

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Administrative Proceedings Rulings
Release No. 5370 / December 12, 2017

Administrative Proceeding
File No. 3-16182

In the Matter of

**Paul Edward “Ed” Lloyd, Jr.,
CPA**

**Order Scheduling Submission
of New Evidence, Taking
Official Notice, Granting
Respondent’s Motion for
Protective Order, and Sealing
Certain Exhibits**

I held a telephonic conference with the parties yesterday to discuss the status of this proceeding following remand under *Pending Administrative Proceedings*, Securities Act of 1933 Release No. 10440, 2017 SEC LEXIS 3724 (Nov. 30, 2017), including the disposition of two motions that were not adjudicated when this proceeding was first before me.

As discussed, I ORDER that each party may submit, by January 5, 2018, any new evidence it deems relevant to reexamination of the record. Each party may also submit a brief explaining the relevance of its new evidence and identifying any challenged rulings, findings, or conclusions. If any party chooses to submit a brief by January 5, all other parties will have until January 16, 2018, to file a responsive brief. By February 16, 2018, I will issue an order upon reconsideration setting forth whether all prior actions taken by an administrative law judge in this proceeding are ratified or revised in any respect.

I FURTHER ORDER that Respondent’s May 1, 2015, request for judicial notice of certain statistics—which the Division of Enforcement stated that it does not oppose—is GRANTED. As stated in the order addressing Respondent’s motion to correct manifest errors of fact, “the [initial decision] did not explicitly rule” on the request, but it considered the statistics and “found them irrelevant.” *Paul Edward “Ed” Lloyd, Jr., CPA*, Admin. Proc. Rulings Release No. 3047, 2015 SEC LEXIS 3379, at *5 (ALJ Aug. 18, 2015). Nevertheless, Respondent’s statistics are based on public official records of

the Commission and it is appropriate to TAKE OFFICIAL NOTICE under Rule of Practice 323, 17 C.F.R. § 201.323, of the following *categories* of facts:

1. The number of cases that the Division has brought as administrative proceedings before an administrative law judge between October 1, 2012, and September 30, 2014.
2. The number of administrative proceedings in which there has been a finding in favor of a respondent, in whole or in part, between October 1, 2012, and September 30, 2014.
3. The number of administrative proceedings in which there has been a finding in favor of the Division, in whole or in part, between October 1, 2012, and September 30, 2014.
4. The number of initial decisions issued by the undersigned in favor of a respondent, in whole or in part, from October 1, 2012, through the present.
5. The number of initial decisions issued by the undersigned in favor of the Division, in whole or in part, from October 1, 2012, through the present.

I note, however, that Respondent did not provide the actual statistics, of which he requests official notice.

I FURTHER ORDER that Respondent's April 30, 2015, motion for a protective order, to which the Division does not object, is GRANTED.¹ The non-redacted versions of the hearing exhibits listed in Table I below will be SEALED because the harm resulting from disclosure would outweigh the benefits of disclosure. See 17 C.F.R. § 201.322(b). Concurrent with the filing of his motion, Respondent submitted to the Office of the Secretary sealed (without redactions) and unsealed (with redactions) versions of all of the exhibits listed in Table I.

Table I	
Resp. Ex. 2	2011 Email Correspondence ELA_001813–ELA_001840
Resp. Ex. 4	Checks from Participants in Forest Conservation 2011, LLC

¹ The motion was received by the Office of the Secretary on May 1, 2015.

	ELA_001841–ELA_001853
Resp. Ex. 8	K-1 for Forest Conservation 2011, LLC SEC_Defense_000017019–SEC_Defense_000017020
Resp. Ex. 9	Individual K-1s for Participants in Forest Conservation 2011, LLC ELA_000028–ELA_000056
Resp. Ex. 10	Forest Conservation 2011, LLC, Income Tax Return ELA_001859–ELA_001869
Resp. Ex. 16	Amendment to Forest Conservation 2012, LLC, Operating Agreement ELA_002169–ELA_002220
Resp. Ex. 17	Checks from Participants in Forest Conservation 2012, LLC ELA_002221–ELA_002234
Resp. Ex. 18	October–December 2012 Bank Statements for Forest Conservation 2012, LLC ELA_000127–ELA_000132
Resp. Ex. 19	Forest Conservation 2012, LLC, Wire Transfer to Piney Cumberland Holdings, LLC SEC_Defense_0000009547
Resp. Ex. 21	Notice of Manager’s Determination to Pursue Conservation Proposal ELA_002245–ELA_002248
Resp. Ex. 24	K-1 for Forest Conservation 2012, LLC ELA_002252–ELA_002253
Resp. Ex. 25	Individual K-1s for Participants in Forest Conservation 2012, LLC SEC_Defense_000016995–SEC_Defense_000017000; ELA_001772–ELA_001773; and SEC_Defense_000017003–SEC_Defense_000017012
Resp. Ex. 26	Forest Conservation 2012, LLC, Income Tax Return ELA_002254–ELA_002283
Resp. Ex. 27	Checks detailing tax planning fee payments to Ed Lloyd for 2012 transaction ELA_002284–ELA_002287
Resp. Ex. 58	Email from Ed Lloyd to Lee Powell re: FC 2011 contributions amounts and refund dated January 3, 2012 SEC_Defense_000016816–SEC_Defense_000016818
Resp. Ex. 68	Email from Amanda Pilman to Chris and Jennifer Brown re: documents needed for FC 2012 dated December 4, 2012 SEC_Defense_000000013
Resp. Ex. 74	2012 tax planning analysis for Jesse Garrett dated November 1, 2012

