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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

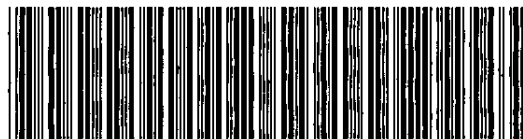
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ATTN: ARKSOFT LORRAINE



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: September 15, 2014

TO: Brenda Tadlock, Division of Corporations

FROM: Matthew Kirchharr, Office of Financial Regulation

SUBJECT: Application by Deutsche Bank AG for Authority to Open an International Administrative Office in Florida

Deutsche Bank AG, a foreign bank organized under the laws of Germany, was approved on March 20, 2014, to open an international administrative office in Florida. In accordance with this approval, please find the attached documents: Application By Foreign Corporation For Authorization To Transact Business In Florida; the Certificate of Good Standing issued by the applicant's home country supervisor, Bundesanstalt für Finanzdienstleistungsaufsicht; and a copy of the Final Order issued by the Office of Financial Regulation. The desired effective date is September 15, 2014.

Please make the following distribution of certified copies:

- (1) One copy to: Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) One copy to: Bowman Brown, Esquire
Shutts & Bowen LLP
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

Also attached is a \$87.50 check which represents payment of the applicable fees. If there is an underpayment, please contact Bowman Brown at (305) 379-9107. If there is an overpayment, please issue a refund to Shutts & Bowen, LLP.

If you have any questions, please call me at 410-9513.

Attachments

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Deutsche Bank AG

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jeffrey Herbert

Name of Person

Deutsche Bank AG

Firm/Company

60 Wall Street

Address

New York, New York 10005

City/State and Zip code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bowman Brown

Name of Person

at (305) 379-9107

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Deutsche Bank AG

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Germany

3. N/A

(State or country under the law of which it is incorporated)

(FBI number, if applicable)

4. Company was founded in 1870 and its name was entered
on the German Commercial Register on 05/02/1957.

5. Perpetual

(Date of incorporation)

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1301 & 607.1502, F.S., to determine penalty liability)

7. Taunusanlage 12, 60325 Frankfurt am Main, Germany

(Principal office address)

5022 Gate Parkway, Jacksonville, Florida, 32256

(Current mailing address)

Foreign Bank that has applied to establish an international administrative office in the State of
Florida and with the approval of the Florida Office of Financial Regulation will engage in
activities permissible for a Florida international administrative office.

8. activities permissible for a Florida international administrative office

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1200 S. Pine Island Road

Plantation

(City)

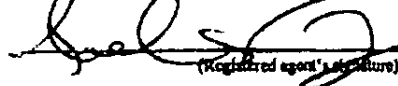
Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my
duties, and I am familiar with and accept the obligations of my position as registered agent.

CT CORPORATION SYSTEM


(Registered agent's signature)

Angel Nunez
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to
the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction
under the law of which it is incorporated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Confidential Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Confidential Attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Leslie Slattery, Managing Director

(Typed or printed name and capacity of person signing application)

CONFIDENTIAL ATTACHMENT

Board of Directors (Members of the Deutsche Bank AG Supervisory Board)

