

McGladrey & Pullen

Certified Public Accountants

DZ BANK Capital Funding Trust II

Consolidated Financial Report
(Reviewed)

June 30, 2010

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McGladrey & Pullen

Certified Public Accountants

Independent Accountant's Report

To the Board of Directors
DZ BANK Capital Funding Trust II
New York, New York

We have reviewed the accompanying consolidated balance sheets of DZ BANK Capital Funding Trust II (the "Trust") as of June 30, 2010 and 2009, and the related consolidated statements of income, changes in equity and cash flows for the six-month periods then ended. This interim financial information is the responsibility of the Trust's management.

We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, the objective of which is the expression of an opinion regarding the financial information taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial information for it to be in conformity with accounting principles generally accepted in the United States of America.

McGladrey & Pullen, LLP

New York, New York
July 23, 2010

DZ BANK Capital Funding Trust II

Consolidated Balance Sheets

June 30, 2010 and 2009

(in euros and thousands, except share and per share amounts)

See Accountant's Report

	2010	2009
ASSETS		
Subordinated Note Receivable From DZ BANK	€ 500,003	€ 500,003
Accrued Interest on Subordinated Note Receivable From DZ BANK	<u>1,210</u>	<u>1,580</u>
Total assets	<u>€ 501,213</u>	<u>€ 501,583</u>
EQUITY		
Shareholders' Equity:		
Preferred securities, liquidation preference €1,000 per security; 500,000 securities authorized, issued and outstanding at June 30, 2010 and 2009	€ 500,000	€ 500,000
Common security, €1,000 par value; one security authorized, issued and outstanding at June 30, 2010 and 2009	1	1
Retained earnings	<u>1,210</u>	<u>1,580</u>
Total shareholders' equity	501,211	501,581
Noncontrolling Interest	<u>2</u>	<u>2</u>
Total equity	<u>€ 501,213</u>	<u>€ 501,583</u>

See Notes to Consolidated Financial Statements.

DZ BANK Capital Funding Trust II

Consolidated Statements of Income

Six-Month Periods Ended June 30, 2010 and 2009

(in euros and thousands)

See Accountant's Report

	2010	2009
Interest Income on Subordinated Note Receivable From DZ BANK	<u>€ 5,736</u>	<u>€ 10,024</u>
Net income	<u>€ 5,736</u>	<u>€ 10,024</u>

See Notes to Consolidated Financial Statements.

DZ BANK Capital Funding Trust II

Consolidated Statements of Changes in Equity
 Six-Month Periods Ended June 30, 2010 and 2009
 (in euros and thousands, except per share amounts)
 See Accountant's Report

	Preferred Securities	Common Security	Retained Earnings	Noncontrolling Interest	Total
Balance, December 31, 2008	€ 500,000	€ 1	€ 2,996	€ 2	€ 502,999
Net Income	-	-	10,024	-	10,024
Cash Dividends Declared:					
Preferred Securities (€22.88 per share)	-	-	(11,440)	-	(11,440)
Trust Common Security (€22.88 per share)	-	-	-	-	-
Balance, June 30, 2009	<u>€ 500,000</u>	<u>€ 1</u>	<u>€ 1,580</u>	<u>€ 2</u>	<u>€ 501,583</u>
Balance, December 31, 2009	€ 500,000	€ 1	€ 1,254	€ 2	€ 501,257
Net Income	-	-	5,736	-	5,736
Cash Dividends Declared:					
Preferred Securities (€11.56 per share)	-	-	(5,780)	-	(5,780)
Trust Common Security (€11.56 per share)	-	-	-	-	-
Balance, June 30, 2010	<u>€ 500,000</u>	<u>€ 1</u>	<u>€ 1,210</u>	<u>€ 2</u>	<u>€ 501,213</u>

See Notes to Consolidated Financial Statements.

DZ BANK Capital Funding Trust II

Consolidated Statements of Cash Flows

Six-Month Periods Ended June 30, 2010 and 2009

(in euros and thousands)

See Accountant's Report

	2010	2009
Cash Flows From Operating Activities:		
Net income	€ 5,736	€ 10,024
Adjustment to reconcile net income to net cash provided by operating activities:		
Decrease in accrued interest on subordinated note receivable from DZ BANK	<u>44</u>	<u>1,416</u>
Net cash provided by operating activities	5,780	11,440
Cash Used in Financing Activity - cash dividends paid	<u>(5,780)</u>	<u>(11,440)</u>
Net change in cash and cash equivalents	-	-
Cash and Cash Equivalents:		
Beginning	<u>-</u>	<u>-</u>
Ending	<u>€ -</u>	<u>€ -</u>

See Notes to Consolidated Financial Statements.

