

FRIEDMAN LLP®

ACCOUNTANTS AND ADVISORS

INDEPENDENT ACCOUNTANTS' REPORT

To the Board of Directors and Management of
GMO-Z.com Trust Company, Inc.
150 East 52nd Street, Suite 7003
New York, NY 10022

We have examined management of GMO-Z.com Trust Company, Inc.'s assertion that the following information in the accompanying report titled "Management Report on ZUSD Stablecoins" ("the Management Report") is correctly stated, based on the criteria set forth in the Management Report.

- ZUSD Stablecoin ("ZUSD") is an ERC-20 token which will be backed one-to-one by US Dollars ("USD") held in a U.S. regulated bank. Management has asserted that the amount of ZUSD does not exceed the USD balances held in a US regulated bank as of May 31, 2021, 23:59 UTC.

GMO-Z.com Trust Company, Inc.'s management is responsible for its assertion. Our responsibility is to express an opinion on management's assertion based on our examination.

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 assertion is fairly stated, in all material respects. An examination involves performing procedures to obtain evidence about management's assertion. 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 assertion, whether due to fraud or error. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our opinion is limited solely to the Management Report and the corresponding balances as of May 31, 2021, 23:59 UTC. We have not performed any procedures or provided any level of assurance on any other balances.

We did not perform any procedures regarding the operating effectiveness of the Company's internal controls. Accordingly, no such opinion is expressed.

In our opinion, management's assertion as referred to above are presented in accordance with the measurement and disclosure criteria described in the Management Report, in all material respects, as of May 31, 2021, 23:59 UTC.

The information in the accompanying Management Report relate to Digital Assets. The currently limited regulatory nature of the Digital Asset market including clearing, settlement, custody and trading mechanisms and dependency on information technology to sustain Digital Assets subject the Stablecoins to unique risks of theft, loss, or other misappropriation, as well as uncertainty with respect to the future viability of these coins. Users of the Stablecoins issued by GMO-Z.com Trust Company, Inc., are responsible for informing themselves of general risks and uncertainties and evolving regulatory requirements. Our opinion is not modified with respect to these matters.

This Independent Accountants' Report is intended solely for the information and use of the Company and the holders of ZUSD tokens and is not intended to be, and should not be used by anyone other than these specified parties.

The logo for Friedman LLP, featuring the company name in a stylized, handwritten-style font.

New York, New York

June 16, 2021

Management Report on ZUSD Stablecoins

GMO-Z.com Trust Company, Inc. (the "Company") has issued Stablecoins to its customers. For each Stablecoin issued, the Company has received one corresponding U.S. dollar from its customers, which are held across one or more omnibus bank accounts at depository institutions insured by the Federal Deposit Insurance Corporation. The Stablecoin Accounts are established and segregated specifically for the U.S. dollars that correspond to the Stablecoins issued and in circulation.

The management of the Company makes the following assertion:

As of May 31, 2021, 23:59 UTC, the circulation of Stablecoins does not exceed their respective U.S. Dollar balances held in their respective U.S. regulated banks.

	ZUSD Tokens issued and in circulation ¹	U.S. Dollar balance held with custodian ²
TOTALS	1,472,237	\$1,472,237

DocuSigned by:

Robert Kalkstein

6/16/2021

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Robert Kalkstein, CFO
GMO-Z.com Trust Company, Inc.
May 31, 2021, 23:59 UTC

¹Tokens reside on the Ethereum blockchain at the ZUSD Smart Contract address: [0xc56c2b7e71b54d38aab6d52e94a04cbfa8f604fa](https://etherscan.io/address/0xc56c2b7e71b54d38aab6d52e94a04cbfa8f604fa)

²The U.S. Dollars are held by a third party custodian and are maintained at Prime Trust, LLC in one or more omnibus bank accounts at depository institutions insured by the Federal Deposit Insurance Corporation ("FDIC"). The account is established specifically for the benefit of ZUSD token holders. Funds shall be held in manner allowing for maximum available FDIC insurance. There are no debts, liens, claims, security interests, or encumbrances of any kind in any of the funds, and there are no known conditions which would allow the immediate termination of the custody account agreement. Friedman LLP has not evaluated the specific terms between the Custodian and the depository institutions that hold the fiat balances, and thus makes no representations regarding these arrangements.

GMO-Z.com Trust Company, Inc. has evaluated subsequent events through the date the report is available to be issued and has determined that there are no subsequent events that require disclosure.

Background Information Provided by GMO-Z.com Trust Company, Inc.

This information has not been examined by the Company's Independent Accountant

GMO-Z.com Trust Company, Inc. ("GMO Trust") connects traditional finance and blockchain for everyone. GMO Trust issued GYEN, the world's first regulated Japanese yen-pegged Stablecoin, and ZUSD, the new digital dollar. GYEN and ZUSD, both ERC-20 tokens, are each pegged 1:1 to the Japanese yen and U.S. dollar, respectively.

Established in 2020, GMO Trust was granted a limited purpose trust charter by the New York State Department of Financial Services and is a subsidiary of financial and IT conglomerate GMO Internet Group from Japan.

