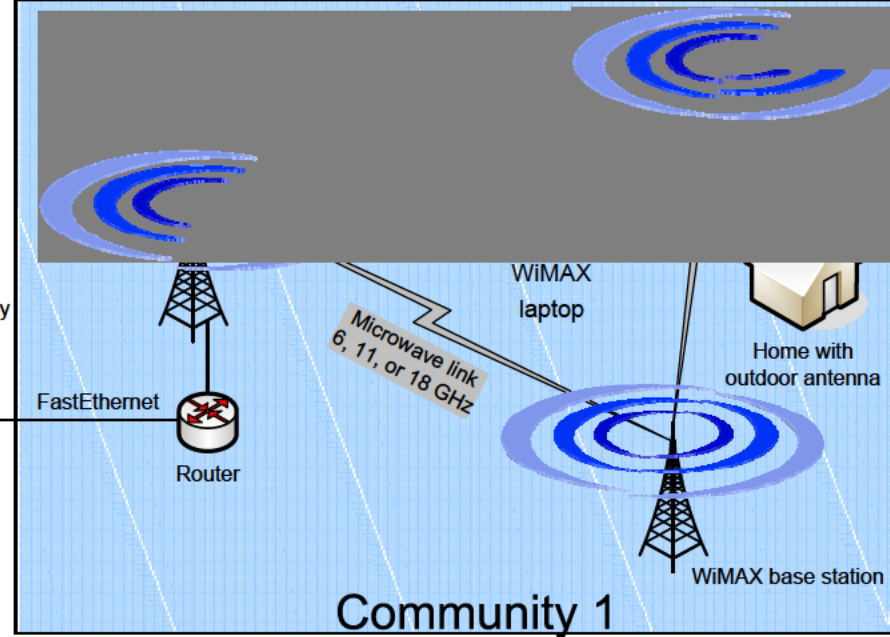
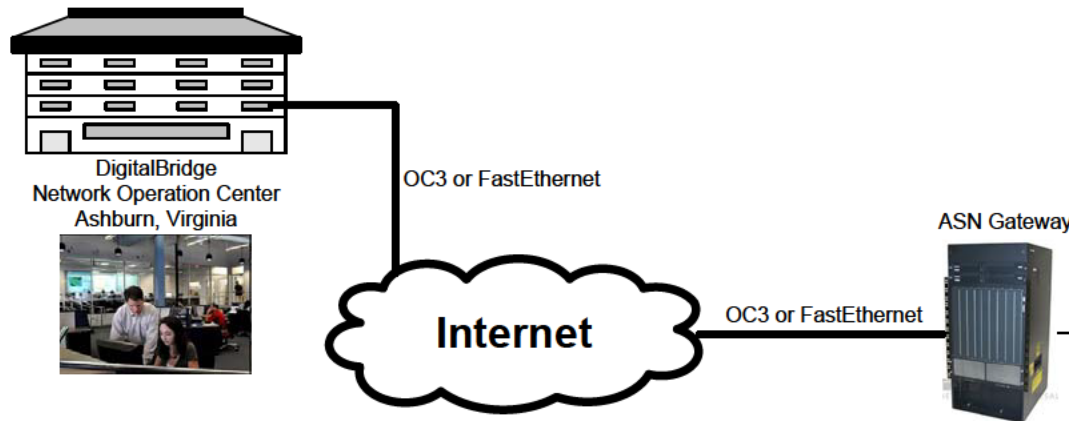


Name of Tier	Advertised Speeds		Average Speeds		Average Latency (BTOP only)	Pricing Plan \$ per month
	Downstream Mbps	Upstream Mbps	Downstream Mbps	Upstream Mbps	@End User CPE ms	
Residential						
Entry Level Speed	2Mbps	500kbps	1.5Mbps	375Kbps	50 milliseconds	\$34.99
Maximum Speed	3Mbps	768Kbps	2.5Mbps	500Kbps	50 milliseconds	\$39.99
Other Residential Tiers – Mobile Bundle	2Mbps	500Kbps	1.5Mbps	375Kbps	50 milliseconds	\$25
Business or Institutions						
Entry Level Speed	2Mbps	1Mbps	1.5Mbps	768Kbps	50 milliseconds	\$49.99
Maximum Speed	2Mbps	2Mbps	1.5Mbps	1.5Mbps	50 milliseconds	\$69.99
Other Business Tier- T1 replacement service with QOS	2Mbps	1 Mbps	1.5Mbps	768Kbps	50 milliseconds	\$149

Twin Falls, ID								
Service Area	Last Mile Services Provider	Technology Platform	Service Tier	Advertised Residential Offering		Advertised Business Offering		Other Comments
				Downstream Speed (Mbps)	Price	Downstream Speed (Mbps)	Price	
Twin Falls, ID	Qwest	DSL	Entry Level Plan	1.5Mbps	39.99	1.5Mbps	\$65.00	Phone Line Required.
			Highest Speed Plan	7Mbps	46.99			
			Other Plans (e.g, Mid-Tier Plan)					
	CableOne	Cable	Entry Level Plan	3Mbps	43.00			
			Highest Speed Plan	8Mbps	63.00			
			Other Plans (e.g, Mid-Tier Plan)	5Mbps	53.00			
	PMT	DSL	Entry Level Plan	768Kbps	35.95			Phone Line Required
			Highest Speed Plan	7Mbps	99.95			
			Other Plans (e.g, Mid-Tier Plan)	3Mbps	59.95			
	Safelink	Wireless	Entry Level Plan	1Mbps	64.95			
			Highest Speed Plan	3Mbps	99.95			
			Other Plans (e.g, Mid-Tier Plan)	2Mbps	59.95			

	Filertel	Wireless	Entry Level Plan	1Mbps	29.95			
			Highest Speed Plan	3Mbps	49.95			
			Other Plans (e.g, Mid-Tier Plan)	2Mbps	39.95			
	BigDog	Wireless	Entry Level Plan	768Kbps	34.99	1.5Mbps	74.99	
			Highest Speed Plan	1.5Mbps	54.99			
			Other Plans (e.g, Mid-Tier Plan)					



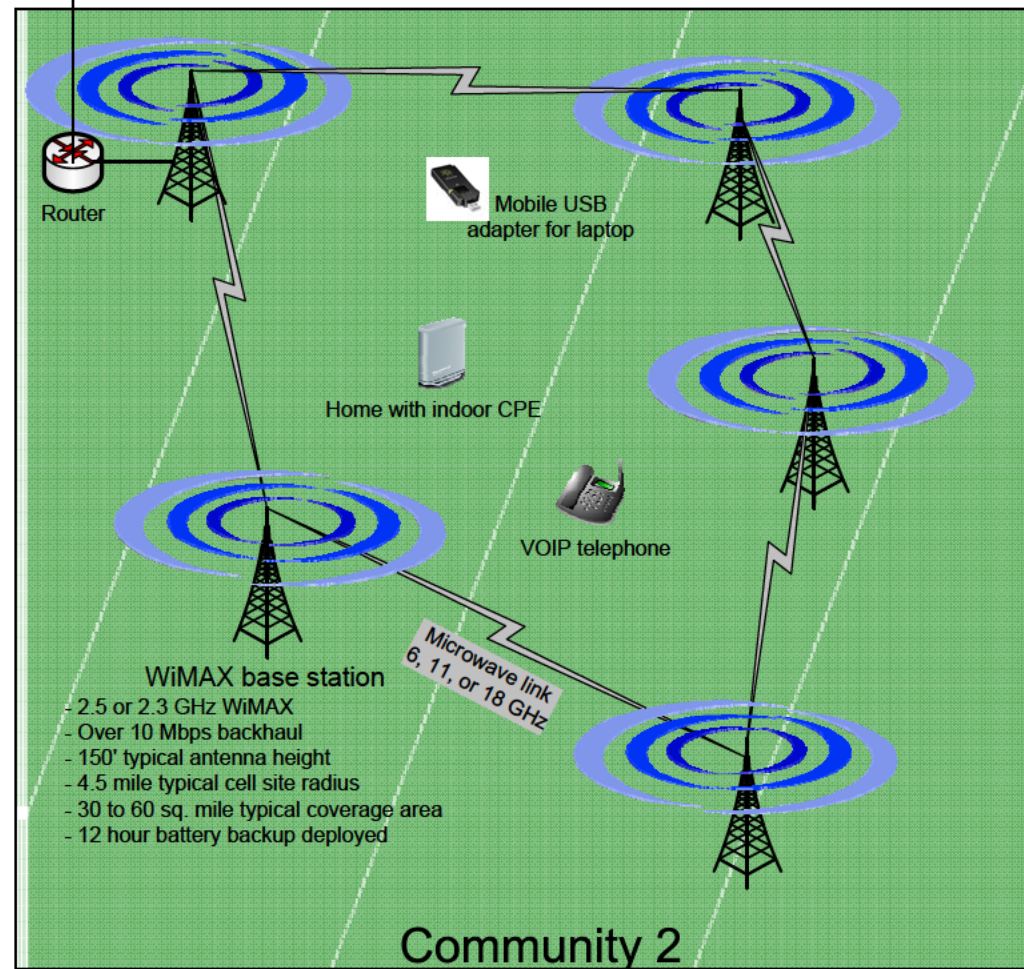
General Network Design

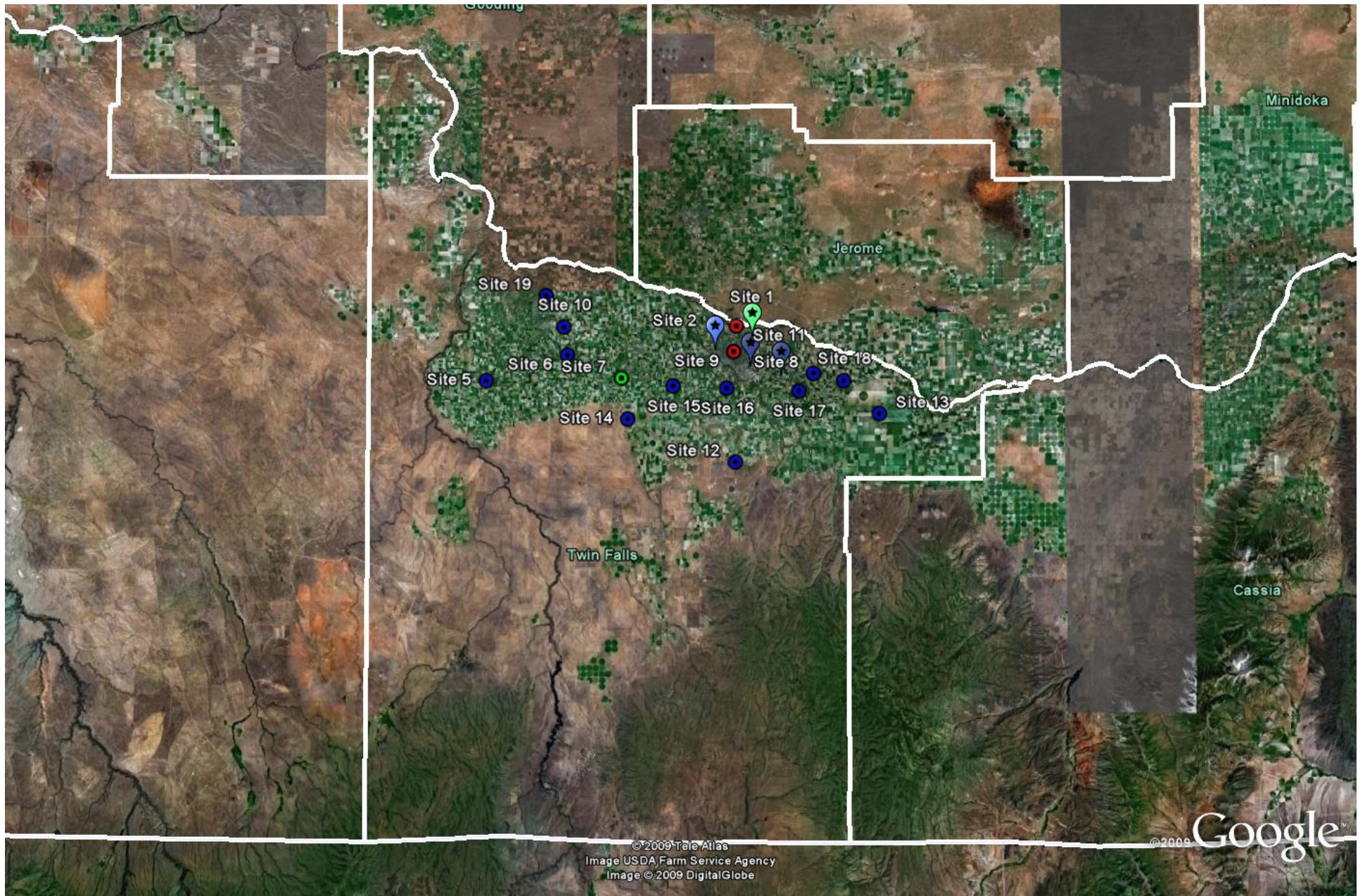
This diagram shows the general design of a DigitalBridge WiMAX network. The following pages specifically show the network design for this application, including the proposed tower locations, microwave links, fiber connections, and aggregation points. The following pages also include a listing of what medium is used to transmit data (fiber or microwave) and the mileages calculated for each transmission path.

All fiber connections shown on this and all subsequent diagrams are all TCP/IP, either FastEthernet or OC3, with a capacity greater than 100Mbps. All microwave connections shown are TCP/IP Ethernet, with a capacity of at least 50Mbps. All WiMAX base stations shown are fully 802.16e compliant mobile WiMAX base stations with an aggregate capacity of at least 15Mbps per sector.

Customer traffic originates with subscriber devices such as outdoor (roof-mounted) CPE, indoor (desktop gateway) CPE, mobile Internet devices (MIDs), mobile phones, or WiMAX-embedded laptops. Traffic flows from these devices over the WiMAX air link to DBC-owned WiMAX base stations installed on rooftops or cellular towers in the community. From these base stations, traffic is routed over IP-based FastEthernet connections leased from DBC's middle mile fiber providers back to aggregation points in colocation facilities around the country. Traffic is routed, managed, controlled, and aggregated via DBC's ASN gateways over the Internet. DBC is able to manage all traffic and all devices on the network via its Network Operations Center (NOC) in Ashburn, Virginia.

