

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

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

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| <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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**NOTICE OF MOOTNESS, MOTION TO DISMISS, AND INCORPORATED  
MEMORANDUM OF LAW**

On September 16, 2021, Respondent American CryptoFed DAO LLC (“American CryptoFed”) filed a Form 10 with the Commission seeking to register two tokens as securities while simultaneously denying that they were securities. The Commission commenced this proceeding on November 10, 2021 by issuing an Order Instituting Proceedings (“OIP”) that sought to determine “Whether . . . to deny, or suspend the effective date of the registration of each class of securities that may become registered pursuant to Section 12 of the Exchange Act of the Respondent identified in Section II hereof . . .” On July 6, 2022, American CryptoFed filed a Form RW seeking to withdraw the Form 10 it had previously filed. *See* Exhibit 1. On July 15, 2022, the Division of Corporation Finance informed American CryptoFed that the Division of Corporation Finance staff did not object to the withdrawal. *See* Exhibit 2. The Commission has taken no action to deny or prevent the withdrawal, and more than 15 calendar days have passed since the Form RW was filed. Accordingly, pursuant to 17 C.F.R. § 230.477, American CryptoFed’s September 16, 2021 Form 10 is now withdrawn.

As the only relief sought in the OIP was to deny or suspend the effectiveness of that Form 10, this proceeding is now moot. Accordingly, the Division moves that the Commission dismiss the

proceeding at this time.<sup>1</sup> This is analogous to instances where the Commission has dismissed administrative proceedings under Section 12(j) where a Form 15 has been allowed to go into effect. *See, e.g., Green Parts Int'l, Inc.*, Exchange Act Release No. 91616, 2021 WL 1566361 at \*1 (dismissing Section 12(j) proceeding against respondent that had filed Form 15 after OIP was instituted, form became effective, and respondent no longer had a class of securities registered under Section 12); *Ameritek Ventures, Inc.*, Exchange Act Release No. 93076, 2021 WL 4291677 at \*1 (same); *Colorado Goldfields, Inc.*, Exchange Act Release No. 87236, 2019 WL 4916616, at \*1 (Oct. 4, 2019) (same); *Expleo Sols., Inc.*, Exchange Act Release No. 78638, 2016 WL 4426914, at \*1 (Aug. 22, 2016) (same).

Dated: August 9, 2022

Respectfully submitted,

/s/ Christopher Bruckmann

Christopher Bruckmann (202) 551-5986

Martin Zerwitz (202) 551-4566

Michael Baker (202) 551-4471

Christopher J. Carney (202) 551-2379

Securities and Exchange Commission

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COUNSEL FOR

DIVISION OF ENFORCEMENT

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<sup>1</sup> The Division acknowledges the prior order requiring parties to file a motion seeking permission to file any motion, but because the withdrawal of the Form 10 moots this entire proceeding, the Division believes in good faith that it should promptly bring this matter before the Commission for resolution. The Division attempted to meet and confer with Respondent regarding this motion, but Respondent responded to those efforts with non-sequitur demands of the Division.

CERTIFICATE OF SERVICE

I hereby certify that I caused true copies of the Division of Enforcement's Notice of Mootness and Motion to Dismiss to be served on the following on August 9, 2022, in the manner indicated below:

By Email:

Scott Moeller  
scott.moeller@americancryptofed.org President  
American CryptoFed DAO LLC

Zhou Xiaomeng  
zhouxm@americancryptofed.org  
Chief Operating Officer  
American CryptoFed DAO LLC

/s/ Christopher Bruckmann  
Christopher Bruckmann

<DOCUMENT>

<TYPE>RW

<SEQUENCE>1

FILENAME ACF Form 10 Withdrawal.txt

<DESCRIPTION>FORM RW AMERICAN CRYPTO FED FORM 10 WITHDRAWAL TXT

<TEXT>

July 5, 2022

Via EDGAR Electronic Submission and 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](mailto:dobbiej@sec.gov)

CC:

Christopher M. Bruckmann, Division of Enforcement, [bruckmannc@sec.gov](mailto:bruckmannc@sec.gov)  
Christopher Carney, Division of Enforcement, [CarneyC@sec.gov](mailto:CarneyC@sec.gov)  
Martin Zerwitz, Division of Enforcement, [ZerwitzM@sec.gov](mailto:ZerwitzM@sec.gov)  
Michael Baker, Division of Enforcement, [BakerMic@sec.gov](mailto:BakerMic@sec.gov)

Re: American CryptoFed DAO LLC

Request for Withdrawal of Registration Statement on Form 10 - 12(g)

File No.: 000 56339

Dear Mr. Dobbie,

On September 16, 2021, American CryptoFed DAO LLC ("CryptoFed") filed Registration Statement No. 000-56339 on Form 10 - 12(g) together with the exhibits thereto, (the "Registration Statement Form 10") with the Securities and Exchange Commission (the "Commission") to register its Locke token and Ducat token.

Pursuant to Rule 477 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), CryptoFed hereby requests that the Commission consent to the withdrawal of the Registration Statement Form 10 effective as of the date hereof. CryptoFed is seeking withdrawal of the Registration Statement Form 10 because CryptoFed's Locke token and Ducat token are not securities. The Registration Statement Form 10 has been halted by the Commission's ORDER INSTITUTING ADMINISTRATIVE PROCEEDINGS and has not yet become effective under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). No Locke tokens or Ducat tokens have been issued or sold pursuant to the Registration Statement Form 10.

Accordingly, withdrawal of the Registration Statement 10 is consistent with the public interest and the protection of investors, as contemplated by paragraph (a) of Rule 477.

CryptoFed acknowledges that no fees have been paid to the Commission in connection with the filing of the Registration Statement Form 10.

If you have any questions or comments regarding this correspondence, please do not hesitate to let me know.

Thank you for your assistance in this matter.

Sincerely,

/s/ Scott Moeller  
Scott Moeller

President, American CryptoFed DAO

1607 Capitol Ave., Suite 327, Cheyenne, WY 82001  
Phone: (307) 206 - 4210

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</DOCUMENT>

## **Bruckmann, Christopher**

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**From:** Dobbie, Justin  
**Sent:** Friday, July 15, 2022 10:10 AM  
**To:** scott.moeller@americancryptofed.org  
**Cc:** Bruckmann, Christopher  
**Subject:** smail American CryptoFed Form 10 Withdrawal Request

Mr. Moeller,

We have received your request to withdraw the registration statement on Form 10 filed by American CryptoFed on September 16, 2021. The staff does not object to the withdrawal.

However, the withdrawal of the registration statement does not mean that the staff agrees with your assertion in the withdrawal request that the Locke token and Ducat token are not securities.

Sincerely,

Justin Dobbie