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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

► Do not enter Social Security numbers on this form as it may be made public.

► Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

A For the 2013 calendar year, or tax year beginning 07/01/13, and ending 06/30/14

<input type="checkbox"/> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Mid-Atlantic Broadband Communities Corporation			D Employer identification number 27-0076588
	Doing Business As Number and street (or P.O. box if mail is not delivered to street address) 1100 Confroy Drive			
	Room/suite Ste 4			
	City or town, state or province, country and ZIP or foreign postal code South Boston VA 24592			
	F Name and address of principal officer Thomas Deriso 1100 Confroy Drive, Suite 4 South Boston VA 24592			
I Tax-exempt status. <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (4) <input type="checkbox"/> (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see Instructions)
J Website: ► www.mbc-va.com				
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►				
L Year of formation 2004				M State of legal domicile VA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: See Schedule O		
	2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3 13	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 13	
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5 18	
	6 Total number of volunteers (estimate if necessary)	6 0	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0	
b Net unrelated business taxable income from Form 990-T, line 34	7b 0		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 5,071,092	Current Year 1,153,745
	9 Program service revenue (Part VIII, line 2g)	7,728,777	7,765,999
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,452	-158,649
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,806,321	8,761,095
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	20,000	
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,946,060	1,905,860
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	
	b Total fundraising expenses (Part IX, column (D), line 25) ►	0	
	17 Other expenses (Part IX, column (A), lines 1a-11d, 11f-24e)	8,613,603	9,223,942
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	10,559,663	11,149,802
19 Revenue less expenses. Subtract line 18 from line 12	2,246,658	-2,388,707	
Net Assets or Fund Balances	Beginning of Current Year	End of Year	
	20 Total assets (Part X, line 16)	71,506,641	71,718,908
	21 Total liabilities (Part X, line 26)	5,739,019	8,339,993
	22 Net assets or fund balances. Subtract line 21 from line 20	65,767,622	63,378,915

Part II Signature Block

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here <input type="checkbox"/> Signature of officer GREGORY J. LYTZ, REASURER <input type="checkbox"/> Type or print name and title	2/11/15 <small>Date</small>		
	Print/Type preparer's name DEVIN L. DUNCAN	Preparer's signature <i>Devin Duncan</i>	Date 02/11/15 Check <input type="checkbox"/> if self-employed PTIN P01249521
Paid Preparer Use Only <input type="checkbox"/> Firm's name ► KPMG LLP <input type="checkbox"/> Firm's address ► 345 Park Avenue New York, NY 10154-0102	Firm's EIN ► 13-5565207 Phone no. 212-758-9700		

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions.
DAA

Form 990 (2013)

W3 B3

Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response or note to any line in this Part III****1 Briefly describe the organization's mission****See Schedule O****2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?** Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a (Code:) (Expenses \$ 7,708,126 including grants of\$) (Revenue \$ 7,765,999)**

Mid-Atlantic Broadband Communities Corporation ("MBC") conducts the following activities with respect to the fiber optic network: optical transport services, co-location services and dark fiber leases. Through optical transport services, MBC provides dedicated optical transport internet services to rural unserved and underserved areas of southern Virginia. The open access fiber-optic network provides access for rural Virginia and promotes economic development, private investment and job creation. Through co-location services, MBC leases rack space for locating network servers and electronic storage equipment to interconnect with telecommunications network providers. Through dark fiber leases, MBC provides fiber free of charge to the Virginia Department of Transportation

4b (Code) (Expenses \$	including grants of\$) (Revenue \$)
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4c (Code:) (Expenses \$	including grants of\$) (Revenue \$)
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4d Other program services. (Describe in Schedule O)

(Expenses \$	20,000 including grants of\$	20,000) (Revenue \$)
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4e Total program service expenses ► 7,728,126

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1		X
2	X	
3	X	
4		
5	X	
6	X	
7	X	
8	X	
9	X	
10	X	
11a	X	
11b	X	
11c	X	
11d	X	
11e	X	
11f	X	
12a	X	
12b	X	
13	X	
14a	X	
14b	X	
15	X	
16	X	
17	X	
18	X	
19	X	
20a	X	
20b		

