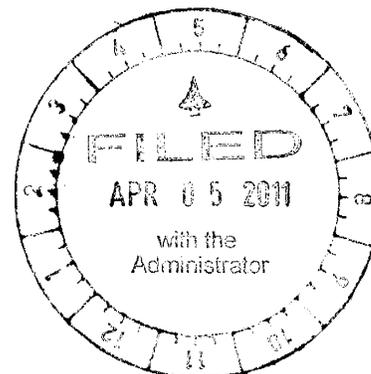


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER
120 NORTH ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

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

Respondents.

ODS File No. 09-141

**RESPONDENTS' JOINT FINAL LIST OF WITNESSES SUBJECT TO AND
WITHOUT WAIVING JOINT APPLICATION FOR MODIFICATION OF
SCHEDULING ORDER¹**

Respondents Keith D. Geary, Geary Securities, Inc. (formerly known as Capital West Securities, Inc.), CEMP, LLC and Norman Frager (collectively "Respondents") respectfully submit the following Joint Final List of Witnesses, pursuant to the Agreed Amended Scheduling Order issued on February 11, 2011 and filed on February 14, 2011. In light of the Joint Application and various motions filed by Respondents and pending as of the date of filing of this Final List², Respondents hereby expressly reserve the right to

¹ Contemporaneous with the filing of this Joint Final List of Witnesses, the Respondents are filing their "Joint Application for Modification of Scheduling Order Deadlines in Light of Pending Discovery Motions and Application for Judicial Enforcement of Subpoenas Pursuant to Order Dated March 21, 2011" (the "Joint Application"). By filing this Joint Final List of Witnesses, the Respondents are not in any way waiving or diminishing the request for relief presented by their Joint Application.

² On the date of the filing of this Joint Final List of Witnesses, the following Motions are at issue and yet to be decided by the Hearing Officer: Geary Respondents' Notice of Application for Judicial Enforcement of Subpoenas Pursuant to Order Dated March 21, 2011; Geary Respondents' Motion for Preclusion Order Striking Witnesses from Department's Final Witness List Based on Department's Non-Compliance with Agreed Amended Scheduling Order; Geary Respondents' (1) Motion for Preclusion Order and Order Striking Witnesses and Allegations, and (2) Alternative Motion to Compel Production of Responsive Documents Wrongfully Withheld by Department; Geary Respondents' Objection to Amended Final List of Witnesses Filed Out of Time and Renewed Request for Hearing.

identify and list additional witnesses based on the disposition of the Joint Application and the various motions.

WITNESSES

	NAME	ADDRESS	PROPOSED TESTIMONY
1.	Keith Geary	211 N Robinson Ave Suite N-200 Oklahoma City, OK 73102 (405) 235-5700. Witness is a party represented by counsel: Joe M. Hampton, 211 North Robinson, Suite 1901, Oklahoma City, OK 73102, 405-239-7055. The witness's home address and telephone number are not provided because the witness has already been deposed in this action. In the event the Department has a legitimate need for such information, counsel will provide upon reasonable request. Moreover, in the event the Department requests and obtains issuance of a subpoena for this witness, counsel will, upon reasonable request by the Department, agree to accept service of such a subpoena.	Witness has been deposed and is expected to testify in accordance with deposition testimony and address the allegations contained in the Department's Recommendation and Respondents' Answers.
2.	Norman Frager	14659 Mallard Lake Drive, Chesterfield, Missouri, 63017 (636) 532-0160 Witness is a party represented by counsel: Donald A. Pape, 401 W. Main Street, Suite 440, Norman, OK 73069, (405) 364-3346. In the event the Department requests and obtains issuance of a subpoena for this witness, counsel will, upon reasonable request by the Department, agree to accept service of such a subpoena.	Witness has been deposed (in the course of the Department's investigation) and is expected to testify in accordance with deposition testimony and address the allegations contained in the Department's Recommendation and Respondents' Answers.

3.	Chad Goodman	211 N Robinson Ave Suite N-200 Oklahoma City, OK 73102 (405) 235-5700. Witness is a current employee of a party represented by counsel: Joe M. Hampton, 211 North Robinson, Suite 1901, Oklahoma City, OK 73102, 405-239-7055. The witness's home address and telephone number are not provided because the witness has already been deposed in this action. In the event the Department has a legitimate need for such information, counsel will provide upon reasonable request. Moreover, in the event the Department requests and obtains issuance of a subpoena for this witness, counsel will, upon reasonable request by the Department, agree to accept service of such a subpoena.	Witness has been deposed (in the course of the Department's investigation) and is expected to testify in accordance with deposition testimony and address the allegations contained in the Department's Recommendation and Respondents' Answers.
4.	Althea Roberts	211 N Robinson Ave Suite N-200 Oklahoma City, OK 73102 (405) 235-5700. Witness is a current employee of a party represented by counsel: Joe M. Hampton, 211 North Robinson, Suite 1901, Oklahoma City, OK 73102, 405-239-7055. The witness's home address and telephone number are not provided because the witness has already been deposed in this action. In the event the Department has a legitimate need for such information, counsel will provide upon reasonable request. Moreover, in the event the Department requests and obtains issuance of a subpoena for this witness, counsel will, upon reasonable request by the	Witness has been deposed and is expected to testify in accordance with deposition testimony and address the allegations contained in the Department's Recommendation and Respondents' Answers.

