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40 North Central Avenue
Phoenix, Arizona 85004-4429

Keith Beauchamp (State Bar No. 012434)
Direct Dial: (602) 262-0822
Direct Fax: (602) 734-3877
Email: kbeauchamp@lrlaw.com

2009 MAR 16 P 4: 49

ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

Arizona Corporation Commission
DOCKETED

MAR 16 2009

Attorneys for Respondents

DOCKETED BY

BEFORE THE ARIZONA CORPORATION COMMISSION

In the matter of

WACHOVIA SECURITIES, LLC
One North Jefferson Avenue
St. Louis, Missouri 63103

WACHOVIA CAPITAL MARKETS, LLC
301 South College Street
Charlotte, North Carolina 28288-0601

Respondents.

Docket No. S-20655A-09-0071

**MOTION AND CONSENT OF
LOCAL COUNSEL FOR
TEMPORARY PRO HAC VICE
ADMISSION OF DOUGLAS L.
KELLY**

Undersigned counsel, pursuant to Rule 38 of the Rules of the Supreme Court of Arizona, moves the Commission, for good cause shown, to temporarily admit Douglas L. Kelly as counsel *pro hac vice* in this action. Mr. Kelly desires temporary admission *pro hac vice* to appear on behalf of his clients, Wachovia Securities, LLC and Wachovia Capital Markets, LLC, at the open meeting before the Arizona Corporation Commission, scheduled for March 19, 2009. Due to the unavailability of another Wachovia employee, it is necessary for Mr. Kelly to obtain *pro hac vice* admission on short notice.

Pursuant to Rule 38, Mr. Kelly has submitted the following to the State Bar of Arizona: (i) original Verified Application for Appearance *Pro Hac Vice*; (ii) original Certificate of Good Standing; and (iii) the filing fee required by Rule 38. A copy of those materials is attached as Exhibit 1. Keith Beauchamp, a member in good standing of the State Bar of Arizona, has not yet received the State Bar of Arizona's Notice of Receipt.

1 These application materials were submitted to the State Bar on March 16, 2009. Because
2 the open meeting at which the proposed consent order will be considered by the
3 Commission is set for March 19, 2009, counsel for Wachovia respectfully request that Mr.
4 Kelly be permitted to temporarily appear *pro hac vice*, pending completion of the
5 application process. A proposed form of procedural order is lodged herewith.

6 RESPECTFULLY SUBMITTED this 16th day of March, 2009.

7 LEWIS AND ROCA LLP

8
9 By 
10 Keith Beauchamp
Attorneys for Respondents

11 COPY of the foregoing hand-delivered
12 this 16th day of March, 2009, to:

13 Cheryl Farson
14 General Counsel
15 Securities Division
16 Arizona Corporation Commission
17 1300 West Washington Avenue
18 Phoenix, Arizona 85007

19 COPY of the foregoing mailed
20 this 16th day of March, 2009, to:

21 State Bar of Arizona
22 4201 North 24th Street, Suite 200
23 Phoenix, Arizona 85016
24
25
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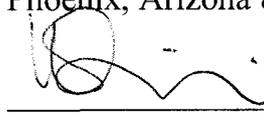


EXHIBIT 1

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MAR 16 2009

March 13, 2009

State Bar Of Arizona

WACHOVIA SECURITIES

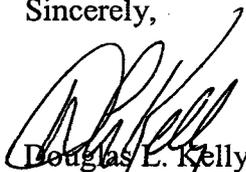
Arizona State Bar
Attn: Pro Hac Vice Dept.
4201 North 24th Street, Suite 200
Phoenix, AZ 85016

Enclosed are my Pro Hac Vice Application (original and one copy), a Certificate of Good Standing and my check in the amount of \$460.

There is some urgency to receiving a Notice of Receipt of Complete Application because of a required attendance at a hearing before the Arizona Corporation Commission on March 19. Because of the unavailability of another Wachovia employee, it will be necessary for me to attend to address the Commission, and as a licensed attorney I have been informed that I must appear under Pro Hac Vice. I apologize for the short notice of my request.

Thank you for your prompt attention to this matter.

Sincerely,



Douglas E. Kelly
Wachovia Securities
One North Jefferson Ave.
MO 2180
St. Louis, MO 63103
(314) 955-3232

Enclosures:

Pro Hac Vice Application (original and one copy)
Certificate of Good Standing
Check in the amount of \$460.00

The Supreme Court of Missouri



*Certificate of Admission as an
Attorney at Law*

I, Thomas F. Simon, Clerk of the Supreme Court of Missouri, do hereby certify that the records of this office show that on April 27, 1974,

Douglas L. Kelly

was duly admitted and licensed to practice as an Attorney and Counselor at Law in the Supreme Court of Missouri and all courts of record in this state, and is, on the date indicated below, a member in good standing of this Bar.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the seal of the Supreme Court of Missouri at my office in Jefferson City, Missouri, this 12th day of March, 2009.

