

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 black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning JUL 1, 2012 **and ending** JUN 30, 2013

| | | |
|---|---|---|
| B 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 HAMPTON ROADS EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 5200 HAMPTON BOULEVARD City, town, or post office, state, and ZIP code NORFOLK, VA 23508-1507 F Name and address of principal officer: BERTEL SCHMIDT 5200 HAMPTON BOULEVARD, NORFOLK, VA 23508 | D Employer identification number 54-0843118 E Telephone number (757) 889-9400 G Gross receipts \$ 17,241,159. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ |
| I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | |
| J Website: ▶ WWW.WHRO.ORG | | |
| 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: 1961 M State of legal domicile: VA |

Part I Summary

| | | |
|------------|---|--|
| 1 | Briefly describe the organization's mission or most significant activities: TO ENHANCE THE LIVES OF THE CITIZENS IN THE COMMUNITIES IT SERVES BY RESPONDING TO THEIR NEED TO | |
| 2 | Check this box <input type="checkbox"/> 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 33 |
| 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 32 |
| 5 | Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 149 |
| 6 | Total number of volunteers (estimate if necessary) | 6 350 |
| 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 7a 1,289,100. |
| 7b | Net unrelated business taxable income from Form 990-T, line 34 | 7b -134,607. |
| 8 | Contributions and grants (Part VIII, line 1h) | 8 13,002,795. 9 5,923,977. |
| 9 | Program service revenue (Part VIII, line 2g) | 9 4,848,981. 10 5,006,336. |
| 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 10 166,080. 11 235,202. |
| 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 11 1,999,014. 12 1,886,302. |
| 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 12 20,016,870. 13 13,051,817. |
| 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 13 0. 14 0. |
| 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 14 0. 15 6,774,949. |
| 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 15 6,282,565. 16a 0. 16b 0. |
| 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 16a 0. 16b 0. |
| 16b | Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,695,361. | 16b 1,695,361. |
| 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 17 9,405,607. 18 7,285,005. |
| 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 18 15,688,172. 19 14,059,954. |
| 19 | Revenue less expenses. Subtract line 18 from line 12 | 19 4,328,698. 20 -1,008,137. |
| 20 | Total assets (Part X, line 16) | 20 22,530,156. 21 22,173,296. |
| 21 | Total liabilities (Part X, line 26) | 21 4,635,354. 22 5,424,705. |
| 22 | Net assets or fund balances. Subtract line 21 from line 20 | 22 17,894,802. 23 16,748,591. |

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 | Signature of officer BERTEL SCHMIDT, PRESIDENT & CEO | Date |
| | Type or print name and title | |
| Paid Preparer Use Only | Print/Type preparer's name BRIAN WINDLEY | Preparer's signature BRIAN WINDLEY |
| | Date 11/12/13 | Check if self-employed <input checked="" type="checkbox"/> PTIN P00537045 |
| | Firm's name ▶ PBMARES LLP | Firm's EIN ▶ 54-0737372 |
| | Firm's address ▶ 150 BOUSH STREET, SUITE 400 NORFOLK, VA 23510 | Phone no. 757- 627-4644 |

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:
**TO ENHANCE THE LIVES OF THE CITIZENS IN THE COMMUNITIES IT SERVES BY
RESPONDING TO THEIR NEED TO BE ENGAGED, EDUCATED, ENTERTAINED AND
ENLIGHTENED.**

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 \$ **1,858,132.** including grants of \$) (Revenue \$ **2,054,579.**)
**EDUCATION - SERVING HAMPTON ROADS SCHOOLS WITH EDUCATIONAL PRODUCTS FOR
TEACHING, TEACHER DEVELOPMENT AND VIRTUAL CLASSROOMS 24/7 365 DAYS A
YEAR.**

4b (Code:) (Expenses \$ **2,640,186.** including grants of \$) (Revenue \$ **5,102.**)
**BROADCAST CONTENT - SERVING THE HAMPTON ROADS COMMUNITY WITH PERFORMING
ARTS, NEWS AND COMMUNITY INTEREST PRODUCTS 24/7 365 DAYS A YEAR.**

4c (Code:) (Expenses \$ **2,093,602.** including grants of \$) (Revenue \$ **1,598,148.**)
**ENGINEERING AND TECHNOLOGY - SERVING THE NEEDS OF INTERNAL STAFF,
PROVIDING INTERNET ACCESS TO SCHOOLS AND STUDENTS, AND
TELECOMMUNICATIONS FOR CELL PHONE COMPANIES 24/7 365 DAYS A YEAR.**

4d Other program services (Describe in Schedule O.)
(Expenses \$ **4,451,169.** including grants of \$) (Revenue \$ **801,151.**)