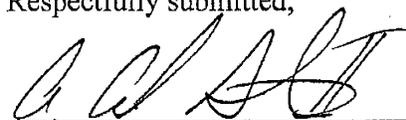
		Department, agree to accept service of such a subpoena.	
5.	Karen Coker	211 N Robinson Ave Suite N-200 Oklahoma City, OK 73102 (405) 235-5700. Witness is a current employee of a party represented by counsel: Joe M. Hampton, 211 North Robinson, Suite 1901, Oklahoma City, OK 73102, 405-239-7055. The witness's home address and telephone number are not provided because the witness has already been deposed in this action. In the event the Department has a legitimate need for such information, counsel will provide upon reasonable request. Moreover, in the event the Department requests and obtains issuance of a subpoena for this witness, counsel will, upon reasonable request by the Department, agree to accept service of such a subpoena.	Witness has been deposed and is expected to testify in accordance with deposition testimony and address the allegations contained in the Department's Recommendation and Respondents' Answers.
6.	Denise Hintze	211 N Robinson Ave Suite N-200 Oklahoma City, OK 73102 (405) 235-5700. Witness is a current employee of a party represented by counsel: Joe M. Hampton, 211 North Robinson, Suite 1901, Oklahoma City, OK 73102, 405-239-7055. The witness's home address and telephone number are not provided because the witness has already been deposed in this action. In the event the Department has a legitimate need for such information, counsel will provide upon reasonable request. Moreover, in the event the Department requests and obtains issuance of a subpoena for this	Witness has been deposed and is expected to testify in accordance with deposition testimony and address the allegations contained in the Department's Recommendation and Respondents' Answers.

		witness, counsel will, upon reasonable request by the Department, agree to accept service of such a subpoena.	
7.	Timothy Headington ³	3515 Crescent Avenue Dallas, Texas 75205	Witness is expected to testify regarding Bank of Union's transactions in CEMP Resecuritization Trust 2009-1, Class A-1 Notes, and his transactions in CEMP Resecuritization Trust 2009-1, Class A-2 Notes, communications relating to such transactions, and historical dealings with Keith Geary.
8.	John E. Pinto	888 17 th Street, NW, Suite 608, Washington, DC 20006; (202) 463-6575. Mr. Pinto has 42 years of senior management regulatory and compliance experience in the securities industry, including almost 30 years with the National Association of Securities Dealers, Inc. (NASD), the predecessor to FINRA. For his last ten years with the NASD, he was Executive Vice President for NASD Regulation, responsible for establishing policies, practices	Witness is expected to testify on the application of net capital rules to broker-dealer firms, the relative responsibilities of a FINRA registered financial and operations principal (FinOp), compliance officer, Chief Executive Officer in a FINRA member broker-dealer, the activities of the FinOp in maintaining net capital, the relationship of state securities regulators and FINRA with respect to

³ Respondents conditionally list Mr. Headington as a potential witness as follows. Mr. Headington is one of the two purchasers of securities at issue in this action and was identified as a witness on the Department's preliminary witness list. The Geary Respondents have previously requested and obtained the Hearing Officer's issuance of a subpoena for Mr. Headington's deposition and accomplished service of such subpoena (the "Headington Subpoena"). Thereafter, a Motion to Quash and For Protective Order was filed on behalf of Mr. Headington and other non-party witnesses and subsequently denied by the Hearing Officer. Pursuant to the Hearing Officer's Order and applicable procedure, the Geary Respondents then promptly applied to the Department's Administrator to seek judicial enforcement of the Headington Subpoena through the District Court of Oklahoma County. The Department has since filed its final witness lists which conspicuously omit Mr. Headington as a witness. Respondents are conditionally listing Mr. Headington as a witness until they have the opportunity to conduct his deposition and determine whether, in fact, they elect to confirm him as a listed witness in this action. Respondents respectfully object to any subsequent attempt by the Department to utilize this conditional listing, under these specific circumstances, to supplement its final list of witnesses to include Mr. Headington.

		and procedures for NASD examination, surveillance and enforcement activities.	calculating net capital, violations of FINRA rules, compliance and operations issues, and other matters relating to the duties and responsibilities of FinOp's.
9.	Samuel Luque, Jr.	5824 Bee Ridge Road, #417; Sarasota, FL 34233; (941) 228-8495. Mr. Luque spent 7 years with the Securities and Exchange Commission and more than 17 years with the NASD, having retired as the Associate Director of Financial Responsibility/ Compliance. His responsibilities in that position included personally conducting formal training sessions in net capital, customer protection and broker/dealer operations, margin, sales practices and SEC/SRO Rules and regulations for approximately 1,500 compliance examiners for the NASD, SEC, other self-regulatory organizations, and state and international securities regulators.	Witness is expected to testify on net capital and operations issues with respect to broker dealers; duties and responsibilities of the FinOp, the manner of calculating net capital, trade reporting, treatment of transactions, all matters involved in the operations department and the responsibilities of the FinOp, Chief Compliance Officer and other operations and management personnel.
10	All witnesses identified by other parties, to the extent such witnesses' testimony is relevant, admissible and not objected to by Respondents.		

Respectfully submitted,



Joe M. Hampton, OBA No. 11851

Amy J. Pierce, OBA No. 17980

A. Ainslie Stanford II, OBA No. 18843

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**ATTORNEYS FOR RESPONDENT
NORMAN FRAGER**

CERTIFICATE OF SERVICE

I hereby certify that on April 5, 2011, a copy of the foregoing document was served on the following by e-mail:

Hearing Officer Bruce Kohl, Esq.
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bruce.kohl09@gmail.com

Brenda London
Oklahoma Department of Securities
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Oklahoma City, OK 73102
blondon@securities.ok.gov; and

Melanie Hall, Director of Enforcement
Terra Shamas Bonnell, Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102;

A handwritten signature in black ink, appearing to read "A. Stanford II", written over a horizontal line.

A. Ainslie Stanford II