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I. Introduction. We have acted as special counsel to RxSeedCoin in connection with providing our opinion regarding the determination of whether the SeedCoin token (“SOW”) would be characterized as an Utility Token or Security as an Investment Contract under United States Securities Laws including Section 2(a)(1) of the United States Securities Act of 1933 (the “Securities Act”) whereby the SOW is to be utilized on the RxSeedCoin distributed ledger software to allow for a method of crowdfunding third party and independent companies using the services of RxSeedCoin for the purpose of raising capital through RxSeedCoin’s (the “Platform”) as defined. This opinion presents and analyzes the current regulatory framework for U.S. Securities laws as applied to cryptographic digital tokens and as they specifically apply to RxSeedCoin’s SOW token.

Subject to the limitations set forth below, the undersigned is hereby of the opinion that the creation and usage of the SOW does not constitute “securities” or “investment contracts” pursuant to the *Howey* test because SOWs are only distributed in exchange for products and services provided by RxSeedCoin. SOWs are not sold in exchange for cryptocurrencies, tokens or any fiat currency within the token itself, but rather a holder of the SOW token can utilize the SOW token as manner of payment in lieu of using traditional forms of payment, ie, cash, ACH, wire transfers, or credit card payments or a store of value. Therefore, no investment exists. Additionally, no party has an expectation of profits by receiving SOWs, nor does any party rely on the efforts of RxSeedCoin to receive profits from SOWs. Therefore, registration with, and/or submitting notice to the United States Securities and Exchange Commission (the “Commission” or the “SEC”), identifying SOWs as securities or restricted securities contravenes the purpose of federal statutory language within the Securities Act.

This legal opinion is based solely on the sources of information listed in the *RxSeedCoinX Website* (<https://www.rxseedcoin.net/>), in addition to information provided by you. To the extent any additional and/or presently unidentified sources of information or newly enacted regulation materially alter the opinions contained herein, the undersigned assumes no liability. Additionally, this opinion is explicitly limited to the laws of the United States, and subject to the foregoing, we hereby present this legal opinion.

II. Background. RxSeedCoin has minted the SOW as a cryptocurrency coin asset. The purpose of the SOW is support worthy causes. Any of the proceeds derived from the sale and distribution of the SOW tokens by RxSeedCoin shall be used in connection with RxSeedCoin goals

in the development of certain “passion” projects focuses on homelessness, hunger and health. The SOW tokens will be used in lieu of dollar currency or other means of payment on RxSeedCoin’s Platform.

Using Smart-Contracts governed on the Stellar’s XLM ecosystem, RxSeedCoin’s focus is to provide each user the ability to leverage their money while maintaining transparency and providing reliable liquidity. RxSeedCoin is developed to facilitate the development of emergency housing for disaster relief, displaced families, and unexpected homelessness. SOWs are also used to assist in the eradicating food insecurity in the United States as well as promoting global health. .

III. Opinion. Section 2(a)(1)¹ of the Securities Act of 1933 and section 3(a)(10)² of the Securities Exchange Act of 1934, layout definitions for what can be considered a security. Both acts list ‘investment contracts’ as one of the many financial vehicles that can be considered securities. One of the primary tests that is applied by the U.S. Courts is the ‘Howey Test’³ which has been utilized by the US Courts for some time now in order to determine whether an instrument qualifies as an ‘investment contract’ as defined by federal and state securities laws.

The basic test may be summarized is whether the scheme involves an investment of money in a common enterprise with profits to come solely from the efforts of others. This test, in shorthand form, embodies the essential attributes that run through all of the Court's decisions defining a security. The touchstone is the presence of an investment in a common venture premised on a reasonable expectation of profits to be derived from the entrepreneurial or managerial efforts of others. By profits, the Court has meant either capital appreciation resulting from the development of the initial investment, or a participation in earnings resulting from the use of investors' funds. In such cases, the investor is attracted by the prospects of a return on his investment and is not motivated by a desire to use or consume the item purchased. In the case where the holder is motivated by a desire to use the item, then the securities laws do not apply.

In short summary, the Howey Test establishes four criteria which must be met collectively in order for a token to be considered as a security token. According to the Court ruling which applies to cryptographic tokens as well, they shall be considered as securities if there is:

1. an investment of money or other tangible or definable consideration;
2. this investment is in a common enterprise;
3. with an expectation of profits
4. which comes solely from the efforts of others.

