

QUEENBEE COMPANY

Regulated Blockchain Finance Platform

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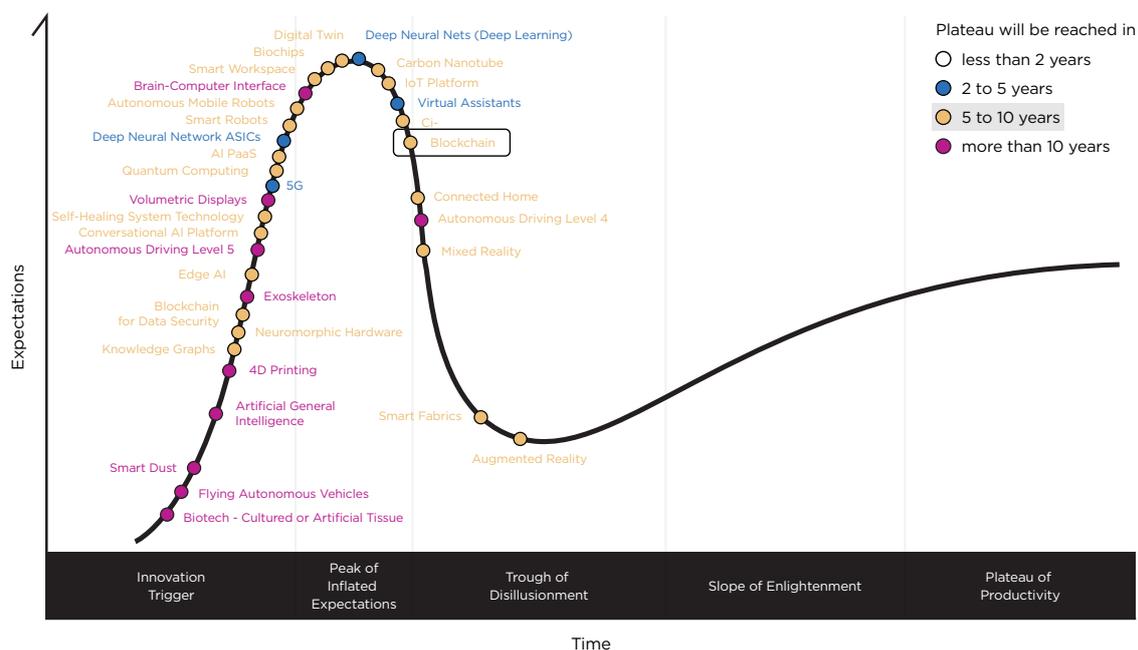
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01.Introduction

4th Industrial Revolution and Blockchain

Blockchain technology is acknowledged as the most crucial technology among those leading the 4th Industrial Revolution. Expected to account for approximately 10% of the global GDP, it is forecasted that blockchain technology will serve as the core of future economy. The Korean blockchain market is also showing rapid growth, with the market size expected to reach KRW 1 Trillion by 2025 from KRW 50 Billion in 2017. In particular, the blockchain technology is expected to expand the most in terms of application. As a fundamental technology which can enhance the security, transparency and efficiency of existing businesses, the blockchain technology is expected to provide more affordable and efficient solutions to previously unanswered problems by facilitating reorganization of the market foundation from web-based technology to blockchain technology. However, the current status of the blockchain market is not that bright. According to Gartner, the global market's expectations on blockchain have already passed its peak as of August 2018, and another five to ten years should pass for the technology to reach its Renaissance. Several side effects from the adoption of blockchain economy have also emerged; most prominently, the issues arising from imprudent ICO or IEO. ICO, which was considered a groundbreaking means of funding at the time of introduction were soon shunned by investors due to the irresponsible conducts of issuers and lack of legal regulations. Once spotlighted as 'the new method of trust' and the new governance, blockchain is now considered 'the new seed of distrust'.

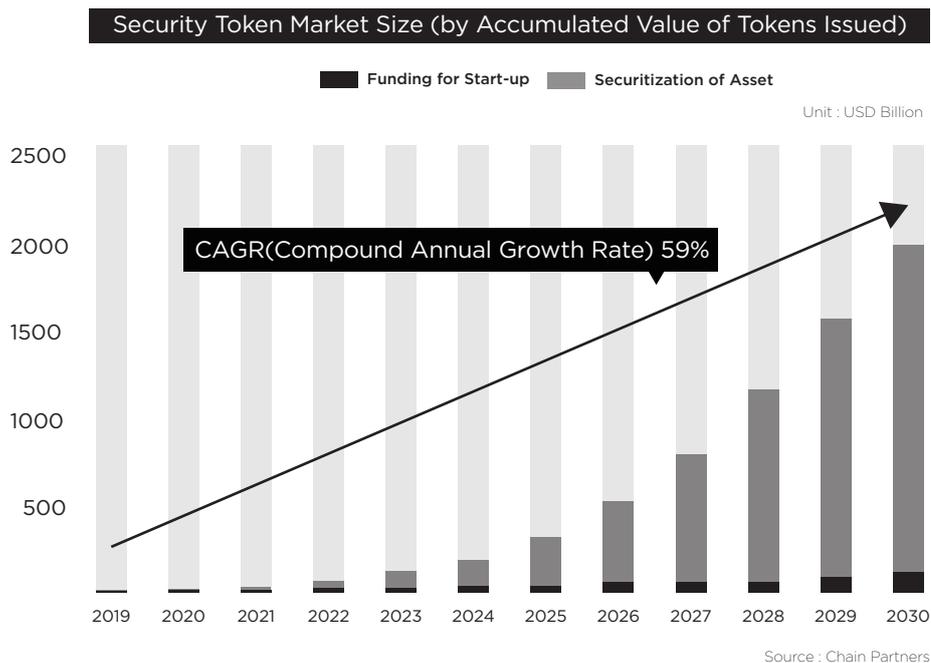
Gartner Hype Cycle for Emerging Technologies, 2018



gartner.com/SmarterWithGartner Source : Gartner (August 2018) © 2018 Gartner, Inc. and/or its affiliates. All rights reserved.

