



DIVISION OF
CORPORATION FINANCE

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

September 4, 2008

Edwin G. Schallert, Esq.
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

**Re: Prudential Financial, Inc.—Waiver Request under Regulation A and
Rule 505 of Regulation D**

Dear Mr. Schallert:

This is in response to your letter dated today, written on behalf of Prudential Financial, Inc. (“Prudential”) and constituting an application for waiver relief under Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D under the Securities Act of 1933. You requested waiver relief from disqualifications from exemptions otherwise available under Regulation A and Rule 505 of Regulation D that may arise as a result of the entry of a Final Judgment dated today by the United States District Court for the District of New Jersey permanently enjoining and restraining Prudential from violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Securities Exchange Act of 1934 and Rules 12b-20, 13a-1, 13a-11 and 13a-13 promulgated thereunder (the “Final Judgment”).

For purposes of this letter, we have assumed as facts the representations set forth in your letter and the findings supporting entry of the Final Judgment. We also have assumed that Prudential will comply with the Final Judgment.

On the basis of your letter, I have determined that you have made a showing of good cause under Rule 262 and Rule 505(b)(2)(iii)(C) that it is not necessary under the circumstances to deny the exemptions otherwise available under Regulation A and Rule 505 of Regulation D by reason of the entry of the Final Judgment. Accordingly, pursuant to delegated authority, I hereby grant a waiver from the disqualifying effects of the Final Judgment to Prudential and its affiliates under Rule 262 of Regulation A and Rule 505(b)(2)(iii)(c) of Regulation D.

Very truly yours,

A handwritten signature in cursive script that reads "Gerald J. Laporte".

Gerald J. Laporte
Chief, Office of Small Business Policy

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September 4, 2008

VIA FIRST CLASS MAIL AND E-MAIL

Gerald J. Laporte, Esq.
Chief, Office of Small Business Policy
Division of Corporate Finance
U.S. Securities and Exchange Commission
100 F Street, N.E., 3rd Floor
Washington, D.C. 20549-3628

Securities and Exchange Commission v. Prudential Financial, Inc.

Dear Mr. Laporte:

This letter is submitted on behalf of our client, Prudential Financial, Inc. ("Prudential"), the settling respondent in the above-captioned civil proceeding. Prudential hereby requests, pursuant to Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D of the Securities and Exchange Commission (the "Commission") promulgated under the Securities Act of 1933 (the "Securities Act"), waivers of any disqualifications from exemptions under Regulation A and Rule 505 of Regulation D that may be applicable to Prudential or any of its affiliates as a result of the entry of a Final Judgment on Consent (the "Final Judgment"), which is described below. Prudential requests that these waivers be granted effective upon the entry of the Final Judgment. It is our understanding that the Staff of the Northeast Regional Office does not object to the grant of the requested waivers.

BACKGROUND

The Staff of the Northeast Regional Office engaged in settlement discussions with Prudential in connection with the above-captioned civil proceeding, which was brought pursuant to Section 21(d)(1) of the Securities Exchange Act of 1934 ("Exchange Act"). As a result of these discussions, Prudential submitted an executed Consent of Defendant (the "Consent") that was presented by the Staff to the Commission.

In the Consent, solely for the purpose of proceedings brought by or on behalf of the Commission or in which the Commission is a party, Prudential agreed to consent to the entry of the Final Judgment, without admitting or denying the allegations contained in

the above-captioned Complaint (other than those relating to the jurisdiction of the Commission, which are admitted). The Final Judgment, which was entered September 3, 2008, concerns Prudential's inaccurate recording of income for 2000, 2001 and 2002 in the consolidated financial statements included in its periodic filings for the years 2001 and 2002. The inaccuracies in the financial statements related to recorded income from a series of reinsurance contracts entered into from 1997 to 2002 between the General Reinsurance Company (Gen Re) and Prudential's former Property and Casualty subsidiaries, The Prudential Property and Casualty Insurance Company and The Prudential Property and Casualty Insurance Company of New Jersey (the "Prupac companies"). Prudential divested itself of the Prupac companies in the fourth quarter of 2003. As a result of the inaccurate statements, the Final Judgment permanently restrains and enjoins Prudential and its officers, agents, servants, employees, and all persons in active concert or participation with them who receive actual notice of the Final Judgment from committing or causing any violations and any future violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act or Rules 12b-20, 13a-1, 13a-11 and 13a-13 promulgated thereunder.

DISCUSSION

Prudential understands that the entry of the Final Judgment may disqualify it and any affiliated issuer from relying on certain exemptions under Regulation A and Rule 505 of Regulation D promulgated under the Securities Act, insofar as the Final Judgment may be deemed to cause Prudential or the issuer to be subject to an "order, judgment, or decree ... permanently restraining or enjoining [it] from engaging in or continuing any conduct or practice in connection with the purchase or sale of any security or involving the making of any false filing with the Commission." *See* 17 C.F.R. §§ 230.262(a)(4). Prudential is also concerned that, should Prudential be deemed to be acting as a person within the scope of Securities Act Rule 262(b), the Final Judgment may be deemed to be a disqualifying order, judgment or decree with respect to Prudential for the purposes of Securities Act Rule 262(b)(2). The Commission has the authority to waive the Regulations A and D exemption disqualifications upon a showing of good cause that such disqualifications are not necessary under the circumstances. *See* 17 C.F.R. §§ 230.262 and 230.505(b)(2)(iii)(C).

Prudential requests that the Commission waive any disqualifying effects that the Final Judgment may have under Regulation A and Rule 505 of Regulation D with respect to Prudential or its affiliates on the following grounds:

1. Prudential's conduct addressed in the Final Judgment and alleged in the Complaint does not pertain to Regulation A or D.
2. The disqualification of Prudential or its affiliates from the exemptions under Regulations A and Rule 505 of Regulation D would be unduly and disproportionately severe given the nature of the violation addressed in the Final

Judgment and the extent to which disqualification may affect the business operations of Prudential or its affiliates by impairing their ability to issue securities or act in other capacities pursuant to these exemptions to raise new capital or for other purposes.

3. The disqualification of Prudential or its affiliates from the regulatory exemptions would be unduly and disproportionately severe given the nature of the violation addressed in the Final Judgment and the extent to which disqualification may place Prudential or its affiliates at a competitive disadvantage with respect to third parties that might seek to invest in securities in transactions that rely on the regulatory exemptions.

4. The disqualification of Prudential or its affiliates from the exemptions under Regulation A and Rule 505 of Regulation D also would be unduly and disproportionately severe, given that the Final Judgment fully addresses the activity alleged in the Complaint through its injunctive relief.

In light of the grounds for relief discussed above, we believe that disqualification is not necessary, in the public interest, or for the protection of investors, and that Prudential has shown good cause that relief should be granted. Accordingly, we respectfully urge the Commission to waive, effective upon the entry of the Final Judgment, the disqualification provisions in Regulation A and Rule 505 of Regulation D to the extent they may be applicable to Prudential or its affiliates as a result of the entry of the Final Judgment.

If you have any questions regarding this request, please contact me at 212-909-6295.

Sincerely,



Edwin G. Schallert