



TokenAI LLC

SEC Form ADV Part 2A
("Firm Brochure")

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This Firm Brochure ("Brochure") provides information about the qualifications and business practices of TokenAI LLC ("TokenAI"). TokenAI is registered with the United States Securities and Exchange Commission ("SEC") as an investment adviser. That registration does not imply a certain level of skill and training. If you have any questions about the contents of this Brochure, please contact us at by e-mail at support@tokenai.io. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about TokenAI is also available on the SEC's website at: www.adviserinfo.sec.gov

Item 2 - Material Changes

This Brochure is filed as an other-than-annual update in connection with the update to TokenAI's eligibility to register with the SEC as an investment adviser as an "internet adviser" under Rule 203A-2(e) under the Investment Advisers Act of 1940.

The only material changes from our initial brochure is to reflect a change in the ownership of TokenAI set out in Item 4, and a change to the portfolio customization options available.

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Item 4 - Advisory Business

TokenAI LLC ("TokenAI") is a privately-held Delaware limited liability company formed in August 2017 by Lawrence Lanoff, Shimshon (Sam) Czertok, Ilana Frains and Joshua Joseph, who are the principal owners of TokenAI.

TokenAI provides cryptocurrency investment advisory services through a secure interactive website ("Website") which can be found at www.tokenai.io. Specifically, TokenAI provides users the ability to receive computerized artificial intelligence services that provide recommendations on cryptocurrency performance or analysis of specific cryptocurrency coins or tokens based on the user's inputs.

Registered users ("Members" or "Clients") undergo a registration process in terms of which said users create a profile and are each assigned a username and password for registered access to the Website. Members then choose the appropriate risk tolerance category.

- High Risk Tolerance Members receive recommendations for portfolios that are weighted for more aggressive coin movements and coins with a higher risk-return profile according to TokenAI, among other factors. High risk profile portfolios are also weighted to hold smaller market cap coins and tokens rather than larger ones.
- Low Risk Tolerance Members receive recommendations for portfolios that are weighted for more gradual coin movements and coins that have a relatively lower risk profile according to TokenAI, among other factors. Low risk profile portfolios are also weighted to hold almost exclusively larger market capitalization coins and tokens relative to the high risk profile portfolios.

TokenAI classifies Members into a risk profile based on the Member's inputs into the Website, but does not verify whether the Member's investment sophistication is appropriate for the portfolio. TokenAI generally requires that Members represent that each is familiar with cryptocurrency and digital coin and token investments and understands the risks associated with trading in coins and token.

Members of the TokenAI site will be able to use TAI tokens, issued by TokenAI, to perform analysis and get recommendations for coins and tokens they could then purchase on their preferred cryptocurrency exchanges. TokenAI does not purchase or sell coins and tokens on behalf of Members.

TAI tokens are sold via www.tokenai.io. TAI tokens can be purchased using a selected variety of cryptocurrency that will be updated from time to time. TokenAI expects that it will accept fiat currency in the future. For more information on which currencies can be used and for TAI token pricing information please visit www.tokenai.io.

TokenAI does not tailor its advisory services to the individual needs of Members and does not require clients to impose restrictions on investing in certain securities or types of securities.

TokenAI does not participate in wrap fee programs.

TokenAI manages Member assets on a non-discretionary basis and does not have custody of any Member assets. TokenAI currently has no regulatory assets under management because it does not have any responsibility for arranging or effecting any purchase or sale of assets for Members.

Item 5 - Fees and Compensation

TokenAI requires its Members to register with the Website prior to accessing and using the Website's features. TokenAI will verify member identity during the registration process.

Upon registration, Members may use their TAI tokens to access and use the Website to (1) create and manage their TAI token accounts and Member profiles, (2) Review TokenAI sample portfolios and general cryptocurrency performance, (3) communicate with TokenAI support team for technical Website advice (the TokenAI support team does not provide investment advice directly to Members), and (4) purchase TAI tokens for their accounts (TokenAI does not custody any Member assets about which it provides investment advice).

TokenAI will charge Members for services using TAI tokens, either on a per service basis or a single monthly fee for unlimited use of services. Service pricing will be published on www.tokenai.io and will be updated from time to time as new services are added or changed.

