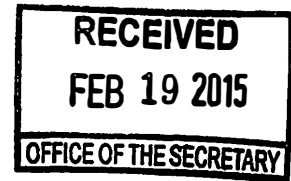


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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of

THOMAS A. NEELY, JR.

Respondent.

Admin. Pro. File No. 3-15945

REPLY TO OPPOSITIONS TO MOTION REQUESTING ISSUANCE OF SUBPOENA

Respondent THOMAS A. NEELY, JR. ("Neely"), by and through counsel, hereby files this Reply to Oppositions to Neely's Motion for Issuance of Subpoena by the Division of Enforcement of the Security and Exchange Commission (the "Division") and Regions Financial Corporation ("Regions").

Background

On February 11, 2015, Neely filed a Motion Requesting Issuance of a Subpoena (the "Motion") for personnel files of trial witnesses who were current and former Regions employees (the "Employees") and for job postings describing the associated duties and requisite experience for those Employees' positions. Neely's request was confined to documents in the timeframe between January 1, 2008 through December 31, 2010, which is the relevant timeframe in this matter. The Division and Regions each filed separate Oppositions to the Motion on February 13, 2015.

The Division's Objections

In its Opposition to the Motion, the Division states that Neely's request should be denied because "[t]hirteen of the individuals for which [Neely] seeks personnel files are not even on the Division's witness list." Division Opposition at 2. While the relevance of the personnel files is not dictated by whether the Employee is on the Division's witness list or Neely's witness list, in an effort to streamline his request, Neely has reviewed the list of Employees and narrowed the list to eleven Employees, all of whom appear on the Division's witness list (Amended Subpoena, attached as Exhibit A).

The Division next states it does not understand how the information Neely requests might affect the witnesses' credibility and therefore dismissively terms Neely's request as a "fishing expedition." Division Opposition at 2. However, as previously stated in the Motion, the witnesses in this case will offer conflicting testimony. Some of the inconsistencies will include testimony concerning job performance and job duties and responsibilities. The personnel files would provide information, including job performance evaluations and reasons for transfers and/or demotions, that would support or impeach a witness's testimony. Likewise, job postings describing the associated duties and experience required for positions will offer a guideline as to actual duties and responsibilities. This is not a fishing expedition. Neely has narrowly tailored his requests to relevant evidence in this matter.

The Division also notes that Neely should have requested this information earlier. However, despite diligently reviewing the numerous documents produced by the Division in this case, given the magnitude of document production, Neely continues to discover documents necessary for the trial of this case. The requested personnel files fall into this category.

In a final effort, the Division states that under the Federal Rules of Evidence the information requested would not be admissible and therefore this Court should adopt a similar approach. Division Opposition at 3. However, the Federal Rules of Evidence are not applicable in this matter, the Commission Rules of Practice are. Rule 320 of the Commission Rules of Practice states that the hearing officer may receive relevant evidence and shall exclude evidence that is irrelevant, immaterial or unduly repetitious. The personnel files and job descriptions are relevant and will aid this court in determining the veracity of testimony and are therefore admissible pursuant to Rule 320. Even if there were any doubt as to admissibility, the evidence should still be admitted. The Commission has directed that administrative law judges be inclusive in making evidentiary determinations and, when in doubt, admit the evidence. *City of Anaheim*, 54 S.E.C. 452, 454 (1999). See also *In re Jesse Rosenblum* 47 S.E.C. 1065, 1072 (1984) (stating that any evidence that can conceivably throw light upon the controversy should normally be admitted).

Based on the foregoing, the Division's objections are unfounded and the Motion should be granted.

Regions' Objections

Regions argues that the personnel files and the job postings describing the associated duties and requisite experience are (1) not relevant and (2) if they are relevant, their relevance is not enough to outweigh Regions' privacy and proprietary interests. As discussed in the Division's Opposition above, these documents are in fact relevant in determining inconsistencies in witness testimony concerning job performance and job duties and responsibilities and these documents would be admissible pursuant to Rule 320 of the Commission Rules of Practice. Further, the Court entered a Protective Order in this matter to alleviate this very concern and to ensure confidential information remain protected.

Regions' objections are unsupported and therefore the Motion should be granted.

Conclusion

Neely has narrowed his request to eleven Employees who appear on the Division's witness list. Neely's request is limited to the relevant time period in this matter. Neely has demonstrated that he has requested relevant documents that would be admissible in this matter, and that Regions' concerns about privacy are addressed by the Protective Order entered in this case. Neely therefore requests that his Motion Requesting Issuance of Subpoena be granted and that the Administrative Law Judge sign the necessary subpoena so that Neely may serve it upon Regions as soon as possible (Amended Subpoena, attached as Exhibit A).

