

EXHIBIT C

Attached is a copy of Midstate Communications, Inc.'s FCC Form 481 as required by 47 C.F.R. §54.313 and 54.422.

**FCC Form 481 - Carrier Annual Reporting
Data Collection Form**

FCC Form 481
OMB Control No. 3060-0986/OMB Control No. 3060-0819
July 2013

<010> Study Area Code	391670
<015> Study Area Name	MIDSTATE COMM., INC.
<020> Program Year	2015
<030> Contact Name: Person USAC should contact with questions about this data	Kathy Taylor
<035> Contact Telephone Number: Number of the person identified in data line <030>	6057786221 ext.
<039> Contact Email Address: Email of the person identified in data line <030>	kathy@midstaff.net

ANNUAL REPORTING FOR ALL CARRIERS	54.313	54.422
	Completion Required	Completion Required

<100> Service Quality Improvement Reporting	(complete attached worksheet)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<200> Outage Reporting (voice)	(complete attached worksheet)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<210> <input checked="" type="checkbox"/> <- check box if no outages to report		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<300> Unfulfilled Service Requests (voice)	0	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<310> Detail on Attempts (voice)	<div style="border: 1px solid black; height: 40px; width: 100%;"></div> (attach descriptive document)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<320> Unfulfilled Service Requests (broadband)	0	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<330> Detail on Attempts (broadband)	<div style="border: 1px solid black; height: 40px; width: 100%;"></div> (attach descriptive document)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<400> Number of Complaints per 1,000 customers (voice)			
<410> Fixed	0.0	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<420> Mobile	0.0	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<430> Number of Complaints per 1,000 customers (broadband)		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<440> Fixed	0.0	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<450> Mobile	0.0	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<500> Service Quality Standards & Consumer Protection Rules Compliance	(check to indicate certification)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<510> <div style="border: 1px solid black; height: 40px; width: 100%;"></div>	(attached descriptive document)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<600> Functionality in Emergency Situations	(check to indicate certification)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<610> <div style="border: 1px solid black; height: 40px; width: 100%;"></div>	(attached descriptive document)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<700> Company Price Offerings (voice)	(complete attached worksheet)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<710> Company Price Offerings (broadband)	(complete attached worksheet)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<800> Operating Companies and Affiliates	(complete attached worksheet)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<900> Tribal Land Offerings (Y/N)?	(if yes, complete attached worksheet)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<1000> Voice Services Rate Comparability	(check to indicate certification)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<1010> <div style="border: 1px solid black; height: 40px; width: 100%;"></div>	(attach descriptive document)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<1100> Terrestrial Backhaul (Y/N)?	(if not, check to indicate certification)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<1110>	(complete attached worksheet)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<1200> Terms and Condition for Lifeline Customers	(complete attached worksheet)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Price Cap Carriers, Proceed to Price Cap Additional Documentation Worksheet

<2000> Including Rate-of-Return Carriers affiliated with Price Cap Local Exchange Carriers	(check to indicate certification)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<2005>	(complete attached worksheet)	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Rate of Return Carriers, Proceed to ROR Additional Documentation Worksheet

<3000>	(check to indicate certification)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<3005>	(complete attached worksheet)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

(100) Service Quality Improvement Reporting Data Collection Form	FCC Form 481 OMB Control No. 3060-0986/OMB Control No. 3060-0819 July 2013
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<010>	Study Area Code	391670
<015>	Study Area Name	MIDSTATE COMM., INC.
<020>	Program Year	2015
<030>	Contact Name - Person USAC should contact regarding this data	Kathy Taylor
<035>	Contact Telephone Number - Number of person identified in data line <030>	6057786221 ext.
<039>	Contact Email Address - Email Address of person identified in data line <030>	kathy@midstaff.net
<110>	Has your company received its ETC certification from the FCC? If your answer to Line <110> is yes, do you have an existing §54.202(a) "5	(yes / no) <input type="radio"/> <input checked="" type="radio"/>
<111>	year plan" filed with the FCC?	(yes / no) <input type="radio"/> <input type="radio"/>

If your answer to Line <111> is yes, then you are required to file a progress report, on line <112> delineating the status of your company's existing § 54.202(a) "5 year plan" on file with the FCC, as it relates to your provision of voice telephony service.

<112> Attach Five-Year Service Quality Improvement Plan or, in subsequent years, your annual progress report filed pursuant to 47 C.F.R. § 54.313(a)(1). If your company is a CETC which only receives frozen support, your progress report is only required to address voice telephony service.

391670sd112.pdf

Name of Attached Document

Please check these boxes below to confirm that the attached documents(s), on line 112, contains a progress report on its five-year service quality improvement plan pursuant to § 54.202(a). The information shall be submitted at the wire center level or census block as appropriate.

- <113> Maps detailing progress towards meeting plan targets
- <114> Report how much universal service (USF) support was received
- <115> How (USF) was used to improve service quality
- <116> How (USF) was used to improve service coverage
- <117> How (USF) was used to improve service capacity
- <118> Provide an explanation of network improvement targets not met in the prior calendar year.

(900) Tribal Lands Reporting Data Collection Form	FCC Form 481 OMB Control No. 3060-0986/OMB Control No. 3060-0819 July 2013
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<039>	Contact Email Address - Email Address of person identified in data line <030>	kathy@midstaff.net

<910> Tribal Land(s) on which ETC Serves

Crow Creek Indian Reservation

<920> Tribal Government Engagement Obligation

391670sd920.pdf

Name of Attached Document

If your company serves Tribal lands, please select (Yes, No, NA) for each these boxes to confirm the status described on the attached document(s), on line 920, demonstrates coordination with the Tribal government pursuant to § 54.313(a)(9) includes:

- <921> Needs assessment and deployment planning with a focus on Tribal community anchor institutions.
- <922> Feasibility and sustainability planning;
- <923> Marketing services in a culturally sensitive manner;
- <924> Compliance with Rights of way processes
- <925> Compliance with Land Use permitting requirements
- <926> Compliance with Facilities Siting rules
- <927> Compliance with Environmental Review processes
- <928> Compliance with Cultural Preservation review processes
- <929> Compliance with Tribal Business and Licensing requirements.

