

QUARTERLY PERFORMANCE PROGRESS REPORT FOR BROADBAND INFRASTRUCTURE PROJECTS

General Information

1. Federal Agency and Organizational Element to Which Report is Submitted Department of Commerce, National Telecommunications and Information Administration	2. Award Identification Number NT10BIX5570133	3. DUNS Number 961747875
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4. Recipient Organization

ION Newco Corp 80 State Street
Suite 700, Albany, NY 12207-2543

5. Current Reporting Period End Date (MM/DD/YYYY) 06-30-2012	6. Is this the last Report of the Award Period? <input type="radio"/> Yes <input checked="" type="radio"/> No
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7. Certification: I certify to the best of my knowledge and belief that this report is correct and complete for performance of activities for the purposes set forth in the award documents.

7a. Typed or Printed Name and Title of Certifying Official Michael Shuipis	7c. Telephone (area code, number and extension) 5186894559
	7d. Email Address mshuipis@i-o-n.com

7b. Signature of Certifying Official Submitted Electronically	7e. Date Report Submitted (MM/DD/YYYY): 08-21-2012
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Project Indicators (This Quarter)

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

ION has continued construction on projects 1, 2, 4b, and 9, including make ready work; and the placement of support strand and fiber cable for these projects.
 Engineering, staking, permitting and negotiation of lease terms have been conducted for projects 3, 5, and 7.
 ION has received fiber optic cable for all of the remaining projects.
 ION continues to work on each project according to its proposed timetable, initiating RFQ/RFP (Request for Qualifications/Request for Proposals) for the construction and equipment for each remaining project.
 ION has continued its aggressive marketing strategy, marketing the future network availability to prospective towns, anchor institutions, last mile providers, and government agencies.

Subrecipient Sovernet Fiber Cable has continued strand mapping for the build in Burlington, VT. Sovernet has worked with Vermont SHPO on the final route for project 4B, in the next quarter it is expected that a letter in agreement with the final route for the 4B build will be sent to ION, meeting the Special Award Conditions requirement for open dialogue with environmental agencies.
 Make Ready work is continuing to be done with ride-outs has begun and poles being surveyed.
 Central Office applications have been completed and submitted. Central Office conduit surveys are underway.

Development Authority of the North Country accomplishments for the quarter were to begin to install several equipment locations, begin construction of segment 10, and to install additional Community Anchor Institutions (CAI).
 Accomplishments relative to segment 6 include:

- Installed the 10 Gigabit per second Ethernet equipment in our Central Offices
- Installed and turned up 4 new CAI.

Accomplishments relative to segment 8 include:

- Make ready survey process is complete
- Received 100% of the fiber cable
- Began construction of our 2 new and one upgraded Central Offices
- Submitted an AAR to purchase an IRU of 6 strands over 9 miles for diversity on Plattsburgh.
- Bid for construction sent and awarded. Construction to begin 3Q2012.

Accomplishments relative to segment 10 include:

- Bid awarded for the remaining construction
- Construction began in June and over 20 miles of cable is installed.
- Received 100% of the fiber cable
- Began construction on 6 Central Offices

Network wide accomplishments:

- Bid and awarded the SONET equipment for all sites.
- Bid the Ethernet equipment for all sites.
- Bid and awarded contract for build out of all new Central Offices.
- Commenced build-out of all new Central Offices.

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	50	Baseline = 61%; \$24,102,776 expended of \$29,486,391 budgeted through second quarter 2012. Total budget (Federal and matching funds) is \$48,673,735. Variance between actual percent complete for overall project compared to baseline is due to timing of expenditures. As shown below, for some categories we are under budget, some over.
2b.	Environmental Assessment	0	The original grant for the project was awarded in December, 2009. As a result of the entity change process, a new grant was assigned in September 2010 which necessitated a revised budget for the remaining amount of the grant expenditures. As required by the original grant Special Award Conditions, the Environmental Assessment (EA) work was budgeted as part of the original grant expenditures. Since the milestones are measured against dollars expended vs. budgeted, and all EA budgeted dollars were expended under the original grant, zero percent is reported here.

	Milestone	Percent Complete	Narrative (describe reasons for any variance from baseline plan or subsequent written updates provided to your program officer)
2c.	Network Design	100	Baseline = 100%; \$1,077,667 expended of \$596,031 budgeted through second quarter 2012. Total budget (Federal and matching funds) is \$596,031. An under-budgeting of this item is indicated and an adjustment to transfer funds between categories of the budget is pending.
2d.	Rights of Way	4	Baseline =100%; \$24,092 expended of \$542,768 budgeted through second quarter 2012. Total budget (Federal and matching funds) is \$542,768. An over- budgeting of this item is indicated and an adjustment to transfer funds between categories of the budget is pending.
2e.	Construction Permits and Other Approvals	80	Baseline = 100%; \$144,193 expended of \$180,923 budgeted through second quarter 2012. Total budget (Federal and matching funds) is \$180,923.Due to unanticipated delays in Environmental Assessment process, and our need to concentrate manpower resources in that process, some delays have been experienced in actual construction. In order to avoid future delays we have accelerated some up front activities such as Permitting for upcoming projects.
2f.	Site Preparation	36	Baseline = 64%; \$718,828 expended of \$1,283,501 budgeted through second quarter 2012. Total budget (Federal and matching funds) is \$1,995,501.Due to unanticipated delays in Environmental Assessment process, and our need to concentrate manpower resources in that process, some delays have been experienced in Site Preparation. We do not expect these delays to affect the overall timetable for our projects and we expect to catch up to our budget during the next one or two quarters.
2g.	Equipment Procurement	74	Baseline = 47%; \$4,152,719 expended of \$2,620,620 budgeted through second quarter 2012. Total budget (Federal and matching funds) is \$5,598,140. Ahead of budget to date due to faster than anticipated delivery of equipment.
2h.	Network Build (all components - owned, leased, IRU, etc)	45	Baseline = 62%; \$17,222,670 expended of \$23,380,202 budgeted through second quarter 2012. Total budget (Federal and matching funds) is \$37,980,932. Variance between actual percent complete compared to baseline is due to timing differences.
2i.	Equipment Deployment	57	Baseline = 36%; \$213,858 expended of \$134,000 budgeted through second quarter 2012. Total budget (Federal and matching funds) is \$374,500. Due to the unanticipated delays in the EA process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010 and early 2011. As a result, we have not been able to expend all of the funds as budgeted.
2j.	Network Testing	0	Baseline = 36%; \$0 expended of \$134,000 budgeted through second quarter 2012. Total budget (Federal and matching funds) is \$374,500. Due to the unanticipated delays in the EA process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010 and early 2011. As a result, we have not been able to expend all of the funds as budgeted.
2k.	Other (please specify): Grant Administration	53	Baseline = 60%; \$548,749 expended of \$614,346 budgeted through second quarter 2012. Total budget (Federal and matching funds) is \$1,030,440. Variance is not significant. We expect to catch up to budget during the next one or two quarters.

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).

During the second quarter ION faced the following challenges and issues:

1. ION was notified that it appeared part of DANC's project build overlapped with the proposed build of another federally funded project in the northern portion of New York State. A solution to the problem was submitted to our program officer and was approved.
2. During the second quarter ION continued to experience delays, caused by a specific pole owner by not performing necessary make ready alterations needed on their poles. Unfortunately, in many instances the agreed upon date for work to be completed passed with

little or no make ready work being started. ION representatives have continued to communicate with the pole owner's representatives and use other means available, to urge the pole owner to work within the agreed upon work timetables. During the second quarter the severity of this issue has decreased.

3. During the make ready process DANC found 77 utility owned transmission poles that require replacement. We are working closely with the utility on this issue. If this issue is not resolved we will request temporary attachments to these poles.

