

1 Q You were no longer living with  
2 your wife?

3 A No. I was living with my ex-wife.

4 Q Oh, you were living with your ex-  
5 wife?

6 A She was kind -- she was kind  
7 enough to put up with my -- put up with me.

8 Q Okay. At what point did you begin  
9 to be paid by Preferred on a regular basis?

10 A That wouldn't have been until  
11 March 2002, and that wasn't very regular.

12 Q And again your role at that point  
13 in March 2002, how did you view that?

14 A Consultant. Just trying to help  
15 Matt and Chandu move the company forward.

16 Q And at various points along the  
17 way, you introduced or offered, proffered to  
18 them consulting agreements which never got  
19 signed, is that right?

20 A That's correct.

21 Q And in 2002, they began to pay you  
22 simply because they had the funds to pay you?

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1           A       I guess that's right.

2           Q       And how were they paying? Was it  
3 on the basis of a consulting agreement, or  
4 your position as a consultant?

5           A       Well, as a consultant, but they  
6 were just sort of paying -- if they had money,  
7 they'd pay me a little bit. If they didn't  
8 have any money, then they wouldn't pay. If  
9 they had more money, they'd pay me more. But  
10 my hourly rate was about, you know,  
11 McDonald's.

12          Q       What was your expectation for this  
13 period? How did you expect to be eventually  
14 reimbursed for all this time?

15          A       Well, I was hoping very -- I was  
16 hoping that the company would move forward and  
17 do the things it needed to do -- get  
18 organized, and get financing, and build major  
19 wireless systems, actually.

20          Q       And were you keeping records  
21 during this period of time, the time that you  
22 spent working for the company, on behalf of

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1 the company?

2 A Yes.

3 Q And you consider those to be, in  
4 effect, unpaid bills?

5 A The agreement we had originally,  
6 back in 1999, was that we were supposed to be  
7 paid \$7,000 a month, and Austin was going to  
8 get that amount, and Bishop was going to get  
9 that amount, and I was going to get that  
10 amount. I considered that that was the  
11 agreement. Matt later wanted -- he increased  
12 the amount for himself, and that was his  
13 private -- but that was my understanding.  
14 That was our understanding, actually.

15 So, you know, if things worked out  
16 and the company did what I considered it  
17 should do, I'd end up doing very well, and, if  
18 not, then I was going to -- you know, it's  
19 just, you know, time that was not well spent.

20 Q And in your own mind, do you  
21 believe that you're owed \$7,000 dollars a  
22 month from this period onward?

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1 A Oh, yes.

2 Q Were you doing anything else  
3 during this period of time? Did you conduct  
4 any other business?

5 A No.

6 MR. SILVA: Just to clarify.  
7 During this period of time, what are you  
8 referring to?

9 MR. OSHINSKY: I'm talking about  
10 the period of time after 1999, after he got  
11 out of Leavenworth. I'm sorry. You got out  
12 of Leavenworth at the --

13 THE WITNESS: February '96.

14 MR. OSHINSKY: No. It wasn't  
15 Leavenworth is where you went to after  
16 violating your probation, right?

17 THE WITNESS: No.

18 BY MR. OSHINSKY:

19 Q Where did you go after violating  
20 your probation?

21 A Federal Medical Center in Fort  
22 Worth, Texas.

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1 Q And when did you get out of there?

2 A January 14, 2000.

3 Q And so that's the period I'm  
4 talking about, from January 14, 2000 to autumn  
5 two --

6 MR. SILVA: To the current day, or  
7 to the point where he stopped providing  
8 services for Preferred.

9 MR. OSHINSKY: And during that  
10 period of time you did not operate any other  
11 businesses?

12 THE WITNESS: Not until we -- you  
13 know, when Carole and I got together in June  
14 2007, by September, October 2007, we basically  
15 had, you know, had the beginnings of what was  
16 Smartworld, became Smartcomm. But until then,  
17 no, cause all I did was work for --

18 BY MR. OSHINSKY:

19 Q And at the point where you formed  
20 Smartcomm, were you able to make a living from  
21 Smartcomm?

22 A No. Not for quite a while.

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1 Q And I take it Smartcomm is still  
2 in existence today?