Select (Yes, No, NA)
Yes
Yes
Yes
Yes
Yes
Yes
Yes
Yes
Yes

(1100) No Terrestrial Backhaul Reporting Data Collection Form	FCC Form 481 OMB Control No. 3060-0986/OMB Control No. 3060-0819 July 2013
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<039>	Contact Email Address - Email Address of person identified in data line <030>	kathy@midstaff.net

<1120> Please check this box to confirm no terrestrial backhaul options exist within the supported area pursuant to § 54.313(G)

<1130> Please check this box to confirm the reporting carrier offers broadband service of at least 1 Mbps downstream and 256 kbps upstream within the supported area pursuant to § 54.313(G)



(1200) Terms and Condition for Lifeline Customers Lifeline Data Collection Form	FCC Form 481 OMB Control No. 3060-0986/OMB Control No. 3060-0819 July 2013
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<039>	Contact Email Address - Email Address of person identified in data line <030>	kathy@midstaff.net

<1210> Terms & Conditions of Voice Telephony Lifeline Plans



Name of Attached Document

<1220> Link to Public Website HTTP

"Please check these boxes below to confirm that the attached document(s), on line 1210, or the website listed, on line 1220, contains the required information pursuant to § 54.422(a)(2) annual reporting for ETCs receiving low-income support, carriers must annually report:

- <1221> Information describing the terms and conditions of any voice telephony service plans offered to Lifeline subscribers,
- <1222> Details on the number of minutes provided as part of the plan,
- <1223> Additional charges for toll calls, and rates for each such plan.

(2000) Price Cap Carrier Additional Documentation Data Collection Form <i>Including Rate-of-Return Carriers affiliated with Price Cap Local Exchange Carriers</i>	FCC Form 481 OMB Control No. 3060-0986/OMB Control No. 3060-0819 July 2013
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CHECK the boxes below to note compliance as a recipient of Incremental Connect America Phase I support, frozen High Cost support, High Cost support to offset access charge reductions, and Connect America Phase II support as set forth in 47 CFR § 54.313(b),(c),(d),(e) the information reported on this form and in the documents attached below is accurate.

Incremental Connect America Phase I reporting		
<2010>	2nd Year Certification {47 CFR § 54.313(b)(1)}	<input type="checkbox"/>
<2011>	3rd Year Certification {47 CFR § 54.313(b)(2)}	<input type="checkbox"/>
Price Cap Carrier Receiving Frozen Support Certification {47 CFR § 54.312(a)}		
<2012>	2013 Frozen Support Certification	<input type="checkbox"/>
<2013>	2014 Frozen Support Certification	<input type="checkbox"/>
<2014>	2015 Frozen Support Certification	<input type="checkbox"/>
<2015>	2016 and future Frozen Support Certification	<input type="checkbox"/>
Price Cap Carrier Connect America ICC Support {47 CFR § 54.313(d)}		
<2016>	Certification Support Used to Build Broadband	<input type="checkbox"/>
Connect America Phase II Reporting {47 CFR § 54.313(e)}		
<2017>	3rd year Broadband Service Certification	<input type="checkbox"/>
<2018>	5th year Broadband Service Certification	<input type="checkbox"/>
<2019>	Interim Progress Certification	<input type="checkbox"/>
<2020>	Please check the box to confirm that the attached document(s), on line 2021, contains the required information pursuant to § 54.313 (e)(3)(ii), as a recipient of CAF Phase II support shall provide the number, names, and addresses of community anchor institutions to which began providing access to broadband service in the preceding calendar year.	<input type="checkbox"/>
<2021>	Interim Progress Community Anchor Institutions	<div style="border: 1px solid black; width: 200px; height: 80px; margin: 0 auto;"></div>

Name of Attached Document Listing Required Information

<010> Study Area Code 391670
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 <020> Program Year 2015
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CHECK the boxes below to note compliance on its five year service quality plan (pursuant to 47 CFR § 54.202(a)) and, for privately held carriers, ensuring compliance with the financial reporting requirements set forth in 47 CFR § 54.313(f)(2). I further certify that the information reported on this form and in the documents attached below is accurate.

(3010) Progress Report on 5 Year Plan Milestone Certification (47 CFR § 54.313(f)(1)(i))

Name of Attached Document Listing Required Information

(3011) Please check this box to confirm that the attached document(s), on line 3012 contains the required information pursuant to § 54.313 (f)(1)(ii), the carrier shall provide the number, names, and addresses of community anchor institutions to which began providing access to broadband service in the preceding calendar year.

(3012) Community Anchor Institutions (47 CFR § 54.313(f)(1)(ii))

Name of Attached Document Listing Required Information

(3013) Is your company a Privately Held ROR Carrier (47 CFR § 54.313(f)(2)) Yes No
 (3014) If yes, does your company file the RUS annual report Yes No

Please check these boxes to confirm that the attached document(s), on line 3017, contains the required information pursuant to § 54.313(f)(2) compliance requires:

(3015) Electronic copy of their annual RUS reports (Operating Report for Telecommunications Borrowers)
 (3016) Document(s) for Balance Sheet, Income Statement and Statement of Cash Flows

(3017) If the response is yes on line 3014, attach your company's RUS annual report and all required documentation

391670sd3017.pdf, 391670sd3017.xlsx

Name of Attached Document Listing Required Information

(3018) If the response is no on line 3014, is your company audited? Yes No

If the response is yes on line 3018, please check the boxes below to confirm your submission, on line 3026 pursuant to § 54.313(f)(2), contains:

(3019) Either a copy of their audited financial statement; or (2) a financial report in a format comparable to RUS Operating Report for Telecommunications

(3020) Document(s) for Balance Sheet, Income Statement and Statement of Cash Flows

(3021) Management letter issued by the independent certified public accountant that performed the company's financial audit.