Paradigm Shift to STO : Potential Growth of the Digital Asset Market

First of all, new methods of funding meeting legal regulations have emerged. The method of funding required by companies aiming for the new economy are expected to advance even further, surpassing the ICO and IEO which have attracted a substantial amount of interest. The demand on various advisory services including those on entry into the global market and intellectual property strategy are also expected to increase greatly. Among these new waves, one particularly noteworthy trend is the funding through STO (Security Token Offering). It is forecasted that the total amount of STO is expected to exceed USD 10 Trillion by 2020, which is approximately 1,500 times that of the total amount of ICO in 2018 (Transform Group Korea). Nowadays STO (Security Token Offering) is considered an excellent alternative to ICO and Reverse ICO. Dealing with tangible assets, STO is spotlighted as the new paradigm of the blockchain industry which was criticized for its insubstantiality; holding stocks or tangible assets as security, STO is deemed less risky compared to ICO, and thus the expected scale of growth of STO exceeds that of ICO by far.



Various national regulatory bodies are also designing the framework and principles of regulation on new methods of funding through blockchain. For instance, the U.S. Securities and Exchange Commission has announced the guideline on ICO on April 2nd, 2019, and countries which are participating in the G20 can be agreed that international standards for digital asset should be created through 'Osaka Declaration'. The regulation trends of these countries can be summarized as 'fund raising' through blockchain is permitted, it shall be incorporated and managed by the existing regulation system. In July, South Korea also implemented blockchain regulated sandbox in blockchain regulation-free zone, Busan.

Countries where STO is permitted by law : United States (SEC), Singapore (MAS), Switzerland (FINMA)

	United States	Singapore	Switzerland
2017	<p>[US Securities and Exchange Commission]</p> <ul style="list-style-type: none"> - Announced in the "Report of Investigation" that digital assets with the characteristics of security offered and sold by ICO platforms categorized as DAOs are acknowledged as securities and subject to applicable laws 	<p>[Monetary Authority of Singapore]</p> <ul style="list-style-type: none"> - Announced that if a digital token constitutes a product regulated under the securities laws, the offer or issue of digital tokens will be regulated by MAS - Published the guideline for ICO and adopted Regulatory Sandbox to foster blockchain startups 	<p>[FINMA]</p> <ul style="list-style-type: none"> - Categorized tokens into three types (Payment, Utility, Asset) at "FINMA Guidance" <p>[Chairman of Swiss National Bank]</p> <ul style="list-style-type: none"> - Announced that he sees altcoins such as Bitcoin as a subject of investment rather than currency
2018	<p>[Federal Court]</p> <ul style="list-style-type: none"> - Acknowledged digital assets as commodities <p>[US Securities and Exchange Commission]</p> <ul style="list-style-type: none"> - Published the "Public Statement on Digital Asset Securities Issuance and Trading" - Replaced the originally used term 'cryptocurrency' with 'digital asset' 	<p>[Monetary Authority of Singapore]</p> <ul style="list-style-type: none"> - MAS and SGX jointly developed DvP (Delivery versus Payment) for the settlement of tokenized digital assets - Jointly published a report stating the problems of Cross-border Payment and proposing potential enhancements with the Bank of Canada and Bank of England - Published the updated version of "A Guide to Digital Token Offerings" 	<p>[FINMA]</p> <ul style="list-style-type: none"> - Approved a digital asset investment fund's application for business to provide opportunities for more institutional investors to participate in the Swiss digital asset market <p>[Swiss Exchange]</p> <ul style="list-style-type: none"> - Launched Exchange Traded Product (ETP) tracking prices of multiple digital assets
Regulations	<ul style="list-style-type: none"> - To issue digital asset securities to U.S. residents, the issuer must ① register with the Commission or ② be exempt from registration under the Securities Act of 1933. - Exemption provisions include Rule 504, 506(b) and 506(c) of Regulation D, Regulation S, Regulation A+ and Regulation CF - Should the issuer choose to comply with exemption provisions, the issuer must submit a document stating the names and addresses of the board of directors, and a brief information on the issuance - The issuer must faithfully carry out the obligations regarding disclosure of information by providing sufficient information to the investors on the instrument 	<p>[Exempted from Prospectus Registration]</p> <ul style="list-style-type: none"> - Small offer : Offer made to investors that does not exceed \$5 million within any 12-month period - Private Placement : Offer made to no more than 50 persons within any 12-month period, subject to the provisions of Securities and Futures Act - Institutional investors : Offers made only to institutional investors - Accredited investors : Offers made only to accredited investors 	<ul style="list-style-type: none"> - All offers not made to limited number of persons is deemed as public offer and requires prospectus to be submitted - Should unlisted securities be issued, the prospectus must be submitted to the Commercial Register, and listed securities must be registered to the Swiss Exchange - However, prospectus is required only for securities as defined by commercial law, and thus the obligation arises only when the token is deemed to have similar characteristics to those of equity securities or private loans

The bottom line is that many countries around the world are showing profound interested in the prescribed new method of funding, in particular through digital assets, and are making efforts to adopt appropriate regulatory system and establish the platform. In this view, two meaningful movements have emerged in the global market, one being Bakkt from New York, and the other being 1 Exchange (1X) and iSTOX from Singapore. Bakkt is the cryptocurrency trading platform projected to be launched by ICE (Intercontinental Exchange), the largest group of exchanges and the owner of NYSE (New York Stock Exchange). Bakkt is currently preparing to launch 'physically settled Bitcoin futures' trading and consignment platform. Despite experiencing small delay from the projected schedule, the platform for trading of various assets is being established as originally announced. 1X and iSTOX of Singapore are digital asset exchanges certified, licensed and invested by public institutions including the central government. Both 1X and iSTOX received investments from SGX (Singapore Exchange Ltd.), meaning the potential of STO exchange was acknowledged at the national level.

All that Problem for New Opportunities

Nevertheless of the opportunity, the newly formed market is staged in experimental due to its uncertainty. In order to indulge of the maturity of digital asset ecosystem along with the market's successful growth, multiple factors to be set are absolutely required. Among these factors, most importantly, an abundant liquidity and qualified market players (issuer and investors) is the most essential factor. According to research, the prerequisites for STO market shall be practicable after few years of considerations and discussions. There is also another opinion that verification of the liquidation carried via issued tokens can be done in around after year of 2020. In addition, this market will require a technology ground to aid of various participation via creative applications. The regulatory should be monitored constantly for responsive readiness. Many blockchain technology companies face to choose a shrinkage of the business or even drop on business caused by overlooked or unconditionally prohibiting regulatory environment in South Korea which turns them to cost to seek other door as going out to oversea countries.

In summary, the following four factors shall be overcome in respect of well-forming and growth for the digital asset Ecosystem.

