

January 12, 2026

Sections 2(a)(1) and 5 of the Securities Act of 1933
Sections 3(a)(10) and 12(g) of the Securities Exchange Act of 1934

Via Electronic Submission

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: MegPrime Holding LLC

Dear Sir or Madam:

Megatel Homes, LLC, a Texas limited liability company with its principal place of business in Dallas, Texas (together with its affiliates and subsidiaries, "Megatel"), is one of the largest privately held homebuilders in the United States. Megatel's founders propose to form MegPrime Holding LLC (together with its affiliates, which include Megatel, and subsidiaries, "MegPrime Holding LLC"), a new holding company entity that intends to offer and sell the MegPrime digital token (as described below) without registration under the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act").

On behalf of MegPrime Holding LLC, Gibson, Dunn & Crutcher LLP and Gray, Reed & McGraw LLP respectfully request that the Division of Corporation Finance (the "Division") confirm that it will not recommend to the Securities and Exchange Commission (the "Commission") that the Commission take any enforcement action against the MegPrime Holding LLC if MegPrime Holding LLC offers and sells the MegPrime tokens in the manner and under the circumstances described below without registration under Section 5 of the Securities Act and Section 12(g) of the Exchange Act.

I. Factual Background

A. About Megatel

Founded in 2006, Megatel has grown into a vertically integrated real estate development group with over 100 communities across Texas and Oklahoma. The Megatel network of

affiliated companies includes a land development company, single and multifamily homebuilding companies, a realty company, a mortgage company, and a title company.

B. MegPrime Holding LLC: Offering a Consumer Finance Rewards Program Using Blockchain Technology

MegPrime Holding LLC is offering the MegPrime token as a tokenized reward solution intended to address the monthly household budget affordability needs of its users, which have increased in recent years.¹ The rewards program will be built around the MegPrime token, which will be marketed as a crypto asset that users can spend in their day-to-day purchases and receive digital rewards in two different forms: (1) rewards in the form of additional MegPrime tokens and (2) points that represent, on a 1-to-1 basis, the amount of dollars spent with the MegPrime tokens (the “Rewards Program”). If users do not spend the MegPrime token with a merchant in a commercial transaction, they will not receive any rewards. MegPrime Holding LLC will sponsor the MegPrime token and manage the Rewards Program, with Megatel, including marketing the program and funding the associated rewards.

In addition, MegPrime Holding LLC’s Rewards Program will build on Megatel’s success with Megatel’s rent-back program² to create home affordability programs based on the use of MegPrime tokens to pay for rent and for home purchase expenses; Megatel’s network of affiliated companies and MegPrime Holding LLC’s creation of the MegPrime tokens will enable MegPrime Holding LLC to provide enhanced reward opportunities to consumers across the entire United States. This unique combination allows Megatel, or any other preferred real estate group, working with MegPrime Holding LLC and blockchain technology, to design more efficient, powerful and scalable home affordability programs that not only appeal to first-time buyers and younger buyers, but also to anyone familiar with existing rewards programs. In this way, the Rewards Program, together with Megatel’s home affordability programs, will address most aspects of a household’s monthly budget expenditures.

The Rewards Program is comprised of three general categories of rewards: (1) percentage-back rewards, (2) gift card discount rewards, and (3) points-based rewards (i.e.,

¹ The most current available consumer expense data from the Bureau of Labor Statistics, as of the date of this request, is from 2024: “Average annual expenditures for all consumer units in 2024 were \$78,535,” with housing expenses constituting the largest increase among major components of expenditures at 3.3% and share of total expenditures at 33.4%. Bureau of Labor Statistics, U.S. Department of Labor, “Consumer Expenditures – 2024,” NEWS RELEASE (Dec. 19, 2025), available at: <https://www.bls.gov/news.release/pdf/cesan.pdf>.

