AWARD NUMBER: NT10BIX5570146 DATE: 02/17/2012

QUARTERLY PERFORMANCE PROGRESS REPORT FOR BROADBAND INFRASTRUCTURE PROJECTS						
General Information						
1. Federal Agency and Organizational Element to Which Report is Submitted	2. Award Identific	ation Number	3. DUNS Number			
Department of Commerce, National Telecommunications and Information Administration	NT10BIX557014	16	142605331			
4. Recipient Organization			1			
SHO-ME Technologies, L.L.C. 301 W Jackson S	St., Marshfield, MC	65706-2128				
5. Current Reporting Period End Date (MM/DD/YYY	Y)	6. Is this the last Repo	rt of the Award Period?			
12-31-2011		⊖ Yes				
7. Certification: I certify to the best of my knowledg purposes set forth in the award documents.	e and belief that th	is report is correct and	complete for performance of activities for the			
7a. Typed or Printed Name and Title of Certifying O	fficial	7c. Telepho	ne (area code, number and extension)			
Miles Brusherd		x				
		7d. Email Address				
		Mbrusherd@shometech.com				
7b. Signature of Certifying Official		7e. Date Report Submitted (MM/DD/YYYY):				
Submitted Electronically		02-17-2012				
		•				

RECIPIENT NAME:SHO-ME Technologies, L.L.C.

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Project Indicators (This Quarter)

1. Please describe significant project accomplishments completed during this guarter (600 words or less).

a) Special Award Condition (SAC) accomplishments:

[i] Issuance, submittal and approval of American Recovery and Reinvestment Act (ARRA) Prime Recipient Report for Quarter 3 (Q3) 2011.

[ii] Issuance, submittal and approval of Federal Financial Report (FFR) Standard Form 425 (SF-425) for Q3 2011.

[iii] Issuance, submittal and approval of Performance Progress Report (PPR) for Q3 2011.

[iv] Submittal and approval of Sho-Me Technologies, LLC For-Profit Recipient Independent Audit for award year 1, as required.

b) Overall Project Accomplishments:

[i] Participated in Missouri Governor's MoBroadbandNow initiative Annual Summit.

[ii] Attended the 2011 BTOP Mid-Course Workshop for Broadband Awardees in Cleveland, OH.

[iii] 10 additional Community Anchor Institutions (CAIs) were connected bringing total to 23 Community Anchor Institutions connected through the end of 2011.

[iv] Underground construction resulted in an additional 33 miles of installed conduit and 56 miles of fiber.

[v] Completed delivery of 5 additional equipment shelters with emergency back-up generators directly to Point of Presence (PoP) site locations and off-loaded via crane; bringing total delivered shelters at year end to 14. One additional shelter is to be delivered 1st Qtr 2012 which will complete the shelter deliveries.

[vi] Electrical contractor began installing electric service wiring into new equipment shelters, emergency back-up generators, and ground wire protection.

[vii] 16 miles of optical ground wire (OPGW) was hung on electrical transmission lines.

[viii] Completion of Sho-Me Technologies' NOC air handlers and final testing.

[ix] Dense Wavelength Division Multiplexing (DWDM) equipment and Ethernet equipment was installed and lit connecting 457 miles of In-kind fiber between 18 PoPs. These 457 miles of fiber were contributed to the project in 4th Qtr 2011 as an in-kind contribution.
[x] Secured all known, necessary permits including but not limited to those from the USACE and Missouri DNR, Rights-of-Way with MoDOT for fiber construction of Phase 1 & 2 routes.

[xi] Successful Community Outreach continuing with ongoing participation in numerous Regional Technology Planning Teams across Missouri including citizens, policy makers, business, industry, higher education, schools, healthcare, Internet Service Providers to advance broadband demand and adoption, broadband service and infrastructure availability, within the 30-county project region. Ongoing media participation including live interviews on local radio stations. Weekly newsletter updates posted to project website.

[xii] Ongoing PI/PD oversight and field inspections throughout the project including weekly update team meetings.

[xiii] Phase 2 DWDM and Ethernet Equipment was received during 4th Qtr 2011. Phase 3 Equipment is schedule to be ordered during 1st Qtr 2012.

[xiv] A bridge crossing agreement was reached with the Missouri Department of Transportation relating to the Warsaw Bridge Crossing paving the way for completion of the Sedalia to Cross Timbers route in the 1st Qtr of 2012.

[xv] Underground fiber construction contractor selected, awarded, pre-con meetings held and started underground construction on Hermann to Washington to Bem route.

