

OCT 28 2013

BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

by
State Corporation Commission
of Kansas

In the Matter of the Application of Missouri Network)
Alliance LLC dba Bluebird Network, LLC for a Certificate)
of Convenience and Authority to Provide Local Exchange)
and Exchange Access Service, Interexchange and)
Toll Services within the State of Kansas)

Docket No. _____

**APPLICATION FOR CERTIFICATE OF AUTHORITY
To Serve as a Telecommunications Services Provider in Kansas**

K.S.A. 66-2005(w) sets out the requirements for certification as follows: An applicant "....must receive a certificate of convenience based upon a demonstration of technical, managerial and financial viability and the ability to meet quality of service standards established by the Commission. Any telecommunications carrier or other entity seeking such certificate shall file a statement, which shall be subject to the Commission's approval, specifying with particularity the areas in which it will offer service, the manner in which it will provide service in such areas and whether it will serve both business and residential customers in such areas."

Comes now Terri K. Firestein representing Missouri Network Alliance LLC dba Bluebird Network, LLC a foreign limited liability company representing its intention to engage in the business of a Competitive Local Service Provider in the State of Kansas under the business name of Missouri Network Alliance LLC dba Bluebird Network, LLC in the territory described specifically below, and making claim that public convenience will be thereby promoted. Applicant, for purposes of verification and in evidence of fitness to operate, offers the following information in support of this application:

1. Full correct name: Missouri Network Alliance LLC dba Bluebird Network, LLC ("MNA" or "Applicant")
2. Federal Identification Number: 43-1852975
3. Type of Certification requested: Competitive Local Exchange Service and Interexchange (long distance or toll) Service
4. Address and telephone numbers for the principal office of the company, including 800 customer service number:

Missouri Network Alliance LLC dba Bluebird Network, LLC
2005 W. Broadway, Building A, Suite 110
Columbia, MO 65203

Toll free customer service number is 877-766-2662
Applicant will not have a local office located in Kansas.

5. Applicant is not individually owned. Applicant is a foreign limited liability company 100% owned by Bluebird Network, LLC. Please see **Exhibit A**, Organization Chart.

6. Applicant requests statewide authority for local service but has no plans to serve in exchange areas that may have a rural exemption per rural exemption guidelines.

7. & 8. Person preparing this application and Commission Relations contact:

Terri K. Firestein
Sr. Director
CCG Consulting, LLC
10806 Garrison Hollow Rd.
Clear Spring, Maryland 21722
Telephone 301-788-6889
Email tfireccg@myactv.net

9. Organizational Information:

<u>(a) Title</u>	<u>(b) Name</u>	<u>(c) Address</u>
President	Michael Morey	2005 W. Broadway, Building A, Suite 110 Columbia, MO 65203

Chief Financial Officer	Chris Bach, C.P.A.	2005 W. Broadway, Building A, Suite 110 Columbia, MO 65203
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Chief Operating Officer	Steve Crane	800 Northwest Chipman Rd. Suite 5750 Lee Summit, MO 64063
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10. A. Applicant intends to provide an array of facilities based, leased and resale competitive wholesale and retail telecommunications and transport services on a statewide basis including, but not limited to, dedicated and switched access services, private line services, enhanced services and voice telecommunications services including but not limited to residential and business local exchange, and interexchange services in Kansas. Applicant plans to offer basic access line service, PBX and DID Services, Number Portability, Calling Features and transport services. Applicant will provide wholesale voice and data service solutions to municipalities, CLECs, ILECs and CATV providers. Initially, service will be provided in exchanges in the service areas of AT&T and CenturyLink.

B. Applicant will not have any telephone service personnel located in Kansas. Customer Service

and Billing will be located in Lee's Summit, Missouri. Installation and repair services will be provided by a combination of personnel located in Missouri and local contractors located in Kansas.

C. **EXHIBIT B** describes the types of equipment that will be deployed in the state. At this time the exact location of this equipment is not known.

D. Applicant has not had any state or federal entity deny certification or take any enforcement action against it.

E. Applicant nor its principals has had any enforcement proceedings or criminal charges in connection with telecommunications filed against it/them by any office or administrative agency within the last five (5) years anywhere in the United States, including but not limited to injunctions, cease and desist orders, civil lawsuits, consent decrees, assurances of voluntary compliance, civil investigative demands or subpoenas.

11. As an indication of Applicant's managerial capabilities we provide as **EXHIBIT C** managerial qualifications in the form of biographies of key personnel. Each biography speaks to the individual's actual experience in the telecommunications business represented by this Application.
12. As an indication of Applicant's technical capabilities we provide as **EXHIBIT D** technical qualifications in the form of biographies of Mr. Don Gehringer, Director of Network Engineering and Mr. Mike Hanson, Director of Network Operations. Each biography speaks to the individual's actual experience in the telecommunications business represented by this Application.
 - A. Applicant will follow the Quality of Service Standards and reporting requirements as ordered by the Commission in Docket No. 191,206-U.
 - B. Applicant does not anticipate any problems meeting or reporting on the Commission's Quality of Service Standards. We believe we have the management expertise to deploy the necessary resources to meet the Quality of Service Standards as established by the Commission.
 - C. Applicant will follow the Commission's Billing Practice Standards as ordered in Docket No. 06-GIMT-187-GIT.
 - D. Applicant does not anticipate any problems meeting or reporting on the Commission's Billing Practices Standards. We believe we have the management expertise to deploy the necessary resources to meet the Billing Practice Standards as established by the Commission.
 - E. Applicant is currently providing telecommunications services in Missouri in the form of alternate access tandem services and transport services. Applicant provides transport and tandem services to independent telephone service providers in and around Missouri.
13. Applicant has no individual stockholders, principal or otherwise. Please see **EXHIBIT A** for Applicant's organizational structure.

14. Financial information is provided as **EXHIBIT E** in the form of Financial Statements for *Bluebird Network, LLC Consolidated Financial Statements and Supplementary Information with Independent Auditor's Report for Years ended December 31, 2012 and 2011.*
15. Please see **EXHIBIT F** for the Missouri proof of incorporation.
16. Please see **EXHIBIT G** for the Kansas proof of registration with the Kansas Secretary of State.
17. **EXHIBIT H** is a copy of a sample customer bill.
18. The contact information for customer services is as follows:
 - Director of Customer Service is Mike Hanson
 - 800 Northwest Chipman Road
 - Suite 5750
 - Lee's Summit, MO 64063
 - Toll free Telephone Number is 877-766-2662
19. Interconnection negotiations have begun but the agreements have not yet been executed. Applicant has not yet submitted the Interconnection Agreements with the Commission.
20. Applicant understands that as a result of HB 2201 a Local Tariff will not be accepted as Applicant is seeking CLEC authority.

OATH

State of Missouri, Boone County, ss.

Michael Morey, being duly sworn, deposes and says that he is the President of Missouri Network Alliance LLC dba Bluebird Network, LLC, and that the facts set forth in the foregoing application have been prepared under his direction, from the original books, papers and records of said company, that he examined same and declares same to be true and correct to the best of his knowledge and belief. Further, that applicant has full knowledge of the Kansas Corporation Commission's jurisdiction affecting local service providers and will comply with the applicable requirements of this Commission.

Michael C. Morey

Subscribed and sworn to before me on this 17th Day of October, 2013.

Rosemary F. Huffman
Notary Public

ROSEMARY F. HUFFMAN
Notary Public - Notary Seal
State of Missouri
County of Cass
My Commission Expires June 21, 2016
Commission #12412090

