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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

COMMISSIONERS

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

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OCT 28 2009

ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

DOCKETED BY	<i>[Signature]</i>
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IN THE MATTER OF:

MERRILL LYNCH, PIERCE, FENNER &
SMITH INCORPORATED,

RESPONDENT.

DOCKET NO. S-03497A-09-0439

PROCEDURAL ORDER
GRANTING ADMISSION
PRO HAC VICE

BY THE COMMISSION:

On October 23, 2009, pursuant to Arizona Supreme Court Rule 38(a), Laura M. Kam, an attorney with DLA Piper LLP (US) filed with the Arizona Corporation Commission ("Commission") a Motion to Appear Pro Hac Vice for Christine A. Bruenn of Bingham McCutchen LLP in the above-captioned matter, on behalf of the Respondent, Merrill Lynch, Pierce, Fenner & Smith Incorporated. The Motion lists Ms. Kam as the designated member of the Arizona State Bar with whom communications may be made and upon whom papers should be served. Attached to the Motion is a copy of the Application for Appearance Pro Hac Vice filed with the State Bar of Arizona for Ms. Bruenn; a copy of her certificates of good standing from the jurisdictions in which she has been admitted to practice law; and a copy of the Notice of Receipt of Complete Application from the State Bar of Arizona.

The Commission's Securities Division has indicated that it has no objection to the admission of Ms. Bruenn as counsel *pro hac vice* in this matter.

In the discretion of the Commission, Christine A. Bruenn should be permitted to appear and participate in the above-captioned matter on behalf of the Respondent, Merrill Lynch, Pierce, Fenner & Smith Incorporated.

IT IS THEREFORE ORDERED that Christine A. Bruenn shall be admitted *pro hac vice* in the above-captioned matter.

1 IT IS FURTHER ORDERED that the address for service of papers and other communications
2 for Ms. Bruenn shall be:

3 Christine A. Bruenn
4 BINGHAM MCCUTCHEN LLP
5 85 Exchange Street, Suite 300
6 Portland, ME 04101

7 IT IS FURTHER ORDERED that the address for service of papers and other communications
8 for the Arizona-licensed attorney shall be:

9 Laura M. Kam
10 DLA PIPER LLP (US)
11 2525 East Camelback Road, Suite 1000
12 Phoenix, AZ 85016-4232

13 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
14 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
15 Rules of the Arizona Supreme Court). Representation before the Commission includes the obligation
16 to appear at all hearings and procedural conferences, as well as all Open Meetings for which the
17 matter is scheduled for discussion, unless counsel has previously been granted permission to
18 withdraw by the Administrative Law Judge.

19 DATED this 28th day October 2009.

20 
21 _____
22 MARC E. STERN
23 ADMINISTRATIVE LAW JUDGE

24 Copies of the foregoing mailed/delivered
25 this 28th day of October, 2009 to:

26 Laura M. Kam
27 DLA PIPER LLP (US)
28 2525 East Camelback Road, Suite 1000
Phoenix, AZ 85016-4232

Matt Neubert, Director
Securities Division
ARIZONA CORPORATION COMMISSION
1300 W. Washington St
Phoenix, AZ 85007

Christine A. Bruenn
BINGHAM MCCUTCHEN LLP
85 Exchange Street, Suite 300
Portland, ME 04101

By: 

Debra Broyles
Secretary to Marc E. Stern