

Issuance of Digital Securities (STOs/DSOs) for US & Non-US Projects

The future of finance is digital. Imagine the efficiency, coordination and security of blockchain-enabled capital markets.

We did.



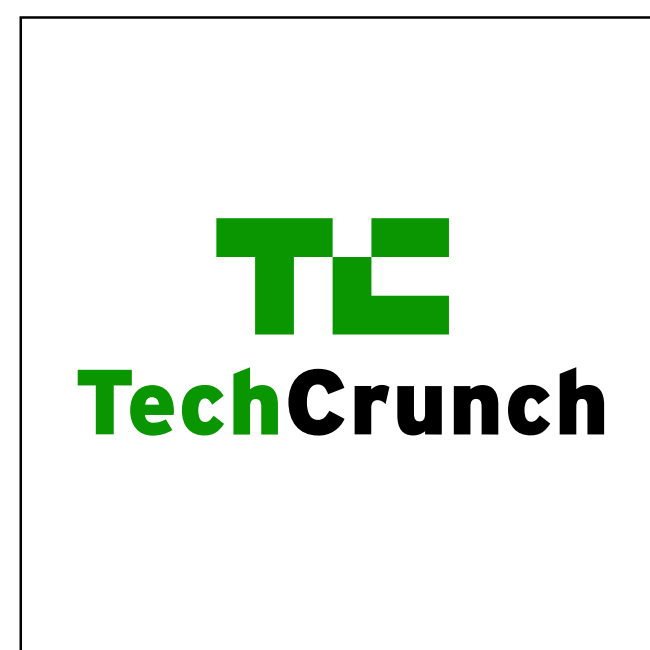
Dilendorf Law Firm is an innovation-oriented New York law firm, offering effective legal solutions in the blockchain and private capital space.

We help our clients structure + launch digital securities (STOs/DSOs) and dual token sales, and provide expert advice regarding the process of tokenizing different asset classes (real estate, funds, luxury assets).

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LAW FIRM

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1



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Why Choose Dilendorf Law Firm?

Expertise

We are one of the very first and few legal teams to focus on STOs/DSOs and develop know-how + expertise in representing issuers of lockchain-enabled securities.

Holistic Approach

We will help seamlessly navigate your project through the STO launch, bypassing minefields and saving your team's energy and resources for doing what you do best — building and growing your business.

Worldwide Reach

We will help you develop strategic alliances. We have access to unparalleled network of industry experts worldwide and can help steer your project in the right direction — we already knocked on thousand doors, we know which ones open.

Our Network Across Industries

Thousands of hours of research, analysis and face-to-face meetings with top industry contacts and regulators enabled us to develop a cutting-edge legal framework for issuing, launching and trading digital securities in the US and globally.

