

**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, INC
MOTIVITY, INC

RESPONDENTS

ADMINISTRATIVE ORDER
NO. CO 2001- 0043

CONSENT ORDER

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

RESPONDENTS

1. **KENNETH H. LOONEY ("LOONEY")** holds a position in the listed companies as a Trustee, Chairperson, or Attorney for USA TRANSIT FACILITY, INC ("USATFI"), ALABAMA TRANSIT FACILITY, INC. ("ATFI"), and MOTIVITY, INC. ("MI"), with a business address of 131 East Laurel Street, Scottsboro, Alabama 35768. At all times relevant to violations set forth herein, LOONEY acted as an agent of, USATFI, ATFI, and MI.

2. **HEIDI UELTZEN ("UEL TZEN")** is the founder of USATFI, ATFI and MI, with a business address of 1602 East Willow Street, Scottsboro, Alabama 35768. At all

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times relevant to violations set forth herein, UELTZEN acted as an agent of USATFI, ATFI and MI.

3. **MARY LOU UPTON ("UPTON")** is a Director of ATFI, with a business address of 131 East Laurel Street, Scottsboro, Alabama 35768. At all times relevant to violations set forth herein, UPTON acted as an agent of USATFI, ATFI and MI.

4. **DELBERT SHELTON ("SHELTON")** is a Director of ATFI, with a business address of 84 Boyd Street, Scottsboro, Alabama 35769. At all times relevant to violations set forth herein, SHELTON acted as an agent of USATFI, ATFI and MI.

5. **BRENDA STEALEY ("STEALEY")** was a trustee Chairperson, Trustee and lead advisor for USATFI, ATFI and MI, with a business address of 195 West Highway 89A, Sedona, Arizona 86336 and a home address of 6770 West Highway 89A, Sedona, Arizona 86336. At all times relevant to violations set forth herein, STEALEY acted as an agent of USATFI, ATFI and MI.

6. **USA TRANSIT FACILITY, INC. ("USATFI")** 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, Alabama 35768. At all times relevant to the violations set forth herein, USATFI acted as the vehicle through which the Notes were solicited and/or sold.

7. **ALABAMA TRANSIT FACILITY, INC. ("ATFI")** 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, Alabama 35768. At all times relevant to the violations set forth herein, ATFI acted as the vehicle through which the Notes were solicited and/or sold.

8. **MOTIVITY, INC. ("MI")** 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, Alabama 35768. At all times relevant to

the violations set forth herein, MI 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 LOONEY, UELTZEN, UPTON, SHELTON and STEALEY engaged in the offer and/or sale of securities, to wit: investment contracts entitled Notes of Deposit, of USATFI, ATFI and MI, to a foreign national.

10. A review of the Registration files of the Alabama Securities Commission disclosed no record of registration of LOONEY, UELTZEN, UPTON, SHELTON and STEALEY 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 USATFI, ATFI and MI.

CONCLUSIONS OF LAW

12. LOONEY, UELTZEN, UPTON, SHELTON and STEALEY are not registered as securities agents in the state of Alabama. 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.

13. USATFI, ATFI and MI are not registered as securities dealers in the state of Alabama. 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.

14. The securities of USATFI, ATFI and MI, being solicited for sale by LOONEY, UELTZEN, UPTON, SHELTON and STEALEY as set forth in paragraph 9 above, are not registered or exempt from registration in the state of Alabama. 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.

WHEREAS, **STEALEY** admits that the information and assertions presented to the Commission during its investigation of this matter are true and correct and upon her assertions that she neither sold nor offered for sale any of the securities at issue; that **STEALEY** understands the Commission relied upon such information and assertions in its determination to accept this Order and that should said information or assertions prove to be incorrect or misrepresented, the Commission may seek other administrative, civil or criminal remedies that may be available to it under the provisions of the Act.

WHEREAS, **STEALEY** has voluntarily agreed to waive all rights to a hearing upon entry of this Order and has consented to the entry of this Order, and

WHEREAS, the Commission finds this Order necessary and appropriate in the public interest for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Act, and

WHEREAS, the Commission and **STEALEY** are desirous of settling this matter as hereafter set forth and agree to the entry of this Order.

ACCORDINGLY, IT IS HEREBY ORDERED:

1. That **STEALEY** shall ensure that proper procedures are enacted to preclude any future non-compliance with the Act.

2. That in accordance with Section 8-6-19(j)(1), Code of Alabama 1975, **STEALEY** shall pay to the State of Alabama, an administrative assessment of Five Hundred Dollars (\$500.00), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

3. That in accordance with Section 8-6-19(k)(1), Code of Alabama 1975, **STEALEY** has agreed to pay to the Alabama Securities Commission, as partial reimbursement for the Commission's cost of investigating this matter, the sum of Five Hundred Dollars (\$500.00), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

4. That the entry of the Order resolves the Cease and Desist Order, Administrative Order No. CD-2001-0043, issued August 20, 2001, for **BRENDA STEALEY ONLY**. The Cease and Desist Order remains in full force and effect as it pertains to LOONEY, UELTZEN, UPTON, SHELTON, USATFI, ATFI and MI.

Agreed and consented to on the date indicated below:

RESPONDENT:

BRENDA STEALEY

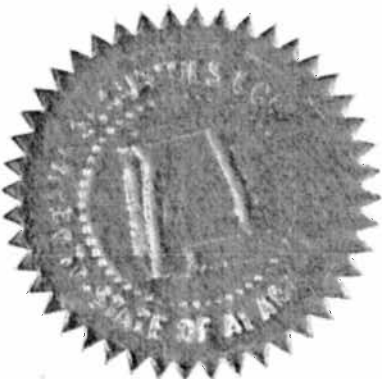
BY: Brenda L. Stealey

TITLE: _____

DATE: 1/3/2011

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APPROVED AND AGREED this 14TH day of JANUARY, 2011



ALABAMA SECURITIES COMMISSION

BY:

[Signature]
JOSEPH P. BORG
Director