

LAW OFFICES  
**BRYDON, SWEARENGEN & ENGLAND**  
PROFESSIONAL CORPORATION

DAVID V.G. BRYDON  
JAMES C. SWEARENGEN  
WILLIAM R. ENGLAND, III  
JOHNNY K. RICHARDSON  
GARY W. DUFFY  
PAUL A. BOUDREAU  
SONDRA B. MORGAN  
CHARLES E. SMARR

312 EAST CAPITOL AVENUE  
P.O. BOX 456  
JEFFERSON CITY, MISSOURI 65102-0456  
TELEPHONE (573) 635-7166  
FACSIMILE (573) 635-0427

DEAN L. COOPER  
MARK G. ANDERSON  
GREGORY C. MITCHELL  
BRIAN T. MCCARTNEY  
DIANA C. FARR  
JANET E. WHEELER

OF COUNSEL  
RICHARD T. CIOTTONE

March 9, 2004

Mr. Dale Hardy Roberts  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, MO 65102

**FILED**

**MAR 09 2004**

**Re: Northwest Missouri Holdings, Inc. and  
Oregon Farmers Mutual Telephone Company**

**Missouri Public  
Service Commission**

Dear Mr. Roberts:

Enclosed for filing please find an original and eight (8) copies of a Joint Application of Northwest Missouri Holdings, Inc. to acquire all of the capital stock of Oregon Farmers Mutual Telephone Company. Also enclosed for filing is an original and eight (8) copies of a Motion for Protective Order.

A copy of this filing is being provided to the General Counsel and Office of the Public Counsel.

Would you please see that this filing is brought to the attention of the appropriate Commission personnel.

I thank you in advance for your cooperation in this matter.

Sincerely,

*W.R. England III*

W.R. England III

WRE/lar

Enclosures

cc: General Counsel  
Office of Public Counsel  
Pat Eudy  
Bob Williams

**BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF MISSOURI**

**FILED**

**MAR 09 2004**

**Missouri Public  
Service Commission**

In the matter of the Joint Application )  
of Northwest Missouri Holdings, Inc. )  
and Oregon Farmers Mutual Telephone )  
Company for an order authorizing )  
Northwest Missouri Holdings, Inc. )  
to purchase or acquire, take or hold all of )  
the issued and outstanding capital stock )  
of Oregon Farmers Mutual Telephone )  
Company. )

Case No. \_\_\_\_\_

**JOINT APPLICATION**

Come now Northwest Missouri Holdings, Inc. ("Northwest") and Oregon Farmers Mutual Telephone Company ("Oregon Farmers") (sometimes collectively referred to as "Applicants"), pursuant to Section 392.300, RSMo 2000, 4 CSR 240-2.060 and 4 CSR 240-3.535, and in support of their application to the Missouri Public Service Commission ("Commission") for an Order authorizing Northwest and Oregon Farmers to perform in accordance with the terms of a Stock Purchase Agreement which will result in the acquisition by Northwest of all of the capital stock of Oregon Farmers, state that:

1. Oregon Farmers is a Missouri chartered corporation, in good standing in all respects, with its principal place of business at 118 East Nodaway. Oregon, MO 64473 and is engaged generally in the business of providing basic local telecommunications service to approximately 1,271 customers subject to the jurisdiction of the Commission in one exchange located in the Missouri county of Holt as shown by its exchange area map on file with and approved by the Commission. A copy of Oregon Farmer's Certificate of Corporate Good Standing from the Missouri Secretary of State is attached hereto as Appendix A.

2. Northwest is a Delaware corporation, in good standing in all respects, with its principal office and place of business at 756 Tyvola Road, Charlotte, NC 28217. Northwest is engaged in the business of acquiring and operating communications businesses. A certificate from the Missouri Secretary of State's Office that Northwest is authorized to do business in Missouri is attached as Appendix B.

