



DIVISION OF
CORPORATION FINANCE

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

July 6, 2011

Via E-mail

Robert Armstrong
Chief Financial Officer
DC Brands International, Inc.
9500 W. 49th Avenue, Suite D-106
Wheat Ridge, CO 80033

**Re: DC Brands International, Inc.
Preliminary Information Statement on Schedule 14C
Filed June 28, 2011
File No. 000-54031**

Dear Mr. Armstrong:

We have limited our review of your information statement to the issue we have addressed in our comment. Please respond to this letter by amending your information statement as requested. If you do not believe this comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in a response.

After reviewing any amendment to your information statement or your response to this comment, we may have additional comments.

Questions and Answers Regarding the Proposal Authorizing the Board to Conduct the Proposed Merger, page 4

1. We note that your pending 1-for-10 reverse stock split will result in a significant increase in the number of your authorized but unissued common shares, and we further note your disclosure that this will enhance your flexibility to issue common stock from time to time. Please amend your information statement to state whether you have any current plans, agreements, understandings, etc. with respect to the shares that will be authorized but not issued after the reverse stock split has been accomplished. If you have any such plans, agreements, understandings, etc., please note this in your disclosure and describe them. If you have none, please include a statement to that effect.

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 the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules 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 disclosures they have made.

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In responding to our comment, please provide a written 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.

Please contact Scot Foley at (202) 551-3383 or me at (202) 551-3715 with any questions.

Sincerely,

/s/ Jeffrey Riedler

Jeffrey Riedler
Assistant Director

cc: Leslie Marlow, Esq.
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26th Floor
New York, New York 10174