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ASA BERMUDA LTD
Form POS462C
December 01, 2004

As filed with the Securities and Exchange Commission on December 1, 2004
1933 Act Registration No. 333-119583

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-14

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
 Pre-Effective Amendment No. ___
 Post-Effective Amendment No. 1

ASA (BERMUDA) LIMITED

(Exact Name of Company as Specified in Charter)

4th Floor
11 Summer Street
Buffalo, NY 14209

(Address of Principal Executive Offices)

COMPANY'S TELEPHONE NUMBER, INCLUDING AREA CODE: (716) 883-2428

(Name and Address of Agent for Service)

JPMorgan Chase Bank
3 Chase MetroTech Center
Brooklyn, NY 11245

Copy to:

R. Darrell Mounts
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue, N.W.
Washington, DC 20036

This Post-Effective Amendment is automatically effective pursuant to Rule 462(d) under the Securities Act of 1933.

PART C

OTHER INFORMATION

Item 15. Indemnification

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Reference is hereby made to Sections 103 to 107 and Section 151 of the Registrant's Bye-Laws, incorporated by reference to the Registrant's Registration Statement on Form N-2, SEC File No. 811-21650, as filed with the Securities and Exchange Commission on October 5, 2004.

The Registrant's directors and officers are insured under an errors and omissions liability insurance policy. The Registrant is insured under the fidelity bond required by Rule 17g-1 under the Investment Company Act of 1940.

Item 16. Exhibits

- (1) Memorandum of Association (1)
- (2) Bye-Laws (1)
- (3) Voting trust agreement--Not applicable
- (4) Form of Agreement and Plan of Reorganization (2)
- (5) Instruments Defining the Rights of the Securities Holders--See Exhibit 2
- (6) Investment Advisory Contracts--Not applicable
- (7) Underwriting or Distribution Contracts--Not applicable
- (8) (a) Form of Pension Arrangements--Filed herewith
- (8) (b) Form of Pension Agreement Assignment Letter Agreement--Filed herewith
- (9) (a) Custodian Contract between the Registrant and JPMorgan Chase Bank(3)
- (b) Subcustodian Contract (1)
- (c) Agreement from Custodian Required by SEC Exemptive Order(3)
- (d) Custodian's Consent to Service of Process(3)
- (10) Plan pursuant to 12b-1 or 18f-3--Not applicable
- (11) Opinion and consent of Counsel regarding the legality of securities being registered(2)
- (12) (a) Opinion and consent of KPMG Services (Proprietary) Limited, South Africa, regarding certain tax matters (2)
- (b) Opinion and consent of Kirkpatrick & Lockhart LLP, regarding certain tax matters--Filed herewith
- (13) (a) Form of Shareholder Services Contract with LGN Associates--Filed herewith
- (b) Form of Accounting Services Agreement with Kaufman, Rossin & Co., P.A.--Filed herewith
- (c) Transfer Agency Contract(3)

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- (d) Transfer Agent Letter Agreement- Filed herewith
- (e) Form of Administrative Services Agreement with Appleby Corporate Services (Bermuda) Ltd.--Filed herewith
- (14) (a) Consent of Ernst & Young LLP, New York, New York--Not applicable
- (b) Consent of Ernst & Young, Johannesburg, South Africa--Not applicable
- (15) Financial statements omitted from prospectus--Not applicable
- (16) Power of Attorney(2)
- (17) Additional Exhibits
 - (a) Form of Proxy(2)

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- (1) Incorporated by reference to the Registrant's Registration Statement on Form N-2, SEC File No. 811-21650, as filed with the Securities and Exchange Commission on October 5, 2004
 - (2) Incorporated by reference to the Registrant's Registration Statement on Form N-14, SEC File Nos. 333-119583 and 811-21650, as filed with the Securities and Exchange Commission on October 7, 2004
 - (3) Incorporated by reference to the Amendment to the Registrant's Registration Statement on Form N-2, File No. 811-21650, as filed with the Securities and Exchange Commission on November 18, 2004

Undertakings

(1) The undersigned Registrant agrees that prior to any public re-offering of the securities registered through the use of the prospectus which is a part of this Registration Statement by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c) of the Securities Act of 1933, the re-offering prospectus will contain the information called for by the applicable registration form for re-offering by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

(2) The undersigned Registrant agrees that every prospectus that is filed under paragraph (1) above will be filed as a part of an amendment to the Registration Statement and will not be used until the amendment is effective, and that, in determining any liability under the Securities Act of 1933, each post-effective amendment shall be deemed to be a new Registration Statement for the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering of them.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, ASA (Bermuda) Limited, has duly caused this Amendment to the Registration Statement on Form N-14 to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Buffalo and State of New York, on the 1st day of December, 2004.

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ASA (BERMUDA) LIMITED

By: /s/ Robert J. A. Irwin

Robert J. A. Irwin
Chairman, President, Chief Executive
Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registrant's Registration Statement on Form N-14 has been signed below by the following persons in the capacities and on the dates indicated:

Signature -----	Title -----	Date -----
/s/ Robert J.A. Irwin ----- Robert J.A. Irwin	Chairman of the Board, Director, President, Chief Executive Officer and Treasurer	December 1, 2004 -----
Chester A. Crocker*	Assistant Secretary and Director	
Ronald L. McCarthy*	Assistant Treasurer and Director	
Henry R. Breck*	Director	
Harry M. Conger*	Director	
Joseph C. Farrell*	Director	
James G. Inglis*	Director	
Malcolm W. MacNaught*	Director	
Robert A. Pilkington*	Director	
A. Michael Rosholt*	Director	
*By: /s/ Robert J.A. Irwin ----- Robert J.A. Irwin Attorney-In-Fact		
Date: December 1, 2004 -----		

EXHIBIT INDEX

- (8) (a) Form of Pension Arrangements
- (8) (b) Form of Pension Agreement Assignment Letter Agreement

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