**Cover Note to XYZ’s Proposed Amendment to the .LAT Registry-Registrar Agreement**

8 September 2022

To the members of the Registrar Stakeholder Group:

Effective 7 July 2022, XYZ.COM LLC (“**XYZ**”) became the Registry Operator for the .LAT top-level domain (“**TLD**”) through an ICANN-approved assignment and assumption of the Registry Agreement for the TLD (“**RA**”). We assumed the rights and obligations under the RA from ECOM-LAC Federaciòn de Latinoamèrica y el Caribe para Internet y el Comercio Electrònico ("**Previous RO**").

Pursuant to Section 10.1.2 of the current .LAT Registry-Registrar Agreement ("**RRA**"), all of the Previous RO’s rights and obligations under the executed RRAs automatically transferred to XYZ. XYZ and the Previous RO also entered into an assignment and assumption agreement under which XYZ was assigned and expressly assumed all of the Previous RO’s rights and obligations under the executed RRAs.

XYZ intends to amend the RRA pursuant to the ICANN Procedure for Consideration of Proposed Amendments to gTLD Registry-Registrar Agreements. This cover letter is being provided pursuant to Paragraph 1 of that procedure.

Enclosed with this cover letter are (a) a clean version of the proposed amended RRA and (b) a tracked version of the proposed updated RRA with redlines from XYZ’s recently-approved Registry-Registrar Agreement for .AUDIO. ***Note that we are not providing redlines from the current version of the RRA because the proposed amendments amount to a complete replacement of the current version of the RRA and the proposed amended RRA is very similar to XYZ’s other registry-registrar agreements.***

The purposes of the proposed amendment to the RRA are as follows: (a) to bring the RRA generally in line with XYZ’s existing registry-registrar agreements for its other top-level domains, (b) to address various concerns raised by the Registrar Stakeholder Group when recently approving the .AUDIO Registry-Registrar Agreement, (c) to address and incorporate the 2021 EU Standard Contractual Clauses (d) to incorporate the International Data Transfer Addendum to the EU Standard Contractual Clauses issued by the UK Information Commissioner and (e) to generally “clean up” the agreement.

With regard to the RRA Data Processing Addendum – rather than update the standard addendum to incorporate the 2021 EU Standard Contractual Clauses and the International Data Transfer Addendum to the EU Standard Contractual Clauses issued by the UK Information Commissioner, we chose to incorporate those via an amendment that’s included as part of the RRA. This should help make the updates easier to digest.

We look forward to working with you all on this exciting TLD. If you have any questions about these amendments or anything else, don’t hesitate to reach out to me at grant@team.xyz.

 Sincerely,

 Grant Carpenter

 General Counsel, XYZ