



DIVISION OF
CORPORATION FINANCE

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

March 29, 2012

Via E-mail

Bruce J. Schanzer
President and Chief Executive Officer
Cedar Realty Trust, Inc.
44 South Bayles Avenue
Port Washington, NY 11050

**Re: Cedar Realty Trust, Inc.
Registration Statement on Form S-3
Filed March 6, 2012
File No. 333-179932**

Dear Mr. Schanzer:

We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comments apply 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 registration statement and the information you provide in response to these comments, we may have additional comments.

Incorporation of Certain Documents by Reference

1. You have incorporated by reference your Form 10-K for 2011. The Form 10-K incorporates disclosure from a proxy statement that is not yet filed. In order to have a complete Section 10(a) prospectus, please either file the definitive proxy statement before the Form S-3 is declared effective or include the officer and director information in the Form 10-K. Please refer to Question 123.01 of the Division's Compliance and Disclosure Interpretations, located at <http://www.sec.gov/divisions/corpfin/guidance/safinterp.htm>, for guidance.

Selling Stockholders

2. With respect to the shares to be offered for resale by Fifth Third Bank, please disclose the natural person or persons who exercise the sole or shared voting and/or dispositive powers for those shares. Please refer to Section 140 of the Division's Compliance and Disclosure Interpretations, located at <http://www.sec.gov/divisions/corpfin/guidance/regs-kinterp.htm>, for guidance.

Item 17. Undertakings

3. Please tell us why you have not provided the undertakings in Item 512(a)(5)(i) of Regulation S-K.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as 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. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Bruce J. Schanzer, President and Chief Executive Officer
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Please contact Folake Ayoola, Attorney-Advisor, at (202) 551-3673 or me at (202) 551-3386 with any other questions.

Sincerely,

/s/ Duc Dang

Duc Dang
Attorney Advisor

cc: Martin H. Neidell, Esq.