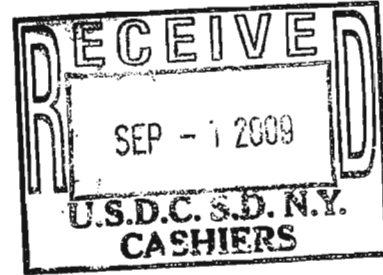


UNITED STATES DISTRICT COURT FOR
THE SOUTHERN DISTRICT OF NEW YORK



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

ECF CASE

COMPLAINT

DOYLE SCOTT ELLIOTT,
SCOTT ELLIOTT, INC.,
MICHAEL J. XIRINACHS,
EMERALD ASSET ADVISORS LLC,
ROBERT L. WEIDENBAUM, and
CLX & ASSOCIATES INC.,

Defendants.

Plaintiff Securities and Exchange Commission ("Commission") alleges as follows:

I. SUMMARY

1. This case involves unregistered distributions and offerings of the shares of Universal Express Inc. ("Universal Express") by the Defendants in violation of the registration provisions of the federal securities laws. Defendants received more than 21 billion shares of Universal Express, which they promptly sold to public buyers on the over-the-counter market, generating proceeds of approximately \$34 million.

2. Defendants' offers to sell and sales of the shares of Universal Express were not covered by registration statements filed or in effect with the Commission.

3. As a result of this conduct, Defendants, directly and indirectly, have violated and unless restrained and enjoined will continue to violate Sections 5(a) and 5(c) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77e(a) and (c)].

4. The Commission brings this action pursuant to its authority under Section 20 of the Securities Act [15 U.S.C. § 77t(b)] and seeks an order:

- a. Finding that the Defendants violated the securities registration provisions of the federal securities laws;
- b. Permanently restraining and enjoining Defendants from committing future violations of Sections 5(a) and 5(c) of the Securities Act;
- c. Requiring Defendants to pay third-tier civil penalties and disgorge all ill-gotten gains, including pre- and post-judgment interest; and
- d. Barring Defendants from participating in any offering of penny stock.

II. JURISDICTION AND VENUE

5. This Court has jurisdiction over this action pursuant to Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)].

6. Venue lies in this Court pursuant to Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)]. Each of the defendants transacted business with Universal Express through its office located in New York City, New York, which is within this district.

7. In connection with the transactions, acts, practices, and courses of business described in this Complaint, all of the Defendants, directly and indirectly, have made use of the means and instruments of transportation or communication in interstate commerce or of the mails to sell or to offer to sell the securities of Universal Express Inc.

III. DEFENDANTS

8. Doyle Scott Elliott (“Elliott”) is an individual residing in Holmes Beach, Florida.

9. Scott Elliott, Inc. (“SEI”) is a Florida corporation with its principal place of business in Bradenton Beach, Florida. On some brokerage accounts and documents, Elliott referred to the company as “D. Scott Elliott, Inc.,” but, upon information and belief, the name refers to the same corporate entity as SEI. Elliott is the president of, owns, and controls SEI.

10. Michael J. Xirinachs (“Xirinachs”) is an individual residing in Dix Hills, New York.

11. Emerald Asset Advisors LLC (“Emerald Asset Advisors”) is a Delaware limited liability company with its principal place of business in Melville, New York. Xirinachs is the sole member, manager member of, owns, and controls Emerald.

12. Robert L. Weidenbaum (“Weidenbaum”) is an individual residing in Coral Gables, Florida.

13. CLX & Associates Inc. (“CLX”) is a Florida corporation with its principal place of business in Miami, Florida. Weidenbaum is the president of, owns, and controls CLX.

IV. OTHER RELATED ENTITIES

A. **Universal Express**

14. At all times relevant to this action, Universal Express was a Nevada corporation with its corporate headquarters located in New York City, New York.

15. Between 2004 and 2007, the common shares of Universal Express traded in the over-the-counter market under the symbol "USXP" at prices that ranged between approximately \$0.0001 and \$0.06 per share. The common shares of Universal Express are "penny stock" as that term is defined in Section 3(a)(51) of the Exchange Act and Rule 3a51-1(d), 15 U.S.C. § 78c(a)(51) and 17 C.F.R. § 240.3a51-1(d) (2004), because the shares did not trade at a price of \$5.00 or more.

