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Charles A. Beckham, Jr.  
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*Attorneys for Exxon Mobil Corporation*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re: : Chapter 11  
: :  
GENERAL MOTORS CORPORATION, *et al.*, : Case No. 09-50026 (REG)  
: :  
Debtors. : (Jointly Administered)  
-----X

**MOTION OF MATTHEW E. RUSSELL FOR  
ADMISSION PRO HAC VICE OF CHARLES A. BECKHAM, JR.**

Matthew E. Russell (“Movant”), a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States District Court for the Southern District of New York, and associated with Haynes and Boone, LLP (“Haynes and Boone”), hereby moves (the “Motion”) this Court for an order admitting Charles A. Beckham, Jr. (“Mr. Beckham”) *pro hac vice* to represent Exxon Mobil Corporation and certain of its subsidiaries and related entities (“Exxon Mobil”) in the above-captioned cases (the “Cases”) pursuant to Rule 2090-1(b) of the Local Rules (the “Local Rules”) of the United States

Bankruptcy Court for the Southern District of New York (the "Court"). In support of this Motion, Movant relies upon the certification of Mr. Beckham which is annexed as Exhibit "A" hereto and respectfully represents as follows:

1. Mr. Beckham is a partner at Haynes and Boone and is a member in good standing of the Bar of the State of Texas. Mr. Beckham is also admitted to practice before the United States District Courts for the Southern, Northern, Eastern and Western Districts of Texas and the United States Court of Appeals for the Fifth Circuit. There are no disciplinary proceedings or criminal proceedings pending against Mr. Beckham in any jurisdiction and there has been no disclosure of any pending grievances against him.

2. Movant requests that this Court approve the Motion so that the Mr. Beckham may file pleadings, appear and be heard at hearings, and otherwise represent Exxon Mobil in these Cases.

WHEREFORE, Movant respectfully requests that the Court:

- (a) enter an order admitting Mr. Beckham *pro hac vice* to represent Exxon Mobil in these Cases; and
- (b) grant such other and further relief as is just and proper.

Dated: June 15, 2009  
New York, New York

HAYNES AND BOONE LLP

*Attorneys for Exxon Mobil Corporation*

By:           /s/ Matthew E. Russell            
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**CERTIFICATION OF CHARLES A. BECKHAM, JR.**

I, Charles A. Beckham, Jr., do hereby certify under penalty of perjury as follows:

1. I am eligible for admission *pro hac vice* to this Court.
2. I am a partner at the law firm of Haynes and Boone, LLP and I maintain an office for the practice of law at One Houston Center, 1221 McKinney, Suite 2100, Houston, Texas 77010.
3. I am a member in good standing of the Bar of the State of Texas, and have been admitted to practice before the United States Court of Appeals for the Fifth Circuit and the United States District Courts for the Southern, Northern, Eastern and Western Districts of Texas.

There are no disciplinary proceedings or criminal proceedings pending against me and there have been no disclosures of any pending formal grievances against me.

4. I submit to the disciplinary jurisdiction of this Court for any alleged misconduct which may occur in the course of this Chapter 11 case, pursuant to Rule 2090-1(b) of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the "Local Rules").

5. I have access to, or have acquired, a copy of the Local Rules, am generally familiar with such Local Rules, and will comply with such Local Rules.

I certify under penalty of perjury that the foregoing is true and correct.

Executed on June 15, 2009.

HAYNES AND BOONE, LLP

*Attorneys for Exxon Mobil Corporation*

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr.

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**ORDER GRANTING MOTION FOR ADMISSION  
PRO HAC VICE OF CHARLES A. BECKHAM, JR.**

Upon the Motion (the “Motion”) of Matthew E. Russell seeking the admission *pro hac vice* of Charles A. Beckham, Jr. to represent Exxon Mobil Corporation and certain of its subsidiaries and related entities (“Exxon Mobil”) in the above-captioned cases (the “Cases”); and upon consideration of the Motion and the Certification of Charles A. Beckham, Jr.; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that Charles A. Beckham, Jr. is admitted *pro hac vice* to represent Exxon Mobil in the Cases and he may appear in the Cases and any related proceedings *pro hac vice*.

Dated: June \_\_\_, 2009  
New York, New York

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THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE