

ORIGINAL



0000018175

RECEIVED

194C

1 Martin R. Galbut (#002943)
 2 GALBUT & HUNTER
 3 A Professional Corporation
 4 2425 East Camelback, Suite 1020
 5 Phoenix, Arizona 85016
 6 Telephone: 602-955-1455
 7 Facsimile: 602-955-1585
 8 E-Mail: mgalbut@galbuthunter.com
 9 Attorneys for Respondents Yucatan Resorts, Inc.,
 10 Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

2005 MAR 14 P 4: 13

AZ CORP COMMISSION
DOCUMENT CONTROL

Arizona Corporation Commission
DOCKETED

MAR 14 2005

DOCKETED BY	<i>CM</i>
-------------	-----------

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS:

10 **MARC SPITZER, Chairman**
 11 **WILLIAM A. MUNDELL**
 12 **JEFF MATCH-MILLER**
 13 **MIKE GLEASON**
 14 **KRISTIN K. MAYES**

DOCKET NO. S-03539A-03-0000

In the matter of:

**RESPONDENTS' JOINT MOTION FOR
CONTINUANCE OF HEARING**

15 **YUCATAN RESORTS, INC., d/b/a**
 16 **YUCATAN RESORTS, S.A.,**

**(ASSIGNED TO THE HONORABLE
MARC STERN, ADMINISTRATIVE
LAW JUDGE)**

17 **RESORT HOLDINGS INTERNATIONAL,
INC. d/b/a**
 18 **RESORT HOLDINGS INTERNATIONAL,
S.A.,**

19 **WORLD PHANTASY TOURS, INC.**
 20 **a/k/a MAJESTY TRAVEL**
 21 **a/k/a VIAJES MAJESTY**

MICHAEL E. KELLY,

Respondents.

22
 23 NOW COME the Respondents, Resort Holdings International, Inc. ("RHI Inc."), Resort
 24 Holdings International, S.A. ("RHI S.A."), Yucatan Resorts, Inc. ("Yucatan Inc."), Yucatan
 25 Resorts, S.A. ("Yucatan S.A."), and Michael E. Kelly ("Kelly")(collectively, the "Respondents")
 26 and file this, their Joint Motion for Continuance of the Hearing in the above-captioned matter

1 presently scheduled to commence on March 28, 2005 and, in support thereof, would respectfully
2 show as follows:

3 I. PRELIMINARY STATEMENT

4 On March 9, 2005 the Securities Division served Respondents with a new Exhibit and Witness
5 list, disingenuously disguised as a “supplemental” Proposed Exhibit and Witness List. The new
6 List of Exhibits now contains eleven (11) new exhibits, revisions and/or additions to ten (10)
7 previously identified exhibits, and *more than 900 pages of new documents*. The Securities
8 Division’s new List of Witnesses now contains three new individuals (Raymond Bryce Huntley,
9 Judith Allen and Patrick Ballinger) that were never previously identified and/or subjected to an
10 EUO—where the Respondents could attend. The Proposed List of Witnesses also removed three
11 previously identified witnesses (Hollister M. Marx, Jutta Holzhaus and Gary Van Waeyenberghe).
12

13 Pursuant to Administrative Law Judge Marc Stern’s (“ALJ Stern”) Eighth and Ninth
14 Procedural Orders, the Securities Division’s Proposed List of Exhibits and Witnesses were due on
15 or before October 1, 2004. The disclosure of the aforementioned new exhibits and witnesses are
16 five (5) months late but, even more prejudicial, they were served on the Respondents just eighteen
17 (18) days before the Hearing on the merits is scheduled to begin. This tardy disclosure compels
18 the Respondents to scrap their prior trial preparations and prepare an entirely new trial game plan,
19 and creates such prejudice to the Respondents that they are all forced to prepare for an entirely
20 new Hearing with only eighteen (18) days notice. The harm to the Respondents would be
21 extreme, and at this point irreparable, if Respondents are forced to commence the Hearing on
22 March 28, 2005 for, *inter alia*, the following reasons:
23
24

- 25 1) The Securities Division’s new Proposed Exhibit and Witness List
26 creates serious issues which will take considerable time (certainly beyond the
March 28, 2005 deadline) to research and examine to determine whether there are
potential conflicts of interest;

1 that it had to comply and produce the requested information, pursuant to the Arizona Open
2 Records laws, on or before November 24, 2004. *Id.* The Securities Division notified Mr. Gardner,
3 on November 24, 2004, that it would gather the requested documents and furnish a privilege log
4 for any documents that were withheld. *See* Securities Division's Open Record Response dated
5 November 24, 2004, at attached hereto as Exhibit "B". The Securities Division notified Mr.
6 Gardner in this correspondence that because there were significant responsive documents the
7 Securities Division would need additional time to produce the records. *Id.*

9 On February 2, 2005, just weeks before the Hearing in this matter originally was set to
10 begin, the Securities Division filed its Motion to Consolidate Hearing Dates. *See* Securities
11 Division Motion to Consolidate. The Motion to Consolidate notified ALJ Stern that the Securities
12 Division did not require as much time as originally anticipated to put on its case and, therefore,
13 requested that the Hearing commence on March 28, 2005. *Id.*

15 The Respondents notified the Securities Division that it did not object to starting the
16 Hearing at the end of March. Additionally, at or near this time, the Securities Division informed
17 Mr. Gardner that the later Hearing start-date would enable the Securities Division to complete the
18 Securities Division's response to Open Records Request, and that the responsive documents would
19 be available, along with the Securities Division's privilege log, well in advance of the March 28,
20 2005 Hearing.

22 On February 7, 2005 ALJ Stern issued the Ninth Procedural Order for this matter, wherein
23 ALJ Stern granted the Securities Division's Motion to Consolidate Hearing Dates. *See* Ninth
24 Procedural Order. Therefore, the Hearing was ordered to commence on March 28, 2005, rather
25 than February 28, 2005. *Id.* Importantly, the Ninth Procedural Order noted, as a basis for granting
26 the Motion to Consolidate Hearing Dates, that the Securities Division would present a more

1 concise case. *Id.*

2 Recently, however, it has become clear that the Securities Division had alternative reasons
3 for seeking to delay the start of the Hearing. On Wednesday, March 9, 2005 (just a little more
4 than two weeks before the start of the Hearing in this matter) the Securities Division notified
5 Respondents' counsel that they had a supplemental list of Proposed Exhibits and Witnesses. The
6 Securities Division faxed its supplemented Proposed List of Exhibits and supplemented Proposed
7 List of Witnesses to the Respondents, and sent the Respondents a new box of documents
8 consisting of more than 900 pages of "new" exhibits that it intends to introduce at the Hearing.
9

