

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER
120 NORTH ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Gearly Securities, Inc. *fka* Capital West Securities, Inc.;
Keith D. Geary; Norman Frager; and CEMP, LLC,

Respondents.

File No. 09-141

DEPARTMENT'S SECOND AMENDED FINAL LIST OF WITNESSES

The Oklahoma Department of Securities ("Department") submits this amended final list of witnesses in the above-styled matter. The amendment is necessary to remove the following individuals from the list: Jeff Wills, W. Ray Evans, Earl Mills, Eldon R. Ventriss, Steve Ketter, David Tinsley, and Karen Hooley. Any reference herein to "Gearly Securities" refers to Gearly Securities, Inc., and/or Capital West Securities, Inc. Any reference herein to "PL-CMOs" refers to private label collateralized mortgage obligations.

1. Keith Geary, c/o Joe M. Hampton, Esq., Corbyn Hampton, PLLC, 211 North Robinson, Suite 1910, Oklahoma City, OK 73102, (405) 239-7055, is expected to testify regarding the allegations contained in the *Enforcement Division Recommendation* filed in this matter.

2. Norman Frager, c/o Donald A. Pape, Phillips Murrah P.C., 401 West Main, Suite 440, Norman, OK 73069, (405) 364-3346, is expected to testify regarding the allegations contained in the *Enforcement Division Recommendation* filed in this matter.

3. Chad Goodman, c/o Joe M. Hampton, Esq., Corbyn Hampton, PLLC, 211 North Robinson, Suite 1910, Oklahoma City, OK 73102, (405) 239-7055, is expected to testify regarding the transactions at issue in the *Enforcement Division Recommendation* and communications relating to such transactions.

4. Mike Shelley, 3033 Pelham Drive, Oklahoma City, OK 73120, (405) 242-3045, c/o Karl L. Marquardt, Esq., Morgan Stanley Smith Barney, 1221 Ave of the Americas, 35th Floor, New York, NY 10020, (212) 296-2677, is expected to testify regarding the transactions at issue in the *Enforcement Division Recommendation* and representations made in connection with such transactions.

5. David Paulukaitis (Expert Witness), Mainstay Capital Markets Consultants, Inc., 1040 Crown Pointe Parkway, Suite 1070, Atlanta, GA 30338, (770) 352-0120, is expected to provide expert testimony regarding the Rules of the Financial Industry Regulatory Authority (“FINRA”), the transactions at issue in the *Enforcement Division Recommendation* and the accounting treatment thereof.

6. John Shelley, 2909 Wilton Lane, Oklahoma City, OK 73120, (405) 262-6577, c/o John J. Schirger, Miller Schirger LLC, 800 West 47th Street, Suite 630, Kansas City, MO 64112, (816) 561-6504, is expected to testify regarding Bank of Union’s transactions in PL-CMOs and CEMP Resecuritization Trust 2009-1 (“CEMP”) Class A-1 notes, communications relating to such transactions, communications with banking regulators, and Timothy Headington’s transaction in CEMP Class A-2 Notes and representations made by Keith Geary in connection therewith, to include the guarantee.

7. Mike Braun, 3040 Quail Creek Road, Oklahoma City, OK 73120, (405) 286-2073, c/o John J. Schirger, Miller Schirger LLC, 800 West 47th Street, Suite 630, Kansas City, MO 64112, (816) 561-6504, is expected to testify regarding Bank of Union’s transactions in PL-CMOs and CEMP Class A-1 notes, communications relating to such transactions, communications with banking regulators, and Timothy Headington’s transaction in CEMP Class A-2 Notes and representations made by Keith Geary in connection therewith, to include the guarantee.

8. Chris Martin, Headington Companies, 2711 North Haskell, Suite 2800, Dallas, TX 75204, (214) 696-7743, c/o John J. Schirger, Miller Schirger LLC, 800 West 47th Street, Suite 630, Kansas City, MO 64112, (816) 561-6504, is expected to testify regarding Timothy Headington’s transaction in CEMP Class A-2 notes and communications and representations relating to such transaction.

