.US™

usTLD Transfer Policy

Policy on Transfer of Sponsorship of Registrations between Registrars

A. Holder-Authorized Transfers

1.   Registrar Requirements

The Registration Agreement between each registrar and its Registrant must allow for Registered Name Holders to transfer their domain name registrations between Registrars provided that the Gaining Registrar's transfer process meets the minimum standards of this policy and that such transfer is not prohibited by usTLD Registry policies. Inter-Registrar domain name transfer processes must be clear and concise in order to avoid confusion. Further, Registrars should make reasonable efforts inform Registered Name Holders of, and provide access to, the published documentation of the specific transfer process employed by the Registrars.

Both the Administrative Contact and the Registered Name Holder, as listed in the usTLD Administrator's publicly accessible WHOIS service, are the only parties that have the authority to approve or deny a transfer request to the Gaining Registrar. In the event of a dispute, the Registered Name Holder's authority supersedes that of the Administrative Contact. Registrars may use WHOIS data from either the Registrar of Record or the relevant Registry for the purpose of verifying the authenticity of a transfer request; or from another data source as determined from time to time.

For the purposes of this Exhibit, the Registered Name Holder and the Administrative Contact are collectively referred to as the "Transfer Contact".

2.   Gaining Registrar Requirements

For each instance where a Registered Name Holder requests to transfer a domain name registration to a different Registrar, the Gaining Registrar shall:

- Obtain express authorization from the Transfer Contact. Hence, a transfer may only proceed if confirmation of the transfer is received by the Gaining Registrar from the Transfer

   - The authorization must be made via a valid Standardized Form of Authorization (FOA). There are two different FOA's available on the usTLD Administrator's website. The FOA labeled "Initial Authorization for Registrar Transfer" must be used by the Gaining Registrar to request an authorization for a registrar transfer from the Transfer Contact. The FOA labeled "Confirmation of Registrar Transfer Request" may be used by the Registrar of Record to request confirmation of the transfer from the Transfer Contact.

The FOA shall be communicated in English, and any dispute arising out of a transfer request shall be conducted in the English language. Registrars may choose to communicate with the Transfer Contact in additional languages. However, Registrars choosing to exercise such option are responsible for the accuracy and completeness of the translation into such additional non-English version of the FOA.

- In the event that the Gaining Registrar relies on a physical process to obtain this authorization, a paper copy of the FOA will suffice insofar as it has been signed by the Transfer Contact and

further that it is accompanied by a physical copy of the Registrar of Record's WHOIS output for the domain name in question.

- If the Gaining Registrar relies on a physical authorization process, then the Gaining Registrar assumes the burden of obtaining reliable evidence of the identity of the Transfer Contact and maintaining appropriate records proving that such evidence was obtained. Further the Gaining Registrar also assumes the burden for ensuring that the entity making the request is indeed authorized to do so. The acceptable forms of identification for these purposes are:

- Notarized statement

- Valid Drivers license

- Passport

- Articles of Incorporation

- Military ID

- State/Government issued ID

- Birth Certificate

    - In the event that the Gaining Registrar relies on an electronic process to obtain this authorization the acceptable forms of identity would include:

- Electronic signature in conformance with United States legislation, in the location of the Gaining Registrar (if such legislation exists).

- Consent from an individual or entity that has an email address matching the Registered Name Holder's email address.

    - The Registrar of Record may not deny a transfer request solely because it believes that the Gaining Registrar has not received the confirmation set forth above.

    - A transfer must not be allowed to proceed if no confirmation is received by the Gaining Registrar. The presumption in all cases will be that the Gaining Registrar has received and authenticated the transfer request made by a Registered Name Holder.

- Request, by the transmission of a "transfer" command as specified in the Registrar Tool Kit, that the Registry Operator database be changed to reflect the new Registrar.

    - Transmission of a "transfer" command constitutes a representation on the part of the Gaining Registrar that the requisite authorization has been obtained from the Transfer Contact listed in the authoritative WHOIS database.

