

COGENT LAW

**Building Relationships Beyond
LEGAL COUNSEL**

Your Success, Our Mission

www.cogentlaw.com



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About Us

Cogent Law (“Cogent”) is a full-service law firm focused on supporting businesses from the start-up phase to IPO, and beyond.

Cogent has assembled a team of talented, sharp, and business-savvy lawyers who all come from big law backgrounds and/or have held executive positions in start-ups, SMBs, and publicly traded companies.

Cogent works with high-risk industries like the crypto and cannabis industries. Cogent was one of the pioneering firms in the crypto industry dating back to 2014.

We are highly connected and are always looking for opportunities to introduce our clients to banks, regulators, potential customers, investors, advisors, and/or strategic partners to help them achieve their business goals.

Built on Integrity & Experience to Provide Our Customers with the Highest Level of Services

To ensure we continue to excel for every one of our clients, we hold ourselves to the strictest of tenets, including:



Offer Top Talent

Our attorneys bring years of experience from top law firms and senior roles in corporate legal departments at major corporations.



Drive Business Results

We think like business owners because we understand that legal advice is not just about compliance—it's a strategic tool to help our clients achieve their business goals.



Create Value

We find ways to capture hidden opportunities and limit risk to increase the bottom line for our clients.



Make Connections

We are highly connected and are always looking for opportunities to introduce our clients to potential customers, investors, advisors, and/or strategic partners to help them achieve their business goals.



Intelligent, Flexible, Efficient

We avoid unnecessary expenses like marbled office suites in expensive downtown real estate and luxury boxes in sports arenas and constantly strive for efficiencies, allowing us to keep our billing rates extraordinarily competitive.



Provide Cost-Efficient Services

We provide our clients with budgets and estimates for specific engagements and provide immediate advice if we anticipate material changes. We also offer fixed fees and hybrid billing arrangements.

Crypto & Fintech Practice

Types of clients we work with:

- Worldwide Cryptocurrency Exchanges
- Crypto & Fiat money transmitters, Fintechs
- OTC Desks and Liquidity Providers
- Payroll providers and other types of "Agents of the Payee"
- Bitcoin ATM operators
- Non-Custodial / Custodial Wallet Companies
- Crypto and Fiat lenders
- NFT Projects / Platforms / Exchanges
- DAOs & more!

Services we provide:

- MSB / MTL Licensing in all 50 states (Nationwide, including Puerto Rico) - see page 7 for more information
- 50-State Memorandums Providing Companies with A Regulatory Roadmap for State MTLs
- Security Token Opinions
- No Action Letters for All State Financial Regulators
- Title 31 Audit Representation
- Outside General Counsel Services
- Ongoing Compliance Services
- B2B (Master Service Agreements with banks and other fintechs) / B2C Contracts, Terms of Service, Privacy Policy, End User License Agreements, etc.
- And so much more!

Nationwide Money Transmitter Licensing

In the rapidly evolving financial sector, obtaining Money Transmitter Licenses (MTLs) is critical for businesses involved in fund transfers, payments, crypto & currency exchange, and other money services. At Cogent Law, we have an entire team of attorneys that assist clients with applying for and obtaining money transmitter licenses, nationwide, from A to Z. Here's how we can help:

Comprehensive Assessment & Tailored Solutions

- Thorough evaluation of your business model to determine specific MTL requirements
- Tailored advice based on your operations and jurisdiction(s)

End-to-End MTL Application Support

- Guide you through the entire MTL application process
- Prepare and submit all required documentation to regulatory bodies

Cross-Jurisdiction Expertise

- Deep understanding of MTL regulations across all states and jurisdictions
- Ensure compliance regardless of where your business operates

Ongoing Compliance Management

- Continuous support to navigate evolving regulations
- Assistance with license renewals, regulatory updates, and compliance issues
- Keep you informed on best practices to protect your business from legal risks

Long-Term Partnership & Strategic Advice

- Dedicated legal support throughout your business journey
- Build lasting relationships with state regulators, ensuring smooth operations
- More than legal experts – we act as strategic advisors to help your business succeed

Cannabis Law

We specialize in navigating the complex legal landscape of the cannabis industry, offering extensive experience in federal, state, and municipal regulatory compliance and advocacy. Supported by cross-disciplinary teams in regulatory compliance, corporate, securities, M&A, litigation, and government relations, we provide practical, strategic, and cost-effective counsel.

