

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

217017

OMB APPROVAL

OMB Number: 3235-0076

Expires: March 31, 2009

Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer

Rock Hill Telephone Company

Jurisdiction of Incorporation/Organization

South Carolina

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year)

Previous Name(s)

None

PROCESSED MAR 27 2009 THOMSON REUTERS

Entity Type (Select one)

- Corporation Limited Partnership Limited Liability Company General Partnership Business Trust Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

330 East Black Street

City

Rock Hill

State/Province/Country

SC

Street Address 2

ZIP/Postal Code

29731

Phone No.

803-326-7577

Item 3. Related Persons

Last Name

Barnes, Jr.

First Name

Frank

Middle Name

S.

Street Address 1

330 East Black Street

City

Rock Hill

State/Province/Country

SC

Street Address 2

ZIP/Postal Code

29731

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

SEC Mail Processing Section

MAR 11 2009

Washington, DC 105

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services Energy Electric Utilities Energy Conservation Coal Mining Environmental Services Oil & Gas Other Energy

- Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care

- Manufacturing Real Estate Commercial

- Construction REITS & Finance Residential Other Real Estate Retailing Restaurants Technology Computers Telecommunications Other Technology Travel Airlines



**Item 5. Issuer Size (Select one)**

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)**

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)

- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

**Item 7. Type of Filing**

- New Notice **OR**  Amendment

Date of First Sale in this Offering:  **OR**  First Sale Yet to Occur

**Item 8. Duration of Offering**

Does the issuer intend this offering to last more than one year?  Yes  No

**Item 9. Type(s) of Securities Offered (Select all that apply)**

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (Describe)

**Item 10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

FORM D

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0

Item 12. Sales Compensation

Recipient

N/A

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

States of Solicitation All States

- Grid of state checkboxes: AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, PR

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 114,445,717.80\* OR Indefinite

(b) Total Amount Sold \$ 102,727,410.50\*

(c) Total Remaining to be Sold \$ 0 OR Indefinite

Clarification of Response (if Necessary)

\*This amount represents the appraised fair value of target company shares that were acquired in the mergers and the exchange offer in exchange for shares of issuer.

Item 14. Investors

Check this box [X] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

20

Enter the total number of investors who already have invested in the offering:

44\*\*

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 Estimate

Finders' Fees \$ 0 Estimate

Clarification of Response (if Necessary)

\*\* Five thousand seventeen and four thousand eight hundred three ten thousandths (5,017.4803) shares exchanged in the merger were surrendered by, and issued to a voting trust. Although for purposes of completing this Form D, the issuer has completed the "number of investors" question based on the number of beneficiaries under this voting trust, Form D 3 all of whom the issuer believes are accredited investors, nothing contained herein shall be deemed an admission that the trust beneficiaries, as opposed to the trust itself, were offerees, purchasers or investors in the transaction.

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

 Estimate

Clarification of Response (if Necessary)

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**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

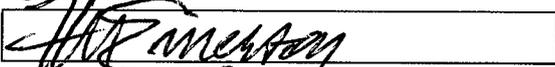
Issuer(s)

Rock Hill Telephone Company

Name of Signer

Forrest M. Emerson

Signature



Title

Sr. Vice President - General Counsel

Number of continuation pages attached:

6

Date

03/09/2009

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Barnes  
First Name: Bryant  
Middle Name: G.  
Street Address 1: 330 East Black Street  
Street Address 2:  
City: Rock Hill  
State/Province/Country: SC  
ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Barnes, Jr.  
First Name: L.  
Middle Name: A.  
Street Address 1: 330 East Black Street  
Street Address 2:  
City: Rock Hill  
State/Province/Country: SC  
ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Barnes  
First Name: E.  
Middle Name: L.  
Street Address 1: 330 East Black Street  
Street Address 2:  
City: Rock Hill  
State/Province/Country: SC  
ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Miller, Jr.  
First Name: Harry  
Middle Name: M.  
Street Address 1: 330 East Black Street  
Street Address 2:  
City: Rock Hill  
State/Province/Country: SC  
ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Barnes, Jr. First Name: John Middle Name: M.  
Street Address 1: 330 East Black Street Street Address 2:  
City: Rock Hill State/Province/Country: SC ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: McFadden First Name: D. Middle Name: Glenn  
Street Address 1: 330 East Black Street Street Address 2:  
City: Rock Hill State/Province/Country: SC ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Robertson, Sr. First Name: Daniel Middle Name: R.  
Street Address 1: 330 East Black Street Street Address 2:  
City: Rock Hill State/Province/Country: SC ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Dosch First Name: Matthew Middle Name: L.  
Street Address 1: 330 East Black Street Street Address 2:  
City: Rock Hill State/Province/Country: SC ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Bushardt	Jeffrey	A.
Street Address 1	Street Address 2	
330 East Black Street		
City	State/Province/Country	ZIP/Postal Code
Rock Hill	SC	29731
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Emerson	Forrest	M.
Street Address 1	Street Address 2	
330 East Black Street		
City	State/Province/Country	ZIP/Postal Code
Rock Hill	SC	29731
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Barnes, III	Ladson	A.
Street Address 1	Street Address 2	
330 East Black Street		
City	State/Province/Country	ZIP/Postal Code
Rock Hill	SC	29731
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Simril	David	G.
Street Address 1	Street Address 2	
330 East Black Street		
City	State/Province/Country	ZIP/Postal Code
Rock Hill	SC	29731
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Barnes, First Name: C., Middle Name: Douglas  
Street Address 1: 330 East Black Street, Street Address 2:  
City: Rock Hill, State/Province/Country: SC, ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Ellis, First Name: Susan, Middle Name: B.  
Street Address 1: 330 East Black Street, Street Address 2:  
City: Rock Hill, State/Province/Country: SC, ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Francis, First Name: Rebecca, Middle Name: B.  
Street Address 1: 330 East Black Street, Street Address 2:  
City: Rock Hill, State/Province/Country: SC, ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Lundell, First Name: Douglass, Middle Name: J.  
Street Address 1: 330 East Black Street, Street Address 2:  
City: Rock Hill, State/Province/Country: SC, ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Dyson, First Name: Ronald, Middle Name: L.  
Street Address 1: 330 East Black Street, Street Address 2:  
City: Rock Hill, State/Province/Country: SC, ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary):

Last Name: Moore, Jr., First Name: Gilmore, Middle Name: S.  
Street Address 1: 330 East Black Street, Street Address 2:  
City: Rock Hill, State/Province/Country: SC, ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary):

Last Name: Marshall, First Name: Franklin, Middle Name: D.  
Street Address 1: 330 East Black Street, Street Address 2:  
City: Rock Hill, State/Province/Country: SC, ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary):

Last Name: Coleman, First Name: Michael, Middle Name: A.  
Street Address 1: 330 East Black Street, Street Address 2:  
City: Rock Hill, State/Province/Country: SC, ZIP/Postal Code: 29731  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Deller      First Name: Michael      Middle Name: W.

Street Address 1: 330 East Black Street      Street Address 2:

City: Rock Hill      State/Province/Country: SC      ZIP/Postal Code: 29731

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary):

Last Name: Holladay      First Name: John      Middle Name: S.

Street Address 1: 330 East Black Street      Street Address 2:

City: Rock Hill      State/Province/Country: SC      ZIP/Postal Code: 29731

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary):

Last Name: Meares      First Name: Rebecca      Middle Name: W.

Street Address 1: 330 East Black Street      Street Address 2:

City: Rock Hill      State/Province/Country: SC      ZIP/Postal Code: 29731

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary):

Last Name:      First Name:      Middle Name:

Street Address 1:      Street Address 2:

City:      State/Province/Country:      ZIP/Postal Code:

Relationship(s):  Executive Officer     Director     Promoter

Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B – Item 1)			Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and amount purchased in State (Part C – Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B – Item 1)		3 Type of security and aggregate offering price offered in state (Part C – Item 1)	4 Type of investor and amount purchased in State (Part C – Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC		X	Non-Voting Common Stock \$637,677.88*	1*	\$637,677.88**				X
ND									
OH									
OK									
OR									
PA									
RI		X	Non-Voting Common Stock \$637,677.88*	1*	\$637,677.88**				X
SC	X		Non-Voting Common Stock \$85,489,756.24*	22*	\$76,512,134.34**	20**	\$8,977,621.90**		X
		X	Voting Common Stock \$15,962,298.30	12	\$15,962,298.30	0	—		X
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

\*Five thousand seventeen and four thousand eight hundred three ten-thousandths (5,017.4803) shares exchanged in the merger were surrendered by, and issued to, a South Carolina voting trust. Although for purposes of completing this Appendix, the issuer has completed the "number of accredited investors" and state of residence information based on the number and residence of beneficiaries under this voting trust, all of whom the issuer believes are accredited investors, nothing contained herein shall be deemed an admission that the trust beneficiaries, as opposed to the trust itself, were offerees, purchasers or investors in the transaction.

\*\*These amounts represent the appraised fair value of target company shares that were acquired in the merger in exchange for shares of the issuer.