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October 6, 2014

**VIA ELECTRONIC MAIL**

Mr. Fadi Chehade, President and CEO, ICANN  
Stephen Crocker – Chair, ICANN Board  
12025 Waterfront Drive  
Suite 300  
Los Angeles, CA 90094-2536

Re: *Reply Comment in Opposition to the GAC Bylaws Proposal*

Dear Messrs. Chehade and Crocker:

General Electric Company (“GE”) submits this Reply Comment in Opposition to ICANN’s Proposal to revise its Bylaws and incorporate a 2/3<sup>rd</sup> vote of the non-conflicted members of the Board in order to act inconsistently with a piece of Governmental Advisory Committee (“GAC”) advice. This would replace the current Bylaws which require a simple majority of the Board (50% + 1) to vote not to follow a piece of advice from the GAC. GE believes that this change will further undercut the multi-stakeholder system and threaten the integrity of the Internet..

Of the over 40 comments submitted on this issue during the first round of comments, it does not appear that a single one of those comments is in support of the proposed Bylaws change. In fact, the vast majority of the comments already submitted vehemently oppose the change.

GE believes that ICANN board of directors is an important check on the interests of the GAC. We have seen evidence of this importance from our perspective as a brandowner. For example, GE has opposed several recent GAC recommendations that we believe assign too much importance to geographic and cultural names compared to trademarks without a valid basis in national or international law to do so. Without a robust structure to support meaningful stakeholder input, GE and other non-governmental stakeholders will no longer have a real voice in ICANN.

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The current proposal would undermine ICANN governance in several important ways.

First, we believe a 2/3<sup>rd</sup> vote requirement will exponentially reduce the effectiveness of the Board to reject GAC advice. Further, ICANN lacks a compelling policy rationale for why a 2/3<sup>rd</sup> vote serves the equities of the varied stakeholder community better than a simple majority vote. Without such a rationale, we believe ICANN risks assigning plenary power to the GAC in contravention of traditional internet governance.

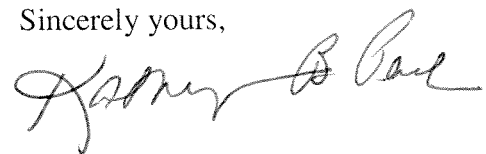
Second, proposed changes to the Nominating Committee would reduce the stake of Commercial Stakeholders, also without a compelling policy rationale. The current proposal would increase the number of GAC seats from one to five (albeit with three votes), and it would also eliminate the dedicated seat for the IPC and reduce the Commercial Stakeholders Group (which includes business interests and ISPs, along with the IPC) from four seats to one.

GE does not disagree that there are certain discrete subjects where it might be appropriate for governments to have an additional say—for instance, issues of security or clear international law. However, ICANN's proposed changes essentially assign veto power to the GAC over every issue presented for consideration. Commercial Stakeholders are not the only group that would be disenfranchised by these changes. All non-governmental stakeholders would be negatively impacted without valid and reasonable justification.

Therefore, we urge ICANN not to revise its Bylaws to provide the GAC tantamount-to-plenary power. Instead, ICANN should consider a measured reduction in the GAC's structural power except as related to issues of the actual security of the Internet or the public at large, or issues where clear international law is involved.

Thank you for your consideration of these comments. If you have any questions or wish to discuss any of the points raised herein, please feel free to contact me at [kathryn.park@ge.com](mailto:kathryn.park@ge.com).

Sincerely yours,

A handwritten signature in black ink, appearing to read "Kathryn B. Park". The signature is fluid and cursive, written over the printed name "Kathryn B. Park".