

United States Department of Agriculture
Rural Development, Utilities Programs

**APPLICATION FOR BROADBAND
LOAN OR LOAN GUARANTEE**

RDUP USE ONLY

Borrower and Loan Designation:

APC Date:

1. NAME & ADDRESS OF APPLICANT:

CTURN CORPORATION
3850 Portland Rd. NE, Suite 200 ; P.O. Box 7080
Salem, OR 97303

2. REGISTERED AGENT (Address, Telephone and Fax):

CTURN CORPORATION
3850 Portland Rd. NE, Suite 200 ; P.O. Box 7080
Salem, OR 97303

3. PHONE NUMBER: 503-390-1060

4. FAX NUMBER: 503-390-1493

5. E-MAIL ADDRESS: pturnidge@cturn.com

6. CONTACT PERSON: Pat Turnidge

7. TYPE OF ORGANIZATION (Check one):

- Corporation LLC
 Cooperative or Mutual Indian Tribe
 Public Body Other _____

8. TYPE of LOAN (Check one):

- Four Percent
 Cost-of-Money
 Guarantee

9. REFINANCE/ACQ.:

- Refinancing
 Acquisition
 Not Applicable

10. PURPOSE OF LOAN (Briefly explain the purposes for which loan funds are intended and the amount required for each purpose):

Dr y broadband services to 123 communities in Washington and Oregon States.

11. LOAN MATURITY REQUESTED (Check one):

- Composite Economic Life of Facilities Financed
 _____ years (if less than composite economic life)

12. AMOUNT OF LOAN APPLIED FOR:

\$ 36,586,355

13. EMPLOYER TAX IDENTIFICATION NO. (TIN):

20-0100787

14. ORGANIZATIONAL NUMBER: 133663-98

15. CONGRESSIONAL DISTRICTS (Attach as Schedule A):

Oregon – Congressional Districts 1, 2, 3, 4, and 5
Washington – Congressional Districts 1, 2,3, 4, 5, 6, 7, 8 and 9

16. LEGAL OPINION & PROPERTY SCHEDULE:

- A. LEGAL OPINION (Attach as Schedule B-1):
B. REAL PROPERTY SCHEDULE (separated into real property, leased-property, easements, and rights-of-way) (Attach as Schedule B-2):

17. COMPLIANCE CERTIFICATES (Print and sign the samples provided):
- A. EQUAL OPPORTUNITY AND NONDISCRIMINATION CERTIFICATION (Attach as Schedule C-1):
 - B. CERTIFICATION REGARDING ARCHITECTURAL BARRIERS (Attach as Schedule C-2):
 - C. CERTIFICATION REGARDING FLOOD HAZARD AREA PRECAUTIONS (Attach as Schedule C-3):
 - D. UNIFORM RELOCATION ASSISTANCE & REAL PROPERTY ACQUISITION POLICIES (Attach as Schedule C-4):
 - E. CERTIFICATION REGARDING DEBARMENT, SUSPENSION, AND OTHER RESPONSIBILITY MATTERS
PRIMARY COVERED TRANSACTIONS (Attach as Schedule C-5):
 - F. CERTIFICATION REGARDING LOBBYING FOR CONTRACTS, GRANTS, LOANS, AND COOPERATIVE
AGREEMENTS (Attach as Schedule C-6):
 - G. ENVIRONMENTAL IMPACT CERTIFICATION (Attach as Schedule C-7):
 - H. SYSTEM DESIGN CERTIFICATION (Attach as Schedule C-8):

18. COMMUNITIES:
- A. EXISTING AND PROPOSED COMMUNITIES (Attach as Schedule D-1 following the sample provided):
 - B. EXISTING SERVICE PROVIDERS (Attach as Schedule D-2 following the sample provided):
 - C. SERVICE AREA MAPS (Attach as Schedule D-3):

19. CERTIFICATION OF BROADBAND AVAILABILITY (Attach as Schedule E following the sample provided):

20. NOTICE OF PROPOSED SERVICE:
- A. PROOF OF LEGAL NOTICE (Attach as Schedule F-1 following the sample provided):
 - B. SUFFICIENCY OF LEGAL NOTICE (Attach as Schedule F-2):

21. CORPORATE STRUCTURE:
- A. ARTICLES OF INCORPORATION or ORGANIZATION (Attach as Schedule G-1):
 - B. STATE LLC STATUTE (if Applicant is LLC) (Attach as Schedule G-2):
 - C. BOARD OF DIRECTORS OR MANAGING MEMBERS (Attach as Schedule G-3):
 - D. ORGANIZATIONAL CHART & STATEMENT OF EXPERIENCE, if any (Attach as Schedule G-4):
 - E. PARENT AND SUBSIDIARIES, if any (Attach as Schedule G-5):

22. EXECUTIVE SUMMARY (Attach as Schedule H):

23. CREDIT SUPPORT (Attach as Schedule I):

24. BOARD RESOLUTION (Attach as Schedule J):

IMPORTANT: If you believe the following information contained in Schedules K through U-2 is Business Proprietary Information, pursuant to Executive Order 12600, please indicate so at the top of each page.

25. RESEARCH DATA & MARKET ANALYSIS
- A. RESEARCH DATA (Attach as Schedule K-1):
 - B. MARKET ANALYSIS (Attach as Schedule K-2):

26. BUSINESS PLAN (Attach as Schedule L):

27. MANAGEMENT AND COMPENSATION (Attach as Schedule M):

28. FINANCIAL POSITION:
- A. HISTORICAL FINANCIAL STATEMENTS for last three years with full footnotes & disclosures (Attach as Schedules N-1) (Certified financial statements are required if available):
 - B. SUBSCRIBER PROJECTION TABLES (Attach as Schedule N-2):
 - C. PRO-FORMA 5 YR. FINANCIAL FORECAST (Attach as Schedule N-3):
 - D. DEPRECIATION SCHEDULE (Attach as Schedule N-4):
 - E. TOTAL OUTSTANDING INDEBTEDNESS (Attach breakdown as Schedule N-5):

29. SYSTEM DESIGN (Attach as Schedule O):

30. NETWORK DIAGRAMS (Attach as Schedule P):

31. PROJECT COSTS:

SUMMARY OF PROJECT COSTS = Total from Details (Attach as Schedule Q-1)

\$ 36,586,355

SUMMARY OF PROJECT COSTS BY YEAR (Attach as Schedule Q-1a)

DETAILS:

NETWORK & ACCESS EQUIPMENT - (Attach as Schedule Q-2) \$
 OUTSIDE PLANT - (Attach as Schedule Q-3) \$
 BUILDINGS - (Attach as Schedule Q-4) \$
 LAND - (Attach as Schedule Q-5) \$
 TOWERS - (Attach as Schedule Q-6) \$
 CUSTOMER PREMISE EQUIPMENT - (Attach as Schedule Q-7) \$
 OPERATING EQUIPMENT - (Attach as Schedule Q-8) \$
 ENGINEERING - (Attach as Schedule Q-9) \$
 REFINANCING (If Applicable) - (Attach as Schedule Q-10) \$
 ACQUISITION (If Applicable) - (Attach as Schedule Q-11) \$

b4

32. ENVIRONMENTAL REPORT (Attach as Schedule R):

33. TOWER, EQUIPMENT, AND BUILDING LEASES (Attach as Schedule S):

34. LICENSES AND AGREEMENTS:

- A. FCC LICENSES (Attach as Schedule T-1):
- B. CLEC LICENSES (Attach as Schedule T-2):
- C. FRANCHISE AGREEMENTS (Attach as Schedule T-3):
- D. INTERCONNECTION AGREEMENTS (Attach as Schedule T-4):
- E. MANAGEMENT / SERVICE AGREEMENTS (Attach as Schedule T-5):
- F. BYLAWS or OPERATING AGREEMENT (Attach as Schedule T-6):
- G. OTHER MAJOR AGREEMENTS (Attach as Schedule T-7):

35. GUARANTEED LOANS (Loan Guarantee Applicants only):

- A. LENDER INFORMATION (Attach as Schedule U-1):
- B. LOAN CONTRACT (Attach as Schedule U-2):

36. IS THE BORROWER DELINQUENT ON ANY FEDERAL DEBT Examples of debts include, but are not limited to, delinquent taxes, guaranteed or direct government loans (more than 31 days past due) and other administrative debts.

- No
- Yes (If yes attach explanation)

The Federal Government is authorized by law to take any or all of the following actions in the event that a borrower's loan payments become delinquent or the borrower defaults on its loan: (1) Report the borrower's delinquent account to a credit bureau; (2) Assess additional interest and penalty charges for the period of time that payment is not made; (3) Assess charges to cover additional administrative costs incurred by the Government to service the borrower's account; (4) Offset amounts owed to the borrower under other Federal programs; (5) Refer the borrower's debt to the Internal Revenue Service for offset against any amount owed to the borrower as an income tax refund; (6) Refer the borrower's account to a private collection agency to collect the amount due; and (7) Refer the borrower's account to the Department of Justice for litigation in the courts. All of these actions can and will be used to recover any debts owed when it is determined to be in the interest of the Government to do so.

CERTIFICATION

The undersigned certifies that the information contained herein is accurate and complete to the best of his knowledge and belief.

SIGNATURE OF AUTHORIZED OFFICIAL

[Signature]

TITLE
President

DATE
March 25, 2006

CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

CONGRESSIONAL DISTRICTS (Schedule A)



**Broadband Application
Congressional Districts
April, 2006**

TABLE OF CONTENTS

Applicants Congressional District Summary.....	Page 3
Oregon Congressional District Map	Page 4
Washington Congressional District Maps.....	Pages 5 – 6

APPLICANT'S CONGRESSIONAL DISTRICT:

Salem, Oregon – Congressional district # 5

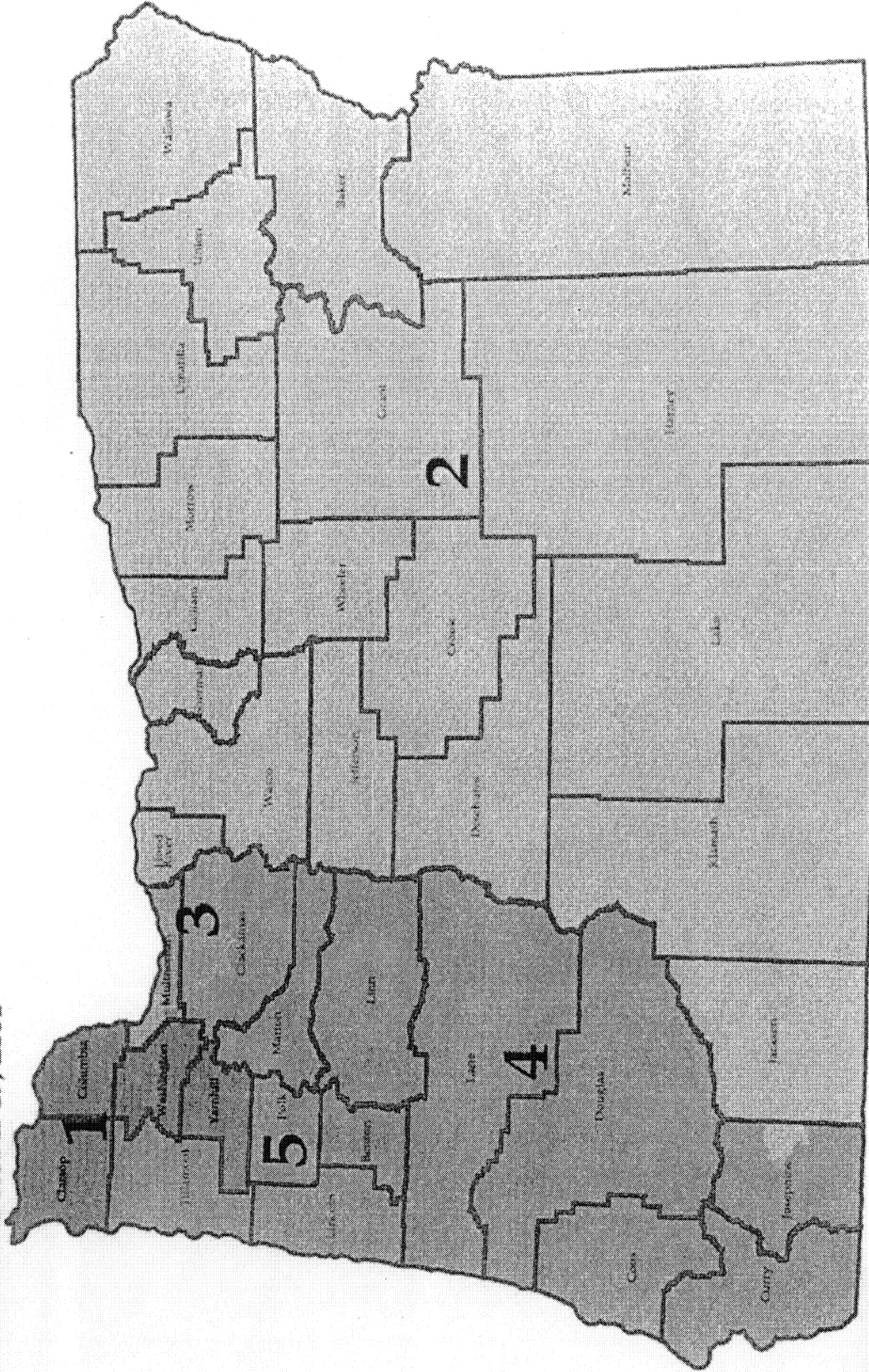
CONGRESSIONAL DISTRICTS COVERED BY THE PROJECT:

Oregon Congressional Districts – 1, 2, 3, 4 and 5

Washington Congressional Districts – 1, 2, 3, 4, 5, 6, 7, 8 and 9

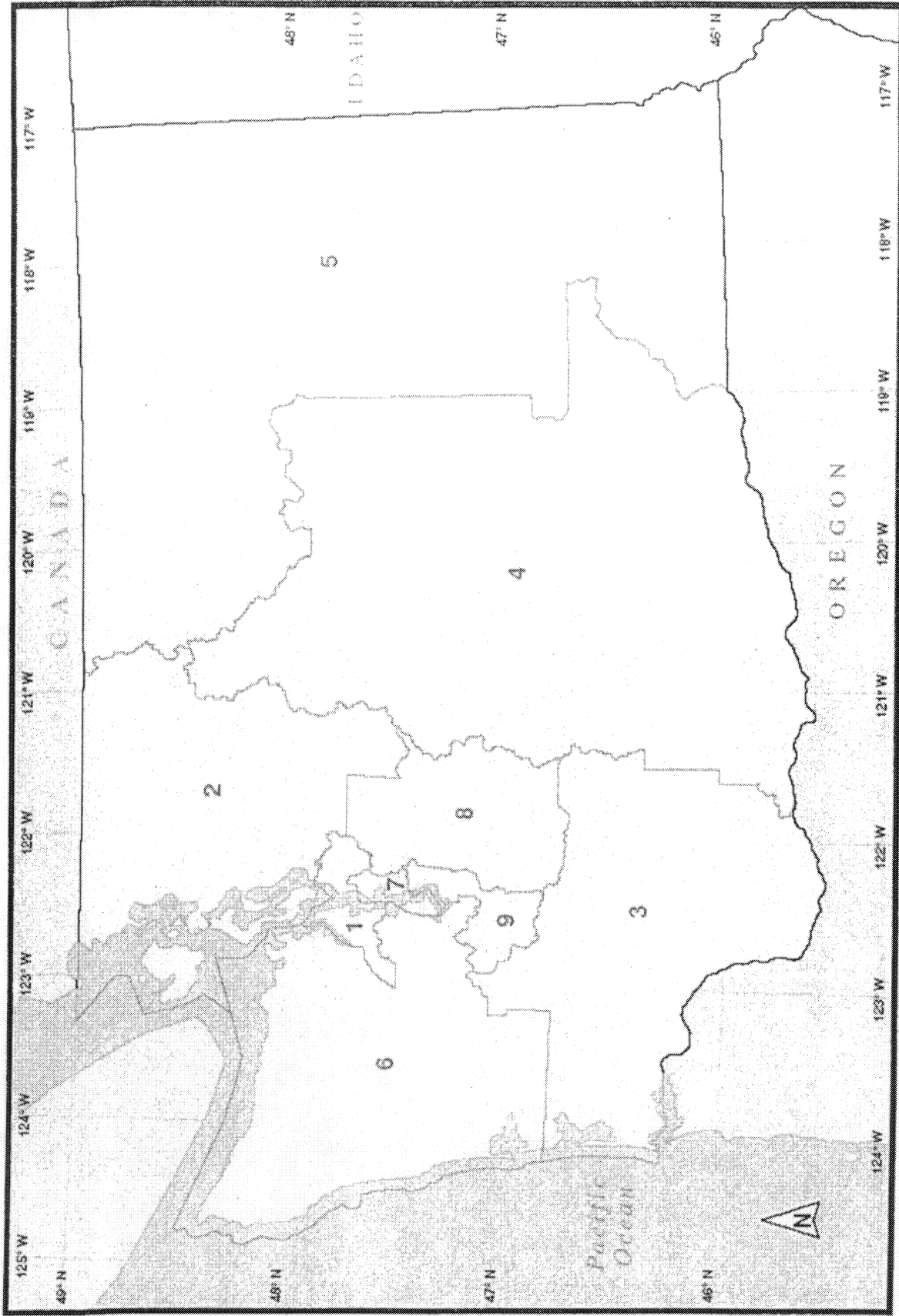
OREGON: New Congressional Districts

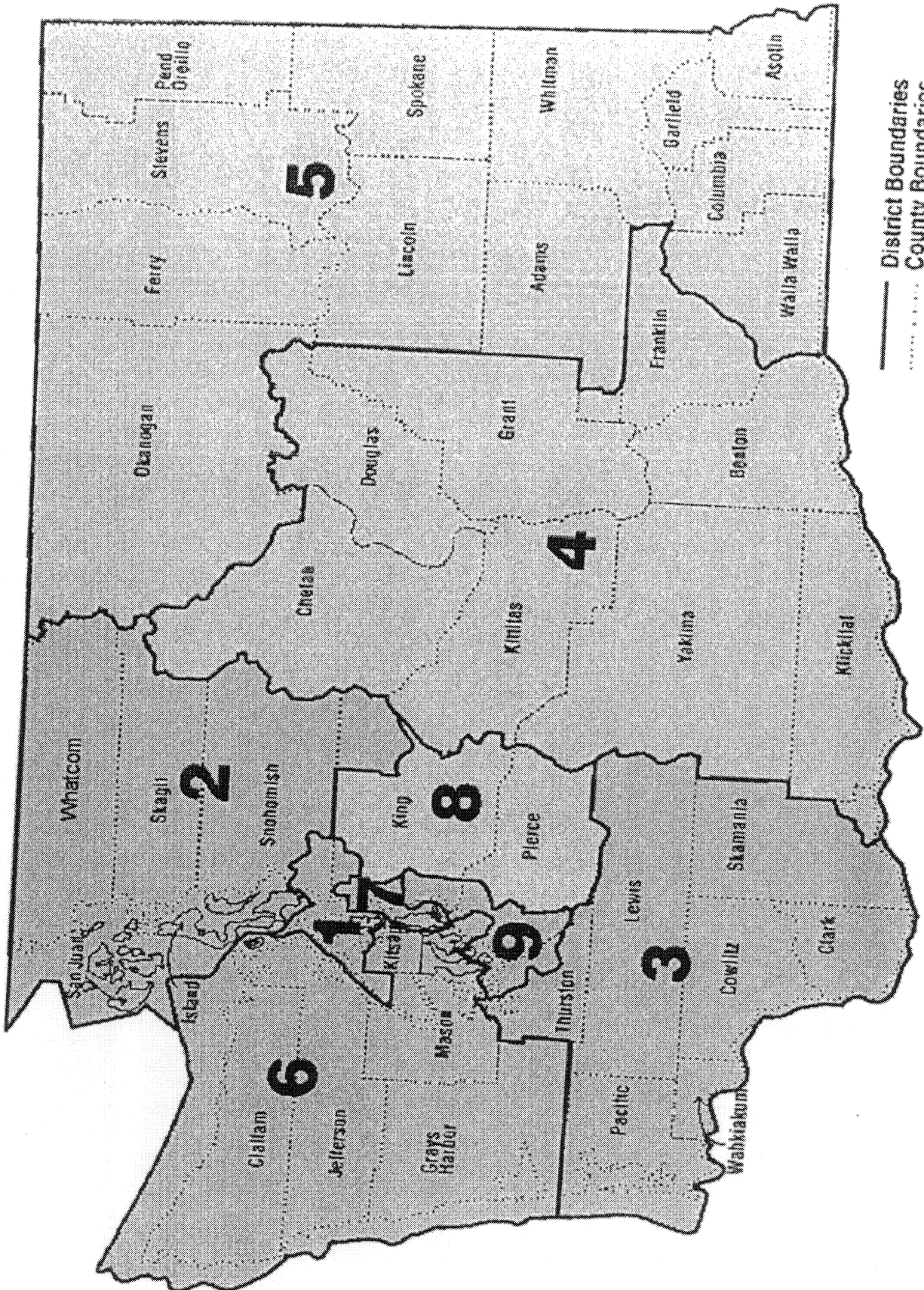
Passed into law October 17, 2001



© 2001 The National Commission on State Legislative Processes
www.ncsl.org

Washington Congressional Districts - 9 Districts Total





CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

Legal Opinion / Real Property (Schedule B)



**Broadband Application
Legal Opinion / Real Property
April, 2006**

TABLE OF CONTENTS

Legal Opinion B-1.....	Page 3
Real Property Schedule B-2	Page 4

**LEGAL OPINION
(Schedule B-1)**

*See attached Legal opinion

Law Offices of
CONNOLLY & GOLDIAN, LLP

JL R.J. CONNOLLY, PC
JL@CONNOLLYGOLDIAN.COM

2731 TWELFTH ST SE
P.O. Box 3095
SALEM, OR 97302
PHONE (503) 585-2054
FACSIMILE (503) 584-7037

DONNA G. GOLDIAN, PC
DONNA@CONNOLLYGOLDIAN.COM

April 5, 2006

Administrator
Rural Development, Utilities Programs
United States Department of Agriculture
Stop 1500
Washington, D.C. 20250-1500

Subject: CTURN Corporation

Ladies and Gentlemen:

We are counsel to CTURN Corporation (the "Company") in connection with the Company's application (Application) for a loan from the Rural Development, Utilities Programs (RDUP), to provide broadband service. We have examined or caused to be examined by competent and trustworthy persons such corporate records and files and such other records, indexes, and files as we have deemed necessary to permit us to render the opinions expressed herein. We are of the opinion that:

1. The Company is a corporation, duly formed, validly existing and in good standing under the laws of the State of Oregon.
2. The Company also operates in the State of Washington and is duly licensed and qualified and in good standing as a foreign corporation, authorized to do business and own property in such State.
3. The Company has full legal right, power and authority to own its property and carry on its business as now conducted.
4. The execution, delivery and performance by the Company of the Application and the consummation of the transactions contemplated thereby are within the powers of the Company.
5. The Application has been duly executed by the Company.
6. The Company owns no real property.
7. The Company has no real property leases, tower leases or equipment leases (Leases) as identified in Schedules B-2 and S. (Please list leases in appropriate categories on Schedule B-2.)
8. The Company has such rights under the Leases as are necessary to operate its business as described in the Application and may pledge and assign its interests in the Leases to RDUP as security for the loans described in the Application.

9. The property descriptions set forth on Schedule B-2 are sufficient for purposes of financing statements creating a lien on such collateral under Article 9 of the Uniform Commercial Code in effect in the State of Oregon, where the financing statement must be filed. Not Applicable.
10. Schedule B-2 contains complete and accurate descriptions of all the real property owned or leased by the Company, including easements and rights-of-way, which are sufficient, in form and substance, for inclusion in the granting clause of a mortgage creating a lien on such property. Not Applicable.
11. A security interest in the Leases can be perfected by filing a UCC-1 in the Office of Secretary of State in the State of Oregon.
12. For purposes of Article 9 of the Uniform Commercial Code in the State of Oregon, the Company is a "transmitting utility."
13. The Company's organizational number is 133663-98.
14. The exact true and correct legal name of the Company, as stated in its organization documents, is CTURN Corporation.
15. The Company's corporate debt limit is unlimited.
16. The Company's estimated tax liability for filing a mortgage in the appropriate counties for the proposed loan is not applicable because the Company owns no real property.
17. The execution, delivery and performance by the Company of the loan documents would not (would) require the consent, permission or authorization of (any) governmental authority.
18. The Company's taxpayer identification number is 20-0100787.
19. The pending claims or litigation against the Company are described in an attachment to this legal opinion.
20. The Company has the following subsidiaries or parent: (List and describe all) None.
21. The title of the Company official with the proper authority to execute all loan documents on behalf of the Company, and attest to the execution where required, is Pat Turnidge, President.

Very truly yours,

CONNOLLY & GOLDIAN, LLP



Paul R.J. Connolly

**REAL PROPERTY SCHEDULE
(Schedule B-2)**

1. Real Property Owned:

None

**2. Real Property Leased that are part of the Telecommunications System
(indicate record owner of property)**

None

3. Easements and Rights-of -Way

None

CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

Certifications (Schedule C)



**Broadband Application
Certifications
April, 2006**

TABLE OF CONTENTS

Equal Opportunity and Nondiscrimination Certification – C1.....	Page 3
Certification Regarding Architectural Barriers – C2.....	Page 4
Certification Regarding Flood Hazard Area Precautions – C3.....	Page 5
Uniform Relocation Assistance & Real Property Acquisition Policies Act of 1970 Certification – C4.....	Page 6
Certification Regarding Debarment, Suspension and Other Responsibility Matters – Primary Covered Transactions – C5.....	Page 7
Certification Regarding Lobbying for Contacts, Grants, Loans and Cooperative Agreements – C6.....	Page 8
Environmental Impact Certification – C7.....	Page 9
System Design Certification – C8.....	Section 18

*Equal Opportunity and Nondiscrimination Certification
(Schedule C-1)*

U.S. Department of Agriculture
Rural Development, Utilities Programs

All loans made under the Rural Broadband Access Loan and Loan Guarantee Program are subject to the nondiscrimination provisions of Title VI of the Civil Rights Act of 1964, as amended, (7 C.F.R. Part 15); Section 504 of the Rehabilitation Act of 1973, as amended, (29 U.S.C. 901 *et seq.*; 7 C.F.R. Part 15b); and the Age Discrimination Act of 1975, as amended (42 U.S.C. 6101 *et seq.*; 45 C.F.R. Part 90), and Executive Order 11375, Amending Executive Order 11246, Relating to Equal Employment Opportunity (3 C.F.R. 1966, 1970).