Respectfully submitted,

/s/ Rebecca G. DePalma

Augusta S. Dowd (ASB-5274-D58A)

J. Mark White (ASB-5029-H66J)

William M. Bowen, Jr. (ASB-1285-E66W)

Linda G. Flippo (ASB-0358-F66L)

Rebecca G. DePalma (ASB-4105-D57R)

Katherine Rogers Brown (ASB-4963-N77R)

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Exhibit A



SUBPOENA

**UNITED STATES OF AMERICA
SECURITIES AND EXCHANGE COMMISSION**

**In the Matter of Thomas A. Neely, Jr.,
Administrative Proceeding No. 3-15945**

To: Regions Financial Corporation
c/o Maibeth J. Porter
Maynard Cooper & Gale PC
1901 Sixth Avenue North 2400 Regions Harbert Plaza
Birmingham, AL 35203

YOU MUST PRODUCE the documents or other tangible evidence specified in the Attachment to this subpoena to officers of the U.S. Securities and Exchange Commission, at the following place, date and time:

Fifteen (15) days following service of the Subpoena
at 9:00 a.m. at the offices of:

White Arnold & Dowd P.C.
2025 Third Avenue North, Suite 500
Birmingham, AL 35203

YOU MUST ATTEND AND TESTIFY before an Administrative Law Judge of the U.S. Securities and Exchange Commission, at a hearing in this matter, at the following place, date and time (and from day to day, as may be required, until completion of the hearing):

N/A

FEDERAL LAW REQUIRES YOU TO COMPLY WITH THIS SUBPOENA.

Failure to comply may subject you to a fine and/or imprisonment.

Signed, sealed and issued pursuant to Rule 232 of the Commission's Rules of Practice by:

_____ on _____, 2015
ADMINISTRATIVE LAW JUDGE

This subpoena was issued at the request of counsel for Respondent, Rebecca G. DePalma, White Arnold & Dowd P.C., 2025 Third Avenue North, Suite 500, Birmingham, Alabama 35203, rdepalma@whitearnolddowd.com; Phone: 205-323-1888, Fax 205-323-8907.

NOTICE TO WITNESS: If you claim a witness fee or mileage, submit this subpoena with the claim voucher.

**AMENDED ATTACHMENT TO SUBPOENA
TO REGIONS FINANCIAL CORPORATION**

DEFINITIONS AND INSTRUCTIONS

For purposes of this Subpoena, the following words shall have, and be construed with reference to, the following meanings and definitions:

1. “Communication” means any correspondence, contact, discussion, or written or oral exchange between any two or more Persons, as that term is defined herein. Without limiting the foregoing, the term “Communication” includes all letters, memoranda, telephone conversations, face-to-face conversations, meetings, visits, conferences, facsimiles and e-mails, and electronic data transmissions that were intra-office, inter-office, or otherwise transmitted. Reference to Communications with business entities shall be deemed to include all officers, directors, owners, employees, agents, attorneys or other representatives of such entities.

2. “Document” and “documents” shall mean all documents and electronically-stored information subject to discovery under the applicable rules, and shall include, without limitation, every original and non-identical copy of each and every drawing, graph, chart, photograph, recording, data stored in electronic form, and other data compilation from which information can be obtained, or translated, if necessary, by the parties through detection devices into reasonably usable form, as well as written material of all kinds as set out in 12 C.F.R. § 263.24(a). These terms further include, without limitation, every original and non-identical copy of each and every paper, writing (including blind copies), letter, telegram, teletype, telex, telecopy, facsimile transmission, e-mail messages, e-mail attachments, digitally transmitted images, and computer scanned images and/or text, and data downloaded or otherwise obtained from the Internet, metadata or any other type of electronically-transmitted material, calendars, appointment books,

bank statements, balance sheets, electronic data transmission, picture, negative, slide, movie, film, visual or audio transcription or record, memorandum, sketch, charter, report, note (including, but not limited to, notes used to prepare any letter, memorandum, report, or other document as herein defined), contract, agreement, change order, form, accountant's and other worksheets, check, check ledger, memorandum or tape recording of telephone conversation, sound recording, sound recording transcription, engineering or other study, cross section, plan, expert analysis, computer printout, diary, journal, ledger, work memorandum, report of investigation and/or inspection, file memorandum, brochure, advertising circular, advisories, book, microfilm, tape, videotape, magnetic storage medium, exhibit, attachment, draft, certificate, table, poster, testimony, transcript of testimony, affidavit, projection, pro forma, forecast, summary, printed or readable material, and any other means of storage and/or transmission of human intelligence.

