

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

In the matter of the Joint Application)	
of Northwest Missouri Holdings, Inc.)	
and Oregon Farmers Mutual Telephone)	
Company for an order authorizing)	Case No. IM-2004-0461
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.)	

SUPPLEMENTAL 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 240-3.530, and in support of their Supplemental Joint Application to the Missouri Public Service Commission ("Commission") state to the Commission as follows:

1. On March 9, 2004, Joint Applicants filed a Joint Application with the Commission requesting 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. Paragraphs 1-8 of that Application are hereby incorporated by reference as if more fully set out herein.

2. In order to facilitate the purchase, Northwest proposes to borrow certain sums, not to exceed \$7,388,889, from the Rural Telephone Financing Cooperative ("RTFC"). The terms of the loan are set forth in the Conditional Loan Commitment for Permanent Financing which has been marked "highly confidential" Appendix F and attached hereto. As security for this loan, RTFC

requires that Oregon Farmers execute and deliver to RTFC a deed of trust, security agreement and financing statement. A copy of that Deed of Trust, Security Agreement and Financing Statement will be marked Appendix G and filed with the Commission as soon as it is available.

3. Other appendices, as required by Commission rules or by way of additional explanation, are as follows:

Appendix H: A draft of a resolution to be adopted by Oregon Farmers' Board of Directors (upon Oregon Farmers acquisition by Northwest) which approves execution and delivery of the Deed of Trust, Security Agreement and Financing Statement to RTFC. (This appendix is attached hereto and incorporated herein by reference.)

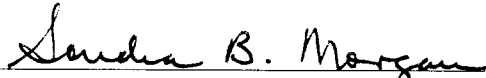
Appendix I: Attached hereto and made a part hereof for all purposes is a capitalization expenditure schedule for Oregon Farmers for the prior five (5) years as required by § 392.310, RSMo 2000.

Appendix J: A balance sheet and income statement for Oregon Farmers as required by CSR 240-3.530(2).3(E) showing the effects of the proposed transaction on Oregon Farmers' bonded and other indebtedness. Appendix J has been marked "highly confidential" and should be treated in accordance with the Protective Order entered in this case.

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 to execute and deliver a Deed of Trust, Security Agreement and Financing Statement in substantially the same form as Appendix H; (4) 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 (5) granting such other relief as the Commission may deem just and proper under the circumstances.

Respectfully submitted,

A handwritten signature in black ink, reading "Sondra B. Morgan". The signature is written in a cursive style with a horizontal line underneath.

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Sondra B. Morgan Mo. Bar #35482

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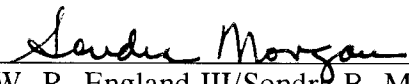
Attorneys for Oregon Farmers Mutual Telephone
Company and Northwest Missouri Holdings, Inc.

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent electronically, hand-delivered or mailed, United States Mail, postage prepaid, this 12th day of April, 2004, to:

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W. R. England III/Sondra B. Morgan