Consolidated Financial Statements and Report of
Independent Certified Public Accountants

# DZ BANK
# CAPITAL FUNDING TRUST II

December 31, 2013 and 2012

# DZ BANK
# CAPITAL FUNDING TRUST II

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Grant Thornton LLP
60 Broad Street, 24th Floor
New York, NY 10004-2306

T 212.422.1000
F 212.422.0144
www.GrantThornton.com

# REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors
**DZ Bank Capital Funding Trust II**

We have audited the accompanying consolidated financial statements of DZ Bank Capital Funding Trust II (a Delaware corporation) and subsidiary, which comprise the consolidated balance sheets as of December 31, 2013 and 2012, and the related consolidated statements of income, changes in equity, and cash flows for the years then ended, and the related notes to the financial statements.

## Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of DZ Bank Capital Funding Trust II and subsidiary as of December 31, 2013 and 2012, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Grant Thornton LLP

New York, New York
March 19, 2014

# DZ BANK
# CAPITAL FUNDING TRUST II
## Consolidated Balance Sheets
**December 31, 2013 and 2012**
**(in Euros and thousands, except share and per share amounts)**

| | 2013 | 2012 |
|---|---|---|
| **ASSETS** | | |
| Subordinated note receivable from DZ BANK | € 500,003 | € 500,003 |
| Accrued interest on subordinated note receivable from DZ BANK | 1,011 | 994 |
| Total assets | € 501,014 | € 500,997 |
| **EQUITY** | | |
| Shareholders’ equity | | |
| Preferred securities, liquidation preference €1,000 per security; 500,000 securities authorized, issued and outstanding at December 31, 2013 and 2012 | € 500,000 | € 500,000 |
| Common security, €1,000 par value; one security authorized, issued and outstanding, at December 31, 2013 and 2012 | 1 | 1 |
| Retained earnings | 1,011 | 994 |
| Total shareholders’ equity | 501,012 | 500,995 |
| Noncontrolling interest | 2 | 2 |
| Total equity | € 501,014 | € 500,997 |

*The accompanying notes are an integral part of these consolidated financial statements.*

# DZ BANK
# CAPITAL FUNDING TRUST II
## Consolidated Statements of Income
### Years ended December 31, 2013 and 2012
### (in Euros and thousands)

| | 2013 | | 2012 | |
|---|---|---|---|---|
| Interest income on subordinated note receivable from DZ BANK | € | 9,182 | € | 11,876 |
| | € | 9,182 | € | 11,876 |

*The accompanying notes are an integral part of these consolidated financial statements.*

# DZ BANK
# CAPITAL FUNDING TRUST II
## Consolidated Statements of Changes in Equity
### Years ended December 31, 2013 and 2012
### (in Euros and thousands, except per share amounts)

| | Preferred Securities | Common Security | Retained Earnings | Noncontrolling Interest | Total |
|---|---|---|---|---|---|
| **Balance, January 1, 2012** | € 500,000 | € 1 | € 1,703 | € 2 | € 501,706 |
| Net income | - | - | 11,876 | - | 11,876 |
| Cash dividends declared | | | | | |
| Preferred securities | | | | | |
| (€25.17 per share) | - | - | (12,585) | - | (12,585) |
| Common security | | | | | |
| (€25.17 per share) | - | - | - | - | - |
| **Balance, December 31, 2012** | 500,000 | 1 | 994 | 2 | 500,997 |
| Net income | - | - | 9,182 | - | 9,182 |
| Cash dividends declared | | | | | |
| Preferred securities | | | | | |
| (€18.33 per share) | - | - | (9,165) | - | (9,165) |
| Common security | | | | | |
| (€18.33 per share) | - | - | - | - | - |
| **Balance, December 31, 2013** | € 500,000 | € 1 | € 1,011 | € 2 | € 501,014 |

*The accompanying notes are an integral part of these consolidated financial statements.*

**DZ BANK**
**CAPITAL FUNDING TRUST II**
**Consolidated Statements of Cash Flows**
**Years ended December 31, 2013 and 2012**
**(in Euros and thousands)**

| | 2013 | 2012 |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income | € 9,182 | € 11,876 |
| Adjustments to reconcile net income to net cash provided by operating activities | | |
| Accrued interest on subordinated note receivable from DZ BANK | (17) | 709 |
| Net cash provided by operating activities | 9,165 | 12,585 |
| CASH FLOWS USED IN FINANCING ACTIVITY | | |
| Cash dividends paid | (9,165) | (12,585) |
| Change in cash and cash equivalents | - | - |
| Cash and cash equivalents | | |
| Beginning | - | - |
| Ending | € - | € - |

*The accompanying notes are an integral part of these consolidated financial statements.*

## 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 rated AA- by Standard & Poor's at December 31, 2013 and at December 31, 2012, respectively. The Trust is a wholly-owned subsidiary of DZ BANK.

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 Company 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 years ended December 31, 2013 and 2012.

The LLC Class B Preferred Securities were 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. DZ BANK Capital Funding LLC II did not make use of this option but still has the option to redeem the Class B Preferred Securities, in whole but not in part, 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.

