

SPECIAL USE ONLY
FCC USE ONLY

(1) LOCKBOX # **979091**

DOCKET FILE COPY ORIGINAL
WC 11-63

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Smithville Communications, Inc.	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00
(4) STREET ADDRESS LINE NO. 1 P.O. Box 728	
(5) STREET ADDRESS LINE NO. 2	
(6) CITY Ellettsville	(7) STATE IN
	(8) ZIP CODE 47429
(9) DAYTIME TELEPHONE NUMBER (include area code) (812) 876-2211	(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) 0004322897	(12) FCC USE ONLY
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IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME Smithville Holding Company, Inc.		
(14) STREET ADDRESS LINE NO. 1 1600 West Temperance Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Ellettsville	(17) STATE IN	(18) ZIP CODE 47429
(19) DAYTIME TELEPHONE NUMBER (include area code) (812) 876-2211	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0018260570	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE _____ DATE _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____ EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.

SIGNATURE _____ DATE _____

ORIGINAL

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	
Darby A. McCarty Residuary Trust)	File No. _____
Transferor)	
)	
Darby A. McCarty Revocable Trust)	
Transferee)	
)	
For Transfer of Control of Smithville Holding Company, Inc. and)	
its wholly-owned subsidiaries Smithville Communications, Inc.)	
and Rice Belt Telephone Company, Inc., which provide interstate)	
telecommunications services in Indiana and Arkansas pursuant to)	
domestic blanket authorizations under Section 214 of the)	
Communications Act)	

TO: Chief, Wireline Competition Bureau

**APPLICATION FOR STREAMLINED CONSENT
TO TRANSFER OF CONTROL OF
DOMESTIC BLANKET SECTION 214 AUTHORIZATIONS**

The Darby A. McCarty Residuary Trust ("DAM Residuary Trust"; FRN: 0015572944) and the Darby A. McCarty Revocable Trust ("DAM Revocable Trust"; FRN: 0018442095) hereby request Commission authorization for the transfer of control of Smithville Holding Company, Inc. ("Smithville Holding"; FRN: 0018260570) and its wholly-owned subsidiaries Smithville Communications, Inc., d/b/a Smithville Telephone Company ("Smithville Telephone"; FRN: 0004322897) and Rice Belt Telephone Company, Inc. ("RB Telephone"; FRN: 0005076922) from the DAM Residuary Trust to the DAM Revocable Trust.

Smithville Holding, an Indiana corporation, is a holding company that does not presently provide domestic telecommunications services directly. Smithville Holding

owns, among other entities, 100 percent of Smithville Telephone, an incumbent local exchange carrier ("ILEC") that provides local exchange services (including interstate interexchange access service) in Southern Indiana pursuant to a blanket domestic Section 214 authorization. Smithville Holding also owns 100 percent of Rice Belt Holdings, Inc. ("RB Holdings"), an Arkansas corporation and holding company that does not presently provide domestic telecommunications services directly. RB Holdings owns, among other entities, 100 percent of RB Telephone, an ILEC that provides local exchange services (including interstate exchange access service) and interexchange services (including domestic long distance toll services) in northeastern Arkansas pursuant to a blanket domestic Section 214 authorization.

The DAM Residuary Trust is an Indiana Trust that presently owns 78.14 percent of the voting stock of Smithville Holding. Its trustees are Darby A. McCarty, Cullen H. McCarty (her son) and David S. McCrea (an attorney), and its sole beneficiary is Darby A. McCarty.

The DAM Revocable Trust is an Indiana Trust that presently owns 21.86 percent of the voting stock of Smithville Holding. Its sole trustee is Darby A. McCarty and its sole beneficiary is Darby A. McCarty.

The proposed transaction will be accomplished by the transfer of all of the DAM Residuary Trust's voting stock of Smithville Holding to the DAM Revocable Trust. At the completion of the transaction, the DAM Revocable Trust will own 100 percent of the voting stock of Smithville Holding, and will thereby have control of Smithville Telephone and RB Telephone and their blanket domestic Section 214 authorizations.