All recipients of financial assistance from RDUP, the prospective primary participant commits to carry out RDUP's established policy to comply with the requirements of the above laws and executive orders to the effect that no person in the United States shall, "on the basis of race, color, national origin, handicap, or age, be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under the Rural Broadband Access Loan and Loan Guarantee Program.

We CTURN CORPORATION (the Applicant) hereby certify that, as a prospective recipient under the said Rural Broadband Access Loan and Loan Guarantee Program, we will comply with the above referenced laws and executive orders.

March 25, 2006
(Date)



(Authorized Representative's Signature)

Pat Turnidge
Name:

President
Title:

(This is not an official Government form. It has been prepared to assist and expedite the application process and is only intended for use in the Rural Broadband Access Loan and Loan Guarantee Program.)

**Certification Regarding Architectural Barriers
(Schedule C-2)**

U.S. Department of Agriculture
Rural Development, Utilities Programs

All facilities financed with RDUP loans that are open to the public, or in which physically handicapped persons may be employed or reside, must be designed, constructed, and/or altered to be readily accessible to, and usable by, handicapped persons. Standards for these facilities must comply with the Architectural Barriers Act of 1968, as amended, 42 U.S.C. 4151 *et seq.*) and with the Uniform Federal Accessibility Standards (UFAS), (Appendix A to 41 C.F.R. subpart 101-19.6).

As a prospective primary participant recipient of financial assistance from RDUP, this organization commits to carry out RDUP's established policy to comply with the requirements of the above referenced law to the effect that all facilities must be readily accessible to and usable by handicapped persons.

We, CTURN CORPORATION (the Applicant) hereby certify that, as a prospective recipient under the Rural Broadband Access Loan and Loan Guarantee Program, we are in compliance, or will be in compliance upon completion of the project, with the above referenced law.

March 25, 2006
(Date)



(Authorized Representative's Signature)

Pat Turnidge
Name:

President
Title:

(This is not an official Government form. It has been prepared to assist and expedite the application process and is only intended for use in the Rural Broadband Access Loan and Loan Guarantee Program.)

**Certificate Regarding Flood Hazard Area Precautions
(Schedule C-3)**

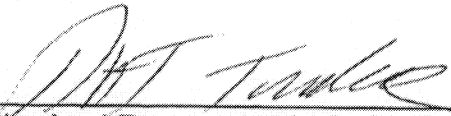
U.S. Department of Agriculture
Rural Development, Utilities Programs

Please check the appropriate line below:

- (a) The project is not located in a 100 year flood plain; therefore, no Flood Insurance is required.
- (b) The project is located in a 100 year flood plain and the required insurance is or will be provided by:

We, CTURN CORPORATION (the Applicant) hereby certify that, as a prospective recipient under the Rural Broadband Access Loan and Loan Guarantee Program, we are in compliance, or will be in compliance during construction and/or installation of equipment and upon completion of the project, with the above referenced law.

March 25, 2006
(Date)



(Authorized Representative's Signature)

Pat Turnidge
Name:

President
Title:

(This is not an official Government form. It has been prepared to assist and expedite the application process and is only intended for use in the Rural Broadband Access Loan and Loan Guarantee Program.)

**Uniform Relocation Assistance & Real Property Acquisition
Policies Act of 1970 Certification
(Schedule C-4)**

U.S. Department of Agriculture
Rural Development, Utilities Programs

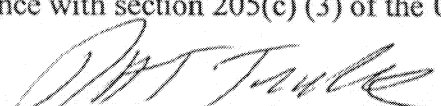
We, CTURN CORPORATION (the Applicant) assure the U.S. government that we will comply with the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, as amended, 42 U.S.C. 4601 *et seq.*, and with implementing federal regulations in 49 C.F.R. Part 24 and 7 C.F.R. Part 21.

Specifically, we assures that whenever Federal financial assistance is used to pay for any part of the cost of a program or project which will result in the displacement of any person:

- (a) Fair and reasonable relocation payments and assistance shall be provided to or for displaced persons in accordance with sections 202, 203, and 204 of the Uniform Act;
- (b) Relocation assistance programs offering the services described in section 205 of the Uniform Act shall be provided to displaced persons; and
- (c) Within a reasonable period of time prior to displacement, comparable replacement dwellings will be available to displaced persons in accordance with section 205(c) (3) of the Uniform Act.

March 25, 2006

(Date)



(Authorized Representative's Signature)

Pat Turnidge

Name:

President

Title:

(This is not an official Government form. It has been prepared to assist and expedite the application process and is only intended for use in the Rural Broadband Access Loan and Loan Guarantee Program.)

**Certification Regarding Debarment, Suspension, and Other Responsibility
Matters – Primary Covered Transactions
(Schedule C-5)**


U.S. Department of Agriculture
Rural Development, Utilities Programs

This certification is required by the regulations implementing Executive Order 12549, *Debarment and Suspension*, 7 C.F.R. § 3017.510, *Participants' Responsibilities*.

- (1) We, CTURN CORPORATION (the Applicant) (hereinafter the "Company") hereby certify to the best of our knowledge and belief that neither the Company, nor any of its principals:
- (a) are presently debarred, suspended, proposed for Debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency;
 - (b) have within a 3-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State, or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
 - (c) are presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State, or local) with commission of any of the offenses enumerated in paragraph (1)(b) of this certification; and
 - (d) have within a 3-year period preceding this Application had one or more public transactions (Federal, State, or local) terminated for cause or default.
- (2) If we are unable to certify to any of the statements in this certification, we shall attach an explanation hereto.

March 25, 2006

(Date)



(Authorized Representative's Signature)

Name: Pat Turnidge

Title: President

(This is not an official Government form. It has been prepared to assist and expedite the application process and is only intended for use in the Rural Broadband Access Loan and Loan Guarantee Program.)

**Certification Regarding Lobbying for Contracts, Grants,
Loans, and Cooperative Agreements
(Schedule C-6)**

U.S. Department of Agriculture
Rural Development, Utilities Programs

We, CTURN CORPORATION (the Applicant) the undersigned certify, to the best of our knowledge and belief, that:

- (1) No Federal appropriated funds have been paid or will be paid, by or on our behalf, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant or loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.
- (2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, we shall complete and submit Standard Form-LLL, Disclosure Form to Report Lobbying, in accordance with its instructions. See <http://www.whitehouse.gov/omb/grants/sfillin.pdf> for Disclosure Instructions.
- (3) We shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. § 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

March 25, 2006
(Date)



(Authorized Representative's Signature)

Pat Turnidge
Name:

President
Title:

(This is not an official Government form. It has been prepared to assist and expedite the application process and is only intended for use in the Rural Broadband Access Loan and Loan Guarantee Program.)

**Environmental Impact Certification
(Schedule C-7)**

Environmental Project Summary:

CTURN will provide service to our customers and business owners utilizing Alvarion Technology. Alvarion operates under Part 15.247 regulations, utilizing the unlicensed 5.8 GHZ band and the 900 MHz band. There are no further federal and/or state licenses required operating under this unlicensed spectrum.

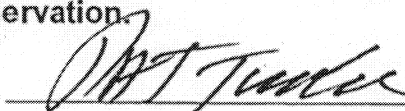
CTURN will be using existing facilities, structures and/or towers for deployment of our wireless technology and to transmit and receive signal for the deployment of wireless broadband services. As defined in the Flood Hazard Report, no or limited new construction is anticipated to deploy the Alvarion technology outlined in this application. There will be no outdoor cable construction required to deploy the Alvarion technology. CTURN will be utilizing existing network carriers for the transport and backhauling or services.

The explanation regarding the deployment of our technology (System Design) provides the detailed necessary to determine that our application does not require action on behalf of the environmental process outlined in 7 CFR Part 1794. Again, our deployment will not involve construction or trenching that would be harmful to the environment.

(This description should encompass all construction in the project, no matter the source of funding. It should provide details of how the project will affect the environment (wetlands, farmlands, floodplain, cultural environment, endangered species, environmental quality, and historic preservation). If additional space is needed, continue on white bond paper and attach to this certification.)

CERTIFICATION

I hereby certify that the construction proposed in this application will not adversely impact the environment or historic preservation.



March 25, 2006

(Signature and Date)

Pat Turnidge, President
(Print or Type Title)

(This is not an official Government form. It has been prepared to assist and expedite the application process and is only intended for use in the Rural Broadband Access Loan and Loan Guarantee Program.)

Carl D. Nelson

 | b6
@comcast.net

QUALIFICATIONS

- Over 14 years of telecommunications experience in the areas of Network Operations, Optical Networking, Ethernet, SONET, and T1/T3 transport, RF Microwave Engineering, and Cellular Engineering.
 - Extensive system verification and validation experience throughout the product life cycle.
 - Strong problem-solving skills with ability to quickly understand new technologies and concepts. Detailed oriented, but can still see the "big picture".
-

PROFESSIONAL EXPERIENCE

U

b4 | b6

+

b4

b6

x

Martin L. Lee



b6



verizon.net

b4/b6

Senior Engineer/Consultant/Product Manager

Expert in product development, system engineering, product test, network deployment and operations.

SUMMARY

Over 22 years of experience in the high-tech industry developing and integrating new technologies. Directed the

b4 / b6

Martin L. Lee

b4 / b6

**System Design Certification
(Schedule C-8)**

We the undersigned, certify that the data in Schedules O, P and Q in this application that describe the Systems Design, is correct to the best of our knowledge, and believe it reasonably reflects the cost to serve the proposed subscribers with broadband service.

March 25, 2006
(Date)

Pat Turnidge
(Authorized Representative's Signature)

Pat Turnidge
Name:

President
Title:

04/07/06
(Date)

Martin L. Lee
(Signature of System Design Firm's Principal)

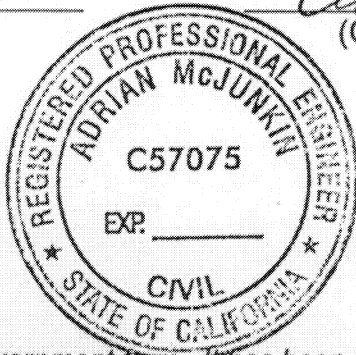
Martin L. Lee
(Name)

Director - Engr & Ops.
(Title)

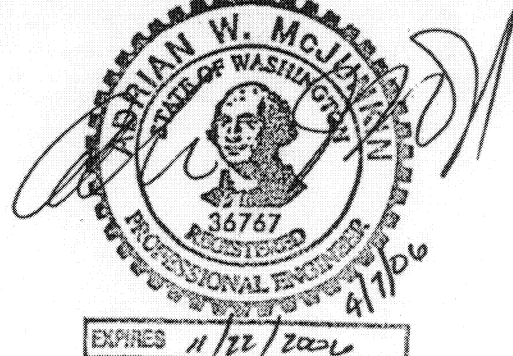
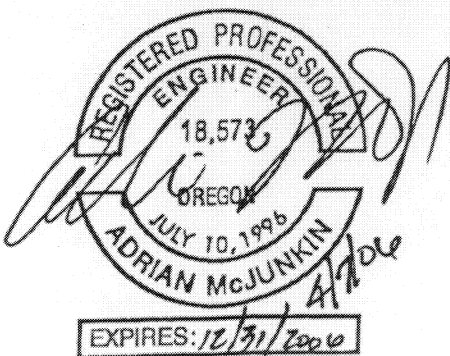
4/7/06
(Date)

Adrian McJunkin
(Certifying Engineer's Signature)

ADRIAN McJUNKIN
(Name)
REPRESENTATIVE ENGINEER
(Title)



(This is not an official Government form. It has been prepared to assist and expedite the application process and is only intended for use in the Rural Broadband Access Loan and Loan Guarantee Program.)



CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

**Existing and Proposed Communities
Existing Service Providers
Service Area Maps
(Schedules D1 - 3)**



**Broadband Application
Existing and Proposed Communities
April, 2006**

TABLE OF CONTENTS

Existing and Proposed Communities – D1Pages 3 - 7

Existing Service Providers – D2Pages 8 - 12

Service Area Maps and Community Profiles – D3.....Pages 13 on

EXISTING AND PROPOSED COMMUNITIES
Schedule D-1

#	CITY	EXIST / PROP SERVICES	COUNTY	STATE	POPULATION	HOUSEHOLD TOWN AREA	HOUSEHOLDS RURAL AREA	BUSINESSES	RUS Qualified
1	Battle Ground	P	Clark	WA	9,296	3,071	N/A	153	Yes
2	Bonney Lake	P	Pierce	WA	9,687	3,266	N/A	147	Yes
3	Brier	P	Snohomish	WA	6,383	2,095	N/A	45	Yes
4	Camas	P	Clark	WA	12,534	4,480	N/A	211	Yes
5	Centralia	P	Lewis	WA	14,742	5,943	N/A	518	Yes
6	Cheney	P	Spokane	WA	8,832	3,108	N/A	106	Yes
7	Clarkston	P	Asotin	WA	7,337	3,120	N/A	190	Yes
8	College Place	P	Walla Walla	WA	7,818	2,909	N/A	42	Yes
9	Colville	P	Stevens	WA	4,988	2,090	N/A	229	Yes
10	Covington	P	King	WA	13,783	4,398	N/A	134	Yes
11	Duvall	P	King	WA	4,616	1,596	N/A	86	Yes
12	East Wenatchee	P	Douglas	WA	5,757	4,834	N/A	216	Yes
13	Edgewood	P	Pierce	WA	9,089	3,421	N/A	99	Yes
14	Ellensburg	P	Kittitas	WA	15,414	6,249	N/A	417	Yes
15	Enumclaw	P	King	WA	11,116	4,317	N/A	251	Yes
16	Ferndale	P	Whatcom	WA	8,758	3,147	N/A	175	Yes
17	Fife	P	Pierce	WA	4,784	2,111	N/A	340	Yes
18	Fircrest	P	Pierce	WA	5,868	2,505	N/A	97	Yes
19	Grandview	P	Yakima	WA	8,377	2,431	N/A	90	Yes
20	Hoquiam	P	King	WA	9,097	3,640	N/A	148	Yes
21	Issaquah	P	King	WA	11,212	4,840	N/A	749	Yes
22	Kenmore	P	King	WA	18,678	7,307	N/A	234	Yes
23	Lake Forest Park	P	King	WA	13,142	5,039	N/A	287	Yes
24	Lynden	P	Whatcom	WA	9,020	3,426	N/A	235	Yes
25	Maple Valley	P	King	WA	14,209	4,809	N/A	182	Yes
26	Mill Creek	P	King	WA	11,525	4,631	N/A	236	Yes
27	Milton	P	Pierce	WA	5,795	2,390	N/A	96	Yes
28	Monroe	P	Snohomish	WA	13,795	4,173	N/A	379	Yes
29	Morton	P	Lewis	WA	1,045	347	N/A	N/A	Yes
30	Moses Lake	P	Grant	WA	14,953	5,642	N/A	478	Yes

EXISTING AND PROPOSED COMMUNITIES
Schedule D-1

#	CITY	EXIST / PROP SERVICES	COUNTY	STATE	POPULATION	HOUSEHOLD TOWN AREA	HOUSEHOLDS RURAL AREA	BUSINESSES	RUS Qualified
31	Mountainlake Terrace	P	Snohomish	WA	20,362	7,962	N/A	N/A	No
32	Mukilteo	P	Snohomish	WA	18,019	6,759	N/A	337	Yes
33	Newcastle	P	King	WA	7,737	3,028	N/A	86	Yes
34	Normandy Park	P	King	WA	6,392	2,609	N/A	72	Yes
35	Oak Harbor	P	Island	WA	19,795	7,333	N/A	345	Yes
36	Othello	P	Adams	WA	5,847	1,788	N/A	162	Yes
37	Pacific	P	King	WA	5,527	1,992	N/A	34	Yes
38	Port Angeles	P	Clallam	WA	18,397	8,053	N/A	589	Yes
39	Port Townsend	P	Jefferson	WA	8,334	3,917	N/A	440	Yes
40	Poulsbo	P	Kitsap	WA	6,813	2,845	N/A	356	Yes
41	Prosser	P	Benton	WA	4,838	1,697	N/A	118	Yes
42	Quincy	P	Grant	WA	5,044	1,470	N/A	91	Yes
43	Sedro Wolley	P	Skagit	WA	8,658	3,205	N/A	N/A	Yes
44	Selah	P	Yakima	WA	6,310	2,269	N/A	104	Yes
45	Shelton	P	Snohomish	WA	8,442	3,191	N/A	309	No
46	Snohomish	P	Snohomish	WA	8,494	3,276	N/A	297	Yes
47	Snoqualmie	P	King	WA	1,631	632	N/A	N/A	Yes
48	Steilacoom	P	Pierce	WA	6,049	2,570	N/A	28	Yes
49	Sumner	P	Pierce	WA	8,504	3,517	N/A	225	Yes
50	Sunnyside	P	Yakima	WA	13,905	3,827	N/A	285	Yes
51	Tonasket	P	Okanogan	WA	994	420	N/A	N/A	Yes
52	Toppenish	P	Yakima	WA	8,946	2,275	N/A	95	Yes
53	Tukwilla	P	King	WA	17,181	7,186	N/A	N/A	Yes
54	Tumwater	P	Thurston	WA	12,698	5,659	N/A	343	Yes
55	Washougal	P	Clark	WA	8,595	3,294	N/A	121	Yes
56	West Richland	P	Benton	WA	8,385	2,937	N/A	52	Yes
57	Woodinville	P	King	WA	9,194	3,512	N/A	575	Yes
58	Yelm	P	Thurston	WA	3,289	1,216	N/A	118	No
59	Albany	P	Linn	OR	44,000	16,108	N/A	814	No
60	Astoria	P	Clatsop	OR	9,880	4,235	N/A	328	Yes

EXISTING AND PROPOSED COMMUNITIES
Schedule D-1

#	CITY	EXIST / PROP SERVICES	COUNTY	STATE	POPULATION	HOUSEHOLD TOWN AREA	HOUSEHOLD RURAL AREA	BUSINESSES	RUS Qualified
61	Aumsville	P	Marion	OR	3,080	961	N/A	20	Yes
62	Baker City	P	Baker	OR	9,900	4,010	N/A	257	Yes
63	Bandon	P	Coos	OR	2,833	1,287	N/A	119	Yes
64	Boardman	P	Morrow	OR	3,120	853	N/A	25	Yes
65	Burns	P	Harney	OR	3,020	1,272	N/A	79	Yes
66	Canby	P	Clackamas	OR	14,110	4,489	N/A	249	Yes
67	Cannon Beach	P	Clatsop	OR	1,650	710	N/A		Yes
68	Central Point	P	Jackson	OR	14,950	4,613	N/A	124	Yes
69	Clatskanie	P	Columbia	OR	1,650	608	N/A	N/A	Yes
70	Coburg	P	Lane	OR	969	367	N/A	N/A	Yes
71	Coos Bay	P	Coos	OR	15,700	6,497	N/A	435	Yes
72	Coquille	P	Coos	OR	4,180	1,686	N/A	87	Yes
73	Cornelius	P	Washington	OR	10,150	2,280	N/A	102	Yes
74	Cottage Grove	P	Lane	OR	9,010	3,264	N/A	198	Yes
75	Creswell	P	Lane	OR	4,120	1,271	N/A	84	Yes
76	Dallas	P	Polk	OR	13,500	4,672	N/A	194	Yes
77	Damascus	P	Clackamas	OR	1,200	N/A	N/A	N/A	Yes
78	Drain	P	Douglas	OR	1,021	397	N/A	N/A	Yes
79	Eagle Point	P	Jackson	OR	6,980	1,703	N/A	46	Yes
80	Elgin	P	Union	OR	1,654	638	N/A	N/A	Yes
81	Enterprise	P	Wallowa	OR	1,895	821	N/A	N/A	Yes
82	Florence	P	Lane	OR	7,830	3,564	N/A	232	Yes
83	Forest Grove	P	Washington	OR	19,200	6,336	N/A	285	Yes
84	Gladstone	P	Clackamas	OR	12,140	4,246	N/A	122	Yes
85	Grants Pass	P	Josephine	OR	24,790	9,376	N/A	904	No
86	Hermiston	P	Umatilla	OR	14,700	4,964	N/A	287	Yes
87	Hood River	P	Hood River	OR	6,230	2,429	N/A	351	Yes
88	Independence	P	Polk	OR	7,170	1,994	N/A	90	Yes
89	Junction City	P	Lane	OR	4,910	1,823	N/A	115	Yes
90	Keizer	P	Marion	OR	32,203	12,110	N/A	353	No
91	Klamath Falls	P	Klamath	OR	20,220	7,916	N/A	563	No

EXISTING AND PROPOSED COMMUNITIES
Schedule D-1

#	CITY	EXIST / PROP SERVICES	COUNTY	STATE	POPULATION	HOUSEHOLD TOWN AREA	HOUSEHOLD RURAL AREA	BUSINESSES	RUS Qualified
92	LaGrande	P	Union	OR	12,510	5,124	N/A	334	Yes
93	Lebanon	P	Linn	OR	13,500	5,078	N/A	249	Yes
94	Lincoln City	P	Lincoln	OR	7,470	3,371	N/A	301	Yes
95	Madras	P	Jefferson	OR	5,430	1,801	N/A	112	Yes
96	Milwaukie	P	Clackamas	OR	20,590	8,561	N/A	430	Yes
97	Molalla	P	Clackamas	OR	5,930	1,948	N/A	108	Yes
98	Monmouth	P	Polk	OR	8,590	2,757	N/A	69	Yes
99	Myrtle Point	P	Coos	OR	2,451	988	N/A	N/A	Yes
100	Newberg	P	Yamhill	OR	19,190	6,099	N/A	356	Yes
101	Newport	P	Lincoln	OR	9,760	4,112	N/A	424	Yes
102	North Bend	P	Coos	OR	9,640	3,969	N/A	239	Yes
103	Ontario	P	Malheur	OR	11,200	4,084	N/A	389	Yes
104	Pacific City	P	Tillamook	OR	1,027	485	N/A	N/A	Yes
105	Pendleton	P	Umatilla	OR	16,850	5,964	N/A	391	Yes
106	Philomath	P	Benton	OR	4,340	1,346	N/A	66	Yes
107	Phoenix	P	Jackson	OR	4,570	1,746	N/A	75	Yes
108	Prineville	P	Crook	OR	8,640	2,817	N/A	209	Yes
109	Redmond	P	Deschutes	OR	18,100	5,260	N/A	436	Yes
110	Reedsport	P	Douglas	OR	4,230	1,978	N/A	105	Yes
111	Roseburg	P	Douglas	OR	20,530	8,237	N/A	829	No
112	Sandy	P	Clackamas	OR	6,360	1,956	N/A	158	Yes
113	Seaside	P	Clatsop	OR	6,080	2,656	N/A	276	Yes
114	Sherwood	P	Washington	OR	14,190	4,253	N/A	199	Yes
115	Silverton	P	Marion	OR	8,060	2,707	N/A	166	Yes
116	Sisters	P	Deschutes	OR	1,490	397	N/A	N/A	Yes
117	Stayton	P	Marion	OR	7,360	2,519	N/A	149	Yes
118	Sublimity	P	Marion	OR	2,160	686	N/A	N/A	Yes
119	Sweethome	P	Linn	OR	8,380	3,063	N/A	109	Yes
120	Talent	P	Jackson	OR	5,890	2,324	N/A	52	Yes
121	The Dalles	P	Wasco	OR	12,120	7,722	N/A	365	Yes
122	Tillamook	P	Tillamook	OR	4,350	1,758	N/A	183	Yes

EXISTING SERVICE PROVIDERS - OREGON STATE
(Schedule D-2)

Community	State	Cable Company	Packages Offered	Cable Rate	Cable Internet Rate (Broadband)	Other Internet Provider	Dial Up Rate	DSL Rate	Broadband Rate
Drain	OR								
Eagle Point	OR								
Elgin	OR								
Enterprise	OR								
Florence	OR								
Forest Grove	OR								
Gladstone	OR								
Grants Pass	OR								
Hermiston	OR								
Hood River	OR								
Independence	OR								
Junction City	OR								
Keizer	OR								
Klamath Falls	OR								
LaGrande	OR								
Lebanon	OR								
Lincoln City	OR								

64

EXISTING SERVICE PROVIDERS - OREGON STATE
(Schedule D-2)

Community	State	Cable Company	Packages Offered	Cable Rate	Cable Internet Rate	Other Internet	Dial Up Rate	DSL Rate	Broadband Rate
Molalla									
Monmouth									
Myrtle Point									
Newberg									
Newport									
North Bend									
Ontario									
Pacific City									
Pendleton									
Philomath									
Phoenix									
Prineville									
Redmond									
Reedsport									
Roseburg									
Sandy									
Seaside									
Sherwood									

b4

EXISTING SERVICE PROVIDERS - OREGON STATE
(Schedule D-2)

Community	State	Cable Company	Packages Offered	Cable Rate	Cable Internet Rate (Broadband)	Other Internet Provider	Dial Up Rate	DSL Rate	Broadband Rate
Medalla	OR								
Monmouth	OR								
Myrtle Point	OR								
Newberg	OR								
Newport	OR								
North Bend	OR								
Ontario	OR								
Oregon City	OR								
Seaside	OR								
Shillimath	OR								
St. Helens	OR								
Tillamook	OR								
Waldport	OR								
Westport	OR								
Wilsonville	OR								
Woodburn	OR								
Yamhill	OR								

b4

CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

Service Area Maps (Schedule D-3)



**Broadband Application
Service Area Maps / Community Profiles
April, 2006**

TABLE OF CONTENTS STATES OF OREGON AND WASHINGTON

Introduction of Community Network Profiles

OREGON COMMUNITIES:

Cluster 1 – Boardman, Hermiston, Pendleton and Umatilla

Cluster 2 – Grants Pass and Klamath Falls

Cluster 3 – Madras, Prineville, Redmond, Sisters
and Warm Springs

Cluster 4 – Lincoln City, Newport and Toledo

Cluster 5 – Coburg, Cottage Grove, Creswell, Drain,
Junction City, Veneta, Winston, and Yoncalla

Cluster 6 – Hood River and The Dalles

Cluster 7 – Albany, Lebanon, Sweet Home

Cluster 8 – Elgin, Enterprise, La Grande, Wallowa

Cluster 9 – Aumsville, Dallas, Independence, Keizer, Monmouth,
Silverton, Stayton, Sublimity, Turner and Woodburn

