

Edgar Filing: LATIN AMERICAN EXPORT BANK - Form SC 13G

LATIN AMERICAN EXPORT BANK  
Form SC 13G  
November 04, 2003

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OMB APPROVAL  
-----  
OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Section 240.13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO SECTIONS 240.13d-1(b), (c) and(d) AND AMENDMENTS THERETO FILED  
PURSUANT TO SECTION 240.13d-2  
(Amendment No. \_\_\_\_\_) 1

Banco LatinoAmericano de Exportaciones, S.A.

-----  
(Name of Issuer)

Class E Common Stock

-----  
(Title of Class of Securities)

P16994132

-----  
(CUSIP Number)

June 30, 2003

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

-----  
1 The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

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Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

=====  
CUSIP No. P16994132  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners, L.P.

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 3,556,412 Shares, which is 12.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

-----  
3 SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4  
California

-----  
5 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

-----  
6 SHARED VOTING POWER

1,115,172

-----  
SOLE DISPOSITIVE POWER

EACH

7

-0-

REPORTING  
PERSON WITH

-----  
8 SHARED DISPOSITIVE POWER

1,115,172

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,115,172

-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

[ ]

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.9 %

-----  
TYPE OF REPORTING PERSON (See Instructions)

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12

PN

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=====  
CUSIP No. P16994132  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners II, L.P.

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 3,556,412 Shares, which is 12.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

-----  
3 SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4 California

-----  
5 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

-----  
6 SHARED VOTING POWER

160,386

EACH

-----  
7 SOLE DISPOSITIVE POWER

-0-

REPORTING  
PERSON WITH

-----  
8 SHARED DISPOSITIVE POWER

160,386

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

160,386

-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

[ ]

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

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0.6 %

12 TYPE OF REPORTING PERSON (See Instructions)
PN

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CUSIP No. P16994132

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 3,556,412 Shares, which is 12.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

169,042

EACH

7 SOLE DISPOSITIVE POWER

-0-

REPORTING
PERSON WITH

8 SHARED DISPOSITIVE POWER

169,042

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

169,042

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]



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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.3 %

12 TYPE OF REPORTING PERSON (See Instructions)  
IA, OO

Page 5 of 22 Pages

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=====  
CUSIP No. P16994132  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 3,556,412 Shares, which is 12.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

	5	SOLE VOTING POWER
		-0-
NUMBER OF	6	SHARED VOTING POWER
SHARES		1,444,600
BENEFICIALLY OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		1,444,600

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,444,600

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.0 %

12 TYPE OF REPORTING PERSON (See Instructions)  
OO

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=====  
CUSIP No. P16994132  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
David I. Cohen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
\*\* The reporting persons making this filing hold an aggregate of 3,556,412 Shares, which is 12.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

	5	SOLE VOTING POWER
		-0-
NUMBER OF	6	SHARED VOTING POWER
SHARES		3,556,412
BENEFICIALLY OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER

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3,556,412

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,556,412  
 -----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]  
 -----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 12.3 %  
 -----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 IN  
 -----

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=====  
 CUSIP No. P16994132  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 Chun R. Ding  
 -----

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2 \*\* The reporting persons making this filing hold an  
 aggregate of 3,556,412 Shares, which is 12.3% of the  
 class of securities. The reporting person on this  
 cover page, however, is a beneficial owner only of  
 the securities reported by it on this cover page.  
 -----

-----  
 3 SEC USE ONLY  
 -----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States  
 -----

-----  
 5 SOLE VOTING POWER  
 -0-  
 NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 6 SHARED VOTING POWER  
 3,556,412  
 -----  
 7 SOLE DISPOSITIVE POWER  
 -0-  
 -----



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```

REPORTING -----
PERSON WITH      SHARED DISPOSITIVE POWER
                  8
                  3,556,412
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      3,556,412
-----
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                  [ ]
-----
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      12.3 %
-----
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
-----

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=====
CUSIP No. P16994132
=====