Regulators

AML/KYC Providers

Security Token Trading Platforms

Marketing Firms

Token Issuance Platforms

Developers

US & EU Crypto-Friendly Banks

Broker Dealers

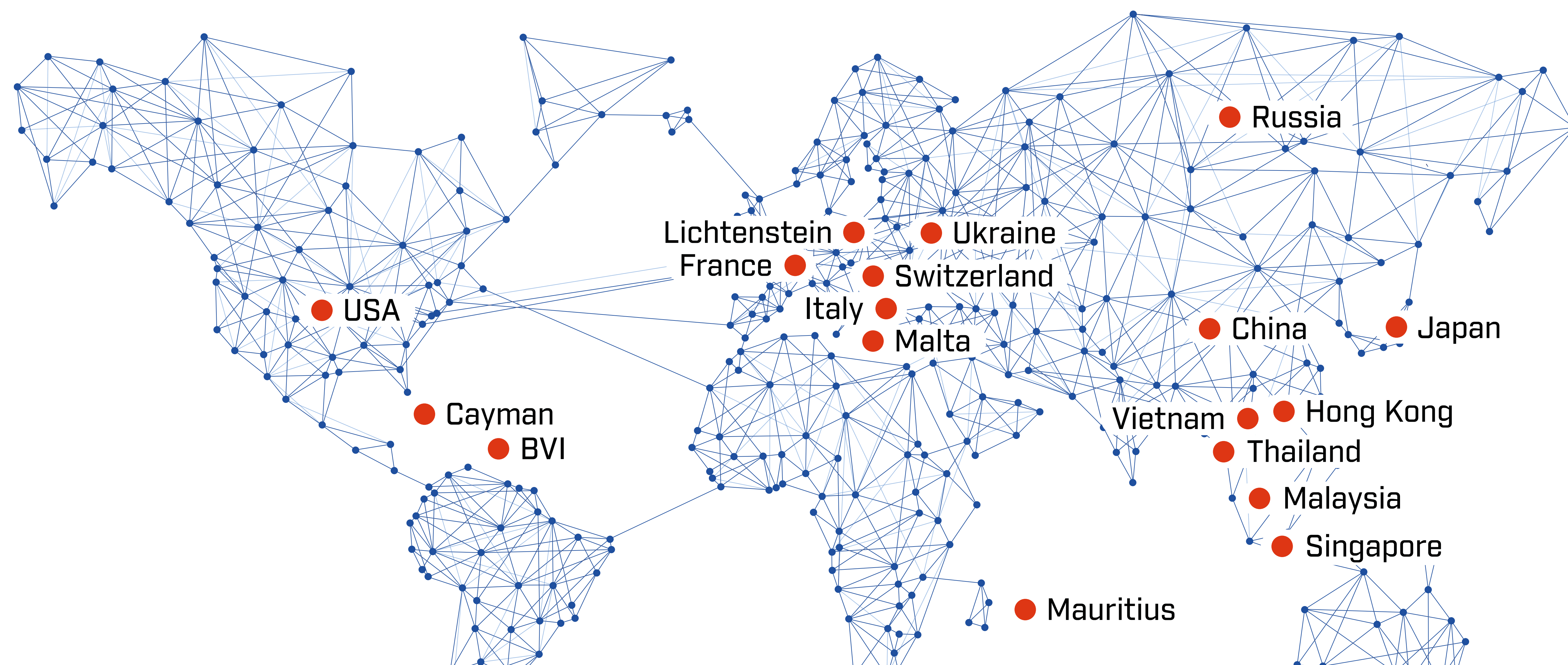
Accelerators & Funds

Market Influencers

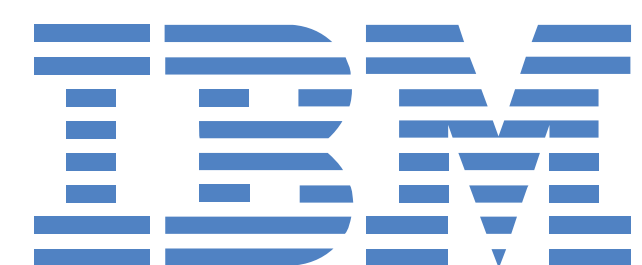
Entrepreneurs & Founders

Our Network Across Geographies

Our team traveled to **15+ countries** attending blockchain, family-office and VC conferences and organizing workshops and masterclasses to develop a solid network of industry contacts.



Some of Our Speaking Engagements



IBM Blockchain Ventures
Workshop: **“Double Header: Security Token v. Utility Token; Jurisdiction Selection.”**
New York



Thailand Securities and Exchange Commission (SEC)
Workshop: **“Structuring Digital Security Offerings in the United States.”**
Bangkok



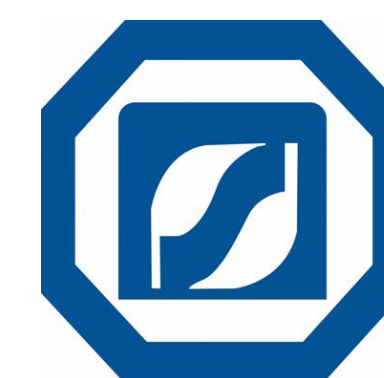
New York University
Panel Discussion: **“Blockchain and Digital Securities Regulations in US and Abroad.”**
New York

