

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Applications of)	
)	
LogMeIn, Inc.,)	File No. ITC-T/C-_____
Transferor)	
)	
and)	
)	WC Docket No. 19-_____
Logan Parent, LLC, Transferee)	
)	
For Consent to the Transfer of Control of)	
LogMeIn, Inc. Pursuant to Section 214 of)	
the Communications Act of 1934, as)	
Amended)	
)	
)	
)	

JOINT DOMESTIC AND INTERNATIONAL SECTION 214 APPLICATION

LogMeIn, Inc. (“LogMeIn” or “Transferor”) and Logan Parent, LLC¹ (“Logan Parent” or “Transferee,” together with LogMeIn, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04, 63.12, and 63.24 of the Federal Communications Commission’s (“Commission”) rules,² hereby jointly request Commission consent for the transfer of control of LogMeIn from its current shareholders to Logan Parent (the “Proposed Transaction”). LogMeIn is a leading provider of web conferencing and web event platforms and services whose operating subsidiaries hold blanket domestic

¹ Logan Parent, LLC will be converted to Logan Parent, Inc. either immediately before or immediately following the closing of this transaction.

² 47 C.F.R. §§ 63.04, 63.12, and 63.24.

Section 214 authority under Section 63.01 of the Commission's rules and various international Section 214 authorizations.

As described herein, the Proposed Transaction will promote the public interest by providing LogMeIn access to additional capital, which will enhance its ability to deliver high-quality communications and collaboration products and services to small and midsize businesses as well as large enterprise customers.

I. DESCRIPTION OF THE APPLICANTS

A. LogMeIn, Inc.

LogMeIn is a publicly traded corporation organized under the laws of the state of Delaware, and is a leading provider of web conferencing and web event platforms and services. LogMeIn's cloud-based connectivity solutions enable people and companies to connect and communicate with their workplaces, colleagues, customers, and products anywhere, at any time. LogMeIn has four wholly owned subsidiaries that hold telecommunications authorizations:

1. GetGo Communications, LLC

GetGo Communications, LLC ("GetGo Communications"), is a wholly owned, indirect subsidiary of LogMeIn, a limited liability company organized under the laws of Delaware. GetGo Communications holds blanket domestic Section 214 authority and international Section 214 authority granted in FCC File No. ITC-214-20130118-00015 to provide facilities-based service and resale service in accordance with Sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules.³ GetGo Communications also is a competitive local exchange and interexchange carrier authorized to provide intrastate local, intrastate interexchange, and switched access services in the states of California, Florida, Georgia, Illinois, Maryland,

³ 47 C.F.R. §§ 63.18(e)(1), (e)(2).

Massachusetts, New York, and Texas. GetGo Communications Virginia LLC, a Virginia limited liability company, is a wholly owned subsidiary of GetGo Communications and is the certificated entity authorized to provide facilities-based and resold local exchange, interexchange, and access telecommunications services throughout the Commonwealth of Virginia.

2. Grasshopper Group, LLC

Grasshopper Group, LLC (“Grasshopper”), a wholly owned, indirect subsidiary of LogMeIn, is a limited liability company organized under the laws of the Commonwealth of Massachusetts. Grasshopper offers integrated phone service solutions, voicemail processing, and other enhanced services to business end-users. Grasshopper holds blanket domestic Section 214 authority and international Section 214 authority granted in FCC File No. ITC-214-20090916-00417 to provide resale service in accordance with Section 63.18(e)(2) of the Commission’s rules. Grasshopper is authorized to provide competitive resold interexchange long distance telecommunications services pursuant to registration, public service commission order, or on a deregulated basis in the states of Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Illinois, Indiana, Iowa, Kentucky, Louisiana, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, South Carolina, Texas, and Washington.

3. LogMeIn Audio LLC

LogMeIn Audio LLC (“LogMeIn Audio”), a wholly owned, indirect subsidiary of LogMeIn, is a limited liability company organized under the laws of the state of Delaware. LogMeIn Audio’s principal business is providing audio conferencing services throughout the United States. LogMeIn Audio holds blanket domestic Section 214 authority and international

Section 214 authority granted in FCC File No. ITC-214-20090113-00015 to provide resale service in accordance with Section 63.18(e)(2) of the Commission's rules.

4. Jive Communications, Inc.

Jive Communications, Inc. ("Jive"), a wholly owned, indirect subsidiary of LogMeIn, is a corporation organized under the laws of the state of Delaware. Jive provides enterprise-grade hosted VoIP and unified communications to businesses and institutions. Jive also delivers a range of unified communications products, including voice, video, contact center, and mobile applications. Jive holds blanket domestic Section 214 authority and international Section 214 authority granted in FCC File No. ITC-214-20130802-00209 to provide resale service in accordance with Section 63.18(e)(2) of the Commission's rules. Jive is authorized to provide telecommunications services pursuant to registration, public service commission order, or on a deregulated basis in the states of California, Illinois, Indiana, Kentucky, Michigan, Missouri, Nebraska, North Dakota, Oregon, South Carolina, and Wisconsin.

