

SPECIAL AWARD CONDITIONS

NCR-92-18742

Amendment Number Twenty-Three (23)

- Section I.B.10, of Amendment 19, Expiration Date, is amended as follows:

The Expiration Date of the Cooperative Agreement shall be four years after the date this amendment is signed, unless extended as provided below. In the event that NSI completes the legal separation of the ownership of its Registry Services business from its registrar business by divesting all the assets and operations of one of those businesses, **by May 31st, 2001** to an unaffiliated third party that enters an agreement enforceable by the Department of Commerce (i) not to be both a registry and a registrar in the Registry TLDs, and (ii) not to control, own or have as an affiliate any individual(s) or entity(ies) that, collectively, act as both a registry and a registrar in the Registry TLDs, the Expiration Date shall be extended for an additional four years, resulting in a total term of eight years. For the purposes of this Section, "unaffiliated third party" means an entity in which NSI (including its assigns, subdivisions, and divisions, and their respective directors, officers, employees, agents and representatives), does not have majority equity ownership or the ability to exercise managerial or operational control, either directly or indirectly through one or more intermediaries. "Control," as used in this Section I.B.10, means any of the following: (1) ownership, directly or indirectly, or other interest entitling NSI to exercise in the aggregate 25% or more of the voting power of an entity; (2) the power, directly or indirectly, to elect 25% or more of the board of directors (or equivalent governing body) of an entity; or (3) the ability, directly or indirectly, to direct or cause the direction of the management, operations, or policies of an entity.

- The Department of Commerce hereby approves Amendment No. 1 to Registry Agreement attached hereto as Appendix 1 to this Amendment. Upon signatures of both parties, provide a copy to both the Grants officer and the Federal Program Officer.
- Except as modified by this Amendment, the terms and conditions of this Cooperative Agreement, as previously amended, remain unchanged.

Appendix 1

Amendment No. 1 to Registry Agreement

Network Solutions, Inc. (NSI) and the Internet Corporation for Assigned Names and Numbers hereby agree that Section 23 of the Registry Agreement they entered into with each other on November 10, 1999, under which NSI operates the .com, .net and .org registries is hereby immediately amended by substituting the phrase "on or before May 31, 2001" for the phrase "within 18 months after the Effective Date" in that Section.

NETWORK SOLUTIONS, INC.

By: _____

Date: May __, 2001

INTERNET CORPORATION FOR
ASSIGNED NAMES AND NUMBERS

By: _____

M. Stuart Lynn

President and CEO

Date: May __, 2001