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BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF CALIFORNIA

In the Matter of the Application of Audeamus, LLC (U 6217 C) dba Sebastian to Modify Resolution T-17245	A. _____

A1002013

APPLICATION TO MODIFY

RESOLUTION T-17245

OF

AUDEAMUS, LLC (U 6217 C)

(dba SEBASTIAN)

E. Garth Black
Mark P. Schreiber
Patrick M. Rosvall
COOPER, WHITE & COOPER LLP
201 California Street, 17th Floor
San Francisco, CA 94111
Telephone: (415) 433-1900
Fax: (415) 433-5530

Attorneys for Audeamus, LLC

February 12, 2010

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I. INTRODUCTION.

Pursuant to Rule 16.4 of the California Public Utilities Commission's ("Commission" or "CPUC") Rules of Practice and Procedure ("Rules"), Audeamus, LLC (U 6217 C) (dba Sebastian) ("Audeamus") hereby files this Application to Modify ("Application") Resolution T-17245 ("Resolution"), the resolution awarding CASF "matching" funding to California Valley Broadband ("CVB") in connection with projects in the San Joaquin Valley.[1] Since issuance of the Resolution, the Rural Utilities Service ("RUS") has awarded a grant of American Recovery and Reinvestment Act ("ARRA") funding to Audeamus for two areas that are included in CVB's CASF grant: the areas of West Fresno and Tranquillity. Based on the ARRA award to Audeamus, and in light of the ARRA rule specifying that federal grants will not be given to two providers for the same area, the Resolution should be modified to remove CVB as a funding recipient for these areas. Audeamus has a pending CASF grant application that seeks "matching" funding for these areas, and the modification requested by this Application is necessary for the Commission to grant that application.

This proposed modification is prompted by changes in the material facts underlying the Resolution that occurred after its issuance. This change is also in the public interest, as it would allow state funding to match more efficiently with federal funding to bring broadband to underserved and unserved communities in the southern San Joaquin Valley.

II. THE ARRA GRANT IN FAVOR OF AUDEAMUS REQUIRES REMOVAL OF THE CPUC'S CONTINGENT AWARD OF CASF FUNDING TO CALIFORNIA VALLEY BROADBAND.

To effectuate the intent of the ARRA, and to properly account for a material change in circumstances that underlies the "matching" grant in the Resolution, the Resolution must be

[1] This request for modification would normally be brought as a Petition for Modification, but since the modifications being sought are to a resolution rather than a Commission decision, Audeamus seeks the modifications through this Application.

adjusted to remove the contingent CASF award to CVB for the areas of West Fresno and Tranquillity. On January 25, 2009, Audeamus received a grant of ARRA funding to support a project in the following Census Block Groups in the southern San Joaquin Valley, in and around the communities of San Joaquin, Tranquillity, and West Fresno:

060190082004, 060190082005 (San Joaquin)

060190082002 (Tranquillity)

060190041001, 060190039004, 060190039005 (West Fresno)

A news release and a "screen shot" from the www.broadbandusa.gov website demonstrating that Audeamus received this ARRA funding are attached hereto as Exhibit 1.

On August 14, 2009, Audeamus applied for a CASF "matching" grant from the CPUC for San Joaquin, Tranquillity, and West Fresno. CVB also filed an application for CASF "matching" funding for those areas. Resolution T-17245 granted "matching" funding to CVB in Tranquillity and West Fresno.[2] *See Res. T-17245*, Appendix A. Although CVB has been granted CASF funding for Tranquillity and West Fresno, Audeamus's CASF application for those same areas remains pending. By a letter dated February 3, 2010, Audeamus recently renewed its CASF Application, and expanded its request to seek CASF funding for 40% of the project. That letter is attached hereto as Exhibit 2.

Since the ARRA rules provide that only one federal grant will be awarded for a given area, and because Audeamus has already received a grant for Tranquillity and West Fresno, it is clear that CVB will not be granted ARRA funding for those areas. The rules governing the RUS's distribution of ARRA funding clearly state as follows:

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[2] The Commission staff believes that San Joaquin does not meet the CASF definitions of "unserved" or "underserved." Audeamus maintains that San Joaquin is underserved, and that it qualifies for CASF "matching" funding.