If the response is no on line 3018, please check the boxes below to confirm your submission, on line 3026 pursuant to § 54.313(f)(2), contains:

(3022) Copy of their financial statement which has been subject to review by an independent certified public accountant; or (2) a financial report in a format comparable to RUS Operating Report for Telecommunications Borrowers,

(3023) Underlying information subjected to a review by an independent certified public accountant

(3024) Underlying information subjected to an officer certification.

(3025) Document(s) for Balance Sheet, Income Statement and Statement of Cash Flows

(3026) Attach the worksheet listing required information

Name of Attached Document Listing Required Information

Certification - Reporting Carrier Data Collection Form	FCC Form 481 OMB Control No. 3060-0986/OMB Control No. 3060-0819 July 2013
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TO BE COMPLETED BY THE REPORTING CARRIER, IF THE REPORTING CARRIER IS FILING ANNUAL REPORTING ON ITS OWN BEHALF:

Certification of Officer as to the Accuracy of the Data Reported for the Annual Reporting for CAF or LI Recipients	
I certify that I am an officer of the reporting carrier; my responsibilities include ensuring the accuracy of the annual reporting requirements for universal service support recipients; and, to the best of my knowledge, the information reported on this form and in any attachments is accurate.	
Name of Reporting Carrier:	MIDSTATE COMM., INC.
Signature of Authorized Officer:	CERTIFIED ONLINE Date 06/26/2014
Printed name of Authorized Officer:	Mark Benton
Title or position of Authorized Officer:	General Manager/CEO
Telephone number of Authorized Officer:	6057786221 ext.
Study Area Code of Reporting Carrier:	391670 Filing Due Date for this form: 07/01/2014
Persons willfully making false statements on this form can be punished by fine or forfeiture under the Communications Act of 1934, 47 U.S.C. §§ 502, 503(b), or fine or imprisonment under Title 18 of the United States Code, 18 U.S.C. § 1001.	

Certification - Agent / Carrier Data Collection Form	FCC Form 481 OMB Control No. 3060-0986/OMB Control No. 3060-0819 July 2013
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<039> Contact Email Address - Email Address of person identified in data line <030>	kathy@midstaff.net

TO BE COMPLETED BY THE REPORTING CARRIER, IF AN AGENT IS FILING ANNUAL REPORTS ON THE CARRIER'S BEHALF:

Certification of Officer to Authorize an Agent to File Annual Reports for CAF or LI Recipients on Behalf of Reporting Carrier	
I certify that (Name of Agent) _____ is authorized to submit the information reported on behalf of the reporting carrier. I also certify that I am an officer of the reporting carrier; my responsibilities include ensuring the accuracy of the annual data reporting requirements provided to the authorized agent; and, to the best of my knowledge, the reports and data provided to the authorized agent is accurate.	
Name of Authorized Agent: _____	
Name of Reporting Carrier: _____	
Signature of Authorized Officer: _____	Date: _____
Printed name of Authorized Officer: _____	
Title or position of Authorized Officer: _____	
Telephone number of Authorized Officer: _____	
Study Area Code of Reporting Carrier: _____	Filing Due Date for this form: _____
Persons willfully making false statements on this form can be punished by fine or forfeiture under the Communications Act of 1934, 47 U.S.C. §§ 502, 503(b), or fine or imprisonment under Title 18 of the United States Code, 18 U.S.C. § 1001.	

TO BE COMPLETED BY THE AUTHORIZED AGENT:

Certification of Agent Authorized to File Annual Reports for CAF or LI Recipients on Behalf of Reporting Carrier	
I, as agent for the reporting carrier, certify that I am authorized to submit the annual reports for universal service support recipients on behalf of the reporting carrier; I have provided the data reported herein based on data provided by the reporting carrier; and, to the best of my knowledge, the information reported herein is accurate.	
Name of Reporting Carrier: _____	
Name of Authorized Agent or Employee of Agent: _____	
Signature of Authorized Agent or Employee of Agent: _____	Date: _____
Printed name of Authorized Agent or Employee of Agent: _____	
Title or position of Authorized Agent or Employee of Agent: _____	
Telephone number of Authorized Agent or Employee of Agent: _____	
Study Area Code of Reporting Carrier: _____	Filing Due Date for this form: _____
Persons willfully making false statements on this form can be punished by fine or forfeiture under the Communications Act of 1934, 47 U.S.C. §§ 502, 503(b), or fine or imprisonment under Title 18 of the United States Code, 18 U.S.C. § 1001.	

Attachments

Midstate Communications, Inc.

Certification of Compliance with Applicable Service Quality Standards and Consumer Protection Rules for Voice and Broadband Services

Service quality standards and consumer protection rules for broadband are not as defined as the rules for voice services. The Company complies with any service quality standards and consumer protection rules for broadband that are out there now and any that will be defined in the future.

Service Quality Standards

For voice services, the Company:

- Provides voice grade access to the public switched network.
- Provides flat rated local exchange service with no additional charge to end users.
- Provides access to the emergency services provided by local government or other public safety organizations, such as 911 and enhanced 911.
- Provides toll blocking and toll limitation services.

For voice and broadband services, the Company:

- Advertises the availability of its services and the charges using media of general distribution and/or on its website.
- Maintains a business office providing customers with access to a customer service representative either in person or via a local telephone call or toll-free telephone number during business hours.
- Directs after hour calls to the Company's help desk.
- Directs trouble reports to the on-call technician.
- Tracks all service orders to ensure they are completed in a timely manner.
- Measures its service connection and service interruption performance on a regular basis.
- Trains employees to:
 - Answer all incoming calls promptly.
 - Respond to all inquiries for information promptly and courteously.
 - Investigate thoroughly all customer complaints and handle appropriately according to the Company's guidelines for resolution of customer complaints.
 - Be knowledgeable about products and service offerings so they can assist the customer with selecting the best service option.
- Has a process for periodic inspection, testing and preventive maintenance of its equipment to permit the rendering of safe, adequate and continuous service at all times.
- Meets or exceeds the standards established by the state commission and provides any reports required in accordance with the state commission's rules.