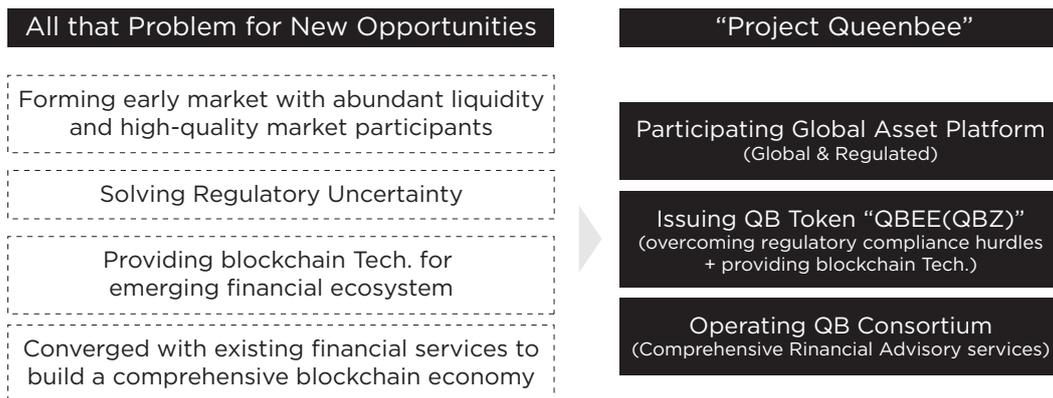
- **Preemptive Market Build based on abundant liquidation and qualified market players**
- **Ready-stand for Regulatory Uncertainty**
- **Robust Technology Providing for Eco contribution**
- **Establishment of Blockchain Economy through merging with Traditional Finance Service**

02. QB's Solutions : "Project Queenbee"

QB proposes "Project Queenbee" with three solutions to solve these problems.

- As participating in the globally known and regulated digital asset financing platform preemptively, QB will lead the unformed market for the qualified market players along with extensive global liquidity.
- "Project Queenbee" shall deploy and utilize 'QBEE (QBZ)' in order to practice the business model. QBEE will prepare a regulatory required block-data on basis of the Ethereum Smart Contract to track and record the historical transaction as well as regulatory requirement in such AML and Qualification of investors as well as underlying assets. The token shall bridge the issuers and investors from country to country by applying world-level verification and security technology in centered by blockchain. Finally the 'QB Digitalized Asset (QBDA)' issued and governed as management utility tool for Queenbee Company's advisory service.
- QB's advisory service will have clients comfort who seek global growth and liquidity with expertise on traditional finance and blockchain technology where for the newly emerged digital asset market. QB contributes to build the future blockchain economy along with the partners and alliances as serving the market.

QB Solution: "Project Queenbee"



QB has steadily prepared to provide solutions as detailed below. First, QB has made efforts to establish the pipeline to acquire access to advanced financial markets. After a long quest, we finally came to a conclusion that Singapore was the most attractive market, as the country is the top international financial center, not only boasting the best business environment in the world, but also is the hub of Asian asset management industry and where all institutional investors and HNWIs gather. Furthermore, QB has paid great amount of effort to participate in the Global Mega Project taking place in Singapore. This means that QB aims to not only expand its regional boundary, but also to establish its place in the mainstream of the blockchain economy.

Global Mega Digital Asset Project



03. QB's Business Model

QB has set two key strategic directions of our business model in realizing "Project Queenbee", based on the market forecast and principles of business model establishment explained earlier.

- QB will secure leadership in the digital asset financing and advisory sector through strategic partnership by building consortium with global digital asset platforms (1X and iSTOX).
- QB will secure financial leadership for invigoration of the blockchain economy by providing advanced financial advisory services specialized for the blockchain economy through cooperation with domestic financial institutions, SGX, and others.

The business model QB is planning largely consists of 3 aspects.



3-1. Strategic Alliance: 1X and iSTOX

1X and iSTOX are blockchain based digital asset transactions platform in Singapore, which will be in strategic partnership with QB. Both platforms have acquired governmental license needed to build strategic partnership with SGX (Singapore Exchange Limited) and operate the targeted business. 1X is the exchange to trade unlisted stocks with digital asset based on ERC-20 and iSTOX is the exchange to trade real assets (Real estate, Copyright, Art work, etc.) with digital asset based on blockchain technology. QB is their strategic partner and QB-affiliated network certainly is the leading global asset platform which has the key industrial capability, entrance to the global new financial market. That is, QB is the world's best platform in the current blockchain market, which has the most efficient and latest transaction functions and has secured public confidence through compliance with applicable regulations. Through QB, companies and individuals are allowed to secure global funds and liquidity through the new financial methods, under the blockchain economy.

