



Internet Corporation for Assigned Names and Numbers

Consolidated Financial Statements
As of and for the Years Ended
June 30, 2019 and 2018

Internet Corporation for Assigned Names and Numbers

Consolidated Financial Statements

As of and for the Years Ended

June 30, 2019 and 2018

Internet Corporation for Assigned Names and Numbers

Contents

Independent Auditor's Report	3
Consolidated Financial Statements	
Consolidated Statements of Financial Position as of June 30, 2019 and 2018	5
Consolidated Statements of Activities for the Years Ended June 30, 2019 and 2018	6
Consolidated Statements of Cash Flows for the Years Ended June 30, 2019 and 2018	7
Notes to Consolidated Financial Statements	8-31



Independent Auditor's Report

Board of Directors
Internet Corporation for Assigned Names and Numbers
Los Angeles, California

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Internet Corporation for Assigned Names and Numbers (ICANN or Organization), which comprise the consolidated statements of financial position as of June 30, 2019 and 2018 and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Internet Corporation for Assigned Names and Numbers and its Affiliate as of June 30, 2019 and 2018, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

BDO USA, LLP

October 21, 2019

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

Consolidated Financial Statements

Internet Corporation for Assigned Names and Numbers

Consolidated Statements of Financial Position

(U.S. dollar amounts in thousands)

	Notes	<i>June 30,</i>	
		2019	2018
Assets			
Cash and cash equivalents	2,4,5,6	\$ 38,418	\$ 32,498
Accounts receivable, net	2,4,7	34,582	34,249
Investments	2,4,8	425,766	422,400
Prepaid expenses	4	3,593	2,377
Other assets	4	1,050	1,774
Capital assets, net	2,4,9	10,241	12,220
Total assets		\$ 513,650	\$ 505,518
Liabilities and Net Assets			
Liabilities			
Accounts payable and accrued liabilities	4	\$ 16,362	\$ 17,855
Deferred revenue	2,4	27,506	36,645
Total liabilities		43,868	54,500
Net assets - without restrictions	2,4	469,782	451,018
Total liabilities and net assets		\$ 513,650	\$ 505,518

See accompanying independent auditor's report and notes to consolidated financial statements.

Internet Corporation for Assigned Names and Numbers

Consolidated Statements of Activities

(U.S. dollar amounts in thousands)

	Notes	<i>Years ended June 30,</i>	
		2019	2018
Changes in net assets without restrictions			
Revenues and support:			
Registry	1,2,4	\$ 84,439	\$ 83,304
Registrar	1,2,4	48,244	47,031
Regional Internet Registries (R.I.R.)	1,2,4	823	823
Country code Top Level Domain (ccTLD) contribution and fees	1,2,4	2,547	2,338
Contributions and other income	1,2,4	391	265
Revenue from New gTLD application fees	1,2,4,5	6,898	
New gTLD application fees cumulative adjustment, net	3	-	(12,548)
Total revenues and support without restrictions		143,342	121,213
Expenses			
Personnel	2,3	71,747	72,128
Travel and meetings	2,3	15,724	16,367
Professional services	2,3	31,457	31,505
Administration	2,3	23,098	26,120
Total expenses		142,026	146,120
Other income and (expense)			
Investment gain	3,8	17,448	7,366
Other (expense)	10	-	(6,127)
Total other income		17,448	1,239
Increase (decrease) in net assets without restrictions		18,764	(23,668)
Net assets, beginning of year		451,018	474,686
Net assets, end of year		\$ 469,782	\$ 451,018

See accompanying independent auditor's report and notes to consolidated financial statements.

Internet Corporation for Assigned Names and Numbers

Consolidated Statements of Cash Flows

(U.S. dollar amounts in thousands)

<i>Years ended June 30,</i>	2019	2018
Cash flows from operating activities		
Change in net assets	\$ 18,764	\$ (23,668)
Adjustments to reconcile change in net assets to cash provided by (used in) operating activities:		
Depreciation expense	5,675	7,680
Bad debt expense	-	150
Investment gain, net	(17,448)	(7,366)
Loss on disposal of capital assets	-	-
Changes in operating assets and liabilities:		
Accounts receivable	(333)	5,473
Prepaid expenses	(1,216)	(398)
Other assets	724	(835)
Accounts payable and accrued liabilities	(2,020)	(1,179)
Deferred revenue	(9,139)	10,577
Net cash used in operating activities	(4,993)	(9,566)
Cash flows from investing activities		
Purchases of capital assets	(3,472)	(2,449)
Proceeds from sale of investments	15,000	10,000
Purchases of investments	(615)	(72,919)
Net cash provided by (used in) investing activities	10,913	(65,368)
Net increase (decrease) in cash and cash equivalents	5,920	(74,934)
Cash and cash equivalents, beginning of year	32,498	107,432
Cash and cash equivalents, end of year	\$ 38,418	\$ 32,498

See accompanying independent auditor's report and notes to consolidated financial statements.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

1. Organization

The consolidated financial statements for the Internet Corporation for Assigned Names and Numbers (ICANN) include the financials for ICANN and its affiliate Public Technical Identifiers (PTI).

ICANN was established in September 1998 under the laws of the state of California as a non-profit public benefit corporation.

ICANN coordinates a select set of the Internet's technical coordination functions, such as the assignment of protocol parameters, the technical coordination of the domain name system (DNS), and the allocation of Internet Protocol (IP) address space. Categories of Internet domains include generic Top-Level Domains (gTLDs), examples of which are: .com, .net, and .org; country code Top Level Domains (ccTLDs) in ASCII characters, examples of which are: .us, .uk, .de and .fr; and Internationalized Domain Name (IDN) ccTLDs that are reflected through non-ASCII based languages.

ICANN has three supporting organizations that serve as the policy development bodies for ICANN within three specialized areas, including the system of IP addresses and the DNS. The three supporting organizations are the Address Supporting Organization (ASO), the Generic Names Supporting Organization (GNSO) and the Country Code Names Supporting Organization (ccNSO). These supporting organizations are the primary source of substantive policy recommendations for matters lying within their respective specialized areas. The supporting organizations are not separately incorporated entities.

ICANN is responsible for the performance of the Internet Assigned Numbers Authority (IANA) functions. Through contracts, ICANN has delegated the performance of the IANA functions to Public Technical Identifiers (PTI), an affiliate of ICANN. PTI was established in August 2016 under the laws of the state of California as a non-profit public benefit corporation and ICANN is the sole member of PTI. PTI commenced operations on October 1, 2016 and its financials are included in the consolidated financial statements of ICANN. All funding for PTI is received from ICANN under subcontract agreements. PTI's sole purpose is the performance of the IANA functions as delegated by ICANN.

ICANN's primary sources of revenue are generated from domain name registration activities and DNS service as follows:

Registry Fees

As of June 30, 2019, ICANN had contracts with registry operators of 1,222 gTLDs. Registry fees are described in the respective registry agreements. Based on those agreements, registries pay to ICANN fees via a fixed fee, transaction-based fee, or both.

Registrar Fees

ICANN accredits registrars in accordance with the Registrar Accreditation Agreement (RAA). The RAA provides for the following types of fees:

- Application fees are paid one time by prospective registrars at the time of the application.
- Annual accreditation fees are fees that all registrars are required to pay annually to maintain accreditation.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

- Per-registrar variable fees are based upon a set amount divided by the number of accredited registrars and is based on a validated concept that ICANN often expends the same quantum of effort in providing services to a registrar regardless of size. However, some registrars may qualify for “forgiveness” of two-thirds of the standard per-registrar variable fee.
- Transaction-based fees based on each add, transfer, or renewal domain name registration.
- Add Grace Period (AGP) deletion fees are charged to registrars that delete added names within the grace period in excess of a threshold.

As of June 30, 2019, ICANN had 2,459 Registrar Accreditation Agreements (RAAs) in place.

Address Registry Fees

ICANN coordinates with the Regional Internet Registries (RIRs), which are responsible for the assignment and administration of Internet addresses. RIRs contribute annually to ICANN.

Application Fees

Registrar - Accreditation application fees are non-refundable and are paid at the time of application by applicants seeking to become an ICANN accredited domain name registrar.

New generic Top-Level Domain (gTLD) - The application fees were paid during the application window by applicants seeking to become a new gTLD registry operator for a particular top-level domain. Application fees are refundable at a decreasing rate according to the processing phase in which the request for refund occurs. Note that once a new gTLD registry agreement is signed with an applicant that party becomes a registry operator that is subject to registry fees in accordance with the terms of the registry agreement.

Country Code Top Level Domain (ccTLD) Contribution and Fees

ccTLD operators contribute on a voluntary basis to ICANN. The ccNSO maintains guidelines offered to ccTLD operators that decide to contribute financially to ICANN. These guidelines suggest amounts of voluntary contributions based on the number of domain names under management.

Contributions and Other Income

ICANN receives sponsorships from parties in return for providing exhibition space and advertisements at ICANN meetings.

2. Significant Accounting Policies

Basis of Presentation

The consolidated financial statements of ICANN have been prepared in accordance with generally accepted accounting principles in the United States. ICANN recognizes contributions, including unconditional promises to give, as revenue in the period received. Contributions and net assets are classified based on the existence or absence of donor-imposed restrictions. As such, the net assets of ICANN and the changes therein are classified and reported as follows:

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

Net assets - without restrictions - Net assets that are not subject to donor-imposed stipulations and that may be expendable for any purpose in performing the objectives of ICANN. ICANN's Board adopted an investment policy in November 2007, which was most recently updated in February 2018. This investment policy established a Board designated Reserve Fund that limits use of the Reserve Fund based upon specific Board actions. All investments are designated under the Reserve Fund and considered net assets without restrictions. The investment policy also established a Board designated New gTLD investment fund, in which funds received from application fees and auction proceeds are invested. All funds designated under the New gTLD investment account are considered net assets without restrictions.

Net assets - with restrictions - Net assets for which the donor has stipulated that the principal be maintained in perpetuity, but permits ICANN to use, or expend, all or part of the income derived from the donated assets for general or specific purposes, subject to statutory regulations.

During the years ending June 30, 2019 and 2018, the Number Resource Organization (NRO), on behalf of the five Regional Internet Registries (RIRs), contributed a total of \$823,000 to ICANN for the years ended June 30, 2019 and 2018, of which \$650,000, was net assets with restrictions for the IANA Numbering Services pursuant to section 5.2 of the Service Level Agreement (SLA) for IANA Numbering Services. During the years ended June 30, 2019 and 2018, ICANN contributed the total amount of this restricted contribution of \$650,000, related to the IANA functions to PTI. During the years ended June 30, 2019 and 2018, the contribution was used for the IANA Numbering Services and all restrictions were satisfied as of the periods ending June 30, 2019 and 2018. As such, there were no net assets with restrictions as of periods ending June 30, 2019 and 2018.

As of June 30, 2019, and 2018, ICANN had no net assets with restrictions.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-02, *Leases* (Topic 842). This standard requires the reporting entity to identify its existing leases as either Operating or Financing leases and apply the prescribed accounting based on lease type identified. For all leases, the reporting entity is required to record a Right-of-Use Asset (ROU) and corresponding Lease Liability. Operating leases are expensed on a straight-line basis. For Financing leases, the ROU Asset is amortized over the life of the lease and interest expense is recognized related to the Lease Liability. On October 16, 2019, the FASB affirmed its decision to extend the deadline of this standard. The effective date for non-public entities, which includes ICANN, is the annual period beginning after December 15, 2020, which is ICANN's fiscal year 2022 for the period beginning July 1, 2021 and ending June 30, 2022.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (Topic 606), which is a comprehensive new revenue recognition standard that will supersede existing revenue recognition guidance. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The effective date for non-public entities, which includes ICANN, is the annual period beginning after December 15, 2018, which is ICANN's fiscal year 2020 for the period beginning July 1, 2019 and ending June 30, 2020.

ICANN is currently evaluating the effect that these accounting pronouncements will have on the consolidated financial statements.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

Accounting Pronouncements Adopted

In August 2016, the FASB issued ASU 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities* (Topic 958). The ASU amends the current reporting model for nonprofit organizations and enhances their required disclosures. The major changes include: a) updating net asset classification scheme to two classes (“net assets without restrictions” and “net assets with restrictions”), b) quantitative and qualitative disclosures about liquidity and availability of resources, c) requirement to report expenses by function, nature, and an analysis showing the relationship between function and nature, d) continue to allow direct or indirect method for operating cash flows, and e) present investment return net of external and direct internal investment expenses. ICANN is adopting this ASU for the year ended June 30, 2019, with comparative presentation and disclosures for the year ended June 30, 2018.

Revenue Recognition

ICANN recognizes revenue as follows:

- Transaction-based fees are determined based upon an established rate per registration, multiplied by the volume and number of contract years of the underlying domain registration. Transaction-based fees are earned and recognized in the year the transaction occurs. A transaction corresponds to a registration, a transfer or a deletion of a domain name.
- Fixed fees are billed in accordance with the underlying contract and are recognized as earned over the contractual period.
- Registrar application fees are non-refundable and are recognized at the time the application and application fees are received.
- New gTLD application fees are recognized ratably as direct application processing costs are incurred. The rate of recognition of the fees is determined by the proportion of the direct costs incurred versus the total estimated costs of the program until completion. The new gTLD application fees are refundable at a diminishing rate according to the processing phase in which the request for refund occurs. See note 4.
- Auction proceeds are recognized in revenues when an auction is concluded.
- Accreditation fee amounts are due in accordance with agreements and are recognized ratably monthly over the term of the accreditation.
- All voluntary contributions are made at the discretion of the contributing parties and thus not recognized until ICANN has received confirmation from the parties contributing.

Cash and Cash Equivalents

Cash and cash equivalents include deposits in bank and money market funds. ICANN considers all cash and financial instruments with original maturities of three months or less to be cash and cash equivalents.

Accounts Receivable, Net

Accounts receivable net of allowances for doubtful accounts are approximately \$34,582,000 and \$34,249,000 as of June 30, 2019 and 2018, respectively. On a periodic basis, ICANN adjusts its allowance based on an analysis of historical collectability, current receivables aging, and assessment of specific identifiable customer accounts considered at risk or uncollectible.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

ICANN had bad debt expense of \$0 and \$150,000 during the years ended June 30, 2019 and 2018, respectively.

Investments

Investments are reported at their fair value and all related transactions are recorded on the trade date. Interest, dividends and realized and unrealized gains and losses are accounted for within net assets without restrictions. If available, investments are reported at their net asset value (NAV) per unit as a practical expedient as reported by the fund manager.

Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the consolidated statements of financial position.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Accounting Standards Codification (ASC) establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying consolidated statements of financial position, as well as the general classification of such instruments pursuant to the valuation hierarchy. Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include money markets funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Investments that are valued based on quoted market prices of comparable assets and investments reported at net asset value or its equivalent, which are redeemable in the near term are typically classified within Level 2.

ICANN's policy is to recognize transfers in and transfers out at the end of the reporting period. This policy includes transfers in and transfers out of Level 1 and Level 2. ICANN has no Level 3 investments.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, accounts receivables, prepaid and other receivables, accounts payable and accrued liabilities and deferred revenue approximate fair value because of the short-term maturity of these financial instruments. Estimates of fair value involve assumptions and estimation methods that are uncertain and, therefore, the estimates could differ from actual results. The fair value of investments recorded at fair value on a recurring basis are included in Note 8.

Capital Assets

Capital assets consist of capitalized computer equipment, software, furniture and fixtures and leasehold improvements and are stated at cost or, for contributed items, at fair value at date of contribution. Capital assets are depreciated using the straight-line method over their estimated useful lives, which range from three to seven years. Leasehold improvements are amortized using the straight-line method over the shorter of their estimated useful life or the remaining lease term. Acquisitions in excess of \$10,000 and one-year useful life as well as laptop computers are capitalized. Maintenance and repairs are charged to expense as incurred.

Deferred Revenue

Deferred revenue is recorded when fees are not yet earned. Deferred revenue primarily consists of deferred income related to the new gTLD application fees of \$26,437,000 and \$35,612,000 as of June 30, 2019 and 2018, deferred registrar accreditation income of \$1,069,000 and \$1,013,000 as of June 30, 2019 and 2018, respectively, and deferred sponsorships of \$0 and \$20,000 as of June 30, 2019 and 2018, respectively.

Legal Expense

Legal fees are recorded as expense in the accounting period in which the legal services are rendered.

Income Taxes

ICANN is exempt from federal and state income taxes in the United States under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code. Accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements. However, ICANN is subject to income taxes on any net income that is derived from a trade or business, regularly carried on, and not in furtherance of the purposes for which it was granted exemption. No income tax provision has been recorded as the net income, if any, from any unrelated trade or business, in the opinion of management, is not material to the basic financial statements taken as a whole.

ICANN believes it is in compliance with all applicable laws; however, upon audit by a taxing authority, if amounts are found due, ICANN may be liable for such taxes. Management has analyzed ICANN's tax positions taken on federal and state income tax returns for all open tax years and has concluded that, as of June 30, 2019 and 2018, no liabilities are required to be recorded in connection with such tax positions in ICANN's financial statements. The fiscal 2013 through 2017 tax years remain open for examination by the taxing authorities. No interest or penalties are recognized during the year as ICANN has not recorded income tax contingencies. ICANN is not under examination by the Internal Revenue Service for any open tax years.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

Liquidity and Availability of Funds

ICANN has agreements with Registries and Registrars, which ICANN refers to collectively as contracted parties. ICANN invoices the majority of its contracted parties on a monthly or quarterly basis. There are no restrictions placed on proceeds received from these contracted parties.

ICANN has an annual Operating Plan and Budget to monitor expenses. Funding received in excess of expenses are invested in ICANN's Investment Fund.

As of June 30, 2019 and 2018, financial assets available to meet cash needs were as follows:

	2019	2018
	<i>(in thousands)</i>	
Total financial assets at year-end:		
Cash and cash equivalents	\$ 38,418	\$ 32,498
Investments at fair value	425,766	422,400
Accounts receivable	34,582	34,249
Total financial assets at year-end	498,766	489,147
Less amounts not available to be used within one year:		
Estimated New gTLD application fees refund	538	2,277
Total amounts not available to be used within one year	538	2,277
Financial assets available to meet cash needs for general expenditures within one year	\$ 498,228	\$ 486,870

Functional Allocation of Expenses

Expenses that can be identified to a specific program or supporting service are charged directly to the related program or supporting service. Management considered that expenses directly related to the furtherance of its mission to develop policy that supports the stability and interoperability of the domain name system to be program expenses. Expenses that are associated with more than one program or supporting service are allocated based on methods determined by management.

The remainder of this page intentionally left blank.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

ICANN's expenses are classified approximately as follows for the years ended:

Year ended June 30, 2019	Program Services				Support Services				Total Expenses
	ICANN Ops	New gTLD	PTI	Total Program Expenses	ICANN OPS	New gTLD	PTI	Total Support Services	
Personnel	\$49,328	\$ 603	\$ 3,818	\$ 53,749	\$16,711	\$ 194	\$ 1,093	\$ 17,998	\$ 71,747
Travel and meetings	11,044	175	395	11,614	3,944	84	82	4,110	15,724
Professional services	14,720	7,082	973	22,775	7,459	959	264	8,682	31,457
Administration	14,609	194	520	15,323	7,189	160	426	7,775	23,098
Total expenses	\$89,701	\$ 8,054	\$ 5,706	\$ 103,461	\$35,303	\$ 1,397	\$ 1,865	\$ 38,565	\$ 142,026

Year ended June 30, 2018	Program Services				Support Services				Total Expenses
	ICANN Ops	New gTLD	PTI	Total Program Expenses	ICANN OPS	New gTLD	PTI	Total Support Services	
Personnel	\$ 48,577	\$ 1,718	\$ 3,599	\$ 53,894	\$ 16,414	\$ 551	\$ 1,269	\$ 18,234	\$ 72,128
Travel and meetings	11,025	426	364	11,815	4,257	206	89	4,552	16,367
Professional services	16,049	5,357	778	22,184	7,846	1,098	377	9,321	31,505
Administration	16,337	327	686	17,350	7,950	164	656	8,770	26,120
Total expenses	\$ 91,988	\$ 7,828	\$ 5,427	\$ 105,243	\$ 36,467	\$ 2,019	\$ 2,391	\$ 40,877	\$ 146,120

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain prior year amounts have been reclassified for comparability with the 2018 financial statement presentation.

Subsequent Events

ICANN evaluates subsequent events in accordance with ASC 855, *Subsequent Events*. ICANN evaluated subsequent events through October 21, 2019, which is when these consolidated financial statements were available to be issued.

ICANN is not aware of any subsequent events that would have a material impact on its consolidated financial statements or require disclosure in the notes to the consolidated financial statements.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

3. Change in Accounting Estimate

In accordance with the revenue recognition policy of the New gTLD Program (see Note 2), management reviews the total estimated costs of the Program. During the year ended June 30, 2018, management extended the end date of the New gTLD Program until 2020. This change is based on anticipated activities required to review all outstanding applications. Accordingly, the total estimated costs of the program until completion increased by \$13,096,000, which related to personnel and Program administration costs. The change in accounting estimate was recorded prospectively and impacted the rate of recognition of the application fees. This change in rate of recognition resulted in a cumulative adjustment to the new gTLD application fees recognized in revenue as of June 30, 2018. Such cumulative adjustment amounted to a reduction of \$12,548,000 of the revenue from new gTLD application fees that was classified as new gTLD application fees cumulative adjustment in the accompanying consolidated statements of activities and in the segmented statement of activities as of June 30, 2018 (see Note 4). During the year ended June 30, 2019, there were no change in the estimated costs of completion of the program.

4. Segment and Affiliate Reporting

The following consolidated statements of financial position, statements of activities, and statements of cash flows provide the breakdown of ICANN's financial statements into the segments for ICANN and its affiliate PTI. The two segments for ICANN are ICANN Operations and the New Generic Top-Level Domains (gTLD) Program.

ICANN Operations

The ICANN Operations consist of the on-going activities performed to coordinate the Internet's technical functions, such as the assignment of protocol parameters, the technical coordination of the domain name system (DNS), and the allocation of Internet Protocol (IP) address space, as operated by PTI. These activities include the development of policies designed to maintain the security, stability and resiliency of the Domain Name System.

PTI

PTI is an affiliate of ICANN that is responsible for performing the IANA functions and delivering the IANA Services, on behalf of ICANN. ICANN contracts with PTI for the performance of the IANA naming function (through the IANA Naming Function Contract), and subcontracts with PTI for the performance of the protocol parameters (ICANN-PTI Subcontract Agreement for obligations under the Internet Engineering Task Force (IETF) Memorandum of Understanding (MoU) and Supplemental Agreement) and numbers (ICANN-PTI Subcontract Agreement for obligations under the SLA for IANA Numbering Services) functions. As a result, PTI is responsible for performing all three IANA functions. Included in these contract and subcontracting agreements is the sub-licensing of the use of the IANA trademarks and registrations from ICANN to PTI for use in connection with performing the IANA functions (see Note 12).

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

ICANN contracted with Verisign to provide Root Zone Maintainer services (the Root Zone Maintainer Service Agreement, or RZMA). As the root zone maintainer service is integral to the performance of the IANA naming function, ICANN subcontracted certain of its obligations under the RZMA to PTI. PTI performs all requirements and furnishes all services necessary to fulfill ICANN's obligations under the RZMA, but is not obligated to and may not perform certain other items under the RZMA unless specifically requested by ICANN (e.g., pay the monthly fee to Verisign, serve on the RZMA Coordination Committee, initiate request for additional services, make indemnification claims, or terminate/renew the RZMA).

ICANN commits to making available to PTI the necessary personnel, material, equipment, services, and facilities to perform PTI's contractual obligations to ICANN (as set out in the IANA Naming Functions contract and other subcontracts discussed herein). A Services Agreement between ICANN and PTI specifies ICANN's obligations to make resources available to PTI.

The PTI intra-company payables and receivables are settled on a quarterly basis. All unsettled intra-company payables and receivables eliminate on a consolidated basis.

New Generic Top-Level Domain Program

ICANN, through its New gTLD Program, is responsible for the introductions of new gTLDs that has resulted in the expansion of the domain name system (DNS). Prior to the New gTLD Program, which resulted in 1,930 applications for new gTLDs in 2012, there were 18 gTLDs generally available to the public. The additional gTLDs were introduced with the goal of introducing and promoting competition, innovation and choice in the DNS, and providing a wider variety of organizations, communities and brands new ways to communicate with their audiences. All registries that operate these new gTLDs must pass a rigorous evaluation process and technical preparations and assessments. These steps help ensure the safe, secure and measured rollout of the new gTLDs.

All applications for new gTLDs that have not been withdrawn have completed Initial Evaluation (IE) phase and, where applicable Extended Evaluation (EE). During IE and EE, all applications were evaluated for, among other things, financial, technical/operational, geographic names, and registry services.

Following completion and passing of IE, and EE if applicable, the contracting phase of the New gTLD Program commenced. In the contracting phase, eligible applicants enter into a Registry Agreement with ICANN to operate a gTLD. After completion of contracting and before delegation, the applicant is required to enter into Pre-Delegation Testing (PDT).

PDT ensures that an applicant has the capacity to operate a new gTLD in a stable, secure manner. Every new registry must demonstrate that it has established operations in accordance with the technical and operational criteria described in the New gTLD Applicant Guidebook. After the registry operator passes PDT, its gTLD can be introduced into the root zone of the Internet.

During the years ended June 30, 2019 and 2018, two new gTLDs and five new gTLDs were delegated in the root zone, respectively. As of June 30, 2019 and 2018, there were 1,222 new gTLDs and 1,231 new gTLDs delegated in the root zone, respectively.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

As the New gTLD Program and its funding through application fees has been designed on a cost recovery basis, and to enhance accountability and transparency, ICANN has fully segregated from its on-going operations the Program's accounting ledger, bank accounts, investment accounts for all program-related funds and expenses.

The following consolidated statements of financial position, statements of activities, and statements of cash flows provide the breakdown of ICANN's financial statements into each segment and its affiliate.

The new gTLD statements of financial positions for 2019 and 2018 include Auction Proceeds classified as either cash and cash equivalents or investments. The Auction Proceeds is comprised of the following as of June 30, 2019 and 2018:

	Auction Proceeds	New gTLD Program Funds	Total
<i>June 30, 2019</i>			
Cash and cash equivalents	\$ -	\$ 3,444	\$ 3,444
Investments	207,759	102,488	310,247
Total	\$ 207,759	\$ 105,932	\$ 313,691
<i>June 30, 2018</i>			
Cash and cash equivalents	\$ -	\$ 5,494	\$ 5,494
Investments	238,116	114,572	352,688
Total	\$ 238,116	\$ 120,066	\$ 358,182

The New gTLD intra-company payables and receivables are settled in cash on a quarterly basis. All unsettled intra-company payables and receivables eliminate on a consolidated basis.

