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BEFORE THE ARIZONA CORPORATION C

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WILLIAM A. MUNDELL
Chairman
JIM IRVIN
Commissioner
MARC SPITZER
Commissioner

2001 JUN 15 P 1:35

AZ CORP COMMISSION
DOCUMENT CONTROL

In the matter of:

) Docket No. S-03353A-00-0000

CHARLES RAY STEDMAN
3001 East Frontage Road
Amado, AZ 85629
CHARLES RAY STEDMAN
3001 East Frontage Road
Amado, AZ 85629

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

WENDELL T. DECKER, JR.
5249 N. Adobe Circle
Tucson, AZ 85750

Arizona Corporation Commission

DOCKETED

JUN 15 2001

OXFORD DEVELOPMENT, L.L.C.
5249 North Adobe Circle
Tucson, AZ 85750

DOCKETED BY 

PROFUTURA, L.L.C.
P.O. Box 4252
Tubac, AZ 85646

CNT FAMILY FUN OUTLETS, INC.
One East First Street
Reno, NV 89501

CHARLES W. TESTINO, JR.
3656 E. Windy Point Dr.
Tucson, AZ 85718
CRD#1216651

ARIZONA INVESTMENT ADVISORS,
INC.
2920 North Swan Road, Suite 206
Tucson, AZ 85712

KEITH B. "SKIP" DAVIS
6550 North Silversmith Place
Tucson, AZ 85750

SPY GLASS ENTERPRISES L.L.C.
6550 North Silversmith Place
Tucson, AZ 85750

KEITH B. DAVIS, INC.
6550 North Silversmith Place
Tucson, AZ 85750,

Respondents.

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

3 **I.**

4 **WITNESSES**

5 1. The Division intends on calling the following individuals to testify at hearing:

- 6 c. Gail Lynn Bonner – Ms. Bonner is an investor.
- 7 a. Carol or Jim Hauglum – Mr. and Mrs. Hauglum are investors.
- 8 d. Michael Keith – Mr. Keith is an investor.
- 9 b. Charles Linaker - Mr. Linaker is an investor, personally, and through his
 10 company, Contemporary West Development.
- 11 c. Nancy or Jan Prins – Mr. and Mrs. Prins are investors.
- 12 d. Barbara Bourne – Ms. Bourne is an investor.
- 13 e. Keith B. Davis – Mr. Davis is a Respondent.
- 14 f. Wendell T. Decker – Mr. Decker is a Respondent.
- 15 g. Charles W. Testino – Mr. Testino is a Respondent.
- 16 h. Jerry Lowe – Mr. Lowe is an investigator with the Division.
- 17 i. Gary Mengel– Mr. Mengel is an accountant with the Division.

18 The Division reserves the right to call any witness listed by respondents and any investor in
 19 the Stedman/Oxford Promissory Notes.

20 **II.**

21 **EXHIBITS**

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

Exh. No.	Description	
S-1	Certificate of non-registration for Charles Ray Stedman.	
S-2	Certificate of non-registration for Profutura, LLC.	

