MEXICO FUND INC
Form N-Q
March 30, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED

MANAGEMENT INVESTMENT COMPANY

INVESTMENT COMPANY

Investment Company Act file number 811-03170

THE MEXICO FUND, INC.

(Exact name of Registrant as specified in charter)

1775 I Street, NW, Suite 1100

Washington, DC 20006

(Address of principal executive offices) (Zip code)

Sander M. Bieber

Dechert LLP

1775 I Street, NW, Suite 1100

Washington, DC 20006

(Name and Address of Agent for Service)

Registrant s telephone number, including area code: **(202) 261-7941**

Date of fiscal year end: **October 31**

Date of reporting period: **January 31, 2009**

Form N-Q is to be used by management investment companies, other than small business investment companies registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than 60 days after the close of the first and third fiscal quarters, pursuant to rule 30b1-5 under the Investment Company Act of 1940 (17 CFR 270.30b1-5). The Commission may use the information provided on Form N-Q in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-Q, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-Q unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

Item 1. Schedule of Investments.

The Mexico Fund, Inc.

Schedule of Investments as of January 31, 2009 (Unaudited)

Shares Held		Common Stock (93.47%)	Series	Value (Note 1)	Percent of Net Assets
		Building Materials			
1,956,700	(a)	Grupo Lamosa, S.A.B. de C.V	*	$ 1,367,394	0.50%
		Cement Industry			
8,125,000		Cemex, S.A.B. de C.V.	CPO	6,416,102	2.37
3,871,400		Grupo Cementos de Chihuahua, S.A.B. de C.V.	*	7,845,769	2.90
				14,261,871	5.27
		Chemical and Petrochemicals			
11,860,772		Mexichem, S.A.B. de C.V.	*	8,736,209	3.23
		Commercial Banks			
1,814,400		Banco Compartamos, S.A., Institución de Banca Múltiple	O	3,393,037	1.25
		Communications			
11,190,800		América Móvil, S.A.B. de C.V.	A	15,875,472	5.86
34,221,966		América Móvil, S.A.B. de C.V.	L	48,954,461	18.08
5,335,000	(a)	Axtel, S.A.B. de C.V.	CPO	2,210,847	0.82
4,997,000		Grupo Televisa, S.A.B.	CPO	14,006,560	5.17
5,635,900	(a)	Megacable Holdings S.AB. de C.V.	CPO	7,089,331	2.62
250,000	(a)	NII Holdings, Inc.	*	4,850,032	1.79
4,919,400		Telmex Internacional, S.A.B. de C.V.	A	2,268,953	0.84
				95,255,656	35.18
		Construction			
8,107,833	(a)	Empresas ICA, S.A.B. de C.V.	*	13,451,013	4.97
		Consumer Products			
3,029,580		Kimberly-Clark de México, S.A.B. de C.V.	A	9,823,582	3.63
		Financial Groups			
5,333,500		Grupo Financiero Banorte, S.A.B. de C.V.	O	7,055,575	2.61
		Food and Beverages			
3,480,200		Fomento Económico Mexicano, S.A.B. de C.V.	UBD	9,769,571	3.61
2,824,200		Grupo Modelo, S.A.B. de C.V.	C	7,476,096	2.76
				17,245,667	6.37
		Holding Companies			
3,748,900		Alfa, S.A.B. de C.V.	A	6,287,595	2.32
		Housing			
3,537,900	(a)	Corporación Geo, S.A.B. de C.V.	B	3,918,721	1.45
6,182,400	(a)	Urbi Desarrollos Urbanos, S.A.B. de C.V.	*	6,372,628	2.35
				10,291,349	3.80

Shares Held		Common Stock (93.47%)	Series	Value (Note 1)	Percent of Net Assets
		Mining Industry			
19,572,861		Grupo México, S.A.B. de C.V.	B	10,778,293	3.98
		Retail Firms			
4,069,500	(a)	Grupo Famsa, S.A.B. de C.V.	A	1,825,768	0.67
3,569,000	(a)	Grupo Pochteca, S.A.B. de C.V.	B	344,188	0.13
4,438,800	(a)	Organización Soriana, S.A.B. de C.V.	B	6,898,741	2.55
11,366,593		Wal-Mart de México, S.A.B. de C.V.	V	23,806,005	8.79
				32,874,702	12.14
		Services			
2,661,148		Grupo Aeroportuario del Centro Norte, S.A.B de C.V	B	2,955,033	1.09
2,833,900	(a)	Promotora Ambiental, S.A.B. de C.V.	B	1,683,344	0.62
				4,638,377	1.71
		Steel			
4,440,900	(a)	Industrias CH, S.A.B. de C.V.	B	12,497,470	4.61
		Stock Exchange			
7,527,333	(a)	Bolsa Mexicana de Valores, S.A.B. de C.V.	A	5,144,574	1.90
		Total Common Stock (Identified cost $359,778,293)		$ 253,102,364	93.47%

Securities	Principal Amount	Short-Term Securities (4.94%)	Value (Note 1)	Percent of Net Assets
Repurchase Agreements	$ 13,372,132	BBVA Bancomer, S.A., 7.50%, dated 01/30/09, due 02/03/09 repurchase price $13,377,704 collateralized by Bonos del Gobierno Federal. Value of collateral $13,465,285	$ 13,372,132	4.94%
		Total Short-Term Securities (Identified cost - $13,372,132)	$ 13,372,132	4.94%
		Total Investments (Identified cost - $373,150,425)	266,474,496	98.41
		Other Assets in Excess of Liabilities	4,314,039	1.59
		Net Assets Equivalent to $14.96 per share on 18,100,290 shares of capital stock outstanding	$ 270,788,535	100.00%

(a) Shares of these securities are currently non-income producing. Equity investments that have not paid dividends within the last twelve months are considered to be non-income producing.

Supplemental Information

In September 2006, the Statement of Financial Accounting Standards No. 157 Fair Value Measurements (SFAS 157), was issued and is effective for fiscal years beginning after November 15, 2007. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 requires disclosure surrounding the various inputs that are used in determining the value of the Fund s investments. These inputs are summarized into the three broad levels listed below.

Level 1 quoted prices in active markets for identical securities

Level 2 other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including the Fund s own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used as of January 31, 2009, in valuing the Fund s investments:

Valuation Inputs	**Investments in Securities**	**Other Financial Instruments**
Level 1 Quoted prices	$ 253,102,364	
Level 2 Other significant observable inputs	$ 13,372,132	
Level 3 Significant unobservable inputs		
Total	$ 266,474,496	

Item 2. Controls and Procedures.

(a) Based on an evaluation of Registrant s Disclosure Controls and Procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) (the Disclosure Controls), as of a date within 90 days prior to the filing date (the Filing Date) of this Form N-Q (the Report), the Registrant s Principal Executive Officer and Principal Financial Officer have concluded that the Disclosure Controls are effectively designed to ensure that information required to be disclosed by the Registrant in the Report is recorded, processed, summarized and reported by the Filing Date, including ensuring that information required to be disclosed in the Report is accumulated and communicated to the Registrant s management, including the Registrant s Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) There were no changes in the Registrant s internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) that occurred during the Registrant s last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant s internal control over financial reporting.

Item 3. Exhibits.

