

# sec news digest

U.S. SECURITIES AND  
EXCHANGE COMMISSION

May 22, 1980

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## ADMINISTRATIVE PROCEEDINGS

## LIBRARY

COMMISSION INSTITUTES ADMINISTRATIVE PROCEEDINGS AGAINST  
R. JACK BERNHARDT, LOEB, RHOADES, HORNBLOWER & CO. AND TWELVE OTHERS;  
BERNHARDT AND SEVEN OTHERS ARE CHARGED IN A RELATED CIVIL INJUNCTIVE ACTION

The Commission announced that it has instituted public administrative proceedings against R. Jack Bernhardt, a registered representative with Loeb, Rhoades & Co., Inc. from November, 1974 until February 11, 1977, and a registered representative with Swift, Henke & Co. from February 14 until March 14, 1977, and against certain other respondents, including, Loeb, Rhoades, Hornblower & Co., successor firm to Loeb Rhoades, and certain former officers of Loeb Rhoades, and Swift Henke and its former president.

In a related matter, the Commission filed a civil injunctive action in the U.S. District Court for the Northern District of Illinois, Eastern Division, seeking a permanent injunction against R. Jack Bernhardt and seven of his former customers.

In the Order Instituting Proceedings, Bernhardt is charged with violating the anti-fraud, antimanipulative, credit, beneficial ownership reporting, recordkeeping and net capital provisions of the securities laws. The Order alleges that, from in or about December, 1975, until on or about March 14, 1977, Bernhardt engaged in a scheme to manipulate, dominate and control the market price and supply of the securities of Olympia Brewing Company; Lawrys Foods, Inc.; Stange Co. and Fays Drug Company. It is charged that, as part of Bernhardt's scheme, he solicited purchases on the basis of assurances of takeovers, made unauthorized trades in the accounts of certain of his customers, and placed orders for the purpose of raising the prices of the securities, sustaining the prices he had established and absorbing shares of the securities being sold into the market. It is further charged that Bernhardt devised a check-exchange scheme involving certain customers in order to create the appearance of payments for purchases of securities, arranged illegal bank loans and loans from individuals for certain customers to purchase securities and caused his employer firms to file false Regulation T requests. It is also alleged that Bernhardt accumulated in the accounts of his customers more than 5 percent of the outstanding stock in each security for the purpose of acquiring, holding and disposing of the shares of each security as a block.

The Order Instituting Proceedings further charges that Bernhardt's employer, Loeb Rhoades, violated certain provisions of the securities laws, including the antifraud and credit provisions, and that certain officers of Loeb Rhoades failed reasonably to supervise persons subject to their supervision with a view to preventing those violations. It further charges that Swift Henke violated the credit, net capital and recordkeeping provisions of the securities laws and that Swift Henke and its president failed reasonably to supervise persons subject to their supervision with a view toward preventing those violations and preventing violations of the antifraud provisions.

Simultaneously with the issuance of the Order Instituting Proceedings, all respondents except Bernhardt submitted Offers of Settlement in which they consented to the issuance of the Commission's Findings and Order Imposing Remedial Sanctions without admitting or denying any of the allegations or findings. Accordingly, the Commission issued its Findings and Order against all of the respondents except Bernhardt, without factual findings and based solely upon the allegations of the Division of Enforcement and the consents of those respondents.

In the Commission's Findings and Order, the Commission found that Loeb Rhoades violated the credit and antifraud provisions of the securities laws, and ordered that Loeb Rhoades Hornblower is censured, and that it will place or cause to be placed \$600,000 into an escrow fund for the payment of claims which may be established by certain claimants. Late in 1979, unrelated to the Commission's proceedings, the

public retail brokerage business of Loeb Rhoades Hornblower was combined with that of Shearson Hayden Stone, Inc. (now known as Shearson Loeb Rhoades Inc.), and Loeb Rhoades Hornblower thereupon ceased to conduct a general retail brokerage business. Accordingly, the Commission's Order includes a provision that the firm will not resume certain retail brokerage business. The Order does not in any way affect Shearson Loeb Rhoades Inc.