EXHIBIT A
ORGANIZATIONAL CHART

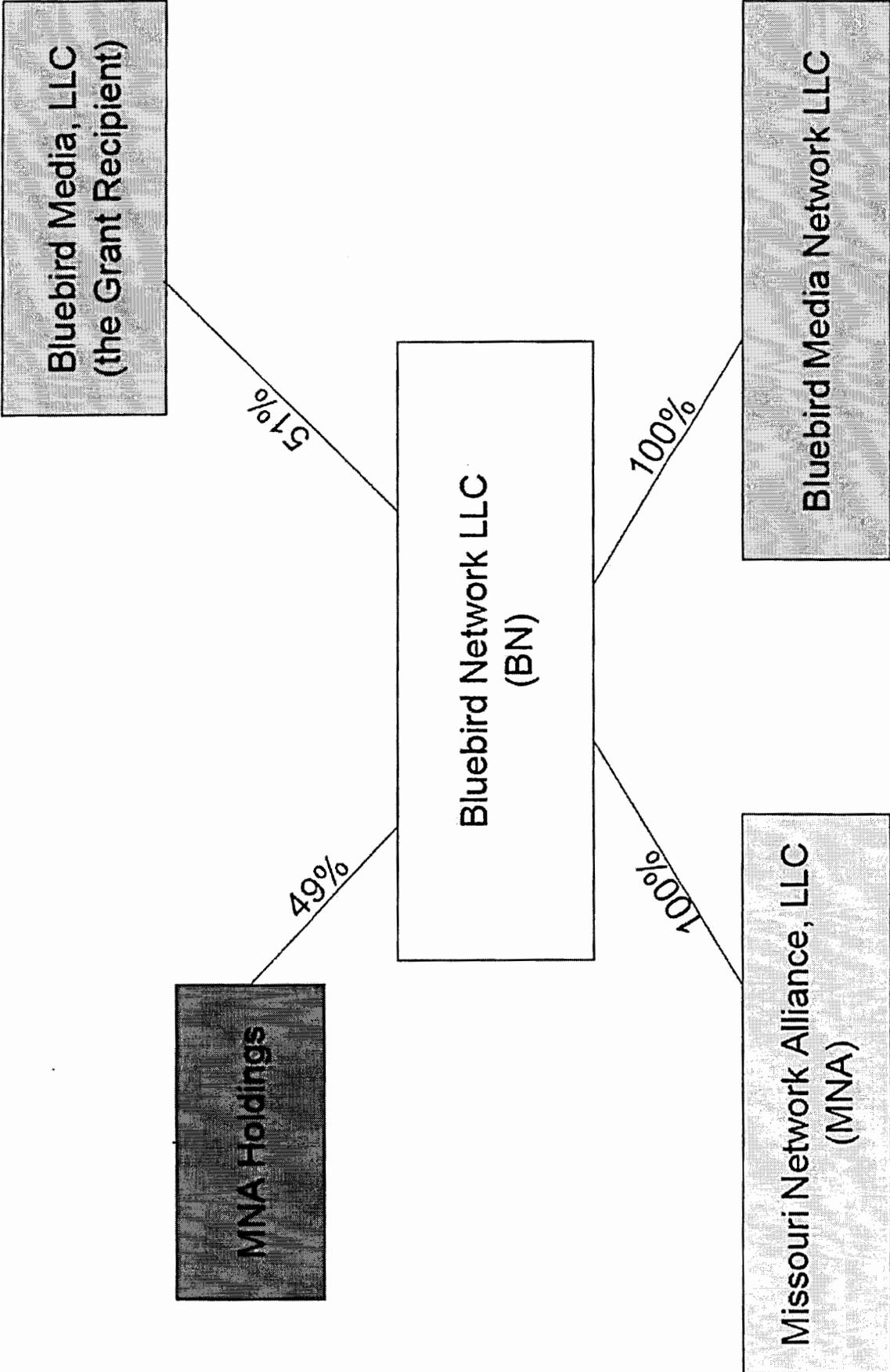


EXHIBIT B

TELECOMMUNICATIONS EQUIPMENT TO BE DEPLOYED IN THE STATE

Following is a list of telecommunications equipment Applicant proposes to deploy in the state:

1. SONET – Synchronous Optical Network equipment is fiber-based, SONET ring service consolidates Ethernet, data, video and voice/VoIP traffic on a single reliable platform that can withstand disasters and disruptions.
2. DWDM – Dense Wavelength Division Multiplexing equipment places data from different sources together on an optical fiber, specifically Internet data, SONET and ATM data.
3. SIP Phones – Session Initiation Protocol phones provide the traditional call functions of a telephone and are used to control voice, video and Internet communication sessions.
4. IP (Internet Protocol) Switches and Routers
5. M13 Mux – Multiplexing equipment that integrates 28 T-1 tributary channels into a single 45 Mbps data stream, allows for T-1 channel grooming and direct connection to T-3 networks or DS3 equipment over copper or fiber links.

EXHIBIT C
MANAGERIAL BIOGRAPHIES



Michael C. Morey
President & Chief Executive Officer

Mr. Morey joined Bluebird Network in January, 2012. He previously served as President & CEO of Voxitas (now merged with Appia Communications) in St. Louis, Missouri. Morey has more than 30 years of telecommunications experience including 13 years in various management positions at AT&T, founding Voxitas, and serving as Senior Vice President of NuVox, a national telephone company headquartered in St. Louis. Additionally, he served as regional Vice President of Electric Lightwave, a regional fiber-optic service provider headquartered in western United States. Under Morey's leadership, Voxitas was ranked as one of the fastest growing companies by INC 5000 and the St. Louis Business Journal for multiple years. He earned a MBA and a BS from the University of Southern California.

Chris Bach, C.P.A.
Chief Financial Officer

Mr. Bach was on the ground floor of the Bluebird Media start-up serving as its CFO. In that capacity, he ensured compliance on the \$45 million federal grant; plus, he lead and managed the \$110 million merger with Missouri Network Alliance (MNA). He continues in the position of CFO for Bluebird Network where his knowledge of the company has helped create and execute a strong business plan. He oversees all aspects of the financial and accounting functions of the business and communicates his strategic vision with the board of directors and executive management team. Along with Mr. Bach's 15+ years of experience in public and private auditing and accounting, he brings his uncompromising integrity and high ethical standards to Bluebird Network.

Stephen Crane
Chief Operating Officer

Mr. Crane was named Chief Operating Officer of Bluebird Network in August, 2013, after serving as Vice President of Engineering & Operations since 2000. He has 30 years of telecommunication experience that includes work at MCI Telecommunications, Sprint, and Aerial Communications/VoiceStream Wireless/T-Mobile. He has a comprehensive technical understanding of network design, planning and systems engineering. Mr. Crane has a diverse background in wireless, local, long distance and broadband technologies that prepare him for the complexities of the converging telecommunications industry and the expansion of the network demand.

EXHIBIT D
TECHNICAL BIOGRAPHIES

Background of:

Don Gehringer
Director, Network Engineering
Missouri Network Alliance, LLC, dba Bluebird Network

Don Gehringer has 35 years of experience in the communications industry. Don began his career in telecommunications as a central office equipment installer and was quickly promoted to lead installer with Falcon Communications. During Don's tenure with Falcon valuable hands on experience was gained in all aspects of analog and digital technologies.

In 1978 Don hired on with Sprint/United Telephone as a Central Office Equipment Installer in Sprint's Midwest Region. Over the next 20 years with Sprint Don accepted promotions to Network Control Center Analyst, Network Design Engineer, Senior Network Design Engineer, Network Planning Engineer and Interim Strategic Network Planning Manager. Don was team leader for the engineering and design of 800 Portability and Interchangeable NPA Codes for Sprint's Midwest Region.

In 1996 Don hired on with Sprint PCS as Senior Network Design Engineer. Don's principal accountabilities were to ensure that new and existing investment in the most efficient wireless network configuration is utilized to optimize capital resources for the Kansas City and Wichita MTAs. Don also played a "key" role in the overall network design and implementation standards for Sprint PCS.

In 1997 Don accepted a job with Aerial Communications Inc./Voice Stream/T-Mobile Wireless as Level IV Fixed Network Engineer. Don was responsible for current competitive situation with respect to local calling areas, numbering and dialing patterns to be competitive in individual markets. Don was also responsible for central office equipment quantities and provided capital requirements for switching and software.

Don joined Missouri Network Alliance on December 4, 2000 as Manager, Network Engineering and was quickly promoted to Director, Network Engineering. Don leads a team engineers responsible for detail engineering and procurement activities for Missouri Network Alliance.

Background of:

Mike Hanson
Director, Network Operations
Missouri Network Alliance, LLC, dba Bluebird Network

Mike Hanson has 35 years of experience in the communication industry. Mike began his communication career with 6 years in the US Navy. Mike spent two years with Northern Telecom as a pioneer installer of DMS-100 and DMS-200 digital switching systems. Mike spent three years as a Central Office Equipment Supervisor with Bixby Telephone Company in Bixby, Oklahoma.

In 1984 Mike hired on with Sprint/United Telephone as a Network Operations Control Center (NOCC) Engineer. Over the next 15 years Mike accepted additional responsibilities within Sprint's Western Operations Control Center. Mike was an instrumental leader in the development and growth of Sprint's NOCC from a team of 7 when he started to a team of 300 when he left the center in 1999 as a General Manager.

Mike spent his last year with Sprint in their Broadband Local Networks Division. Mike was a Principle Network Design Engineer responsible for network design functions in support of Sprint's ION network.

Mike has a General Radiotelephone License and extensive training and experience in the design, engineering, maintenance and operations of digital switching systems, Local Area Network (LAN) systems and Wide Area Network (WAN) data communications solutions.

Mike Joined Missouri Network Alliance on October 9, 2000 as Manager, Network Operations and was quickly promoted to Director, Network Operations. Mike leads a team of Field Engineers responsible for network maintenance, circuit installation and trouble resolution.

EXHIBIT E
FINANCIAL INFORMATION

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION
WITH INDEPENDENT AUDITOR'S REPORTS
Years ended December 31, 2012 and 2011**

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Bluebird Network, LLC and Subsidiaries
Columbia, Missouri

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Bluebird Network, LLC (a Missouri limited liability company) and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of income, stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment; including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant estimates made by management as well as evaluating the overall consolidated financial statement presentation.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Bluebird Network, LLC and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Kiesling Associates LLP

West Des Moines, Iowa
February 27, 2013

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**CONSOLIDATED BALANCE SHEETS
December 31, 2012 and 2011**

<u>ASSETS</u>	<u>2012</u>	<u>2011</u>
CURRENT ASSETS		
Cash and cash equivalents	\$ 504,303	\$ 2,299,211
Accounts receivable	2,460,459	2,795,185
Prepayments	171,942	175,609
Current portion of operating leases	<u>659,056</u>	<u>537,616</u>
	<u>3,795,760</u>	<u>5,807,621</u>
OTHER NONCURRENT ASSETS		
Partnership investments	474,571	263,147
Deferred debt issuance costs	55,000	90,000
Long-term operating leases, less current portion	7,850,486	6,260,141
Goodwill	<u>3,518,591</u>	<u>3,518,591</u>
	<u>11,898,648</u>	<u>10,131,879</u>
PROPERTY, PLANT AND EQUIPMENT		
Property, plant and equipment	80,424,305	28,120,732
Less accumulated depreciation	<u>17,910,478</u>	<u>14,263,694</u>
	62,513,827	13,857,038
Plant under construction	<u>27,767,186</u>	<u>20,416,391</u>
	<u>90,281,013</u>	<u>34,273,429</u>
TOTAL ASSETS	<u>\$ 105,975,421</u>	<u>\$ 50,212,929</u>

The accompanying notes are an integral part of these consolidated financial statements.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**CONSOLIDATED BALANCE SHEETS
December 31, 2012 and 2011**

	2012	2011
<u>LIABILITIES AND MEMBERS' EQUITY</u>		
CURRENT LIABILITIES		
Current portion of long-term debt	\$ -	\$ 144,998
Current portion of capital leases	15,638	15,240
Accounts payable	5,864,383	4,489,802
Accrued payroll	1,123,894	371,212
Deferred revenues	1,554,069	55,975
Accrued taxes	1,186	3,821
Deferred compensation	71,714	-
	<u>8,630,884</u>	<u>5,081,048</u>
 LONG-TERM DEBT, less current portion	 <u>20,187,637</u>	 <u>7,503,828</u>
 OTHER NONCURRENT LIABILITIES AND DEFERRED CREDITS		
Obligations under capital leases, less current portion	11,993	27,631
Accrued member leases	586,870	905,431
Deferred revenues, less current portion	54,624,309	16,129,451
Deferred compensation	-	155,567
	<u>55,223,172</u>	<u>17,218,080</u>
 MEMBERS' EQUITY	 <u>21,933,728</u>	 <u>20,409,973</u>
 TOTAL LIABILITIES AND MEMBERS' EQUITY	 <u>\$ 105,975,421</u>	 <u>\$ 50,212,929</u>

The accompanying notes are an integral part of these consolidated financial statements.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**CONSOLIDATED STATEMENTS OF INCOME
Years ended December 31, 2012 and 2011**

	<u>2012</u>	<u>2011</u>
OPERATING REVENUES		
Broadband transport revenues	\$ 22,221,885	\$ 15,715,917
Tandem broadband revenues	1,338,308	1,425,351
Tandem switching revenues	792,777	856,140
Consulting revenues	508,646	439,423
Engineering revenues	45,000	27,344
Grant revenues	613,865	59,532
Miscellaneous revenue	41,757	23,501
	<u>25,562,238</u>	<u>18,547,208</u>
OPERATING EXPENSES		
Cost of services	4,210,716	3,345,675
Payroll and benefits (net of \$1,001,484 and \$1,047,192 capitalized in 2012 and 2011, respectively)	3,999,606	4,079,026
Network operations	2,425,051	1,712,740
General support expenses	590,760	572,895
Tandem switching expenses	329,983	342,168
Depreciation	3,778,903	2,671,451
General and administrative	607,347	1,125,380
Regulatory fees	20,648	37,197
General taxes	300,927	331,364
	<u>16,263,941</u>	<u>14,217,896</u>
OPERATING INCOME	<u>9,298,297</u>	<u>4,329,312</u>
OTHER INCOME (EXPENSE)		
Interest and dividend income	6,094	3,675
Allowance for funds used during construction	238,356	-
Other, net	(76,248)	(68,006)
Interest expense	(720,427)	(166,346)
	<u>(552,225)</u>	<u>(230,677)</u>
INCOME BEFORE PRE-MERGER EARNINGS	8,746,072	4,098,635
PRE-MERGER EARNINGS	<u>-</u>	<u>(1,032,460)</u>
NET INCOME	<u>\$ 8,746,072</u>	<u>\$ 3,066,175</u>

The accompanying notes are an integral part of these consolidated financial statements.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**CONSOLIDATED STATEMENTS OF MEMBERS' EQUITY
Years ended December 31, 2012 and 2011**

	<u>MNA Holdings, LLC</u>	<u>Bluebird Media, LLC</u>	<u>Total</u>
Ownership Percentage	<u>49 %</u>	<u>51 %</u>	<u>100 %</u>
Balance, March 23, 2011	\$ -	\$ -	\$ -
Merger transaction	23,800,000	-	23,800,000
Special allocations	810,585	(810,585)	-
Distributions	(6,456,202)	-	(6,456,202)
Net income	<u>3,066,175</u>	<u>-</u>	<u>3,066,175</u>
Balance, December 31, 2011	21,220,558	(810,585)	20,409,973
Distributions	(6,664,717)	(557,600)	(7,222,317)
Net income	<u>6,270,202</u>	<u>2,475,870</u>	<u>8,746,072</u>
Balance, December 31, 2012	<u>\$ 20,826,043</u>	<u>\$ 1,107,685</u>	<u>\$ 21,933,728</u>

The accompanying notes are an integral part of these consolidated financial statements.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended December 31, 2012 and 2011**

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 8,746,072	\$ 3,066,175
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	3,898,472	2,343,189
Equity earned in Illinois Network Alliance, LLC	(193,344)	-
Equity loss in unconsolidated affiliates	25,479	9,731
Patronage in business conducted with cooperatives	(4,153)	-
Patronage distributions received from business conducted with cooperatives	2,700	-
Realized loss on sale of property	52,038	55,287
Changes in assets and liabilities:		
(Increase) Decrease in:		
Receivables	334,726	(2,001,499)
Prepayments	(1,708,118)	(46,792)
Other	35,000	(90,000)
Increase (Decrease) in:		
Accounts payable	2,237,498	(2,479,060)
Accrued taxes	(2,635)	(198,563)
Deferred revenues	(374,227)	721,866
Accrued compensation	668,829	373,177
Net cash provided by operating activities	13,718,337	1,753,511
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(60,818,189)	(17,162,207)
Purchase of other investments	-	(1,000)
Purchases of equity investments	(42,106)	(87,500)
Salvage	4,000	24,758
Grant proceeds related to construction	40,048,618	15,287,784
Net cash used in investing activities	(20,807,677)	(1,938,165)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowing	16,369,696	7,503,828
Repayment of long-term debt	(3,830,885)	(921,709)
Payments of capital lease obligation	(15,240)	(3,750)
Cash received in merger transaction	-	2,373,276
Distributions	(7,229,139)	(6,467,780)
Net cash provided by financing activities	5,294,432	2,483,865
Net Increase (Decrease) in Cash and Cash Equivalents	(1,794,908)	2,299,211
Cash and Cash Equivalents at Beginning of Year	2,299,211	-
Cash and Cash Equivalents at End of Year	\$ 504,303	\$ 2,299,211

The accompanying notes are an integral part of these consolidated financial statements.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

NOTE 1. ORGANIZATION

Bluebird Network, LLC (a Missouri limited liability company) (herein referred to as "the Company") was formed to operate a fiber optic network throughout the state of Missouri. During 2011, the Company was formed to combine the resources of Missouri Network Alliance, LLC (MNA) and Bluebird Media, LLC (Media), a recipient of a grant from the National Telecommunications and Information Administration's (NTIA) Broadband Technology Opportunities Program (BTOP). This resulted in the partners of MNA forming MNA Holdings, LLC (Holdings) and contributing their ownership in MNA to Holdings. On March 23, 2011, Holdings contributed its ownership in MNA to the Company in exchange for a 49% ownership interest. Media pledged the proceeds from the BTOP grant in exchange for a 51% ownership interest.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting policies of the Company conform to accounting principles generally accepted in the United States of America. Management uses estimates and assumptions in preparing its consolidated financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management has evaluated subsequent events through February 27, 2013, the date the consolidated financial statements were available for issue.

