

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. McZeal, age 43, is a Texas resident living in Houston, Texas. McZeal is a member of the Texas State Bar and is a partner with the law firm of Grealish & McZeal LLP. McZeal was chief executive officer, chief counsel, and member of the board of directors of PGI Energy, Inc. ("PGI Energy"). McZeal has appeared and practiced before the Commission as an attorney. McZeal has never held any securities licenses and is not registered with the Commission in any capacity.

2. On July 31, 2013, the Commission filed a complaint against McZeal in SEC v. Gandy et al. (Civil Action No. 4:13-cv-2233), in the United States District Court for the Southern District of Texas. On August 1, 2013, the court entered a final judgment permanently enjoining McZeal by consent from future violations of Sections 5 and 17(a) of the Securities Act of 1933 ("Securities Act"), and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10b-5 thereunder.

3. The Commission's complaint alleged that McZeal violated Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder by engaging in a fraudulent scheme to cause a transfer agent to issue millions of PGI Energy shares without restrictive legends. The complaint further alleged that McZeal violated Section 5 of the Securities Act by offering and selling securities when no registration statement had been filed or was in effect as to such securities and when no exemption from registration was available.

IV.

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

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

McZeal is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Elizabeth M. Murphy
Secretary