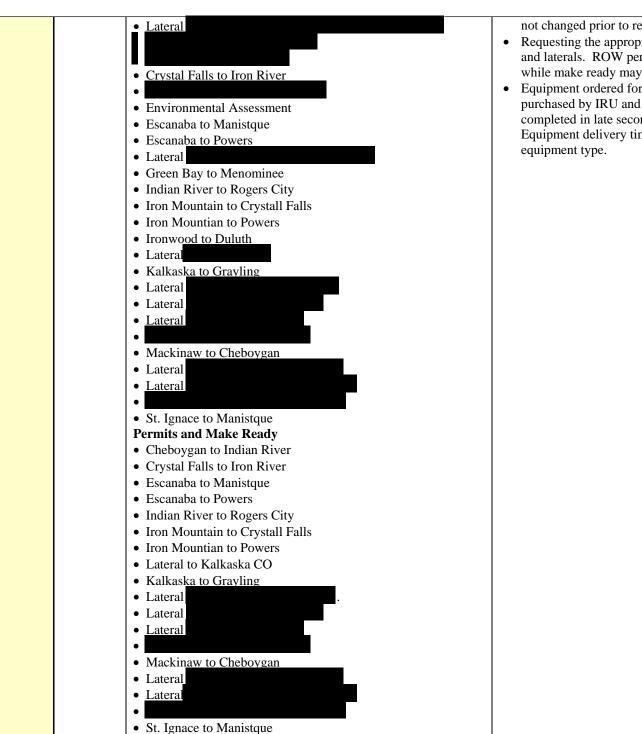
#### PROJECT PLAN

- 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.)
- Indicated 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) inside plant deployment; e) outside plan deployment; f) deployment of business & operational support systems; g) network testing; f) network 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.

Time Period	Quarter	Milestones	Support for Reasonableness/Data Points
Year 0	-	<ul> <li>Environmental Assessment</li> <li>Engineering RFP</li> <li>Engineering Start</li> <li>Engineering Completion</li> <li>Fiber Construction Contractor RFP</li> <li>Hut Installation Contractor RFP</li> <li>Hut RFP</li> <li>Equipment RFP</li> <li>Construction material RFP</li> <li>Select final property sites for telecommunications hut</li> </ul>	<ul> <li>Environmental Assessment will need to be completed prior to construction starts.</li> <li>Negotiate best pricing for over all engineering of project.</li> <li>Start and complete over all engineering prior to the spring construction season 2011.</li> <li>Negotiate best pricing for construction</li> <li>Negotiate the best pricing for telecommunications hut installation</li> <li>Negotiate best pricing for equipment</li> </ul>
Year 1	Qtr. 1	Construction Selection Equipment Selection Material Selection Select Hut installation contractor Select Hut manufacturer Hut Property Negotiation Final Engineering Start Purchase IRU Purchase IRU	<ul> <li>Fiber construction company selection and work assignment for year 1 of project.</li> <li>Order construction material for first and second quarter construction.</li> <li>Equipment selection and delivery agreement with equipment vendors.</li> <li>Property negotiations will take 30 to 90 days to complete to purchase one acre lots commercial lots. Must be completed by the mid second quarter of first year.</li> <li>Final engineering to verify that the route conditions have</li> </ul>



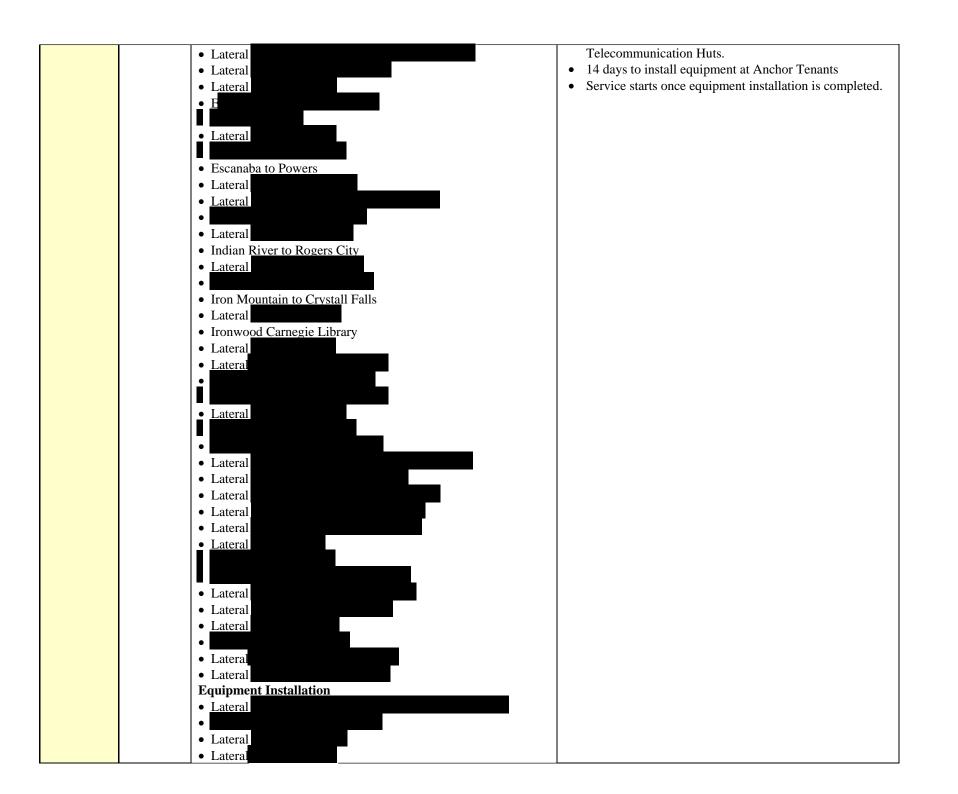
not changed prior to requesting permits.