4e Total program service expenses **11,043,089.**

**HAMPTON ROADS EDUCATIONAL
TELECOMMUNICATIONS ASSOCIATION, INC.**

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Part IV Checklist of Required Schedules

| | | Yes | No |
|-----|--|-----|----|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> | X | |
| 2 | Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? | | X |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | | X |
| 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? <i>If "Yes," complete Schedule C, Part II</i> | | X |
| 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? <i>If "Yes," complete Schedule C, Part III</i> | | X |
| 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? <i>If "Yes," complete Schedule D, Part I</i> | | X |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> | | X |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | | X |
| 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? <i>If "Yes," complete Schedule D, Part IV</i> | | X |
| 10 | Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | X | |
| 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? <i>If "Yes," complete Schedule D, Part VI</i> | X | |
| 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? <i>If "Yes," complete Schedule D, Part VII</i> | | X |
| 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? <i>If "Yes," complete Schedule D, Part VIII</i> | | X |
| 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? <i>If "Yes," complete Schedule D, Part IX</i> | X | |
| e | Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | | 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)? <i>If "Yes," complete Schedule D, Part X</i> | X | |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> | X | |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> | | X |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | X |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| 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? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | X |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | X |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | X |
| 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? <i>If "Yes," complete Schedule G, Part I</i> | | X |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | X | |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | X |
| 20a | Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | X |
| b | If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |

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Part IV Checklist of Required Schedules (continued)

| | | Yes | No |
|--|------------|-----|----|
| 21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | 21 | | X |
| 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | 22 | | X |
| 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? <i>If "Yes," complete Schedule J</i> | 23 | X | |
| 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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> | 24a | | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | | |
| 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? | 24c | | |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | | |
| 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? <i>If "Yes," complete Schedule L, Part I</i> | 25a | | X |
| 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? <i>If "Yes," complete Schedule L, Part I</i> | 25b | | X |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> | 26 | | X |
| 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? <i>If "Yes," complete Schedule L, Part III</i> | 27 | | X |
| 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? <i>If "Yes," complete Schedule L, Part IV</i> | 28a | X | |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28b | | X |
| 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? <i>If "Yes," complete Schedule L, Part IV</i> | 28c | | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | 29 | X | |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | 30 | | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | 31 | | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | 32 | | X |
| 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? <i>If "Yes," complete Schedule R, Part I</i> | 33 | | X |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> | 34 | | X |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | 35a | | X |
| 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)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 35b | | |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 36 | | X |
| 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? <i>If "Yes," complete Schedule R, Part VI</i> | 37 | | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? | 38 | X | |

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

| | | Yes | No |
|------------|--|-----|----|
| 1a | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable | | |
| 1b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | | |
| 1c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | | |
| 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 | | |
| 2b | 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) | X | |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year? | X | |
| 3b | If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O | X | |
| 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)? | | X |
| 4b | 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 | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | X |
| 5b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | X |
| 5c | If "Yes," to line 5a or 5b, did the organization file Form 8886-T? | | |
| 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? | | X |
| 6b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | |
| 7 | Organizations that may receive deductible contributions under section 170(c). | | |
| 7a | 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? | | X |
| 7b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | | |
| 7c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | X |
| 7d | If "Yes," indicate the number of Forms 8282 filed during the year | | |
| 7e | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | X |
| 7f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | X |
| 7g | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | | |
| 7h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | | |
| 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? | | |
| 9 | Sponsoring organizations maintaining donor advised funds. | | |
| 9a | Did the organization make any taxable distributions under section 4966? | | |
| 9b | Did the organization make a distribution to a donor, donor advisor, or related person? | | |
| 10 | Section 501(c)(7) organizations. Enter: | | |
| 10a | Initiation fees and capital contributions included on Part VIII, line 12 | | |
| 10b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | | |
| 11 | Section 501(c)(12) organizations. Enter: | | |
| 11a | Gross income from members or shareholders | | |
| 11b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | | |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | | |
| 12b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | | |
| 13 | Section 501(c)(29) qualified nonprofit health insurance issuers. | | |
| 13a | Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. | | |
| 13b | 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 | | |
| 13c | Enter the amount of reserves on hand | | |
| 14a | Did the organization receive any payments for indoor tanning services during the tax year? | | X |
| 14b | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | | |

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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 to any question in this Part VI

Section A. Governing Body and Management

| | | Yes | No |
|--|-----------|-----|----|
| 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. | 1a | 33 | |
| b Enter the number of voting members included in line 1a, above, who are independent | 1b | 32 | |
| 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? | 2 | | X |
| 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? | 3 | | X |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | | X |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | | X |
| 6 Did the organization have members or stockholders? | 6 | | X |
| 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? | 7a | | X |
| b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | 7b | | X |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | | |
| a The governing body? | 8a | X | |
| b Each committee with authority to act on behalf of the governing body? | 8b | X | |
| 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 | 9 | | X |

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

| | | Yes | No |
|---|------------|-----|----|
| 10a Did the organization have local chapters, branches, or affiliates? | 10a | | X |
| 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? | 10b | | |
| 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | 11a | X | |
| 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 | 12a | X | |
| b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | X | |
| c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | 12c | X | |
| 13 Did the organization have a written whistleblower policy? | 13 | X | |
| 14 Did the organization have a written document retention and destruction policy? | 14 | X | |
| 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 | 15a | | X |
| b Other officers or key employees of the organization | 15b | | X |
| 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? | 16a | | X |
| 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? | 16b | | |

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **▶ VA**
- 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: **▶**
TOM MOREHOUSE - (757) 889-9400
5200 HAMPTON BLVD, NORFOLK, VA 23508

232006 12-10-12

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question 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 organization compensated any current officer, director, or trustee.

