

ELECTRIC CITY CORP  
Form RW  
August 28, 2006

ELECTRIC CITY CORP.  
1280 Landmeier Road  
Elk Grove Village, IL 60007

August 28, 2006  
United States Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Attn: Division of Corporation Finance

Re: Electric City Corp.  
Registration Statement on Form S-3  
File No. 333-130443  
Application for Withdrawal

Gentlemen:

Pursuant to Rule 477 under the Securities Act of 1933, as amended, Electric City Corp. (the Company) hereby applies for withdrawal of the above referenced registration statement, which was originally filed December 19, 2005 but has not been declared effective. The grounds for such withdrawal are that the registration statement is for a secondary offering and the Company ceased to be eligible to use Form S-3 for secondary offerings effective on June 12, 2006, when the Company's common stock was de-listed from the American Stock Exchange and began trading on the Over The Counter Bulletin Board. Please contact me if you require any further information.

Electric City Corp.

By: /s/ Jeffrey Mistarz  
Jeffrey Mistarz, Chief Financial Officer