To: Sumeera Younis, Crypto Task Force
From: Tokenized Asset Coalition; Digital Securities Initiative
Date: April 22, 2026
Re: Global Access Protocol -- Follow-Up on Transfer Agent Relief and State Law Compliance

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This letter follows up on our meeting with the Crypto Task Force on February 6, 2026. Your team gave us clear guidance during that session: narrow the request to transfer agent issues, address the state law concerns in detail, and propose something incremental that proves the system works before we try to expand scope.

We took that advice. This letter focuses on a single question: can a registered transfer agent maintain pseudonymous onchain records and refer requests for personally identifiable information to Identity Keepers? We believe the answer is yes. The mechanisms described below address the state law concerns raised during our meeting, map each mechanism to the specific statutory provisions it satisfies, and show how the system produces the same substantive information that the existing rules require.

Our hope is that this analysis demonstrates the comprehensiveness of our approach and that the Crypto Task Force will refer us to the appropriate team within the Division of Trading and Markets to engage in a deeper discussion on transfer agent relief.

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Background: The Global Access Protocol

Our January 16, 2026 letter (attached hereto as Appendix 1, the "**January 16th Letter**") provided a full technical overview of the Global Access Protocol. For context: the Global Access Protocol (GAP) is an open-source compliance layer that operates on top of permissionless blockchains like Ethereum and Solana. It creates what we call a Regulated Zone -- a perimeter within which all participants have agreed to standardized Terms of Service, all transactions are checked against compliance requirements at the smart contract level, and all counterparties hold verifiable credentials issued by approved service providers. GAP does not involve custody, order books, or trade execution. It is compliance infrastructure.

The problem GAP solves is specific. Today, tokenized securities exist onchain but cannot be used in decentralized finance because there is no compliant way for self-custodying investors to trade, lend, or borrow against them on decentralized protocols. Each issuer maintains its own whitelist. Each platform performs its own KYC. There is no interoperability and no secondary market liquidity. The result is that tokenized securities are functionally stranded -- they exist on public blockchains but cannot access the liquidity and composability that make those blockchains valuable.

GAP changes this by enabling an investor to onboard once, through any approved Identity Keeper, and then transact across all participating assets and applications within the Regulated Zone. Compliance is enforced programmatically at the smart contract level, not at the user interface, so it cannot be bypassed. Identity data and transaction data are deliberately separated so that no single entity holds both a user's PII and their financial activity.

Moreover, GAP allows for various Regulated Zones to coexist and compose. These different Regulated Zones can service different jurisdictions and asset classes, and also accommodate different interpretations of the law or standards of service. Thus GAP supports a robust permissionless ecosystem but yet can underpin the "Super App" vision described by Chairman Atkins in numerous remarks.

The transfer agent question is the threshold issue for this entire system. If a transfer agent can maintain records pseudonymously and resolve identities through Identity Keepers when required, it unlocks the ability for registered securities to operate within the Regulated Zone. Without that, tokenized securities remain confined to the same siloed, illiquid infrastructure they sit in today.

This approach aligns with the direction the Commission is already heading. Chairman Atkins' March 2026 remarks at the DC Blockchain Summit drew a clear line between digital securities and other crypto asset categories, and signaled the Commission's intent to build fit-for-purpose regulatory frameworks for each. Additional clarity in line with our view came on April 13, 2026 in the Staff Statement Regarding Broker-Dealer Registration of Certain User Interfaces Utilized to Prepare Transactions in Crypto Asset Securities. We are not asking the Commission to create a new asset class or exempt novel instruments from oversight. We are describing how an existing regulated entity, the transfer agent, can use a new recordkeeping method for securities that are already registered and already subject to full disclosure requirements. We also believe this work will complement the broader legislative efforts the Chairman referenced, including the CLARITY Act. The relief we anticipate seeking does not depend on legislation but would integrate naturally with it.

Proposed Scope

We anticipate requesting specific relief confirming that a registered transfer agent may satisfy its obligations under the applicable Exchange Act transfer agent rules by maintaining a pseudonymous master securityholder file using the GAP Tokenized Security Contract, provided the transfer agent can resolve pseudonyms to real identities through Identity Keepers. The specific rules we have identified are detailed in the Anticipated Relief section below. We would propose that any such relief apply initially to tokenized securities registered under the Securities Act, issued within TAC's Regulated Zone, and serviced by a transfer agent registered under Section 17A of the Exchange Act.

Scope of Our Analysis

In our last meeting with the Crypto Task Force we received questions about various state laws like the UCC and DGCL and how GAP would work within them. The Crypto Task Force's very valid concern was that if relief were granted by the SEC GAP shouldn't then be blocked by another legal or regulatory framework. As a result, we conducted a comprehensive review of every regulatory requirement that a pseudonymous onchain recordkeeping system would need to satisfy. That review identified over 50 distinct obligations spanning SEC transfer agent rules, Delaware General Corporation Law, UCC Article 8, federal tax reporting (IRC §6042, §6045, FATCA), proxy solicitation (Regulation 14A), state escheatment laws, BSA/AML considerations, and standard transfer agent-issuer service agreement terms.

For each obligation, we assessed whether the pseudonymous architecture creates a conflict and, if so, how to resolve it. Our analysis identified three resolution paths: (1) no-action or interpretive relief from the Commission, for issues where the existing rules presuppose that the transfer agent holds PII directly and need confirmation that a referral-based model satisfies the same requirement; (2) contractual provisions in TAC's Terms of Service, such as requiring

Identity Keepers to furnish PII to the transfer agent at dividend record dates with service level agreements ensuring timely delivery; and (3) technical implementation in the smart contract architecture, where onchain mechanisms meet or exceed existing requirements. On 3, for example, a smart contract's total supply function maps directly to the control book requirement under Rule 17Ad-10(e), and immutable blockchain storage satisfies the six-year retention requirement under Rule 17Ad-10(f) by default.

We have included that full analysis as Appendix 2, attached hereto, for reference. This letter focuses on the threshold question -- transfer agent recordkeeping -- because it is the issue that must be resolved before any of the downstream obligations can be addressed in a live system.

How the Transfer Agent Maintains Records Onchain

In the traditional system, a transfer agent maintains a master securityholder file with the name, address, and share balance of each registered owner. When shares transfer, the transfer agent updates the file. The challenge onchain is that securities can be transferred peer-to-peer and deposited into smart contracts that have no inherent concept of registered ownership. The GAP Tokenized Security Contract solves this by separating two concepts blockchains typically treat as one: control over a position, and registered ownership of the underlying security.

The Tokenized Security Contract

The GAP Tokenized Security Contract is the smart contract through which registered ownership of each tokenized security is tracked within TAC's Regulated Zone. It maintains two complementary mechanisms: the Ownership Map, which links blockchain addresses to pseudonymous identities, and the Rights Distribution Tree, which tracks ownership when securities are deposited into other smart contracts.

Identifying Owners: The Ownership Map

The contract maintains an Ownership Map that associates blockchain addresses with Encrypted GAP Pseudonyms. Each Encrypted GAP Pseudonym uniquely identifies a person and can be decrypted by the transfer agent for purposes of creating the holistic master securityholder file as of any relevant point in time. Decryption also reveals which Identity Keeper holds the person's personally identifiable information.

An individual participant "claims" a blockchain address by updating the Ownership Map. This registration is protected by a Transaction Filter that verifies the participant is eligible to hold the security before the claim is accepted. Once claimed, the blockchain address is the mechanism through which the registered owner directs disposition of their shares, exercises voting rights, or claims dividends. Valid transactions signed by the claimed address are treated as genuine instructions from the registered owner.

Tracking Ownership Through Rights Distribution Contracts: The Rights Distribution Tree

A fundamental challenge facing tokenization projects is mapping the state law ownership contexts onto smart contract deposits. When a Tokenized Security is deposited onto a fully decentralized smart contract, who is the registered owner and how are rights exercised?

To solve this issue, the Tokenized Securities Contract maintains a hierarchical set of records called the Rights Distribution Tree. At the top of the hierarchy is the Initial Rights Distribution Object which allocates shares of the tokenized security via a map from blockchain addresses to balances. Transfers of the tokenized security token will update this Initial Rights Distribution Object.

When a tokenized security is deposited into a smart contract, GAP Transaction Filters will guarantee that that contract is certified as being part of a particular Contract Classification called Rights Distribution Contracts. These contracts will be guaranteed to have the appropriate interface to create and update a new Rights Distribution Object, that again allocates shares of ownership of the tokenized security via a map from blockchain addresses to balances.

Each Rights Distribution Contract updates its Rights Distribution Object according to its own internal logic. These contracts shall in effect be Transfer Conditions Agreements between the issuer and the users owning shares via the Rights Distribution Object. For example, if a Rights Distribution Contract locks tokens for some period of time, this time lock is essentially a transfer restriction that the depositor agrees to.

A Rights Distribution Contract may emit what we call a Position Token to govern transfers in the Rights Distribution Object. An example would be a classic wrapper: the balance of the wrapped token can be used for the Rights Distribution Object thus the wrapped token is a Position Token. When a Position Token is deposited onto another Rights Distribution Contract, an additional Rights Distribution Object is created. Thus Rights Distribution Objects can be nested in order to form a tree structure. The identifier of each Rights Distribution Object is computed from the hash of its parent Rights Distribution Object and the address pointing to it, which guarantees the tree contains no loops or cycles.

This tree structure is what allows the tokenized security to be used in DeFi while preserving the transfer agent's ability to track ownership. Example: an investor deposits shares into a decentralized lending pool. The lending pool's smart contract controls a Rights Distribution Object that tracks how those shares are allocated among the pool's participants. If a participant then uses their position as collateral in another protocol, that protocol controls a nested Rights Distribution Object. The transfer agent follows this chain to its endpoints to determine who owns the underlying shares. See Appendix 3 for a visualization of the Rights Distribution Tree.

Depending on the facts and circumstances, the Rights Distribution Contract and Position Token could potentially trigger registration under Securities Law. For example, if the Position Token carries an expectation of profit based on the work of others, it could be a new security under the Howey Test. Or, if the Rights Distribution Contract has a centralized custodian, that custodian may need to register as a Broker Dealer. Such registrations can be enforced using GAP's flexible Contract Classification Credentials.

However, in the following cases, we maintain that the Rights Distribution Contract requires no registration and any corresponding Position Token is simply an accounting tool that tracks ownership. In each of the following, we assume the contract is completely decentralized[1] and immutable.

Wrapper Contract: Here the Position Token is simply tracking the underlying tokenized Security.

Lending Pool or Collateral Contract: If tokens are locked as collateral in a Lending Pool, the Rights Distribution Object will allow the user to retain voting rights. This mirrors control agreements that are common in traditional securities lending.

Liquidity Pool Contract: Here the Liquidity Pool Token is an example of a Position Token that allows liquidity providers to maintain ownership rights. This situation is very similar to a Wrapper Contract. However, the Liquidity Pool can potentially track the position of multiple tokenized securities which are deposited in the pool.

A Securities Entitlement Contract: In this contract, the Rights Distribution Object indicates a regulated entity such as a broker-dealer, trust company, or registered investment company, who becomes the owner of record on the transfer agent's master securityholder file. The Securities Entitlement Contract maintains its own entitlement ledger tracking the positions of individual holders within that contract. The Securities Intermediary would use this contract to distribute dividend and voting rights. This is functionally identical to how a transfer agent today records Cede & Co. as the owner of record for DTC-held securities, deferring to brokers and banks to track beneficial ownership below that level.

Examples of this contract include contracts that cannot have a public balance interface, such as a compliant privacy pool[2] or large index funds that will require rights of many assets to be aggregated into a single platform.

[1] By which we mean there is no point of independent control.
[2] Such contracts are enabled by GAP which is designed to be compatible with privacy technology. Such contracts are reasonable avenues to provide investors with much needed privacy protections.

Constructing the Master Securityholder File

To construct the pseudonymous master securityholder file, the transfer agent begins at the Initial Rights Distribution Object and iterates through each blockchain address. For each address, ownership is resolved in one of three ways:

1. **Registered Address.** The Ownership Map associates the address with an Encrypted GAP Pseudonym. The transfer agent decrypts the pseudonym, revealing the GAP Pseudonym and the Identity Keeper holding the person's information. This person is the registered owner of these shares.
2. **Rights Distribution Contract.** The address belongs to a smart contract that controls another Rights Distribution Object. The shares at this address are distributed according to the new Rights Distribution Object's internal allocations. The transfer agent iterates through this new Rights Distribution Object, repeating the same process. The smart contract is treated as a control agreement that the registered owners have entered into.
3. **Indirect ownership through a Securities Entitlement Contract.** The address belongs to a smart contract that does not expose a balance interface from which a Rights Distribution object can be created. Examples might include a privacy-preserving pool or a large index fund. In these cases, the contract identifies a securities intermediary, a regulated entity such as a broker-dealer, trust company, or registered investment company, who becomes the owner of record on the transfer agent's master securityholder file. The intermediary maintains its own entitlement ledger tracking the positions of individual holders within that contract. From the transfer agent's perspective, this is a leaf node. This is functionally identical to how a transfer agent today records Cede & Co. as the owner of record for DTC-held securities, deferring to brokers and banks to track beneficial ownership below that level.

The result is a complete, pseudonymous record of who owns every share. When the transfer agent needs to associate a pseudonym with a real identity (for a shareholder vote, tax reporting, or a regulatory request), it uses the Identity Keeper Referral Portal described below.

Ownership Resolution Summary:

Address Type	How Ownership Is Resolved	Legal Treatment
Claimed by a participant via the Ownership Map	Transfer agent decrypts the Encrypted GAP Pseudonym to identify the registered owner and their Identity Keeper	The associated person is the registered owner and the appropriate person to direct disposition
Is a Rights Distribution Contract pointing to another Rights Distribution Object	Shares are distributed according to the new Rights Distribution Object. Transfer agent iterates through it, repeating this process at each level	The smart contract is treated as a Transfer Conditions agreement. Transfer instructions are valid if the blockchain considers them

Address Type	How Ownership Is Resolved	Legal Treatment
		valid under the smart contract's logic
Smart contract without a balance interface (Securities Entitlement Contract)	The contract identifies a securities intermediary who becomes the owner of record on the transfer agent's master securityholder file. The transfer agent does not look through to individual holders. The intermediary maintains its own entitlement ledger.	The securities intermediary is the registered owner. This mirrors the existing indirect holding system where Cede & Co. is the owner of record and brokers track beneficial ownership. The intermediary would be a regulated entity (broker-dealer, trust company, or registered investment company). Relief on the intermediary role is not sought in this letter.

The Identity Keeper Referral Portal

In GAP's architecture, identity data and transaction data are deliberately separated: a participant's PII stays with their Identity Keeper, while onchain activity is associated only with a pseudonym. The Identity Keeper Referral Portal is the controlled mechanism through which these pieces of information are brought together when the law requires it.

The portal is operated by TAC. A requestor (the transfer agent, a regulator, or law enforcement) submits a request identifying the GAP Pseudonym, the relevant Identity Keeper, the smart contract for which the pseudonym was generated, and the legal basis for the request. The portal is not a public lookup tool. It is a controlled referral process that keeps ordinary operations pseudonymous while permitting lawful disclosure when necessary. Identity Keepers are required to comply with referral orders in a timely manner under service level provisions in their Terms of Service with TAC.

Shareholder voting. Before a vote, the transfer agent takes a snapshot of the current master securityholder file, then uses the portal to request names and addresses for the relevant pseudonyms. The portal can fast-track approvals for routine corporate actions. This process produces a legally intelligible stock ledger while preserving the core privacy model during ordinary operations.

Tax reporting. When a security pays a dividend, the transfer agent uses the portal to obtain the information necessary for tax reporting. The system can also be configured so that the securityholder provides their information directly to the transfer agent at the time of claiming a dividend, depending on the specific tax reporting requirements.

Regulatory requests. Regulators and law enforcement can submit requests through the portal, identifying the relevant pseudonym and legal basis. TAC reviews the request and, if valid, issues a referral order to the Identity Keeper.

The Stop Transfer Flag

A court order, an adverse claimant, or an appropriate person may require the transfer agent to halt transfers of a tokenized security held at a specific blockchain address or by a specific pseudonym. The Stop Transfer Flag is the mechanism the transfer agent uses to comply.

When the transfer agent receives a valid stop transfer request or court order, it issues a Stop Transfer Flag that freezes the assets at the specified address. If the security has been deposited into a smart contract, the transfer agent can forward the request to the relevant Transaction Monitor, who can freeze any tokens within that smart contract that also represent ownership of the security.

If a request identifies the securityholder only by name and not by blockchain address or pseudonym, the transfer agent can use the Identity Keeper Referral Portal to discover the relevant pseudonym. The Identity Keeper will only respond if the request meets the standards and procedures established by TAC, protecting individual privacy while enabling compliance with legitimate legal process.

TAC's Terms of Service (discussed below) require issuers to use the Stop Transfer Flag as their method for halting transfers, follow TAC's procedures for assessing and complying with stop transfer orders, and follow TAC's procedures for considering adverse claims. Issuers also agree to prohibit offchain control agreements, reducing the situations in which onchain and offchain mechanisms could conflict.

Addressing State Law

During our February meeting, your team raised important questions about how GAP's pseudonymous architecture interacts with UCC Article 8 and the Delaware General Corporation Law. The following sections map each relevant provision to how GAP's mechanisms satisfy it.

UCC Article 8 Compliance

The securities issued within TAC's Regulated Zone will be uncertificated securities. Instructions to transfer will be issued via blockchain transactions. The following table maps each relevant UCC provision to how GAP's mechanisms satisfy it.

UCC Provision	What It Requires	How GAP Addresses It
§8-102(a)(12), (18) -- Definitions	Defines "instruction" as a notification to an issuer of an uncertificated security requesting transfer, and defines "uncertificated security" as a security not represented by a certificate	Securities in TAC's Regulated Zone are uncertificated. Blockchain transactions serve as instructions to the transfer agent to register transfers
§8-106(c) -- Control	A purchaser has control of an uncertificated security if the security is delivered to the purchaser, or the issuer has agreed to comply with instructions from the purchaser without further consent from the registered owner	The Terms of Service and GAP Tokenized Security Contract specify exactly how control is obtained: either directly by a blockchain transfer between persons, or by depositing the security into a smart contract that acts as a control agreement. The issuer agrees to honor transfer instructions that are valid under the smart contract's logic
§8-301(b) -- Delivery	Delivery of an uncertificated security is tied to registration of transfer, not mere technical possession	Terms of Service specify that delivery occurs via a blockchain transaction that updates the Tokenized Security Contract, and that registration occurs when the blockchain executes this transaction. Technical possession of a token alone does not constitute delivery without registration
§8-303 -- Protected Purchaser	A protected purchaser takes an interest free of adverse claims if the purchaser gives value, has no notice of adverse claims, and obtains control	Control can only be obtained through onchain mechanisms. Offchain actions alone do not result in protected purchaser status. Onchain purchasers who obtain control through valid transactions are protected
§8-401(a) -- Duty to Register	The issuer must register a transfer when instructed by the appropriate person or by an agent with authority	The Ownership Map identifies the appropriate person who can issue instructions. Smart contracts verify when an agent has authority to issue instructions on behalf of the appropriate person. The Transaction Filter enforces any issuer-specified transfer restrictions
§8-402 -- Assurance of Genuineness	The issuer may require reasonable assurance that an instruction is genuine and authorized	Blockchain infrastructure and smart contract logic provide cryptographic verification that instructions are valid and authorized. This exceeds the assurance available in traditional paper-based systems
§8-403 -- Stop Transfer Orders	The issuer must comply with court orders or other legal	The Stop Transfer Flag mechanism enables the transfer agent to freeze assets

UCC Provision	What It Requires	How GAP Addresses It
	process directing it to stop registering transfers	at a specific address or associated with a specific pseudonym in compliance with court orders and adverse claims
§8-404 -- Wrongful Transfers	The issuer is liable for registering a wrongful transfer	The Stop Transfer Flag enables the transfer agent to halt transfers when required. Transfer agents can comply with injunctions, court orders, and insolvency proceedings. TAC's Terms of Service provide a framework for transfer agents to assess such circumstances

The Chain-of-Instruction Issue

During our February meeting, your team raised a specific concern under UCC Article 8 that we want to address directly. The concern: after multiple transfers, does the eventual holder have a legally sound basis for instructing the transfer agent? In the traditional model, the transferor sends an instruction to the transfer agent, which updates its records. If the token represents a transfer instruction, and transference of that token an indirect endorsement, then the token risks being detached from the security: if a security passes through 20 transfers, the argument that person number 20 is carrying an instruction on behalf of the original transferor becomes tenuous. We agree. That is a real problem, and GAP solves it.

The Rights Distribution Tree maintained in the GAP Tokenized Security Contract is the definitive record of ownership. When a transfer occurs on the blockchain, be it the security token or a Position Token, the Tokenized Security Contract automatically updates the appropriate Rights Distribution Object. The new holder claims the receiving address through the Ownership Map, establishing themselves as the registered owner. The Terms of Service provide that blockchain transactions constitute instructions to register transfers, and that registration occurs when the blockchain executes the state change. Each transfer is independently registered. Person number 20 does not need to trace authority back through 19 prior holders. Their claim is established by the onchain record and their own registration in the Ownership Map.

For securities deposited into smart contracts, the Terms of Service provide that the smart contract constitutes a control agreement, and that the issuer is bound to honor transfer instructions that are valid under the smart contract's logic. This eliminates the need to establish a chain of agency relationships through intermediate holders. The smart contract's code is the agreement, and valid transactions under that code are valid instructions.

Delaware General Corporation Law

The DGCL imposes specific requirements on how corporations maintain and furnish records related to their stockholders. GAP's mechanisms satisfy each relevant provision.

DGCL Provision	What It Requires	How GAP Satisfies It
§219 -- Stock Ledger for Voting	The corporation must prepare a stock ledger showing eligible stockholders, their addresses, and share positions ahead of any stockholder vote	The transfer agent takes a snapshot of the master securityholder file, then uses the Identity Keeper Referral Portal to request names and addresses for the relevant pseudonyms. The portal provides fast-track approval for routine corporate actions, and Identity Keeper terms of service include service level provisions ensuring timely responses
§220 -- Right of Inspection	Stockholders have a qualified right to inspect the stock ledger, stockholder list, and books and records	The same process used for §219 can compile the records needed for inspection requests. The Identity Keeper Referral Portal and the ownership resolution algorithm together produce the required information
§224 -- Electronic Records	Records may be kept on distributed electronic networks or databases, but must be convertible to paper and usable to prepare the lists required by §219 and §220	The blockchain-based records maintained by the GAP Tokenized Security Contract, combined with the Identity Keeper Referral Portal, can be converted to paper-based records within a reasonable timeframe. The pseudonymous master securityholder file provides the share positions; the referral portal provides the identifying information

Terms of Service Provisions

The mechanisms described in this letter operate within a contractual framework. TAC's Terms of Service bind all participants and provide the legal bridge between the onchain mechanisms and the statutory requirements. The following table sets out the key provisions and the purpose each serves.

Provision	Purpose
The transfer agent shall use the Rights Distribution Tree in the GAP Tokenized Security Contract as the definitive record of ownership. Blockchain transactions will be regarded as instructions to register transfers.	Establishes the form of official records and the mechanism for transfer instructions, satisfying UCC §8-102(a)(12) and §8-401(a)

Provision	Purpose
Registration of transfers occurs when the blockchain executes the state change of a confirmed transaction. Delivery of purchased shares shall occur through a blockchain transaction.	Identifies when registration and delivery occur, satisfying UCC §8-301(b)
If shares map to an Encrypted GAP Pseudonym, the associated person is the appropriate person to direct disposition. Valid transactions with a valid cryptographic signature are genuine transfer instructions.	Resolves who may direct disposition and what constitutes a genuine instruction, satisfying UCC §8-401(a) and §8-402
Smart contracts through which ownership passes are treated as control agreements. The issuer is bound to honor these agreements. Valid transfer calls from these addresses are instructions to transfer ownership. The transfer agent may register these changes without further consent from the registered owner.	Provides the legal basis for investors to enter into onchain control agreements, including collateralized lending and liquidity provision. Satisfies UCC §8-106(c)
Transfer instructions through smart contracts are only registered if the blockchain considers them valid with respect to the smart contract's logic.	Ensures that the terms of each control agreement are enforced and that the transfer agent does not register transfers that violate them
If shares are held by a smart contract that does not expose a balance interface, the contract must identify a securities intermediary who becomes the owner of record. The securities intermediary is responsible for maintaining its own entitlement ledger and distributing rights to the holders within that contract.	Provides the legal framework for securities deposited into contracts where look-through ownership tracking is not possible, such as compliant privacy pools or large index funds. Ensures that every position in the Rights Distribution Tree terminates at either an identified person or an identified, regulated intermediary.
Transfer agents must use the Identity Keeper Referral Portal for all PII requests.	Ensures that transfer agents respect participant privacy while complying with legal obligations
Identity Keepers must comply with referral orders in a timely manner and will indemnify TAC for any failures.	Ensures that PII can be retrieved when lawfully required, with accountability for failures
Issuers must use the Stop Transfer Flag as their method for halting transfers, and must follow TAC's procedures for assessing stop transfer orders and adverse claims.	Ensures consistent onchain mechanisms for complying with court orders and adverse claims under UCC §8-403 and §8-404
Issuers will not enter into offchain control agreements and will prohibit registered owners from entering into offchain control agreements.	Reduces conflict between onchain and offchain mechanisms, minimizing the situations in which the Stop Transfer Flag must be used

Anticipated Relief

Based on the mechanisms described in this letter, TAC and DSI anticipate requesting specific relief for registered transfer agents operating within TAC's Regulated Zone, including from the rules cited in the January 16th Letter and our additional anticipated relief, in each case noted below.

Anticipated Relief and Justification from the January 16th Letter:

Rule	Relief Requested	Justification
Exchange Act Rules 17Ad-6 and 17Ad-7 -- Recordkeeping	Confirm that a registered transfer agent may satisfy its recordkeeping obligations by maintaining a pseudonymous master securityholder file using the GAP Tokenized Security Contract, provided the transfer agent maintains the ability to resolve pseudonyms to real identities through Identity Keepers via the Identity Keeper Referral Portal	The Rights Distribution Tree provides a complete, auditable record of ownership. The Ownership Map associates each position with a pseudonym that the transfer agent can resolve to a real identity. The Identity Keeper Referral Portal provides the controlled mechanism for doing so. Together, these satisfy the substantive purpose of the recordkeeping rules while protecting investor privacy
Exchange Act Rule 17Ad-17 -- Lost Securityholders	Confirm that a transfer agent may satisfy lost securityholder obligations by requesting the relevant Identity Keeper to contact the securityholder	Lost securityholder rules assume the transfer agent holds contact information directly. Under GAP, the Identity Keeper holds this information and can be directed to contact the securityholder on the transfer agent's behalf
Exchange Act Rule 17Ad-2 -- Processing	Confirm that a transfer agent satisfies processing requirements when transfers are authorized at the smart contract level and settle on the blockchain	Onchain settlement provides faster, more reliable processing than the paper-based and centralized electronic systems contemplated by the existing rules. Settlement is atomic and verifiable

Additional Anticipated Relief Identified:

Rule	Anticipated Relief	Justification
Rule 17Ad-9(a) (items applicable to uncertificated securities)	Confirm that an Encrypted GAP Pseudonym and associated Identity Keeper reference satisfy the identity-related requirements of master file certificate detail for uncertificated securities under Rule 17Ad-9(a).	The Encrypted GAP Pseudonym uniquely identifies the registered owner and can be resolved to name and address through the Identity Keeper Referral Portal. This is analogous to the DTC/Cede & Co. model, where beneficial owner addresses are held by brokers rather than by DTC. Rule 17Ad-9(a)(8) provides a catch-all for

Rule	Anticipated Relief	Justification
		additional "identifying information," which supports treating a pseudonym plus Identity Keeper pointer as sufficient identifying detail
Rule 17Ad-10(a)-(b) -- Posting and Accuracy	Confirm that a transfer agent satisfies prompt posting and accuracy requirements when debits and credits are recorded via blockchain state changes in the GAP Tokenized Security Contract	Blockchain settlement posts debits and credits in real time with cryptographic verification of each state change. This exceeds the promptness and accuracy standards contemplated by the existing rules, which were designed for paper-based and batch-processed electronic systems
Rule 17Ad-10(e) -- Control Book	Confirm that a smart contract's total supply function satisfies the requirement to maintain and keep current an accurate control book for each issue of securities	The total supply function programmatically tracks total authorized and outstanding shares in real time. This is aggregate data that does not require PII and maps directly to the control book concept. The smart contract enforces that the control book is always current by design
Rule 17Ad-10(f) -- Retention of Deleted Detail	Confirm that immutable blockchain records satisfy the six-year retention requirement for deleted certificate detail	Blockchain records are immutable. Deleted certificate detail is permanently retained by the architecture itself, exceeding the six-year minimum required by the rule
Rule 17Ad-11 -- Reporting Aged Record Differences	Confirm that a transfer agent satisfies its obligations to report aged record differences between the master file and control book when the smart contract enforces consistency between the two by design	Onchain atomic settlement eliminates the record differences that arise in legacy systems where the master file and control book are maintained separately. The GAP Tokenized Security Contract enforces synchronization programmatically
Rule 17Ad-5 -- Securityholder Inquiries	Confirm that a transfer agent may satisfy its obligation to respond to securityholder written inquiries within specified timeframes by routing communications through the Identity Keeper	The Identity Keeper serves as the communication intermediary between the transfer agent and pseudonymous securityholders. TAC's Terms of Service establish inquiry procedures and response timelines that satisfy the rule's requirements

We would anticipate that any such relief be conditioned on the transfer agent being registered under Section 17A of the Exchange Act, maintaining the ability to resolve pseudonyms to real identities through the Identity Keeper Referral Portal, operating within TAC’s Regulated Zone and in compliance with its Terms of Service, and servicing only tokenized securities registered

under the Securities Act. We expect this could be appropriately structured as a pilot or no-action letter, similar to the approach the Commission took with the DTCC for its tokenized securities initiative, and we are open to whatever structure facilitates the Commission's review.

This letter is not a formal request for relief. It is our attempt to demonstrate that we have done the work and that our approach is comprehensive -- that a transfer agent operating within this system can fulfill every obligation it has today, from registering transfers to compiling stock ledgers to complying with court orders, using onchain records combined with the Identity Keeper Referral Portal. We respectfully ask that the Crypto Task Force refer us to the appropriate team within Trading and Markets so we can begin the detailed conversation on specific relief. We are prepared to provide additional technical documentation, demonstrations, or legal analysis as needed.

Sincerely,

Tokenized Asset Coalition
Digital Securities Initiative

Appendix 1: The January 16th Letter

Appendix 2: Regulatory analysis

Appendix 3: Rights Distribution Tree Visualization