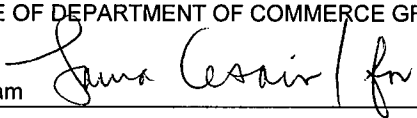


FORM CD-450 (REV 10/98)		U.S. DEPARTMENT OF COMMERCE		X GRANT		COOPERATIVE AGREEMENT	
FINANCIAL ASSISTANCE AWARD				ACCOUNTING CODE			
				** See Attached**			
RECIPIENT NAME OSHEAN Inc.				AWARD NUMBER 44-42-B10011			
STREET ADDRESS 6946 Post Road, Suite 402				FEDERAL SHARE OF COST \$1,245,500.00			
CITY, STATE ZIP North Kingstown, RI 02852				RECIPIENT SHARE OF COST \$354,475.00			
AWARD PERIOD 02/01/2010 - 01/31/2013				TOTAL ESTIMATED COST \$1,599,975.00			
AUTHORITY P.L. 111-5							
CFDA NO. AND PROJECT TITLE: 11.557 American Recovery and Reinvestment Act - PCC - Beacon 2.0 LCC (Library Computer Center)							
<p>This Award approved by the Grants Officer is issued in triplicate and constitutes an obligation of Federal funding. By signing the three documents, the Recipient agrees to comply with the Award provisions checked below and attached. Upon acceptance by the Recipient, two signed Award documents shall be returned to the Grants Officer and the third document shall be retained by the Recipient. If not signed and returned without modification by the Recipient within 30 days of receipt, the Grants Officer may unilaterally terminate this Award.</p>							
<p>X Department of Commerce Financial Assistance Standard Terms and Conditions (March 2008)</p> <p>X Special Award Conditions</p> <p>X Line Item Budget</p> <p>X 15 CFR Part 14, Uniform Administrative Requirements for Grants and Agreements with Institutions of Higher Education, Hospitals, Other Non-Profit, and Commercial Organizations</p> <p>15 CFR Part 24, Uniform Administrative Requirements for Grants and Agreements to State and Local Governments</p> <p>OMB Circular A-21, Cost Principles for Educational Institutions</p> <p>OMB Circular A-87, Cost Principles for State, Local, and Indian Tribal Governments</p> <p>X OMB Circular A-122, Cost Principles for Nonprofit Organizations</p> <p>48 CFR Part 31, Contract Cost Principles and Procedures</p> <p>X OMB Circular A-133, Audits of States, Local Governments, and Non-Profit Organizations</p> <p>X Other(s) * DoC ARRA Award Terms attached.</p>							
SIGNATURE OF DEPARTMENT OF COMMERCE GRANTS OFFICER				TITLE		DATE	
Joyce Brigham 				GRANT OFFICER		16 Feb 2010	
TYPED NAME AND SIGNATURE OF AUTHORIZED RECIPIENT OFFICIAL				TITLE		DATE	

**AMERICAN RECOVERY AND REINVESTMENT ACT
BROADBAND TECHNOLOGY OPPORTUNITIES PROGRAM
SPECIAL AWARD CONDITIONS**

1. This award number 44-42-B10011 to OSHEAN Inc., supports the work described in the OSHEAN Inc. proposal entitled "Public Computer Centers and Sustainable Broadband Adoption," dated August 12, 2009 which is incorporated into the award by reference. Where the terms of the award and proposal differ, the terms of the award shall prevail.

