

Paxos Trust Company, LLC
Examination of Management Assertions
Reserve Accounts Report – Pax Dollar Token (USDP)
May 19, 2023 and May 31, 2023 at 5:00 PM Eastern Time
With Independent Accountant’s Report

Paxos Trust Company, LLC
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INDEPENDENT ACCOUNTANT'S REPORT

Paxos Trust Company, LLC
New York, NY 10011

We have examined Paxos Trust Company, LLC's (the "Company") below assertions. Paxos Trust Company, LLC's management is responsible for its assertions. Our responsibility is to express an opinion on management's assertions based on our examination. Management's assertions, which are summarized in the attached report, (hereafter referred to as the "Reserve Accounts Report"), which we examined are as follows:

- The Reserve Accounts Report refers to the total supply of Pax Dollar tokens ("USDP") as of May 19, 2023 and May 31, 2023 (collectively, the "Report Dates and Times") at 5:00 pm Eastern Time ("ET"). Such USDP, (which also represents the total circulating supply) as denoted under contract 0x8e870d67f660d95d5be530380d0ec0bd388289e1 at 18 decimals at 5:00 pm ET on the Report Dates and Times is 1,019,052,716.45 and 1,027,011,081.22 respectively, as reported by the Etherscan API and an internally maintained and operated node on the Ethereum network.
- The Reserve Accounts Report refers to the accounts held and controlled by the Company at U.S. insured depository institutions and debt instruments that are expressly guaranteed by the full faith and credit of the United States Government. The USD balance and, when applicable, amounts backed by U.S. Treasury Debt in the Reserve Accounts is at least equal to or greater than \$1,019,052,716.45 and \$1,027,011,081.22 respectively, at the Report Dates and Times to adequately support the total supply of outstanding USDP at the Report Dates and Times. This contemplates the impact of outstanding wires, deposits in transit or other reconciling items.
- The Reserve Accounts Report refers to the Company's Reserve Account holdings as of the Report Dates and Times at 5:00 pm ET, which includes the disclosure of the total fair value of the Company's asset holdings by asset type. Any amounts held in U.S. Treasury Debt include additional disclosures such as CUSIP and maturity date, as applicable.
- The total USDP supply, for which each USDP is assigned a redemption value, strictly pegged at 1:1 to the U.S Dollar by the Company, does not exceed the balance of the Reserve Accounts reported below.
- The Reserve Accounts Report refers to the Reserve Account holdings by asset class which does not violate the asset guidelines that were set forth by the New York Department of Financial Services ("NYDFS").

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the examination to obtain reasonable assurance about whether management's assertions are fairly stated, in all material respects. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risks of material misstatement of management's assertions whether due to fraud or error.

In performing our risk assessment, we considered the Company's internal controls relevant to the aforementioned assertions, in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we did not test the operating effectiveness of such controls and express no such opinion on such controls.

We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

We direct your attention to the accompanying notes of the Reserve Accounts Report for risks and uncertainties related to cryptocurrencies and background information provided by management. We have not audited, reviewed or performed any procedures to provide assurance with respect to these notes. Accordingly, we provide no opinion, conclusion or any other form of assurance with respect to these accompanying notes to the Reserve Accounts Report.

The expressed examination opinion on the above assertions are limited solely to the Reserve Accounts Report at the Report Dates and Times noted above. Any activity prior to or after the Report Dates and Times at 5:00 pm ET was not considered when testing the assertions described above. In addition, we have not performed any procedures or provided any level of assurance on the financial or non-financial activity of the Reserve Accounts on dates or times other than the Report Dates and Times noted within this report.

Subsequent to the Report Dates and Times of this report, the Company held Reserve Account assets at financial institutions that either announced their intention to wind down or were subsequently closed by state regulators. As a result of actions taken by the U.S. federal government, the Company did not incur any financial losses on insured or uninsured balances.

In our opinion, management's assertions noted above are fairly stated as of the Report Dates and Times at 5:00 pm ET, in all material respects.

