

Consent Order

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- c. Respondent Doug Marcille (“Marcille” or collectively with USG&E “Respondents”) is currently CEO of USG&E. His last known address is c/o USG&E, 290 N. W. 165th Street, PH5 N. Miami Beach Florida 33169.
- d. During 2002, USG&E offered and/or sold stock in USG&E to at least one Illinois Investor.
- e. The activities described in subparagraph d above constitute the offer and sale of stock and, therefore, a security and as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the “Act”).
- f. Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
- g. USG&E failed to file with the Secretary of State an application for registration of the securities described above as required by the Act, and as a result, the security was not registered pursuant to Section 5 of the Act prior to its offer and sale in the State of Illinois.
- h. Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
- i. Section 12.D of the Act provides, inter alia, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.

WHEREAS, by means of the Stipulation Respondents have acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

That USG&E's conduct described herein violated Section 12.A and Section 12.D of the Illinois Securities Law of 1953.

WHEREAS, by means of the Stipulation Respondents have acknowledged and agreed that they desire to resolve this matter absent further administrative action.

WHEREAS, by means of the Stipulation Respondents have acknowledged and agreed that pursuant to 11.E of the Act that USG&E shall be prohibited from selling or offering to sell securities in the state of Illinois EXCEPT in compliance

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with the Act.

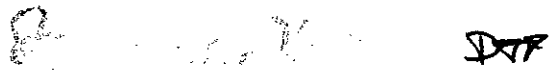
WHEREAS, by means of the Stipulation Respondents have acknowledged and agreed that USG&E shall issues shares pursuant to paragraph 11 of said Stipulation.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed with prejudice and without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. That USG&E shall be prohibited from selling or offering to sell securities in the state of Illinois EXCEPT in compliance with the Act.
2. That USG&E shall issue shares pursuant to the Subscription Agreement attached as Exhibit A to the Stipulation upon receipt of an agreed letter of direction as to share allocation from the beneficiaries identified therein.
3. That the formal hearing scheduled on this matter is hereby dismissed with prejudice and without further proceedings.

DATED: This 23rd day of February 2009.



JESSE WHITE
Secretary of State
State of Illinois

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