3 A Yes, sir.

4 Q And are you making a living from  
5 Smartcomm today?

6 A Yes, sir.

7 Q Can you give us a general idea of  
8 the revenues of Smartcomm for, say, the last  
9 year.

10 A Was very low. I wouldn't have any  
11 idea. This year looks a little more promising.

12 Q This year looks more promising?

13 A Yes, sir.

14 Q Can you tell us, with a little bit  
15 of specificity, what Smartcomm, what services  
16 Smartcomm is providing today.

17 A Right now, it's selling license  
18 applications.

19 Q For what?

20 A 800 MHz licenses, and the  
21 expansion band that Sprint's giving up  
22 pursuant to the inter-megahertz banding

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1 proceeding.

2 Q Can you give us a little  
3 background on that --

4 A Also business, industrial and  
5 transportation channels. Also public safety  
6 channels, and also 900 MHz BILT channels.

7 Q Now are you seeking to acquire  
8 those licenses, or what exactly are you doing  
9 in relation to --

10 A Selling license applications.

11 Q What does that mean, exactly?

12 A Well, it means you sell a license  
13 application preparation service to people who  
14 want to acquire these licenses.

15 Q And who typically are you  
16 marketing them to?

17 A Individuals. Businesses. Public  
18 safety organizations.

19 Q Can you tell us what kind of  
20 charge Smartcomm makes for these kind of  
21 services.

22 A It tries to make as much money as

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1 it can.

2 Q Can you be a little more specific  
3 about the different kinds of --

4 MR. SILVA: I think we're getting  
5 beyond the designation order here. You know,  
6 how much Smartcomm charges --

7 MR. OSHINSKY: No, not really.  
8 Smartcomm --

9 MR. SILVA: -- to prepare an  
10 application. I don't -- what issue is it  
11 relevant to?

12 MR. OSHINSKY: Smartcomm is a  
13 business that contracts with Preferred  
14 Communications.

15 THE WITNESS: Not any longer.

16 MR. OSHINSKY: No. I understand  
17 that. But they did. They have a history with  
18 Preferred Communications.

19 MR. SILVA: Well, you can ask him  
20 how much they charge Preferred, I suppose, but  
21 this isn't even the service they perform for  
22 Preferred.

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1 MR. OSHINSKY: He hasn't testified  
2 to that. Is that right?

3 THE WITNESS: That's correct.

4 BY MR. OSHINSKY:

5 Q And can you tell us specifically  
6 what service they did perform for Preferred,  
7 and were they paid?

8 A Well, Smartcomm provided investor  
9 relation services, communicated with  
10 Preferred's shareholders and noteholders.  
11 Tried to respond to investor inquiries,  
12 whether electronic or telephonic. Tried to  
13 raise money for Preferred. Tried to raise  
14 money for VentureTel 700, Inc. That's what we  
15 were doing with Preferred.

16 MR. OSHINSKY: Okay. Maybe now is  
17 a good time to take a lunch break. Let's go  
18 off the record.

19 (Whereupon, the above-entitled  
20 matter went off the record at 12:28 p.m. and  
21 resumed at 1:36 p.m.)

22 A F T E R N O O N S E S S I O N

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(1:36 P.M.)

MR. OSHINSKY: We're back on the record.

BY MR. OSHINSKY:

Q Mr. Waugh, you understand that you're still under oath?

A Yes, sir.

Q And I'm required to ask you the following questions. That is, did anything happen during the break that would affect your ability to hear and understand and answer my questions truthfully?

A No, sir.

Q All right. Did you have any alcoholic beverages or subject yourself to any drugs --

A No, sir.

Q -- that would affect your ability to answer and testify truthfully?

A No.

Q Okay. I wanted to start by asking you about Chandu Patel. I think you started

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1 talking about him, and I believe we ended  
2 before the point at which we, PCSI was going  
3 to enter into the auctions in the year 2000.  
4 How did Mr. Patel's relationship with the  
5 company evolve?

6 A He was asked to -- Jay Bishop  
7 called and asked me to attend the investors  
8 meeting in Dallas in February 1999, and he did  
9 so, and Preferred made a written proposal to  
10 him about a month later, and he accepted that  
11 proposal.