Principles of Consolidation

The consolidated financial statements include the accounts of the parent company, Bluebird Network, LLC, and its 100%-owned subsidiaries, Missouri Network Alliance, LLC and Bluebird Media Network, LLC. All material intercompany transactions have been eliminated in consolidation.

Cash Equivalents

All highly liquid investments with a maturity of three months or less at the time of purchase are considered cash equivalents. Cash and cash equivalents are stated at fair value.

Accounts Receivable

Receivables are reported at the amounts the Company expects to collect on balances outstanding at year end. The Company monitors outstanding balances and periodically writes off balances that are determined to be uncollectible. The Company has concluded that losses on balances outstanding at year end will be immaterial.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments

Nonmarketable equity investments over which the Company has significant influence are reflected on the equity method. Other nonmarketable equity investments are stated at cost.

Goodwill

Goodwill assets deemed to have indefinite lives are stated at the lower of cost or fair value. These assets are subject to periodic impairment tests.

Property, Plant and Equipment

Property, plant and equipment is capitalized at original cost including the capitalized cost of salaries and wages, materials, certain payroll taxes, employee benefits and interest incurred during the construction period.

The Company provides for depreciation for financial reporting purposes on the straight-line method by the application of rates based on the estimated service lives of the various classes of depreciable property. These estimates are subject to change in the near term.

Long-Lived Assets

The Company would provide for impairment losses on long-lived assets when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amount. Based on current conditions, management does not believe any of its long-lived assets are impaired.

Income Taxes

Under provisions of the Internal Revenue Code, the partners include their respective shares of Company income or loss on their individual tax returns. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

The Company's tax returns for years 2011 to present remain subject to examination.

The Company has evaluated its income tax positions and has determined that there are no uncertain tax positions that need to be recorded or reported in the financial statements as of December 31, 2012.

Revenue Recognition

The Company recognizes revenues when earned regardless of the period in which they are billed. Circuit rental revenues are recognized over the period of the lease term. Consulting revenues are recognized over the period the services are performed.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition (Continued)

Tandem broadband and switching revenues are billed based upon tariffs approved and regulated by the Missouri Public Service Commission and the FCC. The tariffs are used to charge the connecting carrier and recognize revenues in the period the traffic is transported based on the minutes of traffic carried.

Fair Value Measurements

The Company determines the fair value of its financial assets and liabilities based on the fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The following three levels of inputs may be used to measure fair value:

- Level 1 Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Unless otherwise noted, book value is the same as fair market value.

Reclassifications

Certain reclassifications have been made to the 2011 consolidated financial statements to conform with the 2012 presentation.

NOTE 3. EQUITY METHOD INVESTMENTS

The Company has an 8% and 5% interest in the Illinois Network Alliance, LLC (INA) partnership as of December 31, 2012 and 2011, respectively, which operates a fiber network throughout Illinois. This investment is accounted for by the equity method. For the investments (\$461,475 and \$248,245 at December 31, 2012 and 2011, respectively) accounted for under the equity method, the Company recognizes its proportionate share of the income and losses accruing to it under the terms of its partnership agreements. As a part of the management agreement between INA and the Company, an equity stake in INA is awarded based upon obtaining certain management goals.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

NOTE 3. EQUITY METHOD INVESTMENTS (Continued)

The following is a summary of condensed financial information pertaining to the investment described above:

	December 31.	
	2012	2011
Assets	\$ 7,711,715	\$ 6,665,833
Liabilities	3,264,341	2,873,555
Equity	\$ 4,447,374	\$ 3,792,278
	Years ended December 31.	
	2012	2011
Revenues	\$ 1,576,725	\$ 1,292,351
Expenses	1,957,080	1,467,857
Net Loss	\$ (380,355)	\$ (175,506)

The Company has a 6.25% and 6.67% interest in the INDATEL Services, LLC partnership as of December 31, 2012 and 2011, respectively, which operates a nationwide fiber network. This investment is accounted for by the equity method. For the investments (\$10,642 and \$13,902 at December 31, 2012 and 2011, respectively) accounted for under the equity method, the Company recognizes its proportionate share of the income and losses accruing to it under the terms of its partnership agreements.

As of December 31, 2012 and 2011, the Company had \$2,454 and \$1,000, respectively, in cost method investments. Management determined it is not practical to estimate fair value. In accordance with generally accepted accounting principles the Company is not required to estimate fair value under these conditions.

Because of the lack of quoted market prices and the inability to estimate fair value without incurring excessive costs, management has determined it is not practical to estimate the fair value of these investments. However, management believes that the carrying amount of these investments at December 31, 2012, included in other investments is not impaired.

NOTE 4. GOODWILL

Goodwill consists of the following:

	2012	2011
Balance Beginning of Year	\$ 3,518,591	\$ -
Goodwill acquired	-	3,518,591
Balance End of Year	\$ 3,518,591	\$ 3,518,591

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

NOTE 4. GOODWILL (Continued)

The Company annually assesses its recorded balances of goodwill for impairment. The fair value of goodwill is based on Level 3 inputs of the fair value hierarchy. The estimated fair value is derived from various valuation techniques, including market capitalization, comparable sales, discounted cash flows. As a result, the Company determined no impairment needed to be recorded for the years ended December 31, 2012 and 2011.

NOTE 5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment includes the following:

	2012	2011
Property, plant and equipment:		
Land and right of way	\$ 12,615,000	\$ -
Buildings	3,165,713	-
Leasehold improvements	137,773	144,194
Vehicles and work equipment	852,720	768,426
Furniture and office equipment	1,038,966	717,975
Switching equipment	24,613,505	18,638,927
Fiber optic facilities	38,000,628	7,851,210
 Total property, plant and equipment	 \$ 80,424,305	 \$ 28,120,732

Depreciation on depreciable property resulted in composite rates of 7.22% and 9.92% for 2012 and 2011, respectively.

Depreciation expense was \$3,898,472 and \$2,788,615 for the years ending December 31, 2012 and 2011, respectively.

NOTE 6. BROADBAND INITIATIVES PROGRAM GRANT

In 2010, the Company signed an agreement with the National Telecommunications and Information Administration (NTIA) under its Broadband Technology Opportunities Program. In accordance with the Agreement, the Company shall receive grants in the amount of \$45,145,250 over a maximum three-year period to finance the construction of a broadband infrastructure project (Northern Missouri Ultra-High Capacity Middle Mile) to serve certain designated areas in northern Missouri. The Company is required to provide a 30% match of funds as part of the grant agreement. The match is made up of \$9,158,100 in cash contributions and a \$10,500,000 in-kind contribution. During 2012, the Company received the in-kind contribution at a value of \$12,615,000. The Company recognizes grants receivable when grant approved project costs have been incurred.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

**NOTE 6. BROADBAND TECHNOLOGY OPPORTUNITIES PROGRAM GRANT
(Continued)**

Under the grant, the NTIA retains a security interest in the property and, accordingly, must provide consent for the sale of the property to a third party or affiliate. In addition, the agreement contains other provisions including an obligation to provide broadband services on an open access network for the term of the agreement and the composite economic life (15 years) of the facilities financed by the grant.

As of December 31, 2012, the Company has incurred costs of \$33,792,148 and has submitted requests for funds in the amount of \$28,047,483. Of this amount, \$26,307,711 has been received at December 31, 2012. At December 31, 2011, the Company had incurred costs of \$18,727,947 and had submitted requests for funds in the amount of \$15,347,315 related to the Project. Of this amount, \$13,123,019 had been received at December 31, 2011.

As of December 31, 2012 and 2011, \$55,336,401 and \$15,287,784, respectively, was included as deferred revenue to be amortized over the life of the plant investment acquired with the grant (\$560,130 and \$1,122 was amortized in 2012 and 2011, respectively) with \$53,736 and \$58,408 as a reduction in operating expense at December 31, 2012 and 2011, respectively. The fair market value of deferred revenues is \$32,040,000 at December 31, 2012.

