



DIVISION OF  
CORPORATION FINANCE  
Mail Stop 7010

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

September 24, 2007

Mr. Matthew Taylor  
11045 La Maida Street, Suite 201  
North Hollywood, CA 91601

**Re: Red Sun Mining, Inc.  
Registration Statement on Form SB-2  
Filed September 6, 2007  
File No. 3-145898**

Dear Mr. Taylor:

We have limited our review of your filing to those issues we have addressed in our comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

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 comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Director, Executive Officers, Promoters and Control Persons, page 14

1. You disclose that Mr. Taylor's prior business experiences have not been in the mineral exploration industry. Supplement your disclosure to clarify, if true, that Mr. Taylor has had no prior experience managing any company. Additionally, clarify that Mr. Taylor's prior business experiences have primarily been within the legal field.
2. Consistent with the requirements of Item 401 of Regulation S-B, revise to provide a complete biographical sketch for Mr. Taylor for the past five years. For example, we notice gaps or ambiguities with regard to his business experience

during the period prior to December 2005. Revise to disclose the month and year during which he attended law school. Confirm that you have disclosed all positions he held during the five year period, inclusive of his time in law school or revise your disclosure if necessary.

Undertakings, page II-2

3. Consistent with the requirements of Item 512 of Regulation S-B, revise to include the correct undertakings. For example, you have omitted the undertaking required by 512(a)(4) of Regulation S-B.

Closing Comments

As appropriate, please amend your registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

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 all information required under the Securities Act of 1933 and that they have provided all information investors require for an informed investment 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.

Notwithstanding our comments, in the event the company requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

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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 connection with our review of your filing or in response to our comments on your filing.

We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

Please contact Sean Donahue at (202) 551-3579 or, in his absence, Mellissa Duru, at (202) 551-3757 with any questions.

Sincerely,

H. Roger Schwall  
Assistant Director

cc: Joseph I. Emas (*via facsimile*)  
Mellissa Duru  
Sean Donahue