

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- ASSIGNMENT OF LICENSE
- GLOBAL FACILITIES-BASED SERVICE
- GLOBAL FACILITIES-BASED/GLOBAL RESALE SERVICE
- GLOBAL RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE/LIMITED
GLOBAL RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE
- LIMITED GLOBAL RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- SUBMARINE CABLE LANDING LICENSE
- INTERNATIONAL SPECIAL PROJECT

Description of Application: _____

hunter communications law group

September 1, 1998

Federal Communications Commission
International Bureau, Telecommunications
P. O. Box 358115
Pittsburgh, PA 15251-5115

FCC/MELLON

SEP 01 1998

Re: **Joint Application of Voyager Information Networks, Inc.
and Horizon Telecommunications, Inc.
for Consent to Transfer of Control** ITC/Tc-19980901-00616

Dear Sir or Madam:

Enclosed for filing with the Commission are an original and five (5) copies of a Joint Application of Voyager Information Networks, Inc. and Horizon Telecommunications, Inc. (collectively, the "Applicants"), for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for Consent to a Transfer of Control of Horizon Telecommunications, Inc. to Voyager Information Networks, Inc. Also enclosed is a check in the amount of \$745.00 in satisfaction of the requisite statutory filing fee.

The Applicants respectfully request streamlined, expedited treatment of this application, pursuant to the Commission's Report and Order, released November 6, 1992, ¶¶38-40, in CC Docket No. 91-360, In the Matter of Regulation of International Common Carrier Services, 7 FCC Rcd. 7331 (1992), and Section 63.12 of the Commission's Rules, 47 C.F.R. §63.12.

To the extent that you have any questions regarding the enclosed application, please contact the undersigned.

Respectfully submitted,



Charles C. Hunter

Enclosures

cc: George S. Li, Chief, International Facilities Division

Services, 7 FCC Rcd. 7331 (1992), and Section 63.12 of the Commission's Rules, 47 C.F.R. §63.12. The transfer of control of Horizon to Voyager will enable Voyager to provide a more diverse line of products and services while permitting Horizon to continue to focus exclusively on the provision of international and other telecommunications services to its customers. Applicants accordingly submit that the public interest, convenience and necessity would be served by a grant of this Joint Application.

I. THE PARTIES

A. HORIZON

Horizon is a privately-held company incorporated under the laws of the State of Michigan. Its executive offices are located at 2598 Lansing Road, Charlotte, Michigan, 48813. Horizon is authorized, pursuant to authority granted by the Commission in FCC File No. ITC-97-038, effective March 7, 1997, to provide global international telecommunications services between the United States and international points through resale of the international switched voice services of U.S. facilities-based carriers.

Horizon is not affiliated with any U.S. facilities-based carriers whose services it resells, and is not affiliated with a foreign carrier. Horizon is not directly or indirectly owned by a foreign government, a foreign Post, Telephone or Telegraph administration ("PTT"), a foreign telecommunications or telecommunications-related service provider, including any provider of long distance communications satellite or microwave communications, cable television or broadcasting services, data processing, information databases or consulting services. No employee, agent, or representative of any of the foregoing telecommunications entities sits on the Board of Directors of Horizon. Horizon is therefore not a foreign telecommunications

entity as defined by the Commission in its decisions in International Competitive Carrier Policies, 102 F.C.C. 2d 812 (1985), recon. denied, 60 Rad. Reg. 2d (P&F) 1435 (1986), and is authorized to provide international service pursuant to the streamlined regulatory requirements established for non-dominant international carriers in International Competitive Carrier Policies.

Exhibit A hereto contains information regarding officers, directors and holders of 10% or greater ownership interests in Horizon. Other information concerning Horizon's legal, technical, and financial qualifications to provide service was submitted with Horizon's application for Section 214 international authority filed with the Commission in FCC File No. ITC-97-038, and is, therefore, already a matter of record at the Commission.

B. Voyager

Voyager is a privately-held company incorporated under the laws of the State of Michigan. Its executive offices are located at 4660 South Hagadorn Road, Suite 320, East Lansing, Michigan, 48823. Voyager does not provide regulated telecommunications services.

