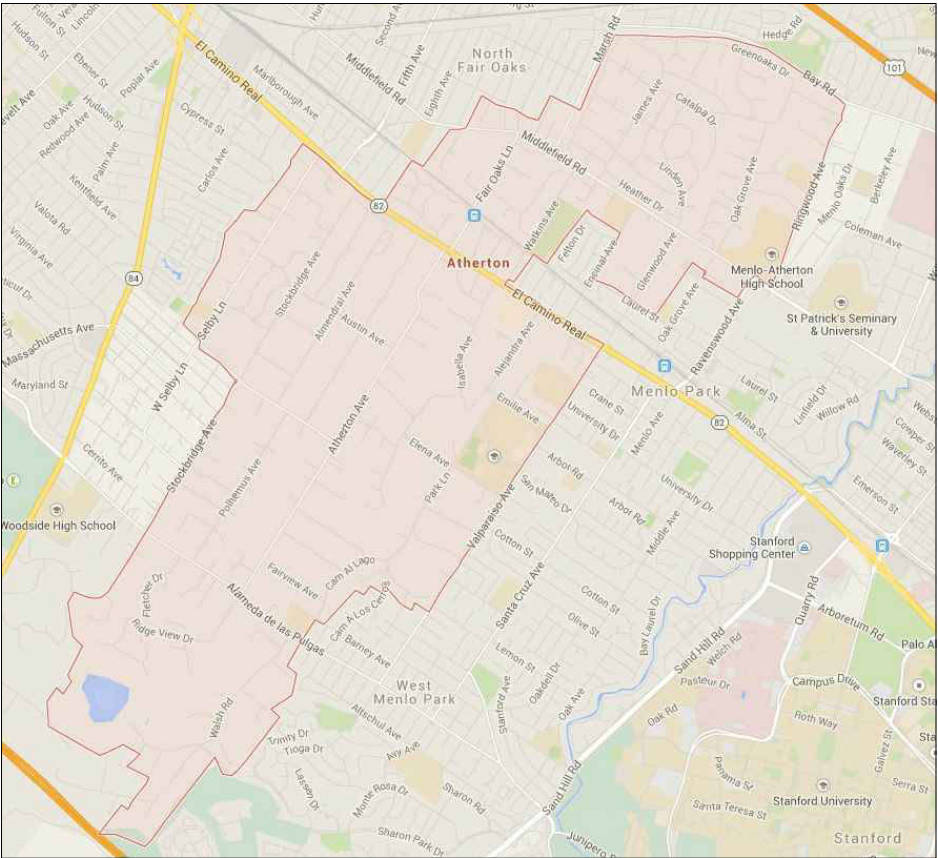


ATHERTON OPEN ACCESS DARK FIBER RESIDENTIAL FIBER-OPTIC NETWORK

VICINITY MAP

OUTSIDE PLANT SYMBOLS

PROPOSED ROUTE ————
CITY BOUNDARY - - - - -



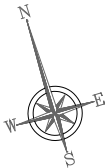
DRAWING INDEX


- 1. GENERAL NOTES, SYMBOLS,
- 2. PROPOSED ROUTE MAP
- 3. PROPOSED ROUTE MAP
- 4. PROPOSED ROUTE MAP
- 5. PROPOSED ROUTE MAP

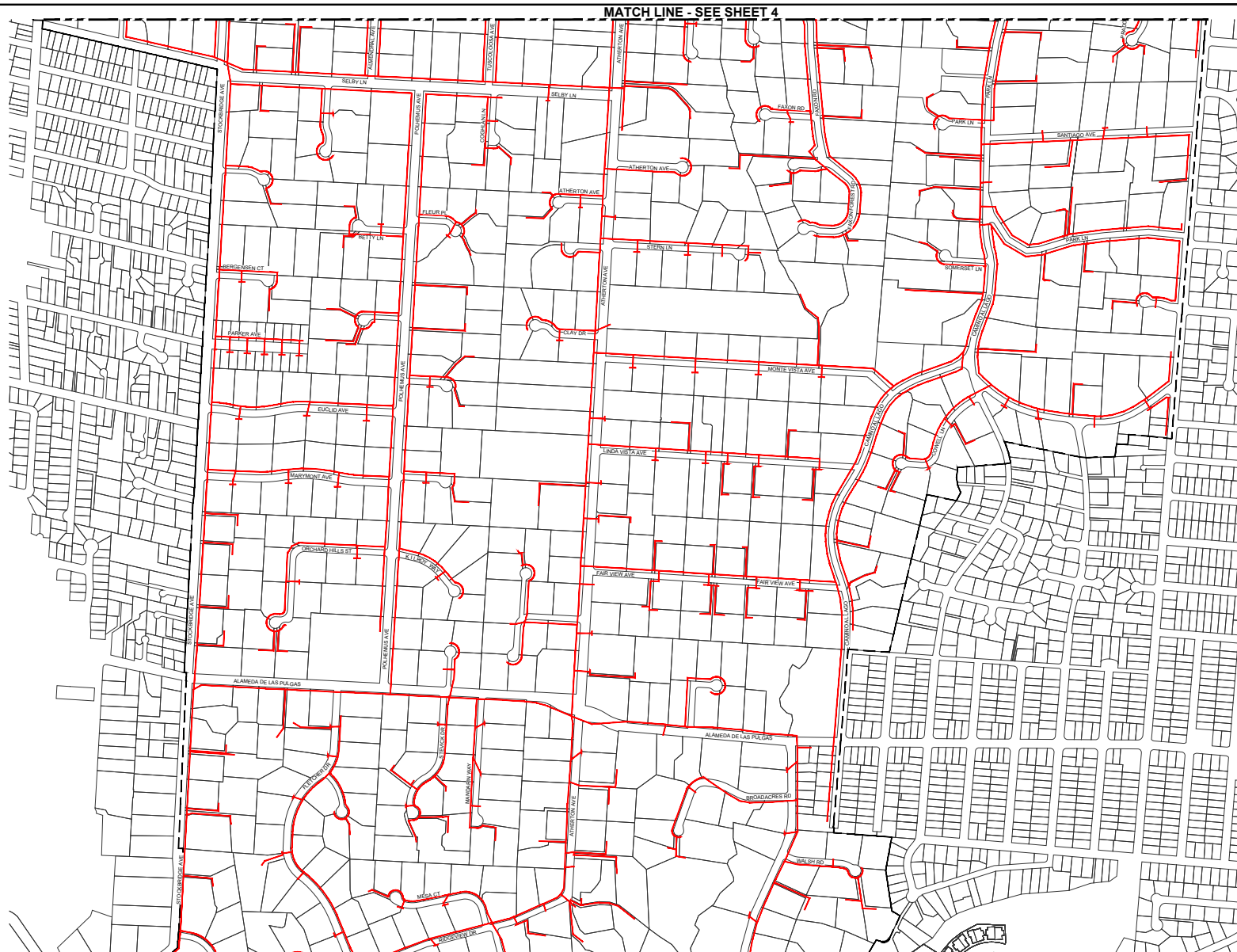
PROJECT CONTACTS

ATHERTON FIBER LLC:
ROBERT HAYES, CEO
888-963-9230

BYERS ENGINEERING:
JOANNE CIAFARDINI
925-398-6023



ADDRESS:	ENGINEER	SHEET TITLE	PROJECT NAME:	SHEET NO:
ATHERTON, CA , 94507	 4780 CHABOT, SUITE 104 PLEASANTON, CA 94588 (925) 398-6010	COVER SHEET,SYMBOLS ,INDEX	ATHERTON	1
			JOB NO:	
			DESIGNED BY:	D.T.
			DRAWN BY:	V.F.
			DATE:	3-16-16
			SCALE:	NONE
				SHEET X OF X:
				1 OF 5



OUTSIDE PLANT SYMBOLS

PROPOSED ROUTE ————
CITY BOUNDARY - - - - -



MATCH LINE - SEE SHEET 2

ADDRESS:

