

Subject: Alternative Asset Manager Autocallable Snowball Coupon/Barrier [C]
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Classification: Confidential

* * DB Key Client Partners: Email prepared exclusively for Jeffrey Epstein
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Good Morning Jeffrey -

Consider the below as part of the Financials segment within your allocation. Like your Apollo shares, the broader Alternative Asset Manager group has benefitted from a gearing to rising asset prices; strong performance on underlying funds are translating to performance return participation and greater the earnings at the company level, not to mention that meaningful inflows to alternative investments are leading to increased AUM fee collection.

I like this structure below. The underlying companies (Blackstone and Carlyle) may have run, but earnings outlook appears solid and this structure is a way to monetize vol with an attractive risk/return profile.

Base case of getting called in year-one with a 25% coupon and having that 35% downside protection. Downside participation if the worst-of breaches the 65% barrier; max loss 100%.

Issuer:	DB
Structure:	Knock In - Knock Out Barrier Note with
Snowball Coupon	
Underlyings:	Worst of BX US and CG US
Tenor:	3 Yrs
DIP Barrier:	65% (European)
KO Barrier:	112% (if worst-of is above KO Barrier on
	any day then DIP knocks out and note becomes principal protected)
Redemption Barrier:	100% (autocalled if both underliers are
	above initial level upon annual observation)
Snowball Coupon:	25% p.a. (snowballing, client can receive
	up to 75% coupon over 3yrs...50% y2 if not called, 75% if matures)
Autocall:	Annual observation, if both underliers are
	> initial level at annual observation
Max Gain:	75% over 3yrs (25% p.a.)
Max Loss:	100%

Indicative levels only, subject to market movement. Source: DB GM Structuring, as of 2/12/14.

BX 1yr Price History

CG 1yr Price History

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Initiating Coverage of the Alternative Asset Managers; BX is top pick
We initiate coverage of 5 alternative asset managers (the "Alts") with Buys on Blackstone (BX), Carlyle Group (CG), & Oaktree Capital (OAK) & Hold ratings on Apollo Global Mgmt (APO) & KKR & Co (KKR). Overall, these Alts are wellpositioned amid favorable cyclical tailwinds & strong secular dynamics, while valuations remain attractive. We favor the more-diversified Alts possessing less earnings variability & good distributable earnings (DE) growth profiles for 2014-2015; this dynamic favors BX & CG over APO & KKR for now, in our view, & we see 4Q earnings as a positive catalyst upon a better DE outlook for next 1-2 years. We also like OAK's more-traditional asset manager business profile.

Valuations still attractive as debate on valuing the Alts continues
With volatile and less predictable earnings, the market has been reluctant to assign a comparable traditional asset manager P/E on the Alts' carried interest income stream, which accounted for over half of Alt's pretax income over the past 2 years. However, we see limitations in this legacy sum-of-parts valuation approach (valuing fee-earnings at much higher multiples than carried interest) primarily because of the longer-term reliability of carried interest converting into cash distributions for public unit holders. Thus, we prefer to value the Alts on longer-term 'distributable earnings' (DE), which is a proxy for cash flow and the basis for cash distributions to unit holders. On this approach, we think these 5 Alt managers can trade at a median 12-13x P/E on our 2015 DE

forecasts, a year from now, which implies about 2 points of multiple expansion and over 15% price appreciation, and about 22% total return inclusive of median 6-7% distribution yields at current price levels.

Both cyclical and secular themes are very positive
In the current economic/capital markets cycle, the Alts are likely to increasingly benefit from realizing the value of their long-term investments (from sales via M&A, IPOs, etc.) and distributing more cash to unit holders over 2014-15. Thus, we see a greater convergence of DE and the more volatile mark-to-market-driven economic net income (ENI), as the realization cycle gains momentum in 2014. Asset organic growth rates should remain healthy as strong investment performance track records enable fundraising to outpace outflows from realized distribution to LPs. Key secular trends favoring Alts are
1) rising allocations globally to alternative assets by institutions, and increasingly, individuals, 2) a major competitive advantage in ability to generate patient capital and invest long-term and influence investment outcomes, 3) a greater role for Alts in financing, creating more capital deployment opportunities globally, & 4) increasing concentration of asset flows to the largest Alts, which favors these 5 stocks.

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