



INVESTMENT OPPORTUNITY



NYCQ Fund LP

TOKENIZED VENTURE FUND
\$10,000,000

INVESTMENT OVERVIEW

CITYBLOCK CAPITAL

Venture Capital for the Digital Age

COMPANY OVERVIEW

NYCQVC is a venture capital fund for the digital age. The NYCQ Fund will seek to make equity investments into blockchain infrastructure companies and foundational applications for blockchain technology. NYCQ VC's investment partners are venture investors and blockchain thought leaders with past successful deal-flow and track records of identifying

promising companies and generating returns. The NYCQ Tokens are additionally intended to capture value for investors by minimizing the liquidity discount of private securities investing through the issuance of a transferable security on the blockchain.

TOKEN OFFERING

The NYCQ Tokens are Ethereum-based smart contract digital tokens representing indirect fractional non-voting economic interests in the sole limited partnership interest of NYCQ Fund LP held by NYCQ Venture Capital Ltd. The NYCQ Tokens are intended to capture value for investors by minimizing the liquidity discount of private securities

investing through the issuance of a transferable security on the blockchain. The currency of the NYCQ Token will be in U.S. dollars and each NYCQ Token will be issued at a price of \$1. Subscribers may subscribe for NYCQ Tokens in U.S. dollars, Bitcoin or Ether.

INVESTMENT

The NYCQ Fund seeks to achieve long-term capital appreciation through equity and equity-related investments in early-stage technology companies, primarily blockchain related. The fund will be backed by a team of venture investors and blockchain thought leaders with past successful deal-flow and track records of identifying promising companies and generating returns. The fund is managed and advised by professionals with deep industry experience from firms such as SoftBank Capital, Goldman Sachs, and Google.

The NYCQ Fund portfolio company investments are equity or digital equity. Approximately 80% - 90% of investments are into early stage venture backed companies. The balance is invested in later stage venture backed companies. The fund does not invest in "utility tokens" or cryptocurrency.



INVESTMENT OPPORTUNITY

Transaction Description: NYCQ Tokens are Ethereum-based smart contract digital tokens representing indirect fractional non-voting economic interests in the sole limited partnership interest of NYCQ Fund LP.

DEAL HIGHLIGHTS

Price per Token:	USD \$1.00 per NYCQ Token
Minimum Investment:	\$50,000 (US) / \$5,000 (Non-US)
The Fund:	NYCQ Fund LP ("NYCQ Fund")
Management Fees:	2% of the total proceed of the Offering per year for a period of 8 years
Carried Interest:	20%
Fund Size:	Up to US\$50 Million
General Partner:	NYCQ GP LLC, LLC
Solicitation Rules:	Rule 506(c) SEC Reg D and SEC Reg S
Token Issuer:	NYCQ Venture Capital Ltd.
Headquarters:	New York, USA
Placement Agent:	US Capital Global Securities, LLC
Placement Agent Fees:	5% Cash, 2% Tokens

MANAGEMENT

Rob Nance – Managing Partner

Max Goldstein – COO

Nikhil Kalghatgi – Investment Partner / Strategist

Ateet Ahluwalia – Investment Partner / Strategist

Mark Yusko – Key Advisor

Anthony Pompliano – Key Advisor

Jon Avidor – Key Advisor

RISKS

Token Risks

- There can be no assurance that you will receive a return on your investment in NYCQ Tokens and you may lose the full value of your investment.
- The NYCQ Tokens are subject to significant transfer restrictions that may adversely impact your ability to resell the NYCQ Tokens and the price at which you may be able to resell them, if at all.
- There is no existing trading market for the NYCQ Tokens and there can be no assurance that a secondary market will develop for the NYCQ Tokens. If a secondary market does develop, there can be no assurance that it will provide the holders with liquidity for their investment or that it will continue for the life of the NYCQ Tokens.
- NYCQ VC has the right to redeem the NYCQ Tokens at any time after ten years or earlier upon the occurrence of certain events. The amount for which we redeem your NYCQ Tokens may be below market price or below the price at which tokens are sold in this Offering.
- To the maximum extent provided by law, none of NYCQ VC, NYCQ Fund or CB Manager will owe you any fiduciary duties and NYCQ VC shall have no obligation to exercise any rights it has under the Limited Partnership Agreement of NYCQ Fund.
- Holders of the NYCQ Tokens will not be entitled to any voting or distribution or liquidation rights with respect to the NYCQ Tokens, NYCQ VC or NYCQ Fund.
- The tax characterization of the NYCQ Tokens is uncertain and a subscriber must seek its own tax advice in connection with an investment in NYCQ Tokens. An investment in the NYCQ Tokens may result in adverse tax consequences to subscribers, including withholding taxes, income taxes and tax reporting requirements. It is also possible that the income of NYCQ VC or the NYCQ Fund would be subject to significant amounts of income and/or withholding taxes.

BLOCKCHAIN TECHNOLOGY

Blockchain is a digital ledger that uses cryptography to facilitate transactions. A blockchain is a secure record of transaction, much like a traditional ledger – facilitating safe transactions for the movement of money, goods or services via a distributed encrypted smart contract. Smart contracts on blockchains potentially allow the performance of credible, trackable and irreversible transactions without third parties. Purchased tokens can be sold again by NYCQ VC and persons acquiring resold NYCQ Tokens may be required to hold the tokens for one year.

MARKET TRENDS & SIZE

Venture capitalists' appetite for software companies showed no sign of slowing during the first half of 2018. According to the latest PitchBook Venture Monitor, VC funding may top \$100 billion¹ for the first time since the dot-com days – and as of June 30, software start-ups received 40% of that investment.

Risks Related to NYCQ Fund

- Identifying and participating in attractive investment opportunities and assisting in the building of successful young/emerging enterprises is difficult. There is no assurance that the NYCQ Fund's investments will be profitable and there is substantial risk that the NYCQ Fund's losses and expenses will exceed its income and gains.
- The NYCQ fund will be organized under the laws of the Cayman Islands, which differ in significant respects from United States law.
- An investment in the NYCQ Fund is a long-term commitment and there is no assurance of any distribution to the Limited Partners.
- The venture capital/private equity business is highly competitive and has become more so in recent years due to a substantially increased flow of capital into venture capital/private equity funds and similar investment organizations.
- The NYCQ Fund's investment program is intended to extend over a period of years, during which the business, economic, political, regulatory, and technology environment within which the NYCQ Fund operates is expected to undergo substantial changes, some of which may be adverse to the NYCQ Fund.
- The NYCQ Fund's investment sourcing, selection, management and liquidation strategies and procedures may deviate from those described in the Private Placement Memorandum for reasons including changes in the external environment as well as changes and opportunities faced by the NYCQ Fund's portfolio companies.

If you would like to know more about how your business can secure the funding it needs, visit www.uscapglobalsecurities.com or call +1 415 889 1010



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