DZ BANK Capital Funding Trust II

Notes to Consolidated Financial Statements See Accountant's Report

Note 1. Organization and Basis of Presentation

DZ BANK Capital Funding Trust II (the "Trust") is a statutory trust under Chapter 38 of Title 12 of the Delaware Code formed on August 12, 2004 for the purpose of entering into various agreements, to issue and sell common and preferred securities, and to use the proceeds from the issuance of common and preferred securities to acquire, hold and distribute preferred securities issued by DZ BANK Capital Funding LLC II as defined in the "Amended and Restated Trust Agreement of DZ BANK Capital Funding Trust II" dated as of November 22, 2004 (the "Trust Agreement"). The Trust's common security is owned by DZ BANK AG ("DZ BANK" or the "Parent"), a German banking corporation, and is rated A+ by Standard & Poor's at June 30, 2010 and 2009.

The Trust was initially capitalized on November 22, 2004 with the issuance to DZ BANK of one share of the Trust's common security, €1,000 par value (the "Trust Common Security"), raising capital of €1,000. On November 22, 2004, the Trust commenced operations concurrent with the offering and issuance of 400,000 noncumulative trust preferred securities, liquidation preference €1,000 per security (the "Trust Preferred Securities"), to various institutional buyers. The entire capital was used to acquire Class B Preferred Securities issued by DZ BANK Capital Funding LLC II (the "LLC Class B Preferred Securities"). DZ BANK Capital Funding LLC II in turn used the proceeds to acquire subordinated notes issued by DZ BANK. In January 2005, DZ BANK issued an additional subordinated note in the amount of €100,000,000. Simultaneously, DZ BANK Capital Funding LLC II issued an additional 100,000 shares of LLC Class B Preferred Securities. These LLC Class B Preferred Securities were acquired by the Trust and funded through an additional issuance of 100,000 shares of Trust Preferred Securities with identical terms to the authorized, issued and outstanding Trust Preferred Securities. There have not been any changes in the holder of the common security for the six-month periods ended June 30, 2010 and 2009.

The LLC Class B Preferred Securities are redeemable at the option of DZ BANK Capital Funding LLC II, in whole but not in part, on the Initial Redemption Date on November 22, 2011, or on any payment date thereafter, at the Redemption Amount in accordance with the "Amended and Restated Limited Liability Company Agreement of DZ BANK Capital Funding LLC II" dated November 22, 2004 (the "LLC Agreement"). Subject to the provisions contained in the Trust Agreement, upon redemption of the LLC Class B Preferred Securities, the Trust shall apply the Redemption Amount received in connection therewith to redeem pro rata the Trust Common Security and the Trust Preferred Securities. Prior to the Initial Redemption Date, upon the occurrence of a Special Redemption Event, as defined in the Trust Agreement as (i) a regulatory event with respect to the Trust or DZ BANK Capital Funding LLC II, (ii) a tax event solely with respect to DZ BANK Capital Funding LLC II or (iii) an investment company act event solely with respect to DZ BANK Capital Funding LLC II, the Trust Preferred Securities may be redeemed in full at any time upon at least 30 days' prior notice to holders of the Trust Preferred Securities. There was no Special Redemption Event as of June 30, 2010 and 2009.

The consolidated financial statements are presented in euros, which is the functional currency of the Trust, DZ BANK Capital Funding LLC II and the Trust's Parent, since its operations are a direct and integral component or extension of the Parent's operations.

Note 2. Summary of Significant Accounting Policies

Principles of Consolidation: The consolidated financial statements include the accounts of the Trust and DZ BANK Capital Funding LLC II (collectively referred to as the "Company"). The Trust consolidates entities in which the Trust absorbs a majority of the entity's expected losses or, if no party absorbs a majority of the expected losses, when the Trust receives a majority of the entity's expected residual return. All material intercompany transactions and accounts have been eliminated.

DZ BANK Capital Funding Trust II

Notes to Consolidated Financial Statements See Accountant's Report

Note 2. Summary of Significant Accounting Policies (Continued)

Subordinated Note Receivable From DZ BANK: This represents €500,003,000 subordinated notes issued by DZ BANK, a related party, and are due November 22, 2034. Interest accrues on a quarterly basis for each distribution period based on the applicable three-month EURIBOR plus 1.6%. The subordinated note receivable from DZ BANK is carried at amortized cost.

Dividend Distributions: The holders of the Trust Common Security and the Trust Preferred Securities (together, the "Trust Securities"), are entitled to receive cash distributions when the Trust receives distributions on the subordinated note receivable from DZ BANK. These cash distributions are payable on a noncumulative basis quarterly in arrears.

