

**Paxos Trust Company, LLC
Examination of Management Assertions
Reserve Accounts Report – BUSD Token
October 31, 2019 at 5:00 PM Eastern Time
With Independent Accountants' Report**

Paxos Trust Company, LLC

TABLE OF CONTENTS

Independent Accountants' Report	1-2
Reserve Accounts Report	3
Notes to the Reserve Accounts Report (No Assurance Provided by the Independent Accountant on These Notes)	4

INDEPENDENT ACCOUNTANTS' REPORT

Paxos Trust Company, LLC
New York, NY 10011

We have examined Paxos Trust Company, LLC's 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 Binance USD tokens ("BUSD") as of October 31, 2019 at 5:00 pm Eastern Time ("ET"). Such BUSD, (which also represents the total circulating supply) as denoted under contract 0x4fabb145d64652a948d72533023f6e7a623c7c53 at 18 decimals at 5:00 pm ET on October 31, 2019 (the "Report Date and Time") is 32,058,774.35, as reported by the EtherScan API, the Ethplorer API, and an internally maintained and operated node on the Ethereum network.
- The Reserve Accounts Report refers to the accounts held by the Company at U.S. depository institutions, including U.S. depository institutions to which cash is swept pursuant to a certain deposit placement agreement. The USD balance and, when applicable, amounts backed by U.S. treasuries in the Reserve Accounts is at least equal to or greater than \$32,058,774.35 at the Report Date and Time. This does not contemplate the impact of outstanding checks/wires, deposits in transit or other reconciling items.
- The total BUSD supply, for which each BUSD 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.

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 assessments, 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 Date and Time noted above. Any activity prior to or after October 31, 2019 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 Date and Time noted within this report.

In our opinion, management's assertions noted above are fairly stated as of October 31, 2019 at 5:00 pm ET, in all material respects.

William Smith + Brown, PC

November 5, 2019

RESERVE ACCOUNTS REPORT

Paxos Trust Company, LLC
New York, NY 10011

October 31, 2019 at 5:00 pm ET (hereafter "Report Date and Time")

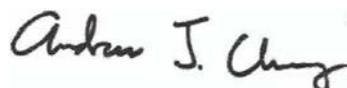
The management of the Company hereby makes the following assertions as of the Report Date and Time:

BUSD tokens issued and in circulation (Notes 1 and 3)	32,058,774.35 BUSD
U.S. dollars/ amounts backed by U.S. treasuries reserved for BUSD token holders (Note 2)	\$ 32,058,774.35

NOTES

1. The total supply of Binance USO tokens ("BUSD") (which also represents the total circulating supply) as denoted under contract Ox4fabb145d64652a948d72533023f6e7a623c7c53 at 18 decimals at the Report Date and Time is 32,058,774.35, as reported by the EtherScan AP11, the Ethplorer API², 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. depository institutions, which include (i) U.S. depository institutions where cash is held, (ii) U.S. depository institutions to which cash is swept pursuant to a certain deposit placement agreement, and (iii) from time to time, amounts at U.S. depository institutions backed by U.S Treasury bonds. Such U.S. depository institutions to which cash is swept are pursuant to a certain deposit placement agreement. The USO balance in the Reserve Accounts is at least equal to or greater than \$32,058,774.35 at the Report Date and Time. This does not contemplate the impact of outstanding checks/wires, deposits in transit or other reconciling items.
3. The total BUSD supply, for which each BUSD is assigned a redemption value of \$1 U.S. by the Company, does not exceed the balance of the Reserve Accounts reported above.

To the best of the knowledge and belief of the undersigned the information contained in the Reserve Accounts Report as of October 31, 2019 at 5:00pm ET is accurate and complete.



Andrew Chang, Chief Operating Officer
Paxos Trust Company, LLC

November 5, 2019

Date

¹ <https://etherscan.io>

² <https://ethplorer.io/>

Paxos Trust Company, LLC
Notes to the Reserve Accounts Report
October 31, 2019 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 Binance USO token ("BUSD") 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, as it is backed by an equivalent amount of U.S. dollar deposits or amounts backed by U.S. Treasury bonds held at U.S. depository institutions in segregated accounts managed by Paxos on behalf of BUSD holders. Funds held in U.S. depository institutions are in excess of applicable insurable limits and, when applicable, amounts backed by U.S. Treasury bonds are subject to market risk. BUSD is an ERC-20 token, which is built on the Ethereum public blockchain and as such, the total number of BUSD tokens in circulation is fully and transparently viewable at all times by anyone through any publicly available Ethereum block explorer (e.g. etherscan).

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.