Some of Our Speaking Engagements



Hongkong and Shanghai
Banking Corporation

Presentation:
**“Foreign
Investment in US
Real Estate and
Use of Digital
Currencies in
Real Estate
Transactions.”**



South East Asian Central
Banks (SEACEN) Research
and Training Centre

Presentation:
**“Framework for
launching digital
securities in
the US and global
modernization of
capital markets”.**

Kuala Lumpur



Blockshow Asia

Panel discussion:
**“Governments
taking over
blockchain: what
lessons can be
learned from it?”**

Singapore

...and more



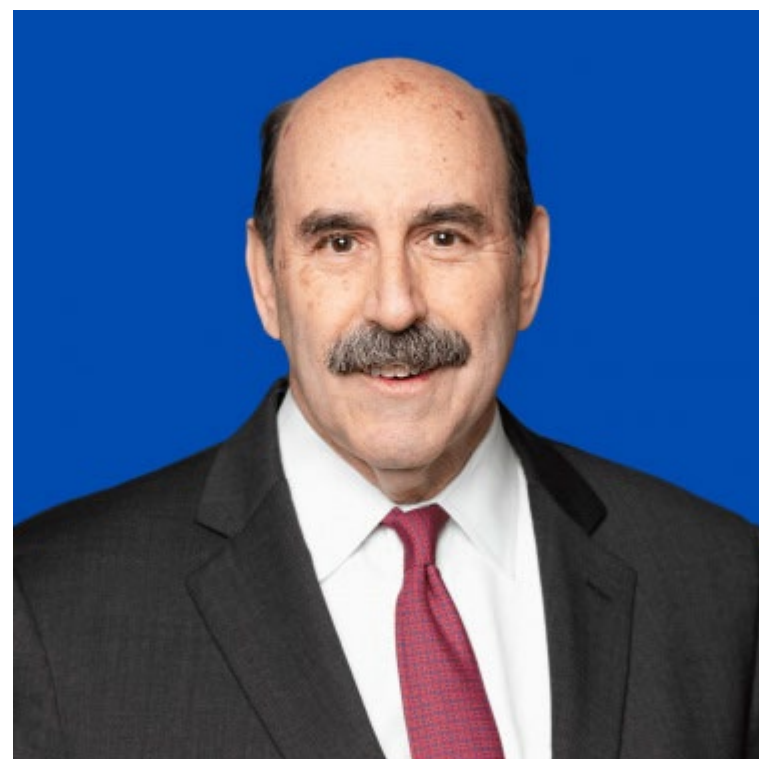
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Esq.**
Special Counsel



Steve Cohen
Special Counsel



**Pamela A.
Fuller, Esq.**
Special Counsel



**Ivanna
Korniiuk**
Executive
Assistant

Why Choose United States for Your STO?

1

Clear legal framework for issuing and selling digital securities under placement rules (e.g. Regulation D, Regulation S).

2

Efficient timeline of 4-12 weeks to prepare and launch STO (depending on the project's complexity); no SEC registration is required under private placement rules.

3

Non-US issuers can sell and market digital securities to US investors using Regulation D framework; no need to register a company or have presence in the US.

Milestones + Timeline for Launching STO under Reg. D + S

STAGE 1

Planning + Review

- Project team completes STO Onboarding Questionnaire.
- Introductory call.
- Project review.
- Detailed call with the project team to discuss results of review and comments/questions.
- Preparation of Legal Roadmap + recommendations for next steps.

STAGE 2

Legal Execution

- Finalizing token sale and emission structure.
- Finalizing token design and features.
- Corporate structuring, tax planning and selection of jurisdiction.
- Preparing offering and sale documents.

