

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 92293 / June 29, 2021

ADMINISTRATIVE PROCEEDING
File No. 3-20378

In the Matter of

Elaine A. Dowling, Esq.

Respondent.

ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 4C OF THE
SECURITIES EXCHANGE ACT OF 1934 AND
RULE 102(e) OF THE COMMISSION'S
RULES OF PRACTICE AND NOTICE OF
HEARING

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that public administrative proceedings be, and hereby are, instituted against Elaine A. Dowling, Esq. (“Respondent” or “Dowling”) pursuant to Section 4C of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 102(e)(1)(ii) of the Commission’s Rules of Practice.¹

¹ Rule 102(e)(1)(ii) provides, in pertinent part, that:

The Commission may . . . deny, temporarily or permanently, the privilege of appearing or practicing before it . . . to any person who is found by the Commission . . . (ii) to be lacking in character or integrity or to have engaged in unethical or improper professional conduct[.]

Section 4(C)(a), 15 U.S.C. 78d-3(a) provides, in pertinent part, that:

The Commission may . . . deny temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found by the Commission . . . to have engaged in unethical or improper professional conduct

II.

After an investigation, the Office of the General Counsel alleges that:

A. RESPONDENT

1. Dowling is an attorney and member of the Nevada Bar. She is 45 years old and is a resident of Las Vegas, Nevada. Since mid-2016, Dowling has appeared and practiced before the Commission as she has served as counsel of record on SEC filings for numerous public companies.

B. IMPROPER PROFESSIONAL CONDUCT

2. From mid-2016 to the present, Dowling has owned and operated the law firm EAD Law Group (“EAD Law”) and was and is the sole attorney practicing at the firm.² During this time, Dowling employed as a purported “paralegal” Shawn Hackman—a disbarred former attorney who was suspended from appearing or practicing before the Commission as an attorney on September 10, 2002. *In the Matter of Shawn F. Hackman*, Exchange Act Release No. 46478. Dowling knew when she hired Hackman that he was disbarred.

3. Although purportedly employed by EAD Law as a paralegal, Dowling knowingly or recklessly permitted Hackman to appear and practice before the Commission as an attorney, in violation of his suspension under Rule 102(e), by allowing him to: (a) draft documents, in whole or in part, that were filed with the Commission on behalf of EAD Law clients and provide legal advice on issues arising under the federal securities laws relating to such documents; and (b) communicate directly with the Commission’s staff regarding certain filings that he had drafted, in whole or in part, that had been filed with the Commission on behalf of EAD Law clients. *See* 17 C.F.R. § 201.102(f) (“practicing before the Commission shall include, but shall not be limited to: (1) Transacting any business with the Commission; and (2) The preparation of any statement, opinion or other paper by an attorney, accountant or other professional or expert, filed with the Commission in any registration statement, notification, application, report or other document with the consent of such attorney, accountant, engineer or other professional or expert.”).

4. Hackman’s work on SEC filings constituted the practice of law under Nevada law.³ In *Lerner*, the court stated that “the overarching principle [is] that the practice of law is involved when the activity requires the exercise of judgment in applying general legal knowledge to a client’s specific problem.”⁴ Among the activities that constitutes the practice of

² Before the formation of EAD Law, Dowling and Hackman worked at the law firm of Harold P. Gewerter, Esq. Ltd. (“Gewerter Law”) which, for some period of time, operated under the name Gewerter & Dowling.

³ *See, e.g., In re Lerner*, 124 Nev. 1232 (2008) (*en banc*).

⁴ *Id.* at 1234.

law is “advising a client about his or her legal rights and recommending future actions.”⁵ Doing substantive drafting of legal documents constitutes the practice of law, even if a licensed attorney signs the document.⁶ Agreeing to undertake a representation requires the exercise of professional judgment by a lawyer.⁷ Similarly, “[b]illing is a classic function and responsibility of the practicing attorney” and a suspended attorney’s direct billing of clients constitutes the unauthorized practice of law.⁸ Finally, disbarred attorneys working as a paralegal have an obligation to limit, if not avoid, direct client contact.⁹

5. Dowling knowingly or recklessly permitted and/or enabled Hackman to draft and sign (using Dowling’s name) attorney opinion letters to be included in SEC filings made by EAD Law clients that Dowling did not review before they were issued.

