

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of Vulcan International Corporation to Withdraw its Common Stock, no par value, from Listing and Registration on the American Stock Exchange LLC File No. 1-10219

September 27, 2005

On September 6, 2005, Vulcan International Corporation, a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its common stock, no par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex").

On August 29, 2005, the Board of Directors ("Board") of the Issuer approved resolutions to withdraw the Security from listing and registration on Amex. In making its decision to withdraw the Security from Amex, the Board stated the following reasons: (i) various changes and circumstances have caused the Board to reevaluate the merits of maintaining the Security's Amex listing and registration under the Act; (ii) the Board of Directors determined that any beneficial effect on the Issuer being listed on Amex and registered under the Act are substantially outweighed by current and increasing burdens and costs attendant on such listing and registration; (iii) the average daily trading volume of shares on Amex during the entire year 2004 was 437.58 shares and the average trading volume for the first six months of 2005 was 392.67 shares; (iv) in the past 25 years, the number of outstanding shares of the Issuer has decreased from 1,713,990 to 983,707; (v) currently, the number of outstanding shares of the Issuer owned

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<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

by persons or entities other than the Board of Directors or management of the Issuer is 471,245 shares; (vi) these burdens and costs of maintaining an Amex listing and registration under the Act, including the costs of management time, outside accounting and legal services have substantially increased; (vii) the burdens and costs are in addition to the opportunity costs to the Issuer of management time and effort that would be required to meet the internal control documentation and monitoring requirements of Section 404 of the Sarbanes-Oxley Act, as well as the substantial, additional, outside accounting and legal costs involved in same; (viii) various rules and regulations imposed on the Issuer resulting from its being listed and registered will adversely affect its relations with the outside certified public accounting firm which has been the sole certified public accounting firm utilized by the Issuer for over 80 years; and (ix) the Board of Directors anticipate that the Security will be quoted on the Pink Sheets, an electronic quotation service for over-the-counter securities, following the deregistration and delisting from Amex, to the extent that market makers continue to demonstrate an interest in trading the Security.

The Issuer stated that it has met the requirements of Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration by complying with all the applicable laws in effect in Delaware, the state in which it is incorporated.

The Issuer's application relates solely to the withdrawal of the Security from listing on Amex and from registration under Section 12(b) of the Act,<sup>3</sup> and shall not affect its obligation to be registered under Section 12(g) of the Act.<sup>4</sup>

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<sup>3</sup> 15 U.S.C. 781(b).

<sup>4</sup> 15 U.S.C. 781(g).

Any interested person may, on or before October 21, 2005, comment on the facts bearing upon whether the application has been made in accordance with the rules of Amex, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/delist.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include the File Number 1-10219 or;

Paper comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-9303.

All submissions should refer to File Number 1-10219. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>5</sup>

Jonathan G. Katz  
Secretary

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<sup>5</sup> 17 CFR 200.30-3(a)(1).