10 The Securities Division's late filing of its supplemental Proposed Exhibit and Witness List,
11 slightly more than two weeks before Hearing, denies the Respondents sufficient time to review,
12 analyze and process all of the new information, and at the same time prepare for Hearing in this
13 matter. All of this new information evidences that the Securities Division has been continuing to
14 conduct circuitous discovery without the participation of the Respondents, and conflicts with the
15 Securities Division's assertion that it can present a more concise case at Hearing. Furthermore,
16 the Securities Division's supplemental filings may require the Respondents to retain one or more
17 fact and/or expert witnesses and, certainly, will prompt the Respondents to supplement their own
18 Proposed List of Exhibits and Witnesses. Irrefutably, forcing the Respondents to move forward
19 with the Hearing, in light of the Securities Division's extremely tardy filings, would be highly
20 prejudicial and unfair.
21
22

23 Furthermore, the Securities Division finally made available documents responsive to Mr.
24 Gardner's Open Record Request –*approximately four (4) months* after the request originally was
25 made. Considering that the Securities Division has dragged its feet for months allegedly
26 organizing the documents for review, and preparing a privilege log, the Respondents should be

1 inquiry and examination could result in serious repercussions to Respondents and their present
2 counsel, and could, depending on the results of counsel's inquiry, force Respondents' counsel to
3 withdraw from representation.

4 **2. The Securities Division's Supplemental Proposed List of Exhibits and**
5 **Supplemental List of Proposed Witnesses Contains Significant and Numerous**
6 **Changes.**
7

8 Immediately, it is apparent that the Securities Division has made considerable changes to
9 its new Proposed List of Exhibits. Attached as Exhibit "C" is a chart that contains: (a) an
10 identification of each Proposed Exhibit that has been added, supplemented and/or changed in any
11 fashion between the original and supplemental Proposed Exhibit List; (b) a description of the
12 documents that the Securities Division seeks to use at the Hearing; and (c) a brief description of
13 what, specifically, the Securities Division has added, supplemented and/or changed between the
14 original and supplemental Proposed Exhibit List.
15

16 Similarly, the Securities Division has incorporated significant changes into its new
17 Proposed List of Witnesses. Specifically, Raymond Bryce Huntley, Judith Allen and Patrick
18 Ballinger all have been added to the Proposed List of Witnesses. Additionally, Hollister M. Marx,
19 Jutta Holzhaus and Gary Van Waeyenberghe were removed from the Proposed List of Witnesses
20

21 Irrefutably, the above-referenced changes to the Securities Division's supplemental
22 Proposed List of Exhibits and Witnesses evidences one thing: the Securities Division has been
23 fully engaged in a circuitous discovery campaign with the extra time that it gained by postponing
24 the commencement of the Hearing by a month. This is evidenced by the fact that the new Exhibit
25 List includes, *inter alia*, new third-party Universal Lease servicing documents, new financial
26 statements and bank account reports, new promotional materials, the addition of Raymond

1 Huntley as a key Securities Division Witness and, not coincidentally, the identification of all of
2 Mr. Huntley's documents. It is especially interesting that Mr. Huntley was never identified and/or
3 noticed for an EUO in this matter, which, of course, would have necessitated the Respondents
4 involvement in the discovery process.

5
6 Not only has the Securities Division engaged in a circuitous discovery campaign while
7 purportedly making their case more concise, but their filing of the new lists just eighteen (18) days
8 before the scheduled Hearing date, without ever providing the Respondents notice, evidences one
9 additional fact: the Securities Division behaved this way to prejudice the Respondents and unduly
10 burden them with collateral disputes just prior to Hearing. The Securities Division's conduct
11 cannot be rewarded at the cost of denying the Respondents due process. Respondents must be
12 afforded adequate time to review these materials, supplement their own Proposed Exhibit and
13 Witness Lists, and fully prepare for Hearing.

14
15 **3. The Respondents Also Must be Afforded Adequate Time to Obtain and**
16 **Review the Securities Division's Responsive Open Record Documents.**

17 As briefly described above, Mr. Gardner filed an Open Record Request with the Securities
18 Division on November 10, 2004; the deadline for the Securities Division to respond was
19 November 24, 2004. *See* Exhibit A. On November 24, 2004 the Securities Division responded by
20 notifying Mr. Gardner that there were numerous responsive documents, and it would take more
21 time to make the records available for inspection. Specifically, the correspondence provided:
22

23 As you may have guessed, your Request seeks a great deal of
24 documentation and other investigative information. Due to the fact that
25 many of our files are confidential and/or privileged, it will take some time to
26 review each file in order to determine which of the various documents and
other materials will ultimately be available for your inspection. Please be
advised we are attending to this matter, and we should have the responsive
materials available for your review in a timely fashion.

1 See Exhibit B, page 1.

2 On December 2, 2004, after the documents were still not made available for inspection,
3 Mr. Gardner sent the Securities Division a letter to check on the status of production. See Letter
4 dated December 2, 2004, and attached hereto as Exhibit "D". The letter notified the Securities
5 Division that because the originally scheduled Hearing was drawing closer, it was imperative that
6 the documents be promptly disclosed. *Id.* The letter also sought a specific date that Mr. Gardner
7 could review the responsive records. *Id.* Finally, the letter indicated that, in an effort to
8 significantly reduce the Securities Division's work on the open record request and to expedite the
9 disclosure process, the Securities Division did not have to provide Mr. Gardner with any pleadings
10 or records that were duplicative of documents already exchanged or filed in this matter. *Id.*

12 After receiving no response for the December 2, 2004 letter, Mr. Gardner sent follow-up
13 correspondence to the Securities Division on January 12, 2005. See Letter dated January 12, 2005,
14 and attached hereto as Exhibit "E". The letter demanded the records be produced no later than
15 January 21, 2005. *Id.*

17 On January 21, 2005 the Securities Division failed to produce the responsive documents.
18 See the Securities Division's January 21, 2005 letter, which is attached hereto as Exhibit "F".
19 Rather, the Securities Division again indicated that the review of the voluminous responsive
20 documents delayed the process, but the response "is nearing completion." *Id.*

22 On Thursday, March 3, 2005 the Securities Division finally notified Mr. Gardner that the
23 records were finally complete and able to be reviewed and copied. All told, the Securities Division
24 took nearly four (4) months to gather the responsive documents. However, a privilege log has not
25 been provided to the Respondents. Respondents are making arrangements to review the
26 responsive records, however, in light of the Securities Division's new Proposed Exhibit and

1 Witness List there is not sufficient time to prepare for Hearing, review and counter the Securities
2 Division's new filings and properly review the responsive Open Records documents.