> RUS will not fund more than one project to serve a given geographic area. If more than one application would serve any overlapping area, the application with the highest score will be funded; other applications for the same area will be rejected in their entirety unless RUS, in its discretion, determines that the extent of the overlap is de minimus. *Notice of Funds Availability and Solicitation of Applications,* RIN 0572-ZA01, Section IV(C)(5)(b)(i) (Friday, January 22, 2010), 75 FR 3820-01, 2010 WL 198256 *3827.

CVB's application for funding in Tranquillity and West Fresno was rejected during the first NTIA funding round. A "screen shot" from the NTIA website, www.ntia.gov, is attached hereto as Exhibit 3. That document shows that CVB's proposed project did not receive funding in "Round 1" of the NTIA funding applications. If CVB reapplies for funding in Tranquillity and West Fresno, that application will again be rejected, since Audeamus has already received funding in those areas. There can only be one ARRA grant recipient in a given geographic area, and RUS has already determined that Audeamus is that recipient.

The RUS award to Audeamus constitutes a material change in fact that undermines the basis for the Resolution's grant of CASF funding to CVB in Tranquillity and West Fresno. Since the contingency underlying the Resolution's grants in those areas will never occur, the Resolution should be modified to remove the funding grants so that Audeamus's own CASF "matching" grant can be considered for immediate approval. The Resolution states that "[t]he award is contingent on CVB receiving . . . an ARRA grant for 80% of the total estimated project cost." *Res. T-17245, mimeo,* at p. 17 (O.P. 1). At least as to Tranquillity and West Fresno, CVB will never receive such a grant.[3]

[3] It should be noted that CVB may receive ARRA funding for other areas, and those areas would still be possible candidates for CASF "matching" funding based on Resolution T-17245. The small change that Audeamus seeks would not have a material impact on the CVB project as

If the Resolution is not modified to reflect the impact of Audeamus's subsequent ARRA grant, it is likely that the residents of Tranquillity and West Fresno will not benefit from any CASF funding. CVB will lose access to its CASF "matching" funds for those areas, and Audeamus may be unable to obtain "matching" funds under the CASF program as long as there is an outstanding grant to CVB.

The Commission should act expeditiously to modify the Resolution to allow the residents of these communities to benefit from a project funded by both ARRA and CASF grants. Timelines associated with the grant require immediate attention to this matter. Audeamus is prepared to go forward with this project in as expedited a fashion as possible. Construction will begin as soon as all necessary paperwork is completed. The ability to obtain funding from the CASF matching funding will play a significant role in moving forward, and that funding will not likely be available without the modification proposed herein even though Audeamus already has federal funding commitments in hand.

To effectuate the result outlined herein, Appendix A to the Resolution should be modified to remove the following CBGs and corresponding dollar amounts from the scope of CVB's grant:

Tranquillity	
060190082002	$44,107
West Fresno[4]	
060190041001	$46,429
060190039004	$29,583
060190039005	$27,895

---

a whole, since the vast majority of its CBGs would remain in play for ARRA funding regardless of whether this Application is granted.

[4] It should be noted that these CBGs appear in both the unserved section and the underserved section of the Resolution with the same dollar amounts indicated. It is unclear whether the dollar amounts associated with these CBGs are cumulative or duplicative. In either case, they should be eliminated from Appendix A to the Resolution.

III. APPLICATION FORMALITIES.

A. Applicant's Corporation Information (Rule 2.1(a)).

Audeamus's legal name and principal place of business is set forth below:

Audeamus, LLC
811 South Madera Avenue
Kerman, CA 93630

Audeamus is organized under the laws of the state of California.

B. Contact Information And Service Recipient For Applicants (Rule 2.1(b)).

Communications and correspondence regarding this Application should be addressed to:

Patrick M. Rosvall
COOPER, WHITE & COOPER LLP
201 California St., 17th Floor
San Francisco, CA 94111
Telephone: (415) 433-1900
Telecopier: (415) 433-5530
Email: prosvall@cwclaw.com

C. Proposed Categorization And Schedule For Proceeding (Rule 2.1(c)).

To facilitate the Commission's consideration of Audeamus's pending application for CASF funding in Tranquillity and West Fresno, it is imperative that the modifications to the Resolution sought herein be made as soon as reasonably possible. In light of the need for an expedited examination of this matter, Audeamus proposes the following schedule:

Filing date:	February 12, 2010
Protest date:	30 days after appearance in the Daily Calendar.
Decision date:	March, 2010

This proceeding should be classified as quasi-legislative, as it involves a straightforward, limited change to a Commission resolution addressing pure policy issues. No hearing is required.

IV. CONCLUSION.

To ensure that the intent of the CASF "matching" program is served, and that state funding is paired properly with ARRA funding, the Resolution should be modified to remove the areas of Tranquillity and West Fresno from CVB's CASF grant. The RUS grant in favor of Audeamus makes it clear that CVB will not receive ARRA funding for those areas, so the contingency underlying the approval of funding will never materialize. The Commission should modify the Resolution as set forth herein, and pave the way for expeditious consideration of Audeamus's grant for the same areas. This result will effectuate the intent of the CASF program and the ARRA program by marrying state and federal funding to bring broadband infrastructure to areas that are currently unserved or underserved. This change will promote efficiency between the federal and state programs, and avoid delays in bringing broadband to these communities.

Respectfully submitted this 12th day of February, 2010 at San Francisco, California.

E. Garth Black
Mark P. Schreiber
Patrick M. Rosvall
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201 California Street, 17th Floor
San Francisco, CA 94111
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By: Patrick M. Rosvall

Patrick M. Rosvall
email: prosvall@cwclaw.com

Attorneys for Audeamus, LLC

EXHIBIT 1

USDA **NEWS RELEASE**

United States Department of Agriculture • Office of Communications • 1400 Independence Avenue, SW
Washington, DC 20250-1300 • Voice: (202) 720-4623 • Email: oc.news@usda.gov • Web: http://www.usda.gov

Release No. 0032.10

Contact:
Office of Communications (202) 720-4623

AGRICULTURE SECRETARY VILSACK ANNOUNCES $310 MILLION IN RECOVERY ACT FUNDS FOR RURAL BROADBAND PROJECTS

In total, $313.5 million for Middle Mile and Last Mile Projects Will Bring Broadband Service To Rural Customers

WASHINGTON, January 25, 2010 – Agriculture Secretary Tom Vilsack today announced the selection of fourteen Recovery Act Broadband Infrastructure projects that will receive $309,923,352 through funding made available by the American Recovery and Reinvestment Act. An additional $3,551,887 in private investment brings the total to $313,475,239. Altogether, Congress awarded USDA $2.5 billion in Recovery Act funding to help bring broadband services to rural un-served and underserved communities.

"The Obama Administration will strengthen communities in rural areas through these broadband investments and provide employment opportunities, building a solid foundation for future economic growth," Vilsack said. "The awards for these broadband projects will support anchor institutions – such as libraries, public buildings and community centers – that are necessary for the viability of rural communities."

In rural Burleigh County, N.D., for example, the BEK Communications Cooperative has been selected to receive a $2 million grant and $2 million loan with an additional $2 million in leveraged funds. The company will expand the existing system to offer fiber-to-the-premises service to more than 540 homes and anchor institutions that are currently underserved. The existing system provides service to 53 percent of the population in the area, and among the current users, 22 percent derive household income from the Internet. This expansion is expected to stimulate economic growth by bringing on new users.

Funding of individual recipients is contingent upon their meeting the terms of the loan, grant or loan/grant agreement. Below is a complete list of recent Recovery Act Broadband award recipients by state:

Alaska

- Southwestern Alaska, United Utilities, $43,982,240 grant and $44,158,522 loan. The funding will provide middle mile connectivity to 65 communities.

Alabama

- Butler, Butler Telephone Co., Inc., $3,892,920 grant. The funding will provide high speed DSL broadband service to remote, unserved households within its rural service territory. The system is being built so that it can be easily upgraded to accommodate future services.