B. North Atlantic Resources Ltd.

16. North Atlantic Resources Ltd. ("North Atlantic") is a corporate entity organized under the laws of St Vincent and the Grenadines. Its sole officer and director resides in Gibraltar. The corporation was formed to engage in the business of investments.

V. ELLIOTT'S AND SEI'S UNREGISTERED SALES

17. On or about January 29, 2004, Elliott entered into an arrangement with Universal Express whereby the Company sold shares to Elliott or SEI at a discount to the current market price in exchange for cash.

18. Between February 5, 2004 and March 9, 2007, Universal Express sold to Elliott or SEI approximately 4,706,506,109 shares (referred to herein as 4.7 billion shares) that the Company issued in approximately 203 certificates either directly in the names of Elliott or SEI, or indirectly to Elliott or SEI in the names of clearing firms for the various brokerage firms where Elliott or SEI owned brokerage accounts.

19. Elliott and SEI acquired these 4.7 billion shares directly from Universal Express in transactions not involving any public offering by the Company.

20. Universal Express did not file a registration statement with the Commission to register the Company's offers and sales of shares to Elliott or SEI.

21. Elliott and SEI owned the shares purchased directly from Universal Express for less than a year before they sold the shares.

22. Elliott caused Universal Express to deliver the stock certificates for the 4.7 billion shares from New York by overnight courier either to Elliott's or SEI's address in Florida or to the clearing firms for his and SEI's brokerage accounts.

23. As discussed in detail below, between February 2004 and June 2007, Elliott and SEI sold into the public market at least 4,697,221,155 Universal Express shares for proceeds of approximately \$14,092,000.

24. Elliott and SEI directed payments of approximately \$8,072,155 to Universal Express to pay for the shares that they sold.

A. Private Sales

25. On February 5 and 18, 2004, Universal Express sold to Elliott 1,953,601 and 2,079,181 shares of the Company, respectively, which Elliott caused to be delivered to him in Florida by means of interstate commerce or the mails.

26. During February 2004, Elliott offered and sold these 4,032,782 Universal Express shares to Temple Securities Ltd. for approximately \$200,000. During February 2004, Temple Securities Ltd. immediately resold these shares through brokerage transactions to other investors for proceeds of approximately \$230,775.

27. Between February 27, and March 23, 2004, Universal Express sold to Elliott 9,284,954 additional shares of the Company contained in seven certificates. Upon

information and belief, Elliott sold at least 6,526,334 of those shares to one or more third parties during February and March 2004 for unknown compensation.

B. WestPark Capital Accounts

28. On or about July 10, 2003, Elliott opened a brokerage account number xxxx-5485 in the name of Doyle Scott Elliott with WestPark Capital, Inc., ("WestPark"), a brokerage firm located in Los Angeles, California. Elliott had authority to place orders to buy and sell securities in the WestPark brokerage account.

29. Between February 5, and August 5, 2004, Universal Express sold to Elliott 86,858,373 shares of Universal Express contained in thirteen certificates, which Elliott delivered by means of the mails or interstate commerce, and deposited into his brokerage account at WestPark.

30. Between approximately February 9, and September 7, 2004, Elliott offered and sold into the public market at least 69,723,189 shares of Universal Express into the public market for approximately \$912,403.

31. During September 2004, the WestPark account number changed to xxxx-xxxxxx-1951. On or about September 7, 2004, the 17,135,184 shares of Universal Express that remained in the first WestPark brokerage account were transferred to the new WestPark brokerage account xxxx-xxxxxx-1951. During September 2004, Elliott offered and sold into the public market 13,697,000 of these shares of Universal Express for approximately \$99,680.

32. On or about September 8, 2004, Elliott delivered by interstate commerce or the mails and deposited another 12,000,000 shares of Universal Express, contained in one certificate received directly from the Company, into the second account at WestPark.

Later Elliott instructed the brokerage firm to deliver the balance of the 15,438,184 Universal Express shares in the WestPark brokerage account to him, which it did on or about September 27, 2004.

