

PUBLIC DISCLOSURE

November 15, 2004

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

**DEUTSCHE BANK TRUST COMPANY AMERICAS
RSSD No. 214807**

**60 Wall Street
New York, NY 10005**

Federal Reserve Bank of New York

**33 Liberty Street
New York, New York 10045**

NOTE: This evaluation is not, nor should it be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

TABLE OF CONTENTS

Institution	
Institution's CRA Rating	BB1
Description of Institution	BB1
Description of Assessment Area	BB1
Performance Context	BB2
Conclusions With Respect to Performance Criteria	BB4
Community Development Lending	BB4
Qualified Investments	BB5
Community Development Services	BB6
Compliance With Antidiscrimination Laws	BB7
Exhibits	
Exhibit 1 -- Assessment Area Demographics	BB3
Exhibit 2 -- Summary of Community Development Lending	BB4
Exhibit 3 -- Summary of Qualified Investment Activity	BB5
Exhibit 4 -- Summary of Community Development Service Activity	BB6
CRA Appendices	
CRA Appendix A: Glossary	BB8
CRA Appendix B: Map of Assessment Areas	BB10

INSTITUTION'S CRA RATING: Deutsche Bank Trust Company Americas is rated "OUTSTANDING."

The outstanding performance of Deutsche Bank Trust Company Americas ("Deutsche Bank") with regard to the Community Reinvestment Act ("CRA") is based on the following:

- excellent levels of community development loans, investments, and services;
- excellent responsiveness to the credit and community development needs in its assessment area; and
- the use of innovative and flexible products exhibited excellent responsiveness to the needs of the assessment area.

DESCRIPTION OF INSTITUTION

Headquartered in New York City, Deutsche Bank is a state-chartered banking institution providing investment management, private banking and fiduciary services to high net worth individuals and institutions throughout the New York area. The bank's assets totaled \$33 billion as of September 30th, 2004 with total deposits of \$14 billion and net loans of \$7 billion. The largest asset on the balance sheet was securities purchased under agreements to resell, \$9 billion, followed by trading account assets, \$7 billion.

Deutsche Bank does not extend home mortgage, small business or consumer credit to retail customers or the public at large. The bank does, however, originate some retail loans to accommodate its private banking clientele. Accordingly, on August 18, 1997, the Federal Reserve Board of Governors designated Deutsche Bank (previously known as Bankers Trust Company) a CRA wholesale bank and this designation was reaffirmed at this examination.

Deutsche Bank's previous CRA examination was conducted as of November 25, 2002, at which time the bank was evaluated as a wholesale CRA bank and given an overall rating of "outstanding." There are no financial or legal factors that would prevent Deutsche Bank from fulfilling its obligations under CRA.

DESCRIPTION OF ASSESSMENT AREA

Deutsche Bank designated its assessment area as the portion of Primary Metropolitan Statistical Area ("PMSA") 5600 (New York, NY), which comprises the five boroughs of New York City including Manhattan (New York County), Brooklyn (Kings County), Staten Island (Richmond County), Queens (Queens County), and the Bronx (Bronx County).

The assessment area is in compliance with the requirements Section 228.41 of Regulation BB. A map of the assessment area is on page BB10 in the appendices of this evaluation.

PERFORMANCE CONTEXT

Performance is evaluated in terms of the demographic and economic context in which it the bank operates. The data used to describe Deutsche Bank's assessment area and evaluate its performance context information was obtained from publicly available sources including the U.S. Department of Commerce's Bureau of the Census, the U.S. Department of Labor, and the U.S. Department of Housing and Urban Development ("HUD"). See Exhibit 1 on next page for detailed assessment area demographic information.

Demographic Characteristics

According to the 2000 Census, the population in the assessment area is just over 8 million people. The assessment area population increased 9% since the 1990 census. Kings County is the most populous county in the assessment area with 2.5 million people and Richmond County is the least populous county with 444 thousand people. The assessment area population comprises 42% of New York State's population and 90% of the PMSA's population.

Income Characteristics

The 2004 HUD-adjusted median family income for the metropolitan area was \$57,000. According to the 2000 Census, 19% of families in the assessment area live below the poverty level. Also, 45% of the families in the assessment area were of low- or moderate-incomes.

Labor, Employment and Economic Characteristics

The employment picture has improved in the assessment area since the prior evaluation period. The national economy has recovered from the recession of 2001 and the New York City economy has improved somewhat from the events of September 2001. As of August 2004, the unemployment rate in the assessment area was 6.7%, the lowest level since September of 2001. Unemployment was down from 8.4% a year earlier.