The remainder of this page intentionally left blank.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

The segmented statement of financial position at June 30, 2019:

<i>June 30, 2019</i>	ICANN Operations	New gTLD	PTI	Elimination	Total
	<i>(US dollars in thousands)</i>				
Assets					
Cash and cash equivalents	\$ 34,974	\$ 3,444	\$ -	\$ -	\$ 38,418
Accounts receivable, net	34,354	228	-	-	34,582
Investments	115,519	310,247	-	-	425,766
Prepaid expenses	3,593	-	-	-	3,593
Other assets	1,050	-	-	-	1,050
Intra-company asset	15,222	-	324	(15,546) ⁽¹⁾	-
Capital assets, net	10,241	-	-	-	10,241
Total assets	\$ 214,953	\$ 313,919	\$ 324	\$ (15,546) ⁽¹⁾	\$ 513,650
Liabilities and net assets					
Liabilities					
Accounts payable and accrued liabilities	\$ 13,924	\$ 2,114	\$ 324	\$ -	\$ 16,362
Intra-company liability	324	15,222	-	(15,546) ⁽¹⁾	-
Deferred revenue	1,069	26,437	-	-	27,506
Total liabilities	15,317	43,773	324	(15,546) ⁽¹⁾	43,868
Net assets without restrictions	199,636	270,146	-	-	469,782
Total liabilities and net assets	\$ 214,953	\$ 313,919	\$ 324	\$ (15,546)	\$ 513,650

(1) - The segmented statement of financial position at June 30, 2019 contained unsettled intercompany receivables and/or payables between ICANN, New gTLD and/or PTI. The unsettled intercompany balances of \$15,546,000 at June 30, 2019 are eliminated prior to consolidation of the financial statements.

The remainder of this page intentionally left blank.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

The segmented statement of financial position at June 30, 2018:

<i>June 30, 2018</i>	ICANN Operations	New gTLD	PTI	Elimination	Total
	<i>(US dollars in thousands)</i>				
Assets					
Cash and cash equivalents	\$ 27,004	\$ 5,494	\$ -	\$ -	\$ 32,498
Accounts receivable, net	34,007	242	-	-	34,249
Investments	69,712	352,688	-	-	422,400
Prepaid expenses	2,377	-	-	-	2,377
Other assets	1,774	-	-	-	1,774
Intra-company asset	18,547	-	272	(18,819) ⁽¹⁾	-
Capital assets, net	12,220	-	-	-	12,220
Total assets	\$ 165,641	\$ 358,424	\$ 272	\$ (18,819) ⁽¹⁾	\$ 505,518
Liabilities and net assets					
Liabilities					
Accounts payable and accrued liabilities	\$ 15,207	\$ 2,376	\$ 272	\$ -	\$ 17,855
Intra-company liability	272	18,547	-	(18,819) ⁽¹⁾	-
Deferred revenue	1,033	35,612	-	-	36,645
Total liabilities	16,512	56,535	272	(18,819) ⁽¹⁾	54,500
Net assets without restrictions	149,129	301,889	-	-	451,018
Total liabilities and net assets	\$ 165,641	\$ 358,424	\$ 272	\$ (18,819)	\$ 505,518

(1) - The segmented statement of financial position at June 30, 2018 contained unsettled intercompany receivables and/or payables between ICANN, New gTLD and/or PTI. The unsettled intercompany balances of \$18,819,000 at June 30, 2018 are eliminated prior to consolidation of the financial statements.

The remainder of this page intentionally left blank.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

The segmented statement of activities for the year ended June 30, 2019:

<i>Year ended June 30, 2019</i>	ICANN	New gTLD	PTI	Elimination	Total
	<i>(US dollars in thousands)</i>				
Changes in net assets without restrictions					
Revenues and support					
Registry	\$ 84,439	\$ -	\$ -	\$ -	\$ 84,439
Registrar	48,244	-	-	-	48,244
R.I.R.	823	-	650	(650) ⁽¹⁾	823
ccTLD contribution and fees	2,547	-	-	-	2,547
Contributions and other income	391	-	-	-	391
Revenue from New gTLD application fees	-	6,898	-	-	6,898
New gTLD application fees cumulative adjustment	-	-	-	-	-
Contributions to PTI from ICANN	-	-	6,921	(6,921) ⁽¹⁾	-
Total revenues and support without restrictions	136,444	6,898	7,571	(7,571)	143,342
Expenses					
Personnel	70,950	797	4,911	(4,911) ⁽²⁾	71,747
Travel and meetings	15,465	259	477	(477) ⁽²⁾	15,724
Professional services	23,416	8,041	1,237	(1,237) ⁽²⁾	31,457
Administration	22,744	354	946	(946) ⁽²⁾	23,098
Total expenses	132,575	9,451	7,571	(7,571)	142,026
Other income and (expense)					
Investment gain	9,111	8,337	-	-	17,448
Other expense	-	-	-	-	-
Total other income	9,111	8,337	-	-	17,448
Development costs (reimbursement)	(1,526)	1,526	-	-	-
Increase in net assets without restrictions	14,506	4,258	-	-	18,764
Net assets, beginning of year	185,129	265,889	-	-	451,018
Net assets, end of year	\$ 199,635	\$ 270,147	\$ -	\$ -	\$ 469,782

(1) - The segmented statement of activities for the year ended June 30, 2019 contained intercompany revenues and expenses between ICANN and PTI. The \$650,000 is derived from a portion of the contribution made by the NRO for the IANA Numbering Services pursuant to section 5.2 of the Service Level Agreement (SLA), whereby ICANN in turn contributed the total amount of this restricted contribution of \$650,000 related to the IANA functions to PTI as part of ICANN's total funding contribution to PTI. The additional funding of \$6,921,000 was contributed to PTI by ICANN. The funding contribution from ICANN to PTI was eliminated prior to consolidation of the financial statements.

(2) - For the year ended June 30, 2019, ICANN transferred \$4,911,000 in personnel expenses, \$477,000 in travel and meetings expenses, \$1,237,000 in professional services expense and \$946,000 in administration expenses to PTI for all expenses pertaining to IANA functions. These transfers from ICANN to PTI were eliminated prior to consolidation of the financial statements.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

The segmented statement of activities for the year ended June 30, 2018:

<i>Year ended June 30, 2018</i>	ICANN	New gTLD	PTI	Elimination	Total
	<i>(US dollars in thousands)</i>				
Changes in net assets without restrictions					
Revenues and support					
Registry	\$ 83,304	\$ -	\$ -	\$ -	\$ 83,304
Registrar	47,031	-	-	-	47,031
R.I.R.	823	-	650	(650) ⁽¹⁾	823
ccTLD contribution and fees	2,338	-	-	-	2,338
Contributions and other income	265	-	-	-	265
Revenue from New gTLD application fees	-	-	-	-	-
New gTLD application fees cumulative adjustment	-	(12,548)	-	-	(12,548)
Contributions to PTI from ICANN	-	-	7,168	(7,168) ⁽¹⁾	-
Total revenues and support without restrictions	133,761	(12,548)	7,818	(7,818)	121,213
Expenses					
Personnel	69,859	2,269	4,868	(4,868) ⁽²⁾	72,128
Travel and meetings	15,735	632	453	(453) ⁽²⁾	16,367
Professional services	25,050	6,455	1,155	(1,155) ⁽²⁾	31,505
Administration	25,629	491	1,342	(1,342) ⁽²⁾	26,120
Total expenses	136,273	9,847	7,818	(7,818)	146,120
Other income and (expense)					
Investment gain	3,080	4,286	-	-	7,366
Other expense	-	(6,127)	-	-	(6,127)
Total other income	3,080	(1,841)	-	-	1,239
Development costs (reimbursement)	(458)	458	-	-	-
Decrease in net assets without restrictions	1,026	(24,694)	-	-	(23,668)
Net assets, beginning of year	148,103	326,583	-	-	474,686
Net assets, end of year	\$ 149,129	\$ 301,889	\$ -	\$ -	\$ 451,018