Dr. Paul Achleitner, Chairman
Taunusanlage 12
60262 Frankfurt am Main, Germany

Alfred Herling, Deputy Chairman
Taunusanlage 12
60262 Frankfurt am Main, Germany

Frank Bsirske
Taunusanlage 12
60262 Frankfurt am Main, Germany

Dina Dublon
Taunusanlage 12
60262 Frankfurt am Main, Germany

John Cryan
Taunusanlage 12
60262 Frankfurt am Main, Germany

Katherine Garrett-Cox
Taunusanlage 12
60262 Frankfurt am Main, Germany

Timo Heider
Taunusanlage 12
60262 Frankfurt am Main, Germany

Sabine Irrgang
Taunusanlage 12
60262 Frankfurt am Main, Germany

Dr. Henning Kagermann
Taunusanlage 12
60262 Frankfurt am Main, Germany

Martina Klee
Taunusanlage 12
60262 Frankfurt am Main, Germany

Suzanne Labarge
Taunusanlage 12
60262 Frankfurt am Main, Germany

CONFIDENTIAL ATTACHMENT

Peter Loscher
Taunusanlage 12
60262 Frankfurt am Main, Germany

Henriette Mark
Taunusanlage 12
60262 Frankfurt am Main, Germany

Loouise M. Parent
Taunusanlage 12
60262 Frankfurt am Main, Germany

Gabriele Platscher
Taunusanlage 12
60262 Frankfurt am Main, Germany

Bernd Rose
Taunusanlage 12
60262 Frankfurt am Main, Germany

Rudolf Stockem
Taunusanlage 12
60262 Frankfurt am Main, Germany

Stephan Szukalski
Taunusanlage 12
60262 Frankfurt am Main, Germany

Dr. Johannes Teyssen
Taunusanlage 12
60262 Frankfurt am Main, Germany

Georg F. Thoma
Taunusanlage 12
60262 Frankfurt am Main, Germany

Dr. Klaus Rudiger Trutzschler
Taunusanlage 12
60262 Frankfurt am Main, Germany

Executive Officers (Members of the Deutsche Bank AG Management Board)

Jurgen Fitschen, Co-Chairman
Taunusanlage 12
60262 Frankfurt am Main, Germany

Anshu Jain, Co-Chairman
Taunusanlage 12
60262 Frankfurt am Main, Germany

CONFIDENTIAL ATTACHMENT

Stefan Krause, Chief Financial Officer
Taunusanlage 12
60262 Frankfurt am Main, Germany

Henry Ritchotte, Chief Operating Officer
Winchester House
1 Great Winchester Street
London, United Kingdom

Stuart Lewis, Chief Risk Officer
Winchester House
1 Great Winchester Street
London, United Kingdom

Stephan Leithner, Chief Executive Officer Europe (except Germany and UK), Human Resources, Legal
& Compliance, Government & Regulatory Affairs
Taunusanlage 12
60262 Frankfurt am Main, Germany

Rainer Neske, Global Head of Private Business and Clients
Taunusanlage 12
60262 Frankfurt am Main, Germany

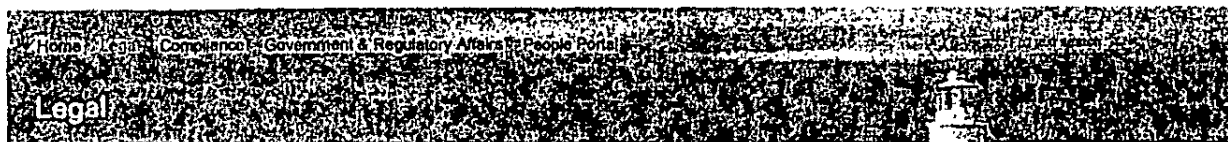
Other Officers

Leslie Slover
Managing Director
Regional Head of Jacksonville, FL and Cary, NC Sites
5022 Gate Parkway
Jacksonville, Florida 32256

Michael Iannella
Director
COO of Deutsche Bank Florida
5022 Gate Parkway
Jacksonville, FL 32256

Deutsche Bank
Legal

[Reps Contacts](#) [dbnetwork](#) [Deutsche Bank Group](#)



You are here: [Home](#) [Legal](#)

Deutsche Bank AG: Banking License

When the new German Banking Act (KWVG) was enacted in 1961 to replace the Banking Act of 1934, Deutsche Bank AG was already a full services universal bank offering a broad range of financial services. It conducted in particular those activities which require a banking license pursuant to Sections 1 and 32 KWVG. For such cases, the new Act itself has granted the license instead of requiring a written document (Sec. 61). Subsequent amendments to the Banking Act which introduced a license requirement for additional activities followed the same concept and granted the license for existing activities in the Act itself (Sec. 64e, 64f, 64i and 64j), if they have been conducted by a bank with both deposit and lending business (like Deutsche Bank AG). The only exceptions are acting as central counterparty and operating a multilateral trading facility.

The issuance of Pfandbriefe was a business that had been reserved to mortgage banks and public sector banks until the Pfandbrief Act of 22 May 2005 came into force. Therefore, Deutsche Bank AG could not avail grandfather rights for this activity. On 8 April 2009 Deutsche Bank AG was granted the license to issue Mortgage Pfandbriefe, i.e. covered bonds backed by loans on real estate. Using other asset classes as collateral (claims against public sector entities, ship mortgages or aircraft mortgages) is not covered by the Pfandbrief license.

