

Mail Stop 3561  
July 18, 2005

Mr. Stephen D. Replin, President  
Monet Entertainment Group, Ltd.  
222 Milwaukee Street, Suite 304  
Denver, Colorado 80206

Re: Monet Entertainment Group, Ltd.  
Form 10-KSB for Fiscal Year Ended December 31, 2004  
Filed March 15, 2005  
Forms 10-QSB for Fiscal Quarter Ended March 31,  
2005  
Filed May 16, 2005  
File No. 0-27609

Dear Mr. Replin:

We have reviewed your filings and have the following comments. We have limited our review to only your financial statements and related disclosures and do not intend to expand our review to other portions of your documents. Where indicated, we think you should revise the filing in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filings. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call me at the telephone number listed at the end of this letter.

Form 10-KSB for the Fiscal Year ended December 31, 2004

Financial Statements

General

1. We noted that you ceased reporting as a development stage company in October 2002 because you were unable to commence operations as originally planned. The disclosure in Item 1 (Description of Business) states that you intend on maintaining existence and seek other business opportunities. It appears that you continue to meet the definition of a development stage company as defined in paragraph (8) and (9) of SFAS 7. Please revise your financial statements to provide the required disclosures in accordance with paragraph (11) of SFAS 7, and direct your independent accountants to revise their audit report accordingly.

2. We noted that you amended your 2002 and 2003 Form's 10-KSB in January 2005 as the result of an error in your accounting. We do not see however where you have filed an 8-K (Item 4.02) announcing such restatement. Please refer to the instructions of Form 8-K and file your 8-K accordingly.

3. We read your amended 2002 Form 10-KSB (filed March 4, 2005) where it appears you have restated 2001 financial statements to account for a related party capital contribution (approximately \$25,000). Consistent with the comment above, we do not see where you have filed an 8-K (Item 4.02) announcing such restatement. Please refer to the instructions of Form 8-K and file your 8-K accordingly.

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As appropriate, please amend your filing and respond to these comments within 10 business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please file your letter on EDGAR under the form type label CORRESP. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- \* the company is responsible for the adequacy and accuracy of the disclosure in the filing;

- \* staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and

- \* the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Angela Halac, Staff Accountant at (202) 551-3398 or Hugh West, Accounting Branch Chief at (202) 551-3872 if you have any questions.

Sincerely,

Tia Jenkins  
Senior Assistant Chief Accountant  
Office of Emerging Growth Companies

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