3. "Identify" means:

- a. When used with respect to an individual, to state his or her full name (as well as any pseudonyms, aliases, nicknames, prior names, his or her present or last known addresses, (including without limitation, municipal addresses, post office box addresses, universal resource locators (URLs), instant messaging (IM) accounts, and e-mail addresses), and all telephone numbers (including, without limitation, mobile telephone numbers, business telephone numbers, home telephone numbers, facsimile numbers, and pager numbers), his or her Social Security number, his or her present or last known position and business affiliation, and his or her position and business affiliation referenced in the Subpoena;
- b. When used with respect to a corporation, partnership, business trust, limited liability company, or other business entity or commercial enterprise, to state its full

name (as well as any trade names, stock symbols, “d/b/a” names, or other names) and its last known principal business address and registered office address (including without limitation, municipal addresses, post office box addresses, universal resource locators (URLs), instant messaging (IM) accounts, and e-mail addresses), and all telephone numbers (including, without limitation, mobile telephone numbers, business telephone numbers, home telephone numbers, facsimile numbers, and pager numbers), and telephone numbers and to identify its principal officers and registered agent for service of process;

c. When used with respect to a Document, to state the date of the Document’s preparation, the author, the specific type of Document (e.g., letter, memorandum, e-mail, telex, diary, tape recording, etc.), and the Document’s present or last known location, and to identify its last known custodian;

d. When used with respect to any type of Communication, to state the dates thereof, to identify all Persons who participated in such Communications, and the substance of said Communications, and whether the Communications were oral; additionally, to state the place and the approximate time that the Communications took place and to identify all Persons in whose presence the Communications occurred and all Documents Related To the Communication.

4. “Relate to,” “related to,” or “relating to” means regarding, concerning, involving, in connection with, reflecting, referring to, mentioning, evidencing, constituting, describing, discussing, and/or appertaining to.

5. The term “including” means “including, but not limited to.”

6. The unqualified term “Person” is defined as an individual, an individual corporation, limited liability company, partnership, business trust, unincorporated association or business or governmental entity.

7. “This Matter” shall be understood to mean *In the Matter of Thomas A. Neely, Jr., Docket No. 14-020-E-I, 14-020-CMP-I*, before The Board of Governors of the Federal Reserve System.

8. You,” “Your,” “Regions,” “Regions Bank” and/or the “Bank” shall be understood to mean Regions Financial Corporation and/or Regions Bank located in Birmingham, Alabama and/or Your attorneys, agents, affiliates, or other representatives.

9. “Neely” shall be understood to mean Thomas A. Neely, Jr.

Additionally, for purposes of these Requests:

10. This Subpoena is considered to be continuing in character. Answers should be modified or supplemented as You obtain further or different information prior to the hearing of This Matter.

11. Separate answers should be given to all documents and information enumerated in this Subpoena -- they should not be joined together and accorded a common answer.

12: Where exact information cannot be furnished, estimated information is to be supplied. Where estimated information is used, the response should indicate this fact and an explanation should be given as to the basis of how the estimation was made and the reason exact information was not furnished.

13. If any subpoenaed Documents are not produced on the basis that said Documents are not in Your possession, custody, and/or control, said Documents should be Identified, and the

Person in whose possession, custody, and/or control You believe said Documents can be found should likewise be Identified.

14. If any Document, Communication, or other information of any type whatsoever is withheld on the basis that such information is privileged or confidential, please Identify, with specificity, the Document, Communication or other information as well as the basis for asserting said privilege or confidentiality.

15. Documents and recorded data are preferably received in multi-page PDFs or TIFFs that are OCR'd, with load files and data files. In addition, natives and should be produced.

DOCUMENTS AND INFORMATION

1. The complete personnel files, including but not limited to job description, performance review, disciplinary measures, and exit interview, from January 1, 2008 through December 31, 2010, for the Regions Current and Former Employees listed below. To the extent that a complete job description, performance review, disciplinary measures, and/or exit interview is not provided in the employee's personnel file, please provide same from the Human Resources Department.

2. All internal and/or external job postings describing associated duties and experience required for positions from January 1, 2008 through December 31, 2010 for the Regions Current and Former Employees listed below.

Regions Current and Former Employees

Aderhold, Tom
Bell, Susan
Corrigan, Scott
Florio, Andrea
Johnson, Lynn
Kuehr, Jeff

Papke, David
Shields, Walter
Teegarden, Bill
Welch, Shannon
Wood, Stephen