B. Logan Parent, LLC

Logan Parent is a limited liability company organized under the laws of the state of Delaware. Logan Parent does not provide any telecommunications services. Post-closing, Logan Parent will be majority owned and controlled by various private equity funds formed in the Cayman Islands, specifically Francisco Partners V, L.P., Francisco Partners V-A, L.P., and Francisco Partners V-B, L.P. (the "FP V Funds"). The FP V Funds are each ultimately controlled by Francisco Partners GP V Management, LLC ("FP V Management," collectively with the FP V Funds, "Francisco Partners"), control of which is exclusively vested in U.S. citizens. Francisco Partners is a leading private equity company, based in San Francisco, California, that makes strategic investments in companies across multiple technology sectors and brings strategic and operational expertise to the companies in which it invests.

Logan Parent will also be minority owned by various funds formed in the Cayman Islands and Delaware through a yet-to-be-formed Delaware-organized holding company. Specifically, these disclosable funds are Elliott International, L.P., Elliott Logan ICAV,⁴ Elliott Associates, L.P., Elliott Co-Investment B-5 L.P., and Elliott Intermediate Co-Investment II L.P. (the “Elliott Funds”). The Elliott Funds’ voting interests in Logan Parent will ultimately be fully controlled by Elliott Advisors Holdings LLC, control of which is exclusively vested in a U.S. citizen (collectively with the Elliott Funds, “Elliott Management”). Elliott Management, based in New York, New York, provides discretionary investment advice and other services to private investment funds and co-investment commitments. Elliott Management trades in securities across the capital structure and often will take a leading role in event-driven situations to create value or manage risk.

II. DESCRIPTION OF THE PROPOSED TRANSACTION

On December 17, 2019, LogMeIn; Logan Parent; and Logan Merger Sub, Inc., a Delaware corporation and a wholly owned, direct subsidiary of Logan Parent (“Merger Sub”), entered into an agreement pursuant to which Logan Parent will acquire LogMeIn. The acquisition will occur through a merger of Merger Sub, which is a special-purpose subsidiary of Logan Parent, with and into LogMeIn, with LogMeIn as the surviving entity. As a result of the Proposed Transaction, LogMeIn will be a wholly owned, direct subsidiary of Logan Parent. As noted above, LogMeIn operating subsidiaries hold domestic blanket authority by rule and international Section 214 authorizations for the provision of global resold telecommunications

⁴ Elliott Logan ICAV, a wholly owned holding company through which Elliott International, L.P. will hold its interest, may be omitted from the ultimate post-closing structure, but as the entity is a wholly owned subsidiary, its inclusion will have no effect on the ultimate ownership or control of Logan Parent or LogMeIn. *See n.7 infra.*

services, and the Applicants accordingly request Commission consent to the transfer of control of these authorizations to Logan Parent.

The Proposed Transaction for which Applicants seek Commission consent is expected to occur mid-2020, contingent upon LogMeIn shareholder approval and the satisfaction or waiver of other customary closing conditions.

Diagrams of the pre- and post-Proposed Transaction corporate structure of the Applicants are attached hereto as Exhibits A, B, and C, respectively.

III. THE PROPOSED TRANSACTION WILL PROMOTE THE PUBLIC INTEREST

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after balancing the potential benefits and harms, doing so would serve the public interest, convenience, and necessity.⁵ The Proposed Transaction easily satisfies this legal standard.

First, the Proposed Transaction will provide LogMeIn access to capital from new funding sources by substituting new equity investors for its existing public shareholders. These private equity investors' substantial financial resources will enable LogMeIn, through its various operating subsidiaries, to continue to provide innovative communications and collaboration products and services to customers. Moreover, the strong financial position of Logan Parent's investors is expected to strengthen LogMeIn's ability to enhance and expand its offerings. The Proposed Transaction thus will serve the public interest by ensuring that LogMeIn has the resources necessary to continue delivering high-quality services to small and midsize businesses as well as large enterprise customers.

⁵ 47 U.S.C. § 214.

Second, the Proposed Transaction will supplement LogMeIn's existing management team with the managerial capabilities and resources of Logan Parent and its owners. This infusion of additional expertise will help steer the company toward a long-term growth strategy for its core business and new innovation as the marketplace for Unified Communications and Collaboration and software solutions evolves.

Third, while the Proposed Transaction will maintain and enhance LogMeIn's capabilities, it will not cause any diminution in competition. In particular, the Proposed Transaction will not eliminate any telecommunications service provider. Moreover, neither Logan Parent nor its owners provide any competing telecommunications service or hold an attributable interest in any domestic provider of telecommunications services. Therefore, the Proposed Transaction does not pose any threat of anticompetitive effects in connection with any telecommunications service. To the contrary, by enabling LogMeIn to continue delivering its high-quality services and to enhance competition with other providers, the Proposed Transaction will be pro-competitive.