TokenAI does not deduct fees from a Member's account or assets.

Monthly subscription Members can select to have their TAI token accounts debited automatically or use a credit card or other payment methods to auto-purchase TAI tokens that will then be used to pay for the monthly fee.

Neither TokenAI, nor any of its officers or managers, accepts commissions or compensation for the sale of securities or any investment products recommended to Members.

Item 6 - Performance Based Fees and Side-by-Side Management

TokenAI does not charge performance-based fees.

Item 7 – Types of Clients

TokenAI Members are generally expected to be investors of any type, but typically individuals. There is no minimum account size required to become a Member.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

The TokenAI Website employs a proprietary, automated computer algorithm, which analyzes various market inputs as well as inputs submitted by a Member, such as the length of investment term, risk tolerance, and/or existing portfolio. The algorithm was developed by TokenAI and continues to be refined. TokenAI investment advice is limited to generating a suggested portfolio of cryptocurrency coins and tokens or providing an analysis of specific coins or tokens. Once a Member receives his or her analysis, the Member must determine how or whether to change his or her portfolio by taking independent action to execute transactions or seeking investment advice from third parties. The Members do not invest any assets with TokenAI and TokenAI has no discretionary investment management authority over the Members' assets.

TokenAI offers non-discretionary investment advisory services to individuals through its proprietary, automated computer algorithm. Clients access TokenAI's service by accessing TokenAI website, registering for an account by supplying a username and password, agreeing to the terms of the Investment Services Agreement, Terms of Service, and User License, and paying the applicable fee. Under the terms of the Investment Services Agreement, TokenAI's investment advisory relationship with client lasts for the period client is using the Advisor Service. Members may receive the following services:

- Non-Discretionary Investment recommendations;
- A.I. Pattern Recognition;
- A.I. Trend Prediction;
- Other A.I. related services

Access to the services is based on membership, which is sold on a one-time basis or a subscription basis as described above in Item 5 – Fees and Compensation.

TokenAI uses proprietary software in its investment advisory service platform to analyze market movements and the choices available for investment within the Member's portfolio. Due to the statistical nature of TokenAI's process, several potential portfolios will satisfy our criteria for an appropriate investment strategy. TokenAI may select the investment alternatives that populate the universe of available alternatives for the Member's portfolio. Our investment advisory service platform uses proprietary artificial intelligence to provide the following:

Investment Recommendations. Members may use the Website to receive specific buy and sell recommendations of cryptocurrency tokens and coins among a limited universe of investment alternatives available for investment to the Member.

Pattern Recognition and Trend Prediction. TokenAI has created algorithms that identify patterns in some of the many known types and it notifies users according to their preferences. These notifications will also provide client-supporting information, such as coin or token information and suggested uses. This allows client to learn more about the coins and tokens selected and make an educated choice as to whether to invest in it or not using a 3rd party service.

Other A.I. related services. Possible future products that could be integrated into the TokenAI advisor service could include:

- The AI Reinforcement Learning Module is the AI algorithm that manages the TokenAI basket index. It uses its own change in valuation as a reward and punishment signal to adjust the basket index cryptocurrency portfolio. Over time this module will learn through monitoring what the aggregate market thinks of its performance how to perform better.
- The AI Anomalous Movement Module quantifies typical movement across all of the cryptocurrencies. This module has the ability to both alert the user of the movement and autonomously construct trades based on the detected anomalies.
- The AI Mimicking Module allows users to train the AI to mimic and adapt to their own trading preferences allowing them to automate and improve trading. This module watches trades the user makes and as it observes trading habits it will begin suggesting similar trades. Once a sufficient level of trust is developed, Users can then allow it to place the trades for them.
- The AI Social Module uses sentiment analysis from news and discussion on major news sites, blogs, and social media. This module will give the user deep analysis of the global sentiment (even from sites in many languages that the users can't even read!) and provide the ability to construct trades based on trends and influencers invisible to most users.
- The AI Risk Optimization Module uses the historical data from the cryptocurrencies to quantify and optimize the amount of risk the user is willing to accept. With the immaturity and lack of sophistication of many traders in these markets, having well quantified risk profile is crucial to long-term success.
- The AI Market Manipulation Avoidance Module assumes that there will continue to be malicious actors who attempt to both manipulate the currencies' prices and the exchanges' ability to operate. By monitoring activity across all of the exchanges, this module provides users and exchanges with analysis of how well it believes true price discovery is working and prevents them from being cheated.