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III

23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a

 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

 c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

 d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

25a **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I

 b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I

26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)

 a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

 b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

 c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, or IV, and Part V, line 1

35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?

 b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O

	Yes	No
21		X
22	X	
23	X	
24a		X
24b		
24c		
24d		
25a	X	
25b		X
26		X
27		X
28a		X
28b		X
28c		X
29		X
30		X
31		X
32		X
33		X
34	X	
35a	X	
35b		X
36		
37		X
38		X

Part V Statements Regarding Other IRS Filings and Tax Compliance
 Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	14
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	18
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	5a	X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5b	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5c	
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	6a	X
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6b	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7a	
7	Organizations that may receive deductible contributions under section 170(c).	7b	
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7c	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7d	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7e	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7f	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7g	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7h	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9a	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9b	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state?	13a	
	Note. See the instructions for additional information the organization must report on Schedule O		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O

1b Enter the number of voting members included in line 1a, above, who are independent

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following

a The governing body?

b Each committee with authority to act on behalf of the governing body?

9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

	1a	1b	Yes	No
1a	13			
1b	13			
2			2	X
3			3	X
4			4	X
5			5	X
6			6	X
7a			7a	X
7b			7b	X
8a			8a	X
8b			8b	X
9			9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

10a Did the organization have local chapters, branches, or affiliates?

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review this Form 990

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?

a The organization's CEO, Executive Director, or top management official

b Other officers or key employees of the organization

If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a		X
10b		
11a		X
12a	X	
12b	X	
12c	X	
13		X
14	X	
15a	X	
15b	X	
16a	X	
16b		X

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **None**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply

Own website Another's website Upon request Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► **GREGORY LYTZ**
SOUTH BOSTON

1100 CONFROY DRIVE, SUITE 4
VA 24592 434-570-1311

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any See instructions for definition of "key employee"

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

 Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		or director	Individual trustee	Institutional trustee	Officer	Key employee			
(1) ERNEST R LAIL DIRECTOR, CHAIRMAN	1.00 0.00	X		X			5,750	0	0
(2) DAVID HUGDINS DIRECTOR	1.00 0.00		X				3,400	0	0
(3) BRYAN DAVID DIRECTOR	1.00 0.00		X				2,750	0	0
(4) GARY WALKER DIRECTOR	1.00 0.00		X				2,750	0	0
(5) ROBERT PICCHI Director	1.00 0.00		X				1,700	0	0
(6) WANDA JEFFRESS DIRECTOR	1.00 0.00		X				1,300	0	0
(7) MARK HEATH DIRECTOR	1.00 0.00		X				950	0	0
(8) EARVING BLYTHE DIRECTOR	1.00 0.00		X				0	0	0
(9) DUANE DAHLQUIST DIRECTOR	1.00 0.00		X				0	0	0
(10) BEN DAVENPORT DIRECTOR	1.00 0.00		X				0	0	0
(11) EDWARD HODGES DIRECTOR, VICE CHAIR	1.00 0.00		X	X			0	0	0

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual officer or trustee	Institutional trustee	Officer	Key employee	Highest compensated employee			
(12) RICHARD SHUMAKER	1.00								
DIRECTOR	0.00	X					0	0	0
(13) CHARLES MAJORS	1.00								
Director	0.00	X					0	0	0
(14) THOMAS DERISO	40.00								
PRESIDENT & CEO	0.00		X				279,076	0	71,955
(15) GRAHAM RAMSEY	40.00								
Vice President	0.00		X				173,637	0	53,703
(16) GREGORY LYTZ	40.00								
SECRETARY/TREASURER	0.00		X				171,450	0	53,703
(17)									
(18)									
(19)									
1b Sub-total							642,763		179,361
c Total from continuation sheets to Part VII, Section A									
d Total (add lines 1b and 1c)							642,763		179,361

