UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10980 / September 15, 2021

ADMINISTRATIVE PROCEEDING
File No. 3-20554

In the Matter of **Charles Parkinson Lloyd,** **Respondent.**	**ORDER INSTITUTING CEASE-AND-DESIST PROCEEDINGS PURSUANT TO SECTION 8A OF THE SECURITIES ACT OF 1933, MAKING FINDINGS, AND IMPOSING REMEDIAL SANCTIONS AND A CEASE-AND-DESIST ORDER**

I.

The Securities and Exchange Commission ("Commission") deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 ("Securities Act") against Charles Parkinson Lloyd ("Respondent").

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the "Offer") which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission's jurisdiction over him and the subject matter of these proceedings, which are admitted, and except as provided herein in Section V, Respondent consents to the entry of this Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order ("Order"), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds[1] that:

[1] The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

Summary

This matter concerns the involvement of Charles Parkingson Lloyd, a Utah-based attorney, in the unlawful offering of unregistered shares of Dolat Ventures, Inc. ("DOLV") between March and December 2017. A group of sellers converted debt of DOLV into shares of the company and sold those shares to the public without registering the transactions with the Commission. Lloyd issued letters to the sellers' broker in which he opined that the sale of DOLV shares would not violate the law. In issuing these letters, Lloyd failed to conduct further inquiry despite several red flags in the transaction documents signaling an illegal offering—including indicia that the documents were forged or not accurately dated and that the accompanying representations by the sellers were false. The opinion letters that Lloyd issued were relied on by the broker-dealer to remove the restrictive legend on the DOLV shares, allowing the sellers to sell the shares in the market for proceeds of approximately $5.9 million. Lloyd made $3,150 in fees for providing seven opinion letters in connection with this unlawful offering.

Because Lloyd engaged in steps necessary to the distribution of unregistered securities to which no exemption or safe harbor applied, he violated Section 5 of the Securities Act.

Respondent

1. Respondent, age 55, resides in Salt Lake City, Utah. He is a shareholder of Kirton McConkie P.C., a law firm based in Salt Lake City, Utah, with approximately 150 lawyers. He practices securities law, including public company representations and securities law compliance. He is licensed to practice law in the state of Utah.

Other Relevant Entity

2. DOLV, now known as JB&ZJMY Holding Company, Inc., is a company domiciled in Wyoming, with headquarters in Beijing, China. It purports to manufacture electric-car batteries. According to its latest filings, it has minimal assets and operations. Its shares traded on the OTC Markets under the ticker DOLV until October 23, 2017, when its ticker changed to JBZY.

Background

3. In late 2016, Simon Thurlow ("Thurlow") and Roger Fidler ("Fidler"), an attorney, together with Richard Oravec ("Oravec"), negotiated and structured a transaction in which DeQun Wang ("Wang")—a Chinese national—reverse merged his company, JB&ZJMY Holding Company, Ltd., purportedly an electric-car battery manufacturer, into DOLV.

4. In connection with the reverse merger, Thurlow drafted a note in fall 2016, which he dated October 13, 2015, purportedly evidencing DOLV's debt to its former accountant

("Accounting Firm") of $14,115 for services rendered in or about 2013. The note was convertible to shares of DOLV at the rate of $0.0001 per share (or 141,150,000 shares).

5. An associate of Wang ("Associate") purchased the DOLV note for $4,000.

6. With the convertible note in place, in Februay 2017, Thurlow arranged for two long-time associates, Bryce Boucher ("Boucher") and Joseph D. Jordan ("Jordan") to purchase the DOLV debt from the Associate, convert the debt to shares, deposit the shares at their brokerage firm ("Broker"), and sell them to the public in a series of transactions as shown in Table 1. None of sales of securities were registered with the Commission.

Table 1: DOLV Issuances and Lloyd Opinion Letters

Conversion Date	Lloyd Opinion Date	Seller	Shares Sold[2]	Proceeds
2/22/2017	3/24/2017	Boucher	25,999,900	$267,124.71
2/22/2017	4/4/2017	Jordan	25,999,254	$1,274,704.11
4/10/2017	4/27/2017	Boucher	25,798,661	$969,566.60
5/25/2017	6/12/2017	Boucher	12,700,439	$781,044.64
7/16/2017	8/3/2017	Bradley Fidler	7,000,000	$541,550.57
7/26/2017	8/15/2017	Boucher	36,501,000	$1,866,650.47
10/31/2017	11/8/2017	Bradley Fidler	Unknown	~$207,308.58

Lloyd's Opinion Letters for Boucher's and Jordan's Unregistered Sales

7. The Boucher and Jordan transactions all followed the same basic pattern of Boucher's first conversion and sale: In February, 2017, Boucher purchased a tranche of convertible debt from the Associate, although he paid the purchase price to Oravec at the Associate's direction. The debt sale was at a significant discount to the market value of the shares to which the debt could be converted (and was so for each of the conversions and sales).

