



# DIGITAL OFFERING

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DIGITAL OFFERING, INC.  
AMENDED AND RESTATED  
BUSINESS CONTINUITY PLAN (BCP)  
Dated March 24<sup>th</sup>, 2020

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**I. Emergency Contact Persons**

Our firm's two emergency contact persons are:

Sean Lawson  
CCO  
619-742-2060  
[slawson@digitaloffering.com](mailto:slawson@digitaloffering.com)

Gordon McBean  
CEO  
949-300-2240  
[gmcbean@digitaloffering.com](mailto:gmcbean@digitaloffering.com)

The firm will provide FINRA with the contact information for the two emergency contact persons: (1) name; (2) title; (3) mailing address; (4) email address; (5) telephone number; and (6) facsimile number through the FINRA Contact System (FCS). Mr. Lawson will promptly notify FINRA of any change in this information through FCS (but no later than 30 days following the change) and will review, and if necessary update, this information within 17 business days after the end of each calendar year.

*Rule: FINRA Rule 4370(f); NASD Rule 1160.*

## **II. Firm Policy**

Our firm's policy is to respond to a Significant Business Disruption (SBD) by safeguarding employees' lives and firm property, making a financial and operational assessment, quickly recovering and resuming operations, protecting the firm's books and records, and allowing our customers to transact business. We do not currently hold customer funds nor securities, and if, in the future, we become authorized to hold customer funds and securities, and do begin holding customer funds and securities, and are unable to continue our business, we will assure customers prompt access to their funds and securities.

### **A. Significant Business Disruptions (SBDs)**

Our plan anticipates two kinds of SBDs, internal and external. Internal SBDs affect only our firm's ability to communicate and do business, such as a fire in our building. External SBDs prevent the operation of the securities markets, or a number of industry firms, such as a terrorist attack, a city flood, or a wide-scale, regional disruption. Our response to an external SBD relies more heavily on other organizations and systems, especially on the capabilities of our third-party services firms.

### **B. Approval and Execution Authority**

Sean Lawson, a registered Principal, is responsible for approving the plan and for conducting the required annual view. Sean Lawson, Chief Compliance Officer, has the authority to execute this BCP.

### **C. Plan Location and Access**

Our firm will maintain copies of our BCP plan and the annual reviews, and the changes that have been made to it for inspection. An electronic copy of our plan is located on the firm's Egnyte Cloud Server in the 'Compliance | BCP' folder.

*Rule: FINRA Rule 4370(b), (d) and (e).*

## **III. Business Description**

Our firm acts as a Managing Broker Dealer for Regulation A+ offerings, acts as placement agent in private placement transactions and provides research. We do not perform any type of clearing function for ourselves or others. Furthermore, we do not hold customer funds or securities. We do not accept or enter orders or engage in any trading activities. Our firm places securities only with accredited investors or institutional customers and acts as Managing Broker Dealer for Regulation A+ offerings.

#### **IV. Office Locations**

Our firm has three office locations.

##### **A. Office Location #1**

Our Location #1 Office is located at 1461 Glenneyre St, Suite D, Laguna Beach, CA 92651. Its main telephone number is (866) 209-1955. Our employees may travel to that office by means of foot, car, subway, train, bus, and plane, etc. We engage in Regulation A+ offerings, private placements and research at this location.

##### **B. Office Location #2**

Our Location #2 is located at 1450 Broadway, 26th Floor, New York, NY 10018. Its main telephone number is 516-987-3155. Our employees may travel to that office by means of foot, car, subway, train, bus, and plane, etc. We engage in Regulation A+ offerings, private placements and research at this location.

##### **C. Office Location #3**

Our Location #3 is located at 725 Still Creek Lane, Gaithersburg, MD 20878. Its main telephone number is 301-318-5239. Our employees may travel to that office by means of foot, car, subway, train, bus, and plane, etc. We engage in Compliance, Regulation A+ offerings, private placements and research at this location.

