

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

Mail Stop 4561

January 29, 2010

Rodney W. Schutt Chief Executive Officer Aspyra, Inc. 4360 Park Terrace Drive, Suite 220 Westlake Village, CA 91361

Re: Aspyra, Inc.

**Preliminary Revised Proxy Statement on Schedule 14A** 

Filed January 27, 2010 File No. 001-13268

Preliminary Revised Transaction Statement on Schedule 13E-3 Filed January 27, 2010

File No. 005-34708

Dear Mr. Schutt:

We have completed our review of your Preliminary Proxy Statement and Preliminary Transaction Statement and related filings and have no further comments at this time.

Sincerely,

Maryse Mills-Apenteng Special Counsel