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AQUACELL TECHNOLOGIES INC  
Form RW  
January 12, 2006

AquaCell Technologies, Inc.  
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January 12, 2005

By EDGAR  
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Matt Franker, Esq.  
Securities & Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Re: Withdrawal of Registration Statement on Form 10-SB  
Filed November 8, 2005  
File Number 001-16165

Dear Mr. Franker:

Pursuant to Rule 477 under the Securities Act of 1933, as amended, AquaCell Technologies, Inc. hereby applies for an immediate withdrawal of the above referenced registration statement. The registration statement has not been declared effective by the Commission and no securities have been sold in connection with the offering contemplated thereby.

The registration statement is being withdrawn in response to a comment received on the registration statement from the staff of the Commission.

Please contact Harold W. Paul, Esq., our legal counsel, at (203) 256-8005 if you have any questions or require additional information regarding this matter.

Sincerely,

/s/ Gary S. Wolff

Gary S. Wolff  
Chief Financial Officer