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below 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 trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) BARRY POLLARA BOARD CHAIR | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (2) ANNE CONNER BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (3) CHARLES MOORMAN BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (4) CONWAY H. SHEILD BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (5) DAVID BRASHEAR BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (6) DR ASHBY KILGORE BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (7) DR DAVID STUCKWISCH BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (8) DR ELIZABETH YOUNG BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (9) DR S. KEITH SUTTON BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (10) DR TONY ATWATER BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (11) DR. JAMES MERRILL BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (12) ELLIE GORDON BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (13) ERNEST LENDMAN BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (14) EVAN CURBEAM BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (15) GUY TOWER BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (16) HERB DEGROFT BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (17) JEANNE ZEIDLER BOARD MEMBER/DIRECTOR | 1.00 | 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 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 trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) JOAN BUCKLE BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| (19) JOHN FIELD BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| (20) JOHN OVERTON BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| (21) KATHRYN COPELAND BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| (22) LEONARD SLEDGE BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| (23) MICHAEL BARRETT BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| (24) MICHAEL WENDEL BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| (25) PHILIP HATCHETT BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| (26) REED ATKINS BOARD MEMBER/DIRECTOR | 1.00 | X | | | | | 0. | 0. | 0. | |
| 1b Sub-total | | | | | | | 0. | 0. | 0. | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | 705,969. | 0. | 30,119. | |
| d Total (add lines 1b and 1c) | | | | | | | 705,969. | 0. | 30,119. | |

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

| | Yes | No |
|---|-----|----|
| 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 | | X |
| 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 | X | |
| 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 | | 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 |
|---|--------------------------------|---------------------|
| PUBLIC BROADCASTING SERVICE P.O. BOX 751550, CHARLOTTE, NC 28275 | PROGRAM FEES/DUES | 1,092,956. |
| NATIONAL PUBLIC RADIO, INC. P.O. BOX 79540, BALTIMORE, MD 21279-0540 | PROGRAM FEES/DUES | 454,176. |
| DISCOVERY EDUCATION 55 LINDEN ST, WORCESTER, MA 01609 | PRODUCTION | 244,959. |
| DESIRE 2 LEARN 715 ST PAUL ST, BALTIMORE, MD 21202 | EDUCATIONAL SERVICES | 195,428. |
| VICTORY PRODUCTIONS 55 LINDEN ST, WORCESTER, MA 01609 | MEDIA PRODUCTION | 150,000. |
| 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 20 | | |

SEE PART VII, SECTION A CONTINUATION SHEETS

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Part VIII Statement of Revenue

Check if Schedule O contains a response to any question 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, 513, or 514 | |
|---|--|--|----------------------|---|---|---|--|
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 1a | | | | | |
| | b Membership dues | 1b | 3,207,732. | | | | |
| | c Fundraising events | 1c | | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) | 1e | 1,563,115. | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 1,153,130. | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | | 90,586. | | | | |
| | h Total. Add lines 1a-1f | | 5,923,977. | | | | |
| | Program Service Revenue | | Business Code | | | | |
| 2 a EDUCATION SERVICES | | 900099 | 2,137,809. | 2,137,809. | | | |
| b PROGRAM UNDERWRITING | | 517000 | 1,386,885. | 1,386,885. | | | |
| c SCHOOL ASSESSMENTS | | 900099 | 526,541. | 526,541. | | | |
| d PRODUCTION FEES | | 532000 | 349,423. | 131,021. | 218,402. | | |
| e INTERNET SERVICES & WEB DESIGN | | 517000 | 309,434. | 102,809. | 206,625. | | |
| f All other program service revenue | | 532000 | 296,244. | 155,236. | 141,008. | | |
| g Total. Add lines 2a-2f | | | 5,006,336. | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | 216,807. | | | 216,807. | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 Royalties | | 973,120. | | | 973,120. | |
| | 6 a Gross rents | (i) Real | 684,252. | | | | |
| | | (ii) Personal | 0. | | | | |
| | | b Less: rental expenses | 0. | | | | |
| | | c Rental income or (loss) | 684,252. | | | | |
| | d Net rental income or (loss) | | 684,252. | | 684,252. | | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | 4,125,166. | | | | |
| | | (ii) Other | | | | | |
| | | b Less: cost or other basis and sales expenses | 4,106,771. | | | | |
| | | c Gain or (loss) | 18,395. | | | | |
| | d Net gain or (loss) | | 18,395. | | | 18,395. | |
| | 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | 254,009. | | | | |
| | | b Less: direct expenses | 82,571. | | | | |
| c Net income or (loss) from fundraising events | | | 171,438. | | | 171,438. | |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | | |
| | b Less: direct expenses | | | | | | |
| | c Net income or (loss) from gaming activities | | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | | | |
| | b Less: cost of goods sold | | | | | | |
| | c Net income or (loss) from sales of inventory | | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a ADVERTISING REVENUE | 541800 | 57,048. | 18,235. | 38,813. | | | |
| b MISCELLANEOUS INCOME | 900099 | 444. | 444. | | | | |
| c | | | | | | | |
| d All other revenue | | | | | | | |
| e Total. Add lines 11a-11d | | 57,492. | | | | | |
| 12 Total revenue. See instructions. | | 13,051,817. | 4,458,980. | 1,289,100. | 1,379,760. | | |

