



## **Deutsche Postbank Funding Trust III**

(a statutory trust formed under the Delaware Statutory Trust Act with its principal place of business in New York, NY, U.S.A.)

# **Financial Report**

## **For the period ended June 30, 2012**

pursuant to section 37w of the German Securities Trading Act (*Wertpapierhandelsgesetz*)

## Management Report

Deutsche Postbank Funding Trust III (the "Trust") was set up to issue Trust Preferred Securities, to issue a Trust Common Security to Deutsche Postbank AG (the "Postbank") and to use all proceeds derived from such issuances to purchase Class B Preferred Securities issued by Deutsche Postbank Funding LLC III (the "Company").

The noncumulative trust preferred securities (the "Trust Preferred Securities"), liquidation preference amount €1,000 per security (the "Liquidation Preference Amount"), represent preferred undivided beneficial ownership interest in the assets of the Trust, a statutory trust created under the laws of the State of Delaware, United States of America. One Common Security of the Trust is held by Postbank. The assets of the Trust consist solely of noncumulative Class B Preferred Securities issued by the Company, a Delaware limited liability company which has the benefit of a support undertaking issued by Postbank. The terms of the Trust Preferred Securities are substantially identical to the terms of the Class B Preferred Securities. The Company invests the proceeds from the sale of the Class B Preferred Securities in subordinated debt obligations issued by Postbank.

The Trust Preferred Securities and the Class B Preferred Securities do not have a maturity date and are not be redeemable at any time at the option of the holder thereof. The Trust and the Company may redeem the Trust Preferred Securities and the Class B Preferred Securities, as the case may be, in whole, but not in part, on any Capital Payment Date or at any time upon the occurrence of certain tax and capital disqualification events.

Since June 7, 2008 (the Reset Date) noncumulative Capital Payments accrue on the Liquidation Preference Amount at the Reference Rate for such Capital Payment Period plus 0.125 per cent. per annum, payable annually in arrears on June 7 of each year, provided that no Capital Payment for any Capital Payment Period commencing on or after the Reset Date shall accrue at a rate of more than 8.00% per annum.

Capital Payments on the Class B Preferred Securities are authorized to be declared and paid on any Capital Payment Date to the extent that:

- the Company has an amount of Operating Profits for the Capital Payment Period ending on the day immediately preceding such Capital Payment Date at least equal to the amount of such Capital Payments, and
- Postbank has Distributable Profits for the preceding fiscal year for which audited unconsolidated financial statements are available in an amount at least equal to the aggregate amount of such Capital Payments and all capital payments, dividends or other distributions on Parity Securities, if any, which Distributable Profits for the preceding fiscal year are allocated among Capital Payments and capital payments, dividends or other distributions on Parity Securities, pro rata.

The terms "Capital Payments", "Capital Payment Period", "Reference Rate", "Operating Profit", "Distributable Profits" and "Parity Securities" and other capitalized terms used but not defined herein are described in detail in the Sales Prospectus relating to the Trust Preferred Securities, dated June 3, 2005.

## Results of Operations

During the six months ended June 30, 2012, the Company and Postbank had sufficient Operating Profit and Distributable Profits, respectively to make Capital Payments at the stated rate and the Trust received Capital Payments from the Company at such rate and when due under the LLC Agreement. As a consequence, the Trust made Capital Payments on the Trust Preferred Securities at such rate at the scheduled date pursuant to the Trust Agreement. The Trust made no payments or other distributions on the Trust Common Security.

Under the Services Agreement, PB Capital Corporation – a subsidiary of Postbank - is obligated, among other things, to provide legal, accounting, tax and other general support services to the Trust, to maintain compliance with all applicable U. S. and German local, state and federal laws, and to provide administrative, recordkeeping and secretarial services for the Trust. The fees and expenses of the Trust and all other

obligations of the Trust are paid by the Company and Postbank. During the six months ended June 30, 2012 the Trust received all such services and Postbank paid such fees, expenses and obligations as provided in the Services Agreement.

Net income for the six months ended June 30, 2012 was EUR 4; which corresponds to the expectation of a break-even result in the previous period.

## **Risk Report**

The Trust is affected mainly by market, credit and liquidity risk all of which are managed by Postbank Group.