- Requesting the appropriate permits for the listed routes and laterals. ROW permits take up to 80 days to secure while make ready may take up to 120 days to complete.
- Equipment ordered for sites connected by the fiber purchased by IRU and for segments scheduled to be completed in late second quarter and early third quarter. Equipment delivery time will vary by vendor and

Qtr. 2	Close purchase of property for hut sites Final Engineering Start Lateral Beaver Creek Township Library Lateral Crawford County Library Crawford County Library Crawford-AuSable Schools Lateral Lateral Lateral Lateral Lateral Lateral Lateral Lateral Lateral Houghton to Calumet Lateral Lateral Lateral Iron Mountain Hut Installation Lateral Ironwood Ironwood to Watersmeet Lincoln to Alpena Manistique Area Schools/Library Lateral to Manistique CO Manistique Tribal Health Center Lateral Lateral Lateral Lateral Lateral Lateral Lateral Lateral to Manistique CO Manistique Tribal Health Center Lateral Lateral Coscoda to Lincoln Lateral	<ul> <li>Normally takes 30 to 90 days to close purchase of property.</li> <li>Final engineering to verify that the route conditions have not changed prior to requesting permits.</li> <li>Requesting the appropriate permits for the listed routes and laterals. ROW permits take up to 45 days to secure while make ready may take up to 120 days to complete.</li> <li>Segment testing and equipment installation</li> <li>Order equipment for remaining hardware to be installed in third and fourth quarter.</li> <li>Building permits for installation of huts 30 to 45 days.</li> <li>Clearing and prepping hut property</li> <li>Order construction material for first and second quarter construction.</li> </ul>



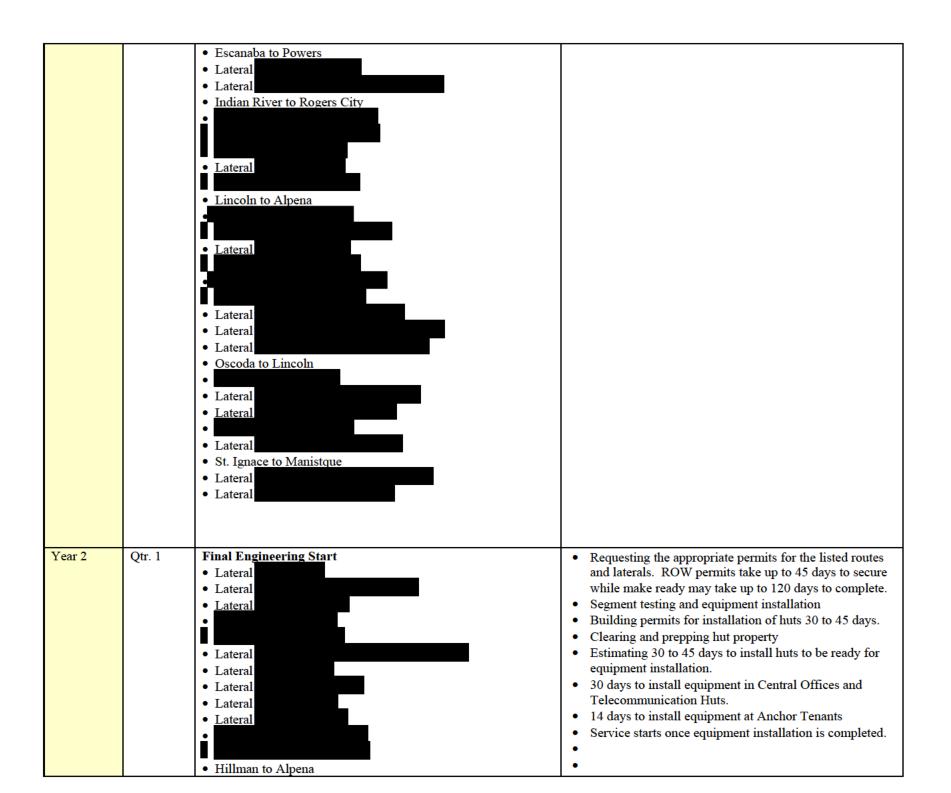
	<ul> <li>Lateral</li> <li>Lateral to</li> <li>Lateral to</li> <li>Lateral to</li> <li>Lateral</li> <li>Oscoda to Lincoln</li> <li>Lateral</li> <li>Oscoda to Lincoln</li> <li>Lateral</li> <li>Construction Start</li> <li>Cheboygan to Indian River</li> <li>Crystal Falls to Iron River</li> <li>Escanaba to Manistque</li> <li>Iron Mountian to Powers</li> <li>Kalkaska to Grayling</li> <li>Lateral</li> <li>Lateral</li> <li>Mackinaw to Cheboygan</li> <li>St. Ignace to Manistque</li> <li>Houghton</li> <li>Marquette</li> <li>Sault St. Marie</li> </ul>	
Qtr. 3	Permits and Make Ready         • Ironwood to Watersmeet         • Watersmeet to Houghton         • Watersmeet to Iron River         Construction Start         • Lateral         • Lateral         • Lateral         • Lateral	<ul> <li>Requesting the appropriate permits for the listed routes and laterals. ROW permits take up to 45 days to secure while make ready may take up to 120 days to complete.</li> <li>Segment testing and equipment installation</li> <li>Building permits for installation of huts 30 to 45 days.</li> <li>Clearing and prepping hut property</li> <li>Estimating 30 to 45 days to install huts to be ready for equipment installation.</li> <li>30 days to install equipment in Central Offices and</li> </ul>



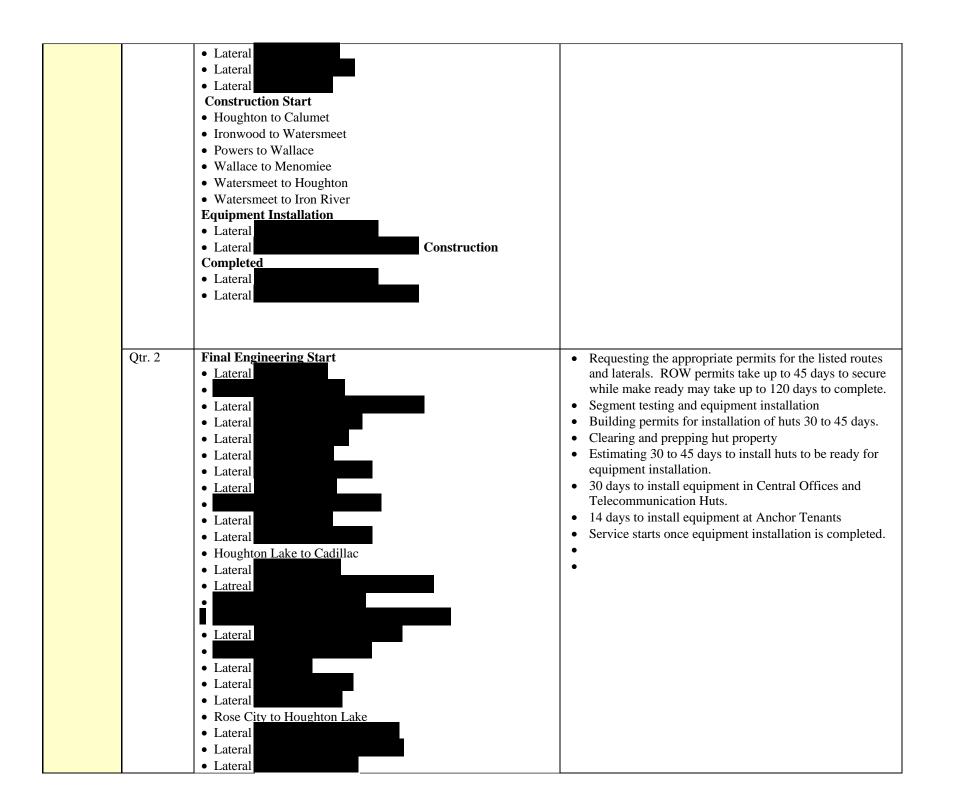


Qtr. 4	Final Engineering Start		• Requesting the appropriate permits for the listed routes
Qu. I	Lateral		and laterals. ROW permits take up to 45 days to secure
	<ul> <li>Big Rapids to Grand Rapids</li> </ul>		while make ready may take up to 120 days to secure
	<ul> <li>Big Rapids to Le Roy</li> </ul>		<ul> <li>Segment testing and equipment installation</li> </ul>
	Lateral		<ul> <li>Building permits for installation of huts 30 to 45 days.</li> </ul>
	• Le Roy to Cadillac		<ul> <li>Clearing and prepping hut property</li> </ul>
	Le Roy to Luther		<ul> <li>Estimating 30 to 45 days to install huts to be ready for</li> </ul>
			equipment installation.
			<ul> <li>30 days to install equipment in Central Offices and</li> </ul>
			Telecommunication Huts.
	Mio to Grayling		<ul> <li>14 days to install equipment at Anchor Tenants</li> </ul>
	Oscoda to Rose City		
	Powers to Wallace		• Service starts once equipment installation is completed.
	Rose City to Mio		•
	• Lateral		
	Wallace to Menomiee		
	Permits and Make Ready		
	• Lateral		
	• Lateral		
	• Le Roy to Luther		
	Mio to Grayling		
	Oscoda to Rose City		
	Powers to Wallace		
	Rose City to Mio		
	• Lateral		
	• Wallace to Menomiee		
	Construction Start		
	• Lateral		
	• Lateral		
	Green Bay to Menominee		
	• Ironwood to Duluth		
	• Lincoln to Alpena		
	• Lateral		
	<ul><li>Lateral</li><li>Oscoda to Lincoln</li></ul>		
	Lateral		
	Lateral	Equipment	
	Installation	Equipment	
	Lateral		
	- Luciu		