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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 to any question 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 United States. See Part IV, line 21 | | | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 617,435. | 344,498. | 118,072. | 154,865. |
| 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 | 5,064,163. | 3,853,948. | 546,818. | 663,397. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 92,783. | 74,058. | 8,846. | 9,879. |
| 9 Other employee benefits | 545,814. | 420,633. | 59,207. | 65,974. |
| 10 Payroll taxes | 454,754. | 350,406. | 48,449. | 55,899. |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | 62,747. | 18,796. | 41,115. | 2,836. |
| c Accounting | 48,867. | 14,638. | 32,020. | 2,209. |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | 20,688. | | 20,688. | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) | 289,872. | 261,740. | 17,196. | 10,936. |
| 12 Advertising and promotion | 65,454. | 57,295. | 915. | 7,244. |
| 13 Office expenses | 398,882. | 212,917. | 94,749. | 91,216. |
| 14 Information technology | 622,501. | 622,501. | | |
| 15 Royalties | | | | |
| 16 Occupancy | 773,417. | 694,818. | 28,489. | 50,110. |
| 17 Travel | 113,550. | 43,056. | 11,481. | 59,013. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 104,152. | 80,496. | 20,167. | 3,489. |
| 20 Interest | 104,034. | 55,188. | 48,846. | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 1,187,171. | 1,045,055. | 53,080. | 89,036. |
| 23 Insurance | 136,965. | 120,569. | 6,124. | 10,272. |
| 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 PUBLIC BROADCASTING SER | 854,123. | 854,123. | | |
| b NAT PUBLIC RADIO FEES | 437,754. | 437,754. | | |
| c INDEPENDENT CONTRACTORS | 383,069. | 368,605. | | 14,464. |
| d REPAIRS & MAINTENANCE | 368,541. | 279,392. | 89,149. | |
| e All other expenses | 1,313,218. | 832,603. | 76,093. | 404,522. |
| 25 Total functional expenses. Add lines 1 through 24e | 14,059,954. | 11,043,089. | 1,321,504. | 1,695,361. |
| 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 if following SOP 98-2 (ASC 958-720)

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Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

| | | (A) Beginning of year | | (B) End of year | |
|---|--|--------------------------|------------|--------------------|-------------|
| Assets | 1 Cash - non-interest-bearing | 751,600. | 1 | 289,575. | |
| | 2 Savings and temporary cash investments | 3,272,020. | 2 | 2,684,899. | |
| | 3 Pledges and grants receivable, net | 1,249,213. | 3 | 1,588,529. | |
| | 4 Accounts receivable, net | 530,978. | 4 | 1,134,355. | |
| | 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 instr). Complete Part II of Sch L | | | 6 | |
| | 7 Notes and loans receivable, net | | | 7 | |
| | 8 Inventories for sale or use | | | 8 | |
| | 9 Prepaid expenses and deferred charges | 302,503. | 9 | | 527,275. |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 27,443,789. | | | |
| | b Less: accumulated depreciation | 10b 19,164,413. | 8,906,367. | 10c | 8,279,376. |
| | 11 Investments - publicly traded securities | 5,641,774. | 11 | | 5,846,753. |
| | 12 Investments - other securities. See Part IV, line 11 | | | 12 | |
| | 13 Investments - program-related. See Part IV, line 11 | | | 13 | |
| | 14 Intangible assets | | | 14 | |
| | 15 Other assets. See Part IV, line 11 | 1,875,701. | 15 | | 1,822,534. |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 22,530,156. | 16 | | 22,173,296. | |
| Liabilities | 17 Accounts payable and accrued expenses | 1,080,714. | 17 | 917,237. | |
| | 18 Grants payable | | 18 | | |
| | 19 Deferred revenue | 357,508. | 19 | 696,810. | |
| | 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 | 3,197,132. | 23 | | 3,810,658. |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | | |
| | 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 | 4,635,354. | 26 | | 5,424,705. |
| Net Assets or Fund Balances | 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 | 13,853,771. | 27 | 13,333,646. | |
| | 28 Temporarily restricted net assets | 3,859,919. | 28 | 3,233,833. | |
| | 29 Permanently restricted net assets | 181,112. | 29 | 181,112. | |
| | 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 | 17,894,802. | 33 | | 16,748,591. |
| 34 Total liabilities and net assets/fund balances | 22,530,156. | 34 | | 22,173,296. | |

