# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2011**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
METTEL 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/2000

**2a** Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

MANHATTAN TELECOMMUNICATIONS CORP

55 WATER ST 31ST FLOOR
NEW YORK, NY 10041

**2b** Employer Identification Number (EIN) 51-0374236

**2c** Sponsor's telephone number 212-359-5198

**2d** Business code (see instructions) 517000

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/15/2012 | ANDONI ECONOMOU |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")
MANHATTAN TELECOMMUNICATIONS CORP

55 WATER ST 31ST FLOOR
NEW YORK, NY 10041

**3b** Administrator's EIN
51-0374236

**3c** Administrator's telephone number
212-359-5198

**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 202 |
| **6** | Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**). | | |
| **a** | Active participants | **6a** | 175 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 45 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 220 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 220 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 129 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 1 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3D 2T

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | X | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | X | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

| | | |
|---|---|---|
| **(1)** | X | **R** (Retirement Plan Information) |
| **(2)** | | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary |
| **(3)** | | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

| | | | |
|---|---|---|---|
| **(1)** | X | | **H** (Financial Information) |
| **(2)** | | | **I** (Financial Information – Small Plan) |
| **(3)** | X | 2 | **A** (Insurance Information) |
| **(4)** | X | | **C** (Service Provider Information) |
| **(5)** | X | | **D** (DFE/Participating Plan Information) |
| **(6)** | | | **G** (Financial Transaction Schedules) |

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

**A** Name of plan
METTEL 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MANHATTAN TELECOMMUNICATIONS CORP

**D** Employer Identification Number (EIN)
51-0374236

**Part I** **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier
METLIFE INSURANCE COMPANY OF CONNECTICUT

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 06-0566090 | 87726 | 931019 | 0 | 01/01/2011 | 07/27/2011 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 5430 | 0 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

MORGAN STANLEY SMITH BARNEY LLC
2000 WESTCHESTER AVENUE
PURCHASE, NY 10577

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 5430 | | | 4 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 0 |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| **b** | Premiums paid to carrier | 6b | |
| **c** | Premiums due but unpaid at the end of the year | 6c | |
| **d** | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | 6d | |

Specify nature of costs ▶

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

| | | | | | |
|---|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | | 7b | 6819 |
| **c** | Additions: (1) Contributions deposited during the year | 7c(1) | | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 80 | | |
| | (4) Transferred from separate account | 7c(4) | | | |
| | (5) Other (specify below) ▶ | 7c(5) | | | |
| | (6) Total additions | | | 7c(6) | 80 |
| **d** | Total of balance and additions (add **b** and **c(6)**) | | | 7d | 6899 |
| **e** | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 2076 | | |
| | (2) Administration charge made by carrier | 7e(2) | | | |
| | (3) Transferred to separate account | 7e(3) | | | |
| | (4) Other (specify below) ▶ ASSET TRANSFER | 7e(4) | 4823 | | |
| | (5) Total deductions | | | 7e(5) | 6899 |
| **f** | Balance at the end of the current year (subtract **e(5)** from **d**) | | | 7f | 0 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

**A** Name of plan
METTEL 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MANHATTAN TELECOMMUNICATIONS CORP

**D** Employer Identification Number (EIN)
51-0374236

**Part I** **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier
ING LIFE INSURANCE AND ANNUITY COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 71-0294708 | 86509 | ZH9516 | 220 | 07/27/2011 | 12/31/2011 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 32980 | 0 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

SBHU LIFE AGENCY INC
700 RED BROOK BLVD
SUITE 300
OWINGS MILLS, MD 21117

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 32980 | | | 3 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 696462 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 3880527 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| b | Premiums paid to carrier | 6b | |
| c | Premiums due but unpaid at the end of the year | 6c | |
| d | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | 6d | |

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP FUNDING AGREEMENT

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 0 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 11031 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 5648 | | |
| | (4) Transferred from separate account | 7c(4) | 264741 | | |
| | (5) Other (specify below) | 7c(5) | 482260 | | |
| | ▶ ASSET TRANSFER FORFEITURES LOAN REPAYMENTS | | | | |
| | (6) Total additions | | | 7c(6) | 763680 |
| d | Total of balance and additions (add **b** and **c(6)**). | | | 7d | 763680 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 61633 | | |
| | (2) Administration charge made by carrier | 7e(2) | 9 | | |
| | (3) Transferred to separate account | 7e(3) | | | |
| | (4) Other (specify below) | 7e(4) | 5576 | | |
| | ▶ FORFEITURES NEW LOANS ISSUED | | | | |
| | (5) Total deductions | | | 7e(5) | 67218 |
| f | Balance at the end of the current year (subtract **e(5)** from **d**) | | | 7f | 696462 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2011**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

**A** Name of plan
METTEL 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MANHATTAN TELECOMMUNICATIONS CORP

**D** Employer Identification Number (EIN)
51-0374236

## Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ING INSTITUTIONAL PLAN SERVICES LLC

02-0488491

**(b)** Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

ING MUTUAL FUNDS

95-4516049

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 28 52 63 | INVESTMENT PRODUCT PROVID | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 9217 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

ING FINANCIAL ADVISERS

06-1375177

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 63 | BROKER/DEALER | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 8804 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

ING LIFE INSURANCE AND ANNUITY COMP

71-0294708

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 26 60 65 72 | SERVICE PROVIDER | 323 | Yes [X] No [ ] | Yes [X] No [ ] | 6249 | Yes [ ] No [X] |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

AMERICAN FUNDS

95-1411037

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 28 52 63 | INVESTMENT PRODUCT PROVID | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 5362 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

