

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

ADMINISTRATIVE PROCEEDINGS RULINGS  
Release No. 6863/August 15, 2022

ADMINISTRATIVE PROCEEDING  
File No. 3-20801

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In the Matter of

DF GROWTH REIT II, LLC

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STAY ORDER

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The Securities and Exchange Commission instituted this proceeding 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 on March 16, 2022.

The parties have jointly requested a Stay Pending Commission Consideration of Offer of Settlement, stating that they have agreed in principle to a settlement on all major terms. Accordingly, the proceeding, including all procedural dates, will be stayed, contingent upon compliance with 17 C.F.R. § 201.161(c)(2).

IT IS SO ORDERED.

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