

David R. Huber, Ph.D., is the founder of Corvis. He has served as a Director and Chairman of our Board, President and Chief Executive Officer since June 1997. Dr. Huber has 20 years of experience in the development of optical communications systems. From 1992 through April 1997, Dr. Huber served first as Chief Technology Officer and later as Chief Scientist of Ciena Corporation, a company he founded in 1992. From 1989 through 1992, Dr. Huber managed the Lightwave Research and Development Program for General Instrument Corporation. Prior to 1989, Dr. Huber held positions in optical communications development at Rockwell International Corporation, Optelecom, Inc. and ITT Industries, Inc., formerly International Telephone & Telegraph Corporation. Dr. Huber holds 41 U.S. patents in optics technology and has numerous additional patents pending. He earned a Ph.D. in electrical engineering from Brigham Young University and a B.S. in physics from Eastern Oregon State University.

Lynn D. Anderson has been Senior Vice President, Chief Financial Officer and Treasurer of Corvis since January 2002. From May 2001 to December 2002, Mr. Andersen served as Chief Financial Officer of Optical Capital Group, LLC, a specialized technology investment firm focused on optical equipment related communications technology. From December 2000 to April 2001, Mr. Anderson was self-employed providing financial and strategic consulting services to companies in the technology, media and energy sectors. From February 2000 to November 2000, Mr. Anderson served as Chief Operating Officer and Chief Financial Officer of Zillacast, an Internet broadcasting company. From 1981 to 2000, Mr. Anderson held several financial positions with various divisions of General Electric Company, and later, as Chief Financial Officer of GE Capital Technology Management Services. Mr. Anderson earned his B.A. from Kansas State University and his M.B.A. from the University of Texas.

Jerry Kent is Chief Executive Officer of AAT Communications, the sixth largest independent provider of antenna sites and site management services to the wireless communications industry. A 20-year veteran of the cable television industry, he began his career as an officer of Cencom Cable Associates, Inc., co-founded Charter Communications in 1993 and Cequel III in 2002. Cequel III was established to acquire and manage growth-oriented companies in the Telecommunications and Cable industry. Prior to founding Cequel, he was President and CEO of Charter Communications, Inc. Microsoft co-founder Paul Allen acquired Charter in 1998, and combined it with another investment, Marcus Cable, in early 1999, under the Charter Communications name. Mr. Kent was named President and CEO of this merged entity, which subsequently grew to some 7 million customers as the nation's fourth largest cable company. During his tenure, Charter went public in what was then the third largest IPO in U.S. history, became the largest issuer of high-yield bonds in the world and consistently led the industry in superior operating results. Mr. Kent received his MBA degree from Washington University. A native of St. Louis, Mr. Kent is active in that community.

Martin D. Kerckhoff is Executive Vice President and General Counsel of Cequel III, a broadband telecommunications management company founded in 2002. Prior to joining Cequel III, he was appointed by SBC Communications ("SBC") to serve as Group Executive Corporate Development and Initial Public Offering for Telkom SA Ltd ("Telkom"). Mr. Kerckhoff worked at Telkom, which is the national telephone company of the Republic of South Africa, for the previous five years. In that role, he was responsible for Telkom's Mergers and Acquisitions, Business Development, and Subsidiaries Groups and had primary responsibility for achieving Telkom's Initial Public Offering. He also served as Chairman of Telkom Directory Services, the national white and yellow pages directory company, and as Director and Chairman of the Corporate Development Committee of Vodacom Pty Ltd, which is South Africa's largest cellular carrier. Before being appointed to Telkom, Mr. Kerckhoff was Senior Counsel with SBC's International Mergers and Acquisitions Legal Group. In that capacity he successfully negotiated SBC's investment in Telkom, as well as investments by SBC in VTR Inversiones (Chile), Mobile Telephone Networks (South Africa), Telnics (Mexico), and the purchase of two cable/telephony networks in the United Kingdom. He also assisted SBC restructure its investment in CGETBL (France) and represented SBC in its privatization bid for Peru's National Telephone Company. Mr. Kerckhoff received his LLM (Private International Law) from McGeorge School of Law, his JD from St. Louis University and his BA (Political Science) and BS (Psychology) degrees from Tulane University. He holds licenses to practice law in numerous states and federal courts.

The following individuals are currently employed by Broadwing and will be transferring to C III Ops upon the closing of the proposed transaction. Detailed resumes for each are attached hereto.

Robert (Bob) Shingler is President of Broadwing Communications, the company's national broadband voice, data and IP operations. He is responsible for sales activities, customer care and service, network engineering and operations, and other staff functions. Mr. Shingler joined Broadwing Communications in April, 2002 as President of Voice Services. Prior to joining Broadwing, Mr. Shingler spent more than twenty years at BellSouth Corp. and its subsidiaries in a variety of leadership positions. He also served in executive positions in two technology start-up companies, and served as Executive Vice President and Deputy CEO at Sonofon A/S, a cellular telephone provider based in Copenhagen, Denmark.

Matthew W. Booher is Senior Vice President of Finance and an officer of Broadwing Inc. He is responsible for all financial aspects of Broadwing Communications, including business development, planning, budgeting, reporting, accounting, collections, and internal auditing. Prior to his current position, Mr. Booher served as Chief Financial Officer of the financial services division of Norrell Corporation located in Atlanta, Georgia. Mr. Booher also served as executive director of business markets at MCI, where over a ten-year career he held a number of key finance positions, including Managing Director and Chief Financial Officer of Prepaid Markets, and Director of Business Analysis/Planning for MCI's business markets division.

Richard Putt is President, National Accounts for Broadwing Communications. Mr. Putt first joined Broadwing as the President of Business Markets in January, 2000 and helped engineer a dramatic and successful turnaround in the business unit, focusing on the large business and National Account segment. In June 2001, Mr. Putt was named President of National Accounts, as this division became the strategic focus of Broadwing. A 23-year veteran in the telecommunications industry, Mr. Putt has worked in virtually every segment of the industry and held various sales management and executive posts. He has successfully managed and developed multi-million dollar organizations, as well as built dynamic entrepreneurial businesses. Prior to joining Broadwing, Mr. Putt held various positions at MCI, including Vice President of General Business, Vice President of Global Accounts and Vice President of Carrier Sales. As Vice President of Global Accounts, Mr. Putt completed the first Managed International Network for MCI, and was responsible for growing the business from \$30 million to over \$200 million in billing.

