

# SECURITIES AND EXCHANGE COMMISSION

## FORM 24F-2NT

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

Filing Date: **1994-01-21** | Period of Report: **1993-11-30**  
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### FILER

#### MERRILL LYNCH LATIN AMERICA FUND INC

CIK: **877151** | State of Incorporation: **MD** | Fiscal Year End: **1231**  
Type: **24F-2NT** | Act: **33** | File No.: **033-41622** | Film No.: **94502164**

Business Address  
*P O BOX 9011  
PLAINSBORO NJ 08543  
6092823319*

January 21, 1994

Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Rule 24f-2 Notice for  
MERRILL LYNCH LATIN AMERICA FUND, INC.  
File No. 33-41622

Dear Sirs:

In accordance with the provisions of Rule 24f-2 under the Investment Company Act of 1940, Merrill Lynch Latin America Fund, Inc. (the "Fund") hereby files its Rule 24f-2 Notice (the "Notice").

1. The Notice is being filed for the fiscal year of the Fund ended November 30, 1993 (the "Fiscal Year").
2. No shares of common stock of the Fund which had been registered under the Securities Act of 1933 (the "Securities Act") other than pursuant to Rule 24f-2 remained unsold at the beginning of the Fiscal Year.
3. No shares of common stock were registered under the Securities Act during the Fiscal Year other than pursuant to Rule 24f-2.
4. 13,798,676 shares of common stock were sold during the Fiscal Year.\*
5. 13,798,676 shares of common stock were sold during the Fiscal Year in reliance upon registration pursuant to Rule 24f-2.

Transmitted with the Notice is an opinion of Brown & Wood, counsel for the Fund, indicating that the securities the registration of which this Notice makes definite in number were legally issued, fully paid for an non-assessable.

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\*Of this amount, 2,937,106 Class A shares were sold at an aggregate price of \$36,978,743 and 10,861,570 Class B shares were sold at an aggregate price of \$136,390,183. The aggregate sale price for all shares sold during the Fiscal Year was \$173,368,926. See paragraph 6 for the calculation of the aggregate sale price of shares sold in reliance upon Rule 24f-2.

6. In accordance with Paragraph (c) of Rule 24f-2, the fee of \$45,066.32 has been wired. Such fee which relates to the 13,798,676 shares of common stock referred to in Paragraph 5 is based upon the aggregate sale price for which such securities were sold during the Fiscal Year, reduced by the actual aggregate redemption or repurchase price of shares of common stock redeemed or repurchased during the Fiscal Year. The calculation of the amount on which the filing fee is based as follows:

(i) Actual sale price for the 13,798,676 shares of common stock sold during the Fiscal Year in reliance upon registration pursuant to Rule 24f-2.

\$173,368,926

reduced by

(ii) Actual aggregate redemption price for the 3,681,158 shares of common stock redeemed during the Fiscal Year.\*

\$ 42,677,501

equals amount on which filing fee is based

Based upon the above calculation, \$45,066.32 is payable with respect to the registration of 13,798,676 shares of common stock of the Fund.

Please direct any questions relating to this filing to Mark B. Goldfus at Merrill Lynch Asset Management, P.O. Box 9011, Princeton, N.J. 08543-9011, (609) 282-2023 or to Laurin Blumenthal Kleiman at Brown & Wood, One World Trade Center, New York, New York 10048, (212) 839-8525.

Very truly yours,

MERRILL LYNCH LATIN AMERICA FUND, INC.

By /s/ Mark B. Goldfus

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Mark B. Goldfus  
Secretary

\* Of this amount, 932,700 Class A shares were redeemed at an aggregate price of \$10,899,696 and 2,748,458 Class B shares were redeemed at an aggregate price of \$31,777,805. The aggregate redemption price for all shares was \$42,677,501.

BROWN & WOOD  
One World Trade Center  
New York, N.Y. 10048-0557  
Telephone: 212-839-5300  
Facsimile 212-839-5599

January 19, 1994

Merrill Lynch Latin America Fund, Inc.  
P.O. Box 9011  
Princeton, New Jersey 08543-9011

Ladies and Gentlemen:

This opinion is furnished in connection with the notice (the "Notice") to be filed by Merrill Lynch Latin America Fund, Inc., a Maryland corporation (the "Fund"), with the Securities and Exchange Commission pursuant to Rule 24f-2 under the Investment Company Act of 1940, as amended.

The Notice is being filed to make definite the registration under the Securities Act of 1933, as amended, of 13,798,676 shares of common stock, par value \$.10 per share, of the Fund (the "Shares") which were sold during the Fund's fiscal year ended November 30, 1993.

As counsel for the Fund, we are familiar with the proceedings taken by it in connection with the authorization, issuance and sale of the Shares. In addition, we have examined and are familiar with the Articles of Incorporation of the Fund, as amended, the By-Laws of the Fund and such other documents as we have deemed relevant to the matters referred to in this opinion.

Based upon the foregoing, we are of the opinion that the Shares were legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Securities and Exchange

Commission as an attachment to the Notice.

Very truly yours,