With the employment levels still not fully recovered and unemployment levels exceeding New York State and the national average, jobs are still a critical need in the assessment area and economic development or revitalization/stabilization initiatives are considered responsive to those needs.

Housing Characteristics

Overall, the assessment area has approximately 3.2 million housing units, of which 912 thousand or 29% percent are owner-occupied, 2.1 million or 66% are rental units, and 6% are vacant. Despite the large increase in the population of the assessment area from 1990 to 2000, only 81,000 new housing units were built during that time. Housing costs are very high in relation to income levels, particularly for low- and moderate-income families. According to the National Association of Realtors, the median price of a single-family home in the New York City metropolitan area is more than \$392 thousand for the second quarter of 2004, up from \$369 thousand in the first quarter of 2004.

EXHIBIT 1									
Assessment Area Demographics*									
New York City									
Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income		
	#	%	#	%	#	%	#	%	
Low-income	279	12.6	256,405	13.7	110,115	43.0	540,898	28.9	
Moderate-income	552	24.9	552,000	29.5	139,301	25.2	298,440	16.0	
Middle-income	671	30.3	533,876	28.6	69,116	13.0	312,218	16.7	
Upper-income	657	29.6	527,528	28.2	27,302	5.2	718,253	38.4	
Unknown Income	58	2.6	0	0	0	0	0	0	
Total Assessment Area	2,217	100.0	1,869,809	100.0	345,834	18.5	1,869,809	100.0	
	Housing Units by Tract	Housing Types by Tract							
		Owner-occupied			Rental		Vacant		
		#	%	%	#	%	#	%	
Low-income	387,876	22,929	2.5	5.9	339,762	87.6	25,185	6.5	
Moderate-income	868,693	130,916	14.4	15.1	688,648	79.3	49,129	5.7	
Middle-income	870,520	292,536	32.1	33.6	536,976	61.7	41,008	4.7	
Upper-income	1,073,674	465,748	51.1	43.4	544,041	50.7	63,885	6.0	
Unknown Income	149	4	0.0	2.7	28	18.79	117	78.52	
Total Assessment Area	3,200,912	912,133	100.0	28.5	2,109,455	65.9	179,324	5.6	
	Total Businesses by Tract	Businesses by Tract & Revenue Size							
				Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported	
		#	%	#	%	#	%	#	%
Low-income	10,426	6.0	8,546	6.2	1,544	4.8	336	7.1	
Moderate-income	29,779	17.1	24,684	17.9	4,161	13.0	934	19.8	
Middle-income	35,700	20.4	29,520	21.4	5,203	16.2	977	20.7	
Upper-income	94,724	54.3	72,329	52.5	20,004	62.4	2,391	50.7	
Tract not reported	3,977	2.3	2,748	2.0	1,149	3.6	80	1.7	
Total Assessment Area	174,606	100.0	137,827	100.0	32,061	100.0	4,718	100.0	
	Percentage of Total Business			78.9		18.4		2.7	

*Source: 2000 Census

According to the 2002 New York City Housing and Vacancy Survey, the average monthly rent for the assessment area was \$899. According to this survey, the average renter-household in the assessment area paid 39% of their income in rent and one in four renter-households in New York City pays half or more of their income in rent.

With affordable housing a critical need in the assessment area, any community development initiative targeted at affordable housing would be considered responsive to that need.

SCOPE OF EXAMINATION

The evaluation of Deutsche Bank covers the period of October 1, 2002, through September 30, 2004. The bank's performance was evaluated using the *Interagency Procedures and Guidelines for Wholesale and Limited Purpose Institutions*.

CONCLUSIONS WITH RESPECT TO PERFORMANCE CRITERIA

Based on the size of the institution and available opportunities, Deutsche Bank provided an excellent level of community development loans, qualified investments and community development services that were responsive to credit and community development needs in the bank's assessment area.

Community Development Lending

Deutsche Bank's community development lending performance was excellent. Community development lending represented 88 loans and totaled \$197 million, of which \$157 million or 80% were made since the previous examination. Total community development lending represents an increase of 121% since the prior examination, when lending totaled \$89 million.

Exhibit 2 below shows the breakdown of the bank's community development lending during the examination period, by purpose. The large majority of the bank's community development lending was targeted at affordable housing. This is considered responsive to a critical need in the bank's assessment area, as consistently stated by representatives of local community groups.