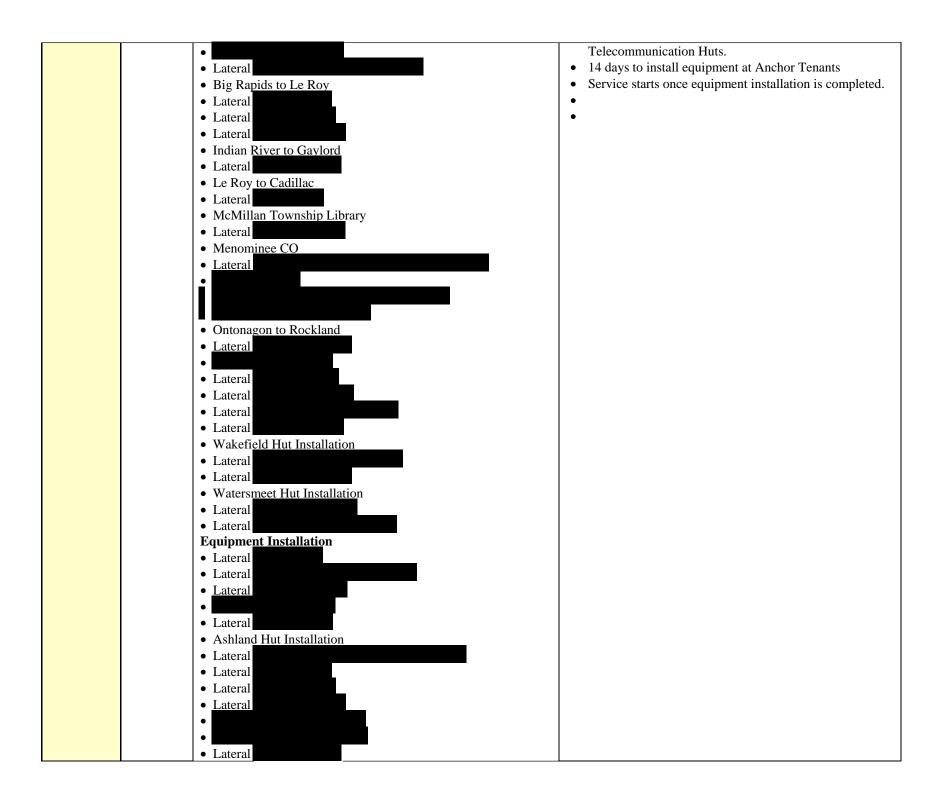




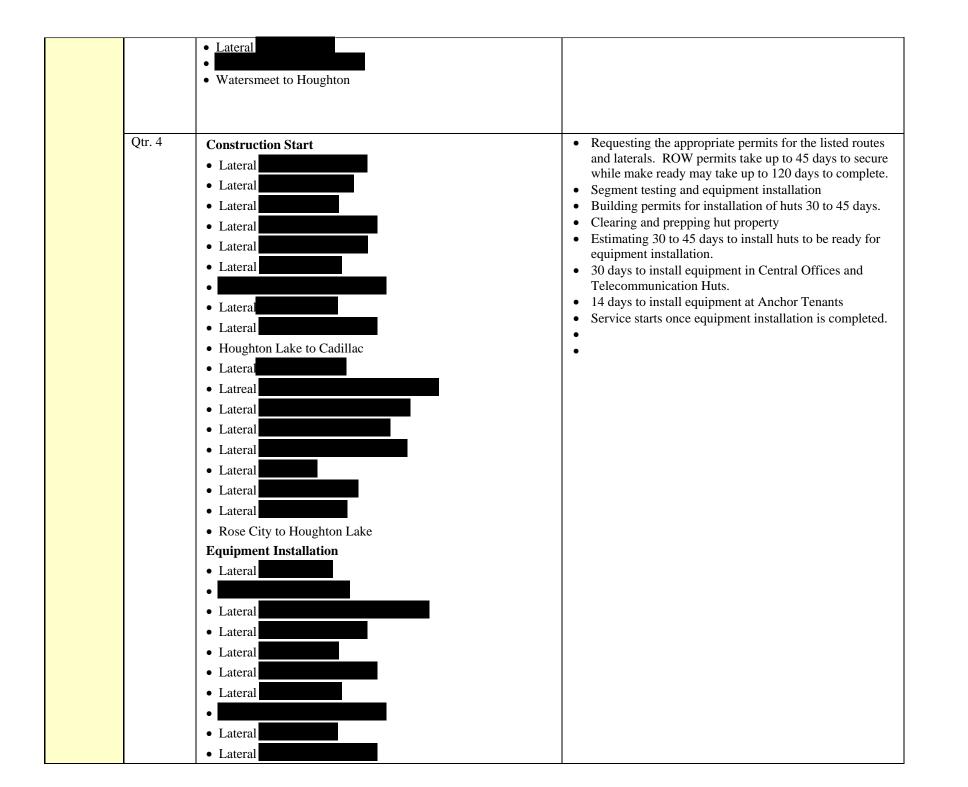


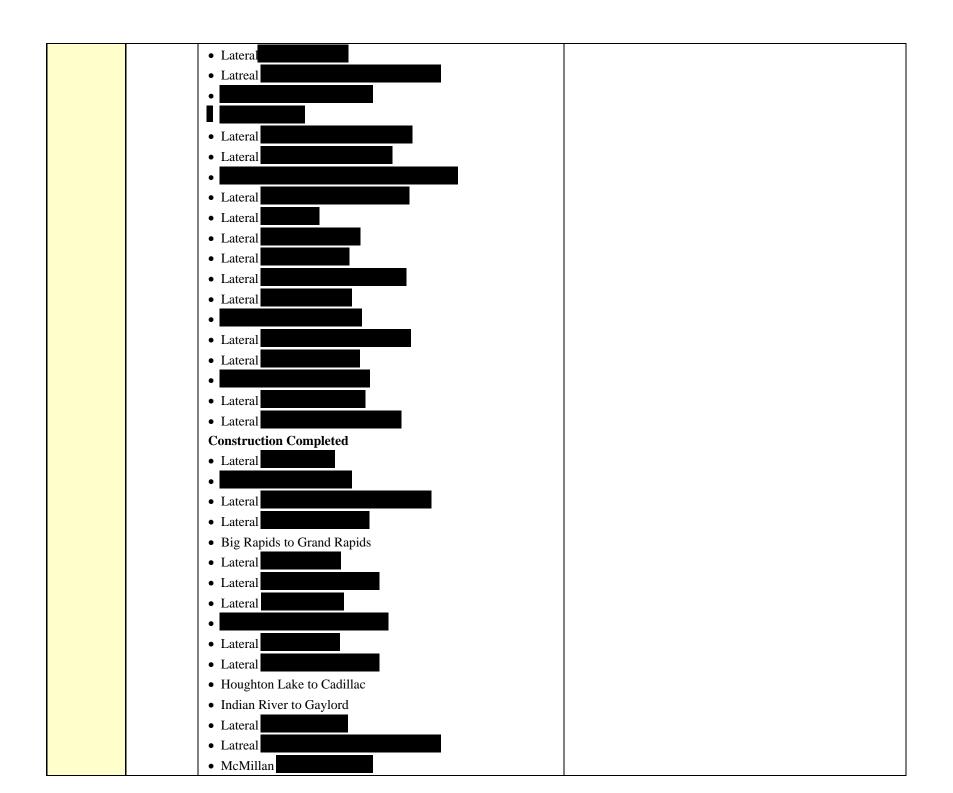


	<ul> <li>Big Rapids to Grand Rapids</li> <li>Lateral</li> <li>Hillman to Alpena</li> <li>Le Roy to Luther</li> <li>Mio to Grayling</li> <li>Lateral</li> <li>Oscoda to Rose City</li> <li>Rogers City to Hillman</li> <li>Rose City to Mio</li> <li>Lateral</li> <li>Lateral</li> <li>Equipment Installation</li> <li>Lateral</li> <li>Marinette Hut Installation</li> <li>Lateral</li> <li>Construction Completed</li> <li>Lateral</li> <li>Green Bay to Menominee</li> <li>Houghton to Calumet</li> <li>Ironwood to Duluth</li> <li>Le Roy to Luther</li> <li>Marinette Hut Installation</li> <li>Lateral</li> <li>Green Bay to Menominee</li> <li>Houghton to Calumet</li> <li>Ironwood to Duluth</li> <li>Le Roy to Luther</li> <li>Marinette Hut Installation</li> <li>Lateral</li> <li>Oscoda to Rose City</li> <li>Powers to Wallace</li> <li>Lateral</li> <li>Wallace to Menomiee</li> <li>Wallace to Iron River</li> </ul>	
Qtr. 3	Permits and Make Ready         • Lateral	<ul> <li>Requesting the appropriate permits for the listed routes and laterals. ROW permits take up to 45 days to secure while make ready may take up to 120 days to complete.</li> <li>Segment testing and equipment installation</li> <li>Building permits for installation of huts 30 to 45 days.</li> <li>Clearing and prepping hut property</li> <li>Estimating 30 to 45 days to install huts to be ready for equipment installation.</li> <li>30 days to install equipment in Central Offices and</li> </ul>