3 Additionally, the Respondents retained local counsel in Pittsburgh, Pennsylvania to obtain
4 open records responses concerning the same entities and individuals as the Arizona Open Records
5 Response. Specifically, on November 12, 2004, M. Kathryn Sweeney, of Sweeney & Associates
6 P.C., submitted an Open Records Request/Public Information Request to the Pennsylvania
7 Securities Commission's office in Harrisburg, Pennsylvania. A copy of the Pennsylvania Open
8 Record Request is attached hereto as Exhibit "G". Ms. Sweeney sent a second Open Record
9 Request, on the same date, to Investigator Richard Kiehl of the Pennsylvania Securities
10 Commission's office in Pittsburgh, Pennsylvania. A copy of the Open Record Request to
11 Investigator Richard Kiehl is attached hereto as Exhibit "H".

12
13
14 Despite repeated efforts to obtain the open records, the Pennsylvania Securities
15 Commission has not made available the responsive records. Yet, coincidentally, the Arizona
16 Securities Division's new Proposed Exhibit List identified as proposed exhibits transcripts and
17 documents obtained *from the Pennsylvania Securities Commission*, and the Securities Division has
18 notified the Respondents that an Investigator, *Richard Kiehl*, from the Pennsylvania Securities
19 Division will be a witness at the Hearing on this matter. *See* the Securities Division's Proposed
20 List of Exhibits.

21
22 Thus, the Securities Division has been conducting circuitous discovery throughout this
23 entire proceeding while simultaneously road-blocking any and all attempts for the Respondents to
24 have even a shred of due process and equal opportunity to obtain information to defend
25 themselves in this matter. The open records dilemma is simply another example. Due process and
26 fairness require that the Respondents be afforded the opportunity to obtain and review the

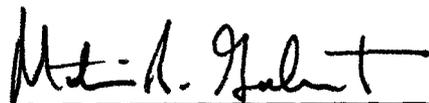
1 aforementioned open records documents, and be permitted to supplement their Proposed Exhibit
2 and Witness Lists accordingly.

3 **III. CONCLUSION.**

4 For all of the foregoing reasons, the Respondents' Motion for Continuance should be
5 granted.

6 Respectfully submitted this 14th day of March, 2005.

8 GALBUT & HUNTER
9 A Professional Corporation

10 By 

11 Martin R. Galbut
12 Camelback Esplanade, Suite 1020
13 2425 East Camelback Road
14 Phoenix, Arizona 85016

15 and

16 BAKER & McKENZIE

17 Joel Held
18 Elizabeth L. Yingling
19 Jeffrey D. Gardner
20 2300 Trammel Crow Center
21 2001 Ross Avenue – Ste. 2300
22 Dallas Texas 75201
23 Attorneys for Respondents
24 Yucatan Resorts, Inc.; Yucatan Resorts, S.A.;
25 RHI, Inc.; RHI, S.A.

26 and

ROSHKA HEYMAN & DeWULF, PLC

Paul J. Roshka, Esq.
One Arizona Center
400 E. Van Buren St. – Ste. 800
Phoenix, Arizona 85004
Attorneys for Respondent
Michael Kelly

1 ORIGINAL and 13 copies of the foregoing
2 hand-delivered this 14th day of March, 2005 to:

3 Docket Control
4 Arizona Corporation Commission
5 1200 West Washington Street
6 Phoenix, Arizona 85007

7 COPY of the foregoing hand-delivered
8 this 14th day of March, 2005 to:

9 Honorable Marc Stern
10 Administrative Law Judge
11 Hearing Division
12 Arizona Corporation Commission
13 1200 West Washington Street
14 Phoenix, Arizona 85007

15 Jaime Palfai, Esq.
16 Matthew J. Neubert, Esq.
17 Securities Division
18 Arizona Corporation Commission
19 1300 West Washington Street, 3rd Floor
20 Phoenix, Arizona 85007

21 

22

23 Martin R. Galbut, Esq.
24
25
26

EXHIBIT "A"

Asia
Pacific
Bangkok
Beijing
Hanoi
Ho Chi Minh City
Hong Kong
Jakarta
Kuala Lumpur
Manila
Melbourne
Shanghai
Singapore
Sydney
Taipei
Tokyo

Europe &
Middle East
Almaty
Amsterdam
Antwerp
Bahrain
Baku
Barcelona
Berlin
Bologna
Brussels
Budapest
Calro
Dusseldorf
Frankfurt / Main
Geneva
Kyiv
London
Madrid
Milan
Moscow
Munich
Paris
Prague
Riyadh
Rome
St. Petersburg
Stockholm
Vienna
Warsaw
Zurich

North & South
America
Bogota
Brasilia
Buenos Aires
Calgary
Caracas
Chicago
Dallas
Guadalajara
Houston
Juarez
Mexico City
Miami
Monterrey
New York
Palo Alto
Porto Alegre
Rio de Janeiro
San Diego
San Francisco
Santiago
Sao Paulo
Tijuana
Toronto
Valencia
Washington, DC

Via U.S. Certified Mail-Return Receipt Requested

November 10, 2004

Public Information Officer
Securities Division
Arizona Corporation Commission
1300 W. Washington, Third Floor
Phoenix, Arizona 85007

Re: Open Records Request/Public Information Request

To Whom It May Concern:

Pursuant to Arizona's public record statute, A.R.S. 39-101 *et seq.*, I am requesting that any and all records related to the entities and/or individuals listed below be made available to me for copying and inspection. These records should include, but not be limited to, the following:

1. Any and all "documents" evidencing, relating to or concerning:
 - a. Resort Holdings International, Inc.;
 - b. Resort Holdings International, S.A.;
 - c. Yucatan Resorts, Inc.;
 - d. Yucatan Resorts, S.A.;
 - e. Michael E. Kelly;
 - f. World Phantasy Tours, Inc.;
 - g. World Phantasy Tours, S.A. a/k/a Viajes Majesty or Majesty Travel;¹

¹ "Document" means any and all writings of any kind, including the originals and non-identical copies, whether different from the originals by reason of any notation made on such copies or otherwise, including without limitation, correspondence, memoranda, notes, diaries, statistics, letters, telegrams, minutes, contracts, reports, studies, text, statements, receipts, returns, summaries, pamphlets, books, prospectuses, inter-office and intra-office communications, offers, notations of any sort regarding conversations, telephone calls, meetings or other communications, bulletins, printed matters, computer

2. Any and all documents evidencing, relating to or concerning the Universal Lease timeshare agreement.

Please respond to this request no later than Wednesday, November 24, 2004. If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Jeffrey D. Gardner
*Licensed in Arizona

JDG

printouts, teletypes, telefax, invoices, work sheets, and each and every draft, alteration, modification, change or amendment of any kind of the foregoing; graphic or aural records and oral representations of any kind, including without limitation, photographs, charts, graphs, microfiche, microfilm, video tapes, recordings, motion pictures; and electronic, magnetic, mechanical or electric records or representations of any kind, including without limitation, tapes, cassettes, disks, computer generated or stored information and recordings. All documents should be produced without alteration with any and all exhibits and attachments thereto.

7160 3901 9848 5797 0949

TO: Public Information Officer
Securities Division
Arizona Corporation Commission
1300 W. Washington, Third Floor
Phoenix, Arizona 85007

SENDER: E. Yingling

REFERENCE: RHI/Arizona

PS Form 3800, June 2000

RETURN RECEIPT SERVICE	Postage	.37
	Certified Fee	2.30
	Return Receipt Fee	1.75
	Restricted Delivery	
	Total Postage & Fees	4.42

US Postal Service	POSTMARK OR DATE
Receipt for Certified Mail	
No Insurance Coverage Provided Do Not Use for International Mail	

2. Article Number



7160 3901 9848 5797 0949

3. Service Type **CERTIFIED MAIL**

4. Restricted Delivery? (Extra Fee) Yes

1. Article Addressed to:

Public Information Officer
Securities Division
Arizona Corporation Commission
1300 W. Washington, Third Floor
Phoenix, Arizona 85007

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly)

B. Date of Delivery

Signature of Addressee

X

D. Is delivery address different from item 1?
If YES, enter delivery address below:

Agent
 Addressee
 Yes
 No

Reference Information

RHI/Arizona

E. Yingling

PS Form 3811, July 2001

Domestic Return Receipt

EXHIBIT "B"

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

BRIAN C. McNEIL
EXECUTIVE SECRETARY



MATTHEW J. NEUBERT
DIRECTOR

SECURITIES DIVISION
1300 West Washington, Third Floor
Phoenix, AZ 85007
TELEPHONE: (602) 542-4242
FAX: (602) 594-7470
E-MAIL: accsec@ccsd.cc.state.az.us

ARIZONA CORPORATION COMMISSION

November 24, 2004

*Via Fax (1.214.978.3099)
& U.S. Mail*

Jeffrey D. Gardner, Esq.
Baker & McKenzie, LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, TX 75201

Re: Open Records Request/Public Information Request

Dear Jeff:

I am writing in response to your recent Public Access Request ("Request") that the Securities Division ("Division") received on November 15, 2004. After the Request was logged in by our designated public access request unit, the Request was routed to me for further attention.

As you may have guessed, your Request seeks a great deal of documentation and other investigative information. Due to the fact that many of our files are confidential and/or privileged, it will take some time to review each file in order to determine which of the various documents and other materials will ultimately be available for your inspection. Please be advised that we are presently attending to this matter, and we should have the responsive materials available for your review in a timely fashion.

At this time, I should also point out that some of the documentation ultimately available for your inspection will consist of pleadings and exhibits that you have already acquired during the course of this administrative action. While you are certainly entitled to once again review and copy these materials, please note that our preparation time will be lessened if these items can be disregarded for purposes of the Request.

As a final preliminary matter, please be advised that a 50¢ per page charge will be assessed for any requested copies. I intend to be in regular contact with you regarding our

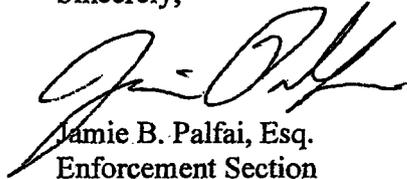
Jeffrey D. Gardner, Esq.

November 24, 2004

Page 2

progress on this matter, and I will be happy to entertain any questions you may have concerning the entire public access request process. As you no doubt know, my direct line at the Division is 602-542-0179.

Sincerely,



Jamie B. Palfai, Esq.

Enforcement Section

Arizona Securities Division

EXHIBIT "C"

**CHANGES AND ADDITIONS TO THE SECURITIES DIVISION'S
SUPPLEMENTAL PROPOSED LIST OF EXHIBITS**

In the Matter of Yucatan Resorts, Inc, et al (S-03539A-03-0000)

Exhibit No.	DESCRIPTION	ADDITIONS/CHANGES
S-17	<p>Investor documents for Robert N. Newland</p> <ul style="list-style-type: none"> a) Yucatan Universal Lease documents provided in connection with lease no. L3241A b) Universal Lease Management Agreement with World Phantasy Tours, d/b/a Viajes Majesty, Dated November 2, 2001 (executed in Connection with lease no. L3241A) c) Yucatan Universal Lease documents provided in connection with lease no. L3237A d) Universal Lease Management Agreement with World Phantasy Tours, d/b/a Viajes Majesty, Dated November 2, 2001 (executed in Connection with lease no L3237A) e) World Phantasy Tours, Inc. d/b/a Majesty Travel Statement of Account for Lease L3241A dated October 1, 2003 f) World Phantasy Tours, Inc, d/b/a Majesty Travel Statement of Accounts for Lease L3237A dated December 31, 2003 g) Galaxy Properties Management S.A. letter to Universal Leaseholders dated June 3, 2004 h) Undated letter to Resort Holdings Int. from Robert Newland attaching Galaxy Property Management S.A. Statements for Leases L3237A and L3241A 	<p>Previously, the Universal Lease documents for this exhibit were from "Thomas Newland."</p>

<p>S-19</p>	<p>Investor documents questionnaire for Thomas L. Crisp:</p> <ul style="list-style-type: none"> a) Universal Lease Plan summary b) Yucatan Resorts – New Business Transmittal c) Letter from Michael Kelly of Yucatan Resorts Holders d) Letter from Dafne Furlong of Yucatan Resorts, dated November 3, 2000, transmitting rental compensation (on “Avalon Resorts” letterhead) e) Letter from Monique Chevallier of Yucatan Resorts, dated November 6, 2000 f) Letter from Sharyn White of The Chamber Group, dated November 6, 2000 g) Yucatan Resorts Delivery Receipt, dated November 10, 2000 h) Resort Holding Client’s Lease Update Page, dated January 9, 2003 i) World Phantasy Tours, Inc. Statement of Account, dated December 31, 2003 j) Galaxy Properties Management S.A. letter to Universal Leaseholders, dated June 3, 2004 k) Galaxy Properties Management S.A. Client Rental Income Statement, dated August 16, 2004 l) Galaxy Properties Management S.A. de C.V. letter to “Valued Customer” m) Letter to Thomas L Crisp from Resort Holding Universal Lease Servicing Dept., dated November 2004 n) Purchaser’s Receipt Form, dated October 3, 2000 o) Addendum to Universal Lease Servicing Agreement, dated October 3, 2000 p) Universal Lease detail for Thomas Crisp dated October 7, 2000 	<p>Subparagraphs “j” through “p” were added. None of these exhibits and/or the documents related thereto were previously identified in the original Proposed List of Exhibits.</p>
-------------	--	--