C. SAMCO Financial Services Account

33. On or about August 4, 2004, Elliott opened brokerage account number xxxx-8498 in his own name with SAMCO Financial Services, Inc. ("SAMCO"), a brokerage firm located in Phoenix, Arizona. Elliott had authority to place orders to buy and sell securities in that account (the "SAMCO account").

34. Between approximately August 15, and December 2, 2004, Universal Express sold to Elliott 109,600,000 shares of Universal Express contained in nine certificates, which Elliott delivered by means of the mails or interstate commerce, and deposited into his SAMCO account.

35. On or about September 30, 2004, Elliott also deposited into his SAMCO account by means of the mails or interstate commerce three certificates representing 15,438,184 shares of Universal Express, which upon information and belief, had been delivered to Elliott from WestPark Account xxxx-xxxxxx-1951 on or about September 27, 2004. (See paragraph 28 above.)

36. Between approximately August 31, and December 15, 2004, Elliott offered and sold into the public market through the SAMCO account at least 96,038,184 shares of Universal Express received directly from the Company for approximately \$1,259,771.

37. Elliott offered and sold the balance of the 29 million shares contained in the SAMCO account to one or more third parties for unknown consideration on or about August 25, 2004.

D. Franklin Ross Accounts

38. On or about November 1, 2004, Elliott opened a brokerage account xxxx-3118 in his own name with Franklin Ross Inc., a brokerage firm located in Sarasota, Florida. Elliott had authority to place orders to buy and sell securities in that account (referred to herein as "Franklin Ross Account No. 1").

39. Between approximately November 10, 2004, and September 6, 2005, Universal Express sold to Elliott approximately 1,345,730,000 Universal Express shares contained in seventy-two certificates, which Elliott delivered by means of the mails or interstate commerce and deposited into the Franklin Ross Account No. 1.

40. Between approximately November 15, 2004 and September 16, 2005, Elliott offered and sold into the public market, through the Franklin Ross Account No. 1, at least 1,269,430,000 shares of Universal Express stock received directly from the Company for approximately \$5,522,242.

41. Upon information and belief, on or about May 18, 2005, Elliott transferred 75,000,000 Universal Express shares contained in the Franklin Ross Account No. 1 to a third party as part of an escrow agreement. He sold 12,500,000 of the transferred shares as part of the escrow arrangement for an unknown amount of consideration.

42. Upon information and belief, on or about June 1, 2005, Elliott offered and sold the balance of the 1,300,000 shares in the account to one or more third parties for unknown consideration.

43. On or about September 15, 2005, Elliott opened brokerage account number xxxx-6152 in the name of D. Scott Elliott Inc. with Franklin Ross. Shortly after the account was opened, it was assigned a new account number, xxxx-5953, as a result of the brokerage firm changing clearing firms. Elliott had authority to place orders to buy and sell securities in both accounts, which are referred to collectively herein as "Franklin Ross Account No. 2."

44. Between approximately September 16, 2005 and June 16, 2006, Universal Express sold to SEI at least 1,636,000,000 shares of Universal Express shares contained in sixty-five certificates, all of which SEI and Elliott caused to be delivered by means of the mails or interstate commerce and deposited into Franklin Ross Account No. 2.

45. Between approximately September 19, 2005 and July 5, 2006, Elliott and SEI offered and sold into the public market at least 1,636,000,000 shares of Universal Express received directly from the Company for approximately \$4,054,083.

46. On or about May 5, 2006, Elliott opened brokerage account number xxxx-5194 in the name of Scott Elliott Inc. with Franklin Ross in Princeton, New Jersey (referred to as "Franklin Ross Account No. 3"). Elliott had authority to place orders to buy and sell securities in that account.

47. Between approximately December 5, 2006 and March 9, 2007, Universal Express sold to SEI approximately 630,000,000 shares of Universal Express in fourteen certificates, all of which SEI and Elliott caused to be delivered by means of the mails or interstate commerce and deposited into Franklin Ross Account No. 3.

48. Between approximately December 11, 2006 and March 15, 2007, Elliott and SEI offered and sold into the public market 630,000,000 shares of Universal Express

obtained directly from the Company, for approximately \$1,045,626 through Franklin Ross Account No. 3.

