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PAYMENT DATA SYSTEMS INC

Form RW

June 18, 2004

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U.S. Securities and Exchange Commission
Division of Corporation Finance
450 Fifth Street, N.W.
Washington, D.C. 20549

Attn: Mr. Michael R. McCoy

Re: Payment Data Systems, Inc.
Registration Statement on Form SB-2
File No. 333-114925

Dear Mr. McCoy:

Pursuant to Rule 477(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), Payment Data Systems, Inc. (the "Registrant") hereby respectfully requests that the Securities and Exchange Commission consent to the withdrawal of its Registration Statement on Form SB-2 (File No. 333-114925) originally filed on April 28, 2004, together with all exhibits thereto (collectively, the "Prospectus").

The Prospectus covered the sale of up to 40,000,000 shares of our common stock by a stockholder

The Registrant further requests that, pursuant to Rule 477(c), an order with the date of the granting of the withdrawal be included in the file for the aforementioned Prospectus in the following manner: "Withdrawn upon the request of the Registrant, the Commission consenting thereto."

Please forward copies of the order consenting to the withdrawal of the Prospectus to the undersigned at 12500 San Pedro, Suite 120, San Antonio, Texas 78216 and Amy Trombly, Esq. 1163 Walnut Street, Suite 7, Newton, MA 02461. If you have any questions regarding this request, please call Ms. Amy Trombly at (617)243-0050.

Thank you for your assistance.

Very truly yours,

Payment Data Systems, Inc.

By: /s/ Michael R. Long

Michael R. Long
Chairman of the Board,
Chief Executive Officer and Chief Financial Officer