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MATERIAL TECHNOLOGIES INC /CA/
Form RW
August 22, 2003

MATERIAL TECHNOLOGIES, INC.
DBA TENSIDYNE SCIENTIFIC CORP.

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August 20, 2003

Tom Jones
Securities & Exchange Commission
Mail Stop: 0308
450 5th Street, N.W.
Washington, DC 20549

Re: Material Technologies, Inc. (the "Company")

Request for Withdrawal of Registration Statement - Rule 477

Dear Mr. Jones:

Please let this letter serve as a request for withdrawal of the Registration Statement on Form SB-2, filed August 8, 2002, including all amendments relating thereto. This application is made on the grounds that it is not in the best interest of the Company to continue pursuing the registration of its securities under the aforesaid Registration Statement. Since this Registration Statement related only to selling shareholders, no securities were sold in connection with this Registration Statement. The Registrant may undertake a subsequent private offering on reliance on Rule 155(c).

Very truly yours,

/s/ Robert M. Bernstein

Robert M. Bernstein, CEO