

CLEARY GOTTlieb STEEN & HAMILTON LLP

ONE LIBERTY PLAZA
NEW YORK, NY 10006-1470
(212) 225-2000
FACSIMILE (212) 225-3999
WWW.CLEARYGOTTlieb.COM

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WALLACE L. JARSON JR.
JAMES D. SMALL
AVRAM E. LUFT
ELIZABETH LENAS
DANIEL LAM
RESIDENT COUNSEL

June 9, 2010

Writer's Direct Dial: (212) 225-2026
E-Mail: ecreede@cghs.com

VIA FEDERAL EXPRESS

Henry Withers, Senior Securities Examiner
Division of Securities
1560 Broadway, Suite 900
Denver, Colorado 80202

Re: FINCA International Inc.

Dear Mr. Withers:

This serves to advise you of a proposed offering of \$50,000,000 aggregate principal amount of Promissory Notes by FINCA International Inc. (the "Issuer" or "FINCA International") to the "socially responsible investment community that supports microfinance". FINCA International is a New York not-for-profit corporation. FINCA International has received a determination letter from the Internal Revenue Service granting it tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The offer and sale of the Promissory Notes has not been registered with the Securities and Exchange Commission in reliance upon an exemption from federal securities registration requirements pursuant to Section 3(a)(4) of the Securities Act of 1933, as amended, and Section 3(c)(10) of the Investment Company Act of 1940, as amended. The Promissory Notes may be available directly through MicroPlace, Inc. ("MicroPlace"), a broker-dealer that serves as broker-dealer for offerings by microfinance organizations such as FINCA International. MicroPlace is registered with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, and is a member of the Financial Industry Regulatory Agency, Inc. ("FINRA"). MicroPlace is also registered as a broker-dealer in all states of the United States and the District of Columbia. MicroPlace's Internet website is located at www.microplace.com, and Promissory Notes purchased through this Internet site are referred to

Henry Withers, p. 2

as Online Notes. MicroPlace shall offer the Online Notes on a “best efforts” basis under which FINCA shall only issue Online Notes that are actually purchased by investors.

We hereby respectfully request that the offering of securities as described above be declared exempt under Section 11-51-307(1)(g) and Rule 51-3.14 of the Colorado Securities Act and Revised Statutes and note the following:

1. The Issuer has not defaulted during the current fiscal year or within the three preceding fiscal years in the payment of principal, interest or dividends on any security or debt of the Issuer (or any predecessor of the Issuer) with a fixed maturity or a fixed interest or dividend provision;
2. The Issuer’s total debt service, after completion of the offering, does not exceed 35% of the issuer’s gross revenues for the previous full fiscal year or the previous twelve months.
3. As set forth in its audited financial statements (copy enclosed), the Issuer has adequate capital for the issuance of the Notes and has positive net assets.
4. As described in the prospectus, the Issuer administers its investment policies to provide for reasonable and prudent diversification and preservation of its cash, cash equivalents and readily marketable securities.
5. The Issuer has a coverage ratio of available cash as compared to cash redemptions of notes of at least one to one.
6. Although there is not an applicable trust indenture for the Notes, the Prospectus relating to the offering (copy enclosed) provides full disclosure of the risks associated with an investment in the Notes.

Enclosed please find a check in the amount of \$100.00 in payment of the requisite fee.

Please acknowledge receipt of this filing by date stamping the enclosed copy of this letter and returning it in the self-addressed, stamped envelope provided.

Should you have any questions or need any additional information, please do not hesitate to contact me at (212) 225-2026.

Very truly yours,

Ellen M. Creede

Enclosures



Dora
Department of Regulatory Agencies

Division of Securities
Fred J. Joseph
Securities Commissioner

Bill Ritter, Jr.
Governor

Barbara J. Kelley
Executive
Director

July 12, 2010

Ellen M. Creede
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006-1470

**Re: Sale of Promissory Notes by FINCA International Inc.
Our File No. A-10-001**

Dear Ms. Creede:

The staff of the Division of Securities ("Staff") received your letter dated June 9, 2010 and its accompanied enclosures. On behalf of FINCA International Inc. ("FINCA"), you have requested the Staff to confirm the availability of an exemption from registration under the Colorado Securities Act ("Act") found in Division Rule 51-3.14, promulgated pursuant to § 11-51-307(1)(g), C.R.S., in connection with the offer and sale of FINCA's Promissory Notes, as described in your letter and accompanying documents.

Based on the facts in your letter and the prospectus you included, we understand that FINCA is a New York not-for-profit corporation which, according to the records you provided, has been in existence since at least 2003. FINCA's stated purpose is to provide financial services to low-income entrepreneurs in poor regions of the world, a process commonly referred to as "microfinance." Though FINCA is not a religious organization it has been granted tax-exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code. As a result, the Notes are exempt from federal securities registration under Section 3(a)(4) of the Securities Act of 1933 and Section 3(c)(10) of the Investment Company Act of 1940.

The Promissory Notes will be unsecured obligation of FINCA in an effort to raise up to an aggregate amount of \$50,000,000.00. Proceeds from the sale of Promissory Notes will be used by FINCA to fund loans to FINCA affiliated microfinance institutions all around the world. The FINCA Affiliates will then use those funds to provide financing to extremely poor families, with an emphasis geared toward making small loans to women with the purpose of helping them in their entrepreneurial efforts in developing countries with compelling economic need.



Pursuant to your letter, we further understand that FINCA has adequate capital for the issuance of the Promissory Notes and has positive net assets. Also, it is understood that total debt service, after completion of the offering does not exceed 35% of FINCA's gross revenues for the previous full fiscal year or the previous 12 months.

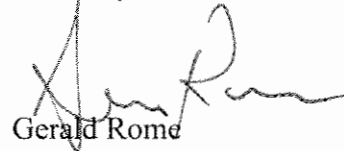
All of the offers and sales of the Promissory Notes in Colorado will be made by MicroPlace, Inc., a broker-dealer licensed with the Commissioner. Notes will be issued for a minimum of \$20.00 and unlimited up to the aggregate amount of \$50,000,000.00.

The Staff cannot confirm the availability of an exemption from registration under § 11-51-307(1)(g) of the Act. But in light of the facts represented, the Staff will not recommend that a formal enforcement proceeding be initiated against FINCA, or its respective officers, directors, control persons, or employees for violation of the registration provisions of the Act relative to the proposed offer.

It should be noted that by this letter, the Staff only expresses its position in regard to the availability of an exemption from registration and initiation of formal enforcement proceedings under the Act and does not purport to express any formal opinion or conclusion on the questions presented. Also, it should be noted that the position taken is done so based on the facts and representations in your letters and the attached documents. Any change in those facts or circumstances described might require a different response.

If there are any questions, please contact the undersigned.

Sincerely,



Gerald Rome
Deputy Securities Commissioner