We assist businesses of all sizes with:

- State cannabis licensing and applications
- Regulatory compliance with local, state, and federal cannabis regulations
- Corporate formation, fundraising, and equity
- M&A, debt/equity financings, and lender representation
- Real estate acquisition and zoning board representation
- Ongoing compliance programs for CRBs
- AML/KYC compliance for financial institutions
- Privacy policies, user agreements, and data security
- Investigations, litigation, and government relations
- Public relations strategy
- Ongoing outside general counsel support for businesses at all stages

Cannabis Banking Law

Our Cannabis Banking Attorney's have years of expertise creating and launching cannabis banking programs. Several of our attorneys were formally in-house general counsel and chief compliance officer at financial institutions that launched cannabis banking programs, that include lending. Our team is well equipped to address all your needs as it relates to creating and launching a cannabis banking program at your bank, credit union, or money service business.

Our Cannabis Banking Attorneys can assist with the creation and implementation of your CRB Program, which includes but is not limited to:

- Board / Senior Management Presentations
- External Legal Opinions
- Interpreting 2014 FinCEN Guidance
- CRB Policies and Procedures
- CRB Onboarding
- CRB SAR Reporting Requirements
- CRB Due Diligence
- BSA Staff Training
- CRB Deposit and Loan Agreements
- Examiners' Expectations
- CRB Strategic Planning & How to Calculate Return On Investment / Fees
- CRB Risk Assessments
- Examination Support

Corporate Law

We understand that every business is unique and has its own legal issues and opportunities. That's why we offer a wide range of services covering every aspect of your business's legal affairs, from formation to operation, financing to expansion, compliance to protection, and negotiation to litigation. Our team of highly qualified and experienced attorneys have expertise in each key area of corporate law, such as:

Business Transactions

- Drafting, reviewing, and negotiating contracts
- Support for leases, NDAs, employment & partnership agreements, licensing, and more
- Help closing deals and resolving disputes efficiently
- Ensure contracts reflect your interests and manage risk

Mergers & Acquisitions

- End-to-end support for M&A transactions
- Due diligence, deal structuring, and regulatory approvals
- Handle integration, post-close obligations, and disputes
- Maximize deal value while minimizing legal risk

Corporate Finance & Securities

- Strategic support for raising capital (equity & debt)
- Prepare and file securities documents and disclosures
- Ensure compliance with federal and state regulations
- Navigate investor relations, private placements, and IPOs

Startups

- Legal support from launch through growth and funding
- Entity formation, IP protection, contracts, and hiring
- Capital raising (SAFE, VC, PE, crowdfunding)
- Navigate legal challenges and plan exit strategies

Estate and Trust

Our Estate and Trust Practice offers comprehensive expertise to address the complexities of wealth management and asset protection, ensuring a financially sound and legally secure legacy. Our services include:

- Comprehensive Estate Planning: Tailored strategies to preserve assets and ensure their disposition according to clients' wishes.
- Special Needs Planning: Crafting plans to protect and provide for loved ones with special needs.
- Tax and Wealth Transfer Strategies: Offering guidance on tax implications and wealth transfer to minimize liabilities and maximize efficiency.
- Fiduciary Responsibilities: Providing expert advice on fiduciary duties to ensure compliance and protection of assets.
- Risk-Mitigation Frameworks: Developing strategies to safeguard assets and mitigate risks associated with wealth management.
- Generational Wealth Transitions: Facilitating smooth, intentional, planned transitions of wealth across generations, preserving capital for successive generations and long-term financial stability.

Intellectual Property

Our IP clients come from a variety of industries, including the crypto and cannabis industries.

We advise our clients on a wide range of matters including, but not limited to:

- Intellectual Property Protection for trademarks, patents, copyrights, and trade secrets;
- Prior Art searches;
- Patent Prosecution for provisional and non-provisional patents;
- Federal and State litigation management;
- And more!

