



# Registry Agreement "Assignment" Workshop

# Disclaimer

Nothing in this presentation is a waiver or modification of any obligation in the Registry Agreement. In the event of a conflict between anything in this presentation and the Registry Agreement, the Registry Agreement prevails.

# Today's Agenda

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- Introduction
- “Assignment” Definition
- Familiarize yourself with "Assignment"
  - Team Activity #1: Is this an "Assignment"?
  - Team Activity #2: Process Steps that Impact "Assignments"
- "Assignment" Processing Considerations
  - Team Activity #3: True or False?
- Question & Answers

# Workshop Introduction

# Workshop Goal

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- Participate in team activities to broaden your knowledge of "Assignments"

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- Participate in team activities to broaden your knowledge of "Assignments"

**HAVE FUN!!!**

# Assignment Definition

# "Assignment" Defined

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- Section 7.5 of the Registry Agreement (RA) states the following:
  - *A direct or indirect change of control of Registry Operator or any subcontracting arrangement that relates to any Critical Function (as identified in section 6 of Specification 10) for the TLD (a “Material Subcontracting Arrangement”) shall be deemed as an assignment.*



# "Assignment" Defined

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- Section 7.5 of the Registry Agreement (RA) states the following:
  - *A direct or indirect change of control of Registry Operator or any subcontracting arrangement that relates to any Critical Function (as identified in section 6 of Specification 10) for the TLD (a “Material Subcontracting Arrangement”) shall be deemed as an assignment.*

**What does  
this mean???**

# “Assignment” Scope

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A direct or indirect change of control of **Registry Operator** or any **subcontracting arrangement** that relates to any Critical Function (as identified in section 6 of Specification 10) for the TLD (a “Material Subcontracting Arrangement”) shall be deemed as an assignment.

## What does this mean?

“Assignment” applies to the change to:

1. The **Registry Operator**
2. Any “**Material Subcontracting Arrangement**” (e.g., DNS, DNSSEC, EPP, Data Escrow Provider, RDDS) of the Registry Operator

# “Assignment” Scope – **Registry Operator**

A **direct or indirect change of control** of **Registry Operator** or any subcontracting arrangement that relates to any Critical Function (as identified in section 6 of Specification 10) for the TLD (a “Material Subcontracting Arrangement”) shall be deemed as an assignment.

## What does this mean?

There are direct & indirect changes to “Assignments”:

1. Example of “**Direct**”:  
Entity #1 transitions TLD to Entity #2
2. Example of “**Indirect**”:  
Entity #1 has a company reorganization and there is a significant shareholder shift

# “Assignment” Scope – **Subcontracting**

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A direct or indirect change of control of Registry Operator or any **subcontracting arrangement that relates to any Critical Function** (as identified in section 6 of Specification 10) for the TLD (**a “Material Subcontracting Arrangement”**) shall be deemed as an assignment.

Team Activity #1:

Is this an "Assignment"?

Briefing

# Team Activity #1 Introduction

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- Activity Objective:
  - Determine if Registry related activities are "Assignments"
- Team Activity | 5 minutes
- Activity Results & Answers | 10 minutes
- Material needed:
  - Flip chart
  - Pen
  - Printed Labels of Registry related activities

# Step-by-Step Guidance

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1. Use a blank page of you flip chart
2. Title it “Is this is an assignement ?”
3. Draw a Yes/No Table
4. Take each label in the enveloppe and place it in the appropriate column

Is this an "Assignment"?	
<u>Yes</u>	<u>No</u>

# Labels in Enveloppe (for Remote participants)

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- Cross-Ownership Change
- Code of Conduct Change
- Data Escrow Provider Change
- DNS Provider Change
- General Notices Contact Change in the RA
- Registry Level Fee Change
- Registry Operator Change to a Related Entity
- Registry-Registrar Agreement Change
- Registry Services Change
- Registry Service Provider Change
- Registry Operator Change to a non-related Entity
- Specification 13 Request



# Team Activity #1:

## Is this an "Assignment"?

### Answers

# Team Activity #1: Answers

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- Yes:

- Data Escrow Provider Change
- DNS Provider Change
- Registry Service Provider Change
- Registry Operator Change to a Related Entity
- Registry Operator Change Change to a non-related Entity

- No:

- Cross-Ownership Change
- Code of Conduct Change
- General Notices Contact Change in the RA
- Registry Level Fee Change
- Registry-Registrar Agreement Change
- Registry Services Change
- Specification 13 Request

# True or False?

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- Notification of "Assignments" (intent to assign) may be provided at anytime after the execution of a Registry Agreement.

# True or False?

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- Notification of "Assignments" (intent to assign) may be provided at anytime after the execution of a Registry Agreement.

TRUE !

- However, ICANN may not process the "Assignment" if it falls in a "Quiet Period".

Team Activity #2:  
Process Steps that  
Impact "Assignments"  
Briefing

# Team Activity #2 - Introduction

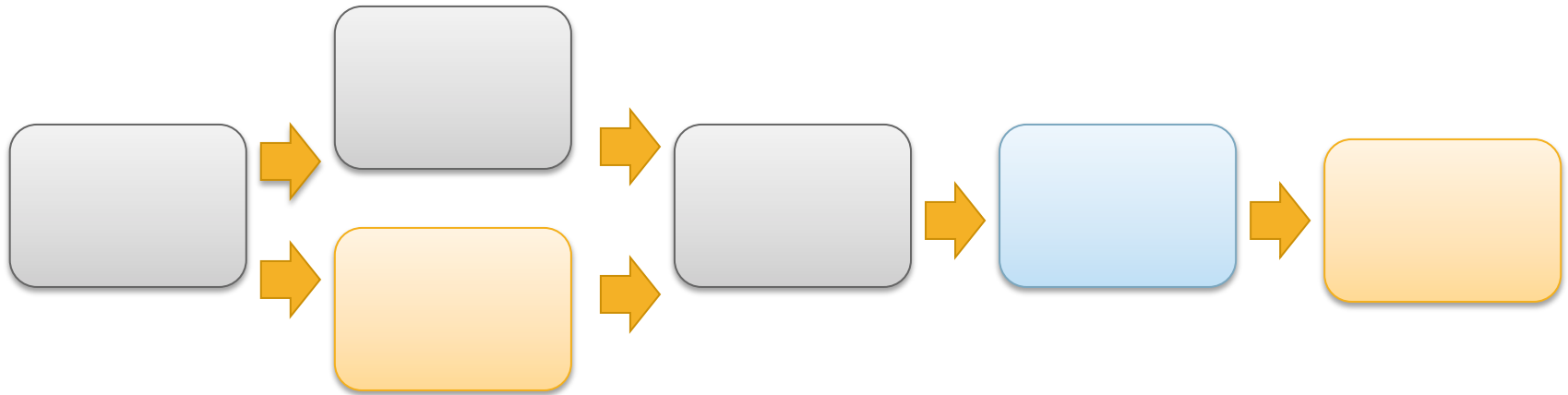
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- Activity Objective:
  - Familiarize with the Registry Onboarding activities and process
  - Understand the impact of these on "Assignments"
- Team Activity | 10 minutes
- Activity Results & Answers | 10 minutes
- Material needed:
  - Flip chart
  - Pen
  - Post-it notes
  - Stickers
  - Blank process flow

# Team Activity #2 - Step-by-Step Guidance

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1. Use the the blank process flow sheet,  
(on your table, or up on the flip chart)



## Color Legend



# Team Activity #2 - Step-by-Step Guidance

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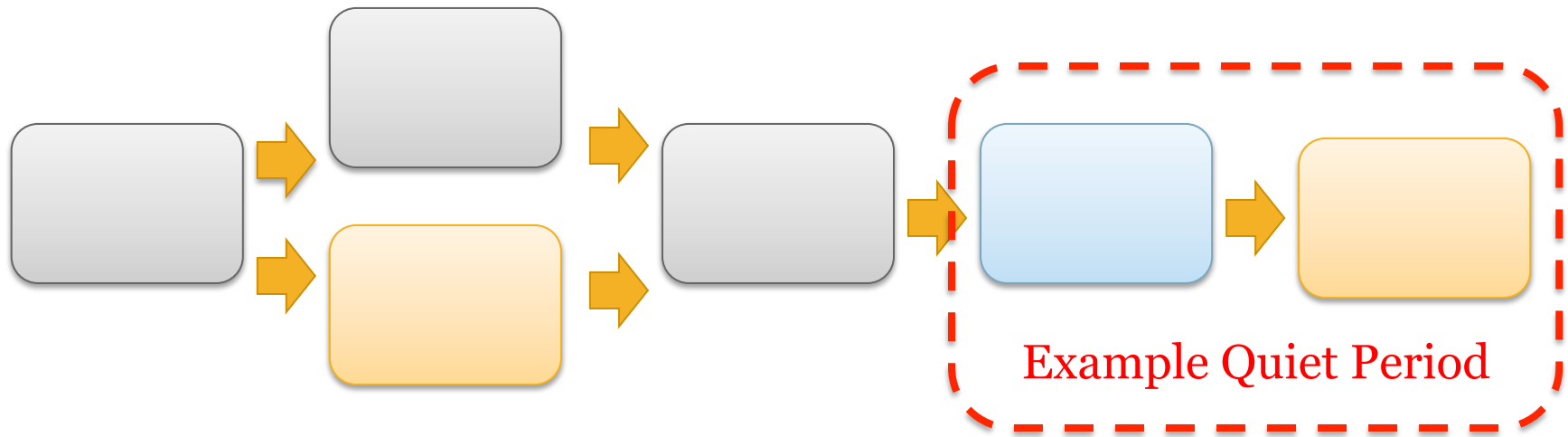
2. Place each process steps listed below on the appropriate box of process flow diagram (post-it note, writing directly)

