

UNITED ENERGY CORP /NV/
Form SB-2/A
July 21, 2006

As filed with the Securities and Exchange Commission on July 21, 2006

Registration No 333-133495

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

AMENDMENT NO. 1

to

FORM SB-2

**REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

UNITED ENERGY CORP.

(Exact Name of Small Business Issuer in its Charter)

Nevada

1389

22-3342379

(State or Other Jurisdiction of Incorporation or
Organization)

(Primary Standard Industrial
Classification Code Number)

(I.R.S. Employer
Identification No.)

600 Meadowlands Parkway #20
Secaucus, New Jersey 07094
(800) 327-3456

(Address and Telephone Number Principal Executive Offices and Principal Place of Business)

Brian King
President and Chief Executive Officer
United Energy Corp.
600 Meadowlands Parkway #20
Secaucus, New Jersey 07094
(800) 327-3456

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(Name, Address and Telephone Number of Agent For Service)

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. x

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Number of Units/Shares to be registered (1) (2)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.01 per share	9,354,000	\$ 1.87(3)	\$ 17,491,980	\$ 1,872
Common Stock, par value \$.01 per share	50,000	\$ 1.38(4)	\$ 69,000	\$ 8
Total	9,404,000			\$ 1,880 (5)

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended, the shares of common stock offered hereby also include an indeterminate number of additional shares of common stock as may from time to time become issuable by reason of stock splits, stock dividends, recapitalizations or other similar transactions.
- (2) Includes 5,104,000 shares of common stock issuable upon the exercise of warrants and 37,500 shares of common stock issuable upon the exercise of options.
- (3) Estimated based on average of the bid and asked prices of our common stock as reported over-the-counter on the OTC Electronic Bulletin Board of the National Association of Securities Dealers, Inc. on April 21, 2006 pursuant to Rule 457(c) promulgated under the Securities Act of 1933.
- (4) Estimated based on average of the bid and asked prices of our common stock as reported over-the-counter on the OTC Electronic Bulletin Board of the National Association of Securities Dealers, Inc. on July 18, 2006 pursuant to Rule 457(c) promulgated under the Securities Act of 1933.
- (5) The Registrant has increased the number of shares being registered from 9,354,000 to 9,404,000. \$1,872 was previously paid for the registration fee in connection with the filing of the initial registration statement on April 24, 2006.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and the selling stockholders are not soliciting offers to buy these securities, in any state where the offer or sale of these securities is not permitted.

PROSPECTUS

SUBJECT TO COMPLETION, DATED JULY 21, 2006

9,404,000 shares of Common Stock

UNITED ENERGY CORP.

This prospectus relates to the resale by selling stockholders of (i) 100,000 shares of our common stock issuable upon the exercise of warrants in connection with a consulting agreement dated May 17, 2004 (ii) 4,262,500 shares of our common stock (iii) 5,004,000 shares of our common stock issuable upon the exercise of our outstanding Series C Warrants and (iv) 37,500 shares of our common stock issuable upon the exercise of stock options.

We will not receive any proceeds in this offering from the resale of the shares of common stock held by the selling stockholders. We may receive proceeds in this offering from the issuance of our shares of common stock issuable upon exercise of the outstanding Series C Warrants and outstanding stock option in the event that Series C Warrant holders or stock option holders exercise such warrants or stock options, respectively, and pay the applicable cash exercise price in connection with such exercise.

Pursuant to certain registration rights agreements entered into by and among us and the selling stockholders, we have agreed to pay all expenses of the company and all reasonable expenses of the selling stockholders (excluding discounts, commissions, fees of underwriters, selling brokers, dealer managers or similar securities industry professionals), in each case incurred in connection with the registration of the shares of common stock covered by this prospectus.

Our common stock is quoted on the OTC Bulletin Board under the symbol UNRG.OB . On July 18, 2006, the average of the high ask and low bid prices, respectively, of our common stock as reported on the OTC Bulletin Board was \$1.37 per share.

Investing in our common stock involves a high degree of risk. Please carefully consider the Risk Factors beginning on page 3 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2006.

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SUMMARY

You should read the following summary together with the more detailed information contained elsewhere in this prospectus, including the section entitled **Risk Factors**, regarding our company and the common stock being registered and sold in this offering. Unless the context otherwise requires, we, our, us and similar phrases and the Company refer to United Energy Corp., a Nevada corporation.

THE COMPANY

We develop and distribute environmentally friendly specialty chemical products with applications in several industries and markets. Our current line of products includes:

KH-30 paraffin dispersant for the oil industry and related products;

Uniproof specialty-coated proofing paper for the printing industry; and

following additional testing, Slick Barrier underwater protective coatings for use in marine applications.

Through our wholly owned subsidiary, Green Globe Industries, Inc., we provide the U.S. military with a variety of solvents, paint strippers and cleaners under our trade name Qualchem. Green Globe is a qualified supplier for the U.S. military and has sales contracts currently in place with no minimum purchase requirements, which are renewable at the option of the U.S. Military.

We have developed and patented a system referred to as our S2 system, to work with our environmentally friendly paraffin dispersants products. This patented technology produces high volumes of steam and heat at variable pressures and temperatures to completely dissolve most deposits of paraffin and asphaltene within oil wells, pipelines or storage tanks. The S2 system apparatus is portable, compact and easy to use. We are further developing the process to enhance and support sales of KH-30 and its related products for the oil industry and for other potential applications.

CORPORATE INFORMATION

Our principal executive office is located at 600 Meadowlands Parkway, #20, Secaucus, New Jersey 07094, and our telephone number is (800) 327-3456. Our website is located at www.unitedenergycorp.net. Information on our website is not part of this prospectus.

THE OFFERING

Common stock offered by the selling stockholders:

Number of shares of common stock 4,262,500 shares

Number of shares that may be issued upon exercise of warrants 5,104,000 shares

Number of shares that may be issued upon exercise of stock options 37,500 shares

Total shares offered 9,404,000 shares

Common stock to be outstanding after this offering (1) 36,171,615 shares

Risk Factors See Risk Factors and other information included in this prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of common stock.

Use of Proceeds We do not own any of the shares being offered hereby; therefore, we will not receive any cash proceeds from the sale of the shares.

OTC Bulletin Board UNRG.OB

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(1) The number of shares of common stock to be outstanding after the offering is based on our shares outstanding as of June 30, 2006.

On May 17, 2004, we entered into a consulting agreement with C.C.R.I. Corporation for certain investor relations and development services. As consideration for these services, we issued warrants to purchase 100,000 shares of our common stock with an exercise price of \$2.00 per share. The underlying shares of common stock issuable upon exercise of the warrants are included in this prospectus.

On March 18, 2005, we entered into a securities purchase agreement with two private investors with respect to the sale of shares of our common stock, a new Series A Convertible Preferred Stock (the Preferred Stock) and warrants. The agreement provides for two types of units, designated as 20 Series A units and 42 Series B units, and for several closings. Each Series A unit consisted of 100,000 shares of our common stock and warrants to purchase 50,000 shares of common stock. Each Series B unit consisted of ten shares of Preferred Stock and warrants to purchase 40,000 shares of common stock. Each share of Preferred Stock is convertible into 80,000 shares of common stock at a conversion price of \$1.00 per share, and the warrants are exercisable at an exercise price of \$1.00 per share.

Subsequently, on January 26, 2006, we entered into the First Amendment to Securities Purchase Agreement dated as of March 18, 2005. Pursuant to the amendment, the investors agreed to purchase the remaining Series A Units for \$580,000, with the closing scheduled to occur on or before February 1, 2006. The investors waived a condition to such a closing in the original agreement related to the required amount of purchase orders we needed to obtain. The agreement was scheduled to expire on its first anniversary, March 18, 2006. The amendment changed that date to the earlier of March 18, 2008 or thirty (30) days after notice of termination from the holder of a majority of the shares issued under the agreement.

On March 9, 2006, we entered into the Second Amendment to Securities Purchase Agreement dated as of March 18, 2005. Pursuant to the second amendment, one of the investors agreed to purchase three-tenths of one Series B unit, consisting of 3 shares of Preferred Stock and warrants to purchase 12,000 shares of our common stock (the Series B Warrant), for an aggregate purchase price of \$24,000. In addition, the investors have agreed to waive all existing defaults under the purchase agreement, including our failure to timely file a Certificate of Designations for the Preferred Stock and to timely issue common stock certificates and warrants.

We and the investors also agreed to terminate all further obligations of the investors to purchase and our obligation to sell any remaining Series B units. The remaining Series B units would have consisted of 417 shares of Preferred Stock convertible into an aggregate of 3,336,000 shares of common stock at a conversion price of \$1.00 and of warrants to purchase 1,668,000 shares of common stock at an exercise price of \$1.00 per share. Instead thereof, we agreed to issue to one of the investors warrants to purchase 5,004,000 shares of our common stock at an exercise price of \$1.00 (the Series C Warrant). The Series C Warrant, as well as the Preferred Stock and the Series B Warrant, are subject to anti-dilution provisions in the event that we issue shares of common stock at a price less than the conversion price or the exercise price and contain provisions limiting the holders right to convert or exercise if doing so would cause such holder and its affiliates to beneficially own more than 9.99% of the outstanding common stock. The 5,004,000 shares of our common stock that may be issued upon exercise of the Series C Warrants are covered by this prospectus.

On March 24, 2006, we entered into Securities Purchase Agreements with the purchasers named therein (the Purchasers) and a First Amendment to Securities Purchase Agreement and Registration Rights Agreement pursuant to which we raised \$5,100,000 in gross cash proceeds from the sale to the Purchasers in a private placement of 4,250,000 shares of our common stock at a price of \$1.20 per share. The 4,250,000 shares of our common stock sold in the March 2006 offering are covered by this prospectus.

On March 4, 2002, we granted stock options to purchase 50,000 shares of our common stock with an exercise price of \$1.11 per share to Al Szur, an employee of the Company when such options were granted, as compensation for past services. 12,500 shares of our common stock issued upon the exercise of such stock options and 37,500 of the underlying shares of common stock issuable upon exercise of the stock options are included in this prospectus.

RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the following material risks, together with the other information contained in this prospectus, before you decide to buy our common stock. If any of the following risks actually occur, our business, results of operations and financial condition would likely suffer. In these circumstances, the market price of our common stock could decline and you may lose all or part of your investment.

WE HAD A CURRENT ACCUMULATED DEFICIT OF APPROXIMATELY \$23,234,612 AS OF MARCH 31, 2006 AND IF WE CONTINUE TO INCUR OPERATING LOSSES, WE MAY BE UNABLE TO SUPPORT OUR BUSINESS PLAN, WHICH WILL HAVE A DETRIMENTAL EFFECT ON OUR STOCK.

We have incurred losses in each of our last three fiscal years. As of March 31, 2006, we had an accumulated deficit of \$23,234,612. If we continue to incur operating losses and fail to become a profitable company, we may be unable to support our business plan, namely to market our KH-30 oil and gas well cleaning products. We incurred net losses of \$10,836,644 and \$1,854,876 in the fiscal years ended March 31, 2006 and 2005, respectively. Our future profitability depends in large part on our ability to market and support our KH-30 oil and gas well cleaners. We cannot assure you that we will achieve or sustain significant sales or profitability in the future. This would have a detrimental effect on the long-term capital appreciation of our stock.

THERE ARE SIGNIFICANT OBSTACLES TO ENTERING THE OIL AND GAS PRODUCING INDUSTRY THAT HAVE CONTRIBUTED TO THE SLOW PACE AT WHICH OUR KH-30 PRODUCTS ARE BEING INTRODUCED TO THE MARKET.

Our business plan is focused largely on marketing efforts for KH-30. Although we believe that the application of KH-30 oil and gas well cleaning products on a continuous basis will result in higher production and lower power lease operating costs, the introduction of KH-30 into the oil and gas producing industry has been extremely difficult. Many entrenched players such as the hot oilers and the major oil service companies that benefit from high markups on their proprietary products have no incentive to promote the use of KH-30. Moreover, oil production engineers are extremely reluctant to risk damage to a well from a product that does not have the endorsement of a major enterprise. Consequently, the pace of introduction of KH-30 has been much slower than we initially anticipated. If we and our KH-30 marketing partners are unable to successfully achieve market acceptance for KH-30, our future results of operations and financial condition will be adversely affected.

BECAUSE WE EXPECT SALES OF UNIPROOF TO CONTINUE TO DECLINE, WE MAY NOT BE ABLE TO GENERATE SUBSTANTIAL REVENUES OR ACHIEVE PROFITABILITY, WHICH WOULD SERIOUSLY IMPAIR OUR ABILITY TO MARKET KH-30.

Our sales to date have been substantially dependent on sales of our Uniproof proofing paper. Sales of Uniproof accounted for approximately 21.5% and 29.5% of revenues for the fiscal years ended March 31, 2006 and 2005, respectively. The decline in the level of proofing paper sales is due to the paper industry switching to a digital technology. Because we expect sales of this product to continue to decline, if we are unable to generate significant revenue from this product, or fail to develop significant revenue from other products in its stead, our business plan and financial condition will be severely affected.

THE SUCCESS OF OUR KH-30 PRODUCTS WILL BE HIGHLY DEPENDENT UPON THE LEVEL OF ACTIVITY AND EXPENDITURES IN THE OIL AND NATURAL GAS INDUSTRIES AND A DECREASE IN THE LEVELS THEREOF WOULD, IN ALL LIKELIHOOD, ADVERSELY IMPACT SALES OF KH-30.

We anticipate that demand for our oil and gas cleaning product will depend on the levels of activity and expenditures in the industry, which are directly affected by trends in oil and natural gas prices. We anticipate that demand for KH-30 will be particularly sensitive to the level of development, production and exploration activity of, and corresponding capital spending by, oil and natural gas companies. Prices for oil and gas are subject to large fluctuations in response to relatively minor changes in the supply of and demand for oil and gas, market uncertainty, political stability and a variety of other factors that are beyond our control. Any prolonged reduction in oil and natural gas prices will depress the level of exploration, and development and production activity. Lower levels of activity are expected to result in a corresponding decline in the demand for our oil and gas well products, which could have an adverse impact on our prospects, results of operations and financial condition. Factors affecting the prices of oil and natural gas include:

worldwide political, military and economic conditions, including the ability of OPEC (the Organization of Petroleum Exporting Countries) to set and maintain production levels and prices for oil and gas;

overall levels of global economic growth and activity;

global weather conditions;

the level of production by non-OPEC countries;

the policies of governments regarding the exploration for and production and development of their oil and natural gas reserves; and

actual and perceived changes in the supply of and demand for oil and natural gas.

IF OUR STRATEGIC PARTNERS DO NOT EFFECTIVELY MARKET OUR PRODUCTS, WE WILL NOT GENERATE SIGNIFICANT SALES OR PROFITS AND WE DO NOT CURRENTLY HAVE THE INTERNAL RESOURCES TO MARKET OUR PRODUCTS DIRECTLY.

We utilize third parties to assist in marketing, selling and distributing our products. We believe that the establishment of a network of third party strategic partners, particularly abroad, with extensive and specific knowledge of the various applications in the oil and gas industry and printing market is important for us to succeed in these sectors. We cannot assure you that our current or future strategic partners will purchase our products at sufficient levels or provide us with adequate support. If one or more of our partners underperforms or if any of our strategic relationships are terminated or otherwise disrupted, our operating performance, results of operations and financial condition will be adversely affected.

WE DEPEND ON A SMALL NUMBER OF CUSTOMERS FOR A SUBSTANTIAL PORTION OF OUR REVENUES, BUT WE HAVE NO LONG TERM CONTRACTS OR BINDING PURCHASE COMMITMENTS FROM THESE CUSTOMERS.

We currently have a limited number of recurring customers for our products, none of whom have entered into long-term contracts or binding purchase commitments with us. A significant portion of our revenue is earned in connection with sales of Uniproof proofing papers to the Alameda Company of Anaheim, California. During the fiscal years ended March 31, 2006 and 2005, sales attributable to Alameda represented approximately 21.5% and 29.5%, respectively, of our total revenues. Revenue from Alameda is expected to continue to decline due to digital technology. However, a decision by Alameda to discontinue its relationship with us would result in a significant loss of revenue to us. Our three largest customers accounted for 45% and 72% of our revenues for the fiscal years ended March 31, 2006 and 2005, respectively.

WE RELY ON THIRD PARTIES FOR THE RAW MATERIALS NECESSARY TO MAKE OUR PRODUCTS, LEAVING US POTENTIALLY VULNERABLE TO SUBSTANTIAL COST INCREASES AND DELAYS.

All of the raw materials necessary for the manufacture of our products are generally available from multiple sources, although we have negotiated favorable arrangements with our current suppliers. If one or more of our current suppliers were no longer able to supply the raw materials that we need, we would be required to negotiate arrangements with alternate suppliers, which would likely include some cost or delay and could be substantial. In addition, no assurance can be given that any alternative arrangements that we secure would be on terms as favorable as our current arrangements.

WE DEPEND ON INDEPENDENT MANUFACTURERS OF OUR PRODUCTS; ANY PROLONGED INTERRUPTION IN THEIR BUSINESS COULD CAUSE US TO LOSE OUR CUSTOMERS.

We do not own any manufacturing facilities. Our chemical products are generally manufactured by contract blenders at a number of different facilities. Chemical blenders are relatively easy to replace. The photosensitive coating for our Uniproof product is applied by one independent coater. While we believe these facilities have the capacity to meet our current production needs and also meet applicable environmental regulations, we cannot be certain that these facilities will continue to meet our needs or continue to comply with environmental laws. In addition, these facilities are subject to certain risks of damage, including fire, that would disrupt production of our

products. To the extent we are forced to find alternate facilities, it would likely involve delays in manufacturing and potentially significant costs.

The chemical blender and independent coater that manufactures our products are bound by confidentiality agreements that obligate them not to disclose or use our proprietary information. A breach of one or more of these agreements could have a detrimental effect on our business and prospects.

ENVIRONMENTAL PROBLEMS AND LIABILITIES COULD ARISE AND BE COSTLY FOR US TO CLEAN UP.

We are subject to various foreign, federal, state and local laws and regulations relating to the protection of the environment, including the Industrial Site Recovery Act, a New Jersey statute requiring clearance by the state prior to the sale of any industrial facility. These laws provide for retroactive strict liability for damages to natural resources or threats to public health and safety, rendering a party liable without regard to its negligence or fault. Sanctions for noncompliance may include revocation of permits, corrective action orders, and administrative or civil penalties or even criminal prosecution. We have not, to date, incurred any serious liabilities under environmental regulations and believe that we are in substantial compliance therewith. Nevertheless, we cannot be certain that we will not encounter environmental problems or incur environmental liabilities in the future that could adversely affect our business.

BECAUSE WE ARE SMALLER AND HAVE FEWER FINANCIAL AND MARKETING RESOURCES THAN MANY OF OUR COMPETITORS, WE MAY NOT BE ABLE TO SUCCESSFULLY COMPETE IN THE EXTREMELY COMPETITIVE SPECIALTY CHEMICAL AND PRINTING INDUSTRIES.

We compete directly or indirectly with other producers of specialty chemical products, most of which are or have aligned themselves with more established companies, have greater brand recognition and greater financial and marketing resources. Generally, we attempt to compete by offering what we hope to be lower prices and better service. However, the prices for our KH-30 and related line of cleaners are higher than competing products; therefore, we attempt to compete by emphasizing product effectiveness and environmental safety.

