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BRAZIL FUND INC  
Form SC TO-I  
August 25, 2005

As filed with the Securities and Exchange Commission on August 25, 2005.

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
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THE BRAZIL FUND, INC.  
(Name of Subject Company (issuer))

THE BRAZIL FUND, INC.  
(Name of Filing Person (offeror))

COMMON STOCK,  
\$0.01 PAR VALUE PER SHARE  
(Title of Class of Securities)

105759104  
(CUSIP Number of Class of Securities)

Carole Coleman, Esq.  
The Brazil Fund, Inc.  
c/o Deutsche Investment Management Americas, Inc.  
345 Park Avenue  
New York, New York 10154  
(800) 349-4281  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

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COPY TO:  
William D. Regner, Esq.  
Debevoise & Plimpton LLP  
919 Third Avenue  
New York, New York 10022  
(212) 909-6000  
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CALCULATION OF FILING FEE

TRANSACTION VALUATION	AMOUNT OF FILING FEE
\$289,013,719.96 (a)	\$34,016.91 (b)

(a) Estimated for purposes of calculating the amount of the filing fee only. Calculated as the aggregate market value for 8,120,644 shares in the offer, based on the average of the high and low prices on July 26, 2005 of \$35.59 as

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reported on the New York Stock Exchange.

(b) Calculated at \$117.70 per \$1,000,000 of the Transaction Value, pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended by Fee Advisory #6 for Fiscal Year 2005, effective December 13, 2004.

[ ] Check the box if any part of the fee is offset as provided by Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$34,016.91
Form or Registration No.: Schedule TO
Filing Party: The Brazil Fund, Inc.
Date Filed: July 28, 2005

[ ] Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

- [ ] third party tender offer subject to Rule 14d-1
[X] issuer tender offer subject to Rule 13e-4
[ ] going-private transaction subject to Rule 13e-3
[ ] amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: | |

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This Amendment No. 1 to the Issuer Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 28, 2005 by The Brazil Fund, Inc., a Maryland corporation (the "Fund"), relating to a tender offer for up to 8,120,644 shares of its issued and outstanding stock, par value \$0.01 per share, in exchange for portfolio securities of the Fund, amends such Issuer Tender Offer Statement on Schedule TO to add an additional exhibit in accordance with Rule 13e-4(c) (1) promulgated under the Securities Exchange Act of 1934, as amended.

Item 12. Materials to be Filed as Exhibits.

The following material is hereby filed as an additional exhibit to the Fund's Schedule TO:

- (a) (5) (ii) Press Release issued by The Brazil Fund, Inc. on August 25, 2005.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE BRAZIL FUND, INC.

By: /s/ Carole Coleman
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Name: Carole Coleman
Title: Vice President and Secretary

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Date: August 25, 2005