

ATTACHMENT 1
Notification of *Pro Forma* Transfer of Control

Pursuant to Section 214 of the Communications Act of 1934, as amended, (“the Act”), 47 U.S.C. § 214 and Section 3.24(f) of the Commission’s rules, 47 C.F.R. § 63.249f), Smith Bagley, Inc. (“SBI”) hereby notifies the Commission of the *pro forma* transfer of control of SBI as a result of the winding up of the Estate of Smith Bagley, who died in January of 2010. Mr. Bagley’s estate is now being settled, and the final disposition of the Estate’s assets, including SBI, is now being made. As more fully explained in response to Question 13 below, the ultimate ownership or control of the international Section 214 authorization at issue has not changed, and is, therefore, *pro forma* in nature. This *pro forma* transfer of control occurred on February 26, 2015.¹

Answer to Question 10 – Section 63.18(c)-(d):

The contact information for both the transferor and transferee is as follows:

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The transferee, the Smith Bagley Revocable Trust, does not hold any international Section 214 authorization.

¹ Notification is concurrently being filed with the Wireless Telecommunications Bureau with regard to the common carrier radio licenses impacted by the settlement of the estate. *See* ULS File No. 0006696872.

Answer to Question 11 – Section 63.18(h):

The following persons or entities directly or indirectly own at least 10% of SBI:

Name/Address/Citizenship	Principal Business	Percent of Interest Held
Smith Bagley Revocable Trust c/o Smith Bagley, Inc. 1500 South White Mountain Road Show Low, AZ 85901 Organized: United States	Trust	60% interest

Elizabeth Frawley Bagley and PNC Bank, N.A. serve as the trustees. No other person or entity directly or indirectly holds a 10 percent or greater interest in SBI.

Answer to Question 13:

SBI hereby notifies the Commission of the *pro forma* transfer of control that occurred on February 26, 2015 as a result of the winding up of the Estate of Smith Bagley, who died in January of 2010. On February 26, 2015, all of the assets in the Estate of Smith Bagley were distributed to the Smith Bagley Revocable Trust, including shares representing a sixty percent (60%) interest in SBI. Elizabeth Frawley Bagley continues to maintain a controlling interest in the company. She also exercises *de facto* control of SBI through her continuing role as chairman of the Company's Board of Directors. Therefore, no substantive change in control occurred as a result of the distribution of company shares from the Estate of Smith Bagley to the Smith Bagley Revocable Trust.

This transaction is the first of a two-step process in the winding up of Mr. Bagley's estate. The second step is expected to be completed within the next several months and SBI will file a second notification when that transaction is consummated.