<p>S-20</p>	<p>Investor documents questionnaire for Thomas L. Crisp</p> <ul style="list-style-type: none"> a) Resort Holdings International Letter of Understanding, Universal Lease application, and Universal Lease b) Management Agreement with World Phantasy Tours d/b/a Majesty Travel, dated August 30, 2002 c) Authorization to Transfer Non-Qualified Funds to Resort Holdings International, S.A., and cover letter from John Donovan, dated October 3, 2002 d) Resort Holdings International correspondence transmitting lease documents e) Majesty Travel letter, dated January 2003, and Client's Lease Update Page f) World Phantasy Tours, Inc. Statements of Accounts for 2003 g) Resort Holdings International SA letter dated June 25, 2003 regarding ACC action and Resort Holding International, S.A. questionnaire h) Galaxy Properties Management S.A. letter to Universal Leaseholders, dated June 1, 2004, and Rental Management Agreement i) Universal Lease Application for Dwight and Marjorie McKinnie, dated August 30, 2002 j) Universal Lease Agreement for Dwight and Marjorie McKinnie, dated October 25, 2002 	<p>Subparagraphs "h" through "j" were added. None of these exhibits and/or the documents related thereto were previously identified in the original Proposed List of Exhibits.</p>
-------------	---	---

S-21	<p>Documents produced by sales agent Janalee Sneva:</p> <ul style="list-style-type: none"> a) Leaseholder List b) Universal Lease Management Agreement c) "Typical Questions" Asked by Clients d) Broker Pay Records e) Resort Holdings Universal Lease Questions & Answers f) World Phantasy Tours brochure g) Training Session notes h) Resort Holding International S.A. letter to Janalee Sneva, dated June 25, 2003 i) Universal Lease CD j) Photographs (from CD) k) Resort Holdings Universal Lease Question & Answers (from CD) l) Resort Holdings' Universal Lease vs. Traditional Timeshare Comparison (from CD) m) Universal Lease Income Calculator (from CD) 	<p>Subparagraphs "i" through "m" were added. None of these exhibits and/or the documents related thereto were previously identified in the original Proposed List of Exhibits.</p>
S-27	<p>Sale agent Materials:</p> <ul style="list-style-type: none"> a) Universal Lease "For Agent Use Only" CD b) Transcript of Sales Agent Recruitment Seminar on 4/4/2003 c) Majesty Travel Management Agreement Sample Form (from CD) d) Universal Lease Income Calculator (from CD) e) Universal Lease Application Sample Form (from CD) 	<p>This exhibit was added—including subparagraphs "a" through "e" were added. None of these exhibits and/or the documents related thereto were previously identified in the original Proposed List of Exhibits.</p>
S-30	<p>Listing of identified Arizona Investors in the Universal Lease Program</p>	<p>Previously listed as "Preliminary Listing of Arizona Universal Lease Investors"</p>

S-31	Source and Use of Funds analysis for Yucatan Resorts for the period February 11, 2000, through October 31, 2003 (National City Bank account No. 58492828187)	Previously there was a fund source analysis from Feb. 11, 2000, through Dec 21, 2001. Now the source and use of funds analysis extends through October 31, 2003.
S-32	Source and Use of Funds analysis for the period April 19, 2002, through May 20, 2003 for: a) Resort Holdings International (National City Bank account No. 698467152) b) World Phantasy Tour, Ins. (First Bank of Miami account No. 330023322) c) Combined Source & Uses Analysis – above two accounts	Previously the analysis was from January 1, 2003 through May 30, 2003. Now, the use of funds analysis is extended from May 19, 2003, through May 20, 2003.
S-33	Flow of Funds charts for: a) Resort Holdings International (National City Bank account No. 698467152) b) World Phantasy Tour, Inc. (First Bank of Miami account No. 330023322) c) Combined Flow of Funds Analysis above two accounts d) Evolving Patterns in the Flow of Investor Funds, 2000-2004	Subparagraph "d" was added. This exhibit, and the documents related thereto, was not previously identified in the original Proposed List of Exhibits.
S-34	Signature cards and account opening documents for: a) World Phantasy Tour, Inc. (First Bank of Miami account No. 330023322) b) Resort Holdings International SA (Hemisphere National Bank account No. 90142659-10) c) Yucatan Resorts d/b/a Club Baccara (National City Bank account No. 584928242) d) Yucatan Resorts (National City Bank account No. 584928187) e) Yucatan Resorts Inc. (Lake City Bank account No. 1010191292) f) Yucatan Resorts Inc. (Lake City Bank account No. 1010191284) g) Resort Holding International, S.A. (Dresdner Bank No. 20356700) h) Resort Holding International (National City Bank No. 698467152)	Subparagraphs "g, and "h" were added. None of these exhibits and/or the documents related thereto were previously identified in the original Proposed List of Exhibits.

S-39	IRA custodian client record summaries (identifying Arizona Universal Lease investors): a) Trust Company of America b) IRA Resources	Subparagraphs "a" and "b" were added. Previously they were "on order"
S-42	Transcript of Proceedings, Pennsylvania Securities Commission v. Yucatan Resorts, et al No. 277 M.D 2003, Commonwealth Court of Pennsylvania a) Volume I (May 28, 2003) b) Volume II (May 29, 2003)	This exhibit including subparagraphs "a" and "b" were added. None of these exhibits and/or the documents related thereto were previously identified in the original Proposed List of Exhibits.
S-43	Universal Lease Promotional Materials a) Viajes Majesty Universal Lease Servicing Agreement b) Yucatan Resorts: The Yucatan Plan c) Yucatan Resorts Universal Lease Agreement	This exhibit including subparagraphs "a" through "c" were added. None of these documents were previously identified in the original Proposed List of Exhibits.
S-44	Excerpt from Examination Under Oath of Michael Anthony Diaz, dated September 12, 2002	This exhibit was added. None of these documents were previously identified in the original Proposed List of Exhibits.

