

Edgar Filing: DELTA & PINE LAND CO - Form SC 13D

DELTA & PINE LAND CO  
Form SC 13D  
February 23, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

Delta & Pine Land Company

-----  
(Name of Issuer)  
-----

Common Stock, Par value \$0.10

-----  
(Title of Class of Securities)

247357106

-----  
(CUSIP Number)

Jeffrey Ruiz  
Deutsche Bank AG  
c/o Deutsche Bank Securities Inc.  
60 Wall Street  
New York, NY 10005  
(212) 250-3667

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

February 15, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The Information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Cusip No. 247357106

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Deutsche Bank AG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS WC  
(See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Deutsche Bank AG is organized under the laws of the Federal Republic of  
Germany.

7 SOLE VOTING POWER  
2,176,179

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8 SHARED VOTING POWER  
85,000

9 SOLE DISPOSITIVE POWER  
2,176,179

10 SHARED DISPOSITIVE POWER  
85,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,261,179

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.19%

14 TYPE OF REPORTING PERSON  
BK

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Cusip No. 247357106

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Deutsche Bank Securities Inc.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS WC  
(See Item 3)

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
  
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	SHARED VOTING POWER
		85,000
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		85,000

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
85,000

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
0.23%

-----

14 TYPE OF REPORTING PERSON  
  
BD

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Item 1. Security and Issuer

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This statement on Schedule 13D (this "Statement") relates to shares of common stock, par value \$0.10 per share (the "Shares"), of Delta & Pine Land Company (the "Issuer"). The Issuer has its principal executive offices at One Cotton Row, Scott, MS 38772

### Item 2. Identity and Background

(a) This Statement is being filed by Deutsche Bank Securities Inc. ("DBSI") and Deutsche Bank AG ("Deutsche Bank", together with DBSI, the "Reporting Persons" and each, a "Reporting Person"). A joint filing agreement has been filed as Exhibit 1 to this Statement pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

DBSI is a corporation organized under the laws of Delaware, and is a wholly-owned subsidiary of DB US Financial Markets Holding Corporation ("DBUSFM"). DBUSFM is a wholly-owned subsidiary of Deutsche Bank Americas Holding Corporation, a wholly-owned subsidiary of Taunus Corporation, which in turn is a wholly-owned subsidiary of Deutsche Bank. Deutsche Bank is organized under the laws of the Federal Republic of Germany. The securities acquired by Deutsche Bank covered by this Statement were acquired through the London Branch of Deutsche Bank, which is licensed by the United Kingdom banking authority.

(b) The address of the principal place of business of Deutsche Bank is Taunusanlage 12, 60325 Frankfurt, Federal Republic of Germany. The address of the principal office of DBSI is 60 Wall Street, New York, New York 10005.

(c) and (f) The principal business of the Reporting Persons and the name, business address, principal occupation or employment and citizenship of each of the executive officers, directors, controlling persons and trustees, as applicable of each of the Reporting Persons and each corporation and other person ultimately in control of the Reporting Persons are set forth on Schedule 1 to this Statement which is incorporated herein.

Set forth on Schedule 1 to this Statement, and incorporated herein by reference, is a list of the executive officers and directors of each of Deutsche Bank and DBSI that contain the following information with respect to each such person: (i) name; (ii) business address; (iii) present principal occupation or employment and the name and business address of each corporation or organization in which each such employment is conducted; and (iv) citizenship.

(d) and (e) During the last five years, none of the Reporting Persons and, to the best knowledge of the Reporting Persons, none of the persons named on Schedule 1 to this Statement has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

The source of the funds for the purchase of the Shares was working capital of the Reporting Persons.

### Item 4. Purpose of Transaction

All of the Shares reported herein as having been acquired or disposed of were from the accounts of Deutsche Bank AG, London Branch and DBSI and were acquired or disposed of as part of their proprietary trading activities or in order to hedge its exposure to certain derivative contracts entered into with its clients.