Filed as exhibits herewith are separate certifications for Registrant s Principal Executive Officer and Principal Financial Officer of the registrant as required by Rule 30a-2(a) under Investment Company Act of 1940.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: /s/ José Luis Gómez Pimienta
José Luis Gómez Pimienta

President and Principal Executive Officer

March 30, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ José Luis Gómez Pimienta
José Luis Gómez Pimienta

President and Principal Executive Officer

March 30, 2009

By: /s/ Alberto Osorio
Alberto Osorio

Senior Vice President, Treasurer and Principal
Financial Officer

March 30, 2009

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Recognized actuarial (gain) loss

4,515	(36)	450

Net periodic benefit cost

20,319 418 5,007

Settlements

Total benefit cost

$20,319 $418 $5,007

Actual return on plan assets

$36,749

Employer contribution

25,294 $333 $1,285

Plan participants contributions

37

Benefits paid

17,750 333 1,322

Year Ended December 31, 2004

Components of net periodic benefit costs:

Service cost

$16,998 $341 $1,926

Interest cost

25,373 138 1,088

Expected return on plan assets

(27,422)

Amortization of transition (asset)/obligation

(116)

Amortization of net:

Prior service cost

532 87

Recognized actuarial (gain) loss

2,588 (17) 30

Net periodic benefit cost

17,953 549 3,044

Settlements (curtailments)

3,656 (609) (4,488)

Total benefit cost (benefit)

$21,609 $(60) $(1,444)

Actual return on plan assets

$33,951

Employer contribution

13,024 $131 $1,297

Plan participants contributions

46

Benefits paid

17,061 131 1,343

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

Expected Benefit Payments The following table summarizes the expected benefit payments for each of the Company s plans for the next five fiscal years and in the aggregate for the five fiscal years thereafter:

	Pension Plans	Pension Plan Supplement	Post-Retirement Medical Plans
2005	$ 16,289	$ 23	$ 1,302
2006	17,587	26	1,348
2007	18,469	35	438
2008	19,283	40	446
2009	20,093	43	472
2010-2014	114,869	325	3,159

Plan Assets The Company s pension plan weighted-average asset allocations at December 31, 2003 and December 31, 2004 by asset category are as follows:

	Plan Assets at December 31	
	2003	2004
Asset Category		
Equity Securities	53%	53%
Debt Securities	38	41
Other	9	6
Total	100%	100%

The Other asset category includes cash, annuities and accrued dividends.

Investment Policies and Strategies The Company s Employees Pension Trust The primary investment goal is to ensure that the plan remains well funded, taking account of the likely future risks to investment returns and contributions. As a result, a portfolio of assets is maintained with appropriate liquidity and diversification that can be expected to generate long-term future returns that minimize the long-term costs of the pension plan without exposing the trust to an unacceptable risk of under funding. The Company s likely future ability to pay such contributions as are required to maintain the funded status of the plan over a reasonable time period is considered when determining the level of risk that is appropriate.

Measurement Date The measurement date for the Company s employee benefit plans was December 31, 2004.

Cash Flows

Employer Contributions The Company is expected to make a pension contribution during fiscal year 2005 in the amount of $7,300.

Employee Contributions Employee pension contributions are neither required nor allowed.

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

8. BORROWINGS AND INDEBTEDNESS

Notes Payable The Company s principal notes payable at December 31, 2003 and 2004 are described below:

In May 2001, the Company issued $50,000 of Senior Notes due 2011 (the Notes). The Notes, which are unsecured obligations, bear interest at an annual rate of 7.53%. Under certain circumstances the interest rate could be increased to 8.03% if a rating downgrade were to occur, with the interest rate returning to 7.53% if a rating upgrade were to occur subsequent to a rating downgrade. A rating downgrade would be deemed to have occurred if the rating most recently assigned to the Notes by a designated rating agency is below investment grade. If, at any time after a rating downgrade has occurred the Notes are assigned a rating of at least investment grade by a designated rating agency, a rating upgrade would have been deemed to have occurred. The Notes are redeemable from time to time in whole or in part at the option of the Company, with payment of a make-whole amount, and the Company is required to offer to redeem the Notes upon a change of control. The proceeds from the Notes were used for general corporate purposes.

The remaining balance at December 31, 2003 and 2004 consists of overdrafts of $3,512 and $18,310, respectively, and borrowings under credit arrangements of approximately $4,399 and $2,467, respectively, at various interest rates ranging from approximately 3.0% to 8.6% per year, maturing through 2005. Of such arrangements, $3,067 and $1,535 at December 31, 2003 and 2004, respectively, relates to a non-recourse term loan, which is collateralized solely by certain fixed assets and leasehold improvements of an equal amount.

The carrying value of borrowings described above approximates fair value.

Subordinated Loans Subordinated loans at December 31, 2003 and 2004 amounted to $200,000 and consist of amounts due to Intesa in connection with the Strategic Alliance transaction in Italy (Note 5).

LFNY can borrow up to $150,000 of subordinated debt under a Revolving Credit Agreement, which, based on an approval obtained from LFNY s regulators, qualifies as additional net capital. The interest rate on such borrowings is based upon the prevailing market rate on the dates issued. There were no borrowings outstanding under this agreement as of December 31, 2003 and 2004.

Debt maturities relating to notes payable and subordinated loans outstanding at December 31, 2004 for the five years in the period ending December 31, 2009 and thereafter are set forth below:

Year Ending December 31,	Amount
2005	$ 20,777
2006	
2007	
2008	
2009	
Thereafter	250,000
	$ 270,777

In regard to notes payable and subordinated loans, as of December 31, 2004, the Company is in compliance with all obligations under its various borrowing arrangements.

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

Also see Note 10 below regarding the Company s mandatorily redeemable preferred stock.

9. OTHER ASSETS AND OTHER LIABILITIES

Other assets, at December 31, 2003 and 2004, primarily include prepaid pension assets, current and deferred tax assets, deferred expenses, advances and prepayments and deposits.

Other liabilities, at December 31, 2003 and 2004, primarily include pension and post-retirement medical plan liabilities, deferred income, current and deferred tax liabilities, deferred compensation, liabilities for certain lease commitments relating to abandoned leases (Note 11), accrued expenses and other payables. Additionally, the Company reclassified amounts principally related to tax liabilities from customer payables to other liabilities at December 31, 2003. This reclassification was to conform to the current year presentation.

No individual amount within other assets or other liabilities was greater than 5% of total assets or total liabilities.

10. MANDATORILY REDEEMABLE PREFERRED STOCK

In 2001, the Company issued mandatorily redeemable preferred stock (Class C Preferred Interests) for an aggregate amount of $100,000. The Class C Preferred Interests are subject to mandatory redemption by the Company in March 2011 and, prior to such date, are redeemable in whole or in part, at the Company s option. The Class C Preferred Interests are entitled to receive distributions out of the profits of the Company at a rate of 8% per annum, which distributions must be paid prior to any distributions of profits to holders of any other existing class of interests in the Company. Unpaid distributions on the Class C Preferred Interests accrue but are not compounded. Upon liquidation of the Company, the Class C Preferred Interests rank senior to Members equity. Interest on mandatorily redeemable preferred stock for the years ended December 31, 2002, 2003 and 2004 of $8,000 per year is included in interest expense on the consolidated statements of income.

11. COMMITMENTS AND CONTINGENCIES

Leases The Company leases office space under non-cancelable lease agreements, which expire on various dates through 2022.