### *Market risk*

Market risk denotes the potential risk that may lead to losses in financial transactions due to changes in interest rates, spreads, volatilities, commodity prices, exchange rates, and equity prices.

The market risk in form of interest rate risk of the assets and liabilities of the Trust offset each other.

### *Liquidity risk*

Liquidity risk is defined as the risk of being unable to meet current or future payment obligations.

Since the terms of the assets and liabilities are equivalent, the liquidity risk is insignificant.

### *Credit risk*

Credit risk is the risk of possible losses arising from the inability of a counterparty to discharge its payment obligations, or from a deterioration of its credit rating.

The Trust's assets are subject to the credit risk of Postbank which has an investment grade rating.

## **Outlook**

Payments by the Company on the Class B Preferred Securities are the source of funds for the Capital Payments on the Trust Preferred Securities. In turn, the Company has invested substantially all proceeds from the issuance of the Class B Preferred Securities in Initial Debt Securities issued by Postbank. Under the Initial Debt Securities, interest is paid at a rate of at least 0.125% above the Reference Rate, payable annually on June 7 of each year, provided that no interest payment shall accrue at a rate of more than 8.00 per cent per annum. Interest is paid at the same dates as Capital Payments are scheduled under the Class B Preferred Securities. The Trust expects that the Company and Postbank will continue to meet their respective obligations under the Class B Preferred Securities and the Initial Debt Securities, as applicable, made in connection with the Trust Preferred Securities. For 2012 the Trust expects a break-even result.

### Deutsche Postbank Funding Trust III

Statement of Financial Position

Period ended June 30, 2012

<b>Assets</b>		<b>2012.06.30</b>	<b>2011.12.31</b>
		€	€
Cash reserve		162	139
Investment securities	Notes (3), (6)	300,001,000	300,001,000
Other assets		355,401	5,897,320
Total Assets		<u>300,356,563</u>	<u>305,898,459</u>
<b>Liabilities and Stockholders' Equity</b>			
Securitized liabilities	Notes (3), (6)	300,000,000	300,000,000
Other liabilities		355,400	5,897,300
Total Liabilities		<u>300,355,400</u>	<u>305,897,300</u>
Stockholders' Equity			
Common Stock, €1,000 stated value per share. Authorized, issued, and outstanding 1 share		1,000	1,000
Retained earnings		163	159
Total liabilities and stockholders' equity		<u>300,356,563</u>	<u>305,898,459</u>

See accompanying notes to financial statements

**Deutsche Postbank Funding Trust III**

Statement of Comprehensive Income

For the Period January 1 to June 30, 2012

	<b>Jan. 1-June 30, 2012</b>	<b>Jan. 1-June 30, 2011</b>
	<b>€</b>	<b>€</b>
Interest income	4,865,116	4,727,716
Interest expense	4,865,112	(4,727,712)
Net interest income	<u>4</u>	<u>4</u>
Other administrative expenses	0	0
Net income/(Loss)	<u>4</u>	<u>4</u>
Other comprehensive income	<u>0</u>	<u>0</u>
Total comprehensive income	<u><u>4</u></u>	<u><u>4</u></u>

See accompanying notes to financial statements

### Deutsche Postbank Funding Trust III

Statement of Changes in Equity

Period ended June 30, 2012

		<b>Common Stock</b>	<b>Retained Earnings</b>	<b>Total</b>
Balance at December 31, 2011	€	1,000	159	1,159
Net Income/Loss Jan. 1- June 30, 2012	€		4	4
Balance at June 30, 2012	€	<u>1,000</u>	<u>163</u>	<u>1,163</u>

See accompanying notes to financial statements

Undistributed profits from current and previous years are reported under retained earnings.

