


Code of Conduct Exemption Request Form

Internet Corporation for Assigned Names and Numbers ("ICANN")
12025 Waterfront Drive, Suite 300
Los Angeles, California 90094
Attention: New gTLD Program Staff

gTLD string: .movistar
Applicant Entity Name: Telefonica S.A.
Application ID#: 1-1791-84637

RE: Request for Exemption from Registry Operator Code of Conduct



TELEFONICA S.A. (from now on Telefonica", in connection with the execution of the Registry Agreement for the .movistar TLD (the "Registry Agreement"), hereby requests an exemption from the obligations of the Registry Operator Code of Conduct set forth in Specification 9 to the Registry Agreement (the "Code of Conduct"). Pursuant to such request, Registry Operator confirms that each of the following statements is true and correct:

1. All domain name registrations in the TLD are registered to, and maintained by, Registry Operator or its Affiliates for the exclusive use of Registry Operator or its Affiliate (as defined in the Registry Agreement);
2. Registry Operator does not sell, distribute or transfer control or use of any registrations in the TLD to any third party that is not an Affiliate of Registry Operator; and

3. Application of the Code of Conduct to the TLD is not necessary to protect the public interest.

The rationale for the relationship between the applicant, Telefonica, and the name of the string, .movistar, is stated in our answer to Question 18a) in the application:

Telefonica S.A. is submitting the .movistar application for the exclusive use of the Telefonica Group in connection with the Movistar operating commercial brand in Spain and Latin-American (Telefonica is one of the world leaders integrated operator in the telecommunication sector, providing communication, information and entertainment solutions, with presence in Europe and Latin America) present in: Spain, Argentina, Chile, Colombia, Ecuador, El Salvador, Guatemala, Mexico, Nicaragua, Panama, Peru, Uruguay, Venezuela and Costa Rica.

Telefonica Group is also applying for .telefonica for institutional purposes and .terra in order to reinforce its brand image and to empower its own identity, specially in the geographical areas where this fast-growing expanding brand operates, Spain and Latin America.

Telefonica included its intention to request an exemption from the Code of Conduct in its application. As stated in the answer to Question 18 b) (iv):

Considering that,

(i) Telefonica will register and maintain all domain name registrations within .movistar for its own exclusive use, and that

(ii) Telefonica will not sell, distribute or transfer control or use of any registrations in .movistar to any third party that is not an Affiliate of Telefonica and that;

(iii) Application of the Registry Operator Code of Conduct contained in Specification 9 of the Base gTLD Registry Agreement to .movistar is not necessary to protect the public interest

Telefonica will request the exemption to the above mentioned Registry Operator Code of Conduct, and expects ICANN to grant

such exemption as Telefonica provides reasonable satisfaction of the conditions hereof expressed. Telefonica may in the future consider extending the use of domain names for employees, customers and partners, but this is not foreseen neither allowed in the current description of the registration policies.

Registry Operator represents that the registration policies attached hereto as **Exhibit 1** are a true and correct copy of the Registry Operator's registration policies for the TLD. Registry Operator agrees that if Registry Operator makes any changes to its registration policies (whether before or after an exemption has been granted), it will promptly provide ICANN with a revised set of registration policies.

Registry Operator acknowledges and agrees that in the event that any of the foregoing Statements becomes untrue (including after ICANN has granted an exemption pursuant to this exemption request), any Code of Conduct exemption granted by ICANN to Registry Operator for the TLD shall immediately expire, and Registry Operator shall (i) immediately notify ICANN specifying in reasonable detail the circumstances causing any of the Statements to be untrue and (ii) immediately comply with the Code of Conduct.

Registry Operator further acknowledges and agrees that ICANN may revoke this exemption at any time based upon evidence reasonably satisfactory to ICANN that the Statements have become untrue. In the event that ICANN provides notice that it has revoked this exemption, Registry Operator shall immediately comply with the Code of Conduct.

Questions about this request should be directed to:

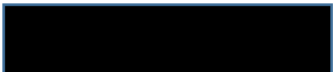

Director de Política de Telecomunicaciones, Oficina Internacional Telefónica S.A.
Telefónica S. A.
Ronda de la Comunicación s/n
Edificio Central, plta. 3
28050 Madrid (Spain)

EXHIBIT 1

Registry Operator hereby acknowledges that the following are the true and correct registration policies for the TLD, as described in the answer to Question 18 b)(iv):

The .movistar TLD will be for the exclusive use of Telefonica's Group services and purposes. Telefonica does not contemplate at this stage opening the registration to any third party. Therefore, the mandatory registration agreement will refer to the following terms and conditions:

- a) Eligibility: The registrant will be Telefonica or any Affiliate.
- b) Name selection: .movistar domain name registrations must be related to Movistar's services and products.
- c) Use and content: .movistar domain names may only be used in relationship to Telefonica 'or its Affiliates' services and purposes, subject to the approval of Telefonica. Domain names used must be commensurate to the role and importance of Movistar services.