Consumer Protection Rules

The Company has established operating procedures designed to facilitate compliance with applicable consumer protection rules which include compliance with the Customer Proprietary Network Information (CPNI) rules. The operating procedures include:

- Appointment of a compliance officer.
- A manual detailing the specific procedures for protecting consumer information.
- Employee training on an annual basis.
- A disciplinary process for improper use of consumer information.

If complaints are filed with the Company regarding consumer protection rules, the complaint is immediately investigated, the matter tracked and any corrective action noted. This process ensures that problems are addressed and corrections made.

Functionality in Emergency Situations

Back-Up Power

With our current infrastructure there are three locations within our network, where backup battery is a concern; central offices, remote cabinets and ONT's locations at the customer premise. Each are addressed below:

CO

Midstate Communications has 10 central offices which serve 100% of our customer base. The switching and transport systems inside these CO's are powered by DC power with current draws ranging from approx 20 amps to 250 amps. The runtime of each battery system is slightly different based on current draw and geographical location but they range from approx. 12 hours to 40 hours. Each central office is equipped with an on-site generator and an automatic transfer switch; thus we expect the **required** run time of these battery systems to be only a few seconds but have designed them to support our network for significantly longer runtimes in case of a generator failure. We also possess a 60 KW portable generator for deployment ensuring Central Office operation throughout an on-site generator failure.

REMOTE CABINETS

Approximately 5% of our current customer base is served by these remote cabinets located in the field within 3 miles of the subscriber premises served. Each DC system inside these cabinets is designed to support 8 hours of runtime in case of a power failure. We possess 22 portable generators in all, with several of them being staged in strategic geographical locations for easy deployment in the event of a power failure.

ONT

The ONT's are located at the customer premise in our Fiber-To-The-Home network configurations. We have approximately 2700 deployed ONT's delivering service to 35-40% of our subscribers. Any ONT located within the city limits are equipped with a 7.2 amp-hour batteries and provide an expected runtime of 8 hours. Knowing the power failure outside the city limits can be longer, we deploy

a larger battery providing additional run time. These batteries are 20AH and deliver an expected runtime of greater than 16 hours.

RE-ROUTING OF TRAFFIC AROUND DAMAGED FACILITIES

ALL core network connections are ring protected and any established traffic is automatically re-routed without impact to these customers. Any call not yet established or in a “setup” state during a reroute situation (fiber cut, central office failure, etc.) would fail and these callers would need to reacquire dial tone and replace the call. The time the routes would be unavailable is less than one second, thus any subsequent call attempts would be successful.

Our connection to the outside world is via our centralized equal access provider: South Dakota Network. The Kimball office is positioned in the logical center of our network and houses a node on the above mentioned statewide DWDM MPLS network. This network utilized alternate fiber routes throughout the state of South Dakota functioning in a mesh environment to deliver our traffic to the SDN location in Sioux Falls, SD. As for our intra-company Interexchange facilities; they include 3- EPS Rings (Calix), 1 – OC-48 ring (Fujitsu), and 1 MPLS ring (Brocade) functioning in a mesh environment.

TRAFFIC SPIKES

Currently Midstate provides dial tone to approximately 4150 subscribers. The soft-switch we utilize is manufactured by Meta Switch and can support 250,000 subscribers before any expansion or upgrade is required. Our customer connections to this switch are either GR303 or MGCP and in this configuration the switch can support 1.3 M Busy Hour Call Attempts. As for the trunking, we have toll and 911 routes to South Dakota Network and CenturyLink. These routes are actively monitored for overflow and near overflow states. Any near overflow or overflow situations are addressed immediately after receiving any alarm.

Five-Year Plan Midstate Communications, Inc. (391670)

Pursuant to 47 C.F.R. 54.202(a)(1)(ii), Midstate Communications, Inc. (Midstate) submits a five-year plan that describes with specificity proposed improvements or upgrades to its network throughout its proposed service area. Midstate also provides estimates regarding the area and population that will be served as a result of the improvements. This plan is based on Midstate's current business and financial conditions and is subject to change as a result of changes in those conditions.

Pursuant to 47 C.F.R. 54.313, in each subsequent year, Midstate will file a progress report on its five-year service quality improvement plan pursuant to 54.202(a), including maps detailing its progress towards meeting its plan targets, an explanation of how much universal service support was received and how it was used to improve service quality, coverage, or capacity, and an explanation regarding any network improvement targets that have not been fulfilled in the prior calendar year.

As of January 1, 2014, [REDACTED] or [REDACTED] residential subscribers in the exchanges of [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED] and [REDACTED] have access to broadband Internet service through Midstate's fiber optic facilities. Subscribers served by these facilities have access that meets or exceeds the 4/1 Mbps standard. No capital improvements are required for those subscribers meeting the 4/1 Mbps standard other than maintenance of facilities and as such, no capital investment to these subscribers is outlined in this plan.

Although no capital improvements are required in the exchanges of [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED] and [REDACTED] to bring subscribers to the 4/1 Mbps standard, Midstate incurred approximately [REDACTED] in depreciation expense and [REDACTED] in on-going maintenance and operating expenses in calendar year 2013. It is reasonable to expect depreciation, maintenance, and operating expenses for the 2015 through 2019 calendar years will be of similar amounts.