(1) - The segmented statement of activities for the year ended June 30, 2018 contained intercompany revenues and expenses between ICANN and PTI. The \$650,000 is derived from a portion of the contribution made by the NRO for the IANA Numbering Services pursuant to section 5.2 of the Service Level Agreement (SLA), whereby ICANN in turn contributed the total amount of this restricted contribution of \$650,000 related to the IANA functions to PTI as part of ICANN's total funding contribution to PTI. The additional funding of \$7,168,000 was contributed to PTI by ICANN. The funding contribution from ICANN to PTI was eliminated prior to consolidation of the financial statements.

(2) - For the year ended June 30, 2018, ICANN transferred \$4,868,000 in personnel expenses, \$453,000 in travel and meetings expenses, \$1,155,000 in professional services expense and \$1,342,000 in administration expenses to PTI for all expenses pertaining to IANA functions. These transfers from ICANN to PTI were eliminated prior to consolidation of the financial statements.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

The segmented statement of cash flows for the year ended June 30, 2019:

<i>Year ended June 30, 2019</i>	ICANN	New gTLD	PTI	Elimination	Total
	<i>(US dollars in thousands)</i>				
Cash flows from operating activities					
Change in net assets	\$ 14,506	\$ 4,258	\$ -	\$ -	\$ 18,764
Adjustments to reconcile change in net assets to cash provided by (used in) operating activities:					
Depreciation expense	5,675	-	-	-	5,675
Bad debt expense	-	-	-	-	-
Investment gains	(9,111)	(8,337)	-	-	(17,448)
Loss on disposal of capital assets	-	-	-	-	-
Changes in operating assets and liabilities:					
Accounts receivable	(346)	13	-	-	(333)
Prepaid expenses	(1,216)	-	-	-	(1,216)
Other assets	724	-	-	-	724
Accounts payable and accrued liabilities	(1,587)	(484)	51 ⁽³⁾	-	(2,020)
Intercompany	3,376	(3,325)	(51) ⁽³⁾	-	-
Deferred Revenue	36	(9,175)	-	-	(9,139)
Net cash used in operating activities	12,057	(17,050)	-	-	(4,993)
Cash flows from investing activities					
Purchases of capital assets	(3,472)	-	-	-	(3,472)
Proceeds from sale of investments	-	15,000	-	-	15,000
Purchases of investments	(615)	-	-	-	(615)
Net cash used in investing activities	(4,087)	15,000	-	-	10,913
Net decrease in cash and cash equivalents	7,970	(2,050)	-	-	5,920
Cash and cash equivalents, beginning of year	27,004	5,494	-	-	32,498
Cash and cash equivalents, end of year	\$ 34,974	\$ 3,444	\$ -	\$ -	\$ 38,418

(3) - The segmented statement of cash flow for the year ended June 30, 2019 contained intercompany accounts receivables and intercompany accounts payable between ICANN and PTI for \$51,000. These balances were eliminated prior to consolidation of the financial statements.

The remainder of this page intentionally left blank.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

The segmented statement of cash flows for the year ended June 30, 2018:

<i>Year ended June 30, 2018</i>	ICANN	New gTLD	PTI	Elimination	Total
	<i>(US dollars in thousands)</i>				
Cash flows from operating activities					
Change in net assets	\$ 1,026	\$ (24,694)	\$ -	\$ -	\$ (23,668)
Adjustments to reconcile change in net assets to cash provided by (used in) operating activities:					
Depreciation expense	7,680	-	-	-	7,680
Bad debt expense	150	-	-	-	150
Investment gains	(3,080)	(4,286)	-	-	(7,366)
Loss on disposal of capital assets	-	-	-	-	-
Changes in operating assets and liabilities:					
Accounts receivable	5,592	(119)	-	-	5,473
Prepaid expenses	(398)	-	-	-	(398)
Other assets	(835)	-	-	-	(835)
Accounts payable and accrued liabilities	(1,377)	148	50 ⁽³⁾	-	(1,179)
Intercompany	(8,660)	8,710	(50) ⁽³⁾	-	-
Deferred Revenue	(375)	10,952	-	-	10,577
Net cash used in operating activities	(277)	(9,289)	-	-	(9,566)
Cash flows from investing activities					
Purchases of capital assets	(2,449)	-	-	-	(2,449)
Proceeds from sale of investments	-	10,000	-	-	10,000
Purchases of investments	(5,028)	(67,891)	-	-	(72,919)
Net cash used in investing activities	(7,477)	(57,891)	-	-	(65,368)
Net decrease in cash and cash equivalents	(7,754)	(67,180)	-	-	(74,934)
Cash and cash equivalents, beginning of year	34,758	72,674	-	-	107,432
Cash and cash equivalents, end of year	\$ 27,004	\$ 5,494	\$ -	\$ -	\$ 32,498

(3) - The segmented statement of cash flow for the year ended June 30, 2018 contained intercompany accounts receivables and intercompany accounts payable between ICANN and PTI for \$50,000. These balances were eliminated prior to consolidation of the financial statements.

The remainder of this page intentionally left blank

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

5. Concentration of Credit Risk

Financial instruments that potentially subject ICANN to concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable, and investments. ICANN places its cash with major financial institutions. Cash held at these financial institutions may, at times, exceed the amount insured by the Federal Deposit Insurance Corporation. Concentration of credit risk with respect to receivables is mitigated by the diversity of registries/registrar comprising ICANN's registry/registrar base. ICANN places its investments with major investment brokers. Investments held at these investment brokers may, at times, exceed the amount insured by the Securities Investor Protection Corporation. The investments held are subject to volatility of the market and industries in which they are invested.

Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the consolidated statements of financial position.

ICANN had one registry and one registrar totaling approximately \$55,795,000 or 39% of the total support and revenue for the year ended June 30, 2019. ICANN had one registry and one registrar totaling approximately \$53,331,000 or 40% of the total support and revenue for the year ended June 30, 2018. ICANN had accounts receivable at June 30, 2019 and 2018, from one registry and one registrar, amounting to approximately \$1,000 or 0% and \$13,778,000 or 41%, respectively.

6. Cash and Cash Equivalents

ICANN's cash and cash equivalents are maintained at financial institutions with high credit standings. ICANN considers all highly liquid investments with original maturities of 90 days or less to be cash equivalents.

