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Volume \_\_\_\_\_  
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<b>Washington Service Bureau, Inc.</b>	
Letter:	<u>Edwards Engineering Corp.</u>
WSB Division #:	<u>33-R-144</u>
File # within division:	<u>453</u>
Letter also listed in file guide under division(s):	<u>                    </u>
Availability date:	<u>8-20-76</u>

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

JUL 21 1976

Act	<u>33</u>
Section	<u>                    </u>
Rule	<u>144</u>
File #	<u>8-20-76</u>

John d. Kelley, Esq.  
170 Broadway  
New York, New York 10038

Re: Edwards Engineering Corp.  
File No. 0-2004

Dear Mr. Kelley:

This is in response to your letter dated May 26, 1976 regarding the proposed sale of 59,298 shares of Edwards Engineering Corp. ("Edwards") common stock by your client, the Estate of Mac Welson ("the Estate"), without registration under the Securities Act of 1933.

The pertinent facts, as we understand them, are as follows. Mr. Welson, who was President of Edwards at the time of his death, acquired 54,062 shares of Edwards stock prior to January 1, 1972 and 5,236 shares subsequent to that date. These shares constitute less than 12%, but more than 10%, of the outstanding common stock of Edwards. You have requested a no-action letter with respect to all of the stock or, alternatively, the 54,062 acquired before January 1, 1972.

Based upon the facts presented and particularly the relatively large portion of the outstanding stock held by the Estate and because no showing has been made that such holdings do not constitute control or a participation in a control group, this Division is of the view that the Estate may be deemed to be an "affiliate" of the issuer and that the shares are "restricted securities". Accordingly, the Estate should sell pursuant to Rule 144.

Sincerely,

Norman Schou  
Attorney Adviser

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