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ROBERT K. ANGSTEAD
ROBERT J. BRUNDAGE
MARK W. COMLEY
CATHLEEN A. MARTIN
STEPHEN G. NEWMAN
JOHN A. RUTH

July 12, 2004

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

FILED⁴

JUL 13 2004

Missouri Public
Service Commission

Re: Computer Network Technology Corporation

Dear Judge Roberts:

Please find enclosed for filing in the referenced matter the original and five copies of an Application for Certificate of Service Authority.

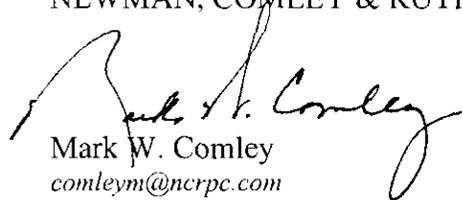
Would you please bring this filing to the attention of the appropriate Commission personnel.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel
General Counsel's Office
Robert Lock

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED⁴

JUL 12 2004

Missouri Public
Service Commission

In the matter of the Application of Computer Network)
Technology Corporation for a certificate of service for)
authority to provide intrastate interexchange and)
non-switched local exchange telecommunications services)
in the State of Missouri and to classify said)
services and the company as competitive.)

Case No. _____

APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY

Comes now Computer Network Technology Corporation (hereinafter sometimes referred to as "Applicant" or "Computer Network"), by its undersigned counsel, and hereby applies pursuant to Sections 392.361, 392.410, 392.420, 392.430 and 392.450 RSMo¹, the Federal Telecommunications Act of 1996, 4 CSR 240-2.060 and 240-3.510, for authority to provide intrastate interexchange and non-switched local exchange telecommunications service(s) in the State of Missouri and to classify said service and company as competitive. In support of its application Computer Network states as follows:

1. Applicant is a corporation duly organized and existing under and by virtue of the laws of the State of Minnesota and is registered as a foreign corporation in Missouri with certificate of authority to conduct business in Missouri. Computer Network's Certificate of Good Standing is attached hereto as Exhibit A.

2. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to the case should be addressed to:

¹ All statutory references are to Revised Statutes of Missouri 2000, unless otherwise noted.

Mark W. Comley
Newman, Comley & Ruth P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102-0537
Telephone: 573.634.2266
Fax: 573.636.3306
comleym@ncrpc.com

and

Robert Lock
President & CEO
Windfall Resources International, L.L.C.
7144 North Harlem Avenue, Suite 323
Chicago, IL 60631

3. Questions concerning the ongoing operations of Applicant and all of its subsidiaries

following certification provided above should be directed to:

Gregory Barnum
Computer Network Technology Corporation
6000 Nathan Lane North
Minneapolis, MN 55442

4. The registered agent for Applicant is:

National Registered Agents, Inc.
300-B East High Street
Jefferson City, MO 65101

5. Applicant seeks authority to provide intrastate interexchange and non-switched local exchange telecommunications services throughout the State of Missouri. Therefore, Applicant seeks statewide authority. Computer Network seeks to offer non-switched local exchange and interexchange point to point private line special access services to existing and/or new data storage clients. In providing these services Computer Network may rely upon its own facilities or the facilities of other carriers whether within an exchange or between exchanges.

6. Applicant possesses the technical and managerial expertise and experience necessary to provide the services it proposes. Background descriptions of Computer Network's management,

which demonstrates the experience and expertise, are attached hereto and incorporated herein by reference as Exhibit B.

7. Applicant is financially qualified to provide interexchange and non-switched local exchange telecommunications services in the State of Missouri.

8. Applicant will offer telecommunications service in accordance with applicable law. Applicant is willing to comply with all applicable Commission rules, and is willing to meet all relevant service standards, including but not limited to, billing, quality of service, and tariff filing and maintenance. However, consistent with the Commission's treatment of other certificated competitive local exchange telecommunications companies, Applicant requests that the following statutes and regulations be waived in accordance with. § 392.420 and 4 CSR 240-32.010(2):

STATUTES

392.210.2	-	Uniform System of Accounts
392.240(1)	-	Just & Reasonable Rates
392.270	-	Ascertain Property Values
392.280	-	Depreciation Accounts
392.290	-	Issuance of Securities
392.300.2	-	Acquisition of Stock
392.310	-	Issuance of stock and debt
392.320	-	Stock dividend payment
392.330	-	Issuance of securities, debts & notes
392.340	-	Reorganizations

REGULATIONS

4 CSR 240-3.545(2)(C)	-	Rate schedules should be posted at central office
4 CSR 240-3.550(5)(C)	-	File exchange boundary maps with Commission
4 CSR 240-10.020	-	Depreciation fund income
4 CSR 240-30.040	-	Uniform system of accounts
4 CSR 240-33.030	-	Inform customers of lowest price

9. The above-referenced rules and statutory provisions, or their predecessors have been waived with regard to other interexchange carriers (Case No. TA-98-361). These rules or statutory provisions are principally designed to apply to non-competitive telecommunications carriers. As a result, it would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as Applicant, and, for this reason, Applicant respectfully requests that the Commission waive the application of these rules.

10. Computer Network seeks classification of itself and its services as competitive.

11. Applicant will comply with all orders and regulations of the Commission applicable to providers of competitive interexchange and non-switched local telecommunication services except those that are specifically waived by the Commission.

12. Applicant further requests a temporary waiver of 4 CSR 240-3.510(1)(C). This rule requires that an application for a certificate of service authority to provide telecommunication services shall include a proposed tariff with a 45-day effective date. Applicant has not yet developed its Missouri tariff, but at such time as all facts necessary for the development of such tariffs are known to Applicant, it will promptly file said tariffs bearing no less than a 45-day effective date with the Commission.

