

August 17, 2006

Mail Stop 4561

Mr. Arthur Coffey
President and Chief Executive Officer
Red Lion Hotels Corporation
201 W. North River Drive, Suite 100
Spokane, WA 99201-2293

Re: Red Lion Hotels Corporation
Form 10-K for the year ended December 31, 2005
Forms 10-Q for the quarters ended March 31 and June 30, 2006
Filed March 31, 2006
File No. 001-13957

Dear Mr. Coffey:

We have reviewed your response letter dated August 8, 2006 and have the following additional comment. As previously stated, this comment may require amendment to the referenced filings previously filed with the Commission.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comment or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 10-K for the year ended December 31, 2005

Notes to Consolidated Financial Statements

Note 4. Property and Equipment, page 63

1. We have reviewed your response to comment 1. You state that you have a 50% legal ownership position indicating shared control and that you and the other 50% owner both have veto rights over major decisions. Both of these facts indicate that you do not control the Kalispell Center and should therefore account for the investment under the equity method. We note that you are involved in the

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ongoing operations of the property through a leaseback of the hotel and, until April 30, 2006, served as property manager for the mall. Tell us whether this involvement allows you to make significant decisions regarding principal assets or strategic direction without the approval of the other owner. We believe SFAS 94 points towards not consolidating this entity.

* * * *

As appropriate, please respond to this comment within 10 business days or tell us when you will provide us with a response. Please furnish a cover letter with your proposed revisions that keys your response to our comment and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your response to our comment.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filings or in response to our comments on your filings.

You may contact Kristi Beshears at (202) 551-3429 or me at (202) 551-3486 if you have questions.

Sincerely,

Daniel L. Gordon
Branch Chief

cc: Frank C. Woodruff (*via facsimile*)