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, Swearengen & England P.C.  
312 E. Capitol Avenue  
P.O. Box 456  
Jefferson City, MO 65102  
(573) 635-7166  
(573) 635-0427 (fax)  
[smorgan@brydonlaw.com](mailto:smorgan@brydonlaw.com) (e-mail)

or, if to Oregon Farmers, to:

Robert D. Williams  
118 East Nodaway  
P. O. Box 227  
Oregon, MO 64473  
660 446-3391 (Tel.)  
660 446-2800 (Fax)

or, if to Northwest:

Patrick L. Eudy  
756 Tyvola Road  
Suite 100  
Charlotte, NC 28217  
704 665-9036  
888 698-7975 (fax)

4. Oregon Farmers, the individual shareholders of Oregon Farmers ("Sellers") and Northwest have entered into a Stock Purchase Agreement dated February 13, 2004 (the "Agreement"). Under the terms of the Agreement, and subject to obtaining necessary regulatory approvals, Northwest will acquire from the Sellers all of the currently issued and outstanding common stock of Oregon Farmers. A copy of the Agreement, which contains proprietary information and is being filed under seal, is marked Appendix C, attached hereto, and made a part hereof for all purposes. A Motion for Protective Order is being filed at the same time as this Application.

5. A certified copy of the resolutions of the Board of Directors of Oregon Farmers authorizing it to enter into and perform in accordance with the terms of the Agreement is marked Appendix D, attached hereto, and made a part hereof for all purposes.

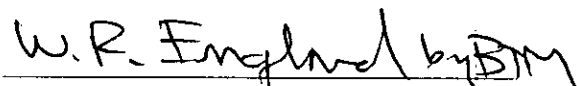
6. A certified copy of the resolutions of the Board of Directors of Northwest authorizing it to enter into and perform in accordance with the terms of the Agreement, which contains proprietary information and is being filed under seal, is marked Appendix E, attached hereto, and made a part hereof for all purposes.

7. The proposed acquisition of the stock of Oregon Farmers is not detrimental to the public interest. After the proposed acquisition, Oregon Farmers 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. Northwest will retain the present employees of Oregon Farmers whose managerial abilities will be combined with the telecommunications expertise of the principals of Northwest in order to effectively provide efficient and affordable service to the Oregon Farmers customers.

8. Applicants state that neither Oregon Farmers or Northwest has any pending action or final unsatisfied judgments or decision against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this application. Applicants further state that no annual report or assessment fees are overdue.

WHEREFORE, Oregon Farmers and Northwest respectfully request that the Commission issue an order authorizing (1) Oregon Farmers and Northwest to enter into and perform in accordance with the terms of the Stock Purchase Agreement contained in Appendix C; (2) authorizing Northwest to purchase or acquire, take or hold all of the total issued and outstanding capital stock of Oregon Farmers; (3) authorizing Oregon Farmers and Northwest 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. Bar #23975  
Sondra B. Morgan Mo. Bar #35482  
BRYDON, SWEARENGEN & ENGLAND, P.C.  
312 E. Capitol Avenue  
P.O. Box 456  
Jefferson City, MO 65102  
573-635-7166  
573-635-0427 (Facsimile)  
[smorgan@brydonlaw.com](mailto:smorgan@brydonlaw.com) (e-mail)

Attorneys for Oregon Farmers Mutual Telephone  
Company and Northwest Missouri Holdings, Inc.

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was hand-delivered or mailed, United States Mail, postage prepaid, this 9<sup>th</sup> day of MARCH, 2004, to:

Michael Dandino  
Office of Public Counsel  
P. O. Box 7800  
Jefferson City, MO 65102

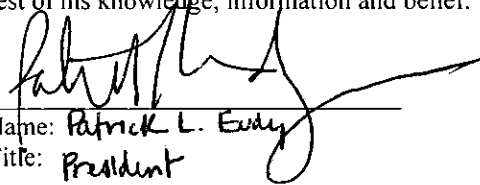
Dan Joyce  
Missouri Public Service Commission  
P. O. Box 360  
Jefferson City, MO 65102

W. R. England III by BTM  
W. R. England III/Sondra B. Morgan

**VERIFICATION**

STATE OF North Carolina )  
COUNTY OF Charleston ) ss

Patrick L. Eady, having been duly sworn upon his oath, states that he is the President of Northwest Missouri Holdings, Inc., Joint Applicant herein, and as such, is duly authorized to execute the foregoing Application and to make this Affidavit on its behalf, and that the matters and things stated in the foregoing Application and Appendices thereto are true and correct to the best of his knowledge, information and belief.

