

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

**AGREED SCHEDULING ORDER**

This *Scheduling Order* is issued pursuant to 660:2-9-3 of the Rules of the Oklahoma Securities Commission and the Administrator of the Oklahoma Department of Securities (as amended July 1, 2007) ("Rules"). All parties have agreed to this scheduling order.

**IT IS HEREBY ORDERED** that:

1. **Preliminary Lists of Witnesses, Documents and Exhibits.** The parties shall file preliminary lists identifying all witnesses, documents and exhibits intended to be utilized at the hearing, on or before **Thursday, November 15, 2007, at 5:00 p.m.** The parties shall identify expert witnesses intended to be called at hearing on their preliminary witnesses lists. The preliminary witness lists shall identify the witnesses by name, address and telephone number and provide a short description of the witnesses' expected testimony.

2. **Final Witness List.** On or before **Friday, December 28, 2007, at 5:00 p.m.**, the parties shall file final lists identifying, by name, address, and telephone number, all witnesses, including but not limited to expert witnesses, intended to be called at hearing. The final witness lists shall also contain a short description of the expected testimony of each witness. Failure to comply with this paragraph will result in the exclusion of witnesses at hearing.

3. **Dispositive Motions.** Dispositive motions will not be considered if filed after **Friday, January 18, 2008, at 5:00 p.m.**

4. **Document and Exhibit Exchange.** On or before **Friday, February 1, 2008, at 5:00 p.m.**, each party shall provide all other parties with a copy of all documents and exhibits intended to be utilized by the party at hearing. Failure to comply with this paragraph will result in the exclusion of documents and exhibits at hearing.

5. **Discovery.** Any discovery that is conducted shall comply with 660:2-9-3(b) of the Rules unless otherwise agreed to by all parties. Discovery, including depositions, must be completed/answered by **Friday, February 1, 2008, at 5:00 p.m.**

6. **Hearing Briefs.** If the Department files a hearing brief, it must be filed by **Tuesday, February 5, 2008, at 5:00 p.m.** If Respondents file hearing briefs, they shall be filed by **Monday, February 11, 2008, at 5:00 p.m.** Department's reply brief, if any, must be filed by **Thursday, February 14, 2008, at 5:00 p.m.**

7. **Prehearing conference.** Unless waived by agreement of all parties or by order of the Administrator or hearing officer, a prehearing conference shall be held on **Monday, February 11, 2008, at 10:00 a.m.,** at the offices of the Oklahoma Department of Securities, 120 North Robinson Avenue, Suite 860, Oklahoma City, Oklahoma, to address the following matters:

- (A) Simplification of issues;
- (B) The final list of witnesses and exhibits to be utilized at the hearing;
- (C) Admissions and stipulations of fact;
- (D) Stipulations regarding admission and authenticity of documents;
- (E) Requests for official notice;
- (F) Discovery disputes;
- (G) Pending motions; and
- (H) Other matters that will promote the orderly and prompt conduct of the hearing.

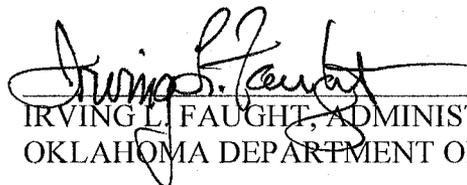
8. **Hearing Date.** By agreement of all parties, the hearing has been set to commence on **Tuesday, February 19, 2008, at 9:00 a.m.** at the offices of the Oklahoma Department of Securities, 120 North Robinson Avenue, Suite 860, Oklahoma City, Oklahoma. The parties estimate that the hearing will take four (4) days.

9. Failure to comply with the terms of this Order may result in sanctions set forth in 660:2-9-3(f) of the Rules including, but not limited to, default judgment.

**IT IS FURTHER ORDERED** that no date set by this Order can be changed except by agreement of all parties or for good cause and upon written order of the Administrator, or hearing officer.

**WITNESS MY HAND** and the Official Seal of the Oklahoma Department of Securities this 26th day of October, 2007.

(SEAL)

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

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 26 day of October, 2007, a true and correct copy of the above and foregoing was emailed to bguest@dayedwards.com, judy.morse@crowedunlevy.com, adam.hall@crowedunlevy.com, pwhaley@ryanwhaley.com, and glucky@ryanwhaley.com and mailed, by first-class mail with postage prepaid thereon, addressed to:

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