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	346	Baseline = 625; According to the provisions of the Grant, we were prohibited from beginning the physical construction of the fiber network until we completed our Environmental Assessment (EA) process and were issued a Finding of No Significant Impact (FONSI). Due to major complexities and unanticipated delays in the Environmental Assessment process, and our need to concentrate manpower resources in that process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010. We do not expect these delays to affect the overall timetable for our projects and we expect to catch up to our budget during the next one or two quarters. Two additional contractors have been employed to accelerate the staking of fiber routes in order that we can begin actual fiber construction as early as possible in order to catch up to our planned time table.
New network miles leased	5	Baseline = 0; Variance is immaterial.
Existing network miles upgraded	0	Baseline = 0; No variance.
Existing network miles leased	50	Baseline = 75; According to the provisions of the Grant, we were prohibited from beginning the physical construction of the fiber network until we completed our Environmental Assessment (EA) process and were issued a Finding of No Significant Impact (FONSI). Due to major complexities and unanticipated delays in the Environmental Assessment process, and our need to concentrate manpower resources in that process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010. The normal sequence of activities for projects such as ours is to enter into lease arrangements near the completion of any newly constructed portions of a build. With new construction delayed, lease contracts have also been delayed. We do not expect these delays to affect the overall timetable for our projects and we expect to catch up to our budget during the next one or two quarters. Two additional contractors have been employed to accelerate the staking of fiber routes in order that we can begin actual fiber construction as early as possible in order to catch up to our planned time table.
Number of miles of new fiber (aerial or underground)	346	Baseline = 700; According to the provisions of the Grant, we were prohibited from beginning the physical construction of the fiber network until we completed our Environmental Assessment (EA) process and were issued a Finding of No Significant Impact (FONSI). Due to major complexities and unanticipated delays in the Environmental Assessment process, and our need to concentrate manpower resources in that process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010. We do not expect these

Indicator	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
		delays to affect the overall timetable for our projects and we expect to catch up to our budget during the next one or two quarters. Two additional contractors have been employed to accelerate the staking of fiber routes in order that we can begin actual fiber construction as early as possible in order to catch up to our planned time table.
Number of new wireless links	0	N/A
Number of new towers	0	N/A
Number of new and/or upgraded interconnection points	3	Baseline = 25; According to the provisions of the Grant, we were been prohibited from beginning the physical construction of the fiber network until we completed our Environmental Assessment (EA) process and were issued a Finding of No Significant Impact (FONSI). Due to major complexities and unanticipated delays in the Environmental Assessment process, and our need to concentrate manpower resources in that process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010. We do not expect these delays to affect the overall timetable for our projects and we expect to catch up to our budget during the next one or two quarters. Two additional contractors have been employed to accelerate the staking of fiber routes in order that we can begin actual fiber construction as early as possible in order to catch up to our planned time table.

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	11
Number of agreements currently being negotiated with broadband wholesalers or last mile providers	12
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:

- Ft Drum
- SUNY IT
- Griffiss
- NY Power Auth
- Claxton Hepburn Health center
- South Lewis Health Center
- Massena Hiospital Dialysis Center
- Beaver River Health Center
- Apogee
- FLTG
- INOC

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:

- 150 Mbps circuits
- 10 Mbps circuits
- 2.5 Gbps circuits

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 third party operates (600 words or less).

ION's partner, in the application and a sub recipient in the grant, is the Development Authority for the North Country (DANC) based in Watertown, NY which operates a solid waste management facility, water and wastewater facilities, an open access telecom network,

and administers several business and housing loan programs. Contact person for this organization is Dave Wolf, General Manager, Telecommunications (315)-785-2593. DANC is responsible to construct and operate approximately 40% of the total Grant project. Sovernet Fiber Corp has been approved as a sub recipient to build and operate the portion of the network in the Burlington VT area.

