

RENAISSANCE CAPITAL GROWTH & INCOME FUND III INC
Form RW
May 20, 2004

RENN
CAPITAL GROUP, INC.

May 20, 2004

VIA EDGAR

U.S. Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549

Re: Renaissance Capital Growth & Income Fund III, Inc.
1933 Act Registration No. 333-110113
Registration Statement under the 1933 Act on Form N-2
Application for Withdrawal

Ladies and Gentlemen:

On behalf of Renaissance Capital Growth & Income Fund III, Inc. (the "Registrant"), I hereby request, pursuant to Rule 477 under the Securities Act of 1933, as amended, the withdrawal of Registrant's registration statement on Form N-2 filed with the U.S. Securities and Exchange Commission ("SEC") on October 31, 2003. The Fund has determined not to proceed with the offering pending resolution of issues raised by the SEC staff. No securities were sold in connection with the offering.

If you have any questions regarding this matter, please contact Lori Schneider of Kirkpatrick & Lockhart LLP at (202) 778-9305.

Sincerely,

/s/ Russell Cleveland

Russell Cleveland
President and CEO

cc: Kimberly A. Browning
Kevin C. Rupert
Securities and Exchange Commission
Via Facsimile 202/628-9002

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