We also believe that our efforts to patent the KH-30 oil well cleaner in the principal oil producing countries worldwide will improve our competitive position in this market. However, we are aware that other companies may try to imitate our products or invalidate our patents. In the past we have vigorously enforced our trade secrets and other intellectual property, and intend to continue to do so in the future. We recognize that we may incur significant costs to defend our intellectual property and that intellectual property rights provide less than complete protection.

WE MAY NOT BE ABLE TO RETAIN OUR EXECUTIVE OFFICERS WHO WE NEED TO SUCCEED, AND ADDITIONAL QUALIFIED PERSONNEL ARE EXTREMELY DIFFICULT TO ATTRACT.

Our performance depends, to a significant extent, upon the efforts and abilities of our executive officers. We do not have employment agreements with certain of our executive officers and do not maintain any key man insurance on their lives for our benefit. The loss of the services of our executive officers could have a serious and adverse effect on our business, financial condition and results of operations. Our success will also depend upon our ability to recruit and retain additional qualified senior management personnel. Competition is intense for highly skilled personnel in our industry and, accordingly, no assurance can be given that we will be able to hire or retain sufficient personnel.

OUR MANAGEMENT OWNS A SUBSTANTIAL AMOUNT OF OUR STOCK AND IS CAPABLE OF INFLUENCING OUR BUSINESS AND AFFAIRS.

Our directors and executive officers beneficially own approximately 25.3% of our outstanding common stock. As such, they will be able to significantly influence the election of the members of our board of directors and the outcome of corporate actions that require shareholder approval, such as mergers and acquisitions. This level of ownership, together with particular provisions of our articles of incorporation, bylaws and Nevada law, may have a significant effect in delaying, deferring or preventing any change in control and may adversely affect the voting and other rights of our other shareholders.

IF WE CANNOT PROTECT OUR PROPRIETARY RIGHTS AND TRADE SECRETS OR IF WE WERE FOUND TO BE INFRINGING ON THE PROPRIETARY RIGHTS OF OTHERS, OUR BUSINESS WOULD BE SUBSTANTIALLY HARMED.

Our success depends in large part on our ability to protect the proprietary nature of our products, preserve our trade secrets and operate without infringing the proprietary rights of third parties. If other companies obtain and copy our technology or claim that we are making unauthorized use of their proprietary technology, we may become involved in lengthy and costly disputes. If we are found to be infringing on the proprietary rights of others, we could be required to seek licenses to use the necessary technology. We cannot assure you that we could obtain these licenses on acceptable terms, if at all. In addition, the laws of some foreign countries may not provide adequate protection for our proprietary technology.

To protect our intellectual property, we seek patents and enter into confidentiality agreements with our employees, manufacturers and marketing and distribution partners. We cannot assure you that our patent applications will result in the successful issuance of patents or that any issued patents will provide significant protection for our technology and products. In addition, we cannot assure you that other companies will not independently develop competing technologies that are not covered by our patents. There is also no assurance that confidentiality agreements will provide adequate protection of our trade secrets, know-how or other proprietary information. Any unauthorized disclosure and use of our proprietary technology, whether in breach of an agreement or not, could have an adverse effect on our business, prospects, results of operations and financial condition.

THE PUBLIC MARKET FOR OUR COMMON STOCK HAS BEEN CHARACTERIZED BY A LOW VOLUME OF TRADING AND OUR STOCKHOLDERS MAY NOT BE ABLE TO RESELL THEIR SHARES AT OR ABOVE THE PRICE AT WHICH THEY PURCHASED THEIR SHARES, IF AT ALL.

Historically, the volume of trading in our common stock has been low. A more active public market for our common stock may not develop or, even if it does in fact develop, may not be sustainable. The market price of our common stock may fluctuate significantly in response to factors, some of which are beyond our control. These factors include:

product liability claims and other litigation;

the announcement of new products or product enhancements by us or our competitors;

developments concerning intellectual property rights and regulatory approvals;

quarterly variations in our competitors' results of operations;

developments in our industry; and

general market conditions and other factors, including factors unrelated to our own operating performance.

Recently, the stock market in general has experienced extreme price and volume fluctuations. In particular, market prices of securities of specialty chemical products companies have experienced fluctuations that are often unrelated to or disproportionate from the operating results of these companies. Continued market fluctuations could result in extreme volatility in the price of shares of our common stock, which could cause a decline in the value of our shares. Price volatility may be worse if the trading volume of our common stock is low.

OUR COMMON STOCK IS CONSIDERED A PENNY STOCK AND MAY BE DIFFICULT TO SELL WHEN DESIRED.

The SEC has adopted regulations that define a penny stock, generally, to be an equity security that has a market price of less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to specific exemptions. The market price of our common stock has been less than \$5.00 per share. This designation requires any broker or dealer selling our securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities. These rules may restrict the ability of brokers or dealers to sell our common stock and may affect the ability of stockholders to sell their shares. In addition, since our common stock is currently quoted on the OTC Bulletin Board, stockholders may find it difficult to obtain accurate quotations of our common stock, may experience a lack of buyers to purchase our shares or a lack of market makers to support the stock price.

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A SIGNIFICANT NUMBER OF OUR SHARES ARE ELIGIBLE FOR SALE AND THEIR SALE OR POTENTIAL SALE WILL PROBABLY DEPRESS THE MARKET PRICE OF OUR STOCK.

Sales of a significant number of shares of our common stock in the public market could harm the market price of our common stock. As additional shares become available for resale in the public market pursuant to this registration statement, the supply of our common stock will increase, which could decrease its price. Some or all of the shares of our common stock may also be offered from time to time in the open market without registration pursuant to Rule 144, and these sales could have a depressive effect on the market for our common stock. In general, a person who has held restricted shares for a period of one year may, upon the filing of a notification on Form 144 with the SEC, sell common stock in an amount equal to the greater of 1% of the outstanding shares or the average weekly number of shares sold in the prior one week period. These sales may be repeated once during each 3 month period. In addition, any person that is not an affiliate of ours may sell all of his, hers or its restricted shares after the shares have been held for 2 years or more pursuant to Rule 144(k).

WE DO NOT ANTICIPATE PAYING DIVIDENDS ON OUR COMMON STOCK IN THE FORESEEABLE FUTURE; THEREFORE, YOU SHOULD NOT BUY THIS STOCK IF YOU WISH TO RECEIVE CASH DIVIDENDS.

We currently intend to retain our future earnings in order to support operations and finance expansion; therefore, we do not anticipate paying any cash dividends on our common stock in the foreseeable future.

FORWARD LOOKING INFORMATION

All statements included in this prospectus, other than statements of historical facts, that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward looking statements. Such statements are typically characterized by terminology such as believe, anticipate, should, intend, plan, will, expect, estimate, project, positioned, expressions. These statements are based on assumptions and assessments made by our management in light of its experience and its perception of historical trends, current conditions, expected future developments and other factors that our management believes to be appropriate. These forward looking statements are subject to a number of risks and uncertainties, including those risks described in this prospectus under **Risk Factors**, as well as other factors that our management has not yet identified. Any such forward looking statements are not guarantees of future performance and actual results, developments and business decisions may differ from those contemplated by such forward looking statements. We disclaim any duty to update any forward looking statements.

USE OF PROCEEDS

We do not own any of the shares offered hereby. The selling stockholders will receive all of the proceeds from the sale of shares covered by this prospectus. We will receive none of the proceeds from the sale of the shares by the selling stockholders. If all of the Series C Warrants are exercised in full, we will receive \$5,004,000, which will be used for working capital and for general corporate purposes. If all of the warrants issued to C.C.R.I Corporation are exercised in full, we will receive \$200,000, which will be used for working capital and for general corporate purposes. If all of the stock options to purchase 37,500 shares of our common stock are exercised in full, we will receive \$37,501, which will be used for working capital and for general corporate purposes.

SELLING SECURITY HOLDERS

We are registering a total of 9,404,000 shares of our common stock, pursuant to the requirements of (i) a Consulting Agreement that we entered into with C.C.R.I. Corporation on May 17, 2004, (ii) a Second Amendment to Securities Purchase Agreement and Registration Rights Agreement that we entered into with certain of the selling stockholders on March 9, 2006 (iii) Securities Purchase Agreements, Registration Rights Agreement and a First Amendment to Securities Purchase Agreement and Registration Rights Agreement that we entered into with certain of the selling stockholders on March 24, 2006 and (iv) stock options granted to an employee on March 4, 2002. None of the selling stockholders listed below, other than Al Szur, who was employed by the Company from 1996 to 2002, has ever held any position or office with us.

On March 4, 2002, we granted stock options to purchase 50,000 shares of our common stock with an exercise price of \$1.11 per share to Al Szur, an employee of the Company when such options were granted, as compensation for past services. 12,500 shares of our common stock issued upon the exercise of such stock options

and 37,500 of the underlying shares of common stock issuable upon exercise of the stock options are included in this prospectus.

On May 17, 2004, we entered into a consulting agreement with C.C.R.I. Corporation for certain investor relations and development services. As consideration for these services, we issued warrants to purchase 100,000 shares of our common stock with an exercise price of \$2.00 per share. The underlying shares of common stock issuable upon exercise of the warrants are included in this prospectus.

On March 18, 2005, we entered into a securities purchase agreement with two private investors with respect to the sale of shares of our common stock, a new Preferred Stock and warrants. The agreement provides for two types of units, designated as 20 Series A units and 42 Series B units, and for several closings. Each Series A unit consisted of 100,000 shares of our common stock and warrants to purchase 50,000 shares of common stock. Each Series B unit consisted of ten shares of Preferred Stock and warrants to purchase 40,000 shares of common stock. Each share of Preferred Stock is convertible into 80,000 shares of common stock at a conversion price of \$1.00 per share, and the warrants are exercisable at an exercise price of \$1.00 per share.

Subsequently, on January 26, 2006, we entered into the First Amendment to Securities Purchase Agreement dated as of March 18, 2005. Pursuant to the amendment, the investors agreed to purchase the remaining Series A Units for \$580,000, with the closing scheduled to occur on or before February 1, 2006. The investors waived a condition to such a closing in the original agreement related to the required amount of purchase orders we needed to obtain. The agreement was scheduled to expire on its first anniversary, March 18, 2006. The amendment changed that date to the earlier of March 18, 2008 or thirty (30) days after notice of termination from the holder of a majority of the shares issued under the agreement.

On March 9, 2006, we entered into the Second Amendment to Securities Purchase Agreement dated as of March 18, 2005. Pursuant to the second amendment, one of the investors agreed to purchase three-tenths of one Series B unit, consisting of 3 shares of Preferred Stock and Series B Warrants to purchase 12,000 shares of our common stock, for an aggregate purchase price of \$24,000. In addition, the investors have agreed to waive all existing defaults under the purchase agreement, including our failure to timely file a Certificate of Designations for the Preferred Stock and to timely issue common stock certificates and warrants.

We and the investors also agreed to terminate all further obligations of the investors to purchase and our obligation to sell any remaining Series B units. The remaining Series B units would have consisted of 417 shares of Preferred Stock convertible into an aggregate of 3,336,000 shares of common stock at a conversion price of \$1.00 and of warrants to purchase 1,668,000 shares of common stock at an exercise price of \$1.00 per share. Instead thereof, we agreed to issue to one of the investors Series C Warrants to purchase 5,004,000 shares of our common stock at an exercise price of \$1.00. The Series C Warrant, as well as the Preferred Stock and the Series B Warrant, are subject to anti-dilution provisions in the event that we issue shares of common stock at a price less than the conversion price or the exercise price and contain provisions limiting the holders right to convert or exercise if doing so would cause such holder and its affiliates to beneficially own more than 9.99% of the outstanding common stock.

On March 24, 2006, we entered into Securities Purchase Agreements with the Purchasers and a First Amendment to Securities Purchase Agreement and Registration Rights Agreement pursuant to which we raised \$5,100,000 in gross cash proceeds from the sale to the Purchasers in a private placement of 4,250,000 shares of our common stock at a price of \$1.20 per share.

The following table sets forth information regarding the shares being registered hereunder, as of June 30, 2006, with respect to the shares owned by the selling stockholders. The number of shares of common stock offered for resale by this prospectus by the selling stockholders was determined by the terms of our agreements with such selling stockholders.

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Name of Selling Stockholder	Shares of Common Stock Owned Prior to the Offering (1)	Number of Shares to be Offered for Sale (2)	Number of Shares of Common Stock Owned after Offering (2)	Percentage of Class after Offering
Sherleigh Associates Inc. Profit Sharing Plan	8,286,500(3)	5,004,000	3,282,500	8.9%
Ursuline Co.	100,000	100,000	0	
Atlas Allocation Fund L.P.	833,333	833,333	0	
Bedford Oak Partners, LP	200,000	200,000	0	
Edward Newman	62,500	62,500	0	
Knoll Capital Fund II Master Fund, Ltd	312,500	312,500	0	
Europa International, Inc.	312,500	312,500	0	
Glen Tobias	100,000	100,000	0	
James G. Irvine	83,333	83,333	0	
Jan Arnett	150,000	150,000	0	
Kerry Propper	83,333	83,333	0	
Kleopatra Georgiades	100,000	100,000	0	
Michelle Jaigobind	41,667	41,667	0	
Christopher Fiore	41,667	41,667	0	
Paul G. LaRosa	20,833	20,833	0	
MJR Holdings Inc.	83,333	83,333	0	
Silverman Sclar Shin & Byrne PLLC Pension Plan	75,000(4)	25,000	50,000	*
Richard D. Propper	83,333	83,333	0	
London Family Trust	400,000	400,000	0	
Heller Capital Investments, LLC	425,000	425,000	0	
St. Cloud Capital Partners, LP	166,667	166,667	0	

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Stifel, Nicolaus Custodian for Jonathan Berg Roth IRA Account 14992590	41,667	41,667	0	
MDZNK Partners	41,667	41,667	0	
Terry Fields	25,000	25,000	0	
Stanley Grossman	100,000	100,000	0	
LSJ Holdings	19,864	19,864	0	
Paul Jolliffe	28,102	28,102	0	
James K. Price	56,206	56,206	0	
John Price	19,864	19,864	0	
Reinaldo Pascual	19,864	19,864	0	
J. Thomas Presby	19,864	19,864	0	
Sir Anthony Jolliffe	28,079	28,079	0	
DW Investments, LLC	56,206	56,206	0	
OilWorks Partners	168,618	168,618	0	
C.C.R.I. Corporation	100,000(5)	100,000	0	
Al Szur	50,100(6)	50,000	100	*

* Less than 1%

(1) Except as otherwise indicated, the number of shares beneficially owned is determined under rules promulgated by the SEC assuming that the warrants and other convertible securities held by the selling stockholders do not contain any limitations on conversion or exercise, and the information is not necessarily indicative of beneficial ownership for any other purpose. Each selling stockholder has sole voting power and investment power with respect to all shares of common stock listed as owned by that selling stockholder.

(2) We do not know when or in what amounts the selling stockholders will offer shares for sale, if at all. The selling stockholders may sell any or all of the shares included in and offered by this prospectus and any shares that may be sold pursuant to Rule 144 under the Securities Act. Because the selling stockholders may offer all or some of the shares pursuant to this offering, we cannot estimate the number of the shares that will be held by the selling stockholders after completion of the offering. However, for purposes of this table, we have assumed that, after completion of the offering, none of the shares included in and covered by this prospectus will be held by the selling stockholders, but the shares they own that are not covered by this prospectus will be retained.

(3) Represents (a) 2,313,333 shares of common stock held by Sherleigh Associates Inc. Profit Sharing Plan (Sherleigh), a trust of which Jack Silver is the trustee; (ii) 266,500 shares of common stock held by Mr. Silver's children; (iii) 24,000 shares of common stock issuable upon conversion of Series A Convertible Preferred Stock held by Sherleigh which prohibit conversion thereof to the extent following the conversion the holder or its affiliates would beneficially own more than 9.9% of the total number of issued and outstanding common stock of the Company; (iii) 678,667 shares of common stock issuable upon exercise of warrants held by Sherleigh which warrants prohibit exercise thereof to the extent following the exercise the holder or its affiliates would beneficially

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own more than 9.9% of the total number of issued and outstanding common stock of the Company; and (iv) 5,004,000 shares of common stock issuable upon the exercise of Series C Warrants held by Sherleigh which warrants prohibit exercise thereof to the extent following the exercise the holder or its affiliates would beneficially own more than 9.9% of the total number of issued and outstanding common stock of the Company. The shares of common stock issuable upon the exercise of the Series C warrants are covered by this prospectus. Mr. Silver, as trustee, is deemed to beneficially own the shares of common stock held by Sherleigh.

(4) Represents (i) 52,500 shares of common stock held by Silverman Sclar Shin & Byrne PLLC Pension Plan, a trust of which Peter Silverman is the trustee; and (ii) 22,500 shares of common stock held by Mr. Silverman.

(5) Represents 100,000 shares of common stock issuable upon exercise of warrants.

(6) Represents 12,500 shares of common stock, 37,500 shares of common stock issuable upon exercise of stock options and 100 shares of common stock held by Mr. Szur's wife.

DESCRIPTION OF BUSINESS

Overview

We develop and distribute environmentally friendly specialty chemical products with applications in several industries and markets. Our current line of products includes:

KH-30 paraffin dispersant for the oil industry and related products;

Uniproof specialty-coated proofing paper for the printing industry; and

following additional testing, Slick Barrier underwater protective coatings for use in marine applications.

Through our wholly owned subsidiary, Green Globe Industries, Inc., we provide the U.S. military with a variety of solvents, paint strippers and cleaners under our trade name Qualchem. Green Globe is a qualified supplier for the U.S. military and has sales contracts currently in place with no minimum purchase requirements, which are renewable at the option of the U.S. Military.

We have developed and patented a system referred to as our S2 system, to work with our environmentally friendly paraffin dispersants products. This patented technology produces high volumes of steam and heat at variable pressures and temperatures to completely dissolve most deposits of paraffin and asphaltene within oil wells, pipelines or storage tanks. The S2 system apparatus is portable, compact and easy to use. We are further developing the process to enhance and support sales of KH-30 and its related products for the oil industry and for other potential applications.

A key component of our business strategy is to pursue collaborative joint working and marketing arrangements with established international oil and oil service companies. We intend to enter into these relationships to more rapidly and economically introduce our KH-30 product line to the worldwide marketplace for refinery, tank and pipeline cleaning services. We have recently entered into a non-exclusive distribution agreement with Champion Technologies Inc. and a non-exclusive Master Purchase Agreement with Petrobras America Inc. for the sale and distribution of our K-Line of patented specialty chemical solutions. The agreements do not provide for any minimum amounts to be purchased. We are also currently negotiating potential working arrangements with several other companies, however, there can be no assurance that any of these arrangements will be entered into or, if entered into, (as well as the agreements with Champion Technologies and Petrobras America Inc.) will be successful.

We provide specialty chemical and graphic arts products to our customers and generated revenues of \$492,235 for the fiscal year ended March 31, 2006 and \$1,850,954 for the fiscal year ended March 31, 2005.

Organizational History

We were originally incorporated in Nevada in 1971 as Aztec Silver Mining Co. We engaged in the manufacturing and distribution of printing equipment from 1995 through 1998. During that period, we began to

develop specialty chemical products for use in the printing industry. In March 1998, we discontinued our printing equipment operations and changed our business focus to the development of specialty chemical products.