ING INSTITUTIONAL PLAN SERVICES

02-0488491

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 37 64 | RECORDKEEPER | 3400 | Yes [ ] No [X] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes [ ] No [ ] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| AMERICAN FUNDS | 28 52 63 | 1312 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AMERICAN FUNDS CAPWLD G & I R3<br><br>95-1411037 | INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| AMERICAN FUNDS | 28 52 63 | 1162 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AMERICAN FUNDS FDMNTL INV R3<br><br>22-1557722 | INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| AMERICAN FUNDS | 28 52 63 | 1949 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AMERICAN FUNDS GROWTH FND R3<br><br>52-0792143 | INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| ING FINANCIAL ADVISERS | 63 | 1005 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AMERICAN FUNDS GROWTH FND R3<br><br>52-0792143 | 12B-1 DISTRIBUTION FEES |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| ING FINANCIAL ADVISERS | 63 | 1161 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PIMCO TOTAL RETURN FUND R<br><br>33-0239892 | 12B-1 DISTRIBUTION FEES |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| ING MUTUAL FUNDS | 28 52 63 | 1539 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ING LARGE CAP GROWTH PORTFOLIO ADV<br><br>20-0573935 | INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| ING MUTUAL FUNDS | 28 52 63 | 2164 |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| ING MIDCAP OPPORTUNITIES PORT A<br><br>06-6493760 | INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| ING MUTUAL FUNDS | 28 52 63 | 1547 |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| ING PIMCO HIGH YIELD PORTFOLIO ADV<br><br>02-0558398 | INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

## Part II Service Providers Who Fail or Refuse to Provide Information

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

**A** Name of plan
METTEL 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
MANHATTAN TELECOMMUNICATIONS CORP

**D** Employer Identification Number (EIN)
51-0374236

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VARIABLE ANNUITY ACCOUNT D

**b** Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) |
|---|---|---|
| 71-0294708-000 | P | 3880527 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

**A** Name of plan
METTEL 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MANHATTAN TELECOMMUNICATIONS CORP

**D** Employer Identification Number (EIN)
51-0374236

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 38709 | 40326 |
| **(2)** Participant contributions | 1b(2) | 18138 | 40645 |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 164992 | 212268 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 4368696 | 3880527 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 6819 | 696462 |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | | |
| **(2)** Employer real property | 1d(2) | | |
| **e** Buildings and other property used in plan operation | 1e | | |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 4597354 | 4870228 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | 59343 | 37032 |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 59343 | 37032 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 4538011 | 4833196 |

## Part II Income and Expense Statement

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| Income | | (a) Amount | (b) Total |
|---|---|---|---|
| **a Contributions:** | | | |
| **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 40326 | |
| **(B)** Participants | 2a(1)(B) | 577851 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 1503 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 619680 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| **(B)** U.S. Government securities | 2b(1)(B) | | |
| **(C)** Corporate debt instruments | 2b(1)(C) | | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| **(E)** Participant loans | 2b(1)(E) | 11657 | |
| **(F)** Other | 2b(1)(F) | 5648 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 17305 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | | |
| (B) Other | 2b(5)(B) | | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | 0 |
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | -122823 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 514162 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 171843 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | 2e(4) | | 171843 |
| **f** Corrective distributions (see instructions) | 2f | | 37032 |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | 6379 |
| **h** Interest expense | 2h | | |
| **i** Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 3723 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 3723 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 218977 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line 2j from line 2d | 2k | | 295185 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: FRIEDMAN LLP (2) EIN: 13-1610809

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** | Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | **4a** | X | | 168356 |
| **b** | Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | **4b** | | X | |
| **c** | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | **4c** | | X | |
| **d** | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | **4d** | | X | |
| **e** | Was this plan covered by a fidelity bond? | **4e** | X | | 500000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | **4f** | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | **4g** | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | **4h** | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | **4i** | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | **4j** | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | **4k** | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | **4l** | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | **4m** | X | | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | **4n** | X | | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

**A** Name of plan
METTEL 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
MANHATTAN TELECOMMUNICATIONS CORP

**D** Employer Identification Number (EIN)
51-0374236

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1**

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 71-0294708 04-3581074

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. ..... **3**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6 a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11 a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete items (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# METTEL 401(k) PLAN

# FINANCIAL STATEMENTS
# WITH SUPPLEMENTARY INFORMATION

# DECEMBER 31, 2011 AND 2010

# AND

# INDEPENDENT AUDITORS' REPORT

**METTEL 401(k) PLAN**

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FRIEDMAN LLP
ACCOUNTANTS AND ADVISORS

## INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
MetTel 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the MetTel 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplementary schedules as of and for the year ended December 31, 2011. These financial statements and supplementary schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by ING Life Insurance and Annuity Company and MetLife Insurance Company of Connecticut, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and the supplementary schedules. We have been informed by the Plan administrator that ING Life Insurance and Annuity Company held the Plan's investment assets and executed investment transactions from July 1, 2011 to December 31, 2011 and that MetLife Insurance Company held the Plan's investments and executed investment transactions as of December 31, 2010 and for the period from January 1, 2011 to July 1, 2011. The Plan administrator has obtained certifications from ING and MetLife as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and supplementary schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the department of Labor's Rules and Regulations for Reporting and Disclosures under the employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplementary schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Friedman LLP

October 8, 2012



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**METTEL 401(k) PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

| | December 31, | |
|---|---|---|
| | 2011 | 2010 |
| **ASSETS** | | |
| **Investments at fair value** | | |
| Mutual funds | $ 3,880,527 | $ 4,368,696 |
| Insurance company general accounts | 696,462 | 6,819 |
| | 4,576,989 | 4,375,515 |
| **Receivables** | | |
| Employer contributions | 40,326 | 38,709 |
| Employee contributions | 40,646 | 18,138 |
| Notes receivable from participants | 212,268 | 164,992 |
| Total assets | 4,870,229 | 4,597,354 |
| **LIABILITIES** | | |
| Excess contributions payable | 37,032 | 59,343 |
| **Net assets available for benefits** | $ 4,833,197 | $ 4,538,011 |

See notes to financial statements.