The Commission also found that former officers of Loeb Rhoades failed to supervise persons subject to their supervision and ordered sanctions as follows: Peter DaPuzzo, William Fitzpatrick, Richard A. Pollack and Peter K. Loeb are suspended from association with any broker, dealer, investment adviser or investment company for 30 days; Carl Mueller and Donald B. Mothner are suspended from such associations for 20 business days; and Thomas Kempner, Andrew McLaughlin, Walter Walz and Howard G. Berg are censured.

The Commission also found that Swift Henke violated the credit, recordkeeping and net capital provisions of the securities laws and failed to supervise persons subject to its supervision, and ordered that Swift Henke is censured. In addition, the Commission found that Swift Henke's president, Bertoldi, failed to supervise persons subject to his supervision, and ordered that he be suspended from serving in any supervisory or proprietary capacity for 30 days.

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## COMMISSION ANNOUNCEMENTS

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PUBLIC REFERENCE ROOM TO OPEN AT 10:00 A.M. ON MAY 28  
DUE TO WORKSHOP

The Public Reference Section will open one hour later (10:00 a.m.), on Wednesday, May 28, 1980. The Section will conduct a workshop on that date between the hours of 8:30 a.m. and 10:00 a.m., relating to behind the scene activities involved in retrieving data. Members of the Public are invited to attend the workshop. Please indicate your desire to participate by calling 523-5530 no later than 12:00 noon, Tuesday, May 27.

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## CIVIL PROCEEDINGS

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COMPLAINT NAMES R. JACK BERNHARDT, OTHERS

The Chicago Regional Office announced that on May 22, in an action related to the Commission's public administrative proceeding announced on the same date, a complaint was filed in the U.S. District Court for the Northern District of Illinois, Eastern Division, against R. Jack Bernhardt, a registered representative with Loeb, Rhoades & Co., Inc. from November, 1974, until February 11, 1977, and a registered representative with Swift, Henke & Co. from February 14 until March 14, 1977, and against seven former customers of Bernhardt.

The complaint charges that Bernhardt violated the antifraud, antimanipulative, credit and beneficial ownership reporting provisions of the securities laws while engaged in a scheme to manipulate, dominate and control the market in the securities of Olympia Brewing Company, Stange Co., Lawrys Foods, Inc. and Fays Drug Company. The complaint further charges that Thomas P. Danis, a former bank vice-president and loan officer who was also a customer of Bernhardt's, aided and abetted Bernhardt's antifraud violations, violated the beneficial ownership reporting provisions and violated certain credit provisions by arranging illegal bank loans for customers of Bernhardt's to purchase securities.

The complaint also alleges that Turnkey Enterprises, Andrew C. Papas, A. Patrick Papas, John R. Powell, Richard M. Shure and Paul B. Smithson, all former customers of Bernhardt's, violated the credit and beneficial ownership reporting provisions of the securities laws by, among other things, giving insufficient funds checks to broker-dealers for the purchase of securities, obtaining bank loans to purchase securities in violation of the credit provisions and failing to report on Schedule 13D certain of their holdings of the shares of the securities.

Simultaneously with the filing of the Commission's complaint, Danis, Turnkey, Andrew Papas and Patrick Papas, without admitting or denying any of the allegations in the complaint, consented to the entry of a final judgment of permanent injunction. (SEC v. R. Jack Bernhardt, et al., U.S.D.C. N.D. Ill., Civil Action No. 80C 2578). (LR-9091)

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## HOLDING COMPANY ACT RELEASES

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### SYSTEM FUELS, INC.

An order has been issued authorizing System Fuels, Inc. (SFI), subsidiary of Arkansas Power & Light Company, Louisiana Power & Light Company, Mississippi Power & Light Company, and New Orleans Public Service Inc. and of Middle South Utilities, Inc., to borrow from a non-affiliated company (Finance Company) to be created for that purpose. The aggregate amount of Finance Company's loans to SFI will not exceed \$100 million at any time outstanding. SFI will use the proceeds from this financing to purchase oil inventory. (Rel. 35-21584 - May 21)

