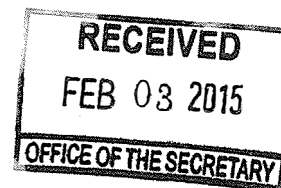


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-15945



In the Matter of

THOMAS A. NEELY, JR.,

Respondent.

DIVISION OF ENFORCEMENT'S FIRST AMENDED WITNESS LIST

Pursuant to Rule of Practice 222, the Division of Enforcement ("Division") hereby submits the following list of witnesses:

Witness Name and Address	Occupation	Summary of Expected Testimony
Tom Aderhold c/o John A. Anthony, Esq. John A. Anthony & Partners, LLC [REDACTED] [REDACTED] [REDACTED]	Regions Special Assets Division ("SAD") Regional Manager, North West Florida Region	Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.
John Baldwin c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP [REDACTED] [REDACTED]	Regions EVP/ SAD	Preparation of FAS 114s; facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; organization and operation of the SAD; Neely's control over SAD; and the use of goals and targets for non-

		performing loans (NPLs)
<p>Carey Barrentine c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <p>_____</p> <p>_____</p>	<p>Regions' Portfolio Risk Analytics Director</p>	<p>Risk Analytics Department involvement in SAD's processes; SAD's forecasting and risk rating change processes; NPL forecasting error in mid-March 2009; Neely's control over SAD; Regions' response to targeted examination by the Federal Reserve Board; the removal of the pulled loans from the non-accrual processing report.</p>
<p>Susan B. Bell</p> <p>_____</p> <p>_____</p>	<p>SAD Relationship Manager</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.</p>
<p>Patrick Carrigan c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <p>_____</p> <p>_____</p>	<p>SAD Relationship Manager/SVP, Florida South Central Region</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.</p>
<p>Donald Bius</p> <p>_____</p> <p>_____</p>	<p>SAD Relationship Manager, East Region</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual</p>

		status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.
W. Russell Carothers, III c/o Michael J. Crane, Esq. Ernst & Young LLP _____ _____	Partner, Ernst & Young LLP	Facts surrounding Ernst & Young's role with respect to Regions' materiality assessment of the impact of the "Pulled Loans" on the banks' financial statement for the period ended March 31, 2009
Jeffery Cash c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP _____ _____	Executive Vice President- Florida Real Estate	Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; the sale or attempted sale of certain loans in 2008 and 2009; and Regions' response to targeted examination by the Federal Reserve Board.
Darlene Chandler c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP _____ _____	Regions SAD Regional Manager, Central Region	Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions'

		response to targeted examination by the Federal Reserve Board.
<p>Scott Corrigan c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <p>_____</p> <p>_____</p>	<p>Regions SAD Regional Manager South Central Florida Region</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.</p>
<p>Adam Dixon c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <p>_____</p> <p>_____</p>	<p>Regions Credit Review</p>	<p>Regions' loan risk rating process, Credit Review's review of the appropriate risk rating for certain loans that were pulled from nonaccrual in March 2009; the relationship between Credit Review and SAD and Regions' credit department.</p>
<p>Valerie Farmer c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <p>_____</p> <p>_____</p>	<p>Regions Credit Risk Reporting</p>	<p>Risk Analytics Department involvement in SAD's processes; SAD's forecasting and risk rating change processes; NPL forecasting error in mid-March 2009; Neely's control over SAD; Regions' response to targeted examination by the Federal Reserve Board; the removal of the pulled loans from the non-accrual processing report.</p>
<p>Scarlett Ferino c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <p>_____</p> <p>_____</p>	<p>Regions Credit Risk Reporting</p>	<p>Risk Analytics Department involvement in SAD's processes; SAD's forecasting and risk rating change processes; NPL forecasting error in mid-March 2009; Neely's</p>

<p>_____</p>		<p>control over SAD; Regions' response to targeted examination by the Federal Reserve Board; the removal of the pulled loans from the non-accrual processing report.</p>
<p>Andrea Florio c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <p>_____</p>	<p>VP, Regions Credit Risk Reporting</p>	<p>Risk Analytics Department involvement in SAD's processes; SAD's forecasting and risk rating change processes; NPL forecasting error in mid-March 2009; Neely's control over SAD; Regions' response to targeted examination by the Federal Reserve Board; the removal of the pulled loans from the non-accrual processing report.</p>
<p>Roger Fox c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <p>_____</p>	<p>Regions Group Senior Credit Officer</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.</p>
<p>Grant R. Haines c/o Michael J. Crane, Esq. Ernst & Young LLP</p> <p>_____</p>	<p>Office Managing Partner, Ernst & Young, LLP – Birmingham</p>	<p>Facts surrounding Ernst & Young's role with respect to Regions' materiality assessment of the impact of the "Pulled Loans" on the banks' financial statement for the period ended March 31, 2009</p>
<p>D. Kent Harrell</p> <p>_____</p>	<p>Regions SAD Relationship Manager, Northwest Florida Regions</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process;</p>

		organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.
Jordy Henson c/o Charles A. Dauphin, Esq. Dauphin Paris, LLC _____ _____ _____		The negotiations for the sale of the Glove Factory loan, discussion with Neely and/or Blonder regarding Glove Factory.
Michael Hodges c/o Bradford S. Fleetwood Enforcement Counsel Board of Governors of the Federal Reserve System _____ _____ _____	Federal Reserve Bank of Atlanta	Matters relating May 2009 Federal Reserve examination of Regions Bank
Mark E. Jarema c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP _____ _____	Regions Credit Review Manager	Regions' loan risk rating process, Credit Review's review of the appropriate risk rating for certain loans that were pulled from nonaccrual in March 2009; the relationship between Credit Review and SAD and Regions' credit department; and Neely's control over SAD.
Lynn R. Johnson c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP _____ _____	Regions Credit Review	Regions' loan risk rating process, Credit Review's review of the appropriate risk rating for certain loans that were pulled from nonaccrual in March 2009; the relationship between Credit Review and SAD and Regions' credit department; Neely's control over SAD