**METTEL 401(k) PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

**YEAR ENDED DECEMBER 31, 2011**

| | |
|---|---|
| **ADDITIONS** | |
| Investment income | |
| Net depreciation in fair value of investments | $ (122,823) |
| Dividends | 5,648 |
| | (117,175) |
| Interest on participant loans | 11,657 |
| Contributions | |
| Employer | 40,326 |
| Participants | 577,851 |
| Rollovers | 1,503 |
| | 619,680 |
| | 514,162 |
| **DEDUCTIONS** | |
| Benefits paid to participants | 171,843 |
| Deemed distributions of loans to participants | 6,378 |
| Corrective distributions | 37,032 |
| Administrative expenses | 3,723 |
| | 218,976 |
| **Net increase** | 295,186 |
| **Net assets available for benefits** | |
| Beginning of year | 4,538,011 |
| **End of year** | $ 4,833,197 |

See notes to financial statements.

**METTEL 401(k) PLAN**

**NOTES TO FINANCIAL STATEMENTS**

## 1 - DESCRIPTION OF PLAN

The following brief description of the MetTel 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

**General**
The Plan is a defined contribution plan covering eligible employees of Manhattan Telecommunications Corp., and its subsidiaries and affiliates (collectively the "Company" or the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). MetLife Insurance Company of Connecticut ("MetLife") served as the trustee of the Plan up to July 1, 2011. However, on July 1, 2011 the Plan entered an agreement with ING Life Insurance and Annuity Company (ING) and it was appointed the new trustee of MetTel 401K Plan.

**Eligibility**
The Plan is available to all employees of the Company who have attained the age of 21, completed six months of consecutive service or 1,000 hours of service, and are not union employees or non-resident aliens. An employee meeting eligibility requirements may elect participation in the Plan as of the first day of the quarter following eligibility.

**Contributions**
Each year, participants may contribute a portion of their pre-tax compensation, as defined in the Plan, subject to certain Internal Revenue Code (the "Code") limitations.

The Company contributes to the Plan a matching contribution equal to 10% of each participants' elective deferral for the first 5% of compensation contributed (or a maximum of 1% of compensation is matched), as defined. To qualify for an employer matching contribution, a participant must complete 500 hours of service during the Plan year and be employed on the last day of the Plan year unless they were deceased, had a total and permanent disability, or were retired.

The Plan also permits eligible employees who are age fifty or older by the end of the calendar year to make catch-up contributions. Matching contributions do not apply to catch-up contributions.

**1 - DESCRIPTION OF PLAN** (Continued)

**Participant Accounts**
Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's contribution, the Employer's matching contribution, if applicable, and plan earnings. Each participant's account is charged with withdrawals and plan losses and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Investment Options**
Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and an insurance investment contract as investment options for participants.

The Pension Protection Act created the Qualified Default Investment Alternative ("QDIA"). The QDIA provides employers a safe harbor from fiduciary risk when selecting an investment for a participant or beneficiary who fails to elect his or her own investment. During 2011, the Plan designated the ING Index Solution Portfolio funds as the QDIA.

**Participant Loans**
Each participant may borrow from their employee elective deferral accounts up to a maximum of $50,000 or 50% of their account balance, whichever is less. All loans have a minimum of $500. A participant cannot have more than two loans outstanding at any one time. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with prevailing rates as determined quarterly by the Plan administrator. The interest rate on loans outstanding at December 31, 2011, ranged from 5.25% to 10.25%. Loan terms range from 1-5 years or up to a reasonable amount of time for the purchase of a primary residence. Principal and interest is paid ratably through payroll deductions.

**Vesting**
Participants are immediately vested in their contributions (including rollover contributions) plus actual earnings thereon. Vesting in the Employer's matching contribution portion of their accounts is based on years of continuous service. Participants vest as to employer contributions, as indicated in the following table:

| Years of Service | Percentage Vested |
|---|---|
| 1 | 0% |
| 2 | 50% |
| 3 | 100% |

## 1 - DESCRIPTION OF PLAN (Continued)

**Forfeited Accounts**
Employer contributions can be reduced by forfeitures. There were no balances in forfeited nonvested accounts at December 31, 2011 and 2010.

## 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Use of Estimates**
Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

**Notes Receivable from Participants**
Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when earned. Related fees are recorded as administrative expenses and are expensed when incurred. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a deemed distribution is recorded.

**Income Recognition**
Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

**Administrative Expenses and Management Fee**
Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected in net appreciation in fair market value of such investments.

Certain costs and expenses of administering the Plan, such as trustee fees, are paid by the Plan.

**Payment of Benefits**
On termination of service due to death, disability, retirement or other reasons, a participant may receive his or her vested value in a lump-sum payment. Valuation of accounts is made as of the last day of the month in which the participant's employment is terminated. Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

**2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

**Hardship Withdrawals**
The Plan provides for hardship withdrawals, not to exceed an amount required to meet the immediate need created by the hardship, and then only to the extent such immediate need cannot be satisfied by other sources readily available to the participant. Permissible circumstances for hardship withdrawals include education expenses, costs directly related to the purchase of a principal residence, and costs necessary to prevent eviction from the participants' personal residence and such other circumstances as the Plan Administrator may determine based on rules set forth in the Internal Revenue Service regulations. Salary deferral contributions are suspended for six months after withdrawal.

**Investment Valuation**
Generally accepted accounting principles ("GAAP") defines fair value, provides guidance for measuring fair value and requires certain disclosures. It discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The statement provides for a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in markets that are not active.

- Level 3: Unobservable inputs that reflect management's own assumptions.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

*Mutual Funds*
Shares of mutual funds are valued at quoted market price, which represent the net asset value of shares held by the Plan at year end. Investments in mutual funds are classified as Level 1.

