

MUHLENKAMP FUND

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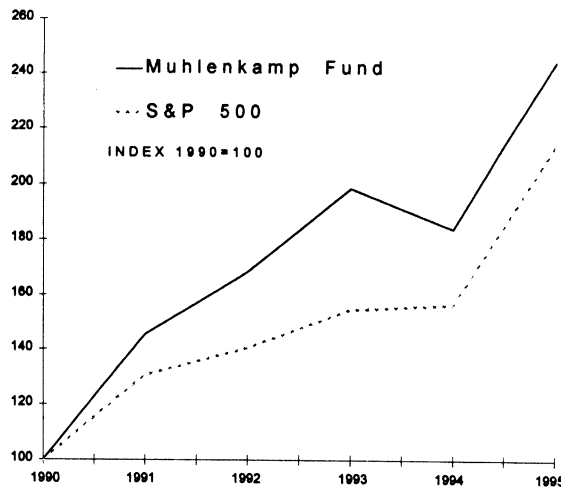
Annual Report
December 31, 1995

Dear Shareholder:

The Trustees and Management of the Muhlenkamp Fund are pleased to present this seventh annual report of your Fund.

We had a good year in 1995. Your Fund finished the year at a Net Asset Value (NAV) of \$21.26 after declaring a 32 cent dividend. Our total return for the year 1995 was 32.9%

<u>Year Ending</u> <u>12/31/</u>	<u>Total Return %</u>	
	<u>Muhlenkamp</u> <u>Fund</u>	<u>S&P 500</u>
1991	45.4	30.5
1992	15.8	7.7
1993	18.1	9.9
1994	(7.2)	1.3
1995	32.9	37.1



I have been getting some phone calls from clients concerning what we see and think. As usual, I will start with the big picture and work down.

Position Evaluation: Inflation in the United States is roughly 3%. Bonds are priced to return 6% and stocks are priced to return 8-9%. Specifically, domestic stock and bonds prices are fair, unlike a year ago when they were on sale for "20% off". (See Muhlenkamp Memorandum #35.)

The Long -Term Picture:

- Thermonuclear war is unlikely.
- Much of the world, on all continents, is moving toward freer economies and freer politics.

- Throughout the world, central banks are disinflating. If anything, central banks have been overdoing it. Japan flirted with a depression and Germany's money supply is probably too tight. In 1994, the U.S. purposely slowed the economy as a preventative measure. This is in sharp contrast to the 1970's when we waited until major surgery was required before battling inflation. Central banks, in "emerging" countries, have learned that the first requirement for "emerging" is that people, both domestic and foreign, trust the value of their currency.

Thus, the big picture is very positive.

The Intermediate Picture - basically the three to five year business cycle:

- The U.S. economy shows few excesses and is likely to continue a gradual expansion. Americans have become conservative spenders and aggressive savers. Our politicians are arguing about how much to throttle back spending, not whether or not to spend less. The Federal Reserve has room to lower interest rates and their most recent three moves have been downward.
- Japan appears to be backing away from the brink of financial disaster in a rational fashion and Germany appears to be loosening up a bit. Other European governments are trying to come to grips with the welfare state. They have a long, hard way to go (compare the budget arguments in France to those in the U.S.), but the first step is to identify the problem. The politics in Russia seem to be backsliding toward the hard-liners, but no more so than we expected.

Thus, the intermediate trends are quite positive.

The Short-Term Picture:

- You have been seeing the short-term factors on the news and on the front pages of your local newspapers. Some are disasters waiting to happen. I believe our troops in Bosnia are likely to be targets for the young locals. (What would happen if we asked soldiers of a foreign nation to police our streets?) After being ignored by the U.S. news media the Vince Foster/Whitewater affair has suddenly become news and has plenty of potential for political disaster.
- The budget debate is currently stalemated in Washington, but that very fact is helping to stir debate in the country. There are important philosophical and fiscal issues at stake, and the prolonged debate may well be a plus. I believe less government spending is a move in the right direction, but the Republican agenda may have gotten ahead of broad public opinion.
- Of course, there is always the unforeseeable. The point is that we always face short-term psychological crosscurrents, and thus we always face the possibility of a 5-10% "correction" in stock and bond prices.