Most community development lending activity was concentrated in New York City's five boroughs, the bank's assessment area. Due to the outstanding performance in meeting the credit needs of the bank's assessment area, community development loans outside the bank's assessment area were also considered in this evaluation.

EXHIBIT 2		
Summary of Community Development Lending		
October 1, 2002 – September 30, 2004		
Purpose	\$ (millions)	%
Affordable Housing	171	87
Community Service	7	4
Economic Development	2	1
Revitalization Stabilization	17	8
Totals	197	100

Many of the bank's community development loans require more management than normal and/or were extended with flexible underwriting criteria. Examples include but are not limited to:

- A \$3 million revolving line of credit on flexible lending terms to a community development organization. This line allows the borrower to extend loans from its

revolving loan fund for predevelopment, acquisition, construction, and permanent financing of affordable housing.

- A \$9.6 million participation in a loan fund that provides below market loans and makes grants to qualified community development organizations. This loan fund is governed by a Board of Directors that includes a representative from Deutsche Bank.
- A \$250 thousand low cost loan to a community development organization establishing a loan fund to finance new child care facilities providing affordable child care for low- and moderate-income families in New York City. A representative of Deutsche Bank also serves on the advisory board of this loan fund.

Qualified Investments

Total community development investment activity was \$79 million. Of total community development activity, \$41 million represents new activity since the prior examination. Exhibit 3 below shows the breakdown of the bank's community development investments by purpose.

As with lending, most community development investment activity was concentrated in New York City's five boroughs, the bank's assessment area. Due to the outstanding performance in meeting the community development needs of the bank's assessment area, investments outside the bank's assessment area were also considered.

EXHIBIT 3				
Summary of Qualified Investment Activity				
October 1, 2002 – September 30, 2004				
Purpose	Prior Period Investments (millions)	Current Period Investments (millions)	Total Investments (millions)	%
Affordable Housing	15	31	46	58%
Economic Development	23	4	27	34%
Community Services	0	5	5	6%
Revitalization/Stabilization	0	1	1	1%
Totals	38	41	79	100

Many of the Bank's community development investments and investment programs are considered innovative and complex and demonstrate a leadership role requiring much management attention and expertise. Examples follow:

- Low income housing tax credits to support affordable housing initiatives in the assessment area. Low income housing tax credits are considered complex investments due to their accounting requirements.

- The SHARE (Supportive Housing Acquisition and Rehabilitation Effort) Program was established by Deutsche Bank and continues through this exam period. The program combines grants with zero-interest loans for organizations that provide supportive housing services for homeless individuals.
- Deutsche Bank's Working Capital Program selects ten community development organizations to receive a grant of \$50 thousand and a zero interest loan of \$75 thousand, each year for three years, to support the pre-development costs associated with the construction of affordable housing.
- Deutsche Bank's Arts and Employment Program also seeks to use the art and cultural community to develop distressed communities. Eligible grantees submit requests for proposals focusing on employment and placement programs. Eligible organizations include artisan workshops, vocational programs, higher education institutions, and cultural institutions.

In addition to the above, Deutsche Bank donated 7,500 pieces of decommissioned computer office equipment through the Per Scholas Access Program, which delivers this equipment to low- and moderate income children and families. Further, 42 community development organizations were provided office space at Deutsche Bank's buildings for meetings and conferences.

Community Development Services

Deutsche is a leader in providing a high level of community development services in the assessment area. Exhibit 4 below shows the breakdown of the bank's community development services during the examination period, by designation type.

EXHIBIT 4	
Community Development Services	
Service Type	Number of Activities
Community Services targeted to LMI individuals	147
Affordable Housing for LMI individuals	16
Activities that promote Economic Development	44
Activities that Revitalize or Stabilize LMI geographies	5
TOTAL	212

Deutsche sponsored 121 seminars providing banking and other financial education throughout its assessment areas. Bank employees also served on 71 boards of community development organizations and provided technical assistance and other services to 20 community development organizations.

One employee of Deutsche that serves on the board of a community development organization also helped strengthen the organization's financial and management reporting. A managing director of Deutsche has served as Chairman of a Community Development Corporation for 10

years. The same managing director also provided technical advice to a Brooklyn community development organization on forming a business improvement district in the area served.

Deutsche Bank provides a great deal of financial education to young people, especially low and moderate income young people through their financial literacy programs. The bank sponsored the first Banking on Our Future Chapter in the United States, where young people in New York City high schools are provided with basic checking, savings, credit and investment education. During the examination period, 104 such seminars were provided by employees of Deutsche Bank.