13. Applicant submits that the public interest will be served by Commission approval of this application because Computer Network's proposed services will create and enhance competition and expand customer service options consistent with the legislative goals set forth in the Federal Telecommunications Act of 1996 and Chapter 392, RSMo. Prompt approval of this application will expand the availability of innovative, high quality and reliable telecommunications services within the State of Missouri.

14. Applicant has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within three years of the date of application.

15. Since Computer Network is requesting certification as a new carrier, no annual reports or fees are overdue to the Commission.

WHEREFORE, Computer Network Technology Corporation respectfully requests that the Commission grant it a certificate of service authority to provide interexchange and non-switched local exchange private line special access telecommunications services as herein requested, classify Computer Network and its proposed services as competitive and grant a waiver of the aforesaid statutes and regulations.

Respectfully submitted,



Mark W. Comley #28847
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(573) 634-2266
(573) 636-3306 FAX

Attorneys for Computer Network Technology
Corporation

ATTORNEY VERIFICATION

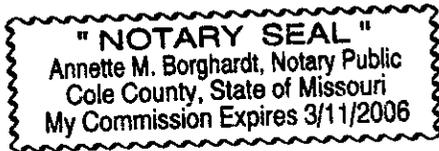
STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

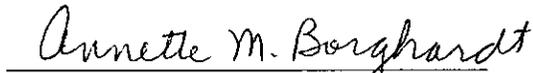
I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for Computer Network Technology Corporation, applicant in this proceeding; that I have read the above and foregoing Application and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant.



Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 12th day of July, 2004.





Notary Public

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent by electronic mail to General Counsel's Office (gencounsel@psc.state.mo.us) and Office of Public Counsel (opcservice@ded.state.mo.us), on this 12th day of July, 2004.

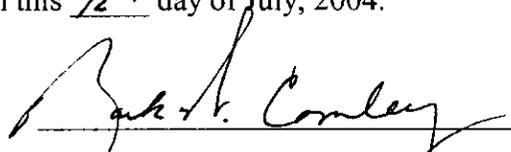


EXHIBIT A

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

I, MATT BLUNT, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

COMPUTER NETWORK TECHNOLOGY CORPORATION

using in Missouri the name

COMPUTER NETWORK TECHNOLOGY CORPORATION

F00343798

a MINNESOTA entity was created under the laws of this State on the 15th day of August, 1990, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 15th day of June, 2004


Secretary of State



Certification Number: 6786787-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

EXHIBIT B

THOMAS G. HUDSON

45 Gideons Point Road
Tonka Bay, MN 55331

Residence: 612-401-0195
Office: 612-797-6100

Summary of Qualifications

Creative, results driven, technically proficient CEO; general manager, experienced in Technology Development, Systems Integration Services and Consulting, Global Marketing and Sales, for Services, Information Content, Systems and Technology industries; have created corporate business strategies and systems implementation teams that enable technology to address customer business problems and opportunities. I believe in aggressive leadership, building results oriented teams, and getting the results.

Computer Network Technology

1996 to Present

President and Chief Executive Officer since 7/1/96: Minneapolis based company staled at \$78 million in revenues; 500 people; high technology computer and wide area networking firm serving the large Fortune 500 companies worldwide. We are a data access and delivery company; we connect any device to any server at any distance and speed, and any user to any application and data. We provide solutions in three areas: channel networking, mainframe, server and Internet gateways; and storage area networking.

This is a turnaround situation that involves reestablishing a profitable growth model with new products, expanding the market niche and adding new technology partners. Currently at approximately \$100 million in revenues. Early on we are addressing several specific priorities:

- developing and communicating a simple, clear direction and vision for the future;
- staffing a new executive management team;
- revitalizing the pipeline of new products;
- developing a new product strategy including the Internet and storage area networking;
- improving the quality of products shipped;
- introducing an expanded go-to-market strategy, including OEM and reseller channels.

The McGraw Hill Companies

1993 to 1996

Senior Vice President - Corporate Development Responsible to CEO for developing corporate strategy, assessing investments in new businesses, acquisitions, new products and sales channels.

Senior Vice President and General Manager - general manager of F.W. Dodge, 1993. Responsible for wholly owned, fully integrated division of parent. Dodge is the leading provider of information/content to the construction industry in the US. Its \$160 million revenues come from three primary businesses: reports on all new building projects in the US; plans and specifications information; and economic analysis and trends.

Dodge was in a classic turnaround situation: market dominant, growth through price increases, not customer driven, and limited in automation deployment. Revenues had stagnated for five years and profits had eroded eighty percent.

- cut costs by \$5 million in the first six months through downsizing and redeployment;
- repopulated the entire executive team in sales, CFO, systems, editorial, product management, production and distribution by recruiting top talent and experience;
- established process improvement teams for re-engineering out waste and improving internal and external customer satisfaction;
- developed two new software products and created a major national marketing launch program to generate new revenues from existing and new customers;
- improved overall competitiveness of information product line by making significant tactical design adjustments to improve competitiveness;
- established the unit's first goal setting, performance management and appraisal system for over 1500 employees at all levels;
- re-built the incentive system to incite growth and reward top performers.

These actions resulted in twelve months of business growth and the first real revenue and profit improvement in six years. Profits doubled the second year based upon subscription increases and cost/productivity improvements.