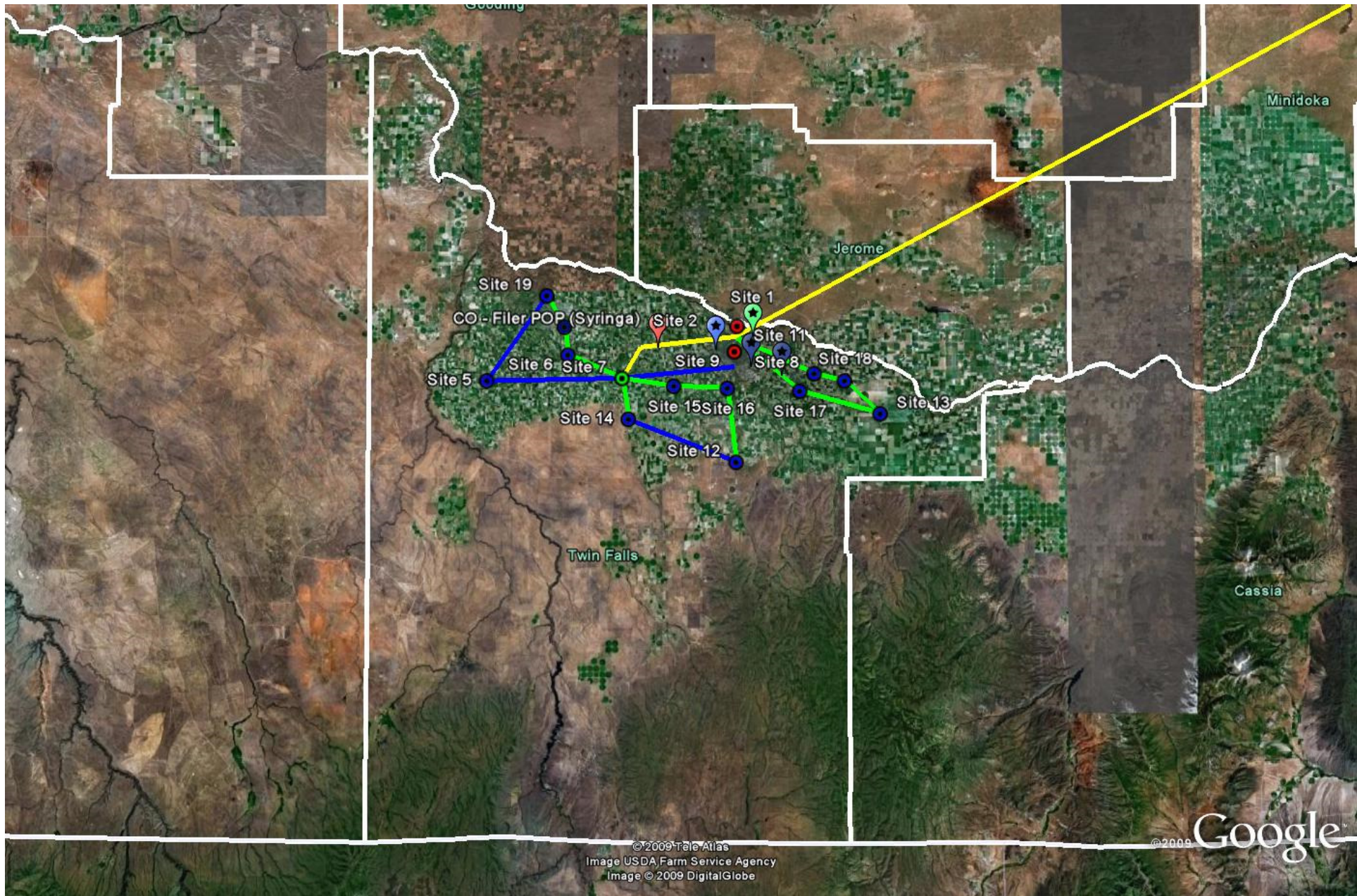
The antenna height for each WiMAX base station is 150 feet above ground level. Each base station's broadcast radius varies based on the terrain, foliage, and building clutter of the proposed service area, but an average base station covers between 30 and 60 square miles.





©2009 Tele Atlas
Image USDA Farm Service Agency
Image ©2009 DigitalGlobe

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Path Name	Site A	Site B	Distance (m)	Link Type
Path 1	Site 1	Site 8	7	18 GHz
Path 2	Site 8	Site 18	2.6	18 GHz
Path 3	Site 18	Site 13	3.9	18 GHz
Path 4	Site 17	Site 13	6.7	18 GHz
Path 5	Site 1	Site 17	6.7	18 GHz
Path 6	Site 7	Site 6	4.8	18 GHz
Path 7	Site 6	Site 10	2.3	18 GHz
Path 8	Site 10	Site 19	2.9	18 GHz
Path 9	Site 19	Site 5	8.3	11 GHz
Path 10	Site 5	Site 7	10.9	11 GHz
Path 11	Site 7	Site 14	3.3	18 GHz
Path 12	Site 15	Site 7	4.3	18 GHz
Path 13	Site 16	Site 15	4.3	18 GHz
Path 14	Site 12	Site 16	6	18 GHz
Path 15	Site 14	Site 12	9.3	11 GHz
Path 16	Site 4	Site 7	9	11 GHz
Fiber 1	Site 7	O - Filer POP (Syring	2.81	Fiber
Fiber ASN	ASN Gateway	O - Filer POP (Syring N/A		Fiber Provider Network



**Basestation
w/ Fiber Backhaul**



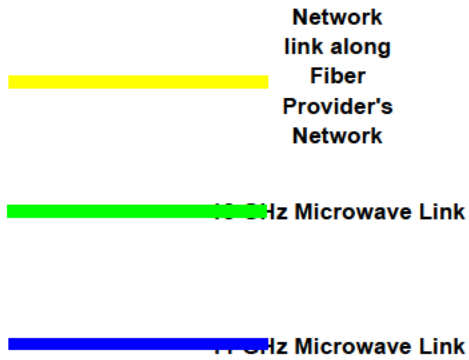
**Basestation
w/ MW Backhaul**



**ASN Gateway
(Aggregation Point)**



**Fiber Provider
Central Office Location**



ATTACHMENT E – PROJECT PLAN (KEY PHASES AND MILESTONES TO DEMONSTRATE DEGREE OF COMPLETION)

- Use the following table to list the major network build-out phases and milestones that can demonstrate that your entire project will be substantially complete by the end of Year 2 and fully complete by the end of Year 3. This is to be done at the aggregate level (combining all proposed funded service areas.)
- Indicate how the milestones listed below will demonstrate these completion objectives. The applicant should consider such project areas as: a) network design; b) securing all relevant licenses and agreements; c) site preparation; d) equipment procurement; e) inside plant deployment; f) outside plant deployment; g) equipment deployment; h) network testing; i) network complete and operational. The applicant may provide any other milestones that it believes showcase progress.
- Project inception (Year 0) starts at the date when the applicant receives notice that the project has been approved for funding.
- In the table, provide any information (e.g., facts, analysis) to: a) demonstrate the reasonableness of these milestones; b) substantiate the ability to reach the milestones by the quarters indicated.
- On a separate sheet, describe the key challenges, if any, to a timely completion of the project, including any applicable mitigation plans.

Time Period	Quarter	List All Relevant Milestones	Support for Reasonableness/Data Points
Year 0	-	<ul style="list-style-type: none"> • Network Design 	•
Year 1	Qtr. 1	<ul style="list-style-type: none"> • All leases on Existing Tower sites complete • All A&E Work & Engineering Designs for Existing and New Tower sites complete 	•
	Qtr. 2	<ul style="list-style-type: none"> • All Zoning for Existing Tower sites complete • All Equipment received & Pre-provisioned • All Microwave Licensing for Existing Tower sites complete • All Construction & Installation for Existing Tower sites complete • All Fiber Connections for Existing Tower sites complete • All Test & Turn-up on Existing Tower sites complete 	•
	Qtr. 3	•	•
	Qtr. 4	<ul style="list-style-type: none"> • All New Tower site Leasing, Permitting & Construction complete (New tower sites ready for installation) 	•

		<ul style="list-style-type: none"> All Microwave Licensing for New Tower sites complete 	
Year 2	Qtr. 1	<ul style="list-style-type: none"> All Construction & Installation for New Tower sites complete All Fiber connections for New Tower sites complete All Test & Turn-up for New Tower sites complete Network fully Complete and Operational 	•
	Qtr. 2	•	•
	Qtr. 3	•	•
	Qtr. 4	•	•
Year 3	Qtr. 1	•	•
	Qtr. 2	•	•
	Qtr. 3	•	•
	Qtr. 4	•	•

ATTACHMENT E (continued) – Build-out timeline

Complete the following schedule for each proposed funded service area (or, if a middle mile project, for each last mile service area) to indicate the planned build-out in terms of 1) the requested infrastructure funds; and 2) the entities passed. Entities passed include households, businesses, and "strategic institutions" comprised of critical community facilities, community anchor institutions, and public safety entities. In addition, please complete a separate schedule that aggregates all projected broadband subscribers within the proposed funded service area (or if a middle mile project, for each last mile service area). For BIP only, please include this information for the non-funded service areas as well.

Service Area A	Twin Falls County - Idaho																				
	YEAR 0	YEAR 1				YEAR 2				YEAR 3				YEAR 4				YEAR 5			
		Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4	Qtr. 1	Qtr. 2	Qtr. 3	Qtr. 4
Infrastructure Funds																					
Infrastructure Funds Advanced (estimate)	\$ 2,439,180	\$ -	\$ -	\$ -	\$ 655,746	\$ -	\$ -	\$ -	\$ 54,630	\$ -	\$ -	\$ -	\$ 56,760	\$ -	\$ -	\$ -	\$ 64,254	\$ -	\$ -	\$ -	
Percentage of Total Funds	74.58%	0.00%	0.00%	0.00%	20.05%	0.00%	0.00%	0.00%	1.67%	0.00%	0.00%	0.00%	1.74%	0.00%	0.00%	0.00%	1.96%	0.00%	0.00%	0.00%	
Entities Passed & %																					
Households	-	-	-	-	7,375	14,750	22,125	29,500	36,875	44,250	51,625	59,000	66,375	73,750	81,125	88,500	95,875	103,250	110,625	118,000	
Percentage of Total Households	0.0%	0.0%	0.0%	0.0%	6.3%	12.5%	18.8%	25.0%	31.3%	37.5%	43.8%	50.0%	56.3%	62.5%	68.8%	75.0%	81.3%	87.5%	93.8%	100.0%	
Businesses	-	-	-	-	295	590	885	1,180	1,475	1,770	2,065	2,360	2,655	2,950	3,245	3,540	3,835	4,130	4,425	4,720	
Percentage of Total Businesses	0.0%	0.0%	0.0%	0.0%	6.3%	12.5%	18.8%	25.0%	31.3%	37.5%	43.8%	50.0%	56.3%	62.5%	68.8%	75.0%	81.3%	87.5%	93.8%	100.0%	
Strategic Institutions (Comm. Anchor, Public Safety, etc)	-	-	-	-	36.88	73.75	110.63	147.50	184.38	221.25	258.13	295.00	331.88	368.75	405.63	442.50	479.38	516.25	553.13	590.00	
Percentage of Total Institutions	0.0%	0.0%	0.0%	0.0%	6.3%	12.5%	18.8%	25.0%	31.3%	37.5%	43.8%	50.0%	56.3%	62.5%	68.8%	75.0%	81.3%	87.5%	93.8%	100.0%	

MANAGEMENT TEAM SUMMARY OF TRACK RECORD AND RESUMES

As highlighted in the attached resumes, DBC's management team has significant experience delivering projects of the size, scope, and complexity contemplated in the proposed project. Specifically, the team has demonstrated experience both within DBC and related past experience to meet the design, build out, operating, and funding requirements of the proposed project. Relevant experience scaling DBC and other businesses on the part of the senior management team are outlined below:

- **Kelley Dunne—Chairman and CEO:** Kelley has 21 years of experience. He was a founder of DBC and built the company over the past four years. He was formerly EVP Operations for Verizon Avenue where he helped deploy 450 DSLAMs over 18 months. This operationally-complex task enabled Verizon Avenue to serve many of the 1 million apartment units it passed. He was also responsible for initiating and leading Verizon's rural broadband trials nationwide.
- **William Wallace—EVP Policy and External Affairs:** William brings 28 years of experience in telecommunications. He has worked with Kelley Dunne for over twelve years, first in helping to found OnePoint Communications, a CLEC that was later purchased by Verizon, then as CEO of Verizon Avenue, and finally as co-founder of DigitalBridge. He led Verizon Avenue to become the market leader in the concentrated community market with in excess of one million apartment/co-op/condo units under contract.
- **John Butler—President and COO:** John brings over 20 years of experience within the media and telecom industries. He joined DigitalBridge from Clearwire where he was EVP and CFO for approximately four years. During that period, Clearwire grew from fewer than 10,000 wireless broadband customers in four domestic markets to almost half a million customers in 46 domestic markets and 4 international markets. John was instrumental in raising several billion dollars of equity and debt financings and assisted in strategic transactions in addition to his day to day responsibilities.
- **Joe Kochan—VP Operations:** Joe brings 7 years of experience within the telecommunications industry. As a co-founder of DigitalBridge, Joe was responsible for deploying all of DBC's WiMAX equipment on 75 sectors across 600,000 people over the past four years. Prior to that he worked with Kelley Dunne and William Wallace at Verizon where he helped manage the first FiOS triple-play deployment in the country.
- **Doug Smith—CIO:** Doug brings over 20 years of experience to DigitalBridge. At DBC he was responsible for building the entire back office and network from the ground up over the past four years. Prior to DBC, he was Vice President of Business Systems Development at AOL where he was responsible for AOL's back-office and online advertising systems. In this capacity, he helped manage over 4 billion transactions daily.
- **Bill Snoeberger—VP Sales:** Bill brings over 20 years of sales and sales management experience. He has led DBC's sales growth over the past two years. Prior to DBC, Bill was Regional VP of Sales at Clearwire where he was responsible for launching the sales and marketing efforts for its first 15 markets.

P. Kelley Dunne

2005 - Present: Co-Founder, Chairman and CEO, DigitalBridge Communications Corp, Ashburn, Virginia

- Created initial DigitalBridge strategic vision, market plan and led the company from concept, planning, funding and execution to becoming the 2nd largest wireless WiMAX operator in the US within a 4 year period
- Completed four rounds of fundraising (debt and equity) for a total of \$54M in funding
- Developed DigitalBridge into an industry leader and ground breaking company for deploying 4G wireless networks. Deployed the first mobile 802.16e network in the country and the first VoIP over WiMAX in the industry
- Led the company through growth of 25K subscribers, 90 employees, operations in six states and WiMAX revenue growth of XX% year over year
- Select and led the senior management team including the President and Chief Operating Officer, the Chief Information Officer/Chief Technical Officer, the Chief Financial Officer, the Vice President for Marketing and Sales. Assumes overall responsibility for all functions of DBC and the success and failure of the enterprise

2000-2005: Executive Vice President Operations, Verizon, Avenue, Herndon, Virginia

- Led all aspects of Operations, Provisioning, Deployment, Customer Care, Technical Support and Field Operations. Led various organizations as large as 450 people
- Initiated and launched Verizon's Rural Broadband Initiative that led to the first large ILEC deployment of wireless broadband for underserved communities. Successfully led the deployment of the largest wireless broadband deployment in industry, deploying broadband to 2300 homes in Ft. Ord, California in less than 45 days
- Led the planning, deployment and ongoing support for some of the first FiOS deployments in the country
- Worked closely with the Verizon Regulatory and Policy group in helping define strategies and technologies that would provide more broadband options to underserved rural and urban locations within the Verizon footprint. Often spoke on behalf of Verizon at various national industry conferences and forums

1998-2000: Vice President, Customer Care & Operations, OnePoint Communications, Atlanta, Georgia & Herndon, VA

- Part of the senior management team that helped build OPC into the industry leading CLEC for serving apartment communities across the country, eventually purchased by Verizon for \$350M in 2000
- Led the building and operational deployment of the provisioning, customer care and network operations center that supported OnePoint's \$70M in annual revenue
- Served as interim HR Vice President to help fully integrate OPC with Verizon after the acquisition

1991-1998: AT&T and Bell Laboratories (Cincinnati, OH – Holmdel, NJ – Denver, CO)

- Hired into AT&T's executive development program and slotted in the fast track program that included tours in operations, network planning and research. Provided opportunities to interface with most senior levels of AT&T as part of executive development program
- At Bell Labs, led the AT&T operational system security team that was responsible for all network and security architecture reviews for any new OSS (operational support system) being deployed into the public switched network
- Part of the initial team that rolled out AT&T's Wholesale network strategy that enabled AT&T to offer long distance services to the RBOCs and other new telecom entrants as provided by the 1996 Telecom act. Business unit eventually became one of the largest and most profitable business units for AT&T prior to their acquisition by SBC
- Awarded numerous leadership awards by AT&T and Bell Labs

1986-1990: US Army Officer, Signal Corps – Ft. Gordon, GA

- Led the test and development group that deployed the first military digital PCS "cellular" network capable of delivering voice and data over a single network. MSE (Mobile Subscriber Equipment) was eventually deployed to Army units all across the world and extensively used in the Gulf War for communications across the various branches of the service
- Platoon Leader responsible for over 30 non-commissioned officers and enlisted soldiers. Responsible for \$20M of equipment and vehicles that were deployed across the world to support the 67th Signal Battalion's combat mission
- Staff S-3 officer responsible for the radio network design, planning and execution of field deployments that support NATO joint training exercises and networks that supported up to 20-40K subscribers
- Recipient of the Kilbourne Leadership Award and the 1987 Signal Corp OBC "Iron Man" Award

Education

- MS, Communications and Information Sciences- Ball State University, 1990 (with honors)
- BS, Communications Systems Management, 1987 (with honors)

William Wallace

2005-2009: Co-Founder and Chairman; EVP Policy & External Affairs, DigitalBridge Communications Corp.

