

Mail Stop 3561

August 21, 2008

Mr. Richard M. Greenberg
Chief Financial Officer
Nutech Digital, Inc.
10390 Wilshire Boulevard, Penthouse 20
Los Angeles, California 90024

**Re: Nutech Digital, Inc.
Form 10-KSB for the year ended December 31, 2007
File No. 000-50021**

Dear Mr. Greenberg:

We have reviewed your response letter dated August 8, 2008 and have the following comments. We have limited our review of your filing to the disclosures pertaining to the evaluation of your internal control over financial reporting. Specifically, we have reviewed your filing to determine if you conducted the evaluation of your internal control over financial reporting, as required by Exchange Act Rules 13a-15 and 15d-15, and provided an assessment and a conclusion as to the effectiveness of your internal control over financial reporting, as required by Item 308T(a) of Regulation S-B. Where indicated, we think you should revise your document in response to these comments, however, if you disagree, we would be pleased to consider your explanation as to why a revision is not necessary. Please be as detailed as necessary in your explanation.

1. We note your statement that your chief executive officer and your chief financial officer conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2007 and concluded that “no material weakness existed in [y]our financial statements.” It does not appear that your certifying officers have reached a conclusion that your internal controls over financial reporting are

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effective. Please revise to address your officers' conclusions regarding the effectiveness of your disclosure controls and procedures.

2. We note that in your amended 10-KSB, management has again concluded that disclosure controls and procedures were effective as of the end of the fiscal year. In our letter dated July 21, 2008, we asked you to consider whether management's failure to provide its report on internal control over financial reporting impacts its conclusion regarding the effectiveness of your disclosure controls and procedures as of the end of the fiscal year. Please tell us the factors you considered and highlight for us those factors that supported your conclusion. In particular, please explain how you considered the definition of disclosure controls and procedures provided in Rule 13a-15(e), which indicates that effective controls and procedures would ensure that information required to be disclosed by the issuer is recorded, processed, summarized and **reported** within the time periods specified in the Commission's rules and forms. In addition, as discussed in Compliance and Disclosure Interpretation 115.02, which you can find at <http://www.sec.gov/divisions/corpfin/guidance/regs-kinterp.htm>, failure to file management's report on Internal Control over Financial Reporting rendered your annual report materially deficient and also rendered the company not timely or current in its Exchange Act Reporting. In light of these facts, please explain how you could conclude that disclosure controls and procedures were effective. Alternatively, please further amend the 10-KSB to disclose management's revised conclusion on the effectiveness of your disclosure controls and procedures, i.e., that DC&P were not effective as of the end of the fiscal year.

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.

You may contact Heather Clark, Staff Accountant, at (202) 551-3624 or me at (202) 551-3813 if you have questions regarding these comments.

Sincerely,

Linda Cvrkel
Branch Chief