

Assignment and Assumption Agreement

This Assignment and Assumption Agreement (“Assignment and Assumption Agreement”) is entered into on April 11, 2024 by and between:

Waterford Limited, a Limited Company with its principal place of business at Nr. 2, 27 Linden Gardens, Douglas, Isle of Man IM2 6AB (hereinafter “**Assignee**”); and

Merchant Law Group LLP, a Limited Liability Partnership with its principal place of business at 100–2401 Saskatchewan Drive, Regina, Canada SK S4P 4H8 (hereinafter “**Assignor**”);

The parties to this Assignment and Assumption Agreement shall be referred to individually as a “Party” and collectively as the “Parties.”

1. RECITALS

- A. Assignor entered into Registry Agreement with the Internet Corporation for Assigned Names and Numbers, a California non-profit public benefit corporation (“ICANN”) for the top-level domain(s) (“TLDs”) listed in Attachment 1 to this Assignment and Assumption Agreement executed on the dates referenced herein (the “Registry Agreement”).
- B. Pursuant to Section 7.5 of the Registry Agreement, in its letter dated January 30, 2024 Assignor requested ICANN's prior written consent of an assignment of the Registry Agreement from Assignor to Assignee.
- C. On April 10, 2024 ICANN granted its conditional written consent (“ICANN's Consent”) to Assignor for assignment of the Registry Agreement to Assignee.
- D. Having received ICANN's Consent as aforementioned, and both Parties having represented herein below its fulfillment of all conditions of ICANN's Consent, Assignor hereby desires to assign its rights and obligations under the Registry Agreement to Assignee, and Assignee hereby desires to assume Assignor's rights and obligations under the Registry Agreement via assignment, pursuant to the terms and conditions of this Assignment and Assumption Agreement.

2. AGREEMENT

In consideration of the mutual promises set forth herein and for good and valuable consideration, the sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

- A. Assignor hereby assigns, transfers, and conveys to Assignee all of Assignor's rights, obligations, and interest in the Registry Agreement.
- B. Assignee hereby accepts the assignment the Registry Agreement and assumes all liabilities of Assignor relating thereto, whether contingent or accrued, and further agrees to assume and perform all of the covenants, obligations and agreements of Assignor under the Registry Agreement.
- C. The Parties hereby agree that Assignee shall be substituted for Assignor for all purposes of the Registry Agreement.
- D. Notwithstanding the foregoing, Assignor shall continue to be bound by the covenants, obligations and agreements set forth in the Registry Agreement.
- E. The Parties hereby represent that all conditions set forth in ICANN's Consent have been

fulfilled as of the Effective Date of this Assignment and Assumption Agreement.

- F.** The Parties hereby acknowledge that ICANN's Consent to Assignor's assignment of each of the Registry Agreement does not waive any rights ICANN may have to take action with respect to any breaches of the Registry Agreement by Assignor occurring prior to the Effective Date.
- G.** Each Party shall, upon the reasonable request of the other Party, make, execute, acknowledge, and deliver any and all further documents and instruments, and do and cause to be done all such further acts to evidence and/or in any manner perfect Assignor's assignment of each of the Registry Agreement to Assignee pursuant to this Assignment and Assumption Agreement.

IN WITNESS WHEREOF, the Parties have caused this Assignment and Assumption Agreement to be executed and delivered as of the Effective Date first stated above.

	The Assignee	The Assignor
Signature		
Representative	Matthew Merchant	Evatt Merchant
Title	Manager	Managing Director
Company	Waterford Limited	Merchant Law Group
Date	April 11 2024	April 11 2024

[Attachment 1 follows]

Attachment 1 to Assignment and Assumption Agreement

TLD	Registry Agreement	Execution Date
.LOVE	https://itp.cdn.icann.org/en/files/registry-agreements/love/love-agmt-html-22dec14-en.htm	December 22 2014