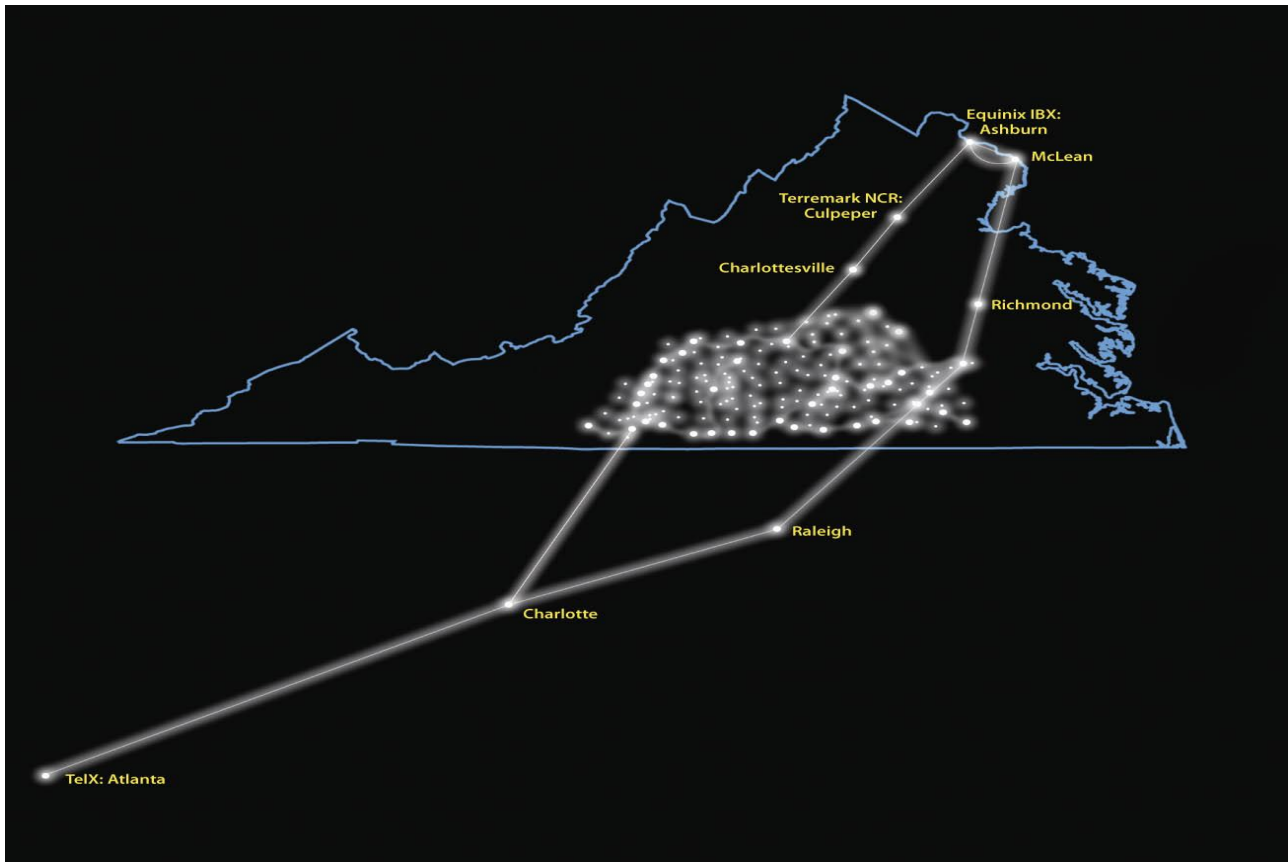


***Membership Package
Class D***

Regional Backbone Initiative



SOUTH BOSTON
c/o Riverstone Technology Park
1100 Confroy Drive, Suite 4
South Boston, VA 24592



Thank you for your interest in joining the Mid-Atlantic Broadband Cooperative. This package includes a one-page membership application, an explanation of how membership in our cooperative works, and copies of the MBC By-Laws, Articles of Incorporation, and Board of Directors policies for your review.

Once your membership application is received, we will contact you to discuss physical interconnection of your network and connectivity requirements.

The MBC network is fully operational, and we are rapidly provisioning optical transport services, providing secure carrier-class colocation, building extensions to our regional fiber optic backbone, and assigning strands for dark fiber leases and IRUs for our members.