Midstate Communications

Description of Tribal Engagement

For Form 481 Line 920 thru Line 929

The Company provides services in two tribal areas, Crow Creek Sioux Tribe and Lower Brule Sioux Tribe. On October 10, 2013, by letter sent via certified mail to the Tribal Chairman, Company requested a meeting with the Crow Creek Sioux Tribe to exchange information and discuss issues related to the deployment and provisioning of communications services on Tribal lands. The Crow Creek Tribal Chairman has not yet responded to these requests to allow for the scheduling of an “engagement” meeting.

On October 10, 2013, by letter sent via certified mail to the Lower Brule Tribal Chairman, Company requested a meeting with the Lower Brule Tribe to exchange information and discuss issues related to the deployment and provisioning of communications services on Tribal lands. The Lower Brule Tribal Chairman has not yet responded to these requests to allow for the scheduling of an “engagement” meeting.

In accordance with provisions in the FCC’s USF and ICC Transformation Order, paragraphs 636 and 637, and 47 CFR 54.313(a)(9), at the meetings with the Tribal Authorities, the Company will, with tribal input, develop a needs assessment to assist with future service deployments on Tribal lands. In particular, the Company and the Tribal Authority discussions relating to needs and service deployment will be focused on community anchor institutions. The feasibility and sustainability of communications services on tribal lands will be discussed and the Company will, with assistance from the Tribal Authorities, attempt to identify additional steps that can be taken to make essential communications services deployed on Tribal lands both feasible and sustainable. The Company and Tribal Authorities will also discuss and explore ways in which they can coordinate or partner to ensure that services are marketed on tribal lands in a manner that will relate to the community and resonate with consumers, with the aim of increasing service adoption. At such meetings, the Company will also be prepared to discuss the relevant rights-of-way and other permitting and review processes, as well as any challenges associated with these processes. And finally, the Company will come to any such meetings prepared to discuss and engage the Tribal Authorities on any relevant and applicable Tribal business and licensing requirements.

Midstate Communications, Inc.

Lifeline Terms and Conditions

Midstate Communications, Inc. offers Lifeline program-supported service to qualified low-income residential consumers for one telephone line per eligible household. The Lifeline program provides discounts to eligible low-income consumers to help them establish and maintain telephone service. Lifeline assistance lowers the cost of basic, monthly local telephone service. Eligible consumers can receive \$9.25 per month in discounts. In addition, the Federal Universal Service Charge is not assessed to consumers participating in Lifeline. Toll Blocking prevents the placement of all long distance calls for which a subscriber would be charged. Toll blocking is available to eligible consumers at no cost. Also, by choosing this option, consumers are usually not charged a deposit.

Lifeline Program Eligibility Information

Program Based Eligibility

Consumers are eligible for Lifeline if they, one of their dependents or their household participate in one of the following qualifying assistance programs:

- Low-Income Home Energy Assistance Program (LIHEAP)
- Federal Public Housing Assistance (Section 8)
- Supplemental Nutrition Assistance Program (SNAP)
- Medicaid
- National School Lunch Program's Free Lunch Program
- Supplemental Security Income (SSI)
- Temporary Assistance for Needy Families (TANF)

Lifeline applicants must present documentation demonstrating eligibility either through participation in one of the qualifying federal assistance programs or through income-based means.

Acceptable documentation of program-based eligibility includes: current or prior year's statement of benefits from a qualifying state, federal or Tribal program; notice letter of participation in a qualifying state, federal or Tribal program; program participation documents; or another official document evidencing the consumer's participation in a qualifying state, federal or Tribal program.

Income Based Eligibility

In addition, consumers are eligible for Lifeline if their household income is at or below 135% of the federal poverty guidelines.

2014 Federal Poverty Guidelines – 135%

Household Size	48 Contiguous States and D.C.	Alaska	Hawaii
1	\$15,755	\$19,683	\$18,117
2	\$21,236	\$26,541	\$24,422
3	\$26,717	\$33,399	\$30,726
4	\$32,198	\$40,257	\$37,031
5	\$37,679	\$47,115	\$43,335
6	\$43,160	\$53,973	\$49,640
7	\$48,641	\$60,831	\$55,944
8	\$54,122	\$67,689	\$62,249
For each additional person, add	\$5,481	\$6,858	\$6,305

Acceptable documentation of income eligibility includes: prior year's state, federal or Tribal tax return; current income statement from an employer or paycheck stub; social security statement of benefits; Veterans Administration statement of benefits; retirement/pension statement of benefits; unemployment/workmen's compensation statement of benefits; federal or Tribal notice of letter participating in General Assistance; or a divorce decree or child support award or other official document containing income information.

Tribal Eligibility

A subscriber who lives on Tribal lands and is an eligible resident of Tribal lands is eligible for Tribal Lifeline service or Tribal Link Up if the subscriber, one or more of the subscriber's dependents, or the subscriber's household participates in any of the above-listed qualifying assistance programs or one of the following Tribal-specific federal assistance programs: Bureau of Indian Affairs General Assistance; Tribally Administered Temporary Assistance for Needy Families; Head Start (if income eligibility criteria are met); or the Food Distribution Program on Indian Reservations (FDPIR). Tribal subscribers may also qualify if the household income is at or below 135% of the Federal Poverty Guidelines.

Numbers of Minutes-of-Use Provided as Part of Lifeline Program Service

Midstate Communications, Inc. Voice Lifeline service includes unlimited local minutes-of-use within the toll-free calling area. Midstate's Voice Lifeline Plan does not include any free minutes-of-use for toll. Toll is billed at the standard toll rate depending on which interexchange carrier the consumer subscribes to for toll service. As part of the Lifeline service, Toll blocking is available to eligible consumers at no cost.

Rates

Subscribers may receive the Lifeline credit on any type or grade of local service, including bundled services that are normally offered by Midstate Communications, Inc. Advertised rates do not include any applicable taxes or surcharges.

Recertification of Lifeline Eligibility

Lifeline recipients are required to recertify their eligibility annually. Failure to properly recertify a recipient's continued eligibility for the Lifeline program will result in termination of the Lifeline recipient's monthly Lifeline discount and de-enrollment from the Lifeline Program.

