

Andrew C. Emerson
aemerson@porterwright.com

Porter Wright
Morris & Arthur LLP
41 South High Street
Suites 2800-3200
Columbus, Ohio 43215-6194

Direct: 614-227-2104
Fax: 614-227-2100
Main: 614-227-2000



CINCINNATI
CLEVELAND
COLUMBUS
DAYTON
NAPLES
WASHINGTON, DC

February 1, 2018

Ms. Barcy F. McNeal
Docketing Division
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, Ohio 43215

RE: In the Matter of the Joint Application of Horizon
Telcom, Inc. and Horizon Acquisition Parent LLC
to Transfer Ownership of Horizon Telcom, Inc. to
Horizon Acquisition Parent LLC
Case No. 18-0199-TP-ACO

Dear Ms. McNeal:

On behalf of Horizon Telcom, Inc. and Horizon Acquisition Parent LLC (Joint Applicants), please find enclosed the telecommunications filing form and exhibits for the transfer of ownership of Horizon Telcom, Inc. to Horizon Acquisition Parent LLC.

Horizon Telcom, Inc. (Telcom), an Ohio corporation, is the parent company of Horizon Services, Inc., Horizon Technology, Inc., and The Chillicothe Telephone Company (all Ohio corporations). Telcom is a leading provider of advanced broadband services throughout much of Ohio and into surrounding states. Utilizing its extensive network of fiber optic cable, Telcom delivers advanced high-speed data services, Internet, voice, digital video, security and monitoring services. The Chillicothe Telephone Company is a rural incumbent local exchange carrier authorized and certificated by the Public Utilities Commission of Ohio (Commission) to provide wireline local exchange telecommunications services and exchange access within ten local exchanges that serve portions of Ross, Pike, Pickaway, Jackson, Hocking, and Vinton counties.

Horizon Acquisition Merger Sub, Inc. (Merger Sub), is an Ohio corporation owned by Horizon Acquisition Parent LLC (Parent), a Delaware limited liability company, which is owned by the Novacap TMT V funds, which are part of the Novacap Group (Novacap), a Montreal-based private equity firm. Founded in 1981, Novacap is one of the leading technology, media, and telecommunications private equity firms in North America, with \$1.8 billion in assets under management. Novacap has over three decades of experience operating telecommunications companies throughout the United States and Canada.

Pursuant to the January 25, 2018 Agreement and Plan of Merger by and among Telcom, Merger Sub, and Parent, at closing Merger Sub will be merged with and into Telcom, with Telcom continuing as the surviving corporation, which will be wholly-owned by Parent.

Overview and Public Interest Considerations

The purpose of the transaction is to recapitalize Telcom to assure that it will have a strengthened balance sheet and increased access to capital, which will enhance Telcom's ability to innovate and provide ever-more sophisticated advanced network services to Ohio customers and businesses. Upon consummation of the transaction, Parent will have acquired 100% ownership of the common stock of Telcom. Thus, there will be a change in control of the holding company for The Chillicothe Telephone Company, a domestic telephone company, and Commission approval is required under Revised Code 4905.402.

Novacap

The management team of Novacap serves as a resource to its portfolio companies, and Novacap attempts to accelerate value creation by enhancing profitability through operational improvements and by fostering organic growth initiatives.

Management

Telcom and each of its existing subsidiaries will continue to exist and operate under this new ownership structure. Substantially all of the current management of Telcom will continue to manage the operations of Telcom and its subsidiaries following closing of the transaction (with the exception of any management changes that are not related to the transaction). Specifically, the management for The Chillicothe Telephone Company will remain the same.

Effect on Customers

The effect of the transaction will be transparent to current customers of The Chillicothe Telephone Company. The Chillicothe Telephone Company will continue in its current corporate form, and there will be no modification to its regulated services, rate schedules or terms and conditions as a result of the transaction. As noted above, the transaction contemplates no material changes to the current operational management structure of any of Telcom's operating companies.

Notice Procedure

Although the transaction will be transparent to customers of The Chillicothe Telephone Company, a notice of the transaction will be provided to all customers after the transaction closes, in the form of a letter, email and/or phone call.

Conclusion

The Joint Applicants request that the Commission find that the transaction will promote public convenience and result in the provision of adequate service for a reasonable rate, rental, toll, or charge. For the foregoing reasons, the Joint Applicants request that the Commission conclude that no hearing is necessary; and approve this application under Revise Code Section 4905.402(B).

Please let me know if you have any questions.

Sincerely,

A handwritten signature in blue ink, appearing to read "Andy Emerson", with a stylized flourish at the end.

Andrew C. Emerson

ACE
Enclosures:

February 1, 2018
Page 4

EXHIBIT A

PUCO Telecommunications Filing Form

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 10-11-2017)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of Horizon Telcom, Inc. and Horizon Acquisition Parent LLC) TRF Docket No. 90 -
) Case No. 18 - 0199 - **TP - ACO**
to Transfer Ownership of Horizon Telcom, Inc. to Horizon Acquisition Parent LLC) **NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.**

Name of Registrant(s) Horizon Telcom, Inc.
DBA(s) of Registrant(s) Horizon Services, Inc., Horizon Technology, Inc., and The Chillicothe Telephone Company
Address of Registrant(s) 68 E. Main St., Chillicothe, OH 45601
Company Web Address www.horizontel.com
Regulatory Contact Person(s) Pete Holland Phone 740-772-8547 Fax 740-773-4900
Regulatory Contact Person's Email Address pete.holland@horizontel.com
Contact Person for Annual Report _____ Phone _____
Address (if different from above) _____
Consumer Contact Information _____ Phone _____
Address (if different from above) _____

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Ohio Administrative Code [4901:1-6](#).

Section III – Carrier to Carrier is Pursuant to Ohio Adm.Code [4901:1-7](#), and Wireless is Pursuant to Ohio Adm.Code [4901:1-6-24](#).

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Adm.Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website at www.PUCO.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the PUCO.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits:

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s).
B	The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	For Profit ILEC	Not For Profit ILEC	CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap	<input type="checkbox"/> ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(F) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(F)(4) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14(C)(1)(c) (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G) (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA 1-6-25(B) (0 day Notice)
Other* (explain)			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 *(Auto 30 day)	<input type="checkbox"/> ACE 1-6-08 *(Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC 1-6-09 *(Non-Auto)

*Supplemental Certification forms can be found on the PUCO webpage.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	<input checked="" type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)

*Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see [the 4901:1-6-29 Filing Requirements on the PUCO's webpage](#) for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA 1-3-04 (Auto 60 days)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT *Compliance with Commission Rules*

I am an officer/agent of the applicant corporation, Horizon Telcom, Inc. , and am authorized to make this statement on its behalf.
Steve A. Steele

(Name)

Please check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the State of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the State of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the State of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Ohio Adm.Code 4901:1-6-7.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

(Date)

at (Location)

*Signature and

Title

Date

**This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, , verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*Signature and
Title

Steve A.
Steele

Digitally signed by Steve A.
Steele
Date: 2018.02.01 11:10:02
-05'00'

Date February 1, 2018

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

File document electronically as directed in case number 06-900-AU-WVR

or

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules

I am an officer/agent of the applicant corporation, Horizon Telcom, Inc. and , and am authorized to make this statement on its behalf.
Ted Mocarski

(Name)

Please check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the State of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the State of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the State of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Ohio Adm.Code 4901:1-6-7.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

(Date)

at (Location)

*Signature and
Title

Date

**This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, , verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*Signature and
Title

Date

February 1st, 2018

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

File document electronically as directed in case number 06-900-AU-WVR
or

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793

EXHIBIT B

Horizon Telcom, Inc. Officers and Directors

Directors
William McKell
Samuel Sproat
Jennifer McKell
Norman Frost
Joel Gerber
John Scarano

Officers	Officer Title
William McKell	Chief Executive Officer (Horizon)
Peter Holland	Chief Financial Officer (Horizon) / President (Hometown Services)
Steve Steele	Chief Operating Officer (Horizon) / President (Network Partners)
Brian Riley	Vice President of Technology (Network Partners)
Joseph Holibaugh	Vice President of Carrier and Wholesale Sales (Network Partners)
Scott Moon	Vice President of Finance/Controller (Horizon)

The address and phone number for each Director and Officer is:

68 East Main Street
Chillicothe, Ohio 45601

(740) 772 - 8200

EXHIBIT C

Certificates of Good Standing

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE**

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
26th day of January, A.D. 2018.*

Ohio Secretary of State

Jon Husted

Validation Number:

201802600932

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/05/96

CHARTER NUMBER: 927229
ROLL AND FRAME: 5374-0807

05374-0807

CORPORATION:

DOCUMENT NUMBER

CODE

FEE

HORIZON TELCOM, INC.

95122849401

ARF

2350.00

066401

RETURN TO: SQUIRE, SANDERS & DEMPSEY

TOTAL : 2350.00

ATTN L CHARLES

41 S HIGH ST

COLUMBUS OH 43215

0113



The State of Ohio

Bob Taft

Secretary of State

927229

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of:

ARF

of:

HORIZON TELCOM, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll at Frame of
the Records of Incorporation and Miscellaneous Filings.

5374

0809

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this day of
28TH DEC

A.D. 19

95



Bob Taft
Bob Taft
Secretary of State

05074-0509

APPROVED

By SSGDate 12-28-95Amount 2,350.00

95122849401

ARTICLES OF INCORPORATION

OF

HORIZON TELCOM, INC.

The undersigned, desiring to form a corporation for profit under Chapter 1701 of the Ohio Revised Code, does hereby certify:

FIRST: The name of the corporation shall be Horizon Telecom, Inc.

SECOND: The place in Ohio where the corporation's principal office is located is the City of Chillicothe, Ross County.

THIRD: The purpose or purposes for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 through 1701.99, inclusive, of the Ohio Revised Code as now enacted and as the same may hereafter be amended from time to time (including any and all such amendments, hereafter sometimes called the "Ohio General Corporation Law"), including without limitation to own and operate a telephone public utility and engage in the business of transmitting telephonic, telegraphic or radio messages, signals, images and other forms of intelligence or communication by means of wire, cable, radio, radio relay, television, television relay, or other facilities, methods or media, and to engage in, any and all activities incidental or related to the foregoing.

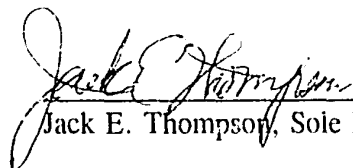
FOURTH: Except to the extent expressly restricted or limited in these articles of incorporation, the corporation by the board of directors (and without any approval or other authorization action by the shareholders) shall have the power and authority, to the full extent permitted under the Ohio General Corporation Law, at any time and from time to time, to purchase shares of any class of the corporation, any voting-trust certificates for its shares, and any bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner (public or private transaction, or otherwise) or upon such other terms as the board of directors shall deem expedient, and independent of any provisions which may now or hereafter be contained in the corporation's articles of incorporation with respect to the redemption of shares of any class or series as a matter of right or obligation of the corporation.

FIFTH: Every statute of the State of Ohio hereafter enacted, whereby rights or privileges of shareholders of a corporation organized under the Ohio General Corporation Law are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the corporation and shall bind every shareholder to the same extent as if such statute had been in force at the date of the filing of these articles of incorporation.

SIXTH: The maximum number of shares of all classes which the corporation is authorized to have outstanding is Two Hundred Thousand (200,000) shares, all of which shall be common shares without par value.

SEVENTH: In the event the code of regulations or the directors' bylaws of the corporation contain any terms or provisions that are inconsistent or in conflict with any of the terms or provisions of these articles of incorporation as now in effect or as hereafter amended from time to time, such terms and provisions of the articles of incorporation shall control and supersede such conflicting or inconsistent terms and provisions of the code of regulations or the directors' bylaws, but such conflict or inconsistency shall not impair, nullify or otherwise affect the remaining terms and provisions of such code of regulations and directors' bylaws, which shall remain in full force and effect. The captions at the beginnings of the several sections, divisions and subdivisions of any Article of these articles of incorporation are not part of the context thereof, but are merely labels to assist in locating and reading those sections, divisions and subdivisions; such captions shall be ignored in construing these articles of incorporation. References herein to these articles of incorporation or any article thereof, or any section, division, or subdivision of any article shall mean the articles of incorporation of the corporation and any such article, section, division, or subdivision as then in effect and as the same may be amended from time to time thereafter.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 28th day of December, 1995.



Jack E. Thompson, Sole Incorporator

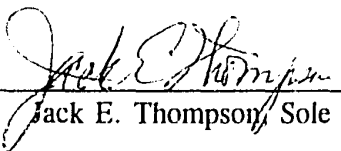
HORIZON TELCOM, INC.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being the sole incorporator of Horizon Telcom, Inc., hereby appoints Jack E. Thompson, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

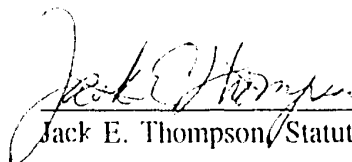
68 East Main Street
Chillicothe, Ohio 45601-0480

NOTE: P.O. Box addresses are not acceptable.

By 
Jack E. Thompson, Sole Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, Jack E. Thompson, named herein as the statutory agent for Horizon Telcom, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.


Jack E. Thompson, Statutory Agent

☐ UNIFORM COMMERCIAL
CODE FILING

☒ CORPORATIONS FILING

CORPORATIONS ONLY☐EXPEDITE
SERVICE☐

PICK-UP

☒

MAIL

CORRESPONDENCE

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Squire, Sanders & Dempsey
NAME OF YOUR FIRM OR COMPANY

Lori Charles
ATTENTION

41 South High St., Columbus, OH 43215
STREET, CITY, STATE, ZIP CODE

365-2763
TELEPHONE NUMBER

UCC ONLY☐

MAIL

☐

PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
26th day of January, A.D. 2018.

Ohio Secretary of State

Jon Husted

Validation Number:

201802600932

U.S. SECRETARY OF STATE
PROCESSING STATEMENT
6/24/96

05542-1048

CHARTER NUMBER: SMO69613
ROLL AND FRAME: 5542-1048

CORPORATION:

"HORIZON LONG DISTANCE" W/DISCLAIMER

DOCUMENT NUMBER

CODE

FEE

96031227201

SMO

20.00

124814

RETURN TO: HORIZON SERVICES
ATTN B HINES
68 E MAIN ST
CHILlicothe OH 45601

TOTAL :

20.00

0029

00042-1049



The State of Ohio

Bob Taft

Secretary of State

SM 69613

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: SMO

of:

"HORIZON LONG DISTANCE" W/DISCLAIMER

APPLICANT/ASSIGNEE: HORIZON TELECOM, INC.

ADDRESS: 68 E MAIN ST
CHILLICOTHE OH 45601

STATE OF INCORP: OH

DATE OF 1ST USE: 02/28/1996

EXPIRATION DATE: 05/17/2006

CLASS OF FILING: 38

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5542 at Frame 1050 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 17TH day of MAY ,

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

Prescribed by
BOB TAFT, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418

05542-1050

Approved 1/2
Date 5/17/96
Fee \$20.00

96 03/22 7201

TRADE MARK/SERVICE MARK APPLICATION STATE OF OHIO

To the SECRETARY OF STATE:

BE IT KNOWN, that the undersigned applicant is an individual, firm, partnership, corporation, association, union of workmen, or other organization (circle), has adopted and used in this State the trade mark (service mark) (circle) for which application for registration is hereby made in compliance with the provisions of Revised Code Sections 1329.54 to 1329.67 by filing with the Secretary of State of Ohio the following information:

- a. The name of the applicant is HORIZON TELCOM, INC.
- b. The business address of the applicant is 68 E. MAIN STREET
CHILLICOTHE ROSS OHIO 45601
(City, Village or Township) (County) (State) (Zip Code)
NOTE: P.O. box addresses are not acceptable for cities with population over 2,000.
- If applicant is a corporation, the state of incorporation is OHIO
- The goods or services in connection with which the mark is used: COMMUNICATIONS (OPERATOR SERVICES)
- The manner in which the mark is used in connection with such goods or services: SIGNS, LETTERHEADS,
BUSINESS CARDS, ADVERTISING MATERIALS (See instructions)
- The class in which such goods or services fall: 38 - COMMUNICATIONS
- The date when the trade mark or service mark was first used anywhere: 2-28-96 (See instructions)
- The date when the mark was first used in Ohio by the applicant or his predecessor in business: 2-28-96
- If mark used by predecessor in business, give name and address of predecessor: N/A
- The applicant is the owner of the trade mark/service mark and no other person has the right to use the mark in the State of Ohio either in the identical form or in such near resemblance as might be calculated to deceive or be mistaken for it.
- No other person has a registration of the same or of a confusingly similar trade mark/service mark in the United States Patent Office for the same or similar goods. (See instructions.)
- I (am) (am not) the owner of a concurrent registration in the United States Patent Office of this trade mark/service mark covering an area including this State: (Circle) (See instructions.)
- The mark is described IN WORDS as follows: HORIZON (FIRST LINE)
Long Distance (SECOND LINE)
WE DISCLAIM ANY EXCLUSIVE RIGHTS TO THE WORDS "LONG DISTANCE"

13. A specimen or facsimile of the mark accompanies this application.

State of Ohio

County of ROSS ss.

I, JACK E. THOMPSON

the applicant herein, being first duly sworn, depose and say that the facts set forth in this application are true, as I verily believe, and that the copies, counterparts or facsimiles filed herewith are true and correct.

RECEIVED

MAY 17 1996

BOB TAFT

SECRETARY OF STATE

SECRETARY - TREASURER

(Title, if applicant is not an individual)

Notary Seal

Subscribed and sworn to before me this 8th day of APRIL 19 96

WILLIAM F. NEAL
Expiration date of Notary's Commission

TMSM1

WILLIAM F. NEAL
Notary Public, State of Ohio
My Commission Expires
May 18, 1996

05542-1053

FACSIMILE

HORIZON

Long Distance

FACSIMILE

a division of

HORIZON TELCOM, INC.

68 E. Main Street - P.O. Box 480

Chillicothe, Ohio 45601

(614) 772-8200

1-800-500-3134

05542-1072

Becky Hines
Horizon Services
63 E. Main St.
Chillicothe, Ohio 45601

PURGED
MAY 17 1996

April 24, 1996

☐ A \$_____ REFUND HAS
BEEN REQUESTED.
☒ NOTE: THIS RETURN SLIP
CREDITED IN THE AMOUNT
OF \$ 20 MUST
ACCOMPANY THE COR-
RECTED DOCUMENTS. COM-
PLETED DOCUMENTS MUST
BE RETURNED WITHIN 30
DAYS OR A REFUND WILL BE
ISSUED.

Re: Horizon Long Distance
Document No. 9603120, 7201

RECEIVED
Additional Fee Required: \$_____
MAY 17 1996
POSTAGE

Dear Sir or Madam:

The enclosed document(s) are being returned unfiled because:

1. Item #1a. must list the exact name of the applicant. A DBA cannot be included
2. Please circle the appropriate designations in the introductory paragraph.
3. The words, phrases, slogans and/or design set forth in the application do not/does not function as a mark, and cannot be registered.
4. Item #3 must state the goods (if trademark) or services (if servicemark) in connection with which the mark will be used.
5. Item #4 must indicate the manner in which the mark is used in connection with the goods (trademark) OR services (servicemark), i.e., on signs, letterhead, brochures, advertisements, etc.
6. Item #5 must list the proper classification. Only one class can be registered per form.
7. Item #6 must indicate the date when the mark was first used anywhere; the mark must be in use prior to registration.
8. Item #7 must indicate the date when the mark was first used in Ohio; the mark must be in use prior to registration.
9. Item #11 must be completed.
- ☒ 10. Item #12 must give a brief word description of the mark.
- ☒ 11. The application must be accompanied by a specimen of the mark showing the mark in use: i.e., letterhead, labels, advertisements, brochures, business cards, etc.
12. The application must be signed and notarized. If the applicant is a corporation an officer must sign. If a partnership, a partner must sign.
13. The filing fee for a trademark or servicemark is \$20.00.
14. The trademark/servicemark you are seeking to register is likely to cause confusion with a prior registration in our office (R.C. 1329.55 (F)). The conflict is _____, therefore the mark cannot be registered.
15. The mark contains registrable elements and also descriptive matter, generic matter and/or matter which does not function as a trademark or servicemark, which is individually unregistrable; therefore, the the applicant must, on line #12 of the application, disclaim any exclusive rights to the words apart from the mark as shown.
16. The trademark/servicemark cannot be registered because it is merely descriptive/common descriptive (generic) pursuant to R.C. 1329.55 (E)(1).
17. The applicant was cancelled by the Ohio Department of Taxation on _____. Before filing the trademark/servicemark you must obtain a D-3 (Certificate of Reinstatement) from the Ohio Department of Taxation (4030 Freeway Drive North, Columbus, Ohio 43229. (614) 433-7636). The D-3 must be filed with the Secretary of State, together with a \$10 filing fee, prior to filing the trademark/servicemark.
18. Your non-profit corporation was cancelled on _____ for failure to file its statement of continued existence. Please fill out the enclosed Application for Reinstatement and submit a \$10 filing fee, prior to registering the trademark/servicemark.
19. The enclosed Form 7 (Annual Statement of Proportion of Capital Stock) must be completed for the year(s) _____. This form should reflect business activities in Ohio for the preceding calendar year. The corporation's annual statements must be current before the trademark/servicemark can be accepted.
- ☒ 20. Other: Specimen must actually prove mark is in use. send actual materials

PLEASE RETURN THIS LETTER WITH YOUR CORRECTED DOCUMENTS. We need to have this letter as proof in order to file your corrected documents. If you have any questions regarding this matter, please call (614) 466-1396, LEGAL DEPARTMENT.

listed in #4 of application.

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
26th day of January, A.D. 2018.

Ohio Secretary of State

Jon Husted

Validation Number:

201802600932



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/18/2005	200507701350	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

927229

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HORIZON TELCOM, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

200507701350



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 18th day of March, A.D.
2005.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

☒ Yes

PO Box 1390

Columbus, OH 43216

** Requires an additional fee of \$100 **

☐ No

PO Box 1028

Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit

☐ Amended
(122-AMAP)

FOR PROFIT AMENDMENTS

☒ Amendment
(125-AMDS)

(2) Domestic Non-Profit

☐ Amended
(126-AMAN)

☐ Amendment
(128-AMD)

Complete the general information in this section for the box checked above.

Name of Corporation

HORIZON TELCOM, INC.

Charter Number

927229

Name of Officer

Thomas McKell

Title

President



Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:



A meeting of the

☒ shareholders



directors (non-profit amended articles only)



members was duly called and held on

MARCH 16, 2005

(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 67 % as the voting power of the corporation.



In a writing signed by all of the ☐ shareholders ☐ directors (non-profit amended articles only)



members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of Incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of Incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: _____

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

(city, village or township)

(county)

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: 700,000
(Does not apply to box (2))

REQUIRED
Must be authenticated
(signed) by an authorized
representative
(See Instructions)

Thomas McKell

Authorized Representative

Thomas McKell

(Print Name)
President

MARCH 16, 2005

Date

Authorized Representative

(Print Name)

Date

Forward Stock Split Amendment

Paragraph C of Article SIXTH of the Amended and Restated Articles of Incorporation of Horizon Telecom, Inc. is hereby amended and restated as follows:

C. Subject to the acceptance of an amendment to this Article SIXTH by the office of the Secretary of State of the State of Ohio effecting a one (1) for one hundred twenty-five (125) reverse stock split of the Class B Common Stock, effective on the date of acceptance of this certificate of amendment by the office of the Secretary of State of the State of Ohio, each share of Class B Common Stock then outstanding shall be automatically reclassified and changed without any further act into one hundred twenty-five (125) fully paid and non-assessable shares of Class B Common Stock without increasing or decreasing the amount of stated capital or paid-in surplus of the corporation.

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
26th day of January, A.D. 2018.

Ohio Secretary of State

Jon Husted

Validation Number:
201802600932



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/18/2005	200507701348	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

927229

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HORIZON TELCOM, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

200507701348



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 18th day of March, A.D.
2005.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

Expedite this Form? (Select One)	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 <small>*** Requires an additional fee of \$100 ***</small>
<input type="radio"/> No	PO Box 1028 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit <input type="checkbox"/> Amended (122-AMAP)		(2) Domestic Non-Profit <input type="checkbox"/> Amended (126-AMAN)	
<input checked="" type="checkbox"/> Amendment (125-AMDS)		<input type="checkbox"/> Amendment (128-AMD)	

Complete the general information in this section for the box checked above.

Name of Corporation HORIZON TELCOM, INC.

Charter Number 927229

Name of Officer Thomas McKell

Title President

☒ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☒ A meeting of the ☒ shareholders ☐ directors (non-profit amended articles only)

☐ members was duly called and held on MARCH 16, 2005
(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 67 % as the voting power of the corporation.

☐ In a writing signed by all of the ☐ shareholders ☐ directors (non-profit amended articles only)

☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: _____

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

(city, village or township) _____

(county) _____

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: 700,000
(Does not apply to box (2))

REQUIRED
Must be authenticated
(signed) by an authorized
representative
(See Instructions)

Thomas McKell

Authorized Representative

Thomas McKell

(Print Name)
President

MARCH 16, 2005

Date

Authorized Representative

(Print Name)

Date

Reverse Stock Split Amendment

Article SIXTH of the Amended and Restated Articles of Incorporation of Horizon Telcom, Inc. is hereby amended and restated as follows:

SIXTH:

A. The total number of shares of all classes of capital stock which the corporation is authorized to issue and have outstanding is 700,000 shares, consisting of 200,000 shares of Class A Common Stock, without par value ("Class A Common Stock"), and 500,000 shares of Class B Common Stock, without par value ("Class B Common Stock").

B. Except with respect to voting rights and preemptive rights as provided below in this paragraph, the shares of Class A Common Stock and the shares of Class B Common Stock shall have identical terms and shall be deemed a single class of capital stock for all purposes. The following terms apply with respect to the voting and preemptive rights of the Class A Common Stock and Class B Common Stock:

1. Voting Rights: Only the holders of Class A Common Stock shall be entitled to vote on matters to be voted upon by the stockholders (including, without limitation, the election of directors of the corporation) and the holders of shares of Class B Common Stock shall not have any voting rights.

2. Preemptive Rights: No holder of shares of Class B Common Stock shall, as such holder, have any preemptive or preferential right to purchase or subscribe to any shares of any class of the corporation, whether now or hereafter authorized, whether unissued or in the treasury, or to purchase any obligations convertible into shares of any class of the corporation, which at any time may be proposed to be issued by the corporation or subjected to rights or options to purchase granted by the corporation. No holder of Class A Common Stock shall have preemptive rights to the issue of any Class B Stock. Nothing in this subparagraph shall serve to limit the aforesaid rights as to the holders of shares of Class A Common Stock, except as to shares of Class B Common Stock.

C. Effective on the date of acceptance of this certificate of amendment by the office of the Secretary of State of the State of Ohio, each one hundred twenty-five (125) shares of Class B Common Stock then outstanding shall be automatically combined into one (1) fully paid and non-assessable share of Class B Common Stock (the "Reverse Stock Split"). In lieu of the issuance of any fractional shares of Class B Common Stock that would otherwise result from the Reverse Stock Split to holders ("Cashed Out Holders") who held less than one hundred twenty-five (125) shares of Class B Common Stock immediately before the Reverse Stock Split, each Cashed Out Holder shall be entitled to receive One Hundred Sixty-Five Dollars (\$165) in cash for each share of Class B Common Stock held immediately before the Reverse Stock Split.

· Upon acceptance of this amendment by the office of the Secretary of State of the State of Ohio, Cashed Out Holders shall cease to be stockholders of the corporation and shall thereafter only be entitled, subject to applicable escheat laws, to receive the payment referenced in paragraph C of this Article SIXTH.

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
26th day of January, A.D. 2018.

Ohio Secretary of State

Jon Husted

Validation Number:

201802600932



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/12/2009	200907001998	TRADE NAME/ORIGINAL FILING (RNO)	50.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

HORIZON TELCOM, INC.
68 E MAIN ST
CHILLICOTHE, OH 45601

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

1842019

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HORIZON BROADBAND

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

TRADE NAME/ORIGINAL FILING

200907001998

Date of First Use: 03/01/2009
Expiration Date: 03/10/2014

HORIZON TELCOM, INC.
68 E MAIN ST
CHILLICOTHE, OH 45601



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 10th day of March, A.D.
2009.

Ohio Secretary of State



Form 534A Prescribed by the:
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us
Busserv@sos.state.oh.us

Expedite this form: (select one)
Mail form to one of the following:

☒ Expedite PO Box 1390
Columbus, OH 43216

*** Requires an additional fee of \$100 ***

☐ Non Expedite PO Box 670
Columbus, OH 43216

NAME REGISTRATION
Filing Fee \$50

(CHECK ONLY ONE (1) BOX)

<input checked="" type="checkbox"/> Trade Name (167-RNO) Date of first use: <u>3/1/2009</u>	<input type="checkbox"/> Fictitious Name (169-NFO)
---	---

Name being registered or reported: Horizon Broadband
Name of the Registrant: Horizon Telcom, Inc.

NOTE: If the registrant is a foreign corporation licensed in Ohio under an assumed name, provide the assumed name and the name as registered in its jurisdiction of formation.

The Registrant is a(n): (Check only one (1) box)

- | | |
|---|---|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Unincorporated Association |
| <input type="checkbox"/> Partnership
Registration #, if any _____ | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Partnership
Registration # _____
If foreign, Jurisdiction of Formation _____ | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Liability Partnership
Registration # _____
If foreign, Jurisdiction of Formation _____ | |
| <input type="checkbox"/> Limited Liability Company
Registration # _____
If foreign, Jurisdiction of Formation _____ | |
| <input checked="" type="checkbox"/> Ohio Corporation
Charter # <u>927229</u> | |
| <input type="checkbox"/> Foreign Corporation
Ohio license # _____
Jurisdiction of Formation _____ | |

All registrants must complete the information in this section

Business address:

68 E. Main Street

Mailing Address

Chillicothe

Ohio

45601

City

State

Zip Code

The general nature of the business conducted by the registrant:

Telecommunications

Complete the information in this section if registrant is a partnership not registered in Ohio

Provide the name and address of at least one general partner:

Name

Address

NOTE: Pursuant to OAG 89-081, if a general partner is a foreign corporation, it must be licensed to transact business in Ohio; if a general partner is a foreign corporation licensed in Ohio under an assumed name, please provide the assumed name and the name as registered in its jurisdiction of formation.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

REQUIRED

Must be authenticated
(signed) by the registrant or
an authorized
representative



Signature

Steven P. Burkhardt

Print Name

3/9/09

Date

Signature

Date

Print Name

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "HORIZON ACQUISITION PARENT LLC" IS
DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD
STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS
OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JANUARY, A.D. 2018.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN
ASSESSED TO DATE.*



A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

6686108 8300

SR# 20180550765

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202048398

Date: 01-29-18

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

2/1/2018 3:40:23 PM

in

Case No(s). 18-0199-TP-ACO

Summary: Application of Horizon
Telcom, Inc. and Horizon Acquisition Parent LLC
to Transfer Ownership of Horizon Telcom, Inc. to
Horizon Acquisition Parent LLC electronically filed by Mr. Ronald J Romito on behalf of
HorizonTelcom, Inc. and Emerson, Andrew C. Mr.