

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Rel. No. 60681 / September 17, 2009

Admin. Proc. File No. 3-13519

In the Matter of

WAREHOUSE CLUB, INC., *et al.*,

WINTHROP RESOURCES CORP., Respondent.

ORDER DISMISSING WINTHROP RESOURCES CORP. FROM PROCEEDING

On June 16, 2009, the Commission issued an Order Instituting Proceedings ("OIP") against Winthrop Resources Corp. ("Winthrop") and four other respondents under Section 12(j) of the Securities Exchange Act of 1934.¹ The OIP alleged that Winthrop had "a class of securities registered with the Commission pursuant to Exchange Act Section 12(g)" and was delinquent in its filings with the Commission.

On August 4, 2009, the Division of Enforcement moved to dismiss Winthrop from the proceeding.² According to the Division, Winthrop has no securities registered with the Commission. The Division has attached to its motion an affidavit from the Division of Corporation Finance. According to the affidavit, on July 3, 1997, TCF Financial Corp. ("TCF"), Winthrop's corporate parent, filed a Form 15 with the Commission, thereby voluntarily deregistering Winthrop's securities. TCF, however, mistakenly used its own Central Index Key ("CIK") number³ on the form, 814184, rather than Winthrop's CIK number, 886948. Because of TCF's error, Corporation Finance staff investigating the status of Winthrop's filings found no electronic record of the deregistration, making it appear to the staff that Winthrop was delinquent in its reporting obligations. Soon after the OIP was issued, however, TCF notified the Division that TCF had deregistered Winthrop's securities by filing the above-mentioned Form 15 in 1997. Corporation Finance confirmed TCF's filing.

¹ 15 U.S.C. § 78l(j).

² Winthrop has not responded to the Division's motion, nor has any other party.

³ The CIK number is a unique number assigned by the Commission to each entity that is required to file reports with the Commission.

The affidavit explains further that, when a corporate parent is "registered with the Commission and current with its reporting obligations," Corporation Finance may "recognize and treat as effective a valid Form 15 that is mistakenly filed under the CIK number of the acquiring issuer rather than its predecessor." According to the affidavit, this is the state of affairs with Winthrop. The Division represents and Corporation Finance confirms that, consistent with Corporation Finance's practice, the Form 15 filed by TCF for Winthrop in 1997 is effective, and Winthrop has no securities registered with the Commission.⁴ Because revocation or suspension of registration are the only remedies available in this proceeding instituted pursuant to Exchange Act Section 12(j), we find it appropriate to dismiss Winthrop from this proceeding.⁵

Accordingly, it is ORDERED that the proceeding with respect to Winthrop Resources Corp. be, and it hereby is, dismissed.

By the Commission.

Elizabeth M. Murphy
Secretary

⁴ At the request of the Division and Corporation Finance, on July 10, 2009, TCF filed on behalf of Winthrop a Form 15 under Winthrop's CIK number.

⁵ See *TelcoBlue, Inc.*, Securities Exchange Act Rel. No. 58061 (June 30, 2008), 93 SEC Docket 7335 (dismissing Section 12(j) proceeding with respect to a respondent that "no longer [had] a class of securities registered under Section 12 of the Exchange Act").