

SCHUFF INTERNATIONAL, INC.

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON DECEMBER 11, 2009**

To Our Stockholders:

You are cordially invited to attend the 2009 Annual Meeting of Stockholders of Schuff International, Inc., a Delaware corporation, which will be held at its offices located at 1841 West Buchanan Street, Phoenix, Arizona 85007, on Friday, December 11, 2009, beginning at 9:00 a.m. local time. At the meeting, stockholders will act on the following matters:

1. Election of seven directors, each to serve until their successors are elected and qualified or until their earlier resignation or removal. The following persons are nominated by the Board of Directors:

David A. Schuff, Chairman
Scott A. Schuff
Ryan S. Schuff
Michael R. Hill
Robert N. Waldrep
Marc S. Sole
Blaine MacDougald

2. Any other matters that properly come before the meeting.

We have enclosed copies of the Company's 2008 Audited Financial Statements, and biographies of each of our director nominees.

Stockholders of record at the close of business on November 11, 2009 are entitled to notice of and to vote at the meeting or any postponement or adjournment thereof. All stockholders are invited to attend the meeting in person and vote their shares at the meeting. **WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

By Order of the Board of Directors:

Michael R. Hill
Vice President, Chief Financial Officer,
Treasurer and Secretary

November 11, 2009
Phoenix, Arizona

ELECTION OF DIRECTORS

This section gives biographical information about our director nominees.

The Company bylaws provide that the number of directors shall be fixed from time to time by resolution of our Board of Directors. All directors elected shall hold office until their successors are elected and qualified, or until their resignation or removal, whichever first occurs. All of the director nominees are currently serving as directors of the Company.

A board of seven directors is to be elected at the meeting and shall be elected by a plurality of the votes cast. All stockholders will vote their shares in person at the annual meeting. In the event that any nominee is unable or declines to serve as a director at the time of the meeting, the stockholders present will vote their shares for any nominee designated by our current Board of Directors to fill the vacancy. We do not expect that any nominee will be unable or will decline to serve as director.

The directors nominated for re-election are:

David A. Schuff, 79

Director since 1976

David A. Schuff is Executive Vice President of Schuff International, Inc. and has served as the Chairman of the Board of Directors since the Company's inception and is a co-founder of the Company. Mr. Schuff served as President and Chief Executive Officer of the Company from its founding in 1976 to 1995. Mr. Schuff has been involved in the steel fabrication and erection business in a number of capacities since 1958. Mr. Schuff was recognized with the Engineering News-Record "Award of Excellence" for his work on the Arizona Cardinals retractable roof project. David A. Schuff is the father of Scott A. Schuff.

Scott A. Schuff, 51

Director since 1976

Scott A. Schuff is the President and Chief Executive Officer of Schuff International, Inc. and a co-founder of the Company. Mr. Schuff currently serves as an officer and director of multiple subsidiary companies. He has served in numerous capacities with the Company since its founding in 1976, and has been the President and Chief Executive Officer since 1995. Mr. Schuff has served on the Board of Directors of American Institute of Steel Construction and is a recognized leader and entrepreneur in the steel fabrication and erection industry. Scott A. Schuff is the son of David A. Schuff and the father of Ryan S. Schuff.

Ryan S. Schuff, 28

Director since 2006

Ryan S. Schuff was appointed President and Chief Executive Officer of Schuff Steel Company in 2006. Mr. Schuff joined Schuff Steel Company in 1999. Mr. Schuff worked as an estimating clerk, an estimator, and then for Quincy Joist Company for two years at the Buckeye, Arizona facility. Mr. Schuff then served as Vice President, California Sales, and later as both Project Manager and Vice President of Preconstruction. Ryan S. Schuff is the son of Scott A. Schuff and the grandson of David A. Schuff.

Robert N. Waldrep, 38

Director since 2006

Robert N. Waldrep was appointed Vice-President of Schuff International, Inc. in 2006 where he oversees operations and the information systems technology. Mr. Waldrep joined Schuff Steel Company in 1997 as a Structural Detailer. Since then, Mr. Waldrep has held various positions with the company including Estimator, Project Manager and Vice-President of California Sales. Robert N. Waldrep is the son-in-law of Scott A. Schuff.

Michael R. Hill, 55

Director since 2001

Michael R. Hill has served on the Board of Directors since 2001, and as the Vice President, Chief Financial Officer, Treasurer and Secretary of the Company since 2000. From 1977 to 2000 prior to joining the Company, Mr. Hill was associated with Motor Coach Industries International, the leading designer, manufacturer, and marketer in North America of inter-city motor coaches and related replacement parts. Mr. Hill received his B.B.A. degree from Eastern New Mexico University and attended graduate school at the Kellogg School of Management, Northwestern University.

Marc S. Sole, 38

Director since 2006

Marc Sole is currently employed by Plainfield Asset Management LLC, a registered investment advisory firm. From 2001 to 2008, Mr. Sole was Senior Vice President at D.E. Shaw & Co., L.P. From 1996 to 2001, Mr. Sole was an Associate at Cravath, Swaine & Moore LLP in New York, where he practiced corporate law with a focus on securities law, mergers and acquisitions. He graduated with honors from Princeton University with an A.B. and received a J.D. from Columbia University School of Law, where he was a Harlan Fiske Stone Scholar.

Blaine MacDougald, 30

Director since March 2008

Blaine MacDougald is currently employed by D.E. Shaw & Co., L.P., a New York-based investment firm where he serves as a vice president. Mr. MacDougald works in the firm's credit-related opportunities unit and serves on the boards of directors of several portfolio companies. Prior to joining the D. E. Shaw group, he was an associate in the leveraged finance group of RBC Capital Markets. Mr. MacDougald is a CFA charterholder and earned his B.Sc. in mechanical engineering with First Class Honors from Queen's University.

The Board of Directors unanimously recommends a vote FOR election of each of the director nominees.