  
Name: Patrick L. Eady  
Title: President

Subscribed and sworn to before me, a Notary Public, on this 2 day of March, 2004.  
Eugenia L. Davis  
Notary Public

My Commission Expires January 31, 2012



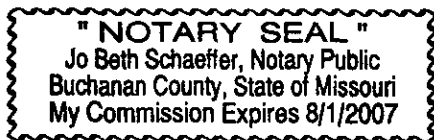
**VERIFICATION**

STATE OF MO. )  
COUNTY OF Buchanan ) ss

Robert D. Williams, having been duly sworn upon his oath, states that he is the President of Oregon Farmers Mutual Telephone Company, Joint Applicant herein, and as such, is duly authorized to execute the foregoing Application and to make this Affidavit on its behalf, and that the matters and things stated in the foregoing Application and Appendices thereto are true and correct to the best of his knowledge, information and belief.

Robert D Williams  
Name: Robert D Williams  
Title: President

Subscribed and sworn to before me, a Notary Public, on this 4 day of March, 2004.



Notary Public  
Jo Beth Schaeffer

# STATE OF MISSOURI



Matt Blunt  
Secretary of State


**CORPORATION DIVISION  
CERTIFICATE OF GOOD STANDING**

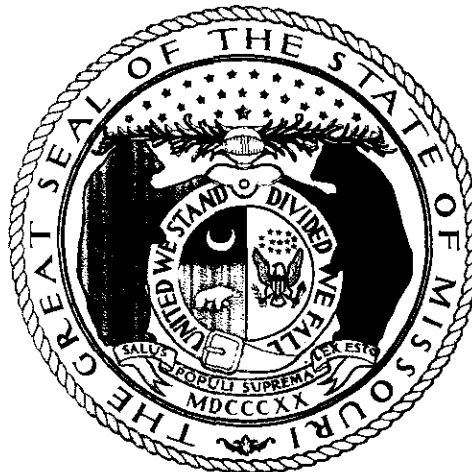
I, MATT BLUNT, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

**THE OREGON FARMERS MUTUAL TELEPHONE COMPANY  
T00000413**

was created under the laws of this State on the 4th day of May, 1910, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and an imprinted the GREAT SEAL of the State of Missouri, on this, the 16th day of December, 2003

  
Secretary of State



Certification Number: 6285085-1 Page 1 of 1 Reference:  
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

# STATE OF MISSOURI



**Matt Blunt**  
**Secretary of State**  
**CERTIFICATE OF AUTHORITY**

WHEREAS,

*NORTHWEST MISSOURI HOLDINGS, INC.*  
*F00571783*


using in Missouri the name

*NORTHWEST MISSOURI HOLDINGS, INC.*

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Delaware.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 3rd day of March, 2004.

  
Secretary of State



### SECRETARY'S CERTIFICATION

The undersigned hereby certifies that **she** is the duly elected, qualified and acting Secretary of Oregon Farmers Mutual Telephone Company, a Missouri corporation ("the Company"), and that, as such, she is familiar with the corporate records of the Company and is authorized to execute and deliver this Certificate on behalf of the Company; and does hereby further certify that attached hereto as Exhibit A are true, correct and complete copies of resolutions duly adopted by the Board of Directors of the Company on February 13, 2004, and such resolutions have not been amended, modified or rescinded since their adoption and are in full force and effect on the date thereof.

