



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

August 24, 2023

Joshua Goldstein  
General Counsel and Secretary  
Masterworks 254, LLC  
225 Liberty Street, 29th Floor  
New York, New York 10281

**Re: Masterworks 254, LLC**  
**Post-Qualification Amendment to Offering Statement on Form 1-A**  
**Filed August 17, 2023**  
**File No. 024-12268**

Dear Joshua Goldstein:

This is to advise you that we do not intend to review your amendment.

We will consider qualifying your offering statement at your request. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Taylor Beech at 202-551-4515 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services