6. Dowling knowingly or recklessly permitted Hackman to communicate directly with Commission staff on behalf of issuers that were EAD Law clients whose filings were pending before the Commission, including:

- A. On or about June 20, 2019, Hackman, on behalf of AS Capital, Inc. (“AS Capital”), engaged in a call with staff in the Commission’s Division of Corporation Finance and counsel for the prospective buyer of AS Capital in which Commission staff indicated that certain of the company’s filings failed to adequately disclose the status of the pending transaction and what contingencies would need to be met for the transaction to close.
- B. On or about November 13, 2018, Hackman called an attorney in the Division of Corporation Finance and advocated for Tenaya Group, Inc.’s registration statement to become effective before the financial disclosures provided in the filing became stale.

⁵ *Id.* at 1241-42.

⁶ *See In re Dickerson*, 2019 WL 6790651, at *2 (D. Nev. Dec. 12, 2019) (Dickerson never “sign[ed] pleadings, attend[ed] depositions, or ma[d]e court appearances. However, Dickerson’s work [which included “drafting pleadings”] was all substantive legal work in nature.”). *See also e.g., In re Friedberg*, ___ N.Y.S.3d ___, 2021 WL 1259155, at *2 (N.Y. App. Div. April 6, 2021) (“Activities like preparing memoranda and documents to be filed in court—even if subscribed to by an admitted attorney—or conducting interviews with clients are forbidden to a suspended or disbarred attorney.”).

⁷ *See Lerner*, 124 Nev. 1232 at 1241.

⁸ *Dickerson*, 2019 WL 6790651 at *3.

⁹ *See In re Discipline of Crowley*, 132 Nev. 984, 2016 WL 2742371, at *1 (May 9, 2016) (pointing to a “meeting with a client to review a trust document” as one of the improper actions and quoting approvingly from an out-of-state case that stated while “an attorney who has been suspended from the practice of law is permitted to work as a paralegal or similar for a licensed attorney, the suspended lawyer’s functions must be limited exclusively to work of a preparatory nature under the supervision of the licensed attorney and must not involve client contact.”).

7. Notwithstanding that Hackman was disbarred in both Nevada and Iowa and permanently suspended from appearing or practicing before the Commission, Dowling knowingly or recklessly permitted Hackman to present himself to clients that had retained EAD Law to draft SEC filings, and to outside persons working with the firm (such as co-counsel, opposing counsel and auditors), as a lawyer who was legally authorized to practice law before the Commission, without taking measures to correct that misimpression or to avoid a recurrence. Hackman's EAD Law business card listed his Juris Doctor degree but did not indicate that he was a paralegal or that he had been disbarred. Clients and other persons with whom Hackman worked repeatedly referred to Hackman as an "attorney" in conversations, and in documents sent to EAD Law, without correction by Hackman or Dowling. Further, to conceal that Hackman was providing legal services that he was not legally authorized to perform, Dowling knowingly or recklessly permitted or enabled him to utilize her email address and electronic signature so that it would appear Dowling had performed such services instead of Hackman.

8. Dowling knowingly or recklessly permitted or enabled Hackman to undertake engagements with EAD Law clients that would involve practicing before the Commission and to negotiate the fees to be paid to the firm and/or directly to Hackman for such engagements. These engagements included those with former clients of Gewerter Law who had worked with Hackman (but not Dowling), who brought their work to EAD Law so Hackman could continue to function as their "counsel" at EAD Law.

9. For his work on SEC filings for clients of EAD Law, Dowling paid Hackman more than \$200,000 per year in each of 2018 and 2019, far in excess of the approximately \$32,000 to \$52,000 per year she paid other paralegals who worked at EAD Law. Moreover, while other paralegals were paid on a salary or hourly basis, Dowling paid Hackman a share (often 40-50%) of the fees the firm earned for his work on SEC filings. At times, EAD Law clients paid Hackman directly for legal work instead of paying the firm. On multiple occasions when clients paid both Hackman and the firm for work on S-1 registration statements, clients paid Hackman more than they paid Dowling or EAD Law.