Business Operations and Principal Products

K-Product Line of Chemicals

KH-30 is a mixture of modified oils, dispersants and oil-based surfactants designed to control paraffin and asphaltene deposits in oil wells. When applied in accordance with our recommended procedures, KH-30 has resulted in substantial production increases in paraffin-affected oil and gas wells by allowing for a faster penetration of paraffin and asphaltene deposits. KH-30 disperses and suspends paraffin and asphaltene in a free-flowing state and prevents solids from sticking to each other or to oil well equipment. KH-30 is patented in the United States, Russia, Venezuela, Argentina, Canada, China, the European Union, Hong Kong, Malaysia and Mexico. We have ten additional country patent applications pending in most of the major oil-producing countries around the world.

Although we believe that the application of our K-Line of products on a continuous basis will result in higher production and lower lease operating costs in oil wells, the introduction of our K-Line of products into the oil and gas producing industry has been difficult. Many entrenched players such as the hot oilers and the major oil service companies who benefit from high mark-ups on their proprietary products have no incentive to promote the use of our K-Line of products. Moreover, oil production engineers are reluctant to risk damage to a well from a product that does not have the endorsement and backing of a major enterprise. Consequently, the pace of introduction of our K-line of products has been much slower than we initially anticipated. We believe that this situation has begun to change as a result of our marketing efforts with several oil service companies and well owners beginning to use our products after successful trials.

KX-91 is used for cleanup and stimulation of well bores. It works on all gravities of crudes. It penetrates and disperses faster than KH-30 and has a freeze point of -40F. KX-91 is good for tanks with buildup on the bottom and can be used on pipelines with paraffin and asphaltene blockages.

KDR-75 is effective in reducing friction pressure of petroleum crude and related oil products due to turbulent flow through pipelines and helps restore laminar flow. As a result, an increase in flow rate and productivity with reduced energy consumption can be achieved.

KX-100 is a product where contact time is limited for removal of a plug. It is fast acting and an effective dispersant that can be used in temperatures as low as -25F. It can be used in nearly any application.

KX-105DS-A Degreaser is a strong multi-functional, chemical cleaning compound designed to dissolve and remove tough heavy organic and sludge deposits. It possesses strong wetting, penetrating, dispersing and solvating properties. Hence, safe for use in oil field cleaning applications.

KX-104PDC is designed to reduce pour point, gel point, or cloud point of crude oil and improve its cold flow property and pumpability in oil field processing applications.

KX-404 EB is specifically formulated to destabilize both, oil-in-water and water-in-oil type emulsions when used in low treatment dosages of 50-100 PPM with minimal contact time. It triggers kinetically and thermodynamically unstable, weaker, transient emulsion phase into a sharp clean break down of oil and water phase. The application of steam heat up to 150-200F will activate and speed up demulsification.

Additional Product Line of Chemicals

Gunzilla BC-10 is a patent pending formula which was developed for the military as a safer and more effective bore and chamber cleaner. It can be used on everything from small handguns to 16 guns. Gunzilla BC-10 is currently being marketed and distributed by TopDuck Products LLC.

FR-15 is an environmentally friendly soil remediation agent.

AS-12 is an acidic cleaner in liquid form, which has been formulated to aid in the removal of Iron Sulfide and mild depositions of Calcium Carbonate from down-hole equipment surfaces and any other locations where a low pH may be advisable. Due to its very low pH, it is recommended that general safety precautions be observed while handling the concentrated material, wearing suitable facial and skin precautions.

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CI-98 is formulated around an oil-soluble, water-dispersible filming amine designed for use in sour gas and producing oil wells. It is a liquid compound, which has been formulated to give a very tenacious film with an extended persistency without undesirable gunking on the down-hole tubulars.

SCI-97 Quaternary Surfactant is designed for use in down-hole cleanups in producing oil wells. It is a quaternary ammonium chloride compound which has been successfully used to clean the down-hole surfaces in producing wells, as well as in salt water disposal and injections systems, while at the same time water-wetting the solids to assist in removing these from the produced crude oil.

SI-18 Scale Inhibitor is a broad based spectrum, high-calcium tolerant, water soluble scale inhibitor which has been formulated to inhibit the formation and deposition of Calcium Carbonate scale in oil field brines. SI-15 will complex well with the calcium cations, impeding crystal growth and subsequent scale formation and deposition.

HI-17 is an aqueous solution of an alkyl amine along with other proprietary ingredients, which is used to prevent precipitation of sodium chloride crystals from high chloride brines. It may be applied over the wide range of temperatures and pressures, which are typically found in producing oil and gas wells with little to no impact on performance.

Uniproof Proofing Paper

We have developed a photo-sensitive coating that is applied to paper to produce what is known in the printing industry as proofing paper or blue line paper. We developed this formulation over several years of testing. The formulation is technically in the public domain as being within the scope of an expired patent of duPont. However, to the best of our knowledge, other companies have not duplicated the exact formulation utilized by us, and we protect it as a trade secret.

We introduced our proofing paper in June 1999. Sales of Uniproof proofing paper totaled \$106,019 for the fiscal year ended March 31, 2006 and \$546,096 for the fiscal year ended March 31, 2005. Revenues from sales of proofing paper are expected to continue to decline due to the industry switching to a digital technology.

Slick Barrier

Slick Barrier is an underwater protective coating, which prevents the adherence of barnacles to boat hulls. The product is environmentally friendly and biodegradable, which we believe to be particularly appealing in fresh water marine applications.

Aqueous Coating

We have developed a patent pending aqueous coating with excellent oil, grease and water repellency for hot/cold food packaging such as cups, plates, cartons, wrappers and corrugated boxes which is biodegradable, decomposable, and recyclable.

Additional Technologies

We have a patent pending apparatus for introducing a vapor-containing stream into underground geological formations, pumps, conduits or tanks which represents an advance over previous techniques. The technique allows vapor-containing steam to bypass the well and be released to the atmosphere.

GreenGlobe Industries

In November 1998, we acquired all of the outstanding shares of Green Globe in exchange for 30,000 shares of our common stock. Green Globe is operated as a separate subsidiary and sells its products under the trade name Qualchem. We provide the U.S. military with a variety of solvents, paint strippers and cleaners under our trade name Qualchem. Green Globe is a qualified supplier for the U.S. military and has sales contracts currently in place with no minimum purchase requirements, which are renewable at the option of the U.S. Military.

Manufacturing and Sales

All of the raw materials necessary for the manufacture of our products are generally available from multiple sources. Although we have negotiated favorable arrangements with some of our current suppliers, (which include Pride Solvents and Chemical Co. of NJ Inc., Hy-Test Packaging Corp, Air Products and Chemicals and

Arista Industries Inc), we would have to repeat the process if one or more of our current suppliers were no longer to be able to supply these raw materials to us. We do not own any special manufacturing facilities. Our chemical products are generally manufactured by contract blenders at a number of different locations. This method of manufacturing has reduced the need for us to invest in facilities and to hire the employees to staff them. Chemical blenders are relatively easy to replace and are bound by confidentiality agreements, where appropriate, which obligate them not to disclose or use our proprietary information.

We are not responsible for any environmental expenditure with respect to the manufacturing of our products. First, the chemical products that we use are generally environmentally friendly products in that they are low in toxicity and rank high in biodegradability. Further, any environmental issues involved in manufacturing are the responsibility of the blending facilities, provided they receive adequate and accurate information from us as to the components of the chemicals involved, however, there can be no assurance that we will not be liable as we are subject to various foreign, federal, state and local law and regulations relating to the protection of the environment.

Currently, the photosensitive coating for our Uniproof proofing paper is applied by an independent coater who is bound by a confidentiality agreement that obligates it not to disclose or use our confidential information. We believe this facility has the capacity to meet our production needs for the foreseeable future and also meets all environmental manufacturing regulations now or expected to be enacted. We believe that the services of this facility can be duplicated by others. We believe the need for a contract with the coater is obviated by the coater's clear economic benefit from continuing to provide services to us. We are more concerned about a precipitous event, such as damage to the coater's facility, which could result in an interruption of Uniproof production. We believe that alternate coating sources do exist and that the coater could be replaced, although with at least some interruption in production flow.

We currently sell our Uniproof proofing paper to one customer, The Alameda Company of Anaheim, California, which accounted for approximately 99% of our graphic arts sales and 21.5% of our total customer sales for the fiscal year ended March 31, 2006. In fiscal 2005, Alameda accounted for approximately 99% of our graphic arts sales and 29.5% of our total customer sales. Revenue from sales of our proofing paper is expected to continue to decline due to the paper technology switching to a digital technology. A decision by Alameda to discontinue its relationship with us would result in a significant loss of revenue to us.

In the fiscal year ended March 31, 2006, Howard Energy and Champion Technologies purchased our KH-30 and KX-100 oil cleaning products, which accounted for approximately 23.5% of our total customer sales. In the fiscal year ended March 31, 2005, PDVSA Services Inc. purchased our KH-30 and KX-91 oil well cleaning products, which accounted for approximately 39.4% of our total customer sales.

Except for these current and former customers, no other single entity has accounted for more than 10% of our sales during any of the fiscal years ended March 31, 2006 and 2005.

All of our products are sold in U.S. dollars and, therefore, we have had no foreign currency fluctuation risk.

Our current operations do not require a substantial investment in inventory other than minimum commitments to our distributors. However, we anticipate that any growth in our business will require us to maintain higher levels of inventory.

As of March 31, 2006, the Company's backlog included \$123,722 of specialty chemical sales. Backlog represents products that the company's customers have committed to purchase. The Company's backlog is subject to fluctuations and is not necessarily indicative of future sales.

Marketing and Distribution

We have engaged the services of independent contractors to market our K-Product Line of chemicals. These contractors work under various non-exclusive commission and distribution agreements and have substantial contacts among oil well owners and major oil companies in the United States, Mexico, South America, Africa, Europe and the Middle East. These contractors earn a commission based upon the sales value of the products that they sell. These independent contractors use our marketing materials, brochures and website to interest clients and to describe the attributes of our products.

Although we have not achieved the volume of sales we had anticipated for the oil dispersant products, there have been significant barriers to entry in this market. Most of these potential customers require substantial testing of our product to prove its efficacy at cleaning wells, tanks and flow lines. In many cases, additional laboratory testing is required to prove that our chemical products are compatible with refinery systems and will not interfere with certain chemical processes and safety requirements of the potential clients. This process of testing has taken a great deal longer than was originally anticipated. We believe that we have made significant inroads and currently expect a higher volume of sales in the next fiscal year ending March 31, 2007, although there can be no assurance that sales will increase in fiscal 2007.

Research and Development

Our K-Product Line of chemical products for the oil industry and Uniproof proofing paper are developed and ready for market. Slick Barrier is in testing. All of these products are the result of research and development expenditures paid in the amounts of \$193,032 and \$212,613 for the fiscal years ended March 31, 2006 and 2005 respectively. We have had available the services of one research chemist and one analytical chemist, as well as one petroleum engineer, to lead in the development of our products. A significant amount of market adaptation has taken place in the field involving the development of application procedures for products. We do not anticipate having to make significant research and development expenditures on existing products in the future. However, we do expect to continue to develop new products to complement our existing product lines.

Competition

We compete directly or indirectly with other producers of specialty chemical products with similar uses, most of which are more established companies and have greater resources than we have. Generally, we attempt to compete by offering what we hope to be lower prices and better service. However, our KH-30, KX-91 and KH-30S products for the oil industry are often more expensive, and with these products we attempt to compete by emphasizing product effectiveness and environmental safety.

Proprietary Technologies

With respect to our formulations, which are proprietary, we have patented our KH-30 oil well cleaner in the United States, Russia, Venezuela, Argentina, Canada, China, the European Union, Hong Kong, Malaysia and Mexico. We have ten additional country patent applications pending in most of the major oil-producing countries around the world.

We believe our patent is strong and will help our competitive position. However, we are aware that others may try to imitate our product or invalidate our patents. We have in the past vigorously enforced our trade secrets such as the one relating to our Uniproof proofing paper, and intend to continue to do so in the future. However, we recognize that intellectual property rights provide less than complete protection. We believe that no other company is currently producing a product similar to KH-30.

In addition to applying for patent protection on our KH-30 product, we have also registered KH-30 as a trademark. Trademark protection has also been obtained for the Uniproof name for our proofing paper. We anticipate applying for both patent and trademark protection for our other products in those jurisdictions where we deem such protection to be beneficial.

Employees

As of March 31, 2006, we employed eleven people on a full-time basis and had available the services of six other individuals under consulting or product/production cooperation arrangements. The latter arrangement is meant to include a situation where a chemist, engineer or significant marketing person is engaged by an organization under contract with us to manufacture or market one or more of our products.

None of our employees are represented by a union. We consider our relations with our employees to be good.

Available Information

We file annual, quarterly and current reports, information statements and other information with the Securities and Exchange Commission (the SEC). The public may read and copy any materials we file with the

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SEC at the SEC's Public Reference Room at Station Place, 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address of that site is <http://www.sec.gov>.

DESCRIPTION OF PROPERTY

We lease 9,600 square feet of office space at 600 Meadowlands Parkway, #20, Secaucus, New Jersey 07094. Under the terms of the lease, which runs through June 2007, the monthly rent was \$8,635 through June 2004, which then increased to \$9,600 for the remainder of the lease. In addition, we leased office space of approximately 1,350 square feet in Midland, Texas as a regional sales office at a rate of \$759 per month. This lease expired in September 2005 and has not been renewed.

We use independent non-affiliated contract chemical blending and manufacturing facilities in various locations around the United States for the manufacture of our products. We contract the production of our products to independent manufacturers and blenders and our products are therefore produced at the manufacturing facilities of those entities. We do not own any manufacturing facilities.

LEGAL PROCEEDINGS

In July 2002, an action was commenced against us in the Court of Common Pleas of South Carolina, Pickens County, brought by Quantum International Technology, LLC and Richard J. Barrett. Plaintiffs allege that they were retained as a sales representative of ours and in that capacity made sales of our products to the United States government and to commercial entities. Plaintiffs further allege that we failed to pay to plaintiffs agreed commissions at the rate of 20% of gross sales of our products made by plaintiffs. The complaint seeks an accounting, compensatory damages in the amount of all unpaid commissions plus interest thereon, punitive damages in an amount treble the compensatory damages, plus legal fees and costs. Plaintiffs maintain that they are entitled to receive an aggregate of approximately \$350,000 in compensatory and punitive damages, interest and costs. In June 2003, the action was transferred from the court in Pickens County to a Master in Equity sitting in Greenville, South Carolina and was removed from the trial docket. The action, if tried, will be tried without a jury. No trial date has yet been scheduled. We believe we have meritorious defenses to the claims asserted in the action and intend to vigorously defend the case. The outcome of this matter cannot be determined at this time.

No other legal proceedings are currently pending or threatened against us.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

As of June 30, 2006, there were approximately 467 record holders of our common stock and there were 31,030,115 shares of our common stock outstanding. We have not previously declared or paid any dividends on our common stock and do not anticipate declaring any dividends in the foreseeable future.

The following table shows the high and low bid prices of our common stock as quoted on the OTC Bulletin Board by quarter during each of our last two fiscal years ended March 31, 2006 and 2005 and for each quarter after March 31, 2006. These quotes reflect inter-dealer prices, without retail markup, markdown or commissions and may not represent actual transactions. The information below was obtained from those organizations, for the respective periods.

Fiscal Year ended March 31	Quarter	High	Low
2005	First Quarter (April-June 2004)	\$ 1.08	\$.52
	Second Quarter (July-September 2004)	1.43	.86
	Third Quarter (October-December 2004)	1.25	.50
	Fourth Quarter (January-March 2005)	1.40	.46
2006	First Quarter (April-June 2005)	\$ 1.81	\$ 1.06
	Second Quarter (July-September 2005)	2.85	1.33
	Third Quarter (October-December 2005)	2.70	1.47
	Fourth Quarter (January-March 2006)	2.20	1.41
2007	First Quarter (April - June 2006))	\$ 2.08	\$ 1.32
	Second Quarter (through July 18, 2006)	\$ 1.44	\$ 1.33

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The high and low bid prices for shares of our common stock on July 18, 2006 were \$1.38 and \$1.35 per share, respectively, based upon bids that represent prices quoted by broker-dealers on the OTC Bulletin Board. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commissions, and may not represent actual transactions.

Dividend Policy

While there are no restrictions on the payment of dividends, we have not declared or paid any cash or other dividends on shares of our common stock in the last two years, and we presently have no intention of paying any cash dividends in the foreseeable future. Our current policy is to retain earnings, if any, to finance the expansion of our business. The future payment of dividends will depend on the results of operations, financial condition, capital expenditure plans and other factors that we deem relevant and will be at the sole discretion of our board of directors.

Equity Compensation Plan Information

The following table provides information regarding the status of our existing equity compensation plans at March 31, 2006.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding option, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the second column)
	(a)	(b)	(c)
Equity compensation plans approved by security holders	3,185,000	\$ 1.11	265,000
Equity compensation plans not approved by security holders	5,125,000	\$ 1.68	
Total	8,310,000		265,000

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Overview

We develop and distribute environmentally friendly specialty chemical products with applications in several industries and markets. Our current line of products includes:

- o KH-30 paraffin dispersant for the oil industry and related products;
- o Uniproof specialty-coated proofing paper for the printing industry; and
- o following additional testing, Slick Barrier underwater protective coatings for use in marine applications.

Through our wholly owned subsidiary, Green Globe Industries, Inc., we provide the U.S. military with a variety of solvents, paint strippers and cleaners under our trade name Qualchem. Green Globe is a qualified supplier for the U.S. military and has sales contracts currently in place with no minimum purchase requirements which are renewable at the option of the U.S. Military.

We have developed and patented a system referred to as our S2 system, to work with our environmentally friendly paraffin dispersants products. This patented technology produces high volumes of steam and heat at variable pressures and temperatures to completely dissolve most deposits of paraffin and asphaltene within oil wells, pipelines or storage tanks. The S2 system apparatus is portable, compact and easy to use. We are

further developing the process to enhance and support sales of KH-30 and its related products for the oil industry and for other potential applications.

A key component of our business strategy is to pursue collaborative joint working and marketing arrangements with established international oil and oil service companies. We intend to enter into these relationships to more rapidly and economically introduce our KH-30 product line to the worldwide marketplace for refinery, tank and pipeline cleaning services. We have recently entered into a non-exclusive distribution agreement with Champion Technologies Inc. and a non-exclusive Master Purchase Agreement with Petrobras America Inc. for the sale and distribution of our K-Line of patented specialty chemical solutions. The agreements do not provide for any minimum amounts to be purchased. We are also currently negotiating potential working arrangements with several other companies however, there can be no assurance that any of these arrangements will be entered into or, if entered into, (as well as the agreements with Champion Technologies and Petrobras America Inc.) will be successful.

We provide specialty chemical and graphic arts products to our customers and generated revenues of \$492,235 for the fiscal year ended March 31, 2006 and \$1,850,954 for the fiscal year ended March 31, 2005.

Recent Developments

On March 9, 2006, pursuant to a Second Amendment to Securities Purchase Agreement with certain investors one of the investors agreed to purchase three-tenths of one Series B unit, consisting of 3 shares of Preferred Stock and warrants to purchase 12,000 shares of our common stock, for an aggregate purchase price of \$24,000. We and the investors also agreed to terminate all further obligations of the investors to purchase and our obligation to sell any remaining Series B units. The remaining Series B units would have consisted of 417 shares of Series A Convertible Preferred Stock convertible into an aggregate of 3,336,000 shares of common stock at a conversion price of \$1.00 and of warrants to purchase 1,668,000 shares of common stock at an exercise price of \$1.00 per share. Instead thereof, we agreed to issue to one of the investors warrants to purchase 5,004,000 shares of our common stock at an exercise price of \$1.00.