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.

## 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 it has both the power to direct investments that significantly impact the economic performance of the entities and has the obligation to absorb losses or receive benefits that could potentially be significant to the entities. All material intercompany transactions and accounts have been eliminated.

### 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 the 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 year ended December 31, 2013, the Trust has made dividend distributions on Trust Preferred Securities and Trust Common Security of €9,165,000 and €18 respectively. For the year ended December 31, 2012, the Trust has made dividend distributions on Trust Preferred Securities and Trust Common Security of €12,585,000 and €25 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 €1,010,562 and €994,450 as of December 31, 2013 and 2012, respectively, will be allocated on a pro-rata basis to the Trust Common Security, the Trust Preferred Securities and the noncontrolling interest.

### Noncontrolling Interest

Financial Accounting Standards Board (the "FASB") Accounting Standards Codification (the "Codification" or "ASC") 810, 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 €37 and €50 and for the years ended December 31, 2013 and 2012, 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 tax 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.

FASB Codification Topic 740, “Income Taxes,” provides guidance for how uncertain tax positions should be recognized, measured, disclosed and presented in the financial statements. This requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company’s tax returns to determine whether the tax positions are “more likely than not” of being sustained “when challenged” or “when examined” by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax expense and liability in the current year. Management evaluated the Company’s tax positions that require adjustment to the financial statements in order to comply with the provisions of this guidance. With few exceptions, the Company is no longer subject to income tax examinations by U.S. federal, state or local tax authorities for years before 2010.

**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 consolidated 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 December 31, 2013 and 2012, the Company did not have any cash and cash equivalents.

**Recent Accounting Pronouncements**

In April 2011, the FASB issued ASU No. 2011-02, which amends the authoritative accounting guidance under ASC Topic 310 "Receivables." The update provides clarifying guidance as to what constitutes a troubled debt restructuring. The update provides clarifying guidance on a creditor's evaluation of the following: (1) how a restructuring constitutes a concession and (2) if the debtor is experiencing financial difficulties. The amendments in this update are effective for the first interim or annual period beginning on or after June 15, 2012 and should be applied retrospectively to the beginning of the annual period of adoption. Adoption of this update did not have a material effect on the Company's consolidated results of operations or consolidated financial condition.

On February 7, 2013, the FASB issued ASU 2013-03 to clarify the applicability of a fair value disclosure requirement in ASC 825 (as amended by ASU 2011-04) for nonpublic entities. Under the ASU, all nonpublic entities are exempt from having to disclose the fair value hierarchy level (i.e., Level 1, 2, or 3) for fair value measurements of financial assets and financial liabilities that are disclosed in the footnotes to the financial statements but not reported at fair value in the statement of financial position. The ASU does not change any other fair value disclosure requirements in ASC 820 or ASC 825 and is effective immediately. Adoption of this update did not have a material effect on the Company's consolidated results of operations or consolidated financial condition

On April 22, 2013, the FASB published ASU 2013-07, "Presentation of Financial Statements" (Topic 205): "Liquidation Basis of Accounting." ASU 2013-07 affects entities that issue financial statements that are presented in conformity with U.S. GAAP except investment companies that are regulated under the Investment Company Act of 1940. This ASU is effective for annual reporting periods beginning after December 15, 2013. Adoption of this update is currently evaluated and is not expected to have a material effect on the Company's consolidated results of operations or consolidated financial condition.

## 3. SHAREHOLDERS' EQUITY

The Company's noncumulative preferred securities consist of 500,000 shares authorized, issued and outstanding at December 31, 2013 and 2012, 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 December 31, 2013 and 2012.

## 4. RELATED PARTY TRANSACTIONS

The Trust's regular trustees, Ralf Weingartner, Carl Amendola, Norah McCann and Jonas Kelletshofer, 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, which provides ongoing administrative support. Therefore, the Company's financial condition and results of operations may not necessarily be indicative of those that would have resulted if the Company had operated as an unaffiliated company.

## 5. VARIABLE INTEREST ENTITIES

In accordance with FASB ASC 810-10, "Consolidation," a variable interest entity ("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 involved 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 December 31, 2013 and 2012, 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.

The Trust has not provided support to the VIE when it was not contractually obligated to do so.

## 6. FAIR VALUE OF FINANCIAL INSTRUMENTS

FASB ASC 820, "Fair Value Measurements and Disclosures," 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 December 31, 2013 and 2012 are as follows:

| | December 31, 2013 | | December 31, 2012 | |
|---|---|---|---|---|
| | **Carrying Amount** | **Fair Value** | **Carrying Amount** | **Fair Value** |
| Subordinated note receivable from DZ BANK | € 500,003,000 | € 371,002,226 | € 500,003,000 | € 243,751,463 |

The estimated fair value amounts at December 31, 2013 and 2012 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 December 31, 2013 and 2012.

## 7. SUBSEQUENT EVENTS

In preparing these consolidated financial statements, the Company has evaluated events and transactions for potential recognition and/or disclosure through March 19, 2014, the date the consolidated financial statements were available to be issued.