Therefore, most of the license of Deutsche Bank AG is not evidenced by a certificate or similar document because it is contained in the German Banking Act directly (for a German-English edition of the relevant provisions [click here](#)). For a copy of the Pfandbrief license [click here](#).

As a universal bank (a "credit institution" as defined in Directive 2006/48/EC) Deutsche Bank AG may provide payment services without a separate license (Article 10 (1) and 1 (1)(a) of the Payment Services Directive (2007/46/EC); transposed into German law by Sec. 8 and 1 (1) of the Law to Transpose the Supervisory Provisions of the Payment Services Directive (ZAG)).

Additionally, pursuant to Article 14 of the Directive 2006/48/EC, the European Commission has to draw up a list of all banks which are licensed in a Member State and to publish such list in the Official Journal of the European Union. This list is based on information received from the competent authorities of the EU Member States and provides a useful tool to verify the license of a bank based in the EU.

The German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht – BaFin) maintains a data base of all banks and financial services providers licensed in Germany on the [BaFin's website](#).

DB Share Price

at 17:35 CET, EUR 32.39



Legal Quicklinks

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IT Legal Applications

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Bundesanstalt für
Finanzdienstleistungsaufsicht



BaFin | Postfach 12 53 | 53002 Bonn

Florida Office of Financial
Regulation

06.05.2013

Reference: BA 11-K 5023-US-100003-2013/0001 (Please quote in your
reply)

2013/0313067

Confirmation

I have been informed that Deutsche Bank AG intends to submit to the Florida Office of Financial Regulation an application for approval to establish an "International Administrative Office" to perform various back and middle office functions, as well as to solicit business especially for Deutsche Bank's CB&S division. I am referring to Deutsche Bank AG's enquiry and hereby confirm the following particulars regarding Deutsche Bank AG, which is subject to my supervision under the provisions of the German Banking Act (Kreditwesengesetz) of 10 July 1961 in the wording of the Announcement of 9 September 1998 (Federal Law Gazette I p. 2776) (referred to hereafter as "KWG"):

Deutsche Bank AG is a company limited by shares (Aktiengesellschaft) under German law domiciled in Frankfurt/Main, Federal Republic of Germany. Deutsche Bank AG is registered in the commercial register of the Local Court in Frankfurt/Main under HRB no. 30000.

Deutsche Bank AG was duly established in accordance with the German legal provisions. According to sections 32 (1), 61, 64e (1), 64f (1), 64i (1), (2), (5), 64j (1) and 64l KWG, the Bank is authorized

- to conduct banking business within the meaning of section 1 (1) KWG with the exception of acting as central counterparty (section 1 (1) no. 12 in connection with section 1 (31) KWG) and
- to provide financial services pursuant to section 1 (1a) KWG with the exception of Operation of Multilateral Trading Facilities (section 1 (1a) no. 1b KWG).

**Banking
Supervision**

Office address:
Bundesanstalt für
Finanzdienstleistungsaufsicht
Graurheindorfer Str. 108
53117 Bonn | Germany

Contact:
Mrs. Gerlinde Schuler
Section BA 11
Fon +49 (0)2 28 41 08-2139
Fax +49 (0)2 28 41 08-1550
gerlinde.schuler@bafin.de
www.bafin.de

Operator:
Fon +49 (0)2 28 41 08-0
Fax +49 (0)2 28 41 08-1550

Official residences:
53117 Bonn
Graurheindorfer Str. 108
Georg-von-Boeselager-Str. 25

53175 Bonn
Dreizehnmorgenweg 44-48

60439 Frankfurt
Marie-Curie-Str. 24-28

Seite 2 | 2

Neither the duration of Deutsche Bank AG's existence nor its business activities are otherwise restricted.

Deutsche Bank AG is entitled under German law to establish subsidiaries, branches and representative offices and to acquire participating interests both in the Federal Republic of Germany and in other countries without additional permission. From my supervisory perspective, I have therefore no objection to Deutsche Bank AG establishing an "International Administrative Office" in Florida.

At present, Deutsche Bank AG is in compliance with all the requirements specified under the KWG, both in respect of its management and its overall financial situation, especially with regard to the adequacy of its liable capital and its liquidity. So far, there has been no reason to take banking supervisory measures against the institution or its management in order to protect its customers.