Additional Lifeline Program Information

The Lifeline program is limited to one benefit per household, consisting of either wireline or wireless service. A household is defined, for purposes of the Lifeline program, as an individual or group of individuals who live together at the same address and share income and expenses. Lifeline is a government benefit program, and consumers who willfully make false statements in order to obtain the benefit can be punished by fine or imprisonment or can be barred from the program.

REDACTED - FOR PUBLIC INSPECTION

According to the Paperwork Reduction Act of 1995, an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a valid OMB control number. The valid OMB control number for this information collection is 0572-0031. The time required to complete this information collection is estimated to average 4 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information.

<p>USDA-RUS</p> <p>OPERATING REPORT FOR TELECOMMUNICATIONS BORROWERS</p>	<p><i>This data will be used by RUS to review your financial situation. Your response is required by 7 U.S.C. 901 et seq. and, subject to federal laws and regulations regarding confidential information, will be treated as confidential.</i></p> <p>BORROWER NAME</p> <p>Midstate Communications, Inc.</p>
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<p><i>INSTRUCTIONS-Submit report to RUS within 30 days after close of the period. For detailed instructions, see RUS Bulletin 1744-2. Report in whole dollars only.</i></p>	<p>PERIOD ENDING</p> <p>December, 2013</p>	<p>BORROWER DESIGNATION</p> <p>██████████</p>
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CERTIFICATION

We hereby certify that the entries in this report are in accordance with the accounts and other records of the system and reflect the status of the system to the best of our knowledge and belief.

ALL INSURANCE REQUIRED BY 7 CFR PART 1788, CHAPTER XVII, RUS, WAS IN FORCE DURING THE REPORTING PERIOD AND RENEWALS HAVE BEEN OBTAINED FOR ALL POLICIES.

DURING THE PERIOD COVERED BY THIS REPORT PURSUANT TO PART 1788 OF 7CFR CHAPTER XVII
(Check one of the following)

All of the obligations under the RUS loan documents have been fulfilled in all material respects.

There has been a default in the fulfillment of the obligations under the RUS loan documents. Said default(s) is/are specifically described in the Telecom Operating Report

Mark Benton 3/28/2014

DATE

PART A. BALANCE SHEET					
ASSETS	BALANCE PRIOR YEAR	BALANCE END OF PERIOD	LIABILITIES AND STOCKHOLDERS' EQUITY	BALANCE PRIOR YEAR	BALANCE END OF PERIOD
CURRENT ASSETS			CURRENT LIABILITIES		
1. Cash and Equivalents	██████████	██████████	25. Accounts Payable	██████████	██████████
2. Cash-RUS Construction Fund	██████████	██████████	26. Notes Payable		
3. Affiliates:			27. Advance Billings and Payments	██████████	██████████
a. Telecom, Accounts Receivable	██████████	██████████	28. Customer Deposits	██████████	██████████
b. Other Accounts Receivable			29. Current Mat. L/T Debt	██████████	██████████
c. Notes Receivable			30. Current Mat. L/T Debt-Rur. Dev.	██████████	██████████
4. Non-Affiliates:			31. Current Mat.-Capital Leases		
a. Telecom, Accounts Receivable			32. Income Taxes Accrued	██████████	██████████
b. Other Accounts Receivable	██████████	██████████	33. Other Taxes Accrued	██████████	██████████
c. Notes Receivable	██████████	██████████	34. Other Current Liabilities	██████████	██████████
5. Interest and Dividends Receivable	██████████	██████████	35. Total Current Liabilities (25 thru 34)	██████████	██████████
6. Material-Regulated	██████████	██████████	LONG-TERM DEBT		
7. Material-Nonregulated	██████████	██████████	36. Funded Debt-RUS Notes	██████████	██████████
8. Prepayments	██████████	██████████	37. Funded Debt-RTB Notes		
9. Other Current Assets			38. Funded Debt-FFB Notes	██████████	██████████
10. Total Current Assets (1 Thru 9)	██████████	██████████	39. Funded Debt-Other	██████████	██████████
NONCURRENT ASSETS			40. Funded Debt-Rural Develop. Loan	██████████	██████████
11. Investment in Affiliated Companies			41. Premium (Discount) on L/T Debt		
a. Rural Development	██████████	██████████	42. Reacquired Debt		
b. Nonrural Development			43. Obligations Under Capital Lease		
12. Other Investments			44. Adv. From Affiliated Companies		
a. Rural Development			45. Other Long-Term Debt		
b. Nonrural Development	██████████	██████████	46. Total Long-Term Debt (36 thru 45)	██████████	██████████
13. Nonregulated Investments	██████████	██████████	OTHER LIAB. & DEF. CREDITS		
14. Other Noncurrent Assets			47. Other Long-Term Liabilities	██████████	██████████
15. Deferred Charges	██████████	██████████	48. Other Deferred Credits		
16. Jurisdictional Differences			49. Other Jurisdictional Differences		
17. Total Noncurrent Assets (11 thru 16)	██████████	██████████	50. Total Other Liabilities and Deferred Credits (47 thru 49)	██████████	██████████
PLANT, PROPERTY, AND EQUIPMENT			EQUITY		
18. Telecom, Plant-in-Service	██████████	██████████	51. Cap. Stock Outstand. & Subscribed		
19. Property Held for Future Use			52. Additional Paid-in-Capital		
20. Plant Under Construction	██████████	██████████	53. Treasury Stock		
21. Plant Adj., Nonop. Plant & Goodwill	██████████	██████████	54. Membership and Cap. Certificates		
22. Less Accumulated Depreciation	██████████	██████████	55. Other Capital	██████████	██████████
23. Net Plant (18 thru 21 less 22)	██████████	██████████	56. Patronage Capital Credits	██████████	██████████
24. TOTAL ASSETS (10+17+23)	██████████	██████████	57. Retained Earnings or Margins	██████████	██████████
			58. Total Equity (51 thru 57)	██████████	██████████
			59. TOTAL LIABILITIES AND EQUITY (35+46+50+58)	██████████	██████████

