

DotBim Arrangement Letter

Abraxas Partners, VeriSign, DotBim

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COPY

Mr. David E. Ways

Founder,

DotBim

19706 77th Avenue East,

Bradenton, FL 34202.

Dear David,

This document outlines Abraxas Partner's Proposal to work with DotBim and VeriSign to form and organize DotBim, LLP. The business focus of this company will be to attain the rights and administer the Top Level Domain (TLD), .bim.

The formed company (DotBim, LLP) will manage .bim (TLD) on behalf of the global AEC (Architectural, Engineering and Construction) community. The nominated CEO of DotBim, LLP is Mr. David E. Ways. There are clear benefits to the AEC community in administering this domain, which will be explored and evaluated fully as part of the ICANN bid documentation and business case development.

The basis of this proposal is that Abraxas Partners will work exclusively with VeriSign and DotBim in the formation of this vehicle.

Our services are outlined in the following pages and are directed at ensuring the maximum probability of success in attaining the .bim (TLD) sponsorship from ICANN. As such, activities are structured to compliment the ICANN timeframe. Target Timeline

Based on a start date of Monday 27th September, 2010, the work would be concluded by Monday 25th October, 2010 (NB a significant amount of the financial assessment has already been concluded) with the ITT agreed and ready for distribution to the fund investors and the initial funding offer in place. All work is undertaken under Abraxas Partners Limited standard terms and conditions. It is envisaged that Mr. David E. Ways will become a full time employee of DotBim, LLP in accordance with the attached terms and conditions of employment no later than 3 January, 2011.

Fees

The cost of professional services and due diligence to prepare the business plan, ITT offer document, and all supporting documentation is as defined in the attached plan. For a commercial TLD applicant we estimate the cost at £138,200 plus VAT at the current rate of 17.5%. These costs are in addition to the 20% equity stake that Abraxas Partners Limited will receive in DotBim, LLP. We are prepared to offer a discount in the amount of £124,380 which we will hold as initial equity in DotBim, LLP. This offer is based on a contribution from the DotBim, LLP founders of £13,820 plus VAT at 17.5% (approximately \$24,000), payable to Abraxas Partners Limited no later than Monday 27th September, 2010, to the work effort.

Please note that this is the minimum work necessary to provide a signed off ITT and business plan to commence the ITT process for an estimated \$1,200,000 for the ICANN process run rate and initial registry costs (this figure may rise towards \$1,350,000 to \$1,600,000 dependent on finalized costings during the phase 1 work).

EXHIBIT "A"

Outline of Workplan for Phase 1

We anticipate that the professional services will be split into 8 key task units, some of which can be delivered in parallel

Consultation and interviews with target customer sector by supply chain:

- a. The TLD market
- b. Structure of target market
- c. Assessment of existing providers
- d. Service Buyer Values
- e. Sample of interviewees and consultation to be within 1 standard deviation of ICANN global community requirement
- f. Feed findings and database into ITT distribution

Summary and conclusions of existing business models:

- a. Initial valuation of TLD based on open market data and IRR criteria
- b. Assessment of present funding options
- c. Confirmation of valuation assumptions, sources and estimates

Preliminary TLD Profitability Analysis:

- a. Costings driven by target Service Level Agreements
- b. Market revenue analysis based on price and quality sensitivity
- c. Comparison with existing participant costs
- d. Valuation of potential services to be offered pre-bid success
- e. Preparation of pro-forma financial statements

Risk Mitigation Perspective:

- a. Overview of risks involved
- b. Analysis of risk mitigation measures available
- c. Measure of commercial risk (both capex and opex)
- d. Identify timing and liquidity of exit options
- e. Perform stress tests on pro-forma financial statements

TLD Technology Review:

- a. Review of present market best practise
- b. Target architecture overview and Operating Level Agreements
- c. Key worksteps and Dependencies
- d. Risks
- e. Assumptions
- f. Proposed approach and costings
- g. Heads of Agreement with VeriSign registry to support future capex and opex associated costs
- h. Identify non-registry technology investment required and potential partners
- i. Identify potential TMT investors throughout supply chain to include in ITT

Legal company formation and associated ITT documentation:

- a. Regulatory status of services
- b. Development of ICANN "shadow agreement" for use in mediation
- c. Entity formation
- d. PPM production for ITT
- e. Advisor sign-off on financial pro forma statements

Detailed plan for Phase 2 – Bid Process:

- a. Consolidation of all worksteps to submit to ICANN
- b. Proposed approach
- c. Identify all funding allowing for 18 month ICANN process
- d. Finalised SLAs for shared services
- e. Agree shared service and registry contracts and costings

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In order that we can commence activities as described, we would ask that you sign and date this document below, returning it to us electronically. We will then do the same so that the partnership of Abraxas Partners Limited, VeriSign, and DotBim, LLP can be executed speedily.

We would also ask that you settle the attached invoice relating to your contribution to the work effort, prior to work commencing and no later than Monday 27th September, 2010.

We will undertake the activities described in this document subject to a further ^{3 / DEW} ~~two~~ clauses which override all other previously agreed or subsequent terms and conditions, namely:

1. Throughout the Phase 1 activities you and other .bim community members will have the opportunity to purchase up to a maximum of 80% of the equity in DotBim, LLP at a fixed price based on cost at the rate of £13,820 plus VAT per 8% equity stake. However, once the underwriting cycle commences all rights will cease to exist in this respect;

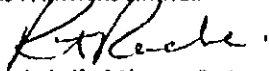
2. Abraxas Partners and VeriSign will work with you as founder of DotBim exclusively to ensure that the bid maximizes its probability of commercial success. We may propose initial cornerstone investors in addition to ourselves and yourself, the acceptance of these investors will ultimately be decided by you as CEO designate of DotBim, LLP.

3. Mr David E Ways will be employed and compensated as CEO of DotBim LLP once underwriting is concluded; it is envisaged that this will be by the end of November 2010 and no later than the second week of January 2011 in order to meet ICANN timelines. DotBim LLP will fund an annual base compensation for Mr Ways of \$100,000 plus a guaranteed bonus of \$100,000 once the DotBim registry license is granted. At the discretion of Mr Ways, he may work as a contractor during the bid process on the sole understanding that once the DotBim registry is live he must accept the role of full time employee and CEO of DotBim LLP. Should Mr Ways elect to work as a contractor through the ICANN bid process he will be responsible for making all relevant declarations of personal earnings to the relevant US tax authorities and DotBim LLP, Abraxas Partners Limited and all related companies and individuals shall accept no responsibility in this respect

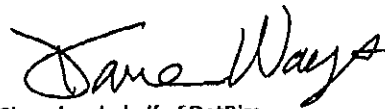
We look forward to working with you.

Yours sincerely,

IAIN S. ROACHE
DIRECTOR
ABRAXAS PARTNERS LIMITED



Signed on behalf of Abraxas Partners Limited
Printed name IAIN S. ROACHE
Title DIRECTOR
Date 4/10/10



Signed on behalf of DotBim
Printed name DAVID E. WAYS
Title FOUNDER
Date 5/10/10