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BEFORE THE ARIZONA CORPORATION COMMISSION

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CARL J. KUNASEK
Chairman
JIM IRVIN
Commissioner
WILLIAM A. MUNDELL
Commissioner

Arizona Corporation Commission
2000 MAR -6 P 4: 28 DOCKETED
MAR 06 2000
AZ CORP COMMISSION
DOCUMENT CONTROL
DOCKETED BY [Signature]

In the matter of the securities offering by)
WILLIAM E. BERGH, individually and d/b/a)
NATIONAL FINANCIAL GROUP)
13311 North 65th Drive)
Glendale, AZ 85304)
And)
11024 N. 28th Drive, Ste. 200)
Phoenix, AZ 85029)
CRD 1409200)
THOMAS OTTO TABAT)
24435 N. 38th Lane)
Glendale, AZ 85310)
CRD 1011671,)
Respondents.)

DOCKET NO. S-03374A-99-0000
DIVISION'S SECOND AMENDED
WITNESS AND EXHIBIT LIST

The Securities Division of the Arizona Corporation commission hereby submits the following list of witnesses and exhibits.

I.
WITNESSES

- 1. The Division intends on calling the following individuals to testify at the hearing:
 - a. William K. Tanem – Mr. Tanem is Director of Compliance for Legacy Financial Services (Legacy).
 - b. Marilyn Bradley – Mrs. Bradley is an Arizona resident who invested in B.E.E./ETS and Hotel Connect through William E. Bergh and later cancelled her investments.
 - c. Marian Richards – Mrs. Richards is an Arizona resident who invested in B.E.E./ETS and World Cash Providers through Thomas O. Tabat and William E. Bergh.

- 1 d. Kenneth H. Riggs – Mr. Riggs is an Arizona resident who invested in Hotel
2 Connect through William Bergh.
- 3 e. William Flynn – Mr. Flynn is a Minnesota resident who invested in Hotel
4 Connect and World Cash Providers through William E. Bergh, and may testify
5 telephonically.
- 6 f. Virginia Homer – Ms. Homer is a Minnesota resident who invested in World
7 Cash Providers through William E. Bergh, and may testify telephonically.
- 8 g. Rhonda K. Wilson – Ms. Wilson is an Oregon resident who was solicited to
9 invest in Hotel Connect and B.E.E./ETS by William E. Bergh, and may testify
10 telephonically.
- 11 h. Mark Melkowski – Mr. Melkowski, owner of Eagle One Communications,
12 recruited Mr. Bergh to sell the products and services offered by the companies
13 identified below, and paid commissions to William E. Bergh d/b/a National
14 Financial Group.
- 15 i. Jerry Lowe – Mr. Lowe is a Senior Investigator with the Division.
- 16 j. Michael Donovan – Mr. Donovan is a Senior Examiner with the Division.
- 17 k. Susan Baker – Ms. Baker is an attorney and Supervisor of the Registration and
18 Compliance Section of the Division, and is qualified to testify as an expert on
19 the requirements of a non-public or “private offering” exemption under federal
20 Regulation D and Arizona Rule R14-4-126.
- 21 l. Jude Archuletta – Ms. Archuletta is an investigator for the State of Utah,
22 Department of Commerce, Division of Securities, and may testify
23 telephonically.

24 The Division reserves the right to call respondents as witnesses and any other witnesses
25 listed by respondents, and any investors or offerees of products or services offered or sold by
26 respondents on behalf of B.E.E. Communications, Inc., ETS Payphones, Inc., Hotel Connect, LLC,
World Cash Providers, LLC, and/or World Cash Providers, Inc.

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II.