- Helped establish DigitalBridge Communications Corp. as one of three founders in 2005
- Led fundraising efforts that resulted in nearly \$30 million of early-round financing and nearly \$79 million in total financing
- Guided DBC strategy and business development, establishing target financial metrics, strategic partnerships, and early stage business models
- Maintained necessary spectrum relationships and secured needed spectrum, completing transactions that led to the acquisition of spectrum covering over 2 million people nationwide
- Established and maintained banking and leasing relationships with leading institutions, resulting in nearly \$50 million in debt financing
- Led federal advocacy and stimulus efforts
- Established and cultivated industry relationships

1996-2005: Chief Executive Officer, OnePoint Communications/Verizon Avenue, Herndon, Virginia

- Led team to achieve industry leadership position with 1 million apartment units under contract.
- Built sales engine that later become FiOS core competence.
- Assisted in the design and deployment of wireless broadband networks into hard-to-reach communities

1980-1996: VP, SVP, then COO of Gemini Consulting

- Established telecommunications practice and grew it \$0 to \$100 million
- Led telecom engagements for clients globally
- Managed merger of two consulting firms into Gemini

Education and Activities

- Harvard University, 1977, AB
- Harvard Business School, 1980, MBA

John Butler

2009-Present: Chief Financial Officer, President & Chief Operating Officer, DigitalBridge Communications Corp, Ashburn, Virginia

- As CFO, led development of 5-year financial model and per town models to drive profitability per town
- Completed \$12 million fundraising round in April 2009
- Developed strong industry partnerships nationwide
- As President and COO, ensured development of systems and processes to support DBC operations, and ensured effective allocation of resources

2005-2009: Executive Vice President & Chief Financial Officer, Clearwire Corporation, Kirkland, Washington

- Supported the company's growth from 9,000 subscribers in 2005 to over 470,000 subscribers in the fourth quarter of 2008 and assisted in the raising of over \$6 billion in financing
- Developed and managed accounting, finance, treasury, tax, risk management, investor relations and purchasing activities in domestic and international operations
- Built monthly operating review process and detailed financial reporting processes by market to guide 25 markets from inception to EBITDA and free cash flow positive

2000-2005: Executive Vice President & Chief Financial Officer, Valor Telecom, Dallas, Texas.

- Completed due diligence and closed financing of \$1.8B acquisition of Verizon's rural properties in Texas, Oklahoma and New Mexico
- Built and directed accounting, finance, treasury, tax, business development, strategic acquisitions, IT and billing, purchasing, and risk management
- Built monthly operating review process, capital spending investment models and guidelines, and detailed financial reporting process at exchange level
- Assisted in rapidly driving consolidated business to industry-leading EBITDA margins and free cash flow while completing rebuild of inside and outside plant

1998-2000: Executive Vice President & Chief Financial Officer, Commonwealth Telephone Enterprises, Dallas, Pennsylvania

- Built finance, treasury, budgeting, tax, business development and SEC financial reporting functions
- Helped drive to industry-leading gross margins, EBITDA margins and free cash flow margins for RLEC and CLEC entities

Education

- Licensed CPA
- MBA, Finance Marketing- University of Texas at Austin, 1989
- BBA, Accounting- University of Notre Dame, 1984

Joseph S. Kochan

2005-Present: Co-Founder and Vice President – Operations, DigitalBridge Communications Corp.

- Helped establish DigitalBridge Communications Corp. as one of three founders in 2005
- Created business model that resulted in nearly \$30M of early-round financing
- Successfully negotiated acquisition of and integrated two operating businesses with a combined \$8M in revenue and 40 employees
- Designed and built 8,000-square foot showcase headquarters and Network Operations Center within 8 months at below-budget costs
- Designed business processes and systems required to grow company from planning stage to 20,000+ customers
- Negotiated multiple multi-million dollar contracts and financing agreements with equipment manufacturers, equipment leasing vendors, and construction integration firms
- Responsible for the deployment of 15 WiMAX networks, including logistics, equipment, construction, testing and network maintenance in communities covering approximately 600,000 people
- Negotiated and managed wholesale relationship with the National Rural Telephone Cooperative (NRTC) to deploy WiMAX networks for their 1,400+ members nationwide

2002 – 2005: Strategic Planning Specialist and Assistant to the CEO, Verizon Avenue, Herndon, Virginia

- Managed deployment of the first triple-play Verizon FiOS network (voice, video, and data) at Fort Belvoir, Virginia
- Led special projects with executive-level attention, including the development of a \$800 million potential revenue channel of underserved communities, including military bases, rural communities, affordable housing communities, and Native American reservations
- Pioneered the design and deployment of wireless broadband networks into these communities, the first of their kind for Verizon
- Prepared analyses directed at external CEO-level audiences and internally at the Board of Directors and Senior Executive levels (i.e., for the Vice Chairman, President, and Senior Vice Presidents) of Verizon

Education and Activities

- Princeton University, class of 2002
 - Bachelor of Science in Engineering (BSE) in Chemical Engineering
 - Student body president and recipient of the Class of 1901 Medal
- Currently on the Board of Directors, Miriam's Kitchen, Washington DC
 - Homeless services organization providing meals and services to DC's homeless population
- Class officer, regional officer, and volunteer for Princeton University

Doug Smith

2006-Present: Chief Information Officer & Chief Technical Officer, DigitalBridge Communications Corp, Ashburn, Virginia

Responsible for the successful execution of DBC's business mission through development and deployment of DBC's technology. Evaluates and identifies appropriate technology platforms for delivering DBC's products and services. Leads strategic planning to achieve business goals by identifying and prioritizing development initiatives. Sets timetables for the evaluation, development and deployment of DBC's technology. Selects and manages DBC staff and outsourced vendors who develop and deploy DBC's technology. Directs and manages computing information technology, strategic plans, policies, programs and schedules for business and finance data processing, computer services, network communications and management information services to accomplish corporate goals and objectives. Prepares enterprise objectives and budgets to facilitate the orderly and efficient capture, storage processing and dissemination of information.

- Evaluated, selected, negotiated and implemented all systems required to maintain and grow DBC's business
- Implemented systems, processes and staffing to operate DBC's Network Operations Center 24x7x365
- Developed strong industry and technical relationships and partnerships nationwide
- Led the development and implementation of DBC's proprietary network management and service optimization systems
- Led the technical implementation of all of DBC's products including its core data service, VoIP and mobile services
- Ensured the selection of standard network and service technologies allowing DBC to ensure interoperability of WiMAX devices and services
- Responsible for establishing DBC as one of the first service providers in the United States to participate in a formal roaming trial with Intel and the WiMAX Forum

2000-2006: Vice President, Business Systems Development, AOL, Ashburn, Virginia

- Responsible for the development and maintenance of AOL's back-office and online advertising systems. These systems were responsible for producing 1 million bills per day as well as delivering, logging and reporting over 4 billion online ad impressions per day
- Built and implemented software development outsourcing capabilities to enable lower-cost development and maintenance of key systems.
- Responsible for an annual budget of \$24MM
- Implemented software development project management practices greatly improving successful delivery of projects both on-time and within budget
- Reduced overall engineering spend and budget by 35%
- Led the design and development of the company's and industry's first dedicated online advertising media planning systems.
- Held the technology seat on the board of the AdMonsters online advertising industry organization

1998-2000: Von Holtzbrink Publishing Services, Sr. Director, Network and Database Administration, Gordonsville, Virginia.

- Responsible for all back-office infrastructure and data warehousing for VHPS US operations including.
- Led the design and development of VHPS data warehousing capabilities tracking historical publishing and shipping data of up to 250,000 titles per day.
- Selected, designed and implemented the company's first fully automated IVR system.
- Implemented the company's EDI system allowing automated transactions between VHPS and its business partners and customers.
- Directed a staff of 15 local and remote employees.

Education

- Coursework toward an AS, Management Information Systems, Piedmont Virginia Community College, 1988

Bill Snoeberger

2008-Present: Vice President of Sales, DigitalBridge Communications Corp, Ashburn, Virginia

Leads and oversees all aspects of DBC's sales operations and develops DBC's sales strategy. Responsible for building sales organization at DBC. Supervises all sales staff to meet strategic business objectives. Responsible for the effective allocation of sales resources throughout DBC's markets. Manages and selects sales team including managers. Designs and implements sales commission plan, as well as processes and procedures to meet sales objectives and to collect information on sales performance.

2004-2008: Regional Vice President, Clearwire

- Original Vice President of Small Markets at Clearwire, managed launch of 18 of the first 26 US markets
- Built an indirect channel via that was 75% of all distribution
- Hired, developed and trained all channels of distribution
- Introduction of 3 digits, 2-2-2 and 6-6-12 to Clearwire
- Worked with national retailers such as Circuit City & Best Buy
- Developed and implemented indirect channel recruiters/trainers
- Responsible for sales contests development and launch

2001-2004: Director of Sales, Pegasus Satellite

- Managed the distribution channels at Pegasus throughout the United States
- Was responsible for all rural US Markets
- Managed a team of 12 regional managers with 60 people in the organization
- Managed to exceed budget 36 of 37 months
- Recruited over 200 rural market dealers

1999-2001: Vice President of Sales, Point.com

- Responsible for finding and developing relationships with the wireless carriers throughout North America
- Recruited 35 national carrier contracts for posting on Point.Com
- Managed a team of 6 sales directors
- Took revenue from less than \$100K to over \$5.5M

1995-1999: Director of Sales and Marketing, Aerial Communications, Pittsburgh, Pennsylvania

- 1st Aerial employee hired in Columbus Ohio
- Launched Aerial with 6 retail stores, 27 dealers and 12 direct reps
- Achieved over 160% of budget/quota each year, best year was 1996 at 217%
- Promoted to regional director, with a territory that included Pittsburgh
- Took Pittsburgh from underachieving to overachieving in 4 months

1989-1994: Area Manager, Ameritech Cellular, Cincinnati Ohio

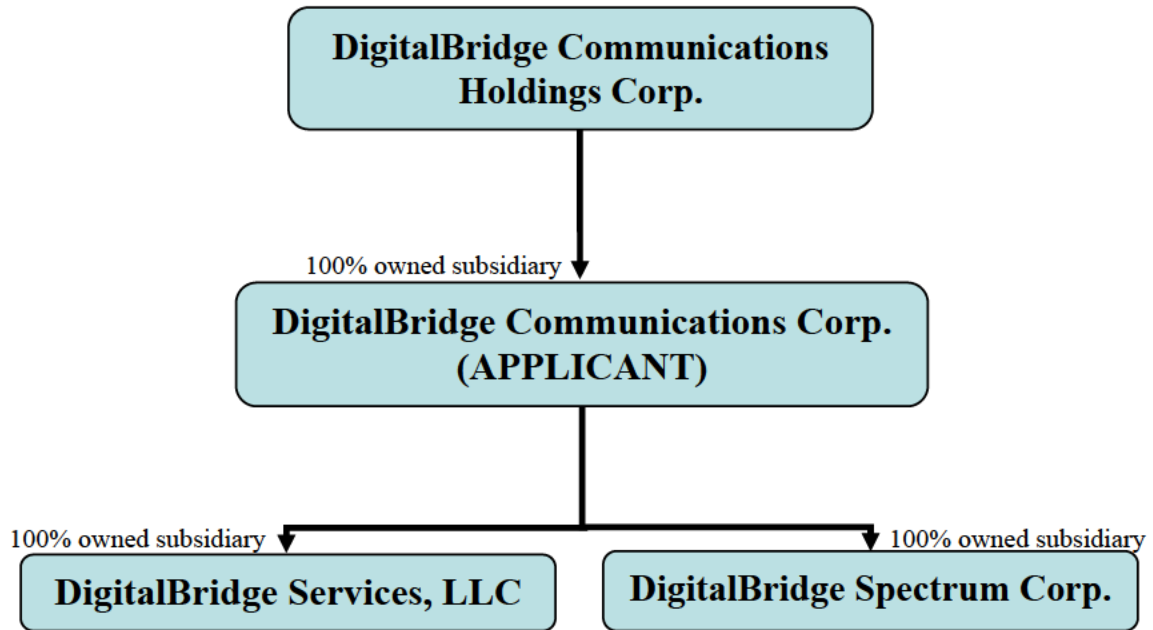
- Launched 6 retail stores in Dayton and Cincinnati
- Launched cellular automotive program with GM, Ford and Chrysler
- Dayton Ohio was consistently at 150% of budget
- Promoted to Area Manager of all channels in Cincinnati
- Grew Cincinnati activations 1500% in 6 months while maintaining less than 2% churn
- Managed relationship with Cincinnati Bell

7 Years USMC

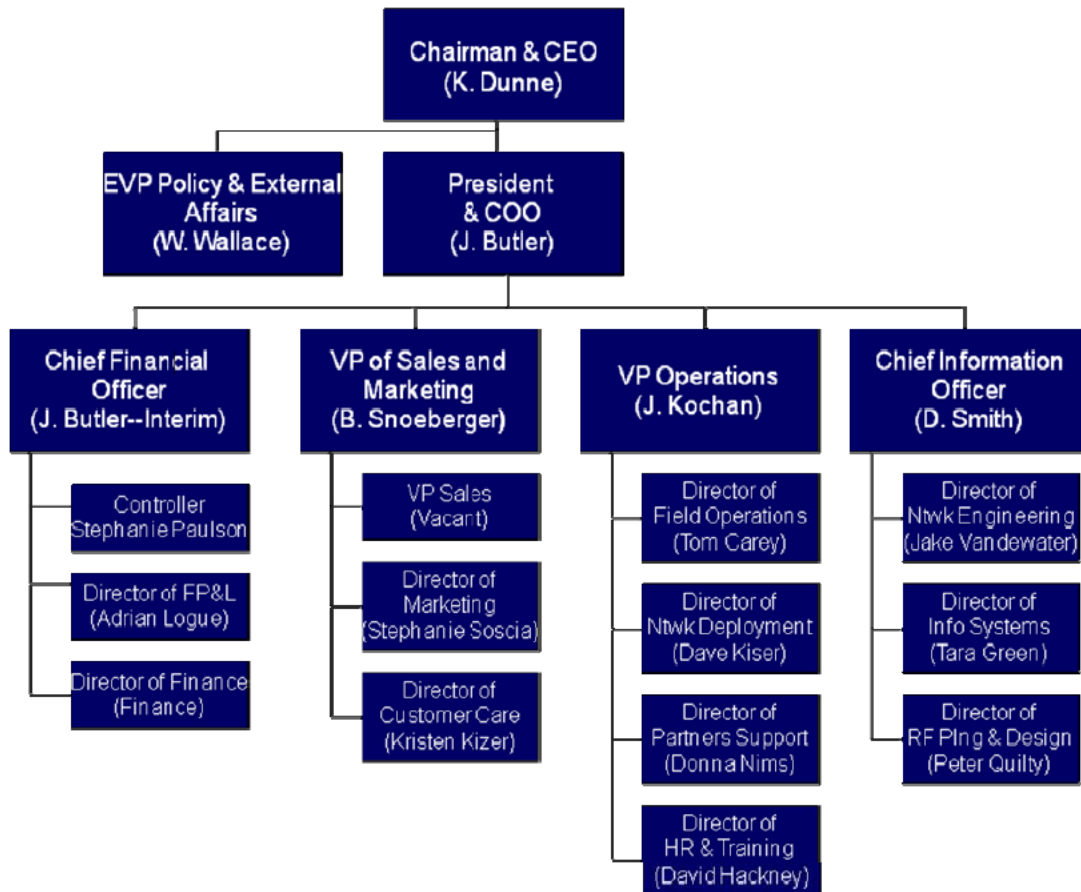
U.S. Marine Recruiter, E-7 United States Marine Corps.

- Recruiter in Charge of Northern Illinois and Southern Wisconsin
- Achieved personal and area quota 27 of 30 months
- Set individual recruiting records in 9th Marine Corps Recruiting District
- Was promoted 3 times meritoriously

DigitalBridge Corporate Structure



DigitalBridge Organizational Structure



August 11, 2009

315.624.7360
Fax: 315.624.7359

Administrator
Rural Utilities Service
U. S Department of Agriculture
Washington, D. C. 20250-1500

Assistant Secretary
National Telecommunications and Information Administration
U.S. Department of Commerce
Washington, D.C. 20230

Dear Sir/Madam:

We are special counsel for DigitalBridge Communications Corp. (the "Applicant"). In such capacity, we acted as counsel to the Applicant in connection with its ability to apply to the Broadband Initiatives Program and/or the Broadband Technology Opportunities Program. In this connection, we will review the loan/grant agreement (the "Agreement"), once available, as referenced in the Notice of Funds Availability.

We are of the opinion that:

(a) the Applicant is a duly organized and existing corporation under the laws of the State of Delaware, and, is duly licensed and qualified and in good standing as a foreign corporation in the States of Idaho, Indiana, Minnesota, Mississippi, Missouri, Montana, Nebraska, Pennsylvania, Tennessee and Virginia.

(b) the Applicant has corporate power: (1) to execute and deliver the Agreement; and (2) to perform all acts required to be done by it under the Agreement.

(c) no legal proceedings have been instituted or are pending against the Applicant, the outcome of which would adversely affect the Applicant's ability to perform the duties under the Agreement, or adversely affect the assets purchased with funds received pursuant to the Agreement or any other assets of the Applicant that are made available to be pledged under the Agreement, and there are no judgments against the Applicant and no liens against any of the personal property of the Applicant, which would adversely affect assets purchased with funds received pursuant to the Agreement or any other assets of the Applicant that are made available to be pledged under the Agreement.

(d) The applicant has the power to own its property and carry out its business as now conducted.

Very truly yours,

THE MATT LAW FIRM, PLLC

General Overall Budget For Joint Applications Only: Please complete the following table only if you are submitting a joint BIP/BTOP Application. Please use the grid on Project Budget Tab in the online system for the BIP budget and then complete the table below for BTOP.

Twin Falls County - Idaho

Equipment Category	Grant Request	Equity	Debt	Bonds	Other Funding	Total
Network & Access Equipment (switching, routing, transport, access)	\$ 799,200	\$ 199,800				\$ 999,000
Outside Plant (cables, conduits, ducts, poles, towers, repeaters, etc.)	\$ 272,000	\$ 68,000				\$ 340,000
Buildings and Land – (new construction, improvements, renovations, lease)	\$ 960,000	\$ 240,000				\$ 1,200,000
Customer Premise Equipment (modems, set-top boxes, inside wiring, etc.)	\$ 223,069	\$ 55,767				\$ 278,837
Billing and Operational Support Systems (IT systems, software, etc.)	\$ -	\$ -				\$ -
Operating Equipment (vehicles, office equipment, other)	\$ -	\$ -				\$ -
Engineering/ Professional Services (engineering design, project management, consulting, etc.)	\$ 1,010,400	\$ 252,600				\$ 1,263,000
Testing (network elements, IT system elements, user devices, test generators, lab furnishings, servers/computers, etc.)	\$ -	\$ -				\$ -
Site Preparation	\$ -	\$ -				\$ -
Other	\$ 5,900	\$ 1,475				\$ 7,375
Total Broadband System	\$ 3,270,569	\$ 817,642	\$ -	\$ -	\$ -	\$ 4,088,212

Attachment G

DETAIL OF PROJECT COSTS

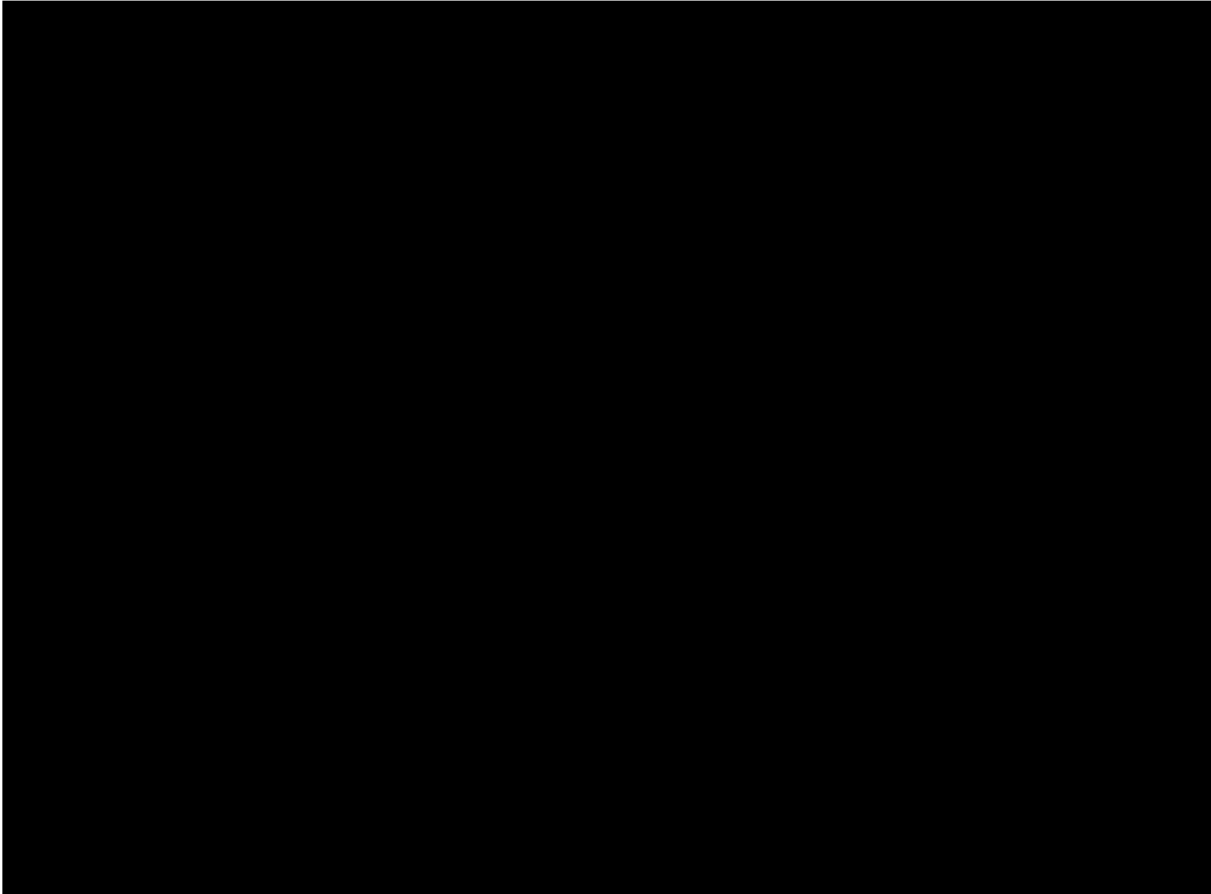
Twin Falls County - Idaho

PLEASE COMPLETE THE TABLE BELOW FOR THE DIFFERENT CATEGORIES OF EQUIPMENT THAT WILL BE REQUIRED FOR COMPLETING THE PROJECT. EACH CATEGORY SHOULD BE BROKEN DOWN TO THE APPROPRIATE LEVEL FOR IDENTIFYING UNIT COST

SERVICE AREA or COMMON NETWORK FACILITIES:	Eligibility (Yes/No)	Unit Cost	No. of Units	Total Cost	Support of Reasonableness
NETWORK & ACCESS EQUIPMENT					
Switching					
Routing	Yes	\$ 8,154	13	\$ 106,000	
Transport	Yes	\$ 15,000	17	\$ 250,000	
Access	Yes	\$ 17,667	39	\$ 689,000	
Other					
OUTSIDE PLANT					
Cables	Yes	\$ 20,000	3	\$ 60,000	
Conduits					
Ducts					
Poles					
Towers	Yes	\$ 78,846	13	\$ 1,025,000	
Repeaters					
Other					
BUILDINGS					
New Construction	Yes	\$ 200,000	6	\$ 1,200,000	
Pre-Fab Huts	Yes	\$ 18,000	13	\$ 234,000	
Improvements & Renovation					
Other					
CUSTOMER PREMISE EQUIPMENT					
Modems	Yes	\$ 151	1,847	\$ 278,837	
Set Top Box					
Inside Wiring					
Other					
BILLING SUPPORT AND OPERATIONS					
Billing Support Systems					
Customer Care Systems					
Other Support					
OPERATING EQUIPMENT					
Vehicles					
Office Equipment/Furniture					
Other					
PROFESSIONAL SERVICES					
Engineering Design					
Project Management	Yes	\$ 11,923	13	\$ 155,000	
Consulting					
Other	Yes	\$ 6,952	13	\$ 90,375	
TESTING					
Network Elements					
IT System Elements					
User Devices					
Test Generators					
Lab Furnishings					
Servers/Computers					
OTHER UPFRONT COSTS					
Site Preparation					
Other					