S-45	<p>Investor Documents for Raymond Huntley:</p> <ul style="list-style-type: none"> a) Senior Life Asset Management Urgent Rate Change Notice for Universal Lease certificates, effective after December 31, 2001 b) Universal Lease Certificates: Fixed Revenue Instruments from Avalon Resorts c) Universal Lease Application, dated May 22, 2002 d) World Phantasy Tours Acknowledgement Statement and Management Agreement, dated May 22, 2002 e) Universal Lease VIP Agreement, dated May 25, 2002 f) Universal Lease Certificate, dated May 25, 2002 g) Letter to Lease Holder from Michael Kelly of Resort Holdings International S. A. h) Letter to Ray Huntley from Sharyn White of Senior Life Asset Management i) Avalon Life promotional material for Summer 2002 j) Letter to Client from Yucatan Resorts dated June 2002 k) Avalon Life promotional material for Fall 2004 l) World Phantasy Tours, Inc., Statement of Account for Raymond Huntley, dated October 1, 2003 m) Letter to Universal Leaseholders from Galaxy Properties Management S.A., dated June 3, 2004, Payroll Card Direct Deposit Agreement sample and hand written notes n) Letter to Avalon Resorts from Ray Huntley dated June 17, 2004 o) Letter to "Valued Customer" from Galaxy Properties Management, S.A. de C.V p) Letter to Raymond B Huntley from Resort Holding Universal Lease Servicing Dept., dated November 2004 	<p>This exhibit and all subparagraphs related thereto were added. The Witness was added. None of these documents were previously identified in the original Proposed List of Exhibits.</p>
S-46	<p>Transcript of audio-taped U/C Investigation, dated December 19, 2002 (In the Matter of the Chamber Group, S-03438A)</p>	<p>This exhibit was added. None of these documents were previously identified in the original Proposed List of Exhibits.</p>

S-47	<p>Universal Lease Promotional CD</p> <ul style="list-style-type: none"> a) Promotional CD b) Universal Lease Team letter to Business Associated, dated Nov. 30, 2001 (from CD) c) Universal Lease/Yucatan Plan vs. Commercial Real Estate Loans/Investments (from CD) d) Universal Lease vs. Timeshare Comparison (from CD) e) Majesty Travel letter to Sales Representative, dated November 29, 2001 (from CD) f) "Sales Agents Only" promotional material, noting rate change from 11% to 9% (from CD) g) Letter to Professional Agent from Frank Schwartz (from CD) h) Universal Lease Program (from CD) i) "Yucatan Plan -Universal Lease" presentation (from CD) j) (withdrawn) k) Universal Lease IRA Calculator (from CD) l) Letter template from Frank Schwartz re IRA law changes (from CD) m) Letter Template from Frank Schwartz re Universal Lease (from CD) n) Sample Trust Company of America Self-Directed Individual Retirement Account Adoption Agreement (from CD) 	<p>This exhibit and all subparagraphs related thereto were added. None of these documents were previously identified in the original Proposed List of Exhibits.</p>
S-48	<p>Miscellaneous materials produced in the Matter of A.C.C. v. One Vision</p> <ul style="list-style-type: none"> a) Letter to Sales Representative from Majesty Travel, dated November 29, 2001 b) Letter to Business Associate from Universal Lease Team, dated November 30, 2001 c) Letter to Professional Agents from Frank Schwartz, dated September 25, 2002 d) Universal Lease IRA Calculator e) Universal Lease Program promotional pamphlet f) Yucatan Universal Lease: Broker's Sample Forms 	<p>This exhibit and all subparagraphs related thereto were added. None of these documents were previously identified in the original Proposed List of Exhibits.</p>

S-49	<p>Documentation from Hemisphere National Bank:</p> <ul style="list-style-type: none"> a) Suspicious Activity Report, dated December 16, 2003 b) Correspondence with Michael E. Kelly c) Internal E-mail 	<p>This exhibit and all subparagraphs related thereto were added. None of these documents were previously identified in the original Proposed List of Exhibits.</p>
S-50	<p>Documentation from First Bank of Miami: Suspicious Activity Report</p>	<p>This exhibit and all documents related thereto were added.</p>
S-51	<p>Universal Lease Investor applications:</p> <ul style="list-style-type: none"> a) John Gussner application b) Violet Gusinow application 	<p>This exhibit and all subparagraphs related thereto were added. None of these documents were previously identified in the original Proposed List of Exhibits.</p>

EXHIBIT "D"

- Asia
- Pacific
- Bangkok
- Beijing
- Hanoi
- Ho Chi Minh City
- Hong Kong
- Jakarta
- Kuala Lumpur
- Manila
- Melbourne
- Shanghai
- Singapore
- Sydney
- Taipei
- Tokyo
- Europe & Middle East
- Almaty
- Amsterdam
- Antwerp
- Bahrain
- Baku
- Barcelona
- Berlin
- Bologna
- Brussels
- Budapest
- Cairo
- Dusseldorf
- Frankfurt / Main
- Geneva
- Kyiv
- London
- Madrid
- Milun
- Moscow
- Munich
- Paris
- Prague
- Riyadh
- Rome
- St. Petersburg
- Stockholm
- Vienna
- Warsaw
- Zurich
- North & South America
- Bogota
- Brasilia
- Buenos Aires
- Calgary
- Caracas
- Chicago
- Dallas
- Guadalajara
- Houston
- Juarez
- Mexico City
- Miami
- Monterrey
- New York
- Palo Alto
- Porto Alegre
- Rio de Janeiro
- San Diego
- San Francisco
- Santiago
- Sao Paulo
- Tijuana
- Toronto
- Valencia
- Washington, DC

December 2, 2004

Via Facsimile and U.S. Mail

Jamie Palfai, Esq.
 The Arizona Corporation Commission
 Securities Division
 1300 West Washington, 3rd Floor
 Phoenix, Arizona 85007

Re: Open Record Request

Dear Jaime:

Thank you for your November 24, 2004, response to my open record request. Your letter indicated that you are in the process of reviewing the requested documents, and that the responsive and non-privileged documents would be provided in a timely fashion. In light of the upcoming hearing, which involves many of the entities and/or individuals that are the subject of my open record request, please advise me at you earliest convenience when I can expect the records.

Pursuant to A.R.S. 39-121.01(D), the custodian of records of an agency must furnish, upon request, an index of records that have been withheld from the requesting person and the reasons the records have been withheld. Your November 24, 2004, correspondence referenced that "many files are confidential or privileged," and that such files would not available for inspection and/or copying. Please include with the Division's response to the open records request an index of those records that have been withheld, and the basis for withholding the records.