8. Thurlow and Oravec contacted contacted a Las Vegas attorney to obtain an opinion letter for DOLV's transfer agent ("Transfer Agent 1") that the contemplated DOLV issuance and sale did not violate Section 5 of the Securities Act. The Las Vegas attorney issued an opinion letter that the issuance and proposed sale of the DOLV shares were within the safe harbor of Rule

[2] Share sold may include shares from prior conversions and exceed the most recent conversion sum.

144(b)(1). The letter stated that the basis for its conclusion, in part, was that DOLV was not a shell company.

9. Oravec and Thurlow coordinated with Boucher and Transfer Agent 1 to arrange for the issuance of the DOLV shares to the Broker. The Broker would not accept the shares or allow their sale without an opinion letter from an attorney meeting its internal criteria. The Las Vegas attorney did not meet those criteria, but Lloyd, a shareholder at Kirton McConkie, did.

10. On or about March 23, 2017, Oravec contacted Lloyd for the first time, copying Thurlow, to issue an opinion letter to the Broker that the sale of DOLV shares would not violate federal securities law. Lloyd charged $450 for the letter.

11. Among the documents forwarded to Lloyd to support the opinion letter were the falsely dated note, the Las Vegas attorney's opinion letter, and an Assignment Agreement showing that Oravec was the beneficiary of the DOLV debt sale. These documents should have raised red flags for Lloyd. First, Oravec, the beneficiary of the DOLV debt sale, was using the proceeds of the sale to advance DOLV's interests in the U.S., making him an affiliate of the company and rendering unavailable Section 5 exemption that Lloyd relied on in his opinion. Lloyd would have discovered this fact had he inquired why the proceeds of the sale were being directed to Oravec. In addition, in contradiction to the Las Vegas attorney's opinion letter, DOLV's financial statements available on OTC Markets indicated that DOLV was a shell company because it had no operations and no or nominal assets.

12. In each transaction, Boucher (and Jordan in his transaction) executed representation letters, at the request of and drafted by Lloyd, that included the following false representations: (1) that DOLV had not been a shell issuer for the prior 12 months; and (2) that Boucher "will not undertake any re-sale of the [DOLV] Shares in concert with any other persons."

13. Even a coursory examination of the circumstances would have demonstrated to Lloyd that those representations were false. First, DOLV was a shell issuer as described above.

14. In addition, given the intersections between Thurlow, Oravec, Boucher, and Jordan—and later Fidler and Bradley Fidler as discussed below—it should have been apparent to Lloyd, from March 2017 and increasingly over time, that Boucher and Jordan were undertaking re-sales of the DOLV shares in concert with each other and Fidler, Thurlow, and Oravec.

15. Further, the discounted price at which each tranche of debt was sold compared to the market value of shares to which the debt could be converted (information available from OTC Markets) should have raised a red flag that the underlying March transaction, as were as the later transactions, were effectively shams. For example, with respect to Lloyd's August 15, 2017 opinion letter for Boucher, Boucher paid $40,000 for debt convertible to shares worth approximately $2.09 million.

16. Despite these issues, Lloyd issued an opinion letter dated March 24, 2017, to the Broker that the DOLV shares shares "are freely tradable; and that there is no restriction on the open market sale of" the shares.

17. Lloyd issued similar opinion letters for Boucher and Jordan on the dates listed in Table 1: on April 4, 2017 for Jordan's nominee company, Western Bankers Capital Inc., and for Boucher on April 27, 2017, June 12, 2017, and August 15, 2017. In each instance, he was presented with the same red flags indicating that the sales of the shares should have been registered under Section 5 of the Securities Act.

18. In addition, with respect to the April 27, 2017 opinion letter, Lloyd missed one additional red flag. In connection with that opinion letter, Lloyd received from Oravec another set of the underlying debt-sale documents. The April documents were exact duplicates of Boucher's March documents, except that the dates clearly had been manipulated to reflect April 2017 dates. Nevertheless, Lloyd issued the April 27, 2017 opinion letter in substantially the same form as his prior opinion letters.

Lloyd's Opinion Letters for Bradley Fidler's Unregistered Sales

19. In or about late June 2017, Thurlow arranged for Jordan to satisfy DOLV's $1,200 debt to its former transfer agent ("Transfer Agent 2") and drafted a second convertible note pricing DOLV shares ($.0001 per share) at a significantly discounted from the market value at the time (approximately $0.062 per share). Wang's signatures on the second convertible note do not match Wang's signatures on the prior versions of the DOLV documents.