A handwritten signature in blue ink that reads "Withum Smith + Brown, PC". The signature is written in a cursive, flowing style.

June 22, 2023

RESERVE ACCOUNTS REPORT

Paxos Trust Company, LLC
New York, NY 10011

May 19, 2023 and May 31, 2023 at 5:00 pm ET (hereafter "Report Date and Time"). The management of the Company hereby makes the following assertions as of:

- May 19, 2023 at 5:00 pm ET:

USDP tokens issued and in circulation (Notes 1 and 4)	1,019,052,716.45 USDP
U.S. dollars / amounts backed by U.S. government guaranteed debt instruments reserved for USDP token holders (Note 2)	\$1,019,052,716.45

- May 31, 2023 at 5:00 pm ET:

USDP tokens issued and in circulation (Notes 1 and 4)	1,027,011,081.22 USDP
U.S. dollars / amounts backed by U.S. government guaranteed debt instruments reserved for USDP token holders (Note 2)	\$1,027,011,081.22

The Company's total Reserve Accounts which are greater than or equal to the total supply of USDP are comprised of the following asset holdings (Notes 3 and 5):

- May 19, 2023 at 5:00 pm ET:

Description	CUSIP	Maturity Date	Fair Value as of May 19, 2023 at 5:00pm ET
U.S. Treasury Bills	912797FM4	06/06/2023	\$49,887,500
U.S. Treasury Bills	912797FN2	06/13/2023	\$49,835,500
Total U.S. Treasury Bills:			\$99,723,000
Collateral Held Pursuant to Overnight Reverse Repurchase Agreements			
U.S. Treasury Debt	91282CCR0	07/31/2028	\$171,914,692
U.S. Treasury Debt	9128284V9	08/15/2028	\$145,014,158
U.S. Treasury Debt	91282CCV1	08/31/2028	\$192,335,398

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U.S. Treasury Debt	91282CDF5	10/31/2028	\$240,435,826
Total U.S. Government Guaranteed Debt Instruments Held Pursuant to Overnight Reverse Repurchase Agreements:			\$749,700,074
Total U.S. Dollars Held:			\$186,959,898
Total Assets Held in Reserve Accounts:			\$1,036,382,972

- May 31, 2023 at 5:00 pm ET:

Description	CUSIP	Maturity Date	Fair Value as of May 31, 2023 at 5:00pm ET
U.S. Treasury Bills	912797FM4	06/06/2023	\$49,963,500
U.S. Treasury Bills	912797FN2	06/13/2023	\$49,913,500
U.S. Treasury Bills	912796X53	06/15/2023	\$49,900,500
Total U.S. Treasury Bills:			\$149,777,500
Collateral Held Pursuant to Overnight Reverse Repurchase Agreements			
U.S. Treasury Debt	91282CGD7	12/31/2024	\$5,100,033
U.S. Treasury Debt	912810QC5	08/15/2039	\$698,700,041
Total U.S. Government Guaranteed Debt Instruments Held Pursuant to Overnight Reverse Repurchase Agreements:			\$703,800,074
Total U.S. Dollars Held:			\$191,410,106
Total Assets Held in Reserve Accounts:			\$1,044,987,680

NOTES

1. The total supply of Pax Dollar tokens (“USDP”) (which also represents the total circulating supply) as denoted under contract 0x8e870d67f660d95d5be530380d0ec0bd388289e1 at 18 decimals at the Report Dates and Times is 1,019,052,716.45 and 1,027,011,081.22, respectively, as reported by the Etherscan API¹ and an internally maintained and operated node on the Ethereum network.
2. The Reserve Accounts refers to the accounts held by the Company at U.S. insured depository institutions and debt instruments that are expressly guaranteed by the full faith and credit of the United States Government, which are either owned outright by Paxos or held pursuant to overcollateralized overnight reverse repurchase agreements. The USD balance in the Reserve Accounts is at least equal to or greater than \$1,019,052,716.45 and \$1,027,011,081.22 respectively, at the Report Dates and Times. This contemplates the impact of outstanding wires, deposits in transit or other reconciling items.

