

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION

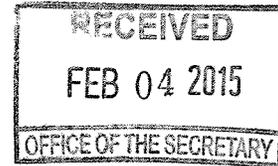
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ADMINISTRATIVE PROCEEDING  
File No. 3-15945

In the Matter of

THOMAS A. NEELY, JR.,

Respondent.



**DECLARATION OF M. GRAHAM LOOMIS REGARDING THE DIVISION'S  
COMPLIANCE WITH ITS BRADY OBLIGATIONS**

1. My name is M. Graham Loomis. I serve as Regional Trial Counsel in the Division of Enforcement ("Division") of the Securities and Exchange Commission ("SEC") at the Atlanta Regional Office ("ARO"). The facts stated in this declaration are based on my personal knowledge or on information reported to me by my staff.
2. This declaration is made to demonstrate the Division's compliance with SEC Rule of Practice 230(b)(2) and the doctrine established by Brady v. Maryland, 373 U.S. 83 (1963) and its progeny.
3. In order to comply with SEC Rule of Practice 230, on or about July 24, 2014, the Division produced to Respondent electronic media containing approximately 1.5 million pages of documents obtained in the investigation that led to this administrative proceeding. During the course of that production, the Division reviewed the investigative files for all documents falling within the parameters of Rule 230.

4. This review included the email and files of the staff of the ARO who worked on the underlying investigation, as well as the email and files of the litigators who had been assigned to this proceeding.

5. Enforcement staff reviewed the materials that were not produced to Respondent. Based on that review, the Division did not withhold from Respondent any documents from these files that contained material exculpatory evidence relevant to the claims asserted in the Order Instituting Proceedings in this matter.

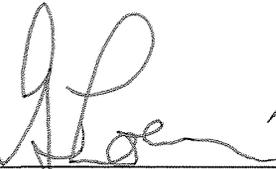
6. Since the institution of these proceedings, the Division has obtained additional documents in connection with this case. All except a small number of privileged documents received from the Federal Reserve Board have been produced to Respondent. These documents were withheld from production because the Federal Reserve Board indicated that they had been inadvertently produced to the Division. None of the withheld documents contain material exculpatory information.

7. The Division's litigation and investigative files do contain staff notes of interviews of several potential witnesses, taken both before and after the issuance of the Order Instituting Proceedings. Those notes were not, and are not, subject to production because they contain mental impressions, reflect trial strategy, and otherwise fall within multiple areas of privilege.

8. Enforcement staff has reviewed all interview notes taken both before and after the issuance of the Order Instituting Proceedings, and all facts learned outside of those notes, and have confirmed that they do not contain any material exculpatory information.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on February 3, 2015



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M. Graham Loomis