3-2. Hub of Digital Asset Ecosystem in South Korea and FEA

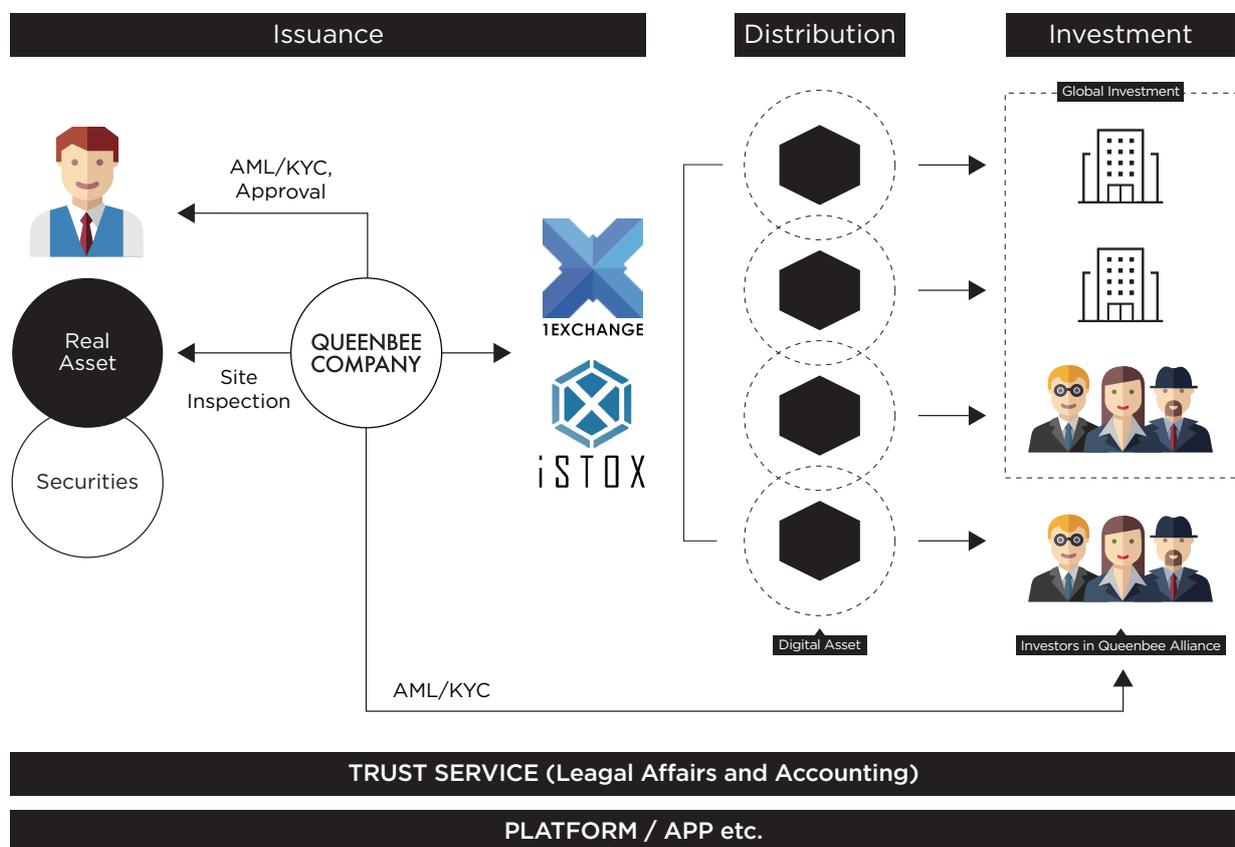
To achieve QB's objective in formation of digital asset ecosystem in South Korea / East Asia, QB will comply with regulations of financial authorities and lead convergence of financial market and real economy, while seeking ways for co-prosperity through division of roles and responsibilities, such as leading East Asian financial market, starting from Korean market, to the new market and cooperating in technological development.

QB's participation in digital asset ecosystem is conducted largely in 3 ways.

- A. Direct participation in digital asset issuance ecosystem in Singapore
- B. Securement of QB's leadership in digital asset issuance ecosystem in South Korea and East Asia
- C. Provision of financial advisor service in QB Blockchain ecosystem

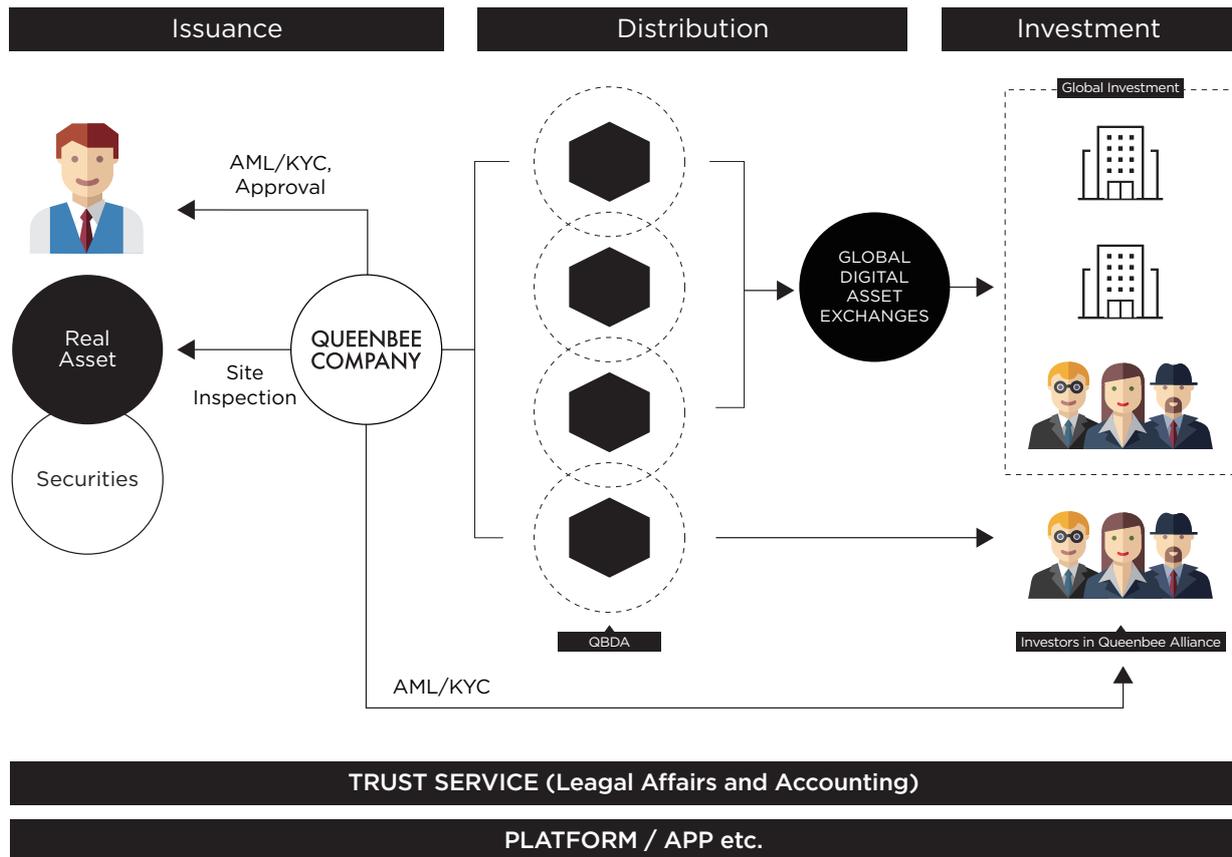
A Direct participation in digital asset issuance ecosystem in Singapore

The key of business model QB aims for is direct participation in digital asset issuance ecosystem in 1X and iSTOX of Singapore. All the business models QB suggests are either ones for participation in digital asset platform or one derived from the participation. Especially, QB is trying to take a serious role in asset issuance sector. 1X and iSTOX are recognized as highly attractive alternative even for digital asset market in South Korea and East Asia. It is likely to take a considerable amount time will be taken until proper formation of the entire digital asset ecosystem. Considering that, 1X and iSTOX in which overall value chain of digital asset will be evenly developed rise as the most attractive alternatives. Especially, QB is planning to become the bridgehead for their digital asset issuance in South Korea and East Asia. Companies (and individuals) situated in South Korea or East Asia can secure fund and liquidity through QB.



