

Mail Stop 4561

June 28, 2007

Terry G. Roussel  
President and Chief Executive Officer  
Cornerstone Growth and Income REIT, Inc.  
1920 Main Street, Suite 400  
Irvine, California 92614

**Re: Cornerstone Growth and Income REIT, Inc.  
Amendment No. 2 Form S-11  
Filed on June 15, 2007  
File No. 333-139704**

Dear Mr. Roussel:

We have reviewed your 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 supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not 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.

All page numbers refer to the marked courtesy copy of the registration statement that you provided to us.

Prior Performance Summary, page 85

Public Program, page 85

1. Please revise your description of the Cornerstone Core Properties, Inc. program to disclose the total number of investors, the number of properties purchased, the location

by region, the aggregate dollar amount of property purchased, the percentage that are commercial and residential, the percentage of new, used or construction properties and the number of properties sold. Refer to Item 8.A. of Guide 5.

Adverse Business Developments or Conditions, page 86

2. We note in Table III, on page P-4, that in 2006 Cornerstone had a cash deficiency after cash distributions and special items of \$11,240,335. Please revise this section to note this fact.

Table I – Experience in Raising and Investing Funds, page P-2

3. Please revise the table to present the amount available for investment on a percentage basis. For reference please see Appendix II of Industry Guide 5.

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 supplemental 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 will consider a written request for acceleration of the effective date of the registration statement as a 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.

Terry G. Roussel  
Cornerstone Growth and Income REIT, Inc.  
June 28, 2007  
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You may contact Jessica Barberich, Accountant, at (202) 551-3782 or Dan Gordon, Accounting Branch Chief, at (202) 551-3486 if you have questions regarding comments on the financial statements and related matters. Please contact David Roberts, Staff Attorney, at (202) 551-3856 or the undersigned at (202) 551-3780 with any other questions.

Sincerely,

Karen J. Garnett  
Assistant Director

cc: R. Neil Miler, Esq. (*via facsimile*)  
DLA Piper US LLP