



## **The Insider's Guide To Transfers**

***John Sweeting - Senior Director, Registration Services***

***Cathy Clements – Transfer Services Manager***

# Overview

- Transfer Basics
- M&A Transfer Procedure & Tips
- Specified Recipient Transfer Procedure & Tips
- Inter-RIR Transfer Procedures & Tips
- Pre-approval & STLS
- Q&A

# Transfer Basics

Two categories of transfer:

- Merger & Acquisition (M&A)
- Specified Recipient

Both involve changing registration from one organization to another, but otherwise they're very different.

We'll help you understand the difference and complete your transfer as quickly as possible.

# Transfer-related services

- Pre-approval
  - **Allows specified recipients to verify how many IPv4 addresses they can receive**
- Specified Transfer Listing Service (STLS)
  - **Allows validated sources and recipients to view available blocks & approved block sizes to receive from other participants**
- More information will be provided as we go along

# What is an M&A Transfer?

- Involves one organization acquiring the assets (routers, customers, etc) of an organization with resources registered through ARIN
- Approval is based on documentation of the acquisition, not on need
- Covers many transactions beyond mergers & acquisitions

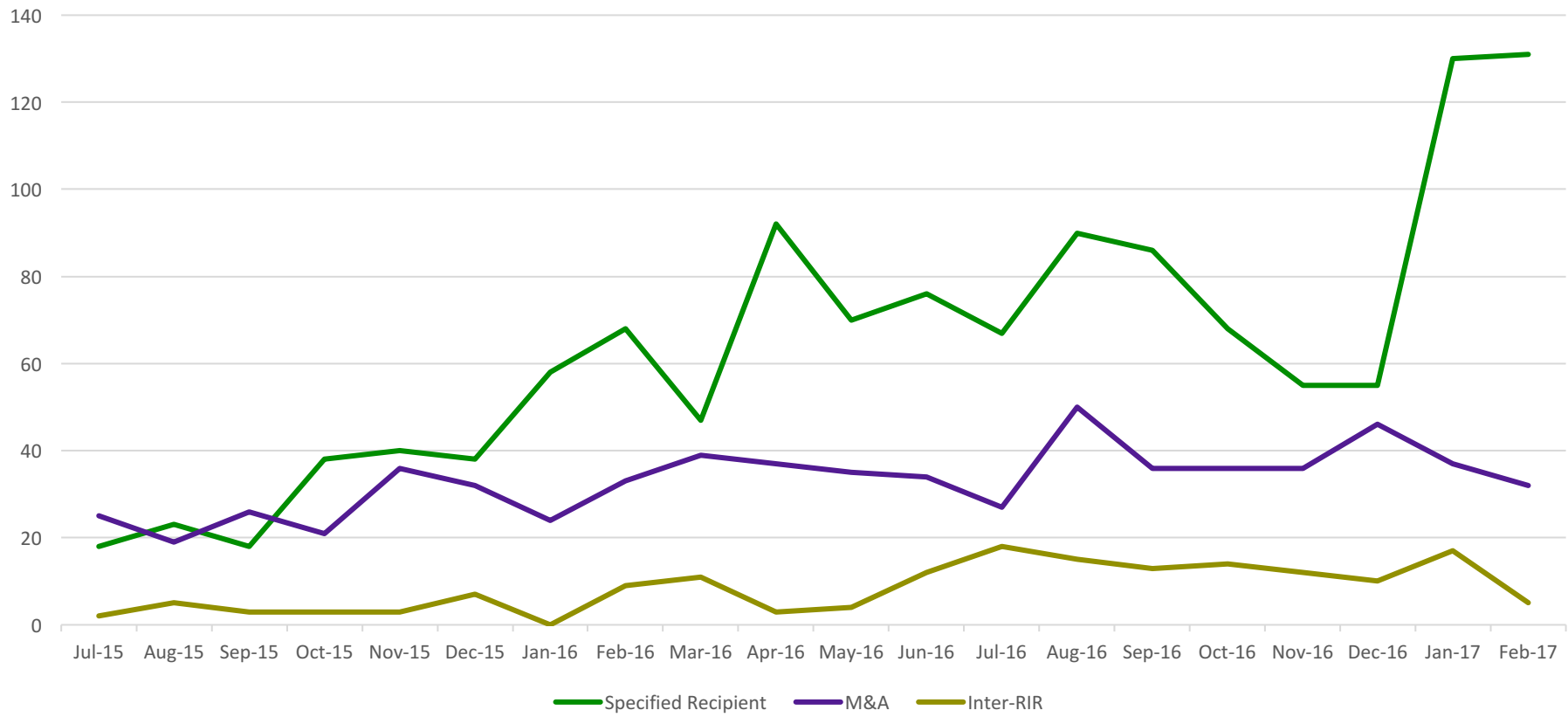
# What is a specified recipient transfer?

