

ASPEN EXPLORATION CORP
Form SC TO-T/A
February 18, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

SCHEDULE TO/A

(Rule 14d-100)

Amendment No. 3 to

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934

ASPEN EXPLORATION CORPORATION

(Name of Subject Company)

ROYALE ENERGY, INC.

(Name of Filing Person – Offeror)

COMMON STOCK, \$0.005 Par Value

(Title of Class of Securities)

045295300

(CUSIP Number of Class of Securities)

Donald H. Hosmer

Stephen M. Hosmer

Co-President and Co-Chief Executive Officer

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(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

Item 11. Additional Information

This amendment relates solely to a press release issued by Royale Energy, Inc, on February 18, 2009. A copy of the press release is attached as Exhibit 99.1.

Item 12. Exhibits

See Exhibit Index

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 18, 2009

/s/ Stephen M. Hosmer

Stephen M. Hosmer, Co-President, Co-Chief
Executive Officer and Chief Financial Officer

Exhibit Index

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|----------|---|
| (a)(1).1 | Form of Letter of Transmittal, to be filed by amendment. |
| (a)(4).1 | Prospectus relating to Royale common stock to be issued in the Offer, incorporated by reference to the registration statement on Form S-4 filed by Royale on November 25, 2008. |
| (a)(4).2 | Press release announcing intent to commence exchange offer, incorporated by reference to the Form 425 filed by Royale on November 21, 2008. |
| 99.1 | Press release, filed herewith. |