Under the Banking on Youth program, Deutsche coordinated volunteers from 33 different New York financial institutions to provide financial education for young people who have opened new bank accounts through the New York City Department of Employment summer youth employment program. Employees from Deutsche Bank also volunteer with New Horizons workshop series, a training program targeted at underemployed youth for administrative positions in financial services.

In 2004, Deutsche Bank was the lead sponsor of Creating an Environment for Success, a replication of a Nashville based program. This program educated 70 high school students from the New York City public schools in a five day seminar where mock business mergers and acquisitions were performed. Professionals provided training and consultation in researching and analyzing public companies as they executed a mock merger or acquisition.

Deutsche Bank's CRA Officer also participated in the Mayor's Neighborhood Investment Advisory Panel, which convened in order to advise the Mayor on how to meet his commitment to build 65 thousand affordable housing units over five years. One result of this program was the New Ventures Incentive Program, which provides incentives for developers to acquire former manufacturing sites and convert them to residential use.

Deutsche joined with other affordable housing advocates to form Housing First, an informational campaign that tries to elevate the issue of affordable housing.

COMPLIANCE WITH ANTIDISCRIMINATION LAWS

No credit practices that violated the substantive provisions of the antidiscrimination laws and regulations, including the Equal Credit Opportunity Act (Regulation B) and the Fair Housing Act, were identified that would have an impact on Bank's CRA rating.

CRA APPENDIX A

GLOSSARY

Community Development Financial Institution (“CDFI”): A CDFI is an organization that has been certified by the U.S. Treasury as a provider of loans and services that assist specially funded institutions that revitalize LMI areas and assist LMI persons.

Census tract: A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan statistical areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Community development: Affordable housing (including multifamily rental housing) for low- or moderate-income individuals; community services targeted to low- or moderate-income individuals; activities that promote economic development by financing businesses or farms that meet the size eligibility standards of the Small Business Administration’s Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less; or, activities that revitalize or stabilize low- or moderate-income geographies.

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include nonrelatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into “male householder” (a family with a male householder and no wife present) or “female householder” (a family with a female householder and no husband present).

Geography: A census tract or a block numbering area delineated by the U.S. Bureau of the Census in the most recent decennial census.

Home mortgage loans: Includes home purchase and home improvement loans as defined in the HMDA regulation. This definition also includes multifamily (five or more families) dwelling loans, loans for the purchase of manufactured homes and refinancings of home improvement and home purchase loans.

Low-income: Individual income that is less than 50 percent of the area median income, or a median family income that is less than 50 percent, in the case of a geography.

Metropolitan area (“MA”): Any primary metropolitan statistical area (“PMSA”), metropolitan statistical area (“MSA”), or consolidated metropolitan statistical area (“CMSA”), as defined by the Office of Management and Budget, with a population of 250 thousand or more, and any other area designated as such by the appropriate federal financial supervisory agency.

Middle-income: Individual income that is at least 80 percent and less than 120 percent of the area median income, or a median family income that is at least 80 percent and less than 120 percent, in the case of a geography

Moderate-income: Individual income that is at least 50 percent and less than 80 percent of the area median income, or a median family income that is at least 50 percent and less than 80 percent, in the case of a geography.

Owner-occupied units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified investment: A qualified investment is defined as any lawful investment, deposit, membership share or grant that has as its primary purpose community development.

Rated area: A rated area is a state or multistate metropolitan area. For an institution with domestic branches in only one state, the institution's CRA rating would be the state rating. If an institution maintains domestic branches in more than one state, the institution will receive a rating for each state in which those branches are located. If an institution maintains domestic branches in two or more states within a multistate metropolitan area, the institution will receive a rating for the multistate metropolitan area.

Small loan(s) to business(es): A loan included in "loans to small businesses" as defined in the Consolidated Report of Condition and Income ("Call Report") and the Thrift Financial Reporting ("TFR") instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans. However, thrift institutions may also exercise the option to report loans secured by nonfarm residential real estate as "small business loans" if the loans are reported on the TFR as non-mortgage, commercial loans.

Upper-income: Individual income that is more than 120 percent of the area median income, or a median family income that is more than 120 percent, in the case of a geography.

Wholesale bank: A bank that is not in the business of extending home mortgage, small business, small farm or consumer loans to retail customers, and for which a designation as a wholesale bank is in effect, in accordance with the CRA regulation.

Deutsche Bank Trust Company Americas

Assessment Area

October 1, 2002 - September 30, 2004