**2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

**Investment Valuation** (Continued)

*Insurance Company General Accounts*
Investments in insurance company general accounts consist of investments in an unallocated contract of MetLife and the fair value of these investments is determined by the Trustee based on the fair value of the underlying securities within the funds, which represent the net asset value of the shares held by the Plan at year end. Investments in insurance company general accounts are classified as Level 2 investments.

**Subsequent Events**
These financial statements were approved by management and available for issuance on October 8, 2012. Management has evaluated subsequent events through this date.

**3 - FAIR VALUE MEASUREMENTS (UNAUDITED)**

The following table summarizes investment assets measured at fair value:

| | 2011 | | 2010 | |
|---|---|---|---|---|
| December 31, 2011 | Level 1 | Level 2 | Level 1 | Level 2 |
| Insurance co. general accounts | $ - | $ 696,462 | $ - | $ 6,819 |
| Mutual funds | | | | |
| Large cap | 1,279,517 | - | 1,150,953 | - |
| Mid cap | 477,583 | - | 459,106 | - |
| Small cap | 521,928 | - | 469,185 | - |
| Real estate | 80,469 | - | 54,055 | - |
| Asset allocation portfolios | 96,809 | - | 106,053 | - |
| Emerging markets | - | - | 112,667 | - |
| Global/International equity | 499,881 | - | 555,976 | - |
| Moderate allocation | - | - | 34,000 | - |
| Balanced | 47,583 | - | - | - |
| Bond | 875,869 | - | 860,448 | - |
| Money market | 888 | - | 566,253 | - |
| | $ 3,880,527 | $ 696,462 | $ 4,368,696 | $ 6,819 |

## 4 - INVESTMENTS (UNAUDITED)

Investments that represent 5% or more of the Plan's net assets available for benefits, presented at fair value are as follows:

| | December 31, | |
|---|---|---|
| | 2011 | 2010 |
| American Funds The Growth Funds of America - Class R-3 | $ 369,474 | - |
| Eagle Small Cap Growth Fund - Class R-3 | 285,380 | - |
| ING Large Cap Growth Portfolio - Adviser Class | 267,367 | - |
| ING MisCap Opportunities Portfolio - Class A | 315,833 | - |
| ING PIMCO High Yield Portfolio - Adviser Class | 261,333 | - |
| Fixed Account (Funds in Insurance and General Accounts) | 696,462 | - |
| Janus Forty Portfolio | - | 287,785 |
| Black Rock Money Market Port | - | 566,253 |
| PIMCO Total Return Portfolio – Class R | 489,555 | 236,860 |

During 2011, the net realized and unrealized depreciation in fair value of the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) were as follows:

| | |
|---|---|
| Mutual funds | $ (96,103) |
| Insurance company general accounts | (26,720) |

## 5 - RELATED PARTY TRANSACTIONS

ING Life Insurance and Annuity Company is the trustee as defined by the Plan and, therefore, investments in ING and its related entities' funds qualify as party-in-interest transactions. The balances of investments sponsored by ING were $1,647,374 as of December 31, 2011. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

Certain officers and employees of the Employer (who may also be participants in the Plan) perform administrative services related to the operation, record keeping and financial reporting of the Plan. The Employer pays these individuals salaries and also pays other administrative expenses on behalf of the Plan. Certain fees, to the extent not paid by the Employer, are paid by the Plan.

## 6 - PLAN TERMINATION

Although it has not expressed any intention to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

## 7 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

The Plan may invest in securities with contractual cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage backed securities, including securities backed by subprime mortgage loans. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

## 8 - TAX STATUS

The Company adopted a pre-approved prototype plan offered by the Plan's trustee. The Internal revenue Service has determined that the prototype plan, by letter dated June 27, 2005, is designed in accordance with applicable sections of the Internal revenue Code. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the code.

Federal income tax returns for years prior to 2008 are no longer subject to examination by tax authorities.

## 9 - INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEES (UNAUDITED)

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the trustees.

| | December 31, | |
|---|---|---|
| | 2011 | 2010 |
| Statements of net assets | | |
| Investments | | |
| Mutual funds | $ 3,880,527 | $ 4,368,696 |
| Insurance company general accounts | 696,462 | 6,819 |
| | $ 4,576,989 | $ 4,375,515 |

| | Year Ended December 31, 2011 |
|---|---|
| Statement of changes in net assets | |
| Dividends | $ 5,648 |
| Interest | 11,657 |
| Net depreciation in fair value of investments | (122,823) |

## 10 - EXCESS PARTICIPANT CONTRIBUTIONS PAYABLE

There were excess contributions of $40,036 related to the 2011 Plan year, which were paid by March 15, 2012 and accrued at December 31, 2011.

