

**IN WITNESS WHEREOF**, the undersigned has executed this Restated Certificate of Incorporation, which has been duly adopted in accordance with Section 242 and 245 of the Delaware General Corporation Law, on June 28, 2005.

**NEUSTAR, INC.**

By: /s/ Jeffrey E. Ganek  
Name: Jeffrey E. Ganek  
Title: Chief Executive Officer

**TAB 3**

020145



# NEUSTAR®

THIS CERTIFICATE IS TRANSFERABLE IN THE CITIES OF  
NEW YORK, NEW YORK AND LAUREL CREEK, MARYLAND AND  
**NEUSTAR, INC.**  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE  
**CLASS A COMMON STOCK**

SHARES

SEE REVERSE FOR  
CERTIFICATE PROVISIONS  
CUSIP 64126X 20 1

THIS CERTIFIES that

# SPECIMEN

is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF THE CLASS A COMMON STOCK, PAR VALUE OF \$0.001 PER SHARE, OF  
**NEUSTAR, INC.**

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in facsimile by its duly authorized officers, and its Corporate Seal to be affixed in facsimile.

Dated

*[Handwritten signature]*



*[Handwritten signature]*

NEUSTAR, INC.  
CORPORATE SEAL  
1999  
DELAWARE









[FACE OF CERTIFICATE]

NUMBER

NA

[LOGO]

THIS CERTIFICATE IS TRANSFERABLE IN THE CITIES OF NEW YORK, NEW YORK AND CHARLOTTE, NORTH CAROLINA

NEUSTAR, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CLASS A COMMON STOCK

SHARES

SEE REVERSE FOR CERTAIN DEFINITIONS

CUSIP 64126X 20 1

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IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in facsimile by its duly authorized officers, and its Corporate Seal to be affixed in facsimile.

Dated:

SECRETARY

/s/

[SEAL]

/s/

CHAIRMAN

COUNTERSIGNED AND REGISTERED:

WACHOVIA BANK, N.A.

(CHARLOTTE, N.C.)

TRANSFER AGENT AND REGISTRAR

BY

AUTHORIZED SIGNATURE

[REVERSE OF CERTIFICATE]

The Corporation is authorized to issue more than one class or series of stock. The Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

The shares represented by this certificate are subject to restrictions on ownership and transfer set forth in Article IV of the Corporation's Restated Certificate of Incorporation. In addition to certain further restrictions and except as expressly provided in the Corporation's Restated Certificate of Incorporation, no TSP or TSP Affiliate may Beneficially Own shares of the Corporation's Capital Stock equal to, or in excess of, five percent (5.0%) of the voting power of the Corporation, unless such Person is an Excepted Holder (in which case the Excepted Holder Limit shall be applicable). Any Person who Beneficially Owns or attempts to Beneficially Own shares of Capital Stock which causes or will cause a Person to Beneficially Own shares of Capital Stock in excess or in violation of the above limitations must immediately notify the Corporation. If any of the restrictions on transfer or ownership are violated, the holder of the shares of Capital Stock represented hereby will be required to sell excess shares immediately either to the Corporation or its designee (at the

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Corporation's election) or to another Person whose Beneficial Ownership of such shares will not violate such restrictions on transfer or ownership. All capitalized terms in this legend have the meanings defined in the Corporation's Restated Certificate of Incorporation, as the same may be amended from time to time, a copy of which, including the restrictions on transfer and ownership, will be furnished to each holder of Capital Stock of the Corporation on request and without charge. Requests for such a copy may be directed to the Secretary of the Corporation at its principal office.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common

TEN ENT - as tenants by the entirety

JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT—

(Cust) Custodian (Minor) under Uniform Gifts to Minors Act (State)

Additional abbreviations may also be used though not in the above list.

For value received, hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

Signature(s) Guaranteed:

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15. KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, MUTILATED OR DESTROYED, THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

020145



# NEUSTAR®

**NEUSTAR, INC.**  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE  
**CLASS B COMMON STOCK**

SHARES

SEE REVERSE FOR CERTAIN PROVISIONS

THIS CERTIFIES that

# SPECIMEN

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FULLY PAID AND NON-ASSESSABLE SHARES OF THE CLASS B COMMON STOCK, PAR VALUE OF \$0.001 PER SHARE, OF  
**NEUSTAR, INC.**

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in facsimile by its duly authorized officers, and its Corporate Seal to be affixed in facsimile.

Dated

*Myrtle K. Loren*

SECRETARY



*John E. Leland*

CHAIRMAN

NEUSTAR, INC.  
1000 BROADWAY, SUITE 1000  
NEW YORK, NY 10018





The undersigned hereby certifies that the above is a true and correct copy of the original as the same appears in the records of the Corporation and as the same appears in the records of the State of New York.

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JAN 10 1913

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[FACE OF CERTIFICATE]

NUMBER

NB

[LOGO]

NEUSTAR, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CLASS B COMMON STOCK

SHARES

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/s/

SECRETARY

[SEAL]

/s/

CHAIRMAN

COUNTERSIGNED AND REGISTERED:

WACHOVIA BANK, N.A.

(CHARLOTTE, N.C.)

