



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, and the finding contained in paragraph III.3., below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), as set forth below.

### III.

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

1. Marcille, age 49, is and has been a certified public accountant licensed to practice in the State of Massachusetts. He served as Chief Financial Officer of U.S. Gas & Electric, Inc. ("U.S. Gas") from December 2002 until September 2004 when he became the company's Chief Executive Officer, a position he currently holds.

2. U.S. Gas is a Delaware corporation with its principal place of business in North Miami, Florida. U.S. Gas is engaged in the business of retail sales of natural gas. At all relevant times, U.S. Gas's common stock was registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 ("Exchange Act").

3. On September 27, 2006 the Commission filed a complaint against Marcille in SEC v. U.S. Gas & Electric, Inc. et al., (Civil Action No. C-06-22440-CIV-LENARD). On October 23, 2006 the court entered an order permanently enjoining Marcille, by consent, from future violations of Sections 5(a), 5(c), 17(a)(2) and 17(a)(3) of the Securities Act of 1933.

4. The Commission's complaint alleged, among other things, that during the time Marcille was its Chief Financial Officer, U.S. Gas, with the participation of its officers, including Marcille, made material misstatements and omissions to investors in several unregistered offerings concerning the use of proceeds. Specifically, the complaint alleges that U.S. Gas, with the participation of its officers, including Marcille, failed to disclose to investors that excessive commissions were being paid to telemarketers out of the offering proceeds, and made misrepresentations to investors in one of the offerings regarding the amount of management fees that would be paid out of investor funds.

### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Marcille's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Marcille is suspended from appearing or practicing before the Commission as an accountant.

B. After three years from the date of this order, Respondent may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Respondent's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

(a) Respondent, or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Respondent, or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in the Respondent's or the firm's quality control system that would indicate that the Respondent will not receive appropriate supervision;

(c) Respondent has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

(d) Respondent acknowledges his responsibility, as long as Respondent appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

C. The Commission will consider an application by Respondent to resume appearing or practicing before the Commission provided that his state CPA license is current and he has resolved all other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Respondent's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Nancy M. Morris  
Secretary