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

| | | |
|---|-----------|-------------|
| 1 Total revenue (must equal Part VIII, column (A), line 12) | 1 | 13,051,817. |
| 2 Total expenses (must equal Part IX, column (A), line 25) | 2 | 14,059,954. |
| 3 Revenue less expenses. Subtract line 2 from line 1 | 3 | -1,008,137. |
| 4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 17,894,802. |
| 5 Net unrealized gains (losses) on investments | 5 | -205,643. |
| 6 Donated services and use of facilities | 6 | 9,975. |
| 7 Investment expenses | 7 | |
| 8 Prior period adjustments | 8 | |
| 9 Other changes in net assets or fund balances (explain in Schedule O) | 9 | 57,594. |
| 10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 16,748,591. |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

| | | Yes | No |
|--|-----------|-----|----|
| 1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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? | 2a | | X |
| 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: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | | |
| b Were the organization's financial statements audited by an independent accountant? | 2b | X | |
| 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: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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? | 2c | X | |
| 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? | 3a | | X |
| 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 | 3b | | |

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HAMPTON ROADS EDUCATIONAL

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|------------|------------|------------|-------------|------------|-------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 5,986,171. | 6,491,676. | 7,397,643. | 13,002,795. | 5,923,977. | 38,802,262. |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | 5,986,171. | 6,491,676. | 7,397,643. | 13,002,795. | 5,923,977. | 38,802,262. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | 1,989,850. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 36,812,412. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|------------|------------|------------|-------------|------------|--------------------------|
| 7 Amounts from line 4 | 5,986,171. | 6,491,676. | 7,397,643. | 13,002,795. | 5,923,977. | 38,802,262. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 2,139,909. | 2,320,698. | 2,355,947. | 2,162,546. | 2,128,188. | 11,107,288. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | 72,662. | 164,205. | 118,695. | 92,462. | 149,921. | 597,945. |
| 11 Total support. Add lines 7 through 10 | | | | | | 50,507,495. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 25,921,082. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | | |
|---|-----------|-------|-------------------------------------|
| 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | 72.89 | % |
| 15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | 73.33 | % |
| 16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | | <input checked="" type="checkbox"/> |
| b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | | <input type="checkbox"/> |
| 17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | | <input type="checkbox"/> |
| b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | | <input type="checkbox"/> |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | | <input type="checkbox"/> |

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ►

Section C. Computation of Public Support Percentage

| | | | |
|--|-----------|--|---|
| 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) | 15 | | % |
| 16 Public support percentage from 2011 Schedule A, Part III, line 15 | 16 | | % |

Section D. Computation of Investment Income Percentage

| | | | |
|---|-----------|--|---|
| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) | 17 | | % |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17 | 18 | | % |

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

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. See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization HAMPTON ROADS EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION, INC. Employer identification number 54-0843118

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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... Yes No, 6 Did the organization inform all grantees... Yes 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). 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution... 3 Number of conservation easements modified... 4 Number of states where property... 5 Does the organization have a written policy... 6 Staff and volunteer hours... 7 Amount of expenses... 8 Does each conservation easement... 9 In Part XIII, describe how the organization reports...

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... 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report... 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:

HAMPTON ROADS EDUCATIONAL

TELECOMMUNICATIONS ASSOCIATION, INC.

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
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

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 |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 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 | 5,961,651. | 5,602,220. | 4,893,169. | 4,247,640. | 3,630,487. |
| b Contributions | 382,979. | 360,528. | 562,962. | 508,203. | 344,398. |
| c Net investment earnings, gains, and losses | 8,871. | 10,153. | 156,534. | 164,116. | 278,520. |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 155,000. | | | | |
| f Administrative expenses | | 11,250. | 10,445. | 26,790. | 5,764. |
| g End of year balance | 6,198,501. | 5,961,651. | 5,602,220. | 4,893,169. | 4,247,640. |

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

- a Board designated or quasi-endowment 97.00 %
- b Permanent endowment 3.00 %
- 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 |
|---|-----|----|
| (i) unrelated organizations | | X |
| (ii) related organizations | | X |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |

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

Part VI Land, Buildings, and Equipment. 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 | | 377,677. | | 377,677. |
| b Buildings | | 5,344,718. | 3,546,447. | 1,798,271. |
| c Leasehold improvements | | | | |
| d Equipment | | 21,686,465. | 15,617,966. | 6,068,499. |
| e Other | | 34,929. | | 34,929. |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 8,279,376. |

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TELECOMMUNICATIONS ASSOCIATION, INC.