12 He ended up investing more money  
13 than was originally intended.

14 Q And this is the 950,000?

15 A Yes, sir.

16 Q Okay. But at some point in 2000,  
17 he agreed to participate with Preferred in  
18 Auction 34?

19 A Yes, sir.

20 Q Okay. Can you tell us about that?

21 A Well, we had a meeting in Palm  
22 Springs, Preferred had a meeting in Palm

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1 Springs, California, in May of 2000, and that  
2 meeting was supposedly to sort of organize the  
3 company, and Chandu was insisting that  
4 everybody stop arguing and listen to Matt, and  
5 primarily Mr. Bishop and Michelle Bishop and  
6 Chuck Guskey. And we had this meeting, and  
7 Chandu was there, Matt was there, the Bishops,  
8 Guskey, Ray Hebrank, and myself.

9 And at that point we were aware of  
10 the auction, and we were pretty much trying to  
11 figure out what to do about it. The problem  
12 was that auction was for geographic licenses  
13 on top of previously-awarded site licenses,  
14 and nobody knew how many site licenses there  
15 were, or where they were located, and what  
16 frequencies and what markets.

17 So most folks were deciding not to  
18 participate in that auction. Preferred didn't  
19 have a database, either, so folks, you know,  
20 kind of up in the air as to what was going to  
21 happen. I called up Alex Calderon at Concepts  
22 To Operations, Inc., and told him what the

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1 problem was, and I asked him whether or not  
2 they would create a nationwide license  
3 database for Preferred. He said he might do  
4 that.

5 So I got with Matt, and got him to  
6 agree to offer Alex a back-end interest in the  
7 company if CTO, Concepts To Operations, Inc.,  
8 or Alex, independently of his company, would  
9 create such a database, and if we were  
10 successful, then Alex, or CTO would do very  
11 well. And Alex agreed to that, and it took  
12 him about two to three months, actually about  
13 two months, to create the database, and they  
14 created it, and then they overlay the  
15 information on mapping software, and then they  
16 overlay the mapping software on top of census  
17 track information so you knew how many people  
18 were in a particular service area on a  
19 particular site license on the frequency in  
20 the market. So we had a nationwide database  
21 per frequency. There are 150 frequencies and  
22 176 EA markets.

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1 Q Do you remember approximately how  
2 much Preferred paid CTO for the database?

3 A Zero.

4 Q So in other words, entirely for an  
5 interest for Mr. Calderon?

6 A That's correct.

7 Q Okay.

8 A Did about \$250,000 worth of work  
9 for a pie in the sky chance. But that's what  
10 Alex did. So we had the database and we  
11 looked at it, and we decided that there was,  
12 contrary to what everybody thought, it was  
13 wide open. I mean, Nextel didn't have very  
14 many site licenses and very many markets that  
15 were legal. They had a lot of licenses that  
16 were not legal.

17 So Matt and I got on the phone  
18 with Chandu, we explained the situation to  
19 him, and we wanted him to put up about a two  
20 million dollar deposit. So Preferred, or  
21 Preferred Acquisitions, Inc., whoever the  
22 bidding entity was going to be, would have the

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1 eligibility to go after between 40- and 50-  
2 million pops, and Chandu, he wasn't terribly  
3 interested in that.

4 So it took about three or four  
5 phone calls to get him to agree to do that.  
6 He knew what was going to happen if he did  
7 that.

8 But you wondered why we were  
9 taking this approach. We knew if we just  
10 tried to bid for licenses in Puerto Rico and  
11 tried to win those versus Nextel, that Nextel  
12 would just pay nothing and not have to bid for  
13 anything in the States. That was our analysis  
14 anyway, and they would outbid us in Puerto  
15 Rico, and we'd lose. So Preferred would lose.

16 So we had to have -- the strategy  
17 was to bid on licenses in the States that were  
18 attractive, where you could have the option of  
19 building them or operating them or selling  
20 them, as the case may be, and run up their  
21 bids to such an extent that they would --  
22 they'd stop bidding.

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1                   They would figure out -- they'd  
2 figure we didn't have the money and they would  
3 stop, and they'd let us win. And that's  
4 exactly what happened.