E. Empire Financial Group Account

49. On or about October 4, 2005, Elliott opened brokerage account number xxxx-2565 in the name of Scott Elliott Inc. with Empire Financial Group, Inc., a brokerage firm located in Longwood, Florida, (the "Empire Account"), which cleared through Penson Financial Services, inc. in Dallas, Texas. Elliott had authority to place orders to buy and sell securities in SEI's Empire account.

50. Between October 6, 2005, and September 20, 2006, Universal Express sold to SEI approximately 643,000,000 shares of Universal Express contained in seventeen certificates, which SEI and Elliott caused to be delivered by interstate commerce or the mails, and deposited into the Empire Account.

51. On or about October 24, 2005, a third-party transferred 62,500,000 shares of Universal Express stock into the Empire Account, which shares, upon information and belief, were part of the shares that Elliott initially placed in escrow from the Franklin Ross Account No. 1. See paragraph 37 above. Upon information and belief, those shares were sold originally to Elliott on or about May 12, 2005 directly by the Company.

52. Between approximately October 10, 2005 and October 11, 2006, Elliott directed and SEI sold into the public market 705,500,000 shares of Universal Express, obtained directly or indirectly from the Company, through SEI's Empire Account for approximately \$912,469.

F. Seaboard Securities Account

53. On or about November 30, 2005, Elliott opened brokerage account number xxxx-4468 in the name of Scott Elliott Inc. with Seaboard Securities, Inc., a brokerage firm located in Florham Park, New Jersey (the "Seaboard account"). Elliott had authority to buy and sell securities in that account.

54. Between approximately November 30, and December 6, 2005, Universal Express sold to SEI 230,000,000 shares of Universal Express contained in three certificates, all of which Elliott and SEI caused to be delivered by means of the mails or interstate commerce and deposited into the Seaboard account.

55. Between approximately December 1, and December 9, 2005, Elliott directed and SEI offered and sold into the public market at least 230,000,000 shares of Universal Express through the Seaboard account for approximately \$85,727.

56. No registration statement was filed or in effect for the offers and sales of the approximately 4.7 billion shares of Universal Express by Elliott and SEI through the private sales or the public sales through the brokerage accounts at WestPark, SAMCO, Franklin Ross, Empire Financial Group or Seaboard Securities.

57. Elliott was a necessary participant and his acts were a substantial factor in the sales of Universal Express shares by SEI.

58. Elliott and SEI used the means of interstate commerce to offer and sell the shares acquired from Universal Express.

59. Elliott and SEI made offers and sales of Universal Express shares to the public in disregard of the regulatory requirement that their offers and sales of shares must be subject to a registration statement filed and in effect with the Commission.

60. Elliott's and SEI' offers and sales of Universal Express shares when no registration statement was filed or in effect created the risk of substantial losses to investors.

VI. Michael Xirinachs and Emerald Asset Advisors Unregistered Sales

A. Sales through Emerald Asset Advisors Account

61. On or about January 21, 2006, Xirinachs opened brokerage account xxxx-7469 in the name of Emerald Asset Advisors with Basic Investors, Inc., a brokerage firm located in Melville, New York. Xirinachs had authority to buy and sell securities in that account (the "Emerald Account").

62. Beginning in or around February 2006, Xirinachs entered into an arrangement with Universal Express whereby the Company sold shares to Emerald Asset Advisors at a discount to the current market price in exchange for cash.

63. Between approximately February 16, 2006 and June 5, 2007, Universal Express sold to Emerald Asset Advisors approximately 6,366,600,000 Universal Express shares (referred to as "6.3 billion shares") contained in sixty certificates, all of which Xirinachs and Emerald Asset Advisors caused to be deposited into the Emerald Account through means of the mails or interstate commerce.

64. As discussed in detail below, between February 2006 and June 2007, Xirinachs and Emerald Asset Advisors sold into the public market approximately 6,366,600,000 Universal Express shares for proceeds of at least \$11,003,403.

65. Xirinachs and Emerald Asset Advisors directed payments of approximately \$7.9 million to Universal Express to pay for the shares that they sold.

