



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-0405

Mail Stop 3561

April 27, 2010

Mr. Justin Farry  
Chief Financial Officer  
GreenHouse Holdings, Inc.  
5171 Santa Fe Street, Suite I  
San Diego, California 92109

**Re: GreenHouse Holdings, Inc.  
Item 4.01 Form 8-K  
Filed March 17, 2010  
File No. 333-156611**

Dear Mr. Farry:

We issued comments to GreenHouse Holdings, Inc. on the above captioned filing on March 19, 2010. As of the date of this letter, these comments remain outstanding and unresolved. We expect you to contact us by May 11, 2010 to provide a substantive response to these comments or to advise us why you are unable to respond and when you will be able to do so.

If you do not respond to the outstanding comments or contact us by May 11, 2010, we will, consistent with our obligations under the federal securities laws, decide how we will seek to resolve material outstanding comments and complete our review of your filing and your disclosure. Among other things, we may decide to release publicly, through the agency's EDGAR system, all correspondence, including this letter, relating to the review of your filing, consistent with the staff's decision to release publicly comment letters and response letters relating to disclosure filings it has reviewed. You can find more information about the staff's decision to release filing correspondence at <http://www.sec.gov/news/press/2004-89.htm> and <http://www.sec.gov/news/press/2005-72.htm>.

Mr. Justin Farry  
GreenHouse Holdings, Inc.  
April 27, 2010  
Page 2

Please contact Ta Tanisha Meadows at (202) 551-3322, if you have any questions.  
In her absence, please direct your questions to me at (202) 551-3344.

Sincerely,

William H. Thompson  
Accounting Branch Chief