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 4

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
BETTER CABLE SYSTEMS ROXBORO	PO BOX 1117 NC 27573	CONSTRUCTION
RACO, INC	PO BOX 265	
GRETNNA	VA 24557	CONSTRUCTION
RJE TELECOM	PO BOX 933050	
ATLANTA	GA 31193	CONSTRUCTION
S & N COMMUNICATIONS	PO BOX 643530	
PITTSBURGH	PA 15264	CONSTRUCTION
LAMBERTS CABLE SPLICING	PO BOX 563	
SHARPSBURG	NC 27878	CONSTRUCTION

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►

6

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	1b Membership dues	1b			
	1c Fundraising events	1c			
	1d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,153,745		
	g Noncash contributions included in lines 1a-1f		\$		
	h Total. Add lines 1a-1f	►	1,153,745		
Program Service Revenue	2a Broadband Services Revenue	Busn Code	7,765,999	7,765,999	
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f	►	7,765,999		
	3 Investment income (including dividends, interest, and other similar amounts)	►	6,755		6,755
4 Income from investment of tax-exempt bond proceeds					
5 Royalties	►				
6a Gross rents	(i) Real	(ii) Personal			
b Less rental exps					
c Rental inc or (loss)					
d Net rental income or (loss)	►				
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis & sales exps		87,000			
c Gain or (loss)		252,404			
d Net gain or (loss)	►	-165,404			-165,404
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c)					
See Part IV, line 18	a				
b Less: direct expenses	b				
c Net income or (loss) from fundraising events	►				
9a Gross income from gaming activities.					
See Part IV, line 19	a				
b Less: direct expenses	b				
c Net income or (loss) from gaming activities	►				
10a Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b				
c Net income or (loss) from sales of inventory	►				
Miscellaneous Revenue		Busn Code			
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d	►	8,761,095	7,765,999	0	-158,649
12 Total revenue. See instructions.	►				

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	20,000	20,000		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	783,462		783,462	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	828,651		828,651	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	70,486		70,486	
9 Other employee benefits	160,712		160,712	
10 Payroll taxes	62,549		62,549	
11 Fees for services (non-employees)				
a Management				
b Legal	87,765		87,765	
c Accounting	110,217		110,217	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	87,882		87,882	
12 Advertising and promotion	194,570		194,570	
13 Office expenses	56,639		56,639	
14 Information technology	44,705		44,705	
15 Royalties				
16 Occupancy	216,379		216,379	
17 Travel	219,882		219,882	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	31,037		31,037	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	5,599,753	5,599,753		
23 Insurance	49,950		49,950	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a NETWORK OPERATION	2,108,373	2,108,373		
b BUSINESS DEVELOPMENT	177,760		177,760	
c COMMUNITY SUPPORT	136,257		136,257	
d OTHER	102,773		102,773	
e All other expenses				
25 Total functional expenses Add lines 1 through 24e	11,149,802	7,728,126	3,421,676	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	3,191,796	1	911,077
	2 Savings and temporary cash investments	1,500,000	2	6,950,186
	3 Pledges and grants receivable, net	811,134	3	231,199
	4 Accounts receivable, net	815,699	4	270,111
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	112,632	8	95,314
	9 Prepaid expenses and deferred charges	234,699	9	241,785
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	93,610,646		
	b Less: accumulated depreciation	30,676,855	10c	62,933,791
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
Liabilities	15 Other assets See Part IV, line 11	79,136	15	85,445
	16 Total assets. Add lines 1 through 15 (must equal line 34)	71,506,641	16	71,718,908
	17 Accounts payable and accrued expenses	1,949,215	17	1,100,918
	18 Grants payable		18	
	19 Deferred revenue	1,435,553	19	4,882,279
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	2,354,251	23	2,356,796
	24 Unsecured notes and loans payable to unrelated third parties		24	
Net Assets or Fund Balances	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	5,739,019	26	8,339,993
	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	7,607,187	27	9,303,982
	28 Temporarily restricted net assets	58,160,435	28	54,074,933
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	65,767,622	33	63,378,915
	34 Total liabilities and net assets/fund balances	71,506,641	34	71,718,908

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	8,761,095
2 Total expenses (must equal Part IX, column (A), line 25)	2	11,149,802
3 Revenue less expenses. Subtract line 2 from line 1	3	-2,388,707
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	65,767,622
5 Net unrealized gains (losses) on investments	5	
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	
10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	63,378,915

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both

 Separate basis Consolidated basis Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant?