IN WITNESS WHEREOF, I have hereunto signed my name as of this 8<sup>th</sup> day of March 2004.  
By: [Signature]  
Secretary

[seal]  
no seal

## **EXHIBIT A**

**RESOLVED**, that (i) that certain Stock and Asset Purchase Agreement, dated February 13, 2004, by and among the Company, South Holt Communications, Inc., South Holt Cablevision, Inc., Robert D. Williams, Randy D. Williams and Katherine E. Williams, a copy of which is annexed to this Consent as Exhibit A (the "Cable Agreement"), and (ii) that certain Stock Purchase Agreement dated February 13, 2004 by and among the Company, Oregon Farmers Mutual Telephone Company, Inc., Robert D. Williams, Randy D. Williams and Katherine E. Williams, a copy of which is annexed to the consent as Exhibits B (the "OFM Agreement", and together with the Cable Agreement, the "Acquisition Agreements"), be and hereby are in all respects ratified, confirmed and approved in their entirety.

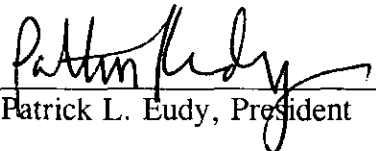
**RESOLVED**, that the execution, delivery and performance by the Company of the Acquisition Agreements and the consummation of all of the transactions contemplated thereby, and the execution, delivery and performance by the Company of all such further instruments and documents required by, under or in connection with the Acquisition Agreements, are hereby in all respects approved, adopted and authorized by and on behalf of the Company.

**RESOLVED**, that the officers of the Company are hereby authorized, empowered and directed to take all such action on behalf of the Company as they may deem necessary or appropriate and advisable to carry out the intent and purposes of the foregoing resolutions.

## OFFICER'S CERTIFICATION

The undersigned hereby certifies that he is the duly elected, qualified and acting President of Northwest Missouri Holdings, Inc., a Delaware corporation ("the Company"), and that, as such, he is familiar with the corporate records of the Company and is authorized to execute and deliver this Certificate on behalf of the Company; and does hereby further certify that attached hereto as Exhibit A are true, correct and complete copies of resolutions duly adopted by the Board of Directors of the Company on February 13, 2004, and such resolutions have not been amended, modified or rescinded since their adoption and are in full force and effect on the date thereof.

IN WITNESS WHEREOF, I have hereunto signed my name as of this 1<sup>st</sup> day of March, 2004.

By:   
Patrick L. Eudy, President

~~[seal]~~  
no seal

## **Exhibit A**

**RESOLVED**, that (i) that certain Stock and Asset Purchase Agreement, dated February 13, 2004, by and among the Company, South Holt Communications, Inc., South Holt Cablevision, Inc., Robert D. Williams, Randy D. Williams and Katherine E. Williams, a copy of which is annexed to this Consent as Exhibit A (the "Cable Agreement"), and (ii) that certain Stock Purchase Agreement dated February 13, 2004 by and among the Company, Oregon Farmers Mutual Telephone Company, Inc., Robert D. Williams, Randy D. Williams and Katherine E. Williams, a copy of which is annexed to the consent as Exhibits B (the "OFM Agreement", and together with the Cable Agreement, the "Acquisition Agreements"), be and hereby are in all respects ratified, confirmed and approved in their entirety.

**RESOLVED**, that the execution, delivery and performance by the Company of the Acquisition Agreements and the consummation of all of the transactions contemplated thereby, and the execution, delivery and performance by the Company of all such further instruments and documents required by, under or in connection with the Acquisition Agreements, are hereby in all respects approved, adopted and authorized by and on behalf of the Company.

**RESOLVED**, that the Term Sheet dated February 23, 2004 by and among American Broadband Communications, Inc., the Company and Signal Equity Partners II, L.P. ("Signal"), a copy of which is annexed to this Consent as Exhibit C (the "Signal Term Sheet") is hereby in all respects ratified, confirmed and approved in its entirety, and that the officers of the Company are authorized and directed to pursue the financing for a portion of the transactions contemplated by the Acquisition Agreements described therein.

**RESOLVED**, that the officers of the Company are hereby authorized, empowered and directed to take all such action on behalf of the Company as they may deem necessary or appropriate and advisable to carry out the intent and purposes of the foregoing resolutions.