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	3	Baseline = 0; Variance is immaterial.
	Providers with signed agreements receiving improved access	1	Baseline = 26; Due to major complexities and unanticipated delays in the Environmental Assessment process, and our need to concentrate manpower resources in that process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010. We do not expect these delays to affect the overall timetable for our projects and we expect to catch up to our baseline during the next one or two quarters. Two additional contractors have been employed to accelerate the staking of fiber routes in order that we can begin actual fiber construction as early as possible in order to catch up to our planned time table.
	Providers with signed agreements receiving access to dark fiber	0	Baseline = 0
	Please identify the speed tiers that are available and the number of subscribers for each	4	1 at 2.5 Gbps circuit 1 at 10 Mbps circuit 2 at 150 Mbps circuit
Community Anchor Institutions (including Government institutions)	Total subscribers served	9	Baseline = 69; Due to major complexities and unanticipated delays in the Environmental Assessment process, and our need to concentrate manpower resources in that process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010. We do not expect these delays to affect the overall timetable for our projects and we expect to catch up to our baseline during the next one or two quarters. Two additional contractors have been employed to accelerate the staking of fiber routes in order that we can begin actual fiber construction as early as possible in order to catch up to our planned time table.
	Subscribers receiving new access	1	Baseline = 0 Variance immaterial.
	Subscribers receiving improved access	8	Baseline = 69; Due to major complexities and unanticipated delays in the Environmental Assessment process, and our need to concentrate manpower resources in that process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010. We do not expect these delays to affect the overall timetable for our projects and we expect to catch up to our baseline during the next one or two quarters. Two additional contractors have been employed to accelerate the staking of fiber routes in order that we can begin actual fiber construction as early as possible in order to catch up to our planned time table.
	Please identify the speed tiers that are available and the number or subscribers for each	9	9 at 150 Mbps circuit
Residential / Households	Entities passed	0	N/A
	Total subscribers served	0	N/A
	Subscribers receiving new access	0	N/A
	Subscribers receiving improved access	0	N/A

Subscriber Type	Access Type	Total	Narrative (describe your reasons for any variance from the baseline plan or any other relevant information)
	Please identify the speed tiers that are available and the number of subscribers for each	0	N/A
Businesses	Entities passed	0	N/A
	Total subscribers served	0	N/A
	Subscribers receiving new access	0	N/A
	Subscribers receiving improved access	0	N/A
	Please identify the speed tiers that are available and the number of subscribers for each	0	N/A

7. Please describe any special offerings you may provide (600 words or less).
 The priority for ION with this funding will be to seek out and work with governmental, educational, and healthcare entities that need service or that can offer services to support the vision of the American Reinvestment and Recovery Act. ION is working in close collaboration with Southern Tier West, Southern Tier Central, Southern Tier East, and other development agencies where job creation is central to their mission. ION will address the needs of public safety agencies and has met with agencies to address the need for reliable, affordable and secure capacity to meet the needs of these entities. ION may provide collocation and cross connection services to 3rd party providers requiring such services. ION may provide direct Internet backbone access to anchor institutions or 3rd party service providers to resell to their customers.

8a. Have your network management practices changed over the last quarter? Yes No

8b. If so, please describe the changes (300 words or less).
 Network policies statements can be found on both the ION and DANC websites.

9. Community Anchor Institutions:
 Using the table below, please provide a list by service area of the community anchor institutions (including Government institutions) connected to your network as a result of BTOP funds. Figures should be reported for the most recent reporting quarter only (NOT cumulatively). Also indicate whether your organization is currently providing broadband service to the anchor institution. Finally, provide a short narrative description with examples of how institutions are using BTOP-funded infrastructure (300 words or less).

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
Beaver River Health Center	Beaver Falls, NY	Medical and Healthcare Providers	Yes	Internet service and transit for this clinic.
Claxton Hepburn Health Center	Ogdensburg, NY	Medical and Healthcare Providers	Yes	Internet service and transit for this clinic.
Massena Hospital Dialysis Center	Massena, NY	Medical and Healthcare Providers	Yes	Internet service and transit for this clinic.
Alfred University	Alfred, NY	Other Institutions of Higher Education	Yes	Internet service and transit for this university.

