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BEFORE THE ARIZONA CORPORATION COMMISSION

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AZ CORP COMMISSION  
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1  
2 WILLIAM A. MUNDELL  
3 CHAIRMAN  
4 JIM IRVIN  
5 COMMISSIONER  
6 MARC SPITZER  
7 COMMISSIONER

8 IN THE MATTER OF:

DOCKET NO. S-03455A-01-0000

9 AEROMEX, INC.  
10 9520 East Lorna Lane  
11 Prescott Valley, Arizona 86314  
12 Foreign Address:  
13 1704 Westland Road  
14 Cheyenne, Wyoming 82001

15 AEROMAG CORPORATION  
16 9520 East Lorna Lane  
17 Prescott Valley, Arizona 86314

18 LEXINGTON BARTLETT  
19 7500 East Cocopah Drive  
20 Prescott Valley, Arizona 86314

21 DAVID L. SPEARS  
22 9560 East Whipsaw Lane  
23 Prescott Valley, Arizona 86314,

24 Respondents.

Arizona Corporation Commission

DOCKETED

JUL 16 2001

DOCKETED BY

**PROCEDURAL ORDER**

25 **BY THE COMMISSION:**

26 On June 20, 2001, the Securities Division ("Division") of the Arizona Corporation  
27 Commission ("Commission") filed a Notice of Opportunity for Hearing Regarding the Temporary  
28 Order to Cease and Desist and Notice of Opportunity for Hearing ("Notice") against Aeromex, Inc.;  
Aeromag Corporation; Lexington Bartlett; and David L. Spears (collectively the "Respondents") in  
which the Division alleged that Respondents have engaged in acts, practices, and transactions that  
constitute violations of the Arizona Securities Act ("Act").

On July 10, 2001, Respondents, through their attorney, filed a request for a hearing.

Accordingly, a pre-hearing conference should be scheduled to address the issues raised in the  
Notice, the presentation of evidence, the scheduling of discovery timelines and set a hearing date.

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1 IT IS THEREFORE ORDERED that a pre-hearing conference shall be held on July 26, 2001  
2 at 10:00 a.m., at the Commission's offices, 1200 West Washington Street, Phoenix, Arizona.

3 DATED this 16 day of July, 2001.

4  
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7   
8 PHILIP J. DION III  
ADMINISTRATIVE LAW JUDGE

9 Copies of the foregoing mailed/delivered  
10 this 16 day of July, 2001 to:

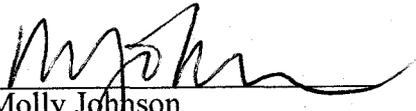
11 Jeffrey A. McKee  
12 DAVIS MCKEE & FORSHEY, P.C.  
13 Suite A-201  
Phoenix, Arizona 85014  
Attorney for Respondent

14 Carl Ranno  
15 2816 East Windrose Drive  
Phoenix, Arizona 85032  
16 Attorney for Respondent

17 Robert A. Zumoff  
18 Assistant Attorney General  
ARIZONA ATTORNEY GENERAL'S OFFICE  
1275 West Washington Street  
Phoenix, Arizona 85007

19 W. Mark Sendrow, Director  
20 Securities Division  
ARIZONA CORPORATION COMMISSION  
21 1300 West Washington Street  
Phoenix, Arizona 85007

22 ARIZONA REPORTING SERVICE, INC.  
23 2627 N. Third Street, Suite Three  
Phoenix, Arizona 85004-1104

24  
25 By:   
26 Molly Johnson  
Secretary to Philip J. Dion III