

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

ADMINISTRATIVE PROCEEDINGS RULINGS
Release No. 6897/February 7, 2023

ADMINISTRATIVE PROCEEDING
File No. 3-21243

In the Matter of	:	
	:	
THE REGISTRATION STATEMENT OF	:	ORDER
AMERICAN CRYPTO FED DAO LLC	:	

The Securities and Exchange Commission instituted this proceeding with an Order Instituting Proceedings on November 18, 2022. The proceeding is a stop order proceeding, authorized pursuant to Section 8(d) of the Securities Act of 1933. As the Commission ordered, the hearing before the undersigned Administrative Law Judge in this proceeding commenced at 10:00 a.m. EST on December 1, 2022. Hearing sessions were held on December 1, 2, and 6, 2022, and January 18 and 19, 2023, and the hearing was closed. A post-hearing schedule was set, specifically:

The parties will confer to identify Respondent's exhibits to be admitted (or excluded)¹ and will then file a joint proposed exhibit list by February 14, 2023 The undersigned will then admit Respondent's exhibits, and the record of evidence will be closed. . . . The Division of Enforcement's Proposed Findings of Fact and Conclusions of Law, Respondent's Opposition, and the Division's Reply will be due February 21, April 4, and April 18, 2023, respectively.

American CryptoFed DAO LLC, Admin. Proc. Rulings Release No. 6896, 2023 SEC LEXIS 163 (Jan. 20, 2023).

Under consideration are Respondent's January 29, 2023, motion titled "Motion to File a Nil Financial Statement Audited by an Accounting Firm Registered with PCAOB," the Division's February 2, 2023, Opposition, and Respondent's February 5, 2023, Reply.

¹ Respondent had proposed a large number of exhibits over a period of time. In the interest of efficiency, the Division of Enforcement has agreed not to object to their admission. However, it appears that Respondent's proposed exhibits include some substitutions and renumberings. Therefore, it is necessary for the parties to confer and agree on a joint exhibit list.

Respondent's motion reiterates the explanation it offered during the hearing for the lack of an audited financial statement in its Form S-1 that is the subject of this proceeding and requests permission to obtain an audited financial statement, which will support its contention that it has "No Revenue, No Asset[s], No Profit, No Fundraising, No Cost[s] and No Liability." The motion also requests the undersigned to order the Division of Enforcement and the Division of Corporation Finance to comment on this contention and order both Divisions to accept an audited financial statement that shows this.

A would-be registrant, such as Respondent, is, of course, free to engage an accounting firm, or any other service provider, at any time. The relief that Respondent requests is otherwise outside the scope of this stop order proceeding as set by the OIP, which alleges that the Form S-1 lacks a number of required items, including financial statements, and that Respondent failed to cooperate with Commission staff in an examination authorized pursuant to Section 8(e) of the Securities Act. The OIP authorizes the undersigned to preside over a hearing to determine "whether the allegations . . . are true; to afford the Respondent with an opportunity to establish any defenses to these allegations; and to determine whether a stop order should issue."

Respondent points to Securities Act Section 8(d), pursuant to which this proceeding was authorized, in support of its proposal to amend its Form S-1.² Section 8(d), "*Untrue Statements or Omissions in Registration Statement*," provides that after notice and opportunity for hearing, the Commission "may issue a stop order suspending the effectiveness of the registration statement. When such statement has been *amended in accordance with such stop order*, the Commission shall so declare and thereupon the stop order shall cease to be effective." 15 U.S.C. § 77h(d) (emphasis added).

No stop order has been issued – a stop order is a possible eventual result of this proceeding. Thus, in determining "*whether a stop order should issue*," the undersigned is not authorized to consider any amendments to the September 17, 2021, registration statement that is the subject of this proceeding. Accordingly, Respondent's motion cannot be granted.

IT IS SO ORDERED.

/S/ Carol Fox Foelak

Carol Fox Foelak

Administrative Law Judge

² Respondent proposes to obtain audited financial statements to include in the Form S-1. The Division notes that the OIP alleges that the Form S-1 lacks a number of other items, as well.