Project Indicators (Next Quarter)

1. Please describe significant project accomplishments planned for completion during the next quarter (600 words or less).
 ION will concentrate on getting the remaining projects ready for the physical construction phase of the project. This will include continuing to work on completing the network design and the final plans for the remaining projects. This stage entails permitting, staking, and obtaining fiber. Pole attachment agreements and permits will continue to be focused on so construction can proceed according to ION's proposed timeline. RFP's and RFQ's will continue to be reviewed and awarded to vendors and contractors

according to the grant guidelines.

ION will continue to work with all the federal and multi-state agencies on monitoring the Environmental Assessment requirements as necessary. ION continues to have an open dialogue with these entities to ensure compliance at all junctures of the project as required as part of our SAC. There have been no significant environmental impacts and all SAC's have been complied with.

ION and DANC will continue to pursue the execution of service agreements currently under negotiation, and seek communication with the remaining Anchor institutions. We expect many of the agreements under negotiation will be executed in the next quarter.

By the end of the quarter we project the number of new network miles deployed will reach 646 miles, and we expect as many as twenty CAI's will be receiving service on the networks constructed by ION and the two sub-recipients.

Sub-recipient Sovernet plans to initiate make ready work and complete staking and the right of way work on the Burlington VT project, project 4B Additionally, Sovernet will continue the preliminary steps necessary to physically construct the network, including soliciting bids for fiber, construction and equipment. Sovernet expects to gain approval from Vermont SHPO for the proposed final route for project 4B.

For all ION and sub-recipient projects we expect during Q3 to deploy an additional 300 miles of fiber, serve an additional 11 CAI's and 2 last mile providers.

For DANC, significant accomplishments planned for 3Q2012 includes completing the majority of segment 10 construction, completing the build-out of 4 new Central Offices, and adding 6 CAI's. In addition, we plan to bid, construct approximately 25% of segment 8.

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	65	Baseline = 79%; Variance between actual percent complete for overall project compared to baseline is not significant. As shown below, for some categories we are under budget, for some over budget. Non-Federal matching funds will be fully available during the next quarter.
2b.	Environmental Assessment	0	Zero variance; Environmental Assessment activity was performed during the Grant in effect prior to the Entity Change.
2c.	Network Design	100	Zero variance; Due to the unanticipated delays in the EA process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010 and early 2011. As a result, we have not been able to expend all of the funds as budgeted. An under-budgeting of this item is indicated, and a revision to our budget is pending. Non-Federal matching funds will be fully available during the next quarter.
2d.	Rights of Way	100	Zero variance; Due to the unanticipated delays in the EA process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010 and early 2011. As a result, we have not been able to expend all of the funds as budgeted. An over-budgeting of this item is indicated, and a revision to our budget is pending. Non-Federal matching funds will be fully available during the next quarter.
2e.	Construction Permits and Other Approvals	100	Zero variance; Due to the unanticipated delays in the EA process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010 and early 2011. As a result, we have not been able to expend all of the funds as budgeted. Now that we have our FONSI, we have begun construction and expect to be able to catch up to our budgeted level of expenditures during the third quarter of 2012. Non-Federal matching funds will be fully available during the next quarter.
2f.	Site Preparation	80	Zero variance; Due to the unanticipated delays in the EA process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010 and early 2011. As a result, we have not been able to expend all of the funds as budgeted. Now that we have our FONSI, we have begun construction and expect to be able to catch up to our budgeted level of expenditures during the third quarter of 2012. Non-Federal matching funds will be fully available during the next quarter.
2g.	Equipment Procurement	88	Baseline = 61%; Ahead of budget anticipated due to faster than anticipated delivery of equipment. Non-Federal matching funds will be fully available during the next quarter.

