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ORIGINAL

GREENBERG TRAUIG, LLP

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PHOENIX, ARIZONA 85016

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2009 MAR 25 P 1:09

AZ CORP COMMISSION
DOCKET CONTROL

Brian J. Schulman (SBN 015286)
Attorney for Citigroup Global Markets, Inc.

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

Arizona Corporation Commission

DOCKETED

MAR 25 2009

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

DOCKETED BY

In the matter of
CITIGROUP GLOBAL MARKETS, INC.,
388 Greenwich Street
New York, NY 10013

Respondent.

DOCKET NO. S-03538A-09-0096

MOTION AND CONSENT OF LOCAL
COUNSEL FOR TEMPORARY PRO
HAC VICE ADMISSION OF JUANITA
A. CROWLEY

Undersigned counsel, pursuant to Rule 38 of the Rules of the Arizona Supreme Court, moves the Commission, for good cause shown, to temporarily admit Juanita A. Crowley as counsel *pro hac vice* in this action. Ms. Crowley desires temporary admission *pro hac vice* to appear on behalf of her client, CitiGroup Global Markets, Inc. at the open meeting before the Arizona Corporation Commission, scheduled for April 14, 2009. Due to unforeseen circumstances, it is necessary for Ms. Crowley to obtain *pro hac vice* admission on short notice.

In support of this motion, the following exhibits are attached hereto:

1. the original Verified Application for Appearance *pro hac vice*;

- 1 2. the original Certificate of Good Standing; and
2 3. the State Bar of Arizona Notice of Receipt.

3 Undersigned counsel, Brian J. Schulman, is currently admitted, practices, and is a
4 member in good standing with the Arizona Bar, and agrees to serve as designated local
5 counsel for the subject case.

6 DATED this 24th day of March, 2009.

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Brian J. Schulman
Attorney for CitiGroup Global Markets, Inc.

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11 ORIGINAL and 13 copies of the foregoing
filed this 24th day of March, 2009, with:

12

Arizona Corporation Commission
Docket Control Center
1200 West Washington
Phoenix, AZ 85007-2996

13

14

15 COPY of the foregoing hand-delivered
this 24th day of March, 2009 to:

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Matthew J. Neubert, Director
Securities Division
Arizona Corporation Commission
1300 W. Washington, Third Floor
Phoenix, AZ 85007

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Lyn Farmer
Arizona Corporation Commission
1300 W. Washington, Third Floor
Phoenix, AZ 85007

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EXHIBIT 1



For Official Use Only
 App# 1004543
 Bar Number# P170504

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

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State Bar of Arizona
 Resource Center Department

Application for Appearance Pro Hac Vice

PART I: Applicant Information

Name of Applicant: Juanita A. Crowley

Firm/Company Name: Wilmer Cutler Pickering Hale and Dorr LLP

Office Address: 1875 Pennsylvania Avenue, N.W. Washington, D.C. 20006

Telephone: 202-663-6207 Fax: 202-663-6363 Email Address: Juanita.Crowley@Wilmerhale.com

Residence Address: 1635 Myrtle Street, N.W., Washington, D.C. 20012

Title of cause or case where applicant seeks to appear: Order to Cease and Desist, Order for Administrative Penalties, and Consent to Same By Respondent Citigroup Global Markets, Inc.

Docket Number: S-03538A-09-0096

Court, Board, or Administrative Agency: Arizona Corporations Commission

Party on whose behalf applicant seeks to appear: Citigroup Global Markets Inc.

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>District of Columbia</u>	<u>12/14/1977</u>	<u>939371</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>N/A</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.

Revised 01/15/09

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 [Signature]

If applicable, please provide related or consolidated matter application or docket# _____

PART II: Local Counsel Information

Name of Arizona Local Counsel: Brian J. Schulman, Greenberg Traurig, LLP

State Bar of Arizona Number: 015286

Address: Suite 700, 2375 East Camelback Road, Phoenix, AZ 85016

Telephone: 602-445-8000 Fax: 602-445-8100 Email Address: schulmanb@gtlaw.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>Citigroup Global Markets Inc.</u>	<u>Junita A. Crowley, Wilmer</u>	<u>1875 Pennsylvania Ave N.W.</u>
<u>_____</u>	<u>Cutler Pickering Hale and Dorr LLP</u>	<u>Washington, D.C. 20006</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</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 District of Columbia
County of _____ ss.

I, Juanita A. Crowley, swear that all statements in the application are true, correct and complete to the best of my knowledge and belief.

Dated: March 9, 2009

Applicant's Signature: [Signature]

SUBSCRIBED AND SWORN TO before me this 9th day of March, 2009, by

Juanita A. Crowley
Name of Applicant

[Signature]
MARLAINE D. WILLIAMS
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires April 14, 2009

Notary Public

EXHIBIT 2



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

JUANITA A. CROWLEY

was on the 14TH day of DECEMBER, 1977
duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on March 5, 2009.

GARLAND PINKSTON, JR., CLERK

By: M. Charles
Deputy Clerk

EXHIBIT 3

**Superior Court
ARIZONA CORPORATION COMMISSION**

In the Matter of Order of Cease and Desist,)
 Order for Administrative Penalties, and) **CASE # S-03538A-09-0096**
 Consent to Same by Respondent Citigroup)
 Global Markets, Inc.) **SBA App # 1004543**
)
)
)

**NOTICE OF RECEIPT OF
COMPLETE APPLICATION**

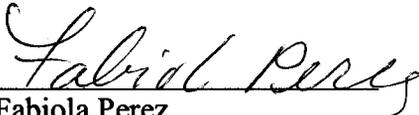
NOTICE IS HEREBY given by THE STATE BAR OF ARIZONA that it has received the verified application and fee from Juanita Crowley.

In addition to this application, applicant has made the following applications to appear pro hac vice, pursuant to Rule38 (a), within the previous three (3) years:

Title of Matter	Court/Agency	Date	Granted?	
_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	_____	_____	Yes	No
_____	_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
			Yes	No

Exhibit A, the original verified application and Exhibit B, the original Certificate(s) of Good Standing are attached hereto.

DATED this 20th day of March 2009


 Fabiola Perez
 Resource Center
 State Bar of Arizona

Original Mailed on this 20th day of March 2009 to:

Mr Brian Schulman
 Greenberg Traurig LLP
 2375 E Camelback Rd Suite 700
 Phoenix, AZ 85016-9000