Richard Calder is President, Business Enterprises for Broadwing Communications. As the President of Business Enterprises at Broadwing Communications, Mr. Calder leads Carrier Accounts, Large Accounts, and General Business Markets, comprising over \$500 million in annual revenues. Mr. Calder drives overall strategic and tactical direction and P&L responsibility for these business units and leads Marketing as well as all direct customer-facing field operations, including the Enterprise Management Center for trouble resolution. A veteran of the telecommunications industry, Mr. Calder brings more than 18 years of experience to his position at Broadwing. At Winstar Communications he served in multiple senior management positions, most recently as President of the Winstar South Division where he was responsible for revenue and profit growth, and previously as Executive Vice President and Chief Marketing Officer. Prior to joining Winstar, Mr. Calder co-founded GO Communications, a wireless communications company, held various marketing and business development positions at MCI, and several engineering and marketing positions at Tellabs.

Gordon P. (Chuck) Williams, Jr. is Vice President, Associate General Counsel and Assistant Secretary of Broadwing Communications. He is an AV rated lawyer and has represented telecommunications companies, both in private practice and in-house, for more than twenty years. He currently is responsible for all legal support for Broadwing Communications. Prior to Broadwing, Mr. Williams was with MCI where he served as counsel to its local service subsidiary, MCIMetro, from its inception and oversaw its nationwide state certification process. Mr. Williams has served on numerous national level committees and panels and was chairman on several. He chaired the committee representing virtually the entire telecommunications industry to develop a municipal right of way policy that is still in use today.

Lisa A. Brown, Vice President, Customer Operations, brings more than twelve years of telecommunications experience to her dual roles as Vice President of General Business Markets and Vice President of Enterprise Management Services for Broadwing Communications. In her position, she is responsible for managing a monthly P&L in excess of \$13 million supporting over 150,000 customers in the consumer, small business and mid market account sectors. Ms. Brown also manages Broadwing's Enterprise Management Center responsible for trouble repair supporting all Broadwing distribution channels and customers. Ms. Brown joined IXC in the merger with Network Long Distance in 1997, where she was Vice President of Network Administration for Network Long Distance. At Network Long Distance, she led network design and engineering, provisioning and cost of service management. In her long tenure with Broadwing, Ms. Brown has served in a variety of executive roles from Vice President of Sales Operations to Vice President, Provisioning.

Melinda K. Figeley, Vice President, Human Resources, joined Broadwing Communications as Vice President of Human Resources in October, 2000. Ms. Figeley has over eighteen years of varied human resources management experience, including twelve years at the senior management and executive levels. She began her career with General Motors in 1985, where she supported an employee base of 8,000 union-represented employees. Ms. Figeley has also held a variety of management and leadership roles with MCI Consumer Markets, Healthcare International, and Columbia/HCA. From 1993-98, she served as Director of Administration (Finance, Accounting and Human Resources) with the Texas Surplus Lines Insurance Department in Austin, Texas. Ms. Figeley has been a Consultant to several organizations in the Austin and Houston areas, in industries such as high technology, healthcare, staffing and government, and she has been an Instructor for seven years in the University of Texas' human resources certification program. She earned designation as a certified senior professional in human resources (SPHR) in 1995.

Karen Hanson, National Director, Regulatory Affairs, joined Broadwing as a Regulatory Analyst in 1998, when Network Long Distance was acquired. She was promoted to Director, Regulatory Affairs in November 2002. Ms. Hanson is in charge of all state and federal regulatory compliance issues. Ms. Hanson has eight years of experience in regulatory compliance in the telecommunications industry. Prior to becoming Regulatory Manager of Network Long Distance in 1995, Ms. Hanson, co-owned and operated a successful business for sixteen years.

ROBERT D. SHINGLER
President, Broadwing Communications

COMMUNICATIONS INDUSTRY EXECUTIVE

Technology, Software & Services Spanning Telecommunications, Wireless, Internet, Cable TV & Publishing

Recognized for expertise in quickly summing up a business – its strategy, model, financials, technology, market and competition – then outlining the right methods and tools to accelerate top and bottom-line success. Entrepreneur inside start-up, early-stage, transitional, rapid-growth and global enterprises. Successfully navigated large corporations, Boards of Directors and shareholders to create confidence in a vision, strategy or business plan that extends beyond the “norm.”

MBA with 15+ years of P&L and investment/M&A experience. Excellent global business acumen with four years of experience in a foreign company and active involvement in investments/partnerships across Asia, Europe and South America. Well-rounded blend of operating, financial and marketing skills. Innate ability to see the potential and get the most out of staff, stirring their creativity and innovation to go beyond the obvious to create “win win” results.

PROFESSIONAL EXPERIENCE

ALBION CONNECT, INC., Atlanta, GA 2000 to 2001
Emerging Software Provider of Operating & Support Systems; Spin-off of Albion International, a Global Systems Integrator.

Chairman & Chief Executive Officer

Retained by the original owners to raise capital and restructure a \$30 million fledgling technology company hit hard by downturn of the investment market. Provide strategic direction, financing and management oversight to 35 employees in software development, maintenance, sales and customer support.

Business Transition & Investment Funding

- Revamped the product strategy, business case and the management team, positioning Albion as an attractive candidate to secure \$10-\$15 million Series B funding. Led presentations and received interest from six well-known VC firms.
- Raised \$1 million bridge loan, initiated actions to conserve cash flow and placed company in a holding pattern.
- Continued development and maintenance of core product and existing customers despite cutting overhead by 60%+.

STEADFAST.NET, Austin, Texas 1998 to 2000
Start-Up Provider of High Speed Internet Services using Digital Subscriber Line (DSL) Technology; BellSouth VC investment.

President – SteadFast.net Inc. (1999 to 2000)

Senior Director – BellSouth Emerging Business Group (1998 to 1999)

Challenged to develop new business to be funded from BellSouth’s VC investment program that would allow BellSouth to expand outside of its regional territory. Leveraged business model designed in Europe to build a business case to launch a new Internet/voice venture, SteadFast.net. Established a CLEC with high-speed backbone and voice network, Internet Portal and broadband ISP. Hired a team of 100 for network and systems design and operations, customer service, sales, support, installation and maintenance. Created a national infrastructure for low cost on-line provisioning, billing, customer service and network operations.

