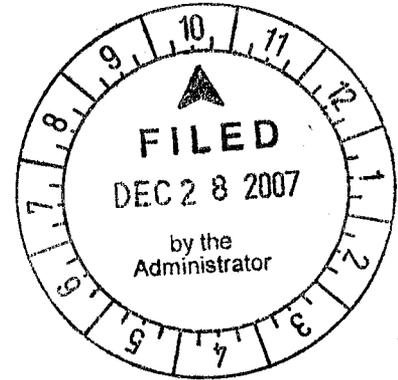


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA



In the Matter of:

Spelman & Co., Inc. (CRD No. 10232),
William V. Harris (CRD No. 4348386),
Michael C. Leipart (CRD No. 2547918),
Frank G. McGuire III (CRD No. 328147), and
John H. Neely (CRD No. 501565),

Respondents.

File No. ODS 05-018

ORDER AGAINST JOHN H. NEELY

Pursuant to the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), and the Oklahoma Securities Act ("Predecessor Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2003), the Examinations Division of the Oklahoma Department of Securities ("Department") conducted an examination of the activities of the Spelman & Co., Inc. ("Spelman") branch office located in Oklahoma City, Oklahoma. Based thereon, the Enforcement Division of the Department recommended that the Administrator of the Department ("Administrator") impose sanctions against Respondents.

In order to resolve this matter, without the adjudication of any issue of law or fact, and without admitting or denying the Findings of Fact or the Conclusions of Law in the Recommendation, Respondent Neely voluntarily executed the *Agreement Relating to John H. Neely*, attached hereto as "Exhibit A" and incorporated herein by reference ("Agreement").

This Order is issued pursuant to Section 1-411 of the Act. For purposes of this Order, the Administrator hereby adopts the following Findings of Fact: (1) Respondent Neely is registered under the Act as a general securities agent, a municipal securities principal, and an investment adviser representative; (2) Respondent Neely executed the Agreement; (3) the execution of the Agreement by Respondent Neely is not a result of fraud, duress, undue influence, coercion, or mistake; and (4) Respondent Neely agrees that the Administrator has jurisdiction over the parties and the subject matter of this action and agrees to the entry of this Order. The Administrator hereby adopts the following Conclusions of Law: (1) the Administrator was authorized to enter into the Agreement and is authorized to enter this Order pursuant to Section 1-411 of the Act and 660:2-5-3 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (as amended July 1, 2007); and (2) it is in the public interest for the Administrator to enter this Order.

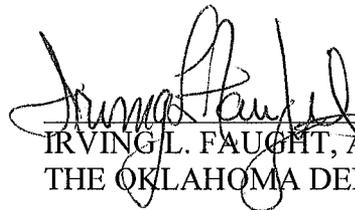
NOW THEREFORE, IT IS HEREBY ORDERED that the registrations of Respondent Neely as a general securities agent, a municipal securities principal, and an investment adviser representative shall be suspended for a total of ten (10) business days, beginning at 12:00 a.m. on January 2, 2008, and ending at 11:59 p.m. on January 8, 2008 (5 business days), and beginning at 12:00 a.m. on January 29, 2008, and ending at 11:59 p.m. on February 4, 2008 (5 business days).

IT IS FURTHER ORDERED that Respondent Neely shall pay a civil penalty in the amount of \$3,000 to the Department per the terms contained in the Agreement.

IT IS FURTHER ORDERED that Respondent Neely shall comply with all other terms of the Agreement.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 28th day of December, 2007.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF
THE OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 28th day of December, 2007, a true and correct copy of the above and foregoing *Order Against John H. Neely* was mailed, with postage prepaid thereon, addressed to:

Phillip G. Whaley, Esq.
Grant M. Lucky, Esq.
Ryan, Whaley & Coldiron
119 N. Robinson Ave., Ste. 900
Oklahoma City, OK 73102
ATTORNEYS FOR JOHN H. NEELY

Brenda London
Brenda London, Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
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In the Matter of:

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Frank G. McGuire III (CRD No. 328147), and
John H. Neely (CRD No. 501565),

Respondents.

File No. ODS 05-018

AGREEMENT RELATING TO JOHN H. NEELY

THIS AGREEMENT is entered into between John H. Neely ("Respondent Neely") and the Administrator ("Administrator") of the Oklahoma Department of Securities ("Department") (collectively, the "Parties") as of the Effective Date set forth below.

The Enforcement Division of the Department ("Enforcement Division") filed the *Enforcement Division Recommendation* in this matter with the Administrator on July 27, 2007 ("Recommendation"). On July 31, 2007, the Administrator issued a *Notice of Opportunity for Hearing* ("Notice") allowing Respondents fifteen (15) days after service of the Notice to request a hearing on the Recommendation. Respondent Neely timely filed an Answer and Request for Hearing denying the allegations in the Recommendation.

Respondent Neely desires to expeditiously settle this matter, without the adjudication of any issue of law or fact, and without admitting or denying the Findings of Fact or the Conclusions of Law in the Recommendation. Respondent Neely agrees that the Administrator has jurisdiction over the parties and the subject matter of this action. Respondent Neely voluntarily waives his right to the hearing provided by the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004), the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities, and the Oklahoma Administrative Procedures Act, Okla. Stat. tit. 75, §§ 250.1 through 323 (West 2007), and any right to an appeal from the order referenced in items 1 and 2 below.

