



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Chicago Regional Office  
175 West Jackson, Suite 1450  
Chicago, IL 60604

**DIVISION OF ENFORCEMENT**

June 18, 2024

VIA E-MAIL (KSchwartz@wlrk.com)

Kevin S. Schwartz, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52<sup>nd</sup> Street  
New York, NY 10019

Re: In the Matter of Ethereum 2.0 (C-08950)

Dear Mr. Schwartz,

We are in receipt of your letter dated June 7, 2024 (“June 4 Letter”). We write to provide notice that we have concluded the investigation in the above-referenced matter. While we do not with this notice, or otherwise, agree with the factual statements or legal conclusions set forth in the June 4 Letter, based on the information we have as of this date, we do not intend to recommend an enforcement action by the Commission against your client, Consensus Software Inc. with respect to this investigation. We are providing this notice under the guidelines set out in the final paragraph of Securities Act Release No. 5310, which states in part that the notice “must in no way be construed as indicating that the party has been exonerated or that no action may ultimately result from the staff’s investigation.” (The full text of Release No. 5310 can be found at: <http://www.sec.gov/divisions/enforce/wells-release.pdf>.)

Sincerely,

*Kristin M. Pauley*

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