2. **The Recipient's Contact's name, title, address, and telephone number are:**

George Loftus
President and CEO
OSHEAN Inc.
6946 Post Road, Suite 402
North Kingstown, RI 02852
(410) 886-0887

3. **The Program Officer's name, address, and telephone number are:**

Bill Maguire
National Telecommunications and Information Administration
US Department of Commerce
1401 Constitution Ave., NW, Ste. 4897
Washington, DC 20230
Phone: (202) 482-0601; Fax: (202) 501-8009
Email: WMaguire@ntia.doc.gov

4. **The Grants Officer's name, address, and telephone number are:**

Joyce F. Brigham
National Institute of Standards and Technology
Grants and Agreements Management Division
Bldg. 411, Room B-100
100 Bureau Drive, Mail Stop 1650
Gaithersburg, Maryland 20899-1650
Phone: (301) 975-6329; Fax: (301) 926-6458
E-mail: joyce.brigham@nist.gov

5. **The Grant Specialist's name, address, telephone and fax number and email address:**

Jannet Cancino
National Institute of Standards and Technology
Grants and Agreements Management Division
Bldg. 411, Room B-100
100 Bureau Drive, Mail Stop 1650
Gaithersburg, Maryland 20899-1650
Phone: (301) 975-6544; Fax: (301) 840-5976
E-mail: Jannet.cancino@nist.gov

6. **Automated Standard Application for Payments system (ASAP):**

Notwithstanding Section A.02 of the DoC Financial Assistance Standard Terms and Conditions, dated March 2008:

- a. The advanced method of payment shall be authorized unless otherwise specified in a special award condition.
- b. Payments will be made through electronic funds transfers, using the Department of Treasury's Automated Standard Application for Payment (ASAP) system and in accordance with the requirements of the Debt Collection Improvement Act of 1996. **The following information is required when making withdrawals for this award: (1) ASAP account identification (id) = award number found on the cover sheet of this award; (2) Agency Location Code (ALC) = 13060001; and (3) Region Code = 02.** Recipients do not need to submit a "Request for Advance or Reimbursement" (SF-270) for payments relating to this award. **All non-ASAP Recipient Organizations must enroll electronically. The ASAP system no longer accepts paper forms for enrollment. If you are not currently enrolled in the ASAP system you must provide the Federal Awarding Agency with a Point of Contact name, e-mail address, mailing address, telephone number, EIN and DUNS numbers of your organization in order for the Federal Awarding Agency Enrollment Initiator (EI) to begin the on-line enrollment. If you have questions on this requirement please contact the Grant Specialist responsible for this award. If you have questions on the electronic process step-by-step instructions you may contact your responsible Regional Finance Center.**

Advances taken through the ASAP shall be limited to the minimum amounts necessary to meet immediate disbursement needs. Advanced funds not disbursed in a timely manner must be promptly returned, via an ASAP credit, to the account from which the advanced funding was withdrawn. Advances shall be for periods not to exceed 30 days.

- c. This award has the following control or withdrawal limits set in ASAP:

- None
- Agency Review required for all withdrawals (see explanation below)
- Agency review required for all withdrawal requests over \$ _____
(see explanation below)
- Maximum Draw Amount controls (see explanation below)
- \$ _____ each month
- \$ _____ each quarter
- \$ _____ each year

d. Funds that have been withdrawn through ASAP may be returned to ASAP via the Automated Clearing House (ACH) or via FEDWIRE. The ACH or FEDWIRE transaction may only be performed by the Recipient's financial institution. Full or partial payments received by a Payment Requestor/Recipient Organization may be returned to ASAP. All funds returned to the ASAP system will be credited to the ASAP Suspense Account. The Suspense Account allows the Regional Financial Center to monitor returned funds and ensure that they are credited to the correct ASAP account. Returned funds that cannot be identified and classified to an ASAP account will not be accepted and will be returned to the originating depository financial institution (ODFI).

It is essential that the Payment Requestor/Recipient Organization provide its financial institution with ASAP account information (ALC, Recipient ID and Account ID) to which the returned funds are to be credited. Additional detailed information can be found at: <http://www.fms.treas.gov/asap/pay-return2.pdf>

7. Interest

This award is subject to 15 CFR 14.22 requiring recipients of Federal financial assistance to maintain advances of Federal funds in interest bearing accounts. Interest earned on Federal advances deposited in such accounts (with the exception of \$250 per year, which may be retained for administrative expenses) shall be remitted promptly.