These products are in various stages of development and planning and may or may not be added to the Website. Members would be informed via email if new services or products become available.

Risk of Loss

Members should understand all investing and trading activities risk the loss of capital. No assurance can be given that the investment activities of a Member will achieve the investment objectives of the Member or avoid losses. Direct and indirect investing in cryptocurrency and/or securities involves risk of loss that Members should be prepared to bear on any investments they make. TokenAI does not represent or guarantee that any methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate Members from losses due to market corrections or declines. TokenAI

cannot offer any guarantees or promises that Members' financial goals and objectives will be met. Past performance is in no way an indication of future performance. It is important that Members understand the risks associated with investing in the types of investments listed above.

Except as may otherwise be provided by law, neither TokenAI nor any of its owners, officers or other affiliates are liable to Members for:

- Any loss that Members may suffer by reason of any investment decision made or other action taken or omitted by TokenAI in good faith;
- Any loss arising from TokenAI's adherence to Member's instructions or the disregard of TokenAI's recommendations made to Members; or
- Any act or failure to act by a TokenAI or other third-party to Member accounts.

The information included in this Brochure does not include every potential risk associated with an investment strategy, technique or type of security applicable to a particular Member.

Members are encouraged to ask questions regarding risks applicable to a particular strategy or investment product and read all product-specific risk disclosures. It is a Member's responsibility to give TokenAI complete information and to notify TokenAI of any changes in financial circumstances or goals.

Members will be exposed to risks based on TokenAI's use of artificial intelligence and quantitative investment analysis, those risks include, but are not limited to:

Reliance Upon Quantitative and Artificial Intelligence-Based Model. Generally, a quantitative and artificial intelligence-based model, such as the model used by TokenAI (the "Model"), may become obsolete after some time and require rigorous, continual monitoring and adjustments on an ongoing basis to avoid such obsolescence. At times, short-term market volatility makes such continual and steady implementation difficult for Member to accept emotionally. Using a disciplined investment technique requires a long-term view on the part of the Member. In particular, application of the Model and the methodologies that TokenAI intends to use as the basis for allocating assets and for screening investments could (as with any conventional equity-investment methodology) result in losses if, for example, the securities or cryptocurrencies selected for a given period are experiencing financial difficulty, or are out of favor in the market because of weak performance, negative publicity or general market cycles, or if there are general declines in markets. There can be no assurance that the market factors that caused the securities or cryptocurrencies initially selected by TokenAI to continue to meet the investment criteria as of any subsequent date, that negative conditions affecting a particular country or security will not develop, or that share prices will not decline during a given period.

Risks Associated with Dependence on Intellectual Property. The Model, like any other form of proprietary intellectual property, is subject to the risk of theft, duplication or legal challenge. Any theft of the research or development results associated with the Model or any duplication of such results by third parties may have an adverse effect on TokenAI and/or the performance of a Member's portfolio. Furthermore, there is a risk that TokenAI's proprietary claim to the Model may be challenged in court; there can be no assurance that if challenged, such claim will be upheld by a court of law.

Systems Risks. The operational infrastructure used by TokenAI relies extensively on computer programs and systems (and may rely on new systems and technology in the future) for various purposes including, without limitation, evaluating certain Financial Instruments and cryptocurrencies, monitoring its preferred baskets, and generating risk management and other reports to TokenAI. Programs or systems used by TokenAI may be subject to certain limitations, including, but not limited to, those caused by computer “worms,” viruses, cyber attacks and power failures. All operations are highly dependent on each of these systems and the successful operation of such systems is often out of TokenAI’s control. The failure of one or more systems or the inability of such systems to satisfy the TokenAI’s growing businesses could have a material adverse effect on Member’s results.

