

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20650**

<p><b>In the Matter of</b></p> <p><b>American CryptoFed DAO LLC,</b></p> <p><b>Respondent.</b></p>
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**DIVISION OF ENFORCEMENT’S OMNIBUS OPPOSITION TO  
RESPONDENT’S MOTION TO CONFIRM THE OPERATION OF  
FORM 10, SECTION 12(g), 12 (b) AND 12 (h) OF [THE] SECURITIES  
EXCHANGE ACT OF 1934 AND MOTION TO CONFIRM THE  
OPERATION OF FORM 10, RULE12b-20 AND SECTION 12(c) OF  
[THE] SECURITIES EXCHANGE ACT OF 1934.**

The Division of Enforcement (“Division”) of the U.S. Securities and Exchange Commission (“Commission”) respectfully submits this omnibus opposition to American CryptoFed DAO LLC’s (“Respondent” or “American CryptoFed”) December 18, 2021 Motion to Confirm the Operation of Form 10, Section 12(g), 12(b) and 12(h) of [the] Securities Exchange Act of 1934 and Motion to Confirm the Operation of Form 10, Rule12b-20 and Section 12(c) of [the] Securities Exchange Act of 1934 (the “Motions”).

The Motions are vague and unripe. As best the Division can ascertain, they seek to have the Commission issue an advisory opinion—in this proceeding—that if American CryptoFed submitted an application under either Securities Exchange Act of 1934 Section 12(c) or Section 12(h) separate from this proceeding, the

Commission would grant the application. Nowhere in the Motions does American CryptoFed assert that it has submitted such applications, and to the best of the Division's knowledge, American CryptoFed has not done so. Therefore, the Division cannot take any position on the merits of such applications. Additionally, if American CryptoFed does submit such applications, this proceeding would not be the appropriate venue to determine their merits.

To the extent that American CryptoFed seeks to raise the existence of Section 12(c) or 12(h) as defenses in this proceeding, the Division disagrees that they are defenses, and will address the substance of those arguments either during briefing on a motion for Summary Disposition or at a hearing. The Motions warrant no further discussion.

Dated: December 21, 2021

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that I caused true copies of the Division of Enforcement's Omnibus Opposition to Respondent's Motion to Confirm the Operation of Form 10, Section 12(g), 12(b) and 12(h) of [the] Securities Exchange Act of 1934 and Motion to Confirm the Operation of Form 10, Rule12b-20 and Section 12(c) of [the] Securities Exchange Act of 1934 to be served on the following on December 21, 2021, in the manner indicated below:

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