

Edgar Filing: TELKONET INC - Form RW

TELKONET INC  
Form RW  
August 12, 2004

TELKONET, INC.  
20374 Seneca Meadows Parkway  
Germantown, Maryland 20876  
(240) 912-1839

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VIA EDGAR  
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Securities and Exchange Commission  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549-0408

Re: Telkonet, Inc.  
Post-effective Amendment No. 2 on Form S-3  
to Registration Statement on Form S-1  
(File No. 333- 108307)

Ladies and Gentlemen:

On August 8, 2004, Telkonet, Inc. (the "Registrant") filed the above referenced Post-Effective Amendment No. 2 on Form S-3 to Registration Statement on Form S-1 (the "Post-Effective Amendment") with the Commission. This Post-Effective Amendment was filed by the Registrant in error. Accordingly, pursuant to Rule 477 of the Securities Act of 1933, as amended, the Registrant hereby requests the withdrawal of the Post-Effective Amendment.

If you have any questions regarding this, please do not hesitate to contact our counsel, William J. Conti, at (202) 861-1726, or Janis M. Penman, at (202) 861-1622.

Very truly yours,

Telkonet, Inc.

By: /s/ E. Barry Smith

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E. Barry Smith  
Chief Financial Officer