The proposed transaction is arguably a *pro forma* transfer of control because of the extensive involvement of Darby A. McCarty as the sole beneficiary and a trustee of both trusts. However, because Ms. McCarty has only one of three votes as a trustee of the transferor DAM Residuary Trust whereas she controls the transferee DAM Revocable Trust as its sole trustee, this application is being filed out of an abundance of caution.

The DAM Revocable Trust is not a telecommunications provider. Therefore, this application qualifies for streamlined treatment under Section 63.03(b)(1)(ii) of the Commission's Rules.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferor:

Darby A McCarty Residuary Trust
1600 West Temperance Street
Ellettsville, Indiana 47429
Telephone: (812) 876-2211
Facsimile: (812) 876-0110

Transferee:

Darby A. McCarty Revocable Trust
1600 West Temperance Street
Ellettsville, Indiana 47429
Telephone: (812) 876-2211
Facsimile: (812) 876-0110

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

Darby A. McCarty Residuary Trust is a trust organized under the laws of the State of Indiana.

Darby A. McCarty Revocable Trust is a trust organized under the laws of the State of Indiana.

Smithville Holding Company, Inc. is a corporation organized under the laws of the State of Indiana.

Smithville Communications, Inc. d/b/a Smithville Telephone Company is a corporation organized under the laws of the State of Indiana.

Rice Belt Holdings, Inc. is a corporation organized under the laws of the State of Arkansas.

Rice Belt Telephone Company, Inc. is a corporation organized under the laws of the State of Arkansas.

(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

For Transferor:

Darby A. McCarty, Trustee
Darby A McCarty Residuary Trust
1600 West Temperance Street
Ellettsville, Indiana 47429
Telephone: (812) 876-2211
Facsimile: (812) 876-0110

With a copy to Counsel:

Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

For Transferee:

Darby A. McCarty, Trustee
Darby A. McCarty Revocable Trust
1600 West Temperance Street
Ellettsville, Indiana 47429
Telephone: (812) 876-2211
Facsimile: (812) 876-0110

With a copy to Counsel:

Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

- (4) **Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:**

Ownership Prior to Proposed Transaction:

The name, address, citizenship and principal business of the only entity that owns at least ten (10) percent of the equity and voting power of Rice Belt Telephone Company, Inc. prior to the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Rice Belt Holdings, Inc. 228 Kings Highway Weiner, AR 72479	100.00%	AR Corp.	Telecommunications

The name, address, citizenship and principal business of the only entity that owns at least ten (10) percent of the equity and voting power of Rice Belt Holdings, Inc. and Smithville Communications, Inc., d/b/a Smithville Telephone Company prior to the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Smithville Holding Company, Inc. 1600 West Temperance Street Ellettsville, IN 47429	100.00%	IN Corp.	Telecommunications

The names, addresses, citizenship and principal businesses of the only entities that will own at least ten (10) percent of the equity and voting power of Smithville Holding Company, Inc. prior to the proposed transaction are:

<u>Name & Address</u>	<u>Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Darby A. McCarty	78.14% Voting	IN	Telecommunications
Residuary Trust	15.60% Nonvoting	Trust	
1600 West Temperance Street Ellettsville, IN 47429			

The trustees of the Darby A. McCarty Residuary Trust are Darby A. McCarty, Cullen H. McCarty and David S. McCrea. The trustees are all United States citizens, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Darby A. McCarty Residuary Trust is Darby A. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Darby A. McCarty	21.86% Voting	IN	Telecommunications
Revocable Trust	0.41% Nonvoting	Trust	
1600 West Temperance Street Ellettsville, IN 47429			

The sole trustee of the Darby A. McCarty Revocable Trust is Darby A. McCarty. The trustee is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Darby A. McCarty Revocable Trust is Darby A. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Darby A. McCarty	No Voting	IN	Telecommunications
Irrevocable Trust	26.10% Nonvoting	Trust	
1600 West Temperance Street Ellettsville, IN 47429			

