



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549-4628

October 2, 2009

Via U.S. Mail

John C. Garrison, Chief Financial Officer  
Empire Energy Corporation International  
4500 College Blvd., Suite 240  
Leawood, Kansas 66211

**Re: Empire Energy Corporation International  
Amendment No. 2 to Registration Statement on Form S-1  
Filed September 3, 2009  
Response letter dated September 22, 2009  
File Number 333-159680**

Dear Mr. Garrison:

We have reviewed your response letter 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 on any other aspect of our review. Feel free to contact us at the telephone numbers listed at the end of this letter.

Amendment No. 2 to Registration Statement on Form S-1 (File Number 333-159680)

General

1. We note the auditors' consents provided with your most recent amendment are dated August 31, 2009. In your next amendment, please provide updated auditors' consents.

2. We note your responses to our prior comments 2 and 3 and your proposal to revise your disclosure in response to our comments in a Rule 424(b) prospectus filing in lieu of filing a pre-effective amendment. As you are required to amend your filing to provide the updated auditors' consents, and because the changes to your disclosure are substantive, please revise your disclosure in response to our prior comments 2 and 3 in your next amendment.

### 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.

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.

John C. Garrison  
Empire Energy Corporation International  
October 2, 2009  
Page 3

Please contact Tracey L. McNeil at (202) 551-3392 or, in her absence, Laura Nicholson at (202) 551-3584 with any other questions.

Sincerely,

H. Roger Schwall  
Assistant Director

cc: via facsimile  
Roger V. Davidson, Esq.  
(303) 415-2500