IBM Corporation

1968 to 1993

Developed worldwide strategy and implementation team for international financial services industry customers:

- managed industry hardware development: Charlotte, NC; Boeblingen, Germany; Tokyo, Japan;
- introduced new base of financial application software and architecture;
- began professional services/systems integration teams worldwide, focused on vertically integrated industry segments;
- established eight equity alliances and two new startup corporations; one has since gone public and the other has been acquired, all with substantial capital gains for IBM; a third spin off was later acquired as part of the core business.

General Manager with investment responsibility for worldwide missions:

- achieved all major measurements and objectives on time, in budget for last three years. Established quick response teams to cover two potential liability exposures;
- direct responsibility for profitable worldwide revenues in excess of \$1.8 billion; developed strategy and deployment for matrix management of \$12 billion in revenue;
- direct responsibility for 1300 professionals in worldwide development, services and consulting, marketing and sales;
- personally directed capital investments in new joint ventures, startups, and new equity alliances in excess of \$150 million;
- managed terms and conditions for diverse marketing channels for products and services;
- chairman of internal "community" for finance industry of worldwide executive team, to determine requirements and priorities;

- measured and recognized for profit contribution, customer satisfaction, employee morale, quality, competitive ranking, market share and growth over a sustained time period;
- effective at cost cutting both before and during a business crisis: personally cut 650 staff from my division's headquarters; closed large development and manufacturing site through effective economizing and standardization. Organized rightsizing for 14,000 person division.
- quality review board executive and owner of Solution Integration Process for IBM Corporation.

Senior Executive for wide array of systems development for new products, application and systems software and services offerings, including:

- managed startup operations to large multi-site development efforts; budget exceeded \$300 million annually;
- developed application software for mission critical applications in banking including: deposits, loans, trusts, trading, EFT/EDI, branch banking, telemarketing and servicing, consumer home banking, capital markets, risk and profitability management;
- developed unique products for the finance and distribution industry customer set; check/image hardware and software, branch delivery system products, and self service (ATM) machines;
- established architecture for industry applications: development of tools and models for improving productivity and quality in application design and rapid prototypes;
- developed new business line for Japan and other Asian countries for: printers, displays, POS and banking terminals, communications protocols, and application design and rapid prototypes;
- justified development of Kanjii language for all IBM system software;
- developed first OEM line of business offerings for storage products business;
- developed alliances and a subcontractor network to reduce risks and internal hiring, as well as gain required specialized skills to accomplish the objectives in a timely fashion.

Other Marketing and Sales experiences include overall responsibility for:

- worldwide services industry marketing including finance, brokerage, insurance, and distribution;
- directed applications software sales, services and consulting to large banking clients;
- US industry marketing executive for services industries;
- business area manager - marketing for all IBM products in Asia Pacific in Tokyo;
- national marketing manager for small and distributed systems;
- international large account sales manager for largest financial customer;
- sales executive for brokerage accounts in New York.

Creator of innovative partnerships in response to market needs and competitive pressures:

- established eight equity alliances and joint ventures for IBM solutions in specific application niches;
- established multiple customer joint development contracts to ensure focused development efforts and lower risk. Established multiple alternate sales and service channels via joint ventures in Japan and Far East countries.

Broad based functional and international management experience with proven results:

- recognized as a visionary leader for developing new ideas and strategies; implementation through team building and people management;
- assignments in worldwide marketing, application development, services, consulting, planning, and general business management;
- started outsourcing business for IBM in finance industry to meet customer needs and address severe competition to our core businesses. Spun this department off to another unit focused only on outsourcing: ISSC;
- generally viewed as the authority on marketing and development investments for the services sector;
- speaker at numerous industry leadership functions including: ABA, Group of Thirty, World Economic Council, MIT and Harvard, as well as many newspaper articles and a television news and commentary feature. These generally focused on "the impact of technology and leveraging technology in the finance industry."

Vice President, Services Sector Division

1988 to 1993

Responsible for worldwide systems development, services/consulting and marketing in financial services industries. \$1 billion profit and loss responsibility; \$300 million budget; 1300 people.

Vice President Plans and Control, General Products Division

1987 to 1988

Responsible for business plan management for worldwide revenue and profit, quality assurance for new product introduction, and marketing brand management.

General Manager, Product Development Tokyo, Japan

1985 to 1987

New product development for banking, POS, printers and communications hardware.

Group Director, Product Marketing Tokyo, Japan

1984 to 1985

Responsible for marketing, brand management and new product introduction for Asia Pacific Group.

Various Strategic Planning and Product Management Positions

1982 to 1984

A Series of IBM Systems Engineering, Sales and Marketing Management Positions in the New York Territory

1968 to 1982

Education

Harvard Business School, Advanced Management School, 1990

MBA, Finance, New York University, 1974

BS Electrical Engineering, University of Notre Dame, 1968

Memberships

CNT, Board of Directors, 1996 to Present

Secur Technologies, Board of Directors, Cary, NC, founded in 1990 to 1993

Financial Technologies, Board of Directors, New York, NY, founded in 1990 to 1993

Hogan Corporation, Board of Directors, Audit, Dallas, TX, 1988 to 1993

Information Industry Association, United Way Executive Campaigner

Who's Who in American Business

Harvard Alumni Club; Notre Dame Sorin Society

Top Secret clearance - current

Family

Married 29 years, four children; enjoy skiing, boating and gardening

GREGORY T. BARNUM

4760 Bayside Road
Orono, Minnesota 55359
(952) 472-7992 (home)
(763) 268-6110

EXPERIENCE

Computer Network Technology Corporation
Plymouth, Minnesota

Vice President of Finance,
Chief Financial Officer and
Secretary

July 1997 - Present

Responsibilities:

- Directly responsible for Accounting, Treasury, Credit and Collections, Contracts, Facilities, Financial Reporting, Investor Relations, Information Technology, Mergers and Acquisitions, Operations Planning, Order Entry, Supply Chain Management, Taxation, and the duties of the Secretary to the Board.