The trustees of the Darby A. McCarty Irrevocable Trust are Darby A. McCarty, Cullen H. McCarty and David S. McCrea. The trustees are all United States citizens, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Darby A. McCarty Irrevocable Trust is Darby A. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cullen H. McCarty Revocable Trust 1600 West Temperance Street Ellettsville, IN 47429	No Voting 39.17% Nonvoting	IN Trust	Telecommunications

The trustee of the Cullen H. McCarty Revocable Trust is Cullen H. McCarty. The trustee is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Cullen H. McCarty Revocable Trust is Cullen H. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cullen H. McCarty Irrevocable Trust 1600 West Temperance Street Ellettsville, IN 47429	No Voting 18.71% Nonvoting	IN Trust	Telecommunications

The trustees of the Cullen H. McCarty Irrevocable Trust are Darby A. McCarty, Cullen H. McCarty and David S. McCrea. The trustees are all United States citizens, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Cullen H. McCarty Irrevocable Trust is Cullen H. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

Darby A. McCarty and Cullen H. McCarty are mother and son.

No other individual or entity directly or indirectly owns or controls at least ten (10) percent of the equity or voting power of Smithville Holding, Smithville Telephone, RB Holdings and/or RB Telephone prior to the proposed transaction.

Ownership After Proposed Transaction:

The name, address, citizenship and principal business of the only entity that will own at least ten (10) percent of the equity and voting power of Rice Belt Telephone Company, Inc. after the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Rice Belt Holdings, Inc. 228 Kings Highway Weiner, AR 72479	100.00%	AR Corp.	Telecommunications

The name, address, citizenship and principal business of the only entity that will own at least ten (10) percent of the equity and voting power of Rice Belt Holdings, Inc. and of Smithville Communications, Inc., d/b/a Smithville Telephone Company after the proposed transaction are:

<u>Name & Address</u>	<u>% Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Smithville Holding Company, Inc. 1600 West Temperance Street Ellettsville, IN 47429	100.00%	IN Corp.	Telecommunications

The names, addresses, citizenship and principal businesses of the only entities that will own at least ten (10) percent of the equity and voting power of Smithville Holding Company, Inc. after the proposed transaction are:

<u>Name & Address</u>	<u>% Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Darby A. McCarty Revocable Trust 1600 West Temperance Street Ellettsville, IN 47429	100.00% Voting 0.42% Nonvoting	IN Trust	Telecommunications

The sole trustee of the Darby A. McCarty Revocable Trust is Darby A. McCarty. The trustee is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Darby A. McCarty Revocable Trust is Darby A. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>Voting & Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cullen H. McCarty Irrevocable Trust 1600 West Temperance Street Ellettsville, IN 47429	% No Voting 18.71% Nonvoting	IN Trust	Telecommunications

The trustees of the Cullen H. McCarty Irrevocable Trust are Darby A. McCarty, Cullen H. McCarty and David S. McCrea. The trustees are all United States citizens, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Cullen H. McCarty Irrevocable Trust is Cullen H. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Darby A. McCarty Grantor Retained Annuity Trust I 1600 West Temperance Street Ellettsville, IN 47429	% No Voting 10.94% Nonvoting	IN Trust	Telecommunications

The sole trustee of the Darby A. McCarty Grantor Retained Annuity Trust I is Darby A. McCarty. The trustee is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Darby A. McCarty Grantor Retained Annuity Trust I is Darby A. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Darby A. McCarty Grantor Retained Annuity Trust II 1600 West Temperance Street Ellettsville, IN 47429	% No Voting 10.94% Nonvoting	IN Trust	Telecommunications

The sole trustee of the Darby A. McCarty Grantor Retained Annuity Trust II is Darby A. McCarty. The trustee is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Darby A. McCarty Grantor Retained Annuity Trust II is Darby A. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>% Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Darby A. McCarty Grantor Retained Annuity Trust III 1600 West Temperance Street Ellettsville, IN 47429	No Voting 10.94% Nonvoting	IN Trust	Telecommunications

