



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

DIVISION OF  
CORPORATION FINANCE

October 24, 2019

Jilliene Helman  
Chief Executive Officer  
MogulREIT II, Inc.  
10780 Santa Monica Blvd., Suite 140  
Los Angeles, CA 90025

**Re: MogulREIT II, Inc.**  
**Post Qualification Amendment on Form 1-A**  
**Filed October 17, 2019**  
**File No. 024-10713**

Dear Ms. Helman:

We have reviewed your amendment and do not have any comments.

We will consider qualifying your offering statement at your request. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

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.

You may contact Ruairi Regan at 202-551-3269 or Brigitte Lippmann at 202-551-3713 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Lauren B. Prevost, Esq.