² In 2019, in response to the housing affordability crisis in the United States, Megatel launched the “Megatel Rent-Back” incentive program to offer renters up to 12 months of their rent back (up to \$25,000) to use towards the purchase of a new home. See Steve Brown, “Homebuilder Megatel woos apartment tenants with 12-month rent rebate offer toward a house,” THE DALLAS MORNING NEWS (Mar. 13, 2019), available at: <https://www.dallasnews.com/business/real-estate/2019/03/13/homebuilder-megatel-woos-apartment-tenants-with-12-month-rent-rebate-offer-toward-a-house/>.

points earned from consumer transactions that can be redeemed for rewards, such as the home purchase rewards discussed below):

- Percentage-Back Rewards: When users spend MegPrime tokens, which they can do by linking their MegPrime account to a payment card, they will receive a percentage of their spend back (“percentage-back rewards”) in the form of additional MegPrime tokens. For example, if a user spends \$100 worth of MegPrime tokens to buy groceries, and if MegPrime Holding LLC sets the percentage-back reward at 10% for groceries, then the user will receive \$10 worth of MegPrime tokens as a reward. The percentage-back reward may vary based on the category of spending (e.g., 10% for groceries and 5% for gas). Rewards will appear in a user’s account periodically – e.g., every 30 days – similar to the cadence of credit card rewards programs.

In the Rewards Program, every conversion of a dollar-based reward into MegPrime tokens will be calculated using the average of the daily average market prices over a rolling multi-day period as of the point in time of the delivery of the tokens (the “Valuation Methodology”). As an example only: MegPrime Holding LLC is currently contemplating the following Valuation Methodology: (1) four times a day, at random, record the then-market price of MegPrime; (2) the average of those four prices will be that day’s average market price; and (3) calculate the average of the rolling prior 30 trading days’ of daily average market prices to arrive at the valuation price that will be used to convert a dollar-based reward into MegPrime tokens.

- Gift Card Discount Rewards: Users can use MegPrime tokens to purchase a gift card in an amount that is less than the face value of the card, based on a percentage-based discount set by MegPrime Holding LLC. For example, if MegPrime Holding LLC sets the percentage-based discount rewards for gift cards at 10%, the user can pay \$90 in MegPrime tokens for a gift card that has a face value of \$100 USD. In so doing, the user gets the benefit of the percentage-based reward at the outset of the transaction.
- Points-Based Rewards: Users will also accumulate points reflecting the amount that they spend using MegPrime tokens on a 1-to-1 basis – similar to how users of credit cards with rewards programs also accumulate points that reflect the amounts that they spend with the credit card – which can be redeemed for specific rewards, such as the home affordability programs discussed below.
 - *Home Ownership Assistance Program*: The Home Ownership Assistance Program will empower U.S. households to transform their regular monthly spending into savings on the cost of purchasing a home. It offers users a dollar amount reward (paid in MegPrime tokens) that can be used toward the purchase of a home when users: (1) spend up to a threshold amount in MegPrime tokens on the payment card during the preceding multi-month period, (2) hold a minimum amount of MegPrime tokens in their wallets for a specified multi-month period, and (3) use a Megatel-affiliated real estate broker to purchase a home. The home can be purchased anywhere in the United States. Once this reward has been earned, users can spend or sell the MegPrime tokens they have been holding in their wallets to qualify for the reward.

- *Rent-Back Rewards Program:* The Rent-Back Rewards Program enables U.S. households to convert their rent payments into savings on the upfront cost of purchasing a home. It offers users a dollar amount reward (paid in MegPrime tokens) that can be used toward the purchase of a home when users: (1) pay their rent in MegPrime tokens for a multi-month period at either (a) any Megatel multifamily community or (b) any rental property that accepts payment cards; (2) hold a minimum amount of MegPrime tokens in their wallets for a specified multi-month period; (3) use a Megatel-affiliated real estate broker; and (4) purchase a new construction home from a Megatel-qualified builder.³ Once this reward has been earned, users can spend or sell the MegPrime tokens they have been holding in their wallets to qualify for the reward.

C. MegPrime Token: Key Characteristics and Functionality

1. MegPrime Token Key Characteristics

a. Well-Established Blockchain Technology

The MegPrime token will reside on a well-established blockchain network. The MegPrime Rewards Program will rely on reputable service providers to enable the functionality (specifically, the conversion from USD to USD Coin (“USDC”) to MegPrime token to USDC to USD) that will allow holders to seamlessly use the MegPrime tokens in their day-to-day transactions with vendors.

b. Extremely Limited Rights

The MegPrime tokens will be marketed solely as a means of making payments and earning rewards – and not as investments. MegPrime token users have no rights associated with security ownership, such as voting rights or the right to receive profit distributions. In particular, the token: (1) does not entitle a holder to the right to receive any interest, profit, or other returns; (2) does not reflect any investment or other ownership interest in MegPrime Holding LLC or any other third party; and (3) does not afford a holder any governance rights with respect to MegPrime Holding LLC or the MegPrime token. The only right or interest associated with a MegPrime token is the right or interest to receive the consumption rewards offered in the Rewards Program – that is, the percentage-back rewards, gift card discount rewards, and the spend-associated points and rewards, such as the Home Ownership Assistance Program. The amount of the actual consumption rewards received is limited by how much a user spends.