Immigration Practice

Our clients receive support relating to visa and citizenship matters. This includes work permits, temporary, long-term, and permanent residency options, EB-5, Form I-9 and more.

We work with:

- Employers
 - Seeking work permits or residency options
 - * Developing immigration policies or I-9 compliance support
- Investors and startups looking for permanent resident status
- Individuals and families

Tax Practice

Cogent's Tax Attorneys work with clients to address and resolve a wide range of tax issues, including:

- **Tax considerations arising in the formation of a business entity**
 - What jurisdiction is the best place to locate from a tax perspective?
 - What will be the tax impact to the business entity and its shareholders or owners?
- **Legal and tax implications of companies operating in specialized businesses, such as cryptocurrency and cannabis**
 - How does the jurisdiction tax issuances of crypto coins or sale of cannabis?
 - What are the tax risks and potential exposure of the business entity and its owners from operating in a particular jurisdiction?
- **Representation of business and individual clients facing claims by federal and state taxing authorities.**
 - Coordinating with clients' accountants regarding tax reporting of transactions
 - Defending clients against criminal and civil claims brought by federal and state taxing authorities



Founder & Managing Partner

tgoldstein@cogentlaw.com

Education:

B.A. in History, Haverford College

J.D., Yale Law School

Thomas Goldstein

Tom is the Founder and Managing Partner of Cogent Law Group, with a career spanning top-tier firms like Skadden, Arps and Perry, Krumsiek & Jack LLP.

He's also an experienced start-up executive, angel investor, and founder of GroupMagellan Legal Search.

Drawing from his extensive experience in law and business, Tom developed an innovative vision for delivering legal services that's both efficient and client-focused.

Under his leadership, Cogent operates with a lean-overhead model, providing top-tier legal advice at a fraction of traditional rates.

Tom focuses on firm management and business development, ensuring that Cogent delivers fast, efficient, and results-driven legal services for clients.



Partner

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Education:

B.A., University of Baltimore

J.D., American University
Washington College of Law

Joshua Radbod

Joshua Radbod is a Partner at Cogent Law Group, where he leads the firm's Fintech and Cannabis practice groups. Josh and his team specialize in regulatory compliance at the federal and state levels, assisting clients with business growth through financing, securities offerings, M&A, and B2B/B2C contracts.

As Co-Founder and CEO of the P.B.C. conference and C.B.C Summit, Josh facilitates B2B discussions on payments, banking, and compliance in the cannabis and fintech industries.

His clients—start-ups, entrepreneurs, and growing companies—value his practical business strategy, informed by his dual experience as a business advisor and owner.

Josh is a passionate advocate for his clients, having spoken on Capitol Hill and at conferences on financial services in cannabis and virtual currency. With an extensive network, he can help clients navigate challenges, from securing banking relationships to finding the right professionals.



Partner

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Education:

Harvard Law School, Cambridge,
MA, JD

Columbia College, NY, AB,
Psychology, summa cum laude,
Phi Beta Kappa

John S. (Jack) Baumann

Jack Baumann is a corporate attorney with more than 35 years of experience in mergers & acquisitions, private equity, complex corporate transactional work, public and private securities offerings, as well as joint ventures, investment advisory registration and all types of strategic business development initiatives at Skadden, Arps, Slate, Meagher & Flom L.L.P., as well as Cogent Law Group.

Jack was also Chief Legal Officer of Public Storage (NYSE:PSA) and Syncor International Corporation (NASDAQ: SCOR), in addition to numerous public and private companies.

While at Public Storage, Jack orchestrated Public Storage's \$5 billion hostile acquisition of rival self-storage operator, Shurgard Storage Centers, Inc., which was the first hostile and first all-stock acquisition of a Real Estate Investment Trust.