# SUPPLEMENTARY INFORMATION

**METTEL 401(k) PLAN**

**EIN NO. 51-0374236, PLAN NO. 001**

**FORM 5500, SCHEDULE H, PART IV, LINE 4i -**
**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**(CONTINUED)**

**DECEMBER 31, 2011**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investments | (e) Current Value |
|---|---|---|---|
| | American Funds American Balanced Fund-Class R-3 | Balanced | $ 47,583 |
| | American Funds Capital World Growth and Income FundSM - R-3 | Global / International | 185,569 |
| | American Funds Fundamental InvestorsSM - Class R-3 | Large Cap Value | 239,425 |
| | American Funds The Growth Funds of America - Class R-3 | Large Cap Growth | 369,474 |
| | American Funds Washington Mutual Investors FundSM - R-3 | Large Cap Value | 141,228 |
| | BlackRock Equity Dividend Fund - Class R Shares | Large Cap Value | 77,334 |
| | Eagle Small Cap Growth Fund - Class R-3 | Small / Mid / Specialty | 285,380 |
| * | ING Clarion Real Estate Portfolio - Adviser Class | Small / Mid / Specialty | 80,469 |
| * | ING Columbia Small Cap Value II Portfolio - Adviser Class | Small / Mid / Specialty | 132,053 |
| * | ING GNMA Income Fund - Class A | Bonds | 124,981 |
| * | ING Index Solution 2015 Portfolio - Adviser Class | Asset Allocation | 60 |
| * | ING Index Solution 2025 Portfolio - Adviser Class | Asset Allocation | 7,483 |
| * | ING Index Solution 2035 Portfolio - Adviser Class | Asset Allocation | 45,983 |
| * | ING Index Solution 2045 Portfolio - Adviser Class | Asset Allocation | 7,390 |
| * | ING Index Solution 2055 Portfolio - Adviser Class | Asset Allocation | 35,893 |
| * | ING Large Cap Growth Portfolio - Adviser Class | Large Cap Growth | 267,367 |
| * | ING MisCap Opportunities Portfolio - Class A | Small / Mid / Specialty | 315,833 |
| * | ING Money Market Fund - Class A (Holding Account) | Stability of of Principal | 888 |
| * | ING PIMCO High Yield Portfolio - Adviser Class | Bonds | 261,333 |
| * | ING Russell Mid Cap Index Portfolio - Class A | Small / Mid / Specialty | 78,457 |
| * | ING Russell Small Cap Index Portfolio - Class A | Small / Mid / Specialty | 104,495 |
| * | ING U.S Stock Index Portfolio - Adviser Class | Large Cap Value | 184,689 |
| | Oppenheimer Developing Markets Fund - Class N | Global / International | 103,122 |
| | PIMCO Total Rerurn Fund - Class R | Bonds | 489,555 |
| | Perkins Mid Cap Value Fund - Class R Shares | Small / Mid / Specialty | 83,293 |
| | Thornburg International Value Fund - Class R3 | Global / International | 211,190 |
| | Fixed Account (Funds in Insurance and General Accounts) | Stability of of Principal | 696,462 |
| | | | 4,576,989 |
| * | Participants' loans maturing in 2012 through 2015 at interest rates of 5.25% to 10.25% | | 212,268 |
| | | | $ 4,789,257 |

* Indicates party-in-interest as defined by ERISA

See independent auditors' report.

**METTEL 401(k) PLAN**

**EIN NO. 51-0374236, PLAN NO. 001**

**FORM 5500, SCEEDULE H, PART IV, LINE 4a -**
**SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**

**YEAR ENDED DECEMBER 31, 2011**

| Identity of Party Involved | Relationship to Plan | Description of Transaction | Late Participant Loan Repayments Included | Total that Constitutes Nonexempt Prohibited Transactions | | | Total Participant Contributions Transferred Late to Plan |
|---|---|---|---|---|---|---|---|
| | | | | Contributions Not Corrected | Contributions Outside of VFCP | Contributions Pending Correction in VFCP | |
| Manhattan Telecommunications Corp. | Plan Sponsor | For the year ended December 31, 2011, the Plan Sponsor failed to remit from multiple participant salary deferrals totaling $168,356 to the Plan's Trustee. | No | $ - | $ 168,356 | $ - | $ 168,356 |

See independent auditors' report.

**Attachment to 2011 Form 5500**
**Schedule H, line 4i - Schedule of Assets**
**(Held at End of Year)**
**MetTel 401k Plan**
**EIN 51-0374236**
**Plan# 001**
**As of December 31, 2011**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date | (d) Current Value |
|---|---|---|---|
| | AMERICAN FUNDS | American Funds Am Balancd R3 | $47,583 |
| | AMERICAN FUNDS | American Funds CapWld G&I R3 | $185,569 |
| | AMERICAN FUNDS | American Funds Fdmntl Inv R3 | $239,424 |
| | AMERICAN FUNDS | American Funds Growth Fnd R3 | $369,474 |
| | AMERICAN FUNDS | American Funds Wash Mtual R3 | $141,228 |
| | BLACKROCK FUNDS | BlkRck Equity Dividend Fnd R | $77,334 |
| | EAGLE ASSET MANAGEMENT | Eagle Small Cap Growth Fund R3 | $285,380 |
| * | ING Life Insurance And Annuity Company | ING Clarion Rl Estate Prt Adv | $80,469 |
| * | ING Life Insurance And Annuity Company | ING Columbia SmCp Vl II P Adv | $132,053 |
| * | ING Life Insurance And Annuity Company | ING Fixed Account | $696,462 |
| * | ING Life Insurance And Annuity Company | ING GNMA Income Fund A | $124,981 |
| * | ING Life Insurance And Annuity Company | ING Indx Solution 2015 Pt Adv | $63 |
| * | ING Life Insurance And Annuity Company | ING Indx Solution 2025 Pt Adv | $7,483 |
| * | ING Life Insurance And Annuity Company | ING Indx Solution 2035 Pt Adv | $45,982 |
| * | ING Life Insurance And Annuity Company | ING Indx Solution 2045 Pt Adv | $7,390 |
| * | ING Life Insurance And Annuity Company | ING Indx Solution 2055 Pt Adv | $35,894 |
| * | ING Life Insurance And Annuity Company | ING Large Cap Growth Port Adv | $267,367 |
| * | ING Life Insurance And Annuity Company | ING Mid Cap Opport Port A | $315,832 |
| * | ING Life Insurance And Annuity Company | ING Mny Mkt Fd A | $888 |
| * | ING Life Insurance And Annuity Company | ING PIMCO High Yield Port Adv | $261,333 |
| * | ING Life Insurance And Annuity Company | ING Russell MdCp Indx Prt A | $78,457 |
| * | ING Life Insurance And Annuity Company | ING Russell SmCp Indx Prt A | $104,495 |
| * | ING Life Insurance And Annuity Company | ING US Stock Index Port Adv | $184,689 |
| | OPPENHEIMER FUNDS | Oppenhmr Developing Mkts Fnd N | $103,122 |
| | PERKINS INVESTMENT MANAGEMENT | Perkins Mid Cap Value Fund R | $83,293 |
| | PIMCO FUNDS | PIMCO Total Return Fund R | $489,556 |
| | THORNBURG FUNDS | Thornburg Intl Value Fnd R3 | $211,190 |
| | | Loan Rate 4.25% to 10.25% | $212,268 |
| | | TOTAL | $4,789,257 |

