

Internet Corporation for Assigned Names and Numbers

Financial Statements
As of and for the Years Ended
June 30, 2014 and 2013

Internet Corporation for Assigned Names and Numbers

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Internet Corporation for Assigned Names and Numbers

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Independent Auditor's Report

Board of Directors
Internet Corporation for Assigned Names and Numbers
Los Angeles, California

Report on the Financial Statements

We have audited the accompanying financial statements of Internet Corporation for Assigned Names and Numbers (ICANN or Organization), which comprise the statement of financial position as of June 30, 2014 and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Internet Corporation for Assigned Names and Numbers as of June 30, 2014, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As described in Note 3, the Organization's analysis previously led it to recognize the registry and registrar transaction fee revenue over the term of the individual domain name registrations, which, after further review and analysis, the Organization concluded it is not in accordance with accounting principles generally accepted in the United States of America. Accordingly, the Organization has changed its method of accounting for this item to recognize revenue in the period where the registration occurred and restated its June 30, 2013 financial statements. Our opinion on the June 30, 2014 financial statements is not modified with respect to this matter.

Other Matters

The financial statements of Internet Corporation for Assigned Names and Numbers for the year ended June 30, 2013, before restatement for the matter described in the Emphasis of Matter paragraph, were audited by other auditors, whose report dated October 7, 2013 expressed an unmodified opinion on those financial statements.

As part of our audit of the June 30, 2014 financial statements, we also audited the adjustments described in Note 3 that were applied to restate the June 30, 2013 financial statements. In our opinion, such adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply any procedures to the June 30, 2013 financial statements of the Organization other than with respect to the adjustments and, accordingly, we do not express an opinion or any other form of assurance on the June 30, 2013 financial statements as a whole.

BDO USA, LLP

Los Angeles, California
October 30, 2014

Financial Statements

Internet Corporation for Assigned Names and Numbers

Statements of Financial Position (U.S. dollar amounts in thousands)

		<i>June 30,</i>	
	Notes	2014	2013 Restated
Assets			
Cash and cash equivalents	2, 4, 5	\$ 24,611	\$ 64,887
Accounts receivable, net	2, 5, 6	26,605	25,138
Investments	2, 5, 7	285,068	294,874
Prepaid expenses	4	1,405	3,614
Other assets	4	833	2,416
Capital assets, net	2, 8	16,740	8,518
Total assets		\$ 355,262	\$ 399,447
Liabilities and Net Assets			
Liabilities			
Accounts payable and accrued liabilities	4	\$ 16,224	\$ 24,849
Deferred revenue	2, 4	145,929	191,101
Total liabilities		162,153	215,950
Unrestricted net assets	2	193,109	183,497
Total liabilities and net assets		\$ 355,262	\$ 399,447

See accompanying independent auditor's report and notes to financial statements.

Internet Corporation for Assigned Names and Numbers

Statements of Activities (U.S. dollar amounts in thousands)

<i>Years ended June 30,</i>	Notes	<i>Years ended June 30,</i>	
		2014	2013 Restated
Unrestricted support and revenue			
Registry	1,3	\$ 47,143	\$ 41,698
Registrar	1,3	34,831	34,010
Regional Internet Registries ("R.I.R.")	1	823	823
Country code Top Level Domain ("ccTLD") contribution and fees	1	2,098	657
New generic Top Level Domain ("gTLD") auction revenue	1,4	600	-
Contributions and other income	1	1,315	1,235
Revenue from New gTLD application fees	1,4	36,574	158,072
Total support and revenue		123,384	236,495
Expenses			
Personnel	2	45,239	31,457
Travel and meetings	2	20,929	12,240
Professional services	2	37,639	93,185
Administration	2	20,593	13,480
Total expenses		124,400	150,362
Other income			
Interest income	7	3	5
Investment gain	7	10,625	1,727
Total other income		10,628	1,732
Change in net assets		9,612	87,865
Unrestricted net assets, beginning of year		183,497	95,632
Unrestricted net assets, end of year		\$ 193,109	\$ 183,497

See accompanying independent auditor's report and notes to financial statements.

Internet Corporation for Assigned Names and Numbers

Statements of Cash Flows (U.S. dollar amounts in thousands)

<i>Years ended June 30,</i>	2014	2013 Restated
Cash flows from operating activities		
Change in net assets	\$ 9,612	\$ 87,865
Adjustments to reconcile change in net assets to cash provided by operating activities:		
Depreciation expense	3,927	2,140
Bad debt expense	209	1,052
Investment gain, net	(10,625)	(1,727)
Loss on disposal of capital assets	777	-
Changes in operating assets and liabilities:		
Accounts receivable	(1,676)	(7,111)
Prepaid expenses	2,209	(327)
Other assets	1,583	951
Accounts payable and accrued liabilities	(8,625)	11,998
Deferred revenue	(45,172)	(167,989)
Net cash used in operating activities	(47,781)	(73,148)
Cash flows from investing activities		
Purchases of capital assets	(12,926)	(4,871)
Proceeds from sale of investments	41,900	53,035
Purchases of investments	(21,469)	(293,147)
Net cash provided by (used in) investing activities	7,505	(244,983)
Net decrease in cash and cash equivalents	(40,276)	(318,131)
Cash and cash equivalents, beginning of year	64,887	383,018
Cash and cash equivalents, end of year	\$ 24,611	\$ 64,887

See accompanying independent auditor's report and notes to financial statements.

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

1. Organization

The Internet Corporation for Assigned Names and Numbers (ICANN) was established in September 1998 under the laws of the state of California as a non-profit public benefit corporation.

ICANN coordinates a select set of the Internet's technical management functions, such as the assignment of protocol parameters, the management of the domain name system, and the allocation of Internet Protocol (IP) address space. Categories of Internet domains include Generic Top Level Domains (gTLDs), examples of which are: .com, .net, .org, and .edu domains; Country Code Top Level Domains (ccTLDs) in ASCII characters, examples of which are: .us, .uk, .de and .fr; and Internationalized Domain Name (IDN) ccTLDs that are reflected through non-ASCII based languages.

ICANN has three supporting organizations that serve as the policy development bodies for ICANN within three specialized areas, including the system of IP addresses and the domain name system. The three supporting organizations are the Address Supporting Organization (ASO), the Generic Names Supporting Organization (GNSO) and the Country Code Names Supporting Organization (ccNSO). These supporting organizations are the primary source of substantive policy recommendations for matters lying within their respective specialized areas. The supporting organizations are not separately incorporated entities.

ICANN's primary sources of revenue are generated from domain name registration activities and DNS service as follows:

Registry Fees

As of June 30, 2014, ICANN had contracts with registry operators of 473 Generic Top Level Domains (gTLDs), of which 455 were added during the fiscal year. Registry fees are described in the respective registry agreements. Based on those agreements, registries pay to ICANN fees via a fixed fee, transaction-based fee, or both.

Registrar Fees

ICANN accredits registrars in accordance with the Registrar Accreditation Agreement (RAA). The RAA provides for the following types of fees:

- Application fees are paid one time by prospective registrars at the time of the application.
- Annual accreditation fees are fees that all registrars are required to pay annually to maintain accreditation.
- Per-registrar variable fees are based upon a set amount divided by the number of accredited registrars and is based on a validated concept that ICANN often expends the same quantum of effort in providing services to a registrar regardless of size. However, some registrars may qualify for "forgiveness" of two-thirds of the standard per-registrar variable fee.
- Transaction-based fees based on each add, transfer, or renewal domain name registration.
- Add Grace Period (AGP) deletion fees are charged to registrars that delete added names within the grace period in excess of a threshold.

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

Address Registry Fees

ICANN coordinates with organizations responsible for the assignment and administration of Internet addresses (RIRs). RIRs contribute annually to ICANN.

Application Fees

Registrar - Application fees are non-refundable and are paid at the time of application by applicants seeking to become an ICANN accredited domain name registrar.

New generic Top Level Domain (gTLD) - The application fees were paid during the application window by applicants seeking to become a New gTLD registry operator for a particular top-level domain. Application fees are refundable at a decreasing rate according to the processing phase in which the request for refund occurs. Note that once a New gTLD registry agreement is signed with an applicant that party becomes a registry operator that is subject to registry fees in accordance with the terms of the registry agreement.

New gTLD Auction Fees

Contention sets are groups of applications containing identical or confusingly similar applied for gTLD strings. Contention sets must be resolved prior to the execution of a Registry Agreement for an applied-for gTLD string. An ICANN facilitated auction is a last resort for resolving string contention sets.

If ICANN facilitates the resolution of a contention set through an auction, the auction is concluded when the remaining application is not in contention as a result of competing applicants having exited the auction.

2. Significant Accounting Policies

Basis of Presentation

The financial statements of ICANN have been prepared in accordance with generally accepted accounting principles in the United States. ICANN recognizes contributions, including unconditional promises to give, as revenue in the period received. Contributions and net assets are classified based on the existence or absence of donor-imposed restrictions. As such, the net assets of ICANN and the changes therein are classified and reported as follows:

Unrestricted net assets - Net assets that are not subject to donor-imposed stipulations and that may be expendable for any purpose in performing the objectives of ICANN. ICANN's Board adopted an investment policy in April 2014. This investment policy established a Board designated Reserve Fund that limits use of the Reserve Fund based upon specific Board actions. All investments are designated under the Reserve Fund.

Temporarily restricted assets - Net assets subject to donor-imposed stipulations that may or will be met either by actions of ICANN and/or the passage of time. As the restrictions are satisfied, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the accompanying financial statements as net assets released from restrictions.

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

Permanently restricted net assets - Net assets for which the donor has stipulated that the principal be maintained in perpetuity, but permits ICANN to use, or expend, all or part of the income derived from the donated assets for general or specific purposes, subject to statutory regulations.

As of June 30, 2014 and 2013, ICANN had no permanently or temporarily restricted net assets.

Revenue Recognition

ICANN recognizes revenue as follows (pursuant revenue recognition method effective July 1, 2013 as disclosed in Note 3):

- Transaction-based fees are determined based upon an established rate per registration, multiplied by the volume and number of contract years of the underlying domain registration. Transaction-based fees are earned and recognized in the year the transaction occurs. A transaction corresponds to a registration, a transfer or a deletion of a domain name.
- Fixed fees are billed in accordance with the underlying contract and are recognized as earned over the contractual period.
- Registrar application fees are non-refundable and are recognized at the time the application fees are received.
- New gTLD application fees are recognizable ratably as direct application processing costs are incurred. The rate of recognition of the fees is determined by the proportion of the direct costs incurred versus the total costs. The New gTLD application fees are refundable at a diminishing rate according to the processing phase in which the request for refund occurs.
- New gTLD auction fees are recognized in revenues when an auction is concluded.
- Accreditation fee amounts and timing are due in accordance with agreements, are not event dependent, and are recognized ratably monthly over the term of the accreditation.

Cash and Cash Equivalents

Cash and cash equivalents include deposits in bank and money market funds. ICANN considers all cash and financial instruments with original maturities of three months or less to be cash and cash equivalents.

Accounts Receivable, Net

Accounts receivable net of allowances for doubtful accounts are approximately \$26,605,000 and \$25,138,000 as of June 30, 2014 and 2013, respectively. On a periodic basis, ICANN adjusts its allowance based on an analysis of historical collectability, current receivables aging, and assessment of specific identifiable customer accounts considered at risk or uncollectible.

ICANN had bad debt expense of approximately \$209,000 and \$1,052,000 during the years ended June 30, 2014 and 2013, respectively.

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

Investments

Investments are reported at their fair value and all related transactions are recorded on the trade date. Interest, dividends and realized and unrealized gains and losses are accounted for within unrestricted net assets, or as changes in temporarily or permanently restricted net assets, if so stipulated by the donor of such assets.

Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of financial position.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Accounting Standards Codification (ASC) establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying statements of financial position, as well as the general classification of such instruments pursuant to the valuation hierarchy. Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include money markets funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Investments that are valued based on quoted market prices of comparable assets and investments reported at net asset value or its equivalent, which are redeemable in the near term are typically classified within Level 2.

ICANN's policy is to recognize transfers in and transfers out at the end of the reporting period. This policy includes transfers in and transfers out of Level 1 and Level 2. ICANN has no Level 3 investments.

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, accounts receivables, prepaid and other receivables, accounts payable and accrued liabilities and deferred revenue approximate fair value because of the short-term maturity of these financial instruments. Estimates of fair value involve assumptions and estimation methods that are uncertain and, therefore, the estimates could differ from actual results. The fair value of investments are recorded at fair value on a recurring basis are included in Note 7.

Capital Assets

Capital assets consist of capitalized computer equipment, software, furniture and fixtures and leasehold improvements and are stated at cost or, for contributed items, at fair value at date of contribution. Capital assets are depreciated using the straight-line method over their estimated useful lives, which range from three to seven years. Leasehold improvements are amortized using the straight-line method over the shorter of their estimated useful life or the remaining lease term. Acquisitions in excess of \$10,000 and one year useful life as well as laptop computers are capitalized. Maintenance and repairs are charged to expense as incurred.

Deferred Revenue

Deferred revenue is recorded when fees are not yet earned. Deferred revenue consists of deferred income related to the New gTLD application fee of \$145,320,000 and \$190,502,000 and deferred registrar accreditation income of \$609,000 and \$599,000 as of June 30, 2014 and 2013, respectively.

Income Taxes

ICANN is exempt from Federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code. Accordingly, no provision for income taxes has been made in the accompanying financial statements. However, ICANN is subject to income taxes on any net income that is derived from a trade or business, regularly carried on, and not in furtherance of the purposes for which it was granted exemption. No income tax provision has been recorded as the net income, if any, from any unrelated trade or business, in the opinion of management, is not material to the basic financial statements taken as a whole.

ICANN believes it is in compliance with all applicable laws, however, upon audit by a taxing authority, if amounts are found due, ICANN may be liable for such taxes. Management has analyzed ICANN's tax positions taken on Federal and state income tax returns for all open tax years and has concluded that, as of June 30, 2014 and 2013, no liabilities are required to be recorded in connection with such tax positions in ICANN's financial statements. The fiscal 2009 through 2013 tax years remain open for examination by the taxing authorities. No interest or penalties are recognized during the year as ICANN has not recorded income tax contingencies. ICANN is not under examination by the Internal Revenue Service for any open tax years.

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

Functional Allocation of Expenses

Expenses that can be identified to a specific program or supporting service are charged directly to the related program or supporting service. Expenses that are associated with more than one program or supporting service are allocated based on methods determined by management. ICANN's expenses are classified approximately as follows for the fiscal years ended June 30:

	2014	2013 Restated
	<i>(US dollars in thousands)</i>	
Program services	\$ 89,336	\$ 126,532
Support services: management and general	35,064	23,830
Total expenses	\$ 124,400	\$ 150,362

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events

ICANN evaluates subsequent events in accordance with ASC 855, *Subsequent Events*. ICANN evaluated subsequent events through October 30, 2014, which is when these financial statements were available to be issued. ICANN is not aware of any other significant events that would have a material impact on its financial statements or require disclosure in the notes to the financial statements.

3. Restatement - Change in Transaction-Based Fee Revenue Recognition

Through the year ended June 30, 2013, ICANN recognized nonrefundable transaction-based fees collected from registries and registrars as earned in the year the billed fee applies (for example, 1/10th of a registration transaction-based fee was recognized in each year of a ten year domain name registration). This recognition method was based on a previous interpretation of the contracts that ICANN has obligations under those contracts that must be fulfilled over the duration of a specific domain name registration.

Given the New gTLD program, and the prospective delegation of hundreds of new registries under a new base registry agreement, ICANN has conducted further analysis of its revenue recognition method through review of the existing and new agreements with registries and registrars and the specific accounting treatment of the transaction-based fees. Upon this further review and analysis, ICANN has determined that the registry and registrar agreements do not include any obligations for ICANN that pertain to each specific registration of a domain name. ICANN considers that its contractual obligations are unrelated to a specific domain name registration, which therefore do not create specific performance obligations which would require a deferral of revenue over the duration of the registration.

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

As a result, ICANN has changed its revenue recognition method so that the transaction-based fees are recognized as revenue when each transaction occurs. Accordingly, ICANN has restated the opening balance of unrestricted net assets as of July 1, 2012 and financial statements for the year ended June 30, 2013.

The following table displays the impact of this restatement on the financial statement categories reflected in the statements of financial position:

<i>June 30, 2013</i>	Previously Reported	Change in Revenue Recognition	Restated
	<i>(US dollars in thousands)</i>		
Accounts receivable, net	\$ 22,866	\$ 2,272	\$ 25,138
Deferred revenues	203,592	(12,491)	191,101
Unrestricted net assets	168,734	14,763	183,497

<i>June 30, 2012</i>	Previously Reported	Change in Revenue Recognition	Restated
	<i>(US dollars in thousands)</i>		
Unrestricted net assets	\$ 83,592	\$ 12,040	\$ 95,632

The following table displays the impact of this restatement on the financial statement categories reflected in the statements of activities:

<i>June 30, 2013</i>	Previously Reported	Change in Revenue Recognition	Restated
	<i>(US dollars in thousands)</i>		
Registry	\$ 39,002	\$ 2,696	\$ 41,698
Registrar	33,983	27	34,010
Support and revenue	233,772	2,723	236,495
Change in net assets	85,142	2,723	87,865
Unrestricted net assets	168,734	14,763	183,497

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

The following table displays the impact of this restatement on the financial statement categories reflected in the statements of cash flows:

<i>June 30, 2013</i>	Previously Reported	Change in Revenue Recognition	Restated
	<i>(US dollars in thousands)</i>		
Change in operating assets and liabilities:			
Accounts receivable	\$ 6,037	\$ 1,074	\$ 7,111
Deferred revenue	166,340	1,649	167,989
Change in net assets	85,142	2,723	87,865

4. New Generic Top Level Domain Program

ICANN's New generic Top Level Domains (gTLD) Program is responsible for the introductions of New generic Top Level Domains (gTLDs) that has resulted in the expansion of the Domain Name System (DNS). Prior to the New gTLD program, resulting in 1930 applications for New gTLDs in 2012, there were 22 gTLDs. The additional gTLDs will enhance competition, innovation and choice in the DNS, providing a wider variety of organizations, communities and brands new ways to communicate with their audiences. All Registries that operate these New gTLDs must pass a rigorous evaluation process and technical preparations and assessments. These steps help ensure the safe, secure and measured rollout of the New gTLDs.

All applications for New gTLDs that have not been withdrawn have completed Initial Evaluation (IE) phase and, where applicable Extended Evaluation (EE). During IE and EE, all applications were evaluated for, among other things, financial, technical/operational, geographic names, and registry services.

Following completion and passing of IE, and EE if applicable, the Registry Agreement Contracting phase of the New gTLD program commenced. Contracting is a process by which the eligible applicants enter into a Registry Agreement with ICANN to operate a gTLD. After completion of this phase, the applicant can elect to enter into Pre-Delegation Testing.

Pre-Delegation Testing (PDT) ensures that an applicant has the capacity to operate a New gTLD in a stable, secure manner. Every new Registry must demonstrate that it has established operations in accordance with the technical and operational criteria described in the Applicant Guidebook. After passing PDT, a Registry's gTLD can be introduced into the root zone of the Internet.

As of June 30, 2014, 322 New gTLDs were delegated in the root zone.

As the New gTLD program and its funding through application fees has been designed on a cost recovery basis, and to enhance accountability and transparency, ICANN has fully segregated from its on-going operations the program's accounting ledger, bank accounts, investment accounts for all program-related funds and expenses. The following statements of position and activity provide the breakdown of ICANN's financial statements into each segment.

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

All intra-company payables and receivables will be settled in cash on a monthly basis. The segregated statement of financial position at June 30, 2014:

<i>June 30, 2014</i>	ICANN	New gTLD	Elimination	Total
	<i>(US dollars in thousands)</i>			
Assets				
Cash and cash equivalents	\$ 15,170	\$ 9,441	\$ -	\$ 24,611
Accounts receivable, net	26,220	385	-	26,605
Investments	85,226	199,842	-	285,068
Prepaid expenses	1,405	-	-	1,405
Other assets	833	-	-	833
Intra-company asset	1,944	-	(1,944)	-
Capital assets, net	16,740	-	-	16,740
Total assets	\$ 147,538	\$ 209,668	\$ (1,944)	\$ 355,262
Liabilities and Net Assets				
Liabilities				
Accounts payable and accrued liabilities	\$ 12,434	\$ 3,790	\$ -	\$ 16,224
Intra-company liability	-	1,944	(1,944)	-
Deferred revenue	611	145,318	-	145,929
Total liabilities	13,045	151,052	(1,944)	162,153
Unrestricted net assets	134,495	58,614	-	193,109
Total liabilities and net assets	\$ 147,540	\$ 209,666	\$ (1,944)	\$ 355,262

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Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

The segregated statement of financial position at June 30, 2013:

<i>June 30, 2013 (restated)</i>	ICANN	New gTLD	Elimination	Total
	<i>(US dollars in thousands)</i>			
Assets				
Cash and cash equivalents	\$ 17,340	\$ 47,547	\$ -	\$ 64,887
Accounts receivable, net	25,138	-	-	25,138
Investments	55,685	239,189	-	294,874
Prepaid expenses	927	2,687	-	3,614
Other assets	2,416	-	-	2,416
Intra-company asset	30,880	-	(30,880)	-
Capital assets, net	8,518	-	-	8,518
Total assets	\$ 140,904	\$ 289,423	\$ (30,880)	\$ 399,447
Liabilities and Net Assets				
Liabilities				
Accounts payable and accrued liabilities	\$ 11,529	\$ 13,320	\$ -	\$ 24,849
Intra-company liabilities	-	30,880	(30,880)	-
Deferred revenue	599	190,502	-	191,101
Total liabilities	12,128	234,702	(30,880)	215,950
Unrestricted net assets	128,776	54,721	-	183,497
Total liabilities and net assets	\$ 140,904	\$ 289,423	\$ (30,880)	\$ 399,447

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Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

The segregated statement of activities for the year ended June 30, 2014:

<i>June 30, 2014</i>	ICANN	New gTLD	Elimination	Total
	<i>(US dollars in thousands)</i>			
Unrestricted support and revenue				
Registry	\$ 47,143	\$ -	\$ -	\$ 47,143
Registrar	34,831	-	-	34,831
R.I.R.	823	-	-	823
ccTLD contribution and fees	2,098	-	-	2,098
New gTLD auction revenue	-	600	-	600
Contributions and other income	1,312	3	-	1,315
Revenue from New gTLD application fees	-	36,574	-	36,574
Total support and revenue	86,207	37,177	-	123,384
Expenses				
Personnel	36,798	8,441	-	45,239
Travel and meetings	19,069	1,860	-	20,929
Professional services	20,562	17,077	-	37,639
Administration	17,153	3,440	-	20,593
Total expenses	93,582	30,818	-	124,400
Other income				
Interest income	3	-	-	3
Investment gain	8,472	2,153	-	10,625
Total other income	8,475	2,153	-	10,628
Development costs (reimbursement)	(4,616)	4,616	-	-
Change in net assets	5,716	3,896	-	9,612
Unrestricted net assets (deficit), beginning of year	128,776	54,721	-	183,497
Unrestricted net assets (deficit), end of year	\$ 134,492	\$ 58,617	\$ -	\$ 193,109

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Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

The segregated statement of activities for the year ended June 30, 2013:

<i>June 30, 2013 (restated)</i>	ICANN	New gTLD	Elimination	Total
	<i>(US dollars in thousands)</i>			
Unrestricted support and revenue				
Registry	\$ 41,698	\$ -	\$ -	\$ 41,698
Registrar	34,010	-	-	34,010
R.I.R.	823	-	-	823
ccTLD contribution and fees	657	-	-	657
Contributions and other income	1,044	191	-	1,235
Revenue from New gTLD application fees	15,396	158,072	(15,396)	158,072
Total support and revenue	93,628	158,263	(15,396)	236,495
Expenses				
Personnel	25,757	5,700	-	31,457
Travel and meetings	11,768	472	-	12,240
Professional services	18,948	74,237	-	93,185
Administration	12,373	16,503	(15,396)	13,480
Total expenses	68,846	96,912	(15,396)	150,362
Other income (loss)				
Interest income	5	-	-	5
Investment gain (loss)	2,538	(811)	-	1,727
Total other income (loss)	2,543	(811)	-	1,732
Change in net assets	27,325	60,540	-	87,865
Unrestricted net assets (deficit), beginning of year	101,451	(5,819)	-	95,632
Unrestricted net assets (deficit), end of year	\$ 128,776	\$ 54,721	\$ -	\$ 183,497

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Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

The segregated statement of cash flows for the year ended June 30, 2014:

<i>June 30, 2014</i>	ICANN	New gTLD	Elimination	Total
	<i>(US dollars in thousands)</i>			
Cash flows from operating activities				
Change in net assets	\$ 5,716	\$ 3,896	\$ -	\$ 9,612
Adjustments to reconcile change in net assets to cash provided by operating activities:				
Depreciation expense	3,927	-	-	3,927
Bad debt expense	209	-	-	209
Investment gains	(8,072)	(2,553)	-	(10,625)
Loss on disposal of capital assets	777	-	-	777
Changes in operating assets and liabilities:				
Accounts receivable	(2,581)	905	-	(1,676)
Prepaid expenses	812	1,397	-	2,209
Other assets	1,583	-	-	1,583
Accounts payable and accrued liabilities	905	(9,530)	-	(8,625)
Intercompany clearing	28,936	(28,936)	-	-
Deferred revenue	13	(45,185)	-	(45,172)
Net cash used in (provided by) operating activities	32,225	(80,006)	-	(47,781)
Cash flows from investing activities				
Purchases of capital assets	(12,926)	-	-	(12,926)
Proceeds from sale of investments	-	41,900	-	41,900
Purchases of investments	(21,469)	-	-	(21,469)
Net cash provided by (used in) investing activities	(34,395)	41,900	-	7,505
Net decrease in cash and cash equivalents	(2,170)	(38,106)	-	(40,276)
Cash and cash equivalents, beginning of year	17,340	47,547	-	64,887
Cash and cash equivalents, end of year	\$ 15,170	\$ 9,441	\$ -	\$ 24,611

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Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

The segregated statement of cash flows for the year ended June 30, 2013:

<i>June 30, 2013 (restated)</i>	ICANN	New gTLD	Elimination	Total
	<i>(US dollars in thousands)</i>			
Cash flows from operating activities				
Change in net assets	\$ 27,325	\$ 60,540	\$ -	\$ 87,865
Adjustments to reconcile change in net assets to cash provided by operating activities:				
Depreciation expense	2,140	-	-	2,140
Bad debt expense	1,052	-	-	1,052
Investment (gains) losses	(2,538)	811	-	(1,727)
Changes in operating assets and liabilities:				
Accounts receivable	(7,111)	-	-	(7,111)
Prepaid expenses	(2,007)	1,680	-	(327)
Other assets	(23,992)	24,943	-	951
Accounts payable and accrued liabilities	1,907	10,091	-	11,998
Deferred revenue	(7)	(167,982)	-	(167,989)
Net cash used in operating activities	(3,231)	(69,917)	-	(73,148)
Cash flows from investing activities				
Purchases of capital assets	(4,871)	-	-	(4,871)
Proceeds from sale of investments	53,035	-	-	53,035
Purchases of investments	(53,147)	(240,000)	-	(293,147)
Net cash used in investing activities	(4,983)	(240,000)	-	(244,983)
Net decrease in cash and cash equivalents	(8,214)	(309,917)	-	(318,131)
Cash and cash equivalents, beginning of year	25,554	357,464	-	383,018
Cash and cash equivalents, end of year	\$ 17,340	\$ 47,547	\$ -	\$ 64,887

5. Concentration of Credit Risk

Financial instruments that potentially subject ICANN to concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable and investments. ICANN places its cash with major financial institutions. Cash held at these financial institutions may, at times, exceed the amount insured by the Federal Deposit Insurance Corporation. Concentration of credit risk with respect to receivables is mitigated by the diversity of registries/registrar base. ICANN places its investments with a major investment broker. Investments held at these investment brokers may, at times, exceed the amount insured by the Securities Investor Protection Corporation. The investments held are subject to volatility of the market and industries in which they are invested.

Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the statements of financial position.

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

ICANN had two major registries/registrars totaling approximately \$47,820,000 or 55% of the total support in fiscal year 2014. ICANN had two major registries/registrars totaling approximately \$36,450,000 or 48% of the total support in fiscal year 2013. ICANN had accounts receivable amounting to approximately \$12,046,000 and \$10,439,000 due from these two major registries/registrars at June 30, 2014 and 2013, respectively.

6. Accounts Receivable

Accounts receivable is comprised of the following as of June 30:

	2014	2013 Restated
	<i>(US dollars in thousands)</i>	
gTLD registries and registrars	\$ 25,377	\$ 24,961
IP address registries	823	823
ccTLD and IDN Fast Track	598	362
Other	316	351
	27,114	26,497
Less: allowance for doubtful accounts	(509)	(1,359)
	\$ 26,605	\$ 25,138

7. Investments

Investments consist of the following as of June 30, 2014:

<i>2014</i>	Level 1	Level 2	Level 3	Total
	<i>(US dollars in thousands)</i>			
Collective trusts	\$ -	\$ 85,226	\$ -	\$ 85,226
Corporate bonds	-	94,692	-	94,692
Asset backed bonds	-	19,580	-	19,580
U.S. government bonds	-	20,795	-	20,795
Money market funds	33,769	-	-	33,769
International bonds	-	8,481	-	8,481
Government agencies bonds	-	17,880	-	17,880
Municipal and provincial bonds	-	4,645	-	4,645
Total investments	\$ 33,769	\$ 251,299	\$ -	\$ 285,068

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

Investments consist of the following as of June 30, 2013:

<i>2013 (restated)</i>	Level 1	Level 2	Level 3	Total
	<i>(US dollars in thousands)</i>			
Collective trusts	\$ -	\$ 55,685	\$ -	\$ 55,685
Corporate bonds	-	115,584	-	115,584
Asset backed bonds	-	15,108	-	15,108
U.S. government bonds	-	26,487	-	26,487
Money market funds	59,347	-	-	59,347
International bonds	-	2,169	-	2,169
Government agencies bonds	-	18,006	-	18,006
Municipal and provincial bonds	-	2,488	-	2,488
Total investments	\$ 59,347	\$ 235,527	\$ -	\$ 294,874

Net investment gain is comprised of the following for the years ended June 30:

	2014	2013 Restated
	<i>(US dollars in thousands)</i>	
Dividend and interest income	\$ 2,754	\$ 1,665
Realized (losses)/gains	1,675	174
Unrealized (losses)/gains	6,623	-
Management fees and other	(427)	(112)
Total net investment gain	\$ 10,625	\$ 1,727

8. Capital Assets

Capital assets consist of the following as of June 30:

	2014	2013 Restated
	<i>(US dollars in thousands)</i>	
Computer equipment	\$ 9,690	\$ 8,533
Computer software	12,395	3,165
Furniture and fixtures	6	300
Leasehold improvements	4,012	4,514
Construction in progress	1,777	86
	27,880	16,598
Less: accumulated depreciation	(11,140)	(8,080)
	\$ 16,740	\$ 8,518

Depreciation expense for the years ended June 30, 2014 and 2013 was \$3,927,000 and \$2,140,000, respectively.