Occupancy lease agreements, in addition to base rentals, generally are subject to escalation provisions based on certain costs incurred by the landlord. Included in premises and occupancy costs on the consolidated statements of income for the years ended December 31, 2002, 2003 and 2004 is $39,520, $48,503 and $54,689, respectively, of rental expense relating to operating leases. The Company subleases office space under agreements, which expire on various dates through March 2013. Sublease income from such agreements was $2,208, $2,437 and $3,201 for the years ended December 31, 2002, 2003 and 2004, respectively.

In June 2002, the Company determined that it would no longer utilize certain operating leases in the U.K., which were abandoned in April 2003. In accordance with EITF 88-10, *Costs Associated with Lease Modification or Termination*, the Company has recorded a liability for operating lease commitments, which expire in 2008, that will continue to be incurred for the remaining term of the lease without substantive future use or benefit to the Company. The liability is based on the discounted future

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

commitment net of expected sublease income. The liability approximated $39,000 at December 31, 2003 and 2004, and is included in other liabilities on the consolidated statements of financial condition. Approximately $25,000 was recorded as premises and occupancy costs on the consolidated statements of income for the year ended December 31, 2002. During the years ended December 31, 2003 and 2004, due to the deterioration in the market for rentals relating to the abandoned lease and the resulting reduction in the expected sublease income, and increases in costs relating to the abandoned space, the Company recorded approximately $16,000 and $6,000 as premises and occupancy costs on the consolidated statements of income for the years ended December 31, 2003 and 2004, respectively.

Capital lease obligations recorded under sale/leaseback transactions are payable through 2017 at a weighted average interest rate of approximately 6.2%. Such obligations are collateralized by certain assets with a net book value of approximately $109,400 and $114,024 at December 31, 2003 and 2004, respectively. The carrying value of capital lease obligations approximates fair value.

At December 31, 2004, minimum rental commitments under non-cancelable leases, net of sublease income, are approximately as follows:

	Minimum Rental Commitments	
Year Ending December 31	**Capital**	**Operating**
2005	$ 26,558	$ 50,145
2006	2,885	48,218
2007	2,885	46,138
2008	2,885	44,789
2009	2,885	43,625
Thereafter	28,456	309,209
Total minimum lease payments	66,554	$ 542,124
Less amount representing interest	15,008	
Present value of capital lease commitments	$ 51,546	

Other Commitments At December 31, 2004, the Company has commitments for capital contributions of $14,031 to Company-sponsored investment funds through 2006 (including $9,400 in connection with the Company s compensation plans see Note 7) and for guaranteed compensation arrangements with advisors aggregating $1,644 through 2005. In addition, the Company has agreements relating to future minimum distributions to certain Members or compensation to certain employees of $62,801 and

$8,128, respectively, through 2007 and 2009, respectively, incurred for the purpose of recruiting and retaining these senior professionals. The future minimum distributions relating to Members and employees are $36,364, $28,403, $5,180, $619 and $363 for the years ending December 31, 2005, 2006, 2007, 2008 and 2009, respectively. Such agreements are cancelable under certain circumstances. Payments to Members relating to these commitments have been accounted for as distributions from Members capital. Amounts relating to employees have been reflected as employee compensation and benefits, on the consolidated statements of income in the period such expenses are incurred. See Note 18 for information relating to a commitment made subsequent to December 31, 2004.

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

The Company has various other contractual commitments arising in the ordinary course of business. In the opinion of management, the consummation of such commitments will not have a material adverse effect on the Company s consolidated financial position or results of operations.

Exchange/Clearinghouse Member Guarantees The Company is a member of various U.S. and non-U.S. exchanges and clearinghouses that trade and clear securities or futures contracts. Associated with its membership, the Company may be required to pay a proportionate share of the financial obligations of another member who may default on its obligations to the exchange or the clearinghouse. To mitigate these performance risks, the exchanges and clearinghouses often require members to post collateral as well as meet minimum financial standards. While the rules governing different exchange or clearinghouse memberships vary, the Company s guarantee obligations generally would arise only if the exchange or clearinghouse had previously exhausted its resources. In addition, any such guarantee obligation would be apportioned among the other non-defaulting members of the exchange or clearinghouse. Any potential contingent liability under these membership agreements cannot be estimated. The Company has not recorded any contingent liability in the consolidated financial statements for these agreements and believes that any potential requirement to make payments under these agreements is remote.

Legal The Company s businesses, as well as the financial services industry generally, are subject to extensive regulation throughout the world. The Company is involved in a number of judicial, regulatory and arbitration proceedings concerning matters arising in connection with the conduct of our businesses. Management believes, based on currently available information, that the results of such proceedings, in the aggregate, will not have a material adverse effect on its financial condition but might be material to its operating results for any particular period, depending, in part, upon the operating results for such period. As of December 31, 2004, the Company has recorded an accrual for losses for one matter that was settled subsequent thereto.

The Company has received a letter from the NASD as part of what it understands to be an industry investigation relating to gifts and gratuities. In addition, the Company has received a subpoena from the SEC similarly seeking information concerning gifts and entertainment involving a mutual fund company. The Company believes that other broker-dealers have received similar subpoenas. The investigations primarily are focused on the capital markets business that will be part of the separated businesses. These investigations are in their early stages and the Company cannot predict their potential outcomes or estimate any potential loss or range of losses related to them. Accordingly, the Company has not recorded an accrual for losses related to any such judicial, regulatory or arbitration proceedings.

12. MEMBERS EQUITY

Pursuant to the Company s Operating Agreement, the Company allocates and distributes to its Members a substantial portion of its distributable profits in three monthly installments, as soon as practicable after the end of each fiscal year. Such installment distributions usually begin in February. In addition, other periodic distributions to Members include, as applicable, capital withdrawals, fixed return on Members equity and income tax advances made on behalf of Members. Fixed return on Members equity includes (i) a fixed rate on Class C Preferred Interests of 8% per annum, (ii) a defined annual rate of return at the broker s call rate for undistributed payments for services rendered, and (iii) a fixed rate of return of 6% per annum on all other capital excluding certain preferences of Members, as agreed to by all Members. The return on Class C Preferred Interests has been reflected

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

in the consolidated statements of income as interest expense (see Note 10). The returns on capital (which, exclusive of the interest on mandatorily redeemable preferred stock, aggregated $19,677, $22,061 and $23,991 for the years ended December 31, 2002, 2003 and 2004, respectively) have been reflected as distributions and withdrawals to Members on the consolidated statements of changes in Members equity.

In addition, Members of the Company (other than in respect of their Class C Preferred Interests) also generally are entitled to participate in goodwill of the Company. The right to participate in goodwill represents the right to share (after payments or reserve for existing preferences of creditors, holders of the Class C Preferred Interests and the capital or capital equivalents of the Members) in the net proceeds of fundamental corporate events, such as a sale of all or substantially all of the assets of the Company or a disposition of a line of business. At December 31, 2004, the aggregate preferences of Members exceeds the amount shown on the consolidated statement of financial condition as Members equity by approximately $587,000. This amount consists of (i) amounts allocated to the historical partners in respect of the revaluation of the Company s business as a result of the formation of the predecessor entity to Lazard Group in 1984, (ii) amounts allocated to Members in fiscal years 2002, 2003 and 2004 to reflect the value of additional intangibles not previously recognized in the capital accounts of Lazard Group prior to such years and (iii) the cumulative effect of other charges to Members equity reflected in the consolidated statement of financial condition (such as minimum pension liability adjustments) that were not charged to individual Members capital accounts. The amounts related to the revaluation and additional intangibles in clauses (i) and (ii) in the preceding sentence are not reflected in the consolidated statement of financial condition. These aggregate preferences, when added together with Members equity as shown on the consolidated statement of financial condition, equal the total amount of capital associated with the historical partner interest and working member interests.

