



DIVISION OF  
CORPORATION FINANCE

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

November 12, 2021

Joseph A. Geraci, II  
Chief Financial Officer  
Mill City Ventures III, Ltd.  
1907 Wayzata Blvd #205  
Wayzata, Minnesota 55391

**Re: Mill City Ventures III, Ltd**  
**Form 10-K for the Fiscal Year Ended December 31, 2020**  
**File No. 811-22778**

Dear Mr. Geraci:

We have completed our review of your filings. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

Division of Corporation Finance  
Office of Finance

cc: Douglas M. Polinsky