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FILE

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
(Effective: 01/18/2008)

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In the Matter of the Application of Horizon Personal Communications, Inc.
to Provide Notice of Change in Ownership

TRF Docket No. 90-

Case No. 09 - 1836 - TP - RIC

NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) Horizon Personal Communications, Inc.

DBA(s) of Registrant(s) _____

Address of Registrant(s) 648 N. Chicago Street, Geneseo, IL 61254

Company Web Address _____

Regulatory Contact Person(s) James R. Jenkins

Phone 847-592-5048 Fax 847-885-7125

Regulatory Contact Person's Email Address james.jenkins@pcswirelessinc.com

Contact Person for Annual Report James R. Jenkins

Phone 847-592-5048

Address (if different from above) 1901 Roselle Road, Schaumburg, IL 60195

Consumer Contact Information James R. Jenkins

Phone 847-592-5048

Address (if different from above) 1901 Roselle Road, Schaumburg, IL 60195

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.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers; Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site 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 Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input type="checkbox"/> CLEC	<input type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician MMW Date Processed 11/20/09

Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

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 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input checked="" type="checkbox"/> RCC (Registration & Change in Operations) (0 day)		<input type="checkbox"/> NAG (Interconnection Agreement or Amendment) (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of 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 III. – Attestation

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

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, 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 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, Brian O'Neil

verify that I have utilized the Telecommunications Application Form for Routine 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) Brian O'Neil (Date) 11-13-09

*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.

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**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

The Public Utilities Commission of Ohio

Telecommunications Application Form for Routine Proceedings

In the Matter of the Application of)
Horizon Personal Communications, Inc.)
To Provide Notice of Change in Ownership)

Change in Ownership Exhibits

1. **Certificate of Good Standing.** The Certificate of Good Standing from the Ohio Secretary of State is attached hereto.
2. **Officers and Directors.** The following persons serve as directors and officers of Horizon Personal Communications, Inc.:

Jeff Baker; Vice President for Finance; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Steb Chandor; Executive Vice President and Chief Financial Officer; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Bill Cranny; Vice President for Marketing and Customer Retention; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Patty Greteman; Vice President for Internal Audit; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Conrad Hunter; Executive Vice President and Chief Operating Officer; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Jim Ingold; Vice President and Controller; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Phil Nelson; Vice President for Network Engineering; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Brian O'Neil; Senior Vice President, General Counsel and Secretary; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Sonny Peterman; Senior Vice President for Sales; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Tim Yager; President and Chief Executive Officer; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Debbie Zelinski; Vice President for Human Resources; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

Dave Zylka; Senior Vice President for Network Operations and Engineering; 1901 N. Roselle Rd., Suite 500, Schaumburg, IL 60195; Phone: (847) 885-2833

3. **Description of and Rationale for the Transaction.** The purpose of this submission is to give notice of an upcoming transaction involving acquisition of ownership and control of iPCS, Inc. ("iPCS") by Sprint Nextel Corporation ("Sprint Nextel"). As you know, iPCS and Sprint Nextel's wireless subsidiaries are not subject to the jurisdiction of this Commission with respect to entry regulation. The ownership changes from the acquisition involve only iPCS; there will be no changes to the Sprint Nextel entities operating in the State of Ohio as a result of this transaction.

iPCS, Inc., a Delaware corporation and a publicly traded company, is a holding company that operates as a PCS Affiliate of Sprint Nextel through three wholly owned subsidiaries: iPCS Wireless, Inc., Horizon Personal Communications, Inc. ("Horizon"), and Bright Personal Communications Services, LLC ("Bright"). The iPCS entities operating in Ohio are Bright and Horizon.

On October 18, 2009, Sprint Nextel, Ireland Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of Sprint Nextel ("Sub"), and iPCS entered into an Agreement and Plan of Merger pursuant to which Sub has commenced a cash tender offer to acquire all of the outstanding shares of iPCS' common stock for \$24.00 per share. Sub's obligation to purchase the tendered shares of iPCS common stock is conditioned upon, among other things, at least majority of the shares of iPCS common stock outstanding (on a fully-diluted basis) being tendered in the tender offer. Following the completion of the tender offer, Sub will be merged with and into iPCS (the "Merger"), with iPCS being the corporation surviving the Merger. As a result of the Merger, iPCS will become a wholly owned subsidiary of Sprint Nextel. Any outstanding shares of iPCS common stock not owned by Sub at the time of the Merger will be converted into the right to receive \$24.00 cash per share. Shareholders with approximately 9.5 percent of the outstanding shares of iPCS common stock have already agreed to tender their shares pursuant to the tender offer and, if necessary, to vote their shares in favor of the Merger.

There will be no impact or interruption in the wireless services provided to Ohio customers as a result of the proposed transaction. The transaction will be completely seamless to iPCS' Ohio wireless customers, since the iPCS subsidiaries operating in Ohio, Bright and Horizon, provides service today under the Sprint brand name and in Sprint-branded stores. Because of the nearly seamless marketing and sales relationship between Sprint Nextel and iPCS, customers should not experience any change in their service as a result of this transaction. Sprint Nextel will assume full control of iPCS and will operate it and the subsidiaries of iPCS in accordance with all applicable laws, rules and regulations. Similarly, the transaction will not in any way impact the wireless services provided to Sprint Nextel's existing wireless customers.

4. **Notice to Customers.** Because there will be no impact or interruption in the wireless services provided to Ohio customers as a result of the proposed transaction, and because both Bright and Horizon provide service today under the Sprint brand name and in Sprint-branded stores, no notice of the transaction will be provided to customers.



Search Results

Date: 10/8/09

From: Jodette Hamilton

6500 Harbour Heights Pkwy
Suite 400
Mukilteo, WA 98275
Ph: (800) 858-5294
Fx: (800) 345-6059

To: iPCS, Inc.
Attn: James R. Jenkins
1905 Roselle Road
Schaumburg, IL 60195
Ph: 847-592-5048
Fx: 847-883-7125

Account: 361390
Clients Ref: Corporate

Search Type: Good Standing Certificate
Office Searched: Corporations Division
Jurisdiction: (S.O.S.)
State: Ohio
Thru Date:
Notes: Total cost of search: \$33.00

Order Number: 45492155
Subject: horizon personal communications

Please see Attached Good Standing Certificate

UCC =Uniform Commercial Code
DOT =Deed of Trust
FIN =Financing Statement
FIX =Fixtures
TU =Transmitting Utility
CSN =Consignment
MTG =Mortgage

AMD =Amendment
ASN =Assignment
CON =Continuation
REL =Release
TRM =Termination
SUB =Subordination
BNK =Bankruptcy

PRE =Partial Release
PASN =Partial Assignment
FTL =Federal Tax Lien
STL =State Tax Lien
JGL =Judgment Lien
CTL =County Tax Lien
PPTL =Personal Property Tax Lien

This data is for informational purposes only. Certification can only be obtained through the appropriate state, county, local, court or jurisdictional office. Please review actual copies to verify information. Diligenz takes great care in providing you with the most accurate and up to date public record information available. However, responsibility for maintaining public records rests with the filing office of the jurisdiction, and Diligenz will accept no liability beyond the exercise of reasonable care.

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

*I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show **HORIZON PERSONAL COMMUNICATIONS, INC.**, an Ohio corporation, Charter No. 413571, having its principal location in Chillicothe, County of Ross, was incorporated on July 27, 1971 and is currently in **GOOD STANDING** upon the records of this office.*



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 8th day of October, A.D. 2009*

A handwritten signature in black ink, appearing to read "Jennifer Brunner", with a long horizontal flourish extending to the right.

Ohio Secretary of State