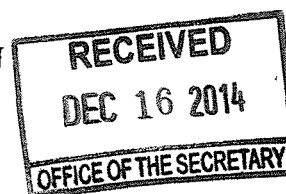


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



In the Matter of

THOMAS A. NEELY, JR.

Respondent.

Admin. Pro. File No. 3-15945

**REPLY TO REGIONS FINANCIAL CORPORATION'S
RESPONSE TO MOTION TO COMPEL**

Respondent THOMAS A. NEELY, JR. ("Neely"), by and through counsel, hereby files this Reply to Regions Financial Corporation's ("Regions") Response to Motion to Compel and states as follows:

In its Response to Motion to Compel (the "Response"), Regions attempts to shift the burden to Neely to show that Privilege Log Document Numbers 1, 3-15, and 18 are not privileged. However, the party asserting the privilege bears the burden of proving that the information requested is privileged. Regions' conclusory statements will not suffice. It must provide evidence that establishes facts upon which the Court may make its conclusion on the issue of privilege. Regions has not met its burden.

Furthermore, Regions has a duty above and beyond that of an ordinary non-party in this case. In its Deferred Prosecution Agreement with the Security and Exchange Commission dated June 10, 2014 (the "Agreement"), Regions agreed to cooperate fully and truthfully in matters related to the investigation of this matter, including "producing, in a responsive and prompt manner, all non-privileged documents, information, and other materials to the Commission as

requested by the Division's staff, wherever located, in the possession, custody, or control of the Respondent or any of its Related Entities, and promptly seeking permission from the Board of Governors of the Federal Reserve System and the superintendent of the Alabama State Banking Department to produce requested confidential supervisory information as that term is defined in 12 C.F.R. 261.2." The subpoena for the documents in question was issued by this Court and Regions has a duty to cooperate fully. The subpoena was served on counsel for Regions on October 15, 2014. Regions has had sufficient time to get permission from the Board of Governors of the Federal Reserve System and the superintendent of the Alabama State Banking Department to produce the requested confidential supervisory information ("CSI"), however, Regions apparently has failed to do so.

In addition, as noted in Neely's Motion to Compel, Regions produced to the FRB, and the FRB then produced to the Securities Exchange Commission ("SEC"), who in turn produced to Neely a wide variety of documents that fall under the definition of CSI, including but not limited to the FRB's examiner's reports on the loans at issue, correspondence between Regions and FRB related to the FRB's 2009 targeted exam, and emails related to these investigations. To suggest that documents related to these investigations still deserve to be cloaked as CSI defies reason. In this matter, Regions is simply cherry-picking what it wants to produce and hiding what it doesn't.

Neely is not requesting that Privilege Log Document Numbers 1, 3-15, and 18 be produced out of hand, but rather Neely is merely requesting that those documents be produced to the Court for *in camera* review. Regions has failed to present evidence sufficient for a determination to be made about whether Privilege Log Document Numbers 1, 3-15, and 18 are privileged and therefore an *in camera* review is in order.

Respectfully submitted,

/s/ Rebecca G. DePalma

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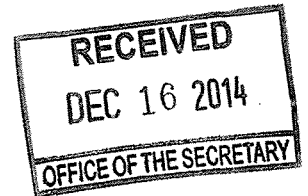
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/s/ Rebecca G. DePalma
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Date: December 16, 2014

FROM: Rebecca DePalma

TO: Office of the Secretary - SEC	FACSIMILE NUMBER:
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TOTAL PAGES INCLUDING THIS PAGE: 5

RE: Thomas A. Neely, Jr.; Admin. File No.: 3-15945

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