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On February 15, 2007 the total number of Shares that may have been deemed beneficially owned by the Reporting Persons exceeded 5% of the total number of Shares outstanding. The Reporting Persons qualify as institutions that may file securities ownership reports required by the Securities Exchange Act on Schedule 13G. The Issuer entered into an Agreement and Plan of Merger, dated as of August 15, 2006, by and between the Issuer and Monsanto Company, Incorporated. Deutsche Bank acquired Shares held in an arbitrage account subsequent to the announcement of the merger. As a result, under interpretations of the Staff of the Securities and Exchange Commission, Deutsche Bank may be deemed to have purchased the Shares with the purpose of, or with the effect of, changing or influencing control of the Issuer, in connection with the proposed merger and the Reporting Persons are therefore filing this report on Schedule 13D.

The Reporting Persons reserve the right to acquire, or cause to be acquired, additional securities of the Issuer or derivatives or other instruments related thereto, to dispose of, or cause to be disposed, such securities, derivatives or other instruments at any time and to formulate other purposes, plans or proposals regarding the Issuer or any of its securities, to the extent deemed advisable in light of general investment and trading policies of the Reporting Persons, market conditions or other factors. Except as set forth herein, the Reporting Persons do not have any plans or proposals at this time that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

### Item 5. Interest in Securities of the Issuer

(a) and (b) According to information filed by the Issuer with the Securities and Exchange Commission in its Form 10-Q for the quarter ended December 31, 2006, the number of Shares outstanding was 36,526,871 as of December 31, 2006. As of February 15, 2007, the reporting Person may have been deemed the beneficial owner of 2,261,179 Shares (approximately 6.2% of the total number of Shares outstanding).

Deutsche Bank AG, London Branch	2,076,179
Deutsche Bank AG, London Branch (arbitrage)	100,000
Deutsche Bank Securities Inc.	85,000

(c) Transactions by the Reporting Person in the Shares effected during the past sixty days are set forth in Schedule 2 to this Schedule 13D, which is incorporated by reference herein.

(d) Not applicable.

(e) Not applicable.

### Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer

From time to time, the Reporting Persons may lend, pledge or enter into repurchase transactions relating to portfolio securities, including the Shares, to and with brokers, banks or other financial institutions. From time to time, effect, short sale transactions, and may purchase securities for the purpose of closing out short positions in such securities.

Except as set forth above, the Reporting Persons does not have any contracts, arrangements, understandings or relationships with respect to any securities of the Issuer.

### Item 7. Material to be Filed as Exhibits

Attached as Exhibit 1 to this Statement is the Joint Filing Agreement

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dated February 23, 2007, between Deutsche Bank AG and Deutsche Bank Securities Inc.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated as of February 23, 2007

DEUTSCHE BANK AG

By: /s/ Jeffrey A. Ruiz

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Name: Jeffrey A. Ruiz  
Title: Director

DEUTSCHE BANK AG

By: /s/ Pasquale Antolino

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Name: Pasquale Antolino  
Title: Assistant Vice President

DEUTSCHE BANK SECURITIES INC.

By: /s/ Margaret Adams

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Name: Margaret Adams  
Title: Director

DEUTSCHE BANK SECURITIES INC.

By: /s/ Jeffrey A. Ruiz

-----  
Name: Jeffrey A. Ruiz  
Title: Director

Schedule 1

Executive Officers, Directors, Controlling Persons and Trustees of Deutsche Bank AG and each Person Ultimately in Control of Deutsche Bank AG

Deutsche Bank AG is organized under the laws of the Federal Republic of Germany. The principal business of Deutsche Bank AG is the provision of financial and related services. Deutsche Bank AG is the largest banking

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institution in the Federal Republic of Germany and is the parent company of a group consisting of banks, capital market and fund management companies, mortgage banks and property finance companies, installment financing and leasing companies, insurance companies, research and consultancy companies and other companies. Deutsche Bank AG is organized under the laws of the Federal Republic of Germany, and the address of its principal place of business is Taunusanlage 12, 60325 Frankfurt, Federal Republic of Germany.

