

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 101119 / September 20, 2024

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 4522 / September 20, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-22152

In the Matter of

MATTHEW C. McMURDO,
Esq.

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 4C OF THE
SECURITIES EXCHANGE ACT OF 1934 AND
RULE 102(e) OF THE COMMISSION'S RULES OF
PRACTICE, MAKING FINDINGS, AND
IMPOSING REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that public administrative proceedings be, and hereby are, instituted against Matthew C. McMurdo (“Respondent” or “McMurdo”) pursuant to Section 4C¹ of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 102(e)(1)(ii) of the Commission’s Rules of Practice.²

¹ Section 4C provides, in relevant part, that:

The Commission may censure any person, or deny, temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found . . . (1) not to possess the requisite qualifications to represent others; (2) to be lacking in character or integrity, or to have engaged in unethical or improper professional conduct; or (3) to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations issued thereunder.

² Rule 102(e)(1)(ii) provides, in pertinent part, that:

The Commission may . . . deny, temporarily or permanently, the privilege of appearing or practicing before it . . . to any person who is found to be lacking in

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”), which the Commission has determined to accept. Solely for the 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, which are admitted, Respondent consents to the entry of this Order Instituting Public Administrative Proceedings Pursuant to Section 4C of the Securities Exchange Act of 1934 and 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 finds³ that:

A. RESPONDENT

Matthew C. McMurdo, age 52, is a resident of New Jersey. McMurdo is an attorney who has been licensed to practice law in New York since 1998. Throughout his career, McMurdo has practiced before the Commission. During the conduct at issue, McMurdo was a sole practitioner located in New York City, New York.

B. RELATED ENTITIES

Enviro Impact Resources, Inc., f/k/a Industry Source Consulting, Inc. (“INSO”), is a non-SEC reporting, microcap public company with multiple former names, including Vega Biofuels, Inc. (“Vega”), that was based in Georgia during the relevant period and incorporated in Wyoming on June 12, 2010. During the relevant period, INSO’s common stock was quoted under the symbol “INSO” on OTC Link.

C. FACTS

1. From on or about July 18, 2016 to September 8, 2021, McMurdo was engaged as special corporate counsel to Vega and as general corporate counsel to INSO.

character or integrity or to have engaged in unethical or improper professional conduct.

³ The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

2. From on or about July 18, 2016 to September 8, 2021, McMurdo signed and then issued 10 legal letters (“Opinion Letters”) in which he opined on various annual and quarterly disclosure reports issued by Vega and INSO. McMurdo addressed each of his Letters to OTC Markets Group Inc. (“OTC Markets”).

3. Vega and INSO used these Opinion Letters to be quoted on OTC Markets, and to allow broker-dealers to quote the stock of Vega and INSO.

4. McMurdo knew or should have known that his Opinion Letters contained material false and/or misleading representations, including but not limited to:

a. misidentifying who prepared the financial statements of Vega and INSO, including false information provided by Vega and INSO that a certified public accountant prepared certain of these financial statements,

b. stating that the individuals who actually prepared these financial statements were qualified to do so, and

c. stating that neither INSO, nor any 5% or more holder of INSO’s securities, were under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

5. During the relevant period, McMurdo observed inconsistencies and inaccuracies in various Vega and INSO disclosure reports that made him feel uncomfortable, yet he continued to issue and sign opinion letters on behalf of Vega and INSO.

6. During 2017, McMurdo was verbally admonished by a clerk at OTC Markets about the diligence undertaken, as Vega’s submitted balance sheet at the time did not properly balance.

7. In or around October 2021, McMurdo terminated his representation of INSO, but failed to notify OTC Markets that he was no longer providing legal services to INSO, as he was required to do pursuant to his signed OTC Markets’ Attorney Letter Agreement.

8. McMurdo failed to conduct himself in a manner expected of an attorney when he failed to independently verify information and when he failed to conduct further, adequate inquiries when confronted with red flags that should have alerted him to inconsistencies and inaccuracies regarding certain representations made in his Opinion Letters.

Violations

9. Section 4C of the Exchange Act and Rule 102(e)(1)(ii) of the Commission’s Rules of Practice state that the Commission may deny to any person the privilege of appearing or

practicing before it if such person is found “to be lacking in character or integrity or to have engaged in unethical or improper professional conduct.”

Findings

10. Based on the foregoing, the Commission finds that McMurdo engaged in improper professional conduct pursuant to Section 4C(a)(2) of the Exchange Act and Rule 102(e)(1)(ii) of the Commission’s Rules of Practice, in that Respondent violated the professional standards of the New York Rules of Professional Conduct, specifically:

Rule 1.1 (Competence) states in relevant part: “A lawyer should provide competent representation to a client. Competent representation requires the legal knowledge, skill, thoroughness and preparation reasonably necessary for the representation.”

Rule 1.3(a) (Diligence) states in relevant part: “A lawyer shall act with reasonable diligence and promptness in representing a client.”