Internet Corporation for Assigned Names and Numbers

Notes to Financial Statements

9. Legal Matters

In the ordinary course of business, ICANN is occasionally named as a defendant in lawsuits and may be involved in other alternative dispute resolution proceedings. Management cannot at this time determine the probable outcome or the effect, if any, that these matters may have on the financial position and the ongoing operations of ICANN. Accordingly, the accompanying financial statements do not include a provision for any losses that may result from ICANN's current involvement in legal matters.

10. Related Party Transactions

Dr. Bruce Tonkin is a voting member of the Board of Directors. Dr. Tonkin is also Chief Strategy Officer of Melbourne IT, an ICANN accredited registrar, which also owns Netregistry, PlanetDomain TPP Domain and TPP Wholesale, also ICANN accredited registrar, as a result of the acquisition of Netregistry in March 2014. Revenue to ICANN from Melbourne IT and its subsidiaries amounted to \$516,000 and \$590,000 for the years ended June 30, 2014 and 2013, respectively, under the fee structure of the standard Registrar Accreditation Agreement. To avoid any conflict of interest between ICANN and Melbourne IT, Dr. Tonkin abstains from voting on all matters he identifies as potential conflicts of interest that come before the Board.

Mr. Chris Disspain is a voting member of the Board of Directors. Mr. Disspain is also CEO of auDA, the policy authority and industry self-regulatory body for .au domain names. ICANN revenue from auDA amounted to \$590,000 and \$0 for the years ended June 30, 2014 and 2013, respectively, under the structure of the ccTLD agreement.

Additionally, during years ended June 30, 2014 and 2013, the following voting Board members identified that they may have or have had conflicts in accordance with ICANN's Conflicts of Interest Policy: Sébastien Bachollet, Steve Crocker, Bertrand de La Chapelle, Bill Graham, Mike Silber, Judith Vazquez, and Kuo-Wei Wu.

11. Commitments

ICANN leases its offices and certain other facilities under operating lease agreements. The lease agreements have various termination clauses requiring three to thirty-four months' rent for early termination. Minimum future payments under operating leases for the future years ending June 30 are approximately:

<i>Years ending June 30,</i>	<i>Amount</i>
	<i>(US dollars in thousands)</i>
2015	\$ 3,686
2016	3,282
2017	2,890
2018	2,969
2019	3,050
Thereafter	8,828
	<hr/>
	\$ 24,705

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Notes to Financial Statements

Rent expense amounted to approximately \$4,010,000 and \$2,869,000 for the years ended June 30, 2014 and 2013, respectively. ICANN also has pass-through and additional charges from certain sublessors that are not included in the minimum expected payments above. The pass-through and additional charges cannot be reasonably estimated for future periods. There were no pass-through and additional charges for the year ended June 30, 2013.

ICANN's CEO has an employment contract with the Company expiring on June 30, 2017, under which he perceives the following compensation, estimated to \$630,000 plus at risk compensation of \$270,000 dependent upon performance for each future years ending June 30, 2015, 2016 and 2017, respectively.

Since December 2011, the ICANN Board members, who specifically elect for it, receive compensation for their services as directors. The directors are elected for 3-year terms. The aggregated amounts of compensation relative to the directors who have elected to receive compensation are of \$663,000, \$510,000, \$315,000 and \$85,000 for the fiscal years ending June 30, 2015, 2016, 2017 and 2018, respectively.

12. Defined Contribution Plan

ICANN's 401(k) Plan (the Plan) is available to all employees in the United States at the first of the month following hire date with ICANN. Subject to legal limitations, ICANN contributes 5% of employee's salary to the Plan regardless of employee contributions. ICANN also matches employee contributions up to 10% of the employee's annual salary, subject to legal limitations. Employer contributions recognized for the years ended June 30, 2014 and 2013 amounted to approximately \$3,201,000 and \$2,578,000, respectively. At June 30, 2014 and 2013, the 401(k) Plan outstanding contributions were \$248,000 and \$166,000, respectively.