California

- San Joaquin, Tranquillity, and Fresno, Audeamus, $2,741,505 grant and $2,741,505 loan. The proposed project is a fiber-based broadband infrastructure for the unserved and underserved communities in this service area. A last-mile project, it will provide access to approximately 1,500 households, local businesses and anchor institutions in the

communities.

Iowa

- Meriden and Archer, C-M-L Telephone Cooperative Association, $1,519,225 grant and $1,519,225 loan, $1,525,315 in matching funds. Funding will provide services via a fiber optic network to rural communities with high speed internet exceeding 20 Mbps.
- Bennett, Delmar, and Lowden, F & B Communications, Inc., $1,609,162 grant and
- $1,628,588 loan. Funding will provide services via high speed fiber optic network with speeds exceeding 20Mbps. System will allow for expansion at a future date.
- Springbrook, LaMotte Telephone Company, $187,815 grant, and $187,815 loan. The funding will provide services from a 300-foot tower and Wi-Max installation for wireless broadband service in the surrounding area.

Kansas (1% of the network is to be built in Nebraska)

- Western Kansas, Rural Telephone Service Co., Inc., $49,588,807 grant and $51,612,842 loan. Funding will provide service in an area 99.5 percent unserved/underserved and provide a rural infrastructure required for economic stability, education and healthcare. The company is a cooperative and RUS partner on 32 other projects. It leads a team of seven companies with this shovel-ready project.

Tennessee (1% of the network is to be built in Kentucky)

- Northern Tennessee, North Central Telephone Cooperative, Inc., $24,715,709 grant and $24,964,000 loan. The funding will provide the necessary infrastructure to provide advanced voice, video, and data services that exceed 20Mbps to remote and rural communities in the service area.

Louisiana

- Morehouse Parish, Northeast Louisiana Telephone Company, Inc., $4,359,000 grant and $8,124,600 loan. Funding will provide an active Ethernet system with symmetrical speeds of 20 Mbps. The system will be using buried fiber to the premise.

Missouri

- Ralls County, Ralls County Electric Cooperative, $9,548,908 grant and $9,548,909 loan. Funding for this project will provide a fiber optic network to residential and commercial members and the underserved safety and anchor agencies in the service area. This is a State of Missouri demonstration project and non-proprietary data will be shared.

North Dakota

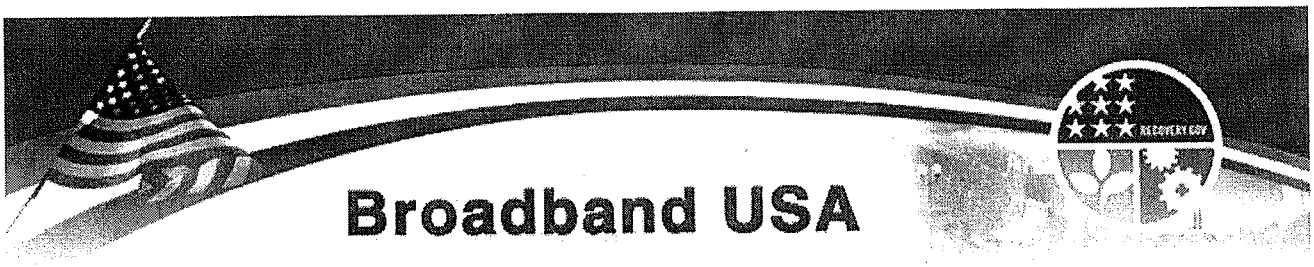
- Burleigh County; BEK Communications Cooperative, $1,986,473 grant and $2,016,571 loan; $2,016,572 in leveraged funds. The funding will provide fiber-to-the-premises broadband service to underserved homes and anchor institutions. This will aid business growth and support public safety in rural areas highly dependent on Internet business income.
- Traill County; Halstad Telephone Company, $2,027,600 grant and $2,027,600 loan; $10,000 in leveraged funds. The funding will provide fiber-to-the premises broadband service to unserved homes and businesses in Traill County.