1	S-3	Certificate of non-registration for Promissory Notes issued by Charles Ray Stedman, Profutura, LLC, Oxford Development, LLC, Wendell T. Decker or CNT Family Fun Outlets, Inc.	
2			
3	S-4	Certified copy of Articles of Organization of Profutura, LLC, filed with the Arizona Corporation Commission (ACC) on March 5, 1993.	
4			
5	S-5	Certified copy of Articles of Amendment to the Articles of Organization of Oxford Development, LLC, filed with the Arizona Corporation Commission on January 31, 1995.	
6			
7	S-6	Certified copy of Articles of Incorporation of CNT Family Fun Outlets, Inc. filed with the Nevada Secretary of State on June 19, 1996.	
8			
9	S-7	Certified copy of ACC Order to Cease and Desist and Consent to Same Re: Wendell T. Decker, Oxford Development, LLC, and CNT Family Fun Outlets, Inc., Decision No. 63718, docketed June 6, 2001.	
10			
11	S-8	Certified copy of ACC Order to Cease and Desist and Consent to Same Re: Charles W. Testino, Jr. and Arizona Investment Advisers, Inc., Decision No. 63719, docketed June 6, 2001.	
12			
13	S-9	Certified copy of ACC Order to Cease and Desist and Consent to Same Re: Keith B. Davis and Keith B. Davis, Inc., Decision No. 63717, docketed June 6, 2001.	
14			
15	S-10	Certified copy of National Association of Securities Dealers (NASD) Decision dated January 21, 1994, censuring, barring and fining Charles R. Stedman, and Opinion on Review of Disciplinary Action dated August 10, 1994.	
16			
17	S-11	Certified copy of Bankruptcy records of Wendell T. Decker, Jr.	
18			
19	S-12	Excerpts from Transcript of Examination Under Oath of Charles Ray Stedman taken on September 16, 1999 and August 10, 2000, including .	
20			
21	S-13	Copy of Promissory Note Secured by Deed of Trust (Exhibit 4 to Stedman EUO), and pages	
22			
23	S-14	Promissory Note Secured By Deed of Trust (Exhibit 5a to Stedman EUO).	
24			
25	S-15	Fax cover sheet and Promissory Note Secured by Deed of Trust for Gene Brust dated 4/26/00 (Exhibit 8 to Stedman EUO).	
26			
	S-16	Summary of Oxford Notes through 6/1/2000, attached to Exhibit 6 to Decker EUO. (Davis EUO Exhibit 12, 3/31/2000).	
	S-17	Letter dated November 5, 1999, to the Securities Division from attorney for Wendell T. Decker (Exhibit 11 to Decker EUO).	

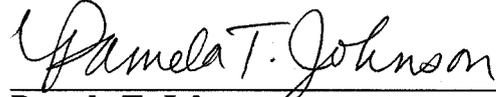
1	S-18	Letter dated June 21, 2000, from Kathryn Wolking of Weld County Title Company to Ted Decker dated 6/21/00, with chronological listing of all Deeds of Trust recorded against Oxford's Dacono Project property (Part of Exhibit 28 to Decker EUO).	
2			
3	S-19	Summary of Investors, produced by Oxford Development, LLC, attached to letter to Securities Division from attorney for Oxford Development, LLC dated May 22, 2000.	
4			
5	S-20	Dacono Factory Outlet Center Restitution Schedule.	
6			
7	S-21	Summary of Development Costs though 3/31/2000 (Part of Exhibit 5 to Decker EUO).	
8			
9	S-22	Investor documents for Michael Keith and Contemporary West Development on 1/6/98 for \$40,000 and 7/9/98 for \$54,000.	
10			
11	S-23	Investor documents for Charles Linaker on 3/12/98 for \$200,000.	
12			
13	S-24	Investor documents for Carol and John Hauglum on 7/10/98 for \$47,000 and on 7/13/98 for \$31,000.	
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15	S-25	Investor documents for Lynn Bonner on 9/19/99 for \$60,000.	
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17	S-26	Investor documents for Jan and Nancy Prins on 12/7/96 for \$54,880 and \$59,007 respectively.	
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The Division reserves the right to use any exhibits listed by respondents whether or not introduced by respondents, and any additional exhibits identified before or at hearing or for purposes of rebuttal. The Division intends to use the following pages of the transcript of the examination under oath of Respondent, Charles Ray Stedman: 9, 37, 43, 47, 49-51, 54-55, 69, 75-78, 85-94, 103-110, 122-150, 158, 185-87, 190-94, 206, 211-214, 221-241, 245-47, 250-251, 255-256, 261-263.

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

3 RESPECTFULLY SUBMITTED this 15th day of June, 2001.

4 Janet Napolitano
5 Attorney General for the State of Arizona

6 

7 **Pamela T. Johnson**
8 Special Assistant Attorney General
9 **Moira McCarthy**
10 Assistant Attorney General
11 Attorneys for the Securities
12 Division of the Arizona
13 Corporation Commission

11 ORIGINAL AND TEN COPIES filed
12 With Docket Control on this 15th day of June, 2001.

13 Copies of the foregoing faxed on this
14 15th day of June, 2001, to:

15 Bruce R. Heurlin, Esq.
16 Karp, Heurlin & Weiss, P.C.
17 3060 North Swan Road, Suite 100
18 Tucson, Arizona 85712-1225
19 FAX: (520) 325-4224
20 Attorneys for Charles Ray Stedman and Profutura, L.L.C.

21 