Venture Funding & Start-Up

- Won \$8 million in seed capital to fund a beta test. In six months, created and launched a complete business and technology platform that became an immediate competitor to SWBT, Time Warner and well-established ISPs.
- Led presentations to BellSouth’s Executive Management to secure second round funding to expand into 30 states.
- Negotiated the sale of the business to a New York-based CLEC after a shift of BellSouth’s vision and strategy. Facilitated the shut-down of the business after transaction failed to close due to softening capital markets.

Operating & Technology Infrastructure

- Lowered customer acquisition and support costs by 35% compared to competitors by deploying true online marketing, provisioning, billing, payment, customer service and account management tools.
- Deployed support systems infrastructure in 90 days by using off the shelf software. Contracted third party systems integrator to deliver under performance agreement. Total technology investments were under \$4 million.
- Gained immediate customer satisfaction and loyalty by streamlining the installation process. Completed more installations in six weeks than BellSouth accomplished in six months of trials and two months of operation.

Market Penetration & Competitive Positioning

- Capitalized on the emergence of Internet direct marketing (websites, user groups, bulletin boards) to drive market awareness and customer acquisition through online platforms. Demonstrated the success of “viral marketing”.
- Combined DSL, local and long distance services into a single line, bundled service, creating a competitive advantage.
- Structured strategic alliances with Akamai, CNN, music and video on demand services to create a value-added component to experience the Internet, not just a fast connection to get to the Internet.

SONOFON A/S, Copenhagen, Denmark

1994 to 1998

\$4 billion full-service telecommunications company and minority investment of BellSouth Corporation.

Executive Vice President & Deputy CEO (1996 to 1998)

Member, Board of Directors (1994 to 1996)

Appointed to the Board to oversee BellSouth’s 29% investment. Became actively involved in the business during a major turnaround that would facilitate Sonofon’s transition from a GSM mobile communications operator to full-service telecommunications provider. Facilitated a complete reorganization of the business. Relocated corporate HQ, hired senior staff, and recruited a talented marketing team that would accelerate growth and move the business toward profitability.

Played a key role in negotiating a buyout of two investors to gain a 46.5% interest with 50/50 operating control. Promoted to Deputy CEO and as the only American in a 1000+ employee organization. Outlined the strategy, business model and operational requirements to start-up new lines of business and integrate them into the existing organization. Held full P&L responsibility for staffing, business development, regulatory, systems development, marketing, customer service and service delivery. Jointly responsible with CEO for overall company results and Board relations.

Turnaround & Rapid Growth of Foreign Investments

- Led Sonofon through an aggressive turnaround and first year of profitable operation since its inception. Delivered consolidated net income of \$34 million in 1997 compared to \$40 million loss in 1996.
- Realigned the business around the rapid development of new technology. Introduced new products that pushed Sonofon’s market value from \$500 million to \$4 billion in four years.
- Led negotiation of \$100 million buyout of minority partners increasing BellSouth’s ownership to 46.5%.

Market Penetration & Competitive Positioning

- Increased cumulative market share from 18% to 38%, gaining more customers in 18 months than in prior three years. Achieved the highest cellular penetration in the world by 1997. Increased customer base by another 30% in 1998.
- Restructured international long distance agreements, cutting cost of service 50% for \$18+ million in savings in 1997.
- Led successful lobby, accelerating deregulation and competition against the Tele Denmark monopoly.

New Products & Service Offerings

- Leveraged customer loyalty and deregulation to offer International Long Distance and Wireless Local Loop products.
- Outlined business model allowing Sonofon to deploy a fixed wireless technology when technology and radio spectrum in the region came up to speed. Sonofon launched significant market expansion in 2001 with original business model.
- Introduced new pricing and service programs that boosted volume by 9%, adding \$10 million in service revenues in 1995. Launched prepaid services in 1997, bringing total revenues to in excess of \$375 million.

BELLSOUTH EUROPE, Brussels, Belgium / **BELLSOUTH INTERNATIONAL**, Atlanta, GA

1993 to 1996

\$3 billion newly-formed enterprise overseeing 12 partnerships in 10 countries with Europe accounting for 40%.

General Manager – BellSouth Denmark Inc. (1994 to 1996)

Director, Financial & Business Planning – BellSouth International (1993 to 1994)

Recruited into the international organization as the ad hoc CFO and BellSouth’s front-man representing their minority financial interests in 12 partnerships in 10 countries. Accepted an expatriate assignment with the Belgium business development office to provide operational support for start-ups in Denmark, France and Germany and others expected in Spain, Italy, France and the Netherlands. Worked with shareholders and company management to set direction and benchmarks for revenue, profit and operating performance using same models applied inside BellSouth Enterprises.

International Investments & Global Market Expansion

- Appointed to the Board of Directors for operations in New Zealand, Argentina and Venezuela.
- Served on planning committee for Danish GSM operation, and finance committee for German cellular operation.
- Rationalized investments in France by negotiating the sale of two shareholdings to position for expansion through a new joint venture.

BELLSOUTH ENTERPRISES / BELLSOUTH CORPORATION, Atlanta, GA 1983 to 1993
\$80 billion corporation with 44+ million customers in the US and 16 countries. Bellsouth Enterprises was a holding company for global subsidiaries in Cellular, Paging, Mobile Data, Long Distance, Advertising, Publishing and Cable TV.

Operations Manager, Financial & Business Planning (1990 to 1993)

Corporate Manager, Mergers & Acquisitions (1988 to 1990)

Investment Manager (1987 to 1988)

Staff Manager / Assistant Staff Manager, Earnings Analysis (1983 to 1987)

Charter employee in newly established BellSouth on fast-track promotion from Treasury to Investments and Mergers & Acquisitions. Following a reorganization and creation of BellSouth Enterprises, joined this group to analyze and support BellSouth's non-regulated ventures worldwide. Assessed revenue, profit and cash flow, benchmarked performance against the competition and adjusted budgets and projections based on industry, market, technology and regulatory trends.

