

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 67945 / September 28, 2012

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3411 / September 28, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-12468

In the Matter of	:	ORDER GRANTING APPLICATION FOR
	:	REINSTATEMENT TO APPEAR AND PRACTICE
	:	BEFORE THE COMMISSION AS AN ACCOUNTANT
Douglas W. Marcille,	:	RESPONSIBLE FOR THE PREPARATION OR
CPA	:	REVIEW OF FINANCIAL STATEMENTS REQUIRED
	:	TO BE FILED WITH THE COMMISSION

On October 31, 2006 Douglas W. Marcille, CPA (“Marcille”) was suspended from appearing or practicing before the Commission as an accountant as a result of settled public administrative proceedings instituted by the Commission against Marcille pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice.¹ This order is issued in response to Marcille’s application for reinstatement to appear and practice before the Commission as an accountant responsible for the preparation or review of financial statements required to be filed with the Commission.

The Commission found that Marcille had been permanently enjoined by the United States District Court for the Southern District of Florida from future violations of Sections 5(a), 5(c), 17(a)(2) and 17(a)(3) of the Securities Act of 1933. The Commission’s complaint alleged that between March 2002 and August 2003 U.S. Gas & Electric, Inc., acting through executives of the company, including Marcille, its then-chief financial officer, and others, raised more than \$6.8 million from investors in a series of unregistered offerings of securities. The defendants used a boiler room of telemarketers to offer and sell securities to approximately 180 investors throughout the United States, many of whom were senior citizens. The complaint further alleged that, U.S. Gas, through Marcille and others, failed to disclose to investors that excessive commissions were being paid to the boiler room telemarketers out of the offering proceeds, and

¹ See Accounting and Auditing Enforcement Release No. 2506 dated October 31, 2006. Marcille was permitted, pursuant to the order, to apply for reinstatement after three years upon making certain showings.

made misrepresentations to investors in one of the offerings regarding the amount of management fees that would be paid out.

The Commission's complaint also alleged that U.S. Gas, Marcille, and another executive violated the registration provisions of the federal securities laws by failing to file registration statements in connection with the offerings. The complaint further alleged that U.S. Gas committed issuer reporting violations by failing to make required periodic filings with the Commission.

In his capacity as a preparer or reviewer, or as a person responsible for the preparation or review, of financial statements of a public company to be filed with the Commission, Marcille attests that he will undertake to have his work reviewed by the independent audit committee of any company for which he works, or in some other manner acceptable to the Commission, while practicing before the Commission in this capacity. Marcille is not, at this time, seeking to appear or practice before the Commission as an independent accountant. If he should wish to resume appearing and practicing before the Commission as an independent accountant, he will be required to submit an application to the Commission showing that he has complied and will comply with the terms of the original suspension order in this regard. Therefore, Marcille's suspension from practice before the Commission as an independent accountant continues in effect until the Commission determines that a sufficient showing has been made in this regard in accordance with the terms of the original suspension order.

Rule 102(e)(5) of the Commission's Rules of Practice governs applications for reinstatement, and provides that the Commission may reinstate the privilege to appear and practice before the Commission "for good cause shown."² This "good cause" determination is necessarily highly fact specific.

On the basis of information supplied, representations made, and undertakings agreed to by Marcille, it appears that he has complied with the terms of the October 31, 2006 order suspending him from appearing or practicing before the Commission as an accountant, that no information has come to the attention of the Commission relating to his character, integrity, professional conduct, or qualifications to practice before the Commission that would be a basis for adverse action against him pursuant to Rule 102(e) of the Commission's Rules of Practice, and that Marcille, by undertaking to have his work reviewed by the independent audit committee of any company for which he works, or in some other manner acceptable to the Commission, in his practice before the Commission as a preparer or reviewer of financial statements required to be filed with the Commission, has shown good cause for reinstatement. Therefore, it is accordingly,

² Rule 102(e)(5)(i) provides:

"An application for reinstatement of a person permanently suspended or disqualified under paragraph (e)(1) or (e)(3) of this section may be made at any time, and the applicant may, in the Commission's discretion, be afforded a hearing; however, the suspension or disqualification shall continue unless and until the applicant has been reinstated by the Commission for good cause shown." 17 C.F.R. § 201.102(e)(5)(i).

ORDERED pursuant to Rule 102(e)(5)(i) of the Commission's Rules of Practice that Douglas W. Marcille, CPA is hereby reinstated to appear and practice before the Commission as an accountant responsible for the preparation or review of financial statements required to be filed with the Commission.

By the Commission.

Elizabeth M. Murphy
Secretary