

DIVISION OF CORPORATION FINANCE UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

June 19, 2013

<u>Via E-Mail</u> Lee R. Rice Chief Executive Officer Colorado Goldfields Inc. 10920 West Alameda Avenue, Suite 201 Lakewood, Colorado 80226

> Re: Colorado Goldfields Inc. Preliminary Information Statement on Schedule 14C Filed May 14, 2013 File No. 000-51718

Dear Mr. Rice:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ David Link for

John Reynolds Assistant Director