Cluster 10 – Bandon, Coos Bay, Coquille, North Bend

Cluster 11 – Astoria, Cannon Beach, Clatskanie, Pacific City,
Seaside and Tillamook

Cluster 12 – Canby, Cornelius, Damascus, Forest Grove,
Gladstone, Milwaukie, Molalla, Newberg, Sandy, Sherwood,
Tualatin West Linn and Wilsonville

Cluster 13 – Troutdale

Cluster 14 – Central Point, Eagle Point, Phoenix and Talent

Cluster 15 – Baker City, Ontario

Cluster 16 – Burns

WASHINGTON COMMUNITIES:

Cluster 1 – Brier, Issaquah, Monroe, Mountainlake Terrace, Mukilteo, Shelton and Snohomish

Cluster 2 – Covington, Duvall, Enumclaw, Hoquiam, Kenmore, Lake Forest Park, Maple Valley, Mill Creek, Newcastle, Normandy Park, Pacific, Snoqualmie, Tukwilla and Woodinville

Cluster 3 – Oak Harbor and Sedro Woolley

Cluster 4 – Bonney Lake, Edgewood, Fife, Fircrest, Milton, Steilacoom and Sumner

Cluster 5 – East Wenatchee, Ellensburg, Prosser, West Richland

Cluster 6 – Grandview, Selah, Sunnyside and Toppenish

Cluster 7 – Ferndale and Lynden

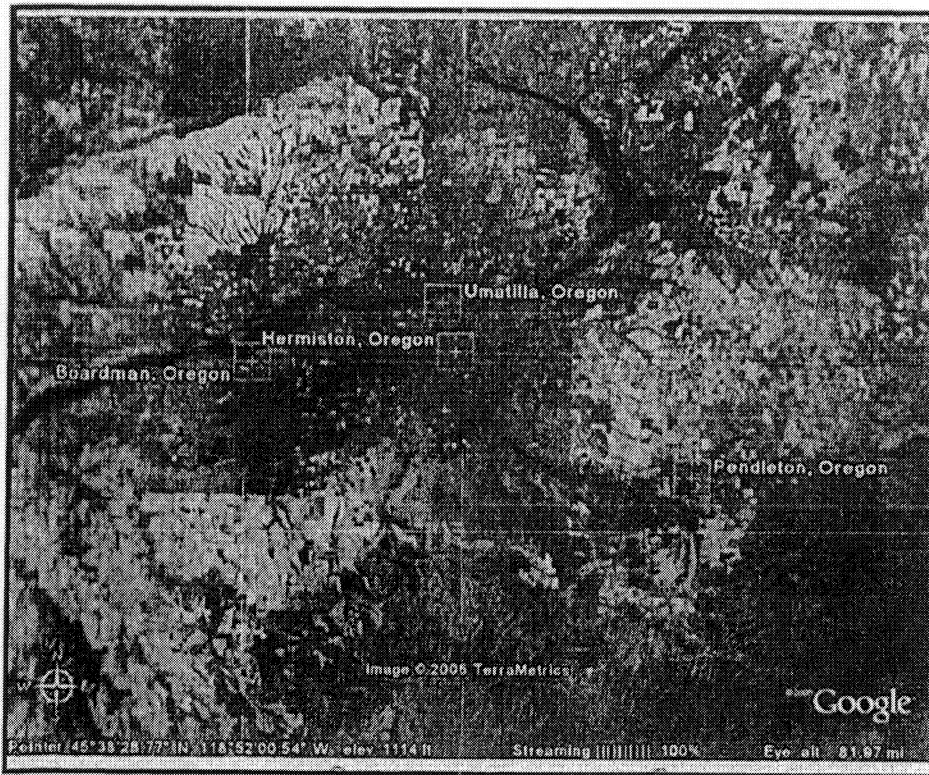
Cluster 8 – Centralia and Morton

Cluster 9 – Tumwater and Yelm

Cluster 10 – Camas, Port Angeles, Port Townsend and Poulsbo

Incumbent Carrier Map – Washington State

Oregon Cluster 1 – Boardman, Hermiston, Pendleton and Umatilla



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Boardman	Morrow	2	3,120	853	25	Yes
Hermiston	Umatilla	2	14,700	4,964	287	Yes
Pendleton	Umatilla	2	16,850	5,964	319	Yes
Umatilla	Umatilla	2	6,270	1,364	34	Yes
Totals			40,940	13,145	665	

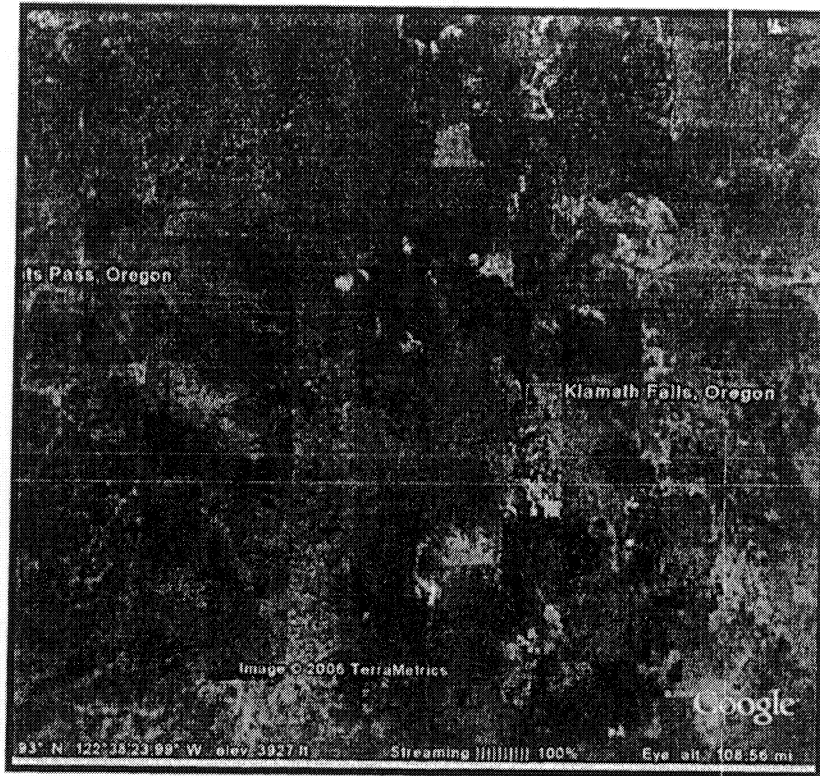
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Boardman	CenturyTel	U.S. Media Group	None
Hermiston	Qwest	Charter Communications	None
Pendleton	Qwest	Charter Communications	Qwest
Umatilla	Qwest	Cebridge	None

Service Area: The service area for Oregon Cluster 1 will serve 40,940 residents, 13,145 households and 665 businesses. These communities are RUS qualified.

Penetration Rate: Penetration rate is based on no competition in 3 of the communities and one competitor in Pendleton.

Oregon Cluster 2 – Grants Pass and Klamath Falls



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Grants Pass	Josephine	4	24,790	9,376	904	No
Klamath Falls	Klamath	2	20,200	7,916	563	No
Totals			44,990	17,292	1,467	

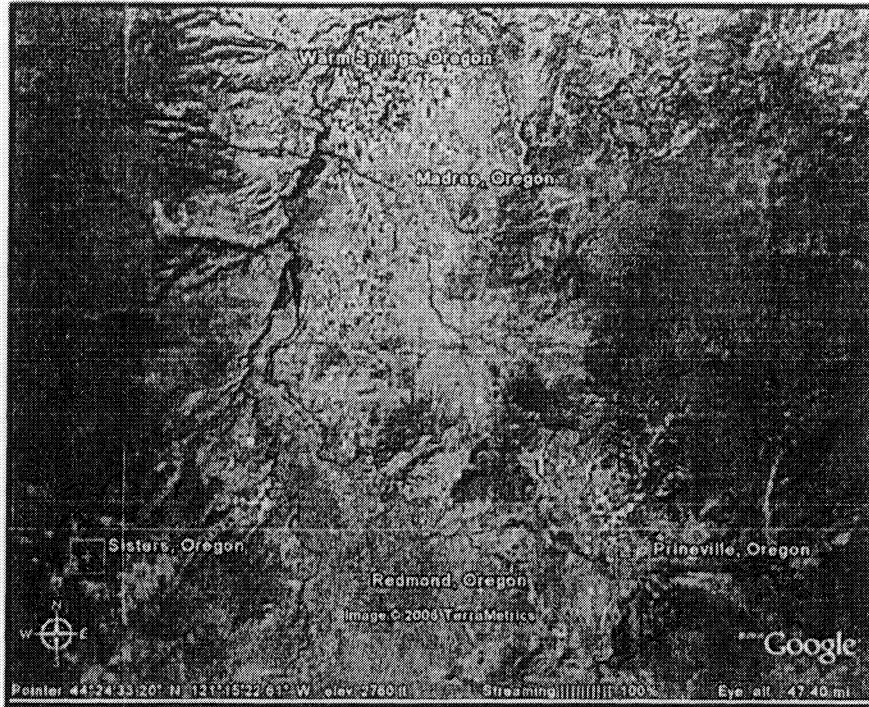
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Grants Pass	Qwest	Charter Communications	Charter Communications
Klamath Falls	Qwest	Charter Communications	Charter Communications Unicom

Service Area: The service area for Oregon Cluster 2 will serve 44,990 residents, 17,292 households and 1,467 businesses. The communities are not RUS qualified.

Penetration Rate: Penetration rate is based on no competition in 1 of the communities and 2 competitors in Klamath Falls.

Oregon Cluster 3 – Madras, Prineville, Redmond, Sisters, Warm Springs



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Madras	Jefferson	2	5,430	1,801	112	Yes
Prineville	Crook	2	8,640	2,817	209	Yes
Redmond	Deschutes	2	18,100	5,260	436	Yes
Sisters	Deschutes	2	1,490	397	N/A	Yes
Totals			33,600	10,275	757	

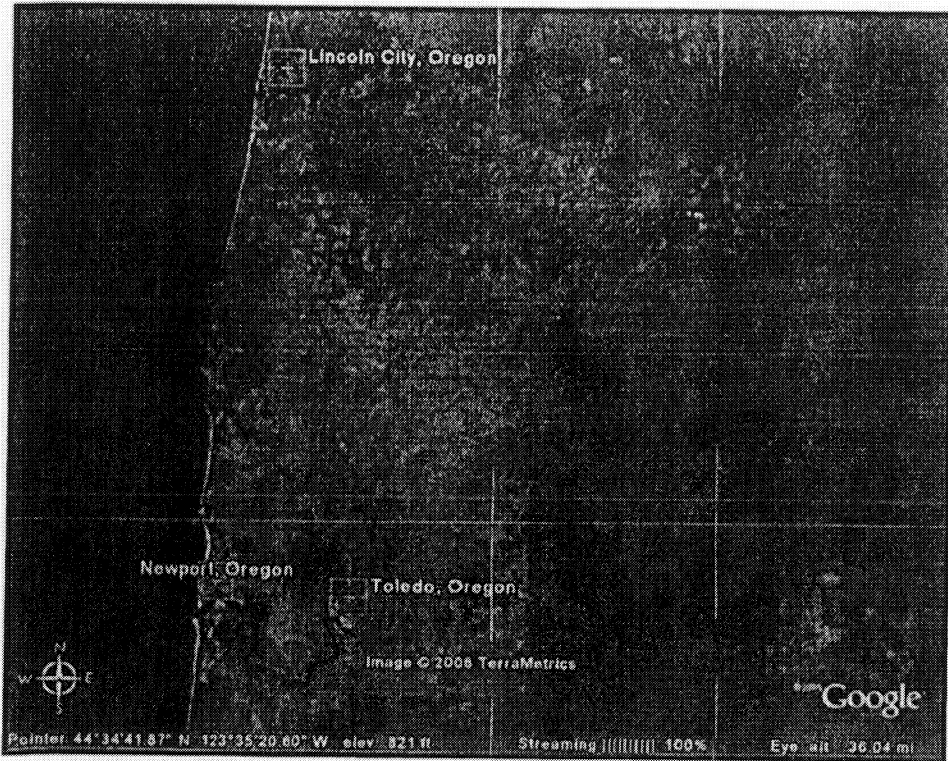
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Madras	Qwest	Crestview	Crestview and Qwest
Prineville	Qwest	Crestview	Crestview and Qwest
Redmond	Qwest	Bend Broadband	Bend Broadband
Sisters	Qwest	Bend Broadband	Bend Broadband and Qwest

Service Area: The service area for Oregon Cluster 3 will serve 33,600 residents, 10,275 households and 757 businesses. All 4 communities are RUS eligible. CTURN is aware that Warm Springs was awarded a Community Connect Grant.

Penetration Rate: Penetration rate is based on 2 competitors in 3 of the communities and 1 competitor in Redmond.

Oregon Cluster 4 – Lincoln City, Newport and Toledo



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Lincoln City	Jefferson	2	7,470	3,371	301	Yes
New Port	Lincoln	5	9,760	4,112	424	Yes
Toledo	Lincoln	5	3,580	1,312	44	Yes
Totals			20,810	8,795	769	

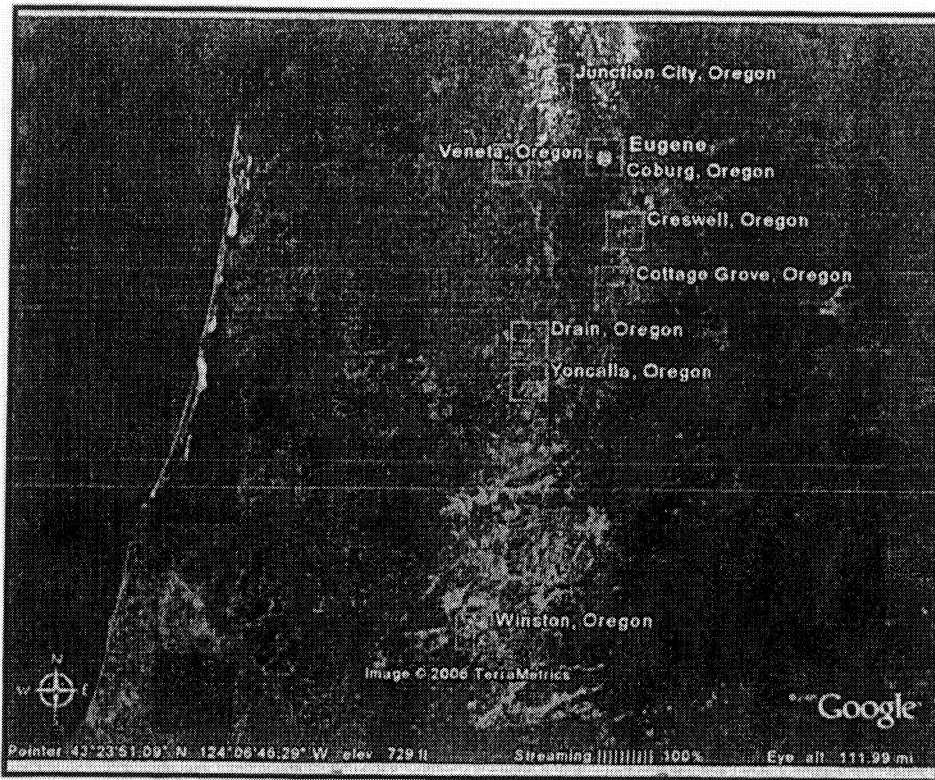
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Lincoln City	Sprint	Millenium Digital Media	George.net
New Port	Qwest	Millenium Digital Media	None
Toledo	Qwest	Charter Communications	Charter Communications

Service Area: The service area for Oregon Cluster 4 will serve 20,810 residents, 8,795 households and 769 businesses. All communities are RUS eligible.

Penetration Rate: Penetration rate is based on 2 competitors in 2 of the communities and no competitors in New Port.

Oregon Cluster 5 – Coburg, Cottage Grove, Creswell, Drain, Junction City, Veneta, Winston, and Yoncalla



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Coburg	Lane	4	969	367	N/A	Yes
Cottage Grove	Lane	4	9,010	3,264	198	Yes
Creswell	Lane	4	4,120	1,271	84	Yes
Drain	Douglas	4	1,021	397	N/A	Yes
Junction City	Lane	4	4,910	1,823	115	Yes
Veneta	Lane	4	2,755	966	56	Yes
Winston	Douglas	4	4,613	1,753	58	Yes
Yoncalla	Douglas	4	1,050	409	N/A	Yes
Totals			28,448	5,619	511	

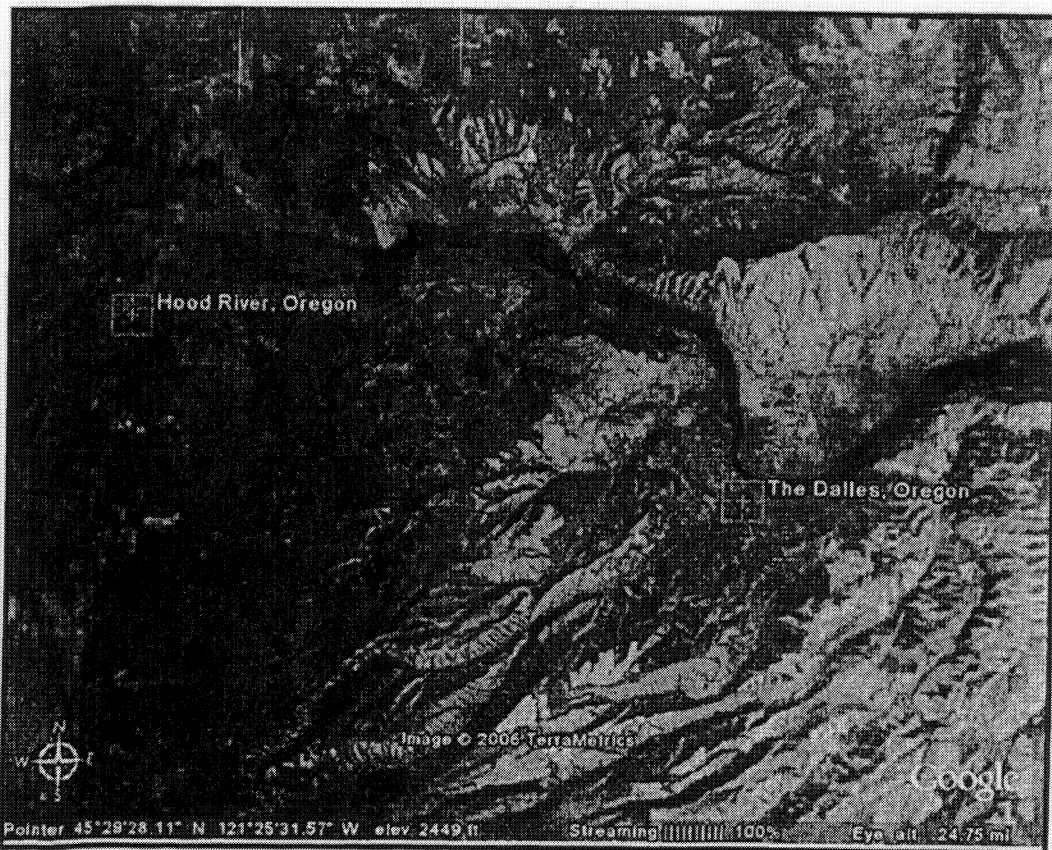
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Coburg	Not Available	Charter Communications	None
Cottage Grove	Qwest	Falcon Cable TV	None
Creswell	CenturyTel	Falcon Cable TV	None
Drain	CenturyTel	Falcon Cable TV	None
Junction City	Qwest	Country Vision	Country Vision Unwired Communications
Veneta	Qwest	Charter Communications	Charter Communications
Winston	Not Available	Charter Communications	Charter Communications
Yoncalla	CenturyTel	Charter Communications	None

Service Area: The service area for Oregon Cluster 5 will serve 28,448 residents, 5,619 households and 511 businesses. All communities in this cluster are in RUS eligible communities.

Penetration Rate: Penetration rate is based on no competition in 5 of the communities and 1 competitor in Winston and Veneta and 2 competitors in Junction City.

Oregon Cluster 6 – Hood River and The Dalles



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Hood River	Wasco	2	12,120	7,722	365	Yes
The Dalles	Hood River	2	6,230	2,429	351	Yes
Totals			18,350	10,151	716	

Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Hood River	Sprint	Charter Communications	Charter Communications George.net
The Dalles	Sprint	Charter Communications	Charter Communications George.net

Service Area: The service area for Oregon Cluster 6 will serve 18,350 residents, 10,151 households and 716 businesses. Both communities are RUS eligibility.

Penetration Rate: Penetration rate is based 2 competitors in both of the communities.

Oregon Cluster 7 – Albany, Lebanon and Sweet Home



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Albany	Linn	4	44,000	16,108	814	No
Lebanon	Linn	4	13,500	5,078	249	Yes
Sweethome	Linn	4	8,380	3,063	109	Yes
Totals			65,880	24,249	1,172	

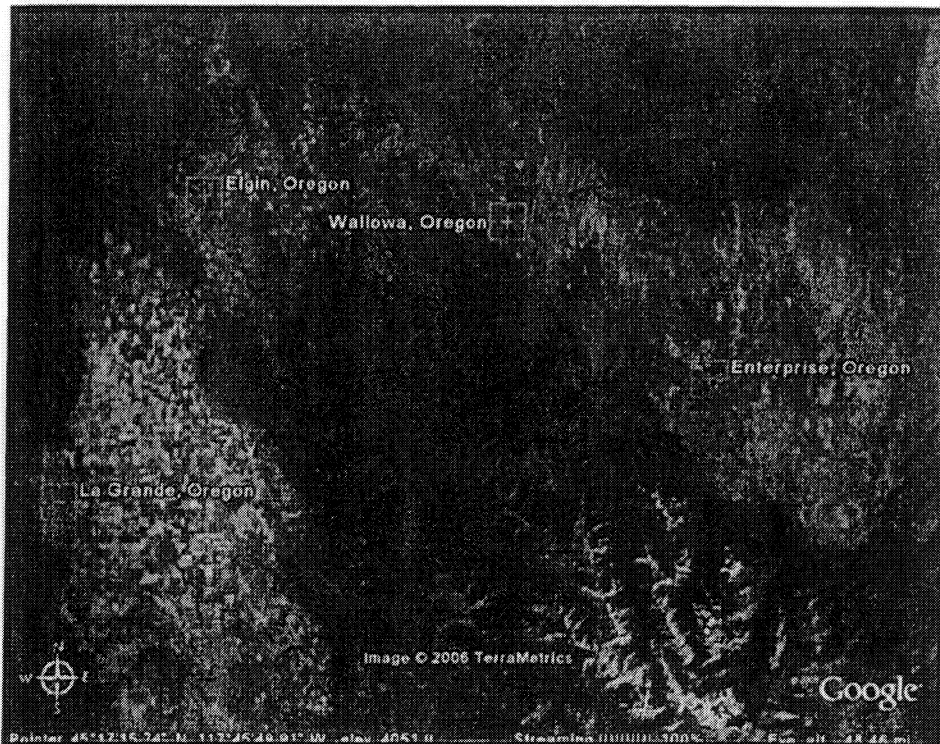
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Albany	Qwest	Comcast	Comcast and Qwest
Lebanon	CenturyTel	Comcast	Comcast
Sweethome	Not Applicable	Comcast	Comcast

Service Area: The service area for Oregon Cluster 7 will serve 65880 residents, 24,249 households and 1,172 businesses. 2 of the 3 communities are RUS eligible communities.

Penetration Rate: Penetration rate is based on 2 competitors in 1 of the communities and 1 competitor in 2 of the communities – Lebanon and Sweethome.

Oregon Cluster 8 – Elgin, Enterprise, La Grande, Wallowa



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Elgin	Union	2	1,654	638	N/A	Yes
Enterprise	Wallowa	2	1,895	821	N/A	Yes
LaGrande	Union	2	12,510	5,124	334	Yes
Wallowa	Wallowa	2	869	350	21	Yes
Totals			16,928	6,933	355	

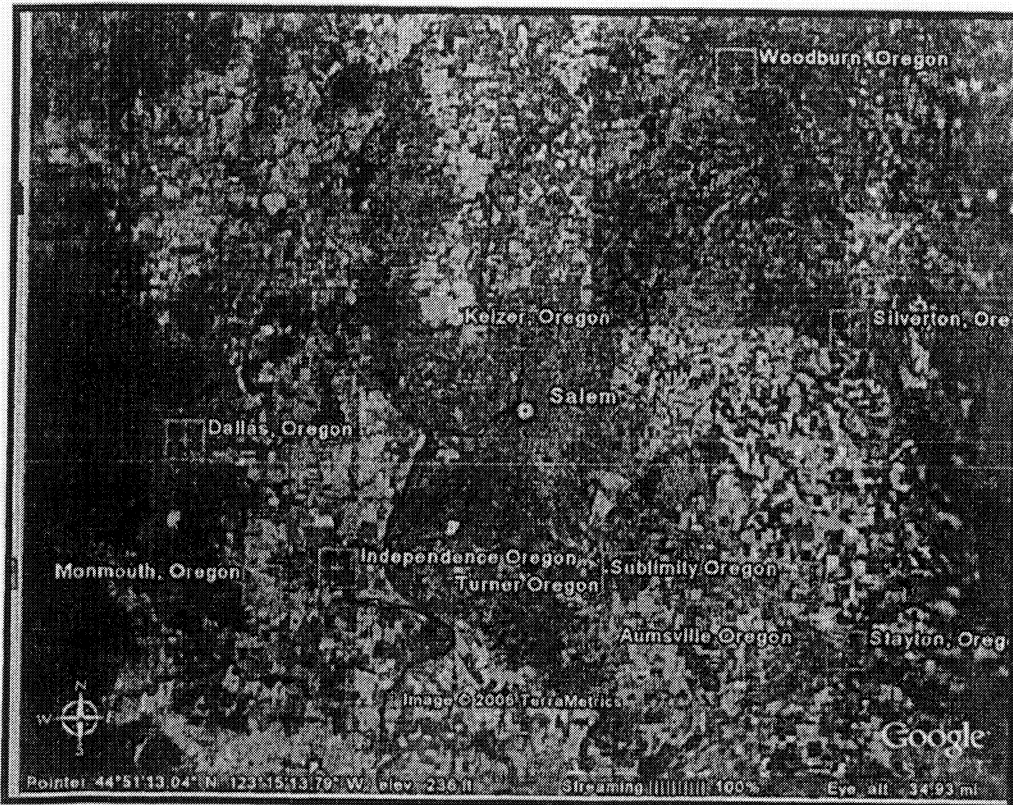
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Elgin	Verizon	Elgin TV Association	None
Enterprise	Verizon	Crestview	Crestview Eaglecap
LaGrande	Verizon	Comcast	Comcast
Wallowa	Verizon	Crestview	Crestview Eaglecap

Service Area: The service area for Oregon Cluster 8 will serve 16,928 residents, 6,933 households and 355 businesses. All 4 communities are RUS eligible.