c. Public/Private Offering and Secondary Trading

³ A Megatel-qualified builder will be a homebuilder associated with the Megatel network. Megatel-affiliated real estate brokers will have a list of Megatel-qualified builders for users to consider. MegPrime Holding LLC reserves the right to modify the list of Megatel-qualified builders at any time, including by adding builders outside of the Megatel network.

MegPrime Holding LLC will launch the MegPrime tokens through a public or private sale on the MegPrime Holding LLC website and App and/or on crypto asset trading platforms (“Trading Platforms”). These tokens may also be issued/sold on demand on the MegPrime Holding LLC website and App, and/or on Trading Platforms, depending on market dynamics. MegPrime tokens will be usable immediately after the initial public or private sale for purchases and for earning rewards under the Rewards Program.

The MegPrime token will also be available to trade on secondary markets through Trading Platforms. As a result, users can either purchase MegPrime tokens on the secondary market or directly from MegPrime Holding LLC. MegPrime Holding LLC will offer the tokens at the then-prevailing market price. As demand grows, more rewards will be issued but fewer tokens may be needed to meet individual reward values in the event the tokens increase in value.

Only to the extent needed to fulfill its obligations under the Rewards Program or to vendors, or to operate the retail Rewards Program effectively, the MegPrime Holding LLC may, from time to time, repurchase MegPrime tokens in the secondary market. MegPrime Holding LLC will not conduct any repurchases with the intent to manipulate or to affect the market price of MegPrime tokens, nor will it imply or represent an intent to do so or publicly disclose any plan or objective to repurchase MegPrime tokens.

d. Reserve of Tokens to Fund Rewards

The overall supply of MegPrime tokens will be capped at 120 billion. Initially, MegPrime Holding LLC will issue 20 billion MegPrime tokens. Thereafter, to maintain a reserve of tokens to fund rewards, the number of tokens minted and available for release to the public (at MegPrime Holding LLC’s discretion) will increase only if certain daily spending thresholds are met based on a set protocol in the MegPrime token’s blockchain technology. This protocol will be coded into the smart contract that governs MegPrime tokens. This feature will promote and support the long-term stability of the rewards program by ensuring that there will always be enough tokens in reserve to fund user rewards and that the minting and release of new tokens, if any, will be based on a steady and predictable schedule that is based on the growth of the rewards program. Information about the size of the reserve will be updated and made available on the MegPrime App and website.

Under the protocol, new tokens will be minted, starting as of the first date on which the daily volume of spending on purchases from verified sources eligible for rewards and discounts, such as the MegPrime payment card, reaches at least \$10.1 million. MegPrime Holding LLC will be able to calculate this amount every day, and this information will be available on-chain and on the MegPrime website and App. When this initial “mint” threshold is met, it triggers an undertaking to mint up to 10 million new MegPrime tokens according to the following protocol: each day thereafter in which the daily volume of spending reaches at least \$10.1 million, 5,000 tokens will be minted and deposited in MegPrime Holding LLC’s treasury until the total tokens minted under the \$10.1 million-associated protocol reaches 10 million. For example, if the daily volume of spending reaches at least \$10.1 million for each day thereafter, it would take 2,000 days, or approximately 5.5 years, to complete the minting of the 10 million tokens associated with the \$10.1 million threshold.

Subsequent mint thresholds will be set at increasing \$100,000 increments. The first date on which the daily spending volume reaches \$10.2 million will trigger a new undertaking to mint up to 10 million new MegPrime tokens associated with that daily purchasing volume threshold. The table below, based on the following assumptions, will help to illustrate how the successive, cumulative mint thresholds and protocols work. Assume that MegPrime Holding LLC issues its first tokens on January 1, 2026, and the daily purchase volume rises in a steady linear progression throughout 2026, but there is a sharp drop-off on January 1, 2027, from \$10.95 million to below \$10.3 million per day, and daily purchase volume remains between \$10.2 million and \$10.3 million through March 1, 2027. As of March 1, 2027, here are the number of tokens that would have been minted to date:

Daily volume threshold	Date threshold was first met	Total number of tokens tied to threshold	Daily issuance of tokens tied to threshold	Number of days over threshold	Number of tokens issued
\$10.1M	1/5/26	10M	5,000	421	2,105,000
\$10.2M	3/22/26	10M	5,000	345	1,725,000
\$10.3M	4/6/26	10M	5,000	269	1,345,000
\$10.4M	5/18/26	10M	5,000	227	1,135,000
\$10.5M	7/17/26	10M	5,000	167	835,000
\$10.6M	8/21/26	10M	5,000	132	660,000
\$10.7M	9/3/26	10M	5,000	119	595,000
\$10.8M	10/5/26	10M	5,000	87	435,000
\$10.9M	11/1/26	10M	5,000	60	300,000

If, on March 2, 2027, the daily purchase volume increases to \$10.95 million, then 45,000 tokens would be minted on that date, from all nine tranches of purchase volume thresholds.

This progressive step-up in thresholds will continue for as long as daily spending volume continues to meet the increased thresholds of \$100,000 in increased daily spending volume, until the total supply of MegPrime tokens reaches 120 billion.

e. Market Maker for Liquidity

MegPrime Holding LLC anticipates that there will be a market maker (which may be a human being or an automated service) on every Trading Platform listing MegPrime tokens. If automated, the market maker will operate in the manner intended by the Trading Platform to promote liquidity in the crypto assets listed on such platform. The market maker would provide predictability to merchants and users alike that MegPrime can be immediately converted to USD if they do not want to hold it. Likewise, it allows users to acquire MegPrime immediately before a transaction, such as adding funds to a card immediately before making a purchase. In both instances, users and merchants are free to use MegPrime in a purely transactional manner and have no incentive or need to hold it, other than to participate in rewards offered by the Rewards Program that require the holding of a minimum amount of MegPrime tokens over a specified

multi-month period, such as the Home Ownership Assistance Program and the Rent-Back Rewards Program.

2. MegPrime App (Wallet)

MegPrime tokens will be stored on the MegPrime App, which is a digital wallet that can be funded with any mainstream digital token or fiat currency. Like other digital wallets, when users purchase MegPrime or receive token rewards, those MegPrime tokens will show up in a token balance that they can view on the MegPrime App. Likewise, when users spend tokens, the MegPrime App will show the remaining token balance after the transaction. Users will have two different options for paying with MegPrime tokens: (1) directly through the MegPrime App to recipients such as “qualified merchants”⁴ and other third parties⁵ or (2) through a payment card provided by a third-party service provider (discussed below), which can be used on such payment card’s network.

MegPrime Holding LLC plans to partner with reputable third-party service providers to design and operate the MegPrime App, including a (1) digital asset wallet solution, (2) USD off-and-on-ramp service provider, and (3) payment card service provider. Regulatory compliance for “Know Your Customer” and “Anti-Money Laundering” rules will be provided through these third-party service providers, which will be appropriately licensed or registered, as required by applicable laws. Additional user protections will be provided through clear terms of use and disclosures, as regulated by the Federal Trade Commission and the states.

3. Payment Card

MegPrime Holding LLC expects the payment card to be the dominant “use” case for MegPrime tokens. To acquire and spend MegPrime tokens with a payment card, users will need only take three simple and intuitive steps: (1) download the MegPrime App, (2) apply for a payment card and link it to the MegPrime App, and (3) fund the MegPrime App wallet with MegPrime tokens using an external account, such as purchasing MegPrime with USD from a bank account. Once the last step is completed, the payment card will be ready to use at any merchant who is on such payment card’s network.

⁴ A “qualified merchant” will be a merchant that has a contract with MegPrime Holding LLC to accept payment in the form of MegPrime tokens directly from the MegPrime App. The qualified merchant contract may, among other things, grant the merchant rewards in MegPrime tokens for each transaction in which it accepts MegPrime tokens directly from the MegPrime App. The purpose of these rewards will be to incentivize the qualified merchant to accept MegPrime tokens as payment in lieu of USD; in addition, lower transaction fees associated with receiving MegPrime tokens from the MegPrime App, as compared to typical credit card fees, will also incentivize the qualified merchant to accept MegPrime tokens as payment. The merchant could then convert the MegPrime tokens into USDC/USD through a third-party service provider.