Thus, the short term trends are choppy, but essentially neutral.

Conclusion: We conclude that stock and bond prices are fair, the long and intermediate term trends are positive, and the short term trends are neutral. Thus, we remain positive.

Ronald H. Muhlenkamp
 President
 February, 1996

**THE WEXFORD TRUST
(COMPRISED OF THE MUHLENKAMP FUND)**

**STATEMENT OF ASSETS AND LIABILITIES
DECEMBER 31, 1995**

ASSETS

INVESTMENTS, AT VALUE (Identified Cost \$17,573,649)	\$23,276,334
CASH	35,467
RECEIVABLES	
Securities sold	225,594
Dividends	40,683
Interest	<u>1,346</u>
	<u>267,623</u>
Total Assets	23,579,424

LIABILITIES

ACCOUNTS PAYABLE	
Advisor Fee	2,593
Custodian Fee	<u>5,500</u>
Total Liabilities	<u>8,093</u>
Total Net Assets	<u>\$23,571,331</u>

NET ASSETS

CAPITAL PAID IN ON SHARES OF BENEFICIAL INTEREST (shares authorized-unlimited)(Note 4)	\$17,865,994
ACCUMULATED UNDISTRIBUTED NET INVESTMENT INCOME	2,652
NET UNREALIZED APPRECIATION OF INVESTMENTS AS OF END OF YEAR (Note 6)	<u>5,702,685</u>
Total Net Assets	<u>\$23,571,331</u>
NUMBER OF SHARES OF BENEFICIAL INTEREST OUTSTANDING (Note 4)	<u>1,108,774</u>
NET ASSET VALUE PER SHARE (Net assets divided by shares outstanding at year-end)	<u>\$21.26</u>

See notes to financial statements.

THE WEXFORD TRUST
(COMPRISED OF THE MUHLENKAMP FUND)

PORTFOLIO OF INVESTMENTS
DECEMBER 31, 1995

	<u>Muhlenkamp Fund</u>	
	<u>Principal Amount</u>	<u>Fair Market</u>
	<u>or Shares</u>	<u>Value</u>
COMMON STOCK - 93.6%		
Aerospace - 5.5%		
* BE Aerospace, Inc.	17,000	\$180,625
Lockheed Martin	14,000	1,106,000
Airlines - 2.1%		
Air Express International Corp.	21,562	495,926
Autos - 4.2%		
Ford Motor Company	22,000	638,000
Superior Industries	13,180	347,623
Building - 1.7%		
Armstrong World	3,000	186,000
* Griffon Corp.	18,400	165,600
* Strober Organization	16,000	56,960
Banks - 10.4%		
Chemical Bank	12,000	705,000
Citicorp	10,000	672,500
Integra Financial	8,426	531,890
Mellon Bank Corp.	10,000	537,500
Brokerage - 3.6%		
A. G. Edwards	12,500	298,438
Merrill Lynch	4,000	204,000
Morgan Stanley, Inc.	2,000	161,250
Salomon, Inc.	5,000	177,500
Capital Goods - 12.8%		
Commercial Intertech Corp.	10,000	181,250
General Electric	9,000	648,000
Graco, Inc.	11,700	356,850
* Idex Corp.	7,500	305,625
Kysor Industrial	24,000	582,000
Scotsman Industries, Inc.	15,000	264,375
Trinova Corp.	24,000	687,000
Conglomerate - 1.2%		
GATX Corp.	6,000	291,750
Chemicals - 2.6%		
Borden Chemical & Plastic LP	10,000	127,500
Eastman Chemical Company	8,000	501,000
Consumer Durables - .3%		
* Nycor, Inc.	15,000	76,875
Electronics - 1.0%		
Intel Corp.	4,000	227,000
Finance - 5.2%		
Fidelity National Financial	10,918	203,348
Green Tree Financial Corp.	38,800	1,023,350
Investment Company - 2.4%		
Trust for US Treasury	552,324	552,324
Sub Total		\$12,493,059

* Non - Income Producing.

See notes to financial statements.

