

PURE CYCLE CORP  
Form RW  
December 21, 2006

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**Via EDGAR**

Securities and Exchange Commission  
100 F Street NE  
Washington, D.C. 20549

Re: Pure Cycle Corporation  
Registration Statement on Form S-3  
Filed December 15, 2006  
File No. 333-139361

Dear Ladies and Gentlemen:

Pursuant to Rule 477 promulgated under the Securities Act of 1933, as amended, Pure Cycle Corporation hereby requests that the Registration Statement on Form S-3, Registration No. 333-139361, be withdrawn effective immediately. The Registrant requests withdrawal because it has learned it is not eligible to use Form S-3 at this time. No securities were sold pursuant to the offering.

Please contact the undersigned at (303) 292-3456 or Wanda J. Abel of Davis Graham and Stubbs LLP at (303) 892-7314 if you have any questions.

Sincerely,

/s/ Mark W. Harding  
Mark W. Harding  
President

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