



DIVISION OF
CORPORATION FINANCE

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

January 12, 2011

Via Facsimile ((314) 241-3237) and U.S. Mail

Phillip R. Stanton, Esq.
Greensfelder, Hemker & Gale, P.C.
10 South Broadway, Suite 2000
St. Louis, MO 63102

**Re: Todd Shipyards Corporation
Schedule 14D-9/A filed January 11, 2011
SEC File No. 005-30447**

Dear Mr. Stanton:

We have limited our review of the filing to those issues we have addressed in our comments.

Schedule 14D-9/A

Additional Information – Certain Company Projections, page 33

1. We reissue prior comment 2. Please provide the reconciliation required by Regulation G or your detailed legal analysis explaining why you do not believe such compliance is required.

Please direct any questions to me at (202) 551-3619. You may also contact me via facsimile at (202) 772-9203. Please send all correspondence to us at the following ZIP code: 20549-3628.

Sincerely,

Daniel F. Duchovny
Special Counsel
Office of Mergers and Acquisitions