The complete address for remitting checks for interest earned on Federal advances is Department of Health and Human Services, Payment Management System, P.O. Box 6021, Rockville, MD 20852. Recipients that do not have electronic remittance capability should send a check to this address.

In keeping with Electronic Funds Transfer rules (31 USC part 206), interest should be remitted to the HHS Payment Management System through an electronic medium such as the FEDWIR Deposit System. Electronic remittances should be in the format and should include any data that are specified by the HHS as being necessary to facilitate direct deposit in HHS' account at the Department of Treasury.

8. Matching Funds

Recipient will provide, from non-Federal sources, not less than 20 percent of the total project cost. Cost share/matching funds can be in the form of either cash or in-kind contributions consistent with the 15 CFR 14.23, 24.3 and 24.24 as applicable. The recipient may be asked to provide supporting documentation upon request from the Grants Officer or NTIA.

9. Department of Commerce Pre-Award Notification Requirements for Grants and Cooperative Agreements

The Department of Commerce Pre-Award Notification Requirements for Grants and Cooperative Agreements are contained in, 73 Fed. Reg. 7696 (February 11, 2008), apply to this notice. On the form SF-424, the applicant's 9-digit Dun and Bradstreet Data Universal Numbering System (DUNS) number must be entered in item 8.c. Organizational DUNS. The DUNS number provided MUST be the DUNS number for the entity within the applying institution that will be responsible for drawing down funds from the Automated Standard Application for Payment System (ASAP). Institutions that provide incorrect DUNS numbers may experience significant delays in receiving funds.

10. Performance (Technical) Reports:

Deviation to the reporting requirements in the Department of Commerce (DoC) Financial Assistance Standard Term and Condition B.01, entitled "Performance (Technical) Report"

The Recipient shall submit performance (technical) reports to the Federal Program Officer at the end of each calendar quarter or portion thereof, and a final report within 90 days of expiration date of this award. In the case of a multi-year project, an annual performance report will be required for each year of the grant award in lieu of the final report. Annual and final reports should incorporate the results and accomplishments of all research conducted during the period specified at the award period. Due dates are:

- April 30 for the calendar quarter ending March 31
- July 30 for the calendar quarter ending June 30
- October 30 for the calendar quarter ending September 30
- January 30 for the calendar quarter ending December 31

Recipients who received awards less than 30 days prior to a reporting period end date shall not submit a Performance (technical) report for the reporting period. Activities made from date of the award through to the end of the following reporting period shall be reported as a part of the next reporting period's submission.

11. FEDERAL FUNDING NOTICE – FY 2009 Broadband Technology Opportunities Program

The Recipient shall comply with the requirements found in the Department of Commerce, National Telecommunications and Information Administration Federal Funding Opportunity Notice and the Department of Commerce, National Telecommunications and Information Administration Federal Register Notice:

- (74 FR 33104), dated July 9, 2009 and found at http://www.ntia.doc.gov/frnotices/2009/FR_BBNOFA_090709.pdf

12. New Federal Financial Report

Deviation to replace the references for the reporting requirements in the Department of Commerce (DoC) Financial Assistance Standard Term and Condition A.01, entitled “Financial Reports,” and Use of Approved OMB Form SF-425 as Authorized Under Uniform Administrative Requirements For Financial Reporting

New Financial Reporting Form (SF-425) - Article A.01 of the Department of Commerce (DoC) Financial Assistance Standard Terms and Conditions dated March 2008 shall apply as revised below:

The references to Financial Reporting Form SF-269 in the DoC Standard Terms & Conditions are hereby replaced with the SF-425, “Federal Financial Report,” as required by OMB (73 FR 61175, October 15, 2008). As authorized under 15 CFR §§ 14.52 and 24.41, the OMB approved SF-425 shall be used in the place of the SF-269 and SF-272 under the uniform administrative requirements and elsewhere under this award where such forms are referenced.

