

MAIL STOP 3561

February 13, 2007

Mr. Jay Rifkin, CEO  
Digicorp  
4143 Glencoe Avenue  
Marina Del Rey, CA 90292

**Re: Digicorp  
Form 10-KSB for Fiscal Year Ended December 31, 2005  
Filed April 6, 2006  
File No. 000-33067**

Dear Mr. Rifkin:

We issued comments to you on the above captioned filing(s) on August 8, 2006. As of the date of this letter, these comments remain outstanding and unresolved. We expect you to contact us by February 27, 2007 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 February 28, 2007, 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 filings 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(s), 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>

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Please contact Blaise Rhodes at (202) 551-3774 or me at (202) 551-3871 if you have questions.

Sincerely,

Tia Jenkins  
Senior Assistant Chief Accountant  
Office of Emerging Growth Companies