With our long-haul network up and running, we now offer optical transport services of 1Gig, 2.5G and 10G between Atlanta, Charlotte, Raleigh, Richmond, McLean, VA, Culpeper, VA and Equinix-Ashburn, VA as well as connectivity to our expansive regional network in Southern Virginia.

There are many new initiatives for the Southern Virginia region that will benefit our members. We look forward to working with you to expand your reach for broadband services, offer new services to your customers and lower your cost of doing business to promote innovation and reinvestment in our region.

Please visit our website at www.mbc-va.com for the latest news, updates and information on MBC and the many positive activities underway in Southern Virginia. We greatly appreciate your interest in joining MBC and look forward to helping you grow your business.

Best Regards,

MID-ATLANTIC BROADBAND COOPERATIVE

A handwritten signature in black ink, appearing to read "Tad Deriso", with a long horizontal flourish extending to the right.

**Tad Deriso
President & CEO
tad@mbc-va.com
tel: 804.786.7692
cell: 804.855.4057**

Membership Application and Agreement Form

This represents a request for membership in the **Mid-Atlantic Broadband Cooperative** (hereinafter referred to as "Cooperative") by the undersigned (hereinafter referred to as "Applicant"). When approved by the Cooperative's Board of Directors, this application shall represent the membership agreement with the Cooperative.

Request for Membership

Applicant's signature on this form shall constitute

- A request for membership in the Cooperative.
- An Agreement to comply with and be bound by the provisions of the Cooperative by-laws.

Cooperative Membership

As a member of MBC, you will be entitled to vote on matters of importance to the Association and to elect members to the Board of Directors.

Types of Membership

MBC is a member-owned cooperative. As a member, you are entitled to one (1) vote at the Annual Membership Meeting or a Special Membership Meeting.

Membership Fee

Applicant agrees to submit to the Cooperative the required **one-time** membership fee along with the request for a membership form. The following categories apply to MBC membership:

- **Class B Membership:**
 - **\$500.00**
Telecommunications Service Providers - ILEC, CLEC, MLEC, Telephone Cooperatives, ISP, IXC, Cable Operators, Wireless, Cellular, telecommunications network providers, including private and municipal providers.
- **Class C Membership:**
 - **\$1,500.00**
Governmental / Public Sector Providers - Users of 12 strand public use fiber and/or managed services for economic development activities. Use would include marketing assistance from MBC on benefits of the network, assistance in the marketing of industrial parks, attending site visits and assistance with preparing marketing literature and web development. Members could include State, County, City, Town, Federal, & Local Agencies, VDOT, Higher Education Institutions (public and private), Commonwealth Agencies, etc.
- **Class D Membership:**
 - **\$3,000.00**
Commercial and Industrial Users - Case-by-case basis for users who need to use the MBC network for economic development/job creation activities. Services could include collocation, server farm hosting, data center and storage, network monitoring or dark fiber. This class of Member must be the operator of a private network and be certified by the appropriate regulatory agency.

Member Responsibilities

As a member, you should be interested, well informed and active in the Cooperative. You are entitled to attend member meetings, vote for directors and comment on legislative and other matters affecting your cooperative. You must pay your bills on time, report network interruptions or down time and any unusual or dangerous conditions.

MBC will keep members informed through the MBC newsletter, the *MBC Cooperative Connection*. The newsletter, published bi-monthly, is MBC's official means of member communication. It may contain messages from the President & CEO, General Manager or Board of Directors, discussions of strategic issues, and issues of industry or community interest. We welcome your suggestions for improving the newsletter.

The MBC web site, www.mbc-va.com, is a valuable source of information. It is updated regularly and is a good resource for members. If you have any questions or suggestions, please contact Teaka Cole at teaka@mbc-va.com or (434) 570-1304.

Capital Credits

MBC is a cooperative and operates on a not-for-profit basis. As a member, you have certain rights and interests in the excess earnings and unrestricted assets of the Cooperative. The annual revenue from broadband services that exceeds MBC's expenses and operating costs is called excess earnings. Based on the financial position of the Cooperative, the Board of Directors may authorize the retention of excess earnings necessary for future expenditures; any amounts not retained in the reserve will be allocated to members as capital credits. Any excess earnings for each year that are allocated to members will be based upon the dollar value of their patronage of MBC in that period. The books and records of MBC are set up in such a manner that at the end of each fiscal year, the allocation of excess earnings, if any, will be clearly reflected in the capital account of each member.