There are certain additional risks associated when investing in cryptocurrency coins and token that Members may face, including, but not limited to:

Risks Related to Investments in Cryptocurrencies. Cryptocurrencies are decentralized digital assets that utilize cryptography to secure, control and verify transactions, primarily including Bitcoin and other digital assets such as Ethereum, Monero, Zcash, Ripple, Neo, Litecoin, etc. Cryptocurrencies are a relatively new phenomenon and carry a number of specific risks that prospective investors should carefully consider before making an investment. Cryptocurrencies and the use of digital technologies to buy and sell goods and services, are relatively new and rapidly evolving concept. “Digital Assets,” which includes digital currencies and digital tokens, are based on computer-generated mathematical and/or cryptographic protocol. These Digital Assets are transferred over decentralized networks, where each transaction is recorded in a “blockchain.” A blockchain is a digital ledger that records transactions on multiple computers, which collectively constitute that Digital Asset’s network. This method of recordkeeping alleviates the need for a single, trusted third party intermediary because participants of that particular Digital Asset’s network can each individually act as a steward or record-keeper for the entire blockchain. Once a transaction is recorded in the blockchain, that transaction is theoretically immutable and cannot be reversed due to the cryptographic nature of the recordkeeping and the decentralized nature of the network.

The growth of Digital Assets in general is subject to a high degree of uncertainty. The factors affecting their further development, include (i) their continued worldwide growth, adoption and use; (ii) government and quasi-government regulation of the use, creation and offering of Digital Assets, as well as restrictions on and regulation related to the operation of and access to a Digital Asset’s network; (iii) changes in consumer demographics and public tastes and preferences; (iv) the maintenance and development of the open-source software protocol of a Digital Asset’s network; (v) the availability and popularity of other forms or methods of buying and selling goods and services, including new means of using Digital Assets; (vi) general economic conditions and the regulatory environment relating to Digital Assets; and (vii) the negative perception of Digital Assets generally, including the use of Digital Assets to buy illicit goods and services.

Various foreign jurisdictions may, in the near future, adopt laws, regulations or directives that affect Digital Assets and service providers that fall within such jurisdictions’ regulatory scope. Such laws, regulations or directives may conflict with those of the United States and may negatively impact the acceptance of bitcoins by users, merchants and service providers outside the United States and may therefore impede the growth or sustainability of the

Digital Asset economy in the European Union, China, Japan, Russia and the United States and globally, or otherwise negatively affect the value of Digital Assets.

Additionally, U.S. state and Federal, and foreign regulators and legislatures have taken action against virtual currency businesses or enacted restrictive regimes in response to adverse publicity arising from hacks, consumer harm, or criminal activity stemming from virtual currency activity. The value of Digital Assets could thus be impacted by such adverse publicity.

Volatility of Cryptocurrencies. The price of cryptocurrencies and Digital Assets is affected by many factors, including, but not limited to, global supply and demand, the expected future prices, inflation expectations, interest rates, currency exchange rates, fiat currency withdrawal and deposit policies at cryptocurrency exchanges, interruptions in service or failures of major cryptocurrency exchanges, investment and trading activities of large investors, monetary policies of governments, regulatory measures that restrict the use of cryptocurrencies, global political, economic, or financial events. Moreover, the price of cryptocurrencies may vary between exchanges, and the value of Digital Assets as represented by one or more exchanges utilized by a Member may be significantly higher or lower than other exchanges. There are many reasons for variation in price between exchanges, including supply and demand imbalances, regulatory restrictions based on the domicile of the exchange, or exchanges' policies on withdrawal or deposits. This variation between exchanges may be either temporary or permanent, and could have a material impact on the value of a coin or token. Digital Asset prices are extremely volatile and are susceptible to price bubbles.

Risk of Cryptocurrency Software and Networks. Cryptocurrencies are controllable only by the possessor of a private and public key pair relating to the digital wallet that the cryptocurrency is held in. To the extent that the private key is lost, destroyed, or otherwise compromised (physically or through computer based "hacking"), a Member may not be able to access the cryptocurrency, which would greatly inhibit the Member's ability to generate positive returns. Digital Asset networks are informally managed by a development team known as the "Core Developers", which can propose changes to the network protocols and software. If changes in the network protocol and software are widely accepted, it could adversely affect a Member's positions in unexpected ways. Alternatively, if such changes are accepted by a significant, but not overwhelming, percentage of users and miners in the network, a "fork" in the blockchain may result, causing the operation of two separate networks, which may materially impact the forked coin or token. Cryptocurrency transactions are irreversible without the consent and active participation from the recipient of the transaction. Once a transaction has been verified and recorded on the blockchain, an incorrect transfer or theft of cryptocurrency will not be reversible and a Member may not be able to seek compensation for such transfers or theft. There is a risk that all of a Member's cryptocurrency could be lost, stolen or destroyed, either accidentally or on purpose. In addition, Cryptocurrencies and cryptocurrency derivatives exchanges may have a socialized loss system or may automatically exit a Member from certain positions (called automatic deleveraging) without notice.