On March 24, 2006, we raised \$5,100,000 in gross cash proceeds from the sale to the purchasers in a private placement of 4,250,000 shares of our common stock at a price of \$1.20 per share.

Critical Accounting Policies and Estimates

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.

On an ongoing basis, we evaluate our estimates, including those related to product returns, bad debts, inventories, valuation of options and warrants, intangible assets, long-lived assets and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Revenue Recognition

Our primary source of revenue is from sales of our products. We recognize revenue upon shipment and transfer of title.

Allowance for Doubtful Accounts

We monitor our accounts and note receivable balances on a monthly basis to ensure they are collectible. On a quarterly basis, we use our historical experience to determine our accounts receivable reserve. Our allowance for doubtful accounts is an estimate based on specifically identified accounts, as well as general reserves. We evaluate specific accounts where we have information that the customer may have an inability to meet its financial obligations. In these cases, management uses its judgment, based upon the best available facts and circumstances, and records a specific reserve for that customer against amounts due to reduce the receivable to the amount that is expected to be collected. These specific reserves are re-evaluated and adjusted as additional information is received that impacts the amount reserved. We also establish a general reserve for all customers based upon a range of

percentages applied to aging categories. These percentages are based on historical collection and write-off experience. If circumstances change, our estimate of the recoverability of amounts due to us could be reduced or increased by a significant amount. A change in estimated recoverability would be accounted for in the period in which the facts that give rise to the change become known.

Results of Operations

Comparison of Fiscal Year Ended March 31, 2006 to Fiscal Year Ended March 31, 2005

Sales. Sales decreased to \$492,235 for the year ended March 31, 2006 from \$1,850,954 for the year ended March 31, 2005. The \$1,358,719 or 73%, decrease in sales was due to lower levels of Specialty Chemicals and Uniproof proofing paper. Sales for our specialty chemical products including KH-30 and KX-91, and our Green Globe / Qualchem product line decreased by 70%. The decrease was primarily related to a 76% decrease in sales of our KH-30 family of oil field dispersant products reflecting a lower level of orders. This was partially offset by a 105% increase in the level of U.S. Military sales during the year. Our three largest customers accounted for 45% of revenues for the year ended March 31, 2006 compared with 72% for the comparable period in 2005. Uniproof proofing paper sales decreased by 81% due to lower level of orders from our primary customer. We expect sales of proofing paper to continue to decrease in the future due to the paper industry switching to a digital technology.

Cost of Goods Sold. Cost of goods sold decreased to \$301,642 or 61% of sales, for the year ended March 31, 2006 from \$759,064, or 41% of sales, for the year ended March 31, 2005. The decrease in cost of goods sold was due to the decreased sales of KH-30 products compared to the prior year and a decrease in the volume of Uniproof proofing paper sales compared to the prior fiscal year. The increase in cost of goods sold as a percentage of sales is due to an increase in the level of U.S. Military sales during the year at a much lower gross profit percentage.

Gross Profit. Gross profit decreased to \$190,593 or 39% of sales, for the year ended March 31, 2006 from \$1,091,890, or 59% of sales, for the year ended March 31, 2005. Gross profit for our specialty chemical products including KH-30 and KX-91, decreased to \$126,595 or 42% of specialty chemical sales, for the year ended March 31, 2006 from \$846,846 or 69% of specialty chemical sales, for the year ended March 31, 2005. The decrease in gross profit was due to a decrease in sales of our KH-30 family of oil field dispersant products reflecting a lower level of orders. Gross profit for Uniproof proofing paper sales decreased to \$44,961 or 42% of sales, for the year ended March 31, 2006 from \$238,146, or 43% of sales, for the year ended March 31, 2005. The decrease was due to a lower level of orders from our primary customer, because the use of proofing paper is slowly being phased out due to the paper industry switching to a digital technology.

Selling, General and Administrative Expenses. General and administrative expenses increased to \$3,584,653 or 728% of sales, for the year ended March 31, 2006 from \$2,581,033, or 139% of sales, for the year ended March 31, 2005. The increase in selling, general and administrative expenses are primarily related to an increase in salaries due to the exercise of options, the recording of stock-based compensation costs, benefits and bad debts partially offset by a decrease in travel and entertainment expenses.

Non-cash equity financing costs. On March 9, 2006, the Company entered into the Second Amendment to Securities Purchase Agreement with the investors. In an exchange to terminate all further obligations of the investors to purchase and our obligation to sell any remaining Series B Units, the Company issued warrants to purchase 5,004,000 shares of our common stock at an exercise price of \$1.00 valued at \$6,810,444.

Impairment loss. During the year ended March 31, 2006, we tested our goodwill by estimating its fair value using a discounted cash flow analysis. As a result of the impairment tests, the Company did not record a goodwill impairment charge during the fiscal year ended March 31, 2006, related to the Green Globe segment. During the year ended March 31, 2005, we recorded a \$2,010 impairment charge related to the Green Globe segment.

Depreciation, Amortization and Depletion. Depreciation, amortization and depletion decreased to \$70,061 for the year ended March 31, 2006 from \$84,401 for the year ended March 31, 2005 reflecting the Company's use of an accelerated method of depreciation, offset by a slight increase in fixed assets.

Interest Expense. Interest expense increased to \$577,589 for the year ended March 31, 2006 compared with \$287,118 for the year ended March 31, 2005. The increase was due to the additional warrants issued to the holder of the convertible term note issued February 2005 and satisfied in August 2005.

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Net Loss. For the year ended March 31, 2006, we incurred a net loss of \$10,836,644, or \$0.43 per share, as compared to a net loss of \$1,854,876 for the year ended March 31, 2005, or \$0.08 per share. The average number of shares of common stock used in calculating earnings per share increased to 25,330,737 from 22,377,184 shares.

Liquidity and Capital Resources

Since 1995, operations have been financed primarily through loans, equity contributions from directors and executive officers and from third parties supplemented by funds generated by our business. As of March 31, 2006, we had \$5,194,748 in cash and cash equivalents.

Net Cash Used in Operating Activities. During the fiscal year ended March 31, 2006, net cash used in operating activities was \$1,520,032 compared with \$1,887,981 for the fiscal year ended March 31, 2005.

Net Cash Used in Investing Activities. During the fiscal year ended March 31, 2006, net cash used in investing activities increased to \$108,407 compared with \$24,701 for the year ended March 31, 2005. The increase was primarily a result of an increased level of expenditures for the purchase of fixed assets to support operations and capitalized legal fees required to file patent applications for our KH-30, KX-91 and S2 system.

Net Cash Provided by Financing Activities. During the fiscal year ended March 31, 2006, net cash generated from financing activities increased to \$6,457,577 resulting from \$6,060,000 of proceeds from the issuance of common stock, proceeds from related parties of \$200,000, proceeds from the issuance of preferred stock of \$24,000, proceeds from the exercise of stock options of \$345,000, the receipt of stock subscription receivable of \$13,333, which was partially offset by the payment of related party payable of \$133,600 and the payment of private placement costs of \$51,156. This compares to cash provided by financing activities of \$760,267 for the year ended March 31, 2005 resulting from the proceeds from our private placements on March 18, 2005 in the amount of \$626,667 and proceeds from related party payable of \$133,600.

On March 18, 2005, we entered into a securities purchase agreement with two private investors with the respect to the sale of shares of our common stock and warrants. The agreement provides for two types of units, designated as Series A and Series B.

The Series A Units each consist of 100,000 shares of our common stock and a Series A Warrant to purchase 50,000 shares of our common stock at \$1.00 per share, subject to adjustment. The Series A Warrants expire five (5) years from the date they are issued. The purchase price for each Series A Unit is \$80,000. The securities purchase agreement provides for the sale of up to twenty (20) Series A Units.

On March 18, 2005, the contract date, the company issued 8 Series A Units or 800,000 shares of its common stock for a purchase price of \$640,000. In connection with the issuance of such Series A Units, 37,500 shares of Common Stock were issued to investor's counsel as reimbursement for their expenses.

The Series B Units each consist of ten (10) shares of a new class of preferred stock that will be converted into 80,000 shares of our common stock in the aggregate, subject to adjustment, and Series B Warrant to purchase 40,000 shares of our stock at \$1.50 per share. The Series B Warrants expire five (5) years from the date they are issued. The purchase price for each Series B Unit is \$80,000. The securities purchase agreement provides for the sale of up to forty-two (42) Series B Units.

On August 25, 2005, we entered into an Amendment and Waiver Agreement with the investors providing, among other things, that the investors would waive certain defaults under the securities purchase agreement in exchange for a reduction in the price of the shares issuable upon exercise of the Series B Warrants from \$1.50 to \$1.00 per share.

During the year ended March 31, 2006, the Company issued the remaining 12 Series A Units or 1,200,000 shares of its common stock for a purchase price of \$960,000 as per the securities agreement dated March 18, 2005.

On January 26, 2006, the Company entered into the First Amendment to the securities purchase agreement dated March 18, 2005. The agreement was scheduled to expire on its first anniversary, March 18, 2006. The amendment changes that date to the earlier of March 18, 2008 or thirty (30) days after notice of termination from the holder of a majority of the shares issued under the agreement. For the period beginning on the date of the amendment through June 30, 2007, the consent of the majority holder is required for the Company to do any of the following:

- (i) contract for equity financing or debt financing with an equity component or issue any equity securities or securities convertible to equity;
- (ii) incur indebtedness in excess of \$250,000 other than trade debt in the ordinary course of business;
- (iii) merge or consolidate or sell, transfer or license our assets outside of the ordinary course of business;
- (iv) enter into an operating or capital lease in a transaction or series of transactions with annual payments in excess of \$250,000;
- (v) make capital expenditures in excess of \$125,000 per fiscal year;
- (vi) grant exclusive distribution rights with respect to any of our products; or
- (vii) permit any of our officers to sign or endorse any check, note, draft or other form of indebtedness in excess of \$5,000 without the prior written authority of our Chairman.

We also agreed that from the date of the amendment through March 18, 2009 we will not negotiate or contract for a future offering without first providing to the investors a ten-day right of first refusal to participate in the future offering. To the extent the investors choose not to participate, we will then have 60 days to complete the future offering without re-offering the investors the right to participate.

During the period from the date of the amendment through March 18, 2008, the majority holder has the right to designate someone to receive notices of our Board of Directors meetings and attend as an observer.

For so long as the investors hold 1,500,000 shares of common stock equivalents (meaning shares of common stock and other securities convertible to or exercisable for common stock), the majority holder shall have the right to designate a majority of the members of our Board of Directors in the event of any of the following, referred to as triggering events:

- (i) if we fail to have gross revenue of at least \$5,000,000 for the six months ending September 30, 2006;
- (ii) if we breach any of our representations, warranties, agreements, covenants, terms or obligations under the securities purchase agreement or ancillary agreements; or
- (iii) if the investors purchase an aggregate of twenty one or more Series B Units

On March 9, 2006, we entered into the Second Amendment to Securities Purchase Agreement dated March 18, 2005. Pursuant to the second amendment, one of the investors agreed to purchase three-tenths of one Series B Unit, consisting of 3 shares of preferred stock and Series B Warrants to purchase 12,000 shares of our common stock, for an aggregate purchase price of \$24,000. In addition, the investors agreed to waive all existing defaults under the purchase agreement, including our failure to timely file a Certificate of Designations for the Preferred Stock and to timely issue common stock certificates and warrants.

We and the investors also agreed to terminate all further obligations of the investors to purchase and our obligation to sell any remaining Series B Units. The remaining Series B Units would have consisted of 417 shares of preferred stock convertible into an aggregate of 3,336,000 shares of common stock at a conversion price of \$1.00 and of warrants to purchase 1,668,000 shares of common stock at an exercise price of \$1.00 per share. Instead thereof, we agreed to issue to one of the investors Series C Warrants to purchase 5,004,000 shares of our common stock at an exercise price of \$1.00. The Series C Warrant, as well as the preferred stock and the Series B Warrant, are subject to anti-dilution provisions in the event that we issue shares of common stock at a price less than the conversion price or the exercise price and contain provisions limiting the holders right to convert or exercise if doing so would cause such holder and its affiliates to beneficially own more than 9.99% of the outstanding common stock.

For so long as the investors hold 1,500,000 shares of common stock equivalents (meaning shares of common stock and other securities convertible to or exercisable for common stock), the majority holder shall have the right to designate a majority of the members of our Board of Directors in the event of any of the following, referred to as triggering events:

(i) if we fail to have gross revenue of at least \$5,000,000 for the six months ending September 30, 2006; or

(ii) if we breach any of our representations, warranties, agreements, covenants, terms or obligations under the securities purchase agreement or ancillary agreements.

On March 24, 2006, we entered into Securities Purchase Agreements with the purchasers named therein and a First Amendment to Securities Purchase Agreement and Registration Rights Agreement pursuant to which we raised \$5,100,000 in gross cash proceeds from the sale to the purchasers in a private placement of 4,250,000 shares of our common stock at a price of \$1.20 per share.

The Company currently anticipates that its available cash in hand and cash resources from expected revenues will be sufficient to meet its anticipated working capital and capital expenditure requirements for at least the next twelve months.

Our continued existence is dependent upon several factors, including increased sales volumes, collection of existing receivables and the ability to achieve profitability from the sale of our product lines. In order to increase our cash flow, we are continuing our efforts to stimulate sales and cut back expenses not directly supporting our sales and marketing efforts.

Concentration of Credit Risk

We currently sell our Uniproof proofing paper to one customer, The Alameda Company of Anaheim, California, which accounted for approximately 99% of our graphic arts sales and 21.5% of our total customer sales for the fiscal year ended March 31, 2006. In fiscal 2005, Alameda accounted for approximately 99% of our graphic arts sales and 29.5% of our total customer sales. Revenue from sales of our proofing paper is expected to continue to decline due to the paper technology switching to a digital technology. A decision by Alameda to discontinue its relationship with us would result in a significant loss of revenue to us.

Contractual Obligations

Below is a table which presents our contractual obligations commitments at March 31, 2006:

Contractual Obligation	Total	Less than 1 Year	1-3 Years	3-5 Years	After 5 Years
Short-term debt Obligations (1)	\$ 444,141	\$ 444,141	\$	\$	\$
Operating leases	548,341	129,592	261,715	157,034	
Total contractual cash obligations	\$ 992,482	\$ 573,733	\$ 261,715	\$ 157,034	\$

(1) Short-term debt obligations include an amount due to Robert Seaman, a shareholder and former director of the Company. The amount due as of March 31, 2006 and 2005 is \$244,141. This amount is unsecured, non-interest bearing and due upon demand. The Chairman of the Board and Secretary, Ron Wilen and the President and Chief Executive Officer, Brian King, each loaned the Company \$100,000. The loans were both unsecured, non-interest bearing and due upon demand. Each of these loans were repaid in full in April, 2006.

Reporting by Segments

We are primarily a specialty chemicals company because of our determination in fiscal 1998 to close our printing equipment division and focus on our KH-30 oil well cleaner and related products. However, a significant portion of our revenues has been related to the printing and the graphic arts industry. We believe that in the future our chemical sales will increase and that our reliance on the graphic arts segment of the company will decrease. During the past two fiscal years, we have derived additional revenues by acting as a graphic arts products distributor.

We do devote almost all of our time and effort into selling, promoting and developing our chemical products and we are continuing to increase our marketing efforts to develop new products as extensions of our original KH-30 product. We do believe that in the future our sales will increase. We also believe that our reliance on the graphic arts segment of the company will decrease.

The following table shows the proportion of total revenues by segment in each of the last two fiscal years:

<u>Fiscal Year</u>	<u>Graphic Arts</u>	<u>Specialty Chemicals</u>
2005	\$ 549,462	\$ 1,301,492
2006	\$ 106,861	\$ 385,374

Off-Balance Sheet Arrangements

We do not currently have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our stockholders.

Inflation

We do not believe that inflation in the cost of our raw materials has had in the past or will have in the future any significant negative impact on our operations. However, no assurance can be given that we will be able to offset such inflationary cost increases in the future.

Recently Issued Accounting Standards

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123 (Revised 2004), Share-Based Payment (SFAS No. 123(R)). This revised accounting standard eliminates the ability to account for share-based compensation transactions using the intrinsic value method in accordance with APB Opinion No. 25 and requires instead that such transactions be accounted for using a fair-value-based method. SFAS No. 123(R) requires public entities to record noncash compensation expense related to payment for employee services by an equity award, such as stock options, in their financial statements over the requisite service period. SFAS No. 123(R) is effective as of the beginning of the first interim or annual period that begins after December 15, 2005 for small business issuers. On January 1, 2006, we adopted SFAS No. 123(R). We have historically through the nine months ended December 31, 2005, provided pro forma disclosures pursuant to SFAS No. 123 and SFAS No. 148 as if the fair value method of accounting for stock options had been applied, assuming use of the Black-Scholes option-pricing model. With the adoption of SFAS No. 123(R), we have recorded \$428,798, as stock-based compensation cost, which has had a negative impact on our consolidated statement of operations.

Quantitative and Qualitative disclosures About Market Risk

The market risk inherent in our market risk sensitive instruments and positions are the potential losses arising from adverse changes in interest rate and foreign currency exchange rates.

Foreign Currency Exchange Rates

Although our business is international in scope, to date our product sales have been all U.S. dollar-denominated. As we expand, we may be affected by exchange rate fluctuations in foreign currencies relative to the U.S. dollar. We do not currently use derivative financial instruments to hedge our exposure to changes in foreign currency exchange rates.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The following table shows the positions held by our board of directors and executive officers and their ages as of June 30, 2006.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Ronald Wilen	67	Chairman of the Board, Secretary and Director
Brian King	53	President and Chief Executive Officer
James McKeever, CPA	40	Interim Chief Financial Officer
Louis Bernstein	56	Director
Andrea Pampanini	66	Director
Martin Rappaport	69	Director

The principal occupations for the past five years (and, in some instances, for prior years) of each of our executive officers and directors are as follows:

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Ronald Wilen. Mr. Wilen has served as a member of our board since October 1995 and Secretary since May 2006. Mr. Wilen served as our Chief Executive Officer from October 1995 to September 2004, our President from October 1995 to August 2001 and has been our Chairman of the Board since August 2001.

Brian King. Mr. King was appointed as the company's President and Chief Executive Officer in September 2004. Prior to joining United Energy he was employed by Concord Camera Corp., a publicly traded company, from 1996 through 2004. During his tenure with Concord, Mr. King held several senior level officer positions including Chief Operating Officer and Senior Executive Vice President. Mr. King holds a BS from the University of Maryland and an MBA from Long Island University.

James McKeever, CPA. Mr. McKeever has been our Interim Chief Financial Officer since January 2004. He also continues to be a partner in the accounting firm of Abrams & McKeever CPAs, which he joined in January 2000. Mr. McKeever has more than 16 years experience in public accounting and financial reporting, and is a member of the New Jersey Society of Certified Public Accountants.

Louis Bernstein. Mr. Bernstein has served as a member of our board since September 2003. Mr. Bernstein is currently an Assistant General Counsel of Pfizer Inc., one of the world's largest pharmaceutical companies, where he has served as in-house counsel since December 1975. He is retiring from Pfizer Inc. effective August 8, 2006. Mr. Bernstein is also a member of the board of directors of Xethanol Corporation.

