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December 16, 2002

FILED²

DEC 18 2002

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Secretary of the PSC
Missouri Public Service Commission
P. O. Box 360
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Missouri Public
Service Commission

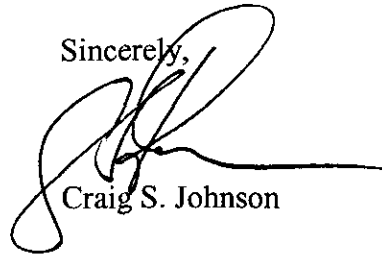
**Re: Case No. TM-2002-465, Compliance with October 22 Order,
Paragraphs 5 and 6**

Dear Secretary:

Enclosed for filing please find an original and five (5) copies of Northeast Missouri Rural Telephone Company's Remaining Compliance with Order Approving Stipulation and Agreement.

A copy of this letter and a copy of the enclosed Compliance have been served upon all attorneys of record. Thank you for your attention in seeing this filed.

Sincerely,



Craig S. Johnson

CSJ:tr

Enc.

cc: Gary Godfrey/Ray Ford
Cliff Snodgrass
Michael Dandino
Leo Bub
Steve Weber

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BEFORE THE PUBLIC SERVICE COMMISSION
OF THE
STATE OF MISSOURI

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DEC 18 2002

Missouri Public
Service Commission

In the Matter of the Joint Application)
of Northeast Missouri Rural Telephone)
Company and Modern Telecom-)
munications Company for Approval)
to Merge Modern Telecommunications)
Company and Northeast Missouri)
Rural Telephone Company.)

Case No. TM-2002-465

REMAINING COMPLIANCE WITH ORDER

COMES NOW Northeast Missouri Rural Telephone Company, pursuant to the Commission's October 22, 2002, Order Approving Stipulation and Agreement, and hereby submits this final compliance with that Order.

1. Ordered paragraphs 5 and 6 required Northeast to file tariff sheets to reflect the transaction not less than 30 days prior to the closing date of the merger, with a pleading advising the Commission said tariffs have been filed. Ordered paragraph 6 of the required Northeast, upon closing of the transaction to file a pleading advising the Commission the transaction has been closed and enumerate the certificate and tariff sheets of Modern Telecommunications Company that should be subsequently cancelled.

2. On October 28, 2002, Northeast complied with Ordered paragraph 5 by filing a pleading in the case with the revised tariff sheets reflecting the merger transaction.

3. With respect to Ordered paragraph 6, Northeast hereby advises the Commission that the transaction has been closed, with an effective date of January 1, 2003 for the merger of

Modern Telecommunications Company into Northeast Missouri Rural Telephone Company. A copy of the Articles and Certificate of Merger are attached herewith.

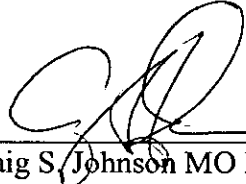
4. Ordered paragraph 6 also required Northeast to file a pleading enumerating the certificate and 10 tariff sheets of Modern Telecommunications Company that should subsequently be cancelled. The following constitutes compliance:

(a) Modern Telecommunications was granted a Certificate of Service Authority in Case No. TM-95-142, by Order of July 11, 1995, that Order granted Modern Telecommunications Company its Certificate of Service Authority to provide basic local telecommunication service in the exchanges in Memphis, Unionville and Queen City. That Certificate can be cancelled effective January 1, 2003.

(b) At this time Modern's sole tariff is PSC Mo. 1, including sections 1-17. All tariff sheets of Modern Telecommunications Company under PSC Mo. 1, sections 1-17, should consequently be cancelled effective January 1, 2003.

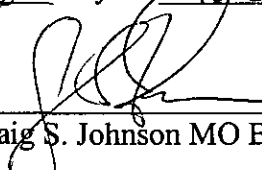
5. Northeast believes it has complied with Ordered paragraphs 5 and 6 of the Commission's prior Order, and requests that the Commission accept this compliance report, as well as the October 28 compliance report, as full compliance with Ordered paragraphs 5 and 6 of the Commission's Order.

**ANDERECK, EVANS, MILNE, PEACE
& JOHNSON, LLC**

By 
Craig S. Johnson MO Bar No. 28179
The Col. Darwin Marmaduke House
700 East Capitol
Post Office Box 1438
Jefferson City, Missouri 65102
Attorney for Applicants

CERTIFICATE OF SERVICE

The undersigned does hereby certify that a true and accurate copy of the foregoing was mailed, via U.S. Mail, postage prepaid, this 16 day of December, 2002, to all attorneys of record in this proceeding.



