

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 61410 / January 22, 2010

ADMINISTRATIVE PROCEEDING
File No. 3-13760

In the Matter of

DONNA M. MCKELVY,

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
PROCEEDINGS PURSUANT TO SECTION
15(b) OF THE SECURITIES EXCHANGE
ACT OF 1934 AND NOTICE OF HEARING**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”), against Donna M. McKelvy (“Respondent” or “McKelvy”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

From at least September 2007, through at least November 2009, Respondent used the titles of president of Speed of Wealth, LLC in charge of investor relations, and vice president of Speed of Wealth, LLC in charge of investor relations. Respondent is also an owner of Speed of Wealth, LLC. Respondent does not hold any securities licenses and she acted as an unregistered broker in connection with her offer and sale of securities. Specifically, Respondent made use of the mails or means or instrumentalities of interstate commerce to effect transactions in or to induce or attempt to induce the purchase or sale of a security without being registered in accordance with Section 15(b) of the Exchange Act.

B. OTHER RELEVANT ENTITIES

1. Speed of Wealth, LLC, is a Colorado limited liability company with its principal place of business in Centennial, Colorado. Speed of Wealth, LLC is not registered with the Commission as a broker-dealer, and has not registered any securities with the Commission.

2. Mantria Corporation is a Delaware corporation with its principal place of business in Bala Cynwyd, Pennsylvania. Mantria Corporation is not registered with the Commission as a broker-dealer, and has not registered any securities with the Commission.

C. ENTRY OF THE INJUNCTION

1. On December 16, 2009, an order of permanent injunction was entered by consent against McKelvy, permanently enjoining her from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Mantria Corporation, et al., Civil Action Number 1:09-CV-02676, in the United States District Court for the District of Colorado.

2. The Commission's complaint alleged that, from at least September 2007 through at least November 2009, McKelvy sold the securities of Mantria Corporation and its subsidiaries and affiliates by making materially false representations to investors regarding, among other things, the intended use of the proceeds from the sale of such securities, the past rates of return that had been paid to other investors in such securities, and regarding the operational success of the companies issuing the securities. In selling these securities, McKelvy further omitted the material fact that the proceeds from the sale of these securities were used, in Ponzi-like fashion, to pay off earlier investors in these securities. The complaint also alleged that McKelvy acted as an unregistered broker and sold unregistered securities.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II hereof are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act;

IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against her upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

For the Commission, by its Secretary, pursuant to delegated authority.

Elizabeth M. Murphy
Secretary