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January 7, 2008

By Overnight Mail

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
500 E. Capitol Avenue
State Capitol Building, 1st Floor
Pierre, SD 57501

Re: Joint Application of Computer Network Technology Corporation and Bandwidth.com CLEC, LLC for Authority to Complete the Transfer of the Certificate of Public Convenience and Necessity to Provide Competitive Telecommunications Services of Computer Network Technology Corporation to Bandwidth.com CLEC, LLC

Dear Ms. Van Gerpen:

On behalf of Computer Network Technology Corporation and Bandwidth.com CLEC, LLC (collectively "Parties"), enclosed for filing with the Commission the attached Joint Notice, and a check for \$250.00 to cover the application fee.

Applicants request confidential treatment of Exhibit D. The information submitted as Exhibit D constitutes commercially sensitive and competitively significant financial and business information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place the Parties at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 373-6000.

Respectfully submitted,



William B. Wilhelm
Brett P. Ferenchak

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T 202.373.6000
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bingham.com

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

_____)
Joint Application of)
)
Computer Network Technology Corporation)
)
and) Docket No. _____
)
Bandwidth.com CLEC, LLC)
)
For Authority to Complete the Transfer of the)
Certificate of Public Convenience and Necessity to)
Provide Competitive Telecommunications Services)
of Computer Network Technology Corporation to)
Bandwidth.com CLEC, LLC)
_____)

JOINT APPLICATION

Computer Network Technology Corporation (a/k/a McDATA Services Corporation) (“CNT”) and Bandwidth.com CLEC, LLC (“Bandwidth”) (CNT and Bandwidth collectively, “Applicants”), through their undersigned counsel and pursuant to Section 49-31-3 of the South Dakota Codified Laws and Sections 20:10:24:02 and 20:10:32:03 of the Administrative Rules of South Dakota, request South Dakota Public Utilities Commission (“Commission”) approval or such other authority as may be necessary or required for Bandwidth to acquire the Certificate of Public Convenience and Necessity (“Certificate”) of CNT. Specifically, Bandwidth.com, Inc. (“Buyer”), the parent of Bandwidth, and CNT have entered into an Asset Purchase Agreement (“Agreement”) whereby Buyer has agreed to purchase substantially all of CNT’s regulated telecommunications services operations (“Assets”), including CNT’s South Dakota’s Certificate.¹

¹ CNT does not provide intrastate telecommunications services or have any intrastate telecommunications facilities in South Dakota. As a result, Applicants have not provided a form of customer notice.

The Applicants request that the Commission act expeditiously to grant the authority requested herein as soon as possible so that the Applicants can timely consummate the proposed transaction in order to meet important business objectives.

In support of this Application, the Applicants state as follows:

I. DESCRIPTION OF THE APPLICANTS

A. Computer Network Technology Corporation (“CNT”)

CNT is a corporation organized under the laws of the state of Minnesota, which operates under the names CNT and McDATA Services Corporation. CNT’s business address is 6000 Nathan Lane North, Minneapolis, Minnesota 55442. CNT became a wholly owned indirect subsidiary of Brocade Communications Systems, Inc. (“Brocade”) in February, 2007 upon completion of the acquisition of CNT’s corporate parent, McData Corporation.² CNT provides telecommunications services to Brocade’s customers who purchase data networking solutions involving hardware, firmware, software, professional services, and data only connectivity and remote systems monitoring from Brocade or its affiliates. As stated in footnote 1, however, CNT does not provide any intrastate telecommunications services in South Dakota.

Brocade is a Delaware corporation with principal offices located at 1745 Technology Drive, San Jose, California 95110. Brocade is publicly traded on the NASDAQ Global Select Market under the symbol “BRCD.” Brocade does not directly hold any authorizations relating to the provision of telecommunications services.

Brocade designs, develops, markets, sells, and supports data storage networking and application infrastructure management solutions, offering a line of storage networking products, software and services that enable companies to implement highly available, scalable,

² See Notification of McDATA Corporation, Computer Network Technology Corporation and Brocade Communications Systems, Inc. of the Indirect Transfer of Control of Computer Network Technology Corporation (dated Nov. 13, 2006).

manageable, and secure environments for data storage applications. Brocade products are installed around the world at companies, institutions, and other entities ranging from large enterprises to small and medium size businesses. Additional information regarding Brocade is available on the company's website at: <http://www.brocade.com>.

In South Dakota, CNT is authorized to provide local exchange and interexchange telecommunications services pursuant to a certificate granted in Docket No. TC03-202 on April 19, 2003. CNT is authorized to provide intrastate telecommunications services in approximately 42 other states and the District of Columbia. Its affiliate, CNT Telecom Services, Inc. is currently authorized to provide telecommunications services in two additional states: Alabama and Virginia. CNT is also authorized by the FCC to provide international and domestic interstate telecommunications services as a non-dominant carrier. In nearly all states where Bandwidth does not already have a Certificate and where permitted by law, the Certificates and authorizations of CNT will be transferred to Bandwidth.

