

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES ACT OF 1933**  
**Release No. 9056 / July 27, 2009**

**Administrative Proceeding**  
**File No. 3-13561**

**In the Matter of**

**Perry Corp.**  
**Respondent.**

**ORDER UNDER RULE 602(e) OF THE**  
**SECURITIES ACT OF 1933 GRANTING A**  
**WAIVER OF THE RULE 602(c)(3)**  
**DISQUALIFICATION PROVISION**

**I.**

Perry Corp. (“Respondent” or “Perry”) has submitted a letter, dated June 17, 2009, requesting a waiver of the Rule 602(c)(3) disqualification from the exemption from registration under Regulation E arising from Respondent’s settlement of an administrative proceeding commenced by the Commission.

**II.**

On July 21, 2009, pursuant to Respondent’s Offer of Settlement, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934 and Section 203(e) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order against Respondent. Under the Order, the Commission found that Respondent willfully violated Section 13(d) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 13d-1 thereunder by failing to file a required disclosure statement within ten days of acquiring beneficial ownership of more than five percent of the shares of Mylan Laboratories Inc. (now Mylan Inc.). In the Order, the Commission ordered Respondent to cease and desist from committing or causing any violations and any future violations of Section 13(d) of the Exchange Act and Rule 13d-1 thereunder, censured Respondent, and ordered Respondent, within thirty days of the entry of the Order, to pay a civil money penalty in the amount of \$150,000 to the United States Treasury.

### III.

The Regulation E exemption is unavailable for the securities of small business investment company issuers or business development company issuers if, among other things, any investment adviser or underwriter for the securities to be offered is subject to an order of the Commission entered pursuant to Section 203(e) of the Investment Advisers Act of 1940. 17 C.F.R. § 230.602(c)(3). Rule 602(e) under the Securities Act of 1933 (“Securities Act”) provides, however, that the disqualification “shall not apply . . . if the Commission determines, upon a showing of good cause, that it is not necessary under the circumstances that the exemption be denied.” 17 C.F.R. § 230.602(e).

### IV.

Based upon the representations set forth in Respondent’s request, the Commission has determined that pursuant to Rule 602(e) under the Securities Act a showing of good cause has been made that it is not necessary under the circumstances that the exemption be denied as a result of the Order.

Accordingly, **IT IS ORDERED**, pursuant to Rule 602(e) under the Securities Act, that a waiver from the application of the disqualification provision of Rule 602(c)(3) under the Securities Act resulting from the entry of the Order is hereby granted.

By the Commission.

Elizabeth M. Murphy  
Secretary