- Involves transfer of IPv4 addresses (typically unused) to an organization with demonstrated need
- Includes transfers within the ARIN region plus inter-RIR transfers (currently with APNIC and RIPE)
- Policy details
  - **In-region (8.3) implemented June 2009**
  - **Inter-RIR (8.4) implemented July 2012**

# Who can participate?

- Organizations that have purchased assets from a current ARIN ASN/IPv4 registrant
- Current ARIN IPv4 holders (as a source of addresses)
  - **Either within the region or to RIPE/APNIC**
- Organizations in need of IPv4 addresses
  - **Source can be in-region or from RIPE/APNIC**

# Transfers Completed Per Month





# M&A Transfers Process & Tips

# M&A Transfer Basics

M&A transfers cover many transactions:

- Purchase
- Merger
- Acquisition
- Wholly-owned subsidiary
- Two orgs within a single holding company
- Two orgs with the same ownership

# M&A Transfer Process

- Org receiving resources submits the request
- Pays \$300 Transfer Fee (non-refundable)
- Provides legal documentation showing you acquired the assets that used the IP addresses and/or ASNs
  - **Assets = customers, equipment, etc.**
- Recipient signs Registration Services Agreement (RSA) or Legacy RSA (if applicable)

# What documentation can I provide?

- Asset purchase agreement and bill of sale
- Merger or amalgamation agreement
- U.S Securities and Exchange Commission (SEC) filings
- Annual report for wholly-owned subsidiaries
- If unsure, work with our analysts to find the right documentation

# M&A Transfer – Insider Tips & Tricks

- Be ready to pay the up-front transfer fee
- Know all of the transactions that take us from the source to the recipient
  - **Exact organization names are important**
  - **Include all organizational name changes**
- Gather legal documentation for each transaction
  - **SEC.gov helpful for publically traded companies**
  - **Secretary of State sites may contain legal documentation**

# M&A Transfer – Insider Tips & Tricks

- Press releases are not considered legal documentation
- If any information is sensitive, execute an NDA well before your transfer
  - **As with all things legal, it takes time**
- You may redact financial & any other sensitive information that doesn't relate to the transfer of assets
- Provide schedules/attachments such as:
  - **Included assets**
  - **Excluded assets**
  - **Other exclusions**

# M&A Transfer – Insider Tips & Tricks

- If source organization is still operating, need a notarized acknowledgement from an officer
- Review RSA ahead of your transfer
  - **If your legal folks need a month to review it, make sure that month is before the transfer, not during**
- You will never be required to return space
- If you have any questions, call our help desk
  - **Generally we review & reply-within 2 business days**
  - **If you have a question, better to call & ask it, then provide what's needed**
- Escalated review is available
  - **... but remember that could delay things.**

# 2016 M&A Transfer Stats

- 49 requests per month, 74% completed
- Time To Complete:
  - **Average 70 days, median 53 days**
  - **38% completed in 0-30 days**
  - **21% completed in 30-60 days**
  - **13% completed in 60-90 days**
  - **13% completed in 90-120 days**
  - **15% completed in 120+ days**



# M&A Transfer Q&A



# Specified Recipient Process & Tips

# Specified Recipient Transfer Basics

- Involve both a source and a recipient organization
  - **Both organizations are within the ARIN region**
  - **Both will need to submit a request through ARIN**
- Source: organization releasing resources (typically unused)
- Recipient: organization receiving resources based on demonstrated need
- Can be arranged via broker, ARIN's STLS, or any other method you want to use

# Specified Recipient – Source Process

- Source submits Specified Recipient Source request
- \$300 fee paid prior to review
  - **Waived if source has a Registration Services Plan (RSP)**
- Analyst verifies it meets policy requirements
  - **No dispute regarding status of the resources**
  - **Confirm Org is active/in good standing**
  - **Source hasn't received IPv4 addresses from ARIN or via specified recipient transfer in the past 12 months**
  - **Addresses are not be from a reserved pool (4.4/4.10)**
- Notarized officer acknowledgement