20. Jordan then sold the convertible debt to Bradley Fidler, Fidler's adult son, for $1,250—despite the fact that the debt was convertible to shares worth approximately $434,000.

21. Fidler contacted Lloyd to issue opinion letters to the Broker on behalf of Bradley Fidler. It appears that Lloyd, in drafting a representation letter for Bradley Fidler's review and execution, simply copied his prior letters and did not check that certain of the representations did not apply to the Bradley Fidler transaction, including that the underlying debt originated with the Accounting Firm (when in fact it originated with Transfer Agent 2), that Bradley Fidler had no relationship with the Company (despite the fact that his father acted as counsel to DOLV), and that DOLV was not a shell issuer. Bradley Fidler executed the representation letter notwithstanding the inaccuracies it contained.

22. Lloyd issued an opinion letter concerning the Bradley Fidler shares to the Broker on August 3, 2017, again, missing other red flags such as the connections between Bradley Fidler, Fidler, Thurlow, Oravec, Boucher, and Jordan that rendered the representation from Bradley Fidler that he was not acting in concert with other persons false.

23. Similarly, Lloyd also issued an opinion letter to the Broker on November 8, 2017, for another Bradley Fidler debt conversion. Lloyd failed to notice the red flags described above prior to issuing his opinion letter.

24. Lloyd never spoke to his ostensible clients—Boucher, Jordan, and Bradley Fidler.

25. The sales by Boucher, Jordan, and Bradley Fidler generated proceeds in excess of $5.9 million from investors. Lloyd and his firm earned approximately $3,150 in legal fees from his opinion letters.

Violations

26. As a result of the conduct described above, Lloyd violated Section 5(a) of the Securities Act which states that unless a registration statement is in effect as to a security, it shall be unlawful for any person, directly or indirectly, to make use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise; or to carry or cause to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale.

27. As a result of the conduct described above, Lloyd violated Section 5(c) of the Securities Act which states that it shall be unlawful for any person, directly or indirectly, to make use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed as to such security.

Disgorgement

28. The disgorgement and prejudgment interest ordered in paragraph IV is consistent with equitable principles and does not exceed Respondent's net profits from its violations and will be distributed to harmed investors, if feasible. The Commission will hold funds paid pursuant to paragraph IV in an account at the United States Treasury pending a decision whether the Commission in its discretion will seek to distribute funds. If a distribution is determined feasible and the Commission makes a distribution, upon approval of the distribution final accounting by the Commission, any amounts remaining that are infeasible to return to investors, and any amounts returned to the Commission in the future that are infeasible to return to investors, may be transferred to the general fund of the U.S. Treasury, subject to Section 21F(g)(3) of the Exchange Act.

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondent Lloyd's Offer.

Accordingly, pursuant to Section 8A of the Securities Act, it is hereby ORDERED that:

A. Respondent Lloyd cease and desist from committing or causing any violations and any future violations of Sections 5(a) and 5(c) of the Securities Act.

B. Respondent shall, within 14 days of the entry of this Order, pay disgorgement of $3,150 and prejudgment interest of $501 to the Securities and Exchange Commission. The

Commission will hold funds paid pursuant to this paragraph in an account at the United States Treasury pending a decision whether the Commission, in its discretion, will seek to distribute funds or, transfer them to the general fund of the United States Treasury, subject to Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to SEC Rule of Practice 600.

C. Respondent shall, within 14 days of the entry of this Order, pay a civil money penalty in the amount of $40,000 to the Securities and Exchange Commission. The Commission may distribute civil money penalties collected in this proceeding if, in its discretion, the Commission orders the establishment of a Fair Fund pursuant to 15 U.S.C. § 7246, Section 308(a) of the Sarbanes-Oxley Act of 2002. The Commission will hold funds paid pursuant to this paragraph in an account at the United States Treasury pending a decision whether the Commission, in its discretion, will seek to distribute funds or, subject to Exchange Act Section 21F(g)(3), transfer them to the general fund of the United States Treasury. If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. §3717.

D. Payment must be made in one of the following ways:

(1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;

(2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at http://www.sec.gov/about/offices/ofm.htm; or

(3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Charles Parkinson Lloyd as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Lara Shalov Mehraban, Division of Enforcement, Securities and Exchange Commission, 200 Vesey Street, Suite 400, New York, NY 10281.

E. Regardless of whether the Commission in its discretion orders the creation of a Fair Fund for the penalties ordered in this proceeding, amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, he shall not argue that he is entitled to, nor

shall he benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that he shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19).

By the Commission.

Vanessa A. Countryman
Secretary