Tricord Systems, Inc.
Plymouth, Minnesota

Senior Vice President of Finance and
Administration, Chief Financial Officer
and Secretary

September 1992 - July 1998

Hired as Sr. Vice President of Finance and Administration and CFO in September 1992 after the Company had postponed its initial public offering due to serious internal control and system problems. My initial responsibility was to implement the appropriate controls and systems in order to complete the public offering. The Company's initial public offering was completed in March 1993. My primary responsibilities then shifted towards more of an operations role, including implementation of aggressive inventory and

cost reduction programs, ISO 9001 certification, materials management and the formation of operating units in the U.K., France, Germany, Canada, the Netherlands and Mexico. In February 1997, the company made a strategic decision to exit the enterprise server market and enter the storage management market, as a software developer. I participated in successfully right-sizing the Company and then resigned to pursue a more challenging opportunity.

Responsibilities:

- Directly responsible for Accounting, Treasury, Credit and Collections, Facilities, Financial Reporting, Human Resources, Investor Relations, Management Information Systems, Materials Management, Operations Planning, Order Entry, Taxation, and the duties of the Secretary to the Board.

Cray Computer Corporation
Colorado Springs, Colorado

Executive Vice President, Finance
Chief Financial Officer, Treasurer and Secretary

November 1989 - September 1992

Cray Computer Corporation (CCC) was spun-off by Cray Research, Inc. (CRI) on November 15, 1989 as a publicly held company. Previous to this CCC functioned as a division and subsidiary since 1983. In May 1988 the division was relocated to Colorado Springs from Chippewa Falls, Wisconsin. As Corporate Controller of CRI I transferred with the division with the responsibility to assist the founder, Seymour Cray, and the newly appointed President in establishing the operation. My assignment was for 2 years at the end of which I would relocate back to Minneapolis as Vice President, Finance. When CCC became a separate company in November 1989, my decision was to stay with CCC.

Responsibilities:

Directly responsible for Accounting, Financial Reporting, Operations Planning, Management Information Systems, Data Center, Human Resources, Facility Maintenance, Contracts, Investor Relations, Customer Visits, Taxation, Treasury and the duties of the Secretary to the Board.

Cray Research Inc.
Minneapolis, Minnesota

Vice President, Finance - Colorado Operations	March 1989 - November 1989
Corporate Controller	May 1983 - March 1989
Accounting Manager	August 1980 - May 1983

Responsibilities:

- Responsible for establishing Accounting, Financial Reporting, Operations Planning, International Operations, Tax (1980-1982) and Treasury (1980-1982) functions.

Peat Marwick Mitchell and Co.
St. Paul, Minnesota

Supervising Senior	June 1977 - August 1980
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Responsibilities:

- In-charge responsibilities on medium to large size jobs.
- Computer Audit Specialist - involved training in computer audit techniques. One of two in the St. Paul office.

EDUCATION

Bachelor of Arts in Accounting - 1977
College of St. Thomas
St. Paul, Minnesota

Certified Public Accountant - Minnesota 1979
Certified Public Accountant - Colorado 1990

Organizations:

American Institute of Certified Public Accountants
Minnesota Society of Certified Public Accountants
Financial Executives Institute
Collaborative CFO roundtable

350 Lynthrum Lane
Medina, MN 55340

Work: 763-268-7509
Home: 763-478-8504
Ed_walsh@cnt.com

Edward J. Walsh

Experience

2001 - Present CNT Minneapolis, MN

Vice President - Strategy, Marketing and Alliances

- Responsible for CNT's Strategy, Marketing, Product Management and Marketing, Alliances and Channel Sales teams.

Vice President – Storage Solutions Group

- Responsible for CNT's Storage Solutions Group for North America. This included Sales, Pre-Sales and Professional Services Delivery teams.

1988–2001 Articulent Hopkinton, MA

An \$88 million systems integrator and consulting company focusing on data management solutions. Business partners include IBM, Digital Equipment, Compaq, EMC, Microsoft and AT&T.

VP of Field Operations

- Responsible for all of Articulent's Sales, Pre-Sales and Professional Services teams.

District Manager

- Responsible for Articulent's Mid-Atlantic and Metro New York districts. Managed the region's Sales, Pre-Sales and Professional Services teams.

Data Management Consultant

- In order to accomplish Berkshire's goal to penetrate strategic accounts in New York's Financial District, I focused on penetrating and managing these new accounts.

District Manager / Sales Representative

- Moved to New York City to open, establish and grow Berkshire's business in the Metro New York region.

Sales Representative / Co-Founder

- Berkshire was incorporated in 1988. Berkshire was a storage OEM at this time. the second person at Berkshire my roles were many and diverse. My roles included product concept development, product launches, sales, product testing and product installation.

Jan 1988–Dec 1988 EMC Corporation Hopkinton, MA

Marketing

- Worked in the marketing group responsible for compatible products for Digital Equipment Corporation's Systems.

Education

1992 University of Massachusetts Amherst, MA

- B.S. in Marketing with Minor in Computer Science.

WILLIAM C. COLLETTE

7610 Crestview Dr.
Eau Claire, Wisconsin 54701

(715) 878-4006

SUMMARY

A versatile professional with in-depth knowledge of operating systems, networking and software development. Proven expertise in systems development from microcomputer to supercomputer operations with knowledge of both hardware and software integration and operation. Familiar with UNIX, local area networks, wide area networks, servers and client systems. Strengths include creativity, high energy, innovation and proven ability to analyze and solve problems.

