

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

December 4, 2012

<u>Via E-mail</u> Mr. Douglas L. Bruggeman Chief Financial Officer Rex American Resources Corporation 2875 Needmore Road Dayton, Ohio 45414

> RE: Rex American Resources Corporation Form 10-K for the Year Ended January 31, 2012 Filed April 9, 2012 Definitive Proxy Statement on Schedule 14A Filed May 1, 2012 Form 10-Q for the Period Ended July 31, 2012 Filed September 5, 2012 Response dated October 29, 2012 File No. 1-9097

Dear Mr. Bruggeman:

We have reviewed your response letter dated October 29, 2012 and have the following comment.

General

We note your response to comment one of our letter dated October 4, 2012. Please note that we have referred your response to the Division of Investment Management for further review. The staff of the Division of Investment Management may have additional comments following its review.

You may contact Erin Jaskot, Staff Attorney at (202) 551-3442 or Jay Ingram, Legal Branch Chief at (202) 551-3397, if you have any questions regarding legal matters. Please contact Ernest Greene, Staff Accountant at (202) 551-3733 or Jeanne Baker, Assistant Chief Accountant at (202) 551-3691 if you have questions regarding comments on the financial statements and related matters.

Sincerely,

/s/ Rufus Decker

Rufus Decker Accounting Branch Chief