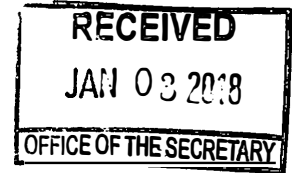


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**U.S. SECURITIES AND EXCHANGE COMMISSION  
ATLANTA REGIONAL OFFICE  
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January 5, 2018

**Via Electronic Mail and United Parcel Service**

The Honorable Cameron Elliot  
Administrative Law Judge  
Securities and Exchange Commission  
100 F. Street, N.E.  
Washington, D.C. 20549-2557

Re: Paul Edward "Ed" Lloyd, CPA, AP File No. 3-16182

This letter is intended to replace the letter from the undersigned sent earlier today in error.

On November 30, 2017, the Commission issued an order ratifying the prior appointment of its administrative law judges to preside over administrative proceedings. *See In re: Pending Administrative Proceedings*, Securities Act Release No. 10440 (Nov. 30, 2017). As applied to this proceeding, the order directs the administrative law judge to determine, based on a de novo reconsideration of the full administrative record, whether to ratify or revise in any respect all prior actions taken by any administrative law judge during the course of this proceeding. *Id.* at 1-2.

It is well established that subsequent ratification of an earlier decision rendered by an unconstitutionally appointed officer remedies any alleged harm or prejudice caused by the violation. *See Doolin Sec. Sav. Bank, F.S.B. v. Office of Thrift Supervision*, 139 F.3d 203, 213-14 (D.C. Cir. 1998); *FEC v. Legi-Tech, Inc.*, 75 F.3d 704, 707-09 (D.C. Cir. 1996). And that principle applies whether or not the ratifying authority is the same person who made the initial decision, so long as "the ratifier has the authority to take the action to be ratified," and, "with full knowledge of the decision to be ratified," makes a "detached and considered affirmation of th[at] earlier decision." *Advanced Disposal Services East, Inc. v. NLRB*, 820 F.3d 592, 602-03 (3d Cir. 2016).

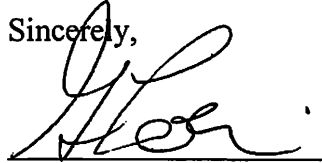
Accordingly, to implement this remedy, the administrative law judge should conduct a de novo review of the administrative record, engage in an independent evaluation of the merits through the exercise of detached and considered judgment, and then determine whether prior actions should be ratified and thereby affirmed. This process ensures "that the ratifier does not

Honorable Cameron Elliot  
January 5, 2018  
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blindly affirm the earlier decision without due consideration.” *Advanced Disposal Services East*,  
820 F.3d at 602-03.

The Division submits that the previous decisions issued by an administrative law judge in this proceeding should be ratified. The Division reserves its right to seek further review before the Commission of any ratified decision or issue in a decision that is adverse to the Division. To that end, the Division attaches a proposed draft order to this letter.

Sincerely,



M. Graham Loomis  
Counsel for the Division of Enforcement

cc: Frederick K. Sharpless, Esq.

**UNITED STATES OF AMERICA**

**Before the  
SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**

**File No. 3-16182**

**In the Matter of**

**PAUL EDWARD "ED" LLOYD, JR.,  
CPA,**

**Respondent.**

**ORDER**

After a de novo review and reexamination of the record in these proceedings, I have reached the independent decision to ratify and affirm all prior actions made by an administrative law judge in these proceedings, including the initial decision issued on July 25, 2015. This decision to ratify and affirm is based on my detached and considered judgment after an independent evaluation of the merits.

This \_\_\_ day of \_\_\_\_\_, 2018

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**Cameron Elliot  
Administrative Law Judge**