SUPERCOMPUTER SYSTEMS INC., Eau Claire WI

Senior Software Engineer

1990 - 1993

Wrote the detailed test plan for the test and integration of the SS-1 Supercomputer. Executed the test and integration of the SS-1 which covered hardware and software installation, testing of the hardware and the UNIX operating system. The tasks also included installation and integration of HIPPI I/O devices including disk, and network devices on local and wide area networks. This project involved interfacing with several hardware and software groups, both internal and external.

Responsible for the design, testing, and implementation of network capabilities first on a Sun platform and then on the SS-1 Supercomputer. Wrote C programs to test the memory interface from the Network Systems router to the Sun. Worked closely with the vendor to approve, test and install a HIPPI driver on the Sun platform to fully test the HIPPI memory interface capability. The network capabilities included FTP TCP/IP and NFS UDP/IP over Ethernet and HIPPI.

Responsible for all network vendor interfacing and negotiations of contracts between SSI and the vendors. These included Zitel, Ultra Technologies, Netstar Inc., Computer Network Technologies and Network Systems Corporation.

CONTROL DATA CORPORATION, Arden Hills, MN.

Section Manager

1986 - 1990

Managed major software projects including all personnel issues, hiring and performance appraisals. Conducted communication meetings, and presentations to upper management regarding financial and schedule performance. Effectively utilized matrix management, to get projects completed on time and within budget.

Directed all aspects of network file archiving between a Control Data Cyber server and a UNIX client system. Managed this 14 person project and kept the project on schedule and on budget. Responsible for the selection of peripherals which were attached to the file server, including Network Systems Data Exchange hardware, Masstor Tape Cartridge subsystem, Storage Technology Tapes and Control Data Disks.

Managed a \$28 million dollar project for hardware and delivery of several key features for the Naval Surface Weapons Center including common input/output queues, multiple level security and several other feature enhancements. The system was accepted on time and the project was on budget.

Managed a Management Information Center which supported two software development groups and other end users. This center achieved a 98%+ production availability along with a high level of efficiency and cost effectiveness.

Unit manager

1980 - 1986

Evaluated, designed and developed turn-key solutions for large customers. The solutions were derived by evaluating the customers request for proposal as well as competition from other vendors. My group developed the software features for several large systems. Provided the Interface between the marketing and development organizations for future products.

Consultant

1975 - 1980

Planned the migration of applications from the CDC NOS operating system to the NOS/VE operating system. Designed, coded and implemented an operating system on the PL10 hardware which included interrupt handling, I/O drivers and a communication interface.

Senior Programmer

1968 - 1975

Using the Control Data assembly language, designed and implemented a communication subsystem for the Master Operating System. Managed multiple project groups, mainly in the I/O and driver areas of the operating system.

System Analyst

1965 - 1968

Installed and supported the Master Operating System world-wide for Control Data Corporation. Analyzed and solved many extremely difficult problems that could not be solved by local analysts in the country.

Hardware Integration Engineer

1963 - 1965

Debugged the instructions and I/O on the CDC 3300 and installed the systems on site.

EDUCATION

Metro State University, St. Paul, Minnesota

B.A. Business Management, 1979

Control Data Corporation
attended extensive computer courses

International Business Machines
attended Chief Programmer Top Level Design course

9/00-7/01

Commerce One

Chicago, Illinois

Vice President, Global Services

Led Global Services Group with Fortune 500 clients that included: Ford, BP Amoco, Covisint, Trade Ranger, Pantellos, and Quadrem. Was responsible for \$175M in P&L services revenue and leadership responsibility for over 700 people.

Created and implemented vision that incorporated new approaches to expediting liquidity in exchanges. One new approach provided packaged "private labeled services" to e-marketplaces that were offered to their perspective buyers and suppliers. Restructured sales operations to industry verticals that doubled revenues from 2000 to 2001. In addition, developed additional practices in supply chain optimization, strategic sourcing, private labeled e-marketplace services, and virtual supply chain offerings. Also developed a national Project Management Office to ensure project quality amongst all existing projects.

Recruited seven senior executives in leadership roles that is the key to doubling revenue growth in 2001 as well as providing the necessary financial discipline and focus. In the past 15 years, have never missed revenue and EBITDA targets.

11/99-9/00

AppNet, Inc. (acquired by Commerce One) Chicago, Illinois

Group President and General Manager

One of three Group Presidents responsible for running a \$120 Million pure play e-business company. Had service line Presidents as direct reports with a focus on full "end to end" e-business services managing over 500 people and \$62 Million in direct P&L responsibility. Services include: strategic planning, technical architectural planning and implementation, application development, and integration services. Reported to Chairman and CEO.

Created and implemented vision of company to focus on Fortune 200 customers and providing them with "end-to-end" services ranging from strategy to full implementation. In addition, focused on integrating 13 companies that were part of a large rollup. Implemented numerous integration efforts to streamline company delivery and sales efforts including a knowledge management database and resource management system. Directed the methodology and development of re-useable object libraries and integrated delivery process used to condense project lifecycle to major "90 day deliverables." Set company strategic plan and prioritization of company e-business initiatives and was involved in leading several key acquisitions. Key financial accomplishments include: doubled business revenues, increased EBITDA from 3% to 21%, and decreased Days-Sales-Outstanding from 83 days to 37 days.

