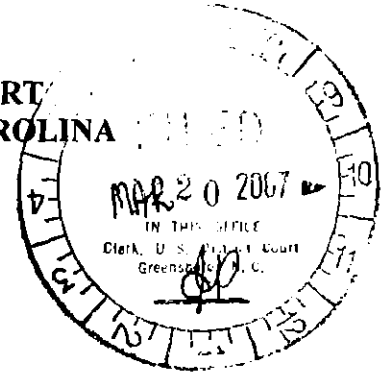


**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA
GREENSBORO DIVISION**



Anne Martinez, individually and on behalf
of all other persons similarly situated,

Plaintiffs,

v.

RegisterFly, Inc.
Unifiednames Inc.
Hosting Services Group Inc.
Kevin Medina, in his personal capacity and
as an agent of RegisterFly, Inc. and as an
agent of Unifiednames Inc.
John Naruszewicz, in his capacity as an
agent of both Unifiednames and
RegisterFly,
eNom, and
ICANN,

Defendants.

Civil Action No. 07cv00188

**DECLARATION OF DOUG BRENT
ADDRESSING JURISDICTIONAL
ISSUES**

**[Submitted specially to support
ICANN's jurisdictional defense]**

1. I am the chief operating officer of the Internet Corporation for Assigned Names and Numbers ("ICANN"), a defendant in this action. I have personal knowledge of the matters set forth herein and am competent to testify to those matters. I make this declaration in connection with ICANN's opposition to plaintiff's application for temporary restraining order.

2. ICANN is a not-for-profit public benefit corporation organized under the laws of the State of California. Its principal place of business is in Marina del Rey, which is in Los Angeles County, California. ICANN is responsible for the global coordination of the Internet's domain name system unique identifiers. Background on the privatization of the Internet is available in a publication published by the Department of Commerce on June 5, 1998 entitled *Management of Internet Names and Addresses* and is available at 63 Fed. Reg. 31741 (1998).

3. ICANN has no assets in the State of North Carolina. It does not actively solicit business anywhere, including in North Carolina. It does not sell any goods or provide any services in North Carolina. It does not have a bank account in North Carolina. It is not subject to taxation in North Carolina. Nobody from ICANN has met with plaintiff's representatives, in North Carolina or otherwise.

4. The contract at issue in plaintiff's complaint was neither entered into in North Carolina nor the subject of negotiations in North Carolina. The Registrar Accreditation Agreement ("RAA") between Top Class Names, Inc. (the corporate predecessor to defendant RegisterFly) (the "RegisterFly RAA") provides at section 5.6 that jurisdiction and exclusive venue for the litigation of any disputes under the RegisterFly RAA shall be in a court located in Los Angeles, California. The RegisterFly RAA is based upon the model RAA posted on ICANN's website at <http://www.icann.org/registrars/ra-agreement-17may01.htm>, that also contains the jurisdiction and venue provision. A true and correct copy of the RegisterFly RAA is attached hereto as Attachment 1.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

This declaration was signed on March 19, 2007 at Marina del Rey, California.


Doug Brent

SWORN to and subscribed before me this the 19 day of MARCH, 2007.


NOTARY PUBLIC

My commission expires 01-01-09