Voyager is not affiliated with any U.S. facilities-based carriers; nor is it affiliated with any foreign carriers. Voyager is not directly or indirectly owned by a foreign government, a foreign Post, Telephone or Telegraph administration ("PTT"), a foreign telecommunications or telecommunications-related service provider, including any provider of long distance communications satellite or microwave communications, cable television or broadcasting services, data processing, information databases or consulting services. No employee, agent, or representative of any of the foregoing telecommunications entities sits on the Board of Directors of Voyager. Voyager is therefore not a foreign telecommunications entity as defined by the

Commission in its decisions in International Competitive Carrier Policies, 102 F.C.C. 2d 812 (1985), recon. denied, 60 Rad. Reg. 2d (P&F) 1435 (1986).

Exhibit A hereto also contains information regarding officers, directors and holders of 10% or greater ownership interests in Voyager. In its first five years of operation, Voyager has positioned itself as one of the principal internet service providers in the states of Michigan and Illinois, with over 31,000 customers. The company has 34 points of presence located in those two states with several thousand data circuits and telephone lines. Additionally, Christopher P. Torto, Chief Executive Officer of Voyager, has nearly a decade of experience in diverse telecommunications fields including the internet and cable television arenas. Voyager's Chief Operating Officer, Michael Williams, has gained valuable telecommunications experience in the cellular field and has held positions with both Nextel and McCaw Communications. Glenn Friedly, Chairman of the Board of Voyager, the principal shareholder of Michigan cable television company Horizon Cablevision, possesses extensive telecommunications knowledge and has taken an active interest in the development and growth of Horizon.

II. THE TRANSACTION

In accordance with a "Stock Purchase Agreement" (a copy of which is attached hereto as Exhibit B) by and between Horizon Cable I Limited Partnership, the shareholders of which in the aggregate hold 100% of the stock of Horizon, and Voyager Information Networks, Inc., all issued and outstanding stock of Horizon will be acquired by Voyager. Thereafter, Horizon will be a wholly-owned subsidiary of Voyager. No change will occur in the operation of Horizon. The same individuals will continue to act in senior management and operational

capacities and Horizon will continue to provide service to its customers as authorized by the Commission pursuant to grant of authority in File No. ITC-97-038.

III. PUBLIC INTEREST CONSIDERATIONS

Consummation of the transfer of control of Horizon and Voyager will allow Voyager to realize certain corporate financial and administrative efficiencies. More critically, the transfer of control of Horizon to Voyager will enable Voyager to provide a more diverse line of products and services while permitting Horizon to continue to focus exclusively on the provision of international and other telecommunications services to its customers. Accordingly, the Applicants submit that the public interest, convenience and necessity would be served by a grant of this Joint Application.

This transfer of control will not in any way adversely impact competition or tend to create a monopoly in any line of commerce.

IV. INFORMATION REQUIRED BY SECTION 63.18

In support of Voyager's and Horizon's request for authorization, the following information is submitted pursuant to Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18:

- (a) Name and Address of Applicants:

Transferor

Horizon Telecommunications, Inc.
2598 Lansing Road
Charlotte, MI 48813
Telephone: (517) 543-1245
Facsimile: (517) 543-8057

Transferee

Voyager Information Networks, Inc.
4660 South Hagadorn Road
Suite 320

East Lansing, MI 48823
Telephone: (517) 324-8940
Facsimile: (517) 324-8965

- (b) Both Horizon and Voyager are privately-held entities incorporated under the laws of the State of Michigan.

- (c) Correspondence concerning this application should be sent to:

For Horizon:

Horizon Telecommunications, Inc.
2598 Lansing Road
Charlotte, MI 48813
ATTN: Angie Sanborn

For Voyager:

Voyager Information Networks, Inc.
4660 South Hagadorn Road
Suite 320
East Lansing, MI 48823
ATTN: Christopher P. Torto

With a copy to:

Hunter Communications Law Group, P.C.
1620 I Street, N.W., Suite 701
Washington, D.C. 20006
Telephone: (202) 293-2500
Facsimile: (202) 293-2571
Attention: Charles C. Hunter