13. REGULATORY AUTHORITIES

LFNY is a U.S. registered broker-dealer and is subject to the net capital requirements of Rule 15c3-1 under the Securities Exchange Act of 1934. Under the alternative method permitted by this rule, the minimum required net capital, as defined, is 2% of aggregate debit items arising from customer transactions or $1,500, whichever is greater. LFNY s regulatory net capital at December 2002, 2003 and 2004 was $74,875, $146,761 and $83,165, respectively, which exceeded the minimum requirement by $73,375, $145,261 and $81,665, respectively.

Certain U.K. subsidiaries of the Company, LCL, Lazard Brothers & Co., Limited, Lazard Fund Managers Limited, Lazard Asset Management Limited and in 2004, Lazard European Private Equity Partners LLP (the U.K. Subsidiaries) are regulated by the Financial Services Authority (FSA). At December 31, 2002, 2003 and 2004, the aggregate regulatory net capital of the U.K. subsidiaries was $308,515, $320,312 and $179,963, respectively, which exceeded the minimum requirement by approximately $170,083, $201,603 and $52,578, respectively.

The Financial Advisory activities of Lazard Frères SAS (LF) and its wholly-owned subsidiaries, including LFB, are authorized by the Comité des Etablissements de Crédit et des Entreprises d Investissement and are regulated by the Comité de la Réglementation Bancaire et Financière. Supervision is exercised by the Commission Bancaire, which is responsible, in liaison with the Banque de France, for ensuring compliance with the regulations. In this context LF has the status of a bank

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

holding company (Compagnie Financière) and LFB is a registered bank (Etablissement de Crédit). In addition, the investment services activities of the Paris group, exercised through LFB and other subsidiaries, primarily LFG (asset management) and Fonds Partenaires Gestion (private equity, merchant banking), are subject to regulation and supervision by the Autorité des Marchés Financiers. At December 31, 2002, 2003 and 2004, the consolidated regulatory net capital of LF was $94,300, $137,800 and $149,000, respectively, which exceeded the minimum requirement set for regulatory capital levels by approximately $17,600, $45,000 and $49,000, respectively.

Certain other U.S. and non-U.S. subsidiaries are subject to various other capital adequacy requirements promulgated by various regulatory and exchange authorities in the countries in which they operate. At December 31, 2002, 2003, and 2004, for those subsidiaries with regulatory capital requirements, aggregate net capital of those subsidiaries were $18,612, $28,125 and $26,126, respectively, which exceeded the minimum required capital by $7,508, $14,466 and $15,544, respectively.

At December 31, 2002, 2003 and 2004, each of these subsidiaries individually were in compliance with its regulatory requirements.

14. INCOME TAXES

Income taxes reflected on the consolidated statements of income are attributable to taxes incurred in non-U.S. entities and to New York City Unincorporated Business Tax (UBT) attributable to the Company s operations apportioned to New York City.

The provisions for income taxes for the years ended December 31, 2002, 2003 and 2004 consist of:

	2002	2003	2004
Current expense:			
Foreign	$ 43,018	$ 33,505	$ 23,750
U.S. (UBT)	2,421	5,070	4,665
Total current	45,439	38,575	28,415
Deferred expense (benefit):			
Foreign	(6,856)	5,846	(40)

Total deferred	(6,856)	5,846	(40)
Total	$ 38,583	$ 44,421	$ 28,375

UBT attributable to certain Member distributions has been reimbursed by the Members under an agreement with the Company.

A reconciliation of the U.S. federal statutory income tax rate to the Company s effective tax rates is set forth below:

	2002	2003	2004
U.S. federal statutory income tax rate	35.0%	35.0%	35.0%
Rate benefit for U.S. partnership operations	(35.0)	(35.0)	(35.0)
Impact of Foreign operations	9.6	10.1	6.6
State and local (UBT) net	0.7	1.3	1.3
Effective Income Tax Rate	10.3%	11.4%	7.9%

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

Deferred income taxes reflect the net tax effects of temporary differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when such differences are expected to reverse. Such temporary differences are reflected in deferred tax assets and liabilities and are included in other assets and other liabilities, respectively, on the consolidated statements of financial condition.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of the deferred tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible. Management considers the level of historical taxable income, scheduled reversals of deferred taxes, projected future taxable income and tax planning strategies that can be implemented by the Company in making this assessment. At December 31, 2003 and 2004, deferred tax assets of $60,278 and $88,007, respectively, have been offset by a valuation allowance primarily due to the uncertainty of realizing the benefit of certain foreign net operating loss carry-forwards. Considering the cumulative recent historical losses incurred in the U.K., there is uncertainty related to the potential for future taxable profits to be recognized in the U.K., and there are various limitations under U.K. tax law applied to carry-forward losses. Therefore, management has determined that it is more likely than not that such assets will not be realized. As of December 31, 2004, the Company s foreign subsidiaries have net operating loss carryforwards of approximately $196,000, which may be carried forward indefinitely, subject to various limitations on use which affect the ability to apply such loss carry-forwards to future taxable profits.

Significant components of the Company s deferred tax assets and deferred tax liabilities at December 31, 2003 and 2004 are as follows:

	2003	2004
Deferred Tax Assets:		
Compensation and benefits	$ 2,483	$ 5,308
Pensions	7,411	15,919
Depreciation and amortization	878	17
Other	1,669	6,409
Net operating loss and tax credit carryforwards	47,837	64,672
Gross deferred tax assets	60,278	92,325
Valuation allowance	(60,278)	(88,007)
Total deferred tax assets (net of valuation allowance)	$	$ 4,318
Deferred Tax Liabilities:		
Compensation and benefits	$ 1,085	$
Unrealized gains on long-term investments	4,924	3,998
Other		40

Depreciation and amortization	15,760	21,158
Total deferred tax liabilities	$ 21,769	$ 25,196

15. SEGMENT OPERATING RESULTS

The Company s reportable segments offer different products and services and are managed separately as different levels and types of expertise are required to effectively manage the segments transactions. Each segment is reviewed to determine the allocation of resources and to assess its

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

performance. In reporting to management, the Company s business results are categorized into the following three segments: Financial Advisory, Asset Management and Capital Markets and Other. Financial Advisory includes providing advice on mergers, acquisitions, restructurings and other financial matters. Asset Management includes the management of equity and fixed income securities and merchant banking funds. Capital Markets and Other consists of equity, fixed income and convertibles sales and trading, broking, research and underwriting services, merchant banking fund management activities outside of France and specified non-operating assets and liabilities. In addition, the Company records selected other activities in Corporate, including cash and marketable investments, certain long-term investments, and LFB. LFB is a registered bank regulated by the Banque de France. LFB s primary operations include commercial banking, the management of the treasury positions of the Company s Paris House through its money market desk and, to a lesser extent, credit activities relating to securing loans granted to clients of LFG and custodial oversight over assets of various clients. In addition, LFB also operates many support functions of the Paris House. The Company also allocates outstanding indebtedness to Corporate.