10. Dowling knowingly or recklessly permitted Hackman to engage in the practice of law in drafting, in whole or in part, SEC filings for numerous EAD Law clients, including but not limited to:

a. DCA Asset Management, Inc. ("DCA") and Apex 11, Inc. ("Apex")

Anthony Iarocci, the primary owner of DCA and Apex, testified that he understood that Hackman was an attorney and referred to him as such in written communications.¹⁰ Iarocci testified that he turned to Hackman, not Dowling, for legal advice on his SEC filings. He further indicated that he had no contact at all with Dowling prior to receiving the staff's subpoena in Fall 2019, well after Hackman had prepared many SEC filings for his companies. On numerous occasions, Iarocci emailed Hackman with legal questions regarding SEC filings and Hackman responded with no indication that he consulted with Dowling prior to responding. For example:

¹⁰ For example, in a July 10, 2019 email, he introduces Hackman as his "SEC attorney."

- On July 31, 2018, Hackman advised what financial disclosures were required with a new registration statement and also how dividends would be disclosed in a later filing.
- In an August 6, 2018 email string, Iarocci asked Hackman a series of questions regarding why language referring to Apex as an emerging growth/blank check company was included in the draft Form 10. Hackman responded, “Since the initial Form 10 included Emerging Growth language and the Company remains a blank check [] I left this in so as to not generate questions as to what had changed within the company to merit the removal.” After further comment by Iarocci, Hackman responded, “Yeah its [sic] generic but [has] been approved [by the SEC] many times.”
- In a February 4, 2019 email string, Iarocci asked Hackman a series of questions concerning what DCA would have to file regarding Apex 10, another entity in which Iarocci was in the process of obtaining an interest. Hackman advised what information must be disclosed, what other types of filings instead of a Form 10 may be an option, and that additional disclosures may be required if there was a substantial delay between when Iarocci acquired Apex 10 and when DCA made the filing.¹¹
- In a January 17, 2019 email string, Iarocci asked Hackman a series of questions concerning the process to have Apex’s registration statement declared effective by the SEC and options for strategic transactions once Apex was effective. Hackman explained the various SEC filings that would be required if Iarocci wanted to merge an operating entity into Apex and raise funds, including what would need to be done if he wanted to include shareholders in a separate entity Iarocci had an interest in as part of the transaction. He further advised on the Board of Directors’ obligation to use its reasonable business judgment in assessing any potential strategic transaction.¹²
- In a June 25, 2019 email, the auditor told Iarocci that he should consult with “SEC counsel” about whether Apex 11 needed to file a 10-K (which the SEC had requested in a comment letter) or whether the auditor was correct that an auditor’s opinion should be sufficient. After being advised by the auditor to send the question to his SEC counsel, Iarocci forwarded the email to Hackman and asked his opinion on the two options. Hackman responded, “I agree with them [the auditor] that a 10k should not be needed.”

¹¹ Dowling acknowledged in testimony that the advice provided by Hackman constituted legal advice that only a lawyer could properly provide, and she had no recollection of discussing the questions with Hackman before he provided the advice to Iarocci.

¹² Dowling acknowledged in testimony that the advice provided by Hackman constituted legal advice that only a lawyer could properly provide, and she had no recollection of discussing the questions with Hackman before he provided the advice to Iarocci.

Many draft SEC filings were exchanged between Hackman and the client with no indication that Dowling was involved in any way. For example:

- On October 9, 2018, Hackman sent a revised draft of the DCA Form 10 that addressed a series of comments raised by the auditor. Hackman stated, “A couple of these I just said that I would add rather than spend the time having the debate.”
- On July 24, 2018, Hackman sent a revised version of the DCA Form 10 and advised that he has “[j]ust a bit more to do on Apex 11” and hoped to circulate a draft the next day. The email string also includes an earlier email indicating that Hackman was “making good progress on both Form 10s.”
- On April 24, 2019, Hackman circulated a draft of Apex’s amended Form 10 and the accompanying letter to the SEC, and further advised that it would be prudent to increase the time it would take to file a 10-K if there was uncertainty as to the ability to meet the timeline currently provided.
- On July 31, 2020, at Iarocci’s behest, Hackman was sent a draft of the Apex Form 10 to review. On August 10, 2020, Hackman provided a revised draft and indicated it “[S]hould be ready to file.” The next day he provided an additional draft.

