

Charleston Road Registry

October 24, 2013

Internet Corporation for Assigned Names and Numbers
12025 Waterfront Drive, Suite 300
Los Angeles, CA 90094
Attention: New gTLD Program Staff

RE: Request for Exemption from Registry Operator Code of Conduct – 1-1680-83223 (.PROD)

To Whom It May Concern:

Charleston Road Registry Inc., a subsidiary of Google Inc., (“Registry Operator”), in connection with the execution of the Registry Agreement for the .PROD 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 a request, Registry Operator confirms that each of the following statements is true and correct (collectively, referred to as the “Statements”):

1. All domain name registrations in the TLD are registered to, and maintained by, Registry Operator for the exclusive use of Registry Operator or its Affiliates (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 for the following reasons:

The goal of the TLD is to provide Google with the opportunity to extend the Google brand and reputation through the management of a dedicated domain name space for Google products and services. Since the only registrants will be Registry Operator and its Affiliates, there is no need for a Code of Conduct to protect other registrants.

Granting the Exemption Request will not materially affect third parties nor will it be perceived as unfair to the general Internet community. To the contrary, Registry Operator’s use of the TLD as a closed ecosystem will provide Google with the opportunity to distinguish the web spaces it owns and operates from other spaces online, making it easier for Internet users to more efficiently locate Google products

and services. The TLD will provide a trusted and user-friendly environment where domain names and content related to the TLD can flourish. Users will be able to clearly identify and select specific sites based on their preferences and readily experience the level of service and content quality they expect from Google.

Through its association with Google, Registry Operator is uniquely positioned to enable and support the TLD by providing its service reliability and speed of delivery as a part of its services. Google brings unique expertise and a proven record of excellence in infrastructure operations: Google now runs the biggest DNS system in the world, has industry-leading uptime on its services, such as web search, and offers enterprise services on which governments and businesses depend.

Charleston Road Registry and Google, as the Registry Operator and registrant respectively, will take great care to ensure that users' needs are served and that users receive the high level of quality, speed, and service for which Google is known. The TLD furthermore facilitates an improved online user experience through greater structure and categorization on the Internet.

Registry Operator represents that the registration policies attached hereto as Exhibit A 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 [REDACTED] at [REDACTED].

Sincerely,



Primary Contact
Charleston Road Registry

Exhibit A

Registry Operator hereby acknowledges that the following are the true and correct registration policies:

Registry Operator intends to operate the TLD as a closed registry with Google as the sole registrar and registrant. The goal of the proposed gTLD is to provide Google with the opportunity to extend the Google brand and reputation through the management of a dedicated domain name space for Google products and services. This specialization provides a mechanism by which Google can easily link its products, services and countries of operation. This will allow Google to actively manage the introduction and phase out of second-level domain spaces for new or retiring products and will signal to the general population of Internet users that all second-level domain in the gTLD are managed by Google.

Members of the public will not be able to register domain names in this new gTLD. Registration will be managed by Registry Operator, and only a limited number of designated Google personnel will be able to register domain names. If multiple parties associated with Google express an interest in registering the same domain name, the designated personnel will make the decision regarding which internal party's registration and use of the domain name is a higher business priority.

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RE: Disclosure of Cross-Ownership Interests – 1-1680-83223 (.PROD)

To Whom It May Concern:

Please be advised that as of the date of this letter, Charleston Road Registry Inc. ("Applicant"), a subsidiary of Google Inc., hereby discloses the following cross-ownership interests in registrars and/or registrar resellers for services to be provided under the New gTLD Registry Agreement (the "Registry Agreement") for the top-level domain PROD (the "TLD"):

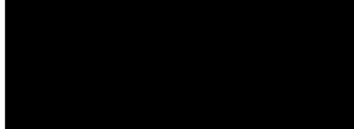
Entity Type (e.g., reseller or registrar):	Registrar
Applicant Relationship to Entity:	Applicant is a wholly owned subsidiary of entity
Entity Name (legal name and type):	Google Inc.
Entity Accreditation(s):	Internet Assigned Numbers Authority (IANA) 895
Entity Contact Name (e.g., CEO, CFO, etc.):	Vanessa Howell
Title:	Product Manager
Mailing Address:	1600 Amphitheatre Parkway Mountain View, CA 94043
Phone:	425-954-7779
Fax:	650-253-0001

Applicant represents that the cross-ownership interests identified herein include any and all: (i) ownership interest Applicant holds in any registrar or reseller of registered names, (ii) ownership interest that a registrar or reseller of registered names holds in the Applicant, and (iii) relationships under common control with, control or controlled by any registrar or reseller of registered names.

Applicant acknowledges that for the purposes of this disclosure, "control" (including the terms "controlled by" and "under common control with") means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person or entity, whether through the ownership of securities, as trustee or executor, by serving as a member of a board of directors or equivalent governing body, by contract, by credit arrangement or otherwise.

Applicant further acknowledges that ICANN retains the right to refer an application to a competition authority prior to entry into the Registry Agreement if it is determined that any such cross-ownership interests could raise competition issues. If feasible and appropriate under the circumstances, ICANN will give Registry Operator advance notice prior to making any such referral to a competition authority.

Sincerely,



Sarah Falvey
Primary Contact
Charleston Road Registry