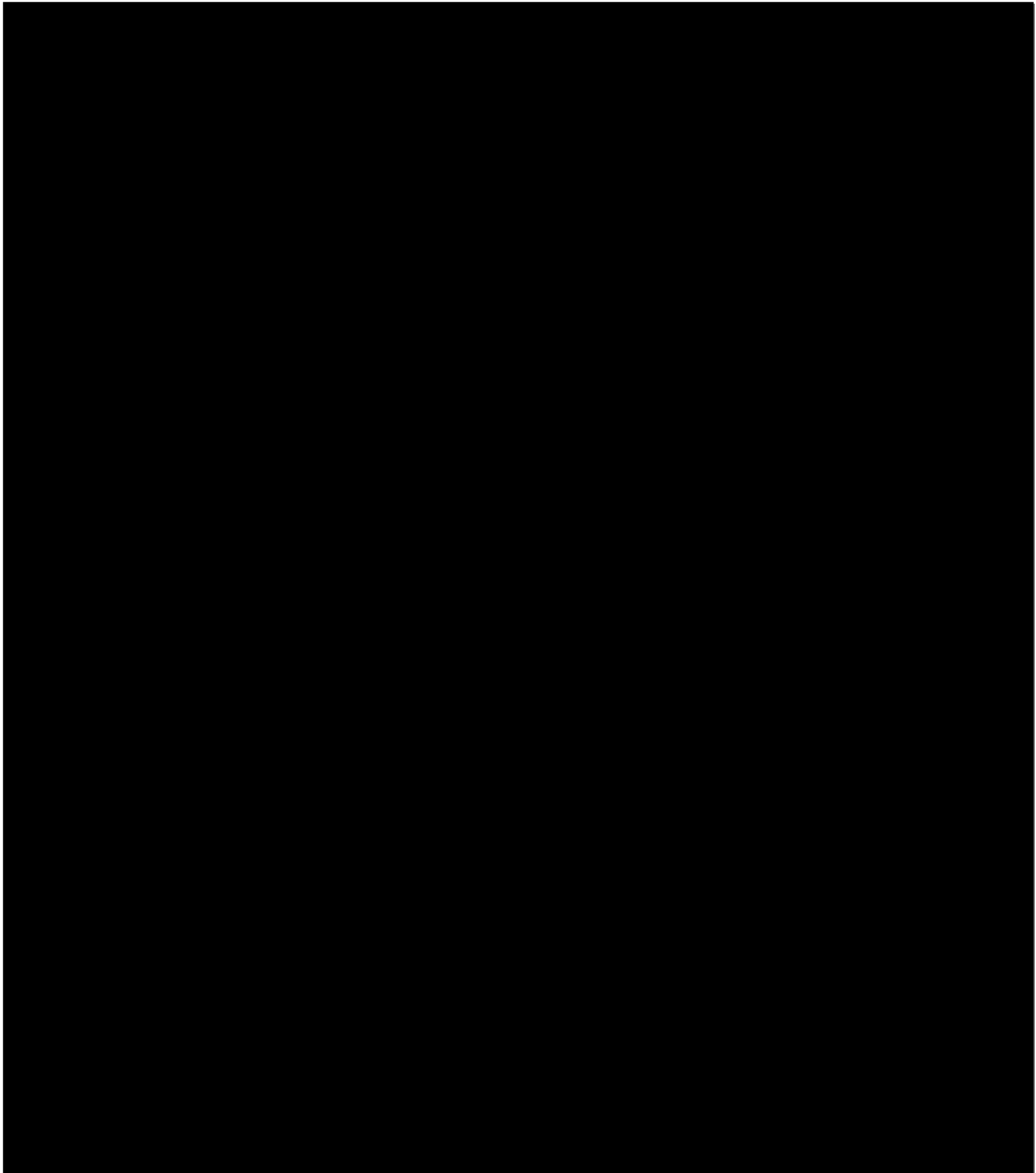
INDEPENDENT AUDITOR'S REPORT



DIGITALBRIDGE COMMUNICATIONS CORPORATION AND SUBSIDIARIES

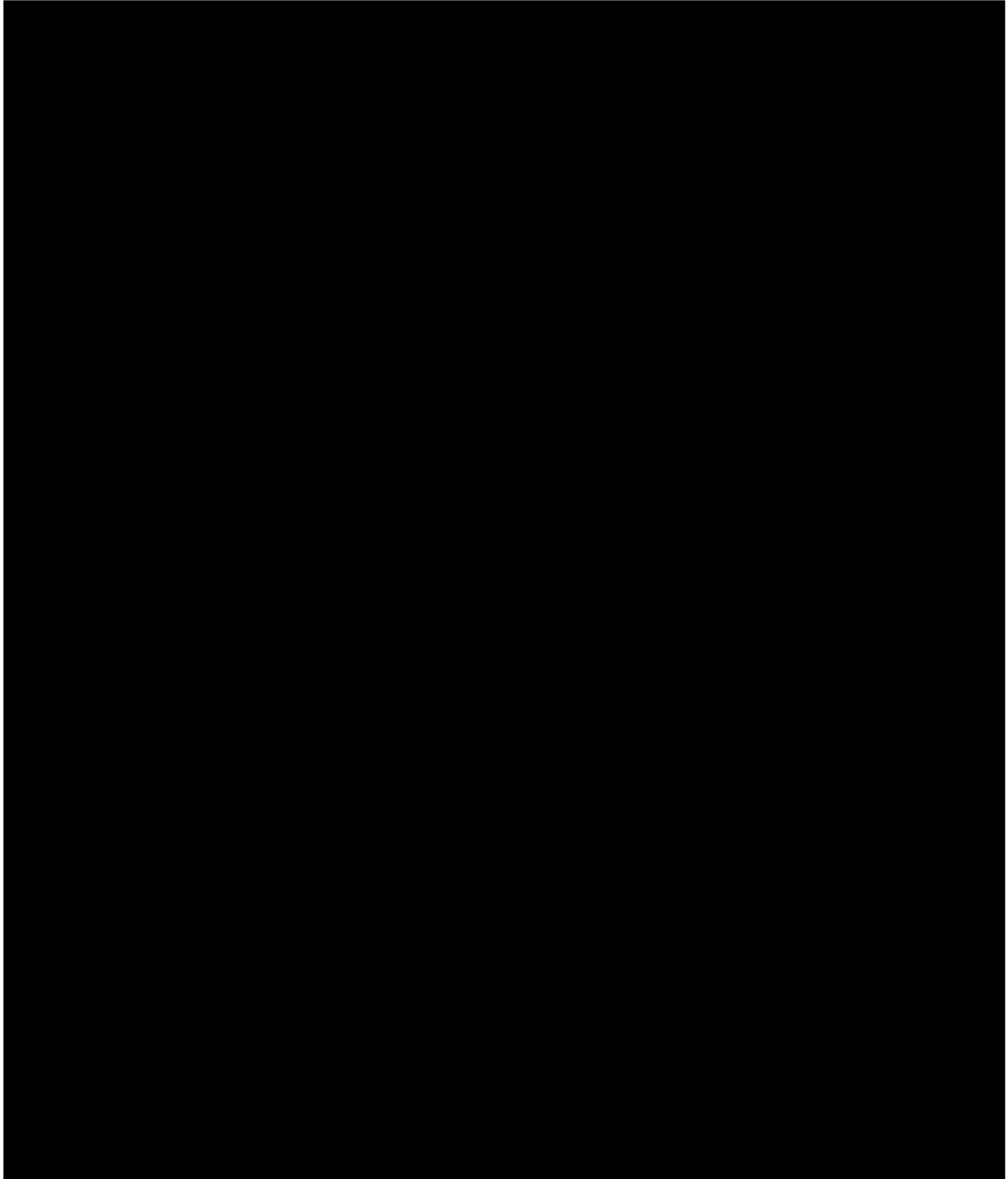
CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2008 AND 2007

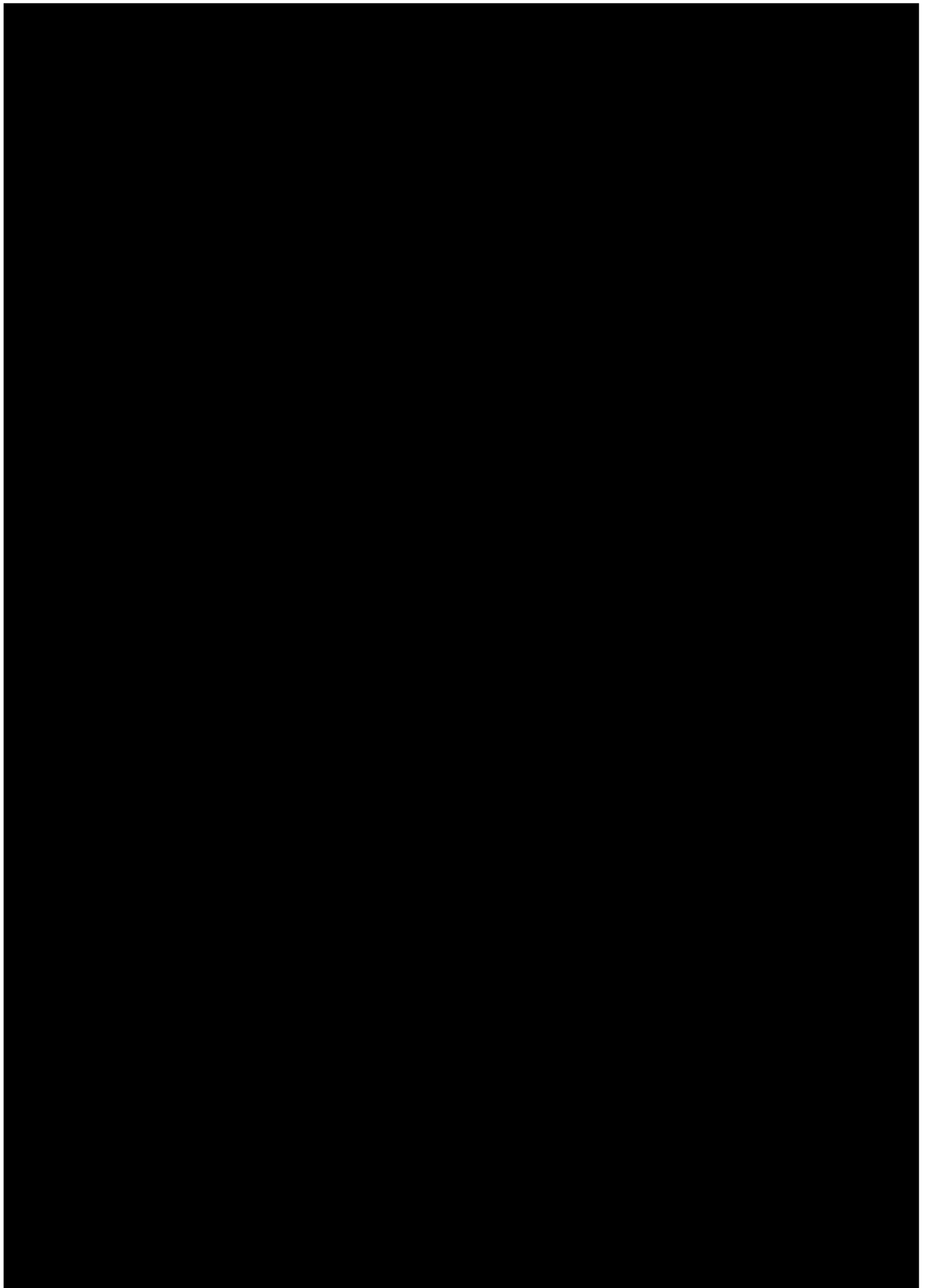


The accompanying notes are an integral part of these consolidated financial statements.

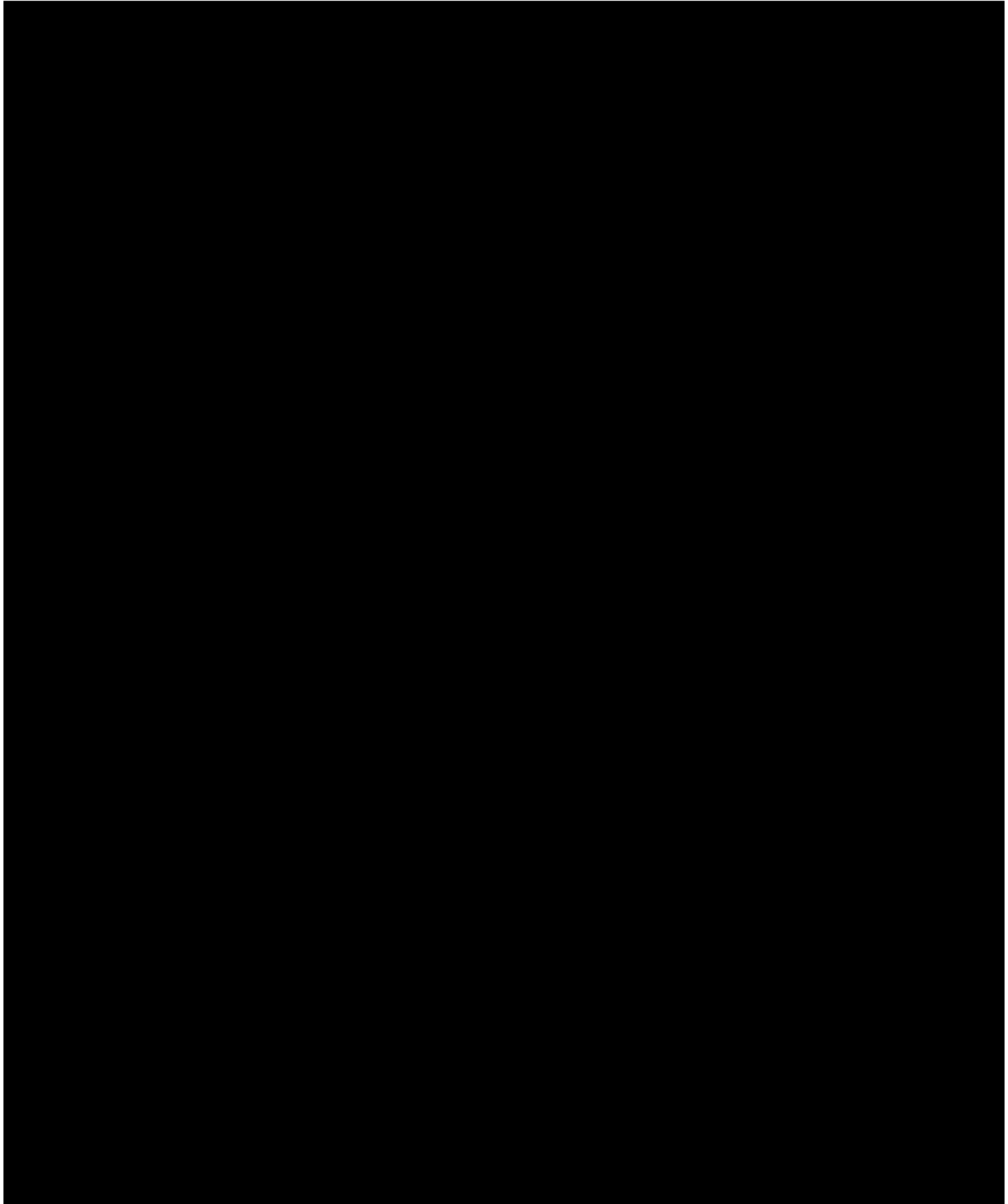
DIGITALBRIDGE COMMUNICATIONS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007



The accompanying notes are an integral part of these consolidated financial statements.



DIGITALBRIDGE COMMUNICATIONS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007



The accompanying notes are an integral part of these consolidated financial statements.

Attachment I

**SUBSCRIBER PROJECTION TABLE AND
RATE PLANS VOICE SERVICES**

Complete the chart below for each proposed service area. For all other service areas, please prepare a chart that aggregates this information.

SERVICE AREA NAME: Twin Falls County - Idaho

Note: Complete a separate table for each service area.

Census Community	Year 1		Year 2		Year 3		Year 4		Year 5	
	Res	Bus	Res	Bus	Res	Bus	Res	Bus	Res	Bus
Twin Falls County Idaho			38	1	121	3	228	6	377	7
TOTAL			38	1	121	3	228	6	377	7

VIDEO SERVICES

SUBSCRIBER PROJECTS AND RATE PLANS

COMPLETE THE CHART BELOW FOR EACH PROPOSED FUNDED SERVICE AREA. FOR ALL OTHER SERVICE AREAS, PLEASE PREPARE A CHART THAT AGGREGATES THIS INFORMATION

NOT APPLICABLE

Attachment K - BTOP

INCOME STATEMENT Twin Falls County - Idaho

	Historical		Forecast Period				
	Year 1	Year 2	Year 1	Year 2	Year 3	Year 4	Year 5
Revenues							
Local Network Services Revenues:							
Local Voice			-	4,025	24,142	52,105	87,189
Data			-	88,958	405,620	679,605	923,103
Video			\$ -	\$ -	\$ -	\$ -	\$ -
Network Access Service Revenues			\$ -	\$ -	\$ -	\$ -	\$ -
Universal Service Fund			\$ -	\$ -	\$ -	\$ -	\$ -
To I Service/Long Distance Voice			\$ -	\$ -	\$ -	\$ -	\$ -
Installation Revenues			\$ -	\$ -	\$ -	\$ -	\$ -
Other Operating Revenues			\$ -	\$ -	\$ -	\$ -	\$ -
Other Revenues			-	-	-	-	-
Uncollectible Revenues			-	(2,325)	(10,744)	(18,293)	(25,257)
Total Revenues			-	90,658	419,018	713,418	985,035
Expenses							
Backhaul			8,400	19,480	56,155	85,736	96,597
Network Maintenance/Monitoring			34,223	80,742	92,078	100,242	106,952
Utilities			5,070	11,850	12,413	12,785	13,168
Leasing			45,630	106,651	111,713	115,064	118,516
Sales/Marketing			8,000	61,981	96,944	92,608	110,169
Customer Care			6,000	11,550	29,585	44,280	56,359
Billing			-	2,467	10,482	17,013	22,382
Corporate G&A			-	22,125	26,550	26,550	26,550
Other Operating Expense			-	65,420	94,172	114,605	134,225
Total			107,323	382,267	530,092	608,883	684,918
EBITDA			(107,323)	(291,609)	(111,074)	104,535	300,117
Depreciation			304,160	390,049	400,508	410,916	422,829
Amortization			-	-	-	-	-
Earnings Before Interest and Taxes			(411,483)	(681,657)	(511,582)	(306,381)	(122,713)
Interest Expense - New RUS Debt			-	-	-	-	-
Interest Expense - Existing RUS Debt			-	-	-	-	-
Interest Expense - Other			-	-	-	-	-
Income Before Taxes			(411,483)	(681,657)	(511,582)	(306,381)	(122,713)
Property Tax			45,624	57,030	57,030	57,030	57,030
Income Taxes			-	-	-	-	-
Net Income			(457,107)	(738,687)	(568,612)	(363,411)	(179,743)

