

Mail Stop 4720

September 15, 2009

Richard J. Freer, Ph.D.
Chief Operating Officer and Acting Secretary
Commonwealth Biotechnologies, Inc.
601 Biotech Drive
Richmond, Virginia 23235

**Re: Commonwealth Biotechnologies, Inc.
Revised Preliminary Proxy Statement on Form PRER14A
Filed September 14, 2009
File No. 001-13467**

Dear Dr. Freer:

We have completed our review of your Revised Preliminary Proxy Statement on Form PRER14A and have no further comments at this time.

Sincerely,

Jeffrey Riedler
Assistant Director