IETF LLC Investment Policy

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Introduction

The purpose of this Investment Policy (this "Policy") is to provide guidelines for the prudent management of the IETF LLC's investments (the "Portfolio"), organized into funds ("Special Purpose Funds"), and is intended to assist the IETF LLC's Board of Directors (the "Board") in supervising and monitoring the Portfolio. A principal goal of this Policy is to ensure the creation and implementation of a sound long-term investment strategy. The Policy defines the IETF LLC's investment objectives and the responsibilities of and standards applicable to those involved in the investment and management of the Portfolio.

This Policy is not intended to constitute a legally binding agreement between the IETF LLC and Investment Advisor or Investment Manager(s). The IETF LLC maintains a separate Investment Management Agreement with its Investment Advisor.

The Portfolio

The Portfolio is designed to ensure financial security to the IETF LLC and to provide a source of funding for the IETF LLC's activities, programs, and operating expenses.

Special Purpose Funds

The four Special Purpose Funds and their goals are as follows:

1. Funds that are intended to be used for short-term operating and program expenses (the "Working Capital Fund").
2. Funds to support the IETF LLC's future operations, serve as a resource during economic downturns and provide an additional source of support for the IETF LLC (the "Continuity and Operations Fund" hereinafter the "C&O Fund").
3. Funds that are intended to be used for mid-term operating and program expenses and support the IETF LLC's future operations, serve as a resource during economic downturns and provide an additional source of support for the IETF LLC (the "Board Designated Reserve Fund").
4. Funds that are intended to be used for the long-term exclusive support of the IETF LLC and its activities (the "Restricted Endowment Fund").

The IETF LLC will maintain records to adequately account for the activity and balance of the underlying funds in the Portfolio, and reports regarding the composition of the Portfolio will be made on a periodic basis to the Board in accordance with this Policy.

Investment objectives and risk tolerances

The IETF LLC's overall investment objectives are to safeguard the Portfolio while earning investment returns that are commensurate with the IETF LLC's risk tolerance. The Special Purpose Funds shall be invested consistent with these principles.

The investment objective and risk tolerance for each of the Special Purpose Funds are as follows:

Fund	**Investment objectives**	**Risk tolerance**
Working Capital Fund	Preservation of Capital	Low
C&O Fund	Income with Capital Appreciation	Low to Moderate
Board Designated Reserve Fund	Capital Appreciation	Moderate
Restricted Endowment Fund	Capital Appreciation	Moderate to Higher

Asset allocation

The Board will establish in writing the asset allocations, including minimum and maximum allocations for each asset class, and will modify them from time to time with recommendations from the Investment Advisor.

The Board will seek to achieve diversification in each of the Special Purpose Funds, unless it prudently determines that, because of special circumstances, a particular fund or funds within the Portfolio are better served without diversification.

Liquidity requirements

The key liquidity requirement is that, with three months notice, the Board should be able to convert the investments into cash over a period of not less than two years, in order to fund the normal operation of the company without reliance on any other income.

Responsibilities

The Board has responsibility for establishing and modifying this Policy.

The Board, Staff, investment advisor (the "Investment Advisor"), and the investment managers (the "Investment Managers") are charged with implementing this Policy. Their respective responsibilities are set forth below.

Board

The Board is responsible for:

- Investing and managing the Portfolio
- Establishing, reviewing periodically, and modifying this Policy and its appendices from time to time.
- Setting the asset allocation targets and ranges for each of the funds in the Portfolio.
- Setting the policy regarding timing of tranches for the Investment Advisor to follow.
- Setting the policy regarding the movement of cash between deposits and the Working Capital Fund and its various asset classes.
- Overseeing the Portfolio's assets.
- Engaging the Investment Advisor to assist in carrying out its investment responsibilities and to implement the investment strategy and decisions.
- Continuing or terminating the Investment Advisor and monitoring its performance.
- Monitoring the fees and other expenses associated with the management and administration of Portfolio.

Investment Advisor

The Investment Advisor is responsible for:

- Monitoring the investment environment and regularly communicating with the Executive Director and Board concerning issues that may impact the Portfolio.
- Guiding the Board with respect to the strategic asset allocations.
- Implementing rebalancing on a periodic basis or when otherwise appropriate.
- Implementing the Portfolio's asset allocations through the selection, continuation, and termination of Investment Managers.
- Selecting, continuing, or terminating Investment Managers based on appropriate criteria, including the following: investment philosophy, historical performance, experience of key personnel, and financial viability or changes in these factors. In selecting each Investment Manager, the Investment Advisor will take reasonable measures to assess the independence of the Investment Manager, including any conflicts of interest that the Investment Manager may have. (This Investment Manager selection responsibility also includes the ongoing monitoring of the Investment Managers for adherence to this Policy and his, her, or its stated investment strategy.)
- Reviewing Investment Managers, establishing the scope and terms of the delegation to Investment Managers, and monitoring their performance and compliance with the scope and terms of the delegation.
- Monitoring, analyzing the performance of, and recommending performance benchmarks for each Investment Manager.
- Preparing investment reports at least quarterly for the Board's review that contain the information necessary for the Board to exercise its judgment and carry out its investment responsibilities prudently.
- Attending meetings in person or by telephone conference with the Board and the IETF LLC's staff as requested.
- Providing necessary information to and cooperating with the Board, the IETF LLC's staff, and the IETF LLC's external auditors.
- Providing feedback regarding changes to this Policy when requested and proposing corresponding amendments to the relevant account documents, if necessary.

Investment Managers

Each Investment Manager is responsible for:

- Adhering to the investment strategy for which the Investment Manager was selected.
- Acting in accordance with the standard of care and restrictions on investment management set forth in this Policy.

- Preparing quarterly written statements, including a summary of the actions taken with respect to the IETF LLC's assets under management.
- Suggesting performance benchmarks (described below) to facilitate the Board's and Investment Advisor's evaluation of the Investment Manager's performance.
- To the extent that the Investment Manager is authorized and directed by the Investment Advisor, voting all proxies for the IETF LLC's securities.
- Taking reasonable steps to promptly communicate significant changes in the Investment Manager's firm to the Investment Advisor, including: changes in senior management or high-level personnel; changes in the Investment Manager's ownership; and changes in the Investment Manager's investment strategy and/or style.
- Taking reasonable steps to promptly report to the Investment Advisor any material violation of this Policy, and any material adverse determinations against the firm or its principals, either by a court, the Securities Exchange Commission, or any other regulatory authority.

Staff

The Executive Director and/or their delegees are responsible for the following:

- Performing regular monitoring of the Investment Advisor.
- Monitoring general compliance with this Policy and recommending to the Board changes and modifications, if necessary.
- Managing day-to-day interaction with the Investment Advisor.
- Recommending to the Board whether to engage, continue with, or terminate the Investment Advisor and other consultants, and performing related due diligence.
- Communicating Board decisions to the Investment Advisor so that the Investment Advisor can, make rebalancing decisions, determine asset class structure, and evaluate, select, continue, and terminate Investment Managers.
- Reconciling transactions and reports with the Investment Advisor.
- Making transfers from the Working Capital Fund to IETF LLC bank accounts, within Delegated Authorities, to meet cashflow requirements.
- Other operational responsibilities, including oversight of cash movements and coordination with service providers.

Guidelines on Prudent Investing

Standard of Care

Each person responsible for managing and investing the IETF LLC's assets will do so in good faith with the care that an ordinarily prudent person in a like position would exercise

under similar circumstances, and will consider both the purposes of the IETF LLC and the goals of the Portfolio, as applicable.

Delegation Standards

The Board will delegate to the Investment Advisor the management and investment of the Portfolio to the extent that it can prudently delegate under the circumstances, and will act in accordance with the standard of care described above in selecting, continuing, or terminating the Investment Advisor, establishing the scope and terms of the delegation, and monitoring the Investment Advisor's performance and compliance with the scope and terms of the delegation.

The Board will take reasonable measures to assess the independence of the Investment Advisor, both before and after the Investment Advisor is engaged. Investment Advisors will be selected based on competence, experience, past performance, and proposed compensation, without regard to business or personal relationships. Any actual or potential conflicts of interest possessed by a member of the Board must be disclosed and resolved in accordance with the IETF LLC's conflict of interest policy.

Rebalancing and cash flows

The Board and/or the Investment Advisor, as the case may be, should consider rebalancing at least once a quarter or more frequently, if necessary (e.g., large market moves). Rebalancing of the funds within the Portfolio may be delayed if, for example, prevailing market conditions are such that rebalancing may be detrimental to the IETF LLC's long-term goals for the funds within the Portfolio.

As part of the rebalancing, the destination of all cash flows will be identified, including additional contributions to the IETF LLC's assets, consistent with this Policy. The IETF LLC's net cash flows may be used to implement the rebalancing activities in order to minimize transaction costs.

Performance benchmarks

Performance benchmarks are used to properly measure and evaluate the success of the Investment Advisor and the Investment Managers. The performance benchmarks selected by the Board should be representative of the IETF LLC's long-term return objectives and risk tolerance and be calculated over the same time period as the returns on the Portfolio with which the performance benchmark is being compared. These performance benchmarks are intended as targets only and are no guarantee or assurance of the performance of any investment or of the Portfolio.

Reporting and oversight

The Board will meet periodically to review the reports of the Investment Advisor and the Investment Managers, and to evaluate the performance of the Portfolios and adherence by the Investment Advisor and the Investment Managers to this Policy. The performance of the funds within the Portfolio will be measured relative to appropriate and agreed upon performance benchmarks (described above).

Review of this policy

The Board will review this Policy periodically as set out in the Board Meeting Recurring Agenda schedule.