Since joining the firm, was awarded five of the largest B2B and e-business contracts in the U.S, including UCCnet, Prime Outlets, BP Amoco, Ford Motor Company, and Nationwide Insurance valued at over \$65M in initial contracts. Personally recruited top management team of twelve people, all of which were formerly CEO's and top executives of major companies. Sample project initiatives include:

- *UCCnet*-was the largest B2B contract ever won at the time. Involved real time updates of all retail transactions over the internet via XML. Over 40,000 companies subscribed to this network.
- *Ford Motor Company*-Developing consumer connect initiative that allows, "build to order" cars over the internet.
- *BP Amoco*-Developing B2B portal that allows customers procurement of Natural Gas and Liquids (NGL) over the internet.

8/94-10/99

Unisys Corporation

Lombard, Illinois

Managing Principal/Partner (9/98-10/99)

Responsible for leading an Insurance Consulting Practice with 1999 service revenues of over \$25 Million and 55 people. Responsible for general management and operations that included: developing financial services core competencies, delivery model, full practice P&L, strategic alliances, business development, and project delivery.

Accomplishments Include:

- Integrated Financial Services Lines of Business To Best Meet Client Needs
- Streamlined Services Delivery Infrastructure By Creating Service Templates
- Built Up Business Pipeline To Over \$200 Million
- Closed Ten New Clients In First Half of 1999
- Implemented New Business Development Model
- Increased Practice Gross Margins Over 25% From 1998
- All Engagements Are On a Time & Materials Basis and Referenceable
- Increased Several Key Strategic Alliances

Senior Principal/Partner (8/94-9/98)

Responsible for building an Insurance Consulting Practice focused in the Midwest. Specific responsibilities include: business plan creation and execution, profit accountability, business development, project quality assurance, recruiting, skills development and project delivery. Developed new delivery model to instill discipline and focus on a selected group of core competencies. New delivery model was critical to the success of the practice. Was promoted to Senior Principal after only 18 months of joining the firm.

Significant Accomplishments:

- Developed a virtual internet bank for a \$24 Billion insurance company by providing services from strategic planning to full implementation of products and services. Worked directly with CEO, President, COO and executive staff on vision, product and service offerings, brand differentiation, distribution channel mix, marketing plan, success metrics, competitive analysis, risk management and Phase I of product/service implementation. In addition, assisted in filing for a thrift charter with the Office of Thrift Supervision (OTS) as well as completed an information architecture.
- Awarded multi-million project at the largest workers compensation provider in the state of Michigan to integrate Cover-All and Pyramid that will provide a new client/server integrated Underwriting and Claims solution. Competed against Ernst & Young, Deloitte & Touche, and PriceWaterhouseCoopers. This solution involved significant process redesign, data migration from DMS II to Oracle, building intranet and extranets, Cover-All gap analysis and modifications, change management consulting, and the over-all integration and project management of five subcontractors.
- Provided data migration services to three of the largest non-standard auto providers on new client server platforms. Our services provided each of these clients with the ability to execute their multi-state expansion strategy on a single open systems platform. In addition, strategic and IT architecture planning services were also provided.

- Awarded multi-million Customer Information Systems Project at United Fire and Casualty Insurance. The services performed included an initial customer segmentation study to match customer-buying attributes with the optimal suite of insurance products. The new system now allows UFC to aggressively cross sell to their existing customer base. In addition, this solution has enabled UFC to become more customer focused on existing and new marketplaces. As a result of the new Customer Information System, revenues are up 31% with operating expenses being reduced by 28%.
- Awarded a major consulting engagement with the largest health care provider in the United States to assist in their execution of their rapid acquisition strategy. We lead a team of consultants in creating a template and methodology that will enable this client to expeditiously convert newly acquired companies into their current IT infrastructure. It is the implementation of this strategy that has been the key to their success.
- Implemented an Environmental Claims system for CNA Insurance. Solution involved complex workflow redesign, rapid application development, and imaging technologies. Currently system enables CNA to access complex claims history expeditiously. As a result of this system, CNA has aggressively reduced their claims loss ratios.

1989 - 1994

Digital Equipment Corporation

Chicago, Illinois

Senior Project Manager, Professional Services

Responsible for project management, risk reduction and contingency planning, gross margin after project completion, client satisfaction, management of project consultants, recruiting and new business development.

Significant Accomplishments:

- Implemented an automated Underwriting, Claims, and rating system for Shand, Morahan & Company. In addition, provided consulting to Shand's executive staff on developing information architecture to support business strategies. The new solution cut Shand's annual Information Systems costs by 56%. Most importantly, Policy underwriting which once took weeks, now can be processed in minutes, thereby resulting in increased customer satisfaction. This project resulted in \$4.8 million of services in the first year.
- Second year at Shand Morahan & Company project managed an additional \$1.2 million in projects, which competitively displaced Hewlett Packard, Comdisco and Banyon. These solutions involved network integration consulting and have made it easier for Shand's customers to buy their products.
- Won a \$960K consulting project at Near North Insurance. Project Managed and developed customized Client/Server Bond Tracking System that has improved customer service by enabling Near North's customers (i.e. Amoco, McDonalds) to electronically purchase surety bonds in seconds versus their competitor's average of six days.
- Provided consulting to CEO of Mid America Title on complete customized solution to revamp their old real estate title system. Utilized Business Process Re-Engineering to significantly reduce title closing time and processes. This new client win resulted in over \$580K in consulting and application development revenues.
- Successfully competed against IBM consulting to win an \$820K project at Alden Management Services Corporation. The new solution automates the management of their managed care facilities by determining room availability, service needs, and profitability of each facility.

1979 - 1989

Burroughs Corporation

Oakbrook, Illinois

Senior Account Manager

(1985 - 1989)

Account Executive

(1979 - 1985)

Primary responsibility was new account development with a focus on the Financial Services industry.