	2012	2011
Total deferred grant revenues	\$ 55,336,401	\$ 15,287,784
Less current portion	<u>1,508,759</u>	<u>-</u>
	<u>\$ 53,827,642</u>	<u>\$ 15,287,784</u>

NOTE 7. LONG-TERM DEBT

Long-term debt consists of:

	2012	2011
Member loan - 6.5%	\$ -	\$ 144,998
CoBank - variable	1,187,637	7,503,828
CoBank - 2.69%	10,000,000	-
CoBank - 3.80%	5,000,000	-
CoBank - 3.3125%	<u>4,000,000</u>	<u>-</u>
Total long-term debt	20,187,637	7,648,826
Less current portion	<u>-</u>	<u>144,998</u>
	<u>\$ 20,187,637</u>	<u>\$ 7,503,828</u>

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

NOTE 7. LONG-TERM DEBT (Continued)

The annual requirements for principal payments on long-term debt for the next year is as follows:

2014	138,871
2015	282,081
2016	296,452
2017	311,555

Substantially all assets of the Company are pledged as security for the long-term debt under certain loan agreements with CoBank. The principal portion of these mortgage notes are to be repaid in equal quarterly installments when the outstanding loan balance exceeds the original loan commitment balance. The original loan commitment balance (\$20,000,000) is lowered by \$250,000 per quarter starting December 31, 2012, until the loan commitment is reduced to zero. Interest is paid quarterly at 5.5%. The note was set to expire by June 30, 2016.

In June 2012, prior outstanding loans were restructured and the Company converted to a new line of credit with a maximum borrowing amount of \$26,000,000. The maximum line of credit may be increased quarterly after September 30, 2012, based upon various requirements until reaching a maximum borrowing amount of \$32,000,000. For the period beginning September 30, 2014, through June 30, 2015, the loan commitment will be reduced \$1,000,000 each quarter. For the period September 30, 2015 through March 31, 2018, the loan commitment will be reduced \$1,400,000 each quarter. These loans are short-term and usually repaid in less than one year with another portion that is a 6 year loan. During the next 6 years, the remaining line of credit can be used and new longer term loans can be established. The new line of credit is set to mature on June 30, 2018.

The security and loan agreements underlying the CoBank notes contain certain restrictions on distributions to stockholders, and investment in or loans to others. The Company is required to maintain certain financial ratios for leverage, fixed charge coverage and equity to assets, and is required to maintain a minimum liquidity.

Cash paid for interest, net of amounts capitalized, for 2012 and 2011 totaled \$354,025 and \$166,346, respectively.

Unadvanced funds at December 31, 2012 for long-term notes and lines of credit total \$5,812,363.

The fair value of long-term debt is \$20,082,496 as of December 31, 2012.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

NOTE 8. DEFINED BENEFIT PENSION PLAN

The Company provides an optional savings plan administered by the National Telephone Cooperative Association (NTCA) for its employees. Employees are allowed to contribute up to 6% of their salary. The Company contributes under a matching formula up to 2% of the employees' salaries in addition to the voluntary contribution. Savings plan costs, expensed and capitalized, for the years ending December 31, 2012 and 2011, totaled \$344,333 and \$337,065, respectively.

NOTE 9. LEASE COMMITMENTS

The Company is obligated under certain non-cancelable operating leases. Assets held under these leases consist of fiber and other facilities. Most of these operating leases provide the Company the option after the initial lease term to renew its lease for periods ranging from one month to five years. Lease costs for the year ended December 31, 2012 and 2011, were \$563,449 and \$477,326, respectively.

Certain leases contain prepayment clauses requiring up-front payments for the contract term, which are then amortized by the Company over the lease term. The prepaid balances are reflected on the Consolidated Balance Sheets as current and long-term operating leases. The fair value of these lease commitments is \$4,980,00 at December 31, 2012.

Amortized expense for operating leases, having initial or remaining non-cancelable terms in excess of one year are as follows:

<u>Year ending December 31.</u>	<u>Amount</u>
2013	\$ 659,056
2014	702,846
2015	702,846
2016	702,846
2017	702,846

NOTE 10. CAPITAL LEASE OBLIGATIONS

The Company is leasing two trucks, each requiring monthly payments of \$673, inclusive of interest at 2.568% per annum. The leases expire in September 2014 with a purchase option for \$1 at the end of the lease.

At December 31, 2012 and 2011, obligations under capital leases were as follows:

	<u>2012</u>	<u>2011</u>
Trucks	\$ 27,631	\$ 42,871
Less current portion	<u>15,638</u>	<u>15,240</u>
	<u>\$ 11,993</u>	<u>\$ 27,631</u>

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

NOTE 10. CAPITAL LEASE OBLIGATIONS (Continued)

Future minimum lease payments under capital leases for the next two years is as follows:

2013	\$	15,638
2014		11,993

NOTE 11. RELATED PARTY TRANSACTIONS

The Company provides broadband transport to member investors. Revenues recognized were \$2,534,366 and \$2,267,444 in 2012 and 2011, respectively.

The Company leases fiber networks from its member investors and others to complete a ring architecture network. Expenses recognized in network operations for 2012 and 2011 were \$222,961 and \$22,252, respectively. Expenses recognized in cost of services for 2012 and 2011 were \$1,559,510 and \$779,524, respectively.

The Company holds notes payable to its member investors. Expenses recognized in interest expense for 2012 and 2011 were \$23,562 and \$110,997, respectively. Cash financing activities for 2012 and 2011 included \$144,995 and \$1,117,459, respectively, relating to repayments of long-term debt to member investors.

Noncash financing activities included \$114,817 and \$121,640, for the years ended December 31, 2012 and 2011, respectively, relating to distributions declared to member investors which are reflected in accounts payable at year end.

NOTE 12. CONCENTRATIONS OF CREDIT RISK

In 2012, the Company received 36% of its revenue from two customers. The Company may be subject to competition for telecommunications services including telecommunications exchange services offered by other providers in the franchised area.

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash equivalents and temporary investments.

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

NOTE 13. PURCHASE COMMITMENTS

The Company has entered into purchase commitments totaling \$36,086,007 and \$25,244,733 for plant to be placed into service during 2012 and 2011, respectively. Of this total, approximately \$30,561,115 is included in plant in service and plant under construction at December 31, 2012.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

NOTE 14. NONCASH INVESTING ACTIVITIES

Noncash investing activities included \$4,665,843 and \$5,521,937 during the years ended December 31, 2012 and 2011, respectively, relating to plant and equipment additions placed in service or under construction during 2012 and 2011, respectively, which are reflected in accounts payable at year end.

NOTE 15. MERGER

On March 23, 2011, the Company acquired 100% of the ownership of Missouri Network Alliance, LLC (MNA), which provides broadband transport services. In exchange for the ownership in MNA, 49% ownership in the Company was given to MNA Holdings, LLC (Holdings). Holdings will be given \$17 million in preferred income and distribution rights from the earnings and operating cashflow of the Company. Holdings and Bluebird Media, LLC agree to jointly obtain additional capital and working capital of \$9,158,100 for build-out of facilities and expenses projected to be incurred. The Company acquired equity in MNA worth \$23,800,000 which was allocated as follows:

Description	MNA	Bluebird Media Network, LLC	Total
Cash	\$ 2,373,276	\$ -	\$ 2,373,276
Receivables	793,686	-	793,686
Operating leases	6,926,576	-	6,926,576
Investments	184,378	-	184,378
Goodwill	3,518,591	-	3,518,591
Plant	14,143,450	-	14,143,450
Accounts payable and other liabilities	(2,979,083)	-	(2,979,083)
Unearned revenue	(94,167)	-	(94,167)
Notes payable	(1,066,707)	-	(1,066,707)
Members' equity	<u>\$ 23,800,000</u>	<u>\$ -</u>	<u>\$ 23,800,000</u>

NOTE 16. SPECIAL ALLOCATIONS

As part of the merger agreement on March 23, 2011, Holdings was given rights to \$17 million in preferred distributions. Per the agreement, these distributions are to be made over a three year period, based upon available cash flow. If the distribution in any of the three years exceeds net income, it triggers a special allocation under the guaranteed payment rules of IRS Code Section 707(c). During the years ended December 31, 2012 and 2011, a special allocation of \$3,471,470 and \$810,585 was recognized.

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2012 and 2011**

NOTE 17. CONTINGENCIES

The Company and its subsidiaries are defendants in a number of claims relating to matters arising in the ordinary course of business. Certain of the claims are insured but subject to varying deductibles and certain of the claims are uninsured. The Company has also been named as a defendant in a civil action in U.S. District Court challenging its application and receipt of NTIA and MODOT grant funds. The Company is investigating the claims against it and intends to vigorously defend these actions. The amount of liability, if any, from the claims cannot be determined with certainty; however, management is of the opinion that the outcome of the claims will not have a material adverse impact on the consolidated financial position.

SUPPLEMENTARY INFORMATION



**INDEPENDENT AUDITOR'S REPORT ON
SUPPLEMENTARY INFORMATION**

To the Board of Directors
Bluebird Network, LLC and Subsidiaries
Columbia, Missouri

We have audited the consolidated financial statements of Bluebird Network, LLC and subsidiaries as of and for the years ended December 31, 2012 and 2011, and have issued our report thereon dated February 27, 2013, which contained an unmodified opinion on those consolidated financial statements. Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating supplementary information is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

Kiesling Associates LLP

West Des Moines, Iowa
February 27, 2013

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**CONSOLIDATING BALANCE SHEET
December 31, 2012**

ASSETS

	Bluebird Network, LLC	Missouri Network Alliance, LLC	Bluebird Media Network, LLC	Intercompany Eliminations	Consolidated
CURRENT ASSETS					
Cash and cash equivalents	\$ -	\$ 161,552	\$ 342,751	\$ -	\$ 504,303
Accounts receivable:					
Affiliates	114,817	63,665	34,773	(213,255)	-
Accounts receivable	-	720,686	1,739,773	-	2,460,459
Prepayments	-	171,942	-	-	171,942
Current portion of operating leases	-	550,096	108,960	-	659,056
	<u>114,817</u>	<u>1,667,941</u>	<u>2,226,257</u>	<u>(213,255)</u>	<u>3,795,760</u>
OTHER NONCURRENT ASSETS					
Investment in affiliates	21,933,728	-	-	(21,933,728)	-
Partnership investments	-	474,571	-	-	474,571
Deferred debt issuance costs	-	55,000	-	-	55,000
Long-term operating leases, less current portion	-	5,990,784	1,859,702	-	7,850,486
Goodwill	-	3,518,591	-	-	3,518,591
	<u>21,933,728</u>	<u>10,038,946</u>	<u>1,859,702</u>	<u>(21,933,728)</u>	<u>11,898,648</u>
PROPERTY, PLANT AND EQUIPMENT					
Property, plant and equipment	-	40,280,281	40,144,024	-	80,424,305
Less accumulated depreciation	-	17,233,662	676,816	-	17,910,478
	-	23,046,619	39,467,208	-	62,513,827
Plant under construction	-	3,934,702	23,832,484	-	27,767,186
	-	26,981,321	63,299,692	-	90,281,013
TOTAL ASSETS	<u>\$ 22,048,545</u>	<u>\$ 38,688,208</u>	<u>\$ 67,385,651</u>	<u>\$ (22,146,983)</u>	<u>\$ 105,975,421</u>

See Independent Auditor's Report on Supplementary Information

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**CONSOLIDATING BALANCE SHEET
December 31, 2012**

LIABILITIES AND MEMBERS' EQUITY

	<u>Bluebird Network, LLC</u>	<u>Missouri Network Alliance, LLC</u>	<u>Bluebird Media Network, LLC</u>	<u>Intercompany Eliminations</u>	<u>Consolidated</u>
CURRENT LIABILITIES					
Current portion of capital leases	\$ -	\$ 15,638	\$ -	\$ -	\$ 15,638
Accounts payable:					
Affiliates	-	149,590	63,665	(213,255)	-
Accounts payable	114,817	2,167,225	3,582,341	-	5,864,383
Accrued payroll	-	1,123,894	-	-	1,123,894
Deferred revenues	-	45,310	1,508,759	-	1,554,069
Accrued taxes	-	1,186	-	-	1,186
Deferred compensation	-	71,714	-	-	71,714
	<u>114,817</u>	<u>3,574,557</u>	<u>5,154,765</u>	<u>(213,255)</u>	<u>8,630,884</u>
LONG-TERM DEBT, less current portion	<u>-</u>	<u>20,187,637</u>	<u>-</u>	<u>-</u>	<u>20,187,637</u>
OTHER NONCURRENT LIABILITIES AND DEFERRED CREDITS					
Obligations under capital leases, less current portion	-	11,993	-	-	11,993
Accrued member leases	-	586,870	-	-	586,870
Deferred revenues, less current portion	-	796,667	53,827,642	-	54,624,309
	<u>-</u>	<u>1,395,530</u>	<u>53,827,642</u>	<u>-</u>	<u>55,223,172</u>
MEMBERS' EQUITY	<u>21,933,728</u>	<u>13,530,484</u>	<u>8,403,244</u>	<u>(21,933,728)</u>	<u>21,933,728</u>
TOTAL LIABILITIES AND MEMBERS' EQUITY	<u>\$ 22,048,545</u>	<u>\$ 38,688,208</u>	<u>\$ 67,385,651</u>	<u>\$ (22,146,983)</u>	<u>\$ 105,975,421</u>

See Independent Auditor's Report on Supplementary Information

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**CONSOLIDATING STATEMENT OF INCOME
Year ended December 31, 2012**

	Bluebird Network, LLC	Missouri Network Alliance, LLC	Bluebird Media Network, LLC	Intercompany Eliminations	Consolidated
OPERATING REVENUES					
Broadband transport revenues	\$ -	\$ 22,221,885	\$ -	\$ -	\$ 22,221,885
Tandem broadband revenues	-	1,338,308	-	-	1,338,308
Tandem switching revenues	-	792,777	-	-	792,777
Consulting revenues	-	508,646	-	-	508,646
Engineering revenues	-	45,000	-	-	45,000
Grant revenues	-	-	613,865	-	613,865
Miscellaneous revenue	-	41,757	-	-	41,757
	<u>-</u>	<u>24,948,373</u>	<u>613,865</u>	<u>-</u>	<u>25,562,238</u>
OPERATING EXPENSES					
Cost of services	-	4,210,716	-	-	4,210,716
Payroll and benefits (net of \$1,001,484 capitalized in 2012)	-	3,999,606	-	-	3,999,606
Network operations	-	2,227,019	198,032	-	2,425,051
General support expenses	-	590,760	-	-	590,760
Tandem switching expenses	-	329,983	-	-	329,983
Depreciation	-	3,104,048	674,855	-	3,778,903
General and administrative	30,000	530,142	47,205	-	607,347
Regulatory fees	-	20,648	-	-	20,648
General taxes	-	300,927	-	-	300,927
	<u>30,000</u>	<u>15,313,849</u>	<u>920,092</u>	<u>-</u>	<u>16,263,941</u>
OPERATING INCOME (LOSS)	<u>(30,000)</u>	<u>9,634,524</u>	<u>(306,227)</u>	<u>-</u>	<u>9,298,297</u>
OTHER INCOME (EXPENSE)					
Interest and dividend income	-	4,750	1,344	-	6,094
Allowance for funds used during construction	-	238,356	-	-	238,356
Other, net	-	(76,248)	-	-	(76,248)
Interest expense	-	(720,427)	-	-	(720,427)
	<u>-</u>	<u>(553,569)</u>	<u>1,344</u>	<u>-</u>	<u>(552,225)</u>
INCOME (LOSS) BEFORE EQUITY EARNINGS OF SUBSIDIARIES	<u>(30,000)</u>	<u>9,080,955</u>	<u>(304,883)</u>	<u>-</u>	<u>8,746,072</u>
EQUITY EARNINGS OF SUBSIDIARIES	<u>8,776,072</u>	<u>-</u>	<u>-</u>	<u>(8,776,072)</u>	<u>-</u>
NET INCOME (LOSS)	<u>\$ 8,746,072</u>	<u>\$ 9,080,955</u>	<u>\$ (304,883)</u>	<u>\$ (8,776,072)</u>	<u>\$ 8,746,072</u>

See Independent Auditor's Report on Supplementary Information

**BLUEBIRD NETWORK, LLC
COLUMBIA, MISSOURI**

**SCHEDULE OF BOOK CAPITAL ACCOUNTS
December 31, 2012**

	Ownership Percentage 12/31/2011	Balance December 31, 2011	Grant Proceeds	Distributions	Special Allocation	Net Income	Balance December 31, 2012
Bluebird Media, LLC	51.00000 %	\$ 14,515,440	\$ 40,683,773	\$ (557,600)	-	\$ 2,475,870	\$ 57,117,483
MNA Holdings, LLC	49.00000 %	53,065,808	-	(6,664,716)	3,429,108	2,841,094	52,671,294
	<u>100.00000 %</u>	<u>\$ 67,581,248</u>	<u>\$ 40,683,773</u>	<u>\$ (7,222,316)</u>	<u>\$ 3,429,108</u>	<u>\$ 5,316,964</u>	<u>\$ 109,788,777</u>

See Independent Auditor's Report on Supplementary Information



To the Board of Directors
Bluebird Network, LLC and Subsidiaries
Columbia, Missouri

In planning and performing our audit of the consolidated financial statements of Bluebird Network, LLC and subsidiaries as of and for the year ended December 31, 2012, in accordance with auditing standards generally accepted in the United States of America, we considered Bluebird Network, LLC's internal control over financial reporting (internal control) as a basis for designing our auditing procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control over financial reporting that might be material weaknesses or significant deficiencies, and therefore, material weaknesses or significant deficiencies may exist that were not identified. However, as discussed below, we identified certain deficiencies in internal control over financial reporting that we consider to be material weaknesses and other deficiencies that we consider to be significant deficiencies.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's consolidated financial statements will not be prevented or detected and corrected on a timely basis. We consider the following deficiency in the Company's internal control to be a material weakness:

- **Comment:** The Company has a limited number of employees, and while it has tried to segregate incompatible duties as much as possible, it is difficult to segregate duties among contracted employees in all areas to prevent an individual contracted employee from handling duties which are incompatible.