### Deutsche Postbank Funding Trust III

#### Statement of Cash Flows

Period ended June 30, 2012

	<b>2012.06.30</b>	<b>2011.06.30</b>
	<b>€</b>	<b>€</b>
Cash flows from operating activities		
Net income	4	4
Changes in working capital after adjustment for non-cash components	19	15
Net cash used in operating activities	<u>23</u>	<u>19</u>
Cash and cash equivalents, beginning of period	<u>139</u>	<u>132</u>
Cash and cash equivalents, end of period	<u><u>162</u></u>	<u><u>151</u></u>
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	<u>10,407,012</u>	<u>9,309,012</u>
Cash received during the period for:		
Interest	<u><u>10,407,035</u></u>	<u><u>9,309,031</u></u>

See accompanying notes to financial statements

## **Deutsche Postbank Funding Trust III**

Notes to Financial Statements

Period ended June 30, 2012

### **(1) Organization**

Deutsche Postbank Funding Trust III (the "Trust") is a statutory business trust created on April 20, 2005 under the laws of the State of Delaware. The Trust was incorporated for the sole purpose of issuing EUR 300,000,000 of Trust Preferred Securities with a liquidation preference amount of EUR 1,000 per security to investors and a Trust Common Security with the liquidation amount of EUR 1,000 to Deutsche Postbank AG ("Postbank"). The proceeds from the issuance of the Trust Preferred Securities were used to purchase the Class B Preferred Securities issued by Deutsche Postbank Funding LLC III (the "Company"). The Trust does not engage in any business other than holding the Class B Preferred Securities, collecting Capital Payments paid with respect to the Class B Preferred Securities, paying Capital Payments to the holders of the Trust Preferred Securities and performing ancillary activities. The activities of the Trust are conducted in Euro and the financial statements of the Trust are denominated in Euros.

The Trust entered into a Services Agreement with the Company, PB Capital Corporation and Postbank under which the Company is required to pay certain fees and expenses of the Trust. Audit fees are paid by Postbank.

Postbank is the parent entity of the Trust. The Trust is included in the consolidated financial statements of the Postbank Group. The ultimate controlling party of the Trust is Deutsche Bank AG, Frankfurt am Main.

### **(2) Basis of Accounting**

The financial statements constitute an interim financial report within the meaning of the Transparenzrichtlinie - Umsetzungsgesetz (TUG – Transparency Directive Implementation Act (section 37w of the WpHG – Securities Trading Act)) as of January 5, 2007.

Interest income represents the payments received or receivable as the Capital Payments on the Class B Preferred Securities. Interest expense represents payments paid or payable on the Trust Preferred Securities subject to mandatory redemption.

The Trust is a grantor trust and, as such, is a simple trust. Simple trusts must pass through all items of income and deductions to the grantor. Therefore, the Trust has no taxable income and no requirement to record a tax expense.

The disclosures on risks from financial instruments (in accordance with IFRS 7) are presented in the Risk Report contained in the Management Report.



## Deutsche Postbank Funding Trust III

Notes to Financial Statements

Period ended June 30, 2012

### (3) Summary of Significant Accounting Policies

All assumptions, estimates and assessments required for recognition and measurement in accordance with the IFRSs are in conformity with the respective Standards, and are regularly reassessed and based on past experience as well as other factors, including expectations as to future events that appear reasonable under the given circumstances.

#### (a) Investment securities

The investment securities are classified as loans and receivables (LaR) in accordance with IAS 39.

Loans and receivables (LaR) portfolios are recognized at amortized cost in the balance sheet.

The fair value disclosures on these investment securities are based upon present value estimates because they are not actively traded.

#### (b) Liabilities

Pursuant International Accounting Standards (IAS) 32, *Financial Instruments: Disclosure and Presentation*, and IAS 39, *Financial Instruments: Recognition and Measurement*, the Trust Preferred Securities have been classified as liabilities and are described as "Preferred Securities Subject to Mandatory Redemption."

Liabilities debts are carried at amortized cost (IAS 39.47).

### (4) Preferred Securities Subject to Mandatory Redemption

On June 7, 2005, the Trust issued Trust Preferred Securities with an aggregate liquidation preference amount of EUR 300,000,000. The Trust Preferred Securities have no stated maturity, but are redeemable, in whole, but not in part. Distributions on the Trust Preferred Securities are Capital Payments, which are non-cumulative and accrue on the Liquidation Preference Amount. Since June 7, 2008 (the Reset Date), Capital Payments accrue at the Reference Rate plus 0.125% per annum, payable annually in arrears on June 7 of each year, commencing June 7, 2009, provided that no Capital Payment for any Capital Payment Period commencing on or after the Reset Date shall accrue at a rate of more than 8.00% per annum. Capital Payments are subject to certain conditions, including that Postbank has an amount of Distributable Profits for the preceding financial year at least equal to the Capital Payments.