If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both

 Separate basis Consolidated basis Both consolidated and separate basis

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

Form **990** (2013)

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

OMB No 1545-0047

2013Open to Public
Inspection

Name of the organization

**Mid-Atlantic Broadband Communities
Corporation**

Employer identification number

27-0076588**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.**
Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items	► \$
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.	► \$
(I) Revenues included in Form 990, Part VIII, line 1	► \$
(II) Assets included in Form 990, Part X	► \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	► \$
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

Schedule D (Form 990) 2013 Mid-Atlantic Broadband Communities 27-0076588

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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3. Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a Public exhibition d Loan or exchange programs
 b Scholarly research e Other
 c Preservation for future generations

4. Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5. During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2. Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

Yes	No
3a(i)	
3a(ii)	
3b	

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4. Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		270,088	78,705	191,383
c Leasehold improvements	0	86,648	18,524	68,124
d Equipment		91,406,433	30,579,626	60,826,807
e Other		1,847,477		1,847,477

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))

► 62,933,791

Schedule D (Form 990) 2013 **Mid-Atlantic Broadband Communities 27-0076588**

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Part VII Investments—Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ►**Part VIII Investments—Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ►**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ►**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1.	(a) Description of liability	(b) Book value
(1) Federal income taxes		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ►2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Schedule D (Form 990) 2013 **Mid-Atlantic Broadband Communities 27-0076588**

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Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1 Total revenue, gains, and other support per audited financial statements	1	8,761,095
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a Net unrealized gains on investments	2a	
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIII)	2d	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	8,761,095
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII)	4b	
c Add lines 4a and 4b	4c	
5 Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	8,761,095

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1 Total expenses and losses per audited financial statements	1	11,149,802
2 Amounts included on line 1 but not on Form 990, Part IX, line 25		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIII)	2d	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	11,149,802
4 Amounts included on Form 990, Part IX, line 25, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII)	4b	
c Add lines 4a and 4b	4c	
5 Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	11,149,802

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

Part X - FIN 48 Footnote**Schedule D, Part X, Line 2, Uncertain Tax Positions**

The Corporation has analyzed filing positions in all of the federal and state jurisdictions where it is required to file income tax returns, including the Corporation's status as a tax exempt entity. The Corporation recognizes interest and penalties related to unrecognized tax benefits in interest and income tax expense, respectively. The corporation believes its income tax filing positions, including its status as a tax exempt entity will be sustained on audit and does not anticipate any adjustments that will result in a material change to its financial position. Therefore, no reserves for uncertain tax positions, nor interest and penalties have been recorded in the financial statements.

Schedule D (Form 990) 2013 Mid-Atlantic Broadband Communities 27-0076588

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Part XIII Supplemental Information (continued)

SCHEDULE I
(Form 990)

OMB No 1545-0047
2013
Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
► Attach to Form 990.

► Information about Schedule I (Form 990) and its Instructions is at www.irs.gov/form990.

Name of the organization

**Mid-Atlantic Broadband Communities
Corporation**

Employer identification number

27-0076588

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non- cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)



Schedule I (Form 990) (2013)



Schedule I (Form 990) (2013) Mid-Atlantic Broadband Communities 27-0076588

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 SCHOLARSHIPS	5	20,000			
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Part I, Line 2 – Procedures for Monitoring the Use of Grant Funds

The Corporation annually awards five scholarships in the amount of \$4,000 to high school seniors who plan to further their education by attending an accredited institution of higher learning in Virginia. Students must be a graduating senior who is pursuing an associate's or bachelor's degree from a Virginia accredited institute of higher learning with a focus in science, technology, engineering or math. Applicants must submit a full application that is reviewed by the Scholarship Selection Committee and meet certain criteria before being selected for a scholarship award.

