



herein, except as to the Commission's jurisdiction over himself and the subject matter of these proceedings, and the findings contained in Section **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. Xie, age 32, represents that he is and has been a member of the Association of Credited Chartered Accountants. He served as Chief Financial Officer of Universal Travel Group ("UTG") from February 13, 2009 to August 17, 2009, as interim Chief Financial Officer of UTG from August 17, 2010 to February 9, 2013, and as director and Secretary of UTG from December 29, 2006 to February 9, 2013.

2. UTG was, at all relevant times, a Nevada corporation with its headquarters in Shenzhen, People's Republic of China ("PRC"). UTG claimed to be engaged in the business of selling travel services. At all relevant times, UTG's common stock was registered with the Commission pursuant to Section 12(g) or Section 12(b) of the Securities Exchange Act of 1934 ("Exchange Act"). On October 27, 2009, UTG common stock was listed and traded on the New York Stock Exchange ("NYSE"). Previous to that, on May 29, 2009, UTG common stock was listed and traded on the NYSE AMEX. Previous to that, UTG common stock was traded on the Over The Counter Bulletin Board. On April 26, 2012, UTG voluntarily delisted its stock from the NYSE.

3. On September 30, 2013, a final judgment was entered against Xie by consent, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933 and Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5, 13a-14 and 13b2-1 thereunder, and from aiding and abetting future violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder, in the civil action entitled Securities and Exchange Commission v. Universal Travel Group et al., Civil Action Number 13 CV-1492, in the United States District Court for the District of Columbia. Xie was also ordered to pay a \$60,000 civil money penalty and was barred for five years from serving as an officer or director of a company with securities registered with the Commission pursuant to Section 12 of the Exchange Act.

4. The Commission's complaint alleged, among other things, that Xie violated the antifraud provisions of the securities laws by making materially false and misleading statements and omissions concerning, *inter alia*, UTG's risky transfer of \$41 million in U.S. stock offering proceeds to numerous unaffiliated third parties in Hong Kong and the PRC, UTG's intended use of public offering proceeds, UTG's risky uses of cash and cash controls, UTG's corporate organization, and UTG's revenues and profits during the first three quarters of 2010. The Complaint alleged that Xie aided and abetted UTG's reporting violations, UTG's failure to devise and implement proper internal accounting controls, and UTG's failure to create proper

records of cash transactions. In addition, the complaint alleged that Xie knowingly failed to implement a system of internal accounting controls, signed a false certification as to UTG's internal controls over financial reporting, and caused to be falsified certain UTG records.

#### IV.

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

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

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

B. After five 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 status as an accountant is current and he has resolved all other disciplinary issues with the applicable state or national boards of accountancy. However, if 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.

Elizabeth M. Murphy  
Secretary