Additionally, the SEC has previously released a report on the application of US securities laws to the Decentralized Autonomous Organization (the “DAO”) and the blockchain token associated with it (the “DAO Token”)⁴ where it clarified that (1) the Howey test can be applied to blockchain token investments just as it applies to investment contracts⁵ and (2) the facts and circumstances of each token will determine whether it will be deemed to be a security or not.⁶

¹ <https://www.law.cornell.edu/uscode/text/15/77b>

² <https://www.law.cornell.edu/uscode/text/15/78c>

³ Securities and Exchange Commission v. W. J. Howey Co., 328 U.S. 293 (1946)

⁴ SEC Release No. 81207, Report of Investigation Pursuant to Section 21(a) of the Securities Exchange Act of 1934: The DAO (July 25, 2017), available at <https://www.sec.gov/litigation/investreport/34-81207.pdf>

⁵ Id. at 11

⁶ Id. at 10

Applying the four prong test above to SOW tokens, note the forthcoming opinions for each prong:

1. In determining whether the SOW token involves “an investment of money or other tangible or definable consideration”, we are of the opinion that this prong is met. The first prong of the 4 part Howey Test would be met as a result of the payment of funds or other tangible consideration, ie digital assets or cash, in exchange for the SOW and therefore resulting in an investment of tangible consideration in exchange of the SOW.
2. We have next looked at determining if the investment or purchase of a SOW token is in exchange for an investment in the success of RxSeedCoin. The second prong requiring the investment in a common enterprise would not be satisfied under our understandings of the Platform and services provided by RxSeedCoin through the use of the SOW tokens. The rationale is that the holders of the SOW, despite being apart of the RxSeedCoin platform as a user, the holders are not specifically vested in the success or failure of RxSeedCoin but rather the user or holder of SOW are looking for RxSeedCoin and the Platform as a means of looking for success in organizations independent of RxSeedCoin. Further, the funds that RxSeedCoin receives from the sale of SOW tokens are not needed to develop the RxSeedCoin Platform. Further still, RxSeedCoin intends on marketing the SOW token to emphasize their functionality and their use in the RxSeedCoin social goals of reducing hunger and homelessness as well as improving health around the world rather than for investing in the SOW token itself as an asset.
3. The third analysis involves the determination of whether there is an expectation of profits to be earned or provided by RxSeedCoin resulting from the purchase of the SOW token. In looking at whether there is “profit” under the Howey test, the Supreme Court has held that “profit” is characterized as capital appreciation resulting from the investment of money or through the participation of earnings that result from using the invested funds.⁷ Thus, in accordance with the Supreme Court, in order for there to be a security there must be an expectation that the holder will receive profits in the future as a result of the purchase.

In the present situation with the SOW token, the holders of a SOW token understand the purchase and use of the SOW token does not entitle the holder or provide the holder with an expectation that the holder will benefit economically from the success of RxSeedCoin. RxSeedCoin does not provide the holders of the SOW token, nor shall be entitled to receive, any dividends, rebates, rewards, interest or other distributions that directly result from the success or failure of the operations of RxSeedCoin or of the profitability of RxSeedCoin. Additionally, it is the intent of RxSeedCoin that the use of the SOW token is to permit a more efficient and faster method of utilizing digital currencies that are held by the holders of a SOW for use on RxSeedCoin’s Platform, and the purchase of the SOW token will be for use on the Platform. Thus, the expectations of the holder of the SOW token is that the SOW token will be able to be used on the Platform, and not to earn profits from RxSeedCoin.

4. The fourth prong looks at the requirement that an expectation of profits are from profits which are derived from the efforts of others. It is our opinion that a holder of the SOW token would not expect to earn profits directly from RxSeedCoin’s Platform and the others

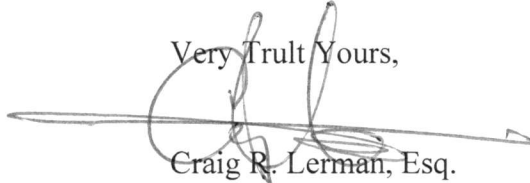
⁷ See United Housing Foundation v. Forman, 421 U.S. at 852

use of the Platform that may provide profits to RxSeedCoin. Rather, a holder of the SOW token is required to perform there own determination of what to purchase with the SOW token on the Platform.

IV. Conclusion. In accordance with the foregoing analysis based on the information provided and our understanding of Section 2(a)(1) of the Securities Act the SOW token should be viewed as a Utility Token and not a Security Token that would result in the SOW being considered a security or investment contract according to the Howey test described above.

The foregoing opinions are limited to the federal laws of the United States, We express no opinion as to the effect of, or compliance with, any state securities, Blue Sky laws, rules or regulations. The opinions set forth herein are expressed as of the date of this opinion letter. We do not undertake by delivery of this opinion or otherwise to advise you of any change in any matter set forth herein, whether based on a change in law or a change in any fact relating to Seller, the Company or any other Person. This opinion is limited to the matters expressly stated herein and no opinions are to be inferred or may be implied beyond the opinions expressly set forth herein.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Craig R. Lerman", is written over a horizontal line. The signature is stylized and cursive.

Craig R. Lerman, Esq.