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June 13, 2003

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, Missouri 65102

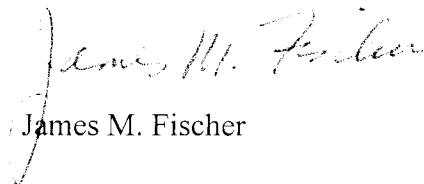
RE: *In the Matter of the Application of Areocom, L.L.C. for a Certificate of Service Authority to Provide Intrastate, Interexchange and Non-switched Local Telecommunications Services within the State of Missouri, Case No. XA-0548*

Dear Mr. Roberts:

Enclosed for filing in the above-referenced matter is the original First Amended Application of Areocom, L.L.C. A copy of the attached has been emailed, hand-delivered or mailed this date to each party of record.

Thank you for your attention to this matter.

Sincerely,



James M. Fischer

Enclosures

cc: Office of the Public Counsel
Dana K. Joyce, General Counsel

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

In the Matter of the Application of)	
Areocom, L.L.C. for a)	
Certificate of Service Authority to Provide)	
Competitive Intrastate Interexchange)	Case No. XA-0548
And Non-switched Local)	
Telecommunications Services within the)	
State of Missouri.)	

FIRST AMENDED APPLICATION

COMES NOW Areocom, L.L.C. ("Applicant" or "Areocom"), pursuant to 4 CSR 240-2.080(20), and requests that its Application filed on June 11, 2003, be amended on page 3, paragraph 11 to read as follows:

"11. Applicant also respectfully requests, pursuant to Section 392.420, that the Commission suspend, waive, or modify the application of the following rules and statutory provisions as they relate to the regulation of the Applicant:

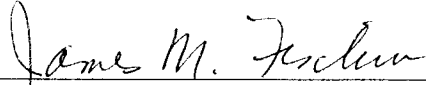
4 CSR 240-10.020	-	Depreciation and income
4 CSR 240-3.545(2)(C)	-	Posting of exchange rates at central operating offices
4 CSR 240-30.040	-	Uniform system of accounts
4 CSR 240-33.030	-	Minimum charge rules
Section 392.210.2	-	Establish uniform system of accounts for annual reports
Section 392.240(1)	-	Rates – reasonable average return on investment
Section 392.270	-	Property valuation
Section 392.280	-	Depreciation rates
Section 392.290	-	Issuance of securities
Section 392.300.2	-	Acquisition of stock
Section 392.310	-	Issuance of stocks and debt
Section 392.320	-	Stock dividend payment
Section 392.330	-	Issuance of securities, debt, and notes
Section 392.340	-	Reorganization(s)

The above-referenced rules and statutory provisions have been waived with regard to other interexchange carriers in prior cases. These rules or statutory provisions are principally designed to apply to non-competitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as the Applicant."

2. The purpose of this amendment is to amend the citation on page 3 paragraph 11 from "4 CSR 240-30.010(2)(C)" to "4 CSR 240-3.545(2)(C)" to reflect the recent adoption of the Commission's new Chapter 3 which now supercedes the provision related to the posting of exchange rates at central operating offices previously contained in 4 CSR 240-30.010(2)(C).

WHEREFORE, Applicant Areocom L.L.C. respectfully requests the Missouri Public Service Commission to grant it a Certificate of Service Authority to provide competitive intrastate interexchange and non-switched local telecommunications services within the state of Missouri; an order classifying it as a competitive telecommunications company providing competitive service; an order suspending, waiving, or modifying the above-referenced rules and statutory provisions as they relate to the regulation of the Applicant in the state of Missouri; and for such further orders as the Commission deems appropriate.

Respectfully submitted,


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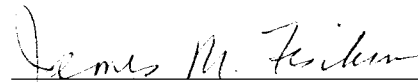
Attorneys for Applicant

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing Application has been hand-delivered, emailed or mailed, First Class mail, postage prepaid, this 13th day of June 2003, to:

Office of the Public Counsel
P.O. Box 7800
Jefferson City MO 65102

Dana K. Joyce, General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City MO 65102



James M. Fischer