Iarocci’s long-time corporate counsel did not have significant experience with Form 10 filings, so Iarocci looked for someone, ultimately Hackman, with greater SEC expertise. Iarocci’s corporate counsel deferred to Hackman on securities law issues because he understood Hackman to be an experienced securities law attorney.¹³ Counsel informed staff that he would not have deferred to Hackman if he had known that Hackman was not a licensed attorney.

b. Lucent, Inc. (“Lucent”)

Hackman engaged in the practice of law in preparing SEC filings for numerous companies in which Brian Blaszcak had an ownership interest, or that Blaszcak consulted for, including Lucent. Blaszcak testified it was his understanding that Hackman was a licensed attorney, and that Hackman had functioned in that capacity for Blaszcak’s companies. He referred to Hackman as an “attorney” in multiple written communications.

Blaszcak testified that he had worked with Gewerter and Hackman for a number of years through Gewerter Law. However, starting in approximately 2014, Gewerter became focused on a project in Costa Rica and Blaszcak turned to Hackman almost exclusively for his legal work. He did not substantively deal with Dowling at Gewerter Law. He indicated that, when Gewerter and Dowling split, he took his business to EAD Law solely because he wanted to continue working with Hackman. Blaszcak testified that had Hackman started his own firm (or joined a different firm), Blaszcak would have retained that firm, not EAD Law. At EAD Law, Blaszcak had very limited substantive interactions with Dowling and continued to turn to

¹³ For example, on November 11, 2018, corporate counsel provided comments to the DCA Form 10 and stated that he was “deferring ultimately to Shawn and Bill [the auditor] for their expertise relating to the Form 10 and financial statements, respectively.”

Hackman for his legal work on SEC filings. Blaszcak or his company often paid Hackman (or one of his companies) directly for legal work.

Hackman engaged in the practice of law in his work for Lucent by drafting, in whole or in part, the documents filed with the Commission, including:

- On May 29, 2019, Blaszcak emailed the Lucent principals a draft of an S-1 and asked them to “pay the lawyers” because he needed legal input on certain highlighted provisions. Blaszcak then forwarded the email to Hackman stating, “read below S-1 section need your expertise!!!!!!” Blaszcak confirmed that he needed legal advice from Hackman in reviewing the S-1.
- On June 12, 2019, Hackman sent Blaszcak a revised version of the Lucent S-1. That same day, an email from Dowling’s email address sent an S-1 opinion letter with an electronic image of Dowling’s signature. But Dowling testified that it was her “normal practice to want a wet [or physical] signature on [] opinion letter[s].” Hackman actually signed and sent the Lucent opinion letter.
- On April 7, 2020, Blaszcak sent Hackman an email asking for advice about how to respond to SEC comments concerning the dilution of Lucent shares. Blaszcak testified that he and Hackman had a call to address the question, in which Dowling did not participate. More broadly, Blaszcak testified that Hackman was responsible for providing the legal advice and drafting assistance needed during the SEC comment letter process with respect to Lucent and other companies.

c. Gold Standard Mining Company (“GSMC”)

Hackman engaged in the practice of law in preparing SEC filings, in whole or in part, for numerous companies that Kim Southworth owned or for which Southworth consulted, including Gold Standard Mining Company (“GSMC”). Southworth acknowledged that Hackman functioned as his attorney for numerous of his entities. Southworth repeatedly referred to Hackman as his “counsel” in email communications or asked Hackman to do the “legal” review of documents to be filed with the Commission. Southworth testified that he did not work much with Dowling at Gewerter Law and that when he has needed legal work since the formation of EAD Law, he has turned to Hackman. Southworth, or one of his companies, at times paid Hackman directly for his legal work on SEC filings.

