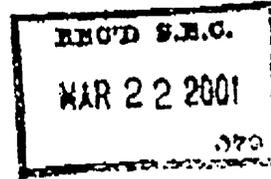


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March 21, 2001

BY HAND

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

Attention: Office of Disclosure and Review, Division of Investment Management

Re: The Asia Pacific Fund, Inc. – Exclusion of Portions of Stockholder
Proposal Pursuant to Rule 14a-8

Ladies and Gentlemen:

As counsel to The Asia Pacific Fund, Inc. (the "Company"), a closed-end investment company registered under the Investment Company Act of 1940 (the "1940 Act"), we are writing to seek confirmation that the staff (the "Staff") of the Securities and Exchange Commission will not recommend enforcement action if the Company omits from its proxy statement and form of proxy for its 2001 Annual Meeting of Stockholders (the "Proxy Materials") portions of the stockholder proposal and supporting statement (together, the "Proposal") submitted to the Company in a February 14, 2001 letter from Mr. Henry F. Laurent and Dr. Gunduz Caginalp ("Proponents"). Pursuant to Rule 14a-8(j)(2) under the Securities Exchange Act of 1934 (the "1934 Act"), enclosed are six copies of this letter and Proponents' February 14, 2001 letter, which contains the

Proposal. The Company expects to file its definitive Proxy Materials in early June and intends to omit portions of the Proposal for the reasons set forth herein.

INTRODUCTION

The Proposal seeks to have stockholders: (1) terminate the Company's investment advisory agreement; and (2) recommend that the Company's directors propose a replacement investment adviser that is committed to realizing promptly the net asset value of the Company for stockholders. The Proposal contains the following resolution:

“RESOLVED: THE INVESTMENT ADVISORY AGREEMENT BETWEEN THE FUND AND BARING ASSET MANAGEMENT (ASIA) LIMITED SHALL BE TERMINATED. THE SHAREHOLDERS STRONGLY RECOMMEND THAT THE DIRECTORS ONLY PROPOSE AS A REPLACEMENT ADVISOR AN INVESTMENT MANAGER HAVING A FIRM COMMITMENT TO PROMPTLY REALISE NET ASSET VALUE FOR THE SHAREHOLDERS OF THE FUND.”

Although the Proposal purports to be one item of business, in reality it consists of two proposals: (1) one is a mandatory proposal pursuant to which stockholders would terminate the contract and (2) the second is a precatory proposal constituting a recommendation by stockholders that the directors propose only an investment adviser that is committed to realizing promptly the Company's net asset value for stockholders. Rule 14a-8(c) under the 1934 Act precludes a stockholder from submitting more than one proposal for a particular stockholders' meeting. The Company believes that the Proposal consists of two proposals, one mandatory and one precatory, and stockholders might vote

to approve the first without wishing to recommend the second. Accordingly, the Company proposes to exclude the precatory proposal from the Proxy Materials as permitted by Rule 14a-8(c).

EXCLUSIONS FROM THE SUPPORTING STATEMENT

In addition to the Company's intention to exclude one of the two proposals as discussed above, the Company proposes to exclude from the Proxy Materials the last six sentences of the first paragraph and all of the second paragraph of Proponents' supporting statement. These exclusions are permitted by Rule 14a-8(i)(3) under the 1934 Act, which permits the exclusion of false and misleading statements in violation of the proxy rules. We address the disclosure the Company proposes to exclude in order of presentation:

1. First paragraph
 - The third sentence states that "At the annual meeting of 2000 we voted for liquidation by nearly two to one." The use of the word "we" suggests that two-thirds of all stockholders of the Company voted for liquidation. In fact, only 23.5 % of all shares outstanding voted for liquidation, representing 63.9% of the shares present and voting on this proposal. In other words, the holders of 76.5% of the Company's outstanding shares did not vote in favor of liquidation.
 - The fourth sentence states that "The Management responded by an offer to redeem only 15% of the shares at 10% below Net Asset Value (NAV), and suggested that this would reduce the discount." In fact, the board of directors responded by authorizing a share repurchase program pursuant to which 3.8% of the Company's outstanding shares were repurchased, authorizing and conducting the tender offer for 15% of outstanding shares referred to in the supporting statement and announcing that it would conduct

additional tender offers this year and in 2002, each for at least 10% of outstanding shares, if the shares traded during specified measurement periods at an average discount of 15% or more. The Company at no time suggested that the tender offer would reduce the discount (see enclosed press release).

