

February 3, 2020

VIA OVERNIGHT COURIER

Ms. Gwen R. Pinson, Executive Director
Kentucky Public Service Commission
PO Box 615
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

RECEIVED

FEB 05 2020

PUBLIC SERVICE
COMMISSION

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

Dear Ms. Pinson,

Logan Parent, LLC ("Logan Parent"),¹ LogMeIn, Inc. ("LogMeIn"), and Grasshopper Group, LLC ("Grasshopper") (collectively, the "Parties"), by undersigned counsel, hereby notify the Kentucky Public Service Commission ("Commission"), of the planned transfer of control of Grasshopper to Logan Parent ("Planned Transaction").

It is the Parties' understanding that formal Commission approval of the Planned 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 have 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. A copy of the Parties' joint application may be found online at the FCC's website at: <https://ecfsapi.fcc.gov/file/1230016627778/LogMeIn%20-%20Joint%20214%20Application.pdf>. The Parties will provide copies of the FCC's Public Notices approving the transfers of control upon closing.

II. DESCRIPTION OF THE APPLICANTS

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 Planned Transaction and does not directly carry out any operations. Post-closing, Logan Parent will be majority owned and controlled by various private equity funds formed in the Cayman Islands, specifically Francisco Partners

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

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 will also be minority owned by various entities formed in the Cayman Islands and Delaware through a yet-to-be-formed Delaware-organized holding company (collectively, 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 publicly traded 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 in Kentucky, as described below.

C. Grasshopper Group, LLC

Grasshopper was authorized to provide resold interexchange telecommunications services as utility 5179600 within the State of Kentucky in Docket No. TFS2012-01137. 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, Louisiana, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, South Carolina, Texas, and Washington.

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 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 Planned Transaction, LogMeIn will be a wholly owned, direct subsidiary of Logan Parent.

Ownership of Logan Parent will be disbursed among various private equity fund limited partnerships, none of which will individually hold controlling interests in Logan Parent. The majority of these interests will ultimately be 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 will also be 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-Planned Transaction corporate structures of the Parties are attached hereto as Exhibit A and Exhibit B.

The Planned Transaction is expected to occur mid-2020, contingent upon LogMeIn shareholder approval and the satisfaction or waiver of other customary closing conditions. Following closing, LogMeIn, through its subsidiaries, will continue to provide high-quality public utility telecommunications services to Kentucky customers without interruption, and without any resulting changes in rates, terms, or conditions of service. Thus, the Planned Transaction will be entirely transparent to consumers.

IV. CONTACT INFORMATION

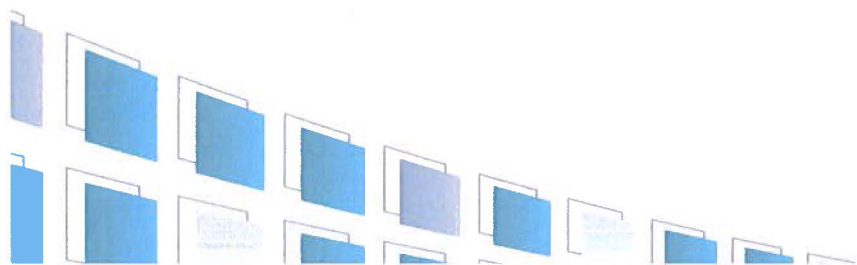
Correspondence concerning this filing should be sent to the following:

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For LogMeIn and Grasshopper:

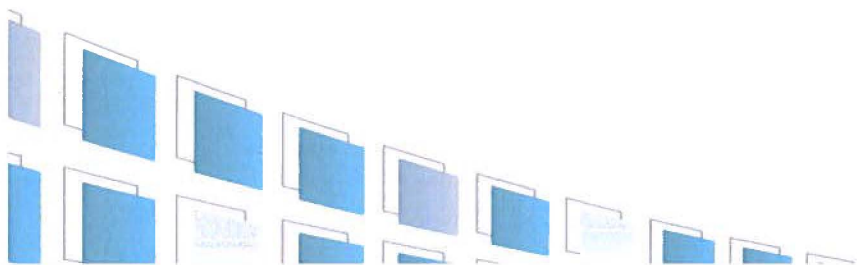
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V. CONCLUSION

The Parties respectfully advise the Commission of their participation in the Planned Transaction as described above.

An original and four (4) copies of this notification are enclosed. Please date-stamp and return the extra copy of this filing in the enclosed self-addressed, postage pre-paid envelope. If there are any questions regarding this filing, please do not hesitate to contact the undersigned directly.

Respectfully submitted,



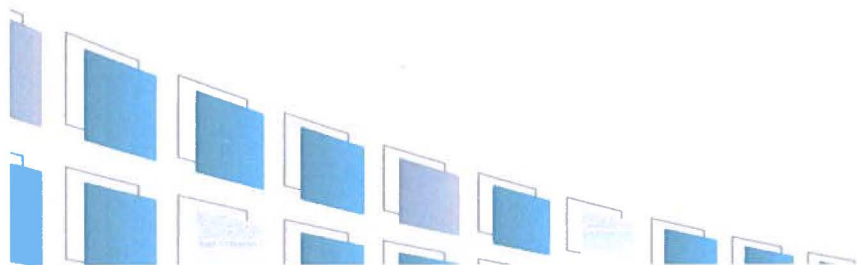
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List of Exhibits

Exhibit A – Pre-Transaction Ownership Structure

Exhibit B – Post-Transaction Ownership Structure

Exhibit A

Pre-Transaction Ownership Structure

EXHIBIT A – PRE-TRANSACTION STRUCTURE

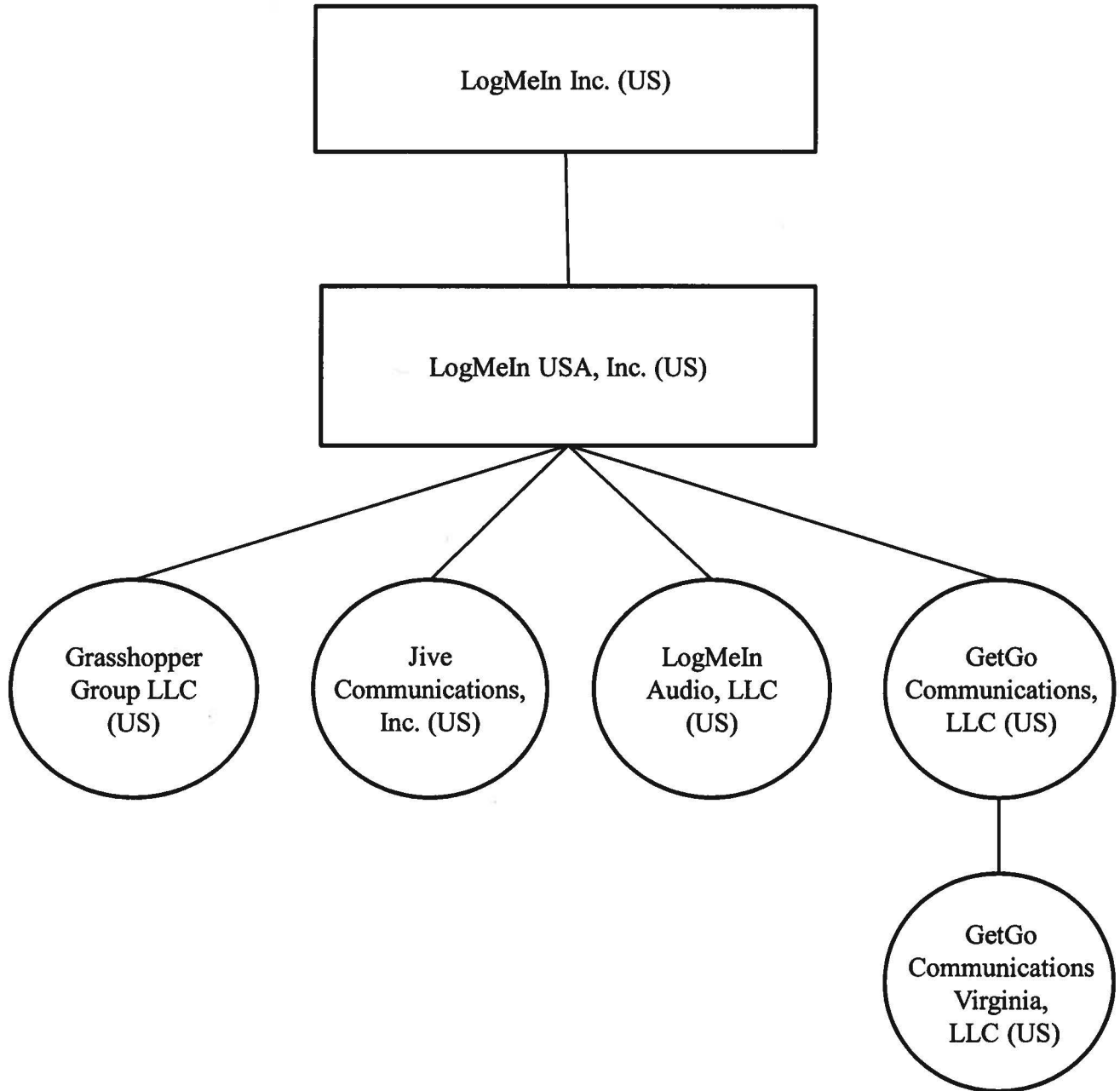


Exhibit B

Post-Transaction Ownership Structure

