



February 17, 2023

Via Electronic Email

Justin Dobbie, Acting Office Chief,
Office of Finance, Division of Corporation Finance
U.S. Securities and Exchange Commission
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CC:

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**Re: American CryptoFed DAO LLC's Fair Notice Affirmative Defense
Form S-1 File No.: 333-259603**

Mr. Dobbie,

American CryptoFed would like to resume the Fair Notice discussion as to how to complete our Form S-1 Registration Statement, pursuant to the following Filing Review Process published in the SEC's public facing website¹.

Company Response to Comments

If a company does not understand a comment or the staff's purpose in issuing it, it should seek clarification from the examiner before it responds. If the company does not understand the comment after discussing it with the examiner, it may wish to speak with the staff member who approved the comment. To make it easier for a company to identify the appropriate people to contact about a filing review, the Division includes the name of the office conducting the review as well as the names and phone numbers of the staff members involved in that review in each of its comment letters....

A company should direct a reconsideration request to the Chief of the office conducting the filing review. The company or its representatives should feel free to involve

¹ <https://www.sec.gov/divisions/corpfin/cffilingreview>



the Disclosure Program Director, the Division's Deputy Director or Director at any stage in the filing review process. (Emphasis added).

Although the result of the existing ORDER FIXING TIME AND PLACE OF PUBLIC HEARINGS AND INSTITUTING ADMINISTRATIVE PROCEEDINGS PURSUANT TO SECTION 8(d) OF THE SECURITIES ACT OF 1933 (OIP) is pending, because the OIP was issued pursuant to Section 8 (d) of the Securities Act of 1933 ("Section 8(d)") which includes the following fair notice mandate, we have to discuss with your office and complete the Form S-1 Registration Statement anyway .

...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.** (Emphasis added).

Mr. Dobbie, can you tell us who is American CryptoFed's examiner and contact information (email and phone number) specified in the SEC's Filing Review Process shown above by February 24, 2023, one week from today? We thank you in advance.

Please read Chairman Gary Gensler's sworn testimony in the US Senate which was referred to during your testimony. Specially, Chairman Gensler stated, "Thus, I've asked the SEC staff to work directly with entrepreneurs to get their tokens registered and regulated, where appropriate, as securities. Given the nature of crypto investments, I recognize that it may be appropriate to be flexible in applying existing disclosure requirements."², Chairman Gensler's testimony is especially cogent given that you stated the following during your sworn testimony:

"Well, I mean, I can't speak to this specific testimony which I obviously haven't read today, but -- but can certainly say that what we -- what we did in engaging with American CryptoFed was consistent with our filing review process." (December 1, 2022, Transcript page 111: 17-21).

² <https://www.sec.gov/news/testimony/gensler-testimony-housing-urban-affairs-091522>



Please confirm your receipt of this letter.

We are looking forward to your response by February 24, 2023, one week from today.

By the way, both the SEC's Filing Review Process and Chairman Gensler's testimony have been formally admitted as evidence during the hearing for the OIP. The SEC's Filing Review Process is included as American CryptoFed's Exhibit 3. Chairman Gensler's testimony is included as American CryptoFed's Exhibit 8.

A courtesy copy of this letter is sent to the Division of Enforcement and the Administrative Law Judge's Office, as we seek clarity to complete American CryptoFed's S-1 registration. We are not seeking to include this letter on the record.

Sincerely,

/s/ Scott Moeller

DocuSigned by:

Scott Moeller

A82E97EDD0C44FD...

Name: Scott Moeller

Title: Organizer/President

/s/ Xiaomeng Zhou

DocuSigned by:

Xiaomeng Zhou

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Name: Xiaomeng Zhou

Title: Organizer / COO