



VERISIGN

April 8, 2021

Via Electronic Mail

John Jeffrey, Esq.
General Counsel
Internet Corporation for Assigned Names and Numbers
12025 Waterfront Drive, Suite 300
Los Angeles, CA 90094-2536

Re: Amendment 2 to .com Registry Agreement

Dear John:

We wish to bring to your attention a letter we received from the Department of Commerce that pertains to Amendment 2 to the .com Registry Agreement. *See* Letter dated March 30, 2021, attached hereto as Exhibit 1.

By way of brief background, a letter to Verisign authored in the final weeks of the previous administration by the then-outgoing Acting Deputy Assistant Secretary of Commerce created possible inconsistencies as to the Department of Commerce's views about Amendment 2. Unfortunately, before these inconsistencies could be clarified, the letter was furnished without Verisign's knowledge or consent to certain interested groups who have since engaged in public speculation regarding the status of Amendment 2 as it relates to the Cooperative Agreement.

The attached March 30 letter now clarifies that this prior correspondence by the Acting Deputy Assistant Secretary "appears to have misinterpreted" the Cooperative Agreement. As noted in the attached letter, the Department of Commerce official responsible for all aspects of the Cooperative Agreement affirmed, after consultation with the National Telecommunication and Information Agency and the Department of Commerce's Office of General Counsel, Federal Assistance Law Division, that Amendment 2 is consistent with the terms of the Cooperative Agreement and thus does not require additional Department approval.

In particular, the attached March 30 letter confirms that the terms of Amendment 2 "do not seek to change any of the terms identified in Section 4(b)(i)-(v) of Amendment 35 to the Cooperative Agreement." As you know, these portions of Amendment 35 contain an exhaustive list of potential changes (either by amendment or renewal of the .com Registry Agreement) that require further approval. The March 30 letter confirms that Department of Commerce approval is not required when no such changes are made, which the Department of Commerce concluded is the case with Amendment 2.

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We trust that the attached correspondence is sufficient to address the speculation about Amendment 2.

Please do not hesitate to contact me if you have any questions.

Sincerely,



Thomas C. Indelicato
General Counsel
VeriSign, Inc.

EXHIBIT 1

Tuesday, March 30, 2021

Thomas C. Indelicarto
General Counsel
Verisign, Inc.
12061 Bluemont Way
Reston, VA 20190

RE: Cooperative Agreement NCR 92-18742

Dear Mr. Indelicarto:

Thank you for bringing to our attention the letter Verisign, Inc. (Verisign) received from Adam Candeub, former Deputy Assistant Secretary of Commerce, dated December 11, 2020, raising questions about Verisign's proposed auction of the single character domain – o.com. In his letter, Mr. Candeub appears to misinterpret certain provisions of the Cooperative Agreement. I hope the following information clarifies the Department of Commerce's reading of the Cooperative Agreement terms and their applicability to the o.com auction issue.

As the Grants Officer for Cooperative Agreement NCR 92-8742 (Cooperative Agreement), I am the Department of Commerce official responsible for all administrative aspects of this award, including the delegated authority to award, amend, administer, close out, suspend, and/or terminate the Cooperative Agreement and to make related determinations and findings. In consultation with the program and legal staff of the National Telecommunications and Information Administration and the Department of Commerce's Office of General Counsel, Federal Assistance Law Division, I have reviewed the Amendment 2 to the .com Registry Agreement between Verisign and the Internet Corporation for Assigned Names and Numbers (ICANN) and the o.com auction proposal. As the o.com proposal is structured and incorporated into Amendment 2 of the .com Registry Agreement, it does not seek to change or change any of the terms identified in Section 4(b)(i)-(v) of Amendment 35 to the Cooperative Agreement, and thus, does not require the prior written approval of the Department of Commerce. Amendment 2 to the .com Registry Agreement does not increase the Maximum Price charged by Verisign for registry services as that term is defined in the .com Registry Agreement and the Cooperative Agreement.

Please let me know if you would like to discuss this issue further. You may reach me via email at nuria.martinez@nist.gov or Michelle Liu via email at shiouyun.liu@nist.gov.

Sincerely,


Nuria Martinez

Grants Officer

cc: Michelle Liu, Grants Specialist, NIST
Evelyn Remaley, Acting Assistant Secretary of Commerce for Communications and Information