UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 99469 / February 5, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-16729

In the Matter of **Miller Energy Resources, Inc., Paul W. Boyd, CPA, David M. Hall, and Carlton W. Vogt, III, CPA,** **Respondents.**	**NOTICE OF PROPOSED PLAN OF DISTRIBUTION AND OPPORTUNITY FOR COMMENT**

ADMINISTRATIVE PROCEEDING
File No. 3-18110

In the Matter of **KPMG LLP and John Riordan, CPA,** **Respondents.**

Notice is hereby given, pursuant to Rule 1103 of the United States Securities and Exchange Commission's (the "Commission") Rules on Fair Fund and Disgorgement Plans (the "Commission's Rules"), 17 C.F.R. § 201.1103, that the Division of Enforcement has submitted to the Commission a proposed plan of distribution (the "Proposed Plan") for the distribution of monies paid, along with any additional funds collected, in the above-captioned matters.

On August 6, 2015, the Commission issued an Order Instituting Public Administrative and Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Sections 4C and 21C of the Securities Exchange Act of 1934, and Rule 102(e) of the Commission's Rules of Practice (the “Miller Energy AP”)[1] against Miller Energy Resources, Inc. (“Miller Energy”); two former officers, Paul W. Boyd, CPA (“Boyd”) and David M. Hall (“Hall”); and Carlton W. Vogt, III, CPA (“Vogt”), the engagement partner at a now defunct independent audit firm who audited the company’s fiscal 2010 financial statements. The proceedings were later resolved by separate settled orders (collectively, the “Orders”), as to Miller Energy[2] on January 12, 2016 and as to Boyd,[3] Hall,[4] and Vogt[5] on June 7, 2016.

In the Orders, the Commission found financial accounting and reporting fraud, as well as audit failures, related to the valuation of certain oil and gas assets in Alaska (the “Alaska Assets”) acquired by Miller Energy. Miller Energy, an oil and gas company headquartered in Houston, Texas, purchased these assets for $2.25 million in cash – along with the assumption of certain liabilities it valued at approximately $2 million – during a competitive bid in a bankruptcy proceeding in December 2009. Miller Energy subsequently reported those assets at an overstated value of $480 million and recognized a one-time “bargain purchase” gain of $277 million for its fiscal third quarter ended January 2010 and fiscal year ended April 2010.

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[1] Securities Act Rel. No. 9881 (Aug. 6, 2015).

[2] Order Making Findings and Imposing a Cease-and-Desist Order and Penalties Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934 as to Miller Energy Resources, Inc., Securities Act Rel. No. 10002 (Jan. 12, 2016).

[3] Order Making Findings and Imposing Remedial Sanctions Pursuant to Section 8A of the Securities Act of 1933, Sections 4C and 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission’s Rules of Practice as to Paul W. Boyd, CPA, Securities Act Rel. No. 10089 (June 7, 2016).

[4] Order Making Findings and Imposing Remedial Sanctions Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934 as to David M. Hall, Securities Act Rel. No. 10090 (June 7, 2016).

[5] Order Making Findings and Imposing Remedial Sanctions Pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission’s Rules of Practice as to Carlton W. Vogt, III, CPA, Securities Act Rel. No. 10091 (June 7, 2016).

The Commission ordered Miller Energy to pay a $5,000,000 civil money penalty which could be satisfied by a grant to the Commission of an unsecured claim in Miller Energy's Joint Plan of Reorganization, Case No. 15-00236, pending in the United States Bankruptcy Court for the District of Alaska (the "Bankruptcy Case"). Any funds collected were to be held pending a decision whether the Commission, in its discretion, would seek to distribute the funds or transfer them to the general fund of the U.S. Treasury. Hall and Boyd were each ordered to pay a $125,000 civil penalty to the Commission for transfer to the U.S. Treasury.[6]

On August 15, 2017, in a related matter (the "KPMG AP"), the Commission issued the KPMG Order[7] against Miller Energy's successor auditor, KPMG LLP ("KPMG"), and engagement partner, John Riordan, CPA ("Riordan") in which the Commission found that they engaged in improper professional conduct and committed violations of the federal securities law in connection with their audit of Miller Energy's financial statements.