NOW THEREFORE, the undersigned Parties hereto agree as follows:

1. **Suspension.** Respondent Neely agrees to the entry of an order, in the form attached as "Exhibit A" hereto, suspending his registration in all capacities for ten (10) business days.



2. **Civil Penalty.** Respondent Neely agrees to the issuance of an order by the Administrator, in the form attached as "Exhibit A" hereto, imposing a civil penalty against Respondent Neely in the amount of \$3,000 to be paid within thirty (30) days of the Effective Date of this Agreement by check, money order, or cashier's check payable to the Oklahoma Department of Securities (the "Civil Penalty"). The Civil Penalty shall be received by the Department on or before the date it is due at the address provided in item 5 below.

3. **Customer Complaints.** Respondent Neely agrees, for a period of one (1) year from the Effective Date of this Agreement, to report to the Department any customer complaints, relating to Respondent Neely and/or an account in the name of, owned by, and/or controlled by, a client of Respondent Neely, via e-mail, facsimile, certified mail, return receipt requested, or personal delivery within thirty (30) days of the date on which Respondent Neely becomes aware of such complaint.

4. **Continued Education.** Respondent Neely agrees to complete the FINRA e-learning course titled "Mutual Funds Sales Practice: Share Classes and Breakpoints" and the following FINRA webcasts, within thirty (30) days of the Effective Date of this Agreement:

- A. "Customer Suitability Considerations";
- B. "Fee-Based Brokerage Accounts: Determining Appropriateness";
- C. "The Importance of Ethical Behavior";
- D. "Mutual Fund Breakpoints";
- E. "New Products Suitability Considerations"; and
- F. "Suitability Issues: Considerations for Product Exchanges."

Respondent Neely shall provide the Department, via facsimile, e-mail, personal delivery, or certified mail, return receipt requested, with documentation evidencing his completion of the required FINRA e-learning course and webcasts within forty (40) days of the Effective Date of this Agreement. Such documentation may include, but is not limited to, a printout of a webpage appearing at the conclusion of the e-learning course or webcast congratulating or informing Respondent Neely of his completion of the respective e-learning course or webcast.

5. **Notices.** All notices and other items required by this Agreement to be delivered to the Department by facsimile, e-mail, personal delivery, or mail shall be made to the following numbers or addresses, as applicable.

Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
Facsimile: (405) 280-7742
Email: tbonnell@securities.ok.gov; amc@securities.ok.gov

6. **Consideration.** In consideration for this Agreement, the Administrator will not take any further action against Respondent Neely for the activities that are the basis of the Recommendation.

7. **Failure to Comply.** If the Department does not receive the Civil Penalty from Respondent Neely within thirty (30) days of the Effective Date of this Agreement, Respondent Neely shall pay an additional \$100 for each day the payment is late, up to a maximum of \$1,500. If the Department does not receive the agreed payment, including the applicable penalty for late payment, on or before the forty-fifth (45th) day after the Effective Date of this Agreement, or if Respondent Neely fails to comply with the terms of this Agreement in any other material respect, this Agreement shall be deemed null and void, and the Parties shall proceed with a hearing on the Recommendation. If, after Respondent Neely pays the Civil Penalty, this Agreement is deemed null and void as a result of Respondent Neely's failure to comply with other terms of this Agreement, Respondent Neely shall be deemed to have forfeited the Civil Penalty and, if applicable, any late penalty.

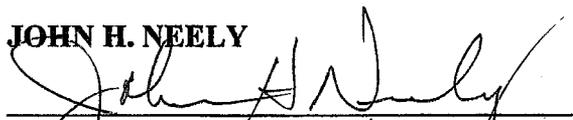
8. **Entire Agreement; Amendment.** This writing constitutes the entire agreement of the Parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations, and understandings of the Parties. No supplement, modification, or amendment to this Agreement shall be binding unless executed in writing by each of the Parties hereto.

9. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority at the other agency's or authority's request. In the event any other agency or authority commences an action in connection with information obtained by the Administrator against Respondent Neely, the Administrator may assist in such actions as authorized by law.

10. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date and year set forth below their signatures hereto.

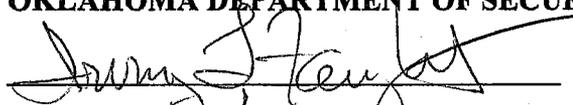
JOHN H. NEELY



Date: 12/20/07

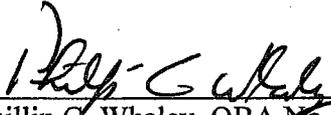
Address: 2708 Ashford Oaks Blvd
Edmond, OK 73034

IRVING L. FAUGHT, ADMINISTRATOR
OKLAHOMA DEPARTMENT OF SECURITIES



Date: 12/25/07

Approved as to Form:



Phillip G. Whaley, OBA No. 13371
Grant M. Lucky, OBA No. 17398
Ryan, Whaley & Coldiron
119 North Robinson Avenue, Suite 900
Oklahoma City, OK 73102
ATTORNEYS FOR JOHN H. NEELY



Terra Shamas Bonnell, OBA No. 20838
Amanda Cornmesser, OBA No. 20044
Oklahoma Department of Securities
120 North Robinson Avenue, Suite 860
Oklahoma City, OK 73102
ATTORNEYS FOR DEPARTMENT