Oregon

- Marion County, Gervais telephone Company, $314,430 grant and $314,430 loan. This project extends Gervais Telephone Company's existing fiber network by building out from the nearest fiber splice point through the funded service area. This project will provide broadband connectivity to residential and business end users, as well as to four anchor institutions.

Virginia

- Alleghany County, NTELOS Telephone Inc., $8,062,088 grant and $8,062,088 loan. The



Search Applications

Applicant	AUDEAMUS Kerman, CA
Contact	Mitch Drake 559-846-5200 mdrake@sebastiancorp.com
Project title	Westside Broadband Project for Rural Central California-San Joaquin, Tranquillity, and West Fresno
Program	BIP/BTOP
Proposed Project Area	CA
Project type	Last Mile Non-Remote Area
Funding Round	Round 1 - Summer 2009
Grant request*	$ 2,741,505
Loan request	$ 2,741,505
Status	Awarded
Grant Award	$ 2,741,505
Loan Award	$ 2,741,505
Description	Build a fiber-based broadband infrastructure for the unserved and underserved "Westside"communities of San Joaquin, Tranquillity, and a portion of rural west Fresno County, CA. This last-mile project will provide much-needed broadband access to approximately 5,000 people as well as connections for businesses, schools, medical facilities, government and other community anchor institutions.
Executive Summary	Executive Summary (pdf)

*For BIP/BTOP joint applications, grant amount reflects grant request for BIP.

EXHIBIT 2

911 South Madera Avenue
Kerman, California 93630
559.846.9311
sebastiancorp.com

SEBASTIAN
Putting people first.

February 3, 2010

Mr. Jack Leutza
Division Director---Communications Division
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, California 94102

Re: Audeamus, LLC CASF Grant Application: Modification to and Renewal of Funding Request

Dear Mr. Leutza:

On August 14, 2009, Audeamus, LLC ("Audeamus") submitted an application for CASF "matching" funding in connection with its request for funding from the Rural Utilities Service ("RUS") under the American Recovery and Reinvestment Act ("ARRA"). By this letter, Audeamus seeks to augment the funding requested under that application in light of the 50% federal grant that Audeamus has received from the RUS. Based on conversations that Audeamus representatives have had with California Public Utilities Commission ("Commission" or "CPUC") staff, we understand that this letter is sufficient to revise the scope of our requested funding. If another procedural vehicle is needed to formally request such a modification, please inform us of that mechanism right away, and we will pursue it.

Audeamus hereby modifies the proposal in its original CASF application to request 40% funding for the project identified in the application, which will bring high-speed broadband to the following communities, as identified by the specified Census Block Groups ("CBGs"):

San Joaquin	060190082004, 060190082005
Tranquility	060190082002
West Fresno	060190041001, 060190039004, 060190039005

Audeamus's original application sought funding in the amount of $548,300, an amount representing 10% of the total costs ($5,483,000) necessary to bring broadband service to three areas that are currently unserved or underserved in the Southern San Joaquin Valley east and southeast of Fresno. In concert with that CASF application, Audeamus applied for 80% funding associated with the same project from the RUS. Audeamus proposed to supply the remaining 10% in capital for the project. The original application was consistent with the preferred "matching" percentages outlined in the Commission's decision governing the distribution of CASF "matching" funds. *See* D.09-07-020, *mimeo*, at p. 21 (O.P. 4). The original application has not been granted or denied, but remains pending with the Commission.

Since the original application was submitted, Audeamus has been granted 50% funding for the project from the RUS, for a total ARRA grant of $2,741,500. Because Audeamus has received only 50% federal funding from the project, Audeamus hereby augments its CASF application to seek state funding for the remaining 40% of the project costs that were proposed to be derived from non-company sources.

Materials demonstrating that Audeamus has received federal ARRA grants for the identified project are provided herewith in Attachment A.

Audeamus seeks a total CASF grant of $2,193,200. To help ensure that broadband is brought to these underserved and unserved communities, consistent with the federal grant in favor of Audeamus, the Commission should award Audeamus the additional funding that it seeks. The amount requested is allowable under the CASF rules and would provide the needed funds to make the proposed construction possible and sustainable.