- (d) Horizon is authorized to operate as a nondominant domestic interstate common carrier pursuant to Section 63.07 of the Commission's Rules, 47 C.F.R. §63.07, and the policies announced by the Commission in its Second Report and Order in

Policy and Rules Concerning Rates for Competitive Common Carrier Services and Facilities Therefor.¹ Horizon is further authorized to operate as a nondominant international carrier pursuant to streamlined regulatory requirements. See, FCC File No. ITC-97-038, effective March 7, 1997, and International Competitive Carrier Policies, 102 F.C.C. 2d 812 (1985), recon. denied, 60 Rad. Reg. 2d (P&F) (1986).

Voyager does not provide regulated telecommunications services.

- (e) The authorization sought in this Joint Application will effect a transfer of control of Horizon to Voyager, through the acquisition by Voyager of all issued and outstanding stock of Horizon Cable I Limited Partnership, the shareholders of which in the aggregate hold 100% of the issued and outstanding stock of Horizon. The authority granted to Horizon pursuant to Section 214 to provide global international services under FCC File No. ITC-97-038 will remain in Horizon, which will continue to provide international services to Horizon customers pursuant to tariffs on file with the Commission. As required by Section 63.18(e) of the Commission's Rules, 47 C.F.R. §63.18(e), Applicants have provided the requisite information concerning both Horizon and Voyager in items (a) through (d) above.

¹ 91 F.C.C.2d 187 (1982), recon. denied, 93 F.C.C.2d 54 (1983), Third Report and Order, 48 Fed. Reg. 46,791 (1983), Fourth Report and Order, 95 F.C.C.2d 554 (1983), rev'd and remanded sub nom., American Tel. & Tel. v. FCC, 978 F.2d 7272 (D.C.Cir. 1992), cert. denied, S.Ct. Docket # 92-1684, 61 U.S.L.W. 3853 (June 21, 1993), Fifth Report and Order, 98 F.C.C.2d 1191 (1984), Sixth Report and Order, 99 F.C.C.2d 1020 (1985), rev'd and remanded sub nom., MCI Telecommunications Corp. v. FCC, 765 F.2d 1186 (D.C.Cir. 1985).

- (f) Does not apply.
- (g) Does not apply.
- (h) Pursuant to Section 63.18(h) of the Commission's Rules, 47 C.F.R. §63.18(h), Voyager certifies that it is not, and has no affiliation with a foreign carrier, as those terms are defined in §§63.18(h)(1)(i) and (ii), respectively, 47 C.F.R. §§63.18(h)(1)(i), (ii). Ownership information regarding holders of ten percent (10%) or greater interests in Voyager is attached hereto as Exhibit A.
- (i) Voyager certifies that it has not agreed to accept special concessions, as defined in §63.18(i)(1), 47 C.F.R. §63.18(i)(1), directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country which Horizon may serve under authority granted under Section 214. Voyager further certifies that it will not enter into such agreements in the future.
- (j) In accordance with the Anti-Drug Abuse Act of 1988, see 21 U.S.C. §853a, the certifications of Horizon and Voyager are attached hereto in Exhibit C. See 47 C.F.R. §1.2001, et seq.

V. CONCLUSION

For the reasons stated above, Horizon and Voyager submit that the public interest, convenience and necessity would be furthered by grant of this Joint Application for consent to the pro forma transfer of control of Horizon to Voyager.

Respectfully submitted,

**HORIZON TELECOMMUNICATIONS,
INC.**

**VOYAGER INFORMATION
NETWORKS, INC.**

By:



Charles C. Hunter
Catherine M. Hamman
Hunter Communications Law Group, P.C.
1620 I Street, N.W.
Suite 701
Washington, D.C. 20006

September 1, 1998

Their Attorneys

EXHIBITS

Ownership Information of Horizon Telecommunications, Inc.
and Voyager Information Networks, Inc. A

Stock Purchase Agreement B

Drug Certifications of Horizon Telecommunications, Inc.
and Voyager Information Networks, Inc. C

Verifications of Horizon Telecommunications, Inc.
and Voyager Information Networks, Inc. D

EXHIBIT A.1

**Ownership Information
of
Horizon Telecommunications, Inc.**

**Holders of Ten Percent or Greater
Direct or Indirect Ownership Interests in
Horizon Telecommunications, Inc.**

Name: Glenn Friedly
Address: 9837 Brooks River Drive
Dimondale, MI 48813

Citizenship: USA
Principal
Business: Telecommunications

Name: Alan Baird
Address: 4630 Lansing Road
Lansing, MI 48917

Principal
Business: Telecommunications

Name: Michael Heinze
Address: 400 Viking View
Pottersville, MI 48876
USA

Citizenship: USA
Principal
Business: Telecommunications

EXHIBIT A.2

**Ownership Information
of
Voyager Information Networks, Inc.**

**Holders of Ten Percent or Greater
Direct or Indirect Ownership Interests in
Voyager Information Networks, Inc.**

Name: Glenn Friedly
Address: 9837 Brooks River Drive
Dimondale, MI 48813
Citizenship: USA
Principal Business: Telecommunications

Name: M/C Partners
Address: 77 State Street
Boston, MA 02109
Citizenship: Massachusetts General Partnership
Principal Business: Investment

**Holders of Ten Percent or Greater
Direct or Indirect Ownership Interests in
M/C Partners**

Name: David D. Croll
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: USA
Principal Business: Investment

Name: James F. Wade
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: USA
Principal Business: Investment

Name: Stephen F. Gormley
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: USA
Principal Business: Investment

Name: John G. Hayes
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: USA
Principal Business: Investment

Name: Christopher S. Gaffney
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: USA
Principal Business: Investment

EXHIBIT B

Stock Purchase Agreement

STOCK PURCHASE AGREEMENT

This Stock Purchase Agreement is made between HORIZON CABLE I LIMITED PARTNERSHIP, a Michigan limited partnership ("Selling Shareholder"), and VOYAGER INFORMATION NETWORKS, INC., a Michigan corporation ("Buyer").

WHEREAS, the Buyer desires to purchase all of the issued and outstanding stock owned by the Selling Shareholder in HORIZON TELECOMMUNICATIONS, INC., a Michigan corporation ("Corporation"), said shares being one hundred (100) shares of common stock of the Corporation ("Shares") at a price and upon the terms as set forth herein;

NOW THEREFORE, the parties agree as follows:

1. Purchase of Stock: Buyer shall purchase the Shares of the Corporation's stock from Selling Shareholder for a purchase price equal to One Dollars (\$1.00) and the assumption of One Hundred Thousand Dollars (\$100,000.00) of indebtedness currently owed to the Selling Shareholder by the Corporation. The Buyer agrees to assume said One Hundred Thousand Dollars (\$100,000.00) and aggregate said One Hundred Thousand Dollars (\$100,000.00) indebtedness with the current indebtedness owed to the Selling Shareholder by the Buyer, upon the same terms and conditions as the existing indebtedness between the Buyer and the Selling Shareholder.

2. Warranty: The Selling Shareholder warrants that it has good and marketable title to the Shares of the Corporation to be transferred, that the Shares are fully paid and nonassessable, and that the Shares are free and clear of any liens or encumbrances. Selling Shareholder also warrants that there is no agreement to sell, exchange, or transfer the Shares of the Corporation to any individual, partnership, corporation, or other entity, except pursuant to this Agreement. Further, Selling Shareholder warrants that there are no existing options, warrants, calls or commitments of any character which are issued and outstanding which encumber or restrict the shares being sold. Selling Shareholder also warrants that it is the sole shareholder of the Corporation and that the Shares of the Corporation being sold to the Buyer pursuant to this Agreement are all of the issued and outstanding shares of stock of the Corporation.

3. Transfer of Shares: On the date of closing, the Shares which are being purchased by Buyer shall be transferred to the Buyer, by the Selling Shareholder executing a stock assignment separate from the stock certificate and delivering the stock assignment and certificate to Buyer in accordance with this Agreement.

4. Date of Closing: The closing of the proposed transaction set forth herein shall take place at a time and place fixed by the mutual consent of the parties hereto.

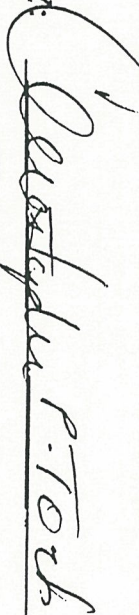
5. Survival. The representations and warranties of all parties set forth herein will be effective on the date hereof, on the closing date, and shall survive the closing.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed hereto as of the dates written below.

BUYER:

VOYAGER INFORMATION NETWORKS, INC.

BY:



Dated: 8/1, 1998

ITS:



SELLING SHAREHOLDER:

HORIZON CABLE I LIMITED PARTNERSHIP

BY:



GLENN FRIEDLY, General Partner

Dated: 8/1, 1998

SJ37/HORIZON/PURCHASE/HTI

EXHIBIT C.1

**Drug Certification of
Horizon Telecommunications, Inc.**

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

SECTION 1.2001 CERTIFICATION

On behalf of Horizon Telecommunications, Inc., and in accordance with Section 1.2001 - 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001 - 1.2003, I hereby certify that neither Horizon Telecommunications, Inc., nor any party to this application is subject to a denial of Federal benefits that includes Federal Communications Commission benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 8539.

**HORIZON
TELECOMMUNICATIONS, INC.**

By:  V.P.
Michael L. Heinze, Vice President

Date: 8-31-98

EXHIBIT C2

**Drug Certification of
Voyager Information Networks, Inc.**

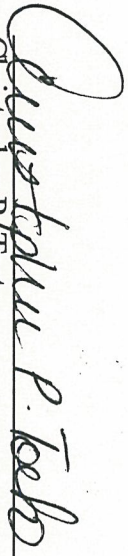
Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

SECTION 1.2001 CERTIFICATION

On behalf of Voyager Information Networks, Inc., and in accordance with Section 1.2001

- 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001 - 1.2003, I hereby certify that neither Voyager Information Networks, Inc., nor any party to this application is subject to a denial of Federal benefits that includes Federal Communications Commission benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 8539.

**VOYAGER INFORMATION
NETWORKS, INC.**

By: 
Christopher P. Torto,
Chief Executive Officer

Date: August 20, 1998

EXHIBIT D.1

**Verification of
Horizon Telecommunications, Inc.**

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

STATE OF MICHIGAN)
) ss.
COUNTY OF EATON)

VERIFICATION

I, Michael L. Heinze, Vice President of Horizon Telecommunications, Inc., am authorized to make this verification on behalf of Horizon Telecommunications, Inc. The statements made in the foregoing document are true, complete, and correct to the best of my knowledge and are made in good faith.

HORIZON TELECOMMUNICATIONS, INC.

By:  V.P.
Michael L. Heinze, Vice President

Subscribed and sworn to before me, in and for the State and County named above this
31 day of August, 1998.


Notary Public

DEBORAH LOVE
Notary Public, Eaton Co., MI
My Comm. Expires Sep. 20, 2001

My Commission expires 9-20-2001

EXHIBIT D.2

**Verification of
Voyager Information Networks, Inc.**

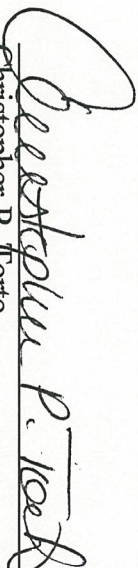
Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

STATE OF MICHIGAN)
) ss.
COUNTY OF EATON)

VERIFICATION

I, Christopher P. Torto, Chief Executive Officer of Voyager Information Networks, Inc., am authorized to make this verification on behalf of Voyager Information Networks, Inc. The statements made in the foregoing document are true, complete, and correct to the best of my knowledge and are made in good faith.

**VOYAGER INFORMATION
NETWORKS, INC.**

By: 
Christopher P. Torto
Chief Executive Officer

Subscribed and sworn to before me, in and for the State and County named above this
20th day of AUGUST, 1998.

NICOLE MASTROVITO
NOTARY PUBLIC - EATON COUNTY, MI
MY COMMISSION EXP 09/20/2001


Notary Public

My Commission expires 09/20/2001