B Securement of QB's leadership in digital asset issuance ecosystem in South Korea and East Asia

Conducting authorized roles as the partner in South Korea is not the only attraction of QB business model. QB's objective is to secure its own leadership in digital asset issuance ecosystem in South Korea and East Asia. Especially, by aiming for funding, we will create a robust digital asset ecosystem. To achieve such objective, QB will not only review and approve issuance of digital asset, but also operate own issuing digital asset platform and issue QBDA, which complies with regulations of South Korea and East Asia as well as Singapore. The platform that QB is planning aims at comprehensive platform which covers digital assets for asset liquidation, project investment, and funding and it will grow as a platform specialized in digital asset for funding.



For QB to function as an autonomous facilitator and hub of digital asset ecosystem, 3 capabilities are required – capability in issuance, capability in distribution, and capability in construction of basis of the ecosystem.

QB is distinguished for capability in ‘issuance’. The founders of QB are acknowledged experts in their own fields, from distribution to entertainment. In addition, advisory panels and hands-on -workers of QB as well as the top management are either the best experts in the financial industry or the best team with the matchless experiences and capability in business administration and consulting. The own issuance system of QBDA operated by them will promise our customers the best outcome in excavating, assessing, and approving digital assets.

QB is distinguished for capability in ‘distribution’, including investor network. Members of our QB network are major investors in cryptocurrency and we also have other various investor networks. QBDA issued by QB can be distributed by itself or integration with 1X or iSTOX token. We believe convergence of partners’ networks and QB distribution network will make the most powerful distribution network.

Lastly, QB is distinguished for capability in ‘construction of environment’ for Digital Asset ecosystem. QB is based on world-wide trust of 1X and iSTOX and we will also provide various services including legal affairs and accounting in QB Blockchain ecosystem through cooperation with our partners, in order to acquire deeper trust. The key of QB Blockchain ecosystem that we are trying to build is QB Compliance Framework (Verification technology) and we also have security solution that will allow us safely operate the ecosystem.

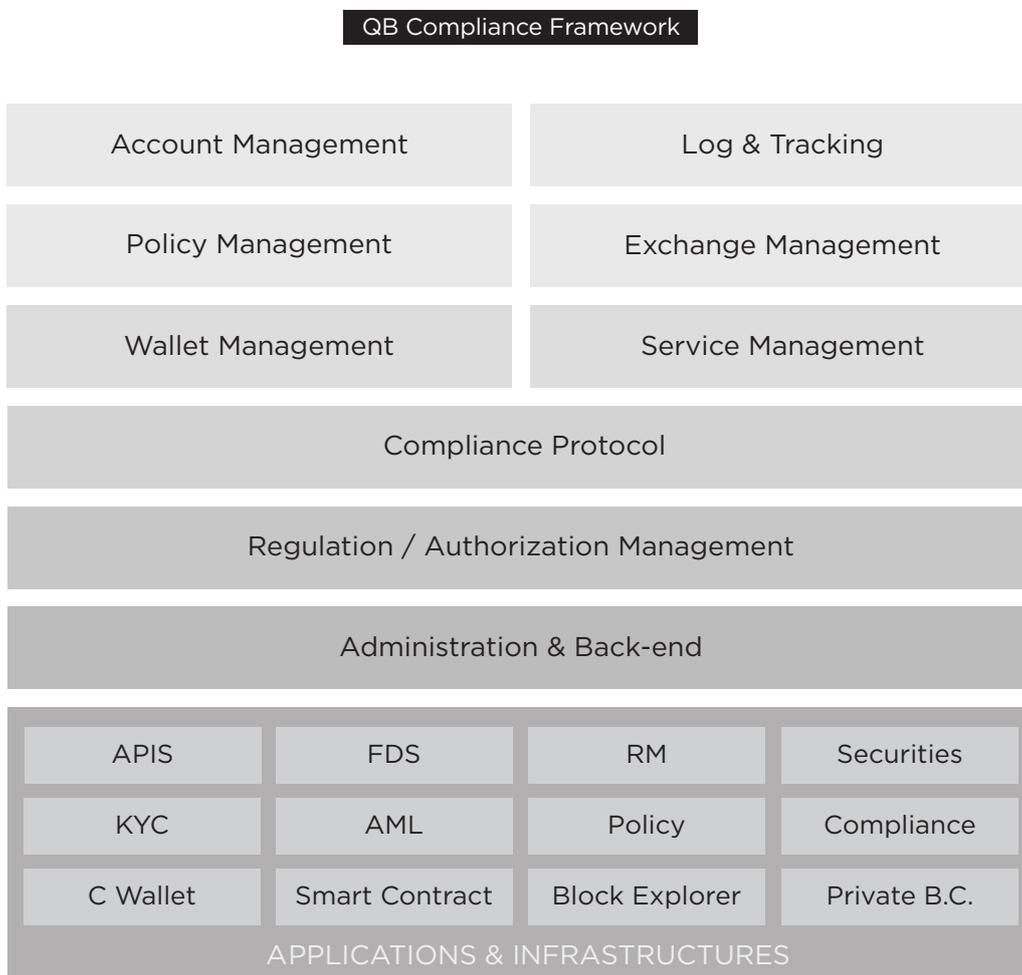
Through the QBEE, digital asset issuance will create a secure and accurate ecosystem.

QB Compliance Framework (Verification Technology)

We protect rights and profits of our investors through compliance with legal regulations on digital asset and provide service technologies to eliminate legal uncertainty from collision with existing law.

QB Compliance Framework provides a new protocol to load legal issues on issuance of digital asset and regulations on issuance and trade of securities into digital asset, and a process for not only issuance of it but also management of future profits including dividend on tokens for support of secondary trading, allocation of profit, and margin from increased market price.

Secondary Trading: The initial issuance of securities by the issuing corporation is defined as the primary market, and the market in which issued securities are distributed and traded is defined as the secondary market.



Compliance Protocol Management

- Protocol to facilitate issuance of digital asset. Purchase and transaction of the assets may be restricted by the identity of investor, jurisdiction, and assets category. It is the framework to manage such certain rules through smart contract to comply with legal requirements.
- Policy Management (Trading Rule / Market Surveillance, Protection Policy)

Regulation Management

- Managerial framework for compliance with partner platform, relevant laws, and Digital Asset guideline.