Penetration Rate: Penetration rate is based on no competition in 1 of the communities and one competitor in Comcast, and 2 competitors in Enterprise and Wallowa.

Oregon Cluster 9 – Aumsville, Dallas, Independence, Keizer, Monmouth, Silverton, Stayton, Sublimity, Turner and Woodburn



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Aumsville	Marion	5	3,080	961	20	Yes
Dallas	Polk	5	13,500	4,672	194	Yes
Independence	Polk	5	7,170	1,994	90	Yes
Keizer	Marion	5	32,203	12,110	353	No
Monmouth	Polk	5	8,590	2,757	69	Yes
Silverton	Marion	5	8,060	2,707	166	Yes
Stayton	Marion	5	7,360	2,519	149	Yes
Sublimity	Marion	5	2,160	686	N/A	Yes
Turner	Marion	5	1,480	491	N/A	Yes
Woodburn	Marion	5	21,790	6,274	333	No
Totals			105,393	144,161	1,374	

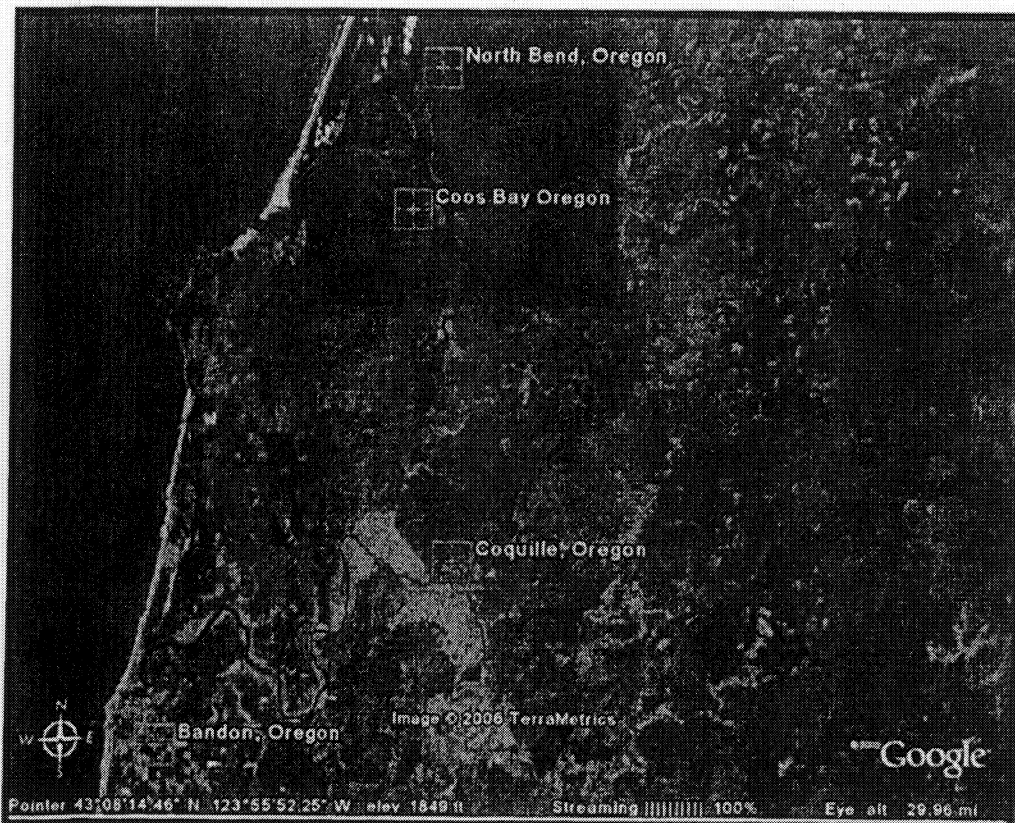
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Aumsville	Verizon	UVision	Willamette Valley Internet
Dallas	Qwest	Charter Communications	None
Independence	Qwest	Charter Communications	Charter Communications
Keizer	Not Available	Comcast	Comcast
Monmouth	Not Available	Charter Communications	Charter and Qwest
Silverton	Verizon	Charter Communications	Charter Communications
Stayton	Stayton	Willamette Valley Internet	Willamette Valley Internet
Sublimity	Not Available	Willamette Valley Internet	Willamette Valley Internet
Turner	Not Available	North Santiam Communications	None
Woodburn	Malheur	Charter Communications	Charter Communications

Service Area: The service area for Oregon Cluster 9 will serve 105,393 residents, 144,161 households and 1,374 businesses. 8 of the 10 communities are RUS eligible.

Penetration Rate: Penetration rate is based on no competition in 2 of the communities and 1 competitor in 5 of the communities and 2 competitors in Monmouth.

Oregon Cluster 10 – Bandon, Coos Bay, Coquille and North Bend



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Bandon	Coos	4	2,833	1,287	119	Yes
Coos Bay	Coos	4	15,700	6,497	435	Yes
Coquille	Coos	4	4,180	1,686	87	Yes
North Bend	Coos	4	9,640	3,969	239	Yes
Totals			32,403	13,439	880	

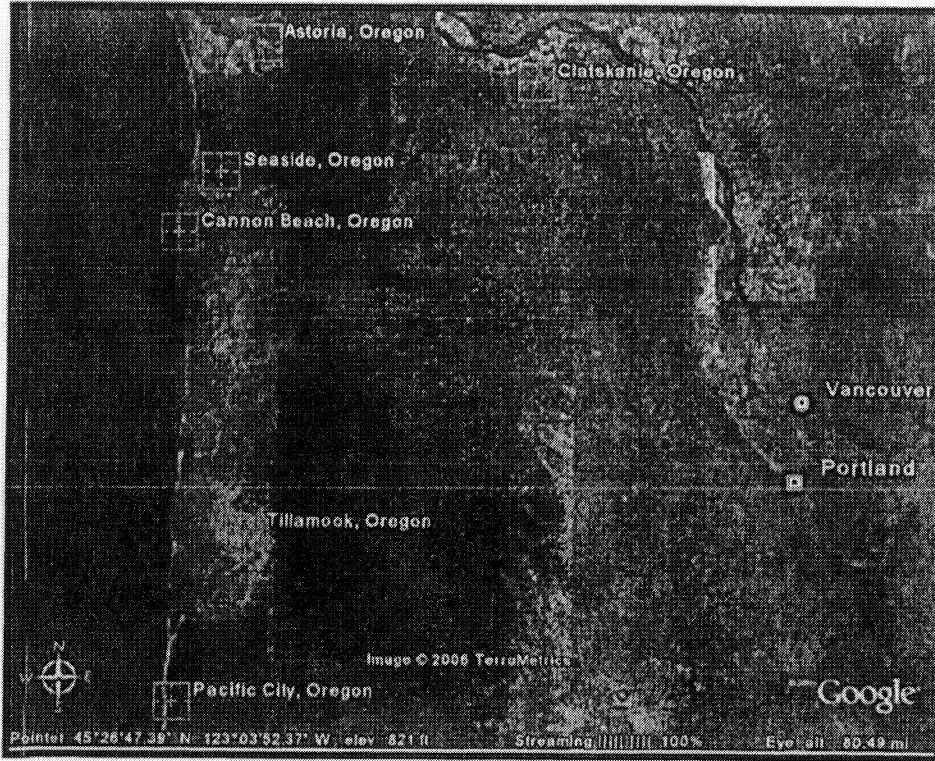
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Bandon	Verizon	Charter Communications	Qwest
Coos Bay	Verizon	Charter Communications	Charter Communications and Qwest
Coquille	Verizon	Charter Communications	Verizon
North Bend	Verizon	Charter Communications	Charter Communication and Verizon

Service Area: The service area for Oregon Cluster 10 will serve 32,403 residents, 13,439 households and 880 businesses. All 4 communities are RUS qualified.

Penetration Rate: Penetration rate is based on 1 competitor in 2 of the communities and 2 competitors in Coos Bay and North Bend.

Oregon Cluster 11 – Astoria, Cannon Beach, Clatskanie, Pacific City, Seaside and Tillamook



Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Astoria	Clatsop	1	9,880	4,235	328	Yes
Cannon Beach	Clatsop	1	1,650	710	N/A	Yes
Clatskanie	Columbia	1	1,650	608	N/A	Yes
Pacific City	Tillamook	5	1,027	485	N/A	Yes
Seaside	Clatsop	1	6,080	2,656	276	Yes
Tillamook	Tillamook	5	4,350	1,758	183	Yes
Totals			24,637	10,452	787	

Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Astoria	Qwest	Charter Communications	Charter Communications and Qwest
Cannon Beach	Qwest	Charter Communications	Qwest
Clatskanie	Verizon	Charter Communications	Charter Communications
Pacific City	Sprint	Charter Communications	None
Seaside	Not Available	Charter Communications	Charter Communications
Tillamook	Sprint	Charter Communications	Charter Communications and george.net

Service Area: The service area for Oregon Cluster 11 will serve 24,637 residents, 10,452 households and 787 businesses. All 6 of the communities are in RUS eligible territory.

Penetration Rate: Penetration rate is based on no competition in 1 of the communities and 1 competitor in 3 of the communities and 2 competitors in 2 of the communities.

Oregon Cluster 12 - Canby, Cornelius, Damascus, Forest Grove, Gladstone, Milwaukie, Molalla, Newberg, Sandy, Sherwood, Tualatin, West Linn and Wilsonville



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Canby	Clackamas	5	14,100	4,489	249	Yes
Cornelius	Washington	1	10,150	2,280	102	Yes
Damascus	Clackamas	5	1,200	N/A	N/A	Yes
Forest Grove	Washington	1	19,200	6,336	285	Yes
Gladstone	Clackamas	5	12,140	4,246	122	Yes
Milwaukie	Clackamas	5	20,590	8,561	430	No
Molalla	Clackamas	5	5,930	1,948	108	No
Newberg	Yamhill	1	19,190	6,099	356	Yes
Sherwood	Washington	1	14,190	4,253	199	Yes
Tualatin	Washington	1	24,940	8,651	663	No
West Linn	Clackamas	5	23,970	8,161	370	No
Wilsonville	Clackamas	5	16,250	5,937	390	Yes
Totals			181,850	60,961	3,274	

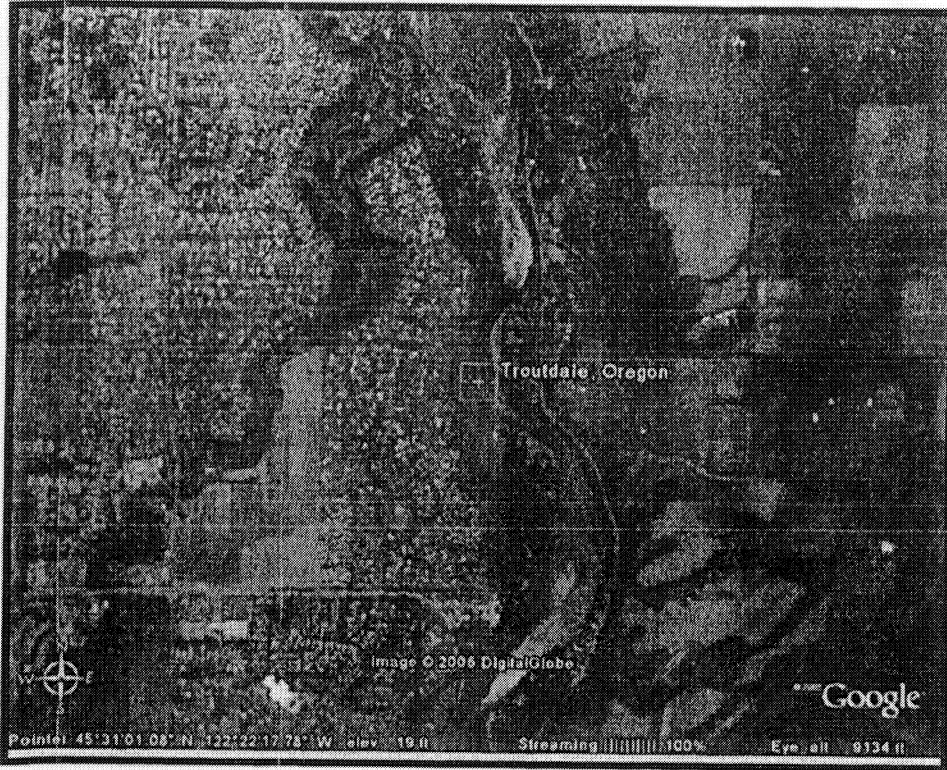
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Canby	Not Available	Willamette Broadband	Willamette Broadband and Canby Telephone
Cornelius	Not Available	Comcast	Comcast
Damascus	Not Available	Comcast	Comcast
Forest Grove	Verizon	Comcast	Comcast and Verizon
Gladstone	Not Available	Comcast	Comcast
Milwaukie	Not Available	Comcast	Comcast
Molalla	Molalla Comm	Willamette Broadband	Willamette Broadband
Newberg	Not Available	Millenium Digital Media	None
Sherwood	Qwest	Comcast	Comcast
Tualatin	Not Available	Comcast	Comcast
West Linn	Not Available	Comcast	Comcast
Wilsonville	Not Available	Comcast	Comcast and CyberConnectics

Service Area: The service area for Oregon Cluster 12 will serve 181,850 residents, 60,691 households and 3,274 businesses. 8 of the communities are RUS eligible. Molalla (Molalla Telecommunications) is a RUS borrower.

Penetration Rate: Penetration rate is based on no competition in 1 of the communities and 1 competitor in 8 of the communities and 2 competitors in 3 of the communities.

Oregon Cluster 13 – Troutdale



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Troutdale	Multnomah	3	14,380	4,671	225	Yes
Totals						

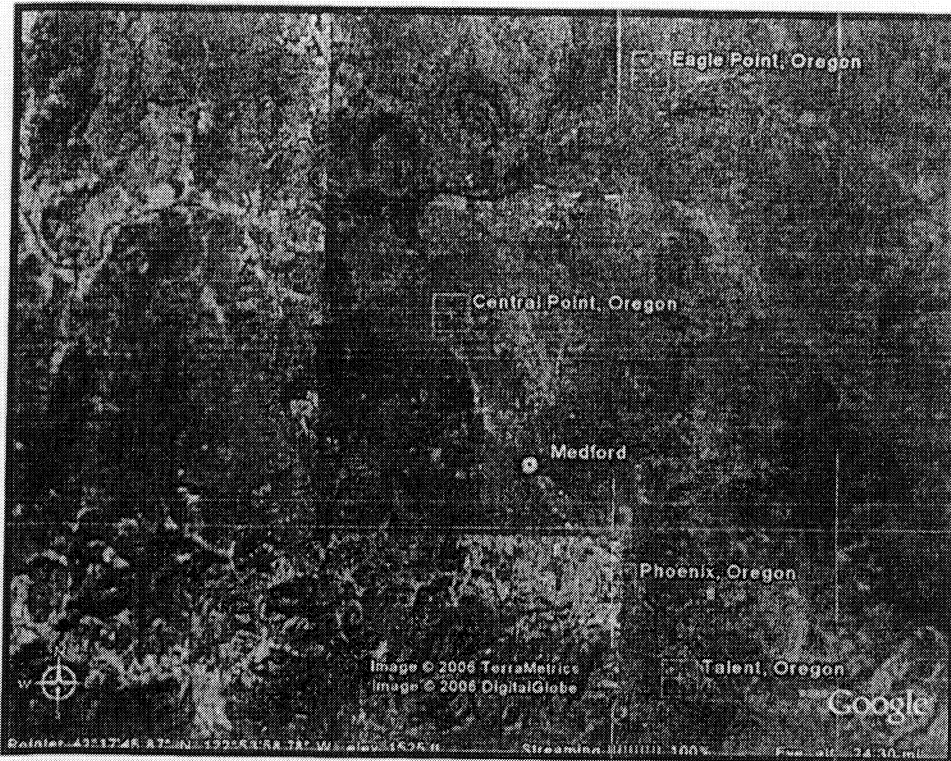
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Troutdale	Not Available	Comcast	Comcast

Service Area: The service area for Oregon Cluster 13 will serve 14,380 residents, 4,671 households and 225 businesses. This is an RUS eligible community.

Penetration Rate: Penetration rate is based on 1 competitor in the Troutdale community.

Oregon Cluster 14 – Central Point, Eagle Point, Phoenix and Talent



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Central Point	Jackson	2	14,950	4,613	124	Yes
Eagle Point	Jackson	2	6,980	1,703	46	Yes
Phoenix	Jackson	2	4,570	1,746	75	Yes
Talent	Jackson	2	5,890	2,324	52	Yes
Totals			32,390	10,386	297	

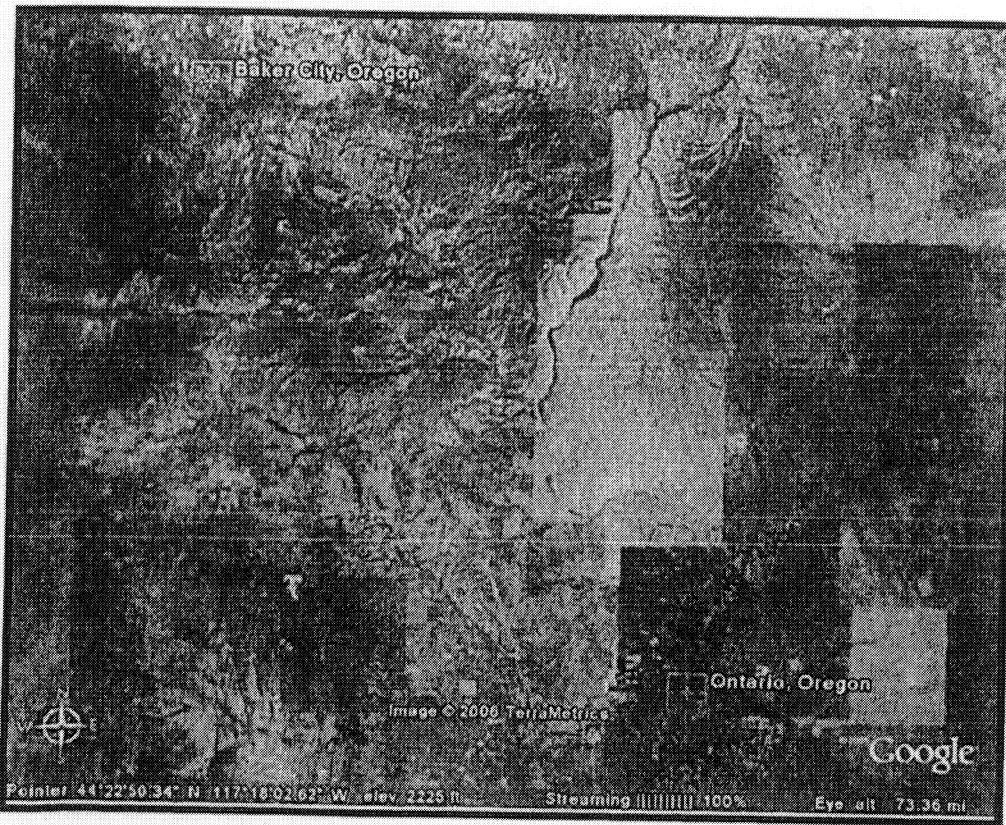
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Central Point	Qwest	Charter Communications	Qwest
Eagle Point	Not Available	Charter Communication	None
Phoenix	Qwest	Charter Communications	None
Talent	Qwest	Ashland Fiber Network	None

Service Area: The service area for Oregon Cluster 14 will serve 32,390 residents, 10,386 households and 297 businesses. All 4 communities are RUS eligible.

Penetration Rate: Penetration rate is based on no competition in 3 of the communities and 1 competitor in Central Point.

Oregon Cluster 15 - Baker City and Ontario



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Baker City	Baker	2	9,900	4,010	257	Yes
Ontario	Malheur	2	11,200	4,084	389	Yes
Totals			21,100	8,094	646	

Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Baker City	Qwest	Charter Communications	Charter Communications and Pine Telephone
Ontario	Malheur Home Telephone	Cable One	Cable One and Farmers Mutual Telephone

Service Area: The service area for Oregon Cluster 15 will serve 21,100 residents, 8,094 households and 646 businesses. Both communities are RUS eligible.

Penetration Rate: Penetration rate is based on 2 competitors in 3 each of the communities.

Oregon Cluster Oregon Cluster - 16 Burns



Community Demographics:

Community	County	Congress District	Population	Households	Businesses	RUS Eligible
Burns	Harney	2	3,020	1,272	79	Yes
Totals						

Telecommunications/Competition:

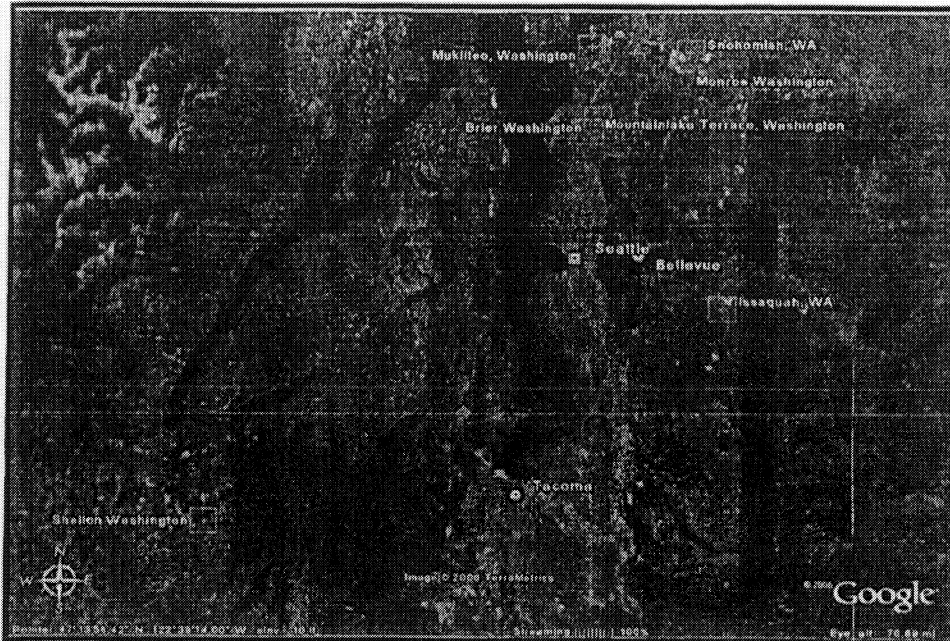
Community	ILEC	Cable Provider	Competition
Burns	CenturyTel	Charter Communications	Non

Service Area: The service area for Oregon Cluster 16 will serve 3,020 residents, 1,272 households and 79 businesses. This is an RUS eligible community.

Penetration Rate: Penetration rate is based on no competition in the community.

Washington Communities

Washington Cluster 1 – Brier, Issaquah, Monroe, Mountainlake Terrace, Mukilteo, Shelton and Snohomish



Community Demographics:

Community	County	Congress Dist	Population	Households	Businesses	RUS Eligible
Brier	Snohomish	2	6,383	2,095	45	Yes
Issaquah	King	8	11,212	4,840	749	Yes
Monroe	Snohomish	2	13,795	4,173	379	Yes
Mountainlake Terrace	Snohomish	2	20,362	7,962	N/A	No
Mukilteo	Snohomish	2	18,019	6,759	337	Yes
Shelton	Snohomish	2	8,442	3,191	309	No
Snohomish	Snohomish	2	8,494	3,276	297	Yes
Totals			86,707	32,296	2,116	

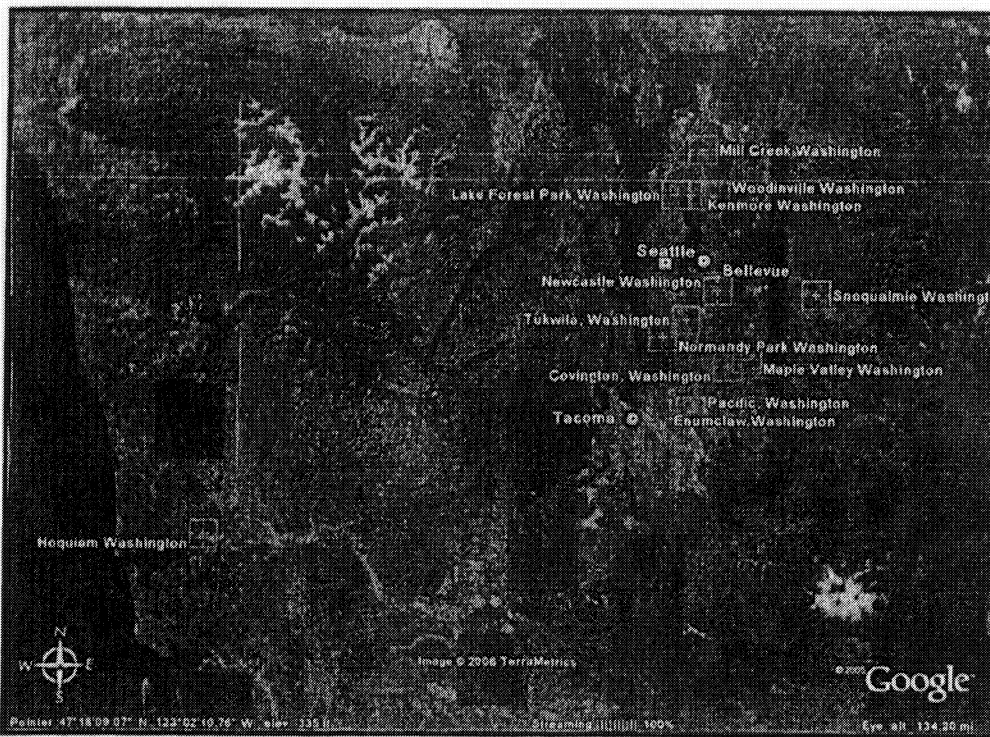
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Brier	**See Map	Comcast	Comcast and Verizon
Issaquah	**See Map	Comcast	Comcast and Net Ventures
Monroe	**See Map	Comcast	Comcast and Verizon
Mountainlake Terrace	**See Map	Comcast	Comcast and Verizon
Mukilteo	**See Map	Comcast	Comcast and Verizon
Shelton	Hood River	Comcast	Hood River, Comcast and Verizon
Snohomish	**See Map	Comcast	Comcast and Verizon

Service Area: The service area for Washington Cluster 1 will serve 86,707 residents, 32,296 households and 2,116 businesses. All the communities with the exception of Mountainlake Terrace and Shelton are RUS qualified. Shelton (Hood River Telecommunications) is a RUS borrower.

Penetration Rate: Penetration rate is based on 2 competitors in each of the communities.

Washington Cluster 2 – Covington, Duvall, Enumclaw, Hoquiam, Kenmore, Lake Forest Park, Maple Valley, Mill Creek, Newcastle, Normandy Park, Pacific, Snoqualmie, Tukwila and Woodinville



Community Demographics:

Community	County	Congress Dist	Population	Households	Businesses	RUS Eligible
Covington	King	8	13,783	4,398	134	Yes
Duvall	King	8	4,616	1,596	86	Yes
Enumclaw	King	8	11,116	4,317	251	Yes
Hoquiam	King	8	9,097	3,640	148	Yes
Kenmore	King	8	18,678	7,307	234	Yes
Lake Forest Park	King	8	13,142	5,039	287	Yes
Maple Valley	King	8	14,209	4,809	182	Yes
Mill Creek	King	8	11,525	4,631	236	Yes
Newcastle	King	8	7,737	3,028	86	Yes

Normandy Park	King	8	6,392	2,609	72	Yes
Pacific	King	8	5,527	1,992	34	Yes
Snoqualmie	King	8	1,631	632	N/A	Yes
Tukwilla	King	8	17,181	7,186	N/A	Yes
Woodinville	King	8	9,194	3,512	575	Yes
Totals			143,828	54,696	2,325	

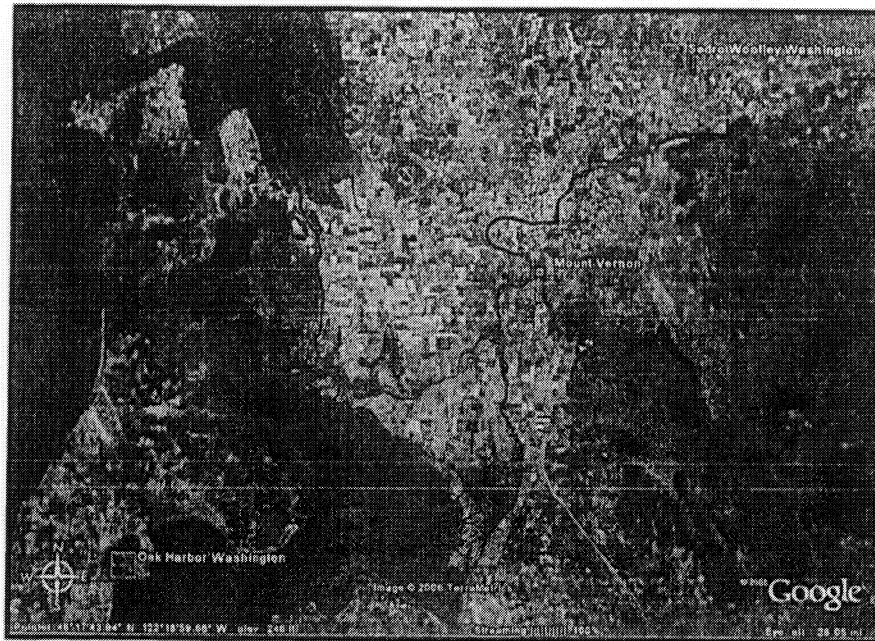
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Covington	**See Map	Comcast	Comcast and Net Ventures
Duvall	**See Map	Comcast	Net Ventures
Enumclaw	**See Map	Comcast	Comcast and TX3 Online
Hoquiam	**See Map	Comcast	Comcast and Net Ventures
Kenmore	**See Map	Comcast	Comcast and Net Ventures
Lake Forest Park	**See Map	Comcast	Comcast and Net Ventures
Maple Valley	**See Map	Comcast	Comcast and Net Ventures
Mill Creek	**See Map	Comcast	Comcast and Net Ventures
Newcastle	**See Map	Comcast	Comcast and Net Ventures
Normandy Park	**See Map	Comcast	Comcast and Net Ventures
Pacific	**See Map	Comcast	Comcast and Net Ventures
Snoqualmie	**See Map	Comcast	Comcast and Net Ventures
Tukwilla	**See Map	Comcast	Comcast and Net Ventures
Woodinville	**See Map	Comcast	Comcast and Net Ventures

Service Area: The service area for Washington Cluster 2 will serve 148,828 residents, 54,696 households and 2,325 businesses. All 14 communities in this cluster are RUS qualified.

Penetration Rate: Penetration rate is based on 2 competitors in each of these communities with the exception of Duvall who only has 1 competitor.

Washington Cluster 3 – Oak Harbor and Sedro Woolley



Community Demographics:

Community	County	Congress Dist	Population	Households	Businesses	RUS Eligible
Oak Harbor	Island	6	19,795	7,333	345	Yes
Sedro Woolley	Skagit	2	8,658	3,205	N/A	Yes
Totals			28,453	10,538	345	

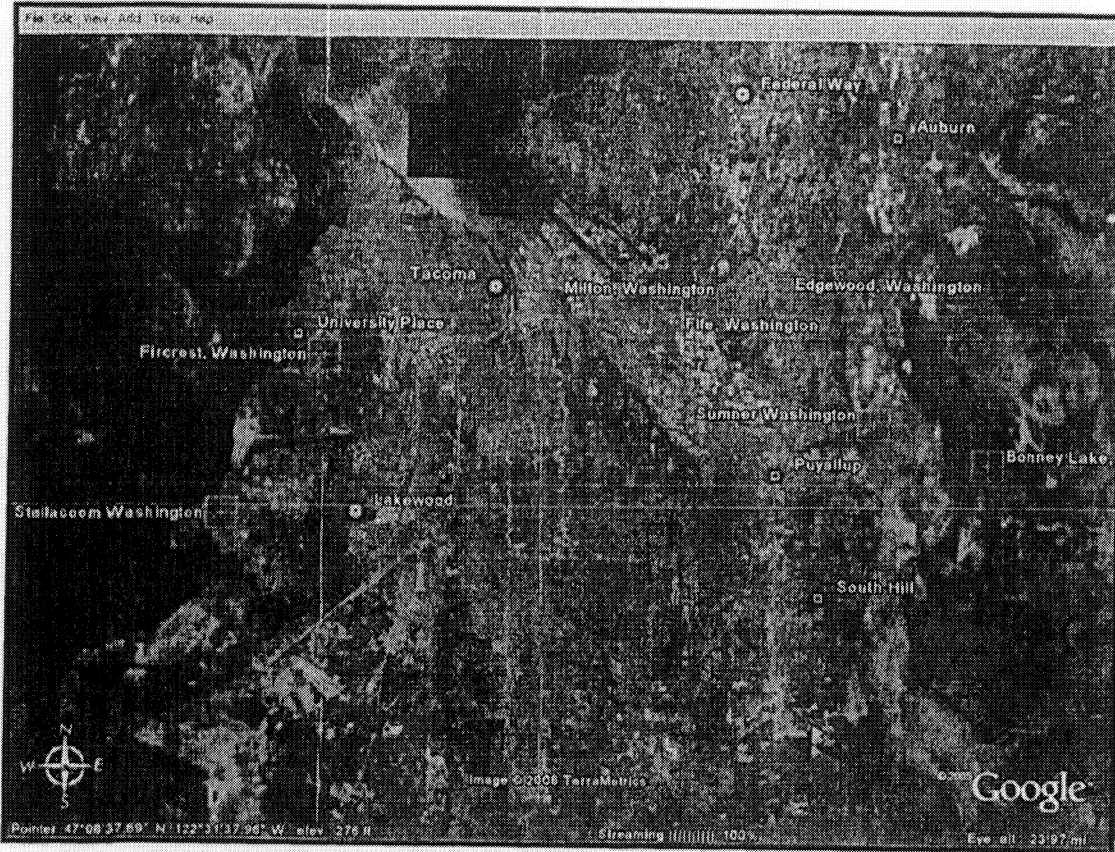
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Oak Harbor	**See Map	Comcast	Comcast and Isomedia
Sedro Woolley	**See Map	Comcast	Comcast and Verizon

Service Area: The service area for Washington Cluster 3 will serve 28,453 residents, 10,538 households and 345 businesses. Both communities are RUS qualified.

Penetration Rate: Penetration rate is based on 2 competitors in each community.

Washington Cluster 4 – Bonney Lake, Edgewood, Fife, Fircrest, Milton, Steilacoom and Sumner



Community Demographics:

Community	County	Congress Dist	Population	Households	Businesses	RUS Eligible
Bonney Lake	Pierce	8	9,687	3,266	149	Yes
Edgewood	Pierce	8	9,089	3,421	99	Yes
Fife	Pierce	8	4,784	2,111	340	Yes
Fircrest	Pierce	8	5,868	2,505	97	Yes
Milton	Pierce	8	5,795	2,390	96	Yes
Steilacoom	Pierce	8	6,049	2,570	28	Yes
Sumner	Pierce	8	8,504	3,517	225	Yes
Totals			49,776	19,780	1,032	

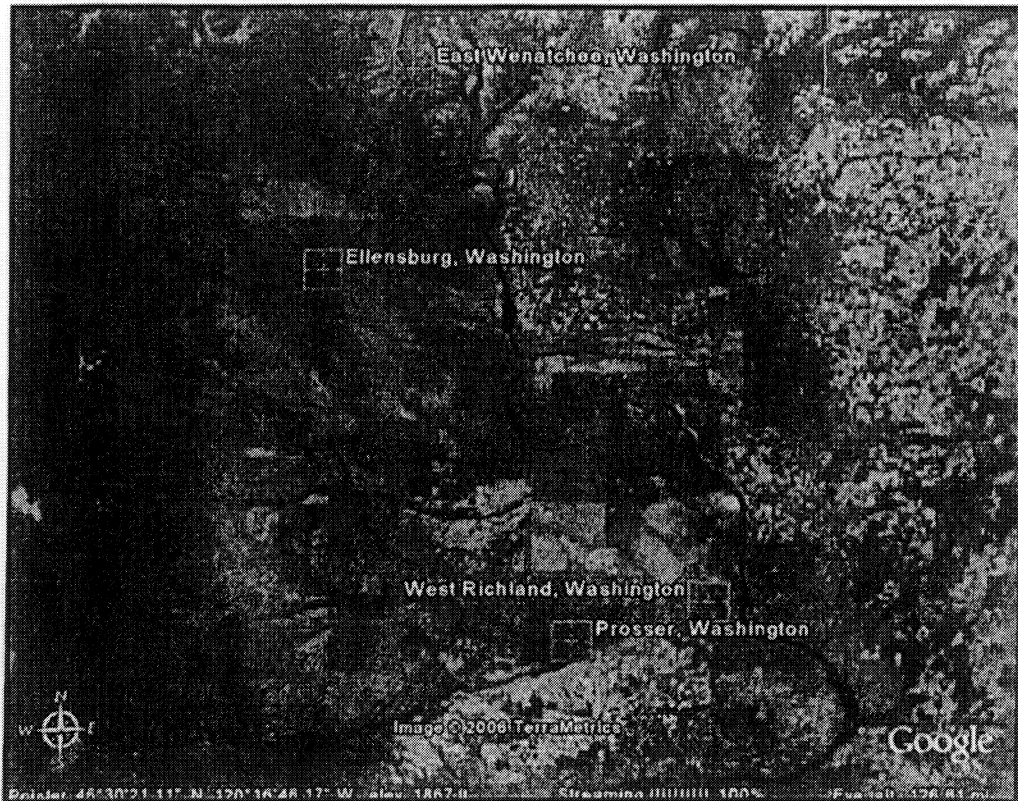
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Bonney Lake	**See Map	N/A	1Tacoma
Edgewood	**See Map	Comcast	Comcast and 1Tacoma
Fife	**See Map	Comcast	Comcast and 1Tacoma
Fircrest	**See Map	Comcast	Comcast and 1Tacoma
Milton	**See Map	Comcast	Comcast and 1Tacoma
Steilacoom	**See Map	Comcast	Comcast and 1Tacoma
Sumner	**See Map	Comcast	Comcast and 1Tacoma

Service Area: The service area for Washington Cluster 4 will serve 49,776 residents, 19,780 households and 1,032 businesses. All 7 communities are RUS eligible

Penetration Rate: Penetration rate is based on 1 competitor in the Bonney Lake community and 2 competitors in the other 6 communities.

Washington Cluster 5 – East Wenatchee, Ellensburg, Prosser and West Richland



Community Demographics:

Community	County	Congress Dist	Population	Households	Businesses	RUS Eligible
East Wenatchee	Douglas	4	5,757	4,834	216	Yes
Ellensburg	Kittitas	4	15,414	6,249	417	Yes
Prosser	Benton	4	4,838	1,697	118	Yes
West Richland	Benton	4	8,385	2,937	52	Yes
Totals			34,394	15,717	803	

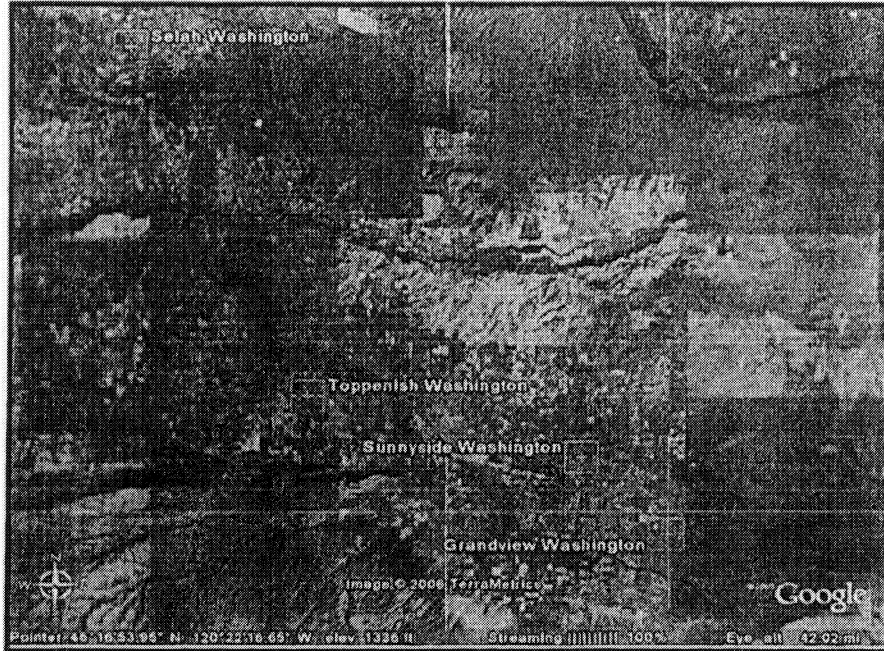
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
East Wenatchee	**See Map	Charter Communications	Charter and LocalTel Communications
Ellensburg	**See Map	Charter Communications	Charter and Qwest
Prosser	**See Map	N/A	Verizon
West Richland	**See Map	N/A	Verizon

Service Area: The service area for Washington Cluster 5 will serve 34,994 residents, 15,717 households and 803 businesses. All 4 communities are RUS eligible.

Penetration Rate: Penetration rate is based on 1 competitor in Prosser and West Richard and 2 competitors in East Wenatchee and Ellensburg.

Washington Cluster 6 - Grandview, Selah, Sunnyside and Toppenish



Community Demographics:

Community	County	Congress Dist	Population	Households	Businesses	RUS Eligible
Grandview	Yakima	4	8,377	2,431	90	Yes
Selah	Yakima	4	8,442	3,191	309	Yes
Sunnyside	Yakima	4	13,805	3,827	285	Yes
Toppenish	Yakima	4	8,946	2,275	95	Yes
Totals			39,670	11,724	779	

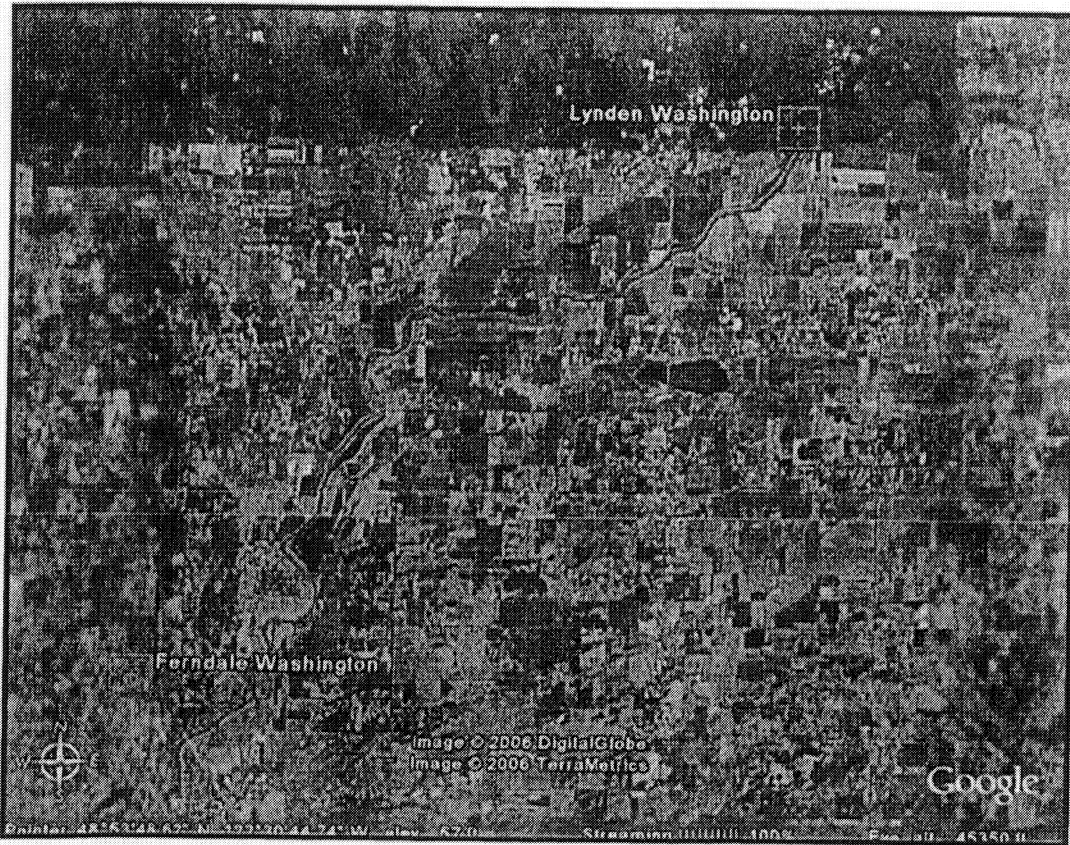
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Grandview	**See Map	Charter Communications	Charter and Qwest
Selah	**See Map	Charter Communications	Charter and Qwest
Sunnyside	**See Map	Charter Communications	Charter and Qwest
Toppenish	**See Map	Charter Communications	Charter and Qwest

Service Area: The service area for Washington Cluster 6 will serve 39,670 residents, 11,724 households and 779 businesses. All 4 communities are RUS eligible.

Penetration Rate: Penetration rate is based on 2 competitors in each community.

Washington Cluster 7 – Ferndale and Lynden



Community Demographics:

Community	County	Congress Dist	Population	Households	Businesses	RUS Eligible
Ferndale	Whatcom	2	8,758	3,147	175	Yes
Lynden	Whatcom	2	9,020	3,426	235	Yes
Totals			17,778	6,573	410	

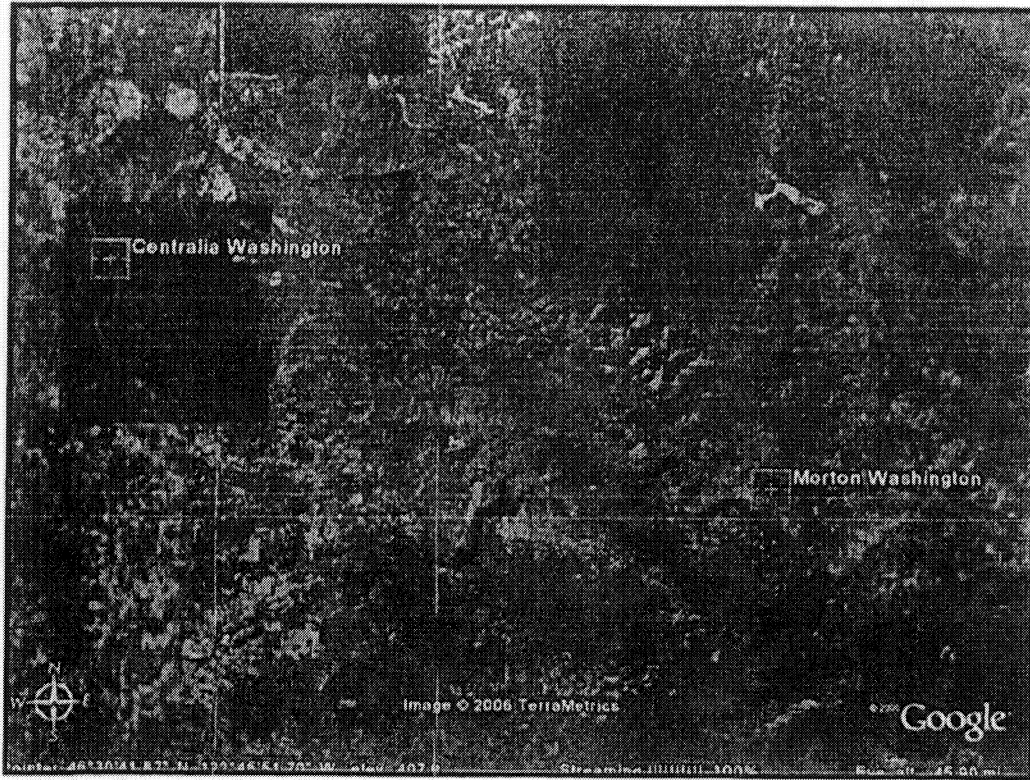
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Ferndale	**See Map	Comcast	Comcast and CCS Integration
Lynden	**See Map	Comcast	Comcast and CCS Integration

Service Area: The service area for Washington Cluster 7 will serve 17,778 residents, 6,573 households and 410 businesses. Both communities are RUS eligible.

Penetration Rate: Penetration rate is based on 2 competitors in each community.

Washington Cluster 8 – Centralia and Morton



Community Demographics:

Community	County	Congress Dist	Population	Households	Businesses	RUS Eligible
Centralia	Lewis	3	14,742	5,943	518	Yes
Morton	Lewis	3	1,045	347	N/A	Yes
Totals			15,787	6,290	518	

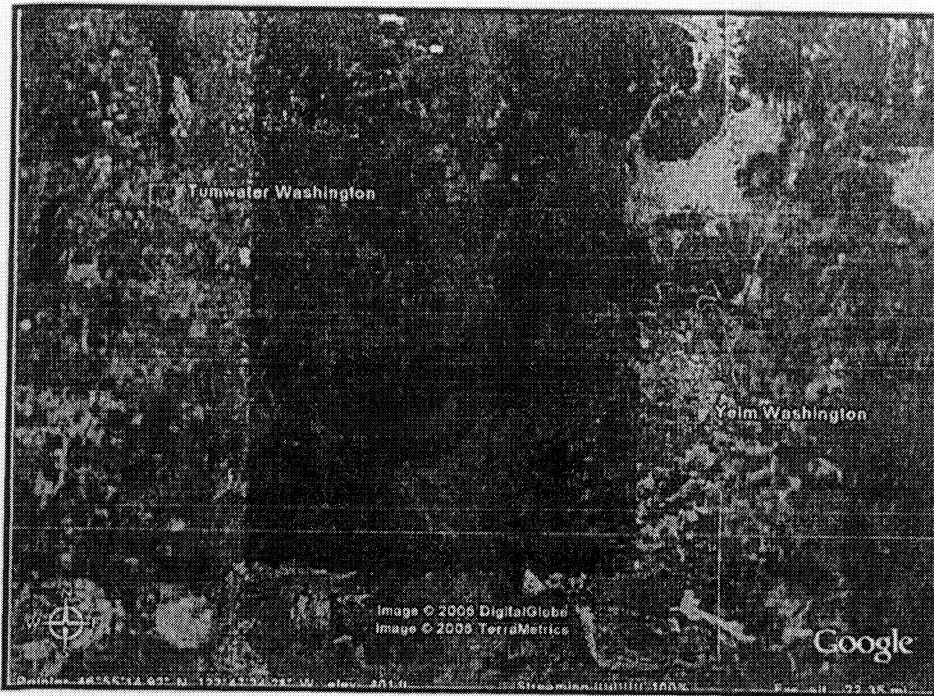
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Centralia	**See Map	Comcast	Comcast and Local Access Communications
Morton	**See Map	Comcast	Comcast and Local Access Communications

Service Area: The service area for Washington Cluster 8 will serve 15,787 residents, 6,290 households and 518 businesses. Both communities are RUS eligible.

Penetration Rate: Penetration rate is based on 2 competitors in both Centralia and Morton.