66. Emerald Asset Advisors and Xirinachs acquired these 6.3 billion shares directly from Universal Express in transactions not involving any public offering by the Company.

67. Universal Express filed no registration statement with the Commission to register the Company's offers and sales of the 6.3 billion shares to Emerald Asset Advisors or Xirinachs.

68. On or about November 29, 2006, Xirinachs ordered Emerald Asset Advisors to purchase 2,409,500 additional Universal Express shares in brokerage transactions through the Emerald Account for approximately \$8,216.

69. Between approximately February 22, 2006 and July 9, 2007, Xirinachs indirectly through the Emerald Account, and Emerald Asset Advisors directly, offered and sold into the public market approximately 6,019,009,500 shares of Universal Express. Emerald Asset Advisors obtained all but 2,409,500 of the shares directly from the Company. Xirinachs and Emerald Asset Advisors sold into the public market the 6,019,009,500 shares of Universal Express for approximately \$11,003,403.

70. On or about September 21, 2006, Xirinachs caused 250,000,000 shares of Universal Express to be transferred from the Emerald Account to the account of North Atlantic (see discussion below) for an unknown amount of consideration. He caused another 100,000,000 shares of Universal Express to be transferred from the Emerald Account to the North Atlantic Account on or about October 13, 2006 for an unknown amount of consideration.

71. Xirinachs was a necessary participant and his acts were a substantial factor in the sales of Universal Express shares by Emerald Asset Advisors.

72. No registration statement was filed or in effect for Xirinachs' or Emerald Asset Advisors' offers and sales of the approximately 6.02 billion shares of Universal Express through the Emerald Account.

73. Xirinachs and Emerald Asset Advisors used the means of interstate commerce to offer and sell the shares acquired from Universal Express.

74. Emerald Asset Advisor owned the shares of Universal Express for less than a year before it sold the shares.

75. Xirinachs and Emerald Asset Advisors made offers and sales of Universal Express shares in disregard of the regulatory requirement that their offers and sales of shares must be subject to a registration statement filed and in effect with the Commission.

76. Xirinachs' and Emerald Asset Advisors' offers and sales of Universal Express shares when no registration statement was filed or in effect created the risk of substantial losses to investors.

B. Xirinachs' Unregistered Sales through North Atlantic

77. On or about September 21, 2006, Xirinachs arranged for account number xxxx-9181 to be opened in the name of an off-shore entity, North Atlantic, with Basic Investors, Inc., a brokerage firm located in Melville, New York. Xirinachs acted as an investment advisor for North Atlantic and had authority to buy and sell securities in that account (the "North Atlantic Account").

78. Between approximately November 22, 2006 and June 22, 2007, Universal Express sold to North Atlantic approximately 9,204,000,000 shares of Universal Express contained in seventy certificates, all of which Xirinachs caused to be deposited into the North Atlantic Account through the mails or means of interstate commerce.

79. North Atlantic also acquired 350,000,000 shares indirectly from Universal Express in transactions with Emerald Asset Advisors for an unknown amount of consideration. See paragraph 70 above.

80. As discussed in more detail below, Xirinachs and North Atlantic offered and sold 9.5 billion Universal Express shares to the public for approximately \$6,477,169.

81. North Atlantic paid approximately \$3 million to Universal Express to purchase the shares that it sold.

82. On or about December 5 and 6, 2006, Xirinachs directed North Atlantic to purchase 11,533,300 additional shares of Universal Express in market transactions through its North Atlantic Account for approximately \$35,297.

83. Between approximately October 10, 2006 and July 26, 2007, Xirinachs indirectly through the North Atlantic Account offered and sold into the public market approximately 9,565,533,300 shares of Universal Express for approximately \$6,477,169.

84. By agreement with North Atlantic, Xirinachs received ten percent of the profits from North Atlantic's trades.

85. Xirinachs was a necessary participant and substantial factor in the sales of Universal Express shares by North Atlantic.

86. No registration statement was filed or in effect for Xirinachs' offers and sales of the approximately 9.5 billion shares of Universal Express through the North Atlantic Account.