Exchange Management

- Framework for the secondary trade, which manages information including token issuer, investor, legal agent, developer of smart contract, and KYC certification for legal and technical support and facilitates matching.

Wallet Management

- KYC (Know your customer) and AML (Anti-money laundering) should be conducted in regard to the wallet to which digital asset will be transferred, as procedures to identify legal subject. This is a framework to conduct identification with KYC and AML service providers and process investment qualification examination.

Whitelist Management

- Framework to temporarily conclude transaction during secondary trading, if required, by managing client information and automatically matching transaction information, and conduct a series of processes until legal requirements are fulfilled.

Service Management

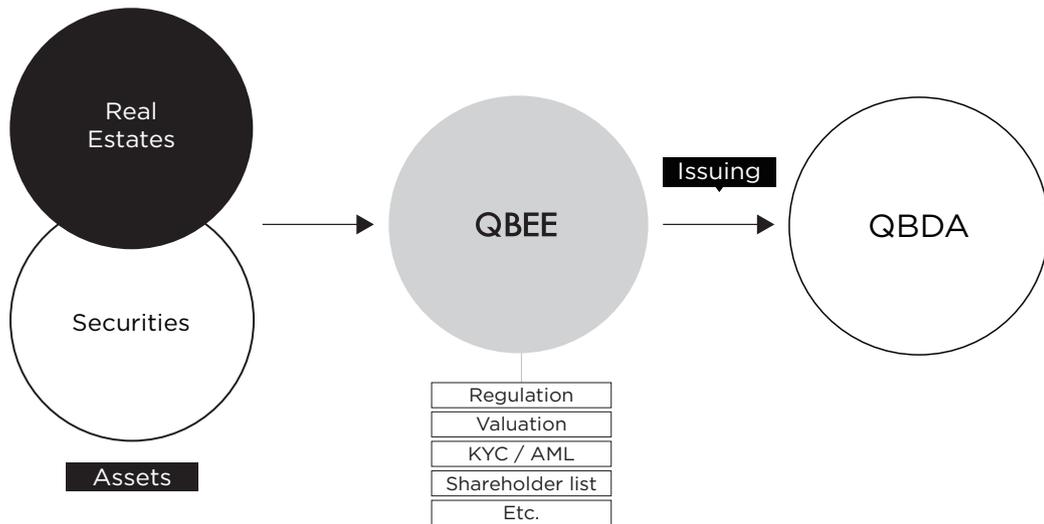
- Connection to information services of external service providers, such as KYC and AML.
- Connection to various external services needed for management of issued digital asset.

Authorization Management

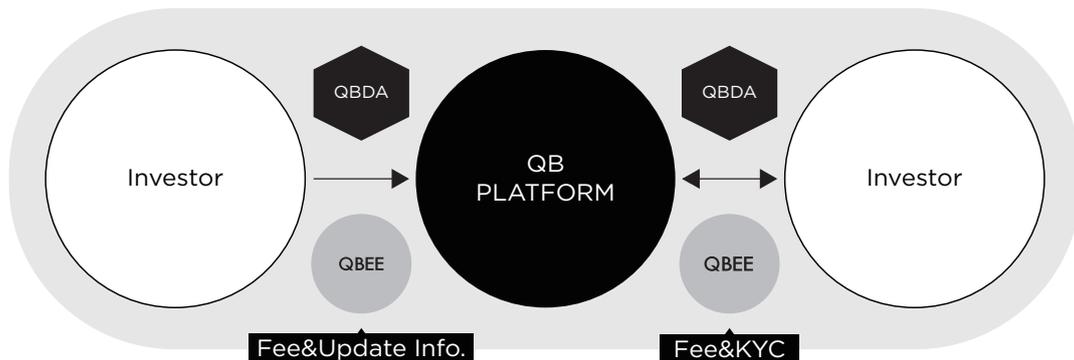
- Application Management: Processing of basic registered information such as issuer and investor
- Processing of personal authentication information
- PHOTO / ID (Social Number)
- Residence
- Mobile Number
- Bank account
- E-signature
- Untact Auth.

QBEE (QBZ)

QBEE (QBZ) is utilized for issuing of QBDA projects as compiling the required regulatory data-block (South Korea and Singapore), whitelist, KYC/AML datablock through the QB Compliance Framework. The QBDA will benefit the issuers and investors in transparency for the data-block and historical transaction record tracking as created based on smart contract of public Ethereum network.



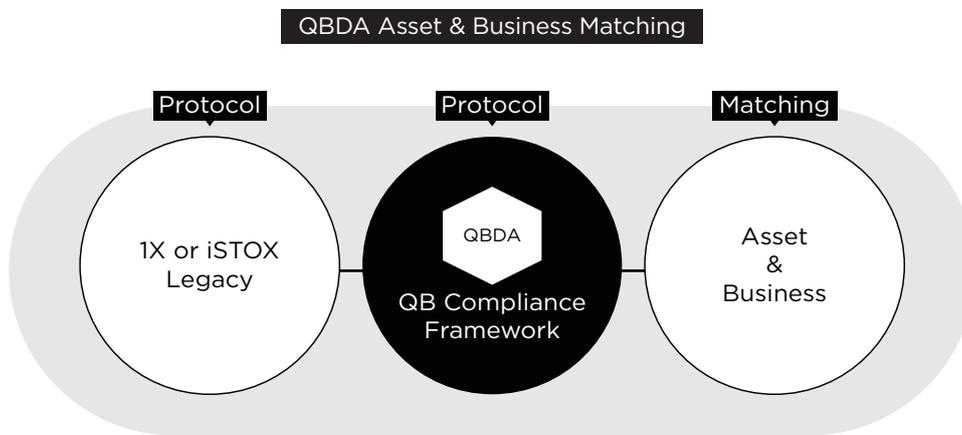
QB Blockchain ecosystem will be maintained not only by issuance but including of continuous transactions. Therefore, the QBEE (QBZ) shall utilize further of secondary transaction in order to record and track the record and as additional service model. In overall, the token will be utilized for own targeted ecosystem to maintain but will reach out to the global digital asset market and expand its usages as participating in available projects.



