



DIVISION OF
CORPORATION FINANCE

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

August 19, 2003

William R. McLucas, Esq.
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Washington, D.C. 20037-1420

Re: Deutsche Asset Management, Inc.—Waiver Request under Regulation A and Rule 505 of Regulation D

Dear Mr. McLucas:

This is in response to your letter dated August 19, 2003, written on behalf of Deutsche Asset Management, Inc. (the "Firm") 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 of Regulation D that arise by virtue of the entry today of the order in *In the Matter of Deutsche Asset Management, Inc.* (Release No. IA-2160) (the "Order").

For purposes of this letter, we have assumed as facts the representations set forth in your letter. We also have assumed that the Firm will comply with the Order.

On the basis of your letter, the Commission, pursuant to delegated authority, has determined that you have made a showing of good cause under Rule 262 and Rule 505(b)(2)(iii)(C) 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 the entry of the Order. Accordingly, the relief described above from the disqualifying provisions of Regulation A and Rule 505 of Regulation D is hereby granted.

Sincerely,

A handwritten signature in cursive script that reads "Gerald J. Laporte".

Gerald J. Laporte

Chief, Office of Small Business Policy

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August 19, 2003

BY TELECOPIER AND MESSENGER

Gerald J. LaPorte, Esq.
Chief, Office of Small Business Policy
Division of Corporation Finance
U.S. Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: In the Matter of Hewlett-Packard Co., MSF-2564

Dear Mr. LaPorte:

This letter is submitted on behalf of our client, Deutsche Asset Management, Inc. ("DeAM Inc."), the settling respondent in an administrative proceeding arising out of the above-captioned investigation. DeAM Inc. hereby requests, pursuant to Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D of the Securities and Exchange Commission (the "Commission") promulgated under the Securities Act of 1933 (the "Securities Act"), waivers of any disqualifications from exemptions under Regulations A and D that may be applicable to DeAM Inc. and any of its affiliates as a result of the entry of the Commission order described below. DeAM Inc. requests that these waivers be granted effective upon the entry of the Commission order. It is our understanding that the Division of Enforcement does not object to the grant of the requested waivers.

BACKGROUND

The staff of the San Francisco District Office engaged in settlement discussions with DeAM Inc. in connection with the contemplated administrative proceeding arising out of the above-captioned investigation, which will be brought pursuant to Sections 203(e), (i), and (k) of the Investment Advisers Act of 1940 (the "Advisers Act"). As a result of these discussions, DeAM Inc. has submitted an offer of settlement. In the offer of settlement, solely for the purpose of proceedings brought by or on behalf of the Commission or to which the Commission is a party, DeAM Inc. agreed to consent to the entry of an Order of the Commission (the "Order") without admitting or denying the matters set forth therein (other than those relating to the jurisdiction of the Commission).

Under the terms of the Order, the Commission will make findings, without admission or denial by DeAM Inc., that DeAM Inc. violated Section 206(2) of the Advisers Act by voting client proxies in connection with a contested merger without first disclosing the circumstances of

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its investment banking affiliate's work on the proposed merger and the fact that this affiliate had intervened in the voting process. Based on these findings, the Order, which was entered today, censures DeAM Inc., requires that DeAM Inc. cease and desist from committing violations of Section 206(2) of the Advisers Act, and requires that DeAM Inc. pay a civil money penalty in the amount of Seven Hundred Fifty Thousand Dollars (\$750,000).

DISCUSSION

DeAM Inc. understands that the entry of the Order may disqualify it and its affiliated entities from certain exemptions under Regulations A and D promulgated under the Securities Act, insofar as the Order causes DeAM Inc. to be subject to an order of the Commission entered pursuant to Section 203(e) of the Advisers Act. The Commission has the authority to waive the Regulation A and 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).

DeAM Inc. seeks waivers of the exemption disqualifications under Regulations A and D on the following grounds:

1. DeAM Inc.'s conduct addressed in the Order does not pertain to Regulation A or D, but is instead confined to the adequacy of DeAM Inc.'s disclosure concerning the circumstances of its investment banking affiliate's work on a proposed merger and the fact that it had intervened in the proxy voting process.
2. DeAM Inc., prior to the entry of the Order, has undertaken to revise and improve its policies and procedures addressing proxy voting, including policies addressing contacts between DeAM Inc. and its investment banking affiliate in connection with proxy voting, which will help or has helped prevent recurrence of the conduct at issue.
3. The disqualification of DeAM Inc. from the exemptions under Regulations A and D would be unduly and disproportionately severe given the nature of the violations to be found in the Order and the extent to which disqualification would affect DeAM Inc.'s business operations, particularly in the area of underwriting activity. In addition, the disqualification of DeAM Inc. from the regulatory exemptions may place DeAM Inc. at a competitive disadvantage with respect to third parties that might seek to retain DeAM Inc. in connection with transactions that rely on the regulatory exemptions.
4. The disqualification of DeAM Inc. from the exemptions under Regulations A and D would also be unduly and disproportionately severe, given that: (a) the Order relates to activity unrelated to the conditional small issues or the limited offering exemptions, and (b) DeAM Inc. must pay a significant civil penalty pursuant to the Order.

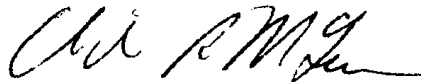
In light of the grounds for relief discussed above, we believe that disqualification is not necessary in the public interest and for the protection of investors, and that DeAM Inc. has

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shown good cause that relief should be granted. Accordingly, we respectfully urge the Commission to waive, effective upon the entry of the Order, the disqualification provisions in Regulations A and D to the extent they may be applicable to DeAM Inc. and any of its affiliates as a result of the entry of the Order.¹

If you have any questions regarding this request, please contact Paul R. Eckert of this office at 202/663-6537 or the undersigned at 202/663-6000.

Sincerely,



William R. McLucas

¹ We note in support of this request that the Commission has recently granted relief under Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D for similar reasons. See, e.g., Credit Suisse First Boston Corporation, S.E.C. No-Action Letter (pub. avail. Jan. 29, 2002); Dain Rauscher, Incorporated, S.E.C. No-Action Letter (pub. avail. Sept 27, 2001); Legg Mason Wood Walker, Incorporated, S.E.C. No-Action Letter (pub. avail. June 11, 2001); Prudential Securities Inc., S.E.C. No-Action Letter (pub. avail. Jan 29, 2001).