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-----
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
      Joseph F. Downes
-----
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                  (a) [ ]
                                  (b) [ X ]**
2      **      The reporting persons making this filing hold an
      aggregate of 3,556,412 Shares, which is 12.3% of the
      class of securities. The reporting person on this
      cover page, however, is a beneficial owner only of
      the securities reported by it on this cover page.
-----
3      SEC USE ONLY
-----
      CITIZENSHIP OR PLACE OF ORGANIZATION
4      United States
-----
      5      SOLE VOTING POWER
      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      6      SHARED VOTING POWER
      3,556,412
-----

```

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SOLE DISPOSITIVE POWER

EACH 7 -0-

REPORTING PERSON WITH -----

8 SHARED DISPOSITIVE POWER

3,556,412

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,556,412

-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.3 %

-----

12 TYPE OF REPORTING PERSON (See Instructions)

IN

-----

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=====

CUSIP No. P16994132

=====

-----

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Duhamel

-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 3,556,412 Shares, which is 12.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

-----

3 SEC USE ONLY

-----

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

-----

5 SOLE VOTING POWER

-0-

NUMBER OF -----

6 SHARED VOTING POWER

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SHARES		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		3,556,412
	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		3,556,412

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,556,412

---

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.3 %

---

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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=====  
CUSIP No. P16994132  
=====

---

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Richard B. Fried

---

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)  \*\*

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3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

---

5 SOLE VOTING POWER

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		-0-
NUMBER OF	-----	=====
	6	SHARED VOTING POWER
SHARES		
BENEFICIALLY	3,556,412	
OWNED BY	-----	=====
		SOLE DISPOSITIVE POWER
EACH	7	
		-0-
REPORTING	-----	=====
PERSON WITH		SHARED DISPOSITIVE POWER
	8	
		3,556,412
-----	-----	=====
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,556,412	
-----	-----	=====
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
	[ ]	
-----	-----	=====
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	12.3 %	
-----	-----	=====
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	
-----	-----	=====

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=====  
CUSIP No. P16994132  
=====

-----	-----	=====
1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Monica R. Landry	
-----	-----	=====
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) [ ]
		(b) [ X ]**
2	**	The reporting persons making this filing hold an aggregate of 3,556,412 Shares, which is 12.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
-----	-----	=====
3	SEC USE ONLY	
-----	-----	=====
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	

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```

=====
                    5      SOLE VOTING POWER
                    -0-
NUMBER OF          -----
SHARES            6      SHARED VOTING POWER
BENEFICIALLY     3,556,412
OWNED BY        -----
EACH             7      SOLE DISPOSITIVE POWER
REPORTING        -0-
PERSON WITH     -----
                    8      SHARED DISPOSITIVE POWER
                    3,556,412
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      3,556,412
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                           [ ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      12.3 %
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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=====
CUSIP No. P16994132
=====

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```

=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      William F. Mellin
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [ ]
                                           (b) [ X ]**
2      **      The reporting persons making this filing hold an
      aggregate of 3,556,412 Shares, which is 12.3% of the
      class of securities. The reporting person on this
      cover page, however, is a beneficial owner only of
      the securities reported by it on this cover page.
=====
3      SEC USE ONLY
=====

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

	5	SOLE VOTING POWER
		-0-
NUMBER OF	6	SHARED VOTING POWER
SHARES		3,556,412
BENEFICIALLY OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		3,556,412
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,556,412	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
	[ ]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	12.3 %	
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

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13G

=====  
CUSIP No. P16994132  
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Stephen L. Millham	
2	**	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
		(a) [ ]
		(b) [ X ]**
	The reporting persons making this filing hold an aggregate of 3,556,412 Shares, which is 12.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	

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3 SEC USE ONLY

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

-----  
 5 SOLE VOTING POWER

-0-

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY

-----  
 6 SHARED VOTING POWER  
 3,556,412

EACH

-----  
 7 SOLE DISPOSITIVE POWER  
 -0-

REPORTING  
 PERSON WITH

-----  
 8 SHARED DISPOSITIVE POWER  
 3,556,412

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,556,412

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.3 %

-----  
 12 TYPE OF REPORTING PERSON (See Instructions)

IN

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=====  
 CUSIP No. P16994132  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Derek C. Schrier

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 3,556,412 Shares, which is 12.3% of the class of securities. The reporting person on this

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cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY	
=====		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
=====		
	5	SOLE VOTING POWER
		-0-
NUMBER OF	6	SHARED VOTING POWER
SHARES		3,556,412
BENEFICIALLY		
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-0-
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON WITH		3,556,412
=====		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,556,412	
=====		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
	[ ]	
=====		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	12.3 %	
=====		
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	
=====		

13G

=====  
CUSIP No. P16994132  