#### **V. Alternative Physical Location(s) of Employees**

In the event of an SBD, we will move our staff from affected office(s) to the closest of our unaffected office location(s). If none of our other office locations is available to receive those staff or if we only have one office at the time of the SBD, we will move them to the offices of our affiliate, Cambria Capital, LLC, 488 E. Winchester St., Suite 200, Salt Lake City, UT, 84107. Its main telephone number is (877) 226-0477.

*Rule: FINRA Rule 4370(c)(6).*

#### **VI. Customers' Access to Funds and Securities**

Our firm does not maintain custody of customers' funds or securities. We do not have any relationship with a clearing firm.

*Rules: FINRA Rule 4370(a); Securities Exchange Act Rule 15c3-1; see also 15 U.S.C. § 78eee.*

**VII. Data Back-Up and Recovery (Hard Copy and Electronic)**

*Identify the location of your firm's primary books and records (hard copy and electronic) and the location of your firm's back-up books and records (hard copy and electronic). Describe how your firm backs up its data. In addition, describe how your firm will recover data in the event of an SBD.*

Our firm maintains its primary hard copy books and records at the firm's main office at 1461 Glenneyre St, Suite D, Laguna Beach, CA 92651. Gordon McBean, CEO, is responsible for the maintenance of these books and records. Our firm maintains the following document types and forms and records: engagement agreements with clients, due diligence files, client information, website transactional information.

The firm maintains its electronic files on a password-protected, cloud-based server hosted by Egnyte Inc. at 1350 W. Middlefield Rd, Mountain View, CA 94043. Their main phone number is (650) 968-4018. Daily, the firm's Egnyte cloud server is backed up by AdvisorVault, in accordance with SEC Rule 17a-4. AdvisorVault is located at 842 Broadview Ave, Toronto, Ontario, M4K 2R1, and their contact number is (416) 985-0310.

If our primary site is inoperable, we will continue operations from our back-up site or an alternate location. In the event of a disruption with our cloud-based server, we will set-up an alternate cloud based server with a different provider, and we will have the files restored from a back-up copy at AdvisorVault.

*Rule: FINRA Rule 4370(c)(1).*

## **VIII. Financial and Operational Assessments**

### **A. Operational Risk**

In the event of an SBD, we will immediately identify what means will permit us to communicate with our customers, employees, critical business constituents, critical banks, critical counter-parties and regulators. Although the effects of an SBD will determine the means of alternative communication, the communications options we will employ will include our website and telephone voice mail. In addition, we will retrieve our key activity records as described in the section above, Data Back-Up and Recovery (Hard Copy and Electronic).

*Rules: FINRA Rules 4370(c)(3), (c)(4), (c)(5), (c)(7), (c)(9 & (g)(2)).*

### **B. Financial and Credit Risk**

In the event of an SBD, we will determine the value and liquidity of our investments and other assets to evaluate our ability to continue to fund our operations and remain in capital compliance. We will contact critical banks and investors to apprise them of our financial status. If we determine that we may be unable to meet our obligations to those counter-parties or otherwise continue to fund our operations, we will request additional financing from our bank or other credit sources to fulfill our obligations to our customers and clients. If we cannot remedy a capital deficiency, we will file appropriate notices with our regulators and immediately take appropriate steps.

Notification procedures: in the event that Digital Offering's capital does not meet the minimum requirements under SEC Rule 15c3-1, Digital Offering will give notice of such deficiency that same day to the applicable regulatory agency locations for its regulators, specifying the net capital required and the current amount of net capital. If Digital Offering is notified of a deficiency by its designated examining authority or by the SEC, Digital Offering will give notice that same day to the applicable regulatory agency locations, specifying the net capital required and the current amount of net capital claimed by its designated examining authority or by the SEC, along with a statement of any disagreement Digital Offering has with the amount of net capital claimed by its designated examining authority or by the SEC.