### NATIONAL FUEL GAS COMPANY

An order has been issued authorizing National Fuel Gas Company, a registered holding company, to submit to the holders of its preferred stock a proposal which would provide, for a five year period, for the issuance or assumption of unsecured debt having maturities of less than ten years. The issuance or assumption of such debt would exceed a charter limitation and pursuant to the charter requires the affirmative vote of the holders of the outstanding shares of preferred stock voting as a class. (Rel. 35-21585 - May 21)

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## LISTING, DELISTING AND UNLISTED TRADING ACTIONS

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### DELISTINGS GRANTED

Orders have been issued granting the applications of the following stock exchanges to strike the common stocks of the following companies from listing and registration thereon: New York Stock Exchange, Inc. - Leeson Corporation (\$5 par value). (Rel. 34-16819); and The American Stock Exchange, Inc. - Lafayette Radio Electronics Corporation (\$1 par value). (Rel. 34-16822)

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## MISCELLANEOUS

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### CHURCHILL PROPERTIES, LTD.

An order has been issued denying the application of Churchill Properties, Ltd., a California limited partnership, pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an exemption from the reporting requirements of Section 13 of that Act. It appears to the Commission that the granting of the requested exemption would not be consistent with the public interest or the protection of investors. (Rel. 34-16820)

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## SECURITIES ACT REGISTRATIONS

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The following registration statements have been filed with the SEC pursuant to the Securities Act of 1933. The information noted below has been taken from the cover page and the facing sheet of the prospectus and registration statement and will appear as follows: Form; Name, address and phone number (if available) of the issuer of the security; Title and the number or face amount of the securities being offered; Name of the managing underwriter (if applicable); Whether the offering is a rights offering; and File number and date filed.

(S-16) SOUTHWESTERN PUBLIC SERVICE COMPANY, SPS Tower, Tyler at Sixth, Amarillo, Tex. 79170 (806) 378-2842 - \$60 million of first mortgage bonds, Series due 2010. Underwriter: Dillon, Read & Co. Inc. (File 2-67838 - May 21) (Br. 8)

In a separate statement the company seeks registration of 2,593,809 shares of common stock. (Rights Offering) (File 2-67839 - May 21) (Br. 8)

- (S-14) REPUBLIC OF TEXAS CORPORATION, 1800 Republic National Bank Bldg., Dallas, Tex. 75201 (214) 653-5031 - 666,166 shares of \$2.125 cumulative convertible preferred stock, Series A. (File 2-67840 - May 21) (Br. 2)
- (S-6) THE FIRST TRUST OF INSURED MUNICIPAL BONDS, SERIES 54, 300 West Washington St., Chicago, Ill. 60606 - an indefinite number of units. Depositor: Clayton Brown & Associates, Inc. (File 2-67841 - May 21) (Br. 18)
- (S-1) GENERAL NUTRITION, INCORPORATED, 921 Penn Ave., Pittsburgh, Pa. 15222 - 1,000,000 shares of common stock. Underwriter: Kidder, Peabody & Co. Incorporated. The company is a retail chain emphasizing the sale of vitamins, minerals and nutritional foods, supplements and beverages. (File 2-67842 - May 21) (Br. 3)
- (S-16) AMERICAN MEDICAL INTERNATIONAL, INC., 414 North Camden Dr., Beverly Hills, Cal. 90210 (213) 278-6200 - \$50 million of convertible subordinated debentures, due 2000. Underwriters: Dean Witter Reynolds Inc., Goldman, Sachs & Co. and Warburg Paribas Becker. The company owns, manages and operates hospitals and provide health care services. (File 2-67843 - May 21) (Br. 6)
- (S-8) INARCO CORPORATION, 1999 Enterprise Pkwy., Twinsburg, Ohio 44087 (216) 425-4271 - 32,500 common shares. (File 2-67344 - May 21) (Br. 7)
- (S-1) THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., Two Paragon Dr., Montvale, N.J. 07645 (201) 573-9700 - 12,500,000 shares of common stock. (Rights Offering) The company is engaged in the retail food business. (File 2-67845 - May 21) (Br. 4)
- (S-7) FOREST OIL CORPORATION, 78 Main St., Bradford, Pa. 16701 (814) 368-7171 - \$50 million of senior subordinated debentures, due June 1, 2000. Underwriter: Shearson Loeb Rhoades Inc. The company is engaged in the exploration for and acquisition, development and production of oil and natural gas. (File 2-67851 - May 22) (Br. 3)
- (S-14) FIRST DES PLAINES CORPORATION, 701 Lee St., Des Plaines, Ill. 60016 (312) 827-4411 - 555,885 shares of capital stock. (File 2-67854 - May 22) (Br. 1)

