

November 18, 2005

Mail Stop 4561

Mr. Heath B. Clarke
Chief Executive Officer
Interchange Corporation
One Technology Drive, Building G
Irvine, California 92618

**Re: Interchange Corporation
Registration Statement on Form S-3
File No. 333-129359
Filed on November 1, 2005**

Dear Mr. Clarke:

This is to advise you that we have limited our review of the Registration Statement on Form S-3 noted above and have the following comment:

Prospectus Cover Page

1. We note that you are registering 447,067 shares of common stock issuable upon the achievement of "certain future business performance criteria." Because these shares have not been issued, and their issuance is apparently contingent in nature, it appears premature to register them at this time. Please revise to remove them from the registration statement, or advise us why you believe it is appropriate to register these shares at this time.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings reviewed by the staff to be certain that they have provided all information investors require. 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 disclosure they have made.

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

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;

- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert this action 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.

If you have any questions, please call Paul Fischer at (202) 551-3415 or the undersigned at (202) 551-3780.

Sincerely,

Elaine Wolff
Branch Chief

Cc: Cary K. Hyden, Esq.
Latham & Watkins LLP (*by facsimile*)