The sole trustee of the Darby A. McCarty Grantor Retained Annuity Trust III is Darby A. McCarty. The trustee is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Darby A. McCarty Grantor Retained Annuity Trust III is Darby A. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>% Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cullen H. McCarty Grantor Retained Annuity Trust I 1600 West Temperance Street Ellettsville, IN 47429	No Voting 10.81% Nonvoting	IN Trust	Telecommunications

The sole trustee of the Cullen H. McCarty Grantor Retained Annuity Trust I is Cullen H. McCarty. The trustee is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Cullen H. McCarty Grantor Retained Annuity Trust I is Cullen H. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>% Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cullen H. McCarty Grantor Retained Annuity Trust II 1600 West Temperance Street Ellettsville, IN 47429	No Voting 10.81% Nonvoting	IN Trust	Telecommunications

The sole trustee of the Cullen H. McCarty Grantor Retained Annuity Trust II is Cullen H. McCarty. The trustee is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Cullen H. McCarty Grantor Retained Annuity Trust II is Cullen H. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

<u>Name & Address</u>	<u>% Voting/Nonvoting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cullen H. McCarty Grantor Retained Annuity Trust III 1600 West Temperance Street Ellettsville, IN 47429	No Voting 10.81% Nonvoting	IN Trust	Telecommunications

The sole trustee of the Cullen H. McCarty Grantor Retained Annuity Trust III is Cullen H. McCarty. The trustee is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

The sole current beneficiary of the Cullen H. McCarty Grantor Retained Annuity Trust III is Cullen H. McCarty. The beneficiary is a United States citizen, and can be contacted at 1600 West Temperance Street in Ellettsville, Indiana 47429.

Darby A. McCarty and Cullen H. McCarty are mother and son.

No other individual or entity directly or indirectly will own or control at least ten (10) percent of the equity or voting power of Smithville Holding, Smithville Telephone, RB Holdings and/or RB Telephone after the proposed transaction.

(5) Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

The DAM Residuary Trust and the DAM Revocable Trust hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction:

The proposed transaction entails the transfer of the voting stock of Smithville Holding currently held by the DAM Residuary Trust (of which Ms. Darby A. McCarty is the sole beneficiary and one of three trustees) to the DAM Revocable Trust (of which Ms. Darby A. McCarty is the sole beneficiary and the sole trustee). At the completion of the transaction, the DAM Revocable Trust will control 100 percent of the voting stock of Smithville Holding. Control of Smithville Holding will give the DAM Revocable Trust control of Smithville Telephone and RB Telephone and their blanket domestic Section 214 authorizations.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

There is no change in the existing local exchange service areas of Smithville Telephone or RB Telephone.

Areas and Services of Smithville Holding and affiliates

Smithville Holding is a holding company that does not directly provide any domestic telecommunications services.

Smithville Telephone, a 100 percent-owned subsidiary of Smithville Holding, provides local exchange services (including interstate interexchange access) as an ILEC in twelve rural exchanges in southern Indiana. Smithville Telephone's local exchange services include a variety of calling features, including caller ID, call waiting, call forwarding, three-way calling, call return, distinctive ringing, toll restriction, and selective call acceptance or rejection. Smithville Telephone provides local exchange services to approximately 23,000 access lines.

Smithville Spectrum, LLC, a 100 percent-owned subsidiary of Smithville Holding, is the licensee of AWS, 1710-1755 / 2110-2155 MHz Stations WQGB435 (CMA409 – Indiana 7 – Owen) and WQGB436 (CMA410 – Indiana 8 – Brown).

Smithville Digital, LLC, an Indiana limited liability company that is controlled indirectly by the DAM Revocable Trust, is certificated by the Indiana Utility Regulatory Commission to provide competitive local exchange services in the State of Indiana, but has not yet commenced the provision of such services.

Smithville Telecom, LLC, an Indiana limited liability company that is controlled indirectly by the DAM Revocable Trust, provides resold long distance toll services and IPTV services in and around the Indiana local exchange service areas of Smithville Telephone.

