



**DAVE BERSON**

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(816) 728-8435 (mobile)

**Practice Areas**

Business Contracts  
API Technology Agreements  
Cryptocurrency Law  
AML/CFT and OFAC Compliance  
Corporate Governance  
Startup Business Formation  
Mergers and Acquisitions  
Securities Law  
Bank M&A and Regulation

**Bar Admissions**

District of Columbia  
Kansas  
Missouri  
Nebraska  
New York

**Websites**

bersonlaw.com  
blockchainlawguide.com

**Education**

Columbia University, J.D.  
University of Richmond, B.A.

**SUMMARY**

**Dave Berson has extensive experience in business law, technology law, cryptocurrency law, securities law, and banking law.** Dave is experienced in business contracts, API technology agreements, corporate governance, mergers and acquisitions, and securities offering and reporting requirements. Dave is also experienced in money transmission regulation, financial institution regulatory issues, bank mergers, and assisting banks with cease and desist orders and enforcement actions.

**As General Counsel of a cryptocurrency software company, Dave assisted the company in closing on a \$75 million Regulation A, Tier 2, public offering of common stock.** This was the first Reg A+ offering qualified by the SEC that did the following: (i) authorized the sale of common stock of a non-custodial cryptocurrency software company, (ii) permitted subscriptions to be paid solely through BTC, ETH and USDC cryptocurrency, (iii) permitted the subscription process to be done exclusively through a mobile or desktop cryptocurrency wallet, and (iv) authorized shares of common stock of a Delaware corporation to be digitally represented by blockchain tokens.

**Dave is experienced in working with state and federal agencies, including the FDIC, FRB, OCC, SEC, and state bank regulators.**

**Dave has received a CAMS certification from the Association of Certified Anti-Money Laundering Specialists (ACAMS).** Dave has coauthored the book *The Dodd-Frank Wall Street Reform and Consumer Protection Act* (American Bar Association 2011). Dave served as a member of the Bank Counsel Advisory Board of the Missouri Bankers Association from 2008 to 2013. Dave was also the Chair of the American Bar Association Subcommittee on State Banking Law from 2005 to 2007. Dave worked from 1995 to 1998 for members of the U.S. Senate Committee on Banking, Housing & Urban Affairs. During this time, Dave participated in the drafting of banking and securities legislation.

**RELEVANT REPRESENTATION**

**Dave has advised businesses, tech companies and financial institutions in the following matters:**

**Contracts and API Agreements.** Advised in the negotiation and preparation of business contracts, API technology agreements, vendor contracts, services agreements, loan and lease agreements, employment agreements, consulting agreements, purchase and assumption agreements, and merger agreements.

**Cryptocurrency and Blockchain Law.** Advised cryptocurrency and blockchain businesses in the preparation and negotiation of complex API technology agreements with respect to cryptocurrency software development, crypto asset exchange services, securities token services, and alternative trading system (ATS) services.

**Securities Law.** Assisted in a \$75 million Reg A+ offering of common stock by a cryptocurrency software company. Prepared Private Placement Memoranda, Subscription Agreements, Simple Agreements for Future Equity, Convertible Notes, and Restricted Stock Agreements for the issuance of restricted securities. Advised clients on the restrictions on the resale of securities under SEC Rule 144, Regulation S and Section 4(a)(7) of the Securities Act. Prepared a no action request letter to the SEC. Advised in public offerings of over \$1 billion in mortgage backed securities.

## RELEVANT REPRESENTATION (CONTINUED)

**Corporate Governance.** Advised directors and officers of corporations, insured depository institutions and 501(c)(3) non-profit corporations about their fiduciary duties. Prepared certificates of incorporation, bylaws, board and stockholder resolutions, and other corporate governance documents. Advised executive officers and businesses in the preparation of employment agreements, consulting agreements, independent contractor agreements, retention agreements, and change in control agreements.

**Mergers and Acquisitions.** Conducted merger and acquisition transactions involving corporations, limited liability companies, bank holding companies and banks. Advised clients in the formation or purchase of financial holding companies, banks, bank branches, insurance agencies and securities brokerage subsidiaries. Advised banks in selling securities, annuities and insurance to their customers through dual-employee and referral arrangements with securities brokers and insurance agencies.

**Bank C&D Orders and Enforcement Actions.** Advised banks and their directors and officers with respect to the resolution of enforcement actions by regulatory agencies. Advised banks in troubled condition regarding cease and desist orders and the proposed assessment of civil money penalties.

**Bank and Money Transmitter Regulatory Compliance.** Advised banks, bank holding companies and cryptocurrency money transmitters regarding compliance with numerous federal and state regulations.

**Anti-Money Laundering and OFAC Sanctions Compliance.** Advised companies in complying with AML/CFT compliance regulations and OFAC sanctions compliance requirements. Prepared anti-money laundering compliance programs for various financial institutions, including a \$35 billion bank holding company with international affiliates and a \$1 billion money services business with international affiliates.

## EMPLOYMENT HISTORY

### **Berson Law LLC (Leawood, KS)**

August 2021 to Present  
Attorney in law firm.

### **Exodus Movement, Inc. (exodus.com)**

February 2021 to July 2021  
General Counsel of cryptocurrency software company.

### **Berson Law LLC (Overland Park, KS)**

December 2007 to January 2021  
Partner in law firm.

### **Stinson Morrison Hecker LLP (Kansas City, MO)**

March 1998 to December 2007  
Partner of Stinson Morrison Hecker LLP from 2002 to 2007.  
Shareholder of Stinson Mag & Fizzell, P.C. from 2001 to 2002.  
Associate of Stinson Mag & Fizzell, P.C. from 1998 to 2000.

### **United States Senate (Washington, DC)**

February 1995 to March 1998  
Staff Director of Senate Subcommittee on International Finance from 1997 to 1998.  
Legislative Counsel from 1996 to 1997.  
Legislative Assistant from 1995 to 1996.

### **Drinker Biddle & Reath (Washington, DC)**

August 1991 to February 1995  
Associate in law firm.

### **Milbank, Tweed, Hadley & McCloy (Washington, DC)**

September 1989 to August 1991  
Associate in law firm.