With respect to GSMC specifically, evidence of Hackman engaging in the practice of law in performing legal work on SEC filings includes:

- On January 19, 2017, Hackman sent to Southworth and an accountant a draft of the GSMC S-1. He sent another draft to them on April 2, 2017.
- On April 4, 2017, Hackman made revisions to the S-1 in response to comments from GSMC’s accountant.

- On May 8, 2017, the accountant working on the GSMC S-1 asked whether certain documents should be filed as an amendment and Hackman advised that, in light of discussions with the SEC reviewer who did not mention the documents, he recommended against filing an amendment at that time.
- On September 8, 2017, an email from Dowling's account sent a revised draft of the S-1, indicating "*I have also added the 6 months column . . .*" (italics added). However, track changes in the document show that it was Hackman who made the revisions, and the document's metadata shows that he authored and last modified the document. Hackman used Dowling's email to convey other drafts of the S-1, particularly when the auditor was included in the email strings.
- On November 20, 2017, Southworth asked Hackman to review a draft post-effective amendment for GSMC and asked if information regarding GSMC's ownership had been adequately disclosed, and Hackman advised that the disclosure was adequate and advised against making changes.
- On March 27, 2018, Hackman sent a draft of the GSMC 10-K that he had prepared. Southworth paid Hackman directly for this work.

d. Sharp Holding Co. ("Sharp")

Tracy Smith is the owner of Sharp. Hackman engaged in the practice of law in preparing SEC filings for Sharp. Smith testified that Dowling was just the "face" of the firm with a law license and that "Shawn is basically doing the work." Elsewhere, he said he it was "pretty well clear and established that he's [Hackman] running the f-[ing] place," meaning EAD Law.

Other than a very preliminary conversation that included Dowling, Smith did not speak to her about the Sharp S-1 and was unaware of any involvement by her. Dowling testified that she did not recall working on the Sharp S-1 and acknowledged that, if Hackman "did work on a Sharp S-1 without [her] review and involvement . . . it would violate his disbarment." Smith paid Hackman approximately \$1,800 (via Walmart2Walmart money transfer) directly for this work. Smith paid Hackman directly for other work and estimated that, over time, 80% of the payments for legal work went to Hackman and 20% to Dowling.

Hackman engaged in the practice of law in performing legal work on Sharp's S-1, including:

- On August 15, 2019, Smith sent a draft of an S-1 section for Hackman to review, imploring him, "Let[']s get this done man, I would like to get this filed Friday" and indicating that "I will also work on getting some more cash for Friday morning." Smith testified that he and Hackman had "worked daily together to get it [the S-1] done" and he wanted it finished.
- On August 28, 2019, Hackman sent Smith a copy of the S-1 and a document titled "Final Legal Opinion" bearing an electronic image of Dowling's signature. Hackman prepared and signed the opinion.

- On August 28, 2019, Smith asked Hackman to make certain revisions to the S-1 and Hackman responded, “Should be good to go to edgar [sic].”
- On September 4, 2019, Smith asked Hackman, the auditor, and the accountant to review a draft S-1 amendment and give their clearance to file. Hackman responded, “No comments from here on the body.”

In addition to communicating via email, Hackman would regularly text with Smith, including about how to respond to a comment letter from the SEC regarding Sharp’s S-1. These texts repeatedly refer to Smith making payments to Hackman via the Chime system, and Smith paid Hackman approximately \$2,260 via Chime for work on the Sharp S-1 and comments thereto and work on filings and comments for other companies.