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. 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) | | |
| (I) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) | | |

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

| (a) Description of investment type | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) | | |

Part IX Other Assets. See Form 990, Part X, line 15.

| (a) Description | (b) Book value |
|---|----------------|
| (1) TOWER RIGHTS | 988,701. |
| (2) SPLIT INTEREST AGREEMENT | 833,833. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) | 1,822,534. |

Part X Other Liabilities. 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) | |
| (10) | |
| (11) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) | |

2. FIN 48 (ASC 740) Footnote. 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

HAMPTON ROADS EDUCATIONAL

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

| | | | | |
|---|---|----|-----------|-------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 12,975,626. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| a | Net unrealized gains on investments | 2a | -205,643. | |
| b | Donated services and use of facilities | 2b | 9,975. | |
| c | Recoveries of prior year grants | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 119,477. | |
| e | Add lines 2a through 2d | 2e | | -76,191. |
| 3 | Subtract line 2e from line 1 | 3 | | 13,051,817. |
| 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 | | 0. |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | 5 | | 13,051,817. |

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

| | | | | |
|---|--|----|---------|-------------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 14,121,837. |
| 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 | 82,571. | |
| e | Add lines 2a through 2d | 2e | | 82,571. |
| 3 | Subtract line 2e from line 1 | 3 | | 14,039,266. |
| 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 | 20,688. | |
| c | Add lines 4a and 4b | 4c | | 20,688. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5 | | 14,059,954. |

Part XIII Supplemental Information

Complete this part to 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 V, LINE 4: THE ENDOWMENT ASSETS ARE INVESTED IN A MANNER THAT IS

INTENDED TO PRODUCE A REAL RETURN, NET OF INFLATION AND INVESTMENT

MANAGEMENT COSTS, OF AT LEAST 5% OVER THE LONG TERM. THE FUNDS ARE

CONTROLLED BY THE BOARD AND \$155,000 PER YEAR IS DISTRIBUTED TO FUND

OPERATIONS.

PART X, LINE 2: WHRO IS A NOT-FOR-PROFIT CORPORATION, WHICH HAS BEEN

DETERMINED BY THE INTERNAL REVENUE SERVICE TO BE EXEMPT FROM FEDERAL TAXES

Part XIII Supplemental Information (continued)

ON INCOME DERIVED FROM ACTIVITIES RELATED TO EXEMPT PURPOSES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. IT IS SUBJECT TO INCOME TAXES ON PROFITS, IF ANY, GENERATED FROM ACTIVITIES WHICH ARE UNRELATED TO ITS EXEMPT PURPOSES.

FASB ASC TOPIC 740, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. WHRO'S MANAGEMENT HAS EVALUATED THE IMPACT OF THE GUIDANCE TO ITS FINANCIAL STATEMENTS. MANAGEMENT IS NOT AWARE OF ANY MATERIAL UNCERTAIN TAX POSITIONS, AND HAS NOT ACCRUED THE EFFECT OF ANY UNCERTAIN TAX POSITIONS AS OF JUNE 30, 2013. WHRO RECOGNIZES INTEREST AND PENALTIES INCURRED, IF ANY, RELATED TO INCOME TAX POSITIONS AS OTHER INTEREST EXPENSE AND PENALTIES EXPENSE, RESPECTIVELY. WHRO HAS A NET OPERATING LOSS CARRYFORWARD OF APPROXIMATELY \$700,000 AND \$500,000 RELATED TO ITS UNRELATED BUSINESS INCOME AT JUNE 30, 2013 AND 2012, RESPECTIVELY THAT WILL BEGIN TO EXPIRE IN 2029.

WHRO'S INCOME TAX RETURNS ARE SUBJECT TO EXAMINATION BY TAXING AUTHORITIES, GENERALLY FOR A PERIOD OF THREE YEARS FROM THE DATE THEY WERE FILED. WITH FEW EXCEPTIONS, WHRO IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY FEDERAL, STATE, OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2009.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

| | |
|---|----------|
| CHANGE IN VALUE OF SPLIT INTEREST AGREEMENT | 57,594. |
| INVESTMENT FEES REPORTED AS LOSS ON FS | -20,688. |
| SPECIAL EVENT EXPENSE | 82,571. |

HAMPTON ROADS EDUCATIONAL

TELECOMMUNICATIONS ASSOCIATION, INC.

54-0843118 Page 5

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

TOTAL TO SCHEDULE D, PART XI, LINE 2D 119,477.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSE 82,571.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

INVESTMENT FEES REPORTED AS LOSS ON FS 20,688.

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Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events | |
|-----------------|----|---|------------------------|------------------|---------------------------------|------------|
| | | PIONEER AWARDS | COMMUNITY IMPACT AWARD | 2 | (add col. (a) through col. (c)) | |
| | | (event type) | (event type) | (total number) | | |
| Revenue | 1 | Gross receipts | 157,525. | 54,610. | 41,874. | 254,009. |
| | 2 | Less: Contributions | | | | |
| | 3 | Gross income (line 1 minus line 2) | 157,525. | 54,610. | 41,874. | 254,009. |
| Direct Expenses | 4 | Cash prizes | | | | |
| | 5 | Noncash prizes | | | | |
| | 6 | Rent/facility costs | | | 7,732. | 7,732. |
| | 7 | Food and beverages | | | | |
| | 8 | Entertainment | | | | |
| | 9 | Other direct expenses | 49,064. | 23,140. | 2,635. | 74,839. |
| | 10 | Direct expense summary. Add lines 4 through 9 in column (d) | | | | (82,571) |
| | 11 | Net income summary. Combine line 3, column (d), and line 10 | | | | 171,438. |