THE WEXFORD TRUST
(COMPRISED OF THE MUHLENKAMP FUND)

PORTFOLIO OF INVESTMENTS
DECEMBER 31, 1995
(Continued)

	<u>Muhlenkamp Fund</u>	
	<u>Principal Amount</u>	<u>Fair Market</u>
	<u>or Shares</u>	<u>Value</u>
BALANCE BROUGHT FORWARD		\$12,493,059
Furniture - 1.9%		
* Stanley Furniture, Inc.	15,000	120,000
* Winslow Furniture	49,600	291,400
* Roberds	5,000	45,000
Insurance - 18.8%		
American Bankers Insurance Group	8,000	312,000
Bankers Life Holding	20,000	405,000
Conseco, Inc.	12,000	751,500
Frontier Insurance	16,751	536,032
Integon Corp.	15,000	309,375
* Penn Treaty Amer. Corp.	5,000	82,500
Providian Corp.	3,600	146,700
Sun America	22,500	1,068,750
Vesta	15,000	817,500
Med Services - 1.8%		
U.S. Healthcare	9,000	418,500
Paper & Forest Products - 2.7%		
Champion International Corp.	15,000	630,000
Rails - 1.0%		
Burlington Northern Industries, Inc.	3,000	234,000
Savings and Loan - 3.2%		
Federal National Mortgage Assoc.	6,100	757,163
Metals - 5.6%		
Cyprus Minerals	9,000	235,125
Rouge Steel	15,000	356,250
J&L Specialty Steels	30,000	562,500
Matthews International	8,000	156,000
Tobacco - 4.9%		
Philip Morris	12,860	1,163,830
Technology - .7%		
* PLC Systems	10,000	166,250
* SpaceTek	200	<u>2,350</u>
Total Common Stocks (Cost \$16,758,768)		\$22,060,784
BONDS & NOTES - 3.8%		
General Motors Acceptance Corporation		
0%, deferred debentures, due 2015	2,300,000	623,300
U.S. Treasury, stripped interest		
0%, due 2013	800,000	<u>282,250</u>
Total Bonds & Notes (Cost \$538,028)		905,550
PREFERRED STOCK - 1.3%		
Pioneer Financial - exchangeable	10,000	<u>310,000</u>
Total Preferred Stock (Cost \$276,853)		<u>310,000</u>
Total (Cost \$17,573,649)		<u>\$23,276,334</u>

* Non - Income Producing.

See notes to financial statements

THE WEXFORD TRUST
(COMPRISED OF THE MUHLENKAMP FUND)

STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 1995

INVESTMENT INCOME		
Interest		\$81,159
Dividends		<u>414,309</u>
Total Investment Income		495,468
EXPENSES		
Investment advisor (Note 3)	\$196,789	
Administrative	29,650	
Registrations and filing	20,799	
Custodian	18,995	
Auditor	10,000	
Legal	<u>7,241</u>	
Total Expenses	283,474	
Fees Paid Indirectly (Note 7)	<u>(11,000)</u>	<u>272,474</u>
Net Investment Income		222,994
REALIZED AND UNREALIZED GAIN ON INVESTMENTS		
Net realized gain on investments (Note 6)		133,077
Change in unrealized appreciation in value of investments for the year (Note 6)		<u>5,376,466</u>
Net Gain on Investments		<u>5,509,543</u>
Net Increase in Net Assets Resulting from Operations		<u>\$5,732,537</u>

See notes to financial statements

THE WEXFORD TRUST
(COMPRISED OF THE MUHLENKAMP FUND)