Potential Effects: Due to the lack of segregation of duties, there is a potential for an employee to perpetrate and conceal a theft of assets from the Company.

A significant deficiency is a deficiency, or combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We consider the following deficiency in the Company's internal control to be a significant deficiency:

To the Board of Directors
Bluebird Network, LLC and Subsidiaries
Page 2

- **Comment:** The Company has a limited number of employees, as a result, it has utilized accounting assistance from another party to draft financial statements. While the Company reviews and approves the results of these activities, they recognize these activities meet the definition of a significant deficiency as defined above. The Company believes this approach provides a cost effective solution in light of their limited resources.

Potential Effects: Lack of knowledge and experience in preparing financial statements and normal closing entries could result in incomplete disclosures and/or incorrect presentation of information which could have an adverse impact to investors relying on the financial statements.

This communication is intended solely for the information and use of the board of directors and management of the Company and is not intended to be and should not be used by anyone other than these specified parties.

Kresting Associates LLP

West Des Moines, Iowa
February 27, 2013



To the Board of Directors
Bluebird Network, LLC and Subsidiaries
Columbia, Missouri

We have audited the consolidated financial statements of Bluebird Network, LLC and subsidiaries, as of and for the year ended December 31, 2012, and have issued our report thereon dated February 27, 2013.

Professional standards require the auditor to communicate certain matters to those charged with governance. The following comments regarding our responsibilities and results of our audit of the consolidated financial statements of Bluebird Network, LLC and subsidiaries for the year ended December 31, 2012, will assist you in overseeing the financial reporting and disclosure process for which management is responsible.

Our Responsibility under Generally Accepted Auditing Standards

Our responsibility as described by professional standards and stated in our engagement letter, is to express an opinion about whether the consolidated financial statements prepared by management with your oversight are fairly presented, in all material respects, in conformity with accounting principles generally accepted in the United States of America. Our audit of the consolidated financial statements does not relieve you or management of your responsibilities. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable, but not absolute, assurance that the consolidated financial statements are free of material misstatement and are fairly presented in accordance with accounting principles generally accepted in the United States of America. Because an audit is designed to provide reasonable, but not absolute, assurance and because we did not perform a detailed examination of all transactions, there is a risk that material errors, fraud or other illegal acts may exist and not be detected by us.

As part of our audit, we considered the internal control of Bluebird Network, LLC and subsidiaries. Such considerations were solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control. We are responsible for communicating significant matters related to the audit that are, in our professional judgment, relevant to your responsibilities in overseeing the financial reporting process. However, we are not required to design procedures specifically to identify such matters. We are also responsible for communicating matters required by law, regulation, agreement or other requirements applicable to the engagement to you.

Other Client Information Presented with the Consolidated Financial Statements

Our responsibility with respect to the supplementary information included with the consolidated financial statements is as described in our report thereon dated February 27, 2013.

Planned Scope and Timing of the Audit

We performed the audit according to the planned scope and timing previously communicated to you in our engagement letter.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies.

The significant accounting policies of the Company are described in footnotes to the consolidated financial statements. No new accounting policies were adopted and the application of existing policies was not changed during the year ended December 31, 2012.

Accounting estimates are an integral part of the consolidated financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the consolidated financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

There are no sensitive accounting estimates, other than depreciation rates as described in Note 1, included in the consolidated financial statements for the year ended December 31, 2012. As part of our audit, we compared the Company's depreciation rates to average rates used within the telecommunications industry. We have also discussed with management the Company's long-range plant replacement plans and have determined the current depreciation rates to be consistent with those plans.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

Our management letter and our report on internal control both dated February 27, 2013, comment on other findings and recommendations.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting or auditing matter, whether or not resolved to our satisfaction, that could be significant to the consolidated financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit that individually or in the aggregate were of such significance that reference to the subject matter would have been made in our reports.

To the Board of Directors
Bluebird Network, LLC and Subsidiaries
Page 3

Management Representations

We have requested certain representations from management that are included in the management representation letter dated February 27, 2013.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Company's consolidated financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Company's auditor. However, these communications occurred in the normal course of our professional relationship and to our knowledge our responses were not a condition to our retention.

This letter is intended solely for the information and use of the board of directors and management of the Company and is not intended to be and should not be used by anyone other than these specified parties.

Kresling Associates, LLC

West Des Moines, Iowa
February 27, 2013

EXHIBIT F
PROOF OF INCORPORATION

**ARTICLES OF ORGANIZATION
OF
MISSOURI NETWORK ALLIANCE, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Missouri Limited Liability Company Act, hereby adopts the following Articles of Organization:

ARTICLE I

The name of the limited liability company is MISSOURI NETWORK ALLIANCE, L.L.C. (the "Company").

ARTICLE II

The purposes for which the Company is formed are (a) to provide all forms of communication goods and services within and beyond the State of Missouri; and (b) the transaction of any or all lawful business for which a limited liability company may be organized under Sections 347.010 to 347.187 of the Revised Statutes of Missouri. The enumeration of purposes and powers herein shall not be deemed to exclude or in any way limit by inference any purposes or powers which this Company has power to exercise, whether expressly by the laws of the State of Missouri, now or hereafter in effect or implied by any reasonable construction of such laws.

ARTICLE III

The address, including street and number, if any, of the registered office and name of the registered agent in the State of Missouri is:

John M. Keller
Dunn Keller Gillespie
Johnston & Latz, L.C.
406 Plaza Center Building
800 West 47th Street
Kansas City, Missouri 64112

FILED

MAY 21 1999

Rebecca McDowell Clark
SECRETARY OF STATE

ARTICLE IV

The management of the Company is vested in one or more managers of the Company pursuant to, and in accordance with, the Company's Operating Agreement initially approved by all members of the Company.

ARTICLE V

The latest date on which the Company is to dissolve is December 31, 2029.

ARTICLE VI

The name and address of the organizer of the Company is:

John M. Keller
Dunn Keller Gillespie
Johnston & Latz, L.C.
406 Plaza Center Building
800 West 47th Street
Kansas City, Missouri 64112

ARTICLE VII

A. Any member of this Company acting in the capacity of manager shall not be personally liable to the Company or its members for monetary damages for breach of fiduciary duty except for liability arising out of (i) any breach of the member's duty of loyalty to the Company or its members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) a transaction from which the member derived an improper personal benefit.

B. Each individual who acts in the capacity as manager of the Company (and the heirs, executors, personal representatives or administrators of such individual) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was acting as a manager of the Company or is or was serving at the request of the Company as a manager, director, officer, partner, trustee, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Article shall be a contract right.

C. The Company may provide indemnification to such of the members, officers, employees and agents of the Company to such extent and to such effect as the members shall determine to be appropriate and authorized by applicable law.

D. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of organization or operating agreement of the Company, agreement, vote of members or otherwise.

E. Any repeal or amendment of this Article by the members of the Company shall

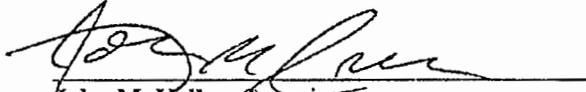
not adversely affect any right or protection of any member who incurred any such indemnified liability prior to the time of such repeal or amendment.

ARTICLE VIII

Solely for purposes of filing federal and state income tax returns and for the purpose of determining income tax treatment under the Internal Revenue Code of 1986, as amended, the Company shall be considered a partnership rather than a corporation. The Members shall not be partners one to another, or partners as to any third party. To the extent any member, by word or action, represents to another person that any other member is a partner or that the Company is a partnership (other than for federal and state income tax purposes), the member making such wrongful representation shall be liable to any other member who incurs personal liability by reason of such wrongful representation.

The undersigned organizer hereby affirms, under the penalties of perjury, that the facts stated in these Articles of Organization are true and that the undersigned is duly authorized to execute these Articles.

IN WITNESS WHEREOF, the undersigned organizer of the Company, hereby executes these Articles of Organization on the 19th day of May, 1999.



John M. Keller, Organizer

ACKNOWLEDGEMENT

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

On this 19th day of May, 1999, before me appeared John M. Keller, to me personally known, who, being by me duly sworn, acknowledged such instrument to be the free act and deed of the limited liability company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.

