

Mail Stop 3561

May 8, 2007

Dr. Ruggero Maria Santilli
Chief Executive Officer
MagneGas Corporation
35246 US Highway 19 North, #311
Palm Harbor, FL 34684

**Re: MagneGas Corporation
Item 4.01 Form 8-K
Filed May 7, 2007
File No. 000-51883**

Dear Dr. Santilli:

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 me at the telephone number listed at the end of this letter.

Form 8-K filed May 7, 2007

1. In the second paragraph of your filing, you disclose that Gately & Associates LLC, your former independent accounting firm, issued a report for the fiscal year-ended December 31, 2006 with a going concern modification. In accordance with Item 304 of Regulation S-B, please amend your filing to include a disclosure regarding the type of report issued by Gately & Associates LLC for the two most recent fiscal years (i.e. the period from December 9, 2005 (inception) – December 31, 2005).
2. Please file an updated letter from Gately & Associates LLC as an Exhibit 16 in accordance with Item 304(a)(3) of Regulation S-B. This letter should reflect their agreement or disagreement with any disclosures in your amended Form 8-K filing. In

addition, please note that the letter must be signed by the independent accounting firm (i.e. Gately & Associates, LLC) and must be dated.

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 me at (202) 551-3311.

Sincerely,

Ethan Horowitz
Staff Accountant