STATEMENT OF CHANGES IN NET ASSETS
FOR THE YEARS ENDED DECEMBER 31, 1995 AND 1994

	<u>1995</u>	<u>1994</u>
INCREASE (DECREASE) IN NET ASSETS FROM OPERATIONS		
Net investment income	\$222,994	\$103,261
Net realized gain on investments (Note 6)	133,077	392,326
Unrealized appreciation (depreciation) in value of investments	<u>5,376,466</u>	<u>(1,702,528)</u>
Net Increase (Decrease) in Net Assets Resulting From Operations	5,732,537	(1,206,941)
DISTRIBUTIONS TO SHAREHOLDERS		
Net investment income	(231,706)	(94,651)
Net realized gain from investments	<u>(129,026)</u>	<u>(252,117)</u>
	(360,372)	(346,768)
CAPITAL SHARE TRANSACTIONS		
Net proceeds from sale of 201,856 shares in 1995 and 414,315 shares in 1994 (Note 4)	3,679,849	7,258,915
Net asset value of 16,426 shares in 1995 and 21,392 shares in 1994 issued to shareholders on reinvestment of dividends (Note 5)	349,551	346,768
Cost of 132,886 shares in 1995 and 87,761 shares in 1994 redeemed (Note 4)	<u>(2,440,624)</u>	<u>(1,498,829)</u>
Net Increase in Net Assets Resulting from Capital Share Transactions	<u>1,588,776</u>	<u>6,106,854</u>
Total Increase in Net Assets	6,960,581	4,553,145
NET ASSETS		
Beginning of year	<u>16,610,750</u>	<u>12,057,605</u>
End of year (including undistributed investment loss of \$1,399 and undistributed net realized gain of \$4,051 in 1995 and undistributed investment income of \$7,313 in 1994.)	<u>\$23,571,331</u>	<u>\$16,610,750</u>

See notes to financial statements.

**THE WEXFORD TRUST
(COMPRISED OF THE HUHLENKAMP FUND)**

**SELECTED PER SHARE DATA AND RATIOS
FOR THE YEARS ENDED DECEMBER 31, 1989 THROUGH 1995**

	1995	1994	1993	1992	1991	1990	1989
NET ASSET VALUE, BEGINNING OF PERIOD	\$16.23	\$17.86	\$15.20	\$13.25	\$9.21	\$11.04	\$10.04
Income from Investment Operations:							
Net investment income (1)	0.21	0.11	0.12	0.20	0.13	0.19	0.39
Net gains or (losses) on securities	5.14	(1.39)	2.63	1.89	4.05	(1.83)	0.86
Total from Investment Operations	5.35	(1.28)	2.75	2.09	4.18	(1.64)	1.25
Less Distributions:							
Dividends (from investment income)	(0.21)	(0.10)	(0.08)	(0.14)	(0.11)	(0.19)	(0.25)
Distributions (from capital gains)	(0.11)	(0.25)	-	-	-	-	-
Return of capital	-	-	(0.01)	-	(0.03)	-	-
Total Distributions	(0.32)	(0.35)	(0.09)	(0.14)	(0.14)	(0.19)	(0.25)
NET ASSET VALUE, END OF PERIOD	\$21.26	\$16.23	\$17.86	\$15.20	\$13.25	\$9.21	\$11.04
Total Return	32.9%	(7.20)%	18.10%	15.80%	45.40%	(14.80)%	12.50%
Net Assets, End of Period	\$23,571,331	\$16,610,750	\$12,057,605	\$4,716,214	\$1,926,529	\$1,183,190	\$1,104,134
Ratio of Expenses to Average Net Assets	1.40%	1.57%	1.30%	1.41%	1.71%	1.76%	1.54%
Ratio of Net Income to Average Net Assets	1.10%	0.70%	0.70%	1.44%	1.17%	1.95%	3.04%
Portfolio Turnover Rate	22.70%	25.60%	14.10%	20.10%	52.50%	47.47%	34.46%
Average Commission Rate Paid (dollar per share)	.0442	.0471	.0586	.0704	.1304	.0163	.0834

(1) Computed on weighted average number of shares outstanding during the year.

(2) During the years ended December 31, 1992 through 1995, the Fund utilized commission credits of \$4,420, \$5,590, \$8,830, and \$11,000 respectively, to pay certain expenses of the Fund. The total returns for the Fund would have been 15.6%, 18.0%, (7.2)% and 32.9% for the years ended December 31, 1992 through 1995, respectively, without the credits

(3) Beginning with the period ended December 31, 1995, the ratio of Total Expenses to Average Net Assets was computed using the Total Expenses for the Fund before Commission Credits.

See notes to financial statements.

