

Deutsche Bank
North America

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Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
US Department of Labor
200 Constitution Avenue, NW
Washington DC 20210

Deutsche Bank
North America Holding Company
31 West 52nd Street
New York, N.Y. 10019
Telephone: 212-474-8000
Facsimile: 212-474-8560
Telex: AT&T 429166

February 16, 1998

Re: Top Hat Plan Statement Under US Department of
Labor Regulation Section 2520.104-23

Dear Sir or Madam:

This statement is filed in accordance with US Department of Labor Regulation Section 2520.104-23, which provides for the filing of this statement as an alternative method of compliance with the reporting and disclosure requirements of Title I of ERISA with respect to the unfunded "top hat" plan described herein. The Plan covered by this statement and the information required to be included in this statement are set forth below:

- (1) Name and Address of Employer: Deutsche Bank North America Holding Corp.
31 West 52nd Street
New York NY 10019

(The Plan described herein is maintained by the above-listed employer (principal sponsoring employer), and other entities affiliated with it also maintain the plan or may also maintain the plan from time to time, collectively the "Employer". The address for the "Plan Administrator" of the Plan covered by this statement is the same as the Employer's address.)

- (2) Employer Identification Number: 13-3645372

(The above number is the EIN for the principal sponsoring employer listed above.)


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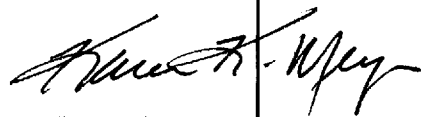


- (3) Plan Covered by This Statement: The plan covered by this statement is known as the “Deutsche Bank North America Holding Corp. Deferred Compensation Plan for UK Based Employees”, as the Plan may exist and be amended from time to time.
- (4) Number of Covered Employees: The number of covered employees (participants) under the Plan covered by this statement is **1** as of the date of this letter. The number of participants covered under the plan is expected to change from time to time.
- (5) Declaration: The Employer maintains the plan by this statement primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. Benefits under such plan are payable either from the general assets of the Employer or through insurance contracts or policies or both, as provided in DOL regulation section 2520.104-23(d)(2).

This statement is filed by and on behalf of the undersigned “Plan Administrator” and the Employer of the plan covered by this statement.

Sincerely,
Deutsche Bank North America

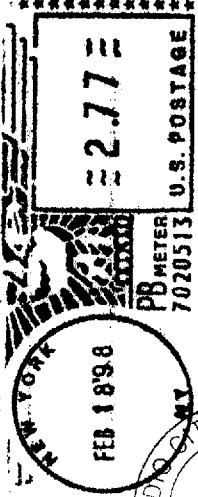

Donald J. Jones
Managing Director


Karen K. Meyer
As Attorney-In-Fact
and Plan Administrator

DBVA
301 6th Ave, 9th floor
NY, NY 10019
- Richard Goldberg

Confirmed number
2729423809

PO BOX 890
RADIO CITY STATION
NEW YORK NY 10101-8890



TOP HAT PLAN EXPEDITED
PENSION & WELFARE BENEFITS ADMIN.
Rm - N5644
USDOFL
200 CONSTITUTION AVE, NW
WASHINGTON DC 20210