Articles 8.01 and 8.02 of the Bylaws and the Board of Directors policies explain the not-for-profit system under which MBC operates. Copies of the Bylaws are included in this membership package and must be reviewed prior to applying for membership.

Membership Investment

As a cooperative, MBC requires any new member to pay a one-time membership fee. This fee covers the administrative costs associated with your membership. By becoming a member of MBC you receive the following benefits:

- Ability to purchase telecom products and services from the Cooperative. This will enable members to increase market share, reach new markets affordably, increase recurring revenue, reduce recurring costs, increase reliability and redundancy, enhance service offers and increase visibility among your customers.
- Members may be eligible for capital credit dividends each year the Cooperative produces excess earnings from the operations of the Cooperative.

Member's Rights and Responsibilities

The Members of MBC have:

- The right to procure telecommunications services by executing a service agreement.
- The right to talk to management about any problem or issue with MBC.
- The right to attend the annual meeting and vote for Directors of MBC.
- The responsibility to keep the Member's account current and help maintain the financial strength of the Cooperative. MBC, in turn, has a commitment to the Member to fulfill its obligations as a responsible business organization and to supply wholesale broadband telecommunications services and economic development services at the lowest reasonable cost and to maintain the highest quality of service.

Member's Legal Obligations

By paying the membership fee and becoming a Member of Cooperative, the Member will assume no responsibility for any debts or liabilities of the Cooperative.

Cooperative Principles

Cooperative businesses like MBC are special because they are owned by the members they serve and because they are guided by a set of seven principles that reflect the best interests of those members.

More than 100 million people are members of 47,000 U.S. cooperatives, enabling consumers to secure a wide array of goods and services such as health care, insurance, housing, food, heating fuel, hardware, credit unions, child care and utility service.

All cooperative businesses adhere to these seven guiding principles:

1. **Voluntary and Open Membership** — Cooperatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.
2. **Democratic Member Control** — Cooperatives are democratic organizations controlled by their members who elect directors for the governance of the cooperative. The elected representatives are accountable to the membership. In primary cooperatives, members have equal voting rights (one member, one vote) and cooperatives at other levels are organized in a democratic manner.
3. **Members' Economic Participation** — Members contribute equitably to the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership.
4. **Autonomy and Independence** — Cooperatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their cooperative autonomy.
5. **Education, Training, and Information** — Cooperatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their cooperatives. They inform the general public, particularly young people and opinion leaders, about the nature and benefits of cooperation.
6. **Cooperation Among Cooperatives** — Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.
7. **Concern for Community** — While focusing on member needs, cooperatives work for the sustainable development of their communities through policies accepted by their members.



Mid-Atlantic Broadband Cooperative (MBC) invites you to submit this application to become a member of the Cooperative. **Please provide the information requested and return this completed form, along with your membership fee to the following address:**

Mid-Atlantic Broadband Cooperative
Membership Processing
1100 Confroy Drive, Suite 4
South Boston, VA 24592

Date of Application:

APPLICANT:

Membership Class: Membership Fee:

Form of Entity:
(S-Corp, C-Corp, LLC, Partnership, Etc.) TIN#:

Name of Applicant:
(Legal Name)

Mailing Address:

City: State: Zip:

Phone Number: Fax Number:

Email Address: Website Address:

Bank Reference:
Bank Name:
Contact Name:
Phone Number:

Applicant's Signature:

Print Name: Title:

Approval: Recommended Not Recommended

Tad Deriso, President & CEO _____

Gray Ramsey, General Manager _____

Please complete the following information to ensure we have the correct contact information.

Primary Contact: _____

Office Phone: _____

Mobile Phone: _____

Address: _____

Email: _____

Billing Contact: _____

Office Phone: _____

Mobile Phone: _____

Address: _____

Email: _____

Technical Contact: _____

Office Phone: _____

Mobile Phone: _____

Address: _____

Email: _____

Sales Contact: _____

Office Phone: _____

Mobile Phone: _____

Address: _____

Email: _____

Brief company description for Member Listing:
