

**DUTCHESS OPPORTUNITY FUND, II, LP**  
**50 Commonwealth Avenue, Suite 2**  
**Boston, MA 02116**  
**Telephone: (617) 301-4700**

August 18, 2015

**VIA EDGAR**

United States Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549

Attention: Jeffrey P. Riedler, Assistant Director

**Re:     ProPhase Labs, Inc. –Request for Acceleration**  
**Registration Statement on Form S-3**  
**File No. 333- 206090**

Ladies and Gentlemen:

Pursuant to Rule 461 of the General Rules and Regulations of the U.S. Securities and Exchange Commission under the Securities Act of 1933, as amended, Dutchess Opportunity Fund, II, LP as statutory underwriter, hereby requests acceleration of the effective date of the above-referenced Registration Statement so that it will become effective at 5:00 p.m. Eastern Standard Time on **August 21, 2015**, or as soon thereafter as practicable.

Pursuant to Rule 460 under the Securities Act, please be advised that there will be distributed to each underwriter or dealer, who is reasonably anticipated to be invited to participate in the distribution of the security, as many copies of the proposed form of preliminary prospectus as appears to be reasonable to secure adequate distribution of the preliminary prospectus.

The undersigned confirms that it has complied with and will continue to comply with, and it has been informed or will be informed by participating dealers that they have complied with or will comply with, Rule 15c2-8 promulgated under the Securities Exchange Act of 1934, as amended, in connection with the above-referenced issue.

**DUTCHESS OPPORTUNITY FUND, II, LP**

By: /s/ Douglas LKeighton

Douglas H. Leighton

Managing Member of:

Dutchess Capital Management, II, LLC

General Partner to:

Dutchess Opportunity Fund, II, LP

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