement with Laxey Partners Limited (together with its affiliates, including but not limited to Laxey Investors Limited and the Value Catalyst Fund, "Laxey") in which Laxey agreed to withdraw its proposals to elect two directors and to terminate the Fund's investment advisory agreement. In addition, Laxey agreed to a five-year standstill arrangement. Reimbursement of certain of Laxey's fees and expenses incurred in connection with its proxy solicitation were paid by the Fund, and subsequently reimbursed to the Fund by the Fund's investment adviser.

Exhibit 99.77C