Milestones + Timeline for Launching STO under Reg. D + S

STAGE 3

STO Marketing

- Developing marketing strategy.
- Selecting broker-dealer.
- Marketing strategy execution.
- Roadshow.

STAGE 4

Token Sale + Issuance

- Investor onboarding.
- KYC/AML and accreditation.
- Funding.
- Coding token compliance.
- Filing required forms with SEC.

Approximately 4-12 weeks to launch a compliant STO

Overview of Regulation D STO

1

No restrictions on advertising — **general solicitation is permitted.**

2

No prospectus required (although issuers generally release a private-placement memorandum).

3

Issuers can raise an **unlimited amount of funds.**

4

No financial reporting requirements for the issuer.

Security Token Offering

Overview of Regulation D STO

5

State securities laws are **pre-empted** (no need to seek registration or exemption on a state level).

6

Only accredited investors may participate in the sale. E.g., an “**accredited investor**” includes a natural person whose income exceeded \$200,000 in each of the prior 2 years.

7

Purchasers **cannot transfer their securities for one year** (subject to certain exceptions for non-US purchasers).

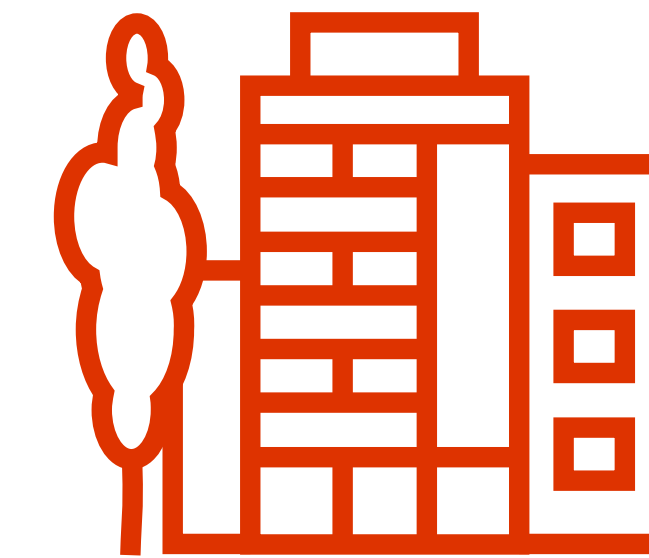
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Form D must be filed with the SEC within 15 days after the first sale (but no SEC approval is required or granted).

Common Type of Tokenized Offerings



Funds



REITs (Real Estate Investment Trusts)



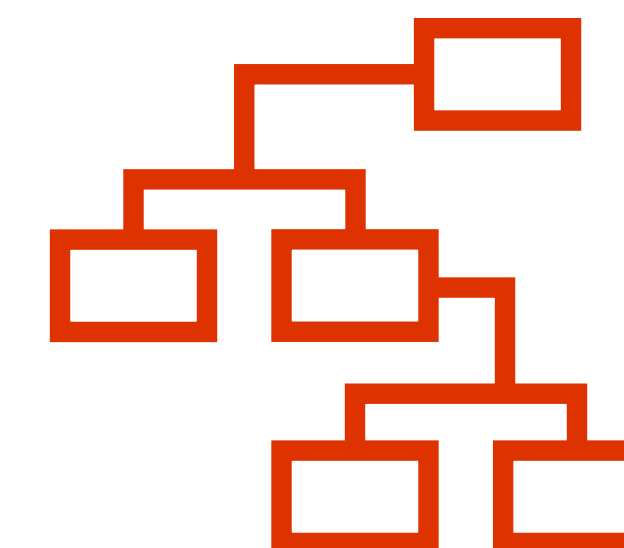
Shares (Preferred/Common Equity Tokens)



Investment Contracts



Fixed Income & Debt



Dual Token Structures

Disclaimer

This presentation is provided for your convenience and does not constitute legal advice. The information provided herein may not be applicable in all situations and should not be acted upon without specific legal advice based on a particular situation. Prior results do not guarantee a similar outcome.



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