87. Xirinachs used the means of interstate commerce to offer and sell the shares acquired from Universal Express.

88. North Atlantic owned the shares of Universal Express for less than a year before it sold the shares.

89. Xirinachs made offers and sales of Universal Express shares through the North Atlantic Account in disregard of the regulatory requirement that the offers and sales of shares must be subject to a registration statement filed and in effect with the Commission.

90. Xirinachs' offers and sales of Universal Express shares through the North Atlantic Account when no registration statement was filed or in effect created the risk of substantial losses to investors.

D. Weidenbaum and CLX & Associates Unregistered Sales

91. Beginning in or around September 2004, Weidenbaum and CLX entered into an arrangement with Universal Express for the Company to sell shares to CLX purportedly in exchange for "consulting" services.

92. Between approximately September 2004 and June 2007, Universal Express sold to CLX approximately 932,500,000 shares contained in thirty-five certificates. Weidenbaum and CLX deposited those shares into various brokerage accounts held in the name of CLX, and then sold the shares to the public on the over-the-counter market.

93. As discussed in more detail below, Weidenbaum and CLX sold the 932.5 million shares into the public market for approximately \$2,405,873.

94. Weidenbaum and CLX paid Universal Express approximately \$170,000 to pay for the shares that they sold.

95. Weidenbaum and CLX acquired these 932,500,000 shares directly from Universal Express in transactions not involving any public offering by the Company.

96. Universal Express did not file a registration statement with the Securities and Exchange Commission to register the Company's offers and sales of shares to CLX.

97. Weidenbaum and CLX participated as underwriters in the distribution and sale of the 932,500,000 shares from Universal Express, an issuer, to the public. CLX owned the shares of Universal Express for less than a year before it sold the shares.

98. Weidenbaum and CLX caused Universal Express to deliver the stock certificates for the 932,500,000 shares from New York by overnight courier to CLX's address in Miami, Florida.

1. Capital Growth Financial Account

99. On or about April 13, 2004, Weidenbaum opened brokerage account number xxxx-5968 in the name of CLX & Associates, Inc. with Capital Growth Financial LLC, a brokerage firm located in Boca Raton, Florida. Weidenbaum had authority to buy and sell securities in that account ("Capital Growth Account No. 1").

100. Between approximately September 29, 2004 and July 13, 2005, Universal Express sold to CLX 63,000,000 shares of company stock contained in six certificates, all of which Weidenbaum and CLX delivered by means of the mails or interstate commerce and deposited into Capital Growth Account No. 1.

101. Between approximately October 11, 2004 and July 19, 2005, Weidenbaum indirectly, and CLX directly offered and sold into the public market the 63,000,000 shares of Universal Express for approximately \$505,472.

2. Basic Investors Account

102. On or about August 24, 2004, Weidenbaum opened brokerage account number xxxx-2388 in the name of CLX & Associates, Inc. with Basic Investors, Inc., a brokerage firm located in Melville, New York. Weidenbaum had authority to buy and sell securities in that account (the "Basic Investors Account").

103. Between approximately October 20, 2004 and January 12, 2005, Universal Express sold to CLX 32,000,000 shares of Universal Express in four certificates, all of which Weidenbaum and CLX delivered by means of the mails or interstate commerce and deposited into the Basic Investors Account.

104. Between approximately October 25, 2004 and February 8, 2005, Weidenbaum indirectly and CLX directly offered and sold into the public market the 32,000,000 shares of Universal Express for approximately \$371,408.

3. Capital Growth Financial Account

105. On or about April 8, 2005, Weidenbaum opened a second brokerage account number xxxx-4439 in the name of CLX & Associates, Inc. with Capital Growth Financial. Weidenbaum had authority to buy and sell securities in that account (the "Capital Growth Account No. 2").

106. On or about June 30, 2005, Universal Express sold to CLX 20,000,000 shares of Universal Express contained in one certificate, which Weidenbaum and CLX delivered by means of the mails or interstate commerce and deposited into Capital Growth Account No. 2.

107. Between approximately June 29, and July 7, 2005, Weidenbaum indirectly and CLX directly offered and sold into the public market the 20,000,000 shares of Universal Express for approximately \$53,550.