Washington Cluster 9 – Tumwater and Yelm



Community Demographics:

Community	County	Congress Dist	Population	Households	Businesses	RUS Eligible
Tumwater	Thurston	3	12,698	5,659	343	Yes
Yelm	Thurston	3	3,289	1,216	118	No
Totals			15,987	6,875	461	

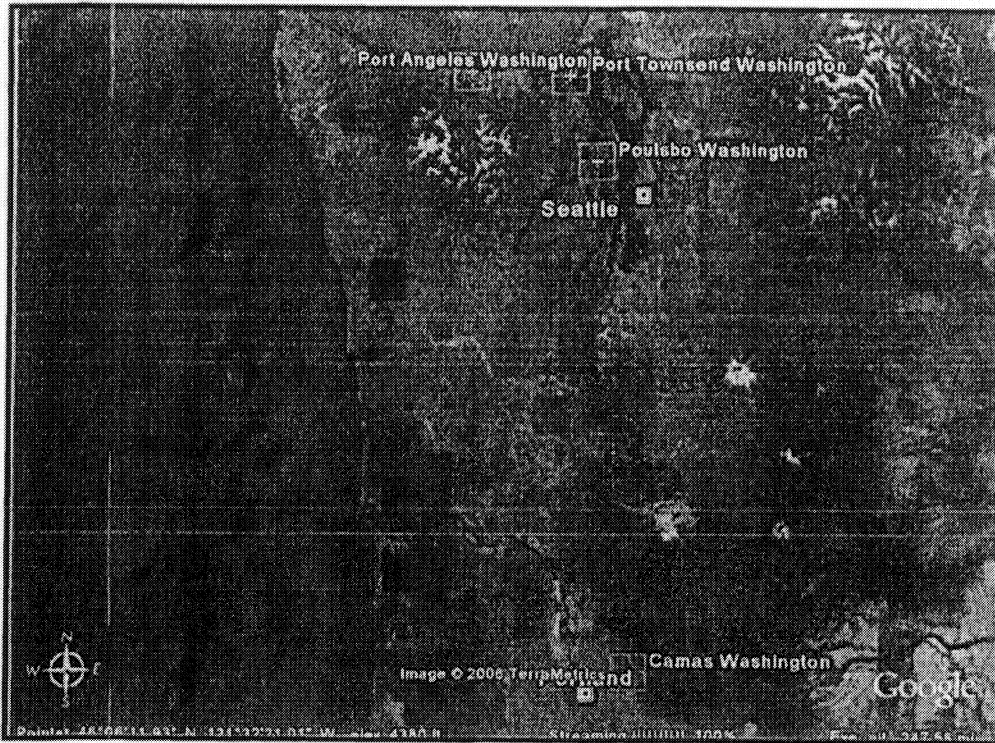
Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Tumwater	**See Map	Comcast	Comcast and Qwest
Yelm	Yelm Communications	Comcast	Comcast and Qwest

Service Area: The service area for Washington Cluster 9 will serve 15,987 residents, 6,875 households and 461 businesses. 1 community is qualified under the RUS Loan program. Yelm (Yelm Communications) is a RUS loan borrower.

Penetration Rate: Penetration rate is based on 2 competitors in each community.

Washington Cluster 10 - Camas, Port Angeles, Port Townsend and Poulsbo



Community Demographics:

Community	County	Congress Dist	Population	Households	Businesses	RUS Eligible
Camas	Clark	3	12,534	4,480	211	Yes
Port Angeles	Clallam	6	18,397	8,053	589	Yes
Port Townsend	Jefferson	6	8,334	3,917	440	Yes
Poulsbo	Kitsap	7	6,813	2,845	356	Yes
Totals			46,078	19,295	1,596	

Telecommunications/Competition:

Community	ILEC	Cable Provider	Competition
Camas	**See Map	Comcast	Comcast and Verizon
Port Angeles	**See Map	N/A	Olympus Net
Port Townsend	**See Map	Comcast	Comcast and Olympus Net
Poulsbo	**See Map	Comcast	Comcast and Qwest

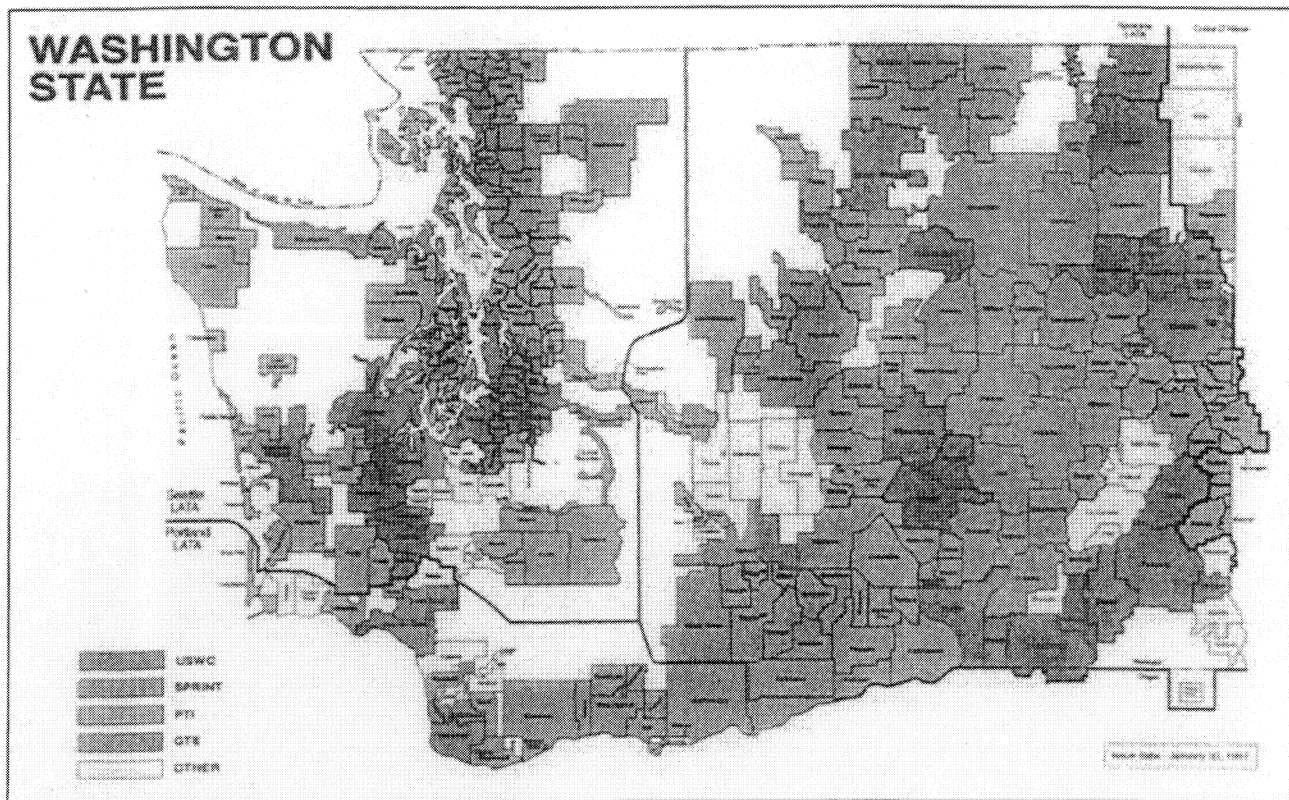
Service Area: The service area for Washington Cluster 10 will serve 46,078 residents, 19,295 households and 1,596 businesses. All 4 communities are RUS eligible.

Penetration Rate: Penetration rate is based on 2 competitors in each community with the exception of Port Angeles which only has 1 competitor.

****Washington State – Incumbent Carriers:**

The State of Washington is covered by Qwest, Verizon, CenturyTel and Sprint. The map outlines the exchange areas for Washington local telephone companies – January 3, 1997. This 1997 map of local exchanges by company in Washington State is somewhat outdated because of recent changes in the telecommunications industry. For instance, the following company names have changed:

Company name on 1997 map:	Company name in 2004:
USWC (US West)	Qwest
PTI	CenturyTel
GTE	Verizon



CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

Service Area Maps - States (Schedule D-3)

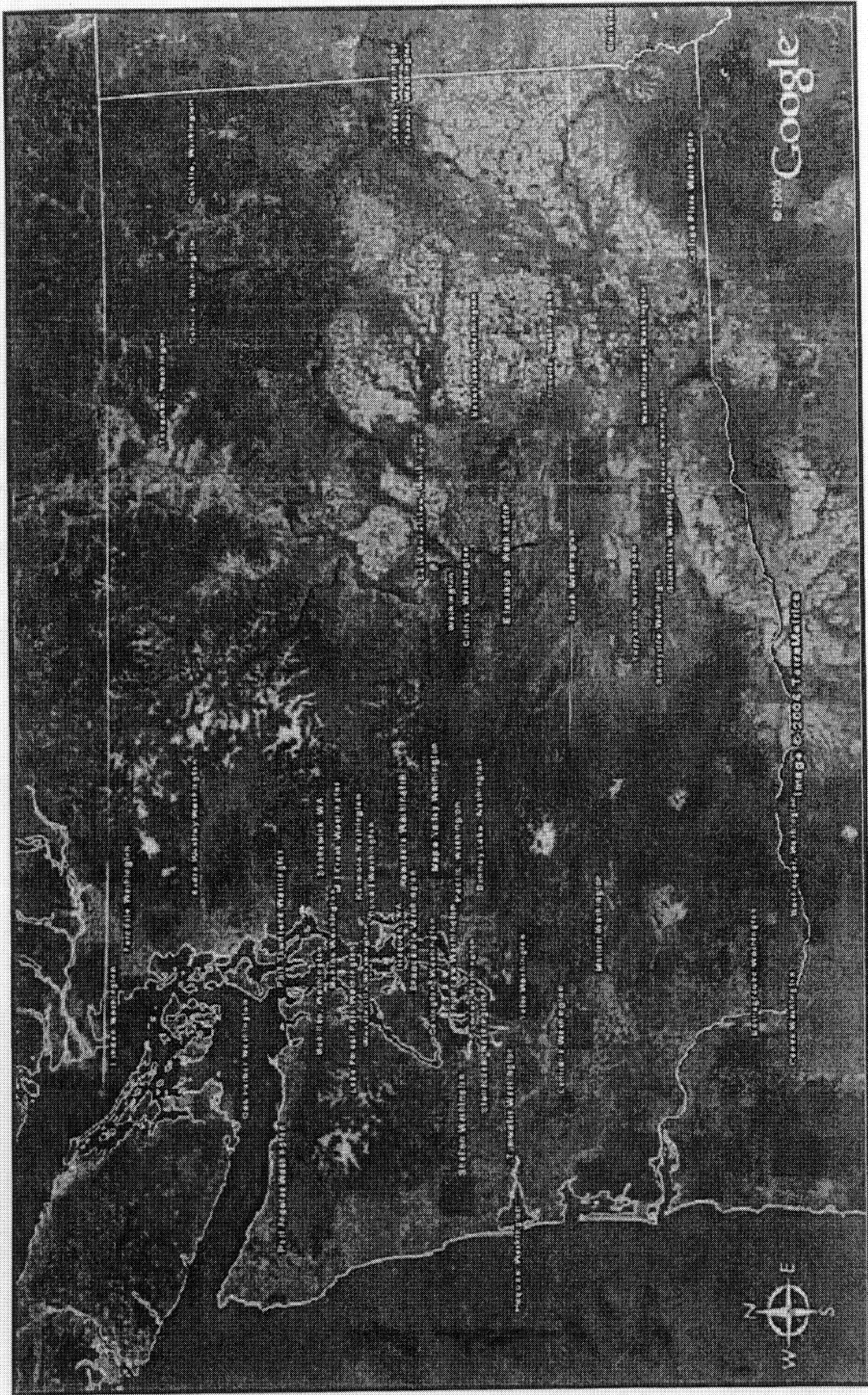


**Broadband Application
Service Area Maps / Oregon and Washington States
April, 2006**

State of Oregon



State of Washington



Introduction:

CTURN proposes to deploy an advanced wireless broadband network to 126 second, third and fourth tier cities in the states of Oregon and Washington during a five year build out period which are RUS eligible. These lower tier cities are typically characterized with a population of less than 20,000 and located away from the major urban areas. In addition CTURN will be deploying services to 9 communities which are tier one.

Specifically, CTURN proposes serving a total of 77 communities in the state of Oregon of which 69 are within eligible RUS territories and 8 that are not RUS eligible.

Technology

[REDACTED]

b4

Service Area. In the following community descriptions, each community cluster displays a map of the service area that particular cluster will serve.

Demographics: Following the map is the community demographics that includes the community name, the county in which it is located, the Congressional district along with the population, number of household, number of businesses and if the community is RUS eligible.

Competition. We then list the local competition in that area that includes the incumbent telephone carrier, the local cable company and information regarding the competition in the communities.

Speeds:

[REDACTED]

b4

Facilities: Access units and backhaul units will be installed on existing structures as outlined in the System Design section. No construction is required.

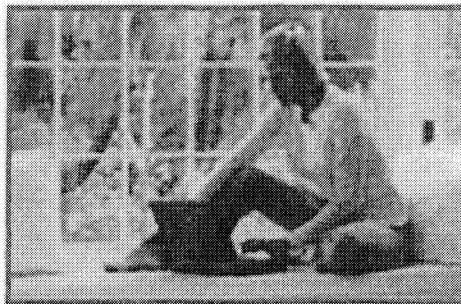
Subscriber units will be installed on residents home and businesses

CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

Certification of Broadband Availability (Schedule E)



**Broadband Application
Certification of Broadband Availability
April, 2006**

TABLE OF CONTENTS

Certification of Broadband Availability.....	Page 3
--	--------

CERTIFICATION OF BROADBAND AVAILABILITY

SCHEDULE E

** See attached certification

Broadband is not available in a number of communities CTURN seeks to serve. It is available in some communities we seek to serve. This is outlined in Schedule K1 and K2 and defined further in Schedule D.

Certification of Broadband Availability
(Schedule E)

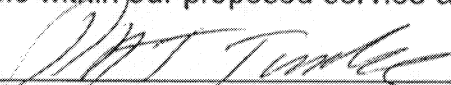
**Certification Regarding The Availability Of
Broadband Service In Eligible Rural Communities**

Please check the appropriate line below:

- (a) Broadband service IS NOT available to residential customers within our proposed service area.
- (b) Broadband service IS available to residential customers within our proposed service area.

We, CTURN CORPORATION (Applicant) hereby certify that the information above is correct, to the best of our knowledge and belief, and reasonably reflects the extent to which broadband service is available within our proposed service area.

March 25, 2006
(Date)



(Authorized Representative's Signature)

Pat Turnidge
Name:

President
Title:

CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

Legal Notices (Schedule F)



**Broadband Application
Legal Notice
April, 2006**

TABLE OF CONTENTS

Legal Notice Oregon – Schedule F1.....	Page 3
Legal Notice Washington – Schedule F1.....	Page 4
Affidavit of Publication – The Oregonian.....	Pages 5 – 6
Affidavit of Publication – The Seattle Times.....	Pages 7 – 8
Invoice for Publication.....	Page 9
Sufficiency of Legal Notice – F2.....	Page 10
Legal Notices Not Listed.....	Page 11

LEGAL NOTICE

CTURN CORPORATION

We are a prospective applicant under the Rural Broadband Access Loan and Loan Guarantee Program being administered by the Rural Utilities Service (RUS), United States Department of Agriculture. We are required, as a prospective applicant, to announce our intent to provide broadband services (200 kilobits upstream and downstream) in the States of Oregon and Washington in the following communities of:

Oregon Communities: Astoria, Aumsville, Baker City, Bandon, Boardman, Burns, Canby, Cannon Beach, Central Point, Clatskanie, Coburg, Coos Bay, Coquille, Cornelius, Cottage Grove, Creswell, Dallas, Damascus, Drain, Eagle Point, Elgin, Enterprise, Florence, Forest Grove, Gladstone, Grants Pass, Hermiston, Hood River, Independence, Junction City, LaGrande, Lebanon, Lincoln City, Madras, Molalla, Monmouth, Myrtle Point, Newberg, Newport, North Bend, Ontario, Pacific City, Pendleton, Philomath, Phoenix, Prineville, Redmond, Reedsport, Sandy, Seaside, Sherwood, Silverton, Sisters, Stayton, Sublimity, Sweethome, Talent, The Dalles, Tillamook, Toledo, Troutdale, Turner, Umatilla, Veneta, Wallowa, Warm Springs, Wilsonville, Winston, Yoncalla.

Incumbent broadband service providers have 30 days from the date of this Legal Notice to inform RUS if they are currently providing broadband service in these areas or if they have a commitment to provide service in these areas. Incumbent broadband service providers should submit to RUS, on a form prescribed by RUS, the number of residential customers receiving broadband service in the proposed service area, the rates of data transmission, and the cost of each level of service or proof of commitment to provide service in the proposed service area. A map should also be provided showing the boundaries of your service area in relation to the communities above.

A Legal Notice Response Form can be obtained from RUS website at www.usda.gov/rus/telecom.

LEGAL NOTICE

CTURN CORPORATION

We are a prospective applicant under the Rural Broadband Access Loan and Loan Guarantee Program being administered by the Rural Utilities Service (RUS), United States Department of Agriculture. We are required, as a prospective applicant, to announce our intent to provide broadband services (200 kilobits upstream and downstream) in the States of Oregon and Washington in the following communities of:

Washington Communities: Battleground, Bonney Lake, Brier, Camas, Centralia, Cheney, Clarkston, College Place, Colville, Covington, Duvall, East Wenatchee, Edgewood, Ellensburg, Enumclaw, Ferndale, Fife, Fircrest, Grandview, Hoquiam, Issaquah, Kenmore, Lake Forest Park, Lynden, Maple Valley, Mill Creek, Milton, Monroe, Morton, Moses Lake, Mukilteo, NewCastle, Normandy Park, Othello, Pacific, Port Angeles, Port Townsend, Poulsbo, Prosser, Quincy, Sedro Wooley, Selah, Shelton, Snohomish, Snoqualimie, Steilacoom, Sumner, Sunnyside, Tonasket, Toppenish, Tukwilla, Tumwater, Washougal, West Richland, Woodinville, and Yelm.

Incumbent broadband service providers have 30 days from the date of this Legal Notice to inform RUS if they are currently providing broadband service in these areas or if they have a commitment to provide service in these areas. Incumbent broadband service providers should submit to RUS, on a form prescribed by RUS, the number of residential customers receiving broadband service in the proposed service area, the rates of data transmission, and the cost of each level of service or proof of commitment to provide service in the proposed service area. A map should also be provided showing the boundaries of your service area in relation to the communities above.

A Legal Notice Response Form can be obtained from RUS' website at www.usda.gov/rus/telecom.

The Oregonian

ESTABLISHED 1850

1320 S.W. BROADWAY PORTLAND, OREGON 97201-3499

Affidavit of Publication

I, Glenda Hatter, being first duly sworn depose and say that I am the Principal Clerk of The Publisher of The Oregonian, a newspaper of general circulation, as defined by ORS 193.010 and 193.020, published in the City of Portland, in Multnomah County, Oregon; that the advertisement was published without interruption in the entire and regular issue of The Oregonian on the following date(s)

"ONAC/LEGAL"

MARCH 27, 2006

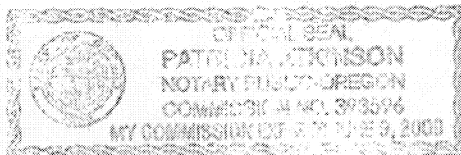
=1747467

Glenda Hatter
Principal Clerk of The Publisher

Subscribed and Sworn to before me on MARCH 27 2006

Patricia Peterson
Notary Public for Oregon

My Commission expires 06/09/09



-----Original Message-----

From: NoticesDesk Mailbox Mailbox [mailto:noticesdesk@sales.oregonian.com]
Sent: Monday, April 10, 2006 5:43 PM
To: Anderson, Carla
Subject: RE: Ad #1747467

Yes, we published your ad statewide. We're the largest paper in Oregon.

noticesdesk@sales.oregonian.com
Phn: 503-221-8478
Outside Oregon: 800-232-8478
Fax: 503-294-4198

>>> "Anderson, Carla" <carla@e-copernicus.com> 04/10/06 01:16PM >>>
Can you indicate that you are a statewide publication?

Carla A. Anderson | e-Copernicus | 317 Massachusetts Ave. NE, Suite 200
|
Washington, DC | 20002 |
Office: 202.292.4600 | Cell: 202.498.6936 | Cell 2: 701.301.0111 | Fax:
701.794.3356 | Home: 701.794.3307 | www.e-copernicus.com

Affidavit of Publication

3407366 / 2

State of Washington,
Counties of King and Snohomish,

Daniel S. O'Neal being duly sworn, says that he/she is the Authorized Agent of Seattle Times Company, publisher of The Seattle Times and representing the Seattle Post-Intelligencer, separate newspapers published daily in King and Snohomish Counties, State of Washington; that they are newspapers of general circulation in said Counties and State; that they have been approved as legal newspapers by orders of the Superior Court of King and Snohomish Counties; that the annexed, being a classified advertisement, was published in:

Newspaper	Publication Date
The Seattle Times	03/29/06
The Seattle Post-Intelligencer	03/29/06

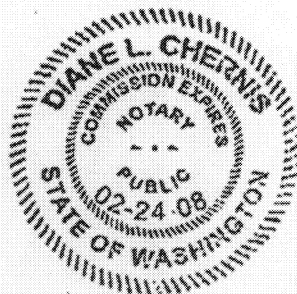
And not in a supplement thereof, and is a true copy of the notice as it was printed and/or distributed in the regular and entire issue of said paper or papers during all of said period, and that said newspaper or newspapers were regularly distributed to its subscribers during all of said period.



Subscribed and sworn to before me this 29th day of March, 2006



Notary Public in and for the State of Washington residing at Seattle



LEGAL NOTICE CTURN CORPORATION

We are a prospective applicant under the Rural Broadband Access Loan and Loan Guarantee Program being administered by the Rural Utilities Service (RUS), United States Department of Agriculture. We are required, as a prospective applicant, to announce our intent to provide broadband services (and related upstream and downstream) in the States of Oregon and Washington in the following communities of:

Washington Communities:
Bonney Lake, Brier, Camas, Canby, Clarkston, Colton, Plains, Covington, Duval, East Wenatchee, Edgewood, Elsie, Evs, Emulation, Fortdale, Fife, Freest, Grandview, Hoquiam, Issaquah, Kenmore, Lake Forest Park, Lynden, Maple Valley, Mill Creek, Milton, Monroe, Morton, Mukwonago, Newcastle, Normandy Park, Pacific, Port Angeles, Port Townsend, Poulsbo, Prosser, Sedro Woolley, Selah, Shelton, Snohomish, Snoqualmie, Stepancock, Summer, Sunnyside, Toppenish, Tutwiler, Tumwater, West Richland, Woodinville, and Yum.

Incumbent broadband service providers have 30 days from the date of this Legal Notice to inform RUS if they are currently providing broadband service in these areas or if they have a commitment to provide service in these areas. Incumbent broadband service providers should submit to RUS, on a form prescribed by RUS, the number of residential customers receiving broadband service in the proposed service area, the rates of data transmission, and the cost of each level of service or proof of commitment to provide service in the proposed service area. A map should also be provided showing the boundaries of your service area in relation to the communities above.

A Legal Notice Response Form can be obtained from RUS website at www.usda.gov/rus

SPURCEL

Seattle Times and Seattle P-I Weekday Circulation By Community

<u>Community Name</u>	<u>ZIP Code</u>	<u>Weekday Circulation</u>
Battle Ground	98604	
Bonney Lake	98391	*
Brier	98036	1,379
Camas	98607	
Centralia	98531	129
Cheney	99004	
Clarkston	99403	
College Place	99324	
Colville	99114	
Covington	98042	1,146
Duvall	98019	261
East Wenatchee	98802	269
Edgewood	98372	260
Ellensburg	98926	319
Enumclaw	98022	774
Ferndale	98248	129
Fife	98424	188
Fircrest	98466	221
Grandview	98930	16
Hoquiam	98550	48
Issaquah	98027	1,037
Issaquah	98029	664
Kenmore	98028	867
Lake Forest Park	98155	1,886
Lynden	98264	141
Maple Valley	98038	924
Mill Creek	98012	1,270
Milton	98354	213
Monroe	98272	493
Morton	98356	
Moses Lake	98837	141
Mukilteo	98275	645
Newcastle	98056	1,017
Newcastle	98059	1,122
Normandy Park	98166	1,366
Othello	99344	
Pacific	98047	147
Port Angeles	98362	331
Port Angeles	98363	254
Port Townsend	98368	380


* This is a new ZIP Code split from 98390 in July 2005. The circulation is the same as 98390 Sumner until the 2006 audit.

Poulsbo	98370	618
---------	-------	-----

<u>Community Name</u>	<u>ZIP Code</u>	<u>Weekday Circulation</u>
Prosser	99350	23
Quincy	98848	34
Sedro Wooley	98284	227
Selah	98942	69
Shelton	98584	190
Snohomish	98290	661
Snohomish	98296	435
Snoqualmie	98065	255
Steilacoom	98388	59
Sumner	98390	759
Sunnyside	98944	31
Tonasket	98855	19
Toppenish	98948	78
Tukwila	98168	1,693
Tukwila	98188	1,364
Tumwater	98501	337
Tumwater	98512	127
Washougal	98671	
West Richland	99352	166
Woodinville	98072	928
Woodinville	98077	400
Yelm	98597	23

TOTAL ZIP CODE CIRCULATION	26,533
-----------------------------------	---------------

NOTE: ZIP Codes with less than 25 copies sold on at least one day during the week are not included in the ZIP Code portion of the ABC Audit.



ONAC

Oregon Newspaper Advertising Company

7180 S.W. Hampton Street
 Suite 111
 Portland, OR 97223
 Voice (503) 624-9399 Fax (503) 639-9009

Thursday, March 30, 2006 01:54 PM

Invoice

Agency Carla A Anderson
 e-Copernicus
 % Carla A. Anderson
 317 Massachusetts Ave NE Ste 200
 Washington, DC 20002-

FO Number
Order 08034eL0

Client Legal Notice/Rural Broadband Access Loan

Newspaper	Caption	Run Date	Ad Size	Rate	Rate Name	Color	Disc.	Total
OR/Portland Oregonian	Rural Broadband Access Loan & Loan Guarantee Program.	03/27/2006	0 x 0	\$427.79		\$0.00	0.0000%	\$427.79

Newspaper Total \$427.79
Newspaper Net \$427.79

WA/Seattle Times/Post Intelligencer	Rural Broadband Access Loan & Loan Guarantee Program.	03/27/2006	0 x 0	\$995.75		\$0.00	0.0000%	\$995.75
-------------------------------------	---	------------	-------	----------	--	--------	---------	----------

Newspaper Total \$995.75
Newspaper Net \$995.75

Total Advertising \$1,423.54
Discounts \$0.00
Tax: USA \$0.00
Total Invoice \$1,423.54
Payments 90.00
Adjustments -50.00
Balance Due \$1,423.54

*Tears were
 Fed-Ex'd by
 papers to the
 client.
 - Laurie Heels
 ONAC*

PAYMENT INSTRUCTIONS:

Payment due upon receipt.

Please pay from this invoice. No statement will be sent. Return one copy of this invoice with your check or indicate our invoice number to properly credit your account.

