

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

ADMINISTRATIVE PROCEEDINGS RULINGS

Release No. 6907/May 23, 2023

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<sup>1</sup> Thereunder and Notice of Opportunity for Hearing on March 16, 2022. 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. The proceeding was stayed for 60 days pursuant to 17 C.F.R. § 201.161(c)(2), based on the parties' representation that they had reached an agreement in principle to a settlement.

Respondent's signed Offer of Settlement is currently under review by the Commission, and the Division of Enforcement has filed an unopposed request to extent the stay for an additional 30 days, until June 23, 2023. Good cause, consistent with 17 C.F.R. § 201.161(c)(2), has been shown for the requested stay. Accordingly, the proceeding will be stayed, including all procedural dates, for one month, until June 23, 2023.

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).