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VISIJET INC Form RW May 05, 2004

> VisiJet, Inc. 192 Technology, Suite Q Irvine, California 92618

> > Via Edgar

May 5, 2004

United States Securities and Exchange Commission Division of Corporation Finance 450 Fifth Street, N.W. Washington, D.C. 20549

Re: VisiJet, Inc.

Request to Withdraw Registration Statement on Form SB-2 (RW)

SEC File Number 333-112620

Ladies and Gentlemen:

Pursuant to Rule 477(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), VisiJet, Inc. (the "Company") hereby requests withdrawal of its Registration Statement on Form SB-2 (File No. 333-112620), filed with the Securities and Exchange Commission (the "Commission") on February 9, 2004 (the "Registration Statement").

The Company believes that withdrawal of the Registration Statement is consistent with the public interest and the protection of investors, as contemplated by Rule 477(a) under the Securities Act. The Company confirms that no securities have been or will be distributed, issued or sold pursuant to the Registration Statement or the prospectus contained therein.

The Company plans to file a new registration statement, and will address any comments previously issued by the Commission in connection with the Registration Statement.

If you have any questions regarding this application for withdrawal, please contact the undersigned at (949) 450-1660, or the Company's counsel, Robert J. Zepfel of Haddan & Zepfel LLP, at (949) 706-6000.

Very truly yours,

/s/ Laurence M. Schreiber

Laurence M. Schreiber Vice President and Chief Operating Officer