It should also be noted that Audeamus will be bringing an Application for Modification of CPUC Resolution T-17245, the Resolution by which CASF funding was granted to California Valley Broadband ("CVB") to serve the same CBGs in Tranquility and West Fresno that have been identified in Audeamus's application. Audeamus has obtained ARRA funding to serve these areas, and CVB's request for access to ARRA funding for these areas has been denied. As reflected in the rules of the Broadband Technology Opportunities Program ("BTOP"), federal ARRA funding will not be awarded to two providers to serve the same area. Since Audeamus has already received federal funding for the above-identified communities, CVB's request for ARRA funding in these same areas must be denied, and the contingency upon which Resolution T-17245 rests will not be met. Indeed, as reflected in Attachment B, CVB's initial request for ARRA funding in those areas has already been denied. The Commission should remove the CBGs identified above from the funding areas approved in Resolution T-17245. Moreover, consistent with this modification to Audeamus's proposal, Audeamus should be granted 40% of the funding amounts required for its project.

Approval of Audeamus' revised CASF application will bring high quality infrastructure and services to a disadvantaged demographic area. These facilities will marry federal dollars with state dollars to create a quality service to the customers in this area. Unlike other requests that condition their construction on the availability of ARRA funds, Audeamus brings to this Commission a grant for 50% from ARRA already in hand and requests that the state provide an amount necessary to push this project forward. Audeamus respectfully asks the Commission to review its application and provide 40% funding for the areas of San Joaquin, Tranquility, and West Fresno.

Should any questions arise regarding Audeamus's revised CASF application, please contact me at 559-846-6277 or by e-mail at dclark@sebastiancorp.com. We look forward to talking with you about this soon.

Sincerely,

David D. Clark

David D. Clark
Regulatory Manager

cc: Anna Lee
Geraldine Carlin
Joe Camicia, California CIO
President Michael Peevey
Commissioner Dian Grueneich
Commissioner John Bohn
Commissioner Timothy Simon
Commissioner Nancy Ryan

ATTACHMENT A

USDA **NEWS RELEASE**

United States Department of Agriculture • Office of Communications • 1400 Independence Avenue, SW
Washington, DC 20250-1300 • Voice: (202) 720-4623 • Email: oc.news@usda.gov • Web: http://www.usda.gov

Release No. 0032.10

Contact:
Office of Communications (202) 720-4623

AGRICULTURE SECRETARY VILSACK ANNOUNCES $310 MILLION IN RECOVERY ACT FUNDS FOR RURAL BROADBAND PROJECTS

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Virginia

- Alleghany County, NTELOS Telephone Inc., $8,062,088 grant and $8,062,088 loan. The

- Home
- Register
- Apply
- Download Application
- Applications Database
- Public Notice
- Information Library
- Workshops
- BroadbandMatch
- Contact Us
- FAQs
- Broadband Mapping Grants
- Compliance

Search Applications

Applicant	AUDEAMUS Kerman, CA
Contact	Mitch Drake 559-846-5200 mdrake@sebastiancorp.com
Project title	Westside Broadband Project for Rural Central California-San Joaquin, Tranquillity, and West Fresno
Program	BIP/BTOP
Proposed Project Area	CA
Project type	Last Mile Non-Remote Area
Funding Round	Round 1 - Summer 2009
Grant request*	$ 2,741,505
Loan request	$ 2,741,505
Status	Awarded
Grant Award	$ 2,741,505
Loan Award	$ 2,741,505
Description	Build a fiber-based broadband infrastructure for the unserved and underserved "Westside"communities of San Joaquin, Tranquillity, and a portion of rural west Fresno County, CA. This last-mile project will provide much-needed broadband access to approximately 5,000 people as well as connections for businesses, schools, medical facilities, government and other community anchor institutions.
Executive Summary	Executive Summary (pdf)

*For BIP/BTOP joint applications, grant amount reflects grant request for BIP.