2. Please provide the percent complete for the following key milestones in your project. Write "0" in the Percent Complete column and "N/ A" in the Narrative column if your project does not include this activity. If you provided additional milestones in your baseline plan, please insert them at the bottom of the table. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the percent complete is different from the target provided in your baseline plan (300 words or less).

	Milestone	Percent Complete	Narrative (describe reasons for any variance from baseline plan or subsequent written updates provided to your program officer)
2a.	Overall Project	48	8% below Baseline due to fiber availability issues, a longer than anticipated EA process, and because many costs have come in lower than anticipated thus far.
2b.	Environmental Assessment	84	Below Baseline by 16% due to costs being lower than anticipated. A minimal amount of EA related work is possible in the future, thus the remaining budgeted amount may be expended at a future date.
2c.	Network Design	66	Above Baseline by 16% due to more engineering and design work being performed at the onset of the project than anticipated.
2d.	Rights of Way	35	48% below Baseline due to lower than anticipated Rights of Way costs. A correction made in Q4 2011 moved expenses out of Rights of Way and into the correct category. This caused the Rights of Way category to show less of a percentage completed than in the previous quarter.

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	Milestone	Percent Complete	Narrative (describe reasons for any variance from baseline plan or subsequent written updates provided to your program officer)			
2e.	Construction Permits and Other Approvals	76	28% above Baseline due to Warsaw River Crossing Agreement with MODOT.			
2f.	Site Preparation	100	No Variance.			
2g.	. Equipment Procurement 42		26% below Baseline due to lower than anticipated costs relating to DWDM equipment and the delay in fiber cable.			
2n	Network Build (all components - owned, leased, IRU, etc)	ed, 48 2% above Baseline because the more expensive routes were/are be constructed toward the first half of the project.				
2i.	Equipment Deployment	88	41% above Baseline due to increased costs of innerduct and because Sho-Me chose to buy most of the innerduct up front rather than spreading it throughout the project.			
2j.	Network Testing	0	Below Baseline by 46% because these expenses were moved to another category for budgeting purposes. Sho-Me does not anticipate having any costs in this category for the remainder of the project.			
2k.	Legal, Administrative, Pre- Other (please specify): Award Expenses	46	Below Baseline by 8% due to legal and administrative costs being lower than anticipated.			

3. To the extent not covered above, please describe any challenges or issues faced during this past quarter in achieving planned progress against the project milestones listed above. In particular, please identify any areas or issues where technical assistance from the BTOP program may be useful (600 words or less).

a) Early 2011, the Missouri Department of Transportation (MoDOT) announced closing 135 facilities and downsizing its staff size by 1,200 employees which may become a potential constraint on securing timely Rights-of-Way and permitting required for fiber route construction.

b) Unforeseen fiber availability issue. Sho-Me's first fiber order was cancelled by the vendor. The second order was scheduled to be delivered in 3rd Qtr 2011, however, it was relayed to Sho-Me in August 2011 that the fiber would be delayed until February 2012. Sho-Me secured another order with a separate vendor. Sho-Me began receiving that fiber in October 2011 and it will have all been received by January 2012.

4. Please report the following information regarding network build progress. Write "0" in the Total column and "N/A" in the Narrative column if your project does not include this activity. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the total is different from the target provided in your baseline plan (600 words or less).

Indicator	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
New network miles deployed	75	Below baseline of 327 due to unforeseen fiber availability constraint from manufacturers. However, in the face of this fiber shortage, Sho-Me persisted with continued underground construction. Crews have quickly progressed in aggressive underground conduit plowing schedule on four major route builds between PoP sites. Fiber orders started arriving early in this Quarter and crews remain actively pulling fiber into the new conduits to progress towards our baseline.
New network miles leased	0	N/A
Existing network miles upgraded	457	Slightly below baseline of 536, however, approximately 91 miles will be contributed to the project next quarter as DWDM and Ethernet equipment is installed. Ongoing testing of remaining in-kind fiber continues toward baseline goal of 880 miles.
Existing network miles leased	0	N/A
Number of miles of new fiber (aerial or underground)	75	Below baseline of 327 due to unforeseen fiber availability constraint from manufacturers. However, in the face of this fiber shortage, Sho-Me persisted with continued underground construction. Crews have quickly progressed in aggressive underground conduit plowing schedule on four major route builds between PoP sites. Fiber orders started arriving early in this Quarter and crews remain actively pulling fiber into the new conduits to progress towards our baseline.

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Indicator	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
Number of new wireless links	0	N/A
Number of new towers	0	N/A
Number of new and/or upgraded interconnection points	18	Below baseline of 27 due to fiber availability, however, 14 of 15 PoP shelters were delivered on schedule and 163 miles of innerduct installed.

For questions 5 and 6 please include information relating to agreements that you are negotiating or have entered into, or that your sub recipient, contractor or subcontractor is negotiating or entered into.

5a. If applicable, please provide the following information with regard to agreements with broadband wholesalers and/or last mile providers as a result of your project.

Indicators	
Number of signed agreements with broadband wholesalers or last mile providers	4
Number of agreements currently being negotiated with broadband wholesalers or last mile providers	8
Average term of signed agreements (in quarters)	12

**5b.** Please list the names of the wholesale and last mile providers with whom you have signed agreements (100 words or less). Providers: Missouri State Office of Administration.

Missouri Research and Education Network.

Missouri Office of State Courts Administrator,

Jefferson City Medical Group

5c. What wholesale services are being provided by this project? Please describe below. As an attachment to this report, please provide pricing plans (in \$ per month) associated with each wholesale service provided by your product (100 words or less). Wholesale services description:

Sho-Me MO project offers Dedicated Internet Access, Time Division Multiplexing (TDM) circuits available at line rates from T-1 to OC-48, native Ethernet products from 5 Mb/s to GigE, Optical Wave Services available in 2.5 Gb/s and 10 Gb/s line rates for express routes between Points of Presence.

5d. If you have designated a third party to operate all or a portion of your network, please provide the name and contact information for this third party, indicate if this entity is a sub recipient, contractor, and/or subcontractor, and describe with specificity the portion of your network this this third party operates (600 words or less). N/A

6. Please provide the data according to the type of subscriber. Write "0" in the Total column and "N/A" in the Narrative column if your project does not pass or serve a particular subscriber type. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the most recent reporting quarter. Please provide a narrative description if the total is different from the target provided in your baseline plan (300 words or less).

Subscriber Type Access Type		Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)			
Broadband Wholesalers or Last Mile Providers	Providers with signed agreements receiving new access	2	Above plan due to more new providers receiving access than anticipated. Overall, total providers (new and improved) equals baseline projections.			
	Providers with signed agreements receiving improved access	2	Below plan due to more new providers receiving access than anticipated. Overall, total providers (new and improved) equals baseline projections.			
	Providers with signed agreements receiving access to dark fiber	0	No variance.			
	Please identify the speed tiers that are available and the number of subscribers for each	4	5 Mbps (0); 10 Mbps (1); 20 Mbps (1); 50 Mbps (0); 100 Mbps (2); 200 Mbps (0); 500 Mbps (0); GigE (0); DS1 (0); DS3 (0); OC-3 (0); OC-12 (0); OC-48 (0); 2.5 Gbps (0); 10 Gbps (0)			
Community Anchor Institutions (including Government institutions)	Total subscribers served	23	Above Baseline of 17.			

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Subscriber Type	Access Type	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
	Subscribers receiving new acces	s 16	Above plan as more CAIs will actually be new vs. improved category.
	Subscribers receiving improved	access 7	Below plan as more CAIs will actually be new vs. improved category.
	Please identify the speed tiers the available and the number or subscribers for each	at are 5	5 Mbps (0); 10 Mbps (1); 20 Mbps (2); 50 Mbps (0); 100 Mbps (2 200 Mbps (0); 500 Mbps (0); GigE (0); DS1 (0); DS3 (0); OC-3 (0 OC-12 (0); OC-48 (0); 2.5 Gbps (0); 10 Gbps (0)
Residential / Households	Entities passed	0	N/A
	Total subscribers served	0	N/A
	Subscribers receiving new acces	s 0	N/A
	Subscribers receiving improved	access 0	N/A
	Please identify the speed tiers the available and the number of subscribers for each	at are 0	N/A
Businesses	Entities passed	0	N/A
	Total subscribers served	0	N/A
	Subscribers receiving new acces	s 0	N/A
	Subscribers receiving improved	access 0	N/A
	Please identify the speed tiers the available and the number of subscribers for each	at are	N/A
None at this time.	special offerings you may provide management practices changed o		- 
b. If so, please descril I/A	be the changes <mark>(300 words or less</mark>	).	
. Community Anchor I			
onnected to your netw umulatively). Also ind	ork as a result of BTOP funds. Figicate whether your organization is	gures should be re	y anchor institutions (including Government institutions) ported for the most recent reporting quarter only (NOT g broadband service to the anchor institution. Finally, provide P-funded infrastructure (300 words or less).
onnected to your netw umulatively). Also ind	ork as a result of BTOP funds. Fig icate whether your organization is ion with examples of how instituti Service Type of Anchor A Area (town Institution (as	gures should be re s currently providin ons are using BTO	borted for the most recent reporting quarter only (NOT g broadband service to the anchor institution. Finally, provide P-funded infrastructure (300 words or less).
onnected to your netw umulatively). Also ind hort narrative descript	ork as a result of BTOP funds. Fig icate whether your organization is ion with examples of how instituti Service Type of Anchor A Area (town Institution (as or county) defined in your s	gures should be re s currently providin ons are using BTO Are you also the broadband service provider for this institution?	borted for the most recent reporting quarter only (NOT g broadband service to the anchor institution. Finally, provide P-funded infrastructure (300 words or less). larrative description of how anchor institutions are using BTOP
onnected to your netw umulatively). Also ind hort narrative descript Institution Name Lincoln R-II School	ork as a result of BTOP funds. Figure 3 is a result of BTOP funds. Figure 3 is a result of BTOP funds. Figure 3 is a result of Bervice 3 is a result of how institution is a result of the function of the fun	gures should be re s currently providin ons are using BTO Are you also the broadband service provider for this institution? (Yes / No)	borted for the most recent reporting quarter only (NOT g broadband service to the anchor institution. Finally, provide P-funded infrastructure (300 words or less). larrative description of how anchor institutions are using BTOP funded infrastructure