In the KPMG Order, among other things, the Commission ordered KPMG to pay disgorgement of $4,675,680, prejudgment interest of $558,319, and a $1,000,000 civil money penalty, and Riordan was ordered to pay a $25,000 civil penalty, which would be held pending a decision whether the Commission, in its discretion, would seek to distribute the funds or transfer them to the general fund of the U.S. Treasury. KPMG and Riordan have paid in full.

On February 23, 2022, the Commission issued an order that created a single Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, for the funds collected in the KPMG AP and Miller Energy AP, including any future funds collected in the Miller Energy AP, for the purpose of distribution to harmed investors (the "Fair Fund"). The Commission further

[6] No monetary sanctions were ordered against Vogt.

[7] Order Instituting Public Administrative and Cease-and-Desist Proceedings Pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order, Exchange Act Rel. No. 81396 (Aug. 15, 2017).

ordered the civil money penalties collected from Hall and Boyd be recovered from the U.S. Treasury and be added to the Fair Fund.

On September 29, 2022, the Commission issued an order[8] appointing Guidehouse Inc., Baker & Hostetler LLP, and PACE Claims Services LLC ("GBP") as the fund administrator of the Fair Fund and set the administrator's bond in the amount of $7,241,124.92, pursuant to Rules 1105(a) and 1105(c) of the Commission's Rules on Fair Fund and Disgorgement Plans.

The Fair Fund consists of $7,239,670.05 in disgorgement, prejudgment interest, and civil money penalties, and any additional monies received from the Respondents, pursuant to the Orders, will be added to the Fair Fund.[9] The assets of the Fair Fund are subject to the continuing jurisdiction and control of the Commission. The Fair Fund has been deposited in a Commission-designated account at the U.S. Department of the Treasury, and any accrued interest will be added to the Fair Fund.

OPPORTUNITY FOR COMMENT

Pursuant to this Notice, all interested persons are advised that they may obtain a copy of the Plan from the Commission's public website at http://www.sec.gov/litigation/fairfundlist.htm. Interested persons may also obtain a written copy of the Proposed Plan by submitting a written request to Keshia W. Ellis, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-5876. All persons who desire to comment on the Proposed Plan may submit their comments, in writing, no later than thirty (30) days from the date of this Notice:

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[8] Order Appointing Fund Administrator and Setting Administrator's Bond Amount, Exchange Act Rel. No. 95941 (Sept. 29, 2022).
[9] Order Establishing a Fair Fund, Exchange Act Rel. No. 94300 (Feb. 23, 2022).

1. to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090;

2. by using the Commission's Internet comment form (http://www.sec.gov/litigation/admin.shtml); or

3. by sending an e-mail to rule-comments@sec.gov.

Comments submitted by email or via the Commission's website should include "Administrative Proceeding File Nos. 3-16729 and 3-18110" in the subject line. Comments received will be publicly available. Persons should submit only information they wish to make publicly available.

THE PROPOSED PLAN

The Net Available Fair Fund[10] is comprised of $7,239,670.05 in disgorgement, prejudgment interest, and civil money penalties, and any additional monies received from the Respondents, pursuant to the Orders, will be added to the Fair Fund, plus interest and income earned thereon, less taxes, fees, and expenses. The Proposed Plan provides for the distribution of the Net Available Fair Fund to investors for their losses on shares of Miller Energy common stock purchased or acquired on March 22, 2010 through April 29, 2015, inclusive, due to the misconduct of the Respondents described in the Orders.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.[11]

Vanessa A. Countryman
Secretary

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[10] All capitalized terms used herein but not defined shall have the same meanings ascribed to them in the Proposed Plan.

[11] 17 C.F.R. § 200.30-4(a)(21)(iii).