

**UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
November 9, 2021**

In the Matter of

American CryptoFed DAO LLC,

Respondent.

**ORDER DIRECTING EXAMINATION
AND DESIGNATING OFFICERS
PURSUANT TO SECTION 8(e) OF THE
SECURITIES ACT OF 1933**

I.

The Commission’s public official files disclose that:

A. American CryptoFed DAO LLC (CIK No. 1881928) (“American CryptoFed”) is a Wyoming “Decentralized Autonomous Organization” (“DAO”) that was established on July 1, 2021. It is the successor entity to American CryptoFed, Inc., which was incorporated in Wyoming on February 11, 2021. On September 16, 2021, American CryptoFed filed a Form 10 registration statement with the Commission, seeking to register two classes of digital assets, the Ducat token and the Locke token, as equity securities under Section 12(g) of the Securities Exchange Act of 1934 (“Exchange Act”). On September 17, 2021, a day after filing the Form 10, American CryptoFed filed a Form S-1 registration statement (the “Form S-1”) seeking to register transactions involving the Ducat and Locke tokens under the Securities Act of 1933 (“Securities Act”). The Form S-1 is not yet effective.

II.

The Commission has information that tends to show that the Form S-1 may be deficient in that it may contain untrue statements of material fact or omit to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, concerning, among other things, the Form S-1’s classification of the Ducat token and the Locke token as securities.

III.

The Commission, deeming such acts and practices, if true, to warrant proceedings pursuant to Section 8(d) of the Securities Act finds it necessary and appropriate and hereby:

ORDERS, pursuant to the provisions of Section 8(e) of the Securities Act that an examination be made to determine whether a stop order should be issued under Section 8(d) of the Securities Act with respect to the Form S-1 and any supplements and amendments thereto; and

FURTHER ORDERS, pursuant to the provisions of Section 8(e) of the Securities Act that for purposes of such investigation, Kristina Littman, Deborah Tarasevich, Martin Zerwitz, Michael Baker, Christopher Bruckmann, John Lucas, Jonathan Austin, Pei Chung, and Elizabeth Doisy, and each of them, are hereby designated as officers of the Commission and are empowered to have access to and may demand the production of any books and papers of, and may administer oaths and affirmations to, and examine, American CryptoFed, or any other person, in respect of any matter relevant to the examination, and may, in their discretion, require the production of a balance sheet exhibiting the assets and liabilities of American CryptoFed or its income statement, or both, to be certified by a public or certified accountant approved by the Commission.

By the Commission.

Vanessa A. Countryman
Secretary


By: Jill M. Peterson
Assistant Secretary