Total Equity = ██████████ % of Total Assets

USDA-RUS OPERATING REPORT FOR TELECOMMUNICATIONS BORROWERS	BORROWER DESIGNATION [REDACTED]
INSTRUCTIONS- See RUS Bulletin 1744-2	PERIOD ENDING December, 2013

PART B. STATEMENTS OF INCOME AND RETAINED EARNINGS OR MARGINS

ITEM	PRIOR YEAR	THIS YEAR
1. Local Network Services Revenues	[REDACTED]	[REDACTED]
2. Network Access Services Revenues	[REDACTED]	[REDACTED]
3. Long Distance Network Services Revenues	[REDACTED]	[REDACTED]
4. Carrier Billing and Collection Revenues	[REDACTED]	[REDACTED]
5. Miscellaneous Revenues	[REDACTED]	[REDACTED]
6. Uncollectible Revenues	[REDACTED]	[REDACTED]
7. Net Operating Revenues (1 thru 5 less 6)	[REDACTED]	[REDACTED]
8. Plant Specific Operations Expense	[REDACTED]	[REDACTED]
9. Plant Nonspecific Operations Expense (Excluding Depreciation & Amortization)	[REDACTED]	[REDACTED]
10. Depreciation Expense	[REDACTED]	[REDACTED]
11. Amortization Expense	[REDACTED]	[REDACTED]
12. Customer Operations Expense	[REDACTED]	[REDACTED]
13. Corporate Operations Expense	[REDACTED]	[REDACTED]
14. Total Operating Expenses (8 thru 13)	[REDACTED]	[REDACTED]
15. Operating Income or Margins (7 less 14)	[REDACTED]	[REDACTED]
16. Other Operating Income and Expenses	[REDACTED]	[REDACTED]
17. State and Local Taxes	[REDACTED]	[REDACTED]
18. Federal Income Taxes	[REDACTED]	[REDACTED]
19. Other Taxes	[REDACTED]	[REDACTED]
20. Total Operating Taxes (17+18+19)	[REDACTED]	[REDACTED]
21. Net Operating Income or Margins (15+16-20)	[REDACTED]	[REDACTED]
22. Interest on Funded Debt	[REDACTED]	[REDACTED]
23. Interest Expense - Capital Leases	[REDACTED]	[REDACTED]
24. Other Interest Expense	[REDACTED]	[REDACTED]
25. Allowance for Funds Used During Construction	[REDACTED]	[REDACTED]
26. Total Fixed Charges (22+23+24-25)	[REDACTED]	[REDACTED]
27. Nonoperating Net Income	[REDACTED]	[REDACTED]
28. Extraordinary Items	[REDACTED]	[REDACTED]
29. Jurisdictional Differences	[REDACTED]	[REDACTED]
30. Nonregulated Net Income	[REDACTED]	[REDACTED]
31. Total Net Income or Margins (21+27+28+29+30-26)	[REDACTED]	[REDACTED]
32. Total Taxes Based on Income	[REDACTED]	[REDACTED]
33. Retained Earnings or Margins Beginning-of-Year	[REDACTED]	[REDACTED]
34. Miscellaneous Credits Year-to-Date	[REDACTED]	[REDACTED]
35. Dividends Declared (Common)	[REDACTED]	[REDACTED]
36. Dividends Declared (Preferred)	[REDACTED]	[REDACTED]
37. Other Debits Year-to-Date	[REDACTED]	[REDACTED]
38. Transfers to Patronage Capital	[REDACTED]	[REDACTED]
39. Retained Earnings or Margins End-of-Period [(31+33+34) - (35+36+37+38)]	[REDACTED]	[REDACTED]
40. Patronage Capital Beginning-of-Year	[REDACTED]	[REDACTED]
41. Transfers to Patronage Capital	[REDACTED]	[REDACTED]
42. Patronage Capital Credits Retired	[REDACTED]	[REDACTED]
43. Patronage Capital End-of-Year (40+41-42)	[REDACTED]	[REDACTED]
44. Annual Debt Service Payments	[REDACTED]	[REDACTED]
45. Cash Ratio [(14+20-10-11) / 7]	[REDACTED]	[REDACTED]
46. Operating Accrual Ratio [(14+20+26) / 7]	[REDACTED]	[REDACTED]
47. TIER [(31+26) / 26]	[REDACTED]	[REDACTED]
48. DSCR [(31+26+10+11) / 44]	[REDACTED]	[REDACTED]

USDA-RUS OPERATING REPORT FOR TELECOMMUNICATIONS BORROWERS	BORROWER DESIGNATION [REDACTED]			
INSTRUCTIONS- See RUS Bulletin 1744-2				
PART D. SYSTEM DATA				
1. No. Plant Employees	2. No. Other Employees	3. Square Miles Served	4. Access Lines per Square Mile	5. Subscribers per Route Mile

PART E. TOLL DATA				
1. Study Area ID Code(s) a. [REDACTED] b. _____ c. _____ d. _____ e. _____ f. _____ g. _____ h. _____ i. _____ j. _____	2. Types of Toll Settlements (Check one) Interstate: <input type="checkbox"/> Average Schedule <input checked="" type="checkbox"/> Cost Basis Intrastate: <input type="checkbox"/> Average Schedule <input checked="" type="checkbox"/> Cost Basis			

PART F. FUNDS INVESTED IN PLANT DURING YEAR	
1. RUS, RTB, & FFB Loan Funds Expended	[REDACTED]
2. Other Long-Term Loan Funds Expended	[REDACTED]
3. Funds Expended Under RUS Interim Approval	[REDACTED]
4. Other Short-Term Loan Funds Expended	[REDACTED]
5. General Funds Expended (Other than Interim)	[REDACTED]
6. Salvaged Materials	[REDACTED]
7. Contribution in Aid to Construction	[REDACTED]
8. Gross Additions to Telecom. Plant (1 thru 7)	[REDACTED]