QB Digitalized Asset (QBDA)

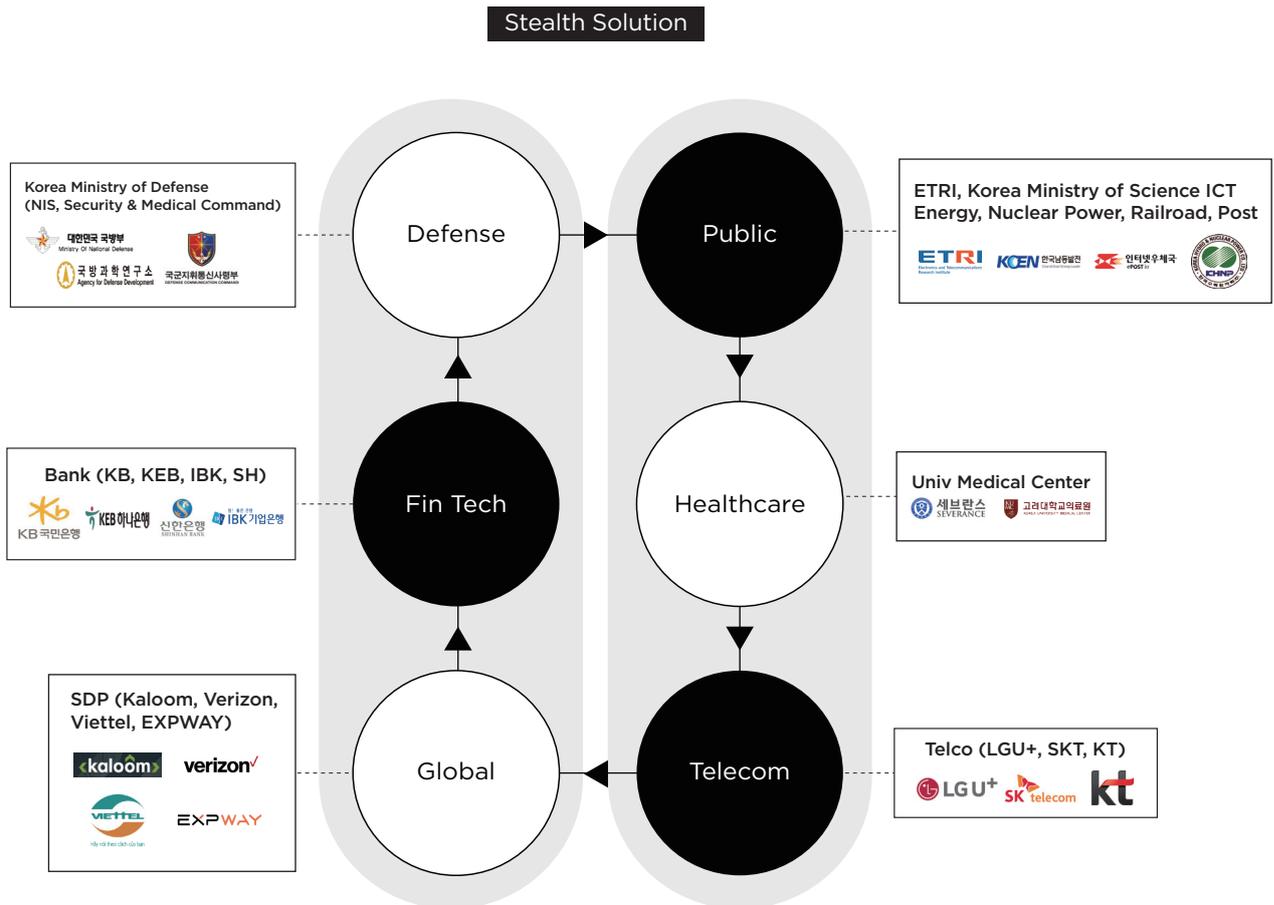
Queenbee Compliance Framework has connecting structure to support various business models (e.g. blockchain projects) while managing conventional financial assets such as stock, bond, and real estate.

Especially, new business models can be created by applying blockchain technology onto conventional assets and businesses and issuing cryptocurrencies derived from business models based on blockchain, like Main-net, in the form of digitalized asset. In those processes, legal and technological structures required for conversion of conventional assets to digital asset are provided as follows, and issued QBDA is matched with the divided assets.



Security Technology

Security technology for maintenance of QB Blockchain ecosystem and capitalization of digital assets is also an important aspect. QB possesses the toptier technology in regard to security solution, through various partnerships. Stealth Solution has the best technological capability in virtualization technology, and especially, it provides the best convenience and security in commercialization and mass transaction of entertainment digital assets.



Blockchain based technology is the basis for maintenance of digital asset transaction platform. QB will make its best use of QB Consortium’s excellent competence to provide blockchain based technologies. QB will try to own the business through M&A on teams with world-class technological capability, if needed.

As a blockchain-based financial service provider, QB will serve as the hub to connect various companies and individuals through blockchain technology and infrastructure our customers can utilize in their daily lives.

C Provision of financial advisor service in QB Blockchain ecosystem

In the second business model, QB will create Digital Asset ecosystem as both joint project with partners and own project and provide sufficient financial services focused on digital assets. For the business model, based on its global networking capability, QB will support success of newly starting digital asset based blockchain projects by thoroughly examining technological capability, stability, and market competitiveness of the project through technological cooperation and communication with blockchain companies and advisors of the different corners of the globe. Furthermore, QB will provide technological support for development of project, attract investments and support from public institutes, develop of new global market, and support establishment of marketing strategy. QB will become the best partner in South Korea for actualizing blockchain economy and QB Blockchain economy.

Sample Scenario

Company A has a need to liquidate real asset and secure funds and submits a request to QB. In QB Blockchain ecosystem, QB starts verification for issuance of digital asset, including regulation and valuation on the concerned real asset, audit, due diligence, and consulting by the best experts of QB Alliances. QB also attracts investors in QB Alliances interested in the concerned real asset and conducts AML and KYC on the attracted investors. All conducted verifications and records are recorded on QBEE block through smart contract and QBDA is issued. Issued QBDA will be utilized for listing on global digital asset exchanges and allocated to existing investors and secondary investors. The same process can be conducted in regard to other assets from distribution and entertainment industries as well as real assets, which can be converted into digital asset.