7. Accounts Receivable

Accounts receivable is comprised of the following as of June 30:

	2019	2018
	<i>(US dollars in thousands)</i>	
gTLD registries and registrars	\$ 35,528	\$ 34,021
Regional Internet Registries (RIRs)	-	823
ccTLD and IDN Fast Track	81	280
Other	17	169
Total accounts receivable	35,626	35,293
Less: allowance for doubtful accounts	(1,044)	(1,044)
Total accounts receivable, net	\$ 34,582	\$ 34,249

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

8. Investments

The guidance requires fair value measurements to be separately disclosed by level within the fair value hierarchy and requires a separate reconciliation of fair value measurements categorized as Level 3. Certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy table below. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy table to the amounts presented in the statements of financial position. Assets held in Collective trusts are also subject to the fair value measurement requirements and are separately disclosed below.

Investments consist of the following as of June 30, 2019:

2019	Total	Level 1	Level 2	Level 3	NAV
	<i>(US dollars in thousands)</i>				
Corporate bonds	\$ 107,035	\$ -	\$ 107,035	\$ -	\$ -
Government agencies bonds	82,848	-	82,848	-	-
Collective trusts	115,519	-	-	-	115,519
U.S. government bonds	49,322	-	49,322	-	-
Asset backed bonds	21,887	-	21,887	-	-
Money market funds	34,141	34,141	-	-	-
International bonds	15,014	-	15,014	-	-
Municipal and provincial bonds	-	-	-	-	-
Total investments	\$ 425,766	\$ 34,141	\$ 276,106	\$ -	\$ 115,519

Investments consist of the following as of June 30, 2018:

2018	Total	Level 1	Level 2	Level 3	NAV
	<i>(US dollars in thousands)</i>				
Corporate bonds	\$ 114,694	\$ -	\$ 114,694	\$ -	\$ -
Government agencies bonds	82,370	-	82,370	-	-
Collective trusts	69,712	-	-	-	69,712
U.S. government bonds	67,677	-	67,677	-	-
Asset backed bonds	28,898	-	28,898	-	-
Money market funds	42,836	42,836	-	-	-
International bonds	15,712	-	15,712	-	-
Municipal and provincial bonds	501	-	501	-	-
Total investments	\$ 422,400	\$ 42,836	\$ 309,852	\$ -	\$ 69,712

The following table sets forth a summary of investments with a reported NAV as of June 30, 2019:

2019	<i>Fair Value Estimated Using NAV per Share</i>			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Collective trusts (a)	\$ 115,519	N/A	One and ten days	One and two days

(a) The collective trusts investments include holdings in US bonds, international bonds, US equities, international equities, real estate investment trusts and money market funds.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

The following table sets forth a summary of investments with a reported NAV as of June 30, 2018:

2018	<i>Fair Value Estimated Using NAV per Share</i>			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
			One and ten days	One and two days
Collective trusts (a)	\$ 69,712	N/A		

(a) The collective trusts investments include holdings in US bonds, international bonds, US equities, international equities, real estate investment trusts and money market funds.

Net investment gain is comprised of the following for the years ended June 30:

	2019	2018
	<i>(US dollars in thousands)</i>	
Dividend and interest income	\$ 6,421	\$ 5,247
Realized (losses)/gains	3,857	2,500
Unrealized (losses)/gains	7,912	398
Management fees and other	(742)	(779)
Total net investment gain	\$ 17,448	\$ 7,366

9. Capital Assets

Capital assets consist of the following as of June 30:

	2019	2018
	<i>(US dollars in thousands)</i>	
Computer equipment	\$ 10,923	\$ 8,946
Computer software	28,996	28,595
Furniture and fixtures	370	370
Leasehold improvements	5,981	5,982
Construction in progress	3,672	2,353
	49,942	46,246
Less: accumulated depreciation	(39,701)	(34,026)
Total Capital Assets	\$ 10,241	\$ 12,220

Depreciation expense for the years ended June 30, 2019 and 2018 was \$5,675,000 and \$7,680,000, respectively. For the year ended June 30, 2019, and 2018, ICANN did not dispose of capital assets.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

10. Other Expense

Other Income of \$6,127,000 for the year ended June 30, 2018 relates to a refund to contracted registries of expenses corresponding to the Rights Protection Mechanisms Access Fee (RPM access fee).

11. Legal Matters

In the ordinary course of business, ICANN is occasionally named as a defendant in lawsuits and may be involved in other alternative dispute resolution proceedings. Management cannot at this time determine the probable outcome or the effect, if any, that these matters may have on the financial position and the ongoing operations of ICANN. Accordingly, the accompanying consolidated financial statements do not include a provision for any losses that may result from ICANN's current involvement in legal matters.

12. Related Party Transactions

ICANN is responsible for the performance of the IANA functions. Through contracts, ICANN has delegated the performance of the IANA functions to its affiliate PTI. PTI's sole purpose is the performance of the IANA functions as delegated by ICANN under two contracts and three subcontracting agreements as follows:

Subcontract Name	Community Served	Parties to the Agreement	Date in Effect	Term
Services agreement	Names	ICANN/PTI	September 30, 2016	Agreement in force until terminated under a notice period
IANA Naming Function Contract (amended May 7, 2019)	Names	ICANN/PTI	September 30, 2016	Five Years with automatic renewal pending certain requirements
Subcontract of Responsibilities under MoU/Supplemental Agreement	Protocol Parameters (IETF)	ICANN/PTI	September 30, 2016	Agreement in place until Revoked
Subcontract of Responsibilities under SLA	Numbers (RIRs)	ICANN/PTI	September 30, 2016	Agreement in place until Revoked
Subcontract of Responsibilities under RZMA	Names (RZMA)	ICANN/PTI	September 30, 2016	Agreement in place until Revoked

The contract/subcontracts are related to performing functions as designated by ICANN for the Names, Numbers and Protocol parameters communities. Each agreement references that ICANN shall provide or make available to PTI the necessary personnel, material, equipment, services and facilities to perform PTI's obligations. ICANN's obligation to provide those resources is set out more specifically in the Services Agreement between ICANN and PTI, which requires ICANN to make resources available to PTI.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

The expenses incurred in connection with the ICANN/PTI Service Agreement classified by community group amounted to the following for the years ended June 30, 2019 and 2018:

	2019	2018
	<i>(US dollars in thousands)</i>	
Community		
Names	\$ 4,474	\$ 4,675
Numbers	1,140	1,157
Protocol parameters	1,957	1,986
Total	\$ 7,571	\$ 7,818

Although ICANN contracts and subcontracts with PTI to perform the IANA functions, ICANN remains ultimately responsible for delivering on the obligations under the ICANN-IETF MoU and Supplemental Agreement, the RIRs SLA, the ICANN Bylaws (through the IANA Naming Function Contract and RZMA).

All amounts from the Service Agreement between ICANN and PTI eliminate upon consolidation.

