



DIVISION OF  
CORPORATION FINANCE  
MAIL STOP 7010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-7010

February 5, 2007

Mr. Peter Rosenthal  
President  
Sonoran Energy, Inc  
14180 Dallas Parkway, Ste 400  
Dallas, TX 75254

**Re: Sonoran Energy, Inc**  
**Form 8-K filed February 2, 2007**  
**File No. 000-28915**

Dear Mr. Rosenthal:

We have reviewed your filing and have the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a 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 more information so we may better understand your disclosure. After reviewing this information, we may 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 filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone number listed at the end of this letter.

1. Please amend your report to clearly state whether the former accountant resigned, declined to stand for re-election or was dismissed. The disclosure should also indicate whether the board of directors recommended or approved the decision to change accountants. Refer to Item 304(a)(1)(i) and (iii) of Regulation S-B.
2. Please amend your report to disclose whether the audit report on your financial statements for either of the past two years contained an adverse opinion or disclaimer of opinion, or was modified as to uncertainty, audit scope, or accounting principles, and describe the nature of any such adverse opinion, disclaimer of opinion, or modification. Refer to Item 304(a)(1)(ii) of Regulation S-B.

3. Please revise your disclosure regarding disagreements and reportable events to disclose the interim period through the actual date of change, which appears to be January 22, 2007 and not January 12, 2007.
4. We note you will be filing an Item 4.01 8-K/A to include the Exhibit 16 letter for the 8-K filed on February 2, 2007. Also, provide a new Exhibit 16 letter after you make the above requested revisions to the 8-K.

As appropriate, please amend your filing and respond to these comments within five business days or tell us when you will respond. 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 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 Exchange 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.

If you have any questions, please call John Cannarella at (202) 551-3337.

Mr. Peter Rosenthal  
Sonoran Energy, Inc  
February 5, 2007  
Page 3

Sincerely,

Jill Davis  
Branch Chief