



18 March, 2016

Ms. Krista Papac  
Director, Registry Services & Engagement  
ICANN – Global Domains Division  
12025 Waterfront Dr. Suite 300  
Los Angeles, CA, USA 90094

Re: Vox Populi Registry response to Registrar comments

Dear Krista,

As you are aware, Vox Populi Registry (VoxPop) is currently in a dispute with ICANN regarding certain changes that VoxPop has made to its standard Registry Registrar Agreement. It is VoxPop's position that ICANN has approved its changes to version 1.1 of our Registry Registrar agreement because those changes are not material, and ICANN did not indicate that there was a chance they could be considered material within the prescribed time period after VoxPop proposed those changes. You have informed us that some Registrars in the Registrar Stakeholder group have some concerns about the approved language. We would like to take this opportunity to address these concerns.

To be clear, VoxPop's intent was never to alter any material aspect of the Registry Registrar Agreement. Our intent was to clarify legal obligations that already exist in the Agreement, and conform the timeframes for any future amendments with those specified in our ICANN registry contract.

First, we have added language in the Agreement that calls out the existing legal obligation that both we and our registrars have not to undermine the very purpose of the Agreement. All parties to every contract are bound not to frustrate the basic purposes of the parties' agreement. That is common sense, and is a fundamental concept already existing within the law. We have clarified this obligation in response to certain unfortunate action taken by a very few number of our registrar partners. To address any concerns that we are proposing additional obligations above and beyond

what already exists, we have proposed an additional clarifying change to alleviate the concern that a Registrar must actively promote the domain.

We have replaced the language "The purpose of this Agreement is to permit and promote the registration ..." with the language, "The purpose of this Agreement is to permit and offer the registration ..."

Second, we have brought the timeline for future amendments to the Registry Registrar Agreement into line with our Registry Agreement with ICANN. Our registry contract with ICANN clearly states that any non-material changes to the Registry Registrar Agreement automatically take effect after fifteen days. The terms in our Registry Registrar Agreement, however, are ambiguous. We do want to be clear, however, that any future amendments must still be approved by ICANN.

As a result, we have clarified that the 15 day notice period is only following ICANN's approval of any future amendments by VoxPop.

We have replaced the language in Para 8.4 "...shall be binding and effective 15 days after Vox Populi gives notice ..." to read "shall be binding and effective 15 days after ICANN has approved or been deemed to approve such amendment."

We believe that should address any legitimate concerns expressed by registrars on this matter.

Please feel free to pass this along to the Registrar Stakeholder Group.

Yours truly,



John Berard  
CEO

