

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ADMINISTRATIVE PROCEEDINGS RULINGS

Release No. 6857/July 12, 2022

ADMINISTRATIVE PROCEEDING

File No. 3-20801

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|------------------------|---|-------|
| In the Matter of | : | |
| | : | |
| DF GROWTH REIT II, LLC | : | ORDER |

The Securities and Exchange Commission instituted this proceeding on March 16, 2022, with an Order Temporarily Suspending Exemption Pursuant to Section 3(b) of the Securities Act of 1933 and Rule 258 of Regulation A Thereunder and Notice of Opportunity for Hearing. Respondent DF Growth REIT II, LLC, requested a hearing, and, on March 31, 2022, the Commission ordered that the matter be heard by an Administrative Law Judge. On May 16, 2022, the proceeding was reassigned to the undersigned. In accordance with the procedural schedule adopted on May 26, 2022, the Division of Enforcement filed a Motion for Summary Disposition on June 3, 2022; DF Growth, an Opposition on June 21, 2022; and the Division, a Reply on June 28, 2022.

Under consideration are DF Growth’s July 7, 2022, Motion for an Order to Show Cause why the Division should not be sanctioned for “(Apparently) Failing to Serve Respondent . . . With its Response to Respondent’s June 21, 2022 Pleading”; the Division’s July 7, 2022, Response; and Respondent’s July 11, 2022, Reply. Respondent alleges, in essence, that the Division did not serve its June 28 reply pleading properly and Respondent did not have notice of it. It now appears that Respondent’s concern was based on a misunderstanding – in fact, the pleading was served by email, and Respondent had notice of it. Accordingly, it is appropriate to deny Respondent’s motion for an order to show cause.¹

IT IS SO ORDERED.

/S/ Carol Fox Foelak
Carol Fox Foelak
Administrative Law Judge

¹ If the Division has failed to file and serve a certificate of service, it should do so now.