	SEC_Defense_000011807–SEC_Defense_000011812
Resp. Ex. 75	Email from Ed Lloyd to Jesse Garrett re: cash flow analysis dated November 6, 2012 SEC_Defense_000011813
Resp. Ex. 76	2012 cash flow analysis for Jesse Garrett SEC_Defense_000011814
Resp. Ex. 77	Email from Amanda Pilman to Jesse Garrett re: documents needed for FC 2012 dated December 4, 2012 SEC_Defense_000011815–SEC_Defense_000011816
Resp. Ex. 78	Email from Tim Goss to Ed Lloyd re: 2012 income for FC 2012 analysis dated November 14, 2012 SEC_Defense_000013066–SEC_Defense_000013067
Resp. Ex. 79	Email from Ed Lloyd to Tim Goss re: contribution amount for FC 2012 SEC_Defense_000013072–SEC_Defense_000013074
Resp. Ex. 80	Email from Ed Lloyd to Tim Goss re: 2012 tax projection dated November 14, 2012 SEC_Defense_000013075–SEC_Defense_000013076
Resp. Ex. 81	Cover letter from Ashley Hooks to SEC dated September 9, 2013 SEC_Defense_000013554
Resp. Ex. 82	Email from Ashley Hooks to Ed Lloyd re: FC 2012 opportunity dated November 15, 2012 SEC_Defense_000013555
Resp. Ex. 83	Email from Ed Lloyd to Ashley Hooks re: 2012 tax projection dated November 15, 2012 SEC_Defense_000013556–SEC_Defense_000013558
Resp. Ex. 84	2012 tax plan for Ashley Hooks dated November 15, 2012 SEC_Defense_000013559–SEC_Defense_000013563
Resp. Ex. 85	Email from Ed Lloyd to FC 2012 participants re: anticipated date for completion of tax return SEC_Defense_000014390–SEC_Defense_000014391
Resp. Ex. 89	Email from Ed Lloyd to Amy Malloy re: amount of check for FC 2012 dated November 6, 2012 SEC_Defense_000031414–SEC_Defense_000031416
Resp. Ex. 90	Email from Amy Malloy to Ed Lloyd re: 2012 tax estimate dated May 8, 2012 SEC_Defense_000031558–SEC_Defense_000031416
Resp. Ex. 91	Letter from Ed Lloyd to Mike and Amy Malloy re: 2012 tax returns dated May 30, 2012 SEC_Defense_000031567
Resp. Ex. 92	2012 tax projection for Mike and Amy Malloy

	SEC_Defense_000031568–SEC_Defense_000031573
Resp. Ex. 97	Email from Nancy Zak to Ed Lloyd re: FC 2012 member list dated December 7, 2012 SEC_Defense_000035596
Resp. Ex. 99	Email from Nancy Zak to Ed Lloyd re: new client account forms for Tim Goss and Larry Price dated December 20, 2012 SEC_Defense_000035600–SEC_Defense_000035601
Resp. Ex. 100	Email from Nancy Zak to Ed Lloyd re: FC 2012 Operating Agreement dated December 10, 2012 SEC_Defense_000035608–SEC_Defense_000035610
Resp. Ex. 101	Email from Nancy Zak to Ed Lloyd re: documents for FC 2012 requested by closing attorney dated December 10, 2012 SEC_Defense_000035611–SEC_Defense_000035613
Resp. Ex. 108	Letter of Caution to Nancy Zak from Shayna Marshall dated April 19, 2013 SEC_Defense_000038406–SEC_Defense_000038407
Resp. Ex. 109	Nancy Zak’s letter of resignation from SFA dated April 30, 2013 SEC_Defense_000038408
Resp. Ex. 113	Email from Nancy Zak to Shayna Marshall and Alex Sywak re: resignation dated May 2, 2013 SEC_Defense_000038440–SEC_Defense_000038441
Resp. Ex. 123	Letter from Thaddeus W. Cook to Douglas M. Dykhuizen, Esq., dated April 5, 2013, re: SEC March 25, 2013, Document Request to Ed Lloyd and Associates and portion of response to same
Resp. Ex. 124	CD containing the PDF document admitted as Exhibit 123 which was previously submitted to the SEC by Thaddeus W. Cook in response to March 25, 2013, Document Request to Ed Lloyd and Associates

All sealed documents in this proceeding, including sealed documents submitted by the Division, shall be disclosed only to Commissioners, employees, and agents of the Commission, and to Respondent and his counsel.

Cameron Elliot
Administrative Law Judge