Law Offices of
CONNOLLY & GOLDIAN, LLP

L.R.J. CONNOLLY, PC
LRJ@CONNOLLYGOLDIAN.COM

2731 TWELFTH ST SE
P.O. BOX 3095
SALEM, OR 97302
PHONE (503) 585-2054
FACSIMILE (503) 584-7037

DONNA G. GOLDIAN, PC
DONNA@CONNOLLYGOLDIAN.COM

April 5, 2006

Administrator
Rural Development, Utilities Programs
United States Department of Agriculture
Stop 1500
Washington, D.C. 20250-1500

Re: Schedule F-2 to CTURN Corporation Application for
RDUP Rural Broadband Access Loan

To whom it may concern:

This firm is legal counsel to CTURN Corporation, the applicant for a Rural Development, Utilities Programs (RDUP) Rural Broadband Access Loan.

The legal notices, attached to the application as Schedule F-1, have been published in newspapers of statewide distribution covering the applicant's proposed service area. The notices published in The Oregonian on March 27, 2006 and in the Seattle Times and the Seattle Post-Intelligencer on March 29, 2006 are all in compliance with local statutes.

Very truly yours,

CONNOLLY & GOLDIAN, LLP



Paul R.J. Connolly

PRJC/

C:\Documents and Settings\Donna\My Documents\CTurn\RUS\Schedule F-2.wpd

Legal Notices (Schedule F1)

The following communities were not on the original Legal Notices that are listed in this section. The Seattle Times and the Seattle Post-Intelligencer do not cover these communities.

The Legal Notices for the following communities are scheduled to run in the following papers on the following dates:

CITY	COUNTY	STATE	PUBLICATION NAME	PUBLICATION DATE
Battle Ground	Clark	WA	The Reflector	Wed
Cheney	Spokane	WA	Cheney Free Press	Wed/Th
Colville	Stevens	WA	Colville Statesman Examiner	Wed
Moses Lake	Grant	WA	Columbia Basin Herald	M-F
Oak Harbor	Island	WA		
Othello	Adams	WA	Othello Outlook	Th
Quincy	Grant	WA	Quincy Valley Post Register	Th
Tonasket	Okanogan	WA	Omak Okanogan Co. Chronicle	Th
Washougal	Clark	WA	Camas/Washougal Post Record	Tu

CTURN Corporation will furnish affidavits and tears after the Legal Notices have been published.

CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

Corporate Structure (Schedule G)



**Broadband Application
Corporate Structure
April, 2006**

TABLE OF CONTENTS

Articles of Incorporation – Schedule G1.....	Page 3
State LLC Statute – Schedule G2.....	Page 4
Board of Directors and Managing Members – Schedule – G3	Page 5
Organizational Chart and Statement of Experience – Schedule G4	Page 6
Parent and Subsidiaries – Schedule G5.....	Page 7

Articles of Incorporation – Schedule G1

*** See Attached Documents**



Phone: (503) 986-2200
Fax: (503) 378-4381

02/27/03 4:08PM 00043069
Articles of Incorporation—Business/Professional R50
120.00

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

Check the appropriate box below:

- BUSINESS CORPORATION
(Complete only 1, 2, 3, 4, 5, 6, 8, 9, 10)
- PROFESSIONAL CORPORATION
(Complete all items)

FILED

FEB 27 2003

**OREGON
SECRETARY OF STATE**

For office use only

REGISTRY NUMBER: 133663-98

In keeping with Oregon Statute 192.410-192.595, the information on the application is public record. We must release this information to all parties upon request and it may be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME: Matrix Wireless, Inc.

NOTE: For a BUSINESS CORPORATION, the name must contain the word "Corporation," "Company," "Incorporated," or "Limited," or an abbreviation of one of such words. For a PROFESSIONAL CORPORATION, the name must contain the words "Professional Corporation," or abbreviations thereof, i.e., "P.C.," or "Prof. Corp."

2) REGISTERED AGENT

Pat Turnidge

4) ADDRESS FOR MAILING NOTICES

P.O. Box 17217
Salem, OR 97305

3) ADDRESS OF REGISTERED AGENT

(Must be an Oregon Street Address, which is identical to the registered agent's business office. Must include city, state, zip; no PO Boxes.)

1994 Spicetree Ln.
Salem, OR 97306

5) OPTIONAL PROVISIONS (Attach a separate sheet.)

6) NUMBER OF SHARES (The Corporation will have the authority to issue.)

100,000

Professional Corporation Only

7) PROFESSIONAL/BUSINESS SERVICES (List professional services(s) and other business services to be rendered.)

8) INCORPORATORS (List names and addresses of each incorporator. Attach a separate sheet if necessary.)

Pat Turnidge
1994 Spicetree Ln.
Salem, OR 97306

9) EXECUTION (All incorporators must sign. Attach a separate sheet if necessary.)

Printed Name

Pat Turnidge

Signature

FEEES

Required Processing Fee \$ 20

Processing Fees are nonrefundable

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

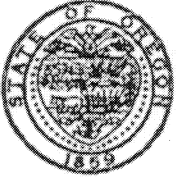
10) CONTACT NAME (To resolve questions with this filing.)

Pat Turnidge

DAYTIME PHONE NUMBER (include area code.)

503.390.1060

2/27



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.sos.state.or.us/corporation/corphp.htm

Registry Number: 133663-98
Type: DOMESTIC BUSINESS CORPORATION

XODUS COMMUNICATIONS INC.
PO BOX 17217
SALEM OR 97305

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document
ARTICLES OF AMENDMENT

Filed On
08/13/2003

Jurisdiction
OREGON

Name
XODUS COMMUNICATIONS INC.

Registered Agent
PAT TURNIDGE
1994 SPICETREE LN
SALEM OR 97306

Mailing Address
PO BOX 17217
SALEM OR 97305



Phone: (503) 986-2200
Fax: (503) 378-4381

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State
Corporation Division
255 Capitol St NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

Check the appropriate box below:

- BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

FILED

DEC 12 2003

OREGON
SECRETARY OF STATE

REGISTRY NUMBER:

133663-98

In keeping with Oregon Statute 192.410-192.595, the information on the application is public record. We must release this information to all parties upon request and it may be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF CORPORATION PRIOR TO AMENDMENT: Xodus Communications, Inc.

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)

Article 1: Xodus Networks, Inc.

Article 6: 10,000,000

3) THE AMENDMENT WAS ADOPTED ON: 12/12/03

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) EXECUTION

Signature

Printed Name

Title

PAT Turnidge

PAT Turnidge

Pres

7) CONTACT NAME (To resolve questions with this filing.)

DAYTIME PHONE NUMBER (Include area code.)

PAT Turnidge

503 390 1060

FEES

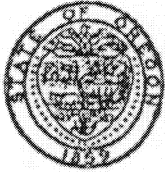
Required Processing Fee \$20
Confirmation Copy (Optional) \$5
Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

Handwritten signature and date 12/12



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.sos.state.or.us/corporation/corphp.htm

Registry Number: 133663-98
Type: DOMESTIC BUSINESS CORPORATION

CTURN CORPORATION
PO BOX 17217
SALEM OR 97305

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document
ARTICLES OF AMENDMENT

Filed On
04/23/2004

Jurisdiction
OREGON

Name
CTURN CORPORATION

Principal Place of Business
3555 BLOSSOM DR
SALEM OR 97305

Registered Agent
PAT TURNIDGE
1994 SPICETREE LN
SALEM OR 97306

Mailing Address
PO BOX 17217
SALEM OR 97305

President
PAT TURNIDGE
1994 SPICETREE LN
SALEM OR 97306

Secretary
PAT TURNIDGE
1994 SPICETREE LN
SALEM OR 97306

HEADAV
ACK

20040423/133663-98

BYLAWS OF
MATRIX WIRELESS, INC.

ARTICLE 1. OFFICES

1.1 Business Office. The principal office of the corporation shall be located at any place within the state of Oregon as designated in the corporation's most current Annual Report filed with the Oregon Secretary of State. The corporation may have such other offices, either within or without the state of Oregon, as the board of directors may designate or as the business of the corporation may require from time to time. The corporation shall maintain at its principal office a copy of certain records, as specified in Section 2.13.

1.2 Registered Office. The registered office of the corporation, required by ORS 60.111, shall be located within Oregon and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time.

ARTICLE 2. SHAREHOLDERS

2.1 Annual Shareholders' Meeting. The annual meeting of shareholders shall be held within 90 days of the close of the corporation's fiscal year, at a time and date as is determined by the corporation's board of directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

If the election of directors shall not be held within the time designated herein for any annual meeting of the shareholders, or at any subsequent continuation after adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as convenient.

2.2 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose or purposes, described in the meeting notice, may be called by the president, the secretary, or by the board of directors, and shall be called by the president at the request of the holders of not less than one-tenth of all outstanding votes of the corporation entitled to be cast on any issue at the meeting.

2.3 Place of Shareholders' Meeting. The board of directors may designate any place within the county in Oregon where the corporation has its principal office as the place of meeting for any annual or special meeting of the shareholders, unless all the shareholders entitled to vote at the meeting agree by written consents (which may be in the form of waiver of notice or otherwise) to another location, which may be either within or without the state of Oregon. If no designation is made, the place of meeting shall be the principal office of the corporation in the state of Oregon.

2.4 Notice of Shareholders' Meeting

2.4.1 Required Notice. Written notice stating the place, day, and hour of any annual or special shareholders' meeting shall be delivered not less than 10 nor more than 60 days before the date of the meeting, either personally or by mail, by or at the direction of the president, the board of directors, or other persons calling the meeting, to each shareholder of record entitled to vote at such meeting and to any other shareholder entitled by the Oregon Business Corporation Act (ORS chapter 60) or the articles of incorporation to receive notice of the meeting. Notice shall be deemed to be effective at the earlier of:

(1) When deposited in the United States mail, addressed to the shareholder at the shareholder's address as it appears on the corporation's current record of shareholders, with postage thereon prepaid;

(2) On the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;

(3) When received; or

(4) Five days after deposit in the United States mail, if mailed postpaid and correctly addressed to the shareholder at an address where the shareholder receives mail other than that shown in the corporation's current record of shareholders.

2.4.2 Adjourned Meeting. If any shareholders' meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, and place, if the new date, time, and place is announced at the meeting before adjournment. But if a new record date for the adjourned meeting is, or must be, fixed (see Section 2.5) then notice must be given pursuant to Section 2.4.1, to those persons who are shareholders as of the new record date.

2.4.3 Waiver of Notice. The shareholder may at any time waive notice of the meeting (or any notice required by the Act, articles of incorporation, or bylaws) by a writing signed by the shareholder entitled to the notice and delivered to the corporation for inclusion in the minutes for filing with the corporate records.

A shareholder's attendance at a meeting:

(1) Waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(2) Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

2.4.4 Contents of Notice. The notice of each special shareholders' meeting shall include a description of the purpose or purposes for which the meeting is called. Except as provided in this Section 2.4.4, or as provided in the corporation's articles, or otherwise in the Oregon Business Corporation Act, the notice of an annual shareholder meeting need not include a description of the purpose or purposes for which the meeting is called.

If a purpose of any shareholder meeting is to consider either (1) a proposed amendment to the articles of incorporation (including any restated articles requiring shareholder approval); (2) a plan of merger or share exchange; (3) the sale, lease, exchange or other disposition of all, or substantially all of the corporation's property; (4) the dissolution of the corporation; or (5) the removal of a director, the notice must so state and be accompanied by a copy or summary of the (1) articles of amendment; (2) plan of merger or share exchange; and (3) transaction for disposition of all the corporation's property.

If the proposed corporate action creates dissenters' rights, the notice must state that shareholders are, or may be entitled to assert dissenters' rights, under ORS 60.551-60.594, and must be accompanied by a copy of ORS 60.551-60.594. If the corporation indemnifies or advances expenses to a director, this shall be reported to all the shareholders with or before notice of the next shareholders' meeting, as required by ORS 60.784.

2.5 Fixing of Record Date. For the purpose of determining shareholders of any voting group entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any distribution or dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors may fix in advance a date as the record date. The record date shall be the same for all voting groups. Such record date shall not be more than 70 days before the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is so fixed by the board for the determination of shareholders entitled to notice of, or to vote at a meeting of shareholders, or shareholders entitled to receive a share dividend or distribution, the record date for determination of such shareholders shall be at the close of business on:

(1) With respect to an annual shareholders' meeting or any special shareholders' meeting called by the board or any person specifically authorized by the board or these bylaws to call a meeting, the day before the first notice is delivered to shareholders;

(2) With respect to a special shareholders' meeting demanded by the shareholders, the date the first shareholder signs the demand;

(3) With respect to the payment of a share dividend, the date the board authorizes the share dividend;

(4) With respect to actions taken in writing without a meeting (pursuant to Section 2.11), the date the first shareholder signs a consent; and

(5) With respect to a distribution to shareholders (other than one involving a repurchase or reacquisition of shares), the date the board authorizes the distribution.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof unless the board of directors fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

2.6 Shareholders' List. The officer or agent having charge of the stock transfer books for shares of the corporation shall make a complete record of the shareholders entitled to vote at each meeting of shareholders thereof, arranged in alphabetical order, with the address of and the number of shares held by each. The list must be arranged by voting groups (if such exist, see Section 2.7) and within each voting group by class or series of shares. The shareholders' list must be available for inspection by any shareholder, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting. The list shall be available at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting is to be held. A shareholder, or the shareholder's agent or attorney, is entitled, on written demand, to inspect and, subject to the requirements of Section 2.13, to copy the list during regular business hours and at the shareholder's expense, during the period it is available for inspection. The corporation shall maintain the shareholders' list in written form or in another form capable of conversion into written form within a reasonable time.

2.7 Shareholders' Quorum and Voting Requirements. If the articles of incorporation or the Oregon Business Corporation Act provides for voting by a single voting group on a matter, action on that matter is taken when voted on by that voting group.

Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Unless the articles of incorporation, a bylaw adopted pursuant to Section 2.15, or the Oregon Business Corporation Act provides otherwise, a majority of the votes entitled to be cast on the matter by the voting group constitutes a quorum of that voting group for action on that matter.

If the articles of incorporation or the Oregon Business Corporation Act provides for voting by two or more voting groups on a matter, action on that matter is taken only when voted on by each of those voting groups counted separately. Action may be taken by one voting group on a matter even though no action is taken by another voting group entitled to vote on the matter.

Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless anew record date is or must be set for that adjourned meeting.

If a quorum exists, action on a matter (other than the election of directors) by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the articles of incorporation, a bylaw adopted pursuant to Section 2.15, or the Oregon Business Corporation Act require a greater number of affirmative votes.

2.8 Proxies. At all meetings of shareholders, a shareholder may vote in person or by a proxy that is executed in writing by the shareholder or that is executed by the shareholder's duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation or other person authorized to tabulate votes before or at the time of the meeting. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided in the proxy.

2.9 Voting of Shares. Unless otherwise provided in the articles, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Except as provided by specific court order, no shares held by another corporation shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time for purposes of any meeting if a majority of the shares entitled to vote for the election of directors of such other corporation are held by the corporation. However, the prior sentences shall not limit the power of the corporation to vote any shares, including its own shares, held by it in a fiduciary capacity.

Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

2.10 Corporation's Acceptance of Votes

2.10.1 If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a shareholder, the corporation if acting in good faith is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the shareholder.

2.10.2 If the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the name of a shareholder, the corporation if acting in good faith is nevertheless entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the shareholder if:

(1) The shareholder is an entity as defined in the Oregon Business Corporation Act and the name signed purports to be that of an officer or agent of the entity;

(2) The name signed purports to be that of an administrator, executor, guardian, or conservator representing the shareholder and, if the corporation requests, evidence of fiduciary status acceptable to the corporation has been presented with respect to the vote, consent, waiver, or proxy appointment;

(3) The name signed purports to be that of a receiver or trustee in bankruptcy of the shareholder and, if the corporation requests, evidence of this status acceptable to the corporation has been presented with respect to the vote, consent, waiver, or proxy appointment;

(4) The name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the shareholder and, if the corporation requests, evidence acceptable to the corporation of the signatory's authority to sign for the shareholder has been presented with respect to the vote, consent, waiver, or proxy appointment; or

(5) Two or more persons are the shareholder as cotenants or fiduciaries and the name signed purports to be the name of at least one of the co-owners and the person signing appears to be acting on behalf of all the co-owners.

2.10.3 The corporation is entitled to reject a vote, consent, waiver, or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the shareholder.

2.10.4 The corporation and its officer or agent who accepts or rejects a vote, consent, waiver, or proxy appointment in good faith and in accordance with the standards of this section are not liable in damages to the shareholder for the consequences of the acceptance or rejection.

2.10.5 Corporate action based on the acceptance or rejection of a vote, consent, waiver, or proxy appointment under this section is valid unless a court of competent jurisdiction determines otherwise.

2.11 Action by Shareholders Without Meeting. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if one or more consents in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof and are delivered to the corporation for inclusion in the minute book. If the act to be taken requires that notice be given to nonvoting shareholders, the corporation shall give the nonvoting shareholders written notice of the proposed action at least 10 days before the action is taken, which notice shall contain or be accompanied by the same material that would have been required if a formal meeting had been called to consider the action. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

2.12 Voting for Directors. Unless otherwise provided in the articles of incorporation, directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

2.13 Shareholder's Rights to Inspect Corporate Records

2.13.1 Minutes and Accounting Records. The corporation shall keep as permanent records minutes of all meetings of its shareholders and board of directors, a record of all actions taken by the shareholders or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation. The corporation shall maintain appropriate accounting records.

2.13.2 Absolute Inspection Rights of Records Required at Principal Office. If a shareholder gives the corporation written notice of the shareholder's demand at least five business days before the date on which the shareholder wishes to inspect and copy, the shareholder (or the shareholder's agent or attorney) has the right to inspect and copy, during regular business hours any of the following records, all of which the corporation is required to keep at its principal office:

- (1) Its articles or restated articles of incorporation and all amendments to them currently in effect;
- (2) Its bylaws or restated bylaws and all amendments to them currently in effect;
- (3) Resolutions adopted by its board of directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;
- (4) The minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;
- (5) All written communications to shareholders generally within the past three years;
- (6) A list of the names and business addresses of its current directors and officers; and
- (7) Its most recent annual report delivered to the Secretary of State.

2.13.3 Conditional Inspection. In addition, if a shareholder gives the corporation a written demand made in good faith and for a proper purpose at least five business days before the date on which the shareholder wishes to inspect and copy, describes with reasonable particularity the shareholder's purpose and the records the shareholder desires to inspect, and the records are directly connected with the shareholder's purpose, a shareholder of a corporation (or the shareholder's agent or attorney) is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation:

- (1) Excerpts from minutes of any meeting of the board of directors, records of any action of a committee of the board of directors on behalf of the corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or board of directors without a meeting, to the extent not subject to inspection under Section 2.13.2;
- (2) Accounting records of the corporation including tax returns; and
- (3) The record of shareholders (compiled no earlier than the date of the shareholder's demand).

2.13.4 Copy Costs. The right to copy records includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production or reproduction of the records.

2.13.5 Shareholder Includes Beneficial Owner. For purposes of this Section 2.13, the term shareholder shall include a beneficial owner whose shares are held in a voting trust or by a nominee on the shareholder's behalf.

2.14 Dissenters' Rights. Each shareholder shall have the right to dissent from and obtain payment for the shareholder's shares when so authorized by the Oregon Business Corporation Act, articles of incorporation, these bylaws, or a resolution of the board of directors.

2.15 Increasing Either Quorum or Voting Requirements. For purposes of this Section 2.15, a "supermajority" quorum is a requirement that more than a majority of the votes of the voting group be present to constitute a quorum; and a "supermajority" voting requirement is any

requirement that requires the votes of more than a majority of the affirmative votes of a voting group at a meeting.

The shareholders, but only if specifically authorized to do so by the articles of incorporation, may adopt, amend, or delete a bylaw that fixes a supermajority quorum or supermajority voting requirement.

The adoption or amendment of a bylaw that adds, changes, or deletes a supermajority quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

A bylaw that fixes a supermajority quorum or voting requirement for shareholders may not be adopted, amended, or repealed by the board of directors.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers. All corporate powers shall be exercised by, or under the authority of, the board of directors and the business and affairs of the corporation shall be managed under the direction of the board of directors.

3.2 Number, Tenure, and Qualifications of Directors. Unless otherwise provided in the articles of incorporation, the board of directors of the corporation shall consist of at least one individuals. Each director shall hold office until the next annual meeting of shareholders or until removed. However, if the director's term expires, the director shall continue to serve until the director's successor shall have been elected and qualified or until there is a decrease in the number of directors. Directors need not be residents of the state of Oregon or shareholders of the corporation unless so required by the articles of incorporation.

3.3 Regular Meetings of the Board of Directors. The board of directors may provide, by resolution, the time and place, either within or without the state of Oregon, for the holding of regular meetings, which shall be held without other notice than such resolution. If permitted by Section 3.7, any such regular meeting may be held by telephone.

3.4 Special Meetings of the Board of Directors. Special meetings of the board of directors may be called by or at the request of the president or any one director. The person authorized to call special meetings of the board of directors may fix any place within the county where this corporation has its principal office as the place for holding any special meeting of the board of directors or, if permitted by Section 3.7, such meeting may be held by telephone.

3.5 Notice of, and Waiver of Notice for, Special Directors' Meetings. Unless the articles of incorporation provide for a longer or shorter period, notice of any special directors' meeting shall be given at least two days before the meeting either orally or in writing. If mailed, notice of any director meeting shall be deemed to be effective at the earlier of:

- (1) When received;
- (2) Five days after deposited in the United States mail, addressed to the director's business office, with postage thereon prepaid; or
- (3) The date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director.

Any director may at any time waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the director entitled to the notice, and filed with

the minutes or corporate records. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting (or promptly upon the director's arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting. Unless required by the articles of incorporation, neither the business to be transacted at, nor the purpose of, any special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

3.6 Directors' Quorum. If Section 3.2 establishes a fixed board size, a majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, unless the articles require a greater number.

If Section 3.2 permits a variable-range size board (a board size set by resolution within a given range), a majority of the number of directors prescribed by resolution, (or if no number is prescribed, the number in office immediately before the meeting begins) shall constitute a quorum for the transaction of business at any meeting of the board of directors, unless the articles require a greater number.

3.7 Directors, Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the board of directors unless the articles of incorporation or these bylaws require a greater percentage.

Unless the articles of incorporation provide otherwise, any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(1) The director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding it or transacting business at the meeting;

(2) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) The director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

3.8 Directors' Action Without a Meeting. Unless the articles of incorporation provide otherwise, any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if all the directors take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the corporation. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be so described in any document.

3.9 Removal of Directors. The shareholders may remove one or more directors at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause unless the articles provide that directors may only be removed with cause. If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove the director. If cumulative voting is authorized, a director may not be removed if the number of votes sufficient to elect the

director under cumulative voting is voted against the director's removal. If cumulative voting is not authorized, a director may be removed only if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director.

3.10 Board of Directors' Vacancies. Unless the articles of incorporation provide otherwise, if a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the shareholders may fill the vacancy. During such time that the shareholders fail or are unable to fill such vacancies then and until the shareholders act:

- (1) The board of directors may fill the vacancy; or
- (2) If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

If the vacant office was held by a director elected by a voting group of shareholders, only the holders of shares of that voting group are entitled to vote to fill the vacancy if it is filled by the shareholders.

A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

The term of a director elected to fill a vacancy expires at the next shareholders' meeting at which directors are elected. However, if the director's term expires, the director shall continue to serve until the director's successor is elected and qualifies or until there is a decrease in the number of directors.

3.11 Directors' Compensation. Unless otherwise provided in the articles of incorporation, by resolution of the board of directors, each director may be paid expenses, if any, of attendance at each meeting of the board of directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the board of directors or both. No such payment shall preclude any director from serving the corporation in any capacity and receiving compensation therefor.

3.12 Supermajority Quorum or Voting Requirement for the Board of Directors. For purposes of this Section 3.12, a "supermajority" quorum is a requirement that more than a majority of the directors in office constitute a quorum, and a "supermajority" voting requirement is any requirement that requires the vote of more than a majority of those directors present at a meeting at which a quorum is present to be the act of the directors.

A bylaw that fixes a supermajority quorum or supermajority voting requirement may be amended or repealed:

- (1) If originally adopted by the incorporators or by the shareholders, only by the shareholders; or
- (2) If originally adopted by the board of directors, either by the shareholders or by the board of directors.

A bylaw adopted or amended by the shareholders that fixes a supermajority quorum or supermajority voting requirement for the board of directors may provide that it may be amended or repealed only by a specified vote of either the shareholders or the board of directors.

Subject to the provisions of the preceding paragraph, action by the board of directors to adopt, amend, or repeal a bylaw that changes the quorum or voting requirement for the board of directors must meet the same quorum requirement and be adopted by the same vote required to

take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE 4. OFFICERS

4.1 Number of Officers. The officers of the corporation shall be a president, a secretary, and a treasurer, each of whom shall be appointed by the board of directors. Such other officers and assistant officers as may be deemed necessary, including any vice-presidents, may be appointed by the board of directors. If specifically authorized by the board of directors, an officer may appoint one or more officers or assistant officers. The same individual may simultaneously hold more than one office in the corporation.

4.2 Appointment and Term of Office. The officers of the corporation shall be appointed by the board of directors for a term as determined by the board of directors. (The designation of a specified term grants to the officer no contract rights, and the board can remove the officer at any time prior to the termination of such term.) If no term is specified, they shall hold office until they resign, die, or until they are removed in the manner provided in Section 4.3.

4.3 Removal of Officers. Any officer or agent may be removed by the board of directors at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

4.4 President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the shareholders and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, certificates for shares of the corporation and deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

4.5 The Vice-Presidents. If appointed, in the absence of the president or in the event of the president's death, inability, or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their appointment) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. (If there is no vice-president, then the treasurer shall perform such duties of the president.) Any vice-president may sign, with the secretary or an assistant secretary, certificates of shares of the corporation the issuance of which have been authorized by resolution of the board of directors; and shall perform such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

4.6 The Secretary. The secretary shall:

(1) Keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose;

(2) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(3) Be custodian of the corporate records and of any seal of the corporation and if there is a seal of the corporation, see that it is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;

(4) When requested or required, authenticate any records of the corporation;

(5) Keep a register of the post office address of each shareholder, which shall be furnished to the secretary by such shareholder;

(6) Sign with the president, or a vice-president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors;

(7) Have general charge of the stock transfer books of the corporation; and

(8) In general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

4.7 The Treasurer. The treasurer shall:

(1) Have charge and custody of and be responsible for all funds and securities of the corporation;

(2) Receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and

(3) In general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the board of directors.

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors shall determine.

4.8 Assistant Secretaries and Assistant Treasurers. The assistant secretaries, when authorized by the board of directors, may sign with the president or a vice-president certificates for shares of the corporation that have been authorized by a resolution of the board of directors. The assistant treasurers, if required by the board of directors, shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the board of directors.