THE WEXFORD TRUST
(COMPRISED OF THE MUHLENKAMP FUND)

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1995

NOTE 1 - ORGANIZATION

The Wexford Trust (the Trust) was organized as a Massachusetts Business Trust on September 21, 1987 and operations commenced on November 1, 1988. The Trust is registered under the Investment Company Act of 1940, as amended, as a diversified open-end mutual fund. The Muhlenkamp Fund (the Fund) is a series of the Wexford Trust and is currently the only fund in the Trust.

The Fund operates as a diversified open-end mutual fund that continuously offers its shares for sale to the public. The Fund will manage its assets to seek a maximum total return to its shareholders, primarily through a combination of interest and dividends and capital appreciation by holding a diversified list of publicly traded stocks. The Fund may acquire and hold fixed-income or debt investments as market conditions warrant and when, in the opinion of its advisor, it is deemed desirable or necessary in order to attempt to achieve its investment objective.

The primary focus of the Fund is long-term and the investment options diverse. This allows for greater flexibility in the daily management of fund assets. However, with flexibility also comes the risk that assets will be invested in various classes of securities at the wrong time and price.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

The Fund is exposed to market risk on the amount invested in marketable securities. The maximum amount of loss the Fund would incur is limited to the amount recorded in the 1995 financial statements. The Fund does not hold any type of collateral on the marketable securities. This exposure to market risk is customary for all entities which have invested in financial instruments.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies applied by management in the preparation of the accompanying financial statements follows.

Investment valuations - Each stock and bond is valued at the latest sales price thereof on the last business day of the fiscal period as reported by the securities exchange on which the issued is traded. If no sale is reported, the security is valued at the last quoted bid price.

Investment transactions and related investment income - Investment transactions are accounted for on the trade date (date the order to buy or sell is executed). Dividend income is recorded on the ex-dividend date. Interest income is recorded daily on the accrual basis. Discounts on securities are amortized over the life of the respective securities. The Fund uses the specific identification method in computing gain or loss on the sale of investment securities.

THE WEXFORD TRUST
(COMPRISED OF THE MUHLENKAMP FUND)

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1995

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Federal income taxes - It is the Fund's policy to comply with the requirements of the Internal Revenue Code that are applicable to regulated investment companies and to distribute substantially all of its taxable income to its shareholders. Therefore, no federal income tax provision is required.

Dividends and distributions to shareholders of beneficial interest - Dividends and distributions are recorded by the Trust on the record date.

NOTE 3 - INVESTMENT MANAGEMENT AND OTHER TRANSACTIONS WITH AFFILIATES

Muhlenkamp and Co., Inc., an affiliate of which an officer-stockholder is a trustee of the Trust, receives a fee for investment management. The fee is computed and accrued daily based on the net asset value at the close of business and is equal to 1% per annum. The fee totaled \$202,675 for the year ended December 31, 1995. The investment advisory agreement permits the advisor to charge the fund for some or all of its routine administration costs which totaled approximately \$53,817 for the year ended December 31, 1995. An expense reimbursement of \$53,817 was requested and paid for the year ended December 31, 1995. The reimbursement consists of \$28,650 of administrative expenses, \$17,926 of registrations and filing expenses and \$7,241 of legal fees.

Certain affiliated persons held in the aggregate 28,481 shares with a net asset value of \$605,506 in the Muhlenkamp Fund at December 31, 1995. In addition, the Muhlenkamp & Co., Inc. Pension & Trust Fund held 12,197 shares with a net asset value of \$259,308 at December 31, 1995.

NOTE 4 - CAPITAL SHARE TRANSACTIONS

The Declaration of Trust permits the Trustees to issue an unlimited number of full and fractional shares of beneficial interest with a par value of \$.001 per share. Transactions in capital stock were as follows:

	<u>1995</u>		<u>1994</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>
Shares outstanding, beginning of period	1,023,378	16,277,218	675,342	10,170,364
Shares sold	201,856	3,679,849	414,315	7,258,915
Shares issued in reinvestment of dividend	16,246	349,551	21,392	346,768
Shares redeemed	<u>(132,886)</u>	<u>(2,440,624)</u>	<u>(87,671)</u>	<u>(1,498,829)</u>
Shares outstanding, end of period	<u>1,108,774</u>	<u>\$17,865,994</u>	<u>1,023,378</u>	<u>\$16,277,218</u>

NOTE 5 - DIVIDENDS AND DISTRIBUTIONS

On December 29, 1995, the Trustees declared, recorded, and paid a distribution of \$.32 per outstanding share.