    - The Gaining Registrar is responsible for validating the Registered Name Holder requests to transfer domain names between Registrars. However, the Registrar of Record must still transmit an FOA in accordance with the Obligations of the Registrar of Record in this policy.

- The FOA labeled "Initial Authorization for Registrar Transfer" shall expire under the following circumstances:

  - a period of sixty (60) days has passed since the FOA was issued by the Gaining Registrar, unless the Gaining Registrar allows automatic renewal of the FOA and the Registered Name Holder has expressly opted in to the automatic renewal;

  - the domain name expires before the inter-registrar transfer is completed;

  - a Change of Registrant is completed further to the Section Change of Registrant Process.

  - the inter-registrar transfer is completed.

- If the FOA expires pursuant to one of the aforementioned circumstances described prior to submitting the "transfer" request to the registry, in order to proceed with the transfer, the Gaining Registrar must re-authorize the transfer request via a new

3. **Obligations of the Registrar of Record**

- A Registrar of Record shall confirm the intent of the Registered Name Holder when a notice of a pending transfer is received by notifying the Registered Name Holder of the transfer. The Registrar of Record must do so in a manner consistent with the standards set forth in this policy.

- In order to ensure that the form of the request employed by the Registrar of Record is substantially administrative and informative in nature and clearly provided to the Transfer Contact for the purpose of verifying the intent of the Transfer Contact, the Registrar of Record must use the FOA.

- The FOA shall be communicated in English and any dispute arising out of a transfer request shall be conducted in the English language. This requirement does not preclude the Registrar of Record from marketing to its existing customers through separate communications in a language other than English. Registrars may choose to communicate with the Transfer Contact in additional languages. However, the Registrar choosing to exercise such option is responsible for the accuracy and completeness of the translation into such additional non-English version of theFOA. Further, such non-English communications must follow the processes and procedures set forth in this policy. This includes but is not limited to the requirement that no Registrar shall add any additional information to the FOA used to obtain the consent of the Transfer Contact in the case of a transfer request.

In the event the Registered Name Holder preapproves a transfer, the Registrar of Record has the option of sending a modified version of the FOA, which informs the Registered Name Holder that the preapproved transfer has been initiated.

This requirement does not preclude the Registrar of Record from marketing to its existing customers through separate communications.

- The FOA should be sent by the Registrar of Record to the Registered Name Holder as soon as possible, but must be sent not later than twenty-four (24) hours after receiving the transfer request from the usTLD Administrator.

- Failure by the Registrar of Record to respond within five (5) calendar days to a notification from the Registry regarding a transfer request will result in a default "approval" of the transfer.

- In the event that a Transfer Contact listed in the WHOIS has not confirmed its request to transfer with the Registrar of Record and the Registrar of Record has not explicitly denied the transfer request, the default action will be that the Registrar of Record must allow the transfer to proceed.

- Upon denying a transfer request for any of the following reasons, the Registrar of Record must provide the Registered Name Holder and the potential Gaining Registrar with the reason for denial. The Registrar of Record may deny a transfer request only in the following specific instances:

  - Evidence of fraud

  - Reasonable dispute over the identity of the Registrant or Administrative Contact

  - No payment for previous registration period (including credit card charge-backs) if the domain name is past its expiration date or for previous or current registration periods if the domain name has not yet expired. In all such cases, however, the domain name must be put into "Registrar Hold" status by the Registrar of Record prior to the denial of transfer.

  - Express written objection to the transfer from Transfer Contact. Objection could take the form of specific request (e.g. by email, fax, paper document or other processes) by the Transfer Contact to deny a particular transfer request or a general objection to all transfer requests received by the Registrar, either temporarily or indefinitely. In all cases, the objection must be provided with the express and informed consent of the authorized Transfer Contact on an opt-in basis and upon request by the authorized Transfer Contact, the Registrar must remove the lock or provide a reasonably accessible method for the authorized Transfer Contact to remove the lock within five (5) calendar days.

  - The transfer was requested within 60 days of the creation date as shown in the registry WHOIS record for the domain name.

  - A domain name is within 60 days (or a lesser period to be determined) after being transferred (apart from being transferred back to the original Registrar in cases where both Registrars so agree and/or where a decision in the dispute resolution process so directs). "Transferred" shall only mean that an inter-registrar transfer has occurred in accordance with the procedures of this policy

- The Registrar of Record must deny a transfer request in the following circumstances:

- A pending usDRP proceeding that the Registrar has been informed of.

- Court order by a court of competent jurisdiction.

- Pending dispute related to a previous transfer pursuant to the Transfer Dispute Resolution Policy.

- usRS proceeding or usRS suspension that the Registrar has been informed of.

- The Registrar imposed a 60-day inter-registrar transfer lock following a Change of Registrant, and the Registered Name Holder did not opt out of the 60-day inter-registrar transfer lock prior to the Change of Registrant

- Instances when the requested change of Registrar may not be denied include, but are not limited to:

  - Nonpayment for a pending or future registration period.

  - No response from the Registered Name Holder or Administrative Contact.

  - Domain name in Registrar Lock Status, unless the Registered Name Holder has been provided with the reasonable opportunity and ability to unlock the domain name prior to the Transfer Request.

  - Domain name registration period time constraints, other than during the first 60 days of initial registration, during the first 60 days after a registrar transfer, or during the 60-day lock following a Change of

  - General payment defaults between Registrar and business partners / affiliates in cases where the Registered Name Holder for the domain in question has paid for the registration.

  - A dispute over payment. The Registrar of Records must not employ transfer processes as a mechanism to secure payment for services from a Registered Name Holder. Exceptions to this requirement are as follows:

- in the case of non-payment for previous registration period(s) if the transfer is requested after the expiration date, or

- in the case of non-payment of the previous or current registration period, if transfer is requested before the expiration date.

4. **Registrar Coordination**

- Each Registrar is responsible for keeping copies of documentation, including the FOA and the Transfer Contacts response thereto, that may be required for filing and supporting a dispute under the dispute resolution policy. Gaining Registrars must maintain copies of the FOA as received from the Transfer Contact. Copies of the reliable evidence of identity must be kept with the FOA.

- Both the Gaining Registrar and the Registrar of Record must provide the evidence relied on for the transfer during and after the applicable inter-registrar domain name transaction(s). Such information must be provided when requested by, and only by, the other Registrar that is party to the transfer transaction. Additionally, the usTLD Administrator, a court or authority with jurisdiction over the matter or a third party dispute resolution panel may also require such information within five (5) days of the request.

- The Gaining Registrar must retain and produce pursuant to a request by a Losing Registrar a written or electronic copy of the FOA. In instances in which the Registrar of Record has requested copies of the FOA, the Gaining Registrar must fulfill the Registrar of Record's request (including providing the attendant supporting documentation) within five (5) calendar days. Failure to provide this documentation within the time period specified is grounds for reversal by the usTLD Administrator or the Dispute Resolution Panel in the event that a transfer complaint is filed in accordance with the requirements of this policy.

- If either a Registrar of Record or a Gaining Registrar does not believe that a transfer request was handled in accordance with the provisions of this policy, then the Registrar may initiate a dispute resolution procedure as set forth in this policy.

- For the purposes of facilitating transfer requests, Registrars should provide and maintain a unique and private email address for use only by other Registrars and the usTLD Administrator:

  - This email address is for issues related to transfer requests and the procedures set forth in this policy only.

  - The email address should be managed to ensure messages are received by someone who can respond to the transfer issue.

  - Messages received at such email address must be responded to within a commercial reasonable timeframe not to exceed seven (7) calendar days.

- Transfer Emergency Action Contact

  - Registrars will establish a Transfer Emergency Action Contact ("TEAC") for urgent communications relating to transfers. The goal of the TEAC is to quickly establish a real-time conversation between registrars (in a language that both parties can understand) in an emergency. Further actions can then be taken towards a resolution, including initiating existing (or future) transfer dispute or undo processes.

  - Communications to TEACs will be reserved for use by Registrars, and usTLD Administrator staff. The TEAC point of contact may be designated as a telephone number or some other real-time communication channel and will be recorded in, and protected by, the registrar portal. Communications to a TEAC must be initiated in a timely manner, within a reasonable period of time following the alleged unauthorized loss of a domain.

- Messages sent via the TEAC communication channel must generate a non-automated response by a human representative of the Gaining Registrar. The person or team responding must be capable and authorized to investigate and address urgent transfer issues. Responses are required within 4 hours of the initial request, although final resolution of the incident may take longer.

- The Losing Registrar will report failures to respond to a TEAC communication to the usTLD Administrator. Failure to respond to a TEAC communication may result in a transfer-undo in accordance with this policy, and may also result in further action.

- Both parties will retain correspondence in written or electronic form of any TEAC communication and responses, and share copies of this documentation the usTLD Administrator upon request. This documentation will be retained in accordance with USTLD REGISTRAR ACCREDITATION AND REGISTRY-REGISTRAR AGREEMENT. Users of the TEAC communication channel should report non-responsive Registrars to the usTLD Administrator. Additionally, the usTLD Administrator may conduct periodic tests of the Registrar TEAC communication channel in situations and a manner deemed appropriate to ensure that registrars are indeed responding to TEAC

5.   Requirements for the "ClientTransferProhibited" Status and "AuthInfo" Codes

- Subject to the usTLD Administrator specifications or policies and any applicable laws or regulations, Registrars must follow the requirements set forth below.

Registrars may only set a domain name in "ClientTransferProhibited" status upon registration or subsequent request by the Registered Name Holder, provided, however, that the Registrar includes in its registration agreement (obtaining the express consent of the Registered Name Holder) the terms and conditions upon which it prohibits transfer of the domain name. Further, the Registrar must remove the "ClientTransferProhibited" status within five (5) calendar days of the Registered Name Holder's initial request if the Registrar does not provide facilities for the Registered Name Holder to remove the "ClientTransferProhibited" status.

- Registrars must provide the Registered Name Holder with the unique "AuthInfo" code and remove the "ClientTransferProhibited" within five (5) calendar days of the Registered Name Holder's initial request if the Registrar does not provide facilities for the Registered Name Holder to generate and manage their own unique "AuthInfo" code and to remove the "ClientTransferProhibited" status.

- Registrars may not employ any mechanism for complying with a Registered Name Holder's request to remove the "ClientTransferProhibited" status or obtain the applicable "AuthInfo Code" that is more restrictive than the mechanisms used for changing any aspect of the Registered Name Holder's contact or name server information.

- The Registrar of Record must not refuse to remove the "ClientTransferProhibited" status or release an "AuthInfo Code" to the Registered Name Holder solely because there is a dispute between the Registered Name Holder and the Registrar over payment.

- Registrar-generated "AuthInfo" codes must be unique on a per-domain basis.

- The "AuthInfo" codes must be used solely to identify a Registered Name Holder, whereas the FOAs still need to be used for authorization or confirmation of a transfer request, as described in this policy.

6. Registry Requirements

- Upon receipt of the "transfer" command from the Gaining Registrar, the usTLD Administrator will transmit an electronic notification to both Registrars. In the case of those Registries that use electronic mail notifications, the response notification may be sent to the unique email address established by each Registrar for the purpose of facilitating transfers.

- The usTLD Administrator shall complete the requested transfer unless, within five (5) calendar days, the usTLD Administrator receives a NACK protocol command from the Registrar of Record.

- When the Registry's database has been updated to reflect the change to the Gaining Registrar, the usTLD Administrator will transmit an electronic notification to both Registrars. The notification may be sent to the unique email address established by each Registrar for the purpose of facilitating transfers or such other email address agreed to by the parties.

- The usTLD Administrator shall undo a transfer if, after a transfer has occurred, the usTLD Administrator receives one of the notices as set forth below. In such case, the transfer will be reversed and the Registrar of Record field reset to its original state. The usTLD Administrator must undo the transfer within five (5) calendar days of receipt of the notice except in the case of a Registry dispute decision, in which case the usTLD Administrator must undo the transfer within fourteen calendar days unless a court action is filed. The notice required shall be one of the following:

    - Agreement of the Registrar of Record and the Gaining Registrar sent by email, letter or fax that the transfer was made by mistake or was otherwise not in accordance with the procedures set forth in this policy;

    - The final determination of a dispute resolution body having jurisdiction over the transfer; or

    - Order of a court having jurisdiction over the transfer;

    - Documentation provided by the Registrar of Record prior to transfer that the Gaining Registrar has not responded to a message via theTEAC within the timeframe specified in this policy.

7. Records of Registration

Each Registrar shall require its customer, the Registered Name Holder, to maintain its own records appropriate to document and prove the initial domain name registration date.

8. Effect on Term of Registration

The completion by usTLD Administrator of a holder-authorized transfer under this Part A shall result in a one-year extension of the existing registration, provided that in no event shall the total unexpired term of a registration exceed ten (10) years.

B. usTLD Administrator Approved Transfers

1. Transfer of all of the registrations held by one registrar as the result of acquisition of that registrar or its assets by another registrar, or lack of accreditation of that Registrar or lack of its authorization with the usTLD Administrator, may be made according to the following procedure:

    ▪ The acquiring registrar must be accredited by usTLD Administrator for the usTLD under an Accreditation Agreement and must have in effect a usTLD Administrator-Registrar Agreement with usTLD Administrator for the usTLD.

    ▪ The usTLD Administrator shall determine in its sole discretion that the transfer would promote the community interest, such as the interest in stability that may be threatened by the actual or imminent business failure of a registrar.

2. Upon satisfaction of these two conditions, the usTLD Administrator will make the necessary one-time changes in the registry database for no charge for transfers involving 50,000 name registrations or fewer; provided that the data to be transferred to the usTLD Administrator is in the form specified by the usTLD Administrator ("Approved Format"). If the transfer involves registrations of more than 50,000 names, and the data to be transferred to the usTLD Administrator is in the Approved format, the usTLD Administrator will charge the acquiring registrar a one-time flat fee of US $50,000. If the data to be transferred is not in the Approved Format, the usTLD Administrator may charge a reasonable fee, as determined by the usTLD Administrator, in connection with the cost associated with reformatting such data.

C. Transfer Dispute Resolution Policy

Procedures for handling disputes concerning inter-registrar transfers are set forth in the Transfer Dispute Resolution Policy. Procedures in this policy must be followed by accredited Registrars.

D. Inter-Registrant Transfer (Change of Registrant)

Definitions

9. This policy uses the following terms:

    ▪ "Change of Registrant" means a Material Change to any of the following:

- Prior Registrant name

- Prior Registrant organization

- Prior Registrant email address

- Administrative Contact email address, if there is no Prior Registrant email address.

- "Designated Agent" means an individual or entity that the Prior Registrant or New Registrant explicitly authorizes to approve a Change of Registrant on its behalf.

- "Material Change" means a change which is not a typographical correction. The following will be considered material changes:

  - A change to the Registered Name Holder's name or organization that does not appear to be merely a typographical correction;

  - Any change to the Registered Name Holder's name or organization that is accompanied by a change of address or phone number;

  - Any change to the Registered Name Holder's email address.

- "Prior Registrant" means the Registered Name Holder at the time a Change of Registrant is initiated.

- "New Registrant" means the entity or person to whom the Prior Registrant proposes to transfer its domain name registration.

Availability of Change of Registrant

10.   In general, registrants must be permitted to update their registration/WHOIS data and transfer their registration rights to other registrants freely.

11.   A Registrar must deny a Change of Registrant request under the following circumstances:

- The domain name registration agreement has expired, and the Registered Name Holder no longer has the right to renew or transfer the domain name to another registrar;

- The Change of Registrant was not properly authorized by the Prior Registrant and the New Registrant, further to the Section Change of Registrant Process;

- The domain name is subject to a domain name related dispute, including but not limited to:

  - A pending usDRP proceeding that the Registrar has been informed of;

  - A pending usRS proceeding that the Registrar has been informed of;

  - A pending TDRP proceeding;

  - A court order by a court of competent jurisdiction, prohibiting a Change of Registrant, that the Registrar has been informed of.

12.   In the following circumstances, the Change of Registrant process described in the Section Change of Registrant Process below does not apply:

- the registration agreement expires;1

- the registration agreement is terminated by the Registrar;

- the Registrar or usTLD Administrator updates the Prior Registrant's information pursuant to a court order;

- the Registrar updates the Prior Registrant's information in the implementation of a usDRP decision;

- the Registrar updates the Prior Registrant's information in accordance with policy;

- the Registrar updates the Prior Registrant's information in response to an abuse complaint.

Change of Registrant Process

13.   To process a Change of Registrant from the Prior Registrant to a New Registrant, the Registrar must do all of the following:

- Confirm the domain name is eligible for Change of Registrant further to the Section Availability of Change of Registrant;

- Obtain confirmation of the Change of Registrant request from the New Registrant, or a Designated Agent of the New Registrant. The Registrar must use a secure mechanism to confirm that the New Registrant and/or their respective Designated Agents have explicitly consented to the Change of Registrant. In obtaining the confirmation, the Registrar must inform the New Registrant or its Designated Agent, if applicable, that the New Registrant must enter into a registration agreement with the Registrar (a link to the registration agreement itself can be provided). The Registrar must also inform the New Registrant or Designated Agent, if applicable, that the request will not proceed if it is not confirmed in a number of days set by the Registrar, not to exceed sixty (60) days;

- Inform the Prior Registrant or its Designated Agent that if its final goal is to transfer the domain name to a different registrar, the Prior Registrant is advised to request the inter-registrar transfer before the Change of Registrant to avoid triggering the 60-day lock described in the Section Change of Registrant Process Clause 14 (unless the Registrar gave the Prior Registrant the option to opt out of the 60-day lock, and the Prior Registrant opted out the 60-day lock);

- Upon or after informing the Prior Registrant or its Designated Agent, if applicable, as described in Change of Registrant Process Clause 13.3 above, obtain confirmation of the Change of Registrant request from the Prior Registrant, or the Designated Agent of the Prior Registrant. The Registrar must use a secure mechanism to confirm that the Prior Registrant and/or their respective Designated Agents have explicitly consented to the Change of Registrant. In obtaining the confirmation, the Registrar must inform the Prior Registrant or Designated Agent, if

applicable, that the Change of Registrant request will not proceed if it is not confirmed in a number of days set by the Registrar, not to exceed sixty (60) days);

- Process the Change of Registrant within one (1) day of obtaining the confirmations described above;

- Notify the Prior Registrant and New Registrant before or within one day of the completion of the Change of Registrant. The notification must:

    - always be sent to both the New Registrant and Prior Registrant before or within one day of the Change of Registrant being performed;

    - explain the request that was received and list the domain(s) in question;

    - include contact information for questions.

    - advise the Prior Registrant and New Registrant of the 60-day inter-registrar transfer lock as described in the Section Change of Registrant Process Clause 14 or advise the Prior Registrant that it previously opted out of the 60-day inter-registrar transfer lock as described in the Section Change of Registrant Process Clause 14.

14.   The Registrar must impose a 60-day inter-registrar transfer lock following a Change of Registrant, provided, however, that the Registrar may allow the Registered Name Holder to opt out of the 60-day inter-registrar transfer lock prior to any Change of Registrant request.

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