## Deutsche Postbank Funding Trust III

Notes to Financial Statements

Period ended June 30, 2012

### (5) Related Party Transactions

Related Parties of the Trust are Deutsche Postbank AG, Deutsche Postbank AG subsidiaries and Deutsche Bank AG, which has controlled Postbank and indirectly, the Trust. Other related parties are Deutsche Bank AG's subsidiaries.

Name	Address
Deutsche Bank AG	Taunusanlage 12, 60262 Frankfurt am Main, Germany
Deutsche Postbank AG	Friedrich-Ebert-Allee 114-126, 53113, Bonn, Germany
Deutsche Postbank Funding LLC III	230 Park Avenue, New York, NY 10169, USA
PB Capital Corporation	230 Park Avenue, New York, NY 10169, USA

With the proceeds of the issuance of the Trust Preferred Securities, the Trust purchased an aggregate liquidation preference amount of EUR 300,001,000 of Class B Preferred Securities, issued by Deutsche Postbank Funding LLC III (the "Company"), an affiliated entity, on June 7, 2005. The Securities do not have a maturity date and are not be redeemable at any time at the option of the holders. The Trust and the Company may redeem the Trust Preferred Securities and the Class B Preferred Securities, as the case may be, on the Initial Redemption Date scheduled to occur on June 7, 2011 or any Capital Payment Date, except upon the occurrence of certain tax and capital disqualification events.

Since June 7, 2008 (the Reset Date), Capital Payments are payable on the Class B Preferred Securities at the Reference Rate for plus 0.125% per annum, payable annually in arrears on June 7 of each year, provided that no Capital Payment for any Capital Payment Period shall accrue at a rate of more than 8.00% per annum.

All Capital Payments paid on the Class B Preferred Securities are passed through to the holders of the Trust Preferred Securities as Capital Payments on the Trust Preferred Securities.

Since June 7, 2011, the Class B Preferred Securities are redeemable by the Company in whole (but not in part) on any Capital Payment Date and at any time upon the occurrence of a Tax Event, a Regulatory Event or Investment Company Event (as described below). If the Company redeems the Class B Preferred Securities, the Trust must redeem the Trust Preferred Securities under the terms of the Trust Agreement. Any redemption of the Trust Preferred Securities, in whole or in part, will be at an amount equal to €1,000 per Trust Preferred Security and an amount equal to €1,000 per Trust Common Security, plus any additional amounts, if any, plus any accrued and unpaid Capital Payments for the then current Payment Period ending on the date of redemption. In the case of redemption upon the occurrence of a Trust Special Redemption Event (as defined in the Trust Agreement), the Company Capital Securities would be distributed, after satisfaction of the claims of the creditors, if any, on a pro rata basis to the Holders of the Trust Preferred Securities and the Holder of the Trust Common Security in liquidation of such Holders' interest in the Trust.

In the event of any voluntary or involuntary liquidation, dissolution, winding up or termination of the Trust, the holders of the Trust Preferred Securities at the time outstanding shall, subject to certain limitations, be entitled to receive (a) the Company Capital Securities in an aggregate stated liquidation preference amount on such Trust Securities and (b) pro rata based on the respective liquidation preference amounts of the Trust Securities, any other assets of the Trust.

A Tax Event means the receipt by Postbank of an opinion of a nationally recognized law firm or other tax adviser in the United States or Germany, as appropriate, experienced in such matters, to the effect, that, as a result of (i) any amendment to, or clarification of, or change (including any announced prospective change) in, the laws or treaties (or any regulations promulgated thereunder) of the United States or Germany or any political subdivision or taxing authority thereof or therein affecting taxation, (ii) any judicial decision, official administrative pronouncement, published or private ruling, regulatory procedure, notice or announcement (including any notice or announcement of intent to adopt such procedures or regulations) ("Administrative Action") or (iii) any amendment to, clarification of, or change in the official position or the interpretation of such Administrative Action or any interpretation or pronouncement that provides for a position with respect to such Administrative Action that differs from the theretofore generally accepted position, in each case, by any legislative body, court, governmental authority or regulatory body, irrespective of the manner in which such amendment, clarification or change is made known, which amendment, clarification or change is effective, or which pronouncement or decision is announced, on or after the date of issuance of the Company Securities and Trust Securities, there is more than an insubstantial risk that (a) the Trust or Company is or will be subject to more than a de minimis amount of taxes, duties or other governmental charges, or (b) the Trust, the Company or an obligor on the Initial Debt Securities or any substitute debt securities would be obligated to pay additional amounts.

