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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS:

MARC SPITZER, Chairman
WILLIAM A. MUNDELL
JEFF HATCH-MILLER
MIKE GLEASON
KRISTIN K. MAYES

In the matter of:

YUCATAN RESORTS, INC., d/b/a
YUCATAN RESORTS, S.A.,
3222 Mishawaka Avenue
South Bend, IN 46615;
P. O. Box 2661
South Bend, IN 46680;
Av. Coba #82 Lote 10, 3er. Piso
Cancun, Q. Roo
Mexico C.P. 77500

RESORT HOLDINGS INTERNATIONAL,
INC. d/b/a
RESORT HOLDINGS INTERNATIONAL,
S.A.,
3222 Mishawaka Avenue
South Bend, IN 46615;
P. O. Box 2661
South Bend, IN 46680;
Av. Coba #82 Lote 10, 3er. Piso
Cancun, Q. Roo
Mexico C.P. 77500

WORLD PHANTASY TOURS, INC.
a/k/a MAJESTY TRAVEL
a/k/a VIAJES MAJESTY
Calle Eusebio A. Morales
Edificio Atlantida, P Baja
APDO, 8301 Zona 7 Panama

MICHAEL E. KELLY and LORI KELLY,
husband and wife,
3222 Mishawaka Avenue
South Bend, IN 46615;
P. O. Box 2661
South Bend, IN 46680;

• Respondents.

DOCKET NO. S-03539A-03-0000

Arizona Corporation Commission

DOCKETED

JUL 21 2004

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**RESPONDENTS' MOTION FOR
PRE-HEARING CONFERENCE**

AZ CORP COMMISSION
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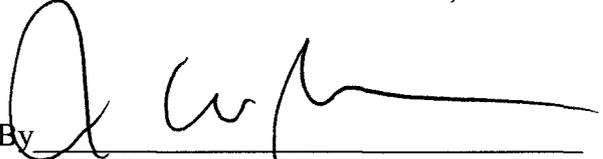
Respondent Michael E. Kelly, on behalf of all Respondents, asks the Hearing Officer to set a pre-hearing conference during the week of July 26-30, 2004 to consider scheduling issues. At the recent pre-hearing conference, the possibility of scheduling a hearing in October and November 2004 on dates currently set aside for the Mutual Benefits Corporation ("MBC") matter (Docket No. S-03464A-03-0000) were discussed. Counsel for certain Respondents have conflicts the weeks of November 1-4 and November 15-18, 2004. Accordingly, Respondents believe that a pre-hearing conference is appropriate to discuss scheduling.

In addition, disclosure of the Securities Division's List of Witnesses and Exhibits has not occurred. If this matter were scheduled for some of the MBC dates, this hearing will begin in approximately ninety (90) days severely limiting Respondents' ability to prepare a defense.

Respondents request that counsel who do not anticipate being in the Phoenix area at the time of the pre-hearing conference have an opportunity to participate telephonically.

RESPECTFULLY SUBMITTED this 21st day of July, 2004.

ROSHKA HEYMAN & DeWULF, PLC

By 

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1 ORIGINAL and thirteen copies of the foregoing
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2 Docket Control
3 Arizona Corporation Commission
1200 West Washington Street
4 Phoenix, Arizona 85007

5 COPY of the foregoing hand-delivered
6 this 21st day of July, 2004 to:

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19 this 21st day of July, 2004 to:

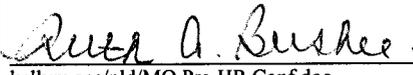
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