## ACQUISITIONS OF SECURITIES

Companies and individuals must report to the Commission within 10 days on Schedule 13D if after the acquisition of equity securities of a public company there beneficial interest therein exceeds 5%. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within forty-five days after the end of the calendar year in which the person became subject to Section 13(d)(1). The following companies or individuals filed Schedule 13D's during the period April 29 - May 5, 1980. The number of shares of the security which are beneficially owned, and the number of shares concerning which there is a right to acquire are set forth for each beneficial owner. \*Amended Acquisition Reports.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER &amp; NUMBER OF SHARES</u>	<u>DATE FILED</u>
Grant C. Record	E - H International, Inc. (San Jose, CA) Common Stock - 75,000 shs. on exercise of warrants (Technology Marketing Ltd. (Bermuda) acquired warrants.)	4-29-80
National Detroit Corporation	First Maryland Bancorp (Baltimore, MD) Common Stock - 244,594 shs.	4-29-80
* John Brown Industries Ltd. (Wholly-owned subsidiary of John Brown & Co. Ltd. (U.K.))	Leesona Corporation (Warwick, RI) Common Stock - 1,799,846 shs. (100%) Common Stock - 228,571 shs. on exercise of warrant	4-29-80

## ACQUISITION REPORTS CONT.

* GBI Industries, Inc.	Raymond Industries, Inc. (Middletown, CT) Common Stock - 125,200 shs. (12%)	4-29-80
* Mercantile Texas Corp. Equitable Company of Texas	Republic National Life Insurance Co. (Dallas, TX) Common Stock - 910,648 shs.	4-29-80
* Lee Gray	Transco Realty Trust (Boston, MA) Shares of Beneficial Interest - 134,726	4-29-80
Willard R. Sparks Thomas H. Dittmer	Valmac Industries, Inc. (Memphis, TN) Common Stock - 704,106 shs. (31.2%)	4-29-80
* Telvest, Inc. Telco Leasing Inc. Technical Equipment Leasing Corp. Libco Corporation Clyde Wm. Engle	Wisconsin Real Estate Investment Trust (Milwaukee, WI) Common Stock - 278,200 shs. (18.4%)	4-29-80
Charles F. Digiovanna	Wisconsin Real Estate Investment Trust (Milwaukee, WI) Common Stock - 2,000 shs.	4-29-80
* Ferdinand Graf von Galen (West Germany)	Patagonia Corporation (Tucson, AZ) Common Stock - 459,852 shs. (17.88%) Common Stock - 297,071 shs. on conversion of Debentures	4-30-80
Billy R. Delp John H. Harvison Lary G. Milrany	Security Savings Life Insurance Co. (Houston, TX) Common Stock - 449,650 shs. (26.7%) (Group has entered into an agreement to acquire above shares.)	4-30-80
Billy R. Delp	Security Savings Life Insurance Co. (Houston, TX) Common Stock - 149,884 shs. (Mr. Delp has entered into an agreement to acquire above shares.)	4-30-80
John H. Harvison	Security Savings Life Insurance Co. (Houston, TX) Common Stock - 149,883 shs. (Mr. Harvison has entered into an agreement to acquire above shares.)	4-30-80
Lary G. Milrany	Security Savings Life Insurance Co. (Houston, TX) Common Stock - 149,883 shs. (Mr. Milrany has entered into an agreement to acquire above shares.)	4-30-80
Gruss & Co. Evmar Oil Corp. Joseph Oil Corp. Mareve Oil Corp., et al	Teeco Properties L.P. (NYC) Ltd. Partnership Interests - 602,865	4-30-80
Samuel Rudofker, Individually and Custodian David L. Rudofker Robert C. Rudofker Samuel Feld	After Six, Incorporated (Philadelphia, PA) Common Stock - 846,727 shs. (53.4%) Common Stock - 42,000 shs. on conversion of Preferred Stock	5-1-80
Philip L. Infantolino	Chefs International, Inc. (Point Pleasant Beach, NJ) Common Stock - 400,000 shs.	5-1-80
Lend Lease Corporation Ltd. (Australia) U. S. Lend Lease, Inc.	Fidelco Growth Investors (Narbeth, PA) Shares of Beneficial Interest - 400,000 (20.76%) Shares of Beneficial Interest - 400,000 on exercise of warrants	5-1-80
Zurich Insurance Company (Switzerland) American Guarantee & Liability Insurance Company	Jefferson National Life Insurance Co. (Indianapolis, IN) Common Stock - 71,500 shs.	5-1-80