A Regulatory Event means that, as a result of the occurrence of any amendment to, or change (including any change that has been adopted but has not yet become effective) in, the applicable banking laws of Germany (or any rules, regulations or interpretations thereunder, including rulings of the relevant banking authorities) or the guidelines of the Basle Committee for Banking Supervision, Postbank is not, or will not be, allowed to treat the Company Capital Securities as supplementary or Tier 2 regulatory capital for capital adequacy purposes on a consolidated basis.

An Investment Company Event means that Postbank will have requested and received an opinion of a nationally recognized U.S. law firm experienced in such matters to the effect that there is more than insubstantial risk that the Company or the Trust is or will be considered an "investment company" within the meaning of the Investment Company Act of 1940, as amended, as a result of any judicial decision, pronouncement or interpretation (irrespective of the manner made known), the adoption or amendment of any law, rule or regulation, or any notice or announcement (including any notice or announcement of intent to adopt such law, rule or regulation) by any U.S. legislative body, court, governmental agency, or regulatory authority, in each case after the date of the Agreement.

The Company, an affiliated entity, pays all administrative expenses incurred by the Trust and the Company. In addition, Postbank and the Company have entered into a support undertaking for the benefit of the Trust and the holders of the Trust Preferred Securities.

The Trust Common Security and the Common Security of the Company are held by Postbank.

## Deutsche Postbank Funding Trust III

Notes to Financial Statements

Period ended June 30, 2012

### (6) Fair Value of Financial Instruments

International Financial Accounting Standards (IFRS) 7 "Financial Instruments: Disclosure" requires the disclosure of fair value information for financial instruments for which it is practicable to estimate that value, whether or not the instrument is recognized in the statement of financial condition. Quoted market prices, when available, are used as the measure of fair value. In cases where quoted market prices are not available, fair values are based on market data of another, essentially identical quoted financial instrument, when available, or present value estimates of anticipated cash flows.

The Securitized Liabilities are quoted on an active market. The quoted market price of the Securitized Liabilities is used as the measure of fair value.

The Investment Securities are not quoted on an active market. As the Securitized Liabilities are essentially the same financial instruments as the Investment Securities, the quoted market price of the Securitized Liabilities is used, in accordance with IAS 39.AG74, for measuring the fair value of the Investment Securities.

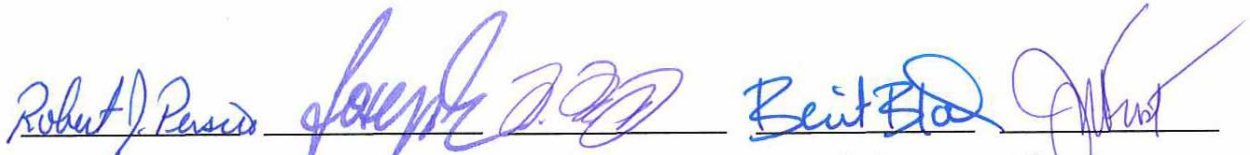
	June 30, 2012		December 31, 2011	
	Carrying amount (€)	Fair value (€)	Carrying amount (€)	Fair value (€)
Investment securities	300,001,000	129,000,430	300,001,000	123,300,411
Securitized liabilities	300,000,000	129,000,000	300,000,000	123,300,000

## Responsibility Statement by the Regular Trustees

To the best of our knowledge, and in accordance with the applicable reporting principles, the financial statements of Trust give a true and fair view of the assets, liabilities, financial position and profit or loss of Trust, and the management report of Trust includes a fair review of the development and performance of the business and the position of Trust, together with a description of the principal opportunities and risks associated with the expected development of Trust.

New York/New York, August 23, 2012

The Regular Trustees



Robert Persico      Jörn Joseph      M. Rebecca Robertson      Berit Block      Jeffrey Frost