Distributions on Trust Securities will be calculated by the calculation agent on the liquidation preference of the Trust Securities on a quarterly basis for each distribution period on the applicable three-month EURIBOR plus 1.6% and any additional adjustments, as defined in the Trust Agreement. The right of the holders of the Trust Securities to receive distributions is noncumulative.

For the six-month period ended June 30, 2010, the Trust has made dividend distributions on Trust Preferred Securities and Trust Common Security of €5,780,000 and €12, respectively. For the six-month period ended June 30, 2009, the Trust has made dividend distributions on Trust Preferred Securities and Trust Common Security of €11,440,000 and €24, respectively.

Allocation of Net Income: Net income is allocated to the Trust Common Security and Trust Preferred Securities as defined in the Trust Agreement. The undistributed retained earnings of €1,209,674 and €1,580,009 as of June 30, 2010 and 2009, respectively, will be allocated on a pro-rata basis to the Trust Common Security, the Trust Preferred Securities and the noncontrolling interest.

Noncontrolling Interest: As of January 1, 2009, the Trust adopted new accounting guidance (codified as Financial Accounting Standards Board ("FASB") Accounting Standards Codification (the "Codification" or "ASC") 810 and formerly Statements of Financial Accounting Standards ("SFAS") No. 160, *Noncontrolling Interests in Consolidated Financial Statements - an Amendment of ARB No. 51*), that clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. Dividend distributions have been made on noncontrolling interest of €23 and €46 for the periods ended June 30, 2010 and 2009, respectively.

Income Taxes: The Trust expects to be treated as a grantor trust for U.S. federal income tax purposes, and not as a business entity subject to tax as a corporation. For United States federal income tax purposes, holders of the Trust Preferred Securities are considered the owners of the LLC Class B Preferred Securities held by the Trust. Each United States holder of Trust Preferred Securities is required to include in its gross income its distributive share of the gross income attributable to the LLC Class B Preferred Securities.

DZ BANK Capital Funding LLC II expects to be treated as a partnership for U.S. federal income tax purposes. As a partnership is not a taxable entity, DZ BANK Capital Funding LLC II is not subject to U.S. federal, state and local income taxes on its income. Instead, each holder of a security is required to take into account its allocable share of income, gain, loss and deduction of the partnership in computing its U.S. federal tax liability.

Accordingly, the Company has made no provision for income taxes in the accompanying consolidated statements of income.

DZ BANK Capital Funding Trust II

Notes to Consolidated Financial Statements See Accountant's Report

Note 2. Summary of Significant Accounting Policies (Continued)

The FASB issued new guidance, FASB ASC 740, on accounting for uncertainty in income taxes. The Company adopted this new guidance for the year ended December 31, 2009. Management evaluated the Company's tax positions and concluded that the Company had taken no uncertain tax positions that require adjustment to the consolidated financial statements to comply with the provisions of this guidance. With few exceptions, the Company is no longer subject to income tax examinations by the U.S. federal, state or local tax authorities for years prior to 2006.

Use of Estimates in the Preparation of Financial Statements: The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America, which require management to make estimates and assumptions, including those regarding financial instrument valuations, that affect the related amounts reported in the financial statements and accompanying notes. Actual results could differ materially from these estimates.

Consolidated Statements of Cash Flows: For purposes of reporting cash flows, cash and cash equivalents include cash due from banks and short-term investments with original maturities of three months or less. At June 30, 2010 and 2009, the Company had no cash and cash equivalents.

Recent Accounting Pronouncements: In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)*, now included in the Codification as part of FASB ASC 810-10 and amended by Accounting Standards Update ("ASU") No. 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*, to amend certain requirements of FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities*, to improve financial reporting by enterprises involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. The statement is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. Earlier application is prohibited. The adoption did not have an impact on the Company's consolidated financial position or results of operations.

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures*, to amend certain requirements of FASB ASC 820-10, *Fair Value Measurements and Disclosures*, to improve disclosure requirements that will result in increased transparency in financial reporting. The amendment is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Earlier application is permitted. The adoption did not have an impact on the Company's consolidated financial position or results of operations.

Correction of Prior-Year's Presentation: The June 30, 2009 financial statements have been restated to reflect consolidation of a previously unconsolidated Variable Interest Entity ("VIE"). The June 30, 2009 financial statements originally reflected a €501,581,003 equity investment in the VIE accounted for under the cost method. The VIE had no debt and its sole assets were a €500,003,000 subordinated note receivable and related accrued interest of €1,580,009 from DZ BANK. Accordingly, the restated June 30, 2009 consolidated financial statements now reflect €501,583,009 of subordinated note receivable and related accrued interest from DZ BANK rather than a €501,581,003 equity investment accounted for under the cost method. There was no effect on net income for the six-month period ended June 30, 2009 or shareholders' equity at June 30, 2009. Consistent with the restated June 30, 2009 consolidated financial statements, the June 30, 2010 consolidated financial statements also reflect consolidation of this VIE. See Note 5 for further details.

