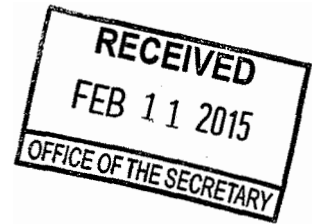


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



In the Matter of

THOMAS A. NEELY, JR.

Respondent.

Admin. Pro. File No. 3-15945

MOTION REQUESTING ISSUANCE OF SUBPOENA

Pursuant to 12 C.F.R. 201.232 of the Securities and Exchange Commission's Rules of Practice, Respondent THOMAS A. NEELY, JR. ("Neely"), by and through counsel, hereby files this Motion for Issuance of Subpoena and as grounds therefore states as follows:

1. On or about June 25, 2014, the Security and Exchange Commission (the "SEC") instituted a cease-and-desist proceeding against Neely pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Security Exchange Act of 1934 (the "OIP"). The OIP involves allegations involving Neely's conduct during the time he was employed with Regions Financial Corporation ("Regions").

2. This matter is set for hearing on February 23, 2015. On February 2, 2015, the parties exchanged their Amended Witness List and Supplemental Exhibit List. In the course of preparing for the hearing, it has come to Neely's attention that although numerous documents have been produced by the SEC, Neely has not been provided with complete personnel files of the witnesses on the witness lists who are current or former employees of Regions. Neely believes that there will be conflicting testimony by some of the witnesses in this matter, thereby making

the credibility of the witnesses a critical component in the hearing. The personnel files of witnesses and the internal and/or external job postings describing associated duties and experience required for positions will aid in the determination of credibility by providing an unbiased evaluation of employee performance and reveal whether any disciplinary action against the employee was necessary.

Conclusion

Neely therefore respectfully 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 (Subpoena, attached as Exhibit A).

Respectfully submitted,

/s/ Augusta S. Dowd

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)

OF COUNSEL:

WHITE ARNOLD & DOWD P.C.

2025 3rd Ave. N., Ste. 500

Birmingham, AL 35203

P: (205) 323-1888

F: (204) 323-8907

Email: adowd@whitearnolddowd.com

mwhite@whitearnolddowd.com

wmbowen@whitearnolddowd.com

lflippo@whitearnolddowd.com

rdepalma@whitearnolddowd.com

kbrown@whitearnolddowd.com

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

[REDACTED]
[REDACTED]

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.

[REDACTED]
[REDACTED]

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.

**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
Baldwin, John
Barrentine, Carey
Bell, Susan
Bius, Donald
Carrigan, Patrick

Cash, Jeff
Chandler, Darlene
Corrigan, Scott
Couch, Brett D.
Dixon, Adam
Edmonds, David B.
Esteves, Irene
Farmer, Valerie
Ferino, Scarlett
Florio, Andrea
Fox, Roger
Haley, John
Hall, Grayson
Harrell, Kent
Jackson, Douglas
Jarema, Mark
Johnson, Lynn
Kimbrough, Brad
Korte, Bob
Kuehr, Jeff
Laney, Tim
LeCroy, Charles
Logsdon, Sharri
McCarthy, Tim
McClay, Scott
McCrite, Andy
Mackey, Shelby
Mayoros, Trudy
Papke, David
Ritter, Dowd
Rogers, Craig
Sheehy, Tracy
Shields, Walter
Smith, Michael F.
Teegarden, Bill
Turner, David Jackson Jr.
Wambles, Gwen
Welch, Shannon
Wells, William
Willoughby, Mike
Wood, Stephen

White Arnold & Dowd P.C.

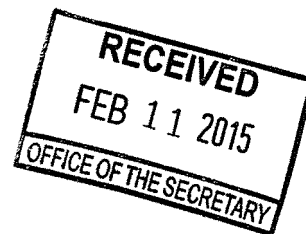
[REDACTED]

[REDACTED]

[REDACTED] Telephone Number

[REDACTED] Facsimile Number

Facsimile Transmission Cover Sheet



Date: February 11, 2015

To: SEC

Facsimile Number: (202) 772-9324

From: Rebecca G. DePalma

Total pages including this page: 11

Original document to be sent via U.S. Mail: Yes

Re: Thomas A. Neely, Jr. Administrative Proceeding File No. 3-15945

CONFIDENTIALITY NOTICE

The documents accompanying this cover sheet contain information from the law firm of White Arnold & Dowd P.C. The information is confidential and is intended only for the use of the individual or entity to which it is addressed. The information may be subject to the attorney/client privilege. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via U.S. Mail. We will reimburse your reasonable costs. Thank you.