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RAMP CORP
Form RW
May 05, 2005

RAMP CORPORATION
33 Maiden Lane, 5th Floor
New York, New York 10038

May 5, 2005

VIA EDGAR

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.

Washington D.C. 20509

Re: Ramp Corporation
Registration Statement on Form S-3
File No. 333-124046

Ladies and Gentlemen:

In accordance with Rule 477 promulgated under the Securities Act of 1933, as amended, (the "Act"), Ramp Corporation (the "Company") hereby withdraws its Registration Statement on Form S-3 (File No. 333-124046) that was originally filed with the Securities and Exchange Commission on April 13, 2005 (the "Registration Statement"). No securities were sold in connection with the offering. The Company may undertake a private offering of its securities in reliance on Rule 155(c) or other available exemption as promulgated under the Act.

Sincerely,

RAMP CORPORATION

By: /s/ Andrew Brown

Andrew Brown
President and Chief Executive Officer