The accounting policies of the segments are consistent with those described in the summary of significant accounting policies in Note 2.

The Company s segment information for the years ended December 31, 2002, 2003 and 2004 is prepared using the following methodology:

Revenue and expenses directly associated with each segment are included in determining operating income.

Expenses not directly associated with specific segments are allocated based on the most relevant measures applicable, including headcount, square footage and other factors.

Segment assets are based on those directly associated with each segment, and include an allocation of certain assets relating to various segments, based on the most relevant measures applicable, including headcount, square footage and other factors.

The Company allocates trading gains and losses, investment gains and losses, interest income and interest expense among the various segments based on the segment in which the underlying asset or liability is reported.

Each segment s operating expenses include (i) employee compensation and benefits expenses that are incurred directly in support of the businesses and (ii) other operating expenses, which include directly incurred expenses for premises and occupancy, professional fees, travel and entertainment, communications and information services, equipment and indirect support costs (including compensation and other operating expenses related thereto) for administrative services. Such administrative services include, but are not limited to, accounting, tax, legal, facilities management and senior management activities.

The Company evaluates segment results based on net revenue and operating income.

There were no clients for the years ended December 31, 2002, 2003 and 2004 that individually constituted more than 10% of total revenue.

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

Management believes that the following information provides a reasonable representation of each segment s contribution to net revenue, operating expenses, operating income and total assets. Certain prior year amounts have been reclassified to conform to the manner of presentation in the current year.

		As of or for the Year Ended December 31,		
		2002	**2003**	**2004**
Financial Advisory	Net Revenue	$ 532,896	$ 690,967	$ 655,200
	Operating Expenses (a)	330,802	380,250	443,682
	Operating Income	$ 202,094	$ 310,717	$ 211,518
	Total Assets	$ 222,653	$ 339,454	$ 380,331
Asset Management	Net Revenue	$ 454,683	$ 350,348	$ 417,166
	Operating Expenses (a)	298,617	239,888	282,029
	Operating Income	$ 156,066	$ 110,460	$ 135,137
	Total Assets	$ 252,629	$ 198,692	$ 245,449
Capital Markets and Other	Net Revenue	$ 174,309	$ 135,534	$ 188,100
	Operating Expenses (a)	158,411	182,195	192,471
	Operating Income (Loss)	$ 15,898	$ (46,661)	$ (4,371)
	Total Assets	$ 1,037,493	$ 1,422,758	$ 1,488,675
Corporate	Net Revenue	$ 4,391	$ 6,535	$ 13,839
	Operating Expenses (a)	2,404	(8,303)	(1,639)
	Operating Income	$ 1,987	$ 14,838	$ 15,478
	Total Assets	$ 947,950	$ 1,296,325	$ 1,384,769
Total	Net Revenue	$ 1,166,279	$ 1,183,384	$ 1,274,305
	Operating Expenses (a)	790,234	794,030	916,543

Operating Income	$ 376,045	$ 389,354	$ 357,762
Total Assets	$ 2,460,725	$ 3,257,229	$ 3,499,224

(a) Operating expenses include depreciation and amortization as set forth in table below.

	Year Ended December 31,		
	2002	**2003**	**2004**
Financial Advisory	$ 4,138	$ 5,686	$ 4,792
Asset Management	4,475	1,638	1,871
Capital Markets and Other	434	2,082	2,295
Corporate	3,109	4,588	7,980
Total	$ 12,156	$ 13,994	$ 16,938

Geographic Information

Due to the highly integrated nature of international financial markets, the Company manages its business based on the profitability of the enterprise as a whole. The Company s revenue and identifiable assets are generally allocated based on the country or domicile of the legal entity providing the service.

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

The following table sets forth the net revenue and identifiable assets of the Company and its consolidated subsidiaries by geographic region allocated on the basis described above.

	As of or for the Year Ended December 31,		
	2002	2003	2004
Net Revenue:			
North America	$ 652,090	$ 675,223	$ 675,736
United Kingdom	189,426	136,599	212,522
France	169,053	164,669	188,507
Other Western Europe	118,567	178,424	175,065
Rest of World	37,143	28,469	22,475
Total	$ 1,166,279	$ 1,183,384	$ 1,274,305
Identifiable Assets:			
North America	$ 1,085,657	$ 1,763,544	$ 1,804,346
United Kingdom	358,212	330,461	396,873
France	874,818	942,930	1,082,432
Other Western Europe	119,416	194,250	182,144
Rest of World	22,622	26,044	33,429
Total	$ 2,460,725	$ 3,257,229	$ 3,499,224

16. PANMURE GORDON ASSET ACQUISITION

In January 2004, a subsidiary of the Company acquired certain assets, net of certain liabilities, of West LB Panmure Limited, an unrelated entity in the U.K. Subsequent to the acquisition, the acquired business became part of the Company s Capital Markets and Other segment, operating as Panmure Gordon, a division of LCL. Panmure Gordon provides clients with corporate finance advisory services, corporate broking capabilities and equity sales and trading. The total purchase price allocated to the net assets of the business acquired was $1,580 related to legal costs incurred to complete the transaction. The fair value of the net assets acquired over the purchase price of those net assets amounted to $5,658. In accordance with SFAS No. 141, *Business Combinations*, the Company recognized an extraordinary gain of $5,507 after reducing long-lived assets principally representing property to $0. See Note 18 for further information relating to Panmure Gordon.

17. FAIR VALUE OF FINANCIAL INSTRUMENTS

The majority of the Company s assets and liabilities are recorded at fair value or at amounts that approximate fair value. Such assets and liabilities include: cash and cash equivalents, cash and securities segregated for regulatory purposes, marketable investments and long-term investments, securities purchased under agreements to resell and securities sold under agreements to repurchase, securities owned and securities sold, not yet purchased, swaps and other contractual agreements, receivables and payables, and other short-term borrowings and payables (also see discussion in Note 2).

The fair value of certain of the Company s other assets and liabilities are disclosed below.

Subordinated Loans The Company s subordinated loans are recorded at historical amounts. The fair value of the Company s subordinated loans was estimated using a discounted cash flow analysis based

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

on the Company s current borrowing rates for similar types of borrowing arrangements. At December 31, 2004, the carrying value of the Company s subordinated loans approximated fair value.

Mandatorily Redeemable Preferred Stock The Company s mandatorily redeemable preferred stock is recorded at $100,000 which approximates fair value. The fair value was estimated using a discounted cash flow analysis based on the Company s current borrowing rates for similar types of borrowing arrangements and the Company s ability to redeem the preferred stock at its option. At December 31, 2003 and 2004, the estimated fair value of the Company s mandatorily redeemable preferred stock approximated the carrying value.

18. SUBSEQUENT EVENTS

Initial Public Offering It is currently contemplated that the Company will cause Lazard Ltd, a Bermuda company, to proceed with an initial public offering involving a portion of the Company s business as well as certain additional financing transactions. The historical consolidated financial statements reflect the historical results of operations and financial position of the Company, including the separated businesses, for all years presented. Accordingly, the historical financial statements do not reflect what the results of operations and financial position of Lazard Ltd or the Company would have been had these companies been stand-alone, public companies for the years presented. Specifically, the historical results of operations do not give effect to the following matters:

- The separation of the Company s Capital Markets and Other activities, which consists of equity, fixed income and convertibles sales and trading, broking, research and underwriting services, merchant banking fund management activities outside of France and specified non-operating assets and liabilities.