Fourth, because the proposed change in ownership will occur at the investor level, the Proposed Transaction will be entirely seamless with respect to consumers. LogMeIn will continue to provide high-quality communications and collaboration products and services to customers without interruption, and Logan Parent has no plans to discontinue any existing services or to implement any changes in rates, terms, or conditions in connection with the Proposed Transaction.

In sum, the Proposed Transaction will serve the public interest by preserving and enhancing LogMeIn's strengths without posing any threat of anticompetitive effects or other

public interest harms, and it will be entirely transparent to consumers. The Commission therefore should approve the proposed transfers of control.

IV. INFORMATION REQUIRED BY SECTION 63.24 OF THE COMMISSION'S RULES

In accordance with Section 63.24(e)(2) of the Commission's rules, the Applicants submit the following information requested in Section 63.18(a) – (d) and (h) – (p):

(a) Name, address and telephone number of each Applicant:

Transferor

LogMeIn, Inc.
320 Summer Street
Boston, MA 02210
Tel: (781) 638-9050

Transferee

Logan Parent, LLC
c/o Francisco Partners V, L.P.
One Letterman Drive
Building C—Suite 410
San Francisco, California 94129
Tel: (415) 418-2900

(b) Jurisdiction under which Applicants are organized:

LogMeIn is a corporation organized under the laws of the state of Delaware. Logan Parent is a limited liability company organized under the laws of the state of Delaware.

(c) Correspondence concerning this Application should be addressed to:

Transferor

Michael Donahue
SVP, General Counsel & Secretary
LogMeIn, Inc.
320 Summer Street
Boston, MA 02210
Tel: (781) 638-9094
Michael.Donahue@logmein.com

with a copy to

Matthew A. Brill
Elizabeth R. Park
Michael Herman
LATHAM & WATKINS LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004
Tel: (202) 637-2200
Matthew.Brill@lw.com
Elizabeth.Park@lw.com
Michael.Herman@lw.com

Transferee

Andrew Kowal
Brian Decker
Christine Wang
Logan Parent, LLC
c/o Francisco Partners V, L.P.
One Letterman Drive
Building C—Suite 410
San Francisco, California 94129
Tel: (415) 418-2900
kowal@franciscopartners.com
decker@franciscopartners.com
christine@franciscopartners.com

with copies to

Sherrese Smith
Andrew Erber
PAUL HASTINGS LLP
875 15th Street, NW
Washington, DC 20005
Tel: (202) 551-1700
sherresesmith@paulhastings.com
andrewerber@paulhastings.com

and

Samuel L. Feder
Luke C. Platzter
David M. Didion
JENNER & BLOCK LLP
1099 New York Avenue, NW
Suite 900
Washington, DC 20001
Tel: (202) 639-6000
SFeder@jenner.com
LPlatzer@jenner.com
DDidion@jenner.com

(d) Existing Section 214 authority:

Transferee: LogMeIn does not itself hold any Section 214 authority, but the following wholly owned subsidiaries of LogMeIn hold Section 214 authority:

GetGo Communications holds international Section 214 authority granted in FCC File No. ITC-214-2013118-00015 to provide facilities-based service and resale service in accordance with sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules.

LogMeIn Audio holds international Section 214 authority granted in FCC File No. ITC-214-20090113-00015 to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules.

Grasshopper holds international Section 214 authority granted in FCC File No. ITC-214-20090916-00417 to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules.

Jive holds international 214 authority granted in FCC File No. ITC-214-20130802-00209 to provide resale service in accordance with Section 63.18(e)(2) of the Commission's rules.

(h) Name, address, citizenship, and principal business of owners with 10% or greater direct or indirect ownership interest:

Transferor:

LogMeIn is a publicly traded company and its shares are widely held. Based on a review of Schedule 13G filed with the SEC, the following entity currently owns or controls 10% or more of LogMeIn:

Name:	ArrowMark Colorado Holdings, LLC
Address:	100 Fillmore Street, Suite 325
City, State, Zip:	Denver, CO 80206
Citizenship:	Delaware
Principal Business:	Investment management
Percentage of Ownership:	10.07%

There are no interlocking directorates with a foreign carrier.

Transferee:

The following entities hold, directly or indirectly, a ten percent (10%) or greater equity interest in Logan Parent:

Name: LMI Parent, LLC (“LMI Parent”)
Address: c/o Francisco Partners V, L.P.
One Letterman Drive
Building C—Suite 410
City, State, Zip: San Francisco, California 94129
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Percentage of Ownership: 100% (directly in Logan Parent)

Name: LMI Holding, L.P (“LMI Holding”)
Address: c/o Francisco Partners V, L.P.
One Letterman Drive
Building C—Suite 410
City, State, Zip: San Francisco, California 94129
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Percentage of Ownership: 100% (directly in LMI Parent)

Name: LMI GP, Inc. (“LMI GP”)
Address: c/o Francisco Partners V, L.P.
One Letterman Drive
Building C—Suite 410
City, State, Zip: San Francisco, California 94129
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Percentage of Ownership: 100% voting (directly in LMI Holding)

Upon completion of the Transaction, the FP V Funds, collectively, and the Elliott Funds will own or control a ten percent (10%) or greater indirect interest in LogMeIn.

Name: Francisco Partners V, L.P.
Address: One Letterman Drive
Building C—Suite 410
City, State, Zip: San Francisco, California 94129
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage of Ownership: 31.73% (indirectly in Logan Parent)

Name: Francisco Partners V-A, L.P.
Address: One Letterman Drive
Building C—Suite 410
City, State, Zip: San Francisco, California 94129
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage of Ownership: 14.80% (indirectly in Logan Parent)

Name: Francisco Partners V-B, L.P.
Address: One Letterman Drive
Building C—Suite 410
City, State, Zip: San Francisco, California 94129
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage of Ownership: 4.47% (indirectly in Logan Parent)

Name: Elliott Logan Aggregator LP⁶
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Delaware
Principal Business: Holding Company
Percentage of Ownership: 49.00% (indirectly in Logan Parent)

Name: Elliott International, L.P.
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage of Ownership: 22.77% (indirectly in Logan Parent)

Name: Elliott Logan ICAV⁷
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Ireland
Principal Business: Investment Activities
Percentage of Ownership: 22.77% (indirectly in Logan Parent)

⁶ This entity is to be formed prior to closing, and its final name may vary. Applicants will notify the Commission of the final entity name following closing.

⁷ The final structure between Elliott Logan Aggregator LP and the Elliott Funds is not fully established, and Elliott Logan ICAV, a wholly owned holding company through which Elliott International, L.P. would hold its interest in Elliott Logan Aggregator LP, may ultimately be

Name: Elliott Associates, L.P.
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: 10.23% (indirectly in Logan Parent)

Name: Elliott Intermediate Co-Investment II L.P.
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage of Ownership: 11.10% (indirectly in Logan Parent)

Name: Elliott Co-Investment B-5 L.P.
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage of Ownership: 11.10% (indirectly in Logan Parent)

The equity in the FP V Funds is held through passive limited partnership interests held by various investors, including individuals, trusts, institutions, and business entities. None of the limited partners of the FP V Funds will own or control a ten percent (10%) or greater direct or indirect interest in Logan Parent through their investments in one or more of the FP V Funds. Control of the FP V Funds is vested in the following entities and individuals.

omitted in the final post-closing structure. Omission or inclusion of this intermediate holding company, however, would not impact the ultimate ownership or control. Applicants request that the Commission authorize this transaction with or without the addition of this wholly owned holding company. Applicants will notify the Commission of the final ownership structure immediately following closing.

Name: Francisco Partners GP V, L.P. (“FP GP V”)
Address: One Letterman Drive
Building C—Suite 410
City, State, Zip: San Francisco, California 94129
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage of Ownership: As sole general partner of each of the FP V Funds, FP GP V indirectly controls a 51% voting interest in Logan Parent. FP GP V has no indirect equity interest in Logan Parent.

Name: Francisco Partners GP V Management, LLC (“FP V Management”)
Address: One Letterman Drive
Building C—Suite 410
City, State, Zip: San Francisco, California 94129
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage of Ownership: As sole general partner of FP GP V, FP V Management indirectly controls a 51% voting interest in Logan Parent. FP V Management has no indirect equity interest in Logan Parent.

The membership interests of FP V Management are equally distributed among fourteen individuals, none of whom has a 10% or greater equity interest in Logan Parent. The management of FP V Management is vested exclusively in the following individuals:

Name: Dipanjan Deb
Address: One Letterman Drive
Building C—Suite 410
City, State, Zip: San Francisco, California 94129
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage of Ownership: As a manager of FP V Management, Mr. Deb indirectly controls a 51% voting interest in Logan Parent. Mr. Deb holds a 7.14% equity interest in FP V Management, but has no indirect equity interest in Logan Parent.

Name: Thomas Ludwig
Address: One Letterman Drive
Building C—Suite 410
City, State, Zip: San Francisco, California 94129
Citizenship: Cayman Islands
Principal Business: Investment Activities
Percentage of Ownership: As a manager of FP V Management, Mr. Ludwig indirectly controls a 51% voting interest in Logan Parent. Mr. Ludwig holds a 7.14% equity interest in FP V Management, but has no indirect equity interest in Logan Parent.

The equity in the Elliott Funds is held by various investors with no individual investor holding a 10% or greater equity interest in Logan Parent through their investment in the Elliott Funds. Control of the Elliott Funds is vested in the following entities and individuals:

Name: Elliott Logan GP LLC⁸
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: Elliott Logan GP LLC will indirectly control a 49% voting interest in Logan Parent via its 100% voting interest in Elliott Logan Aggregator L.P. Elliott Logan GP LLC will hold no equity interest in Logan Parent.

Name: Elliott Advisors Holdings LLC
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: Elliott Advisors Holdings LLC will indirectly control a 49% voting interest in Logan Parent through its control over Elliott Logan GP LLC. Elliott Advisors Holdings LLC will hold no equity interest in Logan Parent.

⁸ This entity is to be formed prior to closing, and its final name may vary. Applicants will notify the Commission of the final entity name following closing.

Name: Paul Singer
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: USA
Principal Business: Investment Activities
Percentage of Ownership: Mr. Singer will indirectly control a 49% voting interest in Logan Parent via his control over Elliott Advisors Holdings LLC.

To Logan Parent's knowledge, no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in LogMeIn through Logan Parent.

Logan Parent does not have any interlocking directorates with a foreign carrier.

(i) Foreign carrier certification:

Logan Parent certifies that it is not a foreign carrier and is not affiliated with any foreign carrier. LogMeIn has the following foreign carrier affiliates (referred to collectively as the "Foreign Carriers"):

LogMeIn holds a 100 percent indirect interest in LogMeIn Technology Canada, Ltd., which is a reseller of telecommunications services in Canada.

LogMeIn indirectly holds a 100 percent interest in Jive Communications Mexico S.A. de R.L. de C.V., which is a reseller of telecommunications in Mexico.

LogMeIn indirectly holds a 100 percent indirect interest in Jive Telecomunicações do Brasil Ltda., which holds a license to provide Multimedia Communication Services in Brazil authorizing the provision of telecommunications and Internet services.

(j) Destination country certification:

Logan Parent, as Transferee, certifies that it does not seek to provide international telecommunications services to any destination country where: (i) Transferee is a foreign carrier; (ii) any entity that owns more than 25 percent of Transferee, or that controls Transferee, controls a foreign carrier in that country; or (iii) 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.

Because Logan Parent will control the Foreign Carriers upon the consummation of the Proposed Transaction, Logan Parent (through its affiliates that hold international Section 214 authority) seeks to provide international telecommunications services to Canada, Mexico and Brazil, where it will control a foreign carrier.⁹

(k) Demonstration regarding market power for countries that are not WTO members:

Canada, Mexico and Brazil are each members of the World Trade Organization. In addition, as discussed below, the Foreign Carriers lack market power on the Canadian, Mexican, and Brazilian routes.

(l): This requirement has been deleted from the rules.

(m): Regulation as a non-dominant provider:

Logan Parent requests that, upon the consummation of the Proposed Transaction, its U.S. carrier affiliates (GetGo Communications, LogMeIn Audio, and Grasshopper) be regulated as non-dominant providers on the routes between the U.S. and Canada, Mexico, and Brazil, respectively. Each of the Foreign Carriers has significantly less than a 50 percent market share in the international transport and the local access markets on the foreign end of each of these routes.¹⁰ The Foreign Carriers only provide services on a resale basis using the services of non-affiliated carriers in those jurisdictions, and do not themselves own transport or local access facilities. Therefore, the Foreign Carriers lack market power on the routes between the U.S. and Canada, Mexico, and Brazil, respectively.

⁹ 47 C.F.R. § 63.18(j)(2).

¹⁰ *Id.* § 63.10(a)(3).

(n) Special concessions from foreign carriers:

Each of the Applicants 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) Certification regarding Section 5301 of Anti-Drug Abuse Act of 1988:

The 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.

V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES

Pursuant to Section 63.04(b) of the Commission's rules for joint domestic/international Section 214 applications, the Applicants provide the information described in Section 63.04(a)(6) through (a)(12):

(6) Description of the Transaction:

The Proposed Transaction is described in Section II, above.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and the services provided in each area:

The respective services and operating areas of LogMeIn (and its affiliate) and Logan Parent are as described in Section I above.

(8) Other Commission applications related to the Proposed Transaction:

The parties are filing an application with the Wireless Telecommunications Bureau in connection with a business radio license held by LogMeIn Inc.

(9) Imminent business failure conditions:

No party is requesting special consideration because it is facing imminent business failure.

(10) Waiver requests sought in connection with the Proposed Transaction:

Not applicable.

(11) Public interest statement:

Consummation of the Proposed Transaction will serve the public interest, convenience, and necessity for the reasons detailed in Section III, above.

VI. CONCLUSION

For the foregoing reasons, Commission approval of this Section 214 Application will serve the public interest, convenience and necessity. Accordingly, the Applicants respectfully requests that the Commission grant the Application as expeditiously as possible.

Respectfully submitted,

LogMeIn, Inc.

Logan Parent, LLC

/s/

/s/

Matthew A. Brill
Elizabeth R. Park
Michael H. Herman
LATHAM & WATKINS LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004

Samuel L. Feder
Luke C. Platzer
David M. Didion
JENNER & BLOCK LLP
1099 New York Avenue, NW
Suite 900
Washington, DC 20001

Counsel for LogMeIn, Inc.

Sherrese Smith
Andrew Erber
PAUL HASTINGS LLP
875 15th Street, NW
Washington, DC 20005

Counsel for Logan Parent, LLC

EXHIBIT A
PRE-TRANSACTION STRUCTURE

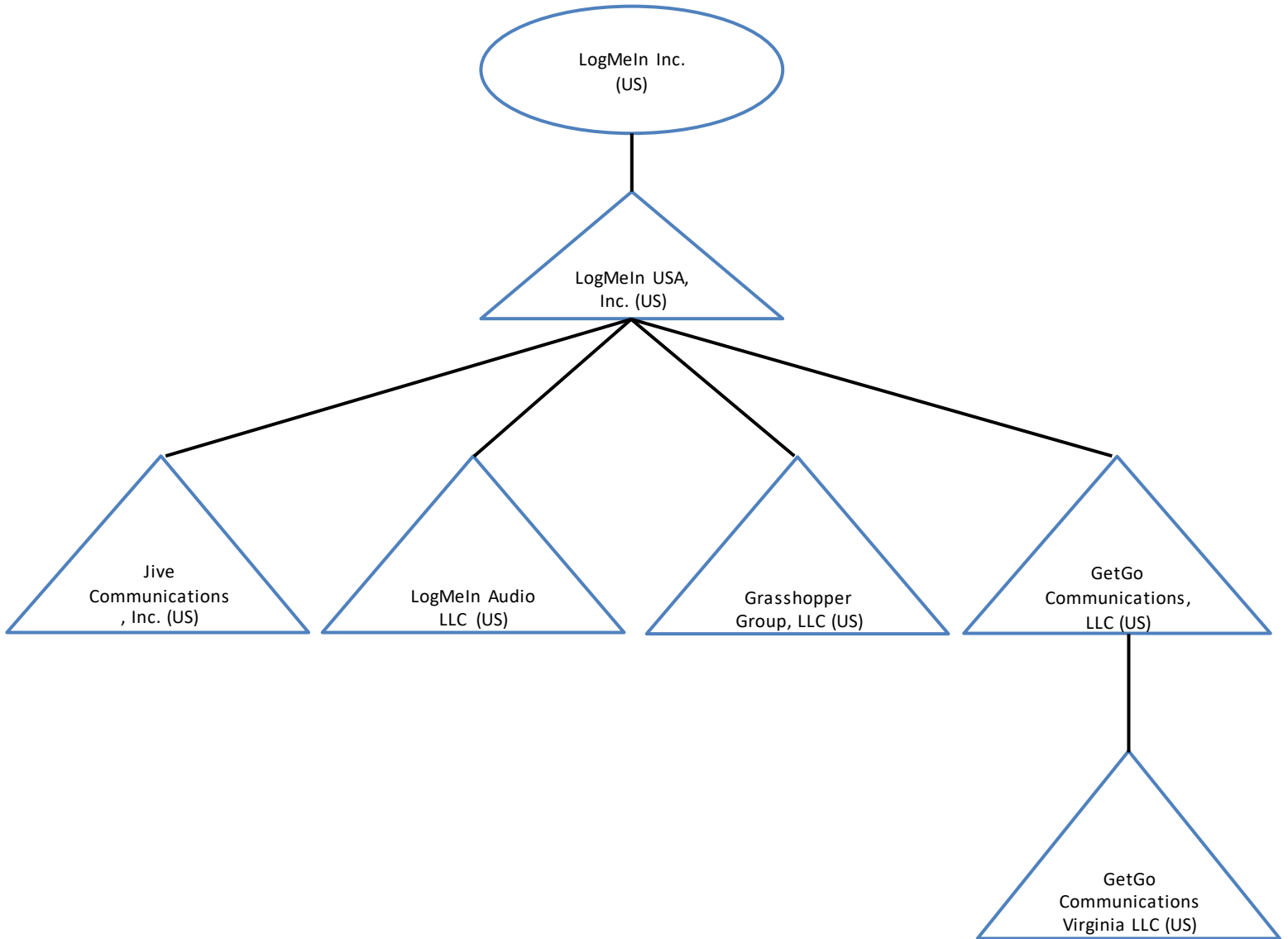
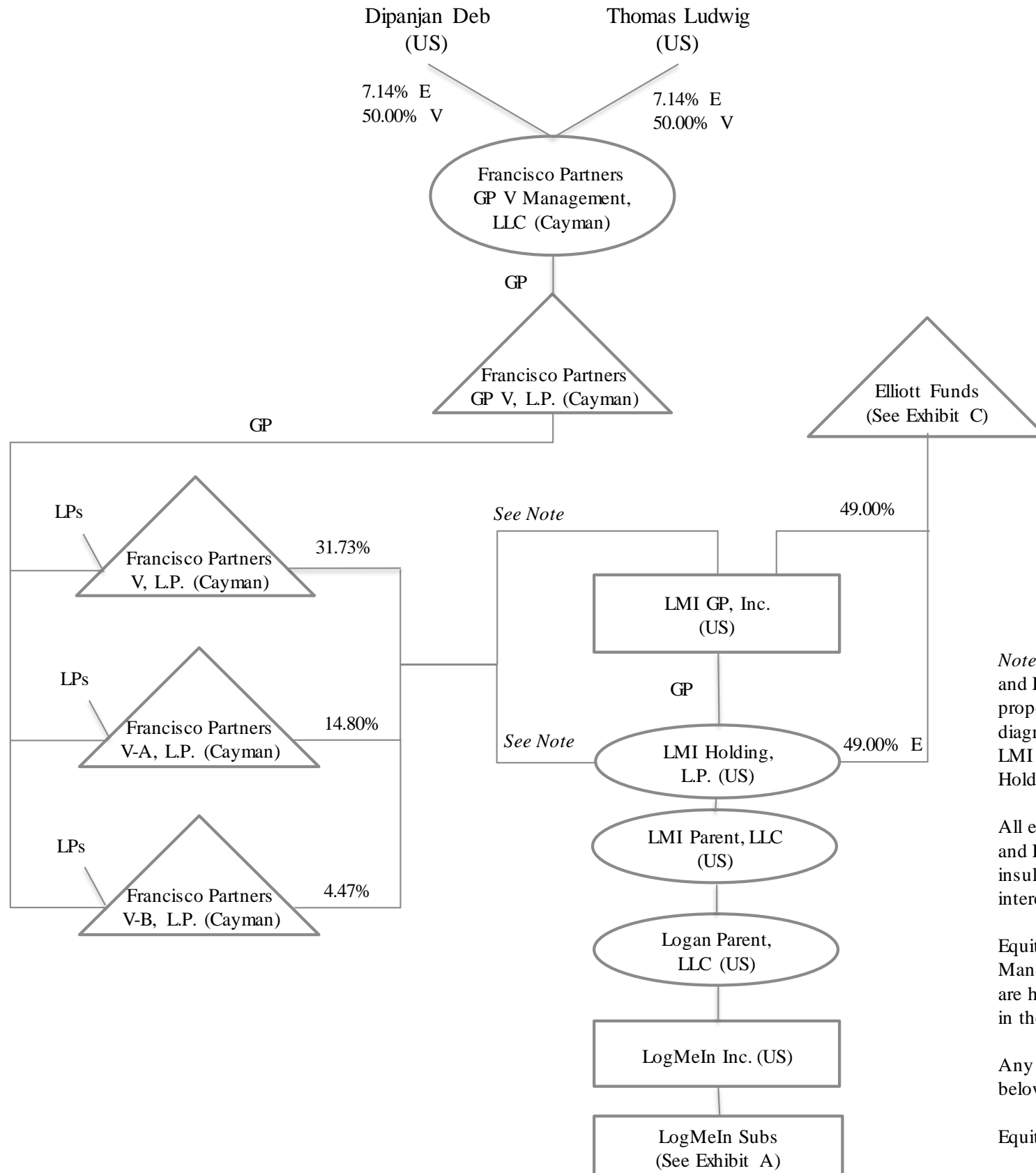


EXHIBIT B – FRANCISCO PARTNERS POST-TRANSACTION STRUCTURE



Note: Interests held by Francisco Partners V, L.P., Francisco Partners V-A, L.P., and Francisco Partners V-B, L.P. in LMI GP, Inc. and LMI Holding, L.P. are held proportionally in both entities according to the percentages indicated in the diagram. These interests represent voting and equity in LMI GP, Inc. and equity in LMI Holding, L.P. (insofar as LMI GP, Inc. serves as the general partner for LMI Holding, L.P.).

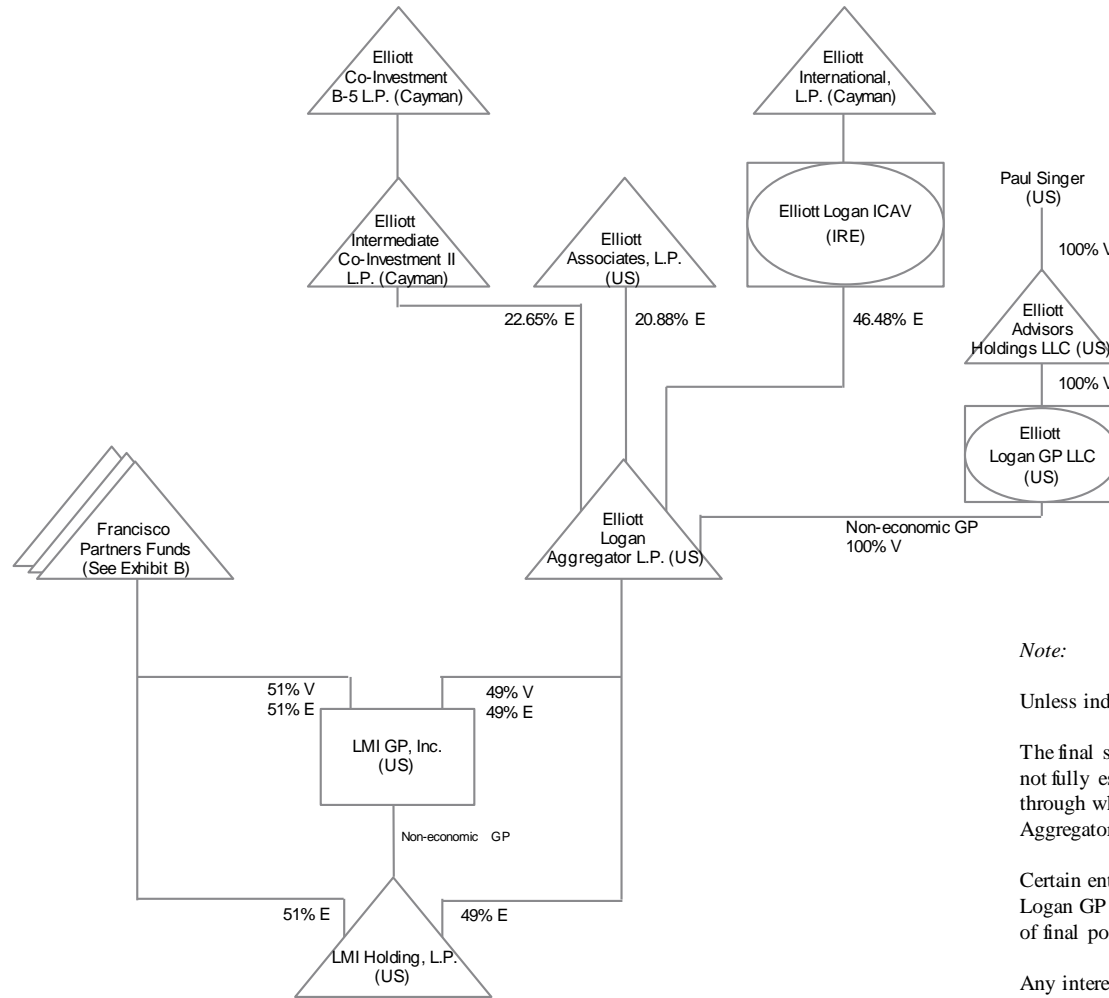
All equity interests in Francisco Partners V, L.P., Francisco Partners V-A, L.P., and Francisco Partners V-B, L.P. are held by limited partners who are fully insulated in accordance with FCC rules, none of whom hold a 10% or greater interest in the FCC licensees.

Equity interests in Francisco Partners GP V, L.P. and Francisco Partners GP V Management, LLC (other than those held by Dipanjan Deb and Thomas Ludwig) are held by twelve other individuals, none of whom hold a 10% or greater interest in the FCC licensees.

Any interests not disclosed in this chart represent equity and/or voting interests below 10% in the FCC licensees.

Equity and voting interests are equal unless indicated otherwise.

**EXHIBIT C
ELLIOTT MANAGEMENT POST-TRANSACTION STRUCTURE**



Note:

Unless indicated otherwise, economic ownership is 100 percent.

The final structure between Elliott Logan Aggregator LP and the Elliott Funds is not fully established, and Elliott Logan ICAV, a wholly owned holding company through which Elliott International, L.P. would hold its interest in Elliott Logan Aggregator LP, may ultimately be omitted in the final post-closing structure.

Certain entities depicted, including Elliott Logan Aggregator L.P. and Elliott Logan GP LLC, have not yet been formed and will be formed prior to formation of final post-closing structure.

Any interests not disclosed in this chart represent equity and/or voting interests below 10% in the FCC licensees.

VERIFICATION

I, Andrew Kowal, state that I am the President of Logan Parent, LLC; that I am authorized to make this Verification on behalf of Logan Parent, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Logan Parent, LLC, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30th day of December 2019.

A handwritten signature in blue ink, appearing to read 'AKL', is written above a horizontal line.

Andrew Kowal
President
Logan Parent, LLC

VERIFICATION

I, Michael Donahue, state that I am the Senior Vice President, General Counsel and Secretary of LogMeIn, Inc.; that I am authorized to make this Verification on behalf of LogMeIn Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding LogMeIn, Inc., are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30th day of December 2019.



Name: Michael Donahue
Title: Senior Vice President, General Counsel and
Secretary
LogMeIn, Inc.