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Name	PRESENT PRINCIPAL OCCUPATION OR EMPLOYEMENT
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	BUSINESS ADDRESS
	CITIZENSHIP

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Dr. Josef Ackermann	Chairman of the Group Executive Committee and Member of the Board of Managing Directors, Deutsche Bank AG
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	Deutsche Bank AG Taunusanlage 12 60325 Frankfurt The Federal Republic of Germany
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	Citizenship: Swiss
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Dr. Tessen von Heydebreck	Member of the Board of Managing Directors, Deutsche Bank AG
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	Deutsche Bank AG Taunusanlage 12 60325 Frankfurt The Federal Republic of Germany
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	Citizenship: German
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Dr. Hermann-Josef Lamberti	Member of the Board of Managing Directors, Deutsche Bank AG
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	Deutsche Bank AG Taunusanlage 12 60325 Frankfurt The Federal Republic of Germany
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	Citizenship: German
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Dr. Clemens Borsig	Member of the Board of Managing Directors, Deutsche Bank AG
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	Deutsche Bank AG Taunusanlage 12 60325 Frankfurt The Federal Republic of Germany
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	Citizenship: German
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Executive Officers, Directors, Controlling Persons and Trustees of  
Deutsche Bank Securities Inc.

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Deutsche Bank Securities Inc. (DBSI) is registered with the SEC as a broker-dealer and is a member of the NASD, SIPC, NYSE, and a number of other securities self-regulatory organizations. In addition, DBSI is registered with the CFTC as a futures commission merchant and is a member of the NFA, CME, and several other futures self-regulatory organizations. DBSI is headquartered in New York City and offers a full range of broker-dealer services, including sales and trading expertise in equity and fixed income securities, derivatives and structured products, portfolio trading, prime brokerage services, and research. DBSI also assists investment banking clients with public and private offerings in the equity and debt capital markets, and provides advisory services in strategic areas such as mergers, acquisitions, and corporate restructurings.

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Name	PRESENT PRINCIPAL OCCUPATION OR EMPLOYEMENT BUSINESS ADDRESS CITIZENSHIP
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Mr. Seth Waugh	Member of the Board of Directors, Chairman, Deutsche Bank Securities  60 Wall Street New York, New York, 10005  Citizenship: US
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Mr. Stuart Clarke	Member of the Board of Directors, Deutsche Bank Securities  60 Wall Street New York, New York, 10005  Citizenship: UK-British
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Mr. Thomas Gahan	Member of the Board of Directors, Deutsche Bank Securities  60 Wall Street New York, New York, 10005  Citizenship: US
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Mr. Robert Karofsky	Member of the Board of Directors, Deutsche Bank Securities  60 Wall Street New York, New York, 10005  Citizenship: US
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Mr. Mark Pfeffer	Member of the Board of Directors, Deutsche Bank Securities  60 Wall Street New York, New York, 10005  Citizenship: US
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Mr. Philip Weingord	Member of the Board of Directors, Deutsche Bank Securities  60 Wall Street
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New York, New York, 10005

Citizenship: US

Schedule 2 - 60 Day Trade History

DATE	BUY/SELL	AMOUNT	PRICE
11/20/06	B	35,700	40.72
11/20/06	B	1,500	40.78
11/20/06	S	100	40.68
11/20/06	B	500	40.72
11/20/06	S	1,800	40.76
11/21/06	B	1,700	40.83
11/21/06	S	2,100	40.84
11/22/06	B	2,550	40.93
11/22/06	B	500	40.94
11/22/06	S	100	40.96
11/22/06	B	2,200	40.94
11/24/06	B	200	40.96
11/24/06	S	300	40.83
11/24/06	S	1,000	40.96
11/27/06	B	73,200	40.79
11/27/06	B	22,025	40.80
11/27/06	S	400	40.80
11/27/06	S	3,000	40.80
11/28/06	B	50,000	40.61
11/28/06	B	500	40.68
11/28/06	S	4,400	40.58
11/29/06	B	10	40.62
11/29/06	B	500	40.56
11/29/06	S	200	40.62