* denotes party-in-interest

# METTEL 401(k) PLAN

# FINANCIAL STATEMENTS
# WITH SUPPLEMENTARY INFORMATION

# DECEMBER 31, 2011 AND 2010

# AND

# INDEPENDENT AUDITORS' REPORT

**METTEL 401(k) PLAN**

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FRIEDMAN LLP
ACCOUNTANTS AND ADVISORS

## INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
MetTel 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the MetTel 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplementary schedules as of and for the year ended December 31, 2011. These financial statements and supplementary schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by ING Life Insurance and Annuity Company and MetLife Insurance Company of Connecticut, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and the supplementary schedules. We have been informed by the Plan administrator that ING Life Insurance and Annuity Company held the Plan's investment assets and executed investment transactions from July 1, 2011 to December 31, 2011 and that MetLife Insurance Company held the Plan's investments and executed investment transactions as of December 31, 2010 and for the period from January 1, 2011 to July 1, 2011. The Plan administrator has obtained certifications from ING and MetLife as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and supplementary schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the department of Labor's Rules and Regulations for Reporting and Disclosures under the employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplementary schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Friedman LLP

October 8, 2012



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**METTEL 401(k) PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

| | December 31, | |
|---|---|---|
| | 2011 | 2010 |
| **ASSETS** | | |
| **Investments at fair value** | | |
| Mutual funds | $ 3,880,527 | $ 4,368,696 |
| Insurance company general accounts | 696,462 | 6,819 |
| | 4,576,989 | 4,375,515 |
| **Receivables** | | |
| Employer contributions | 40,326 | 38,709 |
| Employee contributions | 40,646 | 18,138 |
| Notes receivable from participants | 212,268 | 164,992 |
| Total assets | 4,870,229 | 4,597,354 |
| **LIABILITIES** | | |
| Excess contributions payable | 37,032 | 59,343 |
| **Net assets available for benefits** | $ 4,833,197 | $ 4,538,011 |

See notes to financial statements.

**METTEL 401(k) PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

**YEAR ENDED DECEMBER 31, 2011**

| | |
|---|---|
| **ADDITIONS** | |
| Investment income | |
| Net depreciation in fair value of investments | $ (122,823) |
| Dividends | 5,648 |
| | (117,175) |
| Interest on participant loans | 11,657 |
| Contributions | |
| Employer | 40,326 |
| Participants | 577,851 |
| Rollovers | 1,503 |
| | 619,680 |
| | 514,162 |
| **DEDUCTIONS** | |
| Benefits paid to participants | 171,843 |
| Deemed distributions of loans to participants | 6,378 |
| Corrective distributions | 37,032 |
| Administrative expenses | 3,723 |
| | 218,976 |
| **Net increase** | 295,186 |
| **Net assets available for benefits** | |
| Beginning of year | 4,538,011 |
| **End of year** | $ 4,833,197 |

See notes to financial statements.

**METTEL 401(k) PLAN**

**NOTES TO FINANCIAL STATEMENTS**

## 1 - DESCRIPTION OF PLAN

The following brief description of the MetTel 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

**General**
The Plan is a defined contribution plan covering eligible employees of Manhattan Telecommunications Corp., and its subsidiaries and affiliates (collectively the "Company" or the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). MetLife Insurance Company of Connecticut ("MetLife") served as the trustee of the Plan up to July 1, 2011. However, on July 1, 2011 the Plan entered an agreement with ING Life Insurance and Annuity Company (ING) and it was appointed the new trustee of MetTel 401K Plan.

**Eligibility**
The Plan is available to all employees of the Company who have attained the age of 21, completed six months of consecutive service or 1,000 hours of service, and are not union employees or non-resident aliens. An employee meeting eligibility requirements may elect participation in the Plan as of the first day of the quarter following eligibility.

**Contributions**
Each year, participants may contribute a portion of their pre-tax compensation, as defined in the Plan, subject to certain Internal Revenue Code (the "Code") limitations.

The Company contributes to the Plan a matching contribution equal to 10% of each participants' elective deferral for the first 5% of compensation contributed (or a maximum of 1% of compensation is matched), as defined. To qualify for an employer matching contribution, a participant must complete 500 hours of service during the Plan year and be employed on the last day of the Plan year unless they were deceased, had a total and permanent disability, or were retired.

The Plan also permits eligible employees who are age fifty or older by the end of the calendar year to make catch-up contributions. Matching contributions do not apply to catch-up contributions.

**1 - DESCRIPTION OF PLAN** (Continued)

**Participant Accounts**
Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's contribution, the Employer's matching contribution, if applicable, and plan earnings. Each participant's account is charged with withdrawals and plan losses and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Investment Options**
Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and an insurance investment contract as investment options for participants.

The Pension Protection Act created the Qualified Default Investment Alternative ("QDIA"). The QDIA provides employers a safe harbor from fiduciary risk when selecting an investment for a participant or beneficiary who fails to elect his or her own investment. During 2011, the Plan designated the ING Index Solution Portfolio funds as the QDIA.