	Milestone	Planned Percent Complete	Narrative (describe reasons for any variance from baseline plan or any other relevant information)
2h.	Network Build (all components - owned, leased, IRU, etc.)	63	Baseline = 82%; Due to the unanticipated delays in the EA process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010 and early 2011. As a result, we have not been able to expend all of the funds as budgeted. Now that we have our FONSI, we have begun construction and expect to be able to catch up to our budgeted level of expenditures during the third quarter of 2012. Non-Federal matching funds will be fully available during the next quarter.
2i.	Equipment Deployment	63	Zero variance; Due to the unanticipated delays in the EA process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010 and early 2011. As a result, we have not been able to expend all of the funds as budgeted. Now that we have our FONSI, we have begun construction and expect to be able to catch up to our budgeted level of expenditures during the third quarter of 2012. Non-Federal matching funds will be fully available during the next quarter.
2j.	Network Testing	63	Zero variance; Due to the unanticipated delays in the EA process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010 and early 2011. As a result, we have not been able to expend all of the funds as budgeted. Now that we have our FONSI, we have begun construction and expect to be able to catch up to our budgeted level of expenditures during the third quarter of 2012. Non-Federal matching funds will be fully available during the next quarter.
2k.	Other (please specify): Grant Administration	68	Zero variance; Due to the unanticipated delays in the EA process we were not able to begin actual construction as we had originally planned in the summer and fall months of 2010 and early 2011. As a result, we have not been able to expend all of the funds as budgeted. Now that we have our FONSI, we have begun construction and expect to be able to catch up to our budgeted level of expenditures during the third quarter of 2012. Non-Federal matching funds will be fully available during the next quarter.

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).

ION plans to continue with physical construction of the network on a timetable that substantiates our goal of completing the overall project within the three year term of the grant. Prior to performing actual construction, we must complete make ready work. To complete this work we must rely heavily on a specific pole owner as they are the owner of record on many of the poles that the ION network needs to attach on. Based on ION's previous interaction with this pole owner, we anticipate that the pole owner may very well continue to miss the deadlines for completing make ready work. At this time we are unable to determine the effect this issue will have on our progress, but we continue to monitor this issue very closely and work on it with the necessary representatives.

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	\$1,030,440	\$206,088	\$824,352	\$548,749	\$109,750	\$438,999	\$697,565	\$139,513	\$558,052
b. Land, structures, right-of-ways, appraisals, etc.	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
c. Relocation expenses and payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
d. Architectural and engineering fees	\$3,116,122	\$623,224	\$2,492,897	\$2,216,072	\$443,214	\$1,772,858	\$2,651,934	\$530,387	\$2,121,547
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	\$1,157,001	\$231,400	\$925,601	\$932,686	\$186,537	\$746,149	\$946,626	\$189,325	\$757,301
h. Demolition and removal	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
i. Construction	\$37,772,032	\$7,554,407	\$30,217,626	\$16,252,550	\$3,250,510	\$13,002,040	\$22,923,701	\$4,584,740	\$18,338,961
j. Equipment	\$5,598,140	\$1,119,628	\$4,478,512	\$4,152,719	\$830,544	\$3,322,175	\$4,251,620	\$850,324	\$3,401,296
k. Miscellaneous	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
l. SUBTOTAL (add a through k)	\$48,673,735	\$9,734,747	\$38,938,988	\$24,102,776	\$4,820,555	\$19,282,221	\$31,471,446	\$6,294,289	\$25,177,157
m. Contingencies	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
n. TOTALS (sum of l and m)	\$48,673,735	\$9,734,747	\$38,938,988	\$24,102,776	\$4,820,555	\$19,282,221	\$31,471,446	\$6,294,289	\$25,177,157

2. Program Income: Please provide the program income you listed in your application budget and actuals to date through the end of the reporting period.

a. Application Budget Program Income: \$0	b. Program Income to Date: \$0
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