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

| | | (a) Bingo | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col. (a) through col. (c)) |
|-----------------|---|-----------------------|---|---|---|
| | | 1 | Gross revenue | | |
| Direct Expenses | 2 | Cash prizes | | | |
| | 3 | Noncash prizes | | | |
| | 4 | Rent/facility costs | | | |
| | 5 | Other direct expenses | | | |
| | 6 | Volunteer labor | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No |
| 7 | Direct expense summary. Add lines 2 through 5 in column (d) | | | | () |
| 8 | Net gaming income summary. Combine line 1, column d, and line 7 | | | | |

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

HAMPTON ROADS EDUCATIONAL

11 Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in:
a The organization's facility 13a %
b An outside facility 13b %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:
Name
Address

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization \$ and the amount of gaming revenue retained by the third party \$

c If "Yes," enter name and address of the third party:
Name
Address

16 Gaming manager information:
Name
Gaming manager compensation \$
Description of services provided
Director/officer Employee Independent contractor

17 Mandatory distributions:
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**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.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **HAMPTON ROADS EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION, INC.** Employer identification number **54-0843118**

Part I Questions Regarding Compensation

| | Yes | No |
|--|-----------|----|
| 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"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <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 | 1b | |
| 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? | 2 | |
| 3 Indicate which, if any, of the following the filing organization used 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 type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input type="checkbox"/> Compensation survey or study <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? | 4a | X |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | X |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | X |
| 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? | 5a | X |
| b Any related organization? | 5b | X |
| 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? | 6a | X |
| b Any related organization? | 6b | X |
| 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 | 7 | X |
| 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 | 8 | X |
| 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? | 9 | |

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

Schedule J (Form 990) 2012

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 | | | | |
| (1) BERTEL SCHMIDT PRESIDENT/CEO | (i) | 187,525. | 0. | 14,400. | 4,074. | 6,129. | 212,128. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
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| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |

HAMPTON ROADS EDUCATIONAL

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|-------------------------------|---|---------------------------|--------------------------------|---|----|
| | | | | Yes | No |
| ROBERTA FISCHER | FORMER OFFICER | 49,992. | MARKETING S | | X |
| JOHN HEIMERL | FORMER OFFICER | 90,000. | STRATEGIC C | | X |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: ROBERTA FISCHER

(D) DESCRIPTION OF TRANSACTION: MARKETING SERVICES

(A) NAME OF PERSON: JOHN HEIMERL

(D) DESCRIPTION OF TRANSACTION: STRATEGIC CONSULTING SERVICES

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
▶ Attach to Form 990.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization **HAMPTON ROADS EDUCATIONAL
TELECOMMUNICATIONS ASSOCIATION, INC.** Employer identification number
54-0843118

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|---|-------------------------------|---|--|--|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | X | 12 | 90,586. | FMV |
| 10 Securities - Closely held stock | | | | |
| 11 Securities - Partnership, LLC, or trust interests | | | | |
| 12 Securities - Miscellaneous | | | | |
| 13 Qualified conservation contribution - Historic structures | | | | |
| 14 Qualified conservation contribution - Other | | | | |
| 15 Real estate - Residential | | | | |
| 16 Real estate - Commercial | | | | |
| 17 Real estate - Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ▶ (_____) | | | | |
| 26 Other ▶ (_____) | | | | |
| 27 Other ▶ (_____) | | | | |
| 28 Other ▶ (_____) | | | | |

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

| | Yes | No |
|---|-----|----|
| 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? | | X |
| b If "Yes," describe the arrangement in Part II. | | |
| 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? | | X |
| 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? | | X |
| b If "Yes," describe in Part II. | | |
| 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II. | | |

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

HAMPTON ROADS EDUCATIONAL
TELECOMMUNICATIONS ASSOCIATION, INC.

Employer identification number
54-0843118

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

BE ENGAGED, EDUCATED, ENTERTAINED AND ENLIGHTENED.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

PRODUCTION & PUBLIC INFORMATION PROGRAMS. TO PROVIDE PUBLIC INFORMATION
AND TO SUPPORT THE ACTIVITIES OF WHRO FOUNDATION.

EXPENSES \$ 4,451,169. INCLUDING GRANTS OF \$ 0. REVENUE \$ 801,151.

FORM 990, PART VI, SECTION B, LINE 11: THE BOARD WILL RECEIVE A COPY OF
THE RETURN BY E-MAIL BEFORE THE RETURN IS FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: ONCE A YEAR, DURING THE SEPTEMBER
BOARD MEETING, WE POLL THE BOARD AND HAVE THEM FILL OUT AND SIGN A WRITTEN
STATEMENT

FORM 990, PART VI, SECTION C, LINE 19: WE PUT THE ANNUAL REPORT
(CONTAINING FINANCIALS) ON OUR WEBSITE. OTHERWISE, EVERYTHING IS IN OUR
PUBLIC FILE AND IS AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN VALUE OF SPLIT INT AGR 57,594.