GMO Internet Group is an Internet and financial services industry leader, developing and operating Japan's most widely used domain, hosting & cloud, ecommerce, security, and payment solutions. The Group also includes the world's largest online FX trading platform, as well as online advertising, Internet media, and cryptocurrency related services. GMO Internet, Inc. (TSE: 9449) is headquartered in Tokyo, Japan.

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To the Board of Directors and Management of
GMO-Z.com Trust Company, Inc.
150 East 52nd Street, Suite 7003
New York, NY 10022

We have examined management of GMO-Z.com Trust Company, Inc.'s assertion that the following information in the accompanying report titled "Management Report on GYEN Stablecoins" ("the Management Report") is correctly stated, based on the criteria set forth in the Management Report.

- GYEN Stablecoin ("GYEN") is an ERC-20 token which will be backed one-to-one by Japanese Yen ("JPY") held in a U.S. regulated bank. Management has asserted that the amount of GYEN does not exceed the JPY balances held in a U.S. regulated bank as of May 31, 2021, 23:59 UTC.

GMO-Z.com Trust Company, Inc.'s management is responsible for its assertion. Our responsibility is to express an opinion on management's assertion based on our examination.

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 assertion is fairly stated, in all material respects. An examination involves performing procedures to obtain evidence about management's assertion. 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 assertion, whether due to fraud or error. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our opinion is limited solely to the Management Report and the corresponding balances as of May 31, 2021, 23:59 UTC. We have not performed any procedures or provided any level of assurance on any other balances.

We did not perform any procedures regarding the operating effectiveness of the Company's internal controls. Accordingly, no such opinion is expressed.

In our opinion, management's assertion as referred to above are presented in accordance with the measurement and disclosure criteria described in the Management Report, in all material respects, as of May 31, 2021, 23:59 UTC.

The information in the accompanying Management Report relate to Digital Assets. The currently limited regulatory nature of the Digital Asset market including clearing, settlement, custody and trading mechanisms and dependency on information technology to sustain Digital Assets subject the Stablecoins to unique risks of theft, loss, or other misappropriation, as well as uncertainty with respect to the future viability of these coins. Users of the Stablecoins issued by GMO-Z.com Trust Company, Inc., are responsible for informing themselves of general risks and uncertainties and evolving regulatory requirements. Our opinion is not modified with respect to these matters.

This Independent Accountants' Report is intended solely for the information and use of the Company and the holders of GYEN tokens and is not intended to be, and should not be used by anyone other than these specified parties.



New York, New York

June 16, 2021

One Liberty Plaza, 165 Broadway, 21st Floor, New York, NY 10006 p 212.842.7000

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Management Report on GYEN Stablecoins

GMO-Z.com Trust Company, Inc. (the “Company”) has issued Stablecoins to its customers. For each Stablecoin issued, the Company has received one corresponding Japanese Yen from its customers, which are held across one or more omnibus bank accounts at depository institutions insured by the Federal Deposit Insurance Corporation. The Stablecoin Accounts are established and segregated specifically for the Japanese Yen that correspond to the Stablecoins issued and in circulation.

The management of the Company makes the following assertion:

As of May 31, 2021, 23:59 UTC, the circulation of Stablecoins does not exceed the Japanese Yen balances held in their respective U.S. regulated banks.

	GYEN Tokens issued and in circulation¹	Japanese Yen balance held in custody²
TOTALS	650,378,096	¥650,451,541

DocuSigned by:

Robert Kalkstein

6/16/2021

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Robert Kalkstein, CFO

GMO-Z.com Trust Company, Inc.

May 31, 2021, 23:59 UTC

¹Tokens reside on the Ethereum blockchain at the GYEN Smart contact address: [0xC08512927D12348F6620a698105e1BAac6EcD911](https://etherscan.io/address/0xC08512927D12348F6620a698105e1BAac6EcD911)

²The Japanese Yen are held by a third party custodian and are maintained at Prime Trust, LLC in one or more omnibus bank accounts at depository institutions by the Federal Deposit Insurance Corporation (“FDIC”). The account is established specifically for the benefit of GMO Customers. Funds shall be held in manner allowing for maximum available FDIC insurance. There are no debts, liens, claims, security interests, or encumbrances of any kind in any of the funds, and there are no known conditions which would allow the immediate termination of the custody account agreement. Friedman LLP has not evaluated the specific terms between the Custodian and the depository institutions that hold the fiat balances, and thus makes no representations regarding these arrangements.

GMO-Z.com Trust Company, Inc. has evaluated subsequent events through the date the report is available to be issued and has determined that there are no subsequent events that require disclosure.

Background Information Provided by GMO-Z.com Trust Company, Inc.

This information has not been examined by the Company's Independent Accountant

GMO-Z.com Trust Company, Inc. ("GMO Trust") connects traditional finance and blockchain for everyone. GMO Trust issued GYEN, the world's first regulated Japanese yen-pegged Stablecoin, and ZUSD, the new digital dollar. GYEN and ZUSD, both ERC-20 tokens, are each pegged 1:1 to the Japanese yen and U.S. dollar, respectively.

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