

LAW OFFICES

HAWKINS, BRYDON, SWEARENGEN & ENGLAND

PROFESSIONAL CORPORATION

312 EAST CAPITOL AVENUE

P. O. BOX 488

JEFFERSON CITY, MISSOURI 65102-0456

AREA CODE 314

TELEPHONE 635-7168

TELECOPIER 634-7431

FACSIMILE 635-0427

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JAMES C. SWEARENGEN
WILLIAM R. ENGLAND, III
JOHNNY K. RICHARDSON
STEPHEN G. NEWMAN
MARK W. COMLEY
GARY W. DUFFY
VICKI J. GOLDAMMER
JOHN A. RUTH
PAULA BOUDREAU
BARRY V. CUNDIFF
TERRY E. CROW
ELIZABETH A. WISNOSKY

May 17, 1988

Harvey
Mr. Harvey Hubbs
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

Re: In Re: Quinter Bosserman d/b/a Peace Valley
Telephone Company
Case No. ~~PA 88~~-*JM-88-268*

Dear Mr. Hubbs:

I enclose an original and fourteen (14) conformed copies of a Joint Application which I request be filed of record. Would you please bring this matter to the attention of the appropriate Commission personnel. I have also caused two copies of the same document to be filed with the Office of Public Counsel this date.

Thank you for your assistance with this matter.

Sincerely,

HAWKINS, BRYDON, SWEARENGEN
& ENGLAND P.C.

By:

P.A.B.
Paul A. Boudreau

PAB:ab

cc: Office of Public Counsel
Mr. Quinter Bosserman
Mr. R. Jack Garrett

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MAY 17 1988
PUBLIC SERVICE COMMISSION

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BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

In the matter of QUINTER BOSSERMAN)
d/b/a PEACE VALLEY TELEPHONE COMPANY,)
a sole proprietorship, Transferor, and)
PEACE VALLEY TELEPHONE COMPANY, INC.,)
a Missouri Corporation, Transferee,)
for authority to transfer utility)
assets.)

Case No. ~~CA-88~~ *TM-88-268*

JOINT APPLICATION

Comes now Quinter Bosserman d/b/a Peace Valley Telephone Company, a sole proprietorship, hereinafter referred to as "Transferor" and Peace Valley Telephone Company, Inc., a Missouri Corporation, hereinafter referred to as "Transferee," and for their joint application for authority to transfer Transferor's franchise, facilities and system pursuant to § 392.300 RSMo (Supp. 1987), state as follows:

1. Transferor is a "telecommunications company" and a "public utility" as those terms are defined in § 386.010, RSMo (Supp. 1987) and is subject to the supervision of the Missouri Public Service Commission ("Commission"). Transferor's Office and principal place of business is located at Peace Valley, Missouri 65788. Transferor is authorized to provide telephone service to the public within those areas of this State depicted by its exchange boundary map found in its tariff at PSC No. 1, 3rd Revised Sheet No. 4 on file with the Commission and within those areas that, as a result of lawfully approved revisions in

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exchange boundary maps, may be redefined in the future. In re Quinter Bosserman d/b/a Peace Valley Telephone Company, Case No. TA-88-50, Order, September 17, 1987.

2. Transferee is a corporation duly organized and existing under the laws of the State of Missouri. Attached hereto is Exhibit 1 and incorporated by reference as if set forth herein is a Certificate of Corporate Good Standing and certified copies of Transferee's Articles of Incorporation. Transferee's office and principal place of business is located at Peace Valley, Missouri 65788.

3. Correspondence or communications with respect to this application should be sent to:

Mr. Quinter Bosserman
Peace Valley Telephone Company
Peace Valley, Missouri 65788

Mr. Paul A. Boudreau
Hawkins, Brydon, Swearingen & England P. C.
P. O. Box 456
Jefferson City, Missouri 65102-0456

Mr. R. Jack Garrett
Garrett & Ray
Farmers and Merchants Bank Building
13 Court Square
West Plains, Missouri 65775-3490

4. Transferor proposes to transfer and Transferee proposes to acquire Transferor's entire telecommunications franchise, facilities and system.; that the proposed transfer includes all utility assets, both tangible and intangible. This application

constitutes the only written agreement between Transferor and Transferee.

5. Attached hereto is Exhibit 2 and incorporated by reference is a balance sheet and income statement of Transferee showing the results of the proposed acquisition of Transferor's property.

6. Attached hereto as Exhibit 3 and incorporated by reference is a Resolution of Transferee's board of directors authorizing the proposed acquisition.

7. The proposed transfer will not be detrimental to the public interest in that:

(a) Transferee, as a corporation, will carry on the same business and service as Transferor and the same personnel who controlled and operated Transferor will continue to control and operate Transferee;

(b) Peace Valley Telephone Company will become a body corporate which will assure its perpetual existence and continued operation as well as facilitate a transition to new management.

(c) Transferee will continue to utilize the same equipment which is currently utilized by Transferor and no interruption of service or change in said service will occur as a result of this transfer; and,

(d) Transferee proposes to adopt the same tariff rates, rules and regulations which Transferor has on file with and approved by the Commission.

8. For purposes of § 392.300.1, RSMo (Supp. 1987), Transferee states that there will be no impact upon the tax revenues of the various political subdivision in which the structures, facilities or equipment of Transferor are located inasmuch as Transferor will simply become a corporate entity and the physical assets and their location will not change.

9. Transferor and Transferee desire to accomplish the proposed transfer as expeditiously as possible so that Transferee can start operations effective July 1, 1988.

WHEREFORE, Transferor and Transferee respectfully request this Commission to issue its order (1) authorizing Transferor to transfer its telecommunications franchise, facilities and system, (2) authorizing Transferee to acquire and operate Transferor's telecommunications franchise facilities and system, (3) transferring to Transferee Transferor's certificate of public convenience and necessity to provide telecommunications service within the area formerly served by Transferor, (4) authorizing the parties hereto to do those acts necessary to effectuate

compliance with the Commission's order, and (5) granting such other relief as may be appropriate in the circumstances.

Respectfully submitted,

Quinter Bosserman

Quinter Bosserman d/b/a
Peace Valley Telephone Company,
Transferor

PEACE VALLEY TELEPHONE
COMPANY, INC.

By: *Quinter Bosserman*
Quinter Bosserman, President
Transferee

Paul A. Boudreau

Paul A. Boudreau #33155
HAWKINS, BRYDON, SWEARENGEN &
ENGLAND P.C.
PO Box 456
Jefferson City, MO 65102-0456
(314) 635-7166

Attorneys for Transferor and
Transferee

AFFIDAVIT

STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

Quinter Bosserman, being duly sworn, upon his oath, states that he is the owner of Peace Valley Telephone Company, and as such is duly authorized to make this affidavit on its behalf; that the matters and things mentioned in the foregoing application are true and correct to the best of his knowledge, information and belief.

Quinter Bosserman
Quinter Bosserman

Subscribed and sworn to before me this 25th day of April, 1988.

My Commission expires:

July 28, 1990

STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

Sharon S. Wiles
Notary Public

SHARON S. WILES
NOTARY PUBLIC, STATE OF MISSOURI
COUNTY OF CALLAWAY
My Commission Expires July 23, 1990

Quinter Bosserman, being duly sworn, upon his oath, states that he is President of Peace Valley Telephone Company, Inc., a Missouri corporation, and is authorized to sign this application and make this affidavit on its behalf; that the matters and things mentioned in the foregoing application are true and correct to the best of his knowledge, information and belief.

Quinter Bosserman
Quinter Bosserman

Subscribed and sworn to before me this 25th day of April, 1988.

My Commission expires:

July 28, 1990

STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

Sharon S. Wiles
Notary Public

6 SHARON S. WILES
NOTARY PUBLIC, STATE OF MISSOURI
COUNTY OF CALLAWAY
My Commission Expires July 23, 1990

STATE OF MISSOURI



ROY D. BLUNT
SECRETARY OF STATE

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

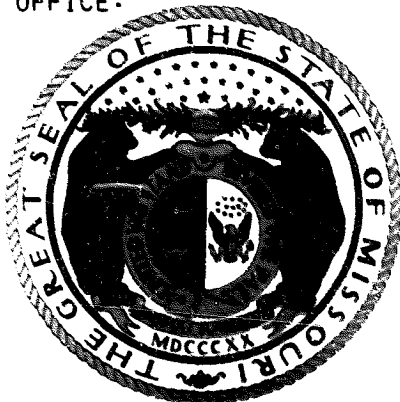
I, ROY D. BLUNT, SECRETARY OF STATE OF THE STATE OF MISSOURI,
DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE
AND CUSTODY REVEAL THAT

PEACE VALLEY TELEPHONE CO., INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 20TH
DAY OF JANUARY, 1988, AND IS IN GOOD STANDING, HAVING FULLY
COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
25TH DAY OF APRIL, 1988.


Secretary of State





STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Certificate of Corporate Records

I, ROY D. BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this _____ 26th _____ day of _____ April _____, 19 88 .

Roy D. Blunt
Secretary of State

STATE OF MISSOURI

ROY D. BLUNT, Secretary of State



CORPORATION DIVISION

CERTIFICATE OF INCORPORATION

WHEREAS, duplicate originals of Articles of Incorporation of
PEACE VALLEY TELEPHONE CO., INC.

have been received and filed in the office of the Secretary of
State, which Articles, in all respects, comply with the
requirements of The General and Business Corporation Law;

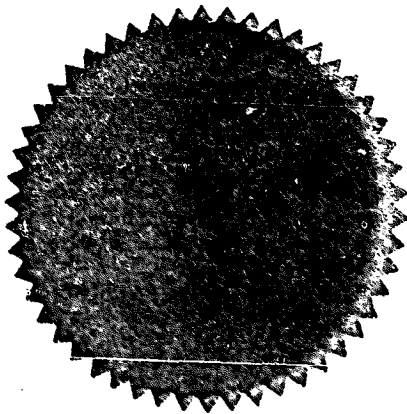
NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State
of Missouri, by virtue of the authority vested in me by law, do
hereby certify and declare this entity a body corporate, duly
organized this date and that it is entitled to all rights and
privileges granted corporations organized under The General and
Business Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix

the GREAT SEAL of the State of Missouri. Done at the City of

Jefferson, this 20th day of JANUARY ,

19 88 .



Roy D. Blunt
Secretary of State



State of Missouri . . . Office of Secretary of State

ROY D. BLUNT, Secretary of State

Articles of Incorporation

(To be submitted in duplicate by an attorney or the incorporator.)

HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MO 65102

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: Peace Valley Telephone Co., Inc.

ARTICLE TWO

The address, including street and number, if any, of the corporation's initial registered office in this state is:

101 Main Street, Peace Valley, MO. 65788

and the name of its initial agent at such address is: Quinter Bosserman

ARTICLE THREE

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be:

5000 shares \$100.00 par, non-preference voting (common)

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows:

No.

The extent, if any, to which the preemptive right of a shareholder to acquire additional shares is limited or denied.

Not

ARTICLE FIVE

The name and place of residence of each incorporator is as follows:

Name	Street	City
Quinter Bosserman,	101 Main Street,	Peace Valley, MO. 65788
Bernice Bosserman,	101 Main Street,	Peace Valley, MO. 65788
Maurice Bosserman,	General Delivery,	Peace Valley, MO. 65788

ARTICLE SIX

(Designate which and complete the applicable paragraph.)

The number of directors to constitute the first board of directors is 3. Thereafter the number of directors shall be fixed by, or in the manner provided in the bylaws. Any changes in the number will be reported to the Secretary of State within thirty calendar days of such change.

OR

The number of directors to constitute the board of directors is _____ (The number of directors to constitute the board of directors must be stated herein if there are to be less than three directors. The persons to constitute the first board of directors may, but need not, be named.)

ARTICLE SEVEN

The duration of the corporation is perpetual

The corporation is formed for the following purposes:

The ownership, operation, and development of the Peace Valley telephone exchange and the taking of all lawful steps thereto related, including the buying, selling, mortgaging, owning or otherwise dealing with any necessary items of property or business.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 15th day of December, 19 87.

Ruiter Basserman
Bruce Basserman
Maurice Basserman

State of Missouri

County of Howell

} ss

I, Brenda Ford, a Notary Public, do hereby certify that

on this 15th day of December, 19 87, personally appeared before me,

Quinter Bosserman, Bernice Bosserman and Maurice Bosserman)

who being by me first duly sworn, (severally) declared that he is (they are) the person(s) who signed the foregoing document as incorporator(s), and that the statements therein contained are true

NOTARIAL SEAL

Brenda Ford
BRENDA FORD
Notary Public

My commission expires September 24, 1989.

EXHIBIT 2

PEACE VALLEY TELEPHONE CO.
Peace Valley, Missouri

OPENING ENTRY
As of January 1, 1988

	<u>Debit</u>	<u>Credit</u>
Telephone Plant	\$ 413,649.50	
Reserve for Depreciation		\$ 168,661.48
Cash	10,000.00	
Customer Deposits		288.00
Other Reserves		10,000.00
Note Payable - Shareholders		144,700.02
Common Stock issued & outstanding		<u>100,000.00</u>
	<u>\$ 423,649.50</u>	<u>\$ 423,649.50</u>

NOTE:

The above assets and liabilities and shareholder's equity are as of January 1, 1988. The amounts will be different as of the date the business begins operating as a corporation, however, the differences should be immaterial.

PEACE VALLEY TELEPHONE CO.
Peace Valley, Missouri

OPENING ENTRY
As of January 1, 1988

	<u>Debit</u>	<u>Credit</u>
Telephone Plant	\$ 413,649.50	
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NOTE:

The above assets and liabilities and shareholder's equity are as of January 1, 1988. The amounts will be different as of the date the business begins operating as a corporation, however, the differences should be immaterial.

SCHEDULE 28—INCOME STATEMENT

Items (a)	Amount (b)		
TELEPHONE OPERATING INCOME			
Operating revenues (3000).....	\$	144,933	01
Operating revenue deductions:			
Maintenance and operating expenses (4000).....		63,226	42
Depreciation expense (5000). (Credit Account No. 2600).....		25,356	32
Amortization of intangible property (5100).....			
Amortization of plant adjustments (5200).....			
Rent for lease of telephone plant (5300).....		1,200	00
Operating taxes. (Do not include Excise or Sales Tax) (5400).....		1,150	02
Investment credit—net (5490).....			
Income taxes. (Only for Corporations) (5500).....			
TOTAL OPERATING REVENUE DEDUCTIONS (LINES 10 TO 17, INCLUSIVE)		89,782	74
NET OPERATING REVENUE (LINE 8 MINUS LINE 18)		55,520	27
Rent from lease of telephone plant (5600).....			
OPERATING INCOME (LINE 19 PLUS LINE 20)		55,520	27
OTHER INCOME			
Interest and dividend income (6000).....		75	85
Income from miscellaneous physical property (6100).....			
Other income—Miscellaneous (6900).....			
TOTAL NONOPERATING INCOME (LINES 24, 25, AND 26)		75	85
GROSS INCOME (LINE 21 PLUS LINE 27)		55,226	12
MISCELLANEOUS DEDUCTIONS FROM INCOME			
Miscellaneous taxes (7000).....			
Other miscellaneous deductions from income (7100).....			
TOTAL MISCELLANEOUS DEDUCTIONS (LINE 31 PLUS LINE 32)			
INCOME AVAILABLE FOR FIXED CHARGES (LINE 28 MINUS LINE 33)		55,226	12
FIXED CHARGES			
Interest on long-term debt (7200).....			
Other interest charges (7300).....			
Amortization of debt discount and expense (7400).....			
Amortization of premium on long-term debt—Cr. (7500).....			
Interest charged to construction—Cr. (7600).....			
Other fixed charges (7900).....			
TOTAL FIXED CHARGES (LINES 37 TO 42, INCLUSIVE)			
NET INCOME (LINE 34 MINUS LINE 43)		55,226	12
DISPOSITION OF NET INCOME			
Reservations of income.....			
BALANCE OF INCOME TRANSFERRED TO SURPLUS (LINE 44 MINUS LINE 47)	\$		

SCHEDULE 29—OPERATING REVENUES

Accounts (a)	Missouri intra- state operations (b)	Out-of-State operations (c)	Total (d)
Local service revenues. (Less: Excise and Sales Tax) (3010).....	\$ 19,001.85		\$ 19,001.85
Toll service rev. (Less: Connecting Com. Portion) (3030).....	59,364.79	\$ 56,909.49	116,274.28
Miscellaneous operating revenues (3060).....	9,728.28		9,728.28
Uncollectible operating revenues—Dr. (3090).....	(71.40)		(71.40)
TOTAL OPERATING REVENUE*	\$ 88,023.52	\$ 56,909.49	\$ 144,933.01

*This amount must agree with the amount on line 8 of page 17.

REMARKS: Line 58 includes \$8,665.00 Federal Access charges.

SCHEDULE 30—OPERATING EXPENSES

Accounts (a)	Amount (b)
MAINTENANCE	
Maintenance labor. (Do not include Construction Labor) (4010)	19,527.56
Maintenance materials and supplies (4020)	1,415.65
Station removals and changes (4030)	130.00
Other maintenance expenses (4090)
TOTAL MAINTENANCE EXPENSES	<u>21,073.21</u>
OPERATION	
Operators' wages (4110)
Other traffic expenses (4120)
Office salaries (4150)	26,334.00
General services and licenses (4160)	11,587.35
Other operation expenses (4190)	4,231.86
TOTAL OPERATION EXPENSES	<u>42,153.21</u>
TOTAL MAINTENANCE AND OPERATION EXPENSES*	<u>\$63,226.42</u>

*This amount must agree with the amount on line 10 of page 17.

Give details of any appraisal of plant made, including the name of the appraiser, date of appraisal, and the cost included in Account 4190, Other Operation Expenses:

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RESOLUTION

Now on this 4th day of May, 1988, the undersigned being all the directors and shareholders of Peace Valley Telephone Company, Inc. and resolve as follows:

1) That they agree to proceed herein waiving formal notice of any meeting or special proceeding and consent to the conduct of business at this time and location.

2) That motion is made, seconded and unanimously approved stating as follows:

"Be it resolved that it is the unanimous decision of all shareholders and directors of Peace Valley Telephone Company, Inc. that they should and it is in the corporate interest to acquire all assets of the business now known as 'Peace Valley Telephone Company' and to negotiate agreed upon compensation therefore. The President, Quinter Bosserman, is authorized and directed to proceed with said acquisition, to negotiate the terms therefore, and to enter into binding contractual agreements to accomplish said purpose and the undersigned hereby each and corporately ratify his acts."

Quinter Bosserman
QUINTER BOSSERMAN

Bernice Bosserman
BERNICE BOSSERMAN

Maurice Bosserman
MAURICE BOSSERMAN