Smithville Telephone holds a 2.64 percent limited partnership interest in GTE Mobilnet of Indiana Limited Partnership, the licensee of Cellular Station KNKA216, CMA028, Indianapolis, Indiana.

Smithville Telephone holds a 7.00 percent limited partnership interest in GTE Mobilnet of Terre Haute Limited Partnership, the licensee of Cellular Station KNKA497, CMA185, Terre Haute, Indiana.

RB Holdings, a wholly-owned subsidiary of Smithville Holding, is a holding company that does not directly provide any domestic telecommunications services.

RB Telephone, a wholly-owned subsidiary of RB Holdings, provides local exchange services (including interstate interexchange access) as an ILEC in three rural exchanges (Fisher, Waldenberg and Weiner) in northeastern Arkansas. RB Telephone's local exchange services include a variety of calling features, including caller ID, call waiting, call forwarding, three-way calling, call return, distinctive ringing, toll restriction, and selective call acceptance or rejection. RB Telephone provides local exchange services to approximately 700 access lines.

RB Telephone also provides interstate and intrastate long distance toll services to customers within its local exchange service areas.

RB Communications, a wholly-owned subsidiary of RB Holdings, provides Internet access services (including dial-up and digital subscriber line ("DSL") services) to customers within RB Telephone's local exchange service areas.

RB Cellular, a wholly-owned subsidiary of RB Holdings, formerly held investment interests in several cellular partnerships. It is not presently engaged in the offering or provision of any domestic telecommunications services.

RB Communications holds a 10.00 percent ownership interest in Arkansas iNet, LLC, an Arkansas limited liability company that provides Internet and web hosting services throughout the State of Arkansas.

RB Holdings and RB Telephone have no other direct or indirect ownership interests in any other entities that offer domestic telecommunications services.

Smithville Holding and its direct and indirect subsidiaries have no ownership interests in any other entities that offer domestic telecommunications services.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

Applicants believe that this application qualifies for presumed streamlined treatment pursuant to Section 63.03(b)(1)(ii) of the Commission's Rules because the transferee DAM Revocable Trust is not a telecommunications provider.

Additionally, applicants note that Smithville Holding and its affiliates will have a market share in the interstate, interexchange market of substantially less than ten percent (10.0%). Also, the approximately 23,700 access lines served by Smithville Telephone and RB Telephone are far fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide. These access lines comprise only a very small fraction of the 3,093,097 end-user switched access lines that constituted two percent (2%) of the nation's estimated 154,654,847 end-user switched access lines as of June 30, 2008. Source: United States Federal Communications

(9) Identification of all other Commission applications related to the same transaction:

On January 26, applications were filed for Commission consent to the transfer of control of Smithville Telephone's licenses for Paging and Radiotelephone Service station KWU240 and Common Carrier Fixed Point-to-Point Microwave Service stations WLT928, WLV689 and WPNK703.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction entails the transfer of control of Smithville Holding, a holding company whose existing rural telephone subsidiaries Smithville Telephone and RB Telephone have long provided domestic telecommunications services to rural communities. Ms. Darby A. McCarty, the sole trustee and the sole beneficiary of the transferee DAM Revocable Trust, is an officer of Smithville Holding and its affiliates, and has a proven record of operating and managing rural networks that provide high-quality, state-of-the-art telecommunications services at affordable rates to their rural service areas.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of Smithville Holding, and particularly the domestic blanket Section 214 authorizations held by Smithville Telephone and RB Telephone, from the DAM Residuary Trust to the DAM Revocable Trust.

The DAM Residuary Trust and the DAM Revocable Trust reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

DARBY A. McCARTY RESIDUARY TRUST

By: *Darby A. McCarty*
Darby A. McCarty, Trustee

Date: 3-17-2011

DARBY A. McCARTY REVOCABLE TRUST

By: *Darby A. McCarty*
Darby A. McCarty, Trustee

Date: 3-17-2011