– Fifth through eighth sentences – The average discount for the year 2001 through Friday, February 9, the last date on which the discount was reported prior to the date of Proponents' letter was in fact 21.25%, not 26.40% as stated in the fifth and six sentences (see calculation attached as Annex A). Therefore, the calculations in the seventh sentence are in error. Finally, the number of shares outstanding at that date and currently is 15,477,251 rather than the 17,934,000 stated in the last sentence. Therefore, the calculation in that sentence also is in error.

2. Second paragraph, point (1): “A provision in the Prospectus that would automatically trigger a vote for open-ending the fund was removed. . . .”

The Company, as a closed-end investment company, is not distributing its shares and has no current prospectus. Prior to 1992, the Company's Charter contained a provision, described in the prospectus for its initial public offering, to the effect that, under certain market conditions the Company, commencing in 1992, would submit to stockholders a proposal to permit the quarterly tender of shares, not an open-ending proposal as Proponents have stated. The proposal to tender shares would have provided, to the extent consistent with the Investment Company Act of 1940 and if adopted by two-thirds of the holders of the Company's outstanding shares of common stock, that the Company's Charter would be amended to give the holders of the Company's common stock a limited opportunity to tender their shares at the end of each fiscal quarter for redemption at net asset value per share. At the 1991 annual meeting of stockholders, the Board of Directors proposed the removal of this Charter provision and stockholders voted in favor of such removal. Accordingly, the reference in point (1) is false and misleading in suggesting that a vote requirement was simply “removed” from the Prospectus, when, in fact, rights offering prospectuses subsequent to the Company's IPO merely

reflected a prior charter amendment approved by stockholders. The reference to “a vote for open-ending” is also inaccurate as explained above.

3. Second paragraph, point (2): “Just months after Barings became illiquid. . . .” The reference to “Barings” in point (2) is also false and misleading. The reference to “Barings” is undefined. If it means to refer to Baring Asset Management (Asia) Limited (the “Investment Manager”), it is false, since the Investment Manager has represented to the Company that neither the Investment Manager nor its predecessor as investment manager of the Company “became illiquid” at any time since the inception of the Company. The remainder of the paragraph is meaningless when these points are excluded, and the Company therefore proposes to exclude the entire paragraph.

For the above reasons, the Company, pursuant to Rule 14a-8(i)(3) under the 1934 Act, proposes to exclude the last six sentences of the first paragraph of the supporting statement and the second paragraph of the supporting statement in its entirety from the Proxy Materials because the disclosure in these sentences and paragraph is false and misleading in violation of the proxy rules.

* * *

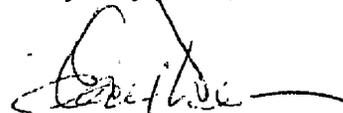
In accordance with Rule 14a-8(j) under the 1934 Act, the Company is contemporaneously notifying Proponents, by copy of this letter, of its intention to omit portions of the Proposal from the Proxy Materials.

On behalf of the Company, we hereby respectfully request that the Staff express its intention not to recommend enforcement action if portions of the Proposal are

excluded from the Proxy Materials for the reasons set forth above. If the Staff disagrees with the Company's conclusions regarding the omissions of the above-described portions of the Proposal, or if any additional submissions are desired in support of the Company's position, we would appreciate an opportunity to speak to you by telephone prior to the issuance of the Staff's Rule 14a-8(j) response. If you have any questions regarding this request, or need any additional information, please telephone the undersigned at (212) 558-3820.

Please acknowledge receipt of this letter and the enclosed materials by stamping the enclosed copy of this letter and returning it to our messenger, who has been instructed to wait.

Very truly yours,



Earl D. Weiner

(Enclosures)

cc w/encls.: Mr. Henry F. Laurent
Dr. Gunduz Caginalp

Ms. Deborah A. Docs
Corporate Secretary
The Asia Pacific Fund, Inc.