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CD&L INC
Form 15-12G
August 22, 2006

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 EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

Commission File Number 001-14823

CD&L, Inc.

(Exact name of registrant as specified in its charter)

80 Wesley Street, South Hackensack, New Jersey 07606 (201-487-7740)

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

Common Stock, Par Value \$0.001 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 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"/>		

Approximate number of holders of record as of the certification or
notice date: One (1)

Pursuant to the requirements of the Securities Exchange Act of 1934
CD&L, Inc. has caused this certification/notice to be signed on its behalf by
the undersigned duly authorized person.

Date: August 17, 2006

By: /s/ Edward W. Stone, Jr. CFO

Edward W. Stone, Jr. CFO

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the

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General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.