Attachment K - DBC Consolidated Income Statement-Projected

	2009	2010	2011	2012	2013	2014	2015
Income Statement							
Service Revenue	\$ 6,052,671	\$ 14,827,309	\$ 40,431,335	\$ 75,300,331	\$ 112,239,377	\$ 152,694,189	\$ 199,102,036
Wholesale-DBC Funded	\$ 95,432	\$ 712,070	\$ 2,187,049	\$ 4,786,639	\$ 9,018,544	\$ 13,987,841	\$ 19,091,794
Wholesale-Member Funded	419,947	1,191,648	2,616,420	4,439,606	6,041,065	7,932,965	9,480,701
Legacy Revenue	2,175,000	800,809	226,172	63,878	18,041	5,095	1,439
Total Revenue	\$ 8,743,050	\$ 17,531,837	\$ 45,460,976	\$ 84,590,454	\$ 127,317,027	\$ 174,620,090	\$ 227,675,970
Cost of Revenue							
Backhaul	\$ 1,151,060	\$ 2,332,887	\$ 5,349,675	\$ 9,429,216	\$ 12,900,447	\$ 17,540,126	\$ 24,509,504
CPE/VoIP Sales	28,500	94,500	151,650	159,125	163,175	167,375	199,175
VoIP COGS	105,566	433,720	1,977,571	4,259,656	6,714,301	9,099,036	11,853,960
Tower Leases	1,231,392	2,392,778	3,086,793	3,658,975	4,995,287	5,923,943	6,316,424
Other COGS	259,988	299,964	340,721	340,788	909,510	1,493,422	1,700,895
Total Cost of Revenue	\$ 2,776,506	\$ 5,553,849	\$ 10,906,410	\$ 17,847,759	\$ 25,682,720	\$ 34,223,902	\$ 44,579,958
Gross Margin	\$ 5,966,545	\$ 11,977,987	\$ 34,554,566	\$ 66,742,695	\$ 101,634,307	\$ 140,396,188	\$ 183,096,013
	68.2%	68.3%	76.0%	78.9%	79.8%	80.4%	80.4%
G&A							
G&A - Field	2,309,141	5,068,421	5,529,582	5,897,254	8,374,213	9,927,072	9,944,191
Customer Support	1,309,120	2,146,821	3,899,536	6,043,262	8,266,243	10,512,235	12,983,590
Spectrum Leases	951,520	1,204,194	1,413,458	1,888,320	2,166,920	2,231,927	2,298,885
Billing/ Bad Debt	452,272	669,059	1,737,263	3,185,962	4,742,449	6,471,975	8,432,678
Other G&A	7,979	296,659	896,568	1,700,843	2,341,426	3,173,186	3,792,281
Total G&A	\$ 5,030,032	\$ 9,385,154	\$ 13,476,408	\$ 18,715,641	\$ 25,891,251	\$ 32,316,396	\$ 37,451,625
Sales & Marketing	4,869,618	10,074,472	18,071,430	18,558,427	22,867,263	27,101,147	29,914,000
Market EBITDA	\$ (3,933,105)	\$ (7,481,639)	\$ 3,006,728	\$ 29,468,627	\$ 52,875,793	\$ 80,978,645	\$ 115,730,388
Corporate G&A	9,720,058	9,240,612	9,544,429	10,648,037	12,631,148	14,261,887	15,191,265
EBITDA	\$ (13,653,163)	\$ (16,722,251)	\$ (6,537,700)	\$ 18,820,590	\$ 40,244,645	\$ 66,716,758	\$ 100,539,123
				22.2%	31.6%	38.2%	44.2%
Interest	(3,279,983)	(2,551,099)	(3,540,001)	(2,814,171)	(2,067,402)	(222,967)	(134,505)
Depreciation and Amortization	(5,023,370)	(5,277,627)	(2,642,949)	(2,546,906)	(4,047,001)	(3,479,549)	(2,836,928)
Net Income	\$ (21,956,515)	\$ (24,550,977)	\$ (12,720,649)	\$ 13,459,734	\$ 34,130,558	\$ 63,014,624	\$ 97,568,132

Attachment L- BIP

BALANCE SHEET Twin Falls County - Idaho

	Historical		Year 1	Year 2	Year 3	Year 4	Year 5
Assets							
<i>Current Assets</i>							
Cash	\$ -	717,118	(2,012,734)	(3,051,482)	(3,316,038)	(3,369,213)	(3,233,594)
Marketable Securities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts Receivable	\$ -	0	-	11,177	51,660	87,956	121,443
Notes Receivable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Inventory	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Prepayments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Current Assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Current Assets	\$ -	717,118	(2,012,734)	(3,040,305)	(3,264,378)	(3,281,257)	(3,112,152)
<i>Non-Current Assets</i>							
Long Term Investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Amortizable Assets (Net of Amortization)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Plant In Service	\$ -	0	3,048,975	3,868,657	3,936,945	4,007,894	4,088,212
Less Accumulated Depreciation	\$ -	0	304,160	694,209	1,094,716	1,505,632	1,928,462
Net Plant	\$ -	-	2,744,815	3,174,448	2,842,229	2,502,262	2,159,750
Other	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Non-Current Assets	\$ -	-	2,744,815	3,174,448	2,842,229	2,502,262	2,159,750
Total Assets	0	717,118	732,081	134,143	(422,150)	(778,995)	(952,402)

			Year 1	Year 2	Year 3	Year 4	Year 5
Liabilities and Owners' Equity							
Liabilities							
<i>Current Liabilities</i>							
Accounts Payable	\$ -	\$ -	8,944	31,856	44,174	50,740	57,077
Notes Payable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Current Portion - Total RUS Debt	\$ -	\$ -	-	-	-	-	-
Current Portion - Other Debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Current Liabilities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Current Liabilities	\$ -	-	8,944	31,856	44,174	50,740	57,077
<i>Long Term Liabilities</i>							
Existing RUS Debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Proposed RUS Debt	\$ -	\$ -	-	-	-	-	-
Existing non-RUS Debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Long Term Liabilities	\$ -	-	-	-	-	-	-
Total Liabilities	\$ -	-	8,944	31,856	44,174	50,740	57,077
Owner's Equity							
Capitol Stock	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Additional Paid-In Capital	\$ -	717,118	1,180,244	1,298,081	1,298,081	1,298,081	1,298,081
Patronage Capital Credits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Retained Earnings	\$ -	-	(457,107)	(1,195,794)	(1,764,406)	(2,127,817)	(2,307,560)
Total Equity	\$ -	717,118	723,138	102,288	(466,324)	(829,736)	(1,009,478)
Total Liabilities and Owner's Equity	\$ -	717,118	732,081	134,143	(422,150)	(778,995)	(952,402)

Attachment L- BTOP

BALANCE SHEET Twin Falls County - Idaho

	Historical		Year 1	Year 2	Year 3	Year 4	Year 5
Assets							
<i>Current Assets</i>							
Cash	\$ -	\$ 717,118	\$ (2,012,734)	\$ (3,051,482)	\$ (3,316,038)	\$ (3,369,213)	\$ (3,233,594)
Marketable Securities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts Receivable	\$ -	\$ -	\$ -	\$ 11,177	\$ 51,660	\$ 87,956	\$ 121,443
Notes Receivable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Inventory	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Prepayments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Current Assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Current Assets	\$ -	\$ 717,118	\$ (2,012,734)	\$ (3,040,305)	\$ (3,264,378)	\$ (3,281,257)	\$ (3,112,152)
<i>Non-Current Assets</i>							
Long Term Investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Amortizable Assets (Net of Amortization)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Plant In Service	\$ -	\$ -	\$ 3,048,975	\$ 3,868,657	\$ 3,936,945	\$ 4,007,894	\$ 4,088,212
Less Accumulated Depreciation	\$ -	\$ -	\$ 304,160	\$ 694,209	\$ 1,094,716	\$ 1,505,632	\$ 1,928,462
Net Plant	\$ -	\$ -	\$ 2,744,815	\$ 3,174,448	\$ 2,842,229	\$ 2,502,262	\$ 2,159,750
Other	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Non-Current Assets	\$ -	\$ -	\$ 2,744,815	\$ 3,174,448	\$ 2,842,229	\$ 2,502,262	\$ 2,159,750
Total Assets	\$ -	\$ 717,118	\$ 732,081	\$ 134,143	\$ (422,150)	\$ (778,995)	\$ (952,402)
Liabilities and Owners' Equity							
<i>Liabilities</i>							
<i>Current Liabilities</i>							
Accounts Payable	\$ -	\$ -	\$ 8,944	\$ 31,856	\$ 44,174	\$ 50,740	\$ 57,077
Notes Payable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Current Portion – Total RUS Debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Current Portion – Other Debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Current Liabilities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Current Liabilities	\$ -	\$ -	\$ 8,944	\$ 31,856	\$ 44,174	\$ 50,740	\$ 57,077
<i>Long Term Liabilities</i>							
Existing RUS Debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Proposed RUS Debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Existing non-RUS Debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Long Term Liabilities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Liabilities	\$ -	\$ -	\$ 8,944	\$ 31,856	\$ 44,174	\$ 50,740	\$ 57,077
<i>Owner's Equity</i>							
Capitol Stock	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Additional Paid-In Capital	\$ -	\$ 717,118	\$ 1,180,244	\$ 1,298,081	\$ 1,298,081	\$ 1,298,081	\$ 1,298,081
Patronage Capital Credits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Retained Earnings	\$ -	\$ -	\$ (457,107)	\$ (1,195,794)	\$ (1,764,406)	\$ (2,127,817)	\$ (2,307,560)
Total Equity	\$ -	\$ 717,118	\$ 723,138	\$ 102,288	\$ (466,324)	\$ (829,736)	\$ (1,009,478)
Total Liabilities and Owner's Equity	\$ -	\$ 717,118	\$ 732,081	\$ 134,143	\$ (422,150)	\$ (778,995)	\$ (952,402)

Attachment L- DBC Consolidated Balance Sheet - Projected

Balance Sheet								
	2009	2010	2011	2012	2013	2014	2015	
Current Assets								
Cash	\$ 87,772,713	\$ 48,631,296	\$ 17,182,584	\$ 11,068,608	\$ 24,950,897	\$ 70,852,680	\$ 152,727,310	
Accounts Receivable	647,657	1,794,273	3,788,399	7,049,188	10,609,736	14,551,658	18,972,982	
Prepaid and other assets	999,000	999,000	999,000	999,000	999,000	999,000	999,000	
Total Current Assets	\$ 89,419,371	\$ 51,424,569	\$ 21,969,983	\$ 19,116,796	\$ 36,559,633	\$ 86,403,338	\$ 172,699,292	
Property and Equipment, Net	\$ 22,287,199	\$ 39,073,586	\$ 49,645,380	\$ 59,833,005	\$ 76,021,010	\$ 89,939,205	\$ 101,286,916	
Spectrum Licenses	14,662,301	15,814,301	16,678,301	18,773,501	19,817,501	19,817,501	19,817,501	
Goodwill	983,280	983,280	983,280	983,280	983,280	983,280	983,280	
Other Assets	2,348,000	2,348,000	2,348,000	2,348,000	2,348,000	2,348,000	2,348,000	
Total Assets	\$ 129,700,150	\$ 109,643,736	\$ 91,624,944	\$ 101,054,582	\$ 135,729,424	\$ 199,491,324	\$ 297,134,989	
Liabilities:								
AP and accrued expenses	\$ 3,055,620	\$ 5,052,625	\$ 6,449,083	\$ 7,464,697	\$ 9,699,687	\$ 11,063,266	\$ 11,138,798	
Deferred Revenue	259,000	259,000	259,000	259,000	259,000	259,000	259,000	
N/P-Current	2,015,000	-	-	-	-	-	-	
Total Current Liabilities	\$ 5,329,620	\$ 5,311,625	\$ 6,708,083	\$ 7,723,697	\$ 9,958,687	\$ 11,322,266	\$ 11,397,798	
Capital Leases	\$ 5,863,321	\$ 12,281,513	\$ 8,489,882	\$ 5,976,813	\$ 5,043,661	\$ 5,226,712	\$ 5,226,712	
N/P - Alvarion	3,799,354	3,799,354	2,799,354	1,799,354	799,354	-	-	
N/P - GMAC	248,000	164,000	80,000	-	-	-	-	
N/P - Comerica	5,794,000	3,742,000	1,690,000	-	-	-	-	
N/P - BIA/Spring	11,245,206	11,475,732	11,708,764	11,946,456	12,188,901	12,188,901	12,188,901	
Line of Credit	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000	
Total Non-Current Liabilities	\$ 28,949,881	\$ 33,462,600	\$ 26,768,000	\$ 21,722,623	\$ 20,031,916	\$ 19,415,613	\$ 19,415,613	
Total Liabilities	\$ 34,279,501	\$ 38,774,225	\$ 33,476,082	\$ 29,446,320	\$ 29,990,603	\$ 30,737,879	\$ 30,813,412	
Equity:								
Preferred stock	\$ 145,915,762	\$ 145,915,762	\$ 145,915,762	\$ 145,915,762	\$ 145,915,762	\$ 145,915,762	\$ 145,915,762	
Common stock	8,772	8,802	8,802	8,802	8,802	8,802	8,500	
APIC	2,351,000	2,351,000	2,351,000	2,351,000	2,351,000	2,351,000	2,351,000	
Accumulated deficit	(52,854,915)	(77,406,052)	(90,126,702)	(76,666,967)	(42,536,409)	20,478,215	118,046,347	
Total Equity	\$ 95,420,649	\$ 70,869,512	\$ 58,148,862	\$ 71,608,597	\$ 105,739,155	\$ 168,753,779	\$ 266,321,609	
Total Liabilities and Equity	\$ 129,700,149	\$ 109,643,736	\$ 91,624,944	\$ 101,054,916	\$ 135,729,758	\$ 199,491,658	\$ 297,135,021	

Attachment M - BIP

Statement of Cash Flows Twin Falls County - Idaho

	Historical		Year 1	Year 2	Year 3	Year 4	Year 5
Beginning Cash	\$ -	0	717,118	(2,012,734)	(3,051,482)	(3,316,038)	(3,369,213)
cash flows from operating activities:							
Net Income	-	0	(457,107)	(738,687)	(568,612)	(363,411)	(179,743)
<i>Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities</i>							
Add Depreciation	-	-	304,160	390,049	400,508	410,916	422,829
Add Amortization	-	-	-	-	-	-	-
Changes in Current Assets and Liabilities	-	-	-	-	-	-	-
Marketable Securities	-	-	-	-	-	-	-
Accounts Receivable	-	-	-	(11,177)	(40,483)	(36,296)	(33,487)
Inventory	-	-	-	-	-	-	-
Prepayments	-	-	-	-	-	-	-
Other Current Assets	-	-	-	-	-	-	-
Accounts Payable	-	-	8,944	22,912	12,319	6,566	6,336
Other Current Liabilities	-	-	-	-	-	-	-
Net Cash Provided (Used) by Operations	\$ -	-	(144,003)	(336,904)	(196,268)	17,775	215,936
cash flows from financial activities:							
Notes Receivable	-	-	-	-	-	-	-
Notes Payable	-	-	-	-	-	-	-
Principal Payments	-	-	-	-	-	-	-
New Borrowing	-	-	-	-	-	-	-
Additional Paid-in Capital	-	717,118	463,127	117,837	-	-	-
Additions to Patronage Capital Credits	-	-	-	-	-	-	-
Payment of Dividends	-	0	0	0	0	0	0
Net Cash Provided by Financing Activities	\$ -	717,118	463,127	117,837	-	-	-
cash flows from investing activities:							
Capital Expenditures	-	-	(3,048,975)	(819,682)	(68,288)	(70,949)	(80,317)
Amortizable Asset (Net of Amortization)	-	-	-	-	-	-	-
Long Term Investments	-	-	-	-	-	-	-
Net Cash Used by Investing Activities	\$ -	-	(3,048,975)	(819,682)	(68,288)	(70,949)	(80,317)
Net Increase (Decrease) in Cash	\$ -	717,118	(2,729,851)	(1,038,748)	(264,556)	(53,175)	135,619
Ending Cash		717,118	(2,012,734)	(3,051,482)	(3,316,038)	(3,369,213)	(3,233,594)

