



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-7010

April 24, 2009

Via U.S. mail and facsimile

Mr. Kevan Hensman
Chief Financial Officer
Aspen Exploration Corporation
2050 S. Oneida St., Suite 208
Denver, CO 80224-2426

**Re: Aspen Exploration Corporation
Preliminary Schedule 14A, Amendment No. 2
Filed April 22, 2009
File No. 0-09494**

Dear Mr. Hensman:

We have completed our review of your Preliminary Schedule 14A filing and have no further comments at this time.

Sincerely,

H. Roger Schwall
Assistant Director

cc: T. Levenberg
N. Gholson
Peter Waltz, Esq. – Burns, Figa & Will, P.C. (facsimile (303) 796-2777)