



DIVISION OF  
CORPORATION FINANCE

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

October 18, 2021

Peter J. Gordon  
Director  
AB Commercial Real Estate Private Debt Fund, LLC  
1345 Avenue of the Americas  
New York, NY 10105

**Re: AB Commercial Real Estate Private Debt Fund, LLC**  
**Amendment No. 2 to Registration Statement on Form 10-12G**  
**Filed October 1, 2021**  
**File No. 000-56320**

Dear Mr. Gordon:

We have reviewed your filing 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 comment 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 our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response and any amendment you may file in response to this comment, we may have additional comments.

Amendment No. 2 to Registration Statement on Form 10-12G filed October 1, 2021

General

1. We note that you intend to operate your business in a manner that will permit you to maintain an exemption from registration under the Investment Company Act of 1940, as amended. Please be advised that you are responsible for analyzing how your investments, investment strategy and business model will support that exemption. The staff has not reviewed and does not necessarily concur with disclosure with respect to the availability of that exemption.

Peter J. Gordon  
AB Commercial Real Estate Private Debt Fund, LLC  
October 18, 2021  
Page 2

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 Ronald (Ron) E. Alper at 202-551-3329 or Maryse Mills-Apenteng at 202-551-3457 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Michael Darby