



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3720

December 29, 2006

Michael Dodak  
Chief Executive Officer and Director  
Fundstech Corp.  
4425 Park Arroyo  
Calabasas, CA 91302

**Re: Fundstech Corp.**  
**Form SB-2/A**  
**Filed December 26, 2006**  
**File No. 333-138512**

Dear Mr. Dodak:

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 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 numbers listed at the end of this letter.

Directors, Executive Officers, Promoters and Control Persons, page 21

1. We note your response to our prior comment 4. Please note that our previous comment requested further disclosure in the prospectus outlining the reasons for the reassignment of duties among management. Therefore, please revise your disclosure in this section to address the explanation previously given in your response to our prior comment 4.

Plan of Operation, page 37

2. We note your response to our prior comment 8. Update your disclosure by addressing the recent developments covered in your subsequent events footnote to your financial statements. In doing so, highlight management's "hopes" of revenue generation in 2007. As mentioned in your response letter, highlight that you "are pursuing marketing and sales arrangements with several potential distributors in North America, Europe and Asia." With the appropriate qualifying language, disclose your belief that the company "will have at least one of these arrangements concluded during the first half of 2007" and that the company "may begin selling debit card services in South Africa also during the first half of 2007."
3. Refer to our prior comment number 10. Revise your Financing Activities section disclosures to reflect changes made on pages 49-50.
4. Refer to your second to last paragraph of the Financing Activities section on page 39. Revise to disclose appropriate amount of expected proceeds from warrants issued in connection with December 2006 private placement.

Application of Critical Accounting Policies, page 41

5. Your changes to this section in response to our prior comment 12 do not address our guidance contained in SEC Release 33-8040 (December 12, 2001). As our guidance makes clear, the disclosure in this section should not repeat the disclosure contained in note 1 to your financial statements. Rather than repeating the explanation of your accounting policies contained in that footnote, the disclosure here should focus on the sensitivity of your financial statements to the methods, assumptions, and estimates underlying the application of your accounting policies relating to revenue recognition and stock-based compensation. Avoid the use of boilerplate statements indicating the application of these policies involve "significant estimates and judgments." Rather, disclose how estimates and judgments could result in changes to your financial statements.

\* \* \* \*

As appropriate, please amend your registration statement in response to these comments. 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.

Michael Dodak  
Fundstech Corp.  
December 29, 2006  
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You may contact Nicole Holden, Staff Accountant, at (202) 551-3374 or Kyle Moffatt, Accountant Branch Chief, at (202) 551-3836 if you have questions regarding comments on the financial statements and related matters. Please me at (202) 551-3810 with any other questions.

Sincerely,

Larry Spirgel  
Assistant Director

cc: