

45) Supplemental Information 3

The following list pertains to information related to question number 18 and the list of critical institutions.

Rock Creek, OH

Rock Creek Fire Dept
3033 E Water St Rock Creek, OH
Rock Creek Elementary School
3134 N Main St
Roaming Shores Village Hall
2500 Hayford Rd Rock Creek, OH
Rock Creek Public Library
2988 High Street, Rock Creek, OH
Rock Creek Fire Department
3033 E Water St Rock Creek, OH

Denmark, OH

Ashtabula County Sheriff Dept.
25 W Jefferson St Jefferson, OH
Jefferson Police Department
86 E Jefferson St Jefferson, OH
Jefferson Fire Department
96 E Jefferson St, Jefferson, OH
Fire Emergency Calls
25 W Jefferson St, Jefferson, OH
Henderson Memorial Public Library
54 E Jefferson St Jefferson, OH
Ashtabula County Law Library
25 W Jefferson St Jefferson, OH
Jefferson Elementary
204 W Mulberry St
Secondary School
125 South Poplar St

Thompson/Montville, OH

Ledgemont Jr High School
16200 Burrows Rd Thompson, OH
Thompson Fire Dept
6771 Madison RD Thompson, OH
Thompson Police Dept
6784 Madison Rd Thompson, OH

Hospitals

Hamot Medical Center – Fairview, PA
UPMC Horizon Hospitals: Greenville and Shenango Valley – Greenville, PA
Ashtabula County Medical Center – Ashtabula, OH
Regional Cancer Center – Ashtabula, OH
University Hospitals Geneva Medical Center – Geneva, OH
Trumbull Memorial Hospital – Warren, OH
Mahoning Valley Hospital – Warren, OH
St. Joseph Health Center – Warren, OH
Elm Road Medical Park – Cortland, OH
Meadville Medical Center – Meadville, PA

Ashtabula, OH

Ashtabula Public Library – 335 W 44th St
Harbor-Topky Memorial Library – 1633 Walnut Blvd
Kent State University Branch: Library – 3431 W 13th St.
Ashtabula Fire Dept – 4326 Main Ave
Ashtabula Fire Inspector – 4326 Main Ave
Ashtabula Township Fire Chief – 2718 N Ridge Rd
Ashtabula Police Department – Justice Center, 110 West 44th St
State of Ohio Highway Patrol – 4860 N Ridge Rd W
St. John & Paul High School – 541 W 34th St
State Road Elementary School – 4200 State Rd
Thomas Jefferson Elementary – 2630 W 13th St
Thurgood Marshall Elementary – 3703 Station Ave
Edgewood High School – 2428 Blake Rd
Lakeside High School – 6600 Sanborn Rd
Ashtabula Area City School District – 401 W 44th St
Plymouth Elementary School – 1002 Plymouth Rd
Community Care Ambulance – 115 E 24th St
Ashtabula Water Pollution – 303 Woodland Ave

Conneaut, OH

Community Care Ambulance – 115 E 24th St
Conneaut Water Dept – 294 Main St
Conneaut Fire Dept – 392 Middle Rd
Conneaut Police Dept – 294 Main St
Ohio State Patrol – 260 Interstate 90
Conneaut Public Library – 304 Buffalo St
Conneaut High School – 381 Mill St
Conneaut Middle School – 230 Gateway Ave
Lakeshore Elementary School – 755 Chestnut St
University Hospital Medical Center Brown Hospital – 158 W Main St

Geneva, OH

Northwest Ambulance District – 1480 S Broadway
Geneva Water Works – 44 N Forest St
Geneva Fire Dept – 44 N Forest St
Harpersfield Fire Station – 5604 Cork Cold Springs Rd
Geneva Police Dept – 44 N Forest St
Geneva Public Library – 860 Sherman St
Geneva Elementary School – 119 S Eagle St
Geneva Junior High School – 839 Sherman St
Geneva High School – 1301 S Ridge Rd E
University Hospitals Geneva Medical Center – 870 W Main St

Austinburg, OH

Austinburg Fire Dept – 2794 State Route 307
Austinburg Elementary – 3030 State Route 307
Austinburg High School – 2300 Austinburg Rd

Warren, OH

Med Star EMS – 1600 Youngstown Rd SE
Clemente Ambulance – 851 Niles Rd
Action Ambulance – 421 South St SE
Lordstown Fire Dept – 1595 Salt Springs Rd
Howland Twp Fire Dept – 169 Niles Cortlan Rd
Champion Fire Dept – 139 Champion Ave W
Warren Fire Dept – 111 South St SE
Warren Police – 141 South St
Lordstown Village Police – 1583 Salt Springs Rd
Howland Twp Police – 169 Niles Cortland
Warren Police Dept – 141 South St SE
Warren-Trumbull County Library – 444 Mahoning Ave NW
Howland Branch Library – 9095 E Market St
Trumbull County Law Library – 120 High ST NW
Lordstown Branch Library – 1471 Salt Springs Rd
Warren G Harding High School – 860 Elm Rd
Lincoln Elementary – 2253 Atlantic St
McGuffey Elementary – 261 Monroe St
Jefferson Elementary – 903 5th St
John F Kennedy High School – 2550 Central Parkway Ave
Howland High School – 200 Shaffer Dr
East Middle School – 2020 Willard Ave
Trumbull Memorial Hospital - 1350 E Market St

Cortland, OH

Omega Water Treatment – 180 S High St
Bazetta Twp Police Dept – 2671 Mccleary Jacoby Rd
Cortland Police Dept – 400 N High St
Bazetta Fire Dept – 773 Everett Hull Rd
Mecca Twp Fire Dept – 6333 State Route 46
Elm Road Medical Park – 2662 Elm Rd
Cortland Branch Library – 212 N High St
Lakeview Middle School – 640 Wakefield Dr
Cortland Elementary School – 264 Park Ave
Lakeview High School – 300 Hillman Dr

Erie, PA

Erie County Public Library – 160 E Front St
Nash Library – 619 Sassafras St
Liberty Branch Public Library – 160 E Front St
Erie County Law Library – 140 W 6th St #1
Erie Police Bureau – 626 State St
Erie City Fire Dept – 626 State St
Brookside Fire Co – 3560 Athens St
West Lake Fire Dept – 3762 West Lake Road
Lake Erie College of Osteopathic Medicine & School of Pharmacy – 1858 W

Grandview Blvd
St Luke School – 425 East 38th St
Mercyhurst College – 501 East 38th St
Erie City School District – 1330 W 8th St.
Millcreek Paramedic Services – 3608 W 26th St
Emergycare Inc – 1701 Sassafras St
Erie Water Works – 340 Bayfront Pkwy

Greenville, PA

Greenville Water Authority – 44 Clinton St
Greenville Fire Dept – 111 East Ave
Hempfield Volunteer Dept – 28 6th Ave
West Salem Volunteer Fire Dept – 625 Greenville Vernon Rd
Hempfield Township Police – 278 S Mercer St
Greenville Police Dept – 125 Main St
Langenheim Memorial Library – 75 College Ave
Greenville Area Public Library – 330 Main St
East Elementary School – 71 Columbia Ave
Greenville Jr/Sr High School – 9 Donation Rd
Thiel College – 75 College Ave
UPMC Horizon Hospital Greenville & Shenango Valley – 110 Main St

Meadville, PA

Ambulance Service – 872 Water St
Meadville Area Water Authority – 18160 Rogers Ferry Rd
Meadville Fire Dept – 850 Park Ave
West Mead Fire Dept – 20607 Ryan Rd
Meadville Police – 11176 Murray Rd
West Mead Police Dept – 1150 Morgan Village Rd
Vernon Twp Police Dept – 16678 Mcmath Ave
Meadville Public Library – 848 N Main St
Lawerence Lee Pelletier Library – 555 N Main St
First District Elementary – 725 N Main St
Meadville Area Senior High School – 930 North St
Meadville Middle School – 974 North St
Meadville Medical Center – 751 Liberty St

Jamestown, PA

Jamestown Water and Sewer Dept – 406 Jackson St
Jamestown Police Dept – 406 Jackson St
Jamestown Volunteer Fire Dept – 208 Depot St
Jamestown Ambulance – 208 Depot St
Jamestown Area Elementary School – 3938 Douthett Dr
Jamestown Jr/Sr High School – 204 Shenango St

The following letters are from vendors and contractors that are willing to work on the project.



Cable Services Company/Inc.

2113 MARYDALE AVENUE, WILLIAMSPORT, PA 17701
(800) 326-9444 • (570) 323-8518 • FAX: (570) 322-5373

July 27, 2009

James Rigas
Zito Media
611 Vader Hill Road
Coudersport, PA 16915

Dear Mr. Rigas:

Cable Services Company, Inc. is a full service provider to the telecommunications industry specializing in Broadband Infrastructure Design and OSP Construction. With over 45 years experience in the telecommunications industry, we provide companies with OSP Construction, new builds, re-builds, electronic upgrades or maintenance of your network, including equipment and material.

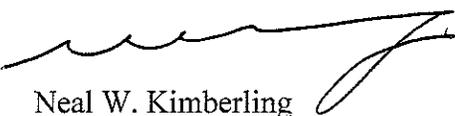
We offer a full array of services in support of our Design and OSP Construction Services including: Engineering & Technical Field Services, Mapping & Design, OSP Maintenance, Residential Installations, Product Sales & Distribution, Equipment Repair as well as Consulting & Project Management.

Our Company would be very interested in working on any broadband projects that Zito Media has upcoming. We have had an excellent relationship for the past 3 years and look forward to working with you in the future.

If you have any questions or concerns please feel free to contact me at 1-800-326-9444.

Sincerely,

CABLE SERVICES CO., INC.


Neal W. Kimberling
Vice President

NWK/plg

August 4, 2009

James Rigas
611 Vader Hill Road
Coudersport, Pa. 16915

Dear Mr. Rigas,

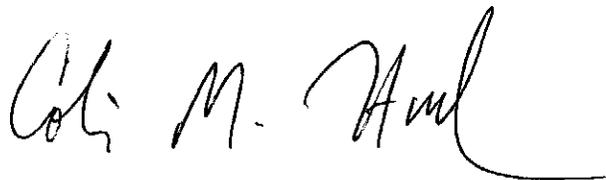
Colin M. Hurd is an established OSP construction company capable of managing builds of all scales. We began working on a 300 miles upgrade project for Adelphia in Coudersport starting in 2000 & have been working with Zito Media on various upgrades, rebuilds & extensions over the past 9 years. We are currently working on a 120 mile fiber project.

We are very interested in working with Zito Media on any broadband projects that they may have coming. We have had an excellent relationship over the past 9 years & look forward to working with Zito Media in the future.

If you have any questions or concerns please feel free to contact me at 716.200.2592

Sincerely,

Colin M. Hurd

A handwritten signature in black ink that reads "Colin M. Hurd". The signature is written in a cursive style with a long horizontal flourish at the end.

To: Zito Media

From: Dell, Inc

To whom it may concern;

This letter is to verify that Dell, Inc has been a vendor to Zito Media for several years. Over that time period, Zito Media has ordered equipment such as network switches, servers, racks and UPS' among other items. They have a very strong relationship with Dell, Inc and we fully anticipate working with Zito Media in the future to continue supplying these equipment needs.

CABLE SPLICING, INC.

995 Bremble Drive
Moneta, Virginia 24121
(540) 420-0859
(540) 721-1998



August 11, 2009

Mr. Ken Warner
Zito Media, LP
611 Vader Hill Road
Coudersport, PA 16915

RE: Cable Splicing, Inc.

Dear Mr. Warner:

I am writing this letter to you as an introduction to my company, Cable Splicing, Inc. and myself.

I began working in this industry in January, 1983, with Cable Constructors, Inc. of Iron Mountain, Michigan. In January, 2000, I began my own cable construction company. Our qualifications include, but are not limited to, tower work, underground and aerial construction, fiber, splicing, all phases of sweep, site supervision, warehousing, etc.

Since the incorporation of Cable Splicing, Inc. we have worked for such companies as Time Warner, Comcast, Media Com, Tele-Media, Charter, Cox, Adelphia and many others throughout the United States.

As a small business owner, we are not necessarily limited to small projects. During the devastation of Hurricane Katrina, Cable Splicing, Inc. provided man power to replace 450 miles of plant throughout Mississippi, Texas & Louisiana. This included strand, cable, fiber & splicing. All 450 miles were completed and approved within 3 months. This can attest to the work force that I have access to.

We have contractors that have been with us from the beginning and are willing to travel throughout the country to “do whatever it takes to get the job done right”. We pride ourselves on our people and their work ethic, our up to date equipment and the satisfaction of our customers. Cable Splicing, Inc has an outstanding reputation as a solid company and can provide letters of recommendation upon request.

Thank you for your time and consideration of any future projects.

Yours truly,

Dana Johoske
President

Stanley Skinner Cable Construction, Inc.

2448 High River Rd
Hiawassee, Ga 30546

Phone: Office - 706-896-7729
Cell - [REDACTED]

28 July, 2009

To: All Parties Concerned

I Stanley Skinner began my communications construction career in 1984 upon enlisting in the United States army as a Signal Corp soldier. After receiving much training and experience and fulfilling my term of service I moved into the role as a telephone and Cable TV contractor. In 1990 I formed Stanley Skinner Cable Construction, Inc. and have been consistently contracting for such companies as Alltel, Windstream, Public Service Telephone, Northland Cable Properties, Flint River Cable TV, and Zito Media.

Stanley Skinner Cable Construction, Inc. is a multi skilled company providing both aerial and underground construction, with the directional and fiber optics splicing. Fiber optics placement and splicing has become the bulk of our work load as the communication industry has modernized.

Stanley Skinner Cable Construction, Inc. has been actively constructing fiber projects for Zito Media within the past year. We are dedicated to continue providing this service and others in the future. Having developed an excellent work relationship with Zito Media, Stanley Skinner Cable Construction, Inc. has structured itself to provided any construction services to complete any projects Zito Media has.

Sincerely,

Stanley D. Skinner



7171 West Ridge Road ~ Fairview, PA 16415

814-474-1200 ~ Fax 814-474-1212

July 28, 2009

Zito Media, L.P.
611 Vader Hill Road
Coudersport PA 16915

Attention: Mr. James Rigas

Dear James:

In regards to your broadband projects that you are applying for grants, we would be very interested in working with you on them.

Cablemasters Corporation has been providing aerial construction, splicing, activation and proof of performance of both coaxial and fiber optics cable to the broadband industry. We also offer underground services incorporating plowing, trenching and directional boring.

We have been working for Zito Media for the past year and hope to keep working with you on many future projects.

Sincerely,


Justin Czarnecki
President

gsr



**NATIONAL
CABLE TELEVISION
COOPERATIVE, INC.**

August 11, 2009

Colin Higgin
Zito Media, LP
106 Deerbrook Rd.
Coudersport, PA 16915

RE: Zito Media, LP/ NCTC Hardware and Equipment procurement

To whom it may concern,

The National Cable Television Cooperative, Inc. (NCTC) is a Kansas not-for-profit corporation that operates as a programming and hardware purchasing organization for its member companies who own and operate cable systems throughout the United States and its territories. NCTC is located in Lenexa, Kansas.

Zito Media, LP became a member of NCTC in 2005 and is currently a member in good standing with the enterprise in all regards. Zito Media, LP procures video programming content, hardware and equipment and other services via the NCTC in support of its operational and other business needs.

In the period August 2008 through July 2009, Zito Media, LP purchased approximately \$1.0M in hardware and equipment via NCTC. The average adjusted monthly run rate for typical purchasing activity is roughly \$86.8k and includes manufacturers and vendors such as CommScope Inc., TVC Inc., Arris Solutions Inc., and others. There are a wide variety of manufacturers and vendor products generally available to Zito Media, LP and other NCTC members in good standing via NCTC's contractual arrangements with these vendors that cover virtually every aspect of broadband network construction, maintenance and management.

Further inquiry regarding Zito Media, LP's relationship and purchasing activity with NCTC is welcome and should be directed to NCTC via Zito Media, LP.

Sincerely,

Scott Abbott
Executive Vice President

First Citizens National Bank Disapproval Letter

NOTICE OF ACTION TAKEN

ACCOUNT #22204

Date 08/05/09

SSN/TIN 202-97-1149

First Citizens National Bank
Wellsboro Office
99 Main Street
Wellsboro, PA 16901

The Federal Equal Credit Opportunity Act prohibits creditors from discriminating against credit applicants on the basis of race, color, religion, national origin, sex, marital status, age (provided that the applicant has the capacity to enter into a binding contract); because all or part of the applicant's income derives from any public assistance program; or because the applicant has in good faith exercised any right under the Consumer Credit Protection Act. The Federal Agency that administers compliance with this law concerning this creditor is:

Comptroller of the Currency
Customer Assistance Group
1301 McKinney Street, Suite 3450
Houston, TX 77010-9050

ZITO MEDIA COMMUNICATIONS II, LLC
106 STEERBROOK RD
COUDERSPORT, PA 16915

Dear ZITO MEDIA COMMUNICATIONS II, LLC

Thank you for your Application for \$6,363,200 LOAN FOR FIBER OPTIC RING IN NORTHWESTERN PA & OH

Based upon your Application we must inform you that:

[] We are unable to make a decision on your Application because it is missing the following information:

Please furnish this information to us on or before at the address listed above or we will be unable to give your Application further consideration.

[] We are unable to offer you credit on the terms that you requested, but can offer you credit on the following terms:

If this offer is acceptable to you, please notify us on or before at the address listed above.

[] If checked, our principal reasons for denying your original request are indicated below.

[X] We are regrettably unable to approve your request. Our principal reasons for this decision are indicated below.

Where applicable, the following are our principal reasons for taking adverse action:

- Insufficient number of credit references provided.
Unacceptable type of credit references provided.
Unable to verify credit references.
Income insufficient for amount of credit requested.
Excessive obligations in relation to income.
Unable to verify income.
Temporary or irregular employment.
Unable to verify employment.
Other, Specify:
Length of employment.
Length of residence.
Temporary residence.
Unable to verify residence.
No credit file.
Limited credit experience.
Poor credit performance with us.
Delinquent past or present credit obligations with others.
Garnishment, attachment, foreclosure, repossession, collection action or judgment.
Bankruptcy.
Value or type of collateral not sufficient.
Lack of established credit record.
Short credit record.

If you have any questions regarding this notice, you should contact JEFFREY WILSON
Telephone (570) 724-2600

Handwritten signature of Jeffrey Wilson

DISCLOSURE OF USE OF INFORMATION OBTAINED FROM AN OUTSIDE SOURCE:

- [X] Our credit decision was based in whole or in part on information obtained from an affiliate or from an outside source other than a consumer reporting agency. Under the Fair Credit Reporting Act, you have the right to obtain a disclosure of the nature of this information if you submit a written request to us no later than 60 days after you receive this notice.
[] Our credit decision was based in whole or in part on information obtained in a report from the consumer reporting agency listed below. However, the reporting agency did not make the decision and is unable to supply you with specific reasons for why we have denied credit to you. You have a right under the Fair Credit Reporting Act to know the information contained in your credit file at the consumer reporting agency. Under the Fair Credit Reporting Act, you have the right to obtain a free copy of this report if you submit a written request to the agency named below no later than 60 days after you receive this notice. Under the Fair Credit Reporting Act you also have the right to dispute with the consumer reporting agency the accuracy or completeness of any information in the report.

Name: Telephone: #
Address:

[] NOTICE OF RIGHT TO RECEIVE COPY OF APPRAISAL
You have the right to a copy of the appraisal report used in connection with your application for credit. If you wish a copy, please write to us at the mailing address we have provided. We must hear from you no later than 90 days after we notify you about the action taken on your credit application or you withdraw your application.
In your letter, give us the following information: Loan or application number, if known, date of application, name(s) of loan applicant(s), property address, and your current mailing address.

The following is a list of state development organizations that Zito plans to work with on the proposed funded projects.

Zito plans on working with following state economic development organizations:

Anita Stocker Geauga County Economic Development anitastocker@geaugaced.com

Northwest Pennsylvania Regional Planning Commission
395 Seneca Street
P.O. Box 1127
Oil City, PA 16301

Ohio Business Development Coalition
41 S. High Street
Columbus, OH 43215
Phone: (614) 857-0900 ext. 231
<http://www.ohiomeansbusiness.com/>

Walter Good
VP Area Directors
Area 12 Director (Ashtabula)
Director, Economic Development Action Team
Youngstown/Warren Regional Chamber
197 W. Market Street, 7th Floor
Warren, OH 44481-1024
(330) 392-6140 x22

Geauga County Planning Commission
470 Center Street
Building 1-C
Chardon, Ohio 44024
(440) 279-1740 Phone
(440) 285-7069 Fax
http://www.co.geauga.oh.us/departments/planning/Industrial_Parks/Industrial_Site5/Ind_Park.htm

Lake County Port Authority
One Victoria Place, Suite 265A Painesville, Ohio 44077
Phone: 440-357-2290
Fax: 440-357-2296
John Loftus, Executive Director
ext. 232 jloftus@lcport.org
<http://www.lcedc.org/>

Joe Moroski
County Commissioner
Ashtabula County

Debbie Newcomb
State Representative
State of Ohio

Bob Schaumleffel
City Manager
City of Conneaut

Christian Siebeneck
Information Technology Director

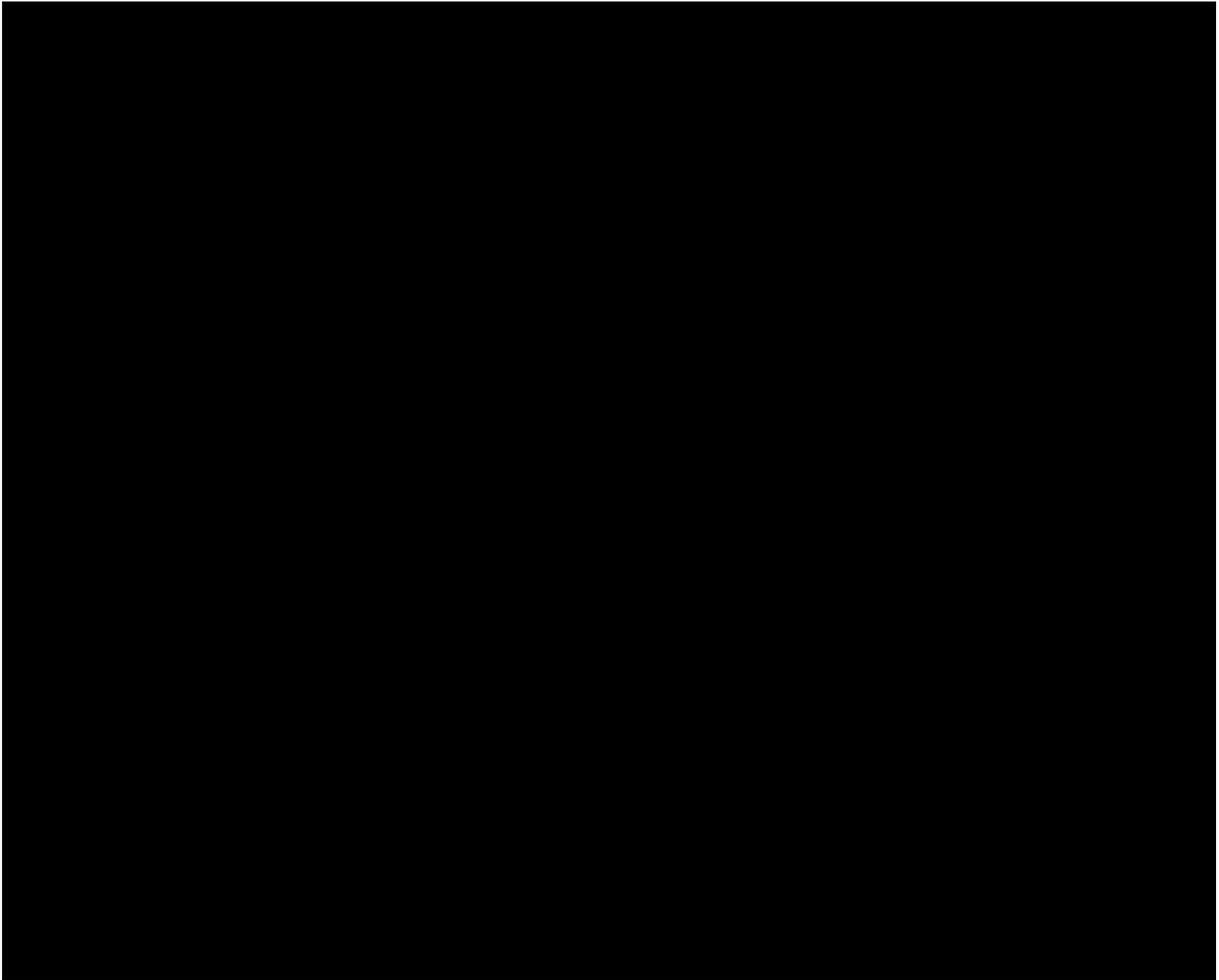
Suite 224 Internet

Michael Smithson

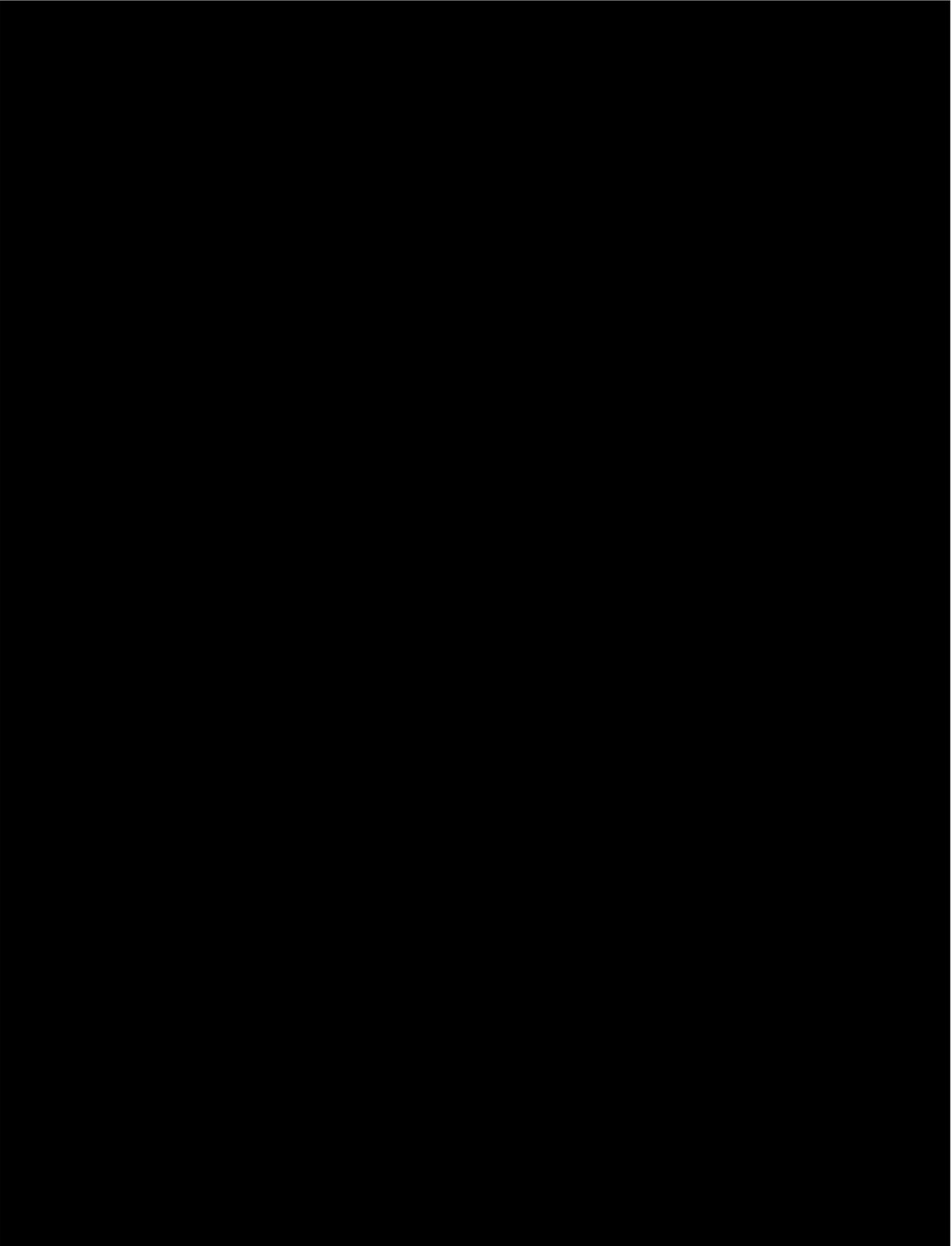
President

Gemini Development Group

24) Q-50 Financial Assumptions



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Projection parameters

Capital/\$ Incremental Rev
Revenue per business passed
Businesses passed
Route miles
Terminal Value multiple
Voice long distance%
Local voice %
Data circuits %
Internet %
Bad debt %
Fiber maintenance/route mile
Number of Hubs
Utility cost per hub
Average rent per hub
Residential homes passed
HSD penetration
Voice penetration
Institutional %



Operating

Revenue
Total voice
Total data circuits
Total internet

Capital
Initial ring construction
Customer capital

Financial metrics w/o grant

EBITDA
Construction capital
Customer capital
Terminal Value
Cash stream
NPV
IRR

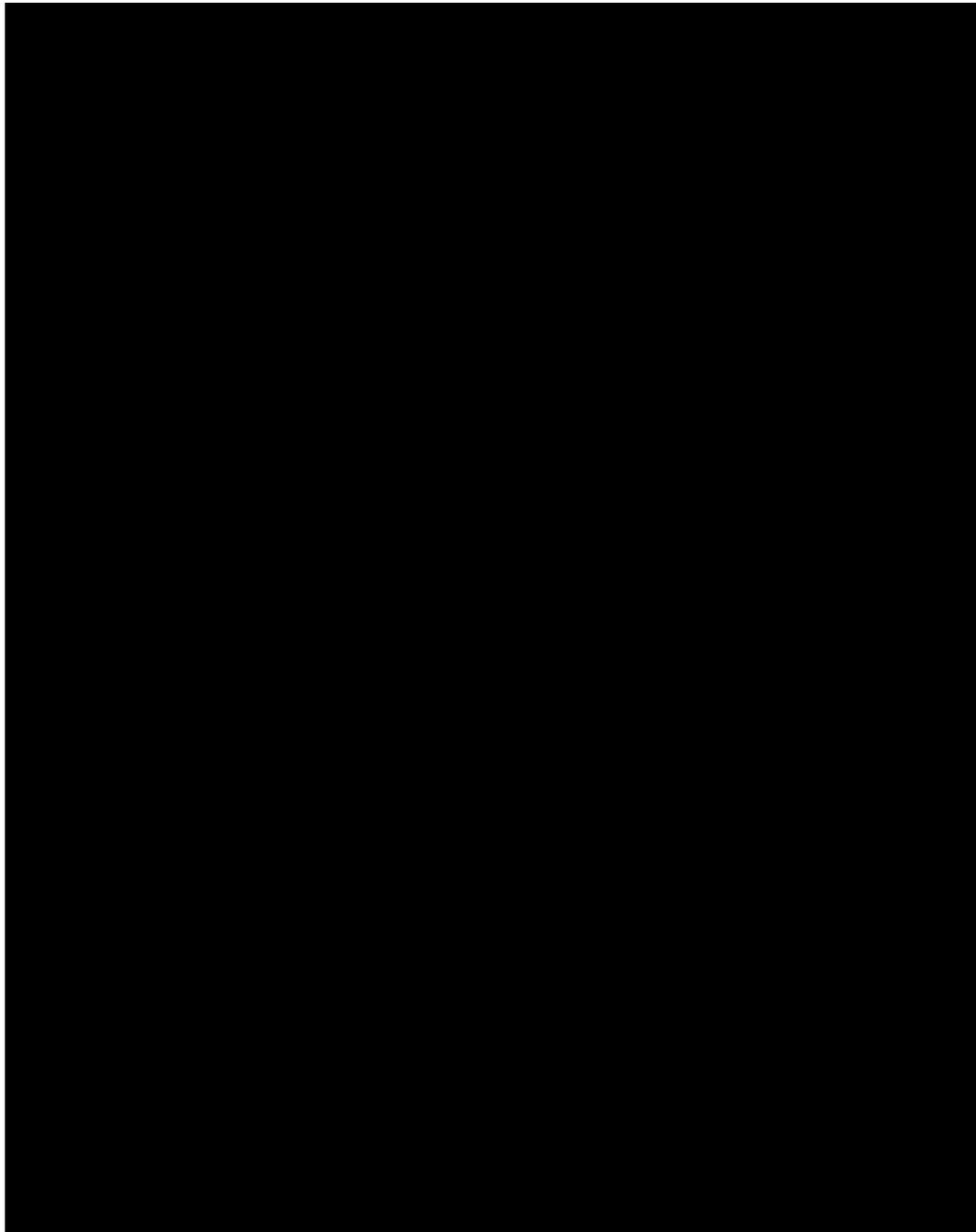
Financial metrics with grant

Construction capital (Zito portion)
Customer capital
EBITDA
Terminal Value
Cash stream

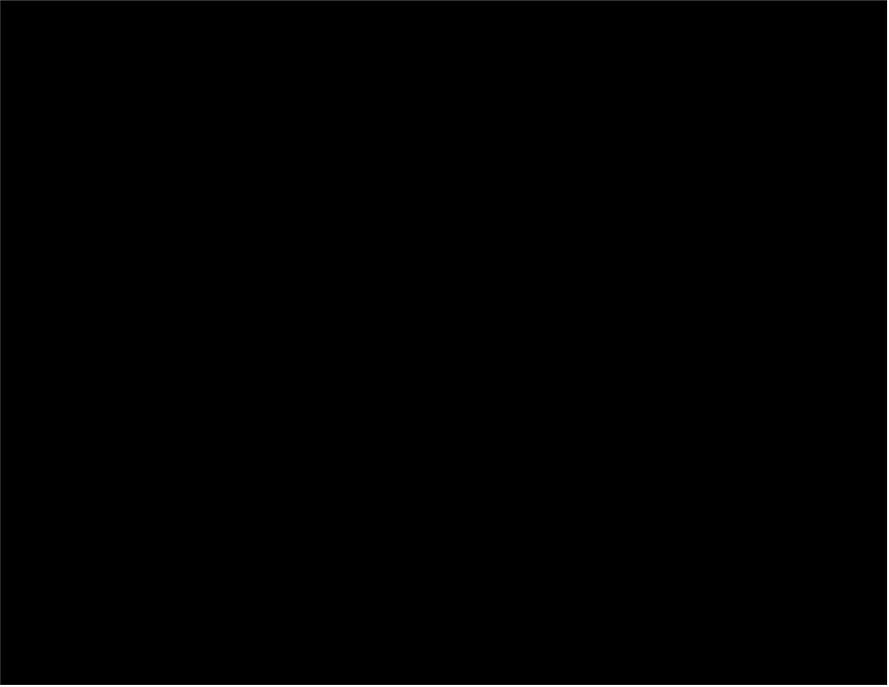
Building Calculation

Factor point to point local
Factor point to point inter 100
Factor point to point inter 1000
Factor internet 10
Internet 20
Internet 50
Factor outbound sip trunks
Factor inbound sip trunks
Factor vpbx
Dark fiber local
Dark fiber inter
Wavelength
Average rev/building/month
%billed
%discount
Monthly revenue increment

Year 1 Year 2 Year 3 Year 4 Year 5



12) Q39 Organization Chart



13) Q40 Attachment F-Legal Opinion



1401 Eye Street, NW
Seventh Floor
Washington, DC 20005

Telephone: (202) 467-6900
Fax: (202) 467-6910
www.wcsr.com

August 16, 2009

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

Re: Broadband Infrastructure Application for a Grant under the Broadband Technology Opportunities Program of the Department of Commerce, National Telecommunications Information Administration

Ladies and Gentlemen:

We have acted as special counsel to Zito Media Communications II, LLC, a Delaware limited liability company (the "Applicant"), in connection with the preparation and filing of the Applicant's Broadband Infrastructure Application (the "Application"), dated August 16, 2009, for a grant under the Broadband Initiatives Program (the "BIP") of the United States Department of Agriculture, Rural Utilities Service, and the Broadband Technology Opportunities Program (the "BTOP") of the Department of Commerce, National Telecommunications Information Administration. This opinion is delivered to you pursuant to Attachment F of the Application.

With respect to the BIP, we have reviewed the draft Loan/Grant and Security Agreement which may be entered into by the Applicant and the United States of America, acting through the Administrator of the Rural Utilities Service (the "BIP Loan/Grant and Security Agreement"), and which is available in the Information Library of the Broadband USA portal for broadband funding under the American Recovery and Reinvestment Act of 2009 at www.broadbandusa.gov (the "Information Library"). With respect to the BTOP, we have reviewed the Form CD-450 (U.S. Department of Commerce Financial Assistance Award), the Department of Commerce Financial Assistance Standard Terms and Conditions and the U.S. Department of Commerce American Recovery and Reinvestment Act Award Terms (the "DOC Forms") which are also

available in the Information Library. The BIP Loan/Grant and Security Agreement and the DOC Forms are referred to herein, collectively, as the “Application Documents.”

We have reviewed the Applicant’s Certificate of Formation as filed with the Office of the Secretary of State of Delaware as of July 23, 2009 and the Applicant’s Operating Agreement dated as of July 23, 2009, each as amended to date (the “Governing Documents”), and have examined the originals, or copies certified or otherwise identified to our satisfaction, of corporate records of the Applicant, including minute books of the Applicant as furnished to us by the Applicant, certificates of public officials and of representatives of the Applicant, statutes and other instruments and documents, as a basis for the opinions hereinafter expressed. In rendering this opinion, we have relied upon certificates of public officials and representatives of the Applicant with respect to the accuracy of the factual matters contained in such certificates. In rendering our opinion in paragraph 1, we have relied solely upon a good standing certificate regarding the Applicant issued by the Secretary of State of Delaware dated August 13, 2009, and the certificates issued by the respective Secretaries of State of Ohio, Pennsylvania, and West Virginia. In rendering our opinion in paragraph 3, we have relied solely upon (a) a certificate of an authorized officer of the Applicant, and (b) searches conducted on August 13, 2009 for pending litigation against “Zito Media L.P.”, the trade name of the Applicant and its affiliated companies, as a defendant in the following jurisdictions: (i) the U.S. District Court in the Northern and Southern Districts of Ohio, the Western District of Pennsylvania, and the Northern and Southern Districts of West Virginia, (ii) Ashtabula, Athens, Belmont, Geauga, Guernsey, Harrison, Jefferson, Muskingum, Perry, Portage, Trumbull, and Washington Counties in the State of Ohio, (iii) Cabell, Jackson, Marshall, Mason, Ohio, Wetzel, and Wood Counties in West Virginia, and (iv) Crawford, Erie, Greene, and Washington Counties in Pennsylvania.

Whenever any opinion below as to the existence or absence of facts is qualified by the phrase “to our knowledge,” such phrase indicates only that the lawyers of this firm substantively involved in the representation of the Applicant in this transaction have no actual knowledge of the existence or absence of facts. Except to the extent expressly stated herein, we have not undertaken any independent investigation to determine the existence or absence of any such facts, and no inference as to our knowledge of the existence or absence of such facts should be drawn from the fact of our representation of the Applicant.

This opinion is limited to the limited liability company laws of the State of Delaware, excluding local laws of the State of Delaware (*i.e.*, the statutes and ordinances, the administrative decisions and the rules and regulations of counties, towns, municipalities and special political subdivisions of, or authorities or quasi-governmental bodies constituted under the laws of, the State of Delaware and judicial decisions to the extent they deal with any of the foregoing), and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

Based on and subject to the foregoing, and having regard for such legal considerations as we deem relevant, it is our opinion that:

1. The Applicant is a limited liability company in existence under the laws of the State of Delaware, and is qualified as a foreign limited liability company in the States of Ohio, Pennsylvania, and West Virginia.

2. The Applicant has the limited liability company power under the Governing Documents and the Delaware Limited Liability Company Act to execute, deliver and perform its obligations under the grant agreement and to perform its obligations thereunder.

3. No legal proceedings have been instituted or are pending against the Applicant, the outcome of which would materially adversely affect the Applicant's ability to perform the duties under the grant agreement, and there are no judgments against the Applicant that would materially adversely affect the Applicant's ability to perform the duties under the grant agreement.

4. The Applicant has the limited liability company power to own its property and to carry on its business as presently conducted.

This opinion letter is delivered solely for your benefit in connection with the Application and the transactions provided for therein and may not be quoted in whole or in part, referred to, filed with any other governmental agency or otherwise used or relied upon by any other person or for any other purpose without our prior written consent.

This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof.

Very truly yours,

Womble Carlyle Sandridge & Rice, PLLC

Womble Carlyle Sandridge & Rice
PLLC

BRP
SJW

14) Q41 Government and Key Partnerships

Zito plans on working with the following public and private organizations with respect to the project's planning and operations:

| NAME | TITLE | EMAIL |
|-----------------|---|--|
| Erwin Leffel | Thompson Township (Geauga County) Trustee | kokelef@windstream.net |
| Anita Stocker | Geauga County Economic Development | anitastocker@geaugaced.com |
| Dave Lair | Geauga County Administrator | dlair@geaugabocc.org |
| Paul Mascatelli | Ashtabula County IT Director | PDMascatelli@co.ashtabula.oh.us |

Dave Davidson
Field Director, NE Ohio
Connect Ohio
614-220-0190 - Office
440-715-3597 - Wireless
ddavidson@connectohio.org
www.connectohio.org

Ohio Business Development Coalition
41 S. High Street
Columbus, OH 43215
Phone: (614) 857-0900 ext. 231
<http://www.ohiomeansbusiness.com/>

Walter Good
VP Area Directors
Area 12 Director (Ashtabula)
Director, Economic Development Action Team
Youngstown/Warren Regional Chamber
197 W. Market Street, 7th Floor
Warren, OH 44481-1024
(330) 392-6140 x22

Ashtabula Chamber of Commerce
4536 Main Avenue
Ashtabula, OH 44004
440-998-6998
Fax: 440-992-8216
<http://www.ashtabulachamber.net/default.asp>

Burton Chamber of Commerce (Geauga County)
P.O. Box 537
Burton, Ohio 44021
Email: Info@BurtonChamberofCommerce.org
Brian Brockway, President - (440) 834-1853
Nancy Bonnema, Vice-President - (440) 834-9760

Chardon Area Chamber of Commerce (Geauga County)
111 South Street
Chardon, Ohio 44024
(440) 285-9050
Fax (440) 286-8964
emabel@chardonchamber.com
<http://www.chardonchamber.com/>

Chesterland Chamber of Commerce
8402 Mayfield Road
Chesterland, Ohio 44026
PO Box 354
Chesterland, Ohio 44026
(440) 729-7297
<http://www.ohio-usa.com/geauga/chester/>

Geauga County Planning Commission
470 Center Street
Building 1-C
Chardon, Ohio 44024
(440) 279-1740 Phone
(440) 285-7069 Fax
http://www.co.geauga.oh.us/departments/planning/Industrial_Parks/Industrial_Site5/Ind_Park.htm

Middlefield Chamber of Commerce (Geauga County)
P.O. Box 801
Middlefield, OH 44062
Phone (440) 632-5705
mccInfo@middlefieldcc.com
<http://www.middlefieldcc.com/>

Parkman Chamber of Commerce (Geauga County)
PO Box 525
Parkman OH 44080

Lake County Port Authority
One Victoria Place, Suite 265A Painesville, Ohio 44077
Phone: 440-357-2290
Fax: 440-357-2296
John Loftus, Executive Director
ext. 232 jloftus@lcport.org
<http://www.lcedc.org/>

Kevin Acierno
Network Systems Manager
Kent State University/Ashtabula Campus

Janet Boland
911 Coordinator
Ashtabula County

Lawrence Bottoms
Mayor
Village of Orwell

Jerome Brockway
Superintendent
Ashtabula County Joint Vocational School

Roger Corlett
Auditor

Ashtabula County

Dan Dudik
Chief of Police
City of Geneva

Rich Dugger
Senior Account Executive
One Community

Carl Feather
Photojournalist and Writer
Feather Multimedia

Tom Garbarz
Executive Director
NEOMIN

David Hendershot
Network Manager
Fair Point Communications

Douglas Hladek
Superintendent
Jefferson Local Schools

Brett Horvath
Assistant Superintendent
Geneva City Schools

Ken Johnson
General Manager
Conneaut Telephone

Dwight Johnson
MIS
Village of Orwell

Scott Kalman
Police Chief
Village of Orwell

Erwin Martin
IT Technician/Auditor's Office
Ashtabula County

Paul Mascatelli

IT Director
Ashtabula County

Steve Miller
Technology Coordinator
Ashtabula County District Library

Joe Moroski
County Commissioner
Ashtabula County

Debbie Newcomb
State Representative
State of Ohio

Cameron Newpher
President
ITE Consultants

Paul Morgan
Technology Coordinator
Ashtabula County District Library

Rosemary Perkoski
Associate Director
Community Action

Bob Schaumleffel
City Manager
City of Conneaut

Christian Siebeneck
Information Technology Director
Suite 224 Internet

Michael Smithson
President
Gemini Development Group

Steve Spence
Area Manager
Windstream

James Supplee
Secretary
Conneaut Telephone Company

Bill Tokarczyk
Director
Ashtabula County District Library

Richard Trice
Senior Director of Operations
UH Geneva Medical Center

Susan Vanek
Courts IT Manager
Ashtabula County

Craig Wickstrom
Systems Administrator
Ashtabula County

Mark Winchell
Executive Director
Ashtabula Convention & Visitors Bureau

DETAIL OF PROJECT COSTS

ATTACHMENT G

PLEASE COMPLETE THE TABLE BELOW FOR THE DIFFERENT CATEGORIES OF EQUIPMENT THAT WILL BE REQUIRED FOR COMPLETING THE PROJECT. EACH CATEGORY SHOULD BE BROKENDOWN 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 | Juniper EX 4200 | Yes | \$9,500 | 16 | \$152,000 | Established pricing with vendor |
| | Vyatta Router | Yes | \$3,500 | 4 | \$14,000 | Pricing with Dell and Vyatta |
| Transport | Lightem 40 km 10 gigabit xfps LXFP1540CG-SM | Yes | \$1,900 | 28 | \$53,200 | Pricing established with Lightem |
| | 10 Gigabit Waves | Yes | \$2,500 | 120 | \$0 | Waves contributed by Zito at no cost |
| | | | | | | |
| Access | Dell PowerConnect | Yes | \$1,700 | 16 | \$27,200 | Pricing established with Dell |
| | | | | | | |
| Other | Miscellaneous sfps | Yes | \$100 | 50 | \$5,000 | Pricing established with Lightem |
| | Patch cables | Yes | \$30 | 50 | \$1,500 | Established pricing |
| | | | | | | |
| OUTSIDE PLANT | | | | | | |
| Cables | Comscope 30 Count Single Mode Fiber | Yes | \$.30/ft. | 1,056,000 | \$316,800 | Established pricing through NCTC |
| | Comscope 48 Count Single Mode Fiber | Yes | \$.40/ft. | 749,760 | \$299,904 | Established pricing through NCTC |
| | Comscope 96 Count Single Mode Fiber | Yes | \$.70/ft. | 0 | \$0 | |
| | Steel Strand and Miscellaneous Hardware | Yes | \$1,800/mile | 342 | \$615,600 | Established pricing through NCTC |
| | Labor to place Strand | Yes | \$.32/ft. | 1,805,760 | \$577,843 | Pricing established with multiple contractors |
| | Labor to lash Fiber | Yes | \$.50/ft. | 1,805,760 | \$902,880 | Pricing established with multiple contractors |
| | Labor to splice Fiber | Yes | \$24 | 4,000 | \$96,000 | Splicing done in-house or with contractors |
| Conduits | | | | | | |
| | | | | | | |

DETAIL OF PROJECT COSTS

| | | | | | | |
|---|---------------------------|----------------------|---------------|--------------|-------------|--|
| Ducts | | | | | | |
| Poles | Utility Make-Ready | Yes | \$11,000/mile | 342 | \$3,762,000 | Based on years of experience building fiber in similar rural areas; this cost can vary significantly from one area to another, but Zito believes this average is conservative and reasonable for a large number of miles |
| | Pole Placement | Yes | \$600 | 25 | \$15,000 | Quantity based on rough approximation; price based on actual pricing |
| | | | | | | |
| Towers | | | | | | |
| Repeaters | Coaxial Amplifiers-Trunk | Yes | \$800 | 120 | \$96,000 | Price based on retrofitting amplifiers with galium arsenide based modules |
| | Coaxial Amplifiers-Feeder | Yes | \$600 | 120 | \$72,000 | Price based on retrofitting amplifiers with galium arsenide based modules |
| | Coaxial Splicing Labor | Yes | \$600 | 120 | \$72,000 | Based on actual contractor pricing |
| Other | | | | | | |
| SERVICE AREA or COMMON NETWORK FACILITIES: | | Eligibility (Yes/No) | Unit Cost | No. of Units | Total Cost | Support of Reasonableness |
| BUILDINGS | | | | | | |
| New Construction | | | | | | |
| | | | | | | |
| Pre-Fab Huts | | | | | | |
| | | | | | | |
| Improvements & Renovation | | | | | | |
| | | | | | | |
| Other | | | | | | |

DETAIL OF PROJECT COSTS

| | | | | | | |
|---|---------------------|----------------------|-----------|--------------|------------|--|
| | | | | | | |
| | | | | | | |
| CUSTOMER PREMISE EQUIPMENT | | | | | | |
| Modems | | | | | | |
| | | | | | | |
| Set Top Boxes | | | | | | |
| | | | | | | |
| Inside Wiring | | | | | | |
| | | | | | | |
| Other | | | | | | |
| | | | | | | |
| BILLING SUPPORT AND OPERATIONS SUPPORT SYSTEMS | | | | | | |
| Billing Support Systems | Already in Place | | | | | GLDS cable operator billing system already in place; this system is very able to perform the simplified billing required by the business plan envisioned by this application |
| | | | | | | |
| Customer Care Systems | Already in Place | | | | | Open source applications such as Mantis and Sugar are already in place |
| | | | | | | |
| Other Support | Dell PowerEdge 2950 | | \$2,200 | | | Additional tools based on Linux operating system and open source monitoring and management software; quantity reasonable; price based on actual Dell pricing |
| | | Yes | | 10 | \$22,000 | |
| SERVICE AREA or COMMON NETWORK FACILITIES: | | Eligibility (Yes/No) | Unit Cost | No. of Units | Total Cost | Support of Reasonableness |
| OPERATING EQUIPMENT | | | | | | |
| Vehicles | Bucket Truck | | \$75,000 | | | Estimated price for Ford F450 with 32 foot bucket |
| | | Yes | | 1 | \$75,000 | |

DETAIL OF PROJECT COSTS

| | | | | | | |
|--|-------------------|-----|------------|-----------|-----------|---|
| Office Equipment/ Furniture | Dell Laptops | Yes | \$600 | 4 | \$2,400 | Quantity reasonable based on small organization; price based on actual Dell pricing |
| | Dell PCs | Yes | \$600 | 4 | \$2,400 | Quantity reasonable based on small organization; price based on actual Dell pricing |
| Other | Fusion Splicers | Yes | \$9,000 | 2 | \$18,000 | Pricing reasonable based on available equipment |
| | | | | | | |
| PROFESSIONAL SERVICES | | | | | | |
| Engineering Design | Route Walkout | Yes | \$.05/ft. | 1,805,760 | \$90,288 | Based on actual contractor pricing |
| | Pole Profiles | Yes | \$15/pole | 6,840 | \$102,600 | Based on actual contractor pricing |
| | CAD Drawings | Yes | \$.02/ft. | 1,805,760 | \$36,115 | Based on actual contractor pricing |
| Project Management | Project Oversight | Yes | \$300/mile | 342 | \$102,600 | Based on experience building fiber in rural areas |
| | | | | | | |
| Consulting | | | | | | |
| | | | | | | |
| Other | | | | | | |
| | | | | | | |
| TESTING | | | | | | |
| Network Elements | OTDRs | Yes | \$8,000 | 1 | \$8,000 | Pricing reasonable based on available equipment |
| IT System Elements | | | | | | |
| User Devices | | | | | | |
| Test Generators | | | | | | |
| Lab Furnishings | | | | | | |
| Servers/ Computers | | | | | | |
| OTHER UPFRONT COSTS | | | | | | |
| Site Preparation | Racks | Yes | \$800 | 16 | \$12,800 | Estimate |
| | UPS | Yes | \$1,000 | 16 | \$16,000 | Based on actual pricing |

DETAIL OF PROJECT COSTS

| | | | | | | |
|--------------|-----------------|-----|---------|----|----------|--|
| | Generator | Yes | \$3,000 | 8 | \$24,000 | Quantity based on estimate of required backup; Price based on actually available equipment |
| Other | Access System | Yes | \$2,000 | 16 | \$32,000 | Quantity based on hubs; price based on actual price quote |
| | Security Panels | Yes | \$3,000 | 16 | \$48,000 | Quantity based on hubs; price based on actual price quote |
| | | | | | | |

09) Q31 Attachment D - Engineer's Certification

Network Design and Implementation Plan Certification (to be complete for projects requesting more than \$1 million in federal assistance)

U.S. Department of Agriculture and U.S. Department of Commerce
BIP and BTOP Program

We the undersigned, certify that the proposed broadband system will work as described in the System Design and Network Diagram sections, and can deliver the proposed services outlined in the Service Offerings Section. Moreover, the system, as designed, can meet the proposed build-out timeframe based on the resources designated in Project Viability Section, and will be substantially complete in two years, and complete within three years.

8/13/09
(Date)

James Reynolds
(Authorized Representative's Signature)

James Reynolds
Name:

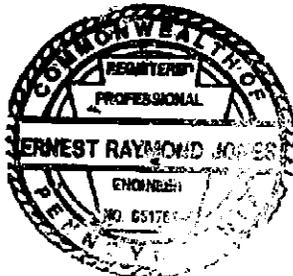
President
Title:

8-12-09
(Date)

Ernest R Jones
(Certifying Engineer's Signature)

Ernest R Jones
Name:

V.P. ERI Structural Division
Title:



Network Design and Implementation Plan Certification (to be complete for projects requesting more than \$1 million in federal assistance)

U.S. Department of Agriculture and U.S. Department of Commerce
BIP and BTOP Program

We the undersigned, certify that the proposed broadband system will work as described in the System Design and Network Diagram sections, and can deliver the proposed services outlined in the Service Offerings Section. Moreover, the system, as designed, can meet the proposed build-out timeframe based on the resources designated in Project Viability Section, and will be substantially complete in two years, and complete within three years.

8/13/09
(Date)

James Biges
(Authorized Representative's Signature)

James Biges
Name:

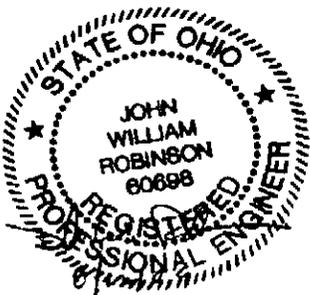
President
Title:

8/12/09
(Date)

J. W. Robinson
(Certifying Engineer's Signature)

John W. Robinson
Name:

Principal Engineer - Electronic Research, Inc.
Title:

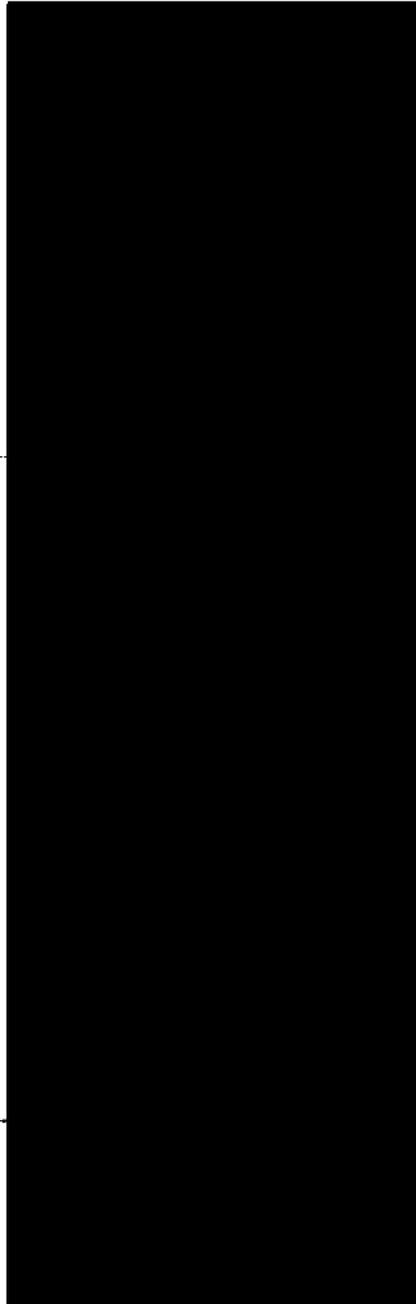


17) Q47 Historical Financial Statements

Zito Media Communications II, LLC is a newly formed entity and does not have current financial statements, attached are the financial statements of Zito Media Communications II, LLC's parent, Treasure Lake, L.P.

Treasure Lake, L.P. Consolidated
For the Twelve Months Ending December 31, 2008
(Unaudited)

| <i>Income Statement - Detail</i> | December | December |
|---|----------|----------|
| | 2007 | 2008 |
| Revenue | | |
| Standard Video Services | | |
| Commercial/Bulk Video Services | | |
| Premium Revenue | | |
| Digital Revenue | | |
| DVR Revenue | | |
| PPV revenue | | |
| Advertising Revenue | | |
| Other Revenue | | |
| Voice Service Revenue | | |
| Converter Revenue | | |
| Shopping Revenue | | |
| Transport Services | | |
| High Speed Internet Revenue | | |
| Management Fee Revenue | | |
| | | |
| Total Revenue | | |
| Direct Operating and Programming | | |
| Salary & Wages Tech | | |
| Salary & Wages CSSR | | |
| Wages - Overtime | | |
| Pole Rent | | |
| Vehicle Fuel | | |
| Other Vehicle Expense | | |
| Repairs and Maintenance | | |
| System Power | | |
| Voice Service Expense | | |
| High Speed Internet Expense | | |
| Network Expense | | |
| Capitalized Technical | | |
| Other Technical | | |
| Programming basic | | |
| Programming Digital | | |
| Programming pay | | |
| Other programming | | |
| Copyright and Franchise | | |
| | | |
| Total Direct Operating | | |



Treasure Lake, L.P. Consolidated
For the Twelve Months Ending December 31, 2008
(Unaudited)

| <i>Income Statement - Detail</i> | <u>December</u> | <u>December</u> |
|---|-----------------|-----------------|
| | 2007 | 2008 |
| Selling General & Administrative | | |
| Salary & Wages | | |
| SG&A benefits Expense | | |
| Marketing Expense | | |
| Advertising Expense | | |
| Billing Expense | | |
| Subscriber Management Expense | | |
| Repair and Maintenance | | |
| Office Expense | | |
| Utilities | | |
| Telephone | | |
| Insurance | | |
| Outside Service | | |
| Professional Fees | | |
| Bad Debt Expense net | | |
| Property Tax Expense | | |
| Other SG&A | | |
| Total SG&A | | |
| Total operating and SG&A expense | | |
| Operating Cash Flow | | |
| Other (Income) Expense | | |
| Management Fees | | |
| Interest Expense | | |
| Depreciation & Amortization | | |
| Interest income | | |
| Other (Income) Expense | | |
| Net income (loss) | | |



Treasure Lake, L.P. Consolidated
For the Twelve Months Ending December 31, 2008
(Unaudited)

| <i>Balance Sheet</i> | December | December |
|----------------------------------|----------|----------|
| | 2007 | 2008 |
| Assets | | |
| Cash | | |
| Subscriber Receivables net | | |
| Other Receivables | | |
| Due from Affiliates | | |
| Prepays and Other Assets | | |
| Total current assets | | |
| PP&E net | | |
| Intangible Assets net | | |
| Investment in Affiliates | | |
| Total Assets | | |
| Liabilities | | |
| Accounts Payable | | |
| Accrued Liabilities | | |
| Deferred Revenue | | |
| Debt | | |
| Subordinated Debt | | |
| Total Liabilities | | |
| Equity | | |
| Retained Earnings | | |
| Partners Capital | | |
| Total Equity | | |
| Total Liabilities and Equity | | |

Treasure Lake, L.P. Consolidated
For the Twelve Months Ending December 31, 2008
(Unaudited)

| <i>Cash Flow Statement</i> | December | December |
|---|----------|----------|
| | 2007 | 2008 |
| Net income (loss) | | |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation and amortization | | |
| Changes in operating assets and liabilities: | | |
| Subscriber receivables, net | | |
| Other receivables, net | | |
| Prepaid and other assets | | |
| Accounts payable | | |
| Deferred revenue | | |
| Accrued interest and other liabilities | | |
| Net cash provided by operating activities | | |
| Cash flows for investing activities: | | |
| Expenditures for property, plant and equipment | | |
| Investments in affiliates | | |
| Related party receivables and payables, net | | |
| Net cash used in investing activities | | |
| Cash flows from financing activities: | | |
| Debt proceeds/(payments) - net | | |
| Debt financings costs | | |
| Capital contributions (distributions) | | |
| Net cash (used in) provided by financing activities | | |
| Change in cash and cash equivalents | | |
| Cash at beginning of period | | |
| Cash at end of period | | |



**Consolidated Treasure Lake, L.P.
For the Month Ending May 31, 2009
(Unaudited)**

Income Statement - Detail

| January | February | March | April | May | YTD |
|---------|----------|-------|-------|------|------|
| 2009 | 2009 | 2009 | 2009 | 2009 | 2009 |

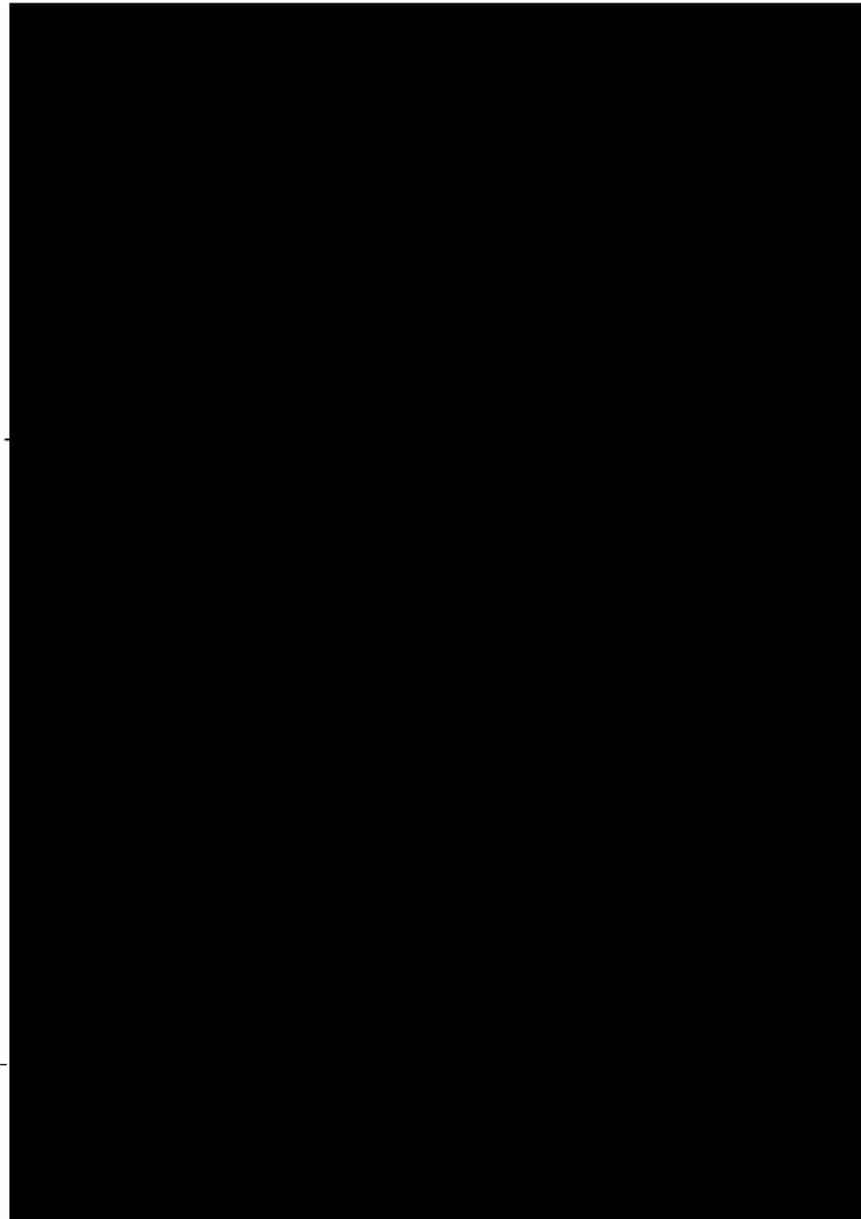
Revenue
Standard Video Services
Commercial/Bulk Video Services
Premium Revenue
Digital Revenue
DVR Revenue
PPV revenue
Advertising Revenue
Other Revenue
Voice Service Revenue
Converter Revenue
Shopping Revenue
Transport Services
High Speed Internet Revenue
Management Fee Revenue

Total Revenue

Direct Operating and Programming
Salary & Wages Tech
Salary & Wages CSSR
Wages - Overtime
Pole Rent
Vehicle Fuel
Other Vehicle Expense
Repairs and Maintenance
System Power
Voice Service Expense
High Speed Internet Expense
Network Expense
Capitalized Technical
Other Technical
Programming basic
Programming Digital
Programming pay
Other programming
Copyright and Franchise

Total Direct Operating

Selling General & Administrative



**Consolidated Treasure Lake, L.P.
For the Month Ending May 31, 2009
(Unaudited)**

| <i>Income Statement - Detail</i> | January | February | March | April | May | YTD |
|---|---------|----------|-------|-------|------|------|
| | 2009 | 2009 | 2009 | 2009 | 2009 | 2009 |
| Salary & Wages | | | | | | |
| SG&A benefits Expense | | | | | | |
| Marketing Expense | | | | | | |
| Advertising Expense | | | | | | |
| Billing Expense | | | | | | |
| Subscriber Management Expense | | | | | | |
| Repair and Maintenance | | | | | | |
| Office Expense | | | | | | |
| Utilities | | | | | | |
| Telephone | | | | | | |
| Insurance | | | | | | |
| Outside Service | | | | | | |
| Professional Fees | | | | | | |
| Bad Debt Expense net | | | | | | |
| Property Tax Expense | | | | | | |
| Other SG&A | | | | | | |
| Total SG&A | | | | | | |
| Total operating and SG&A expense | | | | | | |
| Operating Cash Flow | | | | | | |
| Other (Income) Expense | | | | | | |
| Management Fees | | | | | | |
| Interest Expense | | | | | | |
| Depreciation & Amortization | | | | | | |
| Interest income | | | | | | |
| Other (Income) Expense | | | | | | |
| Net income (loss) | | | | | | |

Consolidated Treasure Lake, L.P.
For the Five Months Ending May 31, 2009
(Unaudited)

| <i>Balance Sheet</i> | January | February | March | April | May |
|------------------------------|---------|----------|-------|-------|------|
| | 2009 | 2009 | 2009 | 2009 | 2009 |
| Assets | | | | | |
| Cash | | | | | |
| Subscriber Receivables net | | | | | |
| Other Receivables | | | | | |
| Prepays and Other Assets | | | | | |
| Total current assets | | | | | |
| PP&E net | | | | | |
| Intangible Assets net | | | | | |
| Investment in Affiliates | | | | | |
| Total Assets | | | | | |
| Liabilities | | | | | |
| Accounts Payable | | | | | |
| Accrued Liabilities | | | | | |
| Due to Affiliates | | | | | |
| Deferred Revenue | | | | | |
| Debt | | | | | |
| Subordinated Debt | | | | | |
| Total Liabilities | | | | | |
| Equity | | | | | |
| Retained Earnings | | | | | |
| Partners Capital | | | | | |
| Total Equity | | | | | |
| Total Liabilities and Equity | | | | | |

**Consolidated Treasure Lake, L.P.
For the Month Ending May 31, 2009
(Unaudited)**

Cash Flow Statement

| January | February | March | April | May | YTD |
|---------|----------|-------|-------|------|------|
| 2009 | 2009 | 2009 | 2009 | 2009 | 2009 |

Net income (loss)

Adjustments to reconcile net loss to
net cash provided by operating activities:

Depreciation and amortization

Changes in operating assets and liabilities:

Subscriber receivables, net

Other receivables, net

Prepaid and other assets

Accounts payable

Deferred revenue

Accrued interest and other liabilities

Net cash provided by operating activities

Cash flows for investing activities:

Expenditures for property, plant and equipment

Related party receivables and payables, net

Net cash used in investing activities

Cash flows from financing activities:

Debt proceeds/(payments) - net

Debt financings costs

Net cash (used in) provided by financing activities

Change in cash and cash equivalents

Cash at beginning of period

Cash at end of period