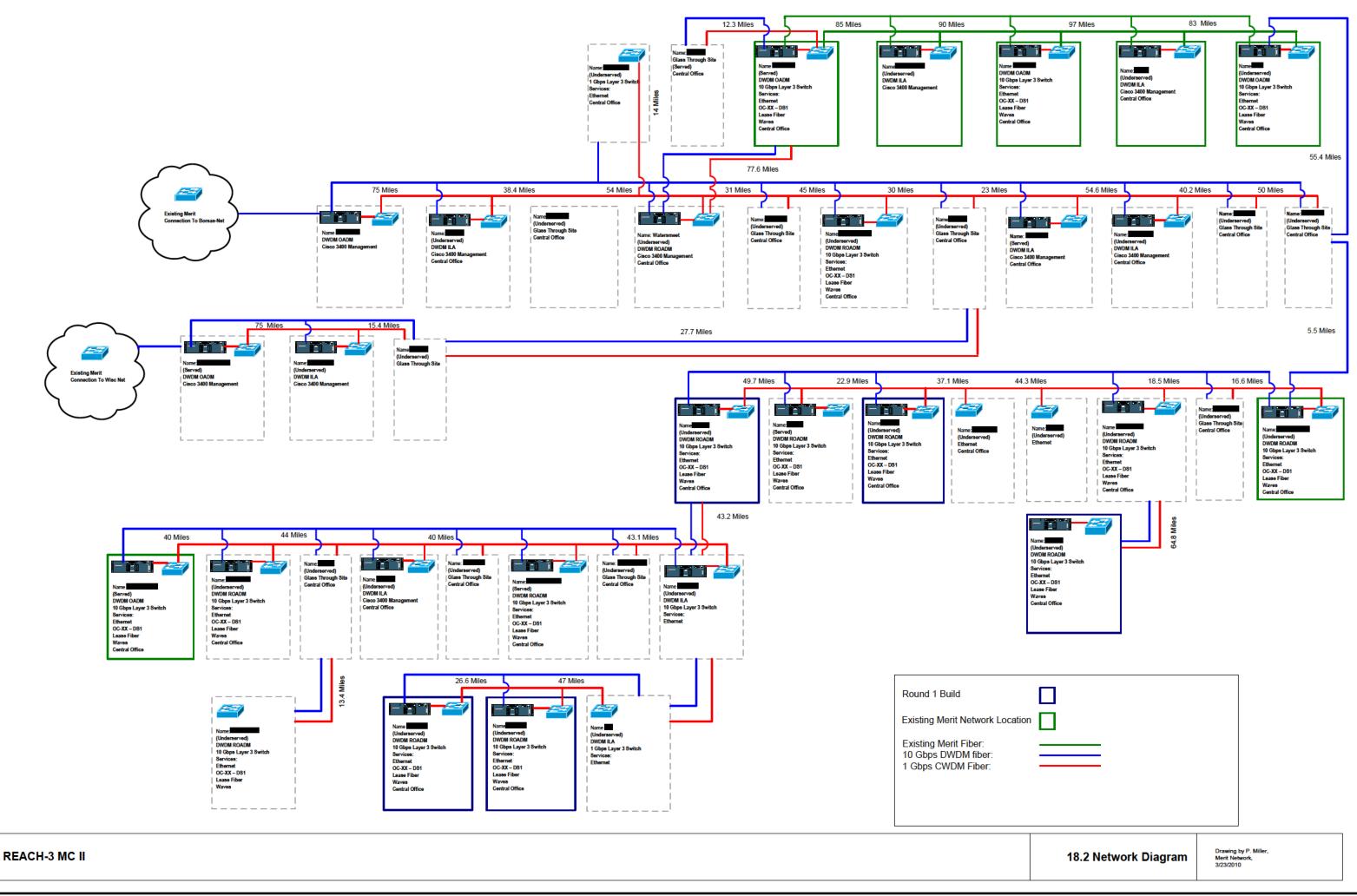
	<ul> <li>Lateral</li> <li>Lateral</li> <li>Lateral</li> <li>Lateral</li> <li>Lateral</li> <li>Lateral</li> <li>Rose City</li> <li>Lateral</li> </ul>	
Qtr. 1 Qtr. 2	<ul> <li>Equipment Installation</li> <li>Construction Completed</li> <li>Lateral</li> <li>Lateral</li> <li>Project Completion</li> </ul>	<ul> <li>Requesting the appropriate permits for the listed routes and laterals. ROW permits take up to 45 days to secure while make ready may take up to 120 days to complete.</li> <li>Segment testing and equipment installation</li> <li>Building permits for installation of huts 30 to 45 days.</li> <li>Clearing and prepping hut property</li> <li>Estimating 30 to 45 days to install huts to be ready for equipment installation.</li> <li>30 days to install equipment in Central Offices and Telecommunication Huts.</li> <li>14 days to install equipment at Anchor Tenants</li> <li>Service starts once equipment installation is completed.</li> <li>Final documentation including make ready documentation and compliance documentation to</li> </ul>
Qtr. 3	List all relevant milestones	complete the project.

Qtr. 4	• List all relevant milestones	•

#### **BUILD-OUT TIMELINE**

Complete the following schedule for *each* Last Mile or Middle Mile Service Area to note the degree of build-out, based on: a) infrastructure funds awarded; b) entities passed (households, businesses, and community anchor institutions.). <u>In addition, please</u> complete a schedule that aggregates the build-out timeline across all of the Proposed Funded Service Area.

Service Area	REACE	H-3MC II												
			Y	EAR 1			YE	AR 2		YEAR 3				
	YEA R 0	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)	\$97.9K	\$5.213M	\$11.682M	\$11.974M	\$11.445M	\$4.275M	\$8.967M	\$8.798M	\$5.071M	\$2.02M	\$96K	0	0	
Percentage of Total Funds	0.2	7.5	16.8	17.1	16.4	6.1	12.9	12.6	7.3	2.9	0.2	0	0	
Entities Passed & %														
Households	0	0	8,673	68,312	11,287	12,818	283,352	61,724	261,962	23,109	0	0	0	
Percentage of Total Households	0	0	1.2	9.3	1.5	1.8	38.7	8.4	35.8	3.2	0	0	0	
Businesses	0	0	723	4,811	593	883	20,304	2,830	18,861	656	0	0	0	
Percentage of Total Businesses	0	0	1.5	9.7	1.2	1.8	40.9	5.7	38.0	1.3	0	0	0	
Community Anchor Institutions	0	0	23	152	30	40	308	54	129	23	0	0	0	
Percentage of Total Institutions	0	0	3.0	20.0	4.0	5.3	40.6	7.1	17.0	3.0	0	0	0	



Financial Report June 30, 2009

# Contents

Report Letter	1
Financial Statements	
Balance Sheet	2
Statement of Activities and Changes in Net Assets	3
Statement of Functional Expenses	4
Statement of Cash Flows	5
Notes to Financial Statements	6-11



Plante & Moran, PLLC Suite 300 750 Trade Centre Vay Portage, MI 49002 Tet: 269.567.4500 Fax: 269.587.4501 plantemoran.com

Independent Auditor's Report

To the Board of Directors Merit Network, Inc.

We have audited the accompanying balance sheet of Merit Network, Inc. (the "Organization") as of June 30, 2009 and 2008 and the related statements of activities and changes in net assets, functional expenses, and cash flows for the years then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Merit Network, Inc. at June 30, 2009 and 2008 and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Alante 1 Moran, PLLC

November 16, 2009



# **Balance Sheet**

	June 30, 2009			une 30, 2008
Assets				
Cash and cash equivalents Accounts receivable (Note 2) Prepaid expenses and other:	\$	5,239,445 713,361	\$	5,305,736 562,165
Prepaid expenses Bond financing fees - Net of amortization of \$50,605 in		332,989		400,745
2009 and \$40,484 in 2008 Property and equipment - Net (Note 3)		101,203 8,886,916		111,324 8,219,532
Software licenses - Net		467,294		
Total assets	\$	15,741,208	\$	14,599,502
Liabilities and Net Assets				
Liabilities				
Accounts payable	\$	420,525	\$	378,048
Accrued liabilities and other:				
Accrued wages and other liabilities		517,226		480,640
Deferred revenue		1,051,148		824,467
Debt (Note 4)	<del></del>	3,797,933		4,524,551
Total liabilities		5,786,832		6,207,706
Net Assets				
Unrestricted		9,954,376		8,391,453
Temporarily restricted net assets				343
Total net assets		9,954,376		8,391,796
Total liabilities and net assets	\$	15,741,208	\$	14,599,502