Andrea Pampanini. Mr. Pampanini has served as a member of our board since December 2001. Mr. Pampanini is an organizational advisor with extensive restructuring, marketing and strategic planning experience serving, among other industries, the chemical, petroleum, pharmaceutical, basic metals, electrical equipment, power generation and heavy industrial goods sectors. In 1989, Mr. Pampanini founded Turnaround Associates Inc., a consulting firm specializing in the financial and operational organization of medium to large-sized companies. Since 1998, Mr. Pampanini has been a member of Leadership Strategies LLC, a group of professionals specializing in strategic planning and personal leadership coaching. Mr. Pampanini has devoted a major portion of his career to the Middle East, including serving as Executive Vice President of Development Resources Corporation from 1971 to 1977, during which time he supervised the final phases of the Dez hydroelectric power and irrigation project in Iran.

Martin Rappaport. Mr. Rappaport has served as a member of our board since June 2001. Mr. Rappaport is self-employed. For more than 30 years, he has developed and managed commercial and residential real estate (including owning the building where our office is located). Mr. Rappaport is an active supporter and contributor to Blythedale Children's Hospital in Valhalla, New York.

Directors are elected annually and serve until the next annual meeting of the Company's stockholders, and until their successors have been elected and have qualified. Officers are appointed to their positions, and continue in such positions, at the discretion of the directors.

Committees of the Board and Audit Committee Financial Expert

We do not currently have any formal board committees.

The Board of Directors is the acting Audit Committee. Our Board of Directors has determined that there is no person on our Board of Directors who qualifies as an audit committee financial expert as that term is defined by applicable Securities and Exchange Commission rules. The Board of Directors believes that obtaining the services of an audit committee financial expert is not economically rational at this time in light of the costs associated with identifying and retaining an individual who would qualify as an audit committee financial expert.

Director Compensation

Each non-employee director and Ron Wilen receives options for 10,000 shares of our common stock in lieu of an annual retainer and meeting fees. Other than the 10,000 options granted there are no special fees, contracts entered into, or payments made in consideration of any director's service as a director.

Indebtedness of Executive Officers and Directors

No executive officer, director or any member of these individuals' immediate families or any corporation or organization with whom any of these individuals is an affiliate is or has been indebted to us since the beginning of our last fiscal year.

Family Relationships

There are no family relationships among our executive officers and directors.

Legal Proceedings

During the past five years, none of our executive officers, directors, promoters or control persons has been involved in a legal proceeding material to an evaluation of the ability or integrity of such person.

EXECUTIVE COMPENSATION

The following Summary Compensation Table sets forth, for the years indicated, all cash compensation paid, distributed or accrued for services, including salary and bonus amounts, rendered in all capacities by our Chief Executive Officer and all other executive officers who received or are entitled to receive remuneration in excess of \$100,000 during the stated periods.

Summary Compensation Table

Name and Principal Position	Fiscal year	Annual Compensation			Long-term Compensation			
		Salary	Bonus	Other Annual Compensation	Restricted Stock Award(s)	Securities Underlying Options/SARs	LTIP Payouts	All other Compensation
		(\$)	(\$)	(\$) (1)		(#)	(\$)	
Ronald Wilen	2006	207,693		17,039(2)		10,000		
Chairman	2005	205,547		18,639(2)		40,000		
Brian King(3)	2006	178,154		14,424(4)		500,000		
President and Chief Executive Officer	2005	60,000				500,000		

- (1) We pay for medical insurance for all employees. Included in the table is the amount of the premiums paid by us dependent on the coverage provided.
- (2) During the fiscal years ended March 31, 2006 and 2005, we paid for the leases on two automobiles used by Mr. Wilen under monthly lease payments. We also paid for medical insurance for Mr. Wilen at a rate of \$469.49 per month.
- (3) Mr. King was appointed as our President and Chief Executive Officer in September 2004 and has an annual salary of \$200,000.
- (4) We also paid for Mr. King's medical insurance at a rate of \$1,602.64 per month.

Options/SAR Grants in Last Fiscal Year

Name	Number of Securities Underlying Options/SARs Granted (#)	Percent of Total Options/SARs Granted to Employees in Fiscal Year	Exercise or Base Price (\$/Sh)	Expiration
(a)	(b)	(c)	(d)	(e)
Ronald Wilen Chairman	10,000	2%	\$ 1.00	
Brian King President and CEO (1)	500,000	91%	1.06	

- (1) Mr. King was appointed as our Chief Executive Officer in September 2004.

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Aggregated Option/SAR Exercises in Last Fiscal Year and Fiscal Year End Option/SAR Values

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options/SARs at Fiscal Year End Exercisable/ Unexercisable (#)	Value of Unexercised In- The-Money Options/SARs at Fiscal Year End Exercisable/ Unexercisable (\$)
(a)	(b)	(c)	(d)	(e)
Ronald Wilen Chairman			550,000/0	447,500
Brian King President and CEO (1)			1,000,000/0	1,020,000

(1) Mr. King was appointed as our President and Chief Executive Officer in September 2004.

Stock Option Plan

In August 2001, our stockholders approved the 2001 Equity Incentive Plan which provides for the grant of stock options to purchase up to 2,000,000 shares of common stock to any employee, non-employee director or consultant at our board's discretion. Under the 2001 Equity Incentive Plan, options may be exercised for a period up to ten years from the date of grant. Options issued to employees are exercisable upon vesting, which can range between the date of the grant to up to five years.

An amendment and restatement of the 2001 Equity Incentive Plan increasing the number of shares issuable under the plan to a total of 4,000,000 was approved by the Board of Directors on May 29, 2002 and was approved by our shareholders at the annual meeting.

Under the 2001 Plan, options are granted to non-employee directors upon election at the annual meeting of stockholders at a purchase price equal to the fair market value on the date of grant. In addition, non-employee director stock options shall be exercisable in full twelve months after the date of grant unless determined otherwise by the compensation committee.

There were stock options to purchase 265,000 shares of our common stock available for future grant as of March 31, 2006 under the 2001 Equity Incentive Plan.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**Beneficial Ownership Information**

The following table sets forth information regarding the number of shares of our common stock beneficially owned on June 30, 2006, by each of our directors, each of our executive officers named in the Summary Compensation Table above, all of our executive officers and directors as a group, and by any person or group, as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, known to us to own beneficially more than 5% of the outstanding shares of our common stock. Except as otherwise set forth below, the address of each of the persons listed below is c/o United Energy Corp., 600 Meadowlands Parkway, #20, Secaucus, New Jersey 07094.

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Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percent of Class (1)
Ronald Wilen	4,137,000(2)	13.1%
Brian King	1,270,000(3)	3.9%
James McKeever, CPA	3,000	*
Louis Bernstein	30,000(4)	*
Andrea Pampanini	82,500(5)	*
Martin Rappaport	3,020,000(6)	9.5%
All current executive officers and directors as a group (5 persons)	8,542,500	25.3%
5% or Greater Stockholders:		
Joseph J. Grano, Jr. c/o Centurion Holdings LLC 1185 Avenue of the Americas, Suite 2250 New York, NY 10036	2,941,665(7)	9.1%
Jack Silver SIAR Capital LLC 660 Madison Avenue New York, NY 10021	3,121,088(8)	9.9%

* Less than 1% of outstanding shares.

- (1) Unless otherwise indicated in these footnotes, each stockholder has sole voting and investment power with respect to the shares beneficially owned. All share amounts reflect beneficial ownership determined pursuant to Rule 13d-3 under the Exchange Act. All information with respect to beneficial ownership has been furnished by the respective director, executive officer or stockholder, as the case may be.
- (2) Includes (i) stock options to purchase 400,000 shares at an exercise price of \$1.11 per share, (ii) stock options to purchase 100,000 shares at an exercise price of \$1.80 per share, (iii) stock options to purchase 40,000 shares at an exercise price of \$1.00 per share, and (iv) stock options to purchase 10,000 shares at an exercise price of \$1.60 per share, which are currently exercisable.
- (3) Includes stock options to purchase 500,000 shares at an exercise price of \$1.00 per share, options to purchase 500,000 shares at an exercise price of \$1.06 and options to purchase 250,000 shares at an exercise price of \$2.06 per share, which are currently exercisable.
- (4) Includes (i) stock options to purchase 10,000 shares at an exercise price of \$1.55 per share, (ii) stock options to purchase 10,000 shares at an exercise price of \$1.00 per share, and (iii) stock options to purchase 10,000 shares at an exercise price of \$1.60 per share, which are currently exercisable.
- (5) Includes (i) stock options to purchase 10,000 shares at an exercise price of \$0.70 per share, (ii) stock options to purchase 10,000 shares at an exercise price of \$1.30 per share, (iii) stock options to purchase 10,000 shares at an exercise price of \$1.18 per share, (iv) stock options to purchase 20,000 shares at an exercise price of \$1.00 per share and (v) stock options to purchase 10,000 shares at an exercise price of \$1.60 per share, which are currently exercisable.
- (6) Includes (i) stock options to purchase 10,000 shares at an exercise price of \$0.70 per share, (ii) stock options to purchase 10,000 shares at an exercise price of \$1.30 per share, (iii) stock options to purchase 10,000 shares at an exercise price of \$1.18 per share, (iv) stock options to purchase 20,000 shares at an exercise price of \$1.00 per share, (v) stock options to purchase 10,000 shares at an exercise price of \$1.60 per share and (vi) warrants to purchase 750,000 shares of common stock at an exercise price of \$2.00 per share, which are currently exercisable.

- (7) Includes 1,608,332 shares of common stock, warrants to purchase 1,333,333 shares of common stock.
- (8) Includes (i) 2,313,333 shares held by Sherleigh Associates Profit Sharing Plan (Sherleigh), a trust of which Mr. Silver is the trustee, (ii) 133,300 shares of common stock held by Romy Silver, Mr. Silver s daughter, (iii) 133,200 shares of common stock held by Leigh Silver, Mr. Silver s son, (iv) 24,000 shares of common stock issuable upon conversion of Series A Convertible Preferred Stock, which prohibits

conversion thereof to the extent following the conversion, the holder or its affiliates would beneficially own more than 9.9% of the total number of issued and outstanding common stock of the Company and (v) 517,255 shares of common stock issuable to Sherleigh upon exercise of warrants which warrants prohibit exercise thereof to the extent following the exercise the holder or its affiliates would beneficially own more than 9.9% of the total number of issued and outstanding common stock of the Company. The foregoing does not include 5,165,412 shares of common stock issuable to Sherleigh upon exercise of Series C Warrants which warrants prohibit exercise thereof to the extent following the exercise the holder or its affiliates would beneficially own more than 9.9% of the total number of issued and outstanding common stock of the Company.

Equity Compensation Plan Information

The following table provides information regarding the status of our existing equity compensation plans at March 31, 2006.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding option, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	3,185,000	\$ 1.11	265,000
Equity compensation plans not approved by security holders	5,125,000	\$ 1.68	
Total	8,310,000		265,000

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We have an amount due to Robert Seaman, a shareholder and former director of the Company. The amount due as of December 31, 2006 and 2005 was \$244,141. This amount is unsecured, non-interest bearing and due upon demand.

Martin Rappaport, one of our directors, owns the building in which we lease our principal executive offices in Secaucus, New Jersey. We pay \$115,200 per year under the lease, excluding real estate taxes. We believe that this transaction was advantageous to us and was on terms no less favorable to us than could have been obtained from unaffiliated third parties.

During January and February 2005, the Chairman of the Board, Ron Wilen, loaned the Company \$133,600. The loan was unsecured, non-interest bearing and due upon demand. The loan was repaid in April 2005.

During August 2005, the Chairman of the Board, Ron Wilen and the President and Chief Executive Officer, Brian King, each loaned the Company \$100,000. The loans are both unsecured, non-interest bearing and due upon demand. Each of these loans were repaid in full in April, 2006.

DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our articles of incorporation eliminate, to the fullest extent permitted by law, the personal liability of our directors and officers to us and to our stockholders for damages from a breach of any duty owed to us or to our stockholders. Under Nevada law, a corporation may indemnify a director or officer if he or she (i) is not liable pursuant to Section 78.138 of the Nevada Private Corporations Law for breaching fiduciary duties as an officer or director and the breach of duties did not involve intentional misconduct, fraud or a knowing violation of law, or (ii) acted in good faith and in a manner that he or she reasonably believed to be in the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

DESCRIPTION OF SECURITIES

As of June 30, 2006, there were approximately 31,030,115 shares of our common stock issued and outstanding. We are a Nevada corporation and are authorized to issue 100 million shares of common stock, par value \$0.01 per share.

Common Stock

Each share of common stock has one vote on all matters presented to the stockholders, except at elections of directors each stockholder is entitled to as many votes as equals the number of shares of his or her stock multiplied by the number of directors to be elected. In director elections, a stockholder may cast all of his or her votes for a single director or distribute his or her votes among the director nominees as he or she sees fit.

The holders of our common stock are entitled to receive dividends when, as and if declared by the board of directors out of funds legally available therefore. In the event of our liquidation, dissolution or winding up, the holders of our common stock are entitled to share ratably in all assets remaining available for distribution to them after payment of liabilities and after provision for claims against us. Holders of shares of our common stock, as such, have no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to the common stock. All of the outstanding shares of common stock and the shares of common stock offered hereby, when issued against payment of the consideration set forth in this prospectus, are fully paid and non-assessable.

The registrar and transfer agent for our common stock is Interstate Transfer Company, 6084 South 900 East, Suite 101, Salt Lake City, Utah 84121.

Anti-Takeover Provisions

Pursuant to our articles of incorporation, our board of directors may issue additional shares of common stock. Any additional issuance of common stock could have the effect of impeding or discouraging the acquisition of control of us by means of a merger, tender offer, proxy contest or otherwise, including a transaction in which our stockholders would receive a premium over the market price for their shares, and thereby protects the continuity of our management. Specifically, if in the due exercise of its fiduciary obligations, the board of directors were to determine that a takeover proposal was not in our best interest, shares could be issued by our board of directors without stockholder approval in one or more transactions that might prevent or render more difficult or costly the completion of the takeover by:

diluting the voting or other rights of the proposed acquirer or insurgent stockholder group;

putting a substantial voting block in institutional or other hands that might undertake to support the incumbent board of directors; or

effecting an acquisition that might complicate or preclude the takeover.

PLAN OF DISTRIBUTION

The selling stockholders and any of their pledgees, donees, assignees and successors-in-interest may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling stockholders may use any one or more of the following methods when selling their shares:

ordinary brokerage transactions and transactions in which the broker-dealer solicits investors;

block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

short sales (other than short sales established prior to the effectiveness of the registration statement to which this prospectus is a part);

broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;

a combination of any such methods of sale; and

any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares pursuant to Rule 144 under the Securities Act, if available, rather than under this prospectus.

Broker-dealers engaged by the selling stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of the shares, from the purchaser) in amounts to be negotiated. The selling stockholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved.

The selling stockholders may, from time to time, pledge or grant a security interest in some or all of the shares owned by them (including shares issued upon exercise of the warrants) and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell shares of common stock from time to time under this prospectus, or under an amendment to this prospectus under Rule 424(b)(3), or other applicable provision of the Securities Act, amending the list of selling stockholders to include the pledgee, transferee or other successors-in-interest as a selling stockholder under this prospectus.

Upon our receipt of written notice from a selling stockholder that any material arrangement has been entered into with a broker-dealer for the sale of common stock through a block trade, special offering, exchange distribution, secondary distribution or a purchase by a broker or dealer, a supplement to this prospectus will be filed, if required, pursuant to Rule 424(b) under the Securities Act, disclosing (i) the name of each such selling stockholder and of the participating broker-dealer(s), (ii) the number of shares involved, (iii) the price at which such shares of common stock were sold, (iv) the commissions paid or discounts or concessions allowed to such broker-dealer(s), if applicable, (v) that such broker-dealer(s) did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus, and (vi) any other material facts regarding the transaction. In addition, upon our receipt of written notice from a selling stockholder that a donee or pledgee intends to sell more than 500 shares of our common stock, a supplement to this prospectus will be filed, if required, in accordance with applicable securities law.

The selling stockholders also may transfer the shares of common stock and warrants in other circumstances, in which case the transferees, pledgees or other successors-in-interest will be the selling beneficial owners for purposes of this prospectus.

The selling stockholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be underwriters within the meaning of the Securities Act in connection with those sales. In such event,

any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, that can be attributed to the sale of securities will be paid by the selling stockholder and/or the purchasers. Each selling stockholder has represented and warranted to us that it does not have any agreement or understanding, directly or indirectly, with any person to distribute the common stock.

We are required to pay certain fees and expenses incident to the registration of the shares, but we will not receive any proceeds from the sale of the common stock. We have agreed to indemnify the selling stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act. If the selling stockholders use this prospectus for any sale of our common stock, they will be subject to the prospectus delivery requirements of the Securities Act.

LEGAL MATTERS

The validity of the common stock we are offering by this prospectus will be passed upon for us by Katten Muchin Rosenman LLP, New York, New York.

EXPERTS

Our financial statements as of and for the fiscal years ended March 31, 2006 and 2005 have been audited by Imowitz, Koenig & Co. LLP, independent registered public accountants, to the extent and for the periods set forth in the report, and are included in reliance upon such report, given upon the authority of such firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus is part of a registration statement on Form SB-2, which we filed with the SEC under the Securities Act using a shelf registration process. As permitted by SEC rules, this prospectus does not contain all of the information included in the registration statement and the accompanying exhibits filed with the SEC. You may refer to the registration statement and its exhibits for more information. We are subject to and comply with the informational reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act). You may read and copy any document that we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain further information about the operation of the SEC's public reference room by calling the SEC at 1-800-SEC-0330. Our filings are also available to the public over the Internet at the SEC's website at <http://www.sec.gov>.