Mergers, Acquisitions & Investments

- Bridged the gap between the corporation and entrepreneurial/emerging ventures to justify investments that would accelerate the top line without adversely affecting BellSouth's bottom-line. Led to:
 - Continued investments in cellular which fueled BellSouth's earnings growth from 1995 to 1999.
 - Exit from paging during industry consolidation, divesting assets for \$1 billion.
- Prepared business cases and due diligence. Advised Chairman/Vice Chairman on merits/value of acquisitions.
 - Assembled a \$500 million UK acquisition that would integrate telephony and cable services.
 - Led financial negotiations for acquisition of Irish CATV company and negotiated the purchase of shares in a national French cable operator.
 - Evaluated independent telephone, telecom equipment, systems integrator, software and printing companies. Recommended against acquisition based on valuation, earnings potential and/or strategic fit.
- Implemented an active trading program for BellSouth's \$1 billion fund of taxable and tax-free money market securities. Delivered a 22% return increase vs. 7% market improvement resulting in \$10 million added income.

Financial Analysis & Reporting

- Instituted a new approach for measuring subsidiary performance, focusing on fundamental analysis, strategic alternatives and future cash flow to maximize value. This approach replaced the previous system of accounting variance analysis and resulted in resource allocation to value creators for the company, such as continued cellular investment.
- Created an acquisition valuation model adopted by BellSouth's CFO and still used in Board of Director presentations.
- Designed a unique one-page summary of key operating indicators, comparing actual/forecast performance to budget.
- Created a standard platform for reporting on 10 distinctly different businesses that is still in place today.
- Provided cost of capital analysis and expert testimony in FCC Docket #84-800 gaining favorable access charges for BellSouth in interstate telephony.

EARLY EXPERIENCE – Student Engineer with South Central Bell Telephone while completing undergraduate degree. Gained experience in Data Center Operations, Billing, Collections and Customer Service with Southern Bell Telephone.

EDUCATION

MBA, Finance – Georgia State University, 1987

BS, Business / Computer Science – Vanderbilt University, 1980

Matthew W. Booher

PROFILE

Executive with proven record of success in general management, financial and operational management, investor relations and business development. Strong background in leadership of large organizations, improving business processes and operational efficiency, and in development and execution of business plans. Experienced in leading high-profile negotiations with customers, vendors and acquisition targets. Extensive background in management reporting, public accounting, process implementation and control, and a thorough knowledge of business information systems.

PROFESSIONAL EXPERIENCE

Broadwing, Inc / Broadwing Communications, Inc **2000 - Present**
Senior Vice President – Finance / Division CFO 2002 - Present

- Financial and operational responsibility for \$900M (annual revenue) division.
- Responsible for re-engineering and reorganizing the division and positioning the business for increased profitability.
- Assist in determining the strategic direction of division or instituting a disposition strategy.

Broadwing, Inc / Cincinnati Bell Telephone Co. 2000 - 2002
Vice President, Investor Relations

- Hired to define and implement professional level Investor Relations program.
- Member of the executive mgmt. team - participating in and influencing decisions and strategic plans.
- Responsible for quarterly earnings release calls, annual meetings and investor conferences and meetings.
- Initiated, developed and implemented corporate disclosure and Regulation FD policies.
- Cultivated and developed relationships with Wall Street research firms and buy-side firms.
- Responsible for targeting new owners and expanding institutional shareholder base.
- Increased IM+ share shareholders from 17 to 31 and sell-side coverage from 6 to 17 analysts.
- Responsible for planning, creative design, and publishing company's annual report (2000 & 2001).

Norrell Corporation, & Interim Services Corporation, Atlanta, Georgia **1998 – 2000**
CFO / Division Controller / Director of Finance & Administration

Norrell Financial Staffing / IMCOR / Norrell Information Services

- Responsible for finance, accounting, information systems and technology, and administrative functions for three Norrell business units totaling \$370M in annual revenue.
- Oversight and responsibility for business unit financial performance and strategic direction, marketplace / customer development and sales strategy.
- Reversed operating losses and negative cash flow within four months by restructuring operations, altering the company's sales model, and re-engineering its e-commerce strategy.

MCI Communications Corp. Atlanta, Georgia **1990 – 1998**
Director / Business Unit CFO, Prepaid Sales 1997 - 1998

MCI, Business Markets, Strategic Business Sales Unit

- Full P&L responsibility for \$200M+ division.
- Responsible for guiding division out of monthly loss position (-\$2M/mth) to profitability (+\$2.5M/mth) in 12 months and exceeded revenue plan by 12%.
- Responsible for functional areas of accounting, planning, business development, billing and invoicing, customer and internal reporting, financial operations, and administration.

Director / Business Unit CFO / Asst. General Manager, 1995 – 1997

Digital Imaging Division, MCI - Business Markets, Atlanta, Georgia & Greensboro, NC

- Financial and operations responsibility for \$50M business unit of MCI, from acquisition through integration into MCI's core functional areas.
- Responsible for executive oversight during acquisition and initial start-up phases of business life cycle.
- Developed sales plans and operating plans for the unit.

Director, Business Analysis & Planning 1994 – 1995

MCI Business Markets Division

- Led finance organization of 40 professionals in the areas of business and financial planning, business analysis, and product pricing, for an \$ 9 billion unit of MCI Communications during a period of record revenue and earnings growth.
- During tenure Business Markets revenue grew more than three times the industry average from 1994-95, resulting in over \$2 billion in revenue growth, and growing earnings at more than 30% annually.
- Developed plans and budgets that achieved revenue growth while holding SG&A expenses constant and reduced capital expenses related to product development by 10% per year.
- Initiated revenue/pricing enhancements delivering more than \$200M in contribution over two years.

Sr. Manager, Planning and Financial Analysis 1992 – 1994

MCI Business Markets Division

- Successfully integrated the planning organizations of five pre-existing business units into single Business Markets Planning organization.
- Developed financial planning process that was driven by specific operational performance plans, including sales productivity, product profitability, pricing and promotion plans.
- Developed customer level profitability system that provided revenue performance and profitability information by product.

Manager / Senior Financial Analyst, Business Development 1990 – 1992

MCI, Business Markets and Southern Division

- Held various positions of increasing responsibility from Sr. Analyst to Manager, in the areas of corporate development and finance.
- Negotiated special customer contracts for long-distance and data services.