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Institution Name	Service Area (town or county)	Type of Anchor Institution (as defined in your baseline)	Are you also the broadband service provider for this institution? (Yes / No)	Narrative description of how anchor institutions are using BTOP- funded infrastructure
Sedalia School Smith- Cotton Junior High	Pettis	School (K-12)	Yes	TBD
Warsaw R-IX School District High School	Benton	School (K-12)	Yes	TBD
Warsaw R-IX School District North Elementary	Benton	School (K-12)	Yes	TBD
Pettis County Jail	Pettis	Public Safety Entity	Yes	TBD
Benton County Courthouse	Benton	Other Governmental Facility	Yes	TBD
Boonslick Regional Library - Warsaw	Benton	Library	Yes	TBD
Katy Trail Community Health Clinic	Pettis	Medical or Healthcare Provider	Yes	TBD

Project Indicators (Next Quarter)

1. Please describe significant project accomplishments planned for completion during the next quarter (600 words or less).

Rights of Way: Land acquisition will be complete for last PoP site.

Construction Permits and Other Approvals: Expected to be secured as necessary for ongoing construction.

Site Preparation: Expect to complete all 15 new sites by wrapping up the last make ready for the remaining shelter to be delivered with generators.

Equipment Procurement: Expect second round of delivery of fiber to commence and delivery of

remaining 1 equipment shelters with generators. Vendor/RFP/procurement activities will continue for next construction phase. Begin ordering Phase 3 Ethernet and DWDM equipment in preparation for installation in construction Phase 3.

Network Build: Expect to install DWDM and Ethernet into remaining PoP site shelter. Test, splice, light, and contribute 91 miles of inkind fiber to the project. Continue underground construction on several routes with expected installation of 100 miles of fiber to catch up rapidly with recently installed conduits. Seasonal inclement weather is expected to slow down construction progression during the winter months.

Equipment Deployment: Expect to connect next wave of new CAIs as construction continues. Continue negotiation of additional Interconnection Agreements.

Community Outreach: Campaign efforts continue with local media and will include participation with initiative partners for coordination of planned broadband development, accessibility and sustainability.

Sho-Me's planned project accomplishments through Q1 2012:

• New network miles deployed - 600 miles

New network miles leased - 0 miles

• Total CAI subscribers served (CAIs connected) - 64 CAIs

• Number of signed agreements with broadband wholesalers or last mile providers - 6 agreements

2. Please provide the percent complete for the following key milestones in your project. Write "0" in the Planned Percent Complete column and "N/A" in the Narrative column if your project does not include this activity. If you provided additional milestones in your baseline plan, please insert them at the bottom of the table. Unless otherwise indicated in the instructions, figures should be reported cumulatively from award inception to the end of the next reporting quarter. Please provide a narrative description if the percent complete is different from the target provided in your baseline plan (300 words or less).

		,	-
	Milestone	Planned Percent Complete	Narrative (describe reasons for any variance from baseline plan or any other relevant information)
2a.	Overall Project	67	1% below Baseline due to fiber availability issues, a longer than anticipated EA process, and because many costs have come in lower than anticipated thus far. However, Sho-Me is catching up to Baseline quickly and anticipates being at the Baseline Projections by the end of 4th Qtr 2012.
2b.	Environmental Assessment	88	12% below Baseline due to costs being lower than anticipated. A minimal amount of EA related work is possible in the future, thus the remaining budgeted amount may be expended at a future date.

