

Change of Control Guide

How to Submit a Request for a Change of Control Assignment

Version 2.0

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Introduction

This how-to guide provides guidance for Registry Operators (RO) on how to notify the ICANN org (all subsequent uses of “ICANN” refer to the ICANN org) of an assignment, what documentation is required and how such notifications will be processed.

The definition of an Assignment is provided below:

A direct or indirect change of control of Registry Operator or any subcontracting arrangement that relates to any Critical Function (as identified in section 6 of Specification 10) for the TLD (a “Material Subcontracting Arrangement”) shall be deemed as an Assignment.

There are two primary types of Assignment:

1. Change of Control of Registry Operator.
2. Any change to a Material Subcontracting Arrangement.

This how-to guide is specific to a Change of Control of Registry Operator.

Control is defined in Section 2.9(c)(ii) of the Registry Agreement and is provided below:

“[C]ontrol” (including the terms “controlled by” and “under common control with”) means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person or entity, whether through the ownership of securities, as trustee or executor, by serving as an employee or a member of a board of directors or equivalent governing body, by contract, by credit arrangement or otherwise.

A high-level graphical representation of the process for Direct Change of Control is provided in [Appendix A](#) of this document.

To initiate the process, a new Assignment – Change of Control case must be submitted via the [Naming Services portal](#). Once submitted, ICANN will perform a review of the request to confirm it meets the requirements and is approved to move forward.

Instructions

Step 1 – Preparation

Due to the complexity of the assignment process, we highly recommend an Assignment – Change of Control consultation call. To schedule a consultation call, contact your engagement manager or open a General Inquiry case in the Naming Services portal.

Your engagement manager will schedule a call with the appropriate ICANN team members to walk you through the process. Completing this step will help ensure you provide all the required information for ICANN's review of the submitted materials.

Step 2 – Determine the Assignment Type

There are four types of Assignment – Change of Control. You will need to select which type of Assignment- Change of Control you need when creating a case in the Naming Services portal.

- ⦿ **Assignment – Change of Control to Affiliate.**
 - Assignor and Assignee have an affiliate relationship under which one controls the other, or both entities are under common control.

- ⦿ **Assignment – Change of Control to another RO.**
 - Assignee is an existing Registry Operator (RO) contracted with ICANN and is not an affiliate of current RO.

- ⦿ **Assignment – Change of Control to new RO.**
 - Assignee is not an existing Registry Operator contracted with ICANN and is not an affiliate of current RO.

- ⦿ **Assignment – Indirect Change of Control.**
 - Registry Operator has not changed, but the person or entity controlling the Registry Operator has changed.

Step 3 – Request Submission

Request Submission is the first phase of the Assignment - Change of control request process and will provide ICANN with the information needed for review. The submission must be completed in accordance with Section 7.9 of the Registry Agreement.

Please follow the steps below to submit a specific case type for requesting an Assignment-Change of Control.

- ⦿ Submit via Naming Services portal Case
 - ⦿ Log in to the [Naming Services portal](#), and select **New Case**.
 - ⦿ Select **Registry Services** from the catalog menu.
 - ⦿ Choose which type of Assignment - Change of Control you need.
 - ⦿ Complete all questions for Assignment - Change of Control .
 - ⦿ Print the completed and submitted form and cover letter and deliver in person, by postal mail or via courier service with confirmation of receipt.
- ⦿ You will be able to track the progress of your Assignment - Change of Control request within the Naming Services portal once your request is submitted.

Step 4 – ICANN Review

During the review process, ICANN reviews the responses and supporting documents.

For Change of Control to Affiliate, the Assignee should provide:

(See Appendix B for specifics on documentation requirements)

- ⦿ Proof of relationship between Registry Operator and Assignee and an explanation of how the document demonstrates the relationship, including how it demonstrates common ‘control” of Assignor and Assignee.
- ⦿ Proof of legal establishment (if the entity is less than a year old).
- ⦿ Assignment and Assumption Agreement (AAA) between the current Registry Operator and Assignee.
- ⦿ Sufficient Continued Operations Instrument (COI).
 - ⦿ The [Continued Operations Instrument \(COI\)](#) for the assignee may be sent to ICANN’s advising bank for review.
- ⦿ Data Escrow Service Provider Agreement with the Assignee stated as the contracting party or a novation of the Data Escrow Agreement.
- ⦿ Contact information for the proposed registry operator, including public contact information.

For Change of Control to another RO, the Assignee should provide:

(See [Appendix C](#) for specifics on documentation requirements)

- Proof of legal establishment (if the entity is less than a year old).
- Assignment and Assumption Agreement (AAA) between the current Registry Operator and Assignee.
- Sufficient Continued Operations Instrument (COI).
 - The [Continued Operations Instrument \(COI\)](#) for the assignee may be sent to ICANN's advising bank for review.
- Data Escrow Service Provider Agreement with the Assignee stated as the contracting party or a novation of the Data Escrow Agreement.
- Confirmation of current registry operator contacts.

For Change of Control to new RO, the Assignee should provide:

(See [Appendix C](#) for specifics on documentation requirements)

- Proof of the establishment of a new Registry Operator.
- Assignment and Assumption Agreement (AAA) between the current Registry Operator and Assignee.
- Sufficient Continued Operations Instrument (COI).
 - The [Continued Operations Instrument \(COI\)](#) for the assignee may be sent to ICANN's advising bank for review.
- Data Escrow Service Provider Agreement with the Assignee stated as the contracting party or a novation of the Data Escrow Agreement.
- Contact information for the proposed registry operator, including public contact information.
- Responses to the financial questions; these responses will be subject to evaluation by an external financial evaluation panel.

For Indirect Change of Control, the Assignor should provide:

(See [Appendix D](#) for specifics documentation requirements)

- Proof of legal establishment (if the entity is less than a year old).
- Documentation showing the change that occurred such as company's board resolution, corporate secretary/general counsel certification, regulatory documents or other filings.
- The updated list of directors, officers or key stakeholders; members of this list may be subject to background screenings.

NOTE: The Assignee is responsible for fees incurred for evaluations, checks or testing conducted by an independent panel or testing provider.

Step 5 – Outcome

Once the appropriate evaluations have been completed, ICANN will post the outcome of your Assignment – Change of Control request via the Naming Services portal.

If the formal Change of Control request does not meet all of ICANN's evaluation requirements, ICANN may issue a Conditional Consent to the Assignment.

ICANN issues a Conditional Consent to provide the registry operator notice regarding the outstanding evaluation requirements and to give them an opportunity to resolve these issues while simultaneously negotiating the remainder of their requested assignment.

The registry operator must satisfy all outstanding conditions in order to receive final consent.

NOTE: Conditional consents are only applicable to Direct Changes of Control to New or Existing RO and are not applicable to Affiliate (In-Family) or Indirect assignments.

Step 6 – Onboarding for Direct Change of Control

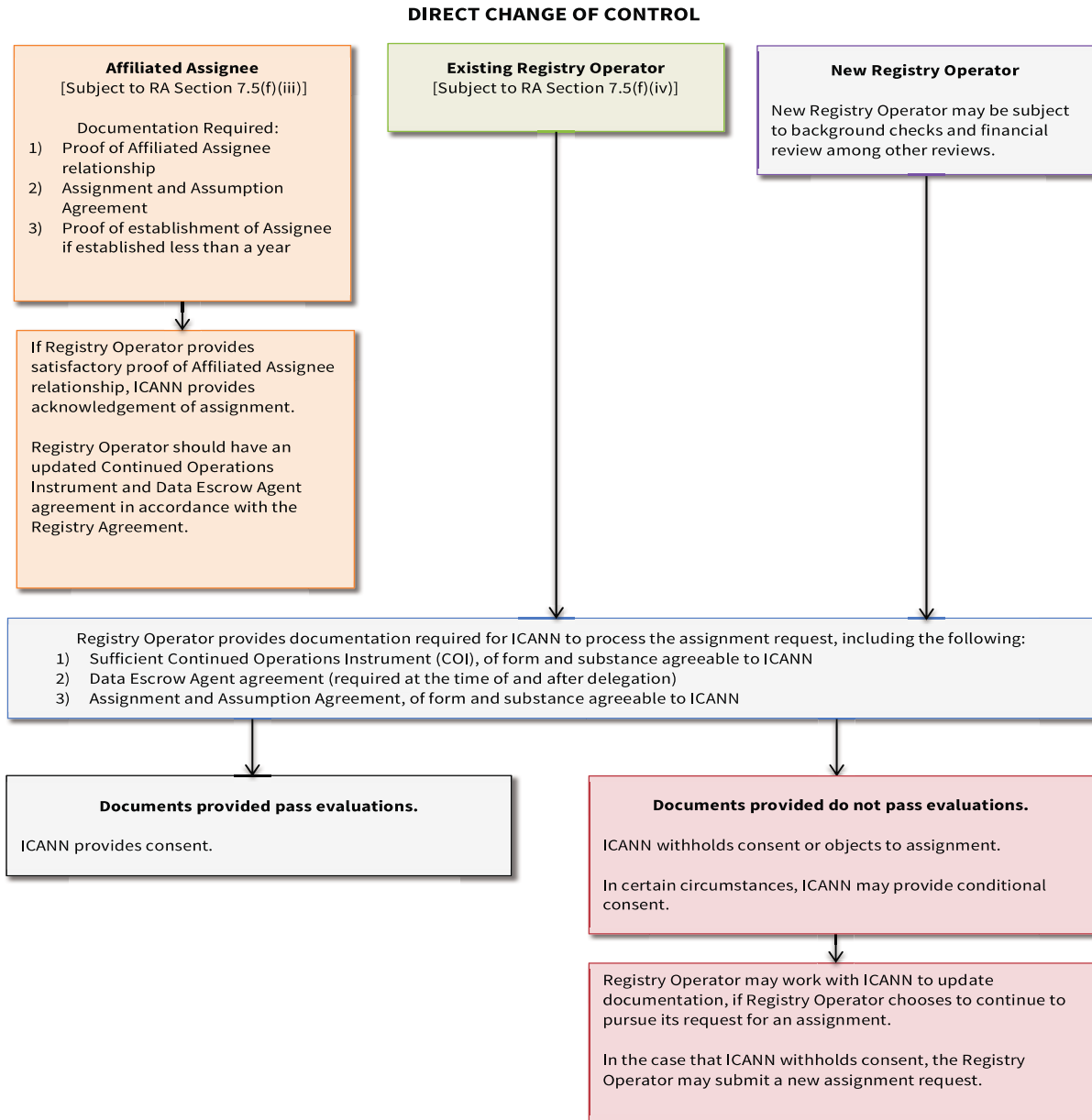
After final consent has been provided, ICANN will work with the relevant parties to onboard the Assignee, as needed.

