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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS:

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

2004 JAN 29 P 4: 00

AZ CORP COMMISSION
DOCUMENT CONTROL

In the matter of:

**YUCATAN RESORTS, INC., d/b/a
YUCATAN RESORTS, S.A.,**
3222 Mishawaka Avenue
South Bend, IN 46615;
P. O. Box 2661
South Bend, IN 46680;
Av. Coba #82 Lote 10, 3er. Piso
Cancun, Q. Roo
Mexico C.P. 77500

**RESORT HOLDINGS INTERNATIONAL,
INC. d/b/a
RESORT HOLDINGS INTERNATIONAL,
S.A.,**
3222 Mishawaka Avenue
South Bend, IN 46615;
P. O. Box 2661
South Bend, IN 46680;
Av. Coba #82 Lote 10, 3er. Piso
Cancun, Q. Roo
Mexico C.P. 77500

WORLD PHANTASY TOURS, INC.
a/k/a MAJESTY TRAVEL
a/k/a VIAJES MAJESTY
Calle Eusebio A. Morales
Edificio Atlantida, P Baja
APDO, 8301 Zona 7 Panama

MICHAEL E. KELLY and LORI KELLY,
husband and wife,
3222 Mishawaka Avenue
South Bend, IN 46615;
P. O. Box 2661
South Bend, IN 46680;

Respondents.

DOCKET NO. S-03539A-03-0000

**RESPONDENT MICHAEL E. KELLY'S
FIRST REQUEST FOR PRODUCTION
OF DOCUMENTS**

Arizona Corporation Commission

DOCKETED

JAN 29 2004

DOCKETED BY	<i>CMC</i>
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1 Respondent Michael E. Kelly hereby files this Request for Production of Documents upon the
2 Arizona Securities Division ("Division") of the Arizona Corporation Commission ("Commission").
3 Respondents request the Division to produce the documents listed below on or before Monday,
4 March 8, 2004, at the law offices of Roshka, Heyman & DeWulf, P.L.C., 400 East Van Buren
5 Street, Suite 800, Phoenix, Arizona 85004, or at such other location to be agreed upon in writing.

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7 **I.**
DEFINITIONS

8 The following definitions shall apply herein:

9 1. "Amended Order" means the Arizona Securities Division's First Amended
10 Temporary Order to Cease and Desist and Notice of Opportunity for Hearing, dated September 18,
11 2003.

12 2. "Arizona Resident" means any individual or corporate resident of the State of
13 Arizona, including those individuals referred to as "investors" or "purchasers" throughout the Order.

14 3. "Commission" means the Arizona Corporation Commission, including any
15 predecessor agency, the Office of the Commissioner of Securities, and the Staff of the Enforcement
16 Unit, Registration and Enforcement Section, or any other Section thereof, and its employees, agents
17 and assigns.

18 4. "Communication" or "Communications" means any contact or act by which
19 information or knowledge is transmitted or conveyed between two or more persons and includes,
20 without limitation: (1) written contact, whether by letter, memoranda, telegram, telex, or other
21 documents; (2) oral contact, whether by face-to-face meetings, telephone conversations, or otherwise;
22 and (3) nonverbal acts intended to communicate or convey any meaning, understanding, or other
23 message.
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1 5. **“Division”** means the Arizona Securities Division, including any predecessor agency,
2 the Office of the Division, and the Staff of the Enforcement Unit, Registration and Enforcement
3 Section, or any other section thereof, and its employees, agents and assigns.

4 6. **“Document”** means any and all writings of any kind, including the originals and non-
5 identical copies, whether different from the originals by reason of any notation made on such copies
6 or otherwise, including without limitation, correspondence, memoranda, notes, diaries, statistics,
7 letters, telegrams, minutes, contracts, reports, studies, text, statements, receipts, returns, summaries,
8 pamphlets, books, prospectuses, inter-office and intra-office communications, offers, notations of any
9 sort regarding conversations, telephone calls, meetings or other communications, bulletins, printed
10 matters, computer printouts, teletypes, telefax, invoices, work sheets, and each and every draft,
11 alteration, modification, change or amendment of any kind of the foregoing; graphic or aural records
12 and oral representations of any kind, including without limitation, photographs, charts, graphs,
13 microfiche, microfilm, video tapes, recordings, motion pictures; and electronic, magnetic, mechanical
14 or electric records or representations of any kind, including without limitation, tapes, cassettes, disks,
15 computer generated or stored information and recordings. All documents should be produced without
16 alteration with any and all exhibits and attachments thereto.
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19 7. **“Evidence”** or **“Evidencing”** means tending to show, in any probative manner, the
20 existence or nonexistence of any matter.

21 8. **“Identify,”** when used in reference as a natural person, means state the full name,
22 present or last name, complete residential and business address and the name of the current or last
23 employer; if the person is an entity, state the current name for the entity, its principal home office
24 address and home telephone number, and the name of the natural person with whom most of the
25 communications with such entity are made or the name of the natural person whom the party
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1 responding to these interrogatories believes would have personal knowledge regarding the
2 information requested in the interrogatories; and "Identify" when used in reference to document,
3 means to state the type of document identified, its author and his or her title and position, the dates the
4 document was created, the addressee(s) and their title or position, the person(s) receiving a copy and
5 their title or position, and a general description of the subject matter contained in such document.

6 9. "Kelly" means Michael E. Kelly, and his employees and agents.

7 10. "Lori Kelly" means Lori Kelly, Michael E. Kelly's spouse.

8 11. "Order" means the Arizona Securities Division's Temporary Order to Cease and
9 Desist and Notice of Opportunity for Hearing, dated May 20, 2003.