Rule 8.4 (Misconduct) states in relevant part: “A lawyer or law firm shall not: ... “(h) engage in any other conduct that adversely reflects on a lawyer’s fitness as a lawyer.”

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondent McMurdo’s Offer.

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

A. McMurdo is denied the privilege of appearing or practicing before the Commission as an attorney.

B. After one year from the date of the Order, Respondent may request that the Commission consider Respondent’s reinstatement by submitting an application to the attention of the Office of the General Counsel.

C. In support of any application for reinstatement to appear and practice before the Commission as an attorney, Respondent shall provide a certificate of good standing from each state bar where Respondent is a member.

D. In support of any application for reinstatement, Respondent shall also submit a signed affidavit truthfully stating, under penalty of perjury:

1. That Respondent has complied with the Commission suspension Order, and with any related orders and undertakings or any related Commission

proceedings, including any orders requiring payment of disgorgement or penalties;

2. That Respondent is not currently suspended or disbarred as an attorney by a court of the United States (or any agency of the United States) or the bar or court of any state, territory, district, commonwealth, or possession;
3. That Respondent, since the entry of the Order, has not been convicted of a felony or a misdemeanor involving moral turpitude that would constitute a basis for a forthwith suspension from appearing or practicing before the Commission pursuant to Rule 102(e)(2);
4. That Respondent, since the entry of the Order:
 - a. has not been charged with a felony or a misdemeanor involving moral turpitude as set forth in Rule 102(e)(2) of the Commission's Rules of Practice, except for any charge concerning the conduct that was the basis for the Order;
 - b. has not been found by the Commission or a court of the United States to have committed a violation of the federal securities laws, and has not been enjoined from violating the federal securities laws, except for any finding or injunction concerning the conduct that was the basis for the Order;
 - c. has not been charged by the Commission or the United States with a violation of the federal securities laws, except for any charge concerning the conduct that was the basis for the Order;
 - d. has not been found by a court of the United States (or any agency of the United States) or any state, territory, district, commonwealth, or possession, or any bar thereof to have committed an offense (civil or criminal) involving moral turpitude, except for any finding concerning the conduct that was the basis for the Order;
 - e. has not been charged by the United States (or any agency of the United States) or any state, territory, district, commonwealth, or possession, civilly or criminally, with having committed an act of moral turpitude, except for any charge concerning the conduct that was the basis for the Order; and
 - f. has not been subject to disciplinary action by a bar, court or agency of any state for violations of applicable rules of professional conduct,

except for any charge concerning the conduct that was the basis for the Order;

5. That Respondent's conduct is not at issue in any pending investigation of the Commission's Division of Enforcement or any criminal law enforcement investigation.
6. That Respondent is not the subject of any complaints to, or investigations by, the bar or court of any state, territory, district, commonwealth, or possession, except to the extent that such complaints concern the conduct that was the basis for the Order.
7. That Respondent has complied with any and all orders, undertakings, or other remedial, disciplinary, or punitive sanctions resulting from any action taken by the bar or court of any state, territory, district, commonwealth, or possession, or other regulatory body; and
8. That Respondent undertakes to notify the Office of General Counsel immediately in writing if any information submitted in support of the application for reinstatement becomes materially false or misleading or otherwise changes in any material way while the application is pending.

E. Respondent shall also provide a detailed description of:

1. Respondent's professional history since the imposition of the Order, including
 - (a) all job titles, responsibilities and role at any employer;
 - (b) the identification and description of any work performed for entities regulated by the Commission, and the persons to whom Respondent reported for such work;
2. The circumstances under which Respondent's membership in a state bar or any court for which Respondent was a member has lapsed or otherwise is no longer active and an explanation of why for each; and
3. Respondent's plans for any future appearance or practice before the Commission.

F. The Commission may conduct its own investigation to determine if the foregoing attestations are accurate.

G. If Respondent provides the documentation and attestations required in this Order and the Commission (1) discovers no contrary information therein, and (2) determines that

Respondent truthfully and accurately attested to each of the items required in Respondent's affidavit, and the Commission discovers no information, including under Paragraph F, indicating that Respondent has violated a federal securities law, rule or regulation or rule of professional conduct applicable to Respondent since entry of the Order (other than by conduct underlying Respondent's original Rule 102(e) suspension), then, unless the Commission determines that reinstatement would not be in the public interest, the Commission shall reinstate the respondent for cause shown.

H. If Respondent is not able to provide the documentation and truthful and accurate attestations required in this Order or if the Commission has discovered contrary information, including under Paragraph F, the burden shall be on the Respondent to provide an explanation as to the facts and circumstances pertaining to the matter setting forth why Respondent believes cause for reinstatement nonetheless exists and reinstatement would not be contrary to the public interest. The Commission may then, in its discretion, reinstate the Respondent for cause shown.

I. If the Commission declines to reinstate Respondent pursuant to Paragraphs G and H, it may, at Respondent's request, hold a hearing to determine whether cause has been shown to permit Respondent to resume appearing and practicing before the Commission as an attorney.

By the Commission.

Vanessa A. Countryman
Secretary