- For Direct Change of Control, except Affiliates, there is an assignee case that requests the RO provide contact updates via the existing assignee case unless the RO submits a separate case.

Appendix A

High-Level Workflow

This diagram provides a high-level workflow of the [Direct Change of Control](#) process.



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Appendix B

Required Documents for Direct Change of Control to Affiliated Assignee

The purpose of this Appendix is to provide guidance to assist Registry Operators in providing sufficient information so ICANN may process the Affiliated Assignee Change of Control request.

- ⦿ Completed questions in the Naming Services portal case. You can also find additional information at: <https://www.icann.org/resources/change-of-control>.
- ⦿ Proof of the relationship between Registry Operator and Assignee and an explanation of how the document demonstrates the relationship, including how it demonstrates the common “control” of the Assignor and Assignee.
 - ⦿ Documents that a registry may supply include the following:
 - ⦿ Stock ledger-type documents that show ownership and total outstanding shares.
 - ⦿ Regulatory filings that certify ownership.
 - ⦿ Financial statements.
 - ⦿ As each company’s documents may vary in appearance, the Registry Operator should mark and label the components in the document that show the relationship.
 - ⦿ For example, to show an Affiliated-Assignee relationship of a TLD that is being assigned from the current RO to its controlling parent, the RO can provide a stock ledger. The RO would mark and label:
 - ⦿ Where on the document its name appears as the owner of the stock ledger.
 - ⦿ The number of stock issued to the parent entity.
 - ⦿ The total number of stock issued.
 - ⦿ The calculation of percentage of stock the parent entity owns, and
 - ⦿ If the percentage of stocks the parent entity owns is not reflective of its control, please explain why.
- ⦿ Proof of the Establishment of Assignee (if the Assignee has been established for less than a year).
- ⦿ Assignment and Assumption Agreement (AAA) between the current Registry Operator and Assignee, of form and substance agreeable to ICANN.

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- ⦿ Sufficient Continued Operations Instrument (COI) of form and substance agreeable to ICANN.
 - ⦿ Data Escrow Service Provider Agreement with the Assignee stated as the contracting party or a novation of the Data Escrow Agreement.
 - ⦿ Confirmation of current registry operator contacts, and if changes are necessary, provide the first name, last name, position/title, address, phone number, mobile number, fax number, and email address for each of the updated contacts, including the public contact Information for the registry.

Appendix C

Required Documents for Direct Change of Control to New or Existing RO

The purpose of this Appendix is to provide guidance to assist Registry Operators in providing sufficient information so ICANN may process the Change of Control request to a new or existing Registry Operator.

- ⦿ Completed questions in the Naming Services portal case. You can also find additional information at: <https://www.icann.org/resources/change-of-control>.
- ⦿ Proof of the Establishment for a New Registry Operator.
- ⦿ Assignment and Assumption Agreement (AAA) between the current Registry Operator and Assignee, of form and substance agreeable to ICANN.
- ⦿ Sufficient Continued Operations Instrument (COI) of form and substance agreeable to ICANN.
- ⦿ Data Escrow Service Provider Agreement with the Assignee stated as the contracting party or a novation of the Data Escrow Agreement.
- ⦿ Contact information for the proposed Registry Operator: provide the first name, last name, position/title, address, phone number, mobile number, fax number and email address for each contact, including the Public Contact information for the Registry.
- ⦿ If this is a new Registry Operator, please provide responses to the financial questions.

Appendix D

Required Documents for Indirect Change of Control

The purpose of this Appendix is to provide guidance to assist Registry Operators in providing sufficient information so ICANN may process the Change of Control request to a new or existing Registry Operator.

- ⦿ Completed questions in the Naming Services portal case. You can also find additional information at: <https://www.icann.org/resources/change-of-control>.
- ⦿ Proof of the Establishment of any entity that is assuming ownership (only if the entity is less than 1 year old).
- ⦿ Documentation showing the change that occurred such as the company's board resolution, corporate secretary/general counsel certification, regulatory documents or other filings.

 **For more information:** [icann.org/resources/change-of-control](https://www.icann.org/resources/change-of-control)

