

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 8843 / September 19, 2007

ADMINISTRATIVE PROCEEDING
File No. 3-12805

<p>In the Matter of</p> <p>Evergreen Investment Management Company, LLC, Evergreen Investment Services, Inc. and Wachovia Securities, LLC</p> <p>Respondents.</p>	<p>ORDER UNDER RULE 602(e) OF THE SECURITIES ACT OF 1933 GRANTING A WAIVER OF THE DISQUALIFICATION PROVISION OF RULE 602(c)(3)</p>
--	---

I.

Evergreen Investment Management Company, LLC (“EIMCO”), Evergreen Investment Services, Inc. (“EIS”) and Wachovia Securities, LLC (“Wachovia Securities”), collectively, “Respondents”, have submitted a letter, dated July 10, 2007, requesting a waiver of the Rule 602(c)(3) disqualification from the exemption under Regulation E under the Securities Act of 1933 (“Securities Act”) arising from the settlement of an administrative proceeding commenced by the Commission.

II.

On September 19, 2007, pursuant to Respondents’ Offer of Settlement, the Commission instituted an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Sections 15(b), 17A(c) and 21C of the Securities Exchange Act of 1934, Sections 203(e), 203(f) and 203(k) of the Investment Advisers Act of 1940, and Sections 9(b) and 9(f) of the Investment Company Act of 1940 (“Order”) against Respondents.

The Order finds that, as a result of the conduct described therein: EIMCO willfully violated Sections 206(1) and 206(2) of the Investment Advisers Act of 1940 (“Advisers Act”) and Section 34(b) of the Investment Company Act of 1940 (“Investment Company Act”); EIS willfully aided and abetted and caused EIMCO’s violations of Sections 206(1) and 206(2) of the

Advisers Act and willfully violated Section 17(a) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 17a-4(b)(4) thereunder; Wachovia Securities willfully violated Section 17(d) of the Investment Company Act and Rule 17d-1 thereunder and EIMCO and EIS willfully aided and abetted and caused that violation. The Order requires, among other things, Respondents to pay a total of approximately \$32 million in disgorgement and civil penalties and EIMCO and EIS to comply with certain undertakings concerning compliance oversight.

III.

Regulation E provides an exemption from registration under the Securities Act, subject to certain conditions, for securities issued by certain small business investment companies and business development companies. The Regulation E exemption is not available for the securities of an issuer 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 15(b) of the Exchange Act or Section 203(e) of the Advisers Act. *See* Rule 602(c)(3) under the Securities Act. The Commission may waive the disqualification upon a showing of good cause. *See* Rule 602(e) under the Securities Act.

IV.

Based on the representations set forth in Respondents’ request, the Commission has determined that, pursuant to Rule 602(e), a showing of good cause has been made and that the request for a waiver of the disqualification should be granted.

Accordingly, **IT IS ORDERED**, pursuant to Rule 602(e) under the Securities Act, that a waiver 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.

Nancy M. Morris
Secretary