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

In re:)	
)	Chapter 11
)	
GENERAL MOTORS CORP., <i>et al.</i> ,)	Case No. 09-50026 (REG)
)	
)	
Debtors.)	Jointly Administered

**MOTION OF DENNIS B. AUERBACH
FOR ADMISSION TO PRACTICE, *PRO HAC VICE***

I, Dennis B. Auerbach, request admission, *pro hac vice*, before the Honorable Robert E. Gerber, to represent Union Pacific Railroad Company in the above-captioned chapter 11 cases.

I certify that I am a member in good standing of the bar of the District of Columbia and the bar of the United States District Court for the District of Columbia.

I have submitted the filing fee of \$25.00 concurrently with this motion for *pro hac*
vice admission.

Dated: New York, New York
June 25, 2009

COVINGTON & BURLING LLP

By: /s/ Dennis B. Auerbach
Dennis B. Auerbach

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Counsel to Union Pacific Railroad Company

EXHIBIT A

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

In re:)	
)	Chapter 11
)	
GENERAL MOTORS CORP., <i>et al.</i> ,)	Case No. 09-50026 (REG)
)	
)	
Debtors.)	Jointly Administered

ORDER GRANTING ADMISSION TO PRACTICE, *PRO HAC VICE*

Upon the motion of Dennis B. Auerbach, to be admitted, *pro hac vice*, to represent Union Pacific Railroad Company in the above-captioned chapter 11 cases, and upon the movant's certification that the movant is a member in good standing of the bar of the District of Columbia and the bar of the United States District Court for the District of Columbia, it is hereby

ORDERED, that Dennis B. Auerbach, Esq., is admitted to practice, *pro hac vice*, in the above-captioned chapter 11 cases, in the United States Bankruptcy Court for the Southern District of New York, provided the filing fee has been paid.

Dated: New York, New York
June __, 2009

The Honorable Robert E. Gerber
United States Bankruptcy Judge