FORM 990, PAGE 12 PART XI, LINE 2C

AUDIT COMMITTEE

THE INDEPENDENT AUDITORS MEET WITH THE AUDIT COMMITTEE EACH YEAR BEFORE
AND AFTER THE AUDIT. THE AUDIT IS REVIEWED WITH THE AUDITORS AND THE

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

| | |
|---|--|
| Name of the organization HAMPTON ROADS EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION, INC. | Employer identification number 54-0843118 |
|---|--|

AUDIT COMMITTEE BEFORE BEING APPROVED.

FORM 990, PART V, QUESTION 7G AND 7H

FORM 8899 AND FORM 1098-C

ORGANIZATION DID NOT HAVE CONTRIBUTIONS OF QUALIFIED INTELLECTUAL
 PROPERTY, OR CONTRIBUTIONS OF CARS, BOATS, AIRPLANES OR OTHER VEHICLES.
 QUESTIONS 7G AND 7H DO NOT APPLY AND HAVE BEEN LEFT BLANK.

PART V, Q 1C

LINE EXPLANATION

QUESTION 1C DOES NOT APPLY TO THE ORGANIZATION BECAUSE THE ORGANIZATION
 DID NOT HAVE BACKUP WITHHOLDING FOR REPORTABLE PAYMENTS TO VENDORS AND
 REPORTABLE GAMING WINNINGS.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10

990

| Asset No. | Description | Date Acquired | Method | Life | Conv | Line No. | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | * Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|-----------|-------------------------------|---------------|--------|------|------|----------|--------------------------|------------|---------------------|----------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| | OTHER | | | | | | | | | | | | | | |
| | CONSTRUCTION IN PROGRESS | 06/30/13 | | .000 | | HY16 | 34,929. | | | | 34,929. | | | 0. | |
| | * 990 PAGE 10 TOTAL OTHER | | | | | | 34,929. | | | | 34,929. | 0. | | 0. | 0. |
| | LAND | | | | | | | | | | | | | | |
| | LAND | VARIOUS | L | | | | 377,677. | | | | 377,677. | | | 0. | |
| | * 990 PAGE 10 TOTAL LAND | | | | | | 377,677. | | | | 377,677. | 0. | | 0. | 0. |
| | * 990 PAGE 10 TOTAL - | | | | | | 412,606. | | | | 412,606. | 0. | | 0. | 0. |
| | BUILDINGS | | | | | | | | | | | | | | |
| | BUILDING | VARIOUS | | .000 | | HY16 | 5,344,718. | | | | 5,344,718. | 3,372,701. | | 173,746. | 3,546,447. |
| | * 990 PAGE 10 TOTAL BUILDINGS | | | | | | 5,344,718. | | | | 5,344,718. | 3,372,701. | | 173,746. | 3,546,447. |
| | * 990 PAGE 10 TOTAL - | | | | | | 5,344,718. | | | | 5,344,718. | 3,372,701. | | 173,746. | 3,546,447. |
| | MACHINERY & EQUIPMENT | | | | | | | | | | | | | | |
| | CAMERA VTR | VARIOUS | | .000 | | HY16 | 634,719. | | | | 634,719. | 617,757. | | 917. | 618,674. |
| | TRANSMITTER | VARIOUS | | .000 | | HY16 | 2,083,265. | | | | 2,083,265. | 1,093,676. | | 123,384. | 1,217,060. |
| | ANTENNA TOWER | VARIOUS | | .000 | | HY16 | 2,989,812. | | | | 2,989,812. | 1,069,279. | | 165,765. | 1,235,044. |
| | PRODUCTION EQUIPMENT | VARIOUS | | .000 | | HY16 | 868,049. | | | | 868,049. | 710,418. | | 40,290. | 750,708. |
| | MICROWAVE | VARIOUS | | .000 | | HY16 | 845,893. | | | | 845,893. | 845,893. | | 0. | 845,893. |
| | RADIO | VARIOUS | | .000 | | HY16 | 2,397,315. | | | | 2,397,315. | 764,459. | | 167,540. | 931,999. |

228111
05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10

990

| Asset No. | Description | Date Acquired | Method | Life | Conv | Line No. | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | * Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|-----------|---|---------------|--------|------|------|----------|--------------------------|------------|---------------------|----------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| | OTHER EQUIPMENT | VARIOUS | | .000 | | HY16 | 11793975. | | | | 11793975. | 9,450,630. | | 509,794. | 9,960,424. |
| | CAPITAL LEASES | VARIOUS | | .000 | | HY16 | 42,445. | | | | 42,445. | 42,445. | | 0. | 42,445. |
| | TV EQUIPMENT | VARIOUS | | .000 | | HY16 | 30,992. | | | | 30,992. | 9,984. | | 5,735. | 15,719. |
| | * 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT | | | | | | 21686465. | | | | 21686465. | 14604541. | | 1,013,425. | 15617966. |
| | * 990 PAGE 10 TOTAL - | | | | | | 21686465. | | | | 21686465. | 14604541. | | 1,013,425. | 15617966. |
| | * GRAND TOTAL 990 PAGE 10 DEPR | | | | | | 27443789. | | | | 27443789. | 17977242. | | 1,187,171. | 19164413. |