You may request a copy of any of our filings with the Securities and Exchange Commission, or any of the agreements or other documents that might constitute exhibits to those filings, at no cost, by writing or telephoning us at the following address or phone number:

United Energy Corp.
600 Meadowlands Parkway, #20
Secaucus, New Jersey 07094
Attention: Brian F. King
Chief Executive Officer
(800) 327-3456

UNITED ENERGY CORP. AND SUBSIDIARIES

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of United Energy Corp.:

We have audited the accompanying consolidated balance sheets of United Energy Corp. (a Nevada corporation) and subsidiaries as of March 31, 2006 and March 31, 2005 and the related consolidated statements of income, cash flows and stockholders' equity for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor have we been engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for purposes of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of United Energy Corp. and subsidiaries as of March 31, 2006 and March 31, 2005 and the consolidated results of their operations and their consolidated cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ IMOWITZ, KOENIG & CO., LLP
New York, New York
June 9, 2006

UNITED ENERGY CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2006 AND 2005

	<u>March 31,</u> <u>2006</u>	<u>March 31,</u> <u>2005</u>
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 5,194,748	\$ 365,610
Accounts receivable, net of allowance for doubtful accounts of \$5,018 and \$22,192, respectively	91,557	783,004
Inventory, net of allowance of \$16,290 and \$16,290, respectively	106,957	135,960
Note receivable, net of reserve of \$10,525 and \$31,350, respectively	19,476	28,650
Prepaid expenses and other current assets	84,657	120,574
	<u>5,497,395</u>	<u>1,433,798</u>
Total current assets	5,497,395	1,433,798
PROPERTY AND EQUIPMENT, net	146,994	165,587
OTHER ASSETS:		
Goodwill, net	15,499	15,499
Patents, net of accumulated amortization of \$119,794 and \$92,486, respectively	327,572	295,603
Loans receivable	364	137
Deposits	1,385	1,385
Deferred financing costs, net of accumulated amortization of \$104,303 at March 31, 2005		206,590
	<u>5,989,209</u>	<u>2,118,599</u>
Total assets	\$ 5,989,209	\$ 2,118,599

The accompanying notes are an integral part of these consolidated statements

UNITED ENERGY CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2006 AND 2005

	<u>March 31,</u> <u>2006</u>	<u>March 31,</u> <u>2005</u>
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 279,303	\$ 258,940
Accrued expenses	134,286	96,106
Convertible term note payable		583,330
Due to related parties	444,141	377,741
	<u>857,730</u>	<u>1,316,117</u>
Total current liabilities	857,730	1,316,117
LONG TERM LIABILITIES:		
Convertible term note payable		672,268
	<u>857,730</u>	<u>1,988,385</u>
Total liabilities	857,730	1,988,385
STOCKHOLDERS EQUITY:		
Series A Convertible Preferred Stock: \$8,000 stated value, 420 shares authorized; 3 and 0 shares issued and outstanding as of March 31, 2006 and March 31, 2005	24,000	
Common stock: \$0.01 par value 100,000,000 shares authorized; 31,017,615 and 23,267,000 shares issued and outstanding as of March 31, 2006 and March 31, 2005	310,176	232,670
Additional paid-in capital	28,031,915	12,308,845
Stock subscription receivable		(13,333)
Accumulated deficit	(23,234,612)	(12,397,968)
	<u>5,131,479</u>	<u>130,214</u>
Total stockholders equity	5,131,479	130,214
Total liabilities and stockholders equity	\$ 5,989,209	\$ 2,118,599

The accompanying notes are an integral part of these consolidated statements

UNITED ENERGY CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED MARCH 31, 2006 AND 2005

	<u>2006</u>	<u>2005</u>
REVENUES, net	\$ 492,235	\$ 1,850,954
COST OF GOODS SOLD	<u>301,642</u>	<u>759,064</u>
Gross profit	<u>190,593</u>	<u>1,091,890</u>
OPERATING EXPENSES:		
Selling, general and administrative	3,584,653	2,581,033
Non-cash equity financing expense	6,810,444	
Impairment loss		2,010
Depreciation, amortization and depletion	<u>70,061</u>	<u>84,401</u>
Total operating expenses	<u>10,465,158</u>	<u>2,667,444</u>
Loss from operations	<u>(10,274,565)</u>	<u>(1,575,554)</u>
OTHER INCOME (EXPENSE), net:		
Interest income	15,510	7,796
Interest expense	<u>(577,589)</u>	<u>(287,118)</u>
Total other (expense) income, net	(562,079)	(279,322)
Net loss	<u>\$ (10,836,644)</u>	<u>\$ (1,854,876)</u>
BASIC AND DILUTED LOSS PER SHARE:		
Total basic and diluted loss per share	<u>\$ (0.43)</u>	<u>\$ (0.08)</u>
WEIGHTED AVERAGE NUMBER OF SHARES, OUTSTANDING, basic and diluted	<u>25,330,737</u>	<u>22,377,184</u>

The accompanying notes are an integral part of these consolidated statements.

UNITED ENERGY CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED MARCH 31, 2006 AND 2005

	Common Stock		Preferred Stock	Additional Paid-In Capital	Accumulated Deficit	Stock subscription receivable	Total
	Shares	Amount					
BALANCE, April 1, 2004	22,192,003	\$ 221,920	\$	\$ 11,143,148	\$ (10,543,092)	\$	\$ 821,976
Warrants granted in lieu of accrued expenses				75,000			75,000
Common stock issued in consideration for services	112,500	1,125		84,375			85,500
Warrants granted in consideration for services				48,240			48,240
Common stock issued in conversion of note payable	150,000	1,500		148,500			150,000
Common stock issued in consideration for interest expense	12,497	125		12,372			12,497
Warrants granted in consideration for convertible term note				165,210			165,210
Common stock issued for private placement	800,000	8,000		632,000		(13,333)	626,667
Net loss					(1,854,876)		(1,854,876)
<hr/>							
BALANCE, March 31, 2005	23,267,000	232,670		12,308,845	(12,397,968)	(13,333)	130,214
Common stock issued in conversion of note payable	2,000,000	20,000		1,580,000			1,600,000
Common stock issued in consideration for interest	615	6		486			492
Proceeds from stock subscription receivable						13,333	13,333
Warrants granted in consideration for consulting services				129,720			129,720
Compensation expense associated with options				906,076			906,076
Exercise of stock options	300,000	3,000		342,000			345,000
Common stock issued for private placement	5,450,000	54,500		6,005,500			6,060,000
Warrants issued for private placement				6,810,444			6,810,444
Private placement costs				(51,156)			(51,156)
Preferred stock issued			24,000				24,000
Net loss					(10,836,644)		(10,836,644)
<hr/>							
BALANCE, March 31, 2006	31,017,615	\$ 310,176	\$ 24,000	\$ 28,031,915	\$ (23,234,612)	\$	\$ 5,131,479

The accompanying notes are an integral part of this consolidated statement.

UNITED ENERGY CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED MARCH 31, 2006 AND 2005

	<u>2006</u>	<u>2005</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (10,836,644)	\$ (1,854,876)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation, amortization and depletion	645,795	322,630
Impairment loss		2,010
Stock granted in consideration for services		85,500
Warrants granted in consideration for services	129,720	48,240
Warrants issued in consideration of financing	6,810,444	
Compensation expense associated with options	906,076	
Stock granted in consideration for interest expense	492	12,497
Changes in operating assets and liabilities		
Decrease (increase) in accounts receivable, net	691,447	(389,063)
Decrease in inventory, net	29,003	40,527
Decrease in note receivable, net	9,174	35,000
Decrease (increase) in prepaid expenses and other current assets	35,917	(40,279)
Decrease in deposits		75,000
Increase (decrease) in accounts payable and accrued expenses	58,544	(225,167)
	<u> </u>	<u> </u>
Net cash used in operating activities	(1,520,032)	(1,887,981)
	<u> </u>	<u> </u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Employee loans	(227)	1,401
Proceeds from sale of fixed asset		15,000
Payments for acquisition of property and equipment	(48,903)	(29,469)
Payments for patent	(59,277)	(11,633)
	<u> </u>	<u> </u>
Net cash used in investing activities	(108,407)	(24,701)
	<u> </u>	<u> </u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from related party	200,000	133,600
Payments of related party payable	(133,600)	
Proceeds from issuance of preferred stock	24,000	
Proceeds from the exercise of stock options	345,000	
Proceeds from issuance of common stock	6,060,000	626,667
Payments of private placement costs	(51,156)	
Proceeds from stock subscription receivable	13,333	
	<u> </u>	<u> </u>
Net cash provided by financing activities	6,457,577	760,267
	<u> </u>	<u> </u>
Net increase (decrease) in cash and cash equivalents	4,829,138	(1,152,415)
CASH AND CASH EQUIVALENTS, beginning of period	365,610	1,518,025
	<u> </u>	<u> </u>
CASH AND CASH EQUIVALENTS, end of period	\$ 5,194,748	\$ 365,610
	<u> </u>	<u> </u>

The accompanying notes are an integral part of these consolidated statements

**UNITED ENERGY CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED MARCH 31, 2006 AND 2005**

	2006	2005
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period		
Interest	\$ 2,451	\$ 92,885
Income taxes	\$ 1,434	\$ 1,520
Discount on convertible term loan	\$	\$ 165,210
Conversion of accrued expenses due to a former employee into warrants	\$	\$ 75,000
Conversion of note payable into common stock	\$ 1,600,000	\$ 150,000

The accompanying notes are an integral part of these consolidated statements.

UNITED ENERGY CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2006 AND 2005

1. DESCRIPTION OF BUSINESS AND BUSINESS PLAN

United Energy Corp. (United Energy or the Company) considers its primary business focus to be the development, manufacture and sale of environmentally friendly specialty chemical products with applications in several industries and markets. Our current line of products includes:

KH-30 paraffin dispersant for the oil industry and related products;

Uniproof specialty-coated proofing paper for the printing industry; and

following additional testing, Slick Barrier underwater protective coatings for use in marine applications.

Through our wholly owned subsidiary, Green Globe Industries, Inc., we provide the U.S. military with a variety of solvents, paint strippers and cleaners under our trade name Qualchem. Green Globe is a qualified supplier for the U.S. military and has sales contracts currently in place with no minimum purchase requirements, which are renewable at the option of the U.S. Military.

We have developed and patented a system referred to as our S2 system, to work with our environmentally friendly paraffin dispersants products. This patented technology produces high volumes of steam and heat at variable pressures and temperatures to dissolve most deposits of paraffin and asphaltene within oil wells, pipelines or storage tanks.

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The Company currently anticipates that its available cash in hand and cash resources from expected revenues will be sufficient to meet its anticipated working capital and capital expenditure requirements for at least the next twelve months.

Our continued existence is dependent upon several factors, including increased sales volumes, collection of existing receivables and the ability to achieve profitability from the sale of our product lines. In order to increase our cash flow, we are continuing our efforts to stimulate sales and cut back expenses not directly supporting our sales and marketing efforts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of United Energy Corp. and its wholly-owned subsidiary Green Globe Industries, Inc. and currently inactive subsidiary, Nor-Graphic Industries. All intercompany transactions and accounts have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in accordance with accounting principals generally accepted in the United States of America requires United Energy to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.

On an on-going basis, United Energy evaluates its estimates, including those related to option and warrant values, bad debts, inventories, intangible assets, contingencies and litigation. United Energy bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Revenue Recognition

The Company's primary source of revenue is from the sales of its products. The Company recognizes revenue upon shipment and transfer of title.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and highly liquid investments with original maturities of three months or less.

Inventories

Inventories consist predominately of finished goods. Inventories are valued at the lower of cost (first-in, first-out method) or market.

Allowance for Doubtful Accounts

The Company monitors its accounts and note receivable balances on a monthly basis to ensure they are collectible. On a quarterly basis, the Company uses its historical experience to determine its accounts receivable reserve. The Company's allowance for doubtful accounts is an estimate based on specifically identified accounts as well as general reserves. The Company evaluates specific accounts where it has information that the customer may have an inability to meet its financial obligations. In these cases, management uses its judgment, based upon the best available facts and circumstances, and records a specific reserve for that customer against amounts due to reduce the receivable to the amount that is expected to be collected. These specific reserves are reevaluated and adjusted as additional information is received that impacts the amount reserved. The Company also establishes a general reserve based upon a range of percentages applied to aging categories. These percentages are based on historical collection and write-off experience. If circumstances change, the Company's estimate of the recoverability of amounts due the Company could be reduced or increased by a material amount. Such a change in estimated recoverability would be accounted for in the period in which the facts that give rise to the change become known.

Property and Equipment

Property and equipment are stated at cost. Depreciation has been calculated over the estimated useful lives of the assets ranging from 3 to 15 years. Leasehold improvements are amortized over the lives of the respective leases (15 years), which are shorter than the useful life. The cost of maintenance and repairs is expensed as incurred. Depreciation and amortization expense for the years ended March 31, 2006 and 2005 was \$67,496 and \$92,196, respectively.

Property and equipment consists of the following at March 31, 2006 and 2005:

	<u>2006</u>	<u>2005</u>
Furniture and fixtures	\$ 78,309	\$ 74,379
Machinery and equipment	333,423	288,450
Vehicles	82,139	82,139
Leasehold improvements	26,203	26,203
	<u>520,074</u>	<u>471,171</u>
Less- Accumulated depreciation and amortization	(373,080)	(305,584)
Property and equipment, net	<u>\$ 146,994</u>	<u>\$ 165,587</u>

Goodwill

The Company capitalized goodwill related to the acquisition of Green Globe in September of 1998. Goodwill represents cost in excess of fair value on the net assets acquired. Goodwill was amortized over a 15 year period using a straight line amortization method until the adoption of SFAS No. 142 Goodwill and Other Intangible Assets, on April 1, 2002. Under SFAS No. 142, goodwill and intangible assets with indefinite lives are no longer amortized but are reviewed annually (or more frequently if impairment indicators arise) for impairment. Separable intangible assets that are not deemed to have indefinite lives will continue to be amortized over their useful lives (but with no maximum life). Effective April 1, 2002, the Company adopted the provisions of SFAS No. 142, which had no material effect on its results of operations and financial position.

As required by SFAS 142, the Company completed its transitional impairment testing of intangible assets. Under SFAS 142, the goodwill impairment exists if the net book value of a reporting unit exceeds its estimated fair value. The impairment testing is performed in two steps: (i) the Company determines impairment by comparing fair value of a reporting unit with its carrying value, and (ii) if there is an impairment the Company measures the amount of impairment loss by comparing the implied fair value of goodwill with the carrying amount of that goodwill.

As of March 31, 2006 the Company completed its annual impairment testing of goodwill. The Company estimated the fair value of its goodwill by using discounted cash flow analysis. As a result of the impairment tests, the Company did not record a goodwill impairment charge related to the Green Globe segment, during the year ended March 31, 2006. During the year ended March 31, 2005, the Company recorded a goodwill impairment charge of \$2,010.

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Goodwill consists of the following at March 31, 2006 and 2005:

	<u>2006</u>	<u>2005</u>
Goodwill	\$ 86,523	\$ 86,523
Less: Impairment loss	53,320	53,320
Less: Accumulated amortization	17,704	17,704
	<u> </u>	<u> </u>
Goodwill, net	<u>\$ 15,499</u>	<u>\$ 15,499</u>

Research & Development

Our products are the result of research and development expenditures. The Company's policy is to expense any research and development costs as they are incurred. The Company incurred research and development costs of \$193,032 and \$212,613 for the fiscal years ended March 31, 2006 and 2005, respectively.

Patents

The Company capitalizes legal costs incurred to obtain patents. Amortization begins when the patent is approved using the straight-line basis over the estimated useful life of 15 years.

Sale of Oil Well Leases

In April 2004, the Company sold its oil well leases located in Laramie County, Wyoming for \$15,000 and a 4.5% royalty on all future oil sales from these wells. The company recognized no gain or loss on the sale of the oil well leases. In May 2004, the state of Wyoming returned a \$75,000 deposit made by the Company at the time the oil leases were purchased. There were no royalty payments received during the years ended March 31, 2006 and 2005.

Accounting for Long-Lived Assets

The Company's long-lived assets include property and equipment and patents.

In accordance with SFAS 144, long-lived assets other than goodwill are reviewed on a periodic basis for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets.

Income Taxes

The Company accounts for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on the temporary differences between the financial statement and the income tax bases of assets and liabilities and for net operating loss carry forwards existing at the balance sheet date using enacted tax rates in effect for the years in which the taxes are expected to be paid or recovered. A valuation allowance is established when it is considered more likely than not that such assets will not be realizable. The effect on deferred tax assets or liabilities of a change in tax rates is recognized in the period in which the tax change occurs.

Stock-Based Compensation

Effective January 1, 2006, the Company adopted the fair value recognition provision of Statement of Financial Standards (SFAS) No. 123 (revised 2004), *Share-based Payments*, (SFAS 123(R)) using the modified prospective transition method and therefore has not restated results for prior periods. Under this transition method, stock based compensation expense for the fourth quarter of fiscal year 2006 includes compensation expense for all stock-based compensation awards granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provision of SFAS No. 123, *Accounting for Stock-Based Compensation* (SFAS 123). Stock-based compensation expense for all stock-based compensation awards granted after January 1, 2006 is based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R).

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Prior to the adoption of SFAS No. 123(R), the Company measured compensation expense for its employee stock-based compensation plans using the intrinsic value method prescribed by Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, (APB No. 25). The Company applied the disclosure provisions of SFAS No. 123 as amended by SFAS No. 148, *Accounting for Stock-based Compensation-Transition and Disclosure*, as if the fair-value-based method had been applied in measuring compensation expense.

At March 31, 2006, the Company has stock based compensation plans, which are described more fully in Note 9. As permitted by SFAS No.123, Accounting for Stock Based Compensation, the Company accounted for stock-based compensation arrangements with employees in accordance with provisions of Account Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees through December 31, 2005. On January 1, 2006, the Company adopted SFAS No. 123(R) which requires public entities to record noncash compensation expense related to payment for employee services by an equity award, such as stock options, Compensation expense for stock options issued to employees is based on the difference on the date of grant, between the fair value of the Company's stock and the exercise price of the option. As a result of adopting SFAS 123(R), net loss for the year ended March 31, 2006 was higher by \$428,798 than if the Company had not adopted SFAS 123(R). The impact on both basic and diluted loss per share for the year ended March 31, 2006, was \$0.02 per share. The Company accounted for equity instruments issued to non-employees in accordance with the provisions of SFAS No. 123 and Emerging Issues Task Force (EITF) Issue No. 96-18, Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services until the adoption of SFAS 123(R). All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Stock based compensation for non-employees was \$219,998 and \$208,740 for the years ended March 31, 2006 and 2005, respectively.

The following table illustrates the effect on net loss and loss per share if the Company had applied the fair value recognition provisions of SFAS No. 123 up through the adoption of SFAS No. 123(R) to all stock-based compensation:

	For the Year ended March 31, 2006	For the Nine Months ended December 31, 2005 (Restated)(1)	For the Year ended March 31, 2005 (Restated)(2)
Net loss as reported	\$ (10,836,644)	\$ (2,898,419)	\$ (1,854,876)
Add:			
Stock based compensation expenses included in reported net loss prior to adoption of SFAS No. 123(R)	516,720	387,000	208,740
Deduct:			
Total stock based employee compensation expense determined under fair value based method for all awards prior to adoption of SFAS No. 123(R)	(612,071)	(612,071)	(1,059,709)
Pro forma	<u>\$ (10,931,995)</u>	<u>\$ (3,123,490)</u>	<u>\$ (2,705,845)</u>
Basic and diluted loss per common share			
As reported	<u>\$ (0.43)</u>	<u>\$ (0.12)</u>	<u>\$ (0.08)</u>
Pro forma	<u>\$ (0.43)</u>	<u>\$ (0.13)</u>	<u>\$ (0.12)</u>

During the year ended March 31, 2006, the Company realized that certain option transactions including issuances and cancellations were not disclosed or reflected in the consolidated financial statements for the nine months ended December 31, 2005 or the year ended March 31, 2006. The Company has restated the prior period pro forma loss for the nine months ended December 31, 2005 and for the year ended March 31, 2005, as follows:

- (1) Pro forma loss increased to \$3,123,490 from \$2,855,110 and the pro forma basic and diluted loss per share increased to \$0.13 from \$0.12 for the Nine Months ended December 31, 2005.
- (2) Pro forma loss increased to \$2,705,845 from \$2,336,624 and the pro forma basic and diluted loss per share increased to \$0.12 from \$0.10 for the Year ended March 31, 2005.