DZ BANK Capital Funding Trust II

Notes to Consolidated Financial Statements See Accountant's Report

Note 3. Shareholders' Equity

The Company's noncumulative preferred securities consist of 500,000 shares authorized, issued and outstanding at June 30, 2010 and 2009, each having a liquidation preference, as defined in the Trust Agreement, of €1,000.

The Company's common security consists of one share authorized at €1,000 and outstanding at June 30, 2010 and 2009.

Note 4. Related Party Transactions

The Trust's regular trustees, Dr. Florian Straßberger, Carl Amendola, Norah McCann and Tobias Sagan, are employees of DZ BANK New York, and act as managers, as defined in the Trust Agreement. DZ BANK New York provides administrative services to the Company. Currently, the Company does not reimburse DZ BANK New York for these services.

The activities are substantially governed by DZ BANK New York who provides ongoing administrative support. Therefore, the Company's financial condition and results of operations may not necessarily be indicative of those which would have resulted if the Company had operated as an unaffiliated company.

The Company has accrued interest receivable from its subordinated note receivable from DZ BANK in the amount of €1,209,674 and €1,580,009 as of June 30, 2010 and 2009, respectively, and recognized interest income in the amount of €5,735,743 and €10,024,393 for the periods ended June 30, 2010 and 2009, respectively.

Note 5. Variable Interest Entities

In accordance with FASB ASC 810-10, *Consolidation*, a VIE is defined as an entity with one or more of the following characteristics:

- The equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support from other parties;
- Equity holders either (a) lack direct or indirect ability to make decisions about the entity, (b) are not obligated to absorb expected losses of the entity or (c) do not have the rights to receive expected residual returns of the entity if they occur; or
- Equity holders have voting rights that are not proportionate to their economic interests, and the activities of the entity involve or are conducted on behalf of an investor with a disproportionately small voting interest.

If an entity is deemed to be a VIE, the reporting entity that both has the power to direct activities that significantly impact the economic performance of the VIE and has the obligation to absorb losses or receive benefits that could potentially be significant to the VIE is considered the primary beneficiary and must consolidate the VIE.

The Trust purchased LLC Class B Preferred Securities issued by DZ BANK Capital Funding LLC II whose purpose was to acquire subordinated notes issued by DZ BANK. For further details on the transactions, see Note 1. As of June 30, 2010 and 2009, the Trust has determined that its investee is a VIE under ASC 810-10. Furthermore, the Trust has concluded that it is the primary beneficiary of the VIE and, therefore, the Trust has consolidated the VIE under ASC 810-10.

DZ BANK Capital Funding Trust II

Notes to Consolidated Financial Statements See Accountant's Report

Note 6. Fair Value of Financial Instruments

FASB ASC 820, *Fair Value Measurements and Disclosures* (formerly known as SFAS No. 107), requires the disclosure of fair value information about financial instruments for which it is practicable to estimate that value, whether or not the instrument is recognized in the consolidated balance sheet. FASB ASC 825-10 excludes certain financial instruments from its disclosure requirements. The aggregate fair value amounts presented do not represent the underlying value of the Company.

A description of the valuation methodologies used for assets and liabilities recorded at fair value, and for estimating fair value for financial instruments not recorded at fair value in accordance with ASC 820, is set forth below.

Accrued Interest Receivable: The carrying amount is a reasonable estimate of fair value.

Subordinated Note Receivable From DZ BANK: The fair value is based on the quoted market price of the Trust Preferred Securities, which are financial instruments that react to changes in market conditions in a similar way as the subordinated note receivable from DZ BANK.

The estimated fair values of the Company's financial instruments as of June 30, 2010 and 2009 are as follows:

	June 30, 2010	
	<u>Carrying Amount</u>	<u>Fair Value</u>
Subordinated note receivable from DZ BANK	€ 500,003,000	€ 260,251,562

	June 30, 2009	
	<u>Carrying Amount</u>	<u>Fair Value</u>
Subordinated note receivable from DZ BANK	€ 500,003,000	€ 235,001,410

The estimated fair value amounts at June 30 2010 and 2009 have not been reevaluated or updated for purposes of these consolidated financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than amounts reported at June 30, 2010 and 2009.

Note 7. Subsequent Events

In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through July 23, 2010, the date the consolidated financial statements were available to be issued.