

EARTHSHELL CORP
Form 15-12G
August 03, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 15**

Certification and Notice of Termination of Registration under Section 12(g) of the Securities and Exchange Act of 1934 or Suspension of Duty to File Reports Under Sections 13 and 15(d) of the Securities Exchange Act of 1934.

Commission File Number: 0-23567

NEW EARTHSHELL CORPORATION

(Exact name of registrant as specified in its charter)

1301 YORK ROAD, SUITE 200, BALTIMORE, MD 21093

(410) 847-9420

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$.01 per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- | | | | |
|----------------------|-------------------------------------|----------------------|--------------------------|
| Rule 12g-4(a)(1)(i) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(2)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) | <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/> | Rule 15d-6 | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> | | |

Appropriate number of holders of record as of the certification or notice date: one (1)

Pursuant to the requirements of the Securities and Exchange Act of 1934, New EarthShell Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date August 3, 2007

By: /s/ Timothy Connolly

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Name: Timothy Connolly

Title: President and Chief Executive Officer