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JENNINGS, STROUSS & SALMON, P.L.C. RECEIVED

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ARIZONA CORP COMMISSION
DOCKET CONTROL

Attorneys for Goldman, Sachs & Co.

BEFORE THE ARIZONA CORPORATION COMMISSION

In the matter of,

GOLDMAN, SACHS & CO.,

Respondent,

DOCKET NO. S-03533A-10-0110

**MOTION TO ASSOCIATE COUNSEL
PRO HAC VICE**

Michael J. Farrell, pursuant to Rule 38(a), Ariz. R. Sup. Ct., moves the Arizona Corporation Commission to associate Stephanie G. Wheeler as counsel pro hac vice in this action. In support of this motion and pursuant to Rule 38(a)(3)(C), the following original documents are attached:

1. Verified Application to Appear Pro Hac Vice;
2. Certificate(s) of Good Standing; and
3. State Bar of Arizona Notice of Receipt of Complete Application.

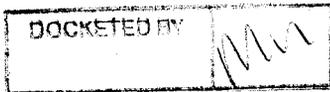
Michael J. Farrell hereby agrees to serve as local counsel in this matter and accepts the responsibilities detailed in Rule 39(a)(2), Ariz. R. Sup. Ct.

Dated this 22nd day of April, 2010.

Arizona Corporation Commission

DOCKETED

APR 22 2010



JENNINGS, STROUSS & SALMON, P.L.C.

By

Michael J. Farrell
The Collier Center, 11th Floor
201 East Washington Street
Phoenix, Arizona 85004-2385
Attorneys for Goldman, Sachs & Co.

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Original of the foregoing filed with the
Arizona Corporation Commission and a
Copy mailed on this 22nd day of April,
2010, to:

Matthew Neubert
1300 W. Washington
Phoenix, Arizona 85007-0000

Lyn Farmer
Arizona Corporation Commission
1200 W. Washington
Phoenix, Arizona 85007-2927

By *Kathleen Sowa*



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

For Official Use Only
 App# 1005451
 Bar Number# P174775

Application for Appearance Pro Hac Vice

PART I: Applicant Information

Name of Applicant: Stephanie G. Wheeler

Firm/Company Name: Sullivan & Cromwell LLP

Office Address: 125 Broad Street, New York, New York 10004

Telephone: 212-558-4000 Fax: 212-291-9166 Email Address: wheelers@sullcrom.com

Residence Address: 257 Central Park West, #10D, New York, New York 10024

Title of cause or case where applicant seeks to appear: In re Goldman, Sachs & Co.

Docket Number: S-03533A-10-0110

Court, Board, or Administrative Agency: Arizona Corporation Commission

Party on whose behalf applicant seeks to appear: Goldman, Sachs & Co.

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>New York</u>	<u>4/5/1994</u>	<u>2609477</u>
<u>U.S. District Court, S.D.N.Y.</u>	<u>11/22/1994</u>	<u>SW-7751</u>
<u>U.S. District Court, E.D.N.Y.</u>	<u>11/22/1994</u>	<u>SW-7751</u>
<u>U.S. Court of Appeals, Second Cir.</u>	<u>2/26/1998</u>	<u></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></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></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#

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PART II: Local Counsel Information

Name of Arizona Local Counsel: Michael J. Farrell

State Bar of Arizona Number: 015056

Address: 201 E. Washington St., 11th Fl., Phoenix, AZ 85004

Telephone: 602-262-5911 Fax: 602-253-3255 Email Address: mfarrell@jsslaw.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>Goldman, Sachs & Co.</u>	_____	<u>200 West St., NY, NY 10282</u>
<u>Az. Corporation Comm.</u>	_____	<u>1200 W. Washington St.,</u>
_____	_____	<u>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 New York)
County of New York) ss.

I, Stephanie G. Wheeler, swear that all statements in the application are true, correct and complete to the best of my knowledge and belief.

Dated: 4/15/10 Applicant's Signature: Stephanie G. Wheeler

SUBSCRIBED AND SWORN TO before me this 15th day of April, 2010, by
Stephanie G. Wheeler

Name of Applicant

KRISTIN L. KERANEN
Notary Public, State of New York
No. 02KE6194050
Qualified in New County
Commission Expires Sept. 29, 2012

Kristin L. Keranen
Notary Public

Addendum to Application for Appearance Pro Hac Vice for Stephanie G. Wheeler

Courts to Which Applicant Has Been Admitted	Date of Admission	Bar Number
U.S. Supreme Court	3/19/2007	



State of New York
Supreme Court, Appellate Division
Third Judicial Department

I, Michael J. Novack, Clerk of the Appellate Division of the Supreme Court of the State of New York, Third Judicial Department, do hereby certify that

Stephanie Glaser Wheeler

having taken and subscribed the Constitutional Oath of Office as prescribed by law, was duly licensed and admitted to practice by this Court as an Attorney and Counselor at Law in all courts of the State of New York on the 5th day of April, 1994, is currently in good standing and is registered with the Administrative Office of the Courts as required by section four hundred sixty-eight-a of the Judiciary Law.

In Witness Whereof, I have hereunto set my hand and affixed the Seal of said Court, at the City of Albany, this 14th day of April, 2010.



Michael J. Novack

Clerk

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Arizona Corporation Commission

In re Goldman Sachs & Co,)
Plaintiff)
)
v.)
)
Defendant.)

CASE # S03533A100110

SBA App #1005451

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 Stephanie Wheeler.

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

DATED this 20th day of April 2010


John Billings
Resource Center
State Bar of Arizona

Original Mailed on this 20th day of April 2010 to:

Michael J Farrell
Jennings Strouss & Salmon PLC
201 E Washington St 11th Fl
Phoenix, AZ 85004-2385