- TLD Startup Information
- Contracting
- TLD Delegation
- Pre-Delegation Testing
- Registry Onboarding
- Transition to Delegation



# Team Activity #2 - Step-by-Step Guidance

3. During which process step(s) would ICANN not process the "Assignment"?



## Color Legend



New gTLD Program/  
Customer Portal



IANA Department/  
RZM Tool



Registry Services/  
GDD Portal



Quiet Period

# Team Activity #2: Process Steps that Impact "Assignments"

## Answers

# Team Activity #2: Answers

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- Process step(s) order (reminder)

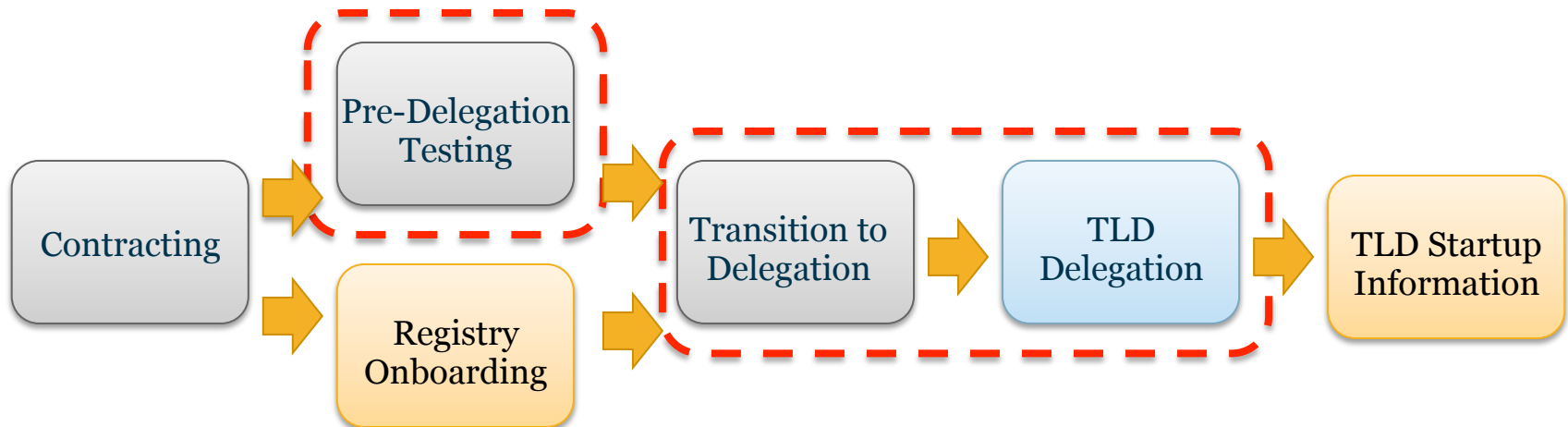


## Color Legend



# Team Activity #2: Answers

- During which process step(s) would ICANN not process the "Assignment"?