Board members are selected annually to provide services to ICANN. Total compensation for those who elected to receive compensation of approximately \$700,000 was paid for the years ended June 30, 2019 and 2018, respectively.

Ms. J. Beckwith (“Becky”) Burr is a voting member of the ICANN Board of Directors. Ms. Burr, who became an ICANN Director in November 2016, is a partner at Harris, Wiltshire & Grannis, LLP, a Washington, DC law firm. During the year ending June 30, 2018 and through March 31, 2019, Ms. Burr was Deputy General Counsel and Chief Privacy Officer of Neustar. Neustar is the domain name registry .biz, .us (on behalf of United States Department of Commerce), .co (on behalf of the government of Colombia), and the back-end registry services provider for the .nyc and several other new gTLDs. Revenue to ICANN from Neustar and its subsidiaries amounted to approximately \$908,000 and \$714,000 for the years ended June 30, 2019 and 2018 under the fee structure of a Registry Agreement. To avoid any conflict of interest between ICANN and Neustar, Ms. Burr abstained from voting on all matters she identifies as a potential conflict of interest that come before the Board while she was with Neustar.

Rafael Lito Ibarra is a voting member of the ICANN Board of Directors. Mr. Ibarra, who became an ICANN Director in October 2015, manages and administrates the .SV domain name delegation (received from Jon Postel), as well as an IPv4 address block equivalent to a class B in addition to serving as Founding President and Executive Director for SVNet (Top Level Domain Registry for El Salvador). Revenue to ICANN from .SV or SVNet amounted to approximately \$1,000 and \$2,000 for the years ended June 30, 2019 and 2018, respectively under the structure of a ccTLD agreement. To avoid any conflict of interest between ICANN and SVNet, Mr. Ibarra abstains from voting on all matters he identifies as a potential conflict of interest that come before the Board.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

Mr. Nigel Roberts is a voting member of the ICANN Board of Directors. Mr. Roberts, who became an ICANN Director in October 2018, works with Island Networks Ltd. and Island Networks (Jersey) Ltd., which are the TLD Managers for .GG and .JE, respectively. Revenue to ICANN from Island Networks Ltd. and Island Networks (Jersey) Ltd., amounted to \$1000 for the year ended June 30, 2019. To avoid any conflict of interest between ICANN and Island Networks Ltd. and Island Networks (Jersey) Ltd., Mr. Roberts abstains from voting on all matters he identifies as a potential conflict of interest that come before the Board.

Ms. Lise Fuhr is a voting member of the PTI Board of Directors through November 2022 and serves as Chair. PTI is a controlled affiliate of ICANN, which commenced operations on October 1, 2016. Ms. Fuhr was appointed to the Internet Society Public Interest Registry Board of Directors for a three-year term starting in July 2016. Revenue to ICANN from the Internet Society Public Interest Registry (PIR) amounted to approximately \$3,321,000 and \$2,650,000 for the years ended June 30, 2019 and 2018, respectively, under the fee structure of its Registry Agreement with ICANN. In accordance with the PTI Conflicts of Interest Policy, Ms. Fuhr considers whether each item that comes before the PTI Board poses a potential conflict of interest and is required to disclose any such conflict of interest, if one arises.

Mr. Wei Wang is a voting member of the PTI Board of Directors through October 2020. PTI is a controlled affiliate of ICANN, which commenced operations on October 1, 2016. Mr. Wang serves as the Technical Partnership Manager at Google China. Until June 2018, Mr. Wang was also the general partner in KNET VC, a private equity firm focused on internet innovation investing. Revenue to ICANN from Google amounted to \$2,381,000 and \$1,638,000 for the years ended June 30, 2019 and 2018, respectively. Revenue to ICANN from KNET Technologies amounted to approximately \$62,000 for the year ended June 30, 2018, under the fee structure of a Registry Agreement between with ICANN. In accordance with the PTI Conflicts of Interest Policy, Mr. Wang considers whether each item that comes before the PTI Board poses a potential conflict of interest and is required to disclose any such conflict of interest, if one arises.

Mr. Jonathan Robinson was a voting member of the PTI Board of Directors from October 2016 through October 2017. PTI is a controlled affiliate of ICANN that commenced operations on October 1, 2016. Mr. Robinson is the Executive Chairman of Afilias plc. Revenue to ICANN from Afilias plc and its subsidiaries amounted to \$1,968,000 for the year ended June 30, 2018 under the fee structure of numerous Registry Agreements with ICANN. Mr. Robinson considered whether each item that came before the PTI Board posed a potential conflict of interest and was required to disclose any such conflict of interest, if one arose.

13. Commitments

ICANN leases its offices and certain other facilities under operating lease agreements that expire at various dates through January of 2023 and thereafter. The lease agreements have various termination clauses requiring three to sixty months' rent for early termination.

Internet Corporation for Assigned Names and Numbers

Notes to Consolidated Financial Statements

Minimum future payments under operating leases for the future years ending June 30 are approximately:

<i>Years ending June 30,</i>	<i>Amount</i>
	<i>(US dollars in thousands)</i>
2020	\$ 4,180
2021	4,010
2022	3,800
2023	660
2024	150
Thereafter	440
	<hr/>
	\$ 13,240

Rent expense amounted to approximately \$4,129,000 and \$4,381,000 for the years ended June 30, 2019 and 2018, respectively. ICANN also has pass-through and additional charges from certain sublessors that are not included in the minimum expected payments above. The pass-through and additional charges cannot be reasonably estimated for future periods. There were no pass-through and additional charges for the years ended June 30, 2019 and 2018.

ICANN's President and CEO, Göran Marby, has an employment agreement with ICANN through May 2021. Pursuant to that employment agreement, during the years ended June 30, 2019 and 2018, respectively, Mr. Marby was entitled to an annual base salary of approximately \$654,000 and at-risk compensation of up to \$196,000 - not to exceed a total of \$850,000 annually per year based on the President's and CEO's achievement of the established performance goals.

The ICANN Board members (voting directors and non-voting liaisons except for the Governmental Advisory Committee liaison), who specifically elect for it, receive compensation for their services on the Board. The voting directors are selected for three-year terms and the non-voting liaisons are selected for one to three-year terms. The aggregated amounts of expected compensation relative to the Board members who have elected to receive compensation, and assuming that the same number of Board members continue to elect to receive compensation for the next three years, are \$700,000, \$700,000 and \$700,000 for the fiscal years ending June 30, 2020, 2021 and 2022, respectively.

14. Defined Contribution Plan

ICANN's 401(k) Plan (the Plan) is available to all employees in the United States at the first of the month following hire date with ICANN. Subject to legal limitations, ICANN contributes 5% of employee's salary to the Plan regardless of employee contributions. ICANN also matches employee contributions up to 10% of the employee's annual salary, subject to legal limitations. Employer contributions recognized for the years ended June 30, 2019 and 2018 amounted to approximately \$5,862,000 and \$5,895,000, respectively. At June 30, 2019 and 2018, the 401(k) Plan contributions payable were approximately \$1,069,000 and \$996,000, respectively.