Additionally, your correspondence referenced that some of the requested and responsive documents include pleadings and exhibits that have been acquired during the course of this ongoing administrative action. Please do not include any records that are duplicative of pleadings or records filed by the Respondents in this case or received by the Respondents from the Securities Division of the Arizona Corporation Commission in this case.

Finally, your letter indicated that the Division intends to charge 50¢ per page for any requested copies. This charge is exorbitant. The Arizona Department of Real Estate,

pursuant to its policy for non-commercial requests to inspect and copy department records, is charging 25¢ for a similar open record request. There is no justification for charging twice as much as the ADRE. I request that the Division lower the copy charge and/or that the Division produce its general policy statement for non-commercial requests to inspect and copy department records. Alternatively, the Division could designate a copy service of its choice to outsource the duplication of responsive and non-privileged records. The copy service would have a lower copying charge, and could bill us directly.

I look forward to working with you on this matter.

Very truly yours,



Jeffrey D. Gardner
JDG

EXHIBIT "E"

Asia
Pacific
Bangkok
Beijing
Hanoi
Ho Chi Minh City
Hong Kong
Jakarta
Kuala Lumpur
Manila
Melbourne
Shanghai
Singapore
Sydney
Taipei
Tokyo

Europe &
Middle East
Almaty
Amsterdam
Antwerp
Bahrain
Baku
Barcelona
Berlin
Bologna
Brussels
Budapest
Cairo
Dusseldorf
Frankfurt / Main
Geneva
Kyiv
London
Madrid
Milan
Moscow
Munich
Paris
Prague
Riyadh
Rome
St. Petersburg
Stockholm
Vienna
Warsaw
Zurich

North & South
America
Bogota
Brasilia
Buenos Aires
Calgary
Caracas
Chicago
Dallas
Guadalajara
Houston
Juarez
Mexico City
Miami
Monterrey
New York
Palo Alto
Porto Alegre
Rio de Janeiro
San Diego
San Francisco
Santiago
Sao Paulo
Tijuana
Toronto
Valencia
Washington, DC

January 12, 2005

Via Facsimile and U.S. Mail

Jamie Palfai, Esq.
The Arizona Corporation Commission
Securities Division
1300 West Washington, 3rd Floor
Phoenix, Arizona 85007

Re: Open Record Request

Dear Jaime:

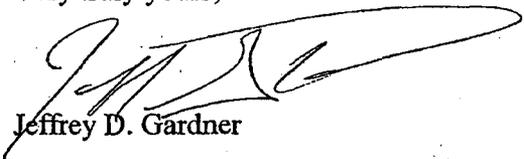
On November 24, 2004, you indicated that you would be responding on behalf of the Securities Division to an open record request that I submitted. In particular, your letter indicated that you were in the process of reviewing the requested documents and that you would produce responsive and non-privileged documents in a timely fashion.

In response to your above-reference letter, on December 2, 2004, I highlighted the need for a prompt response and production by the Securities Division. Further, in an effort to expedite said response and production, I indicated that the Securities Division did not have to produce any records that are duplicative of pleadings or records filed by the Respondents and/or any records that are duplicative of pleadings or records received by the Respondents in the pending administrative action before the Arizona Corporation Commission. To date, I have received no response to my December 2, 2004, letter and, more importantly, no documents responsive to my open record request and/or a privilege log of withheld documents.

As indicated in my December 2, 2004 letter, I am willing to work with the Securities Division to resolve this issue. Thus far, however, the Division has fallen far short of its statutory open record compliance requirements. Please produce the responsive documents and a privilege log for all documents withheld no later than Friday, January 21, 2005.

Should you have any questions, please contact me at your earliest convenience.

Very truly yours,



Jeffrey D. Gardner

JDG

Cc: Joel Held (Of the Firm)

EXHIBIT "F"

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

BRIAN C. McNEIL
EXECUTIVE SECRETARY



MATTHEW J. NEUBERT
DIRECTOR

SECURITIES DIVISION
1300 West Washington, Third Floor
Phoenix, AZ 85007
TELEPHONE: (602) 542-4242
FAX: (602) 594-7470
E-MAIL: accsec@ccsd.cc.state.az.us

ARIZONA CORPORATION COMMISSION

January 21, 2005

Via Fax (1.214.978.3099)
& U.S. Mail

Jeffrey D. Gardner, Esq.
Baker & McKenzie, LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, TX 75201

Re: Open Records Request/Public Information Request

Dear Jeff:

Thank you for your recent January 12, 2005 letter inquiring about the status of your November public access request. I am happy to inform you that the project is nearing its completion, and that the responsive case file records will be available for your inspection within a couple of weeks. In addition to providing these documents, and per your subsequent demand, our staff has also been developing a comprehensive index of all ostensibly responsive records withheld, and the various bona fide reasons therefore.

Please appreciate that this public access request has obligated the Division to review and index a great deal of documentation from three distinct cases. Specifically, your request has necessitated our staff to review and index 11 banker's boxes of files stemming from the recent *One Vision* case, review and index 9 boxes arising out of the *Chamber Group* matter, and review and index over 6 file cabinet drawers of Yucatan Resorts materials. To further complicate matters, documentation from the *One Vision* and *Chamber Group* matters had to be retrieved from our archives, an off-site storage facility.

Your public access request has ultimately demanded that we expend a substantial amount of time reviewing reams of documentation and developing thorough indices. In light of this reality, and because of the intervening Thanksgiving, Christmas, and New Year's holidays, I hope you will understand that this endeavor is requiring a significant albeit reasonable amount of time to complete in its entirety. To be sure, this project has always been, and remains, a high priority for our office to complete.

Jeffrey D. Garner, Esq.
January 21, 2005
Page 2

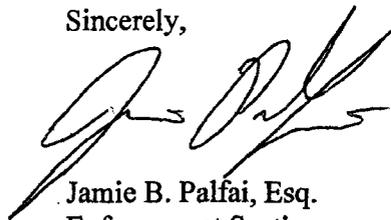
If you would like to examine what has already been prepared in connection with your public access request, the Division would certainly be amenable to arranging an appointment at our offices for you to inspect the available public records and to inspect the indices of records that have been withheld (together with the justifications therefore). Work on the *Yucatan Resorts* file is now complete, and the documents found suitable for you review have been segregated for inspection. Also finished at this time is a comprehensive privilege index associated with the same case file, which can again be made available to you. Please be aware that in light of your election to decline reviewing any records that are duplicative of pleadings or other filings received by the respondents in connection with the pending administrative action in this matter, the actual number of documents from the *Yucatan Resorts* case file falling outside the privilege index is minimal.

