

Amendment No. 5 to the .TEL Registry Agreement

The Internet Corporation for Assigned Names and Numbers and Telnic Ltd., a private limited company incorporated in the United Kingdom agree, effective as of _____ (“Amendment No. 5 Effective Date”), that the modification set forth below is made to the 30 May 2006 .TEL Sponsored TLD Registry Agreement, as amended (the “Agreement”).

The parties agree to amend Appendix 7 – Functional and Performance Specifications by adding the following new text at the end thereof after the section entitled “9. .TEL One and Two Character Allocation Program”:

[NEW TEXT]

“10. Bulk Transfer After Partial Portfolio Acquisition

Bulk Transfer After Partial Portfolio Acquisition (BTAPPA) is a registry service available to consenting registrars in the circumstance where one ICANN-accredited registrar purchases, by means of a stock or asset purchase, merger or similar transaction, a portion but not all, of another ICANN-accredited registrar's domain name portfolio in the TLD.

At least fifteen days before completing a BTAPPA, the losing registrar must provide to all domain name registrants for names involved in the bulk transfer, written notice of the bulk change of sponsorship. The notice must include an explanation of how the Whois record will change after the bulk transfer occurs, and customer support and technical contact information of the gaining registrar.

If a domain is transferred under the BTAPPA service during any applicable registry grace period, there is no credit. The expiration dates of transferred registrations are not affected.

Domain names in the following statuses at the time of the Transfer Request will not be transferred in a BTAPPA: "pendingTransfer", "Redemption Grace Period (RGP)", or "pendingDelete". Domain names that are within the auto-renew grace period window are subject to bulk transfer, but Registry Operator may decline to provide a credit for those names deleted after the bulk transfer, but prior to the expiration of the auto-renew grace period window.

Registry Operator has discretion to reject a BTAPPA request if there is reasonable evidence that a transfer under BTAPPA is being requested in order to avoid fees otherwise due to Registry Operator or ICANN, or if a registrar with common ownership or management or both has already requested BTAPPA service within the preceding six-month period.”

[END NEW TEXT]

The parties agree that, except as set forth in Amendment #1, #2, #3, #4 and this Amendment #5, the current terms and conditions of the Agreement will remain in full force and effect. All capitalized terms not defined will have the meaning given to them in the Agreement, as amended.

ACCEPTED AND AGREED:

INTERNET CORPORATION FOR ASSIGNED NAMES AND NUMBERS

By: _____
Akram Atallah
President, Global Domains Division

TELNIC LTD.

By: _____
Mr. Khashayar Mahdavi
Chief Executive Officer