McDonnell Douglas Corporation, St. Louis, Missouri 1988 – 1990

Senior Financial Analyst, Program Budgets

- Preparation and presentation of various financial data for senior management.
- Monthly revenue and P&L presentation to senior divisional executives.

Michigan State University, East Lansing, Michigan 1986 – 1988

Graduate Research Assistant, Finance Department

- Directed financial research study for the State of Michigan.
- Authored and published research results.

EDUCATION

Masters of Business Administration / Finance 1987

Michigan State University – East Lansing, Michigan

Bachelor of Science – Business Administration / Economics & Finance 1985

Southern Illinois University - Edwardsville, Illinois

Executive courses and seminars 1992 – present

Darden Graduate School / University of Virginia – Charlottesville, Virginia

Richard E. Putt
President, National Accounts

Professional Biography:

Broadwing Communications - January 2000 to present

- President of National Accounts
- President of Business Markets

empire Communications - December 1997 to January 2000

- Executive Vice President, Sales and Marketing

MCI Telecommunications - January 1987 to January 2000

- Vice President of State Government and University Markets
- Vice President of Carrier Sales and Support
- Vice President of Global Accounts
- Vice President of General Business
- Director of National Accounts
- Director of General Business
- Director of Alternate Channels

Norstan/Electronic Engineering Company - November 1979 to January 1987

- National Account Sales Manager

RICHARD D. CALDER, JR.

President, Business Enterprises

Experience
2001-present

BROADWING COMMUNICATIONS

RESTON, VA

President, Business Enterprises

- Lead the business units for Carrier Accounts, Large Accounts, and General Business Markets, and drive a P&L with \$500 million in annual revenues.
- Drive overall strategic and tactical direction for the Business Units, Marketing, and all direct customer operations, including the Enterprise Management Center for trouble resolution.

President, Business Markets

- Led the Business Markets business unit, and drove a P&L with \$150 million in annual revenue. Exceeded all P&L metrics for the 2002 plan and grew revenue by 50%.
- Executed strategic plan to drive up-market to larger enterprise accounts, to provide General Manager authority to field leaders, and to increase productivity resulting in a 150% improvement in field sales results.

1996-2001

WINSTAR COMMUNICATIONS

WASHINGTON, DC

President, South Division

- Led the South Division business unit, and drove a P&L with \$50 million in annual revenue. Exceeded all P&L and network deployment goals.
- Drove overall branch operations for sales and marketing, network operations, network deployment, and finance.

Executive Vice President, Chief Marketing Officer

- Established Winstar as a nationwide leader in broadband services, including high speed internet and data, web hosting, phone services, and e.commerce.
- Recruited and led a 100+ employee marketing organization for brand marketing, product marketing, market management, and training.

Senior Vice President / Vice President, Marketing

- Launched broadband services in top 60 US markets. Drove support for a nationwide field sales and service organization.
- Established and led the customer service team and 7x24 call centers. Developed and led the carrier sales channel.

1994-1996

GO COMMUNICATIONS

ALEXANDRIA, VA

Vice President, Corporate Development and co-founder of this wireless communications company and bidder in the FCC auction for "C-Block" PCS licenses.

- Closed \$150 million in equity financing and raised \$700 million in senior debt financing.
- Negotiated and closed strategic financing and operating agreements with ALLTEL, Century Telephone, Fidelity Capital, Mitsubishi, and Nissho Iwai.

1990-1994

MCI COMMUNICATIONS

WASHINGTON, DC

Director, Wireless Communications

- Led wireless business development and negotiated agreements with over 200 companies to join a national PCS consortium.
- Developed the wireless business plan and established business partner relationships with senior executives in the communications, cable, and publishing industries.

Senior Manager/Manager, Marketing

- Led marketing efforts for the 800 product line with over \$1 billion in annual revenues; Launched initiatives for 800 number portability and increased 800 revenues by over 30%.
- Created and launched an enhanced voice services product line and managed the acquisition of a leading voice services provider.

RICHARD D. CALDER, JR.

President, Business Enterprises

- 1985-1988 **TELLABS, INC.** **LISLE, IL**
Senior Product Manager/Product Manager, Marketing
- Managed multiple product lines for this telecommunications manufacturer.
 - Successfully launched the company's first network management product platform.
- Staff Engineer*
- Developed five microchips in new design group, and achieved first time success on each project.

Education

- 1988-1990 **HARVARD BUSINESS SCHOOL** **BOSTON, MA**
Awarded Master in Business Administration, general management curriculum.
Summer Associate, 1989, Booz, Allen & Hamilton Consulting Group, New York, NY.

- 1981-1985 **YALE UNIVERSITY** **NEW HAVEN, CT**
Awarded Bachelor of Science Degree, *cum laude*, in Electrical Engineering.
Selected to Tau Beta Pi, National Engineering Honor Society.
Earned four varsity letters as first diver on Division I Swimming & Diving team.

Personal

Lived and traveled throughout Europe and the Middle East.

GORDON P. WILLIAMS, JR.

EXPERIENCE:

1997 – Present: Broadwing Communications Inc.(fka IXC Communications, Inc.), Austin, Texas

(1999 – present): Vice President, Associate General Counsel and Assistant Secretary. AV rated and responsible for developing team to provide all legal support for nationwide communications division of telecommunications company deploying a nationwide fiber optic system and with annual revenues in excess of \$1 billion including complex transactions, major contract disputes, litigation, sales, vendor contracts, corporate matters, HR, IP, bankruptcy and work-outs, SEC, legal approval for marketing materials and press releases and back-up for General Counsel. Participate as member of senior management team.

(1997 – 1998): Assistant General Counsel and Director of Network Business Development. Developed and negotiated fiber purchase, sale and swap agreements. Developed forms and legal support for fiber transactions and right-of-way development. Developed complex transaction agreements. Chaired Industry Right-of-Way Group Policy Committee, representing the big three interexchange carriers and the ILECs, that developed and published a nationwide Right of Way Policy Paper that is still in use.