## Color Legend



New gTLD Program/  
Customer Portal



IANA Department/  
RZM Tool



Registry Services/  
GDD Portal



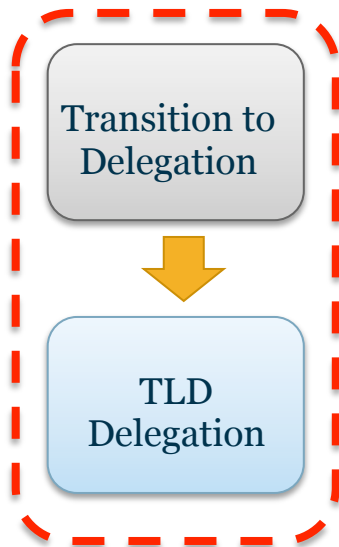
Quiet Period

# Why do we have "Assignment" Quiet Periods?

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- The results of PDT verifies that the Registry Operator has met the technical and operational criteria as set forth in the AGB and RA.
- Processing an "Assignment" may invalidate the PDT results and require new PDT



- Once the IANA token has been generated and provided to the RO a series of automated workflows are initiated to transition the TLD from the New gTLD Program to the IANA department which cannot be reversed.
- If the IANA token has been generated, processing of an "Assignment" cannot occur until after the TLD is delegated.

# "Assignment" Processing Considerations

# "Assignment" Processing Considerations

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- Conditions ICANN will take into account when processing an “Assignment” request:
  1. Timing of the assignment (vs. quiet periods and delegation)
  2. Direct or indirect change of control
  3. Type of assignment (e.g., Registry Operator change or Material Subcontracting Arrangement)
  4. ICANN’s familiarity of the Assignee
- Multiple “Assignments” must be submitted as stand alone requests as the factors above may differ across TLDs

# "Assignment" Processing - Evaluation

Based on how much we know about the Assignee

	We know you	We kind of know you	We don't know you
<b>Assignee</b> in Change of Registry Operator	Existing Registry Operator	Existing Applicant, Entity Related to Assignor	New Registry Operator
<b>Assignee</b> in Material Subcontracting	Known RSP or Escrow Service Provider	Known RSP or Other Service Provider	Unknown RSP or Other Service Provider
<b>Due Diligence</b>	Minimal Review Est. \$0 Fees	Limited to Full Review; Est. \$0 to \$10,000 Fees	Full Review; Est. \$5,000 to \$10,000 Fees
<b>Financial</b>	Minimal Review Est. \$0 Fees	Limited to Full Review; Est. \$0 to \$10,000 Fees	Full Review; Est. \$10,000 Fees
<b>Technical</b>	Minimal Review Est. \$0 to \$5,000 Fees	Limited to Full Review; Est. \$0 to \$15,000 Fees	Full Review; Est. \$15,000 Fees



# "Assignment" Processing Considerations

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- General processing steps:
  1. Registry Operator engages with ICANN via an **informal “Assignment” request** through the GDD Portal
  2. Registry Operator submits a **formal “Assignment” request** after all documents have been prepared from the step above
  3. **ICANN validates “Assignment” request** and may seek clarification (~ 10 to 30 days to respond)
  4. If ICANN seeks clarification, the Registry Operator has 15 days to respond and ICANN has another 30 days to process the additional information

# Team Activity #3: True or False?

# True or False?

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- The Registry Primary Contact or Legal “Notice” Contact of the current Registry Operator (Assignor) must submit an "Assignment" Request.

# True or False?

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- The Registry Primary Contact or Legal “Notice” Contact of the current Registry Operator (Assignor) must submit an "Assignment" Request.

TRUE !

- ICANN will accept “Assignment” requests from either contacts.
- If received from the legal contact, ICANN may outreach to the Registry Primary Contact to further authenticate the request.

# True or False?

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- To provide proper notification of an "Assignment" request, the current Registry Operator (Assignor) must follow Section 7.9 (General Notices) of the Registry Agreement.

# True or False?

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- To provide proper notification of an "Assignment" request, the current Registry Operator (Assignor) must follow Section 7.9 (General Notices) of the Registry Agreement.

**TRUE !**

- All formal notifications given under or in relation to the Registry Agreement (RA) must follow Section 7.9 of the RA.

*any notice required by this Agreement will be deemed to have been properly given*

- *(i) if in paper form, when delivered in person or via courier service [...]*
- *(ii) if via facsimile or by electronic mail, upon confirmation of receipt by the recipient's facsimile machine or email server, provided that such notice via facsimile or electronic mail shall be followed by a copy sent by regular postal mail service within three (3) calendar days*

- Electronic notifications: GDD Portal or [customerservice@icann.org](mailto:customerservice@icann.org); and to [registrylegalnotices@icann.org](mailto:registrylegalnotices@icann.org)

# True or False?

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- All "Assignments" are processed the same.

# True or False?

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- All "Assignments" are processed the same.

FALSE !

- Each "Assignment" is unique and is processed based on the information provided.



# Questions & Answers

Questions can be submitted via the GDD Portal or  
[customerservice@icann.org](mailto:customerservice@icann.org)

Thank you for  
your active participation!