



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

June 9, 2009

Christian J. Mixter, Esq.
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004

**Re: SEC v. Deutsche Bank Securities Inc., Civil Action No. 09-CIV-5174 (S.D.N.Y.)
Waiver Request under Regulation A and Rule 505 of Regulation D**

Dear Mr. Mixter:

This responds to your letter dated today, written on behalf of Deutsche Bank Securities Inc. ("Deutsche Bank"), and constituting an application for relief under Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D under the Securities Act of 1933. You requested relief from disqualifications from exemptions available under Regulation A and Rule 505 that may have arisen by reason of the Judgment as to Deutsche Bank signed on June 4, 2009 and entered on June 9, 2009 by the United States District Court for the Southern District of New York in SEC v. Deutsche Bank Securities Inc., Civil Action No. 09-CIV-5174 (the "Judgment"). The Judgment permanently restrains and enjoins Deutsche Bank from violating Section 15(c) of the Securities Exchange Act of 1934 and orders Deutsche Bank to comply with the undertakings and agreements set forth in the Consent incorporated into the Judgment.

For purposes of this letter, we have assumed as facts the representations set forth in your letter and the findings supporting entry of the Judgment. We also have assumed that Deutsche Bank will comply with the Judgment.

On the basis of your letter, I have determined that Deutsche Bank has made showings of good cause under Rule 262 and Rule 505 that it is not necessary under the circumstances to deny the exemptions available under Regulation A and Rule 505 of Regulation D by reason of entry of the Judgment. Accordingly, pursuant to delegated authority, relief from the disqualifying provisions of Regulation A and Rule 505 of Regulation D that deny such exemptions for such reason is hereby granted.

Very truly yours,

Gerald J. Laporte
Chief, Office of Small Business Policy

Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004
Tel: 202.739.3000
Fax: 202.739.3001
www.morganlewis.com

Morgan Lewis
COUNSELORS AT LAW

Christian J. Mixer
Partner
202.739.5575
cmixer@MorganLewis.com

June 9, 2009

VIA E-MAIL AND HAND DELIVERY

Gerald J. Laporte, Esquire
Chief, Office of Small Business Policy
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-0310

Re: SEC v. Deutsche Bank Securities, Inc., Civil Action No. 09-5174 (S.D.N.Y.)

Dear Mr. Laporte:

We submit this letter on behalf of our client Deutsche Bank Securities Inc. ("DBSI"), which has settled the above-referenced proceeding by the Securities and Exchange Commission ("Commission") into auction rate securities ("ARS") sales practices that allegedly violated Section 15(c) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78o(c).

DBSI requests, pursuant to Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D, promulgated under the Securities Act of 1933 ("Securities Act"), waivers of any disqualifications from exemptions under Regulation A and Rule 505 of Regulation D that may be applicable to DBSI or any of its affiliates as a result of the entry of the Judgment described below. DBSI requests that these waivers be granted by the Commission effective upon the entry of the Judgment. It is our understanding that the Staff of the Division of Enforcement (the "Staff") does not object to the grant of the requested waivers.

BACKGROUND

The Staff engaged in settlement discussions with DBSI in connection with the investigation described above. DBSI submitted an executed Consent, solely for the purpose of proceedings by or on behalf of the Commission, which consented to the entry of the Judgment.

Under the Judgment, entered on June 9, 2009 pursuant to Sections 21(d)(1), 21(e), 21(f), and 27 of the Exchange Act, DBSI has been enjoined from violating Section 15(c) of the Exchange Act,

15 U.S.C. § 78o(c). The Commission's Complaint alleged, without admission or denial by DBSI, that DBSI misled its customers about the fundamental nature and increasing risks associated with ARS that it underwrote, marketed and sold. The Complaint further alleged that DBSI, through client advisers, marketing materials, and account statements, misrepresented ARS to its customers as safe, highly liquid investments comparable to cash or money market instruments, and that DBSI reinforced this perception by committing its own capital to support ARS auctions for which it served as the lead manager to ensure that those auctions did not fail. The Judgment permanently enjoins DBSI from engaging in violations of Section 15(c) of the Exchange Act, requires it to comply with the undertakings specified in the Judgment, and provides that DBSI may be required to pay civil monetary penalties pursuant to Section 21(d)(3) of the Exchange Act.