## ACQUISITION REPORTS CONT.

Bliss & Laughlin Industries Inc.	Kirsch Company (Sturgis, MI) Common Stock - 138,300 shs.	5-1-80
* Edward J. Piszek	Orange-Co, Inc. (Columbus, OH) Common Stock - 104,800 shs.	5-1-80
OSG Holdings	Overseas Shipholding Group, Inc. (NYC) Common Stock - 2,399,514 shs. (13.9%)	5-1-80
Raphael Recanati (Israel)	Overseas Shipholding Group, Inc. (NYC) Common Stock - 3,289,215 shs. (19.1%)	5-1-80
* Mitchum, Jones & Templeton Inc. J. P. Guerin, Jr. J. P. Guerin & Co.	PSA, Incorporated (San Diego, CA) Common Stock - 400,000 shs. (11.5%)	5-1-80
Elizabeth S. Wilkinson Hermine Summer Linda S. Stahl William G. Summer, Jr.	Summer & Co. (Columbus, OH) Class A Common Stock - 231,140 shs. (42.6%) Class B Common Stock - 274,500 shs. on conversion of Preferred Stock	5-1-80
* Victor L. Sayyah Corp. Sayyah Corporation HCA, Inc. Inter-Region Associates Corp., et al	Van Schaak & Co. (Denver, CO) Common Stock - 342,000 shs. (24.8%)	5-1-80
Harold Sampson	Wisconsin Real Estate Investment Trust (Milwaukee, WI) Common Stock - 32,900 shs.	5-1-80
* Monlee, Inc. (Wholly-owned subsidiary of Carlson Companies, Inc.)	First Travel Corp. (Van Nuys, CA) Common Stock - 891,683 shs. (97.6%) (305,343 of above shares were acquired pursuant to the Tender Offer.)	5-2-80
* Mesa Petroleum Co.	General American Oil Company of Texas (Dallas, TX) Common Stock - 1,156,992 shs.	5-2-80
John Harvison Billy Delp Robert W. St. Clair William E. St. Clair, et al	Habitex Industries, Inc. (Oklahoma City, OK) Common Stock - 161,000 shs. (21.5%)	5-2-80
* Richard R. Rogers, Individually and Trustee	Mary Kay Cosmetics, Inc. (Dallas, TX) Common Stock - 986,168 shs. (28.7%) Common Stock - 25,000 shs. on exercise of option	5-2-80
* Kirk Kerkorian Tracinda Investment Corp.	Metro-Goldwyn-Mayer Inc. (Los Angeles, CA) Common Stock - 15,154,186 shs. (47%)	5-2-80
Mutual Shares Corporation Mrs. Charlotte Heine Michael Price, Individually, Trustee & Custodian, et al	National Hardgoods Distributors, Inc. (Newton Center, MA) Common Stock - 36,868 shs.	5-2-80
* Warren E. Buffett Berkshire Hathaway Inc. National Indemnity Co. National Fire & Marine Insurance Co., et al	National Student Marketing Corp. (Chicago, IL) Common Stock - 740,500 shs.	5-2-80
Caland Mineral Investment B.V. (Netherlands) (Wholly-owned subsidiary of Caland Holding) Caland Holding N.V. (Netherlands)	Nord Resources Corporation (Dayton, OH) Common Stock - 555,000 shs. (13.3%) Common Stock - 250,000 shs. on exercise of warrant	5-2-80

