

**Joint Application for Consent to Transfer Control of
International Section 214 Authority**

**M5 Networks, Inc.
ShoreTel, Inc.**

ATTACHMENT 1
(Streamlined Processing Requested)

M5 Networks, Inc. (FRN No. 0015325558) (“M5” or “Transferor”) and ShoreTel, Inc., (FRN No. 0004265856) (“ShoreTel” or “Transferee” and, collectively with Transferor, the “Parties”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.12 and 63.24 of the Federal Communications Commission’s (“Commission”) rules,¹ hereby jointly request Commission consent to transfer control of the international Section 214 authorization held by M5 to ShoreTel’s wholly owned subsidiary, M5 Networks, LLC (FRN No. 0023291305).

The transfer of control for which the parties seek Commission consent is the result of a merger and reorganization (described below in Section II) by which ShoreTel acquired M5 Networks, Inc.

As explained below, this transaction was consummated on March 23, 2012; the Parties mistakenly failed to either surrender the authorization or seek Commission consent to the transfer at that time.

M5 Networks, LLC has not provided international telecommunications services in reliance on the international Section 214 authorization, and it is unclear why the authorization was originally sought by Transferor. To the Parties’ knowledge, no international telecommunications services were ever provided in reliance on the international Section 214 authorization, and no international telecommunications services were discontinued. The authorization should have been surrendered before the transaction that is the subject of this Application, and has since been surrendered.² The Parties regret their failure to timely surrender the authorization and have received regulatory guidance to ensure compliance with Commission rules going forward.

The pre-transaction and post-transaction organizational structures of the entities are detailed in the organizational charts found in Appendix A. The Applicants seek expedited approval of this transaction. Accordingly, the Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.12 of the Commission’s Rules.³

I. DESCRIPTION OF APPLICANTS

¹ 47 C.F.R. §§ 63.12 and 63.24.

² Letter from Brita D. Strandberg, Counsel to M5 Networks, LLC, to Marlene H. Dortch, Secretary, Federal Communications Commission (July 25, 2017).

³ 47 C.F.R. § 63.12.

A. ShoreTel, Inc.

ShoreTel, Inc. is a publicly traded Delaware corporation (NASDAQ: SHOR) with its principal business address at 960 Stewart Drive Sunnyvale, CA 94085. ShoreTel is a leading provider of business phone systems, hosted and on-site unified communications, and application platform and contact center solutions for business customers.

B. M5 Entities

M5 Networks, Inc. was a privately held Delaware corporation, with its principal business address at 245 West 17th Street, 9th Floor, New York, NY 10011-5383. M5 was a leading provider of hosted unified communications. M5 Networks, Inc. was converted to M5 Networks, LLC, a Delaware limited liability company, as part of the transaction.

M5 Callfinity, Inc. (“Callfinity”) was a Delaware corporation and wholly-owned subsidiary of M5, with its principal business address at 245 West 17th Street, 9th Floor, New York, NY 10011-5383. Callfinity provided hosted call center services.

M5 Geckotech, Inc. (“Geckotech”) was a Delaware corporation and wholly-owned subsidiary of M5, with its principal business address at 245 West 17th Street, 9th Floor, New York, NY 10011-5383. Geckotech provided hosted VoIP services.

M5 Telecom – USA, Inc. (“M5 Telecom”) was a Delaware corporation and wholly-owned subsidiary of M5, with its principal business address at 245 West 17th Street, 9th Floor, New York, NY 10011-5383. M5 Telecom was formed in anticipation of providing communications services to M5 but did not, to the parties’ knowledge, in fact provide any communications services to M5.

Services provided by Callfinity and Geckotech were integrated into services provided by M5 and ultimately into services provided by ShoreTel. Callfinity, Geckotech, and M5 Telecom have each been dissolved and no longer exist. The post-transaction organizational structure reflects these subsidiaries as they had not been dissolved at the time of the transaction.

II. DESCRIPTION OF THE TRANSACTION

On January 31, 2012, ShoreTel and its wholly owned subsidiaries, Mets Acquisition Corp. (“Sub I”) and Mets Acquisition II LLC (“Sub II”), entered into an Agreement and Plan of Reorganization (“Agreement”) with M5 Networks, Inc. and certain interest holders in M5 Networks, Inc. represented by Fortis Advisors LLC as Effective Time Holders’ Agent. Pursuant to the Agreement, the acquisition was accomplished by the merger of Sub I into M5, with M5 surviving the merger as a wholly owned subsidiary of ShoreTel, and, as part of the same overall transaction, the subsequent merger of M5, as the surviving entity of the first merger, into Sub II, with Sub II surviving the second merger as a wholly owned subsidiary of ShoreTel (collectively,

the “Transaction”) under the name⁴ M5 Networks, LLC.⁵ The transaction was consummated on March 23, 2012.

III. PUBLIC INTEREST STATEMENT

The Commission’s approval of the Transaction described herein will serve the public interest, convenience, and necessity. Approval will not excuse the Parties’ failure to timely surrender the subject authorization or seek prior authorization for its transfer, but will provide the Commission with the appropriate opportunity to review the inadvertent transfer.

In addition, approval will not harm the public interest, as, to the Parties’ knowledge, no international telecommunications services have been provided post-consummation of the Transaction in reliance on the international Section 214 authorization at issue, and the authorization has already been surrendered. Thus, the Transaction did not diminish competition in any relevant market. Likewise, the Transaction did not entail any changes to rates, terms, and conditions of service.

The public interest will be served by expeditious consideration and approval of this Joint Application, as expeditious consideration will ensure that the Parties’ error is corrected as promptly as is now possible.

IV. SECTION 63.18 INFORMATION

Information addressing the requirements in Section 63.18 of the Commission’s rules⁶ is set forth below:

- (a) In response to section 63.18(a), the name, address and telephone number of the transferor and transferee are:

Transferor

M5 Networks, Inc.
245 West 17th Street, 9th Floor
New York, NY 10011-5383
Tel: (646) 230-5000
Fax: (646) 230-5001

⁴ M5 Networks, Inc. was converted to M5 Networks, LLC as part of this merger transaction. Under Delaware law, the converted LLC is treated as the same legal person as the corporation from which it was converted.

⁵ More information on the transaction is available at <https://www.sec.gov/Archives/edgar/data/1388133/000119312512036794/d293335d8k.htm> and <https://www.shoretel.com/news/press-releases/shoretel-acquires-hosted-unified-communications-pioneer-m5-networks>.

⁶ 47 C.F.R. § 63.18.

Transferee

M5 Networks, LLC
% ShoreTel, Inc.
960 Stewart Drive
Sunnyvale, CA
94085 Tel: (844)
746-7383
Fax: (408) 331-3333

- (b) In response to section 63.18(b):
ShoreTel, Inc. is a Delaware corporation.
M5 Networks, Inc. was a Delaware corporation.
M5 Networks, LLC is a Delaware limited liability company.

Answer to Question 10 – Sections 63.18(c)-(d)

- (c) In response to section 63.18(c), correspondence concerning this Application should be sent to the following:

Transferor and Transferee

Allen Seto
General Counsel
ShoreTel, Inc.
960 Stewart Drive
Sunnyvale, CA 94085
Tel: (408) 900-1218
aseto@shoretel.com

with a copy to

Brita D. Strandberg
Harris, Wiltshire & Grannis LLP
1919 M Street NW, Eighth Floor
Washington, DC 20036
Tel: (202) 730-1346
bstrandberg@hwglaw.com

- (d) In response to section 63.18(d):

M5 Networks, Inc.'s authorization, granted in IB File No. ITC-214-20090825-00394, provided international section 214 authority to provide resold and facilities-based international switched and private line services between the United States and international points.

Answer to Question 11 – Section 63.18(h)

- (h) In response to section 63.18(h), the names, addresses, citizenship, and principal businesses of any person or entity holding, post-transaction, directly or indirectly, at least ten percent of the equity of the Applicants, or actual control:

As described above and illustrated on the organization chart in Appendix A, upon completion of the Transaction, M5 Networks, Inc., formerly a Delaware Corporation, was converted to M5 Networks, LLC, and became a wholly owned subsidiary of ShoreTel Networks, Inc.

ShoreTel, Inc. is a publicly traded company. Based on a review of Schedule 13G filed with the Securities and Exchange Commission (“SEC”), no current owner holds more than 10% of the outstanding shares of ShoreTel, Inc.

The pre-Transaction and post-Transaction organizational structure of the entities are detailed in the organizational charts found in Appendix A.

Answer to Question 12

Applicants certify that they do not have any interlocking directorates with a foreign carrier.

Answer to Question 13 – Means by which the proposed transfer of control will take place

See Section II above.

Answer to Question 14 – Section 63.18(i)

- (i) Transferee certifies that it is not a foreign carrier and is not affiliated with any foreign carrier.

Answer to Question 15 – Section 63.18(j)

- (j) Transferee certifies that it does not seek to provide international telecommunications services to any destination country where: (i) Transferee is a foreign carrier; (ii) Transferee controls a foreign carrier; (iii) any entity that owns more than 25 percent of Transferee, or that controls Transferee, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Transferee and are parties to, or the beneficiaries

of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

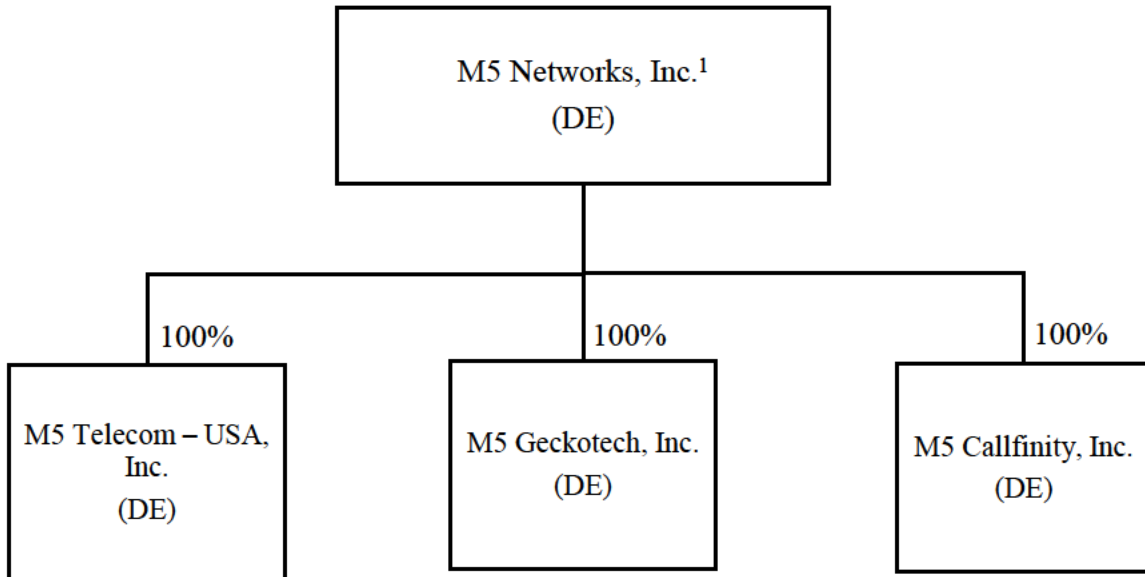
Sections 63.18(k)-(o)

- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into any such agreements in the future.
- (o) Applicants certify that no party to this Application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

Question 20 - Request for Streamlined Treatment

- (p) The Applicants seek streamlined processing of this request for consent to transfer control of the international Section 214 authorization pursuant to 47 C.F.R. § 63.12 because (1) Applicants are not affiliated with any foreign carrier in any destination market; (2) Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services the Applicants seek authority to resell; and (3) Applicants do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

Appendix A
Pre-Transaction Ownership
M5 Networks, Inc.



¹ Subsidiaries not germane to this transaction are excluded.

Pre-Transaction Ownership

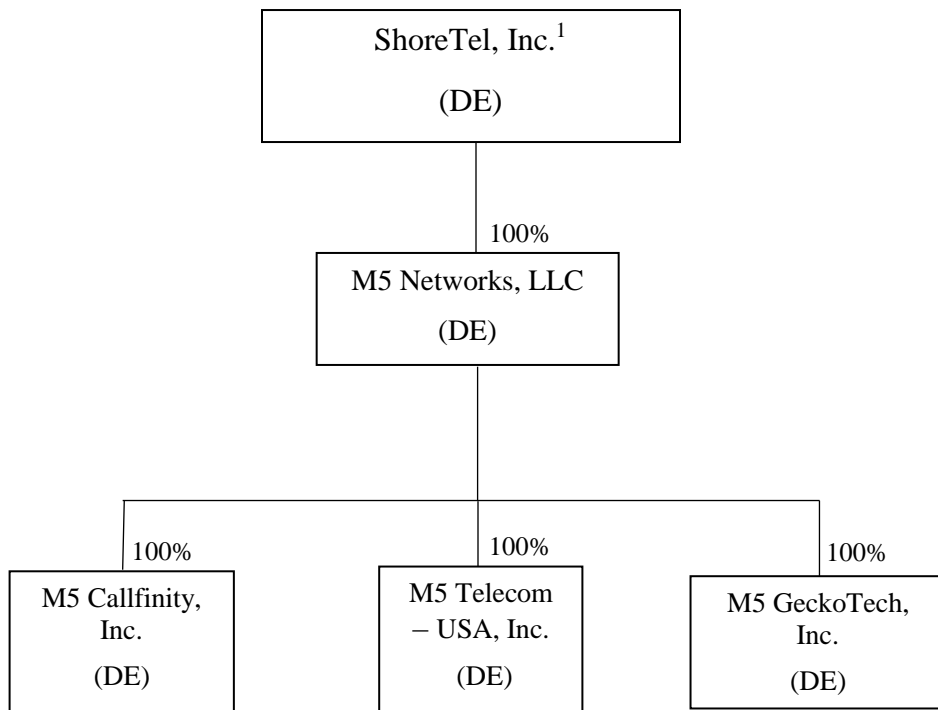
ShoreTel, Inc.

ShoreTel, Inc.¹
(DE)

¹ Subsidiaries not germane to this transaction are excluded.

Post-Transaction Ownership

ShoreTel, Inc.



¹ Subsidiaries not germane to this transaction are excluded.