**Participant Loans**
Each participant may borrow from their employee elective deferral accounts up to a maximum of $50,000 or 50% of their account balance, whichever is less. All loans have a minimum of $500. A participant cannot have more than two loans outstanding at any one time. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with prevailing rates as determined quarterly by the Plan administrator. The interest rate on loans outstanding at December 31, 2011, ranged from 5.25% to 10.25%. Loan terms range from 1-5 years or up to a reasonable amount of time for the purchase of a primary residence. Principal and interest is paid ratably through payroll deductions.

**Vesting**
Participants are immediately vested in their contributions (including rollover contributions) plus actual earnings thereon. Vesting in the Employer's matching contribution portion of their accounts is based on years of continuous service. Participants vest as to employer contributions, as indicated in the following table:

| Years of Service | Percentage Vested |
|---|---|
| 1 | 0% |
| 2 | 50% |
| 3 | 100% |

## 1 - DESCRIPTION OF PLAN (Continued)

**Forfeited Accounts**
Employer contributions can be reduced by forfeitures. There were no balances in forfeited nonvested accounts at December 31, 2011 and 2010.

## 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Use of Estimates**
Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

**Notes Receivable from Participants**
Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when earned. Related fees are recorded as administrative expenses and are expensed when incurred. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a deemed distribution is recorded.

**Income Recognition**
Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

**Administrative Expenses and Management Fee**
Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected in net appreciation in fair market value of such investments.

Certain costs and expenses of administering the Plan, such as trustee fees, are paid by the Plan.

**Payment of Benefits**
On termination of service due to death, disability, retirement or other reasons, a participant may receive his or her vested value in a lump-sum payment. Valuation of accounts is made as of the last day of the month in which the participant's employment is terminated. Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

**2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

**Hardship Withdrawals**
The Plan provides for hardship withdrawals, not to exceed an amount required to meet the immediate need created by the hardship, and then only to the extent such immediate need cannot be satisfied by other sources readily available to the participant. Permissible circumstances for hardship withdrawals include education expenses, costs directly related to the purchase of a principal residence, and costs necessary to prevent eviction from the participants' personal residence and such other circumstances as the Plan Administrator may determine based on rules set forth in the Internal Revenue Service regulations. Salary deferral contributions are suspended for six months after withdrawal.

**Investment Valuation**
Generally accepted accounting principles ("GAAP") defines fair value, provides guidance for measuring fair value and requires certain disclosures. It discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The statement provides for a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in markets that are not active.

- Level 3: Unobservable inputs that reflect management's own assumptions.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

*Mutual Funds*
Shares of mutual funds are valued at quoted market price, which represent the net asset value of shares held by the Plan at year end. Investments in mutual funds are classified as Level 1.

**2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

**Investment Valuation** (Continued)

*Insurance Company General Accounts*
Investments in insurance company general accounts consist of investments in an unallocated contract of MetLife and the fair value of these investments is determined by the Trustee based on the fair value of the underlying securities within the funds, which represent the net asset value of the shares held by the Plan at year end. Investments in insurance company general accounts are classified as Level 2 investments.

**Subsequent Events**
These financial statements were approved by management and available for issuance on October 8, 2012. Management has evaluated subsequent events through this date.

**3 - FAIR VALUE MEASUREMENTS (UNAUDITED)**

The following table summarizes investment assets measured at fair value:

| | 2011 | | 2010 | |
|---|---|---|---|---|
| December 31, 2011 | Level 1 | Level 2 | Level 1 | Level 2 |
| Insurance co. general accounts | $ - | $ 696,462 | $ - | $ 6,819 |
| Mutual funds | | | | |
| Large cap | 1,279,517 | - | 1,150,953 | - |
| Mid cap | 477,583 | - | 459,106 | - |
| Small cap | 521,928 | - | 469,185 | - |
| Real estate | 80,469 | - | 54,055 | - |
| Asset allocation portfolios | 96,809 | - | 106,053 | - |
| Emerging markets | - | - | 112,667 | - |
| Global/International equity | 499,881 | - | 555,976 | - |
| Moderate allocation | - | - | 34,000 | - |
| Balanced | 47,583 | - | - | - |
| Bond | 875,869 | - | 860,448 | - |
| Money market | 888 | - | 566,253 | - |
| | $ 3,880,527 | $ 696,462 | $ 4,368,696 | $ 6,819 |

## 4 - INVESTMENTS (UNAUDITED)

Investments that represent 5% or more of the Plan's net assets available for benefits, presented at fair value are as follows:

| | December 31, | |
|---|---|---|
| | 2011 | 2010 |
| American Funds The Growth Funds of America - Class R-3 | $ 369,474 | - |
| Eagle Small Cap Growth Fund - Class R-3 | 285,380 | - |
| ING Large Cap Growth Portfolio - Adviser Class | 267,367 | - |
| ING MisCap Opportunities Portfolio - Class A | 315,833 | - |
| ING PIMCO High Yield Portfolio - Adviser Class | 261,333 | - |
| Fixed Account (Funds in Insurance and General Accounts) | 696,462 | - |
| Janus Forty Portfolio | - | 287,785 |
| Black Rock Money Market Port | - | 566,253 |
| PIMCO Total Return Portfolio – Class R | 489,555 | 236,860 |

During 2011, the net realized and unrealized depreciation in fair value of the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) were as follows:

| | |
|---|---|
| Mutual funds | $ (96,103) |
| Insurance company general accounts | (26,720) |

## 5 - RELATED PARTY TRANSACTIONS

ING Life Insurance and Annuity Company is the trustee as defined by the Plan and, therefore, investments in ING and its related entities' funds qualify as party-in-interest transactions. The balances of investments sponsored by ING were $1,647,374 as of December 31, 2011. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

Certain officers and employees of the Employer (who may also be participants in the Plan) perform administrative services related to the operation, record keeping and financial reporting of the Plan. The Employer pays these individuals salaries and also pays other administrative expenses on behalf of the Plan. Certain fees, to the extent not paid by the Employer, are paid by the Plan.

