

Mail Stop 6010

February 27, 2007

Photowatt Technologies USA Inc.
540-A Silver Creek NW
Albuquerque, New Mexico 87121

**Re: Photowatt Technologies Inc.
Amendment No. 7 to Registration Statement on Form F-1
Filed February 23, 2007
Registration No. 333-137044**

Ladies and Gentlemen:

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.

Key Partnerships, page 77

1. We note your response to prior comment 9. Please disclose the substantive portions of that response in your prospectus. We note, in particular, the steps that will be have to be accomplished before you enter into a definitive joint venture with the named agencies, as described in the fourth sentence of your response to prior comment 9, and that no material terms of the potential joint venture have been decided to date.

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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

Photowatt Technologies Inc.

February 27, 2007

Page 2

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 direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any registration statement for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

You may contact Kevin Vaughn at (202) 551-3643 or Martin James at (202) 551-3671 if you have questions regarding comments on the financial statements and related matters. Please contact Tim Buchmiller at (202) 551-3635 or me at (202) 551-3444 with any other questions.

Sincerely,

Perry Hindin
Special Counsel

cc (via fax): Christopher J. Cummings, Esq.