SCHEDULE J
 (Form 990)
Department of the Treasury
Internal Revenue Service
Compensation Information
 For certain Officers, Directors, Trustees, Key Employees, and Highest
 Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate Instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

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Name of the organization

**Mid-Atlantic Broadband Communities
Corporation**Employer identification number
27-0076588**Part I Questions Regarding Compensation**

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?
b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of?

a The organization?
b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a	<input checked="" type="checkbox"/>	
4b	<input checked="" type="checkbox"/>	
4c	<input checked="" type="checkbox"/>	
5a	<input checked="" type="checkbox"/>	
5b	<input checked="" type="checkbox"/>	
6a	<input checked="" type="checkbox"/>	
6b	<input checked="" type="checkbox"/>	
7	<input checked="" type="checkbox"/>	
8	<input checked="" type="checkbox"/>	
9		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2013

Schedule J (Form 990) 2013 Mid-Atlantic Broadband Communities 27-0076588
Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)–(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
THOMAS DERISO 1 PRESIDENT & CEO	(i) 184,500	(ii) 93,000	(iii) 1,576	18,450	53,505	351,031	0
GRAHAM RAMSEY 2 Vice President	(i) 137,700	(ii) 33,750	(iii) 2,187	13,770	39,933	227,340	0
GREGORY LYTZ 3 SECRETARY/TREASURER	(i) 137,700	(ii) 33,750	(iii) 0	13,770	39,933	225,153	0
4	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
5	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
6	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
7	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
8	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
9	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
10	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
11	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
12	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
13	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
14	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
15	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)
16	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)	(i) (ii) (iii)

Schedule J (Form 990) 2013 Mid-Atlantic Broadband Communities 27-0076588

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Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 7 - Non-Fixed Payments Provided

Under the terms of his employment agreement, the President may be awarded a discretionary performance bonus each year based on successful achievement of the performance indicators set forth solely by the board of directors.

In addition, other officers of the organization may be awarded a discretionary performance bonus each year based on successful achievement of the performance indicators set forth solely by the board of directors.

SCHEDULE O
(Form 990 or 990-EZ)

 Department of the Treasury
 Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

 Complete to provide information for responses to specific questions on
 Form 990 or 990-EZ or to provide any additional information.

OMB No 1545-0047

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Inspection► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.Mid-Atlantic Broadband Communities
CorporationEmployer identification number
27-0076588
Form 990 - Organization's Mission

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR SOCIAL WELFARE PURPOSES WITHIN THE MEANING OF SECTION 501(C) (4) OF THE INTERNAL REVENUE CODE, INCLUDING, BUT NOT LIMITED TO PROMOTING ECONOMIC DEVELOPMENT, LESSENING THE BURDENS OF GOVERNMENT, AND REVITALIZING ECONOMICALLY DISTRESSED RURAL AREAS BY CONSTRUCTING AND OPERATING A PUBLICLY FUNDED FIBER-OPTIC NETWORK FOR THE BENEFIT OF THE COMMUNITIES AND CITIZENS OF SOUTHERN VIRGINIA.

ADDITIONALLY, THE CORPORATION IS BRIDGING THE DIGITAL DIVIDE IN RURAL AREAS WHERE COMMERCIAL PROVIDERS HAVE NOT FOUND IT TO BE ECONOMICALLY FEASIBLE TO INVEST.

Form 990, Part III, Line 4a - First Accomplishment

for government needs and in exchange for right of way access. In rare situations, unused fibers may be leased to network providers for internet access to certain rural areas.

Form 990, Part VI, Line 11b - Organization's Process to Review Form 990
THE PREPARED FORM 990 IS REVIEWED BY THE CHAIRMAN OF THE BOARD OF DIRECTORS
PRIOR TO BEING FILED WITH THE IRS.