Jennifer L. Leap
Notary Public

JENNIFER L. LEAP
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
My Commission Expires: Dec. 1, 2000

My Commission Expires:

12-01-00

FILED

MAY 21 1999

Rebecca McDowell Cook
SECRETARY OF STATE

EXHIBIT G

KANSAS SECRETARY OF STATE AUTHORITY

**STATE OF KANSAS
OFFICE OF
SECRETARY OF STATE
KRIS W. KOBACH**

I, KRIS W. KOBACH, Secretary of State of the state of Kansas, do hereby certify, that according to the records of this office.

Business Entity ID Number: 4748505

Entity Name: MISSOURI NETWORK ALLIANCE, L.L.C.

Entity Type: FOR: LTD LIABILITY COMPANY

State of Organization: MO

Resident Agent: NATIONAL CORPORATE RESEARCH, LTD.

Registered Office: 2101 S.W 21ST STREET, TOPEKA, KS 66604

was filed in this office on September 04, 2013, and is in good standing, having fully complied with all requirements of this office.

No information is available from this office regarding the financial condition, business activity or practices of this entity.



In testimony whereof I execute this certificate and affix the seal of the Secretary of State of the state of Kansas on this day of October 14, 2013

A handwritten signature in black ink that reads "Kris W. Kobach". The signature is written in a cursive, flowing style.

**KRIS W. KOBACH
SECRETARY OF STATE**

Certificate ID: 590020 - To verify the validity of this certificate please visit <https://www.kansas.gov/bess/flow/validate> and enter the certificate ID number.

KRIS W. KOBACH
Secretary of State



Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

September 04, 2013

ALDERSON, ALDERSON

RE: MISSOURI NETWORK ALLIANCE, L.L.C.

ID. # 4748505 (USE IN ALL CORRESPONDENCE WITH OUR OFFICE)

Enclosed is certified copy of the foreign limited liability company application for registration in the state of Kansas. Your foreign limited liability company's business entity identification number is at the top of this page. This business entity identification number should be used in all correspondence with our office.

Every foreign limited liability company must file an annual report with our office and pay a filing fee. The annual report and fee are due together on the 15th day of the fourth month following the tax closing month. (For example, if the tax closing month is December, the due date is April 15 of the following year). The annual report may be filed as early as January 1. An annual report is not required if the company has not been incorporated for six months prior to its first tax year end. If the company operates on a tax year end other than the calendar year, you must notify our office in writing prior to December 31.

The annual report may be filed electronically at www.sos.ks.gov or you may obtain a paper form from the Web site.

PLEASE NOTE: For information regarding taxes, contact the Kansas Department of Revenue at (785) 368-8222 or www.ksrevenue.org.

gmc

4748505

FL 51-10	KANSAS SECRETARY OF STATE
	Foreign Limited Liability Company Application
CONTACT: Kansas Office of the Secretary of State	
Memorial Hall, 1st Floor 120 S.W. 10th Avenue Topeka, KS 66612-1594	(785) 296-4564 kssos@sos.ks.gov www.sos.ks.gov

2804 01 051 010 \$165.00	FILED BY KS SOS 09-04-2013 1 03:52:47 PM FILE#: 4748505
 03624579	

i INSTRUCTIONS: All information must be completed or this document will not be accepted for filing.
Please read instructions sheet before completing.

1. Name of the limited liability company: <i>Name of company must match the name on record with the home state</i>	Missouri Network Alliance, L.L.C.
2. State/Country of organization:	Missouri
3. Date of organization in home state:	05/21/1999
4. Began doing business in Kansas:	<input checked="" type="checkbox"/> Upon qualification
5. Name of the resident agent and address of the registered office in Kansas: <i>Address must be a street address. A.P.O. box is unacceptable</i>	National Corporate Research, Ltd. 2101 S.W 21st Street Topeka, Kansas 66604
6. Mailing address: <i>This address will be used to send official mail from the Secretary of State's office</i>	Chris Bach 213 N. Stadlum Blvd. Ste. 202 Columbia, MO 65203 United States
7. Tax closing month:	December
8. Full nature and character of the business to be conducted in Kansas:	Unregulated telecommunications.

GMC

9. If management vests with members, please provide the name and address of each member. If management vests with managers, please provide the name and address of each manager:

Do not leave blank

If additional space is needed please provide an attachment

1)	Michael C. Morey, Manager				
	<i>Name</i>				
	213 N. Stadium Blvd. Ste. 202, Columbia	MO	65203	US	
	<i>Mailing address</i>	<i>City</i>	<i>State</i>	<i>Zip</i>	<i>Country</i>
2)	Chris Bach, CFO				
	<i>Name</i>				
	213 N. Stadium Blvd. Ste. 202, Columbia	MO	65203	US	
	<i>Mailing address</i>	<i>City</i>	<i>State</i>	<i>Zip</i>	<i>Country</i>
3)	<i>Name</i>				
	<i>Mailing address</i>	<i>City</i>	<i>State</i>	<i>Zip</i>	<i>Country</i>
4)	<i>Name</i>				
	<i>Mailing address</i>	<i>City</i>	<i>State</i>	<i>Zip</i>	<i>Country</i>

10. The limited liability company hereby consents, without power of revocation, that actions may be commenced against it in the proper court of any county in the state of Kansas where there is proper venue by service of process on the Secretary of State of the State of Kansas; and the limited liability company stipulates and agrees that such service shall be taken and held in all courts to be valid and binding as if due service had been made upon the members of the foreign limited liability company.

11. I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct and that the company is in good standing in its home state, and I have remitted the required fee.

Michael C. Morey

Signature of manager or member

8/14/13

Date (month, day, year)

EXHIBIT H
SAMPLE CUSTOMER BILL

Missouri Network Alliance, LLC DBA Bluebird Network, LLC
800 NW Chipman Road, Suite 5750
Lees Summit, MO 64063



Billing Inquiries: Jesse.Goble@bluebirdnetwork.com

Attn:

Sedalia, MO 65301-

BAN
INVOICE NUM
INVOICE DAT 10/1/2013
DUE DATE NET 30
SERVICE DAT October 2013

ACCOUNT SUMMARY

PREVIOUS BALANCE	\$	
PAYMENTS	\$	
BALANCE PAST DUE		\$
CURRENT CHARGES		\$
TOTAL AMOUNT DUE		\$

REMOVE AND RETURN THE LOWER SECTION WITH YOUR PAYMENT. THANK YOU.

SEND PAYMENTS TO:
Missouri Network Alliance, LLC
DBA Bluebird Network, LLC
800 NW Chipman Road, Suite 5750
Lees Summit, MO 64063

AMOUNT PAID

Attn:

Sedalia, MO 65301

Invoice Numbe
Invoice Date 10/1/2013
BAN

remit to:

INVOICE

Missouri Network Alliance, LLC DBA Bluebird Network, LLC
800 NW Chipman Road Suite 5750 Lees Summit, MO 64063-

InvoiceNo:

Due: Net 30

Attn:

Billing Account Code:

Sedalia, MO 65301

Invoice Date 10/01/2013

Invoice For Month Of: October

Circuit

<i>Serv. Month</i>	<i>Description</i>	<i>UnitRate</i>	<i>Units:</i>	<i>Amount</i>
Oct	INET-1 Internet Backbone	\$	1	\$
Oct	IP ADDR IP Addresses	\$	1	\$

A Location:

Z Location:

Purchase Order Number

Origin Date: 2/18/2009

Circuit Total: \$

INVOICE TOTAL: \$

CCG Consulting, LLC

Received
on

10806 Garrison Hollow Rd.

Clear Spring, MD 21722

301-788-6889

tfireccg@myactv.net

OCT 28 2013

October 22, 2013

by
State Corporation Commission
of Kansas

Executive Director
Kansas Corporation Commission
1500 SW Arrowhead Road
Topeka, KS 66604-4027

check #5250
enclosed for fee
\$250.00
CLEC APP

RE: Application for a Certificate of Convenience and Authority to Provide
Facilities-Based Retail and Wholesale Switched Local Exchange,
Exchange Access, and Interexchange Service within the State of Kansas

Dear Executive Director:

Missouri Network Alliance, LLC dba Bluebird Network, LLC hereby submits the enclosed Application, seeking authority to operate as a provider of facilities-based retail and wholesale switched local exchange, exchange access, and interexchange service, within the State of Kansas. An original and eight (8) copies are provided. Please date stamp one copy and return it to the undersigned in the postage-paid envelope provided.

Should there be any questions or additional information required, please do not hesitate to contact me at 301-788-6889 or tfireccg@myactv.net. Thank you!

Sincerely,



Terri K. Firestein
Sr. Director
Consultant to
Missouri Network
Alliance, LLC

Enclosures