- Payment for services rendered by the Company s managing directors, which, as a result of the Company operating as a limited liability company, historically has been accounted for as distributions from members capital, or in some cases as minority interest, rather than as compensation and benefits expense. As a result, the Company s operating income historically has not reflected payments for services rendered by its managing directors. After this offering, Lazard Ltd will include all payments for services rendered by its managing directors in compensation and benefits expense.

- U.S. corporate federal income taxes, since the Company has operated in the U.S. as a limited liability company that was treated as a partnership for U.S. federal income tax purposes. As a result, the Company s income has not been subject to U.S. federal income taxes. Taxes related to income earned by partnerships represent obligations of the individual partners. Outside the U.S., the Company historically has operated principally through subsidiary corporations and has been subject to local income taxes. Income taxes shown on the Company s historical consolidated statements of income are attributable to taxes incurred in non-U.S. entities and to UBT attributable to the Company s operations apportioned to New York City.

In addition, the business alliance agreement to be entered into between the Company and LFCM Holdings LLC, a newly-formed Delaware limited liability company that will hold the business to be separated from Lazard Group in connection with the initial public offering, or LFCM Holdings, will grant the Company the option to acquire the North American and European fund management activities of Lazard Alternative Investments Holdings LLC (LAI), the subsidiary of LFCM Holdings that will own and operate all of LFCM Holdings merchant banking activities, exercisable at any time prior to

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LAZARD LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(dollars in thousands, unless otherwise noted)

the ninth anniversary of the consummation of this offering for a total price of $10,000. The option may be exercised by Lazard Group in two parts, consisting of an $8,000 option to purchase the North American merchant banking activities and a $2,000 option to purchase the European merchant banking activities. LAI s merchant banking activities initially will consist of the merchant banking management and general partner entities, together with the Company s direct investments in related funds, that were transferred to LFCM Holdings pursuant to or in anticipation of the separation.

On February 25, 2005, Lazard Group formed a new private equity fund, Corporate Partners II Limited, with $1 billion of institutional capital commitments and a $100 million capital commitment from Lazard Group through 2010. Pursuant to the master separation and business alliance agreements, following the completion of the separation, this fund will be managed by a subsidiary of LFCM Holdings, and Lazard Group will retain a capital commitment to the fund and will be entitled to receive the carried interest distributions made by the fund (other than the carried interest distributions made to investment professionals who manage the fund).

The business alliance agreement will provide the Company with certain governance rights with respect to LAI and provide for support by LFCM Holdings of the business of LAI. With respect to historic investments and funds transferred to LFCM Holdings as part of the separation, profits realized prior to the option exercise would be for the account of LFCM Holdings whereas profits realized after the exercise of the option would be for the account of Lazard Group. Lazard Group intends to invest capital in future funds to be managed by LFCM Holdings subsidiaries and will be entitled to receive incentive fee payments from such funds, as well as profits related to such investments, if any, irrespective of whether it exercises its purchase option.

If the initial public offering and additional financing transactions are consummated, the Company intends to use the net proceeds primarily to (i) redeem membership interests held by the historical partners based on their total capital, including preferences (Note 12), (ii) capitalize the separated businesses, and (iii) repay the 7.53% Senior Notes due 2011 in aggregate principal amount of $50,000 (Note 8).

Panmure Gordon On February 1, 2005, Lazard Group announced that it had entered into a non-binding memorandum of understanding with Durlacher Corporation PLC, an unaffiliated U.K. broking firm focused on the small and mid cap sector, for the acquisition by Durlacher of Panmure Gordon. The Company expects that if consummated, the combined company would be owned one-third by former Durlacher stockholders, one-third by the Company (or upon completion of the separation, LFCM Holdings) and one-third by the employees of the combined company. The transaction is subject to entry into definitive agreements and customary closing conditions, including approval of the Durlacher stockholders. Pursuant to the terms of a letter agreement, Lazard Group and LFCM Holdings will share any cash proceeds to be derived from the sale of Panmure Gordon to Durlacher if the separation is completed and such sale occurs within six months of the date of the letter agreement.

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

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Through and including , 2005 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer s obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

30,464,579 Shares

Lazard Ltd

Class A Common Stock

Goldman, Sachs & Co.

Citigroup

Lazard

Merrill Lynch & Co.

Morgan Stanley

Credit Suisse First Boston

JPMorgan

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. ***Other Expenses of Issuance and Distribution***

The following table sets forth the estimated costs and expenses, other than underwriting discounts and commissions, payable in connection with the sale of the common stock being registered, all of which will be paid by the Registrant:

	Amount
SEC registration fee	$ 111,335
New York Stock Exchange listing fee	250,000
National Association of Securities Dealers, Inc. filing fee	30,500
Printing and engraving expenses	1,800,000
Legal fees and expenses	16,000,000
Accounting fees and expenses	2,880,000
Blue sky fees and expenses	25,000
Transfer agent and registrar fees and expenses	10,000
Miscellaneous	1,377,165
Total	$ 22,484,000

Item 14. ***Indemnification of Directors and Officers***

The bye-laws of the Registrant provide for indemnification of the Registrant s officers and directors against all liabilities, loss, damage or expense incurred or suffered by such party as an officer or director of the Registrant; provided that such indemnification shall not extend to any matter which would render it void pursuant to the Companies Act 1981 of Bermuda (the Companies Act).

The Companies Act provides that a Bermuda company may indemnify its directors and officers in respect of any loss arising or liability attaching to them as a result of any negligence, default or breach of trust of which they may be guilty in relation to the company in question. However, the Companies Act also provides that any provision, whether contained in the company s bye-laws or in a contract or arrangement between the company and the director or officer, indemnifying a director or officer against any liability which would attach to him or her in respect of his fraud or dishonesty will be void.

The directors and officers of the Registrant are covered by directors and officers insurance policies maintained by the Registrant.

The proposed form of underwriting agreement to be filed as Exhibit 1.1 to this registration statement provides for indemnification of directors and certain officers of the Registrant by the underwriters against certain liabilities.

Item 15. ***Recent Sales of Unregistered Securities***

On November 1, 2004, the Registrant issued 12,000 shares of common stock, par value $1.00 per share, 11,880 of which were issued to Lazard Frères & Co. LLC and 120 of which were issued to Lazard Holdings, Inc. In the opinion of the Registrant, this transaction was exempt from registration under the Securities Act of 1933, as amended (the Securities Act), by virtue of Section 4(2) thereof in that such transaction did not involve any public offering.

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Concurrently with this offering, Lazard LLC intends to privately place $650 million aggregate principal amount of % senior notes due 2015. The completion of that offering will be conditioned upon the completion of this offering and the ESU offering. In the opinion of the Registrant, this transaction is exempt from registration under Rule 144A of the Securities Act.

As part of the additional financing transactions, the Registrant has entered into an investment agreement with IXIS Corporate & Investment Bank, or IXIS. Under the investment agreement, IXIS has agreed to purchase an aggregate of $200 million of the Registrant s securities concurrently with this offering, $150 million of which will be debt securities of a financing subsidiary that are effectively exchangeable into the Registrant s common stock and $50 million of which will be shares of the Registrant s common stock. The price per security to be paid by IXIS will be equal to the initial public offering price in a registered public offering of securities or the price offered to qualified institutional investors in a private placement of securities, as the case may be. With respect to the exchangeable debt securities, IXIS or one of its affiliates will receive underwriting fees or commissions equal in percentage terms to those paid to the underwriters for the public offering or private placement of the exchangeable debt securities. In the opinion of the Registrant, this transaction is exempt from registration under the Securities Act under Section 4(2) of the Securities Act and Regulation S promulgated thereunder.

