



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 25, 2011

Randy N. McCullough  
President and Chief Executive Officer  
Charles & Colvard, Ltd.  
300 Perimeter Park Drive, Suite A  
Morrisville, NC 27560

**Re: Charles & Colvard, Ltd.**  
**Form 10-K for Fiscal Year Ended December 31, 2009**  
**Filed March 29, 2010**  
**Definitive Proxy Statement on Schedule 14A**  
**Filed April 23, 2010**  
**File No. 0-23329**

Dear Mr. McCullough:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

/s/ William H. Thompson

William H. Thompson  
Accounting Branch Chief