11. Additional public companies for which Hackman engaged in the practice of law in preparing SEC filings, in whole or in part, while employed by EAD Law, include but are not necessarily limited to: Triton Acquisition Co. (including an S-1 filed August 8, 2016), Sanz Solutions, Inc. (including a 1-A filed October 6, 2016), Allure Worldwide, Inc. (including an S-1 filed November 22, 2019), Tenaya Group, Inc. (including an S-1 filed May 29, 2019), Tribus Enterprises, Inc. (including an S-1 filed June 13, 2017), Atlantic Acquisition II, Inc. (including an S-1 filed November 9, 2017), Energy Conversion Services, Inc. (including an S-1 filed October 13, 2017), Flashapp, Inc. (including an S-1 filed November 28, 2018), Timpfast, Inc. (including an S-1 filed February 6, 2018), AS Capital, Inc. (including a 14F-1 filed June 6, 2019), Biocrude Technologies, Inc. (including an amended S-1 filed June 29, 2017), Ultimate Holdings Corp. (including an amended 1-A filed on July 17, 2018), Fortuneswell Corp. (including an S-1 filed July 14, 2017), Celexus, Inc. (including an S-1 filed August 2, 2019), Darkstar Ventures, Inc. (including an S-4 filed October 2, 2019), Farstar, Inc. (including an S-1 filed August 28, 2020), Friendable, Inc. (including an 8-K filed April 15, 2019), LGH Group US, Inc. (including an S-1 filed August 8, 2018); Shengshi International Holding Group, Inc. (including a Form 10 filed June 24, 2019), Skilift, Inc. (including an S-1 filed April 27, 2018), Thomas Capital Corp. (including an S-1 filed June 26, 2017), US-Dadi Fertilizer, Inc. (including an 8-K filed August 14, 2017), Wellness Matrix Group, Inc. (including an amended Form 10 filed October 15, 2018), Tiburon International Trading Corp. (including an amended S-1 filed May 25, 2018), Cheval Resources Corp. (including an amended S-1 filed August 3, 2018), She Beverage Company, Inc. (including an S-1 filed January 14, 2020), Atlantic Acquisition, Inc. (including a 10-K filed September 13, 2017), GP Solutions, Inc. (including a 1-A filed September 20, 2019), Cyclone Power Technologies, Inc. (including a 10-Q filed August 21, 2017), and Downkicker, Inc. (including a Form D filed April 4, 2017).

12. In mid-August 2020, despite the Commission’s then-ongoing investigation and purportedly being “shocked” when presented with evidence during investigative testimony that suggested Hackman had engaged in the practice of law by drafting SEC filings, in whole or in part, for EAD Law clients, Dowling continued to permit Hackman to engage in the practice of law by drafting, in whole or in part, SEC filings for EAD Law clients. Rather than have Hackman refrain from doing legal work, on many occasions Hackman and Dowling attempted to create the façade that she had reviewed Hackman’s work product by having Hackman send

Dowling a document “for review” only for him to immediately (or nearly so) transmit the document to clients or others before Dowling did, or could have, reviewed it. For example:

- On August 27, 2020, Hackman sent Dowling a draft attorney opinion letter to be filed with the Farstar, Inc. (“Farstar”) S-1 “for review and signature.” Fewer than two minutes later, Hackman sent an electronically-signed version of the opinion letter (and another document) to the service that makes filings through the SEC’s EDGAR system.
- On October 5, 2020, Hackman sent Dowling a 42-page draft of an S-1 for Global Habitat Resources, Inc. (“Global Habitat”). Approximately 1.5 hours later, Hackman sent the exact same document, without a single change having been made, to the client.

13. Hackman engaged in the practice of law on most SEC filings made by clients of EAD Law.

14. Hackman exercised his Fifth Amendment rights against self-incrimination when asked whether he “functioned as counsel on the vast majority of SEC filings made by clients of EAD Law” from the firm’s inception. Hackman similarly exercised his Fifth Amendment rights when asked whether Dowling supervised his work on SEC filings (both generally and with respect to specific companies) and on other matters relating to whether he engaged in the practice of law while employed at EAD Law, including whether he sent drafts of documents (such as the Farstar opinion letter and Global Habitat S-1 discussed above) to Dowling to create the appearance that she reviewed them.

15. Dowling continued to allow Hackman to function as securities counsel to clients of EAD Law notwithstanding the Commission’s ongoing investigation primarily because, without him doing so, she would have been unable to maintain a securities law practice. She is primarily a litigator who lacks the securities law expertise to maintain that part of the practice herself.

