

000008

4

Washington Service Bureau, Inc.	
Letter:	Interco, Inc
WSE Division #:	33-144
File # within division:	150
Letter also listed in file guide under division(s):	33-441
Availability date:	11-1-74

Act	33
Section	4(1)
Rule	144
Public Availability	11-1-74

Morris J. Kriger, Esq.
 Kriger & Berkavy
 81 Madison Building
 Memphis, Tennessee 38103

OCT 2 1974

Re: Interco, Inc.

Dear Mr. Kriger:

This will answer your letter of August 26, 1974 concerning the applicability of Rule 144 under the Securities Act of 1933 (the "Act") to the proposed public sale by your client, the Shainberg trusts, of 358,592 shares of the common stock of Interco, Inc. ("Interco").

As you know, 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

BEST COPY AVAILABLE
 FROM S.E.C. PUBLIC FILES