



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

December 22, 2021

Troy Datcher
Chief Executive Officer
TPCO Holding Corp.
1550 Leigh Avenue
San Jose, California 95125

**Re: TPCO Holding Corp.
Amendment No. 4 to Registration Statement on Form 10-12G
Exhibit Nos. 10.14 & 10.15
Filed December 9, 2021
File No. 000-56348**

Dear Mr. Datcher:

We have concluded our assessment of your redacted exhibits for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance