

Assignment to New Registry Operator: Assignee Information

The Consultation Call

ICANN org recommends both the assignor (the current registry operator) and assignee (the proposed new registry operator) participate together in a consultation call with ICANN org prior to the assignor submitting the Assignment to New Registry Operator service request case in the Naming Services portal. The consultation call will help provide a better understanding of the requirements and help the assignor and assignee to align on the process and timeline for case completion.

Information the Assignee Needs to Provide to ICANN Org

As a first step, please review the [Assignment to New Registry Operator](#) information. The assignee must provide ICANN org with the required information and documentation for review in the Naming Services portal within five (5) *calendar days* of receiving the case in order for ICANN org and its external providers to have the necessary time to review the request. The following items are provided to help prepare the assignee for submitting the required information within the five-day time frame.

1. [New Registry Operator Assignee Questionnaire](#)
Below you'll find the questionnaire ICANN org provides to the assignee for completion within five (5) calendar days of receiving the Assignment to New Registry Operator case.
2. [Financial Projection Instructions](#) and [Financial Projections Template](#)
Within the questionnaire, the assignee must also provide financial statements and projections for financial evaluation within five (5) calendar days of receiving the Assignment to New Registry Operator case. The financial projections instructions provide information to help the assignee complete the Financial Projections Template.
3. [Assignment and Assumption Agreement Template](#)
The agreement must be completed, signed, and dated by both assignor and assignee *after* ICANN org has provided the conditional consent letter.
4. [Registry Operator Data Escrow Agreement Template](#)
The agreement must be provided to ICANN org along with the Assignment and Assumption Agreement *after* ICANN org has provided the conditional consent letter.

Submitting the 'Assignment to New Registry Operator' Case to ICANN Org:

Once the assignee has completed its financial statements and financial projections and is prepared to provide responses to the questionnaire within five (5) calendar days, the assignor may submit the case. ICANN org will notify the assignee to submit the required information and documentation for review in the Naming Services portal.

Required Third Party Reviews, Fees, and Timing:

Background screening and financial panel evaluation are performed by external providers as part of ICANN org's due diligence and evaluation process.

The cost for background screening and financial panel review is approximately USD \$19,000. The proposed assignee is responsible for fees incurred for evaluations conducted by external providers. The assignee will be notified of the fees via the case, and ICANN org will send a separate invoice via email.

The overall timing for completion of the Assignment to New Registry Operator process is approximately 90-120 days, subject to assignee or assignor responses to clarifying questions.

Any questions or concerns the assignor and assignee may have after reviewing the information and documents above can be addressed on the consultation call with the assignor's account manager.

New Registry Operator Assignee Sample Questionnaire

This questionnaire is used to collect information from the proposed assignee in an assignment to a new registry operator as defined by [Section 7.5\(f\)\(iv\)](#) of the Registry Agreement. The assignee will need to answer these questions in the Naming Services portal case once they are notified by ICANN. More information about the process is available at [\[https://www.icann.org/resources/assignments/#assignment-new-registry-operator\]](https://www.icann.org/resources/assignments/#assignment-new-registry-operator)

HELPFUL TIPS

- All fields marked with a red asterisk (*) are required. Other fields may become required based upon your responses. If a question does not apply, enter "N/A."
- You may upload the same file to multiple questions, as long as the answer in the file is clearly numbered in accordance with the corresponding question(s).
- ICANN org cannot start its review of your request unless answers to all required questions have been provided and complete information has been received.
- Click the "Save" button to save your work. This will allow you to return to the request at a later time and will not submit the request.
- You may print or save your request as a PDF by clicking the printer icon in the upper right corner. You must click "Save" in order to print the request.
- Click the "Copy Case" button located in the upper right-hand corner to create a new case and copy over all answers to questions from this current case. Please note, attachments will not be copied over.
- Click the "Submit" button to send your completed request to ICANN org.

PROOF OF LEGAL ESTABLISHMENT

Please provide:

*Legal form of the entity (e.g., partnership, corporation, non-profit institution, etc.).

*The specific national or other jurisdiction under which the entity was formed (e.g., Example Company, GmbH is a company formed under the laws of Germany).

*Attach evidence of the assignee's establishment as the entity described above.

If the assignee entity is publicly traded, provide the exchange and symbol.

If the assignee entity is a subsidiary, provide the parent company

If the assignee entity is a joint venture, list all joint venture partners.

*Business ID, Tax ID, VAT registration number, or equivalent of the assignee entity.

DIRECTORS, OFFICERS AND KEY STAKEHOLDERS

Provide the following information regarding the proposed assignee entity.

*Provide the full name, date and country of birth, contact information (permanent residence), and title of all directors.

Title Full Name Date of Birth Country of Birth Current Country of Residence

*Provide the full name, date and country of birth, contact information (permanent residence), and position of all officers and partners. Officers are high-level management officials of a corporation or business, for example, a CEO, vice president, secretary, chief financial officer. Partners would be listed in the context of a partnership or other such form of legal entity.

Title Full Name Date of Birth Country of Birth Current Country of Residence

Provide a list of all shareholders holding at least 15%. Provide the full name, contact information and percentage held by each. For a shareholder entity, provide the principal place of business. For a shareholder individual, provide the date and country of birth and contact information (permanent residence).

Full Name Contact Information Percentage held

If the proposed assignee does not have directors, officers, partners, or shareholders, provide a list of all individuals having overall legal or executive responsibility for the assignee. Include the full name, date and country of birth, contact information (permanent residence), and position of all individuals.

Title Full Name Date of Birth Country of Birth Current Country of Residence

If any of the events below have occurred, please provide details. Indicate whether the proposed assignee or any of the individuals named above.

* (i) Within the past ten years, has been convicted of any crime related to financial or corporate governance activities, or has been judged by a court to have committed fraud or breach of fiduciary duty, or has been the subject of a judicial determination that is the substantive equivalent of any of these

* (ii) Within the past ten years, has been disciplined by any government or industry regulatory body for conduct involving dishonesty or misuse of funds of others

* (iii) Within the past ten years has been convicted of any willful tax-related fraud or willful evasion of tax liabilities

*(iv) Within the past ten years has been convicted of perjury, forswearing, failing to cooperate with a law enforcement investigation, or making false statements to a law enforcement agency or representative

*(v) Has ever been convicted of any crime involving the use of computers, telephony systems, telecommunications or the Internet to facilitate the commission of crimes

*(vi) Has ever been convicted of any crime involving the use of a weapon, force, or the threat of force

*(vii) Has ever been convicted of any violent or sexual offense victimizing children, the elderly, or individuals with disabilities

*(viii) Has ever been convicted of the illegal sale, manufacture, or distribution of pharmaceutical drugs, or been convicted or successfully extradited for any offense described in Article 3 of the United Nations Convention Against Illicit Traffic in Narcotic Drugs and Psychotropic Substances of 1988

*(ix) Has ever been convicted or successfully extradited for any offense described in the United Nations Convention against Transnational Organized Crime (all Protocols)

*(x) Has been convicted, within the respective timeframes, of aiding, abetting, facilitating, enabling, conspiring to commit, or failing to report any of the listed crimes (i.e., within the past 10 years for crimes listed in (i) - (iv) above, or ever for the crimes listed in (v) – (ix) above)

*(xi) Has entered a guilty plea as part of a plea agreement or has a court case in any jurisdiction with a disposition of Adjudicated Guilty or Adjudication Withheld (or regional equivalents) within the respective timeframes listed above for any of the listed crimes (i.e., within the past 10 years for crimes listed in (i) – (iv) above, or ever for the crimes listed in (v) – (ix) above)

*(xii) Is the subject of a disqualification imposed by ICANN and in effect at the time of this application

CONTACT INFORMATION

Please provide the contact and role information. Please fill out and attach the Contact Information documents available at <https://www.icann.org/resources/change-of-control>.

ADDITIONAL DOCUMENTS

The following items are also required but the AAA and DEA can be provided upon ICANN's Conditional Consent. If you choose to provide them along with your formal request, you may do so.

AAA Documents

PRIOR REPRESENTATIONS AND AGREEMENTS

*Please describe any intended changes to the mission, purpose or operation of the gTLD as it was previously set forth in the Application and/or the Registry Agreement. For the avoidance of doubt, operation of the gTLD refers to the totality of its operation, including any and all listed technical capabilities and offerings, registration policies, etc.

Please note, a change to the terms and conditions of the Registry Agreement as executed is not permitted without a separate, formal amendment.

SPECIAL CONSIDERATIONS

If this assignment concerns a Government Entity or an Intergovernmental Organization, attach written government support on official letterhead from a proper authority that the assignment of this gTLD and its operation by the proposed assignee entity is proper and permitted.

AUTHORIZED SIGNATORY

*Please provide the Name, Title, Date of Birth, Country of Birth, Address, Phone Number, Fax and email for the individual who is authorized to execute agreements, amendments and other legal documents on behalf of the assignee entity. Please label all documents and provide an officer's certificate certifying their accuracy and authenticity.

EVALUATION FEES

*Please acknowledge that if there are any fees associated with evaluation of this Assignment request, they must be paid before the request can be approved

CROSS-OWNERSHIP

Please disclose any cross-ownership interests that may exist as to the proposed assignee entity in registrars and/or registrar resellers, specifically:

*(i) any ownership interest the proposed assignee entity holds in any registrar or reseller of registered names

*(ii) ownership interest that a registrar or reseller of registered names holds in the proposed assignee entity, and

*(iii) relationships under common control with, control or controlled by any registrar or reseller of registered names.

If any of the above are Yes, please explain. If referencing a Registrar, please include an IANA Id.

ICANN retains the right to refer any identified relationships to a competition authority prior to assignment of the Registry Agreement if it is determined that any such cross-ownership interests could raise competition issues.

FINANCIAL QUESTIONS

1. Financial Statements

The financial statements must be provided for the legal entity listed as the assignee. Financial statements for a parent or guarantor entity may be provided but must be accompanied by financial statements for the legal entity stated as the assignee in order to be accepted and evaluated.

Financial statements are used in the analysis of projections. A complete submission should include:

- *Balance sheet*
- *Income statement*
- *Statement of shareholders equity/partner capital*
- *Cash flow statement*
- *Notes to the financial statements*

***1.1. Financial Capability Statement**

Provide a statement as to why the legal entity stated as the assignee has the financial capabilities to run a registry.

***1.2 Newly Formed Entity**

Is the assignee a newly formed entity with little to no operating history (less than one year)? If you answer No, skip to Question 1.7.

1.3. Pro Forma Financial Statements

At a minimum, provide “pro forma” financial statements including:

- *Balance sheet*
- *Income statement*
- *Statement of shareholders equity/partner capital*
- *Cash flow statement*
- *Notes to the financial statements*

1.4 Accounting Standards – “pro forma” Financial Statements

Which accounting standards were used for the submitted “pro forma” financial statements (e.g. GAAP, IFRS)?

1.5 Complete “pro forma” Financial Statements

Did you upload all five (5) documents listed in Question 1.3? If you answer Yes, skip to Question 1.7.

1.6 Omitted Financial Statements Rationale

If you did not upload all five (5) documents listed in Question 1.3, please provide a rationale as to why any documents were omitted.

***1.7 Audited or Unaudited Financial Statements**

*Provide audited or independently certified financial statements **for the most recently completed financial period** or **latest available** unaudited financial statements for the legal entity stated as the assignee. At a minimum, provide financial statements including:*

- *Balance sheet*
- *Income statement*
- *Statement of shareholders equity/partner capital*
- *Cash flow statement*
- *Notes to the financial statements*

***1.8 Accounting Standards - Audited or Unaudited Financial Statements**

Which accounting standards were used for the submitted financial statements (e.g. GAAP, IFRS)?

***1.9 Type of Financial Statements**

Are the financial statements you are providing audited or unaudited? If you answer Unaudited, skip to Question 1.12.

1.10 Letter of Auditor/Independent Certification

*Provide a letter of Auditor or Independent Certification **for the most recently completed financial period**.*

1.11 Interim Financial Period Statements

*Provide financial statements **for the most recently ended interim financial period** for the legal entity stated as the assignee. At a minimum, provide financial statements including:*

- *Balance sheet*
- *Income statement*
- *Statement of shareholders equity/partner capital*
- *Cash flow statement*
- *Notes to the financial statements*

***1.12 Complete Audited or Unaudited Financial Statements**

If audited, did you upload all five (5) documents for Question 1.7 and all five (5) documents for Question 1.11? If unaudited, did you upload all five (5) documents for Question 1.7? If you answer Yes, skip to Question 1.14.

1.13 Omitted Financial Statements Rationale

If you did not upload all requested documents, please provide rationale as to why any documents were omitted.

***1.14 Unaudited Financial Statements Rationale**

If unaudited financial statements were provided, please explain why audited or independently certified financial statements are not available. If audited or independently certified financial statements were provided, enter "N/A".

***2. Most Likely Financial Projections Template**

*Provide financial projections for costs and funding using Template 1 on the **Most Likely** tab of the [Financial Projections Templates](#) spreadsheet. The template is intended to provide commonality among gTLD applicants and assignees and thereby facilitate the evaluation process. The projections should clearly demonstrate that there is adequate funding for the start-up period and the first three years of operations. Any cash shortfalls should be explained in terms of how operations will be sustained. The completed template should be a thorough model that demonstrates a sustainable business.*

Instructions:

- *Do not modify the template.*
- *If additional schedules are needed as support, attach them as separate files.*
- *Provide explanations in column M for each line item entered in Template 1. To demonstrate consideration of all line items in the template, it is required to provide an explanation for each line item even if showing a zero value.*
- *Only provide funding associated with the operations of the proposed gTLD on Template 1.*
- *If Template 1 does not have a line to cover the assignee entity's type of revenue, funding, operating costs, capital expenditures, etc., combine information in other lines and either a) attach a supplemental schedule detailing combined costs for the specific line or b) add a note in column M describing how the line was calculated.*

***3. Costs and Capital Expenditures**

*Provide the documentation listed below in support of the data provided in Template 1 on the **Most Likely** tab of the [Financial Projections Templates](#) spreadsheet, ensuring the information materially matches the data in the template.*

- *The expected operating costs and capital expenditures of setting up and operating the proposed registry. Demonstrate a conservative estimate of costs based on actual examples of previous or existing registry operations with similar approach and projections for growth and costs or equivalent. Describe how your projected cost structure is at the high end of those estimates.*
- *Any functions to be outsourced, as indicated in the cost section of Template 1, and the reasons for outsourcing. Attach reference material where available such as executed contract(s) or letter(s) of intent, especially for a Registry Service Provider, with outsourced service providers demonstrating that costs are consistent with the costs reflected in the projections Template 1.*
- *Any significant variances between years in any category of and anticipated ranges for expected costs.*
- *Key assumptions and the rationale for the costs provided in Template 1 and whether such costs are fixed or variable in nature. Include or reference support used in building*

the assumptions of costs and capital expenditures. Support for assumptions may include, but is not limited to, a) an executive summary or summary outcome of studies, b) reference data, or c) other steps taken to develop the responses and validate any assumptions made. For variable costs, provide a description of the cost drivers and rationale for projected costs to show how costs were estimated in relation to intended size and scope of registry.

- *Key components of operating costs, unit operating costs, headcount, number of technical/operating/equipment units, marketing, and other costs.*

4. Funding and Revenue

Funding can be derived from several sources, e.g., existing capital or proceeds/revenue from operation of the proposed registry. Funding resources should be clearly identified and adequately provide for registry cost projections. Sources of capital funding should be available and held apart from other potential uses of those funds.

*4.1 Funding Sources

- *Describe how the assignee plans to fund:*
 - *The start-up period, and*
 - *The first three years of operation*
- *Identify sources of capital funding required to sustain registry operations on an on-going basis.*
- *State how the funding for the operations will be developed and maintained in a stable and sustainable manner.*
- *If there are funding deficits in any period presented, explain how they will be eventually funded, including the source of such funding.*

*4.2 Third-Party Funding

- *If funding is to be provided by a third-party(s) (related or unrelated), sources of funding must be adequately explained and supported.*
- *Demonstrate that funds are available for registry operations and not for other purposes.*
- *Provide evidence of the commitment by the party committing the funds. Funding commitments may be conditional on ICANN org's consent to the assignment request but must be unconditional thereafter. Examples of evidence include but are not limited to:*
 - *A commitment letter or;*
 - *Executed funding agreements or;*
 - *A letter of credit or;*
 - *A bank statement accompanied by an explicit statement indicating the funds held in the account are to be used only for the operations of the registry and will not be used for any other purpose.*
- *Identify secured versus unsecured funding for each source of funding planned and include a description of the assets serving as collateral.*
- *If multiple sources of funding are planned, describe each source of funding and its related key terms/assumptions.*

*4.3 Funding Assurances

Provide assurances that funding and revenue projections cited in this application are consistent with other public and private claims made to promote the business and generate support.

*4.4 Projected Revenue

- *If revenue is projected, include information with respect to the projected transaction volume(s), price(s), and registration type(s) (auction, premium naming, multi-year versus single-year registrations, etc.). Describe how the projected revenues were developed and ensure they are consistent with the size and projected penetration of the target market.*
- *Describe the plan for transition of funding sources from available capital to revenue from operations (if applicable).*

*4.5 Key Assumptions and Rationale

- *Include a description of the key assumptions developed surrounding the funding and revenue forecasted in Template 1 on the **Most Likely** tab of the [Financial Projections Templates](#) spreadsheet.*
- *Include rationale for any presented funding and forecasted revenue.*
- *Explain how the key assumptions were developed and cite any consulted studies, reference data, and/or other steps taken to develop Template 1. State why the assumptions are believed to be reasonable and appropriate in consideration of such reference material.*
- *Include an explanation for any significant variances in any category of funding and/or revenue for any presented period.*
- *Describe any anticipated ranges in projected funding and revenue along with the factors that affect those ranges.*

5. Contingency Planning

Responses should describe your contingency planning. Action plans in the event contingencies occur should be adequately described and must demonstrate that operations are adequately resourced with the existing funding and revenue plan even if contingencies occur. Responses should address the probability and resource impact of all contingencies identified.

Risk identification and mitigation plans should consider the broader context of any contingency that would significantly impact the successful execution of the applicant's projected business plan (e.g. those that would impact cash flow by more than 20% within the first three years).

*5.1 Barriers/Risks to Implementation of the Business Approach

- *Identify any projected barriers and/or risks to implementation of the business approach as described in the application. It is not appropriate to state that the registry model does not have any projected barriers and/or risks to implementation of the business plan.*
- *For each projected barrier and/or risk identified, quantify the impact, and include a clear description of that impact to the projected revenue, funding, and costs for the three-year*

period presented in Template 1 including a description of the probability of its occurrence. Identify the impact of any particular regulation, law or policy that might impact the Registry Services offering.

- Describe the measures to mitigate the barriers and key risks identified.

*5.2 Worst Case Financial Projections Template

- Complete Template 2 on the **Worst Case** tab of the [Financial Projections Templates](#) spreadsheet.
- Describe your contingency planning where **funding sources** are so **significantly reduced** that material deviations from the model are required.
- Describe how on-going technical requirements will be met and what alternative funding can be reasonably raised at a later time.
- If you do not believe there is any chance of reduced funding, provide an explanation.

*5.3 Exceeded Activity Volumes

- Describe your contingency planning where **activity volumes** so **significantly exceed** the high projections that material deviation from the implementation model is required.
- Describe how on-going technical requirements will be met.

6. Continued Operations Instrument (COI)

The Continued Operations Instrument (COI) is a financial instrument in the form of an irrevocable letter of credit (LOC) or deposit into an irrevocable cash escrow account. The purpose of the COI is to temporarily fund the continued operations of the five critical registry functions of a gTLD by an emergency back-end registry operator (EBERO) in the event of a TLD failure. For further information, please refer to [Continued Operations Instrument \(COI\)](#) and [COI Frequently Asked Questions \(FAQs\)](#).

*6.1 COI Obligation

Per [Specification 8](#) of the Registry Agreement (RA), registry operators are required to have a COI for six (6) years from the effective date of the relevant registry agreement(s). To look up the effective date of the RA of the gTLD to be assigned, go to [Generic Top-Level Domain \(gTLD\) Registry Agreements](#), select the gTLD from the gTLD/String dropdown menu, click Apply and you will find the "Agreement Date" listed in the far right column.

If fewer than six (6) years have passed since the agreement date, select Yes to indicate you are required to maintain a COI. If more than six (6) years have passed since the agreement date, select No and skip to the [Attestation of Full and Truthful Disclosure](#) section.

6.2 Three-Year DUM Projection

Provide the greatest number of domains under management (DUMs) projected at any time during the next three (3) years. This is a number you will have entered for Year 1, 2, or 3 in Template 1 on the **Most Likely** tab of the [Financial Projections Templates](#) spreadsheet under I) A).

6.3 Decreased DUM Count

Is your three-year DUM projection lower than the gTLD's current DUM count? If you select No, skip to Question 6.5.

6.4 Decreased DUM Count Justification

Explain why your three-year DUM projection is lower than the gTLD's current DUM count.

6.5 COI Coverage Amount

The amount on the COI must be equal to or greater than the amount required to fund the registry operations to cover the cost of the five critical registry functions specified in [Section 6 of Specification 10](#) for at least three years. Determine your required coverage amount by using the DUM projections you entered in Question 6.2 to find the corresponding dollar amount from the Ongoing Event Fee Table attached to the [Emergency Back-End Registry Operator \(EBERO\) Agreement](#) (Exhibit F)

Please note that in situations where one COI covers multiple gTLDs, the COI coverage must be the sum of the corresponding dollar amounts for each individual gTLD listed.

Enter the amount below:

6.6 COI Document

*To save time, we recommend that you use the ICANN org pre-approved language templates for your [letter of credit \(LOC\)](#) or [cash escrow document \(CE\)](#). The document amount should match the amount you entered in Question 6.5. Provide an **executed COI document** or a **draft COI document**, if available.*

6.7 COI Document Provided

*Did you upload an executed COI document **or** a draft COI document in Question 6.6? If you answer Yes, skip to the [Attestation of Full and Truthful Disclosure](#) section.*

6.8 COI Document Rationale

*If you did not upload an executed COI document **or** a draft COI document in Question 6.6, please provide a rationale as to why either document was not provided.*

ATTESTATION OF FULL AND TRUTHFUL DISCLOSURE

**The undersigned hereby represents and warrants that he/she is a duly authorized person (officer, owner or director) with the requisite power and authority to bind the Registry Operator and request a Change of Control Assignment. The undersigned attests that the information contained herein, and all supporting documents submitted herewith, are true, accurate and complete in all respects. The undersigned gives ICANN permission to contact third parties, investigate, request and obtain additional information and documentation, and otherwise verify the information contained herein. The undersigned waives liability on the part of ICANN for its actions in verifying the information provided in this application and all related actions taken to investigate including contacting third parties and requesting and obtaining additional information*

and documentation. The undersigned further waives liability on the part of any third parties who provide truthful, material, relevant information about the undersigned as requested by ICANN.

Click the Save button to save your work and click the Submit button to submit to ICANN.