1988 – 1997: MCI Communications Corporation, Richardson, Texas

(1996-1997): Associate Counsel, Law and Public Policy. Responsible for legal and policy support for all matters involving public rights of way and development of first-rate legal team for municipal franchise and state legislative matters. Assumed lead for development and implementation of nationwide municipal franchise policy and strategies. Initiated legislative reform effort. Lead successful industry coalitions at both municipal and state legislative levels. Panelist at several industry and legal conferences. Named to industry Municipal Barriers Working Group. Special briefings presented to executive management, FCC and selected regulatory officials. Co-Chair American Bar Association State and Local Government Law Section Cable and Telecommunications Committee

(1990-1995): Senior Attorney, Office of The General Counsel. Primary Counsel to Texas-based MCI subsidiary, MCImetro Access Transmission Services, Inc. Responsible for ensuring that all of MCImetro's legal support needs were met. Main responsibility was to establish commercial contract forms and policies, perfect rights to communications facilities located in public rights-of-way, coordinate regulatory support, and oversee regulatory filings for MCImetro's nationwide local service initiative.

(1988-1990): Attorney, Office of The General Counsel. Handled complex municipal and utility right-of-way and franchise matters; zoning and land use; commercial contracts and disputes.

1986-1988: Lawyers Title Insurance Corporation, Richmond, Virginia

Senior Attorney (Corporate Officer), Managed claims handling by ten in-house attorneys. Directly handled major claims litigation matters in fifteen states including several major metropolitan areas (New York, Chicago, Boston and Philadelphia). Reorganized the claims organization in the Chicago Multi-States Office. Successfully established third party lead in a major (\$178 million) title

GORDON P. WILLIAMS, JR.

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reinsurance case. Designed, wrote and implemented a national claims litigation budget program and database.

1982 – 1986: Conner, Hooker, Hydrick, Williams, and Wright, Richmond, Virginia

(1984– 1986): Partner - General litigation practice with emphasis on zoning and land use, real estate, small corporate representation, lease and acquisition agreements. Virginia Regional Zoning Counsel to MCI Communications Corporation.

(1982-1984): Attorney - Developed general litigation and land use practice.

BAR ADMISSION:

Virginia State Bar 1982

EDUCATION:

J.D. - T.C. Williams School of Law, University of Richmond, 1982.

Honors:

Carrico Moot Court Competition Winner - 1980

Barnett Moot Court Competition Winning Team - 1980

Barnett Scholarship for Excellence in Legal Writing - 1980

National Moot Court Team - 1981

Certified for Third Year Practice by the Virginia State Bar.

Internship, Henrico County Circuit Court - 1981

Internship, Henrico County Commonwealth's Attorney's Office. Prosecuted several hundred minor criminal and traffic cases and several appeals to Court of Record, all as first chair - 1981.

B.A. – Psychology, University of Richmond, Richmond, Virginia, 1979.

PUBLICATIONS:

Gordon P. Williams, Jr. *Municipal Regulation of Telecommunications and the Telecommunications Act of 1996 II*, The Urban Law Journal, Fall 1997

Gordon P. Williams, Jr. *Municipal Regulation of Telecommunications: the Telecommunications Act of 1996 and the Facets of the Paradigm*, The Urban Law Journal, Fall 1996

Tomas F. Geselbracht and Gordon P. Williams, Jr. *Information Superhighway Is Beset by Local Fees*, The National Law Journal, March 13 1995

ORGANIZATIONS:

Texas General Counsel Group

Texas General Counsel Forum

American Bar Association, Co-Chair Cable and Telecommunications Subcommittee, State and Local Government Law Section, 1996 - 1999.

American Corporate Counsel Association

American Society of Corporate Secretaries

MILITARY:

Major, Army Corps of Engineers United States Army Reserve. (Retired)

LISA M. BROWN
Vice President of General Business Markets and
Enterprise Management Services

EXECUTIVE SUMMARY

Passionate leader with a wide range of professional experience from P&L, operations, sales and marketing brings a proven track record of building value through strong teams with a high energy style and commitment to get the job done.

PROFESSIONAL EXPERIENCE

BROADWING COMMUNICATIONS, INC – Austin Texas, 7/91 to Present

Vice President General Business Markets & Enterprise Management Services - Austin, Texas 11/02 to Present

General Business Markets:

- Responsible for P&L Management of this BU with monthly revenues of \$13 MM per month supporting 150,000 consumer and business accounts spending under \$10K per month and our strategic intra-company distribution channel.
- Established centralized sales & support team to service mid market accounts.
- Reorganized Alternate Channel Program to bring profitability to this distribution segment.
- Managed Customer Support Functions of Ordering, Service Delivery, Bill Activation, Customer Care & Collections. Staff includes 50 seat customer care center plus 35 positions for sales, marketing & account management support.
- Responsible for sales & marketing, generate new sales of \$100K per month.

Enterprise Management Services:

- Converged traditional care center & NOC creating an innovative 'Tech to Tech' customer repair center with project management layer for high value customers.
- Manage this 80 person center that provides central support for 4 business units and serves customers buying simple & complex data solutions and dedicated voice services
- Cut MTTR & MTTC in half in first 60 days, improved quality of customer interaction and increased customer satisfaction
- Implemented Quality Program to improve call handling, process & procedure and tools.

Vice President Consumer and Small Business Markets & Customer Operations -Austin, Texas 4/02 to 11/02

Consumer & Small Business Markets:

- Managed \$6MM per month P&L for BU of 130,000 customers in the consumer & small business accounts spending under \$2K.
- Achieved 99% of revenue EBIDTA plan for 2002 contributing \$81MM in Net Revenue & \$29MM in EBIDTA.
- Developed & implemented marketing programs to support the segment.
- Converted 50-seat customer service center into a sales & service center focused on retention, achieved a 47% customer 'save' retention rate for '02
- Reduced customer churn significantly by resolving host of operational & billing issues

- Redesigned external web site to support this distribution segment.

Lisa M. Brown - page 2

Customer Operations:

- Responsible for managing central support teams of Provisioning, Billing & Customer Care serving 5 business units.
- Provisioning – Managed 120 person Provisioning Team delivering average of \$2.5 million per month in new customer installs, managing backlog of 2,000+ orders valued at over \$6 million. Delivered 85% on time, carried less than 10% of backlog in past due status.
- Customer Care – Managed 130 Customer Care seats in 3 centers (2 internal, 1 specialty outsource). Improved service level, answer rate and rep quality ratings. Rebuilt IVRs to gain efficiency, instituted quality standards including call standards, training program, monitoring, feedback and rep scorecards.
- Billing – Managed Billing Operations team of 55 people responsible for producing monthly billing in excess of \$120 million in 6 billing environments. Billed 99% on time consistently. Also managed disputes & resolution process.