9. Betty Pettijohn, 8105 NW 23rd Street, Oklahoma City, OK 73127, (405) 789-3530, c/o John J. Schirger, Miller Schirger LLC, 800 West 47th Street, Suite 630, Kansas City, MO 64112, (816) 561-6504, is expected to testify regarding representations made by Keith Geary to Bank of Union’s Board of Directors in connection with the offer and sale of the CEMP notes and the Guaranty Agreement signed by Keith Geary.

10. Billie N. Haycraft, Jr., Frontier State Bank, 5100 South I-35, Oklahoma City, OK 73143, (405) 672-7831, c/o William C. McMurrey, Bracewell & Giuliani LLP, 1445 Ross Avenue, Suite 3800, Dallas, TX 75202-2711, (214) 758-1032, is expected to testify regarding Frontier State Bank’s transactions in PL-CMOs, communications relating to such transactions, communications relating to the offering of the CEMP notes, and communications with banking regulators.

11. Joseph D. McKean Jr., 2601 Meadow View Road, Edmond, OK 73013, (405) 341-4935, is expected to testify regarding Frontier State Bank’s and The Eagle Sky Foundation, Inc.’s transactions in PL-CMOs, communications relating to such transactions, and communications relating to the offering of the CEMP notes.

12. Denise Hintze, c/o Joe M. Hampton, Esq., Corbyn Hampton, PLLC, 211 North Robinson, Suite 1910, Oklahoma City, OK 73102, (405) 239-7055, is expected to testify regarding the calculation of Geary Securities' net capital position at relevant times and communications relating to such calculations.

13. Althea Roberts, c/o Joe M. Hampton, Esq., Corbyn Hampton, PLLC, 211 North Robinson, Suite 1910, Oklahoma City, OK 73102, (405) 239-7055, is expected to testify regarding the transactions at issue in the *Enforcement Division Recommendation*, Geary Securities' net capital position at relevant times, and Geary Securities' operations.

14. Karen Coker, c/o Joe M. Hampton, Esq., Corbyn Hampton, PLLC, 211 North Robinson, Suite 1910, Oklahoma City, OK 73102, (405) 239-7055, is expected to testify regarding the transactions at issue in the *Enforcement Division Recommendation* and Geary Securities' operations.

15. James Vlogianitis, c/o Jeffrey M. Levine, Esq., Mesirow Financial, 353 North Clark Street, Chicago, IL 60654, (312) 595-6072, is expected to testify regarding transactions with or involving Geary Securities and communications with Geary Securities or representatives thereof.

16. Carol Gruis, Director of Licensing and Examinations, Oklahoma Department of Securities, c/o Terra Bonnell or Melanie Hall, 120 North Robinson Avenue, Suite 860, Oklahoma City, OK 73102, (405) 280-7700, is expected to testify about the registrations and CRD records of Respondents; the Department's requests for information from Respondents; documents Respondents provided to the Department; the Rules of the Financial Industry Regulatory Authority ("FINRA"); the Oklahoma Uniform Securities Act of 2004; and the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities.

17. Brenda London, Paralegal, Oklahoma Department of Securities, c/o Terra Bonnell or Melanie Hall, 120 North Robinson Avenue, Suite 860, Oklahoma City, OK 73102, (405) 280-7700, is expected to testify in her capacity as the custodian of certain records of the Department, if necessary to establish admissibility.

18. All witnesses needed to rebut the testimony of a witness or a document or exhibit identified on Respondents' final witness lists or exhibit lists or offered at hearing by Respondents.

19. All witnesses identified on Respondents' final witness lists, or called at hearing by Respondents, and to whom the Department asserts no objection.

Dated this 30th day of March, 2012.

Terra Bonnell

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the above and foregoing response was emailed and mailed this 30th day of March, 2012, with postage prepaid, to:

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