*Rules: FINRA Rules 4370(c)(3), (c)(8) & (g)(2).*

## **IX. Mission Critical Systems**

Our firm’s “mission critical systems” are those that ensure prompt and accurate processing of securities transactions. We do not engage in any trading activities on behalf of our customers. We do not open any accounts or hold customer funds or securities. We do not have any clearing relationships. The only services we provide are acting as placement agent in private placement transactions and providing research reports.

A. Our Firm’s Mission Critical Systems

**We do not engage in order taking, order entry or order execution either directly or through any clearing firm. Accordingly, we do not have any mission critical systems applicable to order taking, order entry, or order execution.**

**1. Other Services Currently Provided to Customers**

We act as placement agent in private placement transactions for our issuer clients and we provide research reports to our customers. In the event of an internal SBD, we would immediately contact our issuer clients and customers, as necessary, in connection with any active private placement transactions to inform them of the SBD and the steps that we are taking to provide continued services as soon as possible.

B. Mission Critical Systems Provided by Our Clearing Firm

***We do not engage in any trading activities nor do we take orders, enter orders or execute orders either directly or through any clearing firm. Accordingly, we do not have any mission critical systems provided by a clearing firm.***

Rules: FINRA Rules 3510(c)(2) & (g)(1).

**X. Alternate Communications Between the Firm and Customers, Employees, and Regulators**

A. Customers

We now communicate with our customers using by the telephone, email, our website, fax, U.S. mail, and in-person visits. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party. For example, if we have communicated with a

party by email but the Internet is unavailable, we will call them on the telephone and follow up where a record is needed with paper copy in the U.S. mail.

Rule: FINRA Rule 4370(c)(4).

B. Employees

We now communicate with our employees using telephone, email, and in person. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party. We will also employ a call tree so that senior management can reach all employees quickly during an SBD. The call tree includes all staff home and office phone numbers. We have identified persons, noted below, who live near each other and may reach each other in person:

The person to invoke use of the call tree is: Gordon McBean

<b>Caller</b>	<b>Call Recipients</b>
Primary: Gordon McBean (949) 300-2240	Sean Lawson (619) 742-2060 Michael Boswell (301) 318-5239 Mark Elenowitz (516) 987-3155
Alternate: Sean Lawson (619)742-2060	Gordon McBean (949) 300-2240 Michael Boswell (301) 318-5239 Mark Elenowitz (516) 987-3155

Rule: FINRA Rule 4370(c)(5).

C. Regulators

We are currently members of the following self-regulatory organizations (SROs), and are also regulated by: federal and state securities regulators. We communicate with our regulators using telephone, email, fax, U.S. mail, and in person. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party.

Financial Regulatory Authority 'FINRA' – District 2

300 South Grand Ave  
Suite 1600  
Los Angeles, CA 90071  
(213) 229-2300

Securities and Exchange Commission  
100 F Street Northeast  
Washington, D.C. 20549  
(202) 551-7250

California - Department of Business Oversight  
1515 K Street  
Suite 200  
Sacramento, CA 95814  
(916) 327-7585

*Rule: FINRA Rule 4370(c)(9).*

**XI. Critical Business Constituents, Banks, and Counter-Parties**

A. Business constituents

We have contacted our critical business constituents (businesses with which we have an ongoing commercial relationship in support of our operating activities, such as vendors providing us critical services), and determined the extent to which we can continue our business relationship with them in light of the internal or external SBD. We will quickly establish alternative arrangements if a business constituent can no longer provide the needed goods or services when we need them because of a SBD to them or our firm. Our major suppliers are:

Global Relay Communications Inc.  
220 Cambie Street  
2<sup>nd</sup> Floor  
Vancouver, BC V6B 2M9  
(866) 484-6630

Egnyte, Inc.  
1350 W. Middlefield Rd  
Mountain View, CA 94043  
(650) 968-4018

AdvisorVault  
842 Broadview Ave



Toronto, Ontario, M4K 2R1  
(416) 985-0310

*Rules: FINRA Rule 4370(c)(7).*

#### B. Banks

We have contacted our banks and lenders to determine if they can continue to provide the financing that we will need in light of the internal or external SBD. The bank maintaining our operating account is: Wells Fargo Bank, NA, PO Box 6995, Portland, OR 97228-6995, Telephone (800) 225-5935. If our banks and other lenders are unable to provide the financing, we will seek alternative financing immediately from our principals.