Partner

esmith@cogentlaw.com

Education:

B.S. in Electrical Engineering,
Kettering University

M.B.A., Georgetown University
McDonough School of Business
J.D., Georgetown University Law
Center

Evan Smith

Evan Smith is a licensed patent attorney, electrical engineer, M.B.A., and serial entrepreneur with extensive experience in tech start-ups and corporate leadership. He has served as CEO of Eye Controls LLC, COO and General Counsel at EyeTicket Corporation, and General Counsel at a leading fintech company. Evan also led the intellectual property department at Greenberg Traurig's technology office.

With decades of experience, Evan specializes in forming companies, raising funds, and managing intellectual property, including patents, trademarks, copyrights, and trade secrets. He has advised hundreds of fast-growing companies in industries such as medical, electronics, and fintech.

Evan has successfully enforced key patents, including a power-over-ethernet patent generating \$38 million in royalties, and has represented clients in patent and trademark litigation across federal courts. He holds degrees from Kettering University, Georgetown University McDonough School of Business, and Georgetown University Law Center.



Partner

asantos@cogentlaw.com

Education:

B.A. in International Diplomacy,
Wright State University

J.D., University of Dayton

Anessa Allen Santos

Anessa Allen Santos is a corporate attorney specializing in complex transactions, securities regulation, and fintech solutions. She has successfully defended clients in high-profile cases, including the "Crypto 6" and January 6 Capitol incursion investigations.

Anessa is a pioneer in digital asset regulation, having secured a final ruling from FinCEN on money transmitter requirements and developed frameworks aligning digital assets with SEC securities analysis.

Anessa is a Special Magistrate, expert witness, and crypto consultant for Forbes contributor Edward Siedle. She is also a published academic and guest lecturer at major events, including the National Press Club and Capitol Hill.

Recognized as one of the Top 100 People in Finance and Solo Female Entrepreneur of the Year, Anessa has been honored for her contributions to blockchain and digital assets.



Partner

amaffitt@cogentlaw.com

Education:

Bachelor of Laws – Tulane
University Law School, JD.

BA in History and Political
Science, University of Louisville

Allison Maffitt

Allison is an attorney with experience in regulatory, litigation, real estate, and contracts, focusing on clients in the blockchain and FinTech spaces.

She works with startups and companies at all development stages, helping them navigate regulatory challenges and legal matters such as business formation, compliance, and contracts.

Before her legal career, Allison was an analyst in the oil and gas industry and later worked as an attorney in the sector, gaining a deep understanding of its regulatory issues.

She is active with the Government Blockchain Association and co-leads the Digital Asset Management course design.

Allison holds a JD from Tulane Law School and a BA in History and Political Science from the University of Louisville.



Partner

adean@cogentlaw.com

Education:

B.A. in English, Wesleyan University

J.D., Brooklyn Law School

Adrienne Dean

Adrienne Dean is a Partner at Cogent Law Group in its Cannabis Law Practice Group. She advises prospective licensed cannabis businesses on state and local regulatory requirements. Adrienne represents cannabis businesses from initial application all the way through exit. A committed advocate of social equity, Adrienne works to support the participation of smaller, locally-owned businesses in the industry.

Additionally, Adrienne provides guidance on corporate law and fundraising. She forms various business entities including corporations and LLCs and explains corporate governance issues. She also executes various fundraising options such as debt and equity financing, convertible notes, SAFEs, and crowdfunding. Adrienne counsels businesses on planning for significant corporate events such as structuring equity awards to partners and early hires, and disposing of and acquiring key assets including real estate.

Adrienne is a graduate of Brooklyn Law School and Wesleyan University in Connecticut. She is a member of the Massachusetts Bar Association Cannabis and Hemp Chapter.



Partner

cvandyck@cogentlaw.com

Education:

Bachelor of Laws – LLB, Law,
Dalhousie University

Chris Van Dyck

Chris Van Dyck, a partner at Cogent Law Group, has nearly a decade of experience in cannabis banking, starting as a financial regulatory attorney and later as General Counsel and BSA Officer at a financial institution.

He worked closely with financial institutions on compliance issues, including cannabis banking, when FinCEN issued its guidance in 2014.

Over the past nine years, Chris developed a successful cannabis banking program that became a significant revenue source.