# **Statement of Activities and Changes in Net Assets**

	Year Ended													
	·		Ju	ne 30, 2009				June 30, 2008						
			٦	emporarily	orarily				T	emporarily				
	U	Inrestricted		Restricted		Total		Inrestricted		Restricted		Total		
Revenue and Support														
Grant revenue	\$	616,946	\$	-	\$	616,946	\$	140,359	\$	-	\$	140,359		
Membership fees		6,348,520		-		6,348,520		6,348,519		-		6,348,519		
MichNet affiliate and service fees		6,618,567		-		6,618,567		6,266,162		-		6,266,162		
Global routing and operations		607,647		-		607,647		455,885		-		455,885		
NANOG fees		881,052		-		881,052		972,798		-		972,798		
Other service revenue		997,429				997,429		757,625		-		757,625		
Merit email services		489,550		-		489,550		~		-		-		
Interest income		82,153		-		82,153		293,949		13,662		307,611		
Miscellaneous income		650			·	650				-	<u></u>			
Total revenue and support		16,642,514		-		16,642,514		15,235,297		13,662		15,248,959		
Net Assets Released from Restrictions	·····	343		(343)				161,807		(161,807)		<u>+</u>		
Total revenue, support, and net assets released from														
restrictions		16,642,857		(343)		16,642,514		15,397,104		(148,145)		15,248,959		
Expenses														
Program services		13,045,902		-		13,045,902		12,142,196		-		12,142,196		
Management and general		2,034,032		_		2,034,032		1,696,537		-		I,696,537		
Total expenses	····	15,079,934		<u> </u>	_	15,079,934		13,838,733	,	_		13,838,733		
Increase (Decrease) in Net Assets		1,562,923		(343)		1,562,580		1,558,371		(148,145)		1,410,226		
Net Assets - Beginning of year	<u></u>	8,391,453		343		8,391,796		6,833,082		148,488		6,981,570		
Net Assets - End of year	\$	9,954,376	\$	-	\$	9,954,376	\$	8,391,453	\$	343	\$	8,391,796		

3

	Year Ended June 30, 2009					
		Program Services		1anagement nd General		Total
Salaries, wages, and fringe benefits	\$	5,530,737	\$	592,560	\$	6,123,297
Data circuits		4,323,776		-		4,323,776
Office phones		33,729		3,336		37,065
Materials and services		528,356		16,341		544,697
Travel and professional development		192,137		-		192,137
Host agreement fees		-		75,432		75,432
Other expenses		1,149,482		10,883		1,160,365
Rental expense		-		856,755		856,755
Interest expense		-		155,788		155,788
Amortization of bond fees		-		10,121		10,121
Depreciation and amortization		1,287,685		311,803		1,599,488
Bad debt		-		1,013		1,013
Total functional expenses	\$	13,045,902	\$	2,034,032	\$	15,079,934

# **Statement of Functional Expenses**

	Year Ended June 30, 2008				
		Program Services		lanagement nd General	 Total
Salaries, wages, and fringe benefits	\$	4,710,087	\$	486,190	\$ 5,196,277
Data circuits		4,511,947		-	4,511,947
Office phones		37,433		3,864	41,297
NOC		482,127		-	482,127
Materials and services		582,482		18,015	600,497
Travel and professional development		207,710		-	207,710
Host agreement fees		-		74,390	74,390
Other expenses		487,467		9,948	497,415
Rental expense		-		688,007	688,007
Interest expense		-		184,866	184,866
Amortization of bond fees		-		10,121	10,121
Depreciation and amortization		1,122,943		221,136	 1,344,079
Total functional expenses	\$	12,142,196	\$	1,696,537	\$ 13,838,733

## **Statement of Cash Flows**

		Year	End	ed
	յլ	ine 30, 2009	Ju	une 30, 2008
Cash Flows from Operating Activities				
Increase in net assets	\$	1,562,580	\$	1,410,226
Adjustments to reconcile increase in net assets to net cash				, ,
from operating activities:				
Depreciation		1,477,677		1,344,079
Amortization of intangible assets		121,811		-
Amortization of debt costs		10,121		10,121
Changes in operating assets and liabilities that provided				
(used) cash: Accounts receivable				(122.050)
Prepaid expenses		(151,196)		(133,850)
Accounts payable		67,756		(194,148)
Accounts payable Accrued wages and other liabilities		42,477		(313,752)
Deferred revenue		36,586		100,177
Deletted revenue		226,681		(29,839)
Net cash provided by operating activities		3,394,493		2,193,014
Cash Flows from Investing Activities				
Purchase of property and equipment		(2,113,393)		(2,672,861)
Purchases of software licenses.		(589,105)		<u> </u>
Net cash used in investing activities		(2,702,498)		(2,672,861)
Cash Flows from Financing Activities				
Proceeds from debt		722,551		-
Payments on debt		(1,480,837)		(2,035,701)
Net cash used in financing activities		(758,286)		(2,035,701)
Net Decrease in Cash and Cash Equivalents		(66,291)		(2,515,548)
Cash and Cash Equivalents - Beginning of year		5,305,736		7,821,284
Cash and Cash Equivalents - End of year	\$	5,239,445	\$	5,305,736
Supplemental Disclosure of Cash Flow Information - Cash paid for interest	\$	155,788	\$	184,866

### Note I - Nature of Business and Significant Accounting Policies

**Nature of Organization** - Merit Network, Inc. (the "Organization") is a not-for-profit organization serving more than one million people within Michigan. The Organization's mission is to develop and promote advanced Internet services for research and education. The Organization's network connects universities, community colleges, K-12 schools, libraries, state agencies, and cultural organizations.

**Method of Accounting and Basis of Presentation** - The accompanying financial statements of the Organization have been prepared on the accrual basis of accounting. The Organization's significant accounting policies are presented below.

**Revenue Recognition** - Merit Network, Inc.'s main source of funding comes from the membership fees of the 12 governing member universities as well as service fees from other member organizations. Governing members include Central Michigan University, Eastern Michigan University, Ferris State University, Grand Valley State University, Lake Superior State University, Michigan State University, Michigan Tech, Northern Michigan University, and Western Michigan University. Merit Network, Inc. reports this funding as unrestricted support.

Merit Network, Inc. also receives grants related to certain projects. These grants are exchange-type grants, therefore revenue is recognized as services are provided.

Deferred revenue represents unused portions of Internet service agreements, which will be recognized in subsequent years as services are rendered.

**Equipment** - Purchased equipment is stated at cost. Depreciation is provided on a straight-line basis over the estimated useful lives of the assets. The assets of the Organization are estimated to have useful lives of 3, 6, and 20 years.