Vice President Sales Operations – Austin, Texas 12/00 to 4/02

- General Business Manager for the President of Business Enterprises Group responsible for planning & financial management of 5 business unit P&Ls generating \$900 Million in annual revenue.
- Created & Implemented Central Sales Operations Support team providing support for 3 business units in the areas of Technical Sales Support & Business Operations.
 - Technical Sales Support provided - 2nd Level Technical Sales Engineering, Complex Bid / RFP Support team, ‘Help Sell’ a central call center for product & systems
 - Business Operations provided - Sales Administration, Compensation Plan Development & Administration, Executive Reporting

Vice President Provisioning – Austin, Texas 10/99 to 12/00

- Reduced service delivery intervals from 90+ days to average of 29 while more than doubling throughput.
- Eliminated backlog of 1,500+ past due orders (70%+) in 3 month period, while implementing new work process, team structure, support teams, tools, etc.
- Implemented a unique concept in work environment that promoted teamwork, ownership & accountability and alignment with customer sets and distribution channels.
- Rebuilt management team as well as staff, recruiting 70+ team members to replace contract staffers.
- Established Broadwing as industry leader in the area of service delivery.

Vice President Customer Enabling Services, IXC Communications – Newport News, VA 2/99 to 10/99 (acquired by Broadwing)

- Created, implemented, and managed IXC’s ‘Customer Enabling Services’ organization, a sales support team supporting all channels of distribution for Training, Technical Sales Engineering and Media & Web Support.
- Responsible for taking new products to market – developing and delivering training from sales skills to product and technical training. Creating web & media based tools, product repositories and web-based support for sales. Lastly, delivering technical support, network design, rfp support and sales call support to the distribution channels.
- Managed Professional Services practice selling technology consulting & training.

Vice President Network, Eclipse Communications an IXC Subsidiary – Newport News, VA 5/98 to 2/99

- Lead member of integration team managing corporate integration process; consolidating redundant systems, operating centers, vendor services, moving traffic and decommissioning facilities based telecommunications network.
- Designed and implemented Technical Consultant program to provide level 1 tech support to the retail sales organization.
- Represented retail division on multiple teams tasked with developing process required to support the launch of new products and services.

Vice President Network Administration, Network Long Distance – Newport News, VA 5/97 to 5/98 (acquired by IXC Communications)

- Managed facilities based telecommunications network with 2 DEX & 1 DMS switch.
- Managed line cost expenses in excess of \$70MM per year. Negotiated carrier and other vendor agreements. Managed vendor dispute process.
- Developed and implemented new product and service concepts specifically integrated dedicated services, Internet and enhanced travel products.
- Performed network design, engineering and routing administration functions.
- Developed and managed customer provisioning process.

Director Network Services, Eastern Telecom Int'l - Newport News, VA - 9/95 to 5/97 (acquired by Network Long Distance)

- Designed new product and service concepts. Negotiated private label vendor agreements, developed back office process to support new products - dedicated & dial Internet, broadcast fax, conference calling, and paging.
- Managed line costs, carrier and LEC relationships, negotiated vendor contracts.
- Managed Order Entry and Account Activations/LEC Services Departments.
- Member of due diligence team.
- Promoted from 'Manager Network Services' - 4/94 to 9/95.

National Sales Manager Operator Services, Eastern Telecom Int'l – Newport News, VA 4/92 to 4/94

- National Sales Manager for two of three corporate product lines.
- Managed, recruited and supported national force of agent representatives.
- Designed and implemented marketing programs to attract new opportunities.
- Promoted from 'Assistant Sales Manager' - 7/91 to 4/92.

HOSIERY CORPORATION OF AMERICA - Bensalem, PA 9/88 to 6/91

Product Manager, 10/89 to 6/91

- Promoted from 'Assistant to VP Marketing' - 4/89 to 10/89.
- Promoted from 'Executive Assistant to COO' - 9/88 to 4/89.

EDUCATION

Bachelor of Science Degree, Business Administration, Bloomsburg University 1988
Major – Finance, Minor – Economics

MELINDA K. FIGELEY, SPHR
Vice President, Human Resources

PROFESSIONAL SUMMARY

Seasoned Human Resources management professional with 18 years diverse experience. Skilled in providing an effective linkage between business objectives and human capital, and in driving the attainment of business goals through performance-based consultation. Varied industry experience, including telecommunications, services, manufacturing and healthcare, in organizations of 50 - 8,000 employees. Demonstrated expertise in employee and labor relations; leadership and organizational development; and union avoidance strategy.

PROFESSIONAL EXPERIENCE

Broadwing Communications, Austin, Texas 10/00-Present
Vice President, Human Resources

Reporting to Chief Legal Officer. Lead staff of 65 throughout U.S., including 8 Directors/Managers.

Coaching And Professional Development

- Provide performance-based coaching to all levels of management, including senior executives.
- Valued by senior executives as a confidential resource/coach on critical business issues involving a variety of tactical and strategic initiatives.
- Recognized as highly competent business partner and valued member of ten-member senior leadership team.

Leadership And Organizational Development

- Developed and implemented two-tier management and leadership development program.
- Conducted organization-wide cultural and leadership assessment as part of merger/acquisition strategy.

Recruitment/Staffing

- In first nine months, implemented strategic recruitment plan which reduced costs by \$4M/yr and reduced cost per hire to industry-low \$3100/hire.

Budget/Operations

- Managed budget of \$7M and human resources field operations in 36 states.

Labor/Employee Relations

- Reduced EEOC caseload by 75% in first year.
- Negotiated four (4) major employment claims in 2002, resulting in litigation/judgment savings of \$750k.

MCI Telecommunications, Austin/El Paso, Texas 02/98-03/00
Sr. Manager, Human Resources

Reported to National Director, HR. Lead staff of 12, including 3 Managers.

Leadership And Organizational Development

- Developed and implemented a variety of highly customized management and leadership development initiatives, resulting in reduced employee attrition, improved leadership effectiveness, and reduced legal/third-party claims.

Human Resources Management

- Provided leadership for all Human Resources generalist functions.
- Recognized as highly competent business partner and valued member of eight-member senior leadership team.
- Provided proactive consultation to peer groups and mid-level management on a broad variety of strategic and tactical human resources issues.