¹ <https://etherscan.io>

RESERVE ACCOUNTS REPORT

3. This Reserve Accounts Report refers to the Company's Reserve Account holdings as of the Report Dates and Times at 5:00 pm ET, which includes the disclosure of the total fair value, calculated using the publicly available pricing as of the Report Dates and Times, of the Company's asset holdings by asset type as reported above. Any amounts held in U.S. Treasury Debt include additional disclosures such as CUSIP and maturity date, as applicable.
4. The total USDP supply, for which each USDP is assigned a redemption value of \$1 U.S. by the Company, does not exceed the balance of the Reserve Accounts reported above.
5. This Reserve Accounts Report refers to the Reserve Account holdings by asset class, which are in compliance with the approved reserve asset guidelines² as set forth by the NYDFS.

To the best of the knowledge and belief of the undersigned, the information contained in the Reserve Accounts Report as of the Report Dates and Times 5:00pm ET is accurate and complete.

Jennifer Kattamis

Jennifer Kattamis, Controller
Paxos Trust Company, LLC

6/22/2023

Date

² https://www.dfs.ny.gov/industry_guidance/industry_letters/il20220608_issuance_stablecoins

Paxos Trust Company, LLC
Notes to the Reserve Accounts Report
May 19, 2023 and May 31, 2023 at 5:00pm ET
(No Assurance Provided by the Independent Accountant on These Notes)

1. BACKGROUND INFORMATION PROVIDED BY PAXOS TRUST COMPANY, LLC

Paxos Trust Company, LLC (the “Company”) is a New York limited purpose trust company. The Company received its trust charter from the New York Department of Financial Services in 2015 and has been a long-time leader in both crypto asset services and the creation of blockchain technologies for the financial world.

The Pax Dollar token (“USDP”) is a cryptographic token, which allows financial market participants to transact in a crypto asset that has been strictly pegged 1:1 to the U.S. dollar by the Company. The Company maintains the reserves securing USDP in one or more of the following forms: (i) fiat currency held in FDIC-insured bank accounts; (ii) (a) investments (including through overcollateralized overnight reverse repurchase agreements) in debt instruments that are expressly guaranteed by the full faith and credit of the United States Government; and/or (b) money-market funds composed of such debt instruments. Amounts backed by debt instruments that are expressly guaranteed by the full faith and credit of the United States Government are subject to market pricing risk. USDP is an ERC-20 token, which is built on the Ethereum public blockchain and as such, the total number of USDP tokens in circulation is fully and transparently viewable at all times by anyone through any publicly available Ethereum block explorer (e.g. Etherscan).

Subsequent to the Report Dates and Times of this report, the Company held Reserve Account assets at financial institutions that either announced their intention to wind down or were subsequently closed by state regulators. As a result of actions taken by the U.S. federal government, the Company did not incur any financial losses on insured or uninsured balances.

2. DISCUSSIONS RELATED TO CRYPTO ASSETS GENERALLY

As of the date of this report, crypto assets remain an evolving area of technology and market place activity. Those who choose to invest in crypto assets should inform themselves of the general risks and uncertainties associated with such assets.

(1) Crypto assets are owned anonymously. While the public keys of virtual wallets holding crypto assets reside on the distributed networks and can be viewed publicly, the ownership of the wallets are normally not registered and therefore, anonymous. Ownership of crypto assets is evidenced primarily by the possession of the underlying private key (e.g. passcode). The possessor of the private key controls the corresponding crypto asset wallet.

(2) Risk of irreversible transactions. Transactions for most crypto assets that occur over the blockchain are generally irreversible, even if such transactions occur fraudulently or accidentally. If a private key is lost or fraudulently used, the crypto assets in the corresponding wallet may not be recoverable.

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(3) Regulatory uncertainty. Legislative and regulatory changes or actions at the state or federal level may change or affect the use, transfer, exchange, and value of crypto assets. The effects of any such changes are not determinable as of the date of this report.