4. Equity Station Account

108. On or about September 22, 2005, Weidenbaum opened brokerage account number xxx-x0330 in the name of CLX & Associates, Inc. with Equity Station, Inc., a brokerage firm in Boca Raton, Florida. Weidenbaum had authority to buy and sell securities in that account (the "Equity Station Account").

109. Between approximately December 7, 2005 and June 5, 2007, Universal Express sold 817,500,000 shares of Universal Express contained in twenty-four certificates to CLX. Weidenbaum and CLX delivered all the certificates by means of the mails or interstate commerce and deposited them into the Equity Station Account.

110. Between approximately December 8, 2005 and June 19, 2007, Weidenbaum indirectly and CLX directly offered and sold into the public market the 817,500,000 shares of Universal Express for approximately \$1,475,443.

111. Weidenbaum was a necessary participant and substantial factor in all of the sales of Universal Express shares by CLX.

112. No registration statement was filed or in effect for Weidenbaum's and CLX's offers and sales of 932,500,000 Universal Express shares through the Capital Growth Accounts No. 1 and 2, Basic Investors Account, and the Equity Station Account.

113. Weidenbaum and CLX used the means of interstate commerce to offer and sell the shares acquired from Universal Express.

114. Weidenbaum and CLX participated as underwriters in the distribution and sale of the approximately 932,500,000 shares from Universal Express, an issuer, to the public. CLX owned the shares of Universal Express for less than a year before it sold the shares.

115. Weidenbaum and CLX made offers and sales of Universal Express shares in disregard of the regulatory requirement that their offers and sales of shares must be subject to a registration statement filed and in effect with the Commission.

116. Weidenbaum's and CLX's offers and sales of Universal Express shares when no registration statement was filed or in effect created the risk of substantial losses to shareholders.

V. CLAIM FOR RELIEF

Violations by All Defendants of Sections 5(a) and 5(c) of the Securities Act

117. The Commission hereby re-alleges and incorporates by reference paragraphs 1 through 111 above.

118. All of the defendants, directly or indirectly, made use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell securities through the use or medium of any prospectus or otherwise as to which no registration statement was in effect; or made use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise securities as to which no registration statement had been filed.

119. By reason of the foregoing, each of the defendants violated, and unless restrained and enjoined will violate Sections 5(a) and (c) of the Securities Act [15 U.S.C. § 77e(a) and (c)].

VI. PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that the Court:

A.

Find that the Defendants committed the violations alleged.

B.

Enter a permanent injunction, in a form consistent with Rule 65(d) of the Federal Rules of Civil Procedure, enjoining all Defendants from violating, directly or indirectly, each of the provisions of law and rules alleged in this complaint.

C.

Order that each of the Defendants disgorge all ill-gotten gains, including pre-judgment and post-judgment interest, resulting from the violations alleged herein.

D.

Order all Defendants to pay third-tier civil penalties pursuant to Section 20(d) of the Securities Act in an amount to be determined by the Court.


E.

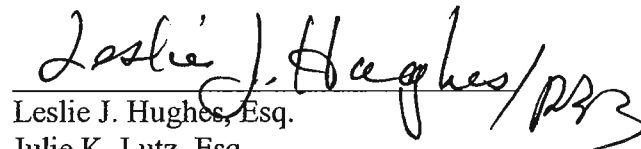
Order that all defendants be barred from participating in an offering of penny stock pursuant to Section 20(g) of the Securities Act.

F.

Grant such other relief as this Court may deem just or appropriate.

DATED this 1st day of September, 2009.


Robert B. Blackburn, Esq. (RB 1545)
Local Counsel
New York Regional Office
Securities and Exchange Commission
3 World Financial Center, Room 4300
New York, NY 10281-1022
Phone: 212.336.1050
Facsimile: 212.336.1317


Leslie J. Hughes, Esq.
Julie K. Lutz, Esq.
Attorneys for the Plaintiff
Denver Regional Office
Securities and Exchange Commission
1801 California Street, Suite 1500
Denver, CO 80202-2656
Phone: 303.844.1000
Facsimile: 303-844-1068