Recently Issued Accounting Standards

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123(R). This revised accounting standard eliminates the ability to account for stock based compensation transactions using the intrinsic value method in accordance with APB Opinion No. 25 and requires instead that such transactions be accounted for using a fair-value-based method. SFAS No. 123(R) requires public entities to record noncash compensation expense related to payment for employee services by an equity award, such as stock options, in their financial statements over the requisite service period. SFAS No. 123(R) is effective as of the beginning of the first interim or annual period that begins after December 15, 2005 for small business issuers. On January 1, 2006, the Company adopted SFAS No. 123(R). The Company has historically through the nine months ended December 31, 2005, provided pro forma disclosures pursuant to SFAS No. 123 and SFAS No. 148 as if the fair value method of accounting for stock options had been applied, assuming use of the Black-Scholes option-pricing model. With the adoption of SFAS No. 123(R), the Company has recorded \$428,798, as stock based compensation cost, which has had a negative impact on the our consolidated statement of operations.

Per Share Data

SFAS No. 128 establishes standards for computing and presenting earnings per share (EPS). The standard requires the presentation of basic EPS and diluted EPS. Basic EPS is calculated by dividing income/loss available to common shareholders by the weighted average number of shares of common stock outstanding during the period. Diluted EPS is calculated by dividing income/loss available to common shareholders by the weighted average number of common shares outstanding adjusted to reflect potentially dilutive securities. Diluted loss per share for the years ended March 31, 2006 and 2005 does not include 15,046,000, and 7,670,000 stock options and warrants since the inclusion of the outstanding stock options and warrants would be antidilutive.

Concentrations of Risk

Cash and Cash Equivalents

The Company maintains cash balances at financial institutions insured up to \$100,000 by the Federal Deposit Insurance Corporation. Balances exceeded these insured amounts during the year.

Accounts and Notes Receivable

The Company had two customers which accounted for 69% and three customers which accounted for 87% of the total accounts receivable at March 31, 2006 and 2005 respectively. Credit losses, if any, have been provided for in the consolidated financial statements and are based on management s expectations.

At March 31, 2003, the Company converted an accounts receivable balance of \$179,034 to a one year note receivable. The note accrues interest at the rate of 4.5%, was to be paid in 12 monthly installments and provides for a security interest in the inventory held by this customer. During the year ended March 31, 2004, the customer returned goods in the amount of \$30,226, which decreased the note. Principal payments in the amount of \$53,808 have also been received. In addition, the Company decreased the reserve by \$13,850 to \$17,500. No interest has been paid to date. On March 28, 2004, the customer agreed to a balance of \$95,000, which was to be paid \$5,000 per month. During the year ended March 31, 2006, the customer made six monthly payments. The balance at March 31, 2006 is \$30,000, prior to the reserve of \$10,525.

Significant Customers

The Company s revenues from major customers, as a percentage of revenues, for the years ended March 31, 2006 and 2005, are as follows:

	<u>2006</u>	<u>2005</u>
Customer A	14%	3%
Customer B	22%	30%
Customer C	0%	39%
Customer D	10%	2%

Vendors

The Company purchased supplies from major vendors for the years ended March 31, 2006 and 2005, as follows:

	<u>2006</u>	<u>2005</u>
Vendor A	13%	21%
Vendor B	20%	12%
Vendor C	13%	6%
Vendor D	1%	11%

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, accounts receivable, note and loan receivable, inventory, accounts payable and accrued expenses approximate their fair values due to the short-term maturity of these instruments.

3. INVENTORY

Inventory consists of the following as of March 31, 2006 and 2005:

	<u>2006</u>	<u>2005</u>
Paper	\$	\$
Blended chemicals	68,255	80,380
Raw materials	38,702	55,580
	<u> </u>	<u> </u>
Total inventory	\$ 106,957	\$ 135,960
	<u> </u>	<u> </u>

4. RELATED PARTY TRANSACTIONS

The Company had an amount due to Robert Seaman, a shareholder and former director of the Company. The amount due as of March 31, 2005 and 2004 is \$244,141. This amount is unsecured, non-interest bearing and due upon demand.

Martin Rappaport, a major shareholder and director of the Company, owns the property from which United Energy leases the 9,600 square foot facility it occupies in Secaucus, New Jersey. The Company pays \$115,200 per year under the lease, excluding real estate taxes.

During January and February 2005, the Company's Chairman of the Board, Ron Wilen, loaned the Company \$133,600. The loan was unsecured, non interest bearing and due upon demand. This loan was repaid in April 2005.

During August 2005, the Chairman of the Board, Ron Wilen and the Chief Executive Officer, Brian King, each loaned the Company \$100,000. The loans were both unsecured, non-interest bearing and due upon demand. These loans were repaid in April 2006.

5. CONVERTIBLE DEBT

On March 24, 2004, the Company issued a secured convertible term note (the Term Note) in the amount of \$1,750,000, which has a term of three years and accrues interest at the greater of the prime rate of interest, which was 5.75% per year at March 31, 2005 (as published in the Wall Street Journal), or 4% per year. Interest is payable monthly in arrears commencing on May 1, 2004, and on the first day of each consecutive calendar month after that date. Monthly amortization payments commenced on October 1, 2004, at the rate of \$58,333.

The holder of the Term Note has the option to convert all or a portion of the note (including principal, interest and penalties) into shares of common stock at any time, subject to specified limitations, at a fixed conversion price of \$1.00 per share. The conversion price is subject to adjustment for stock splits, stock dividends and similar events. On March 18, 2005, in connection with the financing discussed in Note 7, the

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fixed conversion price was adjusted to \$0.80. The Company's obligations under the Term Note are secured by a first priority security interest in the Company's assets. As of March 31, 2005, the holder of the Term Note converted \$150,000 in principal into 150,000 shares of common stock. In addition, the holder of the Term Note received \$12,497 of interest paid in shares of the Company's common

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stock. During the fiscal year ended March 31, 2006, the holder of the Term Note converted \$1,600,000 in principal and \$492 of interest into 2,000,615 shares of common stock and the note is no longer outstanding.

During December 2004, the Company defaulted on the Term Note by failing to pay principal of \$24,999. The Company also failed to pay principal of \$116,666 for January and February 2005. On February 28, 2005, the Company entered into an Amendment and Waiver agreement (the Amendment) with the holder of the Term Note. The amendment included a waiver by the holder of the Term Note of all Events of Default. In consideration for the waiver the Company, (i) paid the holder unpaid interest, (ii) prepaid \$37,777 of additional interest and (iii) issued a seven year warrant to purchase 300,000 shares of Common Stock with an exercise price ranging from \$1.25 to \$1.75. In addition, the holder agreed to defer the principal payments scheduled to be paid from December 2004 through May 2005 until the date of Maturity.

6. COMMITMENTS AND CONTINGENCIES

Litigation

Sales Commission Claim

In July 2002, an action was commenced against us in the Court of Common Pleas of South Carolina, Pickens County, brought by Quantum International Technology, LLC and Richard J. Barrett. Plaintiffs allege that they were retained as a sales representative of ours and in that capacity made sales of our products to the United States government and to commercial entities. Plaintiffs further allege that we failed to pay to plaintiffs agreed commissions at the rate of 20% of gross sales of our products made by plaintiffs. The complaint seeks an accounting, compensatory damages in the amount of all unpaid commissions plus interest thereon, punitive damages in an amount treble the compensatory damages, plus legal fees and costs. Plaintiffs maintain that they are entitled to receive an aggregate of approximately \$350,000 in compensatory and punitive damages, interest and costs. In June 2003, the action was transferred from the court in Pickens County to a Master in Equity sitting in Greenville, South Carolina and was removed from the trial docket. The action, if tried, will be tried without a jury. No trial date has yet been scheduled. We believe we have meritorious defenses to the claims asserted in the action and intend to vigorously defend the case. The outcome of this matter cannot be determined at this time.

Lease Commitments

The Company leases office facilities, equipment and autos under operating leases expiring on various dates through 2010. Certain leases contain renewal options. The following is a schedule of future minimum lease payments under operating leases having remaining terms in excess of one year as of March 31, 2006

Year	Operating Leases
2007	\$ 129,592
2008	129,105
2009	132,610
2010	152,037
Total minimum lease payments	\$ 543,344

Operating lease expense was \$136,606 and \$129,806 for the years ended March 31, 2006 and 2005, respectively.

7. STOCKHOLDERS EQUITY

Laurus Master Fund, Ltd.

On February 28, 2005, the Company entered into an amended agreement on the convertible term note (see note 5). The Company issued warrants to purchase up to 300,000 shares of the Company's common stock at an exercise price per share ranging from \$1.25 to \$1.75. The warrants are fully exercisable for seven years from the date of issuance. The estimated fair value of the warrants of \$165,210 was recorded as a discount to the convertible term note and was amortized to interest expense over the life of the note. The unamortized amount as of March 31, 2005 was \$158,423.

Consulting Agreement with C.C.R.I. Corporation

On May 17, 2004, The Company entered into a consulting agreement with C.C.R.I. Corporation for certain investor relations and development services. As consideration for these services, the Company issued 75,000 shares of the Company's common stock and warrants to purchase 100,000 shares of the Company's common stock with an exercise price of \$2.00 per share.

Series A and Series B Units

On March 18, 2005, the Company entered into a securities purchase agreement (the Agreement) with two private investors to issue shares of our common stock and warrants. The Agreement provides for two types of units, designated as Series A and Series B.

The Series A Units each consist of 100,000 shares of the Company's common stock and a Series A Warrant to purchase 50,000 shares of the Company's common stock at \$1.00 per share, subject to adjustment. The Series A Warrants expire five (5) years from the date they are issued. The purchase price for each Series A Unit is \$80,000. The Agreement provides for the sale of up to twenty (20) Series A Units.

The Series B Units each consist of ten (10) shares of a new class of preferred stock that are convertible into 80,000 shares of the Company's common stock in the aggregate, subject to adjustment, and a Series B Warrant to purchase 40,000 shares of the Company's common stock at \$1.50 per share. The Series B Warrants expire five (5) years from the date they are issued. The purchase price for each Series B Unit is \$80,000. The securities purchase agreement provides for the sale of up to forty-two (42) Series B Units.

On March 18, 2005, the contract date, the Company issued 8 Series A Units or 800,000 shares of the Company's common stock and Series A Warrants to purchase 400,000 shares of the Company's common stock for a purchase price of \$640,000. In connection with issuance of such Series A Units, 37,500 shares of common stock were issued to the investors' counsel as reimbursement for their expenses.

On August 25, 2005, the Company entered into an Amendment and Waiver Agreement with the investors providing, among other things, that the investors would waive certain defaults under the securities purchase agreement in exchange for a reduction in the price of the shares issuable upon exercise of the Series B Warrants from \$1.50 to \$1.00 per share.

During the year ended March 31, 2006, the Company issued the remaining 12 Series A Units or 1,200,000 shares of its common stock for a purchase price of \$960,000 as per the securities agreement dated March 18, 2005.

On January 26, 2006, the Company entered into the first amendment to the securities purchase agreement dated March 18, 2005, which extended the term of the agreement from March 18, 2006 to the earlier of March 18, 2008 or thirty days notice of termination from the holder of a majority of the shares issued under the agreement. In addition, the Company agreed to certain restrictions.

On March 9, 2006, the Company entered into the Second Amendment to Securities Purchase Agreement with the investors. Pursuant to the Second Amendment, one of the investors agreed to purchase three-tenths of one Series B unit, consisting of 3 shares of preferred stock and warrants to purchase 12,000 shares of the Company's common stock (the Series B Warrant), for an aggregate purchase price of \$24,000. The preferred stock pays a dividend at a rate of 6% of the stated value per annum. In addition, the investors have agreed to waive all existing defaults under the purchase agreement, including the Company's failure to timely file a Certificate of Designations for the preferred stock and to timely issue common stock certificates and warrants. The Company and the investors also agreed to terminate all further obligations of the investors to purchase and the Company's obligation to sell any remaining Series B units. The remaining Series B units would have consisted of 417 shares of preferred stock convertible into an aggregate of 3,336,000 shares of common stock at a conversion price of \$1.00 and of warrants to purchase 1,668,000 shares of common stock at an exercise price of \$1.00 per share. Instead thereof, the Company agreed to issue to one of the investors warrants to purchase 5,004,000 shares of the Company's common stock at an exercise price of \$1.00 (the Series C Warrant). These warrants have been valued at \$6,810,444 and recorded as Non-cash equity financing costs in the Consolidated Statements of Operations. The Series C Warrant, as well as the preferred stock and the Series B Warrant, are subject to anti-dilution provisions in the event that the

Company issue shares of common stock at a price less than the conversion price or the exercise price and contain provisions limiting the holders right to convert or exercise if doing so would cause such holder and its affiliates to beneficially own more than 9.99% of the outstanding common stock.

For so long as the investors hold 1,500,000 shares of common stock equivalents (meaning shares of common stock and other securities convertible to or exercisable for common stock), the majority holder shall have the right to designate a majority of the members of the Company's Board of Directors in the event of any of the following, referred to as triggering events:

- (i) if the Company fails to have gross revenue of at least \$5,000,000 for the six months ending September 30, 2006; or
- (ii) if the Company breaches any of our representations, warranties, agreements, covenants, terms or obligations under the securities purchase agreement or ancillary agreements.

Consulting Agreement

On April 27, 2005, the Company entered into a consulting agreement for the provision of certain advisory and business development services. As consideration for these services, the Company issued warrants to purchase 1,000,000 shares of the Company's common stock. The first 500,000 shares have an exercise price of \$1.34 and the second 500,000 shares have an exercise price of \$2.00 per share. The warrants have been valued at \$129,720 and have been recorded as a selling, general and administrative expense in the consolidated statement of operations.

March 2006 Private Placement

On March 24, 2006, the Company entered into Securities Purchase Agreement and a First Amendment to Securities Purchase Agreement and Registration Rights Agreement pursuant to which the Company raised \$5,100,000 in gross cash proceeds from the sale to the purchasers of 4,250,000 shares of common stock at a price of \$1.20 per share.

8. INCOME TAXES

Deferred income taxes are provided for the temporary difference between the financial reporting basis and tax basis of the Company's assets and liabilities including those assets and liabilities recorded in connection with acquisitions. Deferred tax assets and liabilities result principally from recording certain expenses or income in the financial statements in a different period from recognition for income tax purposes. As of March 31, 2006, the Company had a net operating loss carryforward for tax purposes of approximately \$13,715,000, which is available to reduce its future taxable income, and expires at various dates through 2025. \$106,000 is expiring in 2015, \$820,000 expiring in 2016, \$889,000 expiring in 2017, \$736,000 expiring in 2018, \$100,000 expiring in 2020, \$782,000 expiring in 2021, \$2,692,000 expiring in 2022, \$2,404,000 expiring in 2023, \$1,709,000 expiring in 2024 and \$3,477,000 expiring in 2025. A full valuation allowance has been established against the deferred tax assets, which are mainly related to the net loss carryforward, due to the uncertainties surrounding the utilization of the carryforward and limitations resulting from a change in control. There are no other significant timing differences.

Utilization of the net operating loss carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. The annual limitation may result in the expiration of net operating loss carryforwards before utilization.

9. EMPLOYEE BENEFITS PLAN

Stock Option Plans

In August 2001, the Company's stockholders approved, the 2001 Equity Incentive Plan (the 2001 Plan), which provides for the grant of stock options to purchase up to 2,000,000 shares of common stock to any employee, non-employee director, or consultant at the Board's discretion. Under the 2001 Plan, these options may be exercised for a period up to ten years from the date of grant. Options issued to employees are exercisable upon vesting, which can range between the dates of the grant to up to 5 years.

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An amendment and restatement of the 2001 Equity Incentive Plan increasing the number of shares for a total of 4,000,000 was approved by the Board of Directors on May 29, 2002 and was approved by the shareholders at the annual meeting.

Under the 2001 Plan, options are granted to non-employee directors upon election at the annual meeting of stockholders at a purchase price equal to the fair market value on the date of grant. In addition, the non-employee director stock options shall be exercisable in full twelve months after the date of grant unless determined otherwise by the compensation committee.

There were stock options to purchase 265,000 shares of common stock for future grant as of March 31, 2006 under the 2001 equity incentive plan.

Fair Value of Stock Options

For disclosure purposes under SFAS No. 123 and SFAS No. 123(R), the fair value of each option grant is estimated on the date of grant using the Black-Scholes option valuation model with the following weighted-average assumptions:

	2006	2005
Expected life (in years)	10	10
Risk-free interest rate	4.54%	4.54%
Volatility	127.05	135.00
Dividend yield	0%	0%

Utilizing these assumptions, the weighted average fair value of options granted with an exercise price equal to their fair market value at the date of the grant is \$1.11 and \$1.20 for the years ended March 31, 2006 and 2005, respectively.

Summary Stock Option Activity

The following table summarizes stock option information with respect to all stock options for the years ended March 31, 2006 and 2005:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Average Intrinsic Value
Options outstanding March 31, 2004	2,205,000	\$ 1.32	8.32	
Cancelled	(635,000)			
Granted	1,375,000	\$ 1.00		
Options outstanding March 31, 2005	2,945,000	\$ 1.20	8.53	
Granted	540,000	\$ 1.10		
Exercised	(300,000)			
Options outstanding March 31, 2006	3,185,000	\$ 1.11	8.48	
Vested and expected to vest end of year	3,185,000	\$ 1.11	8.48	\$ 2,991,750
Exercisable end of year	2,633,507	\$ 1.12	8.01	\$ 2,443,994

Options outstanding at March 31, 2006 have an exercise price ranging between \$0.70 to \$1.80.

The aggregate intrinsic value in the table above represents the total intrinsic value (the difference between United Energy's closing stock price on March 31, 2006 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had vested option holders exercised their options on March 31, 2006. This amount changes based upon changes in the fair market value of United Energy's stock. As of March 31, 2006, \$297,332 of the total unrecognized compensation costs related to stock options is expected to be recognized over a period of approximately two years.

10. SEGMENT REPORTING

SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, establishes standards for the way that public companies report information about operating segments in annual financial statements and requires reporting of selected information about operating segments in interim financial statements issued to the public. It also establishes standards for disclosures regarding products and services, geographic areas and major customers. SFAS No. 131 defines operating segments as components of a company about which separate financial information is available that is evaluated regularly by management in deciding how to allocate resources and in assessing performance.