THE WEXFORD TRUST
(COMPRISED OF THE MUHLENKAMP FUND)

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1995

NOTE 6 - INVESTMENT TRANSACTIONS

Purchases and sales of investment securities, excluding short term securities, were \$6,983,863 and \$3,727,992, respectively in 1995. Purchases and sales of U.S. Government obligations were \$493,906 and \$857,485, respectively in 1995. The components of the net realized gain on investments of \$130,077 recognized during the year ended December 31, 1995 are as follows:

Proceeds from sale of securities	\$4,718,200
Cost of securities sold	<u>4,585,123</u>
Net Realized Gain	<u>\$133,077</u>

The components of the net unrealized appreciation in value of the investments held at December 31, 1995 are as follows:

Unrealized appreciation of investments	\$6,352,911
Unrealized depreciation of investments	<u>650,226</u>
Net Unrealized Appreciation of Investments	<u>\$5,702,685</u>

The unrealized appreciation of securities recognized during the year ended December 31, 1995 is \$5,376,466.

NOTE 7 - DIRECTED BUSINESS ARRANGEMENT

The Fund has a directed business arrangement with Capital Institution Services, Inc. (CIS). Upon the purchase and/or sale of investment securities, the Fund pays a brokerage commission to CIS. These commission payments generate nonrefundable cumulative credits which are available to pay certain expenses of the Fund, such as performance measurement, pricing information, custodian and record keeping services, legal, accounting, and other administrative costs. The commission credits redeemed during the year were utilized by the Fund to pay accounting fees due the Independent Accounting Firm and administrative expenses. The following is an analysis of commission credits generated, utilized and available to pay future expenses of the Fund:

	<u>Amount</u>
Balance, January 1, 1995	\$2,474
Commission credits generated during 1994	6,692
Commission credits utilized:	
Professional fees	\$10,000
Administration fees	<u>1,000</u>
Balance, December 31, 1995	<u>(\$1,834)</u>

	<u>With Commission Credits</u>	<u>Without Commission Credits</u>
Annual Fund Operating Expenses		
Investment Advisor	1.0%	1.0%
Administration	0.10	0.10
Registration and filing	0.10	0.10
Custodian	0.10	0.10
Auditor	<u>0.05</u>	<u>0.10</u>
Total Fund Expenses	<u>1.35%</u>	<u>1.40%</u>

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Trustees of the
Wexford Trust (Comprised of the Muhlenkamp Fund)

We have audited the accompanying statement of assets and liabilities of the Wexford Trust (comprised of the Muhlenkamp Fund), including the portfolio of investments as of December 31, 1995, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the selected per share data and ratios for each of the seven years in the period then ended. These financial statements and selected per share data and ratios are the responsibility of the Trustees. Our responsibility is to express an opinion on these financial statements and selected per share data and ratios based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and selected per share data and ratios are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of December 31, 1995 by correspondence with the custodian. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

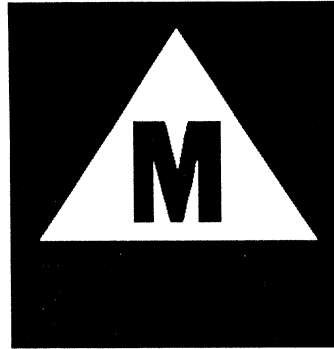
In our opinion, the financial statements and selected per share data and ratios referred to above present fairly, in all material respects the financial position of the Wexford Trust as of December 31, 1995, the results of its operations for the year then ended, the changes in net assets for each of the two years in the period then ended, and the selected per share data and ratios for each of the seven years in the period then ended, in conformity with generally accepted accounting principles.

Schneider, Downs & Co., Inc.

Pittsburgh, Pennsylvania
January 17, 1996

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MUHLENKAMP FUND

ANNUAL REPORT

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