

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

ADMINISTRATIVE PROCEEDINGS RULINGS

Release No. 6877/October 31, 2022

ADMINISTRATIVE PROCEEDING

File No. 3-20801

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In the Matter of :  
:   
DF GROWTH REIT II, LLC : 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<sup>1</sup> Thereunder and Notice of Opportunity for Hearing on March 16, 2022. Respondent DF Growth REIT II, LLC (Respondent or REIT II), requested a hearing, and, on March 31, 2022, the Commission ordered that the matter be heard by an Administrative Law Judge (ALJ). On May 16, 2022, the proceeding was reassigned to the undersigned. The Division of Enforcement's Motion for Summary Disposition and responsive pleadings are pending.<sup>2</sup>

Following the ruling on the motion for summary disposition, a hearing may be required on questions of material fact bearing on one or more claims or defenses. The parties' October 25, 2022, Joint Status Report states that both anticipate being available from April 17 to April 28, 2023, for a hearing.<sup>3</sup> Accordingly, the hearing, if required, will commence on April 17, 2023. The hearing will be held by remote means. A prehearing conference will be scheduled before the hearing date.

IT IS SO ORDERED.

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

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<sup>1</sup> Regulation A consists of Securities Act Rules: 17 C.F.R. §§ 230.251-263 (Rules 251-263).

<sup>2</sup> See *DF Growth REIT II, LLC*, Admin. Proc. Rulings Release No. 6869, 2022 SEC LEXIS 2375 (A.L.J. Sept. 14, 2022). The proceeding was stayed between August 15 and September 14, 2022, based on the parties' request for a Stay Pending Commission Consideration of Offer of Settlement. *Id.*

<sup>3</sup> See *DF Growth REIT II, LLC*, Admin. Proc. Rulings Release No. 6876, 2022 SEC LEXIS 2805 (A.L.J. Oct. 14, 2022).