

September 23, 2020

VIA ELECTRONIC FILING

Mark Johnson
Executive Director
Washington Utilities and Transportation Commission
PO Box 47250
Olympia, WA 98504-7250

Received
Records Management
09/23/20 13:51
State Of WASH.
UTIL. AND TRANSP.
COMMISSION

Re: Notification of Transfer of Control of Grasshopper Group, LLC to Logan Parent, LLC.

Dear Mr. Johnson,

Logan Parent, LLC ("Logan Parent"), LogMeIn, Inc. ("LogMeIn"), and Grasshopper Group, LLC ("Grasshopper") (collectively, the "Parties"), by undersigned counsel, hereby notify the Washington Utilities and Transportation Commission ("Commission"), of the transfer of control of Grasshopper to Logan Parent ("Transaction"), which was completed on August 31, 2020.

It is the Parties' understanding that formal Commission approval of the Transaction is not required. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

I. FCC APPLICATION

The Parties provide notice to the Commission that they submitted an application with the Federal Communications Commission ("FCC") to request approval for the transfer of control of the domestic and international Section 214 authorizations held by LogMeIn subsidiaries, including Grasshopper. The FCC approved the transfer of control of the LogMeIn subsidiaries' domestic 214 authorization on July 16, 2020 and their international 214 authorization on July 17, 2020. Copies of the FCC's approvals are available at: Domestic Approval <https://docs.fcc.gov/public/attachments/DA-20-752A1.pdf>; International Approval <https://docs.fcc.gov/public/attachments/DA-20-780A1.pdf>.

II. DESCRIPTION OF THE PARTIES

A. Logan Parent, LLC

Logan Parent is a limited liability company organized under the laws of the State of Delaware. Its address is c/o Francisco Partners V, L.P., One Letterman Drive, Building C—Suite 410, San Francisco, California 94129. Logan Parent was established for the purpose of carrying out the Transaction and does not directly carry out any operations. Logan Parent is 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”). 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 is also minority owned by various entities formed in the Cayman Islands and Delaware (the “Elliott Entities”). Elliott Management Corporation and its affiliated advisory entities will hold ultimate indirect voting control of the interests held by the Elliott Entities. Elliott Management Corporation, based in New York, New York, provides discretionary investment advice and other services to private investment funds and co-investment commitments. Elliott Management Corporation is a leading investment management firm that trades in securities across the capital structure and often will take a leading role in event-driven situations to create value or manage risk.

B. LogMeIn, Inc.

LogMeIn is a privately held corporation organized under the laws of the State of Delaware. Its address is 320 Summer Street, Boston, Massachusetts 02210. LogMeIn 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’s wholly owned subsidiary, Grasshopper, provides telecommunications services in Washington, as described below.

C. Grasshopper Group, LLC

Grasshopper is a limited liability company organized under the laws of the Commonwealth of Massachusetts. Its address is 320 Summer Street, Boston, Massachusetts 02210. Grasshopper was authorized to provide competitive telecommunications services within the State of Washington effective December 12, 2009 in Docket UT-091779. Grasshopper is registered with the FCC to provide interstate telecommunications services (FCC Filer ID No. 827977), and was granted international Section 214 authority in FCC File No. ITC-214-20090916-00417 on October 15, 2009. Grasshopper is also authorized to provide competitive resold interexchange long distance telecommunications services pursuant to registration or public service commission order 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, and Texas.

III. DESCRIPTION OF THE TRANSACTION

On December 17, 2019, LogMeIn, Logan Parent, and Merger Sub, a Delaware corporation and a wholly owned, direct subsidiary of Logan Parent, entered into an agreement pursuant to which Logan Parent acquired LogMeIn. The Parties completed the Transaction on August 31, 2020. As a result of the Transaction, LogMeIn became a wholly owned, direct subsidiary of Logan Parent.

Ownership of Logan Parent is disbursed among various private equity fund limited partnerships, none of which individually hold controlling interests in Logan Parent. The majority of these interests are ultimately controlled by Francisco Partners, 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 is also minority owned and controlled by various investment vehicles ultimately managed by Elliott Management Corporation—a leading investment management firm based in New York, New York, which provides

discretionary investment advice and other services to private investment funds and co-investment commitments—or its affiliated advisory entities.

Diagrams of the pre- and post-Transaction corporate structures of the Parties are attached hereto as Exhibit A and Exhibit B.

In addition to FCC approval, the Parties sought and obtained approval of the Transaction from the state public utility commissions in California, Georgia, Hawaii, Indiana, Louisiana, Maryland, Mississippi, New Jersey, New York, Pennsylvania, Texas, and Virginia. LogMeIn, through its subsidiaries, provides, and will continue to provide, high-quality public utility telecommunications services to Washington customers without interruption, and without any resulting changes in rates, terms, or conditions of service. Thus, the Transaction is entirely transparent to consumers.

IV. CONTACT INFORMATION

Correspondence concerning this filing should be sent to the following:

For Logan Parent:

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V. CONCLUSION

The Parties respectfully advise the Commission of their participation in the Transaction as described above. Please date stamp the enclosed extra copy of this filing and return it in the attached self-addressed envelope.

If there are any questions regarding this filing, please do not hesitate to contact the undersigned directly.

Respectfully submitted,



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List of Exhibits

Exhibit A – Pre-Transaction Ownership Structure

Exhibit B – Post-Transaction Ownership Structure

Exhibit A

Pre-Transaction Ownership Structure

EXHIBIT A – PRE-TRANSACTION STRUCTURE

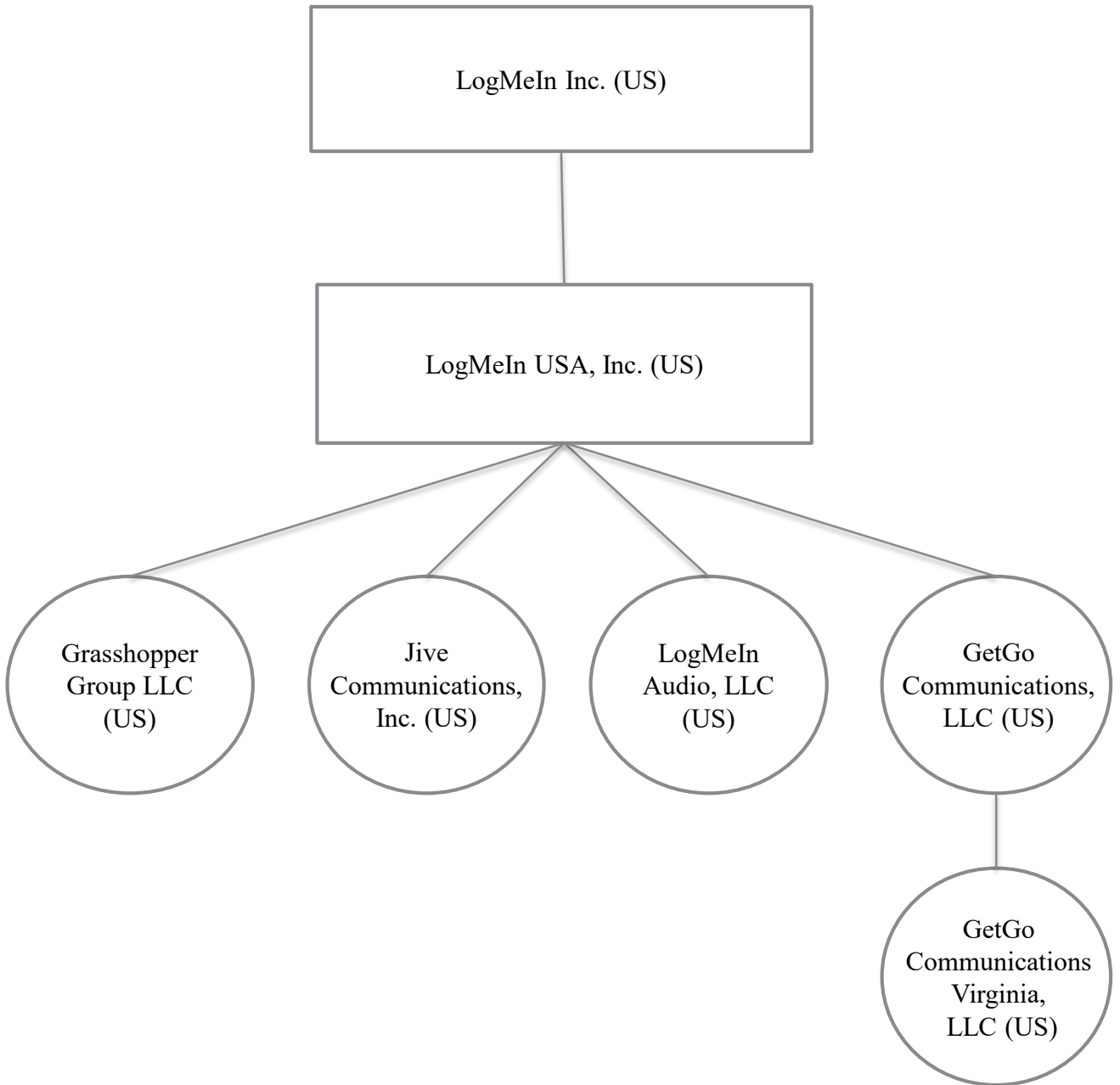


Exhibit B

Post-Transaction Ownership Structure

EXHIBIT B – POST-TRANSACTION STRUCTURE

