

**Changes to Certain Regulatory Matters**

The section of the Memorandum under the heading “Certain Regulatory Matters” is hereby amended by adding the following immediately after the second paragraph in the risk factor titled “*Mandated Disclosure of Certain Events*”:

On August 26, 2004, in connection with the 2002 industry-wide governmental and regulatory investigations into research and analysts practices, DBSI reached a settlement agreement with the SEC, the National Association of Securities Dealers, the New York Stock Exchange and the New York Attorney General, and with other state regulators arising from an investigation of research analyst independence. Under the terms of the settlement, DBSI agreed to pay \$87.5 million.

On June 3, 2009, DBSI settled proceedings with the SEC, the New Jersey Department of Securities and New York Attorney General in connection with various claims under the federal securities laws and state common law arising out of the sale of auction rate preferred securities and auction rate securities (together, “ARS”). Under the terms of the settlements, DBSI was required to, among other things, offer to buy back ARS purchased by certain customers from DBSI, reimburse certain customers who took out loans secured by ARS and compensate eligible customers who sold their ARS below par value. In connection with the settlements, a number of state securities commissions issued final orders against DBSI.