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	Milestone	Planned Percent Complete	Narrative (describe reasons for any variance from baseline plan or any other relevant information)
2c.	Network Design	73	13% above Baseline due to more engineering and design work being performed at the onset of the project than anticipated.
2d.	Rights of Way	38	53% below Baseline due to lower than anticipated rights of way costs
2e.	Construction Permits and Other Approvals	87	23% above Baseline due to Warsaw River Crossing Agreement with MODOT.
2f.	Site Preparation	100	No Variance.
2g.	. Equipment Procurement		11% below Baseline due to lower than anticipated costs relating to DWDM equipment.
2h.	Network Build (all components - owned, leased, IRU, etc.)	66	5% above Budget due to contribution of in-kind fiber.
2i.	Equipment Deployment	100	36% above Baseline due to increased costs of innerduct and because Sho-Me chose to buy most of the innerduct up front rather than spreading it throughout the project.
2j.	Network Testing	0	Below Baseline by 61% because these expenses were moved to another category for budgeting purposes. Sho-Me does not anticipate having any costs in this category for the remainder of the project.
2k.	Cther (please specify): Dther (please specify): Pre-Award Expenses	52	13% below Baseline Due to legal and administrative costs being lower than anticipated.

3. Please describe any challenges or issues anticipated during the next quarter that may impact planned progress against the project milestones listed above. In particular, please identify any areas or issues where technical assistance from the BTOP program may be useful (600 words or less).

Fiber availability: We have been working through this unforeseen constraint of procuring the necessary fiber cable on a timely basis from alternative suppliers. We understand the Corning fiber supply appears to have been committed to the needs created by the Japan tsunami disaster. Corning rescinded their RFP quote so we placed orders with an alternative bidder, Optical Fiber Systems (OFS) whose delayed delivery dates is still estimated to be Q1 2012.

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## Infrastructure Budget Execution Details

## Activity Based Expenditures (Infrastructure)

1. Please provide details below on your total budget, cumulative actual expenditures (for the period ending the current quarter), and cumulative anticipated expenditures (for the period ending next quarter) for each line item, including detailed disbursements of both matching funds and federal funds from project inception through end of this quarter (actual) or next quarter (anticipated). Actual and anticipated figures should be reported cumulatively from award inception to the end of the applicable reporting quarter.

Budget for Entire Project					Actuals from Project Inception through End of Current Reporting Period			Anticipated Actuals from Project Inception through End of Next Reporting Period		
Cost Classification	Total Cost (plan)	Matching Funds (plan)	Federal Funds (plan)	Total Cost	Matching Funds	Federal Funds	Total Costs	Matching Funds	Federal Funds	
a. Administrative and legal expenses	\$583,281	\$0	\$583,281	\$266,279	\$64,982	\$201,296	\$303,069	\$64,982	\$238,087	
b. Land, structures, right-of-ways, appraisals, etc.	\$572,400	\$0	\$572,400	\$200,092	\$55,614	\$144,477	\$220,092	\$55,614	\$164,478	
c. Relocation expenses and payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
d. Architectural and engineering fees	\$1,190,000	\$0	\$1,190,000	\$766,339	\$186,503	\$579,836	\$849,870	\$186,503	\$663,367	
e. Other architectural and engineering fees	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
f. Project inspection fees	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
g. Site work	\$295,000	\$150,000	\$145,000	\$617,798	\$117,477	\$500,321	\$636,448	\$117,477	\$518,971	
h. Demolition and removal	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
i. Construction	\$24,114,319	\$8,800,000	\$15,314,319	\$10,517,455	\$5,520,441	\$4,997,013	\$14,751,543	\$6,710,441	\$8,041,102	
j. Equipment	\$11,245,000	\$2,450,000	\$8,795,000	\$5,842,101	\$1,018,480	\$4,823,621	\$8,619,703	\$1,018,480	\$7,601,223	
k. Miscellaneous	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
I. SUBTOTAL (add a through k)	\$38,000,000	\$11,400,000	\$26,600,000	\$18,210,064	\$6,963,497	\$11,246,564	\$25,380,725	\$8,153,497	\$17,227,228	
m. Contingencies	\$0	\$0	\$0							
n. TOTALS (sum of I and m)	\$38,000,000	\$11,400,000	\$26,600,000	\$18,210,064	\$6,963,497	\$11,246,564	\$25,380,725	\$8,153,497	\$17,227,228	
2. Program Incom reporting period.	e: Please prov	vide the progr	am income yo	ou listed in yo	ur application	budget and a	ctuals to date	through the e	nd of the	
a. Application Budget Program Income: \$0 b. Program Income to Date: \$0										