

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 8764 / December 21, 2006

ADMINISTRATIVE PROCEEDING
File No. 3-12513

In the Matter of

**DEUTSCHE ASSET
MANAGEMENT, INC.,
DEUTSCHE INVESTMENT
MANAGEMENT AMERICAS,
INC., AND DEUTSCHE BANK
SECURITIES INC.,**

Respondents.

**ORDER UNDER RULE 602(e) OF
THE SECURITIES ACT OF 1933 GRANTING
A WAIVER OF THE DISQUALIFICATION
PROVISION OF RULE 602(c)(3)**

I.

Deutsche Asset Management, Inc. (“DAMI”), Deutsche Investment Management Americas, Inc. (“DIMA”), and Deutsche Bank Securities Inc. (“DBSI”) (collectively “Respondents”) have submitted letters, dated June 22, 2006, requesting waivers of the rule 602(c)(3) disqualification from the exemption under Regulation E under the Securities Act of 1933 (“Securities Act”) arising from the settlement of public administrative and cease-and-desist proceedings commenced by the Commission. On December 21, 2006, pursuant to DAMI’s and DIMA’s Offer of Settlement in a market timing case, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, Imposing Remedial Sanctions and a Cease-and-Desist Order Pursuant to Sections 203(e) and 203(k) of the Investment Advisers Act of 1940 (“Advisers Act”) and Sections 9(b) and 9(f) of the Investment Company Act of 1940 (“Investment Company Act”) against DAMI and DIMA (the “DAMI and DIMA OIP”). Additionally, on December 21, 2006, pursuant to DBSI’s Offer of Settlement in a market timing and late trading case, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order Pursuant to Sections 15(b) and 21B of the Securities Exchange Act of

1934 and Sections 9(b) and 9(f) of the Investment Company Act against DBSI (the “DBSI OIP”).

The DAMI and DIMA OIP: (1) finds that DAMI and DIMA willfully violated Sections 206(1) and (2) of the Advisers Act, and Section 34(b) of the Investment Company Act; (2) requires DAMI and DIMA to cease and desist from committing or causing any violations and any future violations of Sections 206(1) and (2) of the Advisers Act and Section 34(b) of the Investment Company Act; (3) requires DAMI and DIMA to pay \$17.2 million in disgorgement; and (4) censures DAMI and DIMA.

The DBSI OIP: (1) finds that DBSI willfully violated Rule 22c-1 as adopted under Section 22(c) of the Investment Company Act; (2) requires DBSI to cease and desist from committing or causing any violations and any future violations of Rule 22c-1(a) under the Investment Company Act; (3) requires DBSI to pay \$240,119 in disgorgement and prejudgment interest, and a \$202,835 civil penalty; and (4) censures DBSI.

Regulation E provides an exemption from registration under the Securities Act, subject to certain conditions, for securities issued by certain small business investment companies and business development companies. The Regulation E exemption is not available for the securities of an issuer if, among other things, any investment adviser or underwriter for the securities to be offered is subject to an order of the Commission entered pursuant to Section 15(b) of the Exchange Act or Section 203(e) of the Advisers Act. See Rule 602(c)(3) under the Securities Act. The Commission may waive the disqualification upon a showing of good cause. See Rule 602(e) under the Securities Act.

Based on the representations set forth in Respondents’ June 22, 2006 requests, the Commission has determined that, pursuant to Rule 602(e), a showing of good cause has been made and that the requests for a waiver of the disqualification should be granted.

Accordingly, **IT IS ORDERED**, pursuant to Rule 602(e) under the Securities Act, that a waiver of the disqualification provision of Rule 602(c)(3) under the Securities Act resulting from the entry of the OIPs is hereby granted.

By the Commission.

Nancy M. Morris
Secretary