Surplus Lines Insurance of Texas, Austin, TX 10/93-02/98
Director, Administration (Finance/Accounting and HR)

Reported to General Manager/CEO. Lead staff of 25, including 3 Managers.

Melinda K. Figeley, Page 2

Healthcare International, Austin, TX 02/89-10/93
Director, Human Resources.
Reported to CEO. Lead staff of 11, including 2 Managers.

General Motors Corporation, Chevrolet Truck & Bus Group, Flint, MI 09/85-09/87
Human Resources Specialist
Reported to Director, Personnel.

ADDITIONAL TRAINING & ORGANIZATIONAL DEVELOPMENT

Lead Instructor, University of Texas 09/95-Present
Human Resources Certificate Program
Curriculum Development & Instruction

- Instruct human resources curriculum, providing continuing education to experienced HR professionals in functional areas required for national certification; consistently evaluated at 3.8 - 4.0 (4.0 scale).
- Design instructional materials and facilitate continuing education programs, including:
 - “*Understanding Business Performance Metrics and Financials*”.
 - “*Transformational HR Leadership*”.

Consultant and Guest Speaker

- Frequent consultant on initiatives such as leadership development, HR risk management, union avoidance strategies, and HR compliance issues.
- Frequent guest speaker on subjects such as Dimensions of Change in HR and Transformational Leadership.

EDUCATION

University of Michigan, Ann Arbor, MI
Bachelor of Arts, with honors
Academic Honors/Awards: Alpha Lambda Delta, Phi Eta Sigma

University of Texas, Austin, TX
Certificate in Human Resources Management

Human Resources Certification Institute, Arlington, VA
Certified Senior Professional in Human Resources (SPHR)

Continuing Development and Education:

Creating and Sustaining High-Performance Teams; Creating a High-Performance Culture; Emotional Intelligence at Work; Creating and Marketing an Employment Brand; The Mergers & Acquisitions School of Hard Knocks Executive Roundtable; Strategy Thinking in Revolutionary Times; Total Employee Involvement; Knowledge Management; Customer Service Management; TQM; Leadership Development Community five-part executive program (Authenticity, Accountability, Intentionality, Courage and Velocity); Hughes & Luce Annual Employment Law Briefing.

PROFESSIONAL AFFILIATIONS

- Society for Human Resources Management (SHRM).
- Austin Human Resources Management Association (AHRMA).
- Appointed to Bureau of National Affairs Personnel Policy Forum, Washington, DC, 1997-98.

Karen T. Hanson

===== *National Director – Regulatory Affairs* =====

Achievement-oriented professional with diversified experience in regulatory compliance, tariff management, mergers and acquisitions. Knowledge of telecommunications regulations and products. Excellent multi-tasking and organizational aptitudes with proven ability to analyze revenue by product and regulatory requirement to insure adequate, but not excessive payments of fees and assessments to FCC, State Utility Commissions and all other established funds and agencies. Effective communicator and problem-solver. Enjoy supporting the efforts of multiple departments regarding policies and procedures through research and interpretation of individual rules, ordinances and statutes by state and jurisdiction.

SKILLS SUMMARY

- | | | |
|-------------------------|-------------------|--------------------|
| ▪ Government Relations | Oral Presentation | Meet Deadlines |
| ▪ Customer Relations | Creative | Report Preparation |
| ▪ Administrative Skills | Collecting Data | Teams/Task forces |
| ▪ Written Presentation | Analyzing Data | Directing/Managing |

EXPERIENCE

BROADWING COMMUNICATIONS – Austin, Texas

National facilities based telecommunications carrier

National Director-Regulatory Affairs, January 1, 2003 to present

Responsibilities include the supervision, filing and maintenance of all state tariffs; compliance with all state and federal rules and regulations; providing staff support to various departments in researching and interpreting state and federal rules and regulations; managing various issues and negotiating settlements regarding disputed billings issued to and billed by present employer; contract reviews; responding to any orders or requests issued by state and federal regulatory agencies; tracking and resolving all state and federal agencies complaints; tracking revenue for the purpose of authorizing payments to state and federal high cost funds; calculating and filing of 499A and 499Q information with the FCC; filing of all state and federal annual reports result in payment of \$19 million in Regulatory assessments and fees.

Regulatory Compliance Specialist, to December 2002

Managed reporting and payment of assessments to federal and state regulatory authorities. Coordinated relationship between company and customers relative to billing of state and federal assessments. Secured and maintained state, county and municipal licenses. Worked on four mergers. **Key accomplishments.**

- **Earned Broadwing Encore and Ovation award** for finding revenue opportunities enough to fund entire Regulatory Department budget for a full year. (\$1,000,000 +)
Presentation in Cancun, Mexico

Karen T. Hanson

Regulatory Analyst – IXC/Broadwing, Austin, TX - August 1998 to
Managed required Secretary of State filings of withdrawal, and/or merger, and annual
regulatory report filings for seven merged entities in forty-eight contiguous states.

Key accomplishment.

- **Earned – I Am Exceptional Award** for \$189,000 in recovered revenue.
Presentation in Scottsdale, AZ

Regulatory Manager – Network Long Distance, Inc. – Baton Rouge, LA
September 1995 to August 1998

Managed Regulatory, Secretary of State and Sales Tax Reporting in forty-eight states.
Responded to FCC and State Utility Commission Customer Complaints.

Key accomplishment.

- **Upon merger with IXC Communications** I was asked to join the Regulatory
Department of IXC in Austin.

Vice President & Corporate Secretary – Baton Rouge Business Systems, Inc.

Cash Register Dealer - Baton Rouge, LA – October 1980 to December 1995
Managed office duties including A/P, A/R, Collections, Payroll, taxes, and employee
benefits. Handled employee relations, retail customer relations as well as company
relations with vendors and product manufacturers. Mastered programming and operating
techniques of various cash register systems and implemented these features to fit
customer needs. Programmed and trained customer and employees.

Key accomplishment.

- **Invited by Sanyo Corporation as one of ten key dealers in the nation, to critique
a prototype cash register system.**

COMPUTER SKILLS

- Microsoft Excel
- Microsoft Word
- Lotus 1-2-3
- Microsoft Outlook
- Windows 2000/NT/98/95
- Word Perfect

