

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of McRae Industries, Inc. to Withdraw its Class A Common Stock, \$1.00 par value and Class B Common Stock, \$1.00 par value, from Listing and Registration on the American Stock Exchange LLC File No. 1-08578

December 15, 2005

On November 7, 2005, McRae Industries, Inc., 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")¹ and Rule 12d2-2(d) thereunder,² to withdraw its class A common stock \$1.00 par value, and B common stock, \$1.00 par value, (collectively "Securities"), from listing and registration on the American Stock Exchange LLC ("Amex"). Notice of such application requesting comments was published in the Federal Register on November 21, 2005.³ No comments were received. As discussed below, the Commission is granting the application.

On September 22, 2005, the Board of Directors ("Board") of the Issuer unanimously approved resolutions to withdraw the Securities from listing and registration on Amex. The Issuer stated the following reasons, factored into the Board's decision to withdraw the Securities from Amex: (1) the Board has previously adopted resolutions approving a reverse/forward stock split of the Securities for the purpose of permitting the Issuer to deregister the Securities under the Act ("the transaction") and calling a special meeting of stockholders for the purpose of obtaining stockholder approval of the transaction; (2) one of the primary purposes of the transaction is to realize cost savings as a result of no longer having to prepare and file periodic

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ See Securities Exchange Act Release No. 52775 (November 15, 2005), 70 FR 70109.

reports with the Commission, and so long as the Securities are listed on Amex, the Issuer will need to continue to prepare and file periodic reports with the Commission; (3) the Board believes that the Issuer's stockholders will approve the transaction and following the implementation of the transaction, the Securities would become ineligible for listing on Amex; (4) the Issuer could incur a fee of up to \$5,000 from Amex for implementing the transaction while the Securities are still listed on Amex whereas no fee would result from implementing the transaction after delisting the Securities from Amex; (5) to ensure that as a result of implementing the transaction, the Issuer avoids the expense that would be incurred in preparing a Form 10-Q for the Issuer's first quarter of fiscal year 2006, it is necessary for the Issuer to submit to the Commission an application to withdraw the Securities from listing on Amex in advance of the special meeting; (6) as a result of filing an application to withdraw the Securities from listing on Amex prior to the special meeting, the Securities may be delisted from Amex even if the transaction is not implemented and even if the Issuer's stockholders do not approve the transaction, but in such case the Securities would still be registered under the Act, the Issuer would still be required to file periodic reports with the Commission, and the Securities would be eligible to be quoted on an inter-dealer quotation system such as the Nasdaq SmallCap Market or the OCT Bulletin Board; (7) the Issuer estimates the potential cost savings from delisting from Amex to be in the range of \$15,000 annually; and (8) the Securities are currently quoted on the Pink Sheets, and following delisting from Amex, stockholders would continue to be able to trade their shares in the over-the-counter markets or private transactions.

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, and by providing

Amex with the required documents for withdrawal from Amex. 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,⁴ and shall not affect its obligation to be registered under Section 12(g) of the Act.⁵

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on December 16, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁶

Jonathan G. Katz
Secretary

⁴ 15 U.S.C. 781(b).

⁵ 15 U.S.C. 781(g).

⁶ 17 CFR 200.30-3(a)(1).