ATTACHMENT B

Search Applications

Applicant	California Valley Broadband, LLC Rio Vista, CA
Contact	Mark Cabral 707-374-5075 markc@morenotrenching.com
Project title	CVB Project 1
Program	BIP/BTOP
Proposed Project Area	CA
Project type	Last Mile Non-Remote Area
Funding Round	Round 1 - Summer 2009
Grant request*	$ 44,168,167
Loan request	$ 44,168,167
Status	Application Not Funded by BTOP
Description	The California Valley Broadband Project will provide WiMAX and WiFi service to seven counties of the Central Valley; Solano, Sacramento, San Joaquin, Stanislaus, Madera, Merced and Fresno. The service will deliver reliable speeds of up to 20 Mbps to residential, commercial and government subscribers throughout the area bridging the digital divide, bringing jobs and economic development.
Public Notice Response	Public Notice Response (pdf)

*For BIP/BTOP joint applications, grant amount reflects grant request for BIP.

EXHIBIT 3

- Home
- Register
- Apply
- Download Application
- Applications Database
- Public Notice
- Information Library
- Workshops
- BroadbandMatch
- Contact Us
- FAQs
- Broadband Mapping Grants
- Compliance

Search Applications

Applicant	California Valley Broadband, LLC Rio Vista, CA
Contact	Mark Cabral 707-374-5075 markc@morenotrenching.com
Project title	CVB Project 1
Program	BIP/BTOP
Proposed Project Area	CA
Project type	Last Mile Non-Remote Area
Funding Round	Round 1 - Summer 2009
Grant request*	$ 44,168,167
Loan request	$ 44,168,167
Status	Application Not Funded by BTOP
Description	The California Valley Broadband Project will provide WiMAX and WiFi service to seven counties of the Central Valley; Solano, Sacramento, San Joaquin, Stanislaus, Madera, Merced and Fresno. The service will deliver reliable speeds of up to 20 Mbps to residential, commercial and government subscribers throughout the area bridging the digital divide, bringing jobs and economic development.
Public Notice Response	Public Notice Response (pdf)

*For BIP/BTOP joint applications, grant amount reflects grant request for BIP.

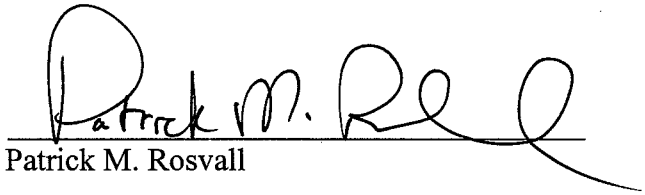
VERIFICATION

I, Patrick M. Rosvall, declare:

I am an attorney for Audeamus, LLC; the officers of Audeamus, LLC are absent from the city and county where I maintain my office; as its attorney, I am authorized to make this verification for it and on its behalf. I have read the foregoing Application and know the contents thereof and the same is true of my own knowledge except as to matters therein stated on information and belief, and as to those matters, I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.

Executed at San Francisco, California, this 12th day of February, 2010.



Patrick M. Rosvall

CERTIFICATE OF SERVICE

I, Noel Gieleghem, declare:

I am a resident of the State of California, over the age of eighteen years, and not a party to the within action. My business address is COOPER, WHITE & COOPER LLP, 201 California Street, 17th Floor, San Francisco, CA 94111.

On February 17, 2010, I served the

APPLICATION TO MODIFY RESOLUTION T-17245
OF AUDEAMUS, LLC (U 6217 C)
(dba SEBASTIAN)

by sending via email a searchable Adobe Acrobat PDF copy of this document to the parties on the attached service list taken from the CPUC Communications Division's Notice of Availability of Draft Resolution T-17245, dated November 3, 2009, and via email and U.S. Mail to John M. Leutza.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 17, 2009, at San Francisco, California.

Noel Gieleghem

Service List
for Resolution T-17245
(prepared from CPUC Notice of Availability of November 3, 2009)

Via U.S. Mail

John M. Leutza
Communications Division
California Public Utilities Commission
505 Van Ness Avenue, Room 3210
San Francisco, CA 94102-3298

Via Email:

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