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IMAGING TECHNOLOGIES CORP/CA  
Form RW  
August 28, 2001

IMAGING TECHNOLOGIES CORPORATION  
15175 Innovation Drive  
San Diego, California 92128

August 28, 2001

VIA EDGAR

Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, N.W.  
Washington D.C. 20509

Re: Imaging Technologies Corporation  
Registration Statement on Form S-2  
File No. 333-56330

Ladies and Gentlemen:

In accordance with Rule 477 promulgated under the Securities Act of 1933, as amended, Imaging Technologies Corporation (the "Company") hereby withdraws its Registration Statement on Form S-2 (File No. 333-56330) that was originally filed with the Securities and Exchange Commission on February 28, 2001 (the "Registration Statement"). The Company is withdrawing the Registration Statement because, due to market conditions, it does not intend to conduct any further offering of shares of common stock contemplated in the Registration Statement at this time. No securities were sold in connection with the offering.

Sincerely,

IMAGING TECHNOLOGIES CORPORATION

By: /s/ Brian Bonar

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Brian Bonar  
Chief Executive Officer