

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

In the matter of the Joint Application)	
of New Florence Telephone Company,)	
Tiger Telephone, Inc. and Direct)	
Communications Rockland, Inc.)	
for an order authorizing Direct)	Case No. TO-2007-0139
Communications Rockland, Inc.)	
to purchase or acquire, take or hold all of)	
the issued and outstanding capital stock)	
of Tiger Telephone, Inc.)	

SECOND AMENDED APPLICATION

Come now New Florence Telephone Company ("New Florence"), Tiger Telephone, Inc. ("TigerTel") and Direct Communications Rockland, Inc. and the individuals designated by Direct, ("DCR") (sometimes collectively referred to as "Joint Applicants"), and file this Second Amended Application to the Joint Application filed on October 2, 2006. The Stock Purchase Agreement entered into by the Joint Applicants stated that the purchaser of the stock of TigerTel would be Direct Communications Rockland, Inc. "or an entity to be designated by Direct." Direct has now designated certain individuals who will be the actual purchasers of the TigerTel stock. Joint Applicants wish to amend the Joint Application filed earlier in order to apprise the Missouri Public Service Commission ("Commission") that the purchasers of the stock of TigerTel upon the closing of this transaction will be the following: Leonard May; Garrin Bott; Kip Wilson; Jeremy Smith; Scott Hendrickson; and Elizabeth Dunn.

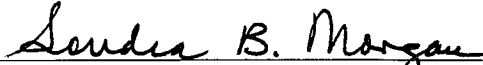
Amendment to Joint Application

Joint Applicants wish to further amend paragraph 5 of the Joint Application previously amended on January 17, 2007, to reflect a change in the purchasers. Paragraph 5 should now read:

5. The sole shareholder of TigerTel, Robert D. Williams ("Seller"), TigerTel, the sole shareholder of New Florence, and DCR have entered into a Stock Purchase Agreement dated October 1, 2006 (the "Agreement"). Under the terms of the Agreement, and subject to obtaining necessary regulatory approvals, the following individuals designated by DCR pursuant to the terms of the Agreement will acquire from the Seller all of the currently issued and outstanding common stock of TigerTel: Leonard May; Garrin Bott; Kip Wilson; Jeremy Smith; Scott Hendrickson; and Elizabeth Dunn. A copy of the Agreement, which contains proprietary information and is being filed under seal, is marked Proprietary Appendix D, attached hereto, and made a part hereof for all purposes. The Commission granted Joint Applicants' Motion for a Protective Order on October 6, 2006.

WHEREFORE, Joint Applicants respectfully request that the Commission accept the foregoing amendment to the Joint Application and grant the relief previously requested in the Joint Application and the first Amended and Supplemental Application.

Respectfully submitted,



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Attorneys for Tiger Telephone, Inc., New Florence
Telephone Company and Direct Communications Rockland,
Inc.

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent electronically, hand-delivered or mailed, United States Mail, postage prepaid, this 16th day of February, 2007, to:

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

Robert Franson
Senior Counsel
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102


W. R. England III/Sondra B. Morgan

VERIFICATION

STATE OF ~~MISSOURI~~ FLORIDA)
) SS
COUNTY OF COLLIER)



LESLEY DOUGLAS
MY COMMISSION # DD 453750
EXPIRES: July 21, 2009
Bonded Thru Budget Notary Services

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

Robert O. Keenan

Name: Robert D. Williams

Title: President

Subscribed and sworn to before me, a Notary Public, on this 16 day of February, 2007.



Notary Public

My Commission Expires: 7/21/09

VERIFICATION

STATE OF ~~MISSOURI~~ FLORIDA)

) SS

COUNTY OF COWIE)



LESLEY DOUGLAS
MY COMMISSION # DD 453750
EXPIRES: July 21, 2009
Bonded thru Budget Notary Services

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

A handwritten signature of Robert D. Williams in cursive script.

Name: Robert D. Williams

Title: President

Subscribed and sworn to before me, a Notary Public, on this 16 day of February, 2007.

A handwritten signature of the Notary Public in cursive script.

Notary Public

My Commission Expires: 7/21/09

VERIFICATION

STATE OF Idaho)
COUNTY OF Power) ss

Leonard May, having been duly sworn upon his oath, states that he is the President of Direct Communications – Rockland, Inc., Joint Applicant herein, and as such, is duly authorized to execute the foregoing Second Amended Application and to make this Affidavit on its behalf, and that the matters and things stated in the foregoing Second Amended Application and Appendices thereto are true and correct to the best of his knowledge, information and belief.

Leonard May
Name: Leonard May
Title: President

Subscribed and sworn to before me, a Notary Public, on this 16 day of Feb, 2007.

Lorri Robinson
Notary Public

My Commission Expires: 7-23-2010

