

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of Marlton Technologies, Inc. to Withdraw its Common Stock, no par value, from Listing and Registration on the American Stock Exchange LLC
File No. 1-07708

November 25, 2005

On November 9, 2005, Marlton Technologies, Inc., a Pennsylvania company ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, no par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex").

On November 4, 2005, the Board of Directors ("Board") of the Issuer unanimously approved resolutions to withdraw the Security from listing and registration on Amex. The Issuer stated that the Board is taking such action for the following reasons: (i) the Board has conducted a thorough review of the Issuer's current standing internally and in the market and has determined that the costs to the Issuer of public reporting company status outweigh the corresponding benefits; (ii) the Board had voted to approve a plan to effect a 1 for 5,000 reverse stock split of the Security with the purpose of bringing the number of record holders below 300 to allow the Issuer to deregister the Security as a class under the Act; (iii) on September 28, 2005, the Issuer filed a preliminary proxy statement with the Commission to announce a special meeting of shareholders of the Issuer scheduled for December 19, 2005 to seek shareholder approval of the proposed reverse stock split; and (iv) provided that the reverse stock split is effected and the number of holders of record of the Security falls below 300, the Board has

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

determined it to be in the Issuer's best interest to deregister the Security from the Act. The Issuer stated that it expects the Security to trade in the over-the-counter market and quote on the Pink Sheets following the withdrawal of the Security from Amex.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the Commonwealth of Pennsylvania, in which it is incorporated, and providing written notice of withdrawal to Amex.

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

Any interested person may, on or before December 20, 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. Please include the File Number 1-07708 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 1-07708. 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

³ 15 U.S.C. 781(b).

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.⁵

Jonathan G. Katz
Secretary

⁴ 15 U.S.C. 781(g).

⁵ 17 CFR 200.30-3(a)(1).