

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

ADMINISTRATIVE PROCEEDINGS RULINGS  
Release No. 1641/July 22, 2014

ADMINISTRATIVE PROCEEDING  
File No. 3-15945

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In the Matter of

THOMAS A. NEELY, JR.

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ORDER

The Securities and Exchange Commission instituted this proceeding with an Order Instituting Cease-And-Desist Proceeding (OIP) on June 25, 2014, pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934. Respondent Thomas A. Neely, Jr., accepted service of the OIP on June 30, 2014, and a prehearing conference has been scheduled for July 30, 2014.

The parties having so agreed, and in order to allow relevant documents obtained by the Division of Enforcement from other agencies to be produced to Respondent, pursuant to Commission Rule of Practice 322 (17 C.F.R. § 201.322), the attached STIPULATED PROTECTIVE ORDER will be entered.

Paragraph 10, which commences “At the conclusion of this case including all available appeals, any person having custody or control of CONFIDENTIAL DOCUMENTS produced or obtained by either party in this proceeding shall forthwith return such documents to the party that produced the CONFIDENTIAL DOCUMENTS,” will not apply to such documents included in a filing in this proceeding or offered, whether received or not, in evidence. However, such filings or evidence can be subject to a protective order pursuant to 17 C.F.R. § 201.322.

IT IS SO ORDERED.

/S/ Carol Fox Foelak  
Carol Fox Foelak  
Administrative Law Judge

**UNITED STATES OF AMERICA**  
**Before the**  
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**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15945**

**In the Matter of**

**THOMAS A. NEELY, JR.,**

**Respondent.**

**STIPULATED PROTECTIVE ORDER**

Pursuant to 17 C.F.R. § 201.322, the Division of Enforcement (“Division”) and Respondent Thomas A. Neely, Jr., (“Neely”) (collectively “the parties”) agree to the entry of the following PROTECTIVE ORDER in connection with their administrative proceeding.

1. The Division’s investigative file in this matter contains documents produced by other agencies, including the Board of Governors of the Federal Reserve System (“Board of Governors”). The documents obtained from the Board of Governors are subject to statutory and regulatory limitations on their disclosure to the public except as may be authorized under 12 C.F.R. Part 261, or otherwise required by applicable law. In order to allow production of those documents to Neely, and to avoid treating documents differently based on their source, the parties agree to keep all documents produced pursuant to Rule 230 of the Rules of Practice confidential from public disclosure as described below.
2. As used in this PROTECTIVE ORDER, the word "document(s)" includes any written, printed, typed or other graphic material of any kind or nature from which information can be obtained, including matter stored electronically or magnetically.
3. This PROTECTIVE ORDER applies to all documents, not otherwise public, obtained from, produced by, or made available for inspection in this proceeding by either of the parties, and includes any copy, extract, or complete or partial summary of any such document; any writing which discloses the contents of any such document, except for filings in this administrative proceeding as provided in Paragraph 8; and any information contained in or obtained from any such document (hereafter collectively referred to as

"CONFIDENTIAL DOCUMENTS").

4. The CONFIDENTIAL DOCUMENTS shall be used by the parties only in the preparation and hearing of any administrative proceeding to which they are a party, including all available appeals, and for no other purpose; and shall not be delivered, exhibited or disclosed to any person, except:
  - a. any Administrative Law Judge and persons employed by the Office of Administrative Law Judges within the Securities and Exchange Commission;
  - b. such accountants, consultants, or other experts as may be retained by the parties or their attorneys of record to assist in the preparation and hearing of this proceeding;
  - c. such persons who may be required to testify or give evidence pursuant to subpoena or other legal process or who may voluntarily testify or give evidence at the hearing on this action;
  - d. such other persons who may be called as witnesses to provide relevant testimony in connection with the CONFIDENTIAL DOCUMENTS in this proceeding;
  - e. to such other persons as may be authorized under law, or otherwise required by the applicable law.
5. If any non-party to the proceeding seeks access to or production of the CONFIDENTIAL DOCUMENTS subject to this PROTECTIVE ORDER by any means, including any formal request, demand, subpoena, or other production request, the party receiving such request shall notify opposing counsel within 24 hours of notice of the request, and shall refrain from producing the CONFIDENTIAL DOCUMENTS for a period of at least ten business days after giving notice to opposing counsel, so as to give opposing counsel a reasonable opportunity to respond to such production attempt.
6. The CONFIDENTIAL DOCUMENTS shall not be copied except for the purpose of delivery, exhibition and/or disclosure as set forth in paragraph 4 hereof and for the use of Division counsel, Division employees, defense counsel, and employees of defense counsel participating or assisting in this action. All persons authorized to have access to the CONFIDENTIAL DOCUMENTS shall take reasonable precautions to prevent disclosure of the information in any manner inconsistent with this PROTECTIVE ORDER.

7. Any person to whom the parties and/or their attorneys of record propose to make delivery, exhibition, or disclosure of any CONFIDENTIAL DOCUMENTS described in this PROTECTIVE ORDER shall be advised of the terms of this PROTECTIVE ORDER, and each party shall take reasonable measures to ensure compliance with the PROTECTIVE ORDER by any non-party granted access to the CONFIDENTIAL DOCUMENTS. Any party who grants the access described above, and who does not take reasonable measures to ensure compliance with the PROTECTIVE ORDER may be subject to appropriate sanctions.
8. Any CONFIDENTIAL DOCUMENT, and any other document filed with the presiding Administrative Law Judge or the Office of the Secretary will become part of the public record of the proceeding, unless filed under seal. In order to comply with the Congressional requirement for public proceedings, while also protecting personal privacy and other legitimate interests, the party filing the document shall refrain from including, or shall partially redact the following personal identifiers from all pleadings, including hearing exhibits, unless otherwise ordered:
  - a. Social Security Numbers - If an individual's social security number must be included in a pleading, only the last four digits of that number should be used.
  - b. Dates of birth - If an individual's date of birth must be included in a pleading, only the year should be used.
  - c. Current financial account information - If a current active financial account number is relevant to the proceeding (i.e. an existing deposit account, demand deposit account, loan account, credit card account, or other account number, the public disclosure of which could result in the fraudulent compromise of the account), only the last four digits of the account numbers should be used.
  - d. The responsibility for redacting personal identifiers rests solely with counsel and the parties.
9. This PROTECTIVE ORDER does not affect the disclosure by any party of any information contained in the CONFIDENTIAL DOCUMENTS if the information has been provided or has been made available to such party from a source other than the CONFIDENTIAL DOCUMENTS.

10. At the conclusion of this case including all available appeals, any person having custody or control of CONFIDENTIAL DOCUMENTS produced or obtained by either party in this proceeding shall forthwith return such documents to the party that produced the CONFIDENTIAL DOCUMENTS. Notwithstanding the foregoing sentence, counsel may retain copies of all public transcripts, hearing exhibits, and public pleadings and attachments, and counsel may retain and utilize copies of all public transcripts, hearing exhibits, public pleadings and attachments, and publicly filed appellate briefs, appendixes and attached exhibits in any appeal of a final order issued in this action. In lieu of returning the CONFIDENTIAL DOCUMENTS, counsel may, with the agreement of opposing counsel, destroy such documents upon written certification.
11. Nothing in this PROTECTIVE ORDER shall be deemed to preclude any party from seeking and obtaining, on an appropriate showing, such additional protection for any information as the party may consider appropriate under the circumstances.

AGREED TO AND STIPULATED TO THIS 15TH DAY OF JULY, 2014, BY:

/S/ W. Shawn Murnahan

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