*Rules: FINRA Rule 4370(c)(7).*

#### C. Counter-Parties

We have contacted our critical counterparties, such as other broker-dealers or institutional customers, to determine if we will be able to carry out our transactions with them in light of the internal or external SBD. Where the transactions cannot be completed, we will work contact those counterparties directly to make alternative arrangements to complete those transactions as soon as possible.

*Rules: FINRA Rule 4370(c)(7).*

### **XII. Regulatory Reporting**

Our firm is subject to regulation by: FINRA, the SEC and state securities regulators. We now file reports with our regulators using paper copies in the U.S. mail, and electronically using fax, email and the Internet. In the event of an SBD, we will check with the SEC, FINRA and other regulators to determine which means of filing are still available to us, and use the means closest in speed and form (written or oral) to our previous filing method. In the event that we cannot contact our regulators, we will continue to file required reports using the communication means available to us.

*Rule: FINRA Rule 4370(c)(8).*

### **XIII. Disclosure of Business Continuity Plan**

Below is our written BCP disclosure statement we provide customers upon engagement. We also post the disclosure statement on our website and mail it to customers upon request.

*Rule: FINRA Rule 4370(e).*

#### **Digital Offering's Business Continuity Planning**

Digital Offering has developed a Business Continuity Plan on how we will respond to events that significantly disrupt our business. Since the timing and impact of disasters and disruptions is unpredictable, we will have to be flexible in responding to actual events as they occur. With that in mind, we are providing you with this information on our business continuity plan.

**Contacting Us** – If after a significant business disruption, you cannot contact us as you usually do at Digital Offering, Tel. (949) 300-2240, [info@digitaloffering.com](mailto:info@digitaloffering.com), you should call our alternative number go to our website at [www.digitaloffering.com](http://www.digitaloffering.com).

**Our Business Continuity Plan** – We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and allowing our customers to transact business. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption.

Our business continuity plan addresses: data backup and recovery; all mission critical systems; financial and operational assessments; alternative communications with customers, employees, and regulators; alternate physical location of employees; critical supplier, contractor, bank and counter-party impact; regulatory reporting; and assuring our customers prompt access to their funds and securities if we are unable to continue our business.

**Varying Disruptions** – Significant business disruptions can vary in their scope, such as only our firm, a single building housing our firm, the business district where our firm is located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only our firm or a building housing our firm, we will transfer our operations to a local site when needed and expect to recover and resume business

within twelve hours. In a disruption affecting our business district, city, or region, we will transfer our operations to a site outside of the affected area, and recover and resume business within twenty-four hours. In either situation, we plan to continue in business, transfer operations to our clearing firm if necessary, and notify you through our website [www.digitaloffering.com](http://www.digitaloffering.com) how to contact us. If the significant business disruption is so severe that it prevents us from remaining in business, we will assure our customer's prompt access to their funds and securities.

**For more information** – If you have questions about our business continuity planning, you can contact us at [info@digitaloffering.com](mailto:info@digitaloffering.com).

#### **XIV. Updates and Annual Review**

Our firm will update this plan whenever we have a material change to our operations, structure, business or location. In addition, our firm will review this BCP annually, to modify it for any changes in our operations, structure, business or location or those of our clearing firm.

*Rule: FINRA Rule 4370(b).*

**XV. Senior Manager Approval**

I have approved this Business Continuity Plan as reasonably designed to enable our firm to meet its obligations to customers in the event of an SBD.

*Rule: FINRA Rule 4370(d).*

Signed:



Name/Title: Sean Lawson, Chief Compliance Officer

Date: March 24<sup>th</sup>, 2020