**Intangible Assets** - Intangible assets consist of \$589,105 software licenses. These costs are being amortized on a straight-line basis over the term of the licenses. Amortization expense and accumulated amortization was \$121,811 for 2009.

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from these estimates.

**Hosting Agreement with University of Michigan** - Merit Network, Inc. has a hosting agreement with the University of Michigan (the "University"), in which the University will provide general and administrative services such as billing, collections, accounts payable, and payroll services to the Organization for an annual fee. As part of this agreement, the University will assign employees and provide facilities and other support to the Organization as necessary to perform operating activities.

### Note I - Nature of Business and Significant Accounting Policies (Continued)

Employees are covered under the University's retirement plan and Merit Network, Inc. is charged 10 percent of the employees' annual salary to fund the plan. If the hosting agreement were to terminate, the University would negotiate in good faith a settlement covering net retirement costs. The settlement would determine a schedule of payments to cover the anticipated future costs of retirement benefits that the University will pay to staff who retire from University employment while working at Merit Network, Inc. At June 30, 2009, there are no plans to terminate the agreement and it is not feasible to estimate what the future retirement costs would be.

**Cash Equivalents** - Merit Network, Inc.'s cash is held at the University and is commingled with other University cash. The Organization has unlimited access to this cash and, therefore, considers the balance as cash and cash equivalents.

**Accounts Receivable** - The Organization's accounts receivable are stated at the net invoice amount. Management reviews accounts receivable balances greater than 90 days from invoice date and, based on an assessment of current creditworthiness, estimates the portion, if any, of the balance that will not be collected as well as a general valuation allowance for those accounts based on historical experience. All accounts or portions thereof deemed to be uncollectible are written off to the allowance for bad debts.

**Tax Status** - Merit Network, Inc. is a nonprofit tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and is exempt from income taxes.

**Functional Allocation of Expenses** - The cost of providing the various programs and other activities has been summarized on a functional basis in the statement of activities and changes in net assets. Accordingly, certain costs have been allocated among the programs and support services benefited. The basis used is considered appropriate; however, other methods could be used that would produce different results.

**Net Assets** - For financial statement purposes, the Organization distinguishes between unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. The Organization reports net assets that are not subject to imposed stipulations as unrestricted net assets. Net assets subject to stipulations that may or will be met by actions of the Organization and/or the passage of time are recorded as temporarily restricted net assets. Temporarily restricted net assets at June 30, 2009 was zero. Temporarily restricted net assets at June 30, 2008 totaled \$343, that was restricted for the purchase of fiber optic lines.

**Subsequent Events** - The financial statements and related disclosures include evaluation of events up through and including November 16, 2009, which is the date the financial statements were available to be issued.

#### Note I - Nature of Business and Significant Accounting Policies (Continued)

**Reclassification** - Certain reclassifications were made to amounts in the 2008 financial statements conform to the classifications used in 2009. The reclassifications did not impact the overall change in net assets for 2008.

#### Note 2 - Accounts Receivable

The details of accounts receivable are as follows:

	 2009	 2008
Accounts receivable	\$ 550,650	\$ 560,429
Due from member organizations	162,711	5,911
Less allowance for doubtful accounts	 	 (4,175)
Total	\$ 713,361	\$ 562,165

#### Note 3 - Property and Equipment

The cost of property and equipment is summarized as follows:

	2009	2008
Office equipment	\$ I,263,420	\$ I,104,329
Capital lease equipment	1,924,814	1,893,146
Field equipment	5,850,571	8,675,524
Field equipment - Fiber optic lines	6,037,692	5,214,345
Leasehold improvement	735,365	735,365
Total cost	15,811,862	17,622,709
Accumulated depreciation	(6,924,946)	(9,403,177)
Net carrying amount	\$ 8,886,916	\$ 8,219,532

Depreciation for capital lease equipment was \$375,785 for 2009 and \$373,610 for 2008. Total depreciation expense was \$1,477,677 for 2009 and \$1,344,079 for 2008.

#### Note 4 - Debt

The following is a summary of debt at June 30:

	2009	2008
Note payable to Michigan Information Techology Center (MITC), a related party, in annual installments of \$82,000 through 2010. There is no interest on this note	\$ 64,746	\$ 239,167
Capital lease at 3.336 percent with Cisco Systems, due in annual installments ranging from \$90,224 to \$183,547, including interest, through 2011. The note is collateralized by the equipment	171,800	343,863
Michigan Strategic Fund Limited Obligation Revenue Bonds Series 2005 in the amount of \$4,204,000, which have an original maturity date of March I, 2012. The bonds bear interest at 3.87 percent annually. Annual principal payments began in 2007, ranging from \$533,474 to \$926,120, and are due on the first day of each month. The bonds are collateralized by all equipment and assets of the Organization	2,412,305	3,227,871
Capital lease at 2.035 percent with Steelcase Financial Services, Inc., due in monthly installments of \$8,135, including interest, through 2010. The note is collateralized by the equipment	47,672	137,391
Note payable at 6.86 percent with United Bank & Trust - Washtenaw, due in monthly installments of \$8,719, including interest, through 2013. The note is collateralized by the equipment	336,027	414,646
Note payable at 6.95 percent with United Bank & Trust - Washtenaw, due in monthly installments of \$6,962, including interest, through 2010. The note is collateralized by the equipment	86,947	161,613
Capital lease at 8.15 percent with Key Group, due in monthly installments of \$1,074, including interest, through 2012. The note is collateralized by the equipment	31,018	-

#### Note 4 - Debt (Continued)

	 2009	 2008
Note payable at 1.5 percent over prime rate (5.00 percent at June 30, 2009) with United Bank & Trust - Washtenaw in the amount of \$722,551, due in monthly installments of \$21,674, including interest, through 2012. The note is collateralized by the equipment	\$ 647,418	\$ 
Total	\$ 3,797,933	\$ 4,524,551

The debt service requirements of the long-term debt based on the terms of the bonds and notes payable for the succeeding years are as follows:

Years Ending June 30		 Principal		Interest
2010		\$ I,595,690	\$	133,295
2011		1,327,372		73,533
2012		809,701		19,289
2013		 65,170		1,629
-	Total	\$ 3,797,933	<u>\$</u>	227,746

#### **Note 5 - Related Party Transactions**

The Organization receives revenue and purchases services from various organizations that are members of the board of directors. Following is a summary of transactions and balances with member organizations:

	 2009	 2008
Revenue from member organizations Due from member organizations (included in accounts	\$ 7,659,216	\$ 6,652,444
receivable)	162,711	7,163
Services purchased from member organizations	702,166	1,122,765

In addition to transactions with member organizations, Merit Network, Inc. has a note payable of \$57,912 and \$232,333 due to MITC, a related party, as of June 30, 2009 and 2008, respectively.