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11/29/06	B	200	40.60
11/29/06	S	4,600	40.53
12/01/06	B	100	40.55
12/01/06	S	200	40.68
12/01/06	S	2,000	40.60
12/01/06	S	11,500	40.60
12/01/06	B	1,100	40.88
12/01/06	B	4,800	40.62
12/04/06	B	1,500	40.90
12/04/06	B	4,800	40.89
12/05/06	B	1,400	40.98
12/05/06	B	2,400	40.98
12/05/06	S	2,100	40.94
12/06/06	B	300	40.96
12/06/06	S	200	40.92
12/06/06	S	6,900	40.92
12/07/06	S	300	40.93
12/07/06	S	4,400	40.97
12/08/06	S	11,900	40.82
12/11/06	B	6,800	40.39
12/11/06	B	300	40.30
12/11/06	S	21,400	40.36
12/12/06	B	2,300	40.44
12/12/06	B	4,300	40.43
12/12/06	S	4,200	40.40
12/13/06	B	400	40.48
12/13/06	B	3,200	40.48
12/13/06	S	2,400	40.45
12/14/06	B	400	40.51
12/14/06	B	2,800	40.52
12/14/06	S	360	40.51

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12/14/06	B	6,600	40.53
12/15/06	B	18,768	40.50
12/15/06	B	43,200	40.51
12/15/06	S	116,190	40.51
12/15/06	S	100	40.50
12/15/06	B	1,000	40.54
12/15/06	S	3,400	40.51
12/18/06	B	700	40.52
12/18/06	S	400	40.60
12/18/06	B	3,300	40.62
12/18/06	S	600	40.57
12/19/06	B	116,200	40.70
12/19/06	S	918	40.61
12/19/06	B	4,200	40.68
12/19/06	S	900	40.69
12/20/06	B	500	40.74
12/20/06	B	100	40.72
12/20/06	S	8,000	40.80
12/21/06	B	150,000	40.68
12/22/06	B	75,000	40.65
12/22/06	S	400	40.60
12/22/06	S	2,600	40.70
12/24/06	S	12,800	40.65
12/26/06	B	800	40.82
12/26/06	B	8,300	40.82
12/27/06	S	10,900	40.73
12/28/06	B	200	40.78
12/28/06	S	180	40.55
12/28/06	S	100	40.76
12/28/06	S	8,400	40.66
12/29/06	B	25,000	40.51

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12/29/06	B	180	40.48
12/29/06	B	902	40.55
12/29/06	S	18,000	40.49
01/03/07	B	1,100	40.48
01/03/07	B	900	40.49
01/03/07	S	10,300	40.48
01/04/07	S	1,200	40.52
01/04/07	S	10,800	40.53
01/05/07	B	70,400	40.60
01/05/07	B	50,000	40.59
01/05/07	S	4,080	40.53
01/05/07	S	1,400	40.54
01/05/07	B	500	40.58
01/05/07	S	7,300	40.58
01/08/07	B	32,400	40.57
01/08/07	B	50,000	40.56
01/08/07	S	1,100	40.51
01/08/07	B	400	40.56
01/08/07	S	11,700	40.52
01/09/07	B	50,000	40.46
01/09/07	B	2,800	40.50
01/09/07	S	1,300	40.44
01/10/07	B	25,000	40.48
01/10/07	S	400	40.59
01/10/07	B	200	40.63
01/10/07	S	9,300	40.49
01/11/07	B	1,000	40.49
01/11/07	S	200	40.57
01/11/07	S	300	40.50
01/11/07	S	8,000	40.49
01/12/07	B	25,000	40.64

