

SECURITIES AND EXCHANGE COMMISSION

Self-Regulatory Organizations; Order Granting Application to Strike from Listing and Registration on the American Stock Exchange LLC (Prolong International Corporation, Common Stock, \$.001 par value) File No. 1-14123

January 9, 2006

On December 30, 2005, the American Stock Exchange LLC ("Amex" or "Exchange") 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(c) thereunder,² to strike the common stock, \$.001 par value ("Security"), of Prolong International Corporation ("Company") from listing and registration on Amex.

Amex listing standards provide, among other things, that Amex may consider removing the security of an issuer from listing and registration when: (i) the financial condition and/or operating results of the issuer appear to be unsatisfactory; (ii) the issuer has failed to comply with its listing agreements with the Exchange; or (iii) any other event shall occur or any condition shall exist which makes further dealings on the Exchange unwarranted.

In applying these standards, Amex considers delisting the securities of a company that has: (i) shareholders' equity of less than \$4,000,000 if the company has reported losses from continuing operations and/or net losses in three of its past four most recent fiscal years (Section 1003(a)(ii) of the Amex Company Guide ("Company Guide")); or (ii) shareholders' equity of less than \$6,000,000 if the company has reported losses from continuing operations and/or net losses in five of its most recent fiscal years (Section 1003(a)(iii) of the Company Guide).

In addition, the Exchange will normally consider suspending dealings in, or removing from the list, a security of a company: (i) that is financially impaired (Section 1003(a)(iv) of the

¹ 15 U.S.C. 78l(d).

Company Guide); (ii) that fails or refuses to pay, when due, any applicable listing fees established by the Exchange (Section 1003(f)(iv) of the Company Guide); and (iii) whose security has been trading at low price per share for a significant period of time (Section 1003(f)(v) of the Company Guide).

Amex stated in its application filed with the Commission that the Security no longer qualifies for continued listing and registration, for the following reasons:

1. The Company has incurred net losses as follows:

<u>Six months ended June 30, 2005</u>	<u>Net Loss</u>
	(\$1,197,353)
<u>Fiscal years ended</u>	<u>Net Loss</u>
December 31, 2004	(\$2,855,067)
December 31, 2003	(\$2,205,735)
December 31, 2002	(\$1,254,570)
December 31, 2001	(\$1,222,773)
December 31, 2000	(\$1,652,278)

2. In its report on the Company's December 31, 2004 financial statements, the Company's auditor discussed, among other things, the Company's recurring losses from operations and working capital deficit and explained that there is substantial doubt about the Company's ability to continue as a going concern.
3. For the nine-months ended June 30, 2005, the Company reported additional operating and net losses of \$1,537,874 and \$1,766,833, respectively. In addition, at June 30, 2005, the Company reported shareholders' equity of \$2,509,805, a working capital deficit of \$2,474,206 and an accumulated deficit of \$14,572,862.
4. The Company failed to pay to the Exchange, when due, \$25,000 related to the 2005 Annual Fee.

5. The Security had an average selling price of \$.12 per share and the stock price has been below \$.25 for the last nine months.

By letter dated May 18, 2004, in accordance with Section 1009 of the Company Guide, Amex advised the Company of its status in relation to the standards of the Exchange and offered the Company an opportunity to submit a business plan in support of continued listing. The Exchange's letter advised the Company that the Company would need to regain compliance with the Exchange's continued listing standards by November 18, 2005. The Company submitted its plan by letter dated June 24, 2004. The Exchange accepted the Company plan by letter dated July 19, 2004.

By letter dated May 12, 2005, the Exchange advised the Company that it had failed to satisfy certain additional continued listing standard. Specifically, the Company was not in compliance with Sections 1003(a)(ii) and 1003(a)(iv) of the Company Guide. The Company was again advised that it would need to regain compliance with the Exchange's continued listing standards by November 18, 2005.

The Company failed to regain compliance with the Exchange's continued listing standards by November 18, 2005. Subsequently, the Exchange determined that the Security did not qualify for continued listing. This determination, along with the Company's right to appeal, was communicated to the Company by letter dated November 21, 2005. The Company did not appeal the Exchange's determination within the requisite time period.

The Commission, having considered the facts stated in Amex's 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 January 10, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.³

Nancy M. Morris
Secretary

³ 17 CFR 200.30-3(a)(1).