

FORM CD-450 (REV 01/09)		<input checked="" type="checkbox"/> GRANT <input type="checkbox"/> COOPERATIVE AGREEMENT	
U. S. DEPARTMENT OF COMMERCE		AWARD NUMBER	
FINANCIAL ASSISTANCE AWARD		NT10BIX5570007	
RECIPIENT NAME ION HOLDCO, LLC			
STREET ADDRESS 80 State Street Suite 700		FEDERAL SHARE OF COST \$39,724,614.00	
CITY, STATE, ZIP CODE Albany NY 12207		RECIPIENT SHARE OF COST \$9,931,154.00	
AWARD PERIOD 12/01/2009-11/30/2012		TOTAL ESTIMATED COST \$49,655,768.00	
AUTHORITY Section 6001 of the American Recovery and Reinvestment Act of 2009, Public Law 111-5, 123 Stat. 115 (2009).			
CFDA NO. AND PROJECT TITLE 11.557 Recovery Act - ION Upstate New York Rural Broadband Initiative			
<p>This award offer approved by the Grants Officer constitutes an obligation of Federal funding. By accepting this award offer, the Recipient agrees to comply with the award Terms and Conditions checked below. If this was a paper issued award offer, please send two signed documents to the Grants Officer and retain one set of signed award documents for your files. If this award offer is not accepted without modification within 30 days of receipt, the Grants Officer may unilaterally withdraw this award offer and de-obligate the funds.</p> <p> <input checked="" type="checkbox"/> Department of Commerce Financial Assistance Standard Terms and Conditions <input type="checkbox"/> Government Wide Research Terms and Conditions <input type="checkbox"/> Bureau Specific Administrative Standard Award Conditions <input checked="" type="checkbox"/> Award Specific Special Award Conditions <input checked="" type="checkbox"/> Line Item Budget <input checked="" type="checkbox"/> 15 CFR Part 14, Uniform Administrative Requirements for Grants and Agreements with Institutions of Higher Education, Hospitals, Other Non-Profit, and Commercial Organizations <input type="checkbox"/> 15 CFR Part 24, Uniform Administrative Requirements for Grants and Agreements to States and Local Governments <input type="checkbox"/> OMB Circular A-21, Cost Principles for Educational Institutions <input type="checkbox"/> OMB Circular A-87, Cost Principles for State, Local, and Indian Tribal Governments <input type="checkbox"/> OMB Circular A-122, Cost Principles for Non-Profit Organizations <input checked="" type="checkbox"/> 48 CFR Part 31, Contract Cost Principles and Procedures <input type="checkbox"/> OMB Circular A-133, Audits of States, Local Governments, and Non-Profit Organizations <input checked="" type="checkbox"/> Department of Commerce Pre-Award Notification Requirements for Grants and Cooperative Agreements REF: <u>73 FR 7696 (February 11, 2008).</u> <input checked="" type="checkbox"/> Other(s) 74 FR 33104 (July 9, 2009), 74 FR 41676 (August 18, 2009), 74 FR 42644 (August 24, 2009) American Recovery and Reinvestment Act of 2009 - DoC Standard Terms and Conditions </p>			
SIGNATURE OF DEPARTMENT OF COMMERCE GRANTS OFFICER		TITLE	DATE
Arlene Simpson Porter		Grants Officer	12/15/2009
TYPE NAME AND SIGNATURE OF AUTHORIZED RECIPIENT OFFICIAL		TITLE	DATE
Joe Calzone		Vice-President	01/15/2010