Form 990, Part VI, Line 12c - Enforcement of Conflicts Policy

An annual request for disclosure of potential conflicts of interest is completed by all officers and directors to determine if there are any significant risks to the organization. After disclosure of A Financial Interest and all material facts relating to a Financial Interest, and after

Name of the organization

Mid-Atlantic Broadband Communities

Employer identification number

27-0076588

any discussion with an Interested Person, he/she shall recuse himself/herself while the Financial Interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

Form 990, Part VI, Line 15a - Compensation Process for Top Official
 COMPENSATION REQUESTS FOR ALL OFFICERS WERE SUBMITTED TO THE INDEPENDENT COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS FOR REVIEW, CONSIDERATION AND RECOMMENDATION TO THE FULL BOARD OF DIRECTORS. COMPARABILITY DATA WAS USED TO ESTABLISH COMPENSATION FOR THESE POSITIONS. AFTER DELIBERATION, THE FULL BOARD VOTED AND APPROVED THE PROPOSED COMPENSATION REQUEST. THE DELIBERATIONS AND APPROVAL PROCESS ARE DOCUMENTED IN THE COMMITTEE AND FULL BOARD MEETING MINUTES. THIS PROCESS WAS LAST UNDERTAKEN DURING THE FISCAL YEAR 2013.

Form 990, Part VI, Line 15b - Compensation Process for Officers
 SEE NARRATIVE ABOVE AS IT APPLIES TO OTHER OFFICERS OF THE ORGANIZATION.

Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation
 FINANCIAL STATEMENTS, GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICIES ARE NOT REQUIRED TO BE DISCLOSED. ACCORDINGLY, THESE DOCUMENTS ARE NOT AVAILABLE TO THE PUBLIC AT THIS TIME.

Form 990, Part XIII, Line 1 - Change in Accounting Method Explanation
 In fiscal year 2013, the Corporation converted from a 501(c)(12) cooperative to a 501(c)(4) not-for-profit organization. In connection with the Corporation's conversion to a not-for-profit entity, the corporation

Schedule O (Form 990 or 990-EZ) (2013)

Page 2

Name of the organization

Mid-Atlantic Broadband Communities

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elected to change its accounting policies to be consistent with the Financial Accounting Standards Board Accounting Standards Codification 958, Not-for-Profit Entities. These changes in accounting principles are retrospective for all prior periods presented, and specifically affect Part I, Part X and Part XI.

SCHEDULE R
(Form 990)
Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

► Attach to Form 990.

► See separate Instructions.

► Information about Schedule R (Form 990) and its Instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013**Open to Public
Inspection**

Name of the organization

Mid-Atlantic Broadband Communities
CorporationEmployer identification number
27-0076588**Part I Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(1)	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(2)						
(3)						
(4)						
(5)						

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section (if section 501(c)(3))	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(2)	Making Better Communities Corp 1100 Confray Drive, Suite 4 South Boston VA 24592	45-5296725 Charity VA	501c3	7	MBC	X	Yes
(3)							
(4)							
(5)							

Schedule R (Form 990) 2013 Mid-Atlantic Broadband Communities 27-0076588

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate alloc?	(i) Code V-JBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General of managing partner?	(k) Percentage ownership
(1)										
(2)										
(3)										
(4)										

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp., S corp., or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	Yes	No
(1)										
(2)										
(3)										
(4)										

Schedule R (Form 990) 2013 Mid-Atlantic Broadband Communities 27-0076588

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Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule****1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**

- a Receipt of (I) interest (III) annuities (IV) royalties or (IV) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)

- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)
- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)

- p Rembursement paid to related organization(s) for expenses
- q Rembursement paid by related organization(s) for expenses
- r Other transfer of cash or property to related organization(s)
- s Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships

Schedule R (Form 990) 2013 Mid-Atlantic Broadband Communities 27-0076588

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Part VII Supplemental Information

'Provide additional information for responses to questions on Schedule R (see instructions).