5                   Q       In other words, they would bid  
6 higher in other places, and leave Puerto Rico  
7 for Preferred to win. Is that what you're  
8 saying?

9                   A       That was the idea. The problem  
10 was we didn't get everybody -- that strategy  
11 was premised upon nobody else bidding in  
12 Puerto Rico, and Freddy Solado, who owned a  
13 company called High Tech Communications, he  
14 bid in Puerto Rico anyway, so Puerto Rico went  
15 up as fast as all the other markets did. So  
16 it got really expensive.

17                   Q       And why did you all not utilize a  
18 strategy that involved the Commission's  
19 installment program? Did they have that at  
20 that time?

21                   A       Not for this auction.

22                   Q       It was not available?

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1 A No.

2 Q Okay. So what ultimately caused  
3 you to decide to purchase these licenses at  
4 the price that you paid?

5 A Well --

6 MR. SILVA: Well again, when you  
7 say, by you, you're referring not to him  
8 personally; is that right?

9 MR. OSHINSKY: Yes. I'm talking  
10 about Preferred and --

11 THE WITNESS: Well basically, we  
12 did an analysis of -- there were several  
13 regions that looked attractive, Puerto Rico  
14 being one of those regions, and what we were  
15 doing, we were bidding on the region --  
16 initially, we would bid on the region that  
17 looked most attractive to us, and Nextel would  
18 overbid us, and then we'd move to the second,  
19 the third, the fourth, the fifth, the sixth  
20 and the seventh, and they would chase us  
21 around.

22 And that happened for about the

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1 first 25 rounds of the auction. Then they  
2 decided -- they knocked out Southern LINC for  
3 the most part. Southern LINC had been -- they  
4 backed them back to the old Confederacy. So  
5 basically it was they were bringing in  
6 Southern LINC in South Carolina, Georgia,  
7 Alabama, Mississippi, Northern Florida, and  
8 they were bidding against Preferred for  
9 Acquisitions, Inc.

10 And in one round they stopped, and  
11 that was around round 26 or 27, and we sat  
12 there and looked at it. We were hoping they'd  
13 bid again at some point. At that point, we  
14 didn't know what we were going to go. Chandu  
15 wasn't available for about a week or ten days.  
16 He went to a pharmaceutical marketing  
17 convention in San Diego with his wife, and Mr.  
18 Austin was supposed to call him every day and  
19 let him know what was going on.

20 Chandu would, you know, tell us  
21 what he thought we should do. And he wasn't  
22 around, so we just kept bidding. And when the

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1 pharmaceutical marketing convention ended,  
2 Chandu drove over from San Diego to Palm  
3 Springs and he met with us, and we had about  
4 a 45 minute meeting, and then he decided on  
5 what he thought we should do, and we tried to  
6 execute those bidding instructions.

7 Q And so how long did the auction go  
8 on? Do you remember?

9 A About two weeks. About 15, 16  
10 days.

11 Q And so at some point in there,  
12 Chandu Patel got to review your positioning,  
13 and your targeted areas, and he approved of  
14 them. Is that right?

15 A He gave us a bidding strategy he  
16 wished that we would implement. Yes, sir.

17 Q And did you do that?

18 A No, sir. We didn't do that.

19 Q Okay. And so what was it he  
20 wanted you to do, and what did you ultimately  
21 do?

22 A Chandu wanted to spend about 23-

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1 or 24 million dollars. He had a strategy for  
2 gradually withdrawing -- he had been in the  
3 auctions himself, in PCS auctions, and won  
4 licenses, and paid for them, and he'd been  
5 very successful doing that as an individual  
6 investor.

7 And he had a certain approach he  
8 wanted us to undertake, and we were sort of  
9 gradually pulling back out of certain areas,  
10 certain markets, and getting the overall  
11 exposure down to about 23, 24 million. And we  
12 didn't do that. So we ended up with around 32  
13 million, and we were in markets that he would  
14 have wished that we had been able to pull out  
15 of, or withdraw from, or -- and have Nextel  
16 overbid us, that kind of thing.

17 Q Do you know what his reasoning  
18 was?

19 A He didn't want to spend more than  
20 23 or 24 million dollars.

21 Q And you indicated he'd been  
22 successful in previous markets for PCS

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1 licenses. Had he simply acquired licenses and  
2 then sold them, to your knowledge?