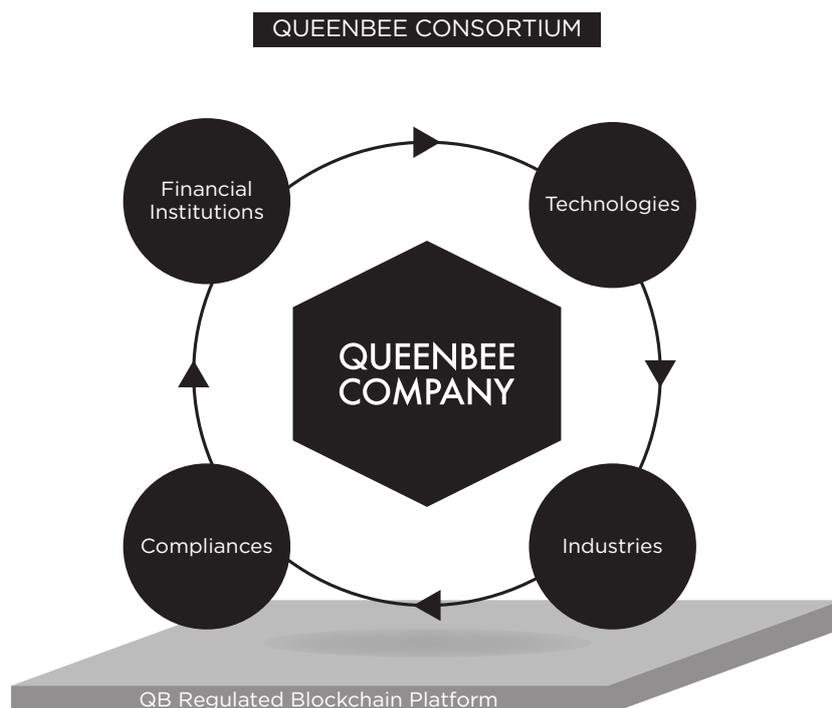
3-3. Additional Business Opportunities

Singapore financial authority of which is the first to construct the system will be the first and most complete realization of QB Blockchain ecosystem. QB will first connect the ecosystem with financial service and economic service in Southeast Asia while complying with advanced financial regulations of Singapore and provide an equivalent level of service in South Korea. When occasion demands, QB will establish a digital asset platform in South Korea through cooperation with QB partners, lead Korean trading market, and then launch the business synched with the real economy which is appropriate for circumstances and culture in South Korea, based on the previous case of connection with the real estate.

04.Features of QB Consortium and its Capability

While QB’s business is conducted based on QB’s own capacity, it is further strengthened through the QB Consortium composed of QB and its strategic partners. From early stages of business, QB partners will serve crucial roles in the entire value chain process for the creation of QB ecosystem such as creation of ecosystem or additional expansion of business model.

Here, QB would like to emphasize that the QB Consortium is led by QB. As QB Network creates not only the QB’s ecosystem but goes further to establish the entire blockchain economy, QB will serve its roles to substantialize the entire design of these structures, identifying problems arising throughout the ecosystem and orchestrating the roles of all participants.



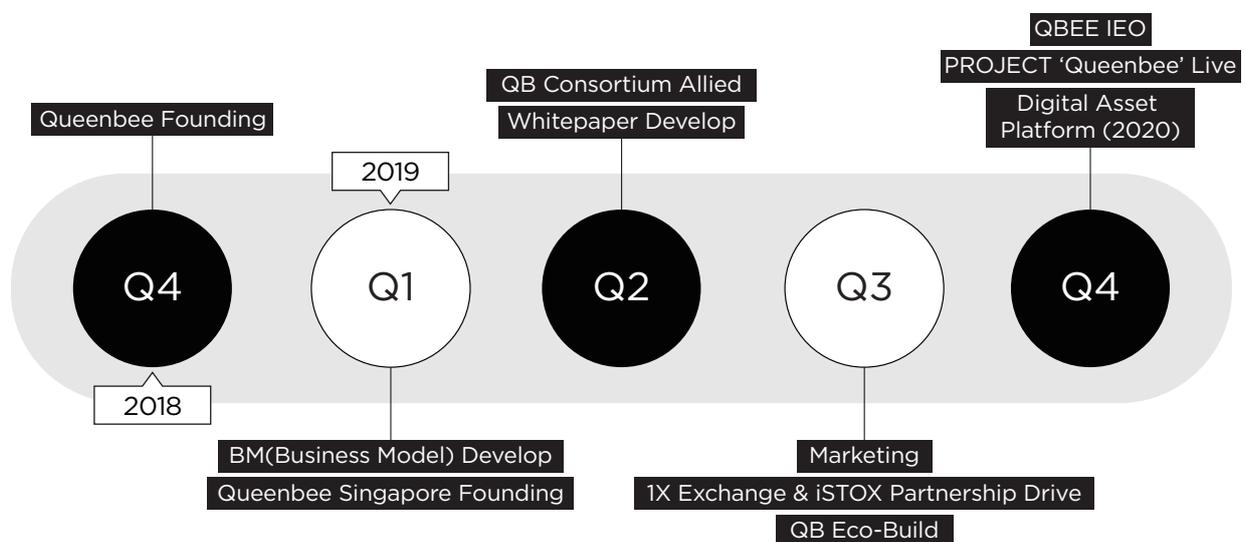
05.Token Distribution

QBEE (QBZ) is planned to be issued as an Ethereum-based token optimized for smart contracts complying with ERC standards (ERC-20). The token will be used to create QB ecosystem, and also during the process of generating digital asset such as valuation, of project generated in the ecosystem, due diligence, consulting, regulation, etc. Total amount: 8,000,000,000 QBZ.



06.Road Map

Establishment and commercialization of QB's Regulated Blockchain Financing Platform will take place as follows. The roadmap was planned to facilitate smooth establishment of QB Regulated Blockchain Finance Platform through active contribution and interaction of the participants, and is subject to change depending on QB Foundation's policies to increase profit of the participants.



07.Disclaimer

This Whitepaper was published by PROJECT QUEENBEE Team to provide information on QUEENBEE Business Model and PROJECT QUEENBEE Team to those interested in QUEENBEE Blockchain Finance Platform. Therefore, this Whitepaper does not constitute investment advice in QUEENBEE Blockchain Finance Platform. PROJECT QUEENBEE Team has published this QUEENBEE Blockchain Finance Platform Whitepaper 'as-is', and therefore the team does not guarantee that the content of this Whitepaper, whether in full or in part, precisely coincides with the specifications of QUEENBEE Blockchain Finance Platform at any certain moment in the future.

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