# Specified Recipient (Source) Insider Tips

- Verify the org name is active/in good standing
  - **If not, allow several months to complete merger & acquisition transfer**
- Consider STLS source approval (\$100) to get approval to release block
- Make sure an officer signs acknowledgement

# Specified Recipient Process

- Submit specified recipient request through ARIN
- Provide utilization data for previous ARIN-issued IPv4 address space & ASNs
- Provide data to validate 24 month projected need
  - **Historical IPv4 utilization rate**
  - **New services/markets to be deployed**
  - **Customer growth projections**
- Provide signed officer attestation certifying information provided in the request is accurate

# Specified Recipient Insider Tips

- Get pre-approved for 24-month need (free)
- Submit 8.3 recipient request (even if pre-approved)
- Have basic utilization details
  - **Util % for previous IPv4 blocks**
  - **Organization without direct allocations/assignments qualify for a /24**
  - **For additional blocks or larger than a /24, provide documentation detailing the use of at least 50% of the requested space within 24 months**

# Specified Recipient Insider Tips

- Don't need to qualify for more addresses at the time of the request
  - **Example: You're using 40% of a /16 but are growing rapidly and need space before you run out**
  - **We deduct the difference between 40% and 50% and subtract from your 24-month need**



# Specified Recipients – 2016 Stats

- 68 requests per month, 82% completed
- Time to complete
  - **Average 29 days, median 19 days**
  - **40% completed in 0-2 weeks**
  - **30% completed in 2-4 weeks**
  - **20% completed in 4-8 weeks**
  - **10% completed in 8+ weeks**

# Specified Recipient Q&A



# Inter-RIR Transfers Process & Tips

# Inter-RIR Transfers From ARIN

- Submit Inter-RIR transfer request
- Pay \$300 fee before review
  - **Waived if source has a Registration Services Plan (RSP)**
- Analyst verifies:
  - **Org is active/in good standing**
  - **No disputes as to registration**
- Provide signed officer acknowledgement
- Wait for other RIR to complete review

# Inter-RIR Transfers To ARIN

- Source Org requests transfer through their RIR
- After RIR approves release of the resources, recipient submits Inter-RIR recipient request
- Provide data to validate 24-month projected need
  - **Historical IPv4 utilization rate**
  - **New services/markets to be deployed**
  - **Customer growth projections**
- Provide signed officer attestation certifying information provided in the request is accurate

# Inter-RIR Insider Tips & Tricks

- If receiving space, get pre-approved
- Compile utilization data before your request

# Inter-RIR 2016 Stats

- 13 per month, 80% completed
- Time To Complete
  - **From another RIR: 22 days average**
  - **To another RIR: 42 days average**

# Inter-RIR Transfer Q&A





# Pre-Approval for Recipients

- Optional free service to confirm your 24-month projected need for IPv4 addresses
  - **Same documentation requirements as 8.3 recipient side transfers**
- Used to receive IPv4 addresses via specified or Inter-RIR transfers up to the pre-approved amount
  - **Eliminates the need to re-justify need on each transfer**
  - **Valid for 24 months from the pre-approved date**

# Specified Transfer Listing Service

- Optional fee-based service to facilitate specified recipient and Inter-RIR transfers
  - **Sources** have IPv4 addresses verified as available
  - **Recipients** have a verified need for IPv4 addresses
  - **Facilitators** arrange transfers between parties
- Approved participants can view detailed information for all other participants
- Public summary available on ARIN's Website
  - **Available block sizes**
  - **Number of source Orgs and approved block sizes**
  - **List of facilitators with contact information**

# Other Useful Transfer Information

- ARIN cannot provide detailed information about your source/recipient partner's status
  - **Can provide general status (e.g. “we’re waiting on them to provide additional info”)**
  - **If you need details on what’s required, ask your source/recipient partner**
- If you are on the IPv4 waiting list, you will be removed when you receive IPv4 addresses via specified transfer

# Tips for Faster Transfer Processing

- For Source Side: Ensure all registration information is current and up-to-date
  - **ARIN can help with updating out of date information**
  - **Allows for faster processing when acting as a transfer source**
- For Recipient Side: Obtain pre-approval
  - **Ensures recipient knows their approved block size when seeking a source for IPv4 addresses transfer**
  - **Allows for faster transfer process when you submit your transfer recipient ticket**

# Transfer Customer Support

- Via phone (RSD Help Desk) - 703-227-0660
  - **Phones staffed 7 AM to 7 PM ET M-F**
- Ask ARIN via ARIN Online
- Email ([hostmaster@arin.net](mailto:hostmaster@arin.net))