⁵ Third parties that are not “qualified merchants” will not receive any MegPrime tokens as rewards.

When a user swipes their payment card at a merchant, the service provider will instantaneously confirm that the wallet balance is sufficient for the transaction, debit the MegPrime wallet, convert MegPrime to USD (through USDC) via secondary market trading, and deliver the USD to the merchant. The user will then receive a percentage-back reward periodically in the form of MegPrime tokens (e.g., every 30 days), the amount of which will be calculated based on the Valuation Methodology and be credited with points corresponding to the total dollar amount spent.

II. Legal Analysis

For the reasons set forth below, we are of the opinion that MegPrime Holding LLC's proposed offer and sale of MegPrime tokens, if offered and sold in the manner and under the circumstances described above, will not involve the offer and sale of a "security" within the meaning of Section 2(a)(1) of the Securities Act or Section 3(a)(10) of the Exchange Act and, therefore, that registration under the Securities Act and Exchange Act is not required. The MegPrime tokens represent a right or interest to receive consumption rewards offered by MegPrime Holding LLC based on the dollar amount of tokens a user spends, similar to how credit card rewards and points are created and used, based on a consumer's level of spending.

A. Legal Framework: The *Howey* Test

Section 2(a)(1) of the Securities Act and Section 3(a)(10) of the Exchange Act each defines the term "security" and lists a variety of instruments that are securities. Because blockchain-based tokens like MegPrime are not specifically included in the definition of "security," we analyze MegPrime tokens under the *Howey*⁶ "investment contract" test to determine whether they should be considered a "security" under the Securities Act and the Exchange Act.

The *Howey* test requires an assessment of whether there is (1) an investment of money; (2) in a common enterprise; (3) with a reasonable expectation of profits; (4) derived from the efforts of others. If any element or prong of this test is not met, then the instrument is not an investment contract. The "emphasis should be on economic reality," and "when a purchaser is motivated by a desire to use or consume the item purchased" rather than "by financial returns," the "securities laws do not apply."⁷

B. MegPrime Tokens Will Not Be Offered or Sold as Investment Contracts Because There Is No Reasonable Expectation of Profits

We focus our analysis on the "reasonable expectation of profits" prong of the *Howey* test and conclude that MegPrime tokens are not investment contracts because there is no reasonable expectation of profits.

⁶ *SEC v. W.J. Howey Co.*, 328 U.S. 293 (1946).

⁷ *United Hous. Found., Inc. v. Forman*, 421 U.S. 837, 848, 852–53 (1975) (internal quotation marks and citation omitted).

MegPrime Holding LLC has designed the MegPrime token so that holders should have no reasonable expectation of profits from the efforts of others. The U.S. Supreme Court has interpreted “profits” to mean “either capital appreciation resulting from the development of the initial investment . . . or a participation in earnings resulting from the use of investors’ funds.”⁸ Users of MegPrime tokens would not reasonably expect to receive profits because *holding* the tokens does not provide any right to dividends or any other distributions or payments of income or profits.

The MegPrime token: (1) does not entitle a holder to the right to receive any interest, profit, or other returns; (2) does not reflect any investment or other ownership interest in MegPrime Holding LLC or any other third party; and (3) does not afford a holder any governance rights with respect to MegPrime Holding LLC or the MegPrime token. The only right or interest associated with a MegPrime token is to receive the consumption rewards offered by MegPrime Holding LLC by *spending* the token, in the form of percentage-back rewards and points-based rewards or the ability to purchase gift card discount rewards and, in the case of those rewards offered by the Rewards Program that require the holding of a minimum amount of MegPrime tokens for a specified multi-month period, by also holding a minimum amount of MegPrime tokens for a limited time. Even though offering rewards that include a holding requirement may result in a holder going into the secondary market to purchase MegPrime tokens, the purpose of that secondary market transaction would be to receive a consumption-related benefit offered by the Rewards Program, and not to realize a return on investment. As noted above, once the reward is earned, the holders can spend or sell the MegPrime tokens they have been holding in their wallets.