Clerk of the Supreme Court of Missouri



For Official Use Only
 App# _____
 Bar Number# _____

Attn: Pro Hac Vice Dept
 PO Box 53099
 Phoenix, AZ 85072-3099
 Phone: 602-340-7239

Application for Appearance Pro Hac Vice

PART I: Applicant Information

Name of Applicant: Douglas L. Kelly

Firm/Company Name: Wachovia Securities, LLC

Office Address: One North Jefferson Avenue, St. Louis, MO 63103

Telephone: 314-955-3232 Fax: 314-955-5913 Email Address: Doug.Kelly@wachoviasec.com

Residence Address: 911 Lay Road, Ladue, Missouri, 63124

Title of cause or case where applicant seeks to appear: In the Matter of Wachovia Securities, LLC & Wachovia Capital Markets, LLC

Docket Number: S-20655A-09-0071

Court, Board, or Administrative Agency: The Arizona Corporation Commission

Party on whose behalf applicant seeks to appear:

Pursuant to Arizona Supreme Court Rule 38(i)(3), the applicant shall complete the information below:

| Courts to Which Applicant Has Been Admitted: <i>(Attach additional pages if needed)</i> | Date of Admission: | Bar Number: |
|--|-----------------------|--------------|
| <u>Missouri Supreme Court – Missouri Bar</u> | <u>April 27, 1974</u> | <u>23575</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

- Applicant is a member in good standing in such courts.
- Applicant is not currently disbarred or suspended in any court.

Applicant is / is not (select one) currently subject to any pending disciplinary proceeding or investigation by any court, agency or organization authorized to discipline attorneys at law.

In the preceding three (3) years, applicant has filed applications to appear as counsel under AZ ST S.Ct., Rule 38(a) in the following:

| Title of Matter: | Docket #: | Court or Agency: | App Granted? (Y/N) |
|------------------|-----------|------------------|--------------------|
| <u>None</u> | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

This case or cause is / is not (select one) a related or consolidated matter for which applicant has previously applied to appear pro hac vice in Arizona. If this matter is a related or consolidated with any previous application, Applicant certifies that he/she will review and comply with appropriate rules of procedure as required in the underlying cause. If applicable, please provide related or consolidated matter application or docket# _____

PART II: Local Counsel Information

Name of Arizona Local Counsel: Keith Beauchamp
State Bar of Arizona Number: 12434
Address: 40 North Central Avenue, Suite 1900, Phoenix, Arizona 85004
Telephone: 602.262.0822 Fax: 602.734.3877 Email Address: KBeauchamp@lrlaw.com

Local Counsel is a member in good standing.

Local Counsel associating with a nonresident attorney in a particular cause shall accept joint responsibility with the nonresident attorney to the client, to opposing parties and counsel, and to court, board, or administrative agency in that particular cause.

PART III: Parties and Certification

Name(s) of each party in this cause and name and address of all counsel of record:

| Party: | Counsel of Record: | Address: |
|---------------------------------------|-------------------------|--|
| <u>Wachovia Securities, LLC</u> | _____ | _____ |
| <u>Wachovia Capital Markets, LLC</u> | _____ | _____ |
| <u>Arizona Corporation Commission</u> | <u>Cheryl T. Farson</u> | <u>1300 West Washington, Phoenix, AZ 85007</u> |
| _____ | _____ | _____ |

Applicant is including with this application a nonrefundable application fee, payable to the State Bar of Arizona, in the amount of \$460.00. Fifteen percent of the non-refundable application fee paid pursuant to this section shall be deposited into a civil legal services fund to be distributed by the Arizona Foundation for Legal Services and Education entirely to approved legal services organizations, as that term is defined in subparagraph (f) of this rule.

Applicant is furnishing a certificate from the state bar or from the clerk of the highest admitting court of each state, territory, or insular possession of the United States in which the nonresident attorney has been admitted to practice law certifying the nonresident attorney's date of admission to such jurisdiction and the current status of the nonresident attorney's membership or eligibility to practice therein. The certificate furnished shall be no more than forty-five (45) days old.

Applicant certifies the following:

1. Applicant shall be subject to the jurisdiction of the courts and agencies of the State of Arizona and to the State Bar of Arizona with respect to the law of this state governing the conduct of attorneys to the same extent as an active member of the State Bar of Arizona, as provided in Rule 46(b) Rules of the Supreme Court.
2. Applicant will review and comply with appropriate rules of procedure as required in the underlying cause.
3. Applicant understands and shall comply with the standards of conduct required of members of the State Bar of Arizona.

Verification

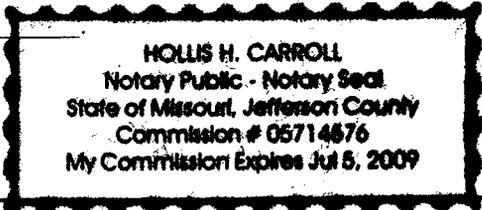
STATE OF Missouri
County/City of St. Louis ss.

I, Douglas L. Kelly, swear that all statements in the application are true, correct and complete to the best of my knowledge and belief.

Dated: 3/1/09 Applicant's Signature: [Signature]

SUBSCRIBED AND SWORN TO before me this 1/1 day of March, 2009; by

Douglas L. Kelly
Name of Applicant



Hollis H. Carroll
Notary Public