

Washington Service Bureau, Inc.	
Letter: <i>S. E. Rykoff & Co.</i>	
1933 Division #: <i>33-Sub 144</i>	
File # within division: <i>219</i>	
Letter also listed in file	
Guide under division(s):	
Availability date: <i>6-13-75</i>	

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

MAY 13 1975

Neil I. Sell, Esq.
Maslon, Kaplan, Edelman,
Brand & McNulty
1800 Midwest Plaza
Minneapolis, Minnesota

Re: S. E. Rykoff & Co.

Dear Mr. Sell:

This is with reference to your letter of March 28, 1975 and telephone conversations with the staff subsequent thereto, concerning the availability of Rule 144 of the Securities Act of 1933 (the "Act") to the proposed sales of common stock of S. E. Rykoff & Co. (the "Company") by certain persons who received such shares in exchange for shares they held of Louis Ender, Inc.

The facts, as more fully detailed in the information provided, indicate that on October 12, 1972, the Company issued 130,000 shares of its common stock to the owners of Louis Ender, Inc. in exchange for all of the issued and outstanding shares of said company. Exemption from registration was claimed under Section 4(2) of the Act. Pursuant to a registration statement declared effective simultaneous with the exchange of shares, Messrs. Marvin Ender and Joel Ender sold 10,500 and 21,000 of such shares respectively. We understand that said registration statement is no longer in effect.

You inquire as to whether Rule 144, assuming all the conditions thereof are satisfied, would be available for the sale of the remaining 98,500 shares of Company common stock.

It is this Division's view that the sales made at the time of the exchange pursuant to a registration statement would not preclude the former shareholders of Louis Ender, Inc. from selling their restricted shares of the Company pursuant to Rule 144 of the Act.

Sincerely,

Mark L. Lezell

Mark L. Lezell
Attorney Adviser

Act	<i>33</i>
Section	
1933 Rule	<i>144</i>
Public Availability	<i>6-13-75</i>