16. Dowling knowingly or recklessly failed to make reasonable efforts to prevent Hackman from engaging in the practice of law that enabled him to assume the representation of EAD Law clients before the Commission as she did not put in effect measures giving reasonable assurance that Hackman’s conduct was compatible with her professional obligations as Hackman’s supervisor.

17. Dowling, as Hackman’s supervisor, knowingly or recklessly failed to make reasonable efforts to ensure that Hackman’s conduct was compatible with her professional obligations as she assisted him in engaging in the unauthorized practice of law by performing legal work on SEC filings and appearing and practicing before the Commission notwithstanding his disbarment and suspension from appearing or practicing before the Commission as an attorney.

18. Dowling's conduct also reflected dishonesty and deceit in that, by knowingly or recklessly allowing Hackman to engage in the practice of law in appearing and practicing before the Commission on behalf of EAD Law clients, she created the false impression that he was legally authorized to perform such work.

C. VIOLATIONS

As a result of the conduct described above, Dowling has engaged in improper professional conduct within the meaning of Section 4C(a)(2) of the Securities Exchange Act of 1934 and Rule 102(e)(1)(ii) of the Commission's Rules of Practice, in that Respondent knowingly or recklessly violated:

- (1) Nevada Rule of Professional Conduct 5.3, which provides that "With respect to a nonlawyer employed or retained by or associated with a lawyer: (a) A partner ... shall make reasonable efforts to ensure that the firm has in effect measures giving reasonable assurance that the person's conduct is compatible with the professional obligations of the lawyer; (b) A lawyer having direct supervisory authority over the nonlawyer shall make reasonable efforts to ensure that the person's conduct is compatible with the professional obligations of the lawyer";
- (2) Nevada Rule of Professional Conduct 5.5(a), which provides that "A lawyer shall not * * * (2) Assist another person in the unauthorized practice of law"; and
- (3) Nevada Rule of Professional Conduct 8.4(c), which provides that a lawyer shall not "Engage in conduct involving dishonesty, fraud, deceit or misrepresentation."

III.

In view of the allegations made by the Office of the General Counsel, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford Dowling an opportunity to establish any defenses to such allegations; and

B. What, if any, remedial action is appropriate and in the public interest against Dowling pursuant to Section 4C of the Exchange Act and Rule 102(e) of the Commission's Rules of Practice including, but not limited to, denying her, temporarily or permanently, the privilege of appearing or practicing before the Commission.

IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed and before an Administrative Law Judge to be designated by further order of the Commission, pursuant to Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice, 17 C.F.R. § 201.220(b).

If Respondent fails to file the directed Answer, or fails to appear at a hearing or conference after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against her upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310.

This Order shall be served forthwith upon Dowling by any means permitted by the Commission's Rules of Practice.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision within the 120-day timeframe specified in Commission Rule of Practice 360(a)(2)(i), 17 C.F.R. § 201.360(a)(2).

The Commission finds that it would serve the interests of justice and not result in prejudice to any party to provide, pursuant to Rule 100(c) of the Commission's Rules of Practice, 17 C.F.R. § 201.100(c), that notwithstanding any contrary reference in the Rules of Practice to service of paper copies, service to the Office of General Counsel of all opinions, orders, and decisions described in Rule 141, 17 C.F.R. § 201.141, and all papers described in Rule 150(a), 17 C.F.R. § 201.150(a), in these proceedings shall be by email to the attorneys who enter an appearance on behalf of the Office of General Counsel, and not by paper service.

Pursuant to Commission Rules of Practice 151 and 152, 17 C.F.R. § 201.151, 152, all papers shall be filed electronically in administrative proceedings using the Commission's Electronic Filings in Administrative Proceedings (eFAP) system, which can be accessed through the Commission's website at <http://www.sec.gov/eFAP>. Respondent also must serve and accept service of documents electronically. In addition to filing documents electronically using the eFAP system, an electronic copy of each filing must be emailed to APFilings@sec.gov in PDF text-searchable format through July 12, 2021. Any exhibits should be sent as separate attachments, not a combined PDF.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not “rule making” within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Vanessa A. Countryman
Secretary