The Recipient shall submit an SF- 425 (Federal Financial Report) on a calendar quarter basis for the periods ending March 31, June 30, September 30, and December 31, or any portion thereof, unless otherwise specified in a Special Award Condition. Reports are due no later than thirty (30) calendar days following the end of each reporting period. A final SF-425 shall be submitted within ninety (90) calendar days after the expiration date of the award.

13. Whistleblower Protection Act Requirements

The Recipient shall comply with the Whistleblower Protection requirements of the American Recovery and Reinvestment Act (Recovery Act), Section 553 of Division A, Title XV, Public Law 111-5 which provides protection for employees of non-federal employers making specified disclosures relating to possible fraud, waste, or abuse of Recovery Act funds. The act requires any non-federal employer receiving Recovery Act funds to post a notice of the rights and remedies provided under the Act. The Recipient shall display a poster at their

job sites. Recipients are reminded that the Office of Inspector General will verify the appropriate place of this poster as part of any field work conducted. Failure to display the poster may result in an audit finding. The poster can be downloaded from the following web site:

<http://www.oig.doc.gov/recovery/whistleblower.html>

14. Baseline Project Plan

Recipients shall submit a baseline project plans and details regarding key outputs and outcomes from their projects with their first quarterly performance (technical) report. Federal Program Officer will provide guidance on the format and content of these baseline plans and details for this one-time data gathering activity.

15. Under-Served and Unserved Service Areas

For infrastructure projects, the recipient certifies that its proposed funded service areas satisfies the definition of “unserved” or “underserved” area as set forth in the NOFA. To the extent that a proposed funded service area is later deemed not to be under-served or unserved, the Grants Officer and NTIA reserve the right to modify the terms and conditions of this award, including available funding, as necessary to ensure compliance with the NOFA.

16. Security Interest in Real Property including Broadband Facilities and Equipment

The recipient shall execute a security interest or other statement of NTIA’s interest in real property including broadband facilities and equipment acquired or improved with Federal funds acceptable to NTIA, which must be perfected and placed on record in accordance with local law. This security interest will provide that, for the estimated useful life of the real property, facilities, or equipment, the recipient will not sell, transfer, convey, or mortgage any interest in the real property including broadband equipment acquired or improved in whole or in part with Federal funds made available under the award, nor shall the recipient use the real property including broadband facilities and equipment and for purposes other than the purposes for which the award was made, without the prior written approval of the Grants Officer. Such approval may be withheld until such time as the recipient first pays to NTIA the Federal share of the real property including broadband facilities and equipment as provided in 15 CFR Part 14. This security interest shall be executed in advance of any sale or lease and not later than closeout of the grant.

17. Sale or Lease of Real Property Purchased with Award Funds

The sale or lease of any portion of the award-funded broadband facilities during their life is prohibited, except as provided herein. The Grants Officer may approve a sale or lease if it is: a. for adequate consideration; b. the purchaser or lessee agrees to fulfill the terms and conditions relating to the project; and c. either: i. the sale or lease is set forth in the original application and is part of the applicant's proposal for funds, or ii. The agencies waive this provision for any sale or lease occurring after the tenth year from the date of issuance of the grant award. The security interest of the Federal Government in the real property must be executed in advance of any sale or lease.

18. Notice of Limited Waiver of Section 1605 (Buy American Requirement) of the American Recovery and Reinvestment Act of 2009 (ARRA)

In accordance with Section 1605 of the Recovery Act, the Secretary of Commerce has granted a limited waiver of the Recovery Act's Buy American requirements with respect to certain broadband equipment that will be used in projects funded under the BTOP. A description of this equipment is included in the notice of waiver published in the Federal Register at 74 FR 31410 (July 1, 2009).

19. Nondiscrimination and Interconnection

The recipient shall comply with the nondiscrimination and network interconnection obligations set forth in section V.C.2.c of the NOFA and in Section 6001(j) of the Recovery Act. Recipients may be asked to provide supporting documentation upon request from the Grants Officer. Failure to comply with this provision of the award may be considered grounds for any or all of the following actions: establishment of an account receivable for affected BTOP award, withholding payments under any and all BTOP awards to the recipient, changing the method of payment from advance to reimbursement only, or the imposition of other special award conditions, suspension of any BTOP active awards, and termination of any BTOP active awards.