Craig S. Johnson MO Bar No. 28179

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
MODERN TELECOMMUNICATIONS COMPANY (#00384346)

INTO:

NORTHEAST MISSOURI RURAL TELEPHONE COMPANY (#T00000571)
Organized and Existing Under Law of **Missouri**
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of Missouri,
issue this Certificate of Merger, certifying that the merger of
the aforementioned corporations is effected with

NORTHEAST MISSOURI RURAL TELEPHONE COMPANY (#T00000571)
as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
11th Day of December, 2002

EFFECTIVE DATE: January 1, 2003

Matt Blunt
Secretary of State



\$30.00

State of Missouri
Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101 Corporations Division

**Articles of Merger for
Parent/Subsidiary Corporations**
(Section 351.447, RSMo)
(Submit in duplicate with \$30 filing fee)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. That Northeast Missouri Rural Telephone Company, of Missouri, and
2. That Modern Telecommunications Company of Missouri are hereby merged and that the above named Northeast Missouri Rural Telephone Company is the surviving corporation.
3. That the Board of Directors of Northeast Missouri Rural Telephone Company, met on November 13, 2001, and by resolution adopted by a unanimous vote of the members of such board approved the Plan of Merger set forth in these articles.
4. That the Board of Directors of Modern Telecommunications Company met on November 13, 2001, and by resolution adopted by a unanimous vote of the members of such board approved the Plan of Merger set forth in these articles.
5. That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.
6. That the resolution of the Board of Directors of the parent corporation, Northeast Missouri Rural Telephone Company approving the Plan of Merger is as follows:

The President presented to the Board of Directors a merger agreement from/between and Northeast Missouri Rural Telephone Company, and Modern Telecommunications Company on a motion by Richard Stevenson and seconded by John Aylward a vote was taken on the following resolution.

BE IT RESOLVED, that Northeast Missouri Rural Telephone Company adopt the proposed member agreement as proposed by Counsel and Consultants.

BE IT FURTHER RESOLVED that the President be authorized to sign and the Secretary attest and seal a sufficient number of originals for both companies, lenders, and regulatory commissions, and further for management, counsel and consultants to do those things necessary to effectuate completion of the merger as per the terms of that agreement.

Upon a call for a vote by the Chairman, the Resolution was unanimously adopted.

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Matt Blunt
SECRETARY OF STATE

7. That all prior approvals from the Missouri Public Service Commission and all other regulatory entities and lending institutions having jurisdiction and/or authority over the operations of Northeast Missouri Rural Telephone Company and Modern Telecommunications Company have been granted.

8. That the parent corporation, Northeast Missouri Rural Telephone Company is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of Merger by the Secretary of State of the State of Missouri.

9. PLAN OF MERGER

1. Northeast Missouri Rural Telephone Company of Missouri is the survivor.

2. All of the property, rights, privileges, leases and patents of the Merging Corporation, Modern Telecommunications Company, of Missouri are to be transferred to and become the property of Northeast Missouri Rural Telephone Company the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of Northeast Missouri Rural Telephone Company shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

4. The surviving corporation is not a foreign corporation.

5. The Articles of Incorporation of the survivor are amended as follows:

Article III is hereby amended as follows: delete the first paragraph of Article III and insert in its place the following:

The aggregate number of shares which the surviving corporation shall be authorized to issue shall be 20,000 which shall all be common stock with a par value of ten (\$10.00) dollars each, amounting to two hundred thousand (\$200,000.00) dollars. All previously authorized shares of preferred stock have been repurchased by Northeast Missouri Rural Telephone Company. Northeast Missouri Rural Telephone Company hereby rescinds and cancels all previously authorized shares of preferred stock and declares that the only shares that shall be authorized upon completion of the merger between Northeast Missouri Rural Telephone and Modern Telecommunications Company shall be the 20,000 shares of common stock. The 3,378 shares of common stock currently issued and outstanding and held by the members of Northeast Missouri Rural Telephone Company shall automatically be exchanged on the books of Northeast Missouri Rural Telephone Company on a one to one basis for the newly authorized shares. All merging members of Modern Telecommunications Company shall be issued one share of common stock as evidence of their ownership interest in the merged corporations.

6. The merger shall have an effective date of January 1, 2003.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

Northeast Missouri Rural Telephone Company

By: Richard Morgan
Richard Morgan - President

ATTEST Adrian Lewis
Secretary

CORPORATE SEAL

Modern Telecommunications Company

By: John Aylward
John Aylward - President

ATTEST Adrian Lewis
Secretary or Assistant Secretary

FILED

DEC 11 2002

Matt Blunt
SECRETARY OF STATE

State of Missouri)
County of Sullivan) ss

On this 9th day of December 2002, before me Lori S. LaFaver

A Notary Public in and for said state, personally appeared Richard Morgan, President of Northeast Missouri Rural Telephone Company known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

Lori S. LaFaver
Notary Public

(Notarial Seal or Stamp)

My commission expires 9/26/04

Lori S. LaFaver, Notary Public
Sullivan County, State of Missouri
My Commission Expires 9/26/2004

State of Missouri)
County of Sullivan) ss

On this 9th day of December 2002, before me Lori S. LaFaver

A Notary Public in and for said state, personally appeared John Aylward, President of Modern Telecommunications Company known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

Lori S. LaFaver
Notary Public

(Notarial Seal or Stamp)

My commission expires 9/26/04

Lori S. LaFaver, Notary Public
Sullivan County, State of Missouri
My Commission Expires 9/26/2004