Merit Network, Inc. also has a rental agreement for office space with MITC. Rental payments made to MITC totaled \$825,011 and \$702,434 for the years ended June 30, 2009 and 2008, respectively.

#### Note 5 - Related Party Transactions (Continued)

Future rental obligations related to this agreement are as follows:

2010	\$ 617,834
2011	636,369
2012	636,369
2013	636,369
2014	655,460
2015-2019	3,336,293
2020 and thereafter	 1,043,067
Total	\$ 7,561,761
2013 2014 2015-2019 2020 and thereafter	\$ 636,369 655,460 3,336,293 1,043,067

#### Note 6 - Operating Leases

The Organization leases various circuits and telecommunication lines under operating leases that include provisions for ongoing maintenance expiring at various dates through June 2030. The following is a schedule of future minimum rental payments for the years ending June 30:

2010	\$ 1,878,853
2011	1,367,824
2012	717,292
2013	586,643
2014	409,826
2015 and thereafter	5,185,503
Total	\$ 10,145,941

Total rent expense on these leases for 2009 and 2008 was \$2,179,644 and \$2,902,130, respectively.

#### Note 7 - Cash Flows

During the year ended June 30, 2009, Merit Network, Inc. entered into a capital lease resulting in a noncash transaction in the amount of \$31,668.

KEPS TECHNOLOGIES, INC. (D/B/A ACD.NET) REVIEWED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2008 AND 2007

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Boardman River Communications Compiled Financial Statements Income Tax Basis December 31, 2009

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CCI SYSTEMS, INC. (Formerly operated as Cable Constructors, Inc.)

April 30, 2009 and 2008

### OTHER

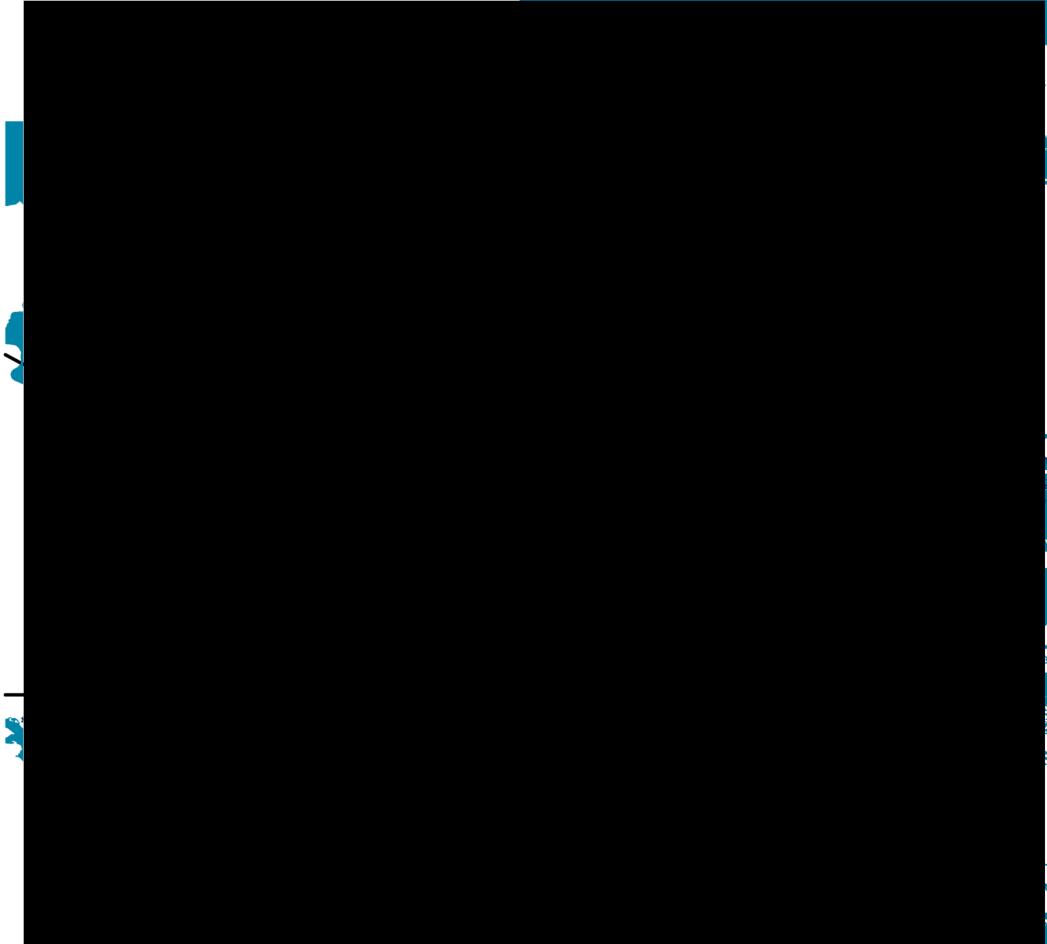
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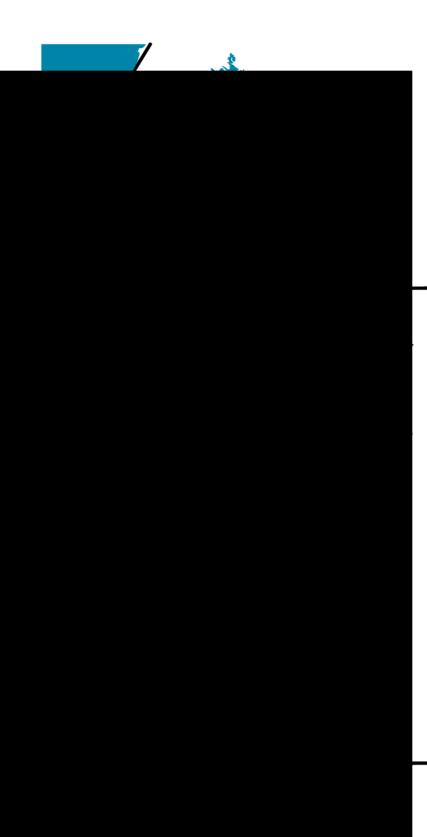


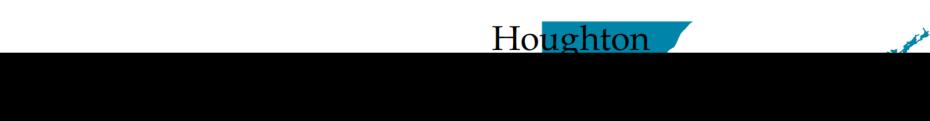
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