## 6 - PLAN TERMINATION

Although it has not expressed any intention to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

## 7 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

The Plan may invest in securities with contractual cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage backed securities, including securities backed by subprime mortgage loans. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

## 8 - TAX STATUS

The Company adopted a pre-approved prototype plan offered by the Plan's trustee. The Internal revenue Service has determined that the prototype plan, by letter dated June 27, 2005, is designed in accordance with applicable sections of the Internal revenue Code. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the code.

Federal income tax returns for years prior to 2008 are no longer subject to examination by tax authorities.

## 9 - INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEES (UNAUDITED)

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the trustees.

| | December 31, | |
|---|---|---|
| | 2011 | 2010 |
| Statements of net assets | | |
| Investments | | |
| Mutual funds | $ 3,880,527 | $ 4,368,696 |
| Insurance company general accounts | 696,462 | 6,819 |
| | $ 4,576,989 | $ 4,375,515 |

| | Year Ended December 31, 2011 |
|---|---|
| Statement of changes in net assets | |
| Dividends | $ 5,648 |
| Interest | 11,657 |
| Net depreciation in fair value of investments | (122,823) |

## 10 - EXCESS PARTICIPANT CONTRIBUTIONS PAYABLE

There were excess contributions of $40,036 related to the 2011 Plan year, which were paid by March 15, 2012 and accrued at December 31, 2011.

# SUPPLEMENTARY INFORMATION

**METTEL 401(k) PLAN**

**EIN NO. 51-0374236, PLAN NO. 001**

**FORM 5500, SCHEDULE H, PART IV, LINE 4i -**
**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**(CONTINUED)**

**DECEMBER 31, 2011**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investments | (e) Current Value |
|---|---|---|---|
| | American Funds American Balanced Fund-Class R-3 | Balanced | $ 47,583 |
| | American Funds Capital World Growth and Income FundSM - R-3 | Global / International | 185,569 |
| | American Funds Fundamental InvestorsSM - Class R-3 | Large Cap Value | 239,425 |
| | American Funds The Growth Funds of America - Class R-3 | Large Cap Growth | 369,474 |
| | American Funds Washington Mutual Investors FundSM - R-3 | Large Cap Value | 141,228 |
| | BlackRock Equity Dividend Fund - Class R Shares | Large Cap Value | 77,334 |
| | Eagle Small Cap Growth Fund - Class R-3 | Small / Mid / Specialty | 285,380 |
| * | ING Clarion Real Estate Portfolio - Adviser Class | Small / Mid / Specialty | 80,469 |
| * | ING Columbia Small Cap Value II Portfolio - Adviser Class | Small / Mid / Specialty | 132,053 |
| * | ING GNMA Income Fund - Class A | Bonds | 124,981 |
| * | ING Index Solution 2015 Portfolio - Adviser Class | Asset Allocation | 60 |
| * | ING Index Solution 2025 Portfolio - Adviser Class | Asset Allocation | 7,483 |
| * | ING Index Solution 2035 Portfolio - Adviser Class | Asset Allocation | 45,983 |
| * | ING Index Solution 2045 Portfolio - Adviser Class | Asset Allocation | 7,390 |
| * | ING Index Solution 2055 Portfolio - Adviser Class | Asset Allocation | 35,893 |
| * | ING Large Cap Growth Portfolio - Adviser Class | Large Cap Growth | 267,367 |
| * | ING MisCap Opportunities Portfolio - Class A | Small / Mid / Specialty | 315,833 |
| * | ING Money Market Fund - Class A (Holding Account) | Stability of of Principal | 888 |
| * | ING PIMCO High Yield Portfolio - Adviser Class | Bonds | 261,333 |
| * | ING Russell Mid Cap Index Portfolio - Class A | Small / Mid / Specialty | 78,457 |
| * | ING Russell Small Cap Index Portfolio - Class A | Small / Mid / Specialty | 104,495 |
| * | ING U.S Stock Index Portfolio - Adviser Class | Large Cap Value | 184,689 |
| | Oppenheimer Developing Markets Fund - Class N | Global / International | 103,122 |
| | PIMCO Total Rerurn Fund - Class R | Bonds | 489,555 |
| | Perkins Mid Cap Value Fund - Class R Shares | Small / Mid / Specialty | 83,293 |
| | Thornburg International Value Fund - Class R3 | Global / International | 211,190 |
| | Fixed Account (Funds in Insurance and General Accounts) | Stability of of Principal | 696,462 |
| | | | 4,576,989 |
| * | Participants' loans maturing in 2012 through 2015 at interest rates of 5.25% to 10.25% | | 212,268 |
| | | | $ 4,789,257 |

* Indicates party-in-interest as defined by ERISA

See independent auditors' report.

**METTEL 401(k) PLAN**

**EIN NO. 51-0374236, PLAN NO. 001**

**FORM 5500, SCEEDULE H, PART IV, LINE 4a -**
**SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS**

**YEAR ENDED DECEMBER 31, 2011**

| Identity of Party Involved | Relationship to Plan | Description of Transaction | Late Participant Loan Repayments Included | Total that Constitutes Nonexempt Prohibited Transactions | | | Total Participant Contributions Transferred Late to Plan |
|---|---|---|---|---|---|---|---|
| | | | | Contributions Not Corrected | Contributions Outside of VFCP | Contributions Pending Correction in VFCP | |
| Manhattan Telecommunications Corp. | Plan Sponsor | For the year ended December 31, 2011, the Plan Sponsor failed to remit from multiple participant salary deferrals totaling $168,356 to the Plan's Trustee. | No | $ - | $ 168,356 | $ - | $ 168,356 |

See independent auditors' report.