With his unique experience as both a regulator and BSA officer, Chris is well-equipped to help financial institutions start their own cannabis banking programs.

He provides expert advice on managing risks, developing policies that adhere to FinCEN's 2014 guidance, and growing customer bases while generating substantial revenue.



Partner

jmarkwood@cogentlaw.com

Education:

B.A. in Political Science, American University

J.D., University of Virginia Law

James (Jim) Markwood

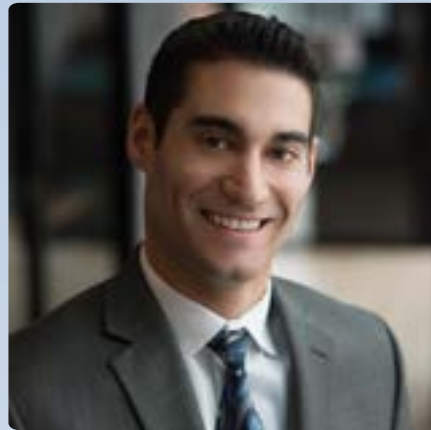
Jim has a wealth of experience working with corporations, partnerships, entrepreneurs, and private equity clients to solve their tax issues. He provides tax and structuring advice on corporate, partnership, and cross-border transactions. In addition to advising on tax issues raised in transactions, Jim reviews and assists in drafting transaction documents, including Rep and Warranty insurance policies. He has worked with a wide range of clients and has particularly extensive experience working with start up businesses, government contractors and aerospace and defense companies, and cryptocurrency businesses.

Jim also has deep veloped expertise regarding the taxation of cryptocurrency transactions. He has contributed articles to Coinbase magazine addressing tax aspects of cryptocurrency transactions (including hard forks and crypto-to-crypto "like-kind" exchanges), and. Jim regularly counsels Cogent clients regarding tax aspects of I.C.O. transactions, and structuring crypto businesses to achieve favorable tax treatment.

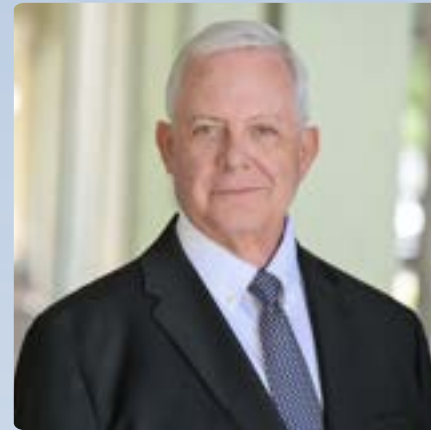
Prior to joining Cogent, Jim worked for two large Washington DC law firms and a Big-Four accounting firm. He graduated from the University of Virginia School of Law. Prior to attending law school, Jim served for several years as a Legislative Assistant at the U.S. House of Representatives.

Our Team

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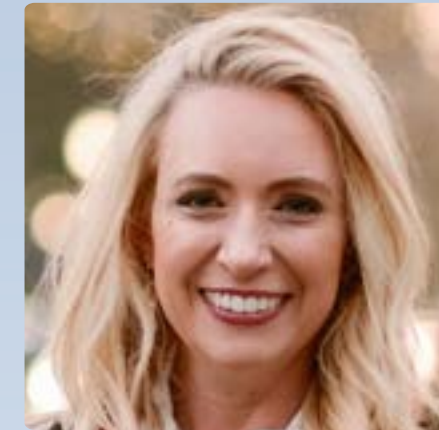
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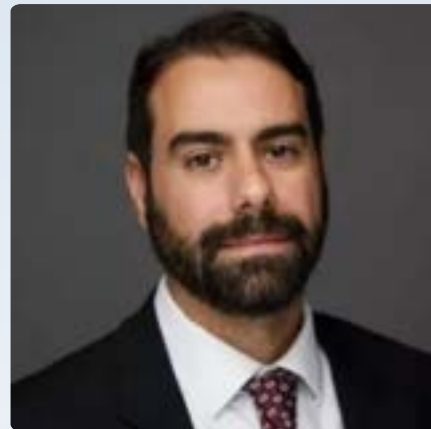
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