



DIVISION OF
CORPORATION FINANCE

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

August 26, 2021

Brandon Dutch Mendenhall
President and Chief Executive Officer
RAD Diversified REIT, Inc.
211 N. Lois Avenue
Tampa, FL 33609

Re: RAD Diversified REIT, Inc.
Amendment No. 2 to
Offering Statement on Form 1-A
Filed August 6, 2021
File No. 024-11439

Dear Mr. Mendenhall:

We have reviewed your amended offering statement and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your offering statement and providing the requested information. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your offering statement and the information you provide in response to this comment, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our April 12, 2021 letter.

Amendment No. 2 to Offering Statement on Form 1-A filed August 6, 2021

General

1. We note your response to comment 1. However, we continue to believe that the company must have funds available (e.g., cash and/or a commitment letter from a bank) to cover all persons, including affiliates, who are eligible to participate in the rescission offer. Please provide us with additional analysis as to the availability and sources of the funds necessary to fully fund the rescission offer.

Brandon Dutch Mendenhall
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You may contact William Demarest at 202-551-3432 or Shannon Menjivar at 202-551-3856 if you have questions regarding comments on the financial statements and related matters. Please contact Ronald (Ron) Alper at 202-551-3329 or Jonathan Burr at 202-551-5833 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Real Estate & Construction

cc: Fanni Koszeg