## ACQUISITION REPORTS CONT.

Key Corporation International Merchandising & Retailing Inc. (Wholly-owned subsidiary of Key Corporation)	PVO International Inc. (San Francisco, CA) Capital Stock - 1,177,131.5 shs. (98.83%) (461,322.5 of above shares were acquired pursuant to the Tender Offer.)	5-2-80
GREIT Realty Trust	San Francisco Real Estate Investors (San Francisco, CA) Shares of Beneficial Interest - 117,000 (GREIT may be deemed a member of a group with Unicorp Financial Corp. (Canada) and George S. Mann (Canada) holding above shares.)	5-2-80
Goldman, Sachs & Co.	Standard Life Insurance of Indiana (Indianapolis, IN) Common Stock - 45,394 shs.	5-2-80
Maurice H. O'Link	Stearns Manufacturing Company (Sauk Rapids, MN) Common Stock - 348,946 shs. (39.3%)	5-2-80
John A. Luetkemeyer, Jr. John C. Moore, III Thomas B. Shelton	U. S. Health and Recreation, Inc. (Towson, MD) Common Stock - 391,600 shs.	5-2-80
* Bass Equity Enterprises	Western Air Lines (Los Angeles, CA) \$2.00 Convertible Preferred Stock - 69,800 shs.	5-2-80
* George Myers	Advertising Unlimited, Inc. (Mankato, MN) Common Stock - 65,438 shs. (13.69%)	5-5-80
LLC Corporation	American Investment Co. (St. Louis, MO) Common Stock - 100 shs.	5-5-80
* Gulf & Western Industries Inc. Providence Capitol Investments Co. Charles G. Bluhdorn, et al	Amfac, Inc. (Honolulu, HI) Common Stock - 2,933,100 shs. (21.58%)	5-5-80
* Bisping Capital Investment Co. (West Germany)	Bangor Punta Corporation (Greenwich, CT) Common Stock - 625,000 shs. (13.1%)	5-5-80
* R. David Sudarsky, M.D.	Barnwell Industries Inc. (Chattanooga, TN) Common Stock - 130,300 shs. (10%)	5-5-80
Manning & Napier Advisors, Inc.	Bausch & Lomb Inc. (Rochester, NY) Common Stock - 527,254 shs.	5-5-80
* Harry Weinberg	Dillingham Corporation (Honolulu, HI) Common Stock - 1,382,164 shs.	5-5-80
Robert J. Fleming Luther L. Hill, Jr. James W. Hubbell, Jr. Frances H. Ingham Hans F. E. Wachtmeister, Voting Trustees	Equitable of Iowa Companies (Des Moines, IA) Class A Common Stock - 96,971 shs.	5-5-80
* De Rance, Inc.	Excepticon, Inc. (Lexington, KY) Common Stock - 47,100 shs.	5-5-80
* LDB Corporation	Frozen Food Express Industries Inc. (Dallas, TX) Common Stock - 305,788 shs. (28.36%)	5-5-80
* Unicorp Financial Corp. (Canada) George S. Mann (Canada)	GREIT Realty Trust (Warrington, PA) Shares of Beneficial Interest - 383,819 (38.5%)	5-5-80
* Telvest, Inc. Telco Leasing, Inc. Technical Equipment Leasing Corp. Libco Corporation Clyde Wm. Engle	Hickory Furniture Co. (Hickory, NC) Common Stock - 484,217 shs. (44.2%)	5-5-80



**NOTICE**

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*Many requests for copies of documents referred to in the SEC News Digest have erroneously been directed to the Government Printing Office. Copies of such documents and of registration statements may be ordered from the Public Reference Section, Securities and Exchange Commission, Washington, D.C. 20549. When you are ordering more than one, we prefer that the documents be listed in alphabetical order to expedite service. The reproduction cost is 10c per page plus postage (\$3.50 minimum); 20c per page plus postage for expedited service (\$5.00 minimum) and 30c per page plus postage for priority service (\$5.00 minimum). Cost estimates are given on request. All other reference material is available in the SEC Docket.*

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