ATHERTON, CA , 94507

ENGINEER

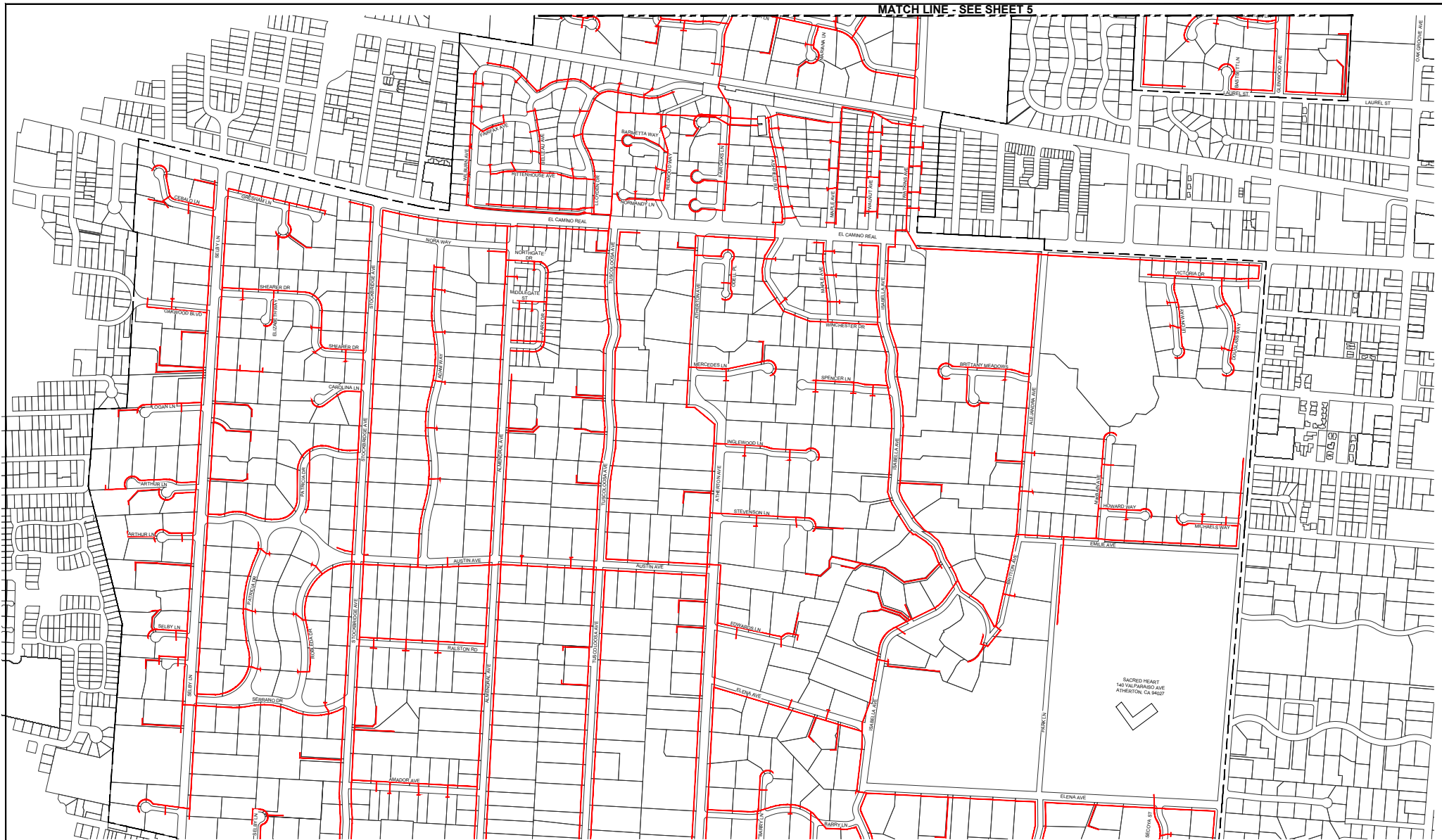
BYERS
ENGINEERING
COMPANY
4780 CHABOT, SUITE 104
PLEASANTON, CA 94588
(925) 398-6010

SHEET TITLE

PROPOSED ROUTE MAP

PROJECT NAME: **ATHERTON**
JOB NO.:
DESIGNED BY: **D.T.**
DRAWN BY: **V.F.**
DATE: **3-16-16**
SCALE: **NONE**

SHEET NO.:
3
SHEET X OF X:
3 OF 5



MATCH LINE - SEE SHEET 5

MATCH LINE - SEE SHEET 3

OUTSIDE PLANT SYMBOLS

- PROPOSED ROUTE —
- CITY BOUNDARY ---



SCALE: NTS

ADDRESS:

ATHERTON, CA , 94507

ENGINEER

BYERS
ENGINEERING
COMPANY
4780 CHABOT, SUITE 104
PLEASANTON, CA 94588
(925) 398-6010

SHEET TITLE

PROPOSED ROUTE MAP

PROJECT NAME:

ATHERTON

JOB NO.

DESIGNED BY: D.T.

DRAWN BY: V.F.

