



DIVISION OF  
CORPORATION FINANCE

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

September 10, 2024

Martin Lacoff  
Chief Financial Officer  
Belpointe PREP, LLC  
255 Glenville Road  
Greenwich, CT 06831

**Re: Belpointe PREP, LLC**  
**Form 10-K for the fiscal year ended December 31, 2023**  
**Filed March 29, 2024**  
**File No. 001-40911**

Dear Martin Lacoff:

We have limited our review of your filing to the financial statements and related disclosures and have the following comment.

Please respond to this letter within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe a comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this letter, we may have additional comments.

Form 10-K for the fiscal year ended December 31, 2023

Exhibits

1. We note that your certifications filed as Exhibit 31 exclude internal control over financial reporting language within the introductory sentence of paragraph 4. Please file a full amendment to your periodic reports to revise your certifications to conform exactly to the language set forth in Item 601(b)(31)(i) of Regulation S-K. Please also refer to Regulation S-K C&DI 246.13.

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In closing, 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.

Please contact Jeffrey Lewis at 202-551-6216 or Kristina Marrone at 202-551-3429 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction