# **Assignments Required Information**

October 2022 Version 1.0

This document provides details regarding the information and documentation required for a registry operator to submit an assignment service request. Please read carefully before submitting your request.

#### **Table of Contents**

Getting Started	2	
(1) Assignment to Affiliated Assignee	3	
(2) Assignment to Existing Registry Operator	5	
(3) Assignment to New Registry Operator	7	
Additional Notes	c	

## **Getting Started**

This document is intended to provide registry operators with an overview of the information and documentation required to submit an assignment service request. Please review the <a href="assignments webpage">assignments webpage</a> for details about the process and assignment types. ICANN org encourages early engagement when planning for these types of transactions to help you to better understand the process case(s) that may be applicable, including any timing considerations. To schedule a consultation call, registry operators may contact their account managers directly or open a General Inquiry case in the <a href="Naming Services portal">Naming Services portal</a> (NSp).

The following table provides a high-level summary of the information and documents that must be submitted for each particular assignment type via the NSp. The table also shows whether the information or document should be submitted by the assignor or assignee. Additional details for each assignment type are available in the subsequent sections.

	Assignment Type				
Information or Document	(1) To Affiliated Assignee	ted (2) To Existing Registry		(3) To New Registry Operator	
	Assignor	Assignor	Assignee	Assignor	Assignee
Cover Letter	Х	X		X	
NSp Questionnaire	Х	Х	Х	Х	Х
Financial Panel Evaluation performed by an external provider					Х
Background Screening performed by an external provider					Х
Organizational Charts	Х				
Proof of Affiliate Relationship	Х				
Proof of Legal Establishment	Х		Х		Х
Data Escrow Agreement (DEA)	Х		Х		Х
Continuing Operations Instrument	Х		Х		Х
Assignment and Assumption Agreement (AAA)	Х	X		Х	

Any external provider fees associated with the evaluation of an assignment request must be paid by the proposed assignee. The above table is intended solely as a general guide to the assignment service and by no means limits ICANN's rights provided under the Registry Agreements or limits ICANN in performing its diligence, including background screenings, of the assignment requests.

## (1) Assignment to Affiliated Assignee

Occurs when the proposed assignee is an Affiliated Assignee (as defined in Section 7.5(f) of the Registry Agreement) and the Affiliated Assignee has expressly assumed in writing the terms and conditions of the Registry Agreement.

## To Be Provided by Assignor

#### ☐ Cover Letter:

- Dated and written on letterhead from the current registry operator (RO).
- Identifies the affected gTLD(s).
- Explains the nature of the intended change, how it affects the registry, and how it will be operated.
- Signed by an individual with the requisite authority.

## ☐ Responses to Questionnaire, which includes but is not limited to:

- Information related to the assignment and Affiliated Assignee, as well as details about Specification 13 or Code of Conduct Exemption, when applicable.
- Three-year projection of domains under management.
- Information regarding legal establishment, organizational structure, and if changing, proposed assignee contacts.
- Information related to directors, officers, and shareholders of the proposed assignee, including information relevant for due diligence.
- Description of any intended changes to the mission, purpose, or operation of the gTLD(s).
- Cross-ownership information (i.e., ownership in registrars/resellers or subcontracts the provision of any Registry Services to a registrar/reseller or any of their respective Affiliates)

## ■ Supporting Documentation:

- Proof of legal establishment of the Affiliated Assignee.
- Organizational charts showing the relationship between the current RO and the Affiliated Assignee and where they sit within the organization a) before and b) after the assignment.
- Proof that the proposed assignee is an Affiliated Assignee and an explanation of how the document demonstrates that the proposed assignee is an Affiliated Assignee, as defined in the RA. Note: as each company's documents may vary in appearance, the RO should mark and label the components in the document that show this proof. Examples of documents that an RO may supply include the following:
  - Stock ledger-type documents that show ownership and total outstanding shares

- Regulatory filings that certify ownership
- Financial statements
- Registry Data Escrow Agreement executed by the Affiliated Assignee or a novation of the Data Escrow Agreement provided at the time of submission.
   Please refer to the list of ICANN-Approved Registry Data Escrow Agents.
- Sufficient Continued Operations Instrument (COI), if six-year obligation has not expired per the RA.
- If a geographic gTLD is being assigned, written government support on official letterhead from a proper authority.
- Assignment and Assumption Agreement (AAA) between the current RO and Affiliated Assignee using ICANN's template (or of form and substance agreeable to ICANN org) and provided at the time of submission.

## (2) Assignment to Existing Registry Operator

Occurs when the proposed assignee is an existing registry operator of at least one gTLD (and only if the existing registry operator is in compliance with the terms of its registry agreement(s) governing the gTLD(s) it operates) and is not an Affiliated Assignee.

## To Be Provided by Assignor

#### ☐ Cover Letter:

- Dated and written on letterhead from the current RO.
- o Identifies the affected gTLD(s).
- Explains the nature of the intended change, how it affects the registry, and how it will be operated.
- Signed by an individual with the requisite authority.

## ☐ Responses to Questionnaire, which includes but is not limited to:

 Information related to the proposed assignment and proposed assignee as well as details about Specification 13 or Code of Conduct Exemption, when applicable.

## □ Supporting Documentation:

- Assignment and Assumption Agreement (AAA) between the current RO and proposed assignee, using ICANN's template or of form and substance agreeable to ICANN org. This must be executed and provided only after ICANN org's conditional consent has been granted.
- If a geographic gTLD is being assigned, written government support on official letterhead from a proper authority.

After the assignor submits an assignment service request case, ICANN org will open a separate case for the proposed assignee. The proposed assignee must provide ICANN org with the required information and documentation for review in the NSp within 2 calendar days of receiving the case in order for ICANN org to have the necessary time to review the request within the 10 calendar days as noted in the process for ICANN Review.

## To Be Provided by Assignee

#### ■ Responses to Questionnaire, which includes but is not limited to:

- Three-year projection of domains under management.
- Information regarding legal establishment, organizational structure, and proposed assignee contacts.
- Information related to directors, officers, and shareholders of the proposed assignee, including information relevant for due diligence.

- Description of any intended changes to the mission, purpose, or operation of the gTLD(s).
- Cross-ownership information (i.e., ownership in registrars/resellers or subcontracts the provision of any Registry Services to a registrar/reseller or any of their respective Affiliates)

## ■ Supporting Documentation:

- Proof of legal establishment of the proposed assignee.
- Registry Data Escrow Agreement executed by the proposed assignee or a novation of the Data Escrow Agreement. This must be executed and provided only after ICANN org's conditional consent has been granted. Please refer to the list of ICANN-Approved Registry Data Escrow Agents.
- Sufficient Continued Operations Instrument (COI), if six-year obligation has not expired per the RA. This must be executed and provided only after ICANN org's conditional consent has been granted.

## (3) Assignment to New Registry Operator

Occurs when the proposed assignee is a new registry operator and is not an Affiliated Assignee.

## To Be Provided by Assignor

#### ☐ Cover Letter:

- Dated and written on letterhead from the current RO.
- Identifies the affected gTLD(s).
- Explains the nature of the intended change, how it affects the registry, and how it will be operated.
- Signed by an individual with the requisite authority.

## ☐ Responses to Questionnaire, which includes but is not limited to:

 Information related to the proposed assignment and proposed assignee as well as details about Specification 13 or Code of Conduct Exemption, when applicable.

## ■ Supporting Documentation:

- Assignment and Assumption Agreement (AAA) between the current RO and proposed assignee using ICANN's template or of form and substance agreeable to ICANN org. This must be executed and provided only after ICANN org's conditional consent has been granted.
- If a geographic gTLD is being assigned, written government support on official letterhead from a proper authority.

After the assignor submits an assignment service request case, ICANN org will open a separate case for the proposed assignee. The proposed assignee must provide ICANN org with the required information and documentation for review in the NSp within 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.

## To Be Provided by Assignee

## ☐ Responses to Questionnaire, which includes but is not limited to:

- Three-year projection of domains under management.
- Information regarding legal establishment, organizational structure, and proposed assignee contacts.
- Information related to directors, officers, and shareholders of the proposed assignee, including information relevant for due diligence.
- Description of any intended changes to the mission, purpose, or operation of the gTLD(s).

 Cross-ownership information (i.e., ownership in registrars/resellers or subcontracts the provision of any Registry Services to a registrar/reseller or any of their respective Affiliates)

## ■ Supporting Documentation:

- Registry Data Escrow Agreement executed by the proposed assignee or a novation of the Data Escrow Agreement. This must be executed and provided only after ICANN org's conditional consent has been granted. Please refer to the list of ICANN-Approved Registry Data Escrow Agents.
- Sufficient Continued Operations Instrument (COI), if six-year obligation has not expired per the RA. This must be executed and provided only after ICANN org's conditional consent has been granted.
- Financial information and documents to include:
  - Financial statements
  - Financial projections
  - Costs and capital expenditures
  - Funding and revenue
  - Contingency planning

☐ **Fees:** The proposed assignee is responsible for fees incurred for evaluations conducted by external providers. Fees may vary depending on the nature of the transaction but typically will not exceed USD 19,000 for a single TLD assignment to a new registry operator. This amount considers the fee for financial evaluation and background screening. Fees are subject to change at any time.

## **Additional Notes**

- For documentation provided in a language other than English, ICANN org will request that translations be provided. If translations are not provided, ICANN org will obtain translations internally. Please be advised this will extend the review time of your service request.
- Any fees associated with the evaluation of an assignment request must be paid by the proposed assignee.
- Please review the <u>Naming Service portal User Guide for Registries</u> for detailed instructions on submitting a service request case.
- Note that contacting your account manager or opening a General Inquiry case shall not be considered notice of an assignment as required by the Registry Agreement.
- Registry operators are not to construe any consultations with ICANN org as legal, business or tax advice. Each registry operator should consult its own attorney, accountant or other professional advisors concerning legal, business, tax, or other matters concerning the proposed assignment.