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The Company's total revenues, income from operations and identifiable assets by segment for the year ended March 31, 2006, are as follows:

	<u>Graphic Arts</u>	<u>Specialty Chemicals</u>	<u>Corporate</u>	<u>Total</u>
Revenues	\$ 106,861	\$ 385,374	\$	\$ 492,235
Gross profit	\$ 44,961	\$ 145,632	\$	\$ 190,593
Sales, general and administrative expenses	151,948	1,747,331	1,685,374	3,584,653
Non-cash equity financing expense			6,810,444	6,810,444
Depreciation, amortization and depletion		61,994	8,067	70,061
Impairment loss				
Interest expense			562,079	562,079
Loss from continuing operations	\$ (106,987)	\$ (1,663,693)	\$ (9,065,964)	\$ (10,836,644)
Cash and cash equivalents	\$	\$	\$ 5,194,748	\$ 5,194,748
Accounts receivable		91,557		91,557
Inventory	7,620	99,337		106,957
Note receivable	19,476			19,476
Loan receivable			364	364
Prepaid expenses			84,657	84,657
Fixed assets		109,546	37,448	146,994
Goodwill		15,499		15,499
Patent		327,572		327,572
Deferred financing costs				
Deposits			1,385	1,385
Total assets	\$ 27,096	\$ 643,511	\$ 5,318,602	\$ 5,989,209
Capital expenditures	\$	\$ 31,793	\$ 17,110	\$ 48,903

The Company's total revenues, income from operations and identifiable assets by segment for the year ended March 31, 2005 are as follows:

	<u>Graphic Arts</u>	<u>Specialty Chemicals</u>	<u>Corporate</u>	<u>Total</u>
Revenues	\$ 549,462	\$ 1,301,492	\$	\$ 1,850,954
Gross profit	\$ 238,146	\$ 853,744	\$	\$ 1,091,890
Sales, general and administrative expenses	143,942	1,431,225	1,005,866	2,581,033
Depreciation, amortization and depletion		74,535	9,866	84,401
Impairment loss		2,010		2,010
Interest expense			279,322	279,322
Income (loss) from continuing operations	\$ 94,204	\$ (654,026)	\$ (1,295,054)	\$ (1,854,876)
Cash and cash equivalents	\$	\$	\$ 365,610	\$ 365,610

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Accounts receivable	140,617	642,387	783,004
Inventory	20,080	115,880	135,960
Note receivable	28,650		28,650
Loan receivable			137
Prepaid expenses			120,574
Fixed assets		143,633	21,954
Goodwill		15,499	15,499
Patent		295,603	295,603
Deferred financing costs			206,590
Deposits			1,385
Total assets	\$ 189,347	\$ 1,213,002	\$ 716,250
Capital expenditures	\$	\$ 23,018	\$ 6,451

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Geographic Information

	<u>2006</u>	<u>2005</u>
U.S.	\$ 425,550	\$ 938,504
Venezuela		729,575
Netherlands		50,200
Other	<u>66,685</u>	<u>132,675</u>
Totals	<u>\$ 492,235</u>	<u>\$ 1,850,954</u>

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You should rely only on the information contained in this prospectus or to which we have referred you in this prospectus. We have not authorized any dealer, sales person or other person to give any information or represent anything contained in this prospectus. You must not rely on any unauthorized information. The information in is prospectus may only be accurate as of the date of this prospectus.

This prospectus is not an offer to sell, or a solicitation of an offer to buy, securities in any jurisdiction where it is unlawful.

UNITED ENERGY CORP.

9,404,000 shares of common stock

PROSPECTUS

, 2006

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 24. Indemnification of Directors and Officers

Our articles of incorporation eliminate, to the fullest extent permitted by law, the personal liability of our directors and officers to us and to our stockholders for damages resulting from a breach of any duty owed to us or to our stockholders.

Under Nevada law, a corporation may indemnify a director or officer if he or she (i) is not liable pursuant to Section 78.138 of the Nevada Private Corporations Law for breaching fiduciary duties as an officer or director and the breach of duties did not involve intentional misconduct, fraud or a knowing violation of law, or (ii) acted in good faith and in a manner that he or she reasonably believed to be in the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

We currently maintain a directors and officers liability insurance policy.

Item 25. Other Expenses of Issuance and Distribution.

The following table sets forth the costs and expenses, other than underwriting discounts and commissions, payable by us in connection with the offer and sale of the securities being registered. All amounts are estimates except the SEC registration fee.

SEC registration fee	\$ 1,880
Printing and engraving expenses	5,000
Blue sky fees and expenses	400
Legal fees and expenses	30,000
Accounting fees and expenses	3,000
Miscellaneous	5,000
	<hr/>
Total	\$ 45,280
	<hr/>

Item 26. Recent Sales of Unregistered Securities.**Laurus Master Fund, Ltd.**

On March 24, 2004, we entered into a \$1,750,000 financing transaction with Laurus Master Fund, Ltd., a financial institution specializing in funding small and micro-capitalization companies. Under the financing agreements, we issued a \$1,750,000 secured convertible term note at a fixed conversion price of \$1.00 per share to Laurus. The loan has a term of three years and accrues interest at the greater of the prime rate of interest, currently 4% per year (as published in The Wall Street Journal), or 4% per year. Interest is payable monthly in arrears commencing on May 1, 2004, and on the first day of each consecutive calendar month after that date. Monthly amortization payments commence on October 1, 2004, at the rate of \$58,333. The proceeds of the financing are being used for working capital. The interest rate of the note is subject to reduction in .25% increments on a month-by-month basis if specified conditions are met, including that the common stock underlying the conversion of the convertible term note and the warrant issued to Laurus are registered with the Securities and Exchange Commission and whether and to what extent the average price of our common stock exceeds the fixed conversion price. Laurus has the option to convert all or a portion of the term loan into shares of our common stock at any time, subject to specified limitations, at a fixed conversion price of \$1.00 per share. The term loan is secured by a first priority security interest in our assets. In connection with the term loan, Laurus was paid a fee of \$61,250 and received a seven-year warrant to purchase up to 300,000 shares of our common stock at prices ranging from \$1.25 per share to \$1.75 per share. All stock conversion prices and exercise prices are subject to adjustment for stock splits, stock dividends and similar events. The secured convertible term note and common stock purchase warrant issued by us to Laurus were not registered under the Securities Act of 1933 in reliance upon the exemption from registration provided by Section 4(2) of that Act and Regulation D promulgated under that Act, which exempts transactions by an issuer not involving any public offering.

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On February 28, 2005, we entered into an Amendment and Waiver with Laurus Master Fund, Ltd., for the purpose of amending the terms of (i) the Securities Purchase Agreement dated March 24, 2004, (ii) the Secured Convertible Term Note and (iii) the Registration Rights Agreement.

Laurus waived each payment default that may have arisen under the Term Note, and we (i) paid to Laurus the interest accrued under the Term Note as of February 28, 2005 of \$7,233, (ii) prepaid interest under the Term Note of \$37,767 and (iii) issued a seven year warrant to Laurus to purchase 300,000 shares of our common stock with an exercise price of (x) \$1.25 per share for the first 100,000 shares, (y) a price of \$1.50 per share for the next 100,000 shares and (z) \$1.75 per share for any additional shares acquired. The warrants issued by us were not registered under the Securities Act of 1933 in reliance upon the exemption from registration provided by Section 4(2) of that Act and Regulation D promulgated under that Act.

Consulting Agreement with C.C.R.I. Corporation

On May 17, 2004, we entered into a consulting agreement with C.C.R.I. Corporation for certain investor relations and development services. As consideration for these services, we issued 75,000 shares of our common stock and warrants to purchase 100,000 shares of our common stock with an exercise price of \$2.00 per share. The warrants issued by us were not registered under the Securities Act of 1933 in reliance upon the exemption from registration provided by Section 4(2) of that Act and Regulation D promulgated under that Act.

Series A and Series B Units

On March 18, 2005, we entered into a securities purchase agreement (the Agreement) with two private investors to issue shares of our common stock and warrants. The Agreement provides for two types of units, designated as Series A and Series B.

The Series A Units each consist of 100,000 shares of our common stock and a Series A Warrant to purchase 50,000 shares of our common stock at \$1.00 per share, subject to adjustment. The Series A Warrants expire five (5) years from the date they are issued. The purchase price for each Series A Unit is \$80,000. The Agreement provides for the sale of up to twenty (20) Series A Units.

The Series B Units each consist of ten (10) shares of a new class of preferred stock that are convertible into 80,000 shares of our common stock in the aggregate, subject to adjustment, and a Series B Warrant to purchase 40,000 shares of our common stock at \$1.50 per share. The Series B Warrants expire five (5) years from the date they are issued. The purchase price for each Series B Unit is \$80,000. The securities purchase agreement provides for the sale of up to forty-two (42) Series B Units.

On March 18, 2005, the contract date, we issued 8 Series A Units or 800,000 shares of our common stock and Series A Warrants to purchase 400,000 shares of our common stock for a purchase price of \$640,000. In connection with issuance of such Series A Units, 37,500 shares of common stock were issued to the investors' counsel as reimbursement for their expenses. The common stock and warrants underlying such Series A Units and common stock issued to investors' counsel were not registered under the Securities Act of 1933 in reliance upon the exemption from registration provided by Section 4(2) of that Act and Regulation D promulgated under that Act.

On August 25, 2005, we closed on the sale of an additional Series A Unit or 100,000 shares of our common stock and Series A Warrants to purchase 50,000 shares of our common stock for a purchase price of \$80,000. The common stock and warrants underlying such Series A Units issued by us were not registered under the Securities Act of 1933 in reliance upon the exemption from registration provided by Section 4(2) of that Act and Regulation D promulgated under that Act. In connection with the sale of this unit, we entered into an Amendment and Waiver Agreement with the investors providing, among other things, that the investors would waive certain defaults under the securities purchase agreement in exchange for a reduction in the price of the shares issuable upon exercise of the Series B Warrants from \$1.50 to \$1.00 per share.

On January 26, 2006, we entered into the First Amendment to Securities Purchase Agreement dated March 18, 2005. Pursuant to the amendment, the investors agreed to purchase the remaining Series A Units or 1,100,000 shares of our common stock and Series A Warrants to purchase 550,000 shares of our common stock for \$580,000. The common stock and warrants underlying such Series A Units issued by us were not registered under the Securities Act of 1933 in reliance upon the exemption from registration provided by Section 4(2) of that Act and Regulation D promulgated under that Act.

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On March 9, 2006, we entered into the Second Amendment to Securities Purchase Agreement with the investors. Pursuant to the second amendment, one of the investors agreed to purchase three-tenths of one Series B unit, consisting of 3 shares of Preferred Stock and warrants to purchase 12,000 shares of our common stock (the Series B Warrant), for an aggregate purchase price of \$24,000. In addition, the investors have agreed to waive all existing defaults under the purchase agreement, including our failure to timely file a Certificate of Designations for the Preferred Stock and to timely issue common stock certificates and warrants. The Preferred Stock and warrants were not registered under the Securities Act of 1933 in reliance upon the exemption from registration provided by Section 4(2) of that Act and Regulation D promulgated under that Act.

We and the investors also agreed to terminate all further obligations of the investors to purchase and our obligation to sell any remaining Series B units. The remaining Series B units would have consisted of 417 shares of Preferred Stock convertible into an aggregate of 3,336,000 shares of common stock at a conversion price of \$1.00 and of warrants to purchase 1,668,000 shares of common stock at an exercise price of \$1.00 per share. Instead thereof, we agreed to issue to one of the investors warrants to purchase 5,004,000 shares of our common stock at an exercise price of \$1.00 (the Series C Warrant). The Series C Warrant, as well as the Preferred Stock and the Series B Warrant, are subject to anti-dilution provisions in the event that we issue shares of common stock at a price less than the conversion price or the exercise price and contain provisions limiting the holders right to convert or exercise if doing so would cause such holder and its affiliates to beneficially own more than 9.99% of the outstanding common stock. The Series C Warrants were not registered under the Securities Act of 1933 in reliance upon the exemption from registration provided by Section 4(2) of that Act and Regulation D promulgated under that Act.

Consulting Agreement

On April 27, 2005, we entered into a consulting agreement for the provision of certain advisory and business development services. As consideration for these services, we issued warrants to purchase 1,000,000 shares of our common stock. The first 500,000 shares have an exercise price of \$1.34 and the second 500,000 shares have an exercise price of \$2.00 per share. The warrants were not registered under the Securities Act of 1933 in reliance upon the exemption from registration provided by Section 4(2) of that Act and Regulation D promulgated under that Act.

March 2006 Private Placement

On March 24, 2006, we entered into Securities Purchase Agreement (the Purchase Agreement) with the purchasers named therein (the Purchasers) and a First Amendment to Securities Purchase Agreement and Registration Rights Agreement pursuant to which the Company raised \$5,100,000 in gross cash proceeds from the sale to the Purchasers of 4,250,000 shares of common stock at a price of \$1.20 per share. The common stock was issued pursuant to an exemption provided by Section 4(2) of Securities Act and Regulation D promulgated thereunder.

During the quarter ended June 30, 2006, a former employee of the Company exercised stock options to purchase 12,500 shares at an exercise price of \$1.11 per share. The common stock was issued pursuant to an exemption provided by Section 4(2) of Securities Act and Regulation D promulgated thereunder.

Item 27. Exhibits

- (a) Exhibits. Reference is made to the information contained in the Exhibit Index filed as part of this Registration Statement, which information is incorporated herein by reference pursuant to Rule 411 of the Securities and Exchange Commission's Rules and Regulations under the Securities Act.
- (b) Financial Statement Schedules.

Item 28. Undertakings

The undersigned registrant hereby undertakes to:

- (1) File, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) Include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

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(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and

(iii) Include any additional or changed material information with respect to the plan of distribution.

(2) For determining liability under the Securities Act of 1933, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.

(3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(4) For determining liability of the undersigned small business issuer under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned small business issuer undertakes that in a primary offering of securities of the undersigned small business issuer pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned small business will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned small business issuer relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned small business issuer or used or referred to by the undersigned small business issuer;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned small business issuer or its securities, provided by or on behalf of the undersigned small business issuer; and

(iv) Any other communication that is an offer in the offering made by the undersigned small business issuer to the purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the small business issuer of expenses incurred or paid by a director, officer or controlling person of the small business issuer in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the small business issuer will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Secaucus, State of New Jersey, on July 21, 2006.

UNITED ENERGY CORP.

By: /s/ Brian F. King

 Brian F. King
 Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below constitutes and appoints Brian F. King, his true and lawful attorney-in-fact and agent, acting alone, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, or any related registration statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with all the exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agent, acting alone, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises as fully, to all intents and purposes, as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent, acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ Brian F. King	Chief Executive Officer (principal executive officer) and President	July 21, 2006
Brian F. King		
*	Interim Chief Financial Officer	July 21, 2006
James McKeever		
*	Chairman of the Board of Directors and Secretary	July 21, 2006
Ronald Wilen		
*	Director	July 21, 2006
Andrea Pampanini		
*	Director	July 21, 2006
Martin Rappaport		
*	Director	July 21, 2006
Louis Bernstein		

*By /s/ Brian F. King

 Brian F. King, Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description of Document
3.1	Articles of Incorporation of United Energy Corp. (1)
3.2	Amendment to the Articles of Incorporation. (2)
3.3	By-Laws of United Energy Corp. (1)
4.1	Articles of Incorporation: Articles Fourth, Fifth and Seventh. (1)
4.2	By-Laws: Article I: Sections: Six, Seven, Eight, Nine, Ten; Article II: Section Nine: Article IV: Section Two. (1)
4.3	New Article V of the Bylaws. (14)
4.4	Form of Stock Certificate of United Energy Corp.(1)
4.5	Secured Convertible Term Note dated March 24, 2004.(4)
5.1	Opinion of Katten Muchin Rosenman LLP *
10.1	Distribution Agreement and Option Agreement with International Research and Development, dated August 25, 1999. (1)
10.2	2001 Equity Incentive Plan, as amended on May 29, 2002. (5)
10.3	Securities Purchase Agreement, dated March 24, 2004, between United Energy Corp. and Laurus Master Fund, Ltd. (4)
10.4	Secured Convertible Term Note dated March 24, 2004. (4)
10.5	Security Agreement, dated March 24, 2004, between United Energy Corp. and Laurus Master Fund, Ltd. (4)
10.6	Registration Rights Agreement, dated March 24, 2004, between United Energy Corp. and Laurus Master Fund, Ltd. (4)
10.7	Common Stock Purchase Warrant, dated March 24, 2004. (4)
10.8	Amendment and Waiver, dated February 28, 2005, between United Energy Corp. and Laurus Master Fund, Ltd. (7)
10.9	Securities Purchase Agreement, dated March 18, 2005, between United Energy Corp. and the Purchasers set forth on the signature page thereto. (8)
10.10	March 2005 Series A Purchase Warrant. (8)
10.11	March 2005 Series B Purchase Warrant. (8)
10.12	Registration Rights Agreement, dated March 18, 2004, between United Energy Corp. and the persons identified as Purchasers pursuant to that certain Securities Purchase Agreement. (8)
10.13	2005 Series B Secured Convertible Note. (8)
10.14	Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock. (8)
10.15	Consulting Services Agreement, dated April 27, 2005, between United Energy Corp. and Ben Barnes. (9)

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- 10.16 Warrant Certificate, dated April 27, 2005. (9)
- 10.17 2002 Common Stock and Warrant Purchase Agreement. (10)
- 10.18 2002 Common Stock Purchase Warrant. (10)
- 10.19 Common Stock Purchase Warrant, dated February 28, 2005. (7)
- 10.20 Amendment to Articles of Incorporation of United Energy Corp. (11)
- 10.21 United Energy Corp. 2001 Equity Incentive Plan, Amended and Restated Effective May 29, 2002. (12)
- 10.22 Form of Incentive Stock Option Agreement. (12)
- 10.23 Form of Stock Option Agreement. (12)
- 10.24 First Amendment to Securities Purchase Agreement, dated January 26, 2006, by and among United Energy Corp., Sherleigh Associates, Inc. Profit Sharing Plan and Joseph J. Grano, Jr. (13)
- 10.25 Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock pursuant to NRS 78.1955. (14)
- 10.26 Second Amendment to Securities Purchase Agreement, dated as of March 9, 2006. (14)
- 10.27 Registration Rights Agreement, dated as of March 9, 2006. (14)
- 10.28 Form of Series C Warrant. (14)
- 10.29 Form of Securities Purchase Agreement dated as of March 24, 2006. (15)
- 10.30 Form of Registration Rights Agreement dated as of March 24, 2006. (15)
- 10.31 Form of First Amendment to Securities Purchase Agreement and Registration Rights Agreement dated as of March 24, 2006. (15)
- 10.32 Form of Warrant between United Energy Corp. and Connie Kristan. (16)
- 10.33 Form of Warrant between United Energy Corp. and Joseph Grano. (16)
- 14.1 Code of Ethics. (16)
- 16.1 Letter re Change in Certifying Accountant. (3)
- 21.1 Subsidiaries of Small Business Issuer. (15)
- 23.1 Consent of Imowitz Koenig & Co. LLP*
- 23.2 Consent of Katten Muchin Rosenman LLP (included in Exhibit 5.1)*
- * Filed herewith
- (1) Incorporated by reference from the exhibits filed with the Form 10 on June 20, 2000.
- (2) Incorporated by reference from the exhibits filed with the Form 10-Q for the period ended September 30, 2001.

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- (3) Incorporated by reference from the exhibits filed with the Form 8-K filed on June 3, 2002.
- (4) Incorporated by reference from the exhibits filed with the Form 8-K filed on March 30, 2004.
- (5) Incorporated by reference from the exhibits filed with the Schedule 14A for the year ended March 31, 2003.
- (6) Incorporated by reference from the exhibits filed with the Registration Statement on Form SB-2 (No. 333 115484).
- (7) Incorporated by reference from the exhibits filed with the Form 8-K filed on April 12, 2005.
- (8) Incorporated by reference from the exhibits filed with the Form 8-K filed on March 23, 2005.
- (9) Incorporated by reference from the exhibits filed with the Form 8-K filed on June 3, 2005.
- (10) Incorporated by reference from the exhibits filed with the Form S-3 filed on September 13, 2005.
- (11) Incorporated by reference from the exhibits filed with the Definitive Schedule 14A filed on July 18, 2005.
- (12) Incorporated by reference from the exhibits filed with the Form S-8 filed on September 29, 2005.
- (13) Incorporated by reference from the exhibits filed with the Form 8-K filed on January 27, 2006.
- (14) Incorporated by reference from the exhibits filed with the Form 8-K filed on March 9, 2006.
- (15) Incorporated by reference from the exhibits filed with the Form SB-2 filed on April 24, 2006.
- (16) Incorporated by reference from the exhibits filed with the Form 10-KSB filed on June 29, 2006.