

Mail Stop 4561

February 6, 2008

Mr. Daniel G. Cohen
Chief Executive Officer and Trustee
RAIT Financial Trust.
2929 Arch Street, 17th Floor
Philadelphia, PA 19104

**Re: RAIT Financial Trust
Form 10-K for the year ended December 31, 2006
Forms 10-Q for the quarters ended March 31, 2007, June 30, 2007, and
September 30, 2007
File No. 1-14760**

Dear Mr. Cohen:

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

Sincerely,

Daniel L. Gordon
Branch Chief