

8 March 2020

Zak Muscovitch, General Counsel  
Internet Commerce Association

**RE: Withhold Approval for Ethos Transaction and Terminate .Org Registry in Respect of any Consummated Sale Agreement**

Dear Zak,

Thank you for your letter dated [8 January 2020](#). We appreciate your interest in the proposed change of control of Public Interest Registry (PIR) from the Internet Society (ISOC) to Ethos Capital. We acknowledge your inquiry and want our updates we share with the community to be helpful and shed sufficient insight into ICANN's involvement and process.

On 14 November 2019, PIR formally notified ICANN of the proposed transaction. Since learning of this proposed transaction, ICANN has consistently and repeatedly urged ISOC, PIR, and Ethos Capital to act in an open and transparent manner throughout this process. As you've likely now seen, ICANN has published several announcements and blogs to update the community, along with the correspondence relating to the transaction. ICANN has raised several questions to ISOC and PIR (referenced below). We expect that these responses will provide a better understanding of the proposed structure, which will help us to evaluate the request, and bring additional transparency to questions raised.

For convenience, here are several recent updates:

- **11 January 2020** – Updates on PIR documentation (<https://www.icann.org/news/announcement-2020-01-11-en>)
- **13 February 2020** – Information Requests for ISOC (<https://www.icann.org/en/system/files/correspondence/botterman-to-camarillo-13feb20-en.pdf>)
- **19 February 2020** – Information Requests for PIR (<https://www.icann.org/en/system/files/correspondence/jeffrey-to-nevett-19feb20-en.pdf>)
- **24 February 2020** – ISOC Response to Information Requests (<https://www.icann.org/en/system/files/correspondence/camarillo-to-botterman-24feb20-en.pdf>)
- **4 March 2020** – PIR Response to Information Requests (<https://www.icann.org/en/system/files/correspondence/cimboric-to-jeffrey-04mar20-en.pdf>)

On 30 January 2020, ICANN [announced](#) that the Office of the Attorney General of the State of California (CA-AGO) [requested information](#) from ICANN regarding the proposed transfer in order to "analyze the impact to the nonprofit community, including to ICANN". ICANN is cooperating fully with the CA-AGO and remains committed to being as transparent as possible in the processing of PIR's request, emphasized by our announcement of the inquiry from the CA-AGO and publication of our correspondence. Our first response to the CA-AGO inquiry is published [here](#).

You may also be aware that Ethos Capital issued a [press release](#) on 21 February 2020, announcing its proposal to the .ORG community to add contractual commitments related to pricing and accountability in the .ORG Registry Agreement. Ethos Capital and PIR are soliciting community feedback through 13 March 2020, via their website, <https://www.keypointsabout.org/public-engagement>. We encourage those interested to communicate their views about the registry operations and/or policies directly to PIR, Ethos Capital, and/or ISOC.

We continue to thoughtfully and thoroughly evaluate the proposed transaction to ensure that .ORG registry remains secure, reliable, and stable. In accordance with the Registry Agreement, ICANN will apply a standard of reasonableness in making its determination on whether to provide or withhold its consent to the request. As of 21 February 2020, PIR has [agreed](#) to extend the deadline for ICANN to respond to 20 March 2020. ICANN appreciates your correspondence. Thank you for your interest and input in this topic.

Sincerely,



Maarten Botterman  
Chair, ICANN Board of Directors