Significant Accomplishments:

- Sold Allstate personal lines Property & Casualty Insurance nationwide check processing system for \$5.2 million. All insurance premium checks get processed and are ready for deposit directly to their local bank with this solution. Today over \$25 million a day is being processed by these systems which are very mission critical to Allstate's cash flow.
- Managed implementation of check processing systems for all other Allstate Divisions: Allstate Commercial, Life and Motorclub.
- Part of sales team that sold American Hospital Supply large order entry system. This system positioned American Hospital as the worlds leading supplier of medical products by expediting the delivery of hospital orders faster than any of their competitors.
- Sold Kemper Insurance and Dean Witter Reynolds financial system solutions totaling \$1.3 million, both of which were new accounts.
- Attained 120% of quota seven out of nine years and sold over \$7 million in new competitive business in last two years.

PUBLICATIONS:

Articles published in *Insurance and Technology*, *Best Review*, *National Underwriter*, and *CPCU* magazine. Quoted in over 50 publications in 2002 on topics ranging from the future of portals, premium content, and monetizing value on the internet.

OTHER ACTIVITIES:

Served as Chairman of the American Management Association. Currently a member of the Board of Directors of PlanetCAD, a CAD-CAM and supply chain software provider.

EDUCATION:

School
Western Illinois University

Degree
Bachelor of Business

Jeffrey A. Bertelsen, C.P.A.
12405 51st Avenue North
Plymouth, MN 55442

(Home) 559-7368
(Work) 337-9394 - Confidential

SUMMARY

A Certified Public Accountant with 10 years of progressive experience with KPMG Peat Marwick assisting companies in the manufacturing and high technology industries, including annual audits, due diligence and acquisition activities, corporate tax matters, external financial reporting and various SEC filings.

EDUCATION

University of Minnesota
Minneapolis, MN

Bachelor of Science - Accounting
Cumulative G.P.A. - 3.5/4.0
1980 to 1984

EXPERIENCE

KPMG PEAT MARWICK
Minneapolis, MN

Senior Audit Manager
1991 to present
Audit Manager
1989 to 1991
Staff Auditor
1985 to 1989

Engagement Senior Manager for a variety of companies in the manufacturing and high technology industries. Responsibilities include overall management of the audit process, billing and collection, client relations, technical research and financial reporting assistance with a variety of SEC filings, including registration statements, Forms 10-Q, 10-K and annual report. Clients were also assisted with special projects, including due diligence for acquisition targets, internal audit activities and corporate tax issues.

Jeffrey Bertelsen, C.P.A.

Representative Clients and Services Provided

- GNB Batteries Technology Inc. -

A \$700 million manufacturer of automobile and industrial batteries which is a wholly owned subsidiary of Pacific Dunlop, a \$5 billion public company based in Melbourne Australia. Activities include management of the annual audit, assistance with financial reporting under both U.S. and Australian Generally Accepted Accounting Principles, internal audits, due diligence for acquisitions and special operational audit activities resulting in significant savings from consolidation of the finance function.

- Advance Machine Company -

A \$90 million manufacturer and distributor of commercial and industrial floor maintenance equipment. Activities include management of the annual audit, assistance with purchase accounting, and due diligence provided for the Danish corporation which subsequently acquired Advance Machine Company.

- Computer Network Technology Corporation -

A \$60 million manufacturer of computer networking equipment. Special services provided include assistance with two public offerings, technical accounting assistance with respect to acquisitions (purchase price allocation, purchased in-process research and development, exchange of stock options, and pro forma financial information requirements) and accounting assistance including consolidations and foreign operations.

- Grand Casinos, Inc. -

A large casino entertainment company with operations located throughout the United States. Special services provided include assistance with four public offerings of debt and equity securities, accounting for debt with detachable warrants, equity method accounting, consolidations with minority interest and earnings per share technical issues.

Other Clients Include:

- IMI Cornelius, Inc.
- SoDak Gaming, Inc.
- Ciprico, Inc.
- Bridon Cordage, Inc.
- Dahlberg, Inc.
- Pirelli Power Transmission, Inc.
- Caribou Coffee, Inc.
- Toro, Inc. - Wheelhorse Division

Personal Biography: Mark R. Knittel

Strengths

- Strong mix of business, technical, and marketing skills.
- Excellent communication skills.
- Strong analytic/strategic planning ability.
- Substantial operational experience managing large organizations.
- Significant dedication to work.

Work History (all positions at IBM)

- * Sept. 1995 to present: Director of Campus Product Marketing
 - Responsible for all marketing and sales support activities for IBM LAN products, including Hubs, concentrators, Lan Switches, routers, adapters, etc.
 - 1996 revenue responsibility: \$1.1 billion.
- * 1992 to 1995: Director of Network Integration Products
 - 1992 to 1993: La Gaude France; Responsibilities:
 - Establish new business unit responsible for Intelligent Hub LAN products.
 - Establish alliance with major Intelligent Hub vendor. Alliance scope: joint development, manufacturing and marketing.
 - Strategy/planning, development (hardware/software), marketing of new products. Products developed include Token Ring, Ethernet, and ATM LAN concentration products, and a new suite of object oriented Network Management applications to support the new hardware.
 - 1993 to 1994: Responsibilities expanded to include workgroup/stackable Hub product group, located in RTP, North Carolina.
 - 1994 to Sept 1995: Relocated to RTP, North Carolina. Responsibilities expanded to include new Switched Lan/ATM product group.
 - Results: Intelligent Hub business unit established successfully, including joint alliance with outside company. This is now the fastest growing business segment in the Networking Hardware Division, with revenue of app \$400m, and app. 300 employees (approximately 50% hardware engineers, and 50% software engineers.). As part of this responsibility, I led the definition of the IBM campus ATM strategy, and led the design, development, and standards activities related to campus ATM.
- * 1990 - 1992: Director of Advanced Connectivity Systems, La Gaude, France. Responsible for Strategy development and systems management of new multi-function network controller

system. Recently announced as the Nvays 2220 Switching Family.