PART G. INVESTMENTS IN AFFILIATED COMPANIES					
INVESTMENTS (a)	CURRENT YEAR DATA		CUMULATIVE DATA		
	Investment This Year (b)	Income/Loss This Year (c)	Cumulative Investment To Date (d)	Cumulative Income/Loss To Date (e)	Current Balance (f)
	1. Investment in Affiliated Companies - Rural Development	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
2. Investment in Affiliated Companies - Nonrural Development	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

<p>USDA-RUS</p> <p>OPERATING REPORT FOR TELECOMMUNICATIONS BORROWERS</p>	<p>BORROWER DESIGNATION ██████████</p> <hr/> <p>PERIOD ENDING December, 2013</p>
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PART H. CURRENT DEPRECIATION RATES

Are corporation's depreciation rates approved by the regulatory authority with jurisdiction over the provision of telephone services? (Check one)

YES NO

EQUIPMENT CATEGORY	DEPRECIATION RATE
1. Land and support assets - Motor Vehicles	██████████
2. Land and support assets - Aircraft	
3. Land and support assets - Special purpose vehicles	██████████
4. Land and support assets - Garage and other work equipment	██████████
5. Land and support assets - Buildings	██████████
6. Land and support assets - Furniture and Office equipment	██████████
7. Land and support assets - General purpose computers	██████████
8. Central Office Switching - Digital	██████████
9. Central Office Switching - Analog & Electro-mechanical	
10. Central Office Switching - Operator Systems	
11. Central Office Transmission - Radio Systems	
12. Central Office Transmission - Circuit equipment	██████████
13. Information origination/termination - Station apparatus	██████████
14. Information origination/termination - Customer premises wiring	
15. Information origination/termination - Large private branch exchanges	
16. Information origination/termination - Public telephone terminal equipment	██████████
17. Information origination/termination - Other terminal equipment	██████████
18. Cable and wire facilities - Poles	██████████
19. Cable and wire facilities - Aerial cable - Metal	██████████
20. Cable and wire facilities - Aerial cable - Fiber	
21. Cable and wire facilities - Underground cable - Metal	██████████
22. Cable and wire facilities - Underground cable - Fiber	██████████
23. Cable and wire facilities - Buried cable - Metal	██████████
24. Cable and wire facilities - Buried cable - Fiber	██████████
25. Cable and wire facilities - Conduit systems	██████████
26. Cable and wire facilities - Other	

REDACTED - FOR PUBLIC INSPECTION

USDA-RUS		BORROWER DESIGNATION
OPERATING REPORT FOR TELECOMMUNICATIONS BORROWERS		PERIOD ENDED
		December, 2013
INSTRUCTIONS – See help in the online application.		
PART I – STATEMENT OF CASH FLOWS		
1.	Beginning Cash (Cash and Equivalents plus RUS Construction Fund)	
CASH FLOWS FROM OPERATING ACTIVITIES		
2.	Net Income	
<i>Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities</i>		
3.	Add: Depreciation	
4.	Add: Amortization	
5.	Other (Explain)	
<i>Changes in Operating Assets and Liabilities</i>		
6.	Decrease/(Increase) in Accounts Receivable	
7.	Decrease/(Increase) in Materials and Inventory	
8.	Decrease/(Increase) in Prepayments and Deferred Charges	
9.	Decrease/(Increase) in Other Current Assets	
10.	Increase/(Decrease) in Accounts Payable	
11.	Increase/(Decrease) in Advance Billings & Payments	
12.	Increase/(Decrease) in Other Current Liabilities	
13.	Net Cash Provided/(Used) by Operations	
CASH FLOWS FROM FINANCING ACTIVITIES		
14.	Decrease/(Increase) in Notes Receivable	
15.	Increase/(Decrease) in Notes Payable	
16.	Increase/(Decrease) in Customer Deposits	
17.	Net Increase/(Decrease) in Long Term Debt (Including Current Maturities)	
18.	Increase/(Decrease) in Other Liabilities & Deferred Credits	
19.	Increase/(Decrease) in Capital Stock, Paid-in Capital, Membership and Capital Certificates & Other Capital	
20.	Less: Payment of Dividends	
21.	Less: Patronage Capital Credits Retired	
22.	Other (Explain)	
23.	Net Cash Provided/(Used) by Financing Activities	
CASH FLOWS FROM INVESTING ACTIVITIES		
24.	Net Capital Expenditures (Property, Plant & Equipment)	
25.	Other Long-Term Investments	
26.	Other Noncurrent Assets & Jurisdictional Differences	
27.	Other (Explain)	
28.	Net Cash Provided/(Used) by Investing Activities	
29.	Net Increase/(Decrease) in Cash	
30.	Ending Cash	

REDACTED - FOR PUBLIC INSPECTION

<p>USDA-RUS</p> <p>OPERATING REPORT FOR TELECOMMUNICATIONS BORROWERS</p>	<p>BORROWER DESIGNATION</p> <p>██████████</p>
<p>INSTRUCTIONS - See RUS Bulletin 1744-2</p>	<p>PERIOD ENDED December, 2013</p>
<p>NOTES TO THE OPERATING REPORT FOR TELECOMMUNICATIONS BORROWERS</p>	

REDACTED - FOR PUBLIC INSPECTION

<p>USDA-RUS</p> <p>OPERATING REPORT FOR TELECOMMUNICATIONS BORROWERS</p>	<p>BORROWER DESIGNATION</p> <p>██████████</p>
<p>INSTRUCTIONS - See RUS Bulletin 1744-2</p>	<p>PERIOD ENDED December, 2013</p>
<p>CERTIFICATION LOAN DEFAULT NOTES TO THE OPERATING REPORT FOR TELECOMMUNICATIONS BORROWERS</p>	