



DIVISION OF
CORPORATION FINANCE

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

December 4, 2012

Via E-mail

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