

Robert M. Fوسفeld
Attorney for Plaintiff
Securities and Exchange Commission, Central Regional Office
1801 California Street, Suite 1500
Denver, Colorado 80202
303.844.1080
303.844.1068 (facsimile)

Robert B. Blackburn (RB 1545)
Local Counsel for Plaintiff
Securities and Exchange Commission, Northeast Regional Office
233 Broadway, 11th Floor
New York, NY 10279
646.428.1610
646.428.1979 (facsimile)

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

U.S. SECURITIES AND EXCHANGE COMMISSION,	:
	:
Plaintiff	:
	:
v.	: 04 Civ. 02322 GEL
	: ECF CASE
	: APPLICATION FOR
	: TEMPORARY
	: RESTRAINING ORDER
	: AND ORDER TO SHOW
	: CAUSE FOR
	: PRELIMINARY
	: INJUNCTION AND OTHER
	: RELIEF – (TRO
	: DEFENDANTS GIVEN
	: NOTICE)
UNIVERSAL EXPRESS, INC.,	
RICHARD A. ALTOMARE,	
CHRIS G. GUNDERSON,	
MARK S. NEUHAUS,	
GEORGE J. SANDHU,	
SPIGA, LTD.,	
TARUN MENDIRATTA	
Defendants.	

Plaintiff Securities and Exchange Commission requests that this Court pursuant to Fed. R. Civ. P. 65 upon its Complaint, Memorandum of Law, and accompanying papers, including the declaration of Hugh Beck enter: 1) a Temporary Restraining Order prohibiting defendants Universal Express, Altomare, and Gunderson from further violations of the registration provisions of Sections 5(a) and 5(c) of the Securities Act of 1933; 2) an Order to Show Cause why a preliminary injunction should not issue; 3) a Preliminary Injunction prohibiting all defendants

from all violations alleged in the complaint; 4) an order requiring defendants Universal and Altomare to perform an accounting; 5) an order expediting discovery and for service of process; and 6) an order preventing document alteration or destruction. The Commission respectfully requests that the Court's Order be entered in the form of the proposed Order To Show Cause accompanying this Application.

As demonstrated by the Declaration of Hugh Beck, defendants have dumped illegally more than 500 millions of shares of unregistered Universal stock into the public markets as part of an apparent scheme to finance the company. Universal, Gunderson, and Altomare have caused the issuance of unregistered stock on a monthly basis to persons who are participating in that scheme. They have made filings with the Commission that falsely described monies the company received as a result of the financing scheme. They have concocted false documents designed to hide and conceal the financing scheme. Further, they have issued false press releases about the company's business activities and financing in an apparent effort to raise the price of Universal's stock to further the financing scheme.

Indeed, the scheme continues to this day [Beck Declaration ¶ 19]. At least an additional 8 million shares of unregistered stock have been issued by the company in a little over the last month. At least 4 million of those shares have been publicly sold. Because the scheme to dump, without registration, millions of shares of stock into the public markets apparently is continuing it is therefore appropriate pursuant to Local Rule 6.1(d) for this Court to proceed without notice of motion and for this matter to be heard pursuant to this Application. The continued dumping of stock into the markets fully justifies the issuance of a TRO prohibiting Universal, Altomare, and Gunderson from continuing the dumping. No previous application for similar relief has been made.

Further, an Order to Show Cause why a preliminary injunction should not issue prohibiting all defendants from all alleged violations is also appropriate due to the flagrant nature of the violations.

I also certify that on March 23, 2004, at about 5:30 p.m. Eastern time, I personally spoke to counsel for Defendants Universal Express, Altomare, and Gunderson who has represented them in the course of the SEC's investigation into this matter to inform him that this action would be likely filed during the morning of March 24, 2004. Counsel for those defendants is Arthur Tifford, of Miami, Florida. His office telephone number is 305.545.7822. Mr. Tifford informed me that he was unavailable to participate in any hearing on Wednesday, March 24, 2004 due to prior commitments. He did state that he would be available by telephone throughout the day on Thursday March 25, 2004 by telephone. A member of my staff shortly thereafter sent by facsimile drafts of the proposed pleadings in this matter to Mr. Tifford's office (except the voluminous exhibits to the Beck declaration) as he had requested. My staff also sent by overnight courier for delivery at Mr. Tifford's office on the morning of March 24, 2004, another set of the pleadings, including the exhibits to the Beck declaration.

The Commission also requests that the Court set a hearing date in the attached Order to Show Cause for April 5 or April 6, 2004.

Respectfully submitted March 24, 2004.

/s/
Robert B. Blackburn, Esq. (RB 1545)
Local Counsel
Securities and Exchange Commission
233 Broadway, 11th Floor
New York, NY 10279
646.428.1610
646.428.1979 (facsimile)

/s/
Robert M. Fوسفeld
Attorney for the Plaintiff
Securities and Exchange Commission
1801 California Street, Suite 1500
Denver, CO 80202
303.844.1080
303.844.1068 (facsimile)
fusfeldr@sec.gov