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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

WILLIAM A. MUNDELL  
Chairman  
JIM IRVIN  
Commissioner  
MARC SPITZER  
Commissioner

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AZ CORP COMMISSION  
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AUG 15 2002

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In the matter of:

DOCKET NO. S-03450A-02-0000

Philip William Merrill  
3788 N. 156<sup>th</sup> Drive  
Goodyear, Arizona 85338  
CRD #2436444,

**DIVISION'S LIST OF WITNESSES  
AND EXHIBITS**

Respondent.

The Securities Division ("Division") of the Arizona Corporation Commission hereby submits the following list of witnesses and exhibits.

**I.**

**WITNESSES**

1. The Division intends to call the following individuals to testify at the hearing:

- a. Beatrice DuChene – former customer of Respondent.
- b. Catherine DuChene – daughter of Beatrice DuChene.
- c. Viola Brotherson – former customer of Respondent.
- d. Clark Brotherson – son of Viola Brotherson.
- e. Janet Mayfield – former customer of Respondent.
- f. Lori Mayfield – former customer of Respondent.
- g. Sylvia Hays – former customer of Respondent.
- h. Michael Donovan – Sr. Financial Institution Examiner with the Division. Created suitability review exhibits.
- i. Jerry Lowe – Investigator with the Division.
- j. Keith Guilfoyle – Attorney at Morgan Stanley

1 The Division reserves the right to call any person listed by the Respondent as a witness at the  
 2 hearing, whether or not that witness is called by the Respondent. The Division reserves the right to  
 3 call any person necessary to lay a proper foundation for an exhibit. The Division further reserves the  
 4 right to call one or more persons not named above for rebuttal purposes.

5 **II.**  
 6 **EXHIBITS**

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

Exhibit No.	Description
	<b><i>Division Exhibits</i></b>
S-1	Certificate of Registration - Salesman
	<b><i>Customer One</i></b>
S-2	New Account Documents and Objectives
S-3	Correspondence with Morgan Stanley Dean Witter
S-4	Correspondence Between Catherine DuChene & Respondent
S-5	Suitability Analysis in Accounts 29773, 35355 & 46102
S-6	Account 29773 – (1/86-7/00) List of Transactions in Account
S-7	Account 29773 – 1996 (12/95-12/96) Statements and Confirmations
S-8	Account 29773 – 1997 Statements and Confirmations
S-9	Account 29773 – 1998 Statements and Confirmations
S-10	Account 29773 – 1996, 1997 & 1998 Mutual Fund Statements
S-11	Account 35355 – (9/93-11/00) List of Transactions in Account
S-12	Account 35355 – 1996 Statements and Confirmations
S-13	Account 35355 – 1997 Statements and Confirmations
S-14	Account 35355 – 1998 Statements, Confirmations & Mutual Fund Statement (1/98-12/98)
S-15	Account 46102 – (10/98-3/99) List of Transactions in Account
S-16	Account 46102 – (10/98-1/99) Statements and Confirmations
S-17	Account Executive Compensation Detail Report (Charges paid by Customer)
S-18	Restitution Summary Report/Table
	<b><i>Customer Two</i></b>
S-19	New Account Documents and Objectives
S-20	Correspondence and Notes
S-21	Suitability Analysis of Account 40643
S-22	Account 40643 – (7/90-6/02) List of Transactions in Account
S-23	Account 40643 – 1996 Confirmations
S-24	Account 40643 – (11/97-12/98) Statements, Year Summary, AIM and Pioneer

	Statements
1	S-25 Account 40643 – 1999 Statements and Year Summary
	S-26 Account 40643 – 2000 Statements and Year Summary
2	S-27 Account 40643 – 2001 Statements
	S-28 Account 40643 – (1/02-6/02) Statements and Confirmations
3	S-29 Restitution Summary Report/Table
4	
	<b>Information and Prospectuses on Specific Securities</b>
5	S-30 Ratings of Investments
	S-31 High Income/High Yield Fund Prospectuses and Other Information
6	S-32 Health Sciences Fund Prospectus and Other Information
	S-33 Information Fund Prospectuses and Other Information
7	S-34 TCW/DW Total Return Trust Information
	S-35 Standard and Poor's Mutual Fund Profiles (11/97)
8	S-36 Standard and Poor's Stock Guide (1/98)
9	
	<b>Customer Three</b>
10	S-37 Account 13879 – (10/00-1/01) Statements and Confirmations
	S-38 Account 13880 – (10/00-12/00) Statements
11	S-39 Correspondence with Morgan Stanley Dean Witter
12	
	<b>Customer Four</b>
13	S-40 List of Accounts for Customers Three and Four
	S-41 Account 14112 – (12/00) Statement and Confirmations
14	S-42 Account 14113 – (12/00) Statement and Confirmations
	S-43 Account 14115 – (2/01) Statement and Confirmations
15	S-44 Copy Daytimer page, Passport, Travel Agenda and Airline Ticket
16	S-45 Correspondence with Morgan Stanley Dean Witter
17	
	<b>Customer Five</b>
18	S-46 Account 36125 (3/94) Statement
	S-47 Account 36125 (6/00-10/01) Statements
19	S-48 Restitution Summary Report/Table
20	
	<b>Respondent</b>
21	S-49 Resume, USC Degree and Client Services Provided
	S-50 Correspondence with NASD
22	S-51 Pages from Morgan Stanley Dean Witter Manual
23	S-52 EUO Transcript and Specific Exhibits

The Division reserves the right to use any exhibit listed by the Respondent for the hearing, whether or not it is introduced by the Respondent, and any additional exhibit identified before or at the hearing or for purposes of rebuttal.

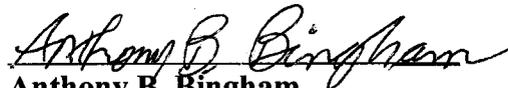
1 The Division intends to use the transcript of the examination under oath of Respondent.

2 This list of Witnesses and Exhibits is subject to amendment and/or supplement at any time  
3 prior to or during the scheduled hearing.

4 Respectfully submitted this 15<sup>th</sup> day of August, 2002.

5  
6 **Janet Napolitano**

Attorney General for the State of Arizona

7 

8 **Anthony B. Bingham**

Special Assistant Attorney General

9 **Moira McCarthy**

Assistant Attorney General

10 Attorneys for the Securities Division of the  
11 Arizona Corporation Commission

12 Original and ten copies  
13 of the foregoing hand-delivered  
this 15<sup>th</sup> day of August, 2002 to:

14 Docket Control  
15 Arizona Corporation Commission  
1200 W. Washington St.  
16 Phoenix, AZ 85007

17 A copy of the foregoing hand-delivered  
this 15<sup>th</sup> day of August, 2002 to:

18 Philip J. Dion III  
19 Administrative Law Judge  
Arizona Corporation Commission  
1200 W. Washington St.  
20 Phoenix, AZ 85007

21 A copy of the foregoing faxed and mailed  
22 this 15<sup>th</sup> day of August, 2002 to:

23 Frank Lewis  
24 Begam Lewis Marks & Wolfe  
111 West Monroe Street, Suite 1400  
Phoenix, AZ 85003-1787  
25 (602) 254-6071 telephone  
(602) 252-0042 facsimile  
26