<p>Dale Kitchens Berkely Research Group, LLC c/o Division of Enforcement</p>	<p>Expert Witness Berkeley Research Group, LLC</p>	<p>Applicable principles for determine accrual status, facts surrounding certain of the “Pulled Loans” and their appropriate accrual status as of March 31, 2009, impact of “Pulled loans” on Regions financial statements for the quarter ended March 31, 2009.</p>
<p>Robert Korte c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <hr/>	<p>Regions SAD Regional Manager</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions’ loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely’s control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions’ response to targeted examination by the Federal Reserve Board.</p>
<p>Jeffrey Kuehr c/o William N. Clark, Esq. Redden Mills Clark & Shaw, LLP</p> <hr/> <hr/>	<p>Head of SAD</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions’ loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely’s control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions’ response to targeted examination by the Federal Reserve Board.</p>
<p>Trudy Mayoros c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <hr/> <hr/>		<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009; SAD’s forecasting and risk rating change processes; NPL forecasting error in mid-March 2009; Neely’s control over SAD</p>
<p>Timothy McCarthy</p>		<p>Facts surrounding certain of the loans</p>

<p>c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <hr/> <hr/>		<p>pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.</p>
<p>Scott McLay c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <hr/> <hr/>	<p>Vice President-Regions Atlanta Real Estate Division</p>	<p>Facts surrounding the McCar Development loan and its appropriate accrual status as of March 31, 2009; communications with Regions SAD and Credit departments regard McCar</p>
<p>Thomas A. Neely, Jr. c/o Augusta S. Dowd, Esq. White Arnold & Dowd, PC</p> <hr/> <hr/>	<p>Regions Business Service Credit Executive</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board</p>
<p>David Papke c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP</p> <hr/> <hr/>	<p>Regions Group Senior Credit Officer for Florida Region</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and</p>

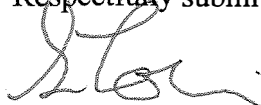
		fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.
Walter C. Shields	Regions Credit Review	Regions' loan risk rating process, Credit Review's review of the appropriate risk rating for certain loans that were pulled from nonaccrual in March 2009; the relationship between Credit Review and SAD and Regions' credit department; and Neely's control over SAD.
William Teegarden [REDACTED]	SAD Regional Manager- East Region	Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.
Shannon Welch c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP [REDACTED]	Regions Credit Risk Reporting	Risk Analytics Department involvement in SAD's processes; SAD's forecasting and risk rating change processes; NPL forecasting error in mid-March 2009; Neely's control over SAD; Regions' response to targeted examination by the Federal Reserve Board; the removal of the pulled loans from the non-accrual processing report.
Trey Wheeler c/o Bradford S. Fleetwood Enforcement Counsel Board of Governors of the Federal Reserve System [REDACTED]	Senior Central Point of Contact Federal Reserve Bank of Atlanta	Matters relating May 2009 Federal Reserve examination of Regions Bank

<p>[REDACTED]</p>		
<p>William C. Wells c/o Victor L. Hayslip, Esq. Burr & Forman, LLP [REDACTED] [REDACTED]</p>	<p>Chief Risk Officer, Regions Financial Corporation</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.</p>
<p>Michael Willoughby c/o Jackson R. Sharman, III, Esq. Lightfoot Franklin & White, LLC [REDACTED] [REDACTED]</p>	<p>Chief Credit Officer</p>	<p>Facts surrounding certain of the loans pulled from non-accrual in March 2009 and their appropriate accrual status as of March 31, 2009; Regions' loan risk rating process; organization and operation of the SAD and the interplay with the credit division; Neely's control over SAD; the use of goals and targets for non-performing loans (NPLs); saves and fixes for NPLs; and Regions' response to targeted examination by the Federal Reserve Board.</p>
<p>Stephen Wood c/o Alfred F. Smith, Esq. Bainbridge Mims Rogers & Smith, LLP [REDACTED] [REDACTED]</p>	<p>SAD Group Manager – Florida Region</p>	<p>Facts surrounding certain of the "Pulled Loans" and their appropriate accrual status as of March 31, 2009; organization and operation of the Special Assets Division and interplay with credit division</p>
<p>Records Custodian Regions Financial Corporation c/o Maibeth J. Porter, Esq. Maynard Cooper & Gale PC [REDACTED] [REDACTED] [REDACTED]</p>	<p>Records Custodian</p>	<p>Authentication of Regions' business records on the Division of Enforcement's Exhibit List</p>

Mara Hogan Capital Legal Solutions, LLC DBA Capital Novus c/o Maibeth J. Porter, Esq. Maynard Cooper & Gale PC _____ _____ _____	Capital Novus	Email productions by Regions Financial Corporation and Regions Bank
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Dated: February 2, 2015

Respectfully submitted,



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