

ELECTRIC CITY CORP
Form DEL AM
December 22, 2005

ELECTRIC CITY CORP

1280 Landmeier Road
Elk Grove Village, IL 60007-2410

December 22, 2005

United States Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Dear Sirs or Madam:

Electric City Corp., a Delaware corporation (the Registrant), hereby submits the following delaying amendment (pursuant to Form Del Am) for the Registrant s registration statement on Form S-3, filed on December 19, 2005 (SEC file number 333-130443):

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Sincerely,

/s/ Jeffrey Mistarz

Jeffrey Mistarz

Chief Financial Officer and Treasurer