TRANSFER AGENT AND REGISTRAR

BY

AUTHORIZED SIGNATURE

[REVERSE OF CERTIFICATE]

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The shares represented by this certificate are subject to restrictions on ownership and transfer set forth in Article IV of the Corporation's Restated Certificate of Incorporation. In addition to certain further restrictions and except as expressly provided in the Corporation's Restated Certificate of Incorporation, no TSP or TSP Affiliate may Beneficially Own shares of the Corporation's Capital Stock equal to, or in excess of, five percent (5.0%) of the voting power of the Corporation, unless such Person is an Excepted Holder (in which case the Excepted Holder Limit shall be applicable). Any Person who Beneficially Owns or attempts to Beneficially Own shares of Capital Stock which causes or will cause a Person to Beneficially Own shares of Capital Stock in excess or in violation of the above limitations must immediately notify the Corporation. If any of the restrictions on transfer or ownership are violated, the holder of the shares of Capital Stock represented hereby will be required to sell excess shares immediately either to the Corporation or its designee (at the Corporation's election) or to another Person whose Beneficial Ownership of such shares will not violate such restrictions on transfer or ownership. All capitalized terms in this legend have the meanings defined in the Corporation's

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Restated Certificate of Incorporation, as the same may be amended from time to time, a copy of which, including the restrictions on transfer and ownership, will be furnished to each holder of Capital Stock of the Corporation on request and without charge. Requests for such a copy may be directed to the Secretary of the Corporation at its principal office.

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(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

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Link to EDGAR version of the Class A Common Stock Certificate, which shows the legends. These legends appear on certificated shares only.

[http://www.sec.gov/Archives/edgar/data/1265888/000104746905018239/a2160129zex-4\\_1.htm](http://www.sec.gov/Archives/edgar/data/1265888/000104746905018239/a2160129zex-4_1.htm)

Link to EDGAR version of the Class B Common Stock Certificate, which shows the legends. These legends appear on certificated shares only.

[http://www.sec.gov/Archives/edgar/data/1265888/000104746905018239/a2160129zex-4\\_2.htm](http://www.sec.gov/Archives/edgar/data/1265888/000104746905018239/a2160129zex-4_2.htm)

**TAB 4**

REDACTED--FOR PUBLIC INSPECTION

# HIGHLY CONFIDENTIAL

REDACTED-FOR PUBLIC INSPECTION

# HIGHLY CONFIDENTIAL

**TAB 5**

## NEUSTAR CODE OF CONDUCT

1. NeuStar will never, directly or indirectly, show any preference or provide any special consideration to any company that is a telecommunications service provider, which term as used herein shall have the meaning set forth in the Telecommunications Act of 1996.
2. No shareholder of NeuStar shall have access to user data or proprietary information of the telecommunications service providers served by NeuStar (other than access of employee-shareholders of NeuStar that is incident to the performance of NANPA and LNPA duties).
3. Shareholders of NeuStar will ensure that no user data or proprietary information from any telecommunications service provider is disclosed to NeuStar (other than the sharing of data incident to the performance of NANPA and LNPA duties).
4. Confidential information about NeuStar's business services and operations will not be shared with employees of any telecommunications service provider. NeuStar shareholders will guard their knowledge and information about NeuStar's operations as they would their own proprietary information.
5. No person employed by, or serving in the management of any shareholder of NeuStar will be directly involved in the day-to-day operations of NeuStar. No employees of any company that is a telecommunications service provider will be simultaneously employed (full-time or part-time) by NeuStar.
6. Warburg Pincus will not control more than 40% of NeuStar's Board.
7. No member of NeuStar's board will simultaneously serve on the board of a telecommunications services provider.
8. No employee of NeuStar will hold any interest, financial or otherwise, in any company that would violate the neutrality requirements of the FCC or the NPAC Contractor Services Agreements (the Master Agreements).
9. NeuStar will hire an independent party to conduct a neutrality review of NeuStar, ensuring that NeuStar and its shareholders comply with all the provisions of this Code of Conduct. The neutrality analyst will be mutually agreed upon by NeuStar, the FCC, NANC and the LLCs. The neutrality review will be conducted quarterly. NeuStar will pay the expenses of conducting the review. NeuStar will provide the analyst with reasonable access to information and records necessary to complete the review. The results of the review will be provided to the LLCs, to the North American Numbering Council and to the FCC and shall be deemed to be confidential and proprietary information of NeuStar and its shareholders.

**EXHIBIT A**

1. Does NeuStar, in its operation of the NPAC, provide services under non-discriminatory terms, rates, and conditions?
2. Does NeuStar qualify as a NPAC User as defined in the Master Agreement and as further defined by the criteria used to grant User status to any entity?
3. Do the services provided by NeuStar in the operations of non-NPAC businesses, utilize User Data not available to any other User?
4. In its operations of non-NPAC businesses, is NeuStar's use of the NPAC data consistent with the intended uses as described in the Master Agreement?
5. Are the services provided by the non-NPAC businesses possible only because NeuStar operates the NPAC?
6. Does NeuStar in the operations of non-NPAC businesses disclose any NPAC data to any entity that would otherwise not be eligible to receive it?
7. Does NeuStar maintain neutrality in public forums, not favoring the positions of an industry segment or segments, or an industry member or members, over others, as demonstrated in the records of public forums and ex-parte meetings?

**NeuStar Business  
Continuity Plan**

**neustar™**