

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:                     )  
  )  
KENNETH H. LOONEY                     )  
HEIDI UELTZEN                         )  
MARY LOU UPTON                        )  
DELBERT SHELTON                       )  
BRENDA STEALEY                        )  
USA TRANSIT FACILITY, INC             )  
ALABAMA TRANSIT FACILITY             )  
MOTIVITY, INC.                         )  
  )  
                    RESPONDENTS                    )

ADMINISTRATIVE ORDER  
NO. CD-2001-0043

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, and having confirmed information of the offer and/or sale of securities into, within, or from the State of Alabama, has determined as follows:

RESPONDENTS

1. KENNETH H. LOONEY ("RESPONDENT LOONEY") holds a position in the listed companies as a Trustee, Chairperson, or Attorney for USA Transit Facility, Inc., Alabama Transit Facility, Inc., and Motivity, Inc., with a business address of 131 East Laurel Street, Scottsboro, Alabama. 35768. At all times relevant to violations set forth herein, RESPONDENT LOONEY acted as an agent of Respondents, USA Transit Facility, Inc., Alabama Transit Facility, Inc., and Motivity, Inc.

2. HEIDI UELTZEN ("RESPONDENT UELTZEN") is the founder of USA Transit Facility, Alabama Transit Facility, Inc., and Motivity, Inc., with a business address of 1602 East Willow Street, Scottsboro, AL. 35768. At all times relevant to violations set forth herein, RESPONDENT UELTZEN acted as an agent of Respondents USA Transit Facility, Inc., Alabama Transit Facility, Inc., and Motivity, Inc.

3. MARY LOU UPTON ("RESPONDENT UPTON") is a Director of Alabama Transit Facility, Inc., with a business address of 131 East Laurel Street Scottsboro, AL. 35768. At all times relevant to violations set forth herein, RESPONDENT UPTON acted as an agent of Respondents USA Transit Facility, Inc., Alabama Transit Facility, Inc., and Motivity, Inc.

4. DELBERT SHELTON ("RESPONDENT SHELTON") is a Director of Alabama Transit Facility, Inc., with a business address of 84 Boyd Street, Scottsboro, AL. 35769. At all times relevant to violations set forth herein, RESPONDENT SHELTON acted as an agent of Respondents USA Transit Facility, Inc., Alabama Transit Facility, Inc., and Motivity, Inc.

5. BRENDA STEALEY ("RESPONDENT STEALEY") is the current Chairperson, Trustee, and lead advisor for Respondents USA Transit Facility, Inc., Alabama Transit Facility, Inc., and Motivity, Inc., with an address of 12 Richfield Drive, Greenville, SC. 29615. At all times relevant to violations set forth herein, RESPONDENT STEALEY acted as an agent of Respondents USA Transit Facility, Inc., Alabama Transit Facility, Inc., and Motivity, Inc.

6. USA TRANSIT FACILITY, INC ("RESPONDENT USA TRANSIT FACILITY, INC.") is a business entity created by Respondents Kenneth Looney, Heidi Ueltzen, Mary Lou Upton, Delbert Shelton, and Brenda Stealey with an address of 131 East Laurel Street, Scottsboro, AL. 35768. At all times relevant to

the violations set forth herein, Respondent USA Transit Facility, Inc., acted as the vehicle through which the Notes were solicited and/or sold.

7. ALABAMA TRASIT FACILITY, INC. ("RESPONDENT ALABAMA TRASIT FACILITY, INC") is a business entity created by Respondents Kenneth Looney, Heidi Ueltzen, Mary Lou Upton, Delbert Shelton, and Brenda Stealey with an address of 131 East Laurel Street, Scottsboro, AL. 35768. At all times relevant to the violations set forth herein, Respondent Alabama Transit Facility, Inc., acted as the vehicle through which the Notes were solicited and/or sold.

8. RESPONDENT MOTIVITY, INC. ("RESPONDENT MOTIVITY, INC.") is a business entity created by Respondents Kenneth Looney, Heidi Ueltzen, Mary Lou Upton, Delbert Shelton, and Brenda Stealey with an address of 131 East Laurel Street, Scottsboro, AL. 35768. At all times relevant to the violations set forth herein, Respondent Motivity, Inc., acted as the vehicle through which the Notes were solicited and/or sold.

#### STATEMENT OF FACTS

9. The Commission is in receipt of information that RESPONDENTS KENNETH LOONEY, HEIDI UELTZEN, MARY LOU UPTON, DELBERT SHELTON, and BRENDA STEALY engaged in the offer and/or sale of securities, to wit: investment contracts entitled Notes of Deposit, of USA TRANSIT FACILITY, ALABAMA TRANSIT FACILITY, INC., and MOTIVITY, INC., to a foreign national.

10. A review of the Registration files of the Alabama Securities Commission, disclosed no record of registration of RESPONDENTS KENNETH LOONEY, HEIDI UELTZEN, MARY LOU UPTON, DELBERT SHELTON, and BRENDA STEALY as a securities agent/dealer in the state of Alabama.

11. A review of the files of the Alabama Securities Commission, disclosed no record of registration, or exemption from registration, of the securities of RESPONDENTS USA TRANSIT FACILITY, INC., ALABAMA TRANSIT FACILITY, INC., and MOTIVITY, INC.

#### CONCLUSIONS OF LAW

12. RESPONDENTS KENNETH LOONEY, HEIDI UELTZEN, MARY LOU UPTON, DELBERT SHELTON, and BRENDA STEALY are not registered as securities agents in the state of Alabama.

13. Transacting business in the State of Alabama as a securities agent while unregistered is a violation of § 8-6-3(a), Code of Alabama, 1975.

14. RESPONDENTS USA TRANSIT FACILITY, INC., ALABAMA TRANSIT FACILITY, INC., and MOTIVITY, INC. are not registered as securities dealers in the State of Alabama.

15. Transacting business in the State of Alabama as a securities dealer while unregistered is a violation of § 8-6-3(a), Code of Alabama, 1975.

16. The securities of RESPONDENTS USA TRANSIT FACILITY, INC., ALABAMA TRANSIT FACILITY, INC., and MOTIVITY, INC., being solicited for sale by RESPONDENTS KENNETH LOONEY, HEIDI UELTZEN, MARY LOU UPTON DELBERT SHELTON, AND BRENDA STEALEY as set forth in paragraph 9, above, are not registered, or exempt from registration in the state of Alabama.

17. The sale or attempted sale of unregistered, non-exempt securities into, within, or from the state of Alabama is a violation of § 8-6-4, Code of Alabama, 1975.

This Order does not prevent the Alabama Securities Commission from seeking such other civil or criminal remedies that are available to it under the Alabama Securities Act.

This Order is appropriate in the public interest for the protection of investors and consistent with the purpose of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY ORDERED that, RESPONDENTS KENNETH LOONEY, HEIDI UELTZEN, MARY LOU UPTON, DELBERT SHELTON, USA TRANSIT FACILITY, INC., ALABAMA TRANSIT FACILITY, INC., AND MOTIVITY, INC., immediately CEASE AND DESIST from further offers or sales of any security into, within, or from the State of Alabama.

Entered at Montgomery, Alabama, this 20<sup>th</sup> day of August, 2001.



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ALABAMA SECURITIES COMMISSION  
770 Washington Street, Suite 570  
Montgomery, Alabama 36130-4700  
BY:

JOSEPH P. BORG  
Director