

Paxos Trust Company, LLC
Examination of Management Assertions
Pax Dollar (USDP) Token
May 16, 2024 and May 31, 2024 at 5:00 PM Eastern Time
With Independent Accountant's Report

Paxos Trust Company, LLC
Table of Contents
May 16, 2024 and May 31, 2024

Independent Accountant's Report	1-2
Redemption Assets Report	3-4
Notes to the Redemption Assets Report (No Assurance Provided by the Independent Accountant on These Notes)	5



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 "Redemption Assets Report"), which we examined are as follows:

- The Redemption Assets Report refers to the supply of Pax Dollar tokens ("USDP") as of May 16, 2024 and May 31, 2024 (collectively, the "Report Dates and Times") at 5:00 pm Eastern Time ("ET"). Such USDP as denoted under contracts 0x8e870d67f660d95d5be530380d0ec0bd388289e1 on the Ethereum network and HVbpJAQGNpkgBaYBZQBR1t7yFdvaYVp2vCQQfKKEN4tM on the Solana network at 5:00 pm ET on the Report Dates and Times combined is 145,982,333 and 145,982,340, respectively.
- The Redemption Assets Report 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. The fair value of the redemption assets is at least equal to or greater than \$145,982,333 and \$145,982,340, respectively, at the Report Dates and Times.
- The Redemption Assets Report refers to the Company's 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 USDP supply, as represented by management in the Redemption Assets Report, does not exceed the balance of the Redemption Assets reported below.
- The Redemption Assets Report refers to the redemption asset composition which adhere to the 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.

We are required to be independent and to meet our ethical responsibilities in accordance with relevant ethical requirements relating to the engagement.



In performing our risk assessment, we considered and gathered an understanding of 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 Redemption Assets 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 Redemption Assets Report.

Management's assertion does not address the assets and liabilities of the Company, other than its USDP tokens and related USDP redemption assets. Our procedures were limited to the related USDP redemption assets, and therefore do not constitute an audit or examination of the Company or its financial position.

We were not engaged to perform and did not perform an examination of the Company's compliance with laws or regulations. We also were not engaged to perform and did not perform an examination of the Company's compliance with its contractual obligations to its clients.

The expressed examination opinion on the above assertions are limited solely to the Redemption Assets 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 Redemption Assets on dates or times other than the Report Dates and Times noted within this report.

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.

Withum Smith + Brown, PC

June 21, 2024

REDEMPTION ASSETS REPORT

Paxos Trust Company, LLC (the “Company”) is responsible for the completeness, accuracy, and validity of the Redemption Assets Report as of May 16, 2024 and May 31, 2024 at 5:00 pm ET (hereafter the “Report Dates and Times”). The management of the Company asserts that the fair value of the redemption assets held is equal to or greater than USDP in circulation and hereby makes the following assertions as of:

Report Dates	May 16, 2024	May 31, 2024
USDP tokens in circulation	145,982,333	145,982,340
Fair Value of Redemption Assets (as defined in the notes below)	\$146,710,536	\$147,279,620

The Company’s total fair value of redemption assets, which are greater than or equal to the supply of USDP are comprised of the following (Notes 3 and 5):

- May 16, 2024 at 5:00 pm ET:

Description	CUSIP	Maturity Date	Fair Value (\$)
U.S. Treasury Debt	91282CHB0	05/15/2026	7,884,600
U.S. Treasury Debt	91282CHZ7	09/30/2030	5,100,000
U.S. Treasury Debt	912810UA4	05/15/2054	20,676,420
Total U.S. Government Guaranteed Debt Instruments Held Pursuant to Overnight Reverse Repurchase Agreements:			33,661,020
Total U.S. Dollars Held:			113,049,516
Total Assets Held in Redemption Assets:			146,710,536

- May 31, 2024 at 5:00 pm ET:

Description	CUSIP	Maturity Date	Fair Value (\$)
U.S. Treasury Bills	912797JZ1	06/04/2024	1,000
Total U.S. Treasury Bills:			1,000
U.S. Treasury Bonds	91282CBW0	04/30/2026	10,062,982
U.S. Treasury Bonds	91282CHZ7	09/30/2030	92,138
U.S. Treasury Bonds	912810SX7	05/15/2051	15,419,340
U.S. Treasury Bonds	912810SZ2	08/15/2051	8,160,000
Total U.S. Government Guaranteed Debt Instruments Held Pursuant to Overnight Reverse Repurchase Agreements:			33,734,460
Total U.S. Dollars Held:			113,544,160
Total Fair Value of Redemption Assets:			147,279,620

REDEMPTION ASSETS REPORT

NOTES

1. The supply of Pax Dollar tokens (“USDP”) as denoted under contracts 0x8e870d67f660d95d5be530380d0ec0bd388289e1 on the Ethereum network and HVbpJAQGNpkgBaYBZQBR1t7yFdvaYVp2vCQQfKKEN4tM on the Solana network at the Report Dates and Times combined is 145,982,333 and 145,982,340, respectively.
2. This Redemption Assets Report refers to the accounts held by the Company at U.S. insured depository institutions where cash is held and debt instruments that are expressly guaranteed by the full faith and credit of the United States Government. The fair value of the redemption assets is at least equal to or greater than \$145,982,333 and \$145,982,340, respectively, at the Report Dates and Times.
3. This Redemption Assets Report refers to the Company’s 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 as reported above. Any amounts held in U.S. Treasury Debt include additional disclosures such as CUSIP and maturity date, as applicable.
4. The USDP supply does not exceed the balance of the Redemption Assets reported above.
5. This Redemption Assets Report refers to the redemption asset composition, which adhere to the guidelines¹ as set forth by the NYDFS.

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

DocuSigned by:


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Adam Ackermann, Head of Portfolio Management
Paxos Trust Company, LLC

June 21, 2024

Date

¹ https://www.dfs.ny.gov/industry_guidance/industry_letters/il20220608_issuance_stablecoins

Paxos Trust Company, LLC
Notes to the Redemption Assets Report
May 16, 2024 and May 31, 2024 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 redemption assets securing USDP in segregated accounts that are unencumbered and held on behalf of USDP holders 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. Fiat deposits held at insured depository institutions may be in excess of FDIC insurance limits. USDP is deployed on the Ethereum network and the Solana network and is an ERC-20 token, which is built on the Ethereum public blockchain, and an SPL token, which is built on the Solana public blockchain. As such, the number of USDP tokens in circulation is fully and transparently viewable at all times by anyone through any publicly available Ethereum block explorer and Solana block explorer (e.g. Etherscan and Solscan).

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.

(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.