DATE: 3-16-16

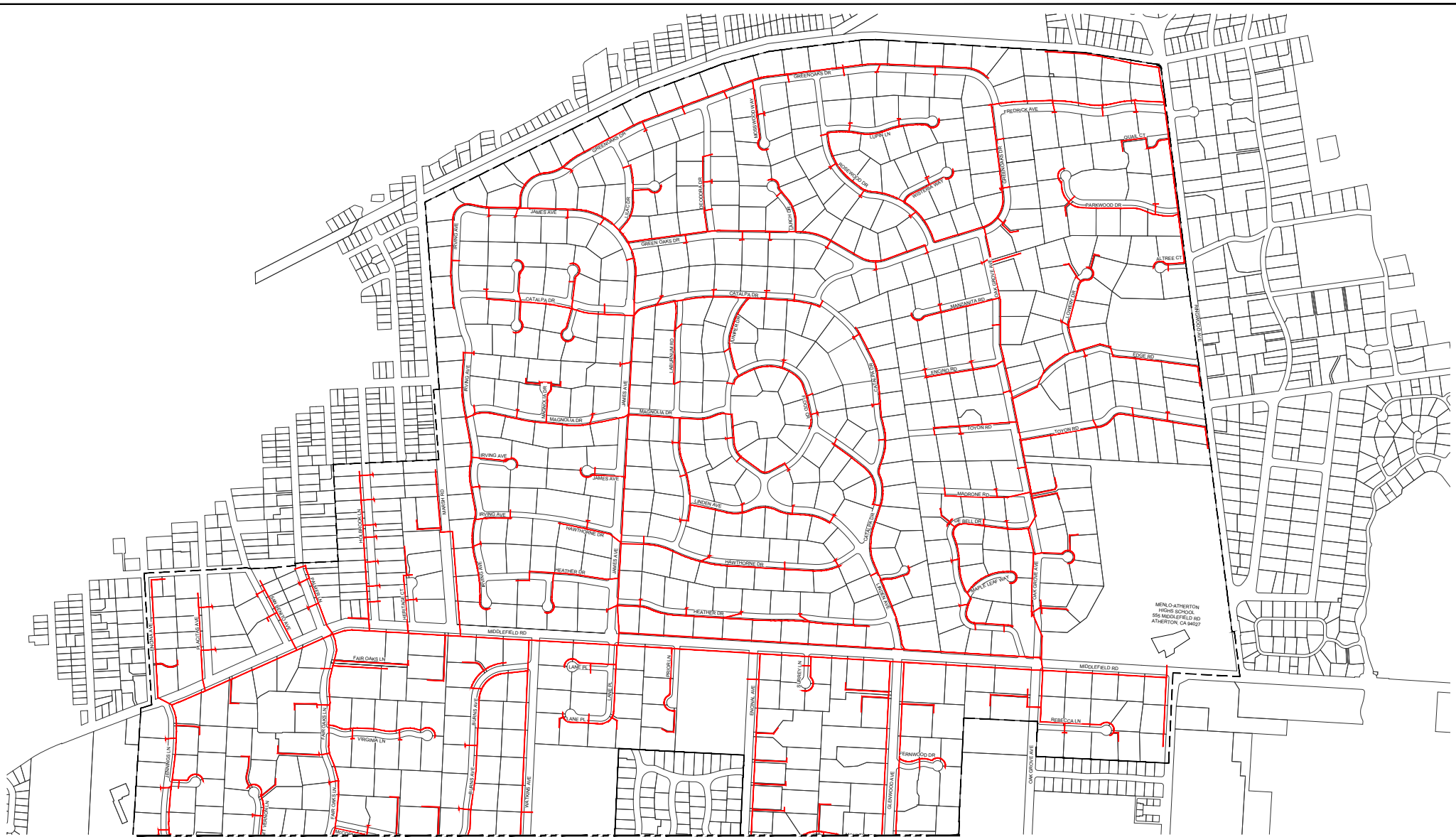
SCALE: NONE

SHEET NO:

4

SHEET X OF X:

4 OF 5



OUTSIDE PLANT SYMBOLS

PROPOSED ROUTE ———

CITY BOUNDARY - - - - -



MATCH LINE - SEE SHEET 4

ADDRESS:

ATHERTON, CA , 94507

ENGINEER

BYERS
ENGINEERING
COMPANY

4780 CHABOT, SUITE 104
PLEASANTON, CA 94588
(925) 398-6010

SHEET TITLE

PROPOSED ROUTE MAP

PROJECT NAME: ATHERTON

JOB NO.