4.9 Salaries. The salaries of the officers may be fixed from time to time by the board of directors.

ARTICLE 5. INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS, AND EMPLOYEES

5.1 Indemnification of Directors. Unless otherwise provided in the articles of incorporation, the corporation shall indemnify any individual made a party to a proceeding because the individual is or was a director of the corporation, against liability incurred in the proceeding, but only if the corporation has authorized the payment in accordance with ORS 60.404 and a determination has been made in accordance with the procedures set forth in ORS 60.404 that the director met the standards of conduct in Sections 5.1.1-5.1.3.

5.1.1 Standard of Conduct. The individual shall demonstrate that:

- (1) The individual conducted himself or herself in good faith; and
- (2) The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and
- (3) In the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.

5.1.2 No Indemnification Permitted in Certain Circumstances. The corporation shall not indemnify a director under this Section 5.1:

- (1) In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or
- (2) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

5.1.3 indemnification in Derivative Actions Limited. Indemnification permitted under this Section 5.1 in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

5.1.4 Mandatory Indemnification. In addition, unless limited by the articles of incorporation, the corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

5.2 Advance for Expenses of Directors. Unless otherwise provided in the articles of incorporation, the corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding, if:

- (1) The director furnishes the corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 5.1;
- (2) The director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and

(3) A determination is made that the facts then known to those making the determination would not preclude indemnification under Section 5.1 or ORS 60.387-60.414.

5.3 Indemnification of Officers, Agents, and Employees Who Are Not Directors. Unless otherwise provided in the articles of incorporation, the board of directors may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a director of the corporation, to any extent consistent with public policy, as determined by the general or specific action of the board of directors.

ARTICLE 6. CERTIFICATES FOR SHARES AND THEIR TRANSFER

6.1 Certificates for Shares

6.1.1 Content. Certificates representing shares of the corporation shall, at minimum, state on their face the name of the issuing corporation and that it is formed under the laws of Oregon; the name of the person to whom issued; and the number and class of shares and the designation of the series, if any, the certificate represents; and be in such form as determined by the board of directors. Such certificates shall be signed (either manually or by facsimile) by the president or a vice-president and by the secretary or an assistant secretary and may be sealed with a corporate seal or a facsimile thereof. Each certificate for shares shall be consecutively numbered or otherwise identified.

6.1.2 Legend as to Class or Series. If the corporation is authorized to issue different classes of shares or different series within a class, the designations, relative rights, preferences, and limitations applicable to each class and the variations in rights, preferences, and limitations determined for each series (and the authority of the board of directors to determine variations for future series) must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the corporation will furnish the shareholder this information on request in writing and without charge.

6.1.3 Shareholders' List. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation.

6.1.4 Transferring Shares. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed, or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the board of directors may prescribe.

6.2 Shares Without Certificates. The corporation shall not issue shares without certificates.

6.3 Registration of the Transfer of Shares. Registration of the transfer of shares of the corporation shall be made only on the stock transfer books of the corporation. In order to register a transfer, the record owner shall surrender the shares to the corporation for cancellation, properly endorsed by the appropriate person or persons with reasonable assurances that the endorsements are genuine and effective. Unless the corporation has established a procedure by which a beneficial owner of shares held by a nominee is to be recognized by the corporation as the owner, the person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

6.4 Restrictions on Transfer of Shares Permitted. The board of directors (or shareholders) may impose restrictions on the transfer or registration of transfer of shares (including any security convertible into, or carrying a right to subscribe for or acquire shares). A restriction does not affect shares issued before the restriction was adopted unless the holders of the shares are parties to the restriction agreement or voted in favor of the restriction.

A restriction on the transfer or registration of transfer of shares may be authorized:

- (1) To maintain the corporation's status when it is dependent on the number or identity of its shareholders;
- (2) To preserve exemptions under federal or state securities law; or
- (3) For any other reasonable purpose.

A restriction on the transfer or registration of transfer of shares may:

(1) Obligate the shareholder first to offer the corporation or other persons (separately, consecutively, or simultaneously) an opportunity to acquire the restricted shares;

(2) Obligate the corporation or other persons (separately, consecutively, or simultaneously) to acquire the restricted shares;

(3) Require the corporation, the holders or any class of its shares, or another person to approve the transfer of the restricted shares, if the requirement is not manifestly unreasonable; or

(4) Prohibit the transfer of the restricted shares to designated persons or class of persons, if the prohibition is not manifestly unreasonable.

A restriction on the transfer or registration of transfer of shares is valid and enforceable against the holder or a transferee of the holder if the restriction is authorized by this section and its existence is noted conspicuously on the front or back of the certificate. Unless so noted, a restriction is not enforceable against a person without knowledge of the restriction.

6.5 Acquisition of Shares. The corporation may acquire its own shares and unless otherwise provided in the articles of incorporation, the shares so acquired constitute authorized but unissued shares.

If the articles of incorporation prohibit the reissue of acquired shares, the number of authorized shares is reduced by the number of shares acquired, effective upon amendment of the articles of incorporation, which amendment shall be adopted by the shareholders or the board of directors without shareholder action. The articles of amendment must be delivered to the Secretary of State and must set forth:

(1) The name of the corporation;

(2) The reduction in the number of authorized shares, itemized by class and series; and

(3) The total number of authorized shares, itemized by class and series, remaining after reduction of the shares.

ARTICLE 7. DISTRIBUTIONS

7.1 Distributions. The board of directors may authorize, and the corporation may make, distributions (including dividends on its outstanding shares) in the manner and on the terms and conditions provided by law and in the corporation's articles of incorporation.

ARTICLE 8. AMENDMENTS

8.1 Amendments. The corporation's board of directors may amend or repeal the corporation's bylaws unless:

(1) The articles of incorporation or the Oregon Business Corporation Act reserves this power exclusively to the shareholders in whole or part;

(2) The shareholders in adopting, amending, or repealing a particular bylaw provide expressly that the board of directors may not amend or repeal that bylaw; or

(3) The bylaw either establishes, amends, or deletes a supermajority shareholder quorum or voting requirement (as defined in Section 2.15).

Any amendment that changes the voting or quorum requirement for the board must comply with Section 3.12, and for the shareholders, must comply with Section 2.15.

The corporation's shareholders may amend or repeal the corporation's bylaws even though the bylaws may also be amended or repealed by its board of directors.

ARTICLE 9. EMERGENCY BYLAWS

9.1 Emergency. Unless the articles of incorporation provide otherwise, the following provisions shall be effective during an emergency when a quorum of the corporation's directors cannot be readily assembled because of some catastrophic event.

During such emergency:

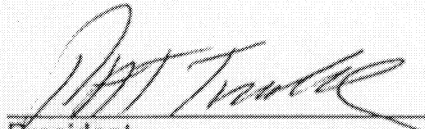
9.1.1 Notice of Board Meetings. Any one member of the board of directors or any one of the following officers: president, any vice-president, secretary, or treasurer, may call a meeting of the board of directors. Notice of such meeting need be given only to those directors whom it is practicable to reach, and may be given in any practical manner, including by publication and radio. Such notice shall be given at least six hours before commencement of the meeting.

9.1.2 Temporary Directors and Quorum. One or more officers of the corporation present at the emergency board meeting, as is necessary to achieve a quorum, shall be considered to be directors for the meeting, and shall so serve in order of rank, and within the same rank, in order of seniority. In the event that less than a quorum (as determined by Section 3.6) of the directors are present (including any officers who are to serve as directors for the meeting), those directors present (including the officers serving as directors) shall constitute a quorum.

9.1.3 Actions Permitted to be Taken. The board as constituted in Section 9.1.2 and after notice as set forth in Section 10.1.1 may:

- (1) Prescribe emergency powers to any officer of the corporation;
- (2) Delegate to any officer or director, any of the powers of the board of directors;
- (3) Designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;
- (4) Relocate the principal place of business, or designate successive or simultaneous principal places of business; and
- (5) Take any other action, convenient, helpful, or necessary to carry on the business of the corporation.

Adopted February 27, 2003.



President



Secretary

State LLC Statue – Schedule G2

*** Not Applicable**

SCHEDULE G-2

Copy of State LLC Statute: N/A

Board of Directors and Managing Members – Schedule G3

*** See Attached Documents**

SCHEDULE G-3

Stuart A. Hall, CTURN Board Member (Chair) Past President and CEO of Liberty Northwest Insurance Company

Mr. Hall retired as President and CEO of Liberty Northwest Insurance Company in 2002. He served nine years as Liberty's CEO and developed the business into the state's largest private workers' compensation carrier. In 2000, he served as the Chairman of the Portland Chamber of Commerce and he currently serves on the Board of Directors of the Bank of the West, United Pipe and Supply Company and numerous non-profit agencies.

Mr. Halls' distinguished career includes stints as President of Hanna International Car Wash (the world's largest manufacturer of car was systems), and Carson Oil Company. Mr. Hall graduated from Willamette University law School in 1965 and currently serves on their Board of Trustees. He practiced law and became a partner in the Portland firm of Black, Kendall, Tremaine, Boothe and Higgins.

J.W. Roth, CTURN Board Member Investor Relations

At the core of every successful company, is a key member who ignites the vision of that company to inspire capital investment. As CTURN's head of investor relations, J.W. Roth is a proven expert in providing early stage companies with the resources to amass essential capital. 20 years ago, Mr. Roth became recognized as a stellar example of financial sales achievement.

J.W. became a President's Club Member, Executive One Member as well as a member of the prestigious Million-Dollar Round Table as a leading Prudential, Phoenix Mutual and Connecticut Mutual financial sales authority.

Mr. Roth formed his own company in 1994. J.W. mastered his integral understanding of financials as he raised capital for 11 successful financings with combined market capitalizations that provided the strength of hundreds of millions to build upon. His success enabled a diverse array of companies in several industries, to provide lucrative products and services to their clients. Instilling vital confidence and trust in shareholders, J.W. provides financial investment success in the Biotech, Medical Devices and Technology, Financial Services, Agriculture and Entertainment Industries.

For CTURN Corporation, Mr. Roth provides methodical Investor Relations guidance. He fuses this support with capital formation programs that are on going and integral to the objectives of an inspired and confident consortium of investors.

David Lippke, CTURN Board Member
Founder, CEO & President of HighSpeed America, Inc.

Mr. Lippke most recently served as AOL's Senior Vice President, Systems Infrastructure where he led development of the company's core infrastructures, scaling mechanisms and key applications. As an established leader in the fields of distributed computing and high performance systems, David arrived at AOL in 1993.

During his nine-year stay, David led the development of some of the world's largest scalable architectures; the implementation of the products based on them; and a nationwide engineering organization ultimately comprised of some 900 employees.

David has over 20 years of leadership experience in the management and development of networking related technology. His management philosophy emphasizes openness, transparency and trust, and has a proven track record of success dating back to the inception of BITNET.

CEO & President, CTURN Board Member
Patrick Turnidge

Mr. Turnidge has 25 years experience in developing and implementing national marketing programs with products as diverse as agricultural exports, glass fiber and acrylic sheets for the shower, tub and spa market to underwater communication devises for the sport-diver. In addition, as a consultant for Inax Corp. and Mitsubishi Rayon, he negotiated significant technology transfer agreements.

Throughout Pat's years in business, he has successfully started and built several companies into profitable enterprises such as Insight Reconnaissance, which was a pioneering company in the use of electronic infrared for analyzing forest fires; and TNT Management Resources Inc., which is now a significant player in the professional employee organization field.

In summary, Pat's marketing background and extensive start-up experiences are important to a new venture like CTURN. However, it is his ability to anticipate and

quickly react to new technological breakthroughs that can impact the marketing strategies of CTURN which may be the most important contribution to the future of this venture.

Executive Vice President
William "Skip" Liebertz

Skip Liebertz has served as the Superintendent of the Willamette Education Service District (WESD) for the past five years. His responsibilities as CEO of this \$72 million service organization included the supervision of more than 750 employees and more than 20 programs that serve most of Oregon's school districts. Under his leadership, the WESD became very entrepreneurial in serving the needs of school districts and students. Extensive operations in technology, facilities, instructional services and special education were designed and delivered across the State of Oregon.

Prior to this assignment, Liebertz served as Superintendent of Schools in Corvallis and Lincoln County School Districts. Both are considered medium sized districts in Oregon (about 7,000 students each) and both involved staffs of more than 1,000 employees and budgets in excess of \$40 million.

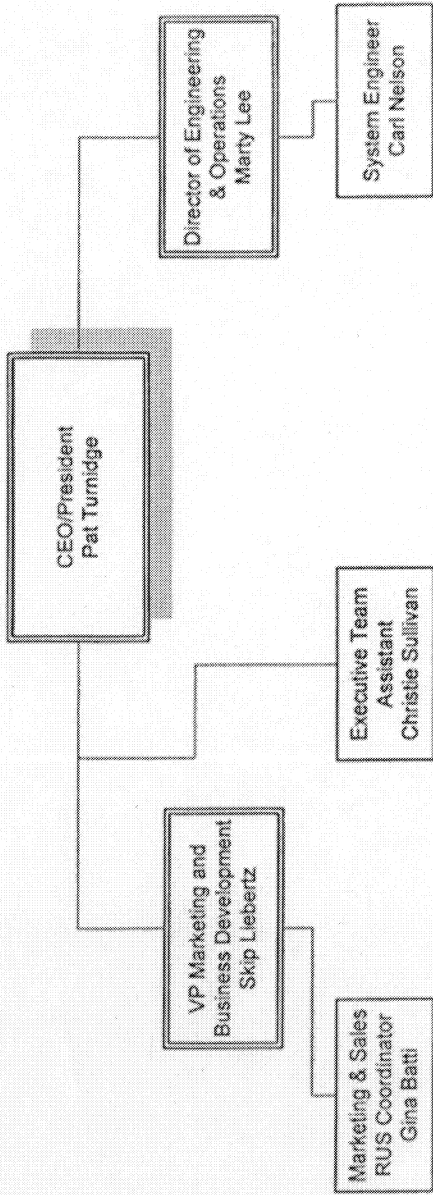
Liebertz also served as a top level administrator in the Salem-Keizer School District, which is Oregon's second largest district. His responsibilities there included the supervision of many parts of the district's operation including communications, community education technology, curriculum and special education. He has also worked in the Eugene School District and taught at the University of Oregon and Portland State University.

He has maintained a special interest and commitment throughout his career in the area of community education. He believes that education needs to be delivered through a partnership which includes the student, parents, school and business community. He has actively developed partnerships which nourish these relationships and was instrumental in beginning business-school partnerships in Salem-Keizer and Lincoln County. He was recognized by the White House in 1986 for his work in building business partnership programs and he served as the national president of the National Community Education Association in 1983. He has received numerous awards for his involvement in community and statewide organizations in support of partnerships which support community involvement in education.

**Organizational Chart and Statement of Experience
Schedule G4**

*** See Attached Documents**

SCHEDULE G-4
CTURN Corporation
Organizational Chart



SCHEDULE G-4

CEO & President, CTURN Board Member

Patrick Turnidge

Mr. Turnidge has 25 years experience in developing and implementing national marketing programs with products as diverse as agricultural exports, glass fiber and acrylic sheets for the shower, tub and spa market to underwater communication devices for the sport-diver. In addition, as a consultant for Inax Corp. and Mitsubishi Rayon, he negotiated significant technology transfer agreements.

Throughout Pat's years in business, he has successfully started and built several companies into profitable enterprises such as Insight Reconnaissance, which was a pioneering company in the use of electronic infrared for analyzing forest fires; and TNT Management Resources Inc., which is now a significant player in the professional employee organization field.

In summary, Pat's marketing background and extensive start-up experiences are important to a new venture like CTURN. However, it is his ability to anticipate and quickly react to new technological breakthroughs that can impact the marketing strategies of CTURN which may be the most important contribution to the future of this venture.

Executive Vice President

William "Skip" Liebertz

Skip Liebertz has served as the Superintendent of the Willamette Education Service District (WESD) for the past five years. His responsibilities as CEO of this \$72 million service organization included the supervision of more than 750 employees and more than 20 programs that serve most of Oregon's school districts. Under his leadership, the WESD became very entrepreneurial in serving the needs of school districts and students. Extensive operations in technology, facilities, instructional services and special education were designed and delivered across the State of Oregon.

Prior to this assignment, Liebertz served as Superintendent of Schools in Corvallis and Lincoln County School Districts. Both are considered medium sized districts in Oregon

(about 7,000 students each) and both involved staffs of more than 1,000 employees and budgets in excess of \$40 million.

Liebertz also served as a top level administrator in the Salem-Keizer School District, which is Oregon's second largest district. His responsibilities there included the supervision of many parts of the district's operation including communications, community education technology, curriculum and special education. He has also worked in the Eugene School District and taught at the University of Oregon and Portland State University.

He has maintained a special interest and commitment throughout his career in the area of community education. He believes that education needs to be delivered through a partnership which includes the student, parents, school and business community. He has actively developed partnerships which nourish these relationships and was instrumental in beginning business-school partnerships in Salem-Keizer and Lincoln County. He was recognized by the White House in 1986 for his work in building business partnership programs and he served as the national president of the National Community Education Association in 1983. He has received numerous awards for his involvement in community and statewide organizations in support of partnerships which support community involvement in education.

Director of Engineering and Operations
Marty Lee

Marty has over 25 years in the networking and software industries, working for well known companies such as US West (now Qwest), NEC America, Cinto Networks and Elematics. Mr. Lee founded the US West Test Labs, where cutting edge technologies were developed, including telephony over broadband CATV systems. At NEC he built their Test and Validation organization. While at Cinto Networks he built the system engineering department. Most recently he was a co-founder of HiWi5, a WiFi voice over IP handset manufacture. He has a BSEE from Oregon State University.

Sales & Marketing / RUS Coordinator

Gina Batti

Over the past 20 years, Gina Batti has been a leader in rural Oregon's public and private enterprise systems bringing to CTURN a variety of skills that will assist in its success through its sales and marketing division.

Most recently as the General Manager and VP of Sales and Operations for a small privately owned medical manufacturing firm she was responsible for working with the board of directors, the financial and daily operations of the manufacturing plant, the development, transition and maintenance of International Standards Organization (ISO) and CE certifications which included their quality assurance plan, and the supervision and management of sales and marketing with over 300 domestic and 100 international distributors. During her five year tenure the company's gross revenue from sales grew over 15 percent each year.

Prior to her management in private business, Gina was the executive director of a non-profit organization that brought a new concept to rural America in the investigation and treatment of child abuse victims. Modeled after a national program, she researched, developed and implemented this by opening one the first five children's advocacy centers in the State of Oregon. Coordinating state, local and private agencies within the community while staffing, supervising and furnishing the half-million dollar building funded with a federal block grant, she mobilized a program with federal and state grants and private foundation contributions that 10 years later is a valuable asset to this Oregon community.

For the decade prior to her involvement in the private sector, she was an integral part of the management team in the administration of a public school system in both the financial and communication divisions. She held a leadership position in coordinating the district's efforts to pass a \$39 million bond measure to build three new schools in a rural county that had not passed a bond measure in 26 years.

**Senior Radio and System Engineer
Carl Nelson**

Carl has over 15 years in the telecommunications, radio and software industries, working for well-known companies, including US West, NEC America, Elematics, ADC Telecommunications and LightSpeed Networks. Mr. Nelson's background is diverse with in-depth knowledge of telecommunications in the areas of network operations, optical networking, RF microwave engineering and cellular engineering. While at Elematics Mr. Nelson defined several leading edge software middleware products and saw them through to completion. Most recently Mr. Nelson conceived, designed, built and operated the Network Operations Center for LightSpeed Network, a rapidly growing CLEC. He has a BSEE from Montana State University and a MSEE from Portland State University.

Parent and Subsidiaries – Schedule G5

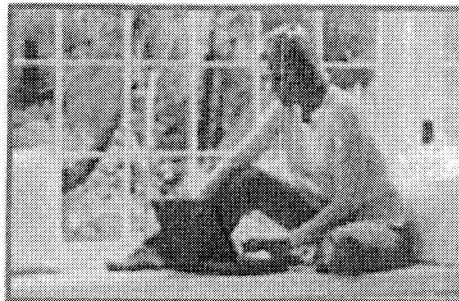
*** Not Applicable**

CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

Executive Summary (Schedule H)



**Broadband Application
Executive Summary
April, 2006**

EXECUTIVE SUMMARY:

It is now indisputable that broadband availability is one of the key elements of economic development in the twenty-first century. To date, many small towns in Oregon and Washington have been left on the wrong side of the digital divide. These communities are precisely the type the Congress and the President had in mind when they enacted the Rural Utilities Service (RUS) broadband loan program. These are the communities CTURN seeks to serve with loan financing from RUS.

CTURN Corporation is a Wireless Broadband Network Service Provider based in Salem, Oregon. Its management team has deep roots in the Pacific Northwest. They have a shared vision to provide world-class broadband services and products to rural communities in the Pacific Northwest. Since CTURN was created in 2003 it has heard from citizens and leaders throughout rural Oregon and Washington asking for quality communications services.

CTURN has the financial, technical, marketing and leadership abilities to bring affordable, state of the art wireless broadband to the region. CTURN has attracted funding from private individuals as well as institutional sources. At this early state, the company's business plan and management team has even brought legitimate offers of purchase from large well-established industry players. CTURN has developed strategic alliances with several companies that will allow the company's small but focused management team to concentrate on the key elements of growth while contracting out the generic parts of the operating system.

This application seeks \$36,586,355 in Rural Utilities Service (RUS) broadband loan funds at treasury rates of interest to provide fixed wireless broadband services to 123 eligible communities in rural Oregon and Washington. Rural service will compliment self-financed service to a select tier of larger communities giving CTURN the ability to build its brand and create synergies between RUS and non-RUS community services.

In many of the communities CTURN seeks to serve, affordable broadband is not widely available. Where available, it is geographically or capacity constrained. The initial rollout cities are listed below.

Target City	Population	Businesses	CTURN Target Market	Target Pre-Sale Subscribers	Activation (#of days from start)
	16,850	469		20	30
	8,640	250		20	60
	14,700	344		20	90
	9,760	508		20	120
	20,220	675		20	150
	12,510	400		20	180
	18,100	523		20	210
	5,430	134		20	210
	9,010	237		20	240
	4,120	100		20	240

The market and competitive research conducted by CTURN indicate that there is a significant portion of the population in these communities that remains underserved with respect to broadband services. Further, the thirst for broadband access is significant in these areas, making these communities an attractive business opportunity. CTURN intends to offer broadband data speeds starting at [REDACTED]. With the ability to control and change bandwidth requirements on a moments notice, CTURN will offer unparalleled flexibility in meeting the changing needs of business, education and government.

In preparing for this application, CTURN conducted extensive reviews of at least five wireless broadband equipment vendors and determined that [REDACTED] offers an optimal solution for the communities CTURN seeks to serve.

[REDACTED]

Given rural Oregon and Washington's current wireless usage patterns, congestion will not be a problem and new security tools make wireless broadband safe for business and government use.

CTURN determined that the [REDACTED] provides [REDACTED]

b4/

b4

While the installed price of [REDACTED] for the customer premise equipment is not the cheapest unit available, it does provide the company and the customer the greatest flexibility and security in an enterprise class product. It is CTURN's expectation that [REDACTED] will continue to provide quality products at competitive prices. [REDACTED] has the most financial stability of all the RUS approved manufacturers and is a [REDACTED]

b4

CTURN will continue to monitor all the major equipment manufacturers, including all those that are RUS qualified, to determine which product is best for the requirements of each regional area.

While our business model is built on [REDACTED]

b4

Wireless broadband technologies offer an affordable market entry which by their very nature can be flexibly deployed to ensure more than sufficient returns to meet loan repayment demands and generate profits for CTURN investors.

The management team, led by CEO Pat Turnidge combines decades of business experience and success. Pat for example, brings 25 years of diverse business experience in marketing products and services. CTURN team management and board members have experience in local government, the Chamber of Commerce leadership, technology and finance.

CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

Credit Support Requirement (Schedule I)



**Broadband Application
Credit Support Requirement
April, 2006**

TABLE OF CONTENTS

Schedule I – Credit Support Requirement.....Page 3

SCHEDULE I
CREDIT SUPPORT REQUIREMENT

1. Credit Support will be met by the following: (check the applicable box and insert the value for each)

- a. Cash – See Narrative
- b. Net Tangible Assets _____
- c. Licenses _____
- d. Letter of Credit _____

2. Has the applicant had a positive Cash Flow as an operating telecommunication company for the previous two calendar years preceding the submission date of this application? (Cash Flow is defined as Cash Provided (Used) By Operating Activities shown in the "Statement of Cash Flows" as required under Generally Accepted Accounting Principles. Cash Flow should be calculated using the "Statement of Cash Flows" included in the Schedule N-3c described as line item "Net Cash Provided (Used) By Operating Activities.")

- Yes
- No

Provide Cash Flow for the past calendar year \$0.00

Provide Cash Flow for the second previous calendar year \$0.00

CTURN

CORPORATION

PROVIDING CARRIER-GRADE WIRELESS BROADBAND FOR
COMMUNITY DEVELOPMENT AND PUBLIC SAFETY

Board Resolution (Schedule J)



**Broadband Application
Board Resolution
April, 2006**

TABLE OF CONTENTS

Board Resolution.....	Page 3
-----------------------	--------

BOARD RESOLUTION
Schedule J

A Board of Directors' resolution authorizing the funding request is included in this section as Schedule J.

See attached document.

**RURAL DEVELOPMENT, UTILITIES PROGRAM (RDUP)
Rural Broadband Access Loan and Loan Guarantee Program**

**Certification of Board Resolution
CTURN Corporation**

I, Charles A. Sides, the duly elected Secretary of CTURN Corporation, an Oregon corporation (the "Company"), with power and authority to act for the Company, hereby certify on behalf of the Company that the following resolution has been passed by the Board of Directors of the Company effective March 28, 2006 and remains in full force and effect.

Resolved, that the Company's President and Chief Executive Officer , Pat Turnidge, is authorized to receive grant and/or loan forms on behalf of the Company from the United States Department of Agriculture (USDA). This includes all programs under the USDA include the Rural Broadband Access Loan and Loan Guarantee Program. The person named is directed to take the actions necessary for the Company to commit dedicated personnel and resources to ensure the success of the Broadband loan application, the execution of the loan and deployment of services outlined in the Company's application.



(Name / Position)

Charles A. Sides, Secretary

3/29/06

(Date)