MegPrime Holding LLC will market the MegPrime token as a crypto asset solution for households’ monthly budget needs and as a way to meet affordability goals, including home ownership. It will not market the MegPrime token as an investment. Users will, therefore, be motivated to spend their MegPrime tokens shortly after purchasing them. Indeed, as previously mentioned, users will be able to immediately acquire MegPrime tokens before a purchase and convert the remaining balance to USD after a purchase. The only incentive for users to hold a balance of MegPrime tokens after a transaction will be the convenience of spending them in an upcoming transaction or to participate in those rewards offered by the Rewards Program that require the holding of a minimum amount of MegPrime tokens for a specified multi-month period. Even though offering rewards that include a holding requirement may result in a holder going into the secondary market to purchase MegPrime tokens, the purpose of that secondary market transaction would be to receive a consumption-related benefit offered by the Rewards Program, and not to realize a return on investment. As noted above, once the reward is earned, the holders can spend or sell the MegPrime tokens they have been holding in their wallets. In addition, the MegPrime tokens that may be granted as rewards to qualified merchants are intended only to incentivize these merchants to accept MegPrime tokens as payment for goods and services, similar to the lower transaction fees that are also being offered to these merchants. These facts materially and crucially distinguish MegPrime tokens from cases where

⁸ *Id.* at 852.

purchasers are incentivized to acquire and hold an asset due to the prospect of “a return on their investment.”⁹

MegPrime tokens will be functionable – i.e., spendable – immediately upon launch. Given the terms of the Rewards Program, we anticipate that users receiving the percentage-back rewards in MegPrime tokens will want to convert these tokens into cash. Correspondingly, users will want to use cash to buy MegPrime tokens in order to spend them and receive rewards. We anticipate that this redemption/consumption dynamic will promote liquidity and disincentivize the hoarding of tokens.¹⁰

The trading of MegPrime tokens in a secondary market, which will be facilitated by market makers, does not transform the tokens into securities. The purpose of the secondary market is to provide the necessary liquidity for users to acquire MegPrime tokens in order to earn rewards through consumer transactions and, in some instances, holding requirements, and then convert their MegPrime tokens back to USD on demand, “not as a means of returning profits.”¹¹ The “possibility of some” incidental value gains based on demand in the secondary market “is not an ‘expectation of profit’ in the sense found necessary in *Howey*.”¹² Moreover, as the Division noted earlier this year, speculation and market demand are not sufficient to transform a digital asset into a security because “value . . . derived from speculative trading and the collective sentiment of the market” is not an “expectation of profits . . . derived from the efforts of others.”¹³

In any event, we do not anticipate that those purchasing in the secondary market will be doing so to speculate on a perceived future price increase resulting from MegPrime Holding LLC’s successful implementation or management of the Rewards Program. Rather, we anticipate that they would be doing so to earn more consumption rewards by spending MegPrime tokens in consumer transactions. Any appreciation in value in the secondary market will be due to increased demand for consumption rewards from spending the MegPrime tokens, not the managerial efforts of MegPrime Holding LLC. Indeed, to the extent that the MegPrime Rewards Program is profitable for MegPrime Holding LLC, a holder of the MegPrime token has no legal or economic interest in the Rewards Program or in MegPrime Holding LLC. The only right or interest the holder of MegPrime tokens has is in receiving the consumption rewards that accrue to the holder as a result of spending the MegPrime tokens in a consumer transaction and, in the case of those rewards offered by the Rewards Program that require the holding of a

⁹ See, e.g., *Howey*, 328 U.S. at 300 (purchasers of undeveloped farmland had “no desire to occupy the land, or to develop it themselves; they are attracted solely by the prospects of a return on their investment”).

¹⁰ This dynamic is similar to the use cases outlined in the no-action request, *Fuse Crypto Limited* (Nov. 24, 2025).

¹¹ *Forman*, 421 U.S. at 857.

¹² *Id.*

¹³ SEC Division of Corporation Finance, Staff Statement on Meme Coins (Feb. 27, 2025), available at: <https://www.sec.gov/newsroom/speeches-statements/staff-statement-meme-coins>.

minimum amount of MegPrime tokens for a specified multi-month period, also holding a minimum amount of MegPrime tokens for a limited time.

III. Conclusion

In view of the foregoing, we respectfully request confirmation that the Division will not recommend any enforcement action to the Commission against MegPrime Holding LLC if it offers and sells MegPrime tokens in the manner and under the circumstances described herein without registration under Section 5 of the Securities Act and Section 12(g) of the Exchange Act.

Thank you for your attention to this request.

Sincerely,



Thomas J. Kim
Gibson, Dunn & Crutcher LLP



Chris Davis
Gray, Reed & McGraw LLP