Ralf Bock

Ralf Bock
Deputy Head of Section BA 11



OFR 2014-66 FOA FI

STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION



In Re: Application by Deutsche Bank
Aktiengesellschaft, Frankfurt, Germany,
for Authority to establish an International
Administrative Office in Jacksonville,
Duval County, Florida.

Admin. File No.: 1028-FI-3/14

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SECRETARY OF
TALLAHASSEE, FLORIDA

FINAL ORDER OF APPROVAL

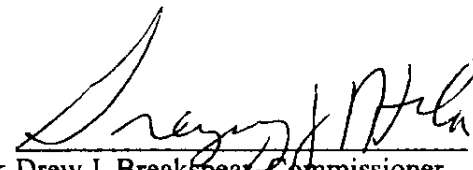
On March 20, 2014, the Office of Financial Regulation ("OFR") issued the attached Notice of Intent to Approve ("NOI") the above-referenced application filed by Deutsche Bank, Aktiengesellschaft, Frankfurt, Germany ("the Applicant"). The OFR received the Applicant's written waiver of its right to an administrative hearing concerning the OFR's proposed action on March 20, 2014. On March 24, 2014, the OFR received executed written acknowledgments from the Applicant confirming its acceptance of the conditions set forth in the NOI.

Accordingly, it is ORDERED:

1. The application for authority to establish an International Administrative Office in Jacksonville, Duval County, Florida is APPROVED, subject to satisfaction of the conditions contained in the NOI.

2. The Applicant must satisfy the conditions of approval specified in the attached NOI. Until these conditions have been met, or if any interim development is deemed to warrant further action by the OFR, the OFR reserves the right to alter, suspend, or withdraw approval.

DONE AND ORDERED this 27th day of March, 2014, at Tallahassee,
Leon County, Florida.

501- 
Drew J. Breakspear, Commissioner
Office of Financial Regulation

NOTICE OF RIGHTS

A PARTY WHO IS ADVERSELY AFFECTED BY THIS FINAL ORDER IS ENTITLED TO JUDICIAL REVIEW PURSUANT TO SECTION 120.68, FLORIDA STATUTES. REVIEW PROCEEDINGS ARE GOVERNED BY THE FLORIDA RULES OF APPELLATE PROCEDURE. SUCH PROCEEDINGS ARE COMMENCED BY FILING THE ORIGINAL NOTICE OF APPEAL WITH THE AGENCY CLERK FOR THE OFFICE OF FINANCIAL REGULATION AS FOLLOWS:

By Mail or Facsimile

OR

By Hand Delivery

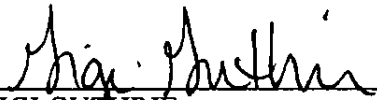
Agency Clerk
Office of Financial Regulation
P.O. Box 8050
Tallahassee, Florida 32314-8050
Phone: (850) 410-9889
Fax: (850) 410-9663

Agency Clerk
Office of Financial Regulation
General Counsel's Office
The Fletcher Building, Suite 118
101 East Gaines Street
Tallahassee, Florida 32399-0379
Phone: (850) 410-9889

A COPY OF THE NOTICE OF APPEAL, ACCOMPANIED BY THE FILING FEES AS REQUIRED BY LAW, MUST ALSO BE FILED WITH THE DISTRICT COURT OF APPEAL, FIRST DISTRICT, 2000 DRAYTON DRIVE, TALLAHASSEE, FLORIDA 32399-0950, OR WITH THE DISTRICT COURT OF APPEAL IN THE APPELLATE DISTRICT WHERE THE PARTY RESIDES. THE NOTICE OF APPEAL MUST BE FILED WITH BOTH THE AGENCY CLERK FOR THE OFFICE OF FINANCIAL REGULATION AND THE DISTRICT COURT OF APPEAL WITHIN 30 DAYS OF THE RENDITION OF THIS ORDER.

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Final Order of Approval has been furnished by U.S. Mail this 27th day of March, 2014, to Bowman Brown, Esquire, Shotts & Bowen LLP, 150 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.


GIGI GUTHRIE
Agency Clerk
Florida Office of Financial Regulation
Post Office Box 8050
Tallahassee, FL 32314-8050
Email: Agency.Clerk@flofr.com
Tel: (850) 410-9889
Fax: (850) 410-9663

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TALLAHASSEE FLORIDA