3 A He had just -- he had about eight  
4 PCS licenses. I don't think he'd sold many of  
5 them before this auction, he'd still have all  
6 eight. He sold two of them after the auction  
7 ended. He sold a license in Lincoln,  
8 Nebraska, and he sold a license in Omaha,  
9 Nebraska. Together, he sold them for about  
10 19, 20 million dollars.

11 Q And was he operating them at any  
12 point?

13 A No, he wasn't operating them.

14 Q How long did he have those  
15 licenses?

16 A About four, five years.

17 Q And to your knowledge, he never  
18 operated them?

19 A I mean, he got them constructed,  
20 so he met the construction requirement, but I  
21 don't think he operated a commercial system  
22 for those. I'm not sure about the others.

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1           Q       Okay. I understand you may not  
2 know the answer to this, but for PCS licenses,  
3 all he was required to do was to construct,  
4 and not to actually have them in operation?  
5 As far as you know?

6           A       As far as I know, yes.

7           Q       From the documents that we have  
8 reviewed, it seems apparent that you were the  
9 one who was most concerned with filling out  
10 the footprint for Preferred to do operations  
11 in Puerto Rico and the Virgin Islands. Is  
12 that a fair statement?

13          A       I'm not sure that's correct.

14          Q       Okay. How would you characterize  
15 your role?

16          A       Well, I think everybody in the  
17 company, or anyone who was involved with the  
18 company, wanted to get the -- as many of the  
19 frequency block licenses in that auction for  
20 Puerto Rico as possible. Chandu was willing  
21 to win three, and that was what he wanted us  
22 to do. The other folks were only doing four

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1 or five, and that's what they did. Against my  
2 objections, but that didn't do any good.

3 Q You were in favor of Chandu's  
4 proposal?

5 A I made an agreement that I would  
6 follow his instructions.

7 Q But did you agree with him?

8 A Personally, no, I didn't agree  
9 with that, but it was his money, his  
10 instructions. I was trying to follow what he  
11 was saying.

12 Q And who overruled you?

13 A Matt Austin.

14 Q Okay. Would you describe yourself  
15 as one of the idea men at PCSI?

16 A I'm somebody who tends to have a  
17 lot of ideas. I would say that.

18 Q And how were your ideas received,  
19 generally?

20 A Generally, not well. Not well.

21 Q Were some of your ideas acted on?

22 A Very few.

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1 Q Very few?

2 A Yes, sir.

3 Q Can you remember some of the ones  
4 that were acted on?

5 A Well, they did go into the  
6 auction. Now that was one idea, but Matt  
7 agreed to that.

8 Q He just didn't do it the way you  
9 wanted?

10 A No, he didn't do it the way Chandu  
11 wanted.

12 Q Okay. All right. I understand.

13 A Chandu had a meeting with me, and  
14 he told me what he wanted to do, and since it  
15 was Chandu's money, and I thought we were  
16 pretty blessed in having somebody put up that  
17 amount of money for folks in our situation, I  
18 thought that we were obligated to do what he  
19 wanted, and the other folks didn't agree.

20 Q All right. You've told us about  
21 the initial business plan for PCSI and  
22 Telecellular. Did that business plan evolve

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1 at a certain point, or change, I guess?

2 A After Preferred had to transfer  
3 the licenses into its own name, and after  
4 Matt, you know, was primarily responsible for  
5 getting those licenses, the site licenses  
6 constructed, the idea was -- and, you know,  
7 Matt was sort of spearheading this. He was  
8 spearheading this. The idea was to try to  
9 take all the site licenses and get certain  
10 rulings from the Federal Communications  
11 Commission, that WTB Group, Bureau, so that  
12 Preferred could build a digital cellular  
13 architecture system using the site licenses,  
14 and then buy equipment from Motorola. You  
15 know, deploy an iDEN system, and that was  
16 pretty much the plan until Preferred lost the  
17 110 site licenses. And that was pretty much  
18 still the plan going into Auction 34, except  
19 to win the auction, you know how auctions, the  
20 FCC auctions work, they continue until nobody  
21 bids in a round.

22 We understood, we being Preferred,

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