- * 1988 - 1990: Systems Manager for Network Management; RTP. Responsible for technical/marketing strategy development and plan management for all Network Management activities in IBM. Participated in company wide System Mgmt strategy definition/implementation efforts.
- * 1987 - 1988: Product manager for Advanced Telecommunication Products; RTP. Responsible for software development activities associated with APPN. This was a new organization, which I created and staffed to develop a new, portable telecommunications access method for host and personal systems. This group eventually grew to be approximately 130 persons.
- * 1985 - 1986: Manager of Vtam Design and Performance group; RTP. 2nd line position, with responsibility for all product design and performance assessments for VTAM, a very large/complex host telecommunication access method.
- * 1984 - 1985: Manager of SNA System design; RTP. Managed a group of top system designers responsible for new SNA architecture enhancements, including APPN.
- * 1982 - 1984: Manager of Large Systems Technical strategy; Poughkeepsie, New York. Participated in the definition of the S/390 Sysplex strategy definition. Responsible for integration of networking into this strategy.
- * 1980 - 1982: Lead Systems Engineer for Federal Reserve Bank team; Chicago, Illinois. Led design for Fed Reserve Communications Systems/90's (FRCS/90), which was a complete re-write of the Fed Funds Transfer system, based upon IMS/Fast Path, and VTAM.
- * 1978 - 1980: Systems Engineer; Chicago, Illinois. Technical support for large accounts in Finance Industry. Principal role: Data Base and Data Communications specialist.
- * 1977 - 1978: Hired by IBM as Systems Engineer in Chicago, Illinois. Spent first year in required sales and technical training classes

Education

- * Bachelor of Arts degree from Eckerd College - Saint Petersburg, Florida. Major: Philosophy.
- * Master of Arts Degree from University of Chicago - Chicago, Illinois. Major: Analytic Philosophy.
- * Other:
 - Attended IBM Systems Research Institute in 1981; location: New York City; duration: 10 weeks.
 - Attended Business Management program at Wharton School of business for 2 weeks in 1987.

Robert R. Beyer

4950 Shady Island Circle

Mound, MN 55364

Home: (612)470-6019

Office: (612)638-7104

Qualifications Profile:

Highly skilled computer executive with over fifteen years experience in engineering, sales, and customer support settings. Areas of expertise include:

- Operations Management
- Financial Management
- Program Development and Deployment
- Change Management
- Vendor Management
- Computer Service Delivery
- Personnel Management
- Strategic Planning
- Contract Negotiations
- Conflict Management
- Support Planning
- Cross Functional Management

Results oriented leader with experience in start-up, turn-around, and growth situations. Dedicated individual with strong problem solving, communication, and leadership skills. Extensive background in leading technical professionals in highly complex computer support and business critical environments. Respected and viewed as a strong leader by senior executive management.

Professional Experience:

NCR Corporation, Dayton, Ohio

1989 to Present

Vice President, High Availability Services

1997 to Present

- Provide strategic, tactical, and operational leadership in supporting computer service delivery operation.
- Design and execute US computer service delivery and support operations model providing best-in-class profit margins.
- Negotiate multi-year/multi-million dollar support service contracts with customers and strategic alliances.
- Provide leadership and direction in the design of the High Availability Services organization which consists of over 400 engineers, 30 district managers, and 5 region directors.
- Provide leadership and support to international partners in implementing US support and service methodologies.
- Partner with NCR leadership team formulating strategic direction for NCR's key support strategies.
- Member of key quality improvement teams.
- Provide post-sale support for two of NCR's key initiatives.
- Executive sponsor for key customers.

Achievements/Accomplishments

- Received highest associate satisfaction ratings while improving customer satisfaction and overall profitability.
- Selected as "high potential" succession candidate.
- First NCR employee to attend AT&T's Leadership Development Program.
- Exceeded revenue and profit objectives every year.
- Best-in-class revenue per associate in the industry.
- Developed and initiated support methodologies that were adopted by worldwide operation and results in profitable value-add services.
- Led cross functional team in creating new service organization and aligning support systems in less than three months.
- Selected by peers as one of the "Best of the Best."

Director, Business Critical Support Services 1993 to 1997

- Responsible for seven regional managers and over 100 support representatives in providing post-sale support for Teradata systems in the Western Region.
- Designed, Developed, and Deployed business critical support methodologies that were implemented across the world.
- Participated on numerous cross functional teams in supporting NCR's key initiatives.

Executive Account Manager 1993 to 1993

- Responsible for key Teradata customers in the Kansas City area.

District Manager 1992 to 1993

- Responsible for leading 20 field engineers in supporting key Teradata customers.

System Support Representative 1989 to 1992

- Responsible for onsite hardware and software support at Teradata's largest customer.

Additional Professional Experience:

Clear With Computers, Account Director

Powermation, Sales Engineer

South Dakota State University, Lecturer in Electrical Engineering Department

TL Systems, Sales Engineer

Hughes Aircraft, Field Engineer

Military:

United States Marine Corps 1978 to 1982

- Promoted meritoriously to Sergeant in 20 months, honorably discharged.

Education:

- South Dakota State University, BS Electrical Engineering 1986, 3.4 GPA.
- Keller Graduate School of Management, various courses.
- University of St. Thomas, Executive MBA, complete 1999.

References Available Upon Request