

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-21385

<p>In the Matter of</p> <p>TOGA Limited,</p> <p>Respondent.</p>
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JOINT STATEMENT REGARDING
PREHEARING CONFERENCE

The Division of Enforcement (“Division”) and TOGA Limited (“Respondent”), pursuant to Rules of Practice 154(a) and 221, hereby provide the following information regarding the matters discussed and agreements reached during the prehearing conference between the Division and Respondent.

The parties conducted the prehearing conference on August 15, 2023, by telephone conference, commencing at 2:00 pm. Participating on behalf of the Division was Samantha Williams and Sandhya C. Harris. Participating on behalf of Respondent was its Counsel, Deborah A. Klis and Carl Sherer. The following subjects were discussed, and agreements reached:

(1) Simplification and clarification of the issues;

- None at this time.

(2) Exchange of witness and exhibit lists and copies of exhibits;

- In addition to the Division's production of documents pursuant to Rule 230, as discussed below, the parties discussed what other documents or witnesses might be relevant to this proceeding.
- The parties agreed that it was premature to exchange a precise list of witnesses and exhibits at this time.

(3) Timing of expert witness disclosures and reports, if any;

- The parties agreed that it was premature to exchange a precise list of witnesses and exhibits at this time.

(4) Stipulations, admissions of fact, and stipulations concerning the contents, authenticity, or admissibility into evidence of documents;

- The parties do not believe any stipulations are necessary at this time.

(5) Matters of which official notice may be taken;

- The parties agreed that official notice can be taken of any of Respondent's SEC filings, which Rule 323 provides for in any event.

(6) The schedule for exchanging prehearing motions or briefs, if any;

- The Division does not anticipate filing any prehearing motions, other than a motion for summary disposition, as discussed below.
- Respondent does not anticipate filing any motions at this time.

(7) The method of service for papers other than Commission orders;

- Pursuant to the rules regarding electronic filing, the parties agreed to service by email.

(8) The filing of any motion pursuant to Rule 250;

- If this matter does not settle, the Division anticipates filing a motion for summary disposition. Although the SEC's Rules of Practice provide for Respondent to respond to that motion within 5 days, the parties agreed that in this particular case, The Respondent will have 14 calendar days to respond to the Division's Motion for Summary Disposition, without prejudice to the Respondent's right to file a motion seeking an additional extension. Similarly, the Division will have 14 calendar days submit a reply, without prejudice to the Division right to file a motion to seek an additional extension.

(9) Settlement of any or all issues;

- The parties discussed settlement, but did not reach an agreement during the prehearing conference.

(10) Determination of hearing dates;

- The parties agreed that it would be premature to determine a specific hearing date at this time.

(11) Amendments to the order instituting proceedings or answers thereto;

- Neither party plans to amend its pleadings in this proceeding.

(12) Production, and timing for completion of the production, of documents as set forth in Rule 230, and prehearing production of documents in response to subpoenas duces tecum as set forth in Rule 232;

- The Division agreed to produce the documents from its investigative file (aside from Respondent's SEC filings, which are publicly available on EDGAR) by August 15, 2023. The Division subsequently produced these items on August 15, 2023.

(13) Specification of procedures as set forth in Rule 202;

- Not applicable.

(14) Depositions to be conducted, if any, and date by which depositions shall be completed;

and

- The parties agreed that it was premature to determine what depositions will be conducted or their dates.

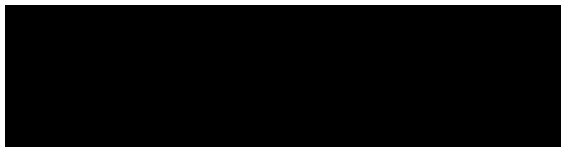
(15) Such other matters as may aid in the orderly and expeditious disposition of the

proceeding.

- Not applicable.

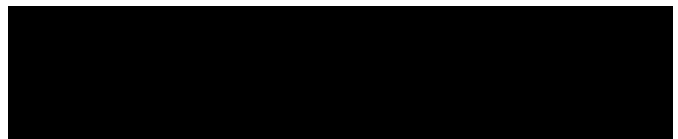
Dated: August 15, 2023

Respectfully submitted,



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