The Registrant intends to offer to redeem Lazard LLC Class B-1 interests from the principal executive officer of Lazard LLC in exchange for shares of the Registrant s common stock. This holder will be entitled to receive the number of shares of the Registrant s common stock (valued at the price per share in this offering) equal in value to the aggregate price that such holder would have been able to receive in cash for such redemption. The exchange of Class B-1 interests shall be effected by the holder contributing such interests to a newly formed corporation, and then exchanging the shares of that corporation with the Registrant for shares of the Registrant s common stock. In the opinion of the Registrant, this transaction is exempt from registration under Section 4(2) of the Securities Act.

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Item 16. ***Exhibits and Financial Statement Schedules***

Exhibit Number	Exhibit Title
1.1	Form of Underwriting Agreement.*
2.1	Form of Master Separation Agreement.*
2.2	Class B-1 and Class C Members Transaction Agreement.*
3.1	Certificate of Incorporation and Memorandum of Association.*
3.2	Certificate of Incorporation in Change of Name.*
3.3	Form of Amended and Restated Bye-laws.*
4.1	Form of Specimen Certificate for Class A common stock.*
4.2	Form of Indenture of Lazard Group Finance LLC.**
4.3	Form of Supplemental Indenture to the Indenture relating to the Lazard Group Finance LLC senior notes.***
4.4	Form of Purchase Contract Agreement relating to the Lazard Ltd purchase contracts, which are components of the Lazard Ltd equity security units.**
4.5	Form of Pledge Agreement relating to the Lazard Group Finance LLC senior notes, which are components of the Lazard Ltd equity security units.**
4.6	Form of Pledge Agreement relating to the Lazard Group notes.**
4.7	Form of Normal Equity Security Units Certificate (included in Exhibit 4.4).
4.8	Form of Stripped Equity Security Units Certificate (included in Exhibit 4.4).
4.9	Form of Senior Note (included in Exhibit 4.3).
5.1	Form of Opinion of Conyers Dill & Pearman, Bermuda.
8.1	Form of Opinion of Wachtell, Lipton, Rosen & Katz.*
8.2	Form of Opinion of Conyers Dill & Pearman, Bermuda (included in Exhibit 5.1).
10.1	Form of the LAZ-MD Holdings Stockholders Agreement.*
10.2	Form of Lazard Group Fourth Amended and Restated Limited Liability Company Operating Agreement.*
10.3	Form of Tax Receivable Agreement.
10.4	Form of Employee Benefits Agreement.
10.5	Form of Insurance Matters Agreement.*
10.6	Form of Lazard License Agreement.*
10.7	Form of Administrative Services Agreement.*
10.8	Form of Business Alliance Agreement.*
10.9	First Amended and Restated Limited Liability Company Agreement of Lazard Asset Management LLC, dated as of January 10, 2003.*
10.10	Master Transaction and Relationship Agreement, dated as of March 26, 2003, by and among Banca Intesa S.p.A., Lazard LLC and Lazard & Co. S.r.l.*
10.11	Note Purchase Agreement, dated as of March 26, 2003, by and among Lazard Funding LLC, Lazard LLC and Banca Intesa S.p.A.*
10.12	$150 Million Subordinated Convertible Promissory Note due 2018, issued by Lazard Funding LLC to Banca Intesa S.p.A.*
10.13	$50 Million Subordinated Non-Transferable Promissory Note due 2078, issued by Lazard & Co. S.r.l. to Banca Intesa S.p.A.*

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Exhibit Number	Exhibit Title
10.14	Guaranty of Lazard LLC to Banca Intesa S.p.A., dated as of March 26, 2003.*
10.15	Amended and Restated Operating Agreement of Lazard Strategic Coordination Company LLC, dated as of January 1, 2002.*
10.16	Note Purchase Agreement, dated as of May 11, 2001, by and between Lazard Funding Limited LLC, Lazard LLC, and the purchasers thereto.*
10.17	Amendment No. 1, dated as of August 27, 2003, to the Note Purchase Agreement, dated as of May 11, 2001, by and between Lazard Funding Limited LLC, Lazard LLC, and the purchasers thereto.*
10.18	Lease, dated as of January 27, 1994, by and between Rockefeller Center Properties and Lazard Frères & Co.*
10.19	Lease with an Option to Purchase, dated as of July 11, 1990, by and between Sicomibail and Finabail and SCI du 121 Boulevard Hausmann (English translation).*
10.20	Occupational Lease, dated as of August 9, 2002, Burford (Stratton) Nominee 1 Limited, Burford (Stratton) Nominee 2 Limited, Burford (Stratton) Limited, Lazard & Co., Limited and Lazard LLC.*
10.21	2005 Equity Incentive Plan.*
10.22	2005 Bonus Plan.*
10.23	Form of Agreement relating to Retention and Noncompetition and Other Covenants between Lazard Ltd, Lazard Group LLC and Bruce Wasserstein.*
10.24	Form of Agreement relating to Reorganization of Lazard by and between Lazard LLC and Bruce Wasserstein.*
10.25	Form of Agreement relating to Retention and Noncompetition and Other Covenants between Lazard Ltd, Lazard Group LLC and Steven J. Golub.*
10.26	Form of Agreement relating to Retention and Noncompetition and Other Covenants applicable to, and related Schedule I for, each of Michael J. Castellano, Scott D. Hoffman and Charles G. Ward III.*
10.27	Form of Agreements relating to Retention and Noncompetition and Other Covenants.*
10.28	Form of Amended and Restated Letter Agreement, effective as of January 1, 2004, between Vernon E. Jordan, Jr. and Lazard Frères & Co. LLC.
10.29	Letter Agreement, dated as of March 15, 2005, from IXIS Corporate and Investment Bank to Lazard LLC and Lazard Ltd.*
10.30	Form of Registration Rights Agreement, by and among Lazard Group Finance LLC, Lazard, Lazard LLC and IXIS Corporate and Investment Bank.*
12.1	Condensed Financial Information of Lazard LLC for the Years Ended December 31, 2002, 2003 and 2004.*
21.1	List of Subsidiaries of the Registrant.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Conyers Dill & Pearman, Bermuda.
23.3	Consent of Bruce Wasserstein to be named as a director nominee.*
23.4	Consent of Robert Charles Clark to be named as a director nominee.*
23.5	Consent of Ellis Jones to be named as a director nominee.*
23.6	Consent of Vernon E. Jordan, Jr. to be named as a director nominee.*
23.7	Consent of Anthony Orsatelli to be named as a director nominee.*
23.8	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 8.1).

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Exhibit Number	Exhibit Title
23.9	Consent of Appleby Spurling Hunter.***
24.1	Powers of Attorney.*
24.2	Power of Attorney for Bruce Wasserstein.*

* Previously filed.
** Incorporated by reference to Amendment No. 1 to Lazard Ltd and Lazard Group Finance LLC s Registration Statement on Form S-1 (File No. 333-123463) filed on April 18, 2005, relating to the equity security units offering of Lazard Ltd and Lazard Group Finance LLC.
*** To be filed by amendment.