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01/12/07	B	300	40.59
01/12/07	B	26,900	40.66
01/12/07	S	700	40.57
01/16/07	B	600	40.73
01/16/07	B	1,600	40.69
01/16/07	S	12,000	40.66
01/17/07	B	40,000	40.69
01/17/07	B	100	40.68
01/17/07	S	400	40.65
01/17/07	B	100	40.66
01/17/07	S	7,900	40.66
01/18/07	S	1,400	40.65
01/18/07	S	10,200	40.65
01/19/07	S	1,000	40.66
01/19/07	B	500	40.70
01/19/07	S	800	40.70
01/22/07	S	1,400	40.73
01/22/07	B	1,400	40.74
01/23/07	S	200	40.69
01/23/07	S	100	40.77
01/23/07	S	1,300	40.73
01/24/07	S	17,800	40.79
01/24/07	B	200	40.80
01/24/07	S	100	40.80
01/24/07	B	1,000	40.80
01/24/07	S	600	40.75
01/25/07	B	300	40.73
01/25/07	S	100	40.75
01/25/07	S	400	40.69
01/26/07	B	200	40.64
01/26/07	S	400	40.61

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01/26/07	B	6,400	40.68
01/26/07	S	100	40.62
01/29/07	B	400	40.73
01/29/07	S	200	40.71
01/29/07	B	3,300	40.73
01/29/07	S	7,800	40.40
01/30/07	B	100	40.72
01/30/07	S	1,800	40.70
01/31/07	S	420	40.67
01/31/07	B	100	40.70
02/01/07	B	2,900	40.69
02/01/07	S	2,500	40.68
02/02/07	B	600	40.67
02/02/07	S	100	40.62
02/02/07	B	900	40.65
02/02/07	S	1,100	40.62
02/05/07	S	300	40.58
02/05/07	B	1,600	40.57
02/05/07	S	300	40.58
02/06/07	B	200	40.65
02/06/07	B	19,600	40.70
02/07/07	B	20,000	40.77
02/07/07	S	900	40.68
02/07/07	B	2,400	40.74
02/07/07	S	2,700	40.70
02/08/07	B	30,000	40.85
02/08/07	S	200	40.80
02/08/07	S	5,600	40.79
02/09/07	B	12,000	40.81
02/09/07	B	100	40.89
02/09/07	S	300	40.81

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02/09/07	B	3,100	40.82
02/09/07	S	4,200	40.80
02/12/07	B	10,000	40.84
02/12/07	B	100	40.88
02/12/07	S	100	40.90
02/12/07	B	2,300	40.90
02/12/07	S	3,000	40.89
02/13/07	B	30,000	41.02
02/13/07	B	100	40.90
02/13/07	B	300	40.98
02/13/07	S	6,300	40.94
02/14/07	B	20,000	41.02
02/14/07	B	100	41.03
02/14/07	S	1,100	41.12
02/15/07	B	15,000	41.06
02/15/07	B	1,009,102	41.06
02/15/07	S	600	41.04
02/15/07	B	19,400	41.06
02/15/07	S	200	41.05
02/16/07	B	20,000	41.08
02/16/07	B	15,000	41.13
02/16/07	S	100	41.03
02/16/07	B	3,500	41.07
02/16/07	S	100	41.08
02/20/07	B	5,200	41.24
02/20/07	S	600	41.10
02/20/07	S	8,800	41.20
02/21/07	S	34,000	41.25
02/21/07	B	20,000	41.20
02/21/07	B	19,400	41.19
02/21/07	S	6,100	41.24

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02/22/07	S	300	41.11
-----			
02/22/07	S	1,100	41.13

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the persons named below agrees to the joint filing of a Statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, of Delta & Pine Land Company and further agrees that this Joint Filing Agreement be included as an exhibit to such filings provided that, as contemplated by Section 13d-1(k)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. This Joint Filing Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument.

Dated as of February 23, 2007

DEUTSCHE BANK AG

By: /s/ Jeffrey A. Ruiz

-----  
Name: Jeffrey A. Ruiz  
Title: Director

DEUTSCHE BANK AG

By: /s/ Pasquale Antolino

-----  
Name: Pasquale Antolino  
Title: Assistant Vice President

DEUTSCHE BANK SECURITIES INC.

By: /s/ Margaret Adams

-----  
Name: Margaret Adams  
Title: Director

DEUTSCHE BANK SECURITIES INC.

By: /s/ Jeffrey A. Ruiz

-----  
Name: Jeffrey A. Ruiz  
Title: Director