

CAL MAINE FOODS INC
Form RW
April 30, 2004

Fred Adams, Jr.
Chief Executive Officer

April 30, 2004

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Cal-Maine Foods, Inc.
Form S-3 Registration Statement
File No. 333-114638

Commissioners:

Pursuant to Rule 477 under the Securities Act of 1933 (the Act) we hereby apply for, and request that the Commission consent to, the withdrawal of our Form S-3 Registration Statement No. 333-114638 filed on April 20, 2004. As stated in our press release of April 29, 2004, we have concluded that a public offering of our Common Stock at current market prices is not in the best interests of our company or its existing stockholders. No shares of our Common Stock were sold in connection with the offering that was contemplated by the Registration Statement.

Very truly yours,

/s/ Fred R. Adams

Fred R. Adams, Jr.
Chairman of the Board
and Chief Executive Officer

**CAL-MAINE FOODS,
INC.**

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