DESIGNED BY: D.T.

DRAWN BY: V.F.

DATE: 3-16-16

SCALE: NONE

SHEET NO:

5

SHEET X OF X:

5 OF 5

EXHIBIT D

Financial Model for a Fiber Distribution Network for the Town of Atherton



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ASSUMPTIONS

Miles of road	50	
Households	2500	
Area (sq.mi)	5.017	
Household density	498 Households/sq.mi	
Installation charge	\$300	
Average monthly revenue per customer	\$40	
Cost to Pass per Household	\$1,100	
Incremental cost to connect a household	\$900	doesn't include cost on ONT
Capital cost contingency	10%	
Fiber backhaul	\$5,000	per month
Data	\$2,600	per month for 10 Gbps
Lease for land for PoP	\$2,000	per month
Utilities	\$1,500	per month
Maintenance	\$10,000	per month
Administration	\$9,000	per month
Depreciation rate	10%	per year
Tax rate	35%	per year

A1606014

Year	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
ISP sign-up percentage	0%	50%	60%	70%	70%	70%	70%	70%	70%	70%
2-fiber IRU sign-up percentage	10%	8%	4%	0%	0%	0%	0%	0%	0%	0%
4-fiber IRU sign-up percentage	1%	1%	1%	0%	0%	0%	0%	0%	0%	0%
Charge for IRU for 2 fibers	\$7,500	\$7,500	\$9,000							
Charge for IRU for 4 fibers	\$10,000	\$10,000	\$12,000							

REVENUE

Houses Passed by end of year	1000	2500	2500	2500	2500	2500	2500	2500	2500	2500
Newly connected during the year	0	1250	250	250	0	0	0	0	0	0
Total connected at the end of the year	0	1250	1500	1750	1750	1750	1750	1750	1750	1750
Average paying subs during year	0	937.5	1375	1625	1750	1750	1750	1750	1750	1750
Average Take Rate	0	0.375	0.55	0.65	0.7	0.7	0.7	0.7	0.7	0.7
Revenue from ISPs	0	\$450,000	\$660,000	\$780,000	\$840,000	\$840,000	\$840,000	\$840,000	\$840,000	\$840,000
Revenue from 2-fiber IRUs	\$1,875,000	\$1,500,000	\$900,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Revenue from 4-fiber IRUs	\$250,000	\$250,000	\$300,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Customer Estimates

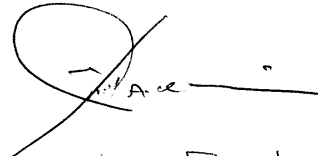
Year	2016	2017	2018	2019	2020	2021
ISP sign-up percentage	0%	50%	60%	70%	70%	70%
2-fiber IRU sign-up percentage	10%	8%	4%	0%	0%	0%
4-fiber IRU sign-up percentage	1%	1%	1%	0%	0%	0%
Charge for IRU for 2 fibers	\$7,500	\$7,500	\$9,000			
Charge for IRU for 4 fibers	\$10,000	\$10,000	\$12,000			
REVENUE						
Houses Passed by end of year	1000	2500	2500	2500	2500	2500
Newly connected during the year	0	1250	250	250	0	0
Total connected at the end of the year	0	1250	1500	1750	1750	1750
Average paying subs during year	0	937.5	1375	1625	1750	1750
Average Take Rate	0	0.375	0.55	0.65	0.7	0.7

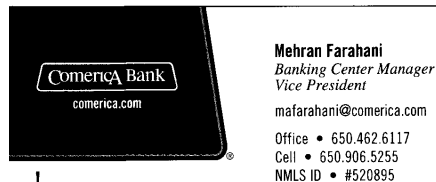
EXHIBIT A
MEMBERS, INITIAL CAPITAL CONTRIBUTIONS, UNITS
AND PERCENTAGE INTERESTS

Name of Members	Cash Contribution(s)	Gross Asset Value of Initial Contributed Property	Less Debt Assumed or Taken Subject to by Company	Current Capital Account Balance	Number of Units	Percentage Interest
Skymoon Ventures Management Company LLC	\$511,000	\$0	\$0	\$511,000	900,000	90%
Robert Hayes*	\$0	\$0	\$0	\$0	100,000	10%

* Individual has acquired Restricted Units pursuant to the Plan.