The undertakings require, among other things, that DBSI make an offer to buy back ARS that were purchased from DBSI and that have failed since February 13, 2008 from retail customers, legal entities forming investment vehicles for family members, charities, and certain small and medium-sized businesses by June 30, 2009. In addition, DBSI is required to make its best efforts to provide liquidity solutions to institutions and other customers not covered by the buyback. DBSI is also obligated to reimburse customers who took out loans secured by ARS for any interest paid in excess of the interest or dividends received on the ARS, or who sold their ARS below par, between February 13, 2008 and the date of the Judgment. DBSI will submit quarterly reports from June 30, 2009 through December 31, 2009 detailing its progress with respect to these undertakings. Finally, DBSI agrees not to liquidate its own inventory of a particular ARS without making that liquidity opportunity available, as soon as practicable, for eligible customers.

DISCUSSION

DBSI understands the entry of the Judgment may disqualify it, affiliated entities, and other issuers from participating in certain offerings otherwise exempt under Regulation A and Rule 505 of Regulation D, promulgated under the Securities Act, insofar as the Judgment causes DBSI to be subject to an "order, judgment, or decree...permanently restraining or enjoining [it] from engaging in or continuing any conduct or practice in connection with the purchase or sale of any security..." See 17 C.F.R. §§ 230.262(a)(4). The Commission has the authority to waive the Regulation A and Rule 505 of Regulation D exemption disqualifications upon a showing of good cause that such disqualifications are not necessary under the circumstances. See 17 C.F.R. §§ 230.262 and 230.505(b)(2)(iii)(C).

For the following reasons, DBSI requests that the Commission waive any disqualifying effects that the Judgment may have on DBSI, or any of its affiliates, under Regulation A and Rule 505 of Regulation D.

1. DBSI's conduct to be addressed in the Judgment does not relate to offerings under Regulations A or D.
2. The disqualification of DBSI, any of its issuer affiliates, or third-party issuers

Gerald J. Laporte, Esquire
June 9, 2009
Page 3

Morgan Lewis
COUNSELORS AT LAW

with which it is associated from the exemptions available under Regulations A and D, we believe, would have an adverse impact on third parties that may wish to retain DBSI and its affiliates in connection with transactions that rely on these exemptions by restricting those third parties' choices in the marketplace.

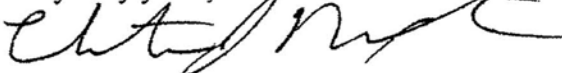
3. Making the exemptions under Regulations A and D unavailable to DBSI by reason of the Judgment would be unduly and disproportionately severe, we believe, because under the Judgment: (a) DBSI will be enjoined from further violations of the securities laws; (b) DBSI has agreed to provide substantial relief to customers who purchased ARS by, among other things, offering to buy back at par ARS that were purchased by retail customers, legal entities forming investment vehicles for family members, charities, and certain small and medium-sized businesses; and (c) DBSI has been required, in related matters brought by the New York Attorney General, the New Jersey Bureau of Securities, and a consortium of states led by the North American Securities Administration Association, to pay civil monetary penalties. As noted above, it is our understanding that the Enforcement Staff does not object to the grant of the requested waivers.¹

4. DBSI voluntarily cooperated with the Division of Enforcement's investigation by producing documents, information, and witnesses at the Enforcement Staff's request without subpoena. Further, DBSI agreed to settle rather than litigate Commission's Enforcement case.

In light of the foregoing, we believe that disqualification is not necessary, in the public interest, or protective of investors, and that DBSI has shown good cause that relief should be granted. Accordingly, we respectfully urge that the Commission, or an individual Commission employee pursuant to appropriate delegated authority, waive the disqualification provisions in Regulation A and Rule 505 of Regulation D to the extent that they may be applicable to DBSI and any of its affiliates as a result of the entry of the Judgment.

Please do not hesitate to contact the undersigned at 202.739.5575, if you have any questions regarding this request.

Very truly yours,



Christian J. Mixer

cc: Andrew Weinberg, Esquire, DBSI

¹ We note that the Commission has granted relief under Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D in other auction rate securities matters. *See, e.g.,* UBS Financial Services, Inc. et al., SEC No-Action Letter (pub. avail. Dec. 23, 2008); Citigroup Global Markets, Inc., SEC No-Action Letter (pub. avail. Dec. 23, 2008).