



The Internet Corporation for Assigned Names and Numbers

16 March 2007

Via Facsimile and Fed Ex

RegisterFly.com, Inc.
960 Arthur Godfrey Road
Suite 402
Miami Beach, FL 33140
Attn: Kevin Medina, CEO

Re: Notice of Termination of Registrar Accreditation Agreement for Top Class Names, Inc. ("RegisterFly")

Dear Mr. Medina:

This shall constitute formal notice of termination of the Registrar Accreditation Agreement between Top Class Names, Inc. (the corporate predecessor and contracting party identified herein as "RegisterFly") and ICANN (the "RAA"). Effective 31 March 2007, consistent with the terms of the RAA, RegisterFly will no longer be allowed to operate as an ICANN-Accredited Registrar.

Additionally, ICANN hereby provides you notice of the revocation of the Logo License Appendix to the above-mentioned RAA, and demands that you remove all ICANN Trademarks immediately from your website and business materials, that have been licensed to you under the terms of that appendix.

As you are aware and have acknowledged in communications with ICANN staff and others, on 21 February 2007, ICANN issued to RegisterFly a "Notice of Breach of Registrar Accreditation Agreement" (the "21 February Notice"). As stated in the 21 February Notice, pursuant to Section 5.3.4 of the RAA, if RegisterFly did not cure each identified breach within 15 working days, ICANN may provide notice of and terminate the RAA.

RegisterFly's 15 working days to cure has expired. RegisterFly remains in breach of the identified provisions. As a result, and in accordance with sections 5.3 and 5.3.4 of the RAA, ICANN hereby gives RegisterFly notice that ICANN is terminating the RAA and RegisterFly's accreditation will expire effective 31 March 2007.

As set forth in the 21 February Notice, RegisterFly is in breach of sections 3.4 and 4.1 of the RAA. RegisterFly has failed to cure its breaches of section 3.4 and has not demonstrated that the breaches of section 4.1 have been cured within the 15 working day notice period. For

LAI-2854212v1

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example, in continuing breach of section 4.1, RegisterFly has failed to demonstrate that it has cured its violations of the Inter-Registrar Transfer Policy and ICANN receives information, on a daily basis, that RegisterFly continues to fail to unlock and/or timely provide required AuthInfo codes to registrants requesting to transfer their registered names to a different ICANN-accredited registrar. On 8 March 2007, ICANN again informed RegisterFly in writing of its continuation of this breach.

RegisterFly also failed to cure its breach of section 3.4, governing the maintenance and provision of all registration data to ICANN. RegisterFly failed to comply with ICANN's repeated audit demands within the time frames reasonably set by ICANN.

Due to RegisterFly's failures to cure its breaches of the RAA identified in the 21 February Notice, ICANN hereby terminates the RAA effective 31 March 2007. ICANN further notes that RegisterFly has failed to cure other RAA breaches identified in ICANN's 2 March 2007 Breach Notice to RegisterFly.

Accordingly, effective 31 March 2007, RegisterFly will no longer be allowed to operate as an ICANN-Accredited Registrar. Between now and 31 March, under the RAA and the Inter-Registrar Transfer Policy, RegisterFly is required to unlock and provide all necessary AuthInfo Codes to allow for domain name transfers to occur. Any and all registrants wishing to transfer from RegisterFly during this period should be allowed to do so and the transfer must be performed expeditiously. Further, under the RAA and the Inter-Registrar Transfer Policy, upon termination of the RegisterFly RAA, ICANN may approve a bulk transfer of all current RegisterFly domain names to an ICANN-Accredited Registrar if ICANN deems doing so will promote the community interests. RegisterFly may suggest an ICANN-Accredited Registrar that meets all ICANN required criteria. That suggestion will be considered should a bulk transfer of registrations occur, depending on the suitability.

ICANN continues to demand that RegisterFly act in the best interests of the registrants. ICANN encourages RegisterFly to act with all due haste in assisting the registrants that are still reportedly not getting appropriate services.



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Finally, the formal date of termination should not restrict you from taking earlier steps to the benefit of the registrants. ICANN remains willing to approve a bulk transfer of registrations to an ICANN-Accredited Registrar prior to 31 March 2007.

Very truly yours,

A handwritten signature in black ink, appearing to read "John O. Jeffrey", with a long horizontal flourish extending to the right.

John O. Jeffrey
General Counsel & Secretary
Internet Corporation for Assigned Names
and Numbers