EXHIBITS

2. The Division intends to use the following exhibits at the hearing:

Exhibit No.	Description
S-1	Certificate of registration for William E. Bergh as a securities salesman in Arizona with Legacy Financial Services, Inc.
S-2	Certificate of nonregistration for World Wide Business Opportunities LLC as a security salesman or dealer in Arizona.
S-3	Certificate of filing for World Wide Business Opportunities as a limited liability company in Nevada.
S-4	Certificate of registration for Thomas O. Tabat as a securities salesman in Arizona with Legacy Financial Services, Inc.
S-5	Certificate of non-registration and non-filing for B.E.E. Communications, Inc.
S-6	Certificate of non-registration and non-filing for ETS Payphones, Inc.
S-7	Certificate of non-registration and non-filing for Hotel Connect, LLC.
S-8	Certificate of non-registration and non-filing for World Cash Providers, LLC.
S-9	Certificate of non-registration and non-filing for World Cash Providers, Inc.
S-10	December 2, 1999 listing of B.E.E. Communications, Hotel Connect, World Cash Providers -- Bergh's Sales and Commissions (Bergh EUO Exhibit 1).
S-11	Training Manual for BCI (Bergh EUO Exhibit 2).
S-12	Hotel Connect #700, LLC Subscription Agreement (Bergh EUO Exhibit 12).
S-13	B.E.E. Communications brochure (Bergh EUO Exhibit 13) and ETS Payphones, Inc. Fax Sheet (Bergh EUO Exhibit 4).
S-14	Legacy Financial Services, Inc. Addendum to Producer Agreement (Bergh EUO Exhibit 14).
S-15	Legacy Financial Services Compliance and Procedures Manual (Bergh EUO Exhibit 15).
S-16	Legacy Financial Services, Inc. Registered Representatives Annual Questionnaire (November 10, 1998) (Bergh EUO Exhibit 16).
S-17	Legacy Financial Services Compliance Memorandum (Bergh EUO Exhibit 17).
S-18	Legacy Financial Services, Inc. Registered Representatives Annual Questionnaire (October 20, 1997) (Bergh EUO Exhibit 18).
S-19	Legacy Financial Services Compliance Alert (Bergh EUO Exhibit 19).
S-20	Request to Engage in Outside Business Activities (Bergh EUO Exhibit 20).
S-21	Letter to Legacy Financial Services, Inc. from Michael J. Donovan dated January 4, 1999 (Bergh EUO Exhibit 21).
S-22	Letter to Bill Tanem from William E. Bergh dated April 28, 1999, with attachments (Bergh EUO Exhibit 22).
S-23	Letter to William E. Bergh from William K. Tanem dated May 6, 1999, with attached Form U-5 (Bergh EUO Exhibit 23).

1	S-24	Letter to the Securities Division from William K. Tanem dated May 6, 1999, and fax dated April 28, 1999.
2	S-25	Faxes to the Securities Division from Legacy Financial Services dated December 2, 1999, and March 2, 2000, both with attachments.
3	S-26	Notice of and Order for Hearing, Notice of Prehearing Conference, and Order to Show Cause and Consent Order dated February 20, 1998 (Bergh EUO Exhibit 26).
4	S-27	Letter to the Securities Division from William K. Tanem dated November 17, 1999.
5	S-28	January 26, 2000 list of clients investing in B.E.E. Communications, Hotel Connect, or World Cash Providers (Bergh EUO Exhibit 28).
6	S-29	January 26, 2000 list of National Financial Group agents recruited by Bergh (Bergh EUO Exhibit 29).
7	S-30	Letter from John R. Augustine, Jr. to the Securities Division dated December 22, 1999 (Bergh EUO Exhibit 30).
8	S-31	B.E.E. Communications COCOT Purchase Agreement for Rhonda K. Wilson (Bergh EUO Exhibit 31).
9	S-32	Hotel Connect #200, LLC, New Business Transmittal for Rhonda K. Wilson (Bergh EUO Exhibit 32).
10	S-33	Investor documents and marketing materials obtained from Utah Division of Securities.
11	S-34	B.E.E. Communications COCOT Purchase Agreements (Bergh EUO Exhibit 34).
12	S-35	Hotel Connect, LLC investor contracts (Bergh EUO Exhibit 35).
13	S-36	World Cash Providers investor contracts (Bergh EUO Exhibit 36).
14	S-37	Excerpts from the Transcripts of the Examinations Under Oath (EUO) of William E. Bergh taken on December 2, 1999, and January 26, 2000.
15	S-38	Additional investor documents for investments sold through William E. Bergh.
16	S-39	Summary of Bergh's and Tabat's Sales.
17	S-40	Excerpts from the Transcript of the EUO of Thomas O. Tabat taken on December 14, 1999.
18	S-41	Registered Representatives Annual Questionnaire for Legacy Financial Services, Inc. (Tabat EUO Exhibit 1).
19	S-42	Selected pages from the Legacy Financial Services Compliance and Procedures Manual (Tabat EUO Exhibit 2).
20	S-43	Request to Engage in Outside Business Activities (Tabat EUO Exhibit 3).
21	S-44	Legacy Financial Services Registered Representative Application (Tabat EUO Exhibit 4).
22	S-45	New Representative Checklist (Tabat EUO Exhibit 5).
23	S-46	Form U-4 (Tabat EUO Exhibit 6).
24	S-47	Request to Engage in Outside Business Activities (Tabat EUO Exhibit 7).
25	S-48	Subpoenas to Mark Melkowski for documents and to provide testimony, and excerpts from and selected exhibits to the EUOs of Mr. Melkowski taken on December 21, 1999, and February 16, 2000. (The entire Transcripts and documents of Mr. Melkowski are available for review.)
26	S-49	Correspondence between the Securities Division and the respondents.
	S-50	Investor documents for Marilyn Bradley.