As alluded to earlier, our final comprehensive response to your public access request (including the case files and/or privilege indexes for both *Yucatan Resorts* and the other two case files) will be finished within weeks. We are making every effort to ensure that this process moves forward as expeditiously as possible and, in any event, is finalized at a point well in advance of the scheduled trial date in this matter.

As a final matter, you indicated in a prior December 2, 2004 correspondence that you believed our standard copying fee for records that you elect to have copied, i.e. 50¢ per page, "is exorbitant." In so concluding, you requested that we cut the copying fee in half or otherwise produce the Division's general policy statement for non-commercial requests to inspect and copy records. I am afraid I cannot help you with either request. The copying fee for records of the Arizona Corporation Commission is established through Commission (and not Division) rule, and is ultimately established by the Executive Secretary of the Arizona Corporation Commission. The presiding Executive Secretary has set this rate at 50¢ per page. This particular rate, which the Division is obligated to follow, is authorized by Arizona statute. See *A.R.S. § 40-112*.

I will be happy to address any further questions you may have concerning the content of this letter or of any facet of the public access request process. As you surely know, my direct line at the Division is 602-542-0179.

Sincerely,



Jamie B. Palfai, Esq.
Enforcement Section
Arizona Securities Division

EXHIBIT "G"

COPY

SWEENEY & ASSOCIATES P.C.

ATTORNEYS AT LAW

P.O. BOX 82637
PITTSBURGH, PA 15218-0637

TELEPHONE (412) 731-1000
FACSIMILE (412) 731-9190

November 12, 2004

Officer of Public Information
Pennsylvania Securities Commission
1010 North Seventh Street
Harrisburg, PA 17102

RE: Open Records Request/Public Information Request

Ladies and Gentlemen:

Pursuant to Pennsylvania's Right-To-Know law and/or Open Records Law, 65 P.S. § 66.1 *et seq.*, I am requesting that any and all records related to the entities and/or individuals listed below be made available to me for copying and inspection. These records should include, but not be limited to the following:

1. Any and all "documents"¹, as defined herein, evidencing, relating to or concerning:
 - a. Resort Holdings International, Inc.;
 - b. Resort Holdings International, S.A.;
 - c. Yucatan Resorts, Inc.;
 - d. Yucatan Resorts, S.A.;
 - e. Michael E. Kelly;

¹ "Document" means any and all writings of any kind, including the originals and non-identical copies, whether different from the originals by reason of any notation made on such copies or otherwise, including without limitation, correspondence, memoranda, notes, diaries, statistics, letters, telegrams, minutes, contracts, reports, studies, text, statements, receipts, returns, summaries, pamphlets, books, prospectuses, inter-office and intra-office communications, offers, notations of any sort regarding conversations, telephone calls, meetings or other communications, bulletins, printed matters, computer printouts, teletypes, telefax, invoices, work sheets, and each and every draft, alteration, modification, change or amendment of any kind of the foregoing; graphic or aural records and oral representations of any kind, including without limitation, photographs, charts, graphs, microfiche, microfilm video tapes, recordings, motion pictures; and electronic, magnetic, mechanical or electric records or representations of any kind, including without limitation, tapes, cassettes, disks, computer generated or stored information and recordings. All documents should be produced without alteration with any and all exhibits and attachments thereto.

SWEENEY & ASSOCIATES P.C.

- f. World Phantasy Tours, Inc.;
 - g. World Phantasy Tours, S.A. a/k/a Viages Majesty or Majesty Travel; and
2. Any and all documents evidencing, relating to or concerning the Universal Lease timeshare agreement.

Please respond to this request no later than Wednesday, November 24, 2004. If you have any questions, please do not hesitate to contact me at (412) 731-1000. Thank you for your assistance with this matter.

Sincerely,

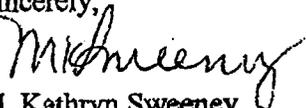

M. Kathryn Sweeney

EXHIBIT "H"

COPY

SWEENEY & ASSOCIATES P.C.

ATTORNEYS AT LAW

P.O. BOX 82637
PITTSBURGH, PA 15218-0637

TELEPHONE (412) 731-1000
FACSIMILE (412) 731-9190

November 12, 2004

Mr. Richard Kiehl
Pennsylvania Securities Commission
806 State Office Building
Pittsburgh, PA 15222-1210

RE: Open Records Request/Public Information Request

Dear Mr. Kiehl:

Pursuant to Pennsylvania's Right-To-Know law and/or Open Records Law, 65 P.S. § 66.1 *et seq.*, I am requesting that any and all records related to the entities and/or individuals listed below be made available to me for copying and inspection. These records should include, but not be limited to the following:

1. Any and all "documents"¹, as defined herein, evidencing, relating to or concerning:
 - a. Resort Holdings International, Inc.;
 - b. Resort Holdings International, S.A.;
 - c. Yucatan Resorts, Inc.;
 - d. Yucatan Resorts, S.A.;
 - e. Michael E. Kelly;

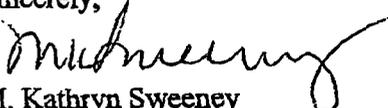
¹ "Document" means any and all writings of any kind, including the originals and non-identical copies, whether different from the originals by reason of any notation made on such copies or otherwise, including without limitation, correspondence, memoranda, notes, diaries, statistics, letters, telegrams, minutes, contracts, reports, studies, text, statements, receipts, returns, summaries, pamphlets, books, prospectuses, inter-office and intra-office communications, offers, notations of any sort regarding conversations, telephone calls, meetings or other communications, bulletins, printed matters, computer printouts, teletypes, telefax, invoices, work sheets, and each and every draft, alteration, modification, change or amendment of any kind of the foregoing; graphic or aural records and oral representations of any kind, including without limitation, photographs, charts, graphs, microfiche, microfilm video tapes, recordings, motion pictures; and electronic, magnetic, mechanical or electric records or representations of any kind, including without limitation, tapes, cassettes, disks, computer generated or stored information and recordings. All documents should be produced without alteration with any and all exhibits and attachments thereto.

SWEENEY & ASSOCIATES P.C.

- f. World Phantasy Tours, Inc.;
 - g. World Phantasy Tours, S.A. a/k/a Viages Majesty or Majesty Travel; and
2. Any and all documents evidencing, relating to or concerning the Universal Lease timeshare agreement.

Please respond to this request no later than Wednesday, November 24, 2004. If you have any questions, please do not hesitate to contact me at (412) 731-1000. Thank you for your assistance with this matter.

Sincerely,



M. Kathryn Sweeney