



February 26, 2023

Via Electronic Email

Justin Dobbie, Acting Office Chief,
Office of Finance, Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E., Washington, D.C. 20549
Phone (202) 551-3469, dobbiej@sec.gov

CC:

Christopher M. Bruckmann, Division of Enforcement, bruckmannc@sec.gov
Christopher Carney, Division of Enforcement, CarneyC@sec.gov
Martin Zerwitz, Division of Enforcement, ZerwitzM@sec.gov
Michael Baker, Division of Enforcement, BakerMic@sec.gov
ShieldsK@sec.gov
alj@sec.gov

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

Mr. Dobbie,

This is a follow-up letter to our earlier letter directed to your attention dated February 17, 2023 ("February 17, 2023 Letter"). As of today, more than one week has passed, and you have neither yet acknowledged receipt nor responded. In the February 17, 2023 Letter to you, we specifically requested the following:

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.

As we said in the February 17, 2023 Letter to you, American CryptoFed would like to resume the Fair Notice discussion as to how to complete our Form S-1 Registration Statement,



pursuant to the Filing Review Process published as following 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 the Disclosure Program Director, the Division's Deputy Director or Director at any stage in the filing review process. (Emphasis added).

We did receive an email from the Division of Enforcement on February 24, 2023 which is attached at the bottom of this letter underneath our signatures, for ease of reference. However, pursuant to the SEC's Filing Review Process, there are no functions assigned to the Division of Enforcement. Therefore, we choose to ignore the email from the Division of Enforcement.

In accordance with the SEC's Filing Review Process, it is **your office** that is responsible to provide American CryptoFed with the examiner and contact information (email and phone number). Therefore, today, we repeat the same request made to your attention in our February 17, 2023 Letter:

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 by March 1, 2023, three business days from today?

This is the second request in 2023, specifically directed to your attention as the Acting Office Chief of the Division of Corporation Finance. Please confirm your receipt of this letter.

As you know, we filed the Form S-1 Statement Registration on September 17, 2021, about 16 months ago. Constitutional due process and fair notice require that laws and regulators give a person of ordinary intelligence a reasonable opportunity and guidance in the process to know how to comply with the laws and regulations. In this case, the failure of due process is

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



shown through the failure of the Division of Corporation Finance to abide by the SEC's Filing Review Process which explicitly specifies an Examiner to whom American CryptoFed can seek clarification. The lack of an Examiner after 16 months since our Form S-1 filing, despite our repeated requests, clearly evidences the lack of Due Process and Fair Notice.

As we advised you through our February 17, 2023 Letter, as well as directing your attention specifically to his statements during your sworn testimony, we request again that you please read Chairman Gary Gensler's guidance as provided by his sworn testimony in the US Senate in which he 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."* Mr. Dobbie, as the Acting Office Chief of the Division of Corporation Finance, we hope you can comply with Chairman Gary Gensler's sworn testimony in the US Senate. His sworn testimony is especially cogent to these interactions, as the American CryptoFed DAO is the first legally recognized Decentralized Autonomous Organization seeking to register with the Commission. The lack of your compliance with Chairman Gary Gensler's testimony provides further evidence of chronic lack of fair notice because we, as persons of ordinary intelligence, have been given untrue information by Gary Gensler's sworn testimony in the US Senate.

We are looking forward to your response by March 1st, 2023.

A courtesy copy of this letter is also sent to the Division of Enforcement and the Administrative Law Judge's Office, as we continue to seek **a viable path** 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
6F7F189BD770455...

Name: Xiaomeng Zhou
Title: Organizer/COO



----- Forwarded message -----

From: **Bruckmann, Christopher** <bruckmannc@sec.gov>

Date: Fri, Feb 24, 2023 at 5:01 AM

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

To: Scott Moeller <scott.moeller@americancryptofed.org>

Cc: Carney, Christopher <CarneyC@sec.gov>, Baker, Michael <BakerMic@sec.gov>, Zerwitz, Martin <ZerwitzM@sec.gov>, Zhou Xiaomeng <zhouxm@americancryptofed.org>, Dobbie, Justin <DobbieJ@sec.gov>

Mr. Moeller,

Although your letter was addressed to Mr. Dobbie, as it is styled as an "Affirmative Defense," we are choosing to respond. First, as stated during the Section 8(d) hearing, the examinations of America CryptoFed's Form 10 and Form S-1 were conducted by a team of people lead by Justin Dobbie. Your request to be provided the name of the singular "examiner" elevates form over substance. Second, during the filing review process you were informed of the deficiencies in the Form 10 and Form S-1 and offered an opportunity to amend those forms. You maintained that there were no deficiencies in either form and did not make any amendments that addressed the identified deficiencies. The filing review process resulted in the pending Section 8(d) proceeding. The outcome of that proceeding will determine if (and how) the Form S-1 is deficient. We do not think it is appropriate to conduct a second filing review process simultaneously to the ongoing Section 8(d) proceeding or to engage in a parallel letter campaign on the same issues.

Regards,

Chris Bruckmann