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May 31, 2000

**FILED<sup>2</sup>**

MAY 31 2000

Missouri Public  
Service Commission

Mr. Dale Hardy Roberts  
Secretary/Chief Regulatory Law Judge  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, MO 65102

**Re: In the Matter of the Joint Application of Miller Telephone Company and Townes Telecommunications, Inc., for an order authorizing Townes Telecommunications Inc., to purchase or acquire, take or hold, all of the issued and outstanding capital stock of Miller Telephone Company; Case No. TM-2000-748**

Dear Mr. Roberts:

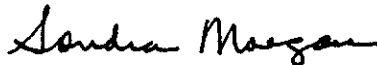
Enclosed please find the original plus eight (8) copies of Amended Joint Application for filing on behalf of Miller Telephone Company and Townes Telecommunications, Inc. in the above referenced matter. Please bring this matter to the attention of the appropriate Commission personnel. A copy of this filing is being sent to all parties of record.

Thank you for your attention to this matter.

Very truly yours,

BRYDON, SWEARENGEN & ENGLAND P.C.

By:



Sondra B. Morgan

SBM/k

Enclosures

cc: Office of Public Counsel  
Cliff Snodgrass  
Robert Prince  
Townes Telecommunications, Inc.

BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF MISSOURI

FILED<sup>3</sup>

MAY 31 2000

In the matter of the Joint Application )  
of Miller Telephone Company and )  
Townes Telecommunications, Inc., for )  
an order authorizing Townes )  
Telecommunications Inc., to purchase or )  
acquire, take or hold all of the issued and )  
outstanding capital stock of Miller )  
Telephone Company. )

Missouri Public  
Service Commission

Case No. TM-2000-748

**AMENDED JOINT APPLICATION**

Come now Miller Telephone Company ("Miller") and Townes Telecommunications, Inc. ("Townes") (sometimes collectively referred to as "Applicants"), pursuant to Section 392.300, RSMo 1994, and 4 CSR 240-2.060 (12) and in support of their application to the Missouri Public Service Commission ("Commission") for an Order authorizing Miller and Townes to perform in accordance with the terms of a Stock Purchase Agreement which will result in the acquisition by Townes of all of the capital stock of Miller state that:

1. Miller is a Missouri chartered corporation, in good standing in all respects, with its principal office and place of business at 209 East Main Street, P.O. Box 7, Miller, Missouri 65707. Miller is engaged generally in the business of providing telecommunications service to approximately 1,047 customers subject to the jurisdiction of the Commission in one exchange located in the Missouri county of Lawrence as shown by its exchange area map on file with and approved by the Commission. A copy of Miller's articles of incorporation and a Certificate of Corporate Good Standing from the Missouri Secretary of State was attached to the original Joint Application of the Applicants as Appendix A.

2. Townes is a Texas corporation, in good standing in all respects, with its principal office and place of business at 120 East First, P.O. Box 729, Lewisville, Arkansas 71845. Townes is a holding company which owns the stock of several telecommunications companies in several states, including the Missouri company Choctaw Telephone Company, Inc. Townes also holds the stock of KM Dial, Inc., a Kansas corporation, which in turn holds the stock of Mo-Kan Dial, Inc., with access lines in Missouri. Townes is not authorized to do business as a foreign corporation in Missouri as it is only a holding company and does not "operate the properties."<sup>1</sup> A copy of Townes' articles of incorporation and a Certificate of Corporate Good Standing from the State of Texas were attached as Appendix B to the original application.

3. All communications, notices, orders and decisions respecting this Joint Application and proceeding should be addressed to:

W. R. England, III  
Sondra B. Morgan  
Brydon, Swearngen & England P.C.  
312 East Capitol Avenue  
P.O. Box 456  
Jefferson City, MO 65102  
(573) 635-7166 (Tel.)  
(573) 635-0427 (Fax)

and, if to Miller, to:

Robert Prince, President  
Miller Telephone Company  
P.O. Box 776  
Valiant, OK 74764

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<sup>1</sup>The Missouri Supreme Court has held in *State ex rel. City of St. Louis v. Public Service Commission*, 73 S.W.2d 393, 398 (Mo. banc 1934), that "the fact that the applicant owns the controlling stock in these two operating companies . . . does not make the applicant 'operate these properties' . . . ."

(580) 933-4400 (Tel.)  
(580) 933-4222 (Fax)

or, if to Townes:

Johnny Ross, General Manager  
Townes Telecommunications, Inc.  
P.O. Box 729  
Lewisville, AR 71845  
(870) 921-4224 (Tel.)  
(870) 921-4400 (Fax)

4. On May 11, 2000, Joint Applicants filed a Joint Application with the Commission requesting authority to enter into and perform in accordance with the terms of a Stock Purchase Agreement between the parties and to authorize Townes to purchase or acquire, take or hold all of the total issued and outstanding capital stock of Miller. Counsel for Joint Applicants was subsequently notified by Staff of deficiencies in the original Joint Application and hereby files this Amended Joint Application to correct and amend the original application.

5. Townes and the individual shareholders of Miller ("Sellers") propose to enter into a Stock Purchase Agreement (the "Agreement"). Under the terms of the Agreement, and subject to obtaining necessary regulatory approvals, Townes will acquire from the Sellers all of the currently issued and outstanding common stock of Miller. A copy of the Agreement, in substantially final form, was marked Appendix C, attached to the original Joint Application, and made a part hereof for all purposes.<sup>2</sup>

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<sup>2</sup>The parties filed a request for a Protective Order which was granted by the Commission on May 17, 2000. The Agreement has been marked "proprietary," and the parties request that this document be treated in accordance with that request.

6. A certified copy of the resolutions of the Board of Directors of Townes authorizing it to enter into and perform in accordance with the terms of the Agreement was marked Appendix D, attached to the original Joint Application, and made a part hereof for all purposes.

7. A certified copy of the resolutions of the shareholders of Miller authorizing it to enter into and perform in accordance with the terms of the Agreement was marked Appendix E, attached to the original Joint Application, and made a part hereof for all purposes.

8. The proposed acquisition of the stock of Miller is not detrimental to the public interest. After the proposed acquisition, Miller will continue to do business under the same name and operate in much the same manner as it does currently. There will be no change in rates or methods of operation as a result of the stock acquisition. In the Agreement, Townes has agreed to retain the present employees of Miller whose managerial abilities will be combined with the telecommunications expertise of the principals of Townes in order to effectively provide efficient and affordable service to the Miller customers.

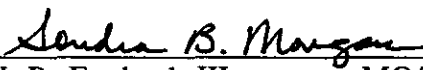
9. Neither Miller, Townes nor any of the Missouri companies in which Townes holds stock has any pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or customer rates, which action, judgment or decision has occurred within three (3) years of the date of the application.

10. No annual report or assessment fees are overdue for Miller.

11. Joint Applicants request that the Commission expedite its consideration of this application in accordance with the Motion to Expedite filed with the original Joint Application.

WHEREFORE, Townes and Miller respectfully request that the Commission issue an order authorizing (1) Townes and Miller to enter into and perform in accordance with the terms of the Stock Purchase Agreement in substantially the form of Appendix C; (2) authorizing Townes to purchase or acquire, take or hold all of the total issued and outstanding capital stock of Miller; (3) authorizing Townes and Miller to do any and all other things as may be reasonably necessary in furtherance of all acts specifically authorized; and (4) granting such other relief as the Commission may deem just and proper under the circumstances.

Respectfully submitted,

  
W. R. England, III MO#23975  
Sondra B. Morgan MO #35482  
BRYDON, SWEARENGEN & ENGLAND, P.C.  
312 East Capitol Avenue  
P.O. Box 456  
Jefferson City, MO 65102  
(573) 635-7166 (Tel.)  
(573) 635-0427 (Fax)

Attorneys for MILLER TELEPHONE COMPANY  
and TOWNES TELECOMMUNICATIONS, INC.

STATE OF OKLAHOMA )  
COUNTY OF MCCURTAIN } ss.

Robert Prince, having been duly sworn upon his oath, states that he is President of Miller Telephone Company, Applicant herein, and as such, is duly authorized to execute said Amended Joint Application and to make this affidavit on its behalf; that the matters and things stated in the foregoing Amended Joint Application and exhibits thereto are true and correct to the best of his information, knowledge and belief.

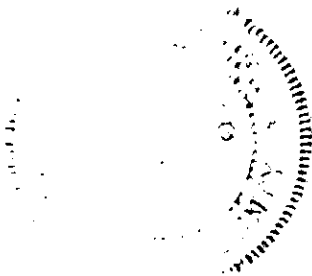
Robert Prince  
Robert Prince

Subscribed and sworn to before me, a notary public, on this 22 day of May, 2000.

Julie Dornes  
Notary Public

My commission expires:

1-22-2001



STATE OF ARKANSAS  
COUNTY OF LAFAYETTE

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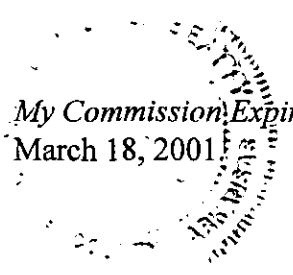
**VERIFICATION**

**Johnny Ross**, having been duly sworn upon his oath, states that he is General Manager of Townes Telecommunications, Inc., Applicant herein, and as such, is duly authorized to execute said Amended Joint Application and to make this affidavit on its behalf; that the matters and things stated in the foregoing Amended Joint Application and exhibits thereto are true and correct to the best of his information, knowledge and belief.

  
**Johnny Ross**  
General Manager

*SUBSCRIBED AND SWORN TO* before me, this 22<sup>nd</sup> day of May, 2000.

  
Notary Public

  
My Commission Expires:  
March 18, 2001



Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was hand-delivered this 31<sup>st</sup> day of May, 2000 to:

Mr. Mike Dandino  
Office of the Public Counsel  
P.O. Box 7800  
Jefferson City, Missouri 65102

Mr. Cliff Snodgrass  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, Missouri 65102

Sandra B. Morgan  
Sondra B. Morgan