Liquidity of the Cryptocurrency Market. The market for Digital Assets is smaller and less liquid than other assets. A single Member may materially move the market for cryptocurrencies when trading and may not be able to enter or exit positions profitably due to liquidity restrictions. For all assets listed on an exchange, the exchange generally has the

right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the Member to loss. Also, such a suspension could render it impossible for the Member to sell its positions.

Recently, many Digital Asset Exchanges (defined below) have halted or suspended trading in certain Digital Assets or have halted the ability of new traders to join the exchange. These actions can result in decreased liquidity in Digital Assets and may result in losses to the Member's portfolio if the Member is not able to buy and sell Digital Assets in the normal course.

Risk of Cybersecurity Attacks. Members and other market participants may be subject to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information, unauthorized asset transfers and various other forms of cybersecurity breaches. Cyber-attacks affecting the Member or exchange may adversely impact the Member's portfolio. Cyber-attacks may interfere with the processing or execution of a Member's transactions. Cyber-attacks or security breaches (e.g., hacking or the unlawful withdrawal or transfer of funds) affecting any of a Member's key service providers, such as exchanges, custodians or other counterparties holding assets for a Member, may cause significant harm, including the loss of capital. Similar types of cybersecurity risks are also present for the development teams that create Digital Assets in which a Member may invest (e.g., the hacking attack associated with the initial coin offering of the DAO token). These risks could result in material adverse consequences for such development teams or their Digital Asset and may cause a Member's investments in such Digital Asset to lose value.

The Importance of Private Keys and the Potential for Irreversible Losses. Many Digital Assets operate using a "public key" and a "private key," which are randomized set of numbers and/or letters that are similar to a password. The public key allows for the recording of transactions in the underlying blockchain or cryptographic technology and a record of these transactions is stored publically in cryptographically immutable "blocks" that reside globally in the applicable Digital Asset's network. Public keys are used to encrypt data, and there is a public record of each transaction in the blockchain. Private keys allow end users or recipients of Digital Assets to decrypt the data or the transaction, so that a third party cannot intercept a transaction or fraudulently impersonate the intended recipient. Private keys must be safeguarded and kept private. A Member must hold, directly or indirectly, private keys, which give the Member access to its Digital Assets. To the extent a private key is lost, destroyed or otherwise compromised and no back up of the private key is accessible, a Member will be unable to access its Digital Assets. The loss of a private key would lead to a complete loss of the Digital Assets because the Member would lose access to those Digital Assets. Additionally, if a third party found or received access to a private key and then transferred those assets, that transaction would be recorded in that Digital Asset's blockchain and effectively irreversible, thereby resulting in a complete loss of those Digital Assets.

Intellectual Property Rights Claims may Adversely Affect the Operation of a Cryptocurrency Network. Third parties may assert intellectual property claims relating to the operation of digital currencies and their source code relating to the holding and transfer of such assets. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in a cryptocurrency network's long-term viability

or the ability of end-users to hold and transfer cryptocurrency may adversely affect an investment. Additionally, a meritorious intellectual property claim could prevent a Member and other end-users from accessing a network or holding or transferring their cryptocurrency.

Management Risk. Members investments will vary with the success and failure of TokenAI's investment strategies, research, analysis and determination of portfolio coins or tokens. If a member implements TokenAI's recommendations investment strategies do not produce the expected results, Members may not achieve their objectives.

Speculation Risk. The cryptocurrency markets are populated by traders whose primary interest is in making short-term profits by speculating whether the price of a token or coin will go up or go down. The speculative actions of these traders may increase market volatility that could drive down the prices of cryptocurrency.

