

Edgar Filing: Clean Energy Fuels Corp. - Form AW

Clean Energy Fuels Corp.  
Form AW  
March 09, 2011

[Clean Energy Letterhead]

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**VIA EDGAR**

U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Clean Energy Fuels Corp.**

**Request for Withdrawal of Post Effective Amendment No. 1 to Registration Statement on Form S-3 (Registration No. 333-168433)**

Ladies and Gentlemen:

Pursuant to Rule 477 of the Securities Act of 1933, as amended, Clean Energy Fuels Corp. (the Company) hereby requests the withdrawal of Post-Effective Amendment No. 1 to the Company's registration statement on Form S-3 filed with the Securities Exchange Commission on March 7, 2011 (the Post-Effective Amendment). Due to a clerical error, the Post-Effective Amendment was mistakenly filed prior to the filing of a prospectus under Securities Act Rule 424(b) to register securities on a pay-as-you go basis. The Company intends on filing a prospectus under Rule 424(b) and a new post-effective amendment in the proper sequence as soon as practicable. No securities have been sold under the Post-Effective Amendment.

If you have any questions regarding this application for withdrawal, please contact Andrew D. Thorpe, Esq. of Morrison & Foerster LLP, counsel for the Company, at (415) 268-6966.

Very truly yours,

Clean Energy Fuels Corp.

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By: /s/ Harrison Clay

Harrison Clay  
Vice President, General Counsel  
Clean Energy Fuels Corp.

cc: Andrew D. Thorpe, Esq., Morrison & Foerster LLP

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