20. Accounting System Verification

Release of **Federal** funds will be approved only after the Recipient submits and Grants Officer approves a signed statement from a licensed public accountant, certifying the ability of the recipient's financial management system to appropriately track and account for Federal grants funds and expenditures associated with the funded project. This statement must be received within 60 days of the award start date.

BUDGET INFORMATION - Non-Construction Programs

OMB Approval No. 0348-0044

SECTION A - BUDGET SUMMARY

Grant Program Function or Activity (a)	Catalog of Federal Domestic Assistance Number (b)	Estimated Unobligated Funds		New or Revised Budget		
		Federal (c)	Non-Federal (d)	Federal (e)	Non-Federal (f)	Total (g)
1. Public Computer Cen		\$	\$	\$ 1,245,500.00	\$ 354,475.00	\$ 1,599,975.00
2.						0.00
3.						0.00
4.						0.00
5. Totals		\$ 0.00	\$ 0.00	\$ 1,245,500.00	\$ 354,475.00	\$ 1,599,975.00

SECTION B - BUDGET CATEGORIES

6. Object Class Categories	GRANT PROGRAM, FUNCTION OR ACTIVITY			Total (5)
	(1) Federal	(2) Non-Federal/Match	(3)	
a. Personnel	\$ 160,000.00	\$	\$	\$ 160,000.00
b. Fringe Benefits	30,000.00			30,000.00
c. Travel	10,000.00			10,000.00
d. Equipment	1,045,500.00	354,475.00		1,399,975.00
e. Supplies				0.00
f. Contractual				0.00
g. Construction				0.00
h. Other				0.00
i. Total Direct Charges (sum of 6a-6h)	1,245,500.00	354,475.00	0.00	1,599,975.00
j. Indirect Charges				0.00
k. TOTALS (sum of 6i and 6j)	\$ 1,245,500.00	\$ 354,475.00	\$ 0.00	\$ 1,599,975.00
7. Program Income	\$	\$	\$	\$ 0.00

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SECTION C - NON-FEDERAL RESOURCES					
(a) Grant Program	(b) Applicant	(c) State	(d) Other Sources	(e) TOTALS	
8. Public Computer Centers and Sustainable Broadband Adoption	\$	\$	\$ 354,475.00	\$ 354,475.00	
9.				0.00	
10.				0.00	
11.				0.00	
12. TOTAL (sum of lines 8-11)	\$ 0.00	\$ 0.00	\$ 354,475.00	\$ 354,475.00	
SECTION D - FORECASTED CASH NEEDS					
13. Federal	Total for 1st Year	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
	\$ 1,110,083.00	\$ 418,708.00	\$ 268,834.00	\$ 397,958.00	\$ 24,583.00
14. Non-Federal	354,475.00	354,475.00			
15. TOTAL (sum of lines 13 and 14)	\$ 1,464,558.00	\$ 773,183.00	\$ 268,834.00	\$ 397,958.00	\$ 24,583.00
SECTION E - BUDGET ESTIMATES OF FEDERAL FUNDS NEEDED FOR BALANCE OF THE PROJECT					
(a) Grant Program	FUTURE FUNDING PERIODS (Years)				
	(b) First	(c) Second	(d) Third	(e) Fourth	
16. Public Computer Centers and Sustainable Broadband Adoption	\$ 98,334.00	\$ 37,083.00	\$	\$	
17.					
18.					
19.					
20. TOTAL (sum of lines 16-19)	\$ 98,334.00	\$ 37,083.00	\$ 0.00	\$ 0.00	
SECTION F - OTHER BUDGET INFORMATION					
21. Direct Charges:		22. Indirect Charges:			
23. Remarks:					

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