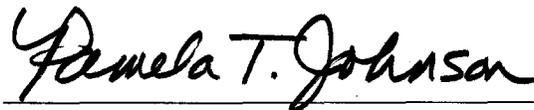
1	S-51	Investor documents for Marian Richards.
2	S-52	Summary of Investors in Hotel Connect Sold by Arizona Salesmen Paid Commissions through Mark Melkowski. (Source documents consisting of investor subscription documents are available for review.)
3	S-53	California Subpoenas Duces Tecum to World Cash Providers, LLC, Hapjack Marketing, Inc., World Cash Providers, Inc., and excerpts of the records produced .
4	S-54	Copies of Certified Desist and Refrain Orders issued by the California Department of Corporations on February 8, 2000, to: World Cash Providers, LLC, World Cash Providers, Inc., Mark L. Ehrlich; and to: L. Robert Martin; and Paul Michael Goodman, John P. Steele, and GAC Marketing.
5	S-55	Copy of Certified Articles of Organization: World Cash Providers, LLC
6	S-56	Copy of Certified Articles of Incorporation: World Cash Providers, Inc.
7	S-57	California Subpoena for Oral Testimony of Mike Goodman and excerpts of testimony.
8	S-58	California Subpoena for Oral Testimony of Hal Coffin and excerpts of testimony.
9	S-59	Correspondence from Thomas O. Tabat dated November 23, 1998, with attachments.
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11 The Division reserves the right to use any exhibits listed by respondents whether or not
 12 introduced by respondents, and any additional exhibits identified before or at hearing or for
 13 purposes of rebuttal.

14 This list is subject to amendment and/or supplement at any time prior to or during the
 15 scheduled hearing.

16 Respectfully submitted this 6th day of March, 2000.

17 Janet Napolitano
 18 Attorney General for the State of Arizona

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20 **Pamela T. Johnson**
 21 Special Assistant Attorney General
 22 **Robert A. Zumoff**
 23 Assistant Attorney General
 24 Attorneys for the Securities
 25 Division of the Arizona
 26 Corporation Commission

1 ORIGINAL AND TEN COPIES filed
2 with Docket Control the 6th day of
3 March, 2000.

4 Copy hand-delivered the 6th day of
5 March, 2000 to:

6 John R. Augustine, Jr., Esq.
7 2727 N. Third St., Suite 300
8 Phoenix, AZ 85004-1001
9 Attorney for Respondents
10 William E. Bergh and
11 Thomas O. Tabat



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