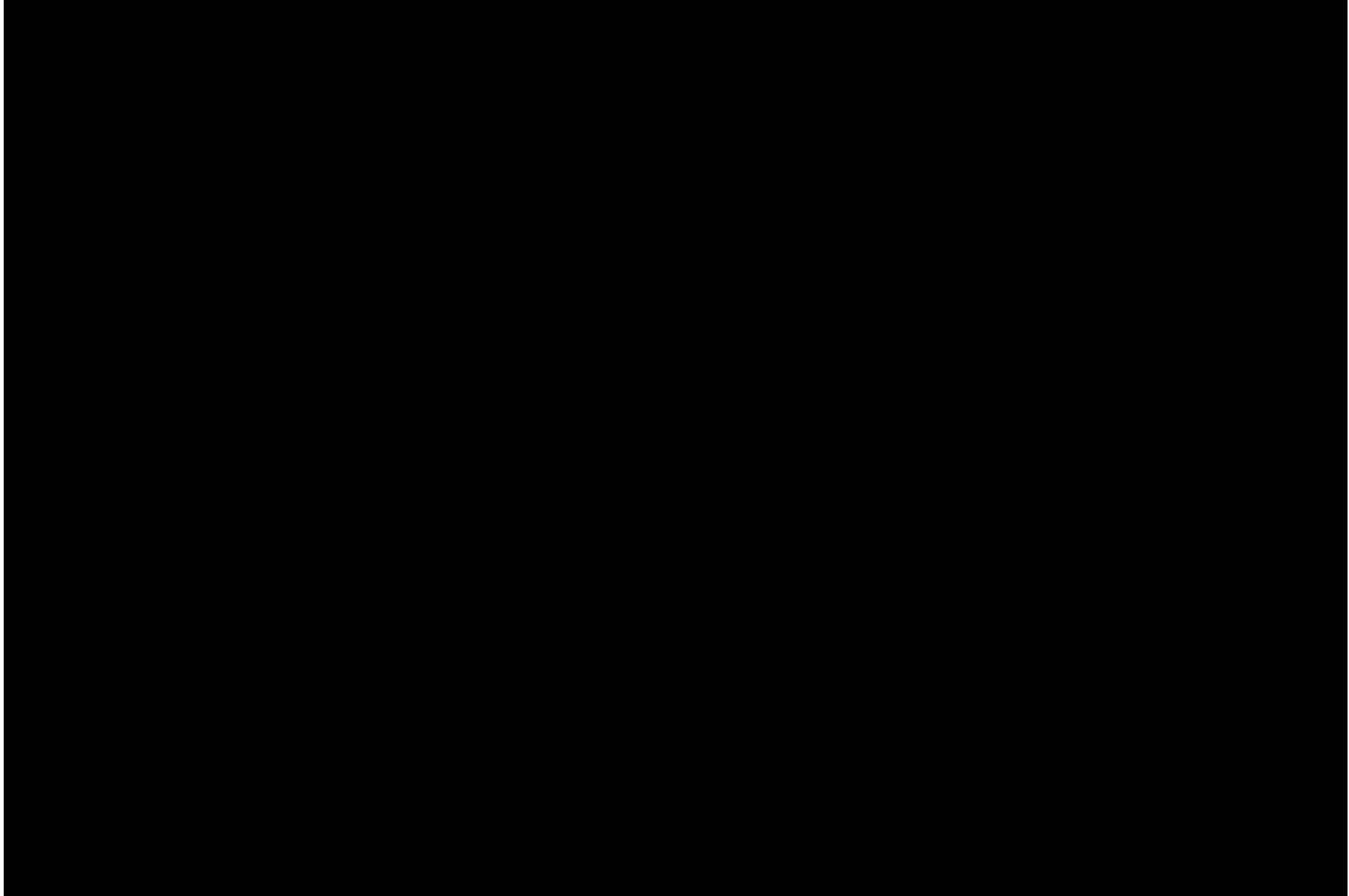
Attachment M - BTOP

Statement of Cash Flows Twin Falls County - Idaho

	Historical		Year 1	Year 2	Year 3	Year 4	Year 5
Beginning Cash	\$ -	\$ -	\$ 717,118	\$ (2,012,734)	\$ (3,051,482)	\$ (3,316,038)	\$ (3,369,213)
cash flows from operating activities:							
Net Income	-	\$ -	\$ (457,107)	\$ (738,687)	\$ (568,612)	\$ (363,411)	\$ (179,743)
<i>Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities</i>	-	-	-	-	-	-	-
Add Depreciation	-	-	\$ 304,160	\$ 390,049	\$ 400,508	\$ 410,916	\$ 422,829
Add Amortization	-	-	-	-	-	-	-
Changes in Current Assets and Liabilities	-	-	-	-	-	-	-
Marketable Securities	-	-	-	-	-	-	-
Accounts Receivable	-	-	\$ -	\$ (11,177)	\$ (40,483)	\$ (36,296)	\$ (33,487)
Inventory	-	-	-	-	-	-	-
Prepayments	-	-	-	-	-	-	-
Other Current Assets	-	-	-	-	-	-	-
Accounts Payable	-	-	\$ 8,944	\$ 22,912	\$ 12,319	\$ 6,566	\$ 6,336
Other Current Liabilities	-	-	-	-	-	-	-
Net Cash Provided (Used) by Operations	\$ -	\$ -	\$ (144,003)	\$ (336,904)	\$ (196,268)	\$ 17,775	\$ 215,936
cash flows from financial activities:							
Notes Receivable	-	-	-	-	-	-	-
Notes Payable	-	-	-	-	-	-	-
Principal Payments	-	-	\$ -	\$ -	\$ -	\$ -	\$ -
New Borrowing	-	-	\$ -	\$ -	\$ -	\$ -	\$ -
Additional Paid-in Capital	-	\$ 717,118	\$ 463,127	\$ 117,837	\$ -	\$ -	\$ -
Additions to Patronage Capital Credits	-	-	-	-	-	-	-
Payment of Dividends	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net Cash Provided by Financing Activities	\$ -	\$ 717,118	\$ 463,127	\$ 117,837	\$ -	\$ -	\$ -
cash flows from investing activities:							
Capital Expenditures	-	\$ -	\$ (3,048,975)	\$ (819,682)	\$ (68,288)	\$ (70,949)	\$ (80,317)
Amortizable Asset (Net of Amortization)	-	-	-	-	-	-	-
Long Term Investments	-	-	-	-	-	-	-
Net Cash Used by Investing Activities	\$ -	\$ -	\$ (3,048,975)	\$ (819,682)	\$ (68,288)	\$ (70,949)	\$ (80,317)
Net Increase (Decrease) In Cash	\$ -	\$ 717,118	\$ (2,729,851)	\$ (1,038,748)	\$ (264,556)	\$ (53,175)	\$ 135,619
Ending Cash	\$ -	\$ 717,118	\$ (2,012,734)	\$ (3,051,482)	\$ (3,316,038)	\$ (3,369,213)	\$ (3,233,594)

Attachment M- DBC Consolidated Statement of Cash Flows - Projected

Statement of Cash Flows	2009	2010	2011	2012	2013	2014	2015
Net Income	\$ (21,957)	\$ (24,551)	\$ (12,721)	\$ 13,460	\$ 34,131	\$ 63,015	\$ 97,568
Add: Depreciation and Amortization	5,023	5,278	2,643	2,547	4,047	3,480	2,837
Add: Accrued Interest	327	240	233	238	242	-	-
Changes in Operating Assets and Liabilities							
Accounts Receivable and Deferred Revenue	(284)	(1,147)	(1,994)	(3,261)	(3,561)	(3,942)	(4,421)
Accounts Payable and Accrued Expenses	(1,354)	1,997	1,396	1,016	2,235	1,364	76
Operating Cash Flow	\$ (18,244)	\$ (18,183)	\$ (10,442)	\$ 13,999	\$ 37,094	\$ 63,916	\$ 96,059
Cash from Investing Activities:							
(Purchases) Sales of PPE	\$ (6,809)	\$ (22,064)	\$ (13,215)	\$ (12,735)	\$ (20,235)	\$ (17,398)	\$ (14,185)
Upfront Spectrum Payments	(1,886)	(1,152)	(864)	(2,095)	(1,044)	-	-
Investing Cash Flow	\$ (8,695)	\$ (23,216)	\$ (14,079)	\$ (14,830)	\$ (21,279)	\$ (17,398)	\$ (14,185)
Cash from Financing Activities:							
LTD Debt - Comerica	\$ (1,939)	\$ (2,052)	\$ (2,052)	\$ (1,690)	\$ -	\$ -	\$ -
LT Debt - BIA/Spring; Other	2,500	-	-	-	-	-	-
Equity - NRTC	10,000	-	-	-	-	-	-
Equity - NEW	100,000	-	-	-	-	-	-
Notes Payable	-	(2,025)	-	-	-	-	-
Long Term Debt - Capital Lease	(22)	6,334	(4,876)	(3,593)	(1,933)	(616)	-
Financing Cash Flow	\$ 110,539	\$ 2,257	\$ (6,928)	\$ (5,283)	\$ (1,933)	\$ (616)	\$ -
Net increase (decrease) in cash	\$ 83,600	\$ (39,141)	\$ (31,449)	\$ (6,114)	\$ 13,882	\$ 45,902	\$ 81,875
Cash Balance, Ending	\$ 87,773	\$ 48,631	\$ 17,183	\$ 11,069	\$ 24,951	\$ 70,853	\$ 152,727



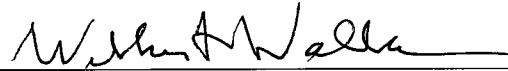
Certification Requirements for BTOP

U.S. Department of Commerce
Broadband Technology Opportunities Program

I certify that I am the duly authorized representative of the applicant organization, and that I have been authorized to submit the attached application on its behalf. A copy of the applicant organization's authorization for me to submit this application as its official representative is on file in the applicant's office, and I am identified as the applicant organization's Authorized Organization Representative (AOR) in the Central Contractor Registration database. By signing this certification, I certify that the statements contained in the application are true, complete, and accurate to the best of my knowledge, and that if an award is made, the applicant organization will comply with all applicable award terms and conditions.

August 11, 2009

(Date)



(Authorized Representative's Signature)

Name: William F. Wallace

Title: Executive Vice President Policy & External Affairs

Certification Requirements for **BTOP**


U.S. Department of Commerce
Broadband Technology Opportunities Program

(i) I certify that I am authorized to submit this grant application on behalf of the eligible entity(ies) listed on this application, that I have examined this application, that all of the information and responses in this application, including certifications, and forms submitted, all of which are part of this grant application, are material representations of fact and true and correct to the best of my knowledge, that the entity(ies) that is requesting grant funding pursuant to this application and any subgrantees and subcontractors will comply with the terms, conditions, purposes, and federal requirements of the grant program; that no kickbacks were paid to anyone; and that a false, fictitious, or fraudulent statements or claims on this application are grounds for denial or termination of a grant award, and/or possible punishment by a fine or imprisonment as provided in 18 U.S.C. §1001 and civil violations of the False Claims Act.

(ii) I certify that the entity(ies) I represent have and will comply with all applicable federal, state, and local laws, rules, regulations, ordinances, codes, orders and programmatic rules and requirements relating to the project. I acknowledge that failure to do so may result in rejection or deobligation of the grant or loan award. I acknowledge that failure to comply with all federal and program rules could result in civil or criminal prosecution by the appropriate law enforcement authorities.

(iii) I certify that the entity(ies) I represent has and will comply with all applicable administrative and federal statutory, regulatory, and policy requirements set forth in the DOC Pre-Award Notification, published in the Federal Register on February 11, 2008 (73 FR 7696), as amended; DOC Financial Assistance Standard Terms and Conditions (Mar. 8, 2009); DOC American Recovery and Reinvestment Act Award Terms (April 9, 2009); and any Special Award Terms and Conditions that are included by the Grants Officer in the award."

August 11, 2009
(Date)


(Authorized Representative's Signature)

William F. Wallace
Name:

Executive Vice President Policy & External Affairs
Title:

ASSURANCES - CONSTRUCTION PROGRAMS

Public reporting burden for this collection of information is estimated to average 15 minutes per response, including time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Office of Management and Budget, Paperwork Reduction Project (0348-0042), Washington, DC 20503.

PLEASE DO NOT RETURN YOUR COMPLETED FORM TO THE OFFICE OF MANAGEMENT AND BUDGET. SEND IT TO THE ADDRESS PROVIDED BY THE SPONSORING AGENCY.

NOTE: Certain of these assurances may not be applicable to your project or program. If you have questions, please contact the Awarding Agency. Further, certain Federal assistance awarding agencies may require applicants to certify to additional assurances. If such is the case, you will be notified.

As the duly authorized representative of the applicant, I certify that the applicant:

<p>1. Has the legal authority to apply for Federal assistance, and the institutional, managerial and financial capability (including funds sufficient to pay the non-Federal share of project costs) to ensure proper planning, management and completion of the project described in this application.</p> <p>2. Will give the awarding agency, the Comptroller General of the United States and, if appropriate, the State, through any authorized representative, access to and the right to examine all records, books, papers, or documents related to the assistance; and will establish a proper accounting system in accordance with generally accepted accounting standards or agency directives.</p> <p>3. Will not dispose of, modify the use of, or change the terms of the real property title, or other interest in the site and facilities without permission and instructions from the awarding agency. Will record the Federal interest in the title of real property in accordance with awarding agency directives and will include a covenant in the title of real property acquired in whole or in part with Federal assistance funds to assure non-discrimination during the useful life of the project.</p> <p>4. Will comply with the requirements of the assistance awarding agency with regard to the drafting, review and approval of construction plans and specifications.</p> <p>5. Will provide and maintain competent and adequate engineering supervision at the construction site to ensure that the complete work conforms with the approved plans and specifications and will furnish progress reports and such other information as may be required by the assistance awarding agency or State.</p> <p>6. Will initiate and complete the work within the applicable time frame after receipt of approval of the awarding agency.</p> <p>7. Will establish safeguards to prohibit employees from using their positions for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.</p>	<p>8. Will comply with the Intergovernmental Personnel Act of 1970 (42 U.S.C. 4728-4763) relating to prescribed standards for merit systems for programs funded under one of the 19 statutes or regulations specified in Appendix A of OPM's Standards for a Merit System of Personnel Administration (5 C.F.R. 900, Subpart F).</p> <p>9. Will comply with the Lead-Based Paint Poisoning Prevention Act (42 U.S.C. 4801 et seq.) which prohibits the use of lead-based paint in construction or rehabilitation of residence structures.</p> <p>10. Will comply with all Federal statutes relating to non-discrimination. These include but are not limited to: (a) Title VI of the Civil Rights Act of 1964 (P.L. 88-352) which prohibits discrimination on the basis of race, color or national origin; (b) Title IX of the Education Amendments of 1972, as amended (20 U.S.C. 1681-1683, and 1685-1686), which prohibits discrimination on the basis of sex; (c) Section 504 of the Rehabilitation Act of 1973, as amended (29 U.S.C. 794), which prohibits discrimination on the basis of handicaps; (d) the Age Discrimination Act of 1975, as amended (42 U.S.C. 6101-6107), which prohibits discrimination on the basis of age; (e) the Drug Abuse Office and Treatment Act of 1972 (P.L. 92-255), as amended, relating to nondiscrimination on the basis of drug abuse; (f) the Comprehensive Alcohol Abuse and Alcoholism Prevention, Treatment and Rehabilitation Act of 1970 (P.L. 91-616), as amended, relating to nondiscrimination on the basis of alcohol abuse or alcoholism; (g) 523 and 527 of the Public Health Service Act of 1912 (42 U.S.C. 290 dd-3 and 290 ee-3), as amended, relating to confidentiality of alcohol and drug abuse patient records; (h) Title VIII of the Civil Rights Act of 1968 (42 U.S.C. 3601 et seq.), as amended relating to nondiscrimination in the sale, rental or financing of housing; (i) any other nondiscrimination provisions in the specific statute(s) under which application for Federal assistance is being made; and (j) the requirements of any other nondiscrimination statute(s) which may apply to the application.</p>
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Standard Form 424D (Rev. 7-97)