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Thomas F. Steyer	
=====		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a)	[ ]
	(b)	[ X ]**





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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2                   \*\*           The reporting persons making this filing hold an aggregate of 3,556,412 Shares, which is 12.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3           SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4           United States

5           SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6           SHARED VOTING POWER

3,556,412

EACH

7           SOLE DISPOSITIVE POWER

-0-

REPORTING  
PERSON WITH

8           SHARED DISPOSITIVE POWER

3,556,412

9           AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,556,412

10          CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11          12.3 %

TYPE OF REPORTING PERSON (See Instructions)

12          IN

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Item 1. Issuer  
-----

(a) Name of Issuer:  
-----

Banco LatinoAmericano de Exportaciones, S.A. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

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-----  
Calle 50 y Aquilino de la Guardia, Apartado 6-1497, El Dorado,  
Panama City, Republic of Panama.

Item 2. Identity And Background.  
-----

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))  
-----

This statement relates to Shares of Class E Common Stock (the "Shares")  
of the Company. The CUSIP number of the Shares is P16994132.

Name Of Persons Filing, Address Of Principal Business Office And  
-----  
Citizenship (Item 2(a), (b) and (c))  
-----

This statement is filed by the entities and persons listed below, all  
of whom together are referred to herein as the "Reporting Persons."

The Partnerships  
-----

- (i) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it; and
- (iii) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it.

FCIP, FCIP II and FCIP III are together referred to herein as the  
"Partnerships."

The Management Company  
-----

- (vi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

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The General Partner Of The Partnerships  
-----

- (vii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Partnerships (the "General Partner"), with respect to the Shares held by each of the Partnerships.

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The Managing Members Of the General Partner And The Management Company

(viii) The following persons who are managing members of both the General Partner and the Management Company, with respect to the Shares held by the Partnerships and the Managed Accounts: David I. Cohen ("Cohen"), Chun R. Ding ("Ding"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Cohen, Downes, Ding, Duhamel, Fried, Landry, Mellin, Millham, Schrier, Steyer and Wehrly are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Partnerships, the General Partner and the Management Company is set forth above. Each of the Individual Reporting Persons is a United States citizen. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified in (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This Box. [X]

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Partnerships are owned directly by the Partnerships and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The Individual Reporting Persons, as managing members of both the General Partner and/or the Management Company, may each be deemed to be the beneficial owner of all such Shares held by the

Partnerships and the Managed Accounts. Each of the Management Company, the

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General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class  
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Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person  
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Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The  
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Security Being Reported On By The Parent Holding Company  
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Not Applicable.

Item 8. Identification And Classification Of Members Of The Group  
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The Reporting Persons are filing this Schedule 13G pursuant to Rule 13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group  
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Not Applicable.

Item 10. Certification  
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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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### SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: July 8, 2003

/s/ Joseph F. Downes  
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FARALLON PARTNERS, L.L.C.,  
on its own behalf and as General Partner of  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

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FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
And FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
By Joseph F. Downes  
Managing Member

/s/ Joseph F. Downes  
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FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Joseph F. Downes  
Managing Member

/s/ Joseph F. Downes  
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Joseph F. Downes, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, William F. Duhamel, Richard B. Fried, Monica R. Landry, William F. Mellin, Stephen L. Millham, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, each executed by Cohen, Mellin, Millham and Steyer authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on January 20, 1998, by such Reporting Persons with respect to the Units of Spiros Development Corporation II, Inc., are hereby incorporated by reference. The Powers of Attorney, each executed by Duhamel and Fried authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 7 to the Schedule 13D filed with the Securities and Exchange Commission on February 9, 1999 by such Reporting Persons with respect to the Callable Class A Common Stock of Crescendo Pharmaceuticals Corporation, are hereby incorporated by reference. The Power of Attorney executed by Mark C. Wehrly authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13D filed with the Securities and Exchange Commission on January 18, 2000, by such Reporting Person with respect to the Class A Common Stock of Momentum Business Applications, Inc., is hereby incorporated by reference. The Power of Attorney executed by Monica R. Landry authorizing Downes to sign and file this Schedule 13G on her behalf, which was filed with the Schedule 13G filed with the Securities and Exchange Commission on January 22, 2001, by such Reporting Person with respect to the Common Stock

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of Korn/Ferry International, is hereby incorporated by reference. The Powers of Attorney executed by each of Chun R. Ding and Derek C. Schrier authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd. is hereby incorporated by reference.

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