B. Bandwidth.com CLEC, LLC ("Bandwidth")

Bandwidth is a Delaware limited liability company formed on January 9, 2007. Bandwidth is a subsidiary of Bandwidth.com, Inc., a Delaware S Corporation providing voice and data services. A copy of Bandwidth's incorporation documents are attached hereto as Exhibit A. Attached as Exhibit B is a copy of Bandwidth's Certificate of Authority to Transact Business as a foreign corporation in South Dakota.

Bandwidth is authorized to provide telecommunications services in the following states: California, Florida, Georgia, Illinois, Kentucky, Michigan, Montana, New York, New Hampshire, North Carolina, North Dakota, Ohio, Pennsylvania, Texas and Washington. Bandwidth is in the process of obtaining similar authority to provide telecommunications

services in all other states. Bandwidth is also authorized by the FCC to provide international and domestic interstate telecommunications services as a non-dominant carrier.

Bandwidth has the technical, managerial, and financial qualifications to acquire the Certificate of CNT. Bandwidth is operated by a highly qualified management team, all of whom have extensive backgrounds in information technology, networking and computer industries. Management biographies for the Bandwidth/Buyer management team are attached hereto as Exhibit C. Buyer's most recent financial statements are provided *under seal* as Exhibit D. Additional information regarding the qualifications of Bandwidth is provided in Section IV, below.

II. CONTACT INFORMATION

Questions or inquiries concerning this Application may be directed to:

For Applicants:

William B. Wilhelm, Jr.
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006-1806
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: william.wilhelm@bingham.com
brett.ferenchak@bingham.com

For Brocade and CNT:

John Shinn
Director of Legal, Commercial Transactions
Brocade Communications Systems, Inc.
1745 Technology Drive
San Jose, CA 95110
Tel: (408) 333-6002
Fax: (408) 333-5630
Email: JShinn@brocade.com

For Bandwidth:

David Morken, President
Bandwidth.com, Inc.
4001 Weston Parkway, Suite 100
Cary, NC 27513
Tel: (919) 297-1010
Fax: (919) 297-1101
Email: dmorken@bandwidth.com

III. DESCRIPTION OF THE TRANSACTION

Through the Agreement described above, CNT has agreed to sell to Bandwidth certain assets of CNT, including certain of CNT's authorizations to provide intrastate services (the "Transaction"). Following the proposed Transaction, CNT will not provide intrastate common carrier services in South Dakota and Bandwidth will replace CNT as a Certificated entity in South Dakota. Applicants, therefore, respectfully request that the Commission allow CNT to transfer its existing South Dakota Certificate to Bandwidth (and change the name associated with the Certificate to Bandwidth) with the same conditions as previously granted to CNT. In the event that the Commission determines that the South Dakota Certificate granted to CNT cannot be transferred to Bandwidth, Applicants respectfully request, in the alternative, that a separate certification be granted to Bandwidth and that CNT's certification be cancelled upon notice that the proposed Transaction was completed. Furthermore, Bandwidth will adopt all of the tariffs (or make such other filings as may be necessary in compliance with the laws of South Dakota) and will offer service under the same rates, terms and conditions as are currently set forth in CNT's existing tariffs. As a result, the Transactions will be transparent to prospective intrastate customers of CNT and Bandwidth in terms of the services offered in South Dakota.

IV. ADDITION INFORMATION REQUIRED TO TRANSFER THE CERTIFICATE

A. Corporate Name and Principal Address of Bandwidth

Bandwidth.com CLEC, LLC
4001 Weston Parkway, Suite 100
Cary, NC 27513
Tel: (919) 297-1100
www.bandwidth.com

B. Corporate Organization

As stated above, Bandwidth is a Delaware limited liability company. A copy of Bandwidth's formation documents is provided in Exhibit A. A copy of Bandwidth's authorization to transact business in South Dakota is provided in Exhibit B.

C. Corporate Ownership and Officers and Directors

Bandwidth is a wholly owned subsidiary of Buyer, a privately owned Delaware S Corporation. The five largest shareholders of Buyer are as follows:

Henry Kaestner

David Morken

James Bowen
1001 Warrenville Road, Suite 300
Lisle, IL 60532

Steve Lerner
400 Meadowmont Village Circle, Suite 431
Chapel Hill, NC 27517

Thomas M. Smith Jr.
4086 Penshurt Park
Sarasota, FL 34235

The following persons are the officers and managers of Bandwidth:

David Morken, President & Chairman
Henry Kaestner, CEO & Director
Lance Condray, CFO

Except where noted above, all of the above listed owners, officers and managers can be reached at Bandwidth's principal place of business.

D. Contact for Ongoing Operations of Bandwidth:

The Commission should contact the following person