



DIVISION OF
CORPORATION FINANCE
Mail Stop 7010

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

September 19, 2008

via U.S. Mail

Earth Dragon Resources Inc.
c/o Business Filings Incorporated
6100 Neil Road, Suite 500
Reno, Nevada 89511

**Re: Earth Dragon Resources Inc.
Amendment No. 1 to Registration Statement on Form S-1
Filed September 9, 2008
File No. 333-152619**

To Whom It May Concern:

We have reviewed your response letter and the amended filing and have the following 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.

General

1. Please file as an exhibit to your filing the mineral property purchase agreement dated December 14, 2007 by which you acquired the interest in the Mountain Queen Lode Mining Claim. See Item 601(b)(10) of Regulation S-K.

Management's Discussion and Analysis or Plan of Operation, page 27

Plan of Operation, page 27

2. We note your response to our prior comment 4 and reissue such comment in part. Please confirm whether the trust agreement, under the laws of Nevada, will have the effects described at pages 28 and 36 with respect to the obligations and duties of Mr. Sostad. For example, we note your disclosure at page 28 that Mr. Sostad does not have a right to sell the property to anyone. However, we also note the risk factor disclosure at page 8 regarding the risk that Mr. Sostad will transfer the property to a third person.

Closing Comments

As appropriate, please amend the above filing in response to these comments. You may wish to provide us with a marked copy 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.

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.

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Please contact Laura Nicholson at (202) 551-3584 or, in her absence, the undersigned at (202) 551-3740 with any questions.

Sincerely,

H. Roger Schwall
Assistant Director

cc: L. Nicholson

via facsimile

Conrad C. Lysiak, Esq.
(509) 747-1770