Item 17. *Undertakings*

(i) The undersigned Registrant hereby undertakes to provide to the underwriters at the closing specified in the Underwriting Agreement, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

(ii) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(iii) The undersigned Registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 18, 2005.

LAZARD LTD

By: /s/ Bruce Wasserstein

Name: Bruce Wasserstein
Title: Chief Executive Officer

Power of Attorney

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Bruce Wasserstein **Bruce Wasserstein**	Director and Chief Executive Officer (principal executive officer)	April 18, 2005
/s/ Steven J. Golub **Steven J. Golub**	Director and President	April 18, 2005
/s/ Michael J. Castellano **Michael J. Castellano**	Director and Vice President (principal financial and accounting officer)	April 18, 2005
/s/ Scott D. Hoffman **Scott D. Hoffman**	Director and Vice President	April 18, 2005

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EXHIBIT INDEX

Exhibit Number	Exhibit Title
1.1	Form of Underwriting Agreement.*
2.1	Form of Master Separation Agreement.*
2.2	Class B-1 and Class C Members Transaction Agreement.*
3.1	Certificate of Incorporation and Memorandum of Association.*
3.2	Certificate of Incorporation in Change of Name.*
3.3	Form of Amended and Restated Bye-laws.*
4.1	Form of Specimen Certificate for Class A common stock.*
4.2	Form of Indenture of Lazard Group Finance LLC.**
4.3	Form of Supplemental Indenture to the Indenture relating to the Lazard Group Finance LLC senior notes.***
4.4	Form of Purchase Contract Agreement relating to the Lazard Ltd purchase contracts, which are components of the Lazard Ltd equity security units.**
4.5	Form of Pledge Agreement relating to the Lazard Group Finance LLC senior notes, which are components of the Lazard Ltd equity security units.**
4.6	Form of Pledge Agreement relating to the Lazard Group notes.**
4.7	Form of Normal Equity Security Units Certificate (included in Exhibit 4.4).
4.8	Form of Stripped Equity Security Units Certificate (included in Exhibit 4.4).
4.9	Form of Senior Note (included in Exhibit 4.3).
5.1	Form of Opinion of Conyers Dill & Pearman, Bermuda.
8.1	Form of Opinion of Wachtell, Lipton, Rosen & Katz.*
8.2	Form of Opinion of Conyers Dill & Pearman, Bermuda (included in Exhibit 5.1).
10.1	Form of the LAZ-MD Holdings Stockholders Agreement.*
10.2	Form of Lazard Group Fourth Amended and Restated Limited Liability Company Operating Agreement.*
10.3	Form of Tax Receivable Agreement.
10.4	Form of Employee Benefits Agreement.
10.5	Form of Insurance Matters Agreement.*
10.6	Form of Lazard License Agreement.*
10.7	Form of Administrative Services Agreement.*
10.8	Form of Business Alliance Agreement.*
10.9	First Amended and Restated Limited Liability Company Agreement of Lazard Asset Management LLC, dated as of January 10, 2003.*
10.10	Master Transaction and Relationship Agreement, dated as of March 26, 2003, by and among Banca Intesa S.p.A., Lazard LLC and Lazard & Co. S.r.l.*
10.11	Note Purchase Agreement, dated as of March 26, 2003, by and among Lazard Funding LLC, Lazard LLC and Banca Intesa S.p.A.*
10.12	$150 Million Subordinated Convertible Promissory Note due 2018, issued by Lazard Funding LLC to Banca Intesa S.p.A.*
10.13	$50 Million Subordinated Non-Transferable Promissory Note due 2078, issued by Lazard & Co. S.r.l. to Banca Intesa S.p.A.*

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Exhibit Number	Exhibit Title
10.14	Guaranty of Lazard LLC to Banca Intesa S.p.A., dated as of March 26, 2003.*
10.15	Amended and Restated Operating Agreement of Lazard Strategic Coordination Company LLC, dated as of January 1, 2002.*
10.16	Note Purchase Agreement, dated as of May 11, 2001, by and between Lazard Funding Limited LLC, Lazard LLC, and the purchasers thereto.*
10.17	Amendment No. 1, dated as of August 27, 2003, to the Note Purchase Agreement, dated as of May 11, 2001, by and between Lazard Funding Limited LLC, Lazard LLC, and the purchasers thereto.*
10.18	Lease, dated as of January 27, 1994, by and between Rockefeller Center Properties and Lazard Frères & Co.*
10.19	Lease with an Option to Purchase, dated as of July 11, 1990, by and between Sicomibail and Finabail and SCI du 121 Boulevard Hausmann (English translation).*
10.20	Occupational Lease, dated as of August 9, 2002, Burford (Stratton) Nominee 1 Limited, Burford (Stratton) Nominee 2 Limited, Burford (Stratton) Limited, Lazard & Co., Limited and Lazard LLC.*
10.21	2005 Equity Incentive Plan.*
10.22	2005 Bonus Plan.*
10.23	Form of Agreement relating to Retention and Noncompetition and Other Covenants between Lazard Ltd, Lazard Group LLC and Bruce Wasserstein.*
10.24	Form of Agreement relating to Reorganization of Lazard by and between Lazard LLC and Bruce Wasserstein.*
10.25	Form of Agreement relating to Retention and Noncompetition and Other Covenants between Lazard Ltd, Lazard Group LLC and Steven J. Golub.*
10.26	Form of Agreement relating to Retention and Noncompetition and Other Covenants applicable to, and related Schedule I for, each of Michael J. Castellano, Scott D. Hoffman and Charles G. Ward III.*
10.27	Form of Agreements relating to Retention and Noncompetition and Other Covenants.*
10.28	Form of Amended and Restated Letter Agreement, effective as of January 1, 2004, between Vernon E. Jordan, Jr. and Lazard Frères & Co. LLC.
10.29	Letter Agreement, dated as of March 15, 2005, from IXIS Corporate and Investment Bank to Lazard LLC and Lazard Ltd.*
10.30	Form of Registration Rights Agreement, by and among Lazard Group Finance LLC, Lazard, Lazard LLC and IXIS Corporate and Investment Bank.*
12.1	Condensed Financial Information of Lazard LLC for the Years Ended December 31, 2002, 2003 and 2004.*
21.1	List of Subsidiaries of the Registrant.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Conyers Dill & Pearman, Bermuda.
23.3	Consent of Bruce Wasserstein to be named as a director nominee.*
23.4	Consent of Robert Charles Clark to be named as a director nominee.*
23.5	Consent of Ellis Jones to be named as a director nominee.*
23.6	Consent of Vernon E. Jordan, Jr. to be named as a director nominee.*

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Exhibit Number	Exhibit Title
23.7	Consent of Anthony Orsatelli to be named as a director nominee.*
23.8	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 8.1).
23.9	Consent of Appleby Spurling Hunter.***
24.1	Powers of Attorney.*
24.2	Power of Attorney for Bruce Wasserstein.*

* Previously filed.

** Incorporated by reference to Amendment No. 1 to Lazard Ltd and Lazard Group Finance LLC s Registration Statement on Form S-1 (File No. 333-123463) filed on April 18, 2005, relating to the equity security units offering of Lazard Ltd and Lazard Group Finance LLC.

*** To be filed by amendment.

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