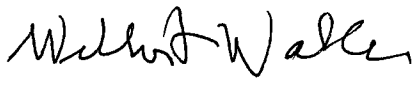
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<p>11. Will comply, or has already complied, with the</p>	<p>National Environmental Policy Act of 1969 (P.L. 91-</p>
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<p>requirements of Titles II and III of the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 (P.L. 91-646) which provide for fair and equitable treatment of persons displaced or whose property is acquired as a result of Federal and federally-assisted programs. These requirements apply to all interests in real property acquired for project purposes regardless of Federal participation in purchases.</p> <p>12. Will comply with the provisions of the Hatch Act (5 U.S.C. 1501-1508 and 7324-7328) which limit the political activities of employees whose principal employment activities are funded in whole or in part with Federal funds.</p> <p>13. Will comply, as applicable, with the provision of the Davis-Bacon Act (40 U.S.C. 276a to 276a-7), the Copeland Act (40 U.S.C. 276c and 18 U.S.C.874), and the Contract Work Hours and Safety Standards Act (40 U.S.C. 327-333) regarding labor standards of federally assisted construction subagreements.</p> <p>14. Will comply with flood insurance purchase requirements of Section 102(a) of the Flood Disaster Protection Act of 1973 (P.L. 93-234) which requires recipients in a special flood hazard area to participate in the program and to purchase flood insurance if the total cost of insurable construction and acquisition is \$10,000 or more.</p> <p>15. Will comply with environmental standards which may be prescribed pursuant to the following: (a) institution of environmental quality control measures under the</p>	<p>190) and Executive Order (EO) 11514; (b) notification of violating facilities pursuant to EO 11738; (c) protection of wetlands pursuant to EO 11990; (d) evaluation of flood hazards in flood plains in accordance with EO 11988; (e) assurance of project consistency with the approved State management program developed under the Coastal Zone Management Act of 1972 (16 U.S.C. 1451 et seq.); (f) conformity of Federal actions to State (Clean Air) Implementation Plans under Section 176(c) of the Clean Air Act of 1955, as amended (42 U.S.C. 7401 et seq.); (g) protection of underground sources of drinking water under the Safe Drinking Water Act of 1974, as amended (P.L. 93-523); and (h) protection of endangered species under the Endangered Species Act of 1973, as amended (P.L. 93-205).</p> <p>16. Will comply with the Wild and Scenic Rivers Act of 1968 (16 U.S.C. 1271 et seq.) related to protecting components or potential components of the national wild and scenic rivers system.</p> <p>17. Will assist the awarding agency in assuring compliance with Section 106 of the National Historic Preservation Act of 1966, as amended (16 U.S.C. 470), EO 11593 (identification and protection of historic properties), and the Archaeological and Historic Preservation Act of 1974 (16 U.S.C. 469a-1 et seq.).</p> <p>18. Will cause to be performed the required financial and compliance audits in accordance with the Single Audit Act Amendments of 1996 and OMB Circular No. A-133, AAudits of States, Local Governments, and Non-Profit Organizations.@</p> <p>19. Will comply with all applicable requirements of all other Federal laws, executive orders, regulations, and policies governing this program.</p>
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<p>SIGNATURE OF AUTHORIZED CERTIFYING OFFICIAL</p> <p><i>William F. Wallace</i> </p>	<p>TITLE</p> <p><i>Executive Vice President Policy & External Affairs</i></p>
<p>APPLICANT ORGANIZATION</p> <p><i>DigitalBridge Communications Corp.</i></p>	<p>DATE SUBMITTED</p> <p>August 11, 2009</p>

CERTIFICATION REGARDING LOBBYING

Applicants should also review the instructions for certification included in the regulations before completing this form. Signature on this form provides for compliance with certification requirements under 15 CFR Part 28, "New Restrictions on Lobbying." The certifications shall be treated as a material representation of fact upon which reliance will be placed when the Department of Commerce determines to award the covered transaction, grant, or cooperative agreement.

LOBBYING

As required by Section 1352, Title 31 of the U.S. Code, and implemented at 15 CFR Part 28, for persons entering into a grant, cooperative agreement or contract over \$100,000 or a loan or loan guarantee over \$150,000 as defined at 15 CFR Part 28, Sections 28.105 and 28.110, the applicant certifies that to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying." in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly. This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into.

Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure occurring on or before October 23, 1996, and of not less than \$11,000 and not more than \$110,000 for each such failure occurring after October 23, 1996.

Statement for Loan Guarantees and Loan Insurance

The undersigned states, to the best of his or her knowledge and belief, that:

If any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to insure or guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

Submission of this statement is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required statement shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure occurring on or before October 23, 1996, and of not less than \$11,000 and not more than \$110,000 for each such failure occurring after October 23, 1996.

As the duly authorized representative of the applicant, I hereby certify that the applicant will comply with the above applicable certification.

NAME OF APPLICANT
DigitalBridge Communications Corp.

AWARD NUMBER AND/OR PROJECT NAME
Last Mile Broadband for Underserved Portions of

PRINTED NAME AND TITLE OF AUTHORIZED REPRESENTATIVE
William F. Wallace, Executive Vice President Policy & External Affairs

Twin Falls, ID

SIGNATURE
William F. Wallace

DATE
August 11, 2009

Disclosure of Lobbying Activities

Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1352
(See reverse for public burden disclosure)

1. Type of Federal Action: a. contract <input type="checkbox"/> b. grant <input type="checkbox"/> c. cooperative agreement <input type="checkbox"/> d. loan <input type="checkbox"/> e. loan guarantee <input type="checkbox"/> f. loan insurance	2. Status of Federal Action: a. bid/offer/application <input type="checkbox"/> a <input type="checkbox"/> b. initial award <input type="checkbox"/> c. post-award	3. Report Type: a. initial filing <input type="checkbox"/> a <input type="checkbox"/> b. material change For material change only: Year _____ quarter _____ Date of last report _____
4. Name and Address of Reporting Entity: <input checked="" type="checkbox"/> Prime <input type="checkbox"/> Subawardee Tier _____, if Known: <i>DigitalBridge Communications Corp.</i> <i>44675 Cape Court, Suite 130</i> <i>Ashburn, VA 20147</i> <i>Attention: William F. Wallace</i> <i>Executive Vice President Policy & External Affairs</i> Congressional District, if known:	5. If Reporting Entity in No. 4 is Subawardee, Enter Name and Address of Prime: Congressional District, if known:	
6. Federal Department/Agency: <i>RUS and NTIA</i>	7. Federal Program Name/Description: CFDA Number, if applicable: <i>10.787 and 11.557.</i>	
8. Federal Action Number, if known:	9. Award Amount, if known: \$	
10. a. Name and Address of Lobbying Registrant <i>(if individual, last name, first name, MI):</i> <i>No lobbyist were used by DigitalBridge in connection with this project.</i>	b. Individuals Performing Services <i>(including address if different from No. 10a)</i> <i>(last name, first name, MI):</i> <i>No lobbyist were used by DigitalBridge in connection with this project.</i>	
11. Information requested through this form is authorized by title 31 U.S.C. section 1352. This disclosure of lobbying activities is a material representation of fact upon which reliance was placed by the tier above when this transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. 1352. This information will be reported to the Congress semi-annually and will be available for public inspection. Any person who fails to file the required disclosure shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.	Signature: <i>William F. Wallace</i> Print Name: <i>William F. Wallace</i> Title: <i>Executive Vice President Policy & External Affairs</i> Telephone No.: <i>703-723-6272</i> Date: <i>August 12, 2009</i>	
Federal Use Only	Authorized for Local Reproduction Standard Form - LLL (Rev. 7-97)	

**CERTIFICATION REGARDING LOBBYING
LOWER TIER COVERED TRANSACTIONS.**

Applicants should review the instructions for certification included in the regulations before completing this form. Signature on this form provides for compliance with certification requirements under 15 CFR Part 28, "New Restrictions on Lobbying."

LOBBYING As required by Section 1352, Title 31 of the U.S. Code, and implemented at 15 CFR Part 28, for persons entering into a grant, cooperative agreement or contract over \$100,000 or a loan or loan guarantee over \$150,000 as defined at 15 CFR Part 28, Sections 28.105 and 28.110, the applicant certifies that to the best of his or her knowledge and belief, that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure occurring on or before October 23, 1996, and of not less than \$11,000 and not more than \$110,000 for each such failure occurring after October 23, 1996.

Statement for Loan Guarantees and Loan Insurance The undersigned states, to the best of his or her knowledge and belief, that:

If any funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this commitment providing for the United States to insure or guarantee a loan, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

Submission of this statement is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required statement shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure occurring on or before October 23, 1996, and of not less than \$11,000 and not more than \$110,000 for each such failure occurring after October 23, 1996.

As the duly authorized representative of the applicant, I hereby certify that the applicant will comply with the above applicable certification.

NAME OF APPLICANT

DigitalBridge Communications Corp.

AWARD NUMBER AND/OR PROJECT NAME

BIP and BTOP Last Mile Infrastructure Applications

PRINTED NAME AND TITLE OF AUTHORIZED REPRESENTATIVE

William F. Wallace, Executive Vice President Policy & External Affairs

SIGNATURE

William F. Wallace

DATE

August 12, 2009

Equal Opportunity and Nondiscrimination Certification

U.S. Department of Agriculture Broadband Initiatives Program

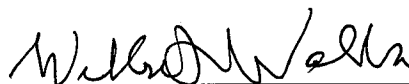
All loans and grants made under the Broadband Initiatives Program are subject to the nondiscrimination provisions of Title VI of the Civil Rights Act of 1964, as amended, (7 C.F.R. Part 15); Section 504 of the Rehabilitation Act of 1973, as amended, (29 U.S.C. 901 *et seq.*; 7 C.F.R. Part 15b); and the Age Discrimination Act of 1975, as amended (42 U.S.C. 6101 *et seq.*; 45 C.F.R. Part 90), and Executive Order 11375, Amending Executive Order 11246, Relating to Equal Employment Opportunity (3 C.F.R. 1966, 1970).

All recipients of financial assistance from Rural Development, the prospective primary participant commits to carry out Rural Development's established policy to comply with the requirements of the above laws and executive orders to the effect that no person in the United States shall, "on the basis of race, color, national origin, handicap, or age, be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under the Broadband Initiatives Program.

We DigitalBridge Communications Corp. (the Applicant) hereby certify that, as a prospective recipient under the said Broadband Initiatives Program, we will comply with the above referenced laws and executive orders.

August 11, 2009

(Date)



(Authorized Representative's Signature)

Name: William F. Wallace

Title: Executive Vice President Policy &
External Affairs

Certification Regarding Architectural Barriers

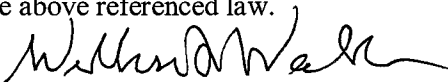
**U.S. Department of Agriculture
Broadband Initiatives Program**

All facilities financed with Rural Development loans that are open to the public, or in which physically handicapped persons may be employed or reside, must be designed, constructed, and/or altered to be readily accessible to, and usable by, handicapped persons. Standards for these facilities must comply with the Architectural Barriers Act of 1968, as amended, 42 U.S.C. §4151 *et seq.*) and with the Uniform Federal Accessibility Standards (UFAS), (Appendix A to 41 C.F.R. subpart 101-19.6).

As a prospective primary participant recipient of financial assistance from Rural Development, this organization commits to carry out Rural Development's established policy to comply with the requirements of the above referenced law to the effect that all facilities must be readily accessible to and usable by handicapped persons.

We, DigitalBridge Communications Corp. (the Applicant) hereby certify that, as a prospective recipient under the Rural Broadband Access Loan and Loan Guarantee Program, we are in compliance, or will be in compliance upon completion of the Project, with the above referenced law.

August 11, 2009
(Date)


(Authorized Representative's Signature)

Name: William F. Wallace

Title: Executive Vice President Policy & External
Affairs

**Uniform Relocation Assistance and Real Property Acquisition
Policies Act of 1970 Certification**


**U.S. Department of Agriculture
Broadband Initiatives Program**

We, DigitalBridge Communications Corp. (the Applicant) assure the U.S. government that we will comply with the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, as amended, 42 U.S.C. §4601 *et seq.*, and with implementing federal regulations in 49 C.F.R. Part 24 and 7 C.F.R. Part 21.

Specifically, we assure that whenever Federal financial assistance is used to pay for any part of the cost of a program or Project which will result in the displacement of any person:

- (a) Fair and reasonable relocation payments and assistance shall be provided to or for displaced persons in accordance with sections 202, 203, and 204 of the Uniform Act;
- (b) Relocation assistance programs offering the services described in section 205 of the Uniform Act shall be provided to displaced persons; and
- (c) Within a reasonable period of time prior to displacement, comparable replacement dwellings will be available to displaced persons in accordance with section 205(c) (3) of the Uniform Act.

August 11, 2009
(Date)


(Authorized Representative's Signature)

Name: William F. Wallace

Title: Executive Vice President Policy & External
Affairs

**Certification Regarding Debarment, Suspension, and Other Responsibility Matters –
Primary Covered Transactions**

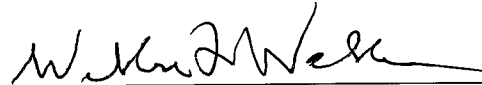
**U.S. Department of Agriculture
Broadband Initiatives Program**

This certification is required by the regulations implementing Executive Order 12549, *Debarment and Suspension*, 7 C.F.R. § 3017.510, *Participants' Responsibilities*.

- (1) We, DigitalBridge Communications Corp. (the Applicant) (hereinafter the "Company") hereby certify to the best of our knowledge and belief that neither the Company, nor any of its principals:
- (a) are presently debarred, suspended, proposed for Debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency;
 - (b) have within a 3-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State, or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
 - (c) are presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State, or local) with commission of any of the offenses enumerated in paragraph (1)(b) of this certification; and
 - (d) have within a 3-year period preceding this Application had one or more public transactions (Federal, State, or local) terminated for cause or default.
- (2) If we are unable to certify to any of the statements in this certification, we shall attach an explanation hereto.

August 11, 2009

(Date)



(Authorized Representative's Signature)

Name: William F. Wallace

Title: Executive Vice President Policy & External
Affairs

Certification Regarding Lobbying for Contracts, Grants, Loans, and Cooperative Agreements

**U.S. Department of Agriculture
Broadband Initiatives Program**

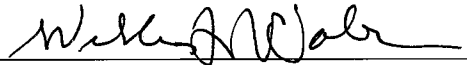
We, DigitalBridge Communications Corp. (the Applicant) the undersigned certify, to the best of our knowledge and belief, that:

- (1) No Federal appropriated funds have been paid or will be paid, by or on our behalf, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant or loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.
- (2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, we shall complete and submit Standard Form-LLL, Disclosure Form to Report Lobbying, in accordance with its instructions. See <http://www.whitehouse.gov/omb/grants/sflllin.pdf> for Disclosure Instructions.
- (3) We shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. § 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

August 11, 2009

(Date)



(Authorized Representative's Signature)

Name: William F. Wallace

Title: Executive Vice President Policy &
External Affairs

Service Metric

Upon the deployment of a broadband system, customers can activate an account by visiting a DigitalBridge retail location or by contacting the company either by phone or online . An account can be established in real time, allowing our new customers to begin enjoying the benefits of broadband access immediately. In the unlikely event that a customer requires a technician to come to his or her residence to install equipment, that customer can expect to be online within 3 to 5 business days from the date they contact the company.

DBC prides itself on providing its customers with reliable broadband services. Traditionally, our current subscribers have enjoyed system availability in excess of 99%. However, it should be noted that the residential service proposed in this application is provided on a best-efforts basis.

DBC has a fully-operational, world class Network Operations Center (NOC) located in Ashburn, VA that is staffed by trained customer service and technical personnel 24 hours a day, seven days a week. The NOC is constantly monitoring all DBC networks in an attempt to proactively resolve issues before they affect our customers. However, in the event that a customer does have an issue, the NOC is frequently able to diagnose and resolve the issue remotely from our NOC getting the customer back online in a matter of hours.

All DBC customers are provided access to DigitalBridge's Terms and Conditions which clearly states DBC's operating policies and procedures.