N534 2 DDA ACCOUNT STATUS INQUIRY 116/02/03 18.44.54
 ACPR CO 10048 OP MS ACTION SUCCESSFUL
 ACTION INQ COID 10048 ACCT COND MEMO CR TDY
 PROD CODE DDA ACCT 9416614296 SHORT NAME ATHERTON FIBER LLC
 SUB PROD 8B COST CENTER 95837 OFFICER OFF00 STATUS 99 ACTIVE
 OWNER/SUBOWNER 02 13 ZBA CODE 0 BRANCH 80859 OD/NSF BK-LINK
 SVC TYPE CODE 25 ARP CODE 0 OPENED 116/01/25 100.00
 INTEREST CODE 7B W/H CODE PC RE-OPENED DRMT
 STMT CYCLE CODE EM MAIL CODE 00 CTD INT EARN 116/02/03 .00073764
 OD PROC LMT .00 CTD AVERAGE COLL BAL 100.00
 LEDGER BALANCE 100.00 PREV CYC AVG COLL BAL 100.00
 MEMO CR + 400,000.00 CLOSED .00
 MEMO DR - .00 LAST STMT 116/01/31 100.00
 RESTRAINTS - .00 LAST DEPOSIT 116/01/25 100.00
 AVAILABLE BAL 400,100.00 LAST WITHDRL .00
 FLOAT - .00 -->HARD HOLDS 0 PLEDGES 0 STOP PAYS 0
 COLLECTED BAL 400,100.00 DATE OVERDRWN OBP CODE 66
 EARNED INT + .00 CTD ITEMS NSF 0 CTD TIMES OD 0
 SVC FEE - .00 ORIG AOP ACCT: 1894671567
 WH - .00 YTD INTEREST PAID .00
 FLOAT + .00 YTD FEDERAL WITHHOLDING .00
 CLOSE-OUT BAL 400,100.00 CREDIT LINE-1
 FUNDS MAY BE AVAILABLE VIA DRIVER
 PF: 2-XD\$0 4-DDMU 6-INQ 9-NXT 10-OFFR OTHER PF: 7-AOP ORIG ACCT


 Mehran Farahani
 Comerica Bank - Palo Alto
 Banking Center Manager



COMERICA BANK
 MC 4359, PO BOX 2249, SAN JOSE, CA 95109-2249
 250 LYTTON AVENUE, PALO ALTO, CA 94301



Exhibit G- Managerial and Technical Competence

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Mike Farmwald – CEO of Atherton Fiber

Mike holds a doctorate in Computer Science from Stanford University where he was a Hertz Foundation Fellow. He co-founded Rambus in 1991, and a co-founded a number of other companies including Matrix Semiconductor, Dash Navigation, FTL and Chromatic Research. For about 10 years, Mike was a Venture Partner at Benchmark Capital.

Robert Hayes – Chief Operating Officer of Atherton Fiber

Robert has senior management experience in a variety of fields, including wireless access networks, monitoring and control systems, pattern recognition, medical devices, and remote telemetry. He was most recently president and CEO of Purfresh, a company specializing in atmospheric control and monitoring of refrigerated containers. Prior to that he served as President of Veraloft, an internet service provides specializing in city-wide wireless deployments.

The Fibersmith Company

FiberSmith is a fiber engineering company excelling in Inside and Outside Plant design, evaluation, mapping (including GIS), construction, implementation and testing. We handle Private, Public, and Public-Private Partnership projects. FiberSmith is familiar with most facets of regulatory procedures including Environmental Assessments and State Historical Agency reports, government grants, and loan applications.

Byers Engineering Company

Byers Engineering Company was founded in 1971 to be an effective technical services firm in the telecommunications and utility industries. The company's first client was New York Telephone Company (now Verizon), which remains a client today. This longevity is evidence of Byers' long-term business commitment to providing clients with high-quality, high-value products and services that exceed their expectations. A customer-focused approach has been a constant at Byers -- just as the president and core management group have been.

Headquartered in Atlanta, Byers has 1,000 employees including PMs, PEs, OSP and ISP Design Engineers, RCDDs, SW Developers, GIS Techs, Permitting and ROW specialists, Inspectors, and CAD Operators supporting both wireline and wireless providers. We are proud to count such companies as Atlanta Gas Light, AT&T, ATMC, Centurylink, Entergy, Hardy Telephone, Level (3), Progress Energy, Verizon, and Zayo among our client list.