

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION

March 28, 2005

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IN THE MATTER OF	:	
URBAN TRANSFER	:	
SYSTEMS, INC.	:	ORDER OF SUSPENSION
	:	OF TRADING
File No. 500-1	:	

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It appears to the Securities and Exchange Commission that the public interest and the protection of investors require a suspension of trading in the securities of Urban Transfer Systems, Inc. (“Urban Transfer”) because of concerns that Urban Transfer may have unjustifiably relied on Rule 504 of Regulation D of the Securities Act of 1933 in conducting an unlawful distribution of its securities that failed to comply with the resale restrictions of Regulation D. Questions also have been raised regarding potentially manipulative transactions in Urban Transfer’s common stock by certain individuals associated with the company and the accuracy of statements made in Urban Transfer’s publicly available Information Statement concerning the disciplinary history of its counsel. Urban Transfer, a company that has made no public filings with the Commission or the NASD, is quoted on the Pink Sheets under the ticker symbol UBTF.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above-listed company is suspended for the period from 9:30 a.m. EST, March 28, 2005 through 11:59 p.m. EDT, on April 8, 2005.

By the Commission.

Jonathan G. Katz  
Secretary