10 12. "Person" means all natural persons, male or female, and all types and kinds of
11 business and other entities, including, but not limited to, corporations, partnerships, joint ventures and
12 sole proprietorships.

13 13. "Proceeding" refers to all claims, crossclaims, counterclaims, and defenses, whether
14 now asserted or asserted hereafter by amendments, supplement or otherwise, of the parties of the
15 above-styled and numbered administrative proceeding.

16 14. "Relating" or "Relates" means, in addition to its customary usual meaning,
17 discussing, referring to, pertaining, reflecting, showing or recording.

18 15. "Resort Holdings" means Resort Holdings International, Inc., and its officers,
19 directors, employees, and agents.

20 16. "Resort Holdings, S.A." means Resort Holdings International, S.A. and its officers,
21 directors, employees, and agents.

22 17. "Universal Lease" means the "Universal Lease Program" specifically referred to in
23 paragraph 11 and generally referred to throughout the Order.
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18. “**Universal Lease Sales Agent**” means any company or individual that the Division contends has offered and/or sold Universal Leases in or from the State of Arizona.

19. “**World Phantasy Tours**” means World Phantasy Tours, Inc., a/k/a Majesty Travel and Viajes Majesty (as identified in the Order), and its officers, directors, employees, and agents.

20. “**Yucatan**” means Yucatan Resorts, Inc., and its officers, directors, employees, and agents.

21. “**Yucatan S.A.**” means Yucatan Resorts, S.A., and its officers, directors, employees, and agents.

II.
DOCUMENT REQUESTS

Please provide each of the following:

1. Any and all documents evidencing, relating to or concerning communications between the Division, on the one hand, and any federal or state regulatory authority (including, without limitation, the Arizona Real Estate Division) on the other hand, concerning this Proceeding and/or any Respondent herein.

2. Any and all documents evidencing, relating to, or concerning the Arizona Sales Agents referenced to in paragraphs 13 and 37 of the Amended Order.

3. Any and all documents evidencing, relating to, or concerning the allegations that the Universal Lease Program was or is a “scheme.”

4. Any and all documents evidencing, relating to or concerning the bank accounts of any Respondents to this Proceeding.

5. Any and all documents evidencing, analyzing, reviewing, relating to or concerning training materials allegedly provided to Universal Lease Sales Agents.

ROSHKA HEYMAN & DEWULF, PLC
ONE ARIZONA CENTER
400 EAST VAN BUREN - SUITE 800
PHOENIX, ARIZONA 85004
TELEPHONE NO 602-256-6100
FACSIMILE 602-256-6800

1 6. Any and all notes, memoranda or other documents evidencing, relating to or
2 concerning Allen Walker's meetings, correspondence and/or conversations with any of the
3 Respondents and/or any Universal Lease Sales Agent.

4 7. Any and all documents evidencing, relating to or concerning correspondence or
5 other communications between Allen Walker, on the one hand, and any agent, employee or
6 representative of the Pennsylvania Securities Commission, on the other hand.

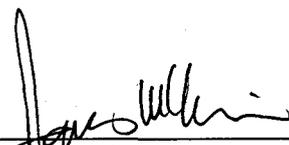
7 8. Any and all documents that the Division might, expects to, or will use as exhibits or
8 evidence in this Proceeding (including, without limitation, at the Hearing).

9 9. Any and all documents evidencing, relating to or concerning "Universal Lease
10 promotional materials," as referenced in paragraph 25 of the Amended Order.

11 10. Any and all documents evidencing, relating to or concerning the allegations relating
12 to One Vision Children's Foundation, Inc. referenced in paragraph 41 of the Amended Order.

13 RESPECTFULLY SUBMITTED this 29th day of January, 2004.

14 ROSHKA HEYMAN & DeWULF, PLC

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18 By 
19 Paul J. Roshka, Jr., Esq.
20 James M. McGuire, Esq.
21 One Arizona Center
22 400 East Van Buren Street, Suite 800
23 Phoenix, Arizona 85004
24 602-256-6100
25 602-256-6800 (facsimile)
26 Attorneys for Respondent Michael E. Kelly
27

1 ORIGINAL and thirteen copies of the foregoing
hand-delivered this 29th day of January, 2004 to:

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

5
6 COPY of the foregoing hand-delivered
this 29th day of January, 2004 to:

7 Marc E. Stern
8 Administrative Law Judge/Hearing Officer
Hearing Division
9 Arizona Corporation Commission
1200 West Washington Street
10 Phoenix, Arizona 85007

11 Jaime Palfai, Esq.
12 W. Mark Sendrow, Esq.
13 Securities Division
Arizona Corporation Commission
14 1300 West Washington Street, 3rd Floor
15 Phoenix, Arizona 85007

16 COPY of the foregoing mailed
17 this 29th day of January, 2004 to:

18 Joel Held, Esq.
Elizabeth Yingling, Esq.
19 Baker & McKenzie
2300 Trammell Crow Center
20 2001 Ross Avenue, Suite 2300
21 Dallas, Texas 75201

22 Martin R. Galbut, Esq.
Jeffrey D. Gardner, Esq.
23 Galbut & Hunter, P.C.
24 2425 East Camelback Road, Suite 1020
Phoenix, Arizona 85016
25 Attorneys for Respondents
Yucatan Resorts, Inc., Yucatan Resorts, S.A.,
26 RHI, Inc., and RHI, S.A.

27

ROSHKA HEYMAN & DEWULF, PLC

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Tom Galbraith, Esq.
Kirsten Copeland, Esq.
Meyer, Hendricks & Bivens, P.A.
3003 North Central Avenue, Suite 1200
Phoenix, Arizona 85012-2915
Attorneys for Respondent
World Phantasy Tours, Inc.

Ruth A. Bushee

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