Geopolitical Risk. The world's cryptocurrencies are located in various continents and the jurisdiction over those currencies lies with sovereign governments, international companies, and many other entities. Disagreements over licensing agreements, tax structures, environmental concerns, employment of indigenous workers, and access to technology could negatively impact the price of currencies.

Foreign Market Risk. The cryptocurrency markets in many foreign countries, including emerging countries, have substantially less trading volume than the markets of the United States. As a result, foreign cryptocurrency markets may be subject to greater influence by adverse events generally affecting the market, by large investors' trading significant blocks of cryptocurrency, or by large dispositions of cryptocurrency, than as it is in the United States. The limited liquidity of some foreign markets may affect our ability to acquire or dispose of securities at a price and time it believes is advisable. Further, many foreign governments are less stable than that of the United States. There can be no assurance that any significant, sustained instability would not increase the risks of investing in the securities markets of certain countries.

Item 9 - Disciplinary Information

None of TokenAI's employees, officers, or managers have been involved in any legal or disciplinary events that would be material to a Member's evaluation of the firm or its management.

Item 10 - Other Financial Industry Activities and Affiliations

None of TokenAI's employees, officers or managers are registered (and do not have any application pending to register) as a broker-dealer or a registered representative of a broker-dealer.

None of TokenAI's employees, officers or managers are registered or have an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of any of the foregoing entities.

None of TokenAI's employees, officers or managers have relationships with related parties in the financial services industry that materially affect TokenAI's investment advisory service or any Member.

None of TokenAI's employees, officers or managers recommend or select for any Member, or have other business relationships with, other investment advisers.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

In order to avoid conflicts of interest and fulfill our fiduciary duties to our Members, TokenAI has adopted a Code of Ethics ("Code"), as required by Rule 204A-1 under the Investment Advisers Act of 1940 ("Advisers Act").

TokenAI's Code includes, among other things, provisions protecting Member confidentiality and prohibiting activities likely to create a conflict of interest. A complete copy of the Code is available upon request to TokenAI's Chief Compliance Officer at the address, telephone, or email address on the cover page of this Brochure. TokenAI or individuals associated with TokenAI may buy or sell tokens or coins identical to or different than those recommended to clients for their personal accounts. In addition, any related person(s) may have an interest or position in certain coins or tokens which may also be recommended to a client.

Neither TokenAI nor any related person recommends to Members securities in which TokenAI has a direct material financial interest. TokenAI does not have discretionary authority and may not trade Member assets on a non-discretionary basis.

TokenAI is not in the business of investing in securities. TokenAI's officers and employees may purchase coins or tokens for their own accounts that are the same as coins or tokens in a Member's portfolio. However, because Members make their investment decisions independently and without any disclosure to TokenAI, any purchase of the same coin or token would be coincidental. TokenAI does not invest in coins or tokens and does not buy or sell coins or tokens for Members. Any similarity in the timing of personal investments of TokenAI employees and the investments of Members made after acquiring investment analysis is coincidental, immaterial and does not prejudice Members in any way.

Item 12 - Brokerage Practices

TokenAI does not select or recommend broker-dealers for Member transactions.

Item 13 - Review of Accounts

TokenAI's Member accounts are not regularly reviewed or monitored by TokenAI and are only reviewed by TokenAI upon the written request of a Member. TokenAI does not generally have transparency into any Member's coin or token transactions.

Item 14 - Client Referrals and Other Compensation

TokenAI does not receive any benefits from third parties for providing investment analysis.

TokenAI may in the future conduct marketing campaigns through advertising networks, email marketing campaigns, social media influencers or affiliate programs (e.g., Google AdWords/AdSense, or others). When visitors to the Website or potential Members are directed to the Website from these sources, TokenAI will compensate such advertising networks, email marketing campaigns, social media influencers or affiliate programs.

Item 15 - Custody

TokenAI does not maintain custody of Member funds, securities, or other assets.

Item 16 - Investment Discretion

TokenAI does not have discretionary authority to manage the Members' assets.

Item 17 - Voting Client Securities

TokenAI does not have authority to vote Member securities and does not provide advice as to the voting of Member securities.

Item 18 - Financial Information

TokenAI does not require or solicit any prepayment in fees in advance. TokenAI is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to Members. TokenAI has not been subject to a bankruptcy petition.