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WASHINGTON SERVICE BUREAU, INC.	
LETTER: <u>Interco, Inc.</u>	
WSB DIVISION #: <u>33-144</u>	
FILE # WITHIN DIVISION: <u>114</u>	
Letter also listed in file guide under division(s): <u>33-4(1)</u>	
PUBLIC AVAILABILITY DATE: <u>7-29-74</u>	

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Act	<u>33</u>
Section	<u>4(1)</u>
Rule	<u>144</u>
Public Availability	<u>7-29-74</u>

Morris J. Kriger, Esq.
 Kriger and Markov
 81 Madison Building
 Memphis, Tennessee 38103

JUN 28 1974

Re: Interco, Inc.

Dear Mr. Kriger:

This is in response to your letter of June 5, 1974 inquiring whether Rule 144 under the Securities Act of 1933 would be applicable to the proposed public sale by your client, Mr. Nathan Shainberg, of 27,114 shares of common stock of Interco, Inc. ("Interco").

The facts as we understand them are as follows: On June 9, 1967, Mr. Shainberg exchanged 73,740 shares of common stock of Sam Shainberg Co. for 23,377 shares of 5.25% of convertible preferred stock of Interco pursuant to a registered public offering. The shares of preferred stock were converted to shares of common stock on April 1, 1971. Mr. Shainberg was Chairman of the Board of Sam Shainberg Co. until his resignation in February 1972. He presently holds 27,114 shares of Interco common stock representing approximately .56% of the total outstanding common stock of that company. He has not acquired any stock in the Company since the initial exchange in 1967. He has, however, sold some of his shares in reliance upon Rule 144, the most recent such sale consisting of 2,000 shares on April 5, 1974. It is your opinion that Mr. Shainberg is not in a control position with the Company and that, consequently, he may dispose of his remaining shareholdings without compliance with the provisions of Rule 144.

As you may be aware, a person who holds shares acquired in a public offering does not have to comply with the provisions of Rule 144 insofar as the sale of such shares is concerned, unless he is deemed to be an "affiliate" or "control person" of the company involved. However, the question of control is a factual one which the seller and his counsel are in the best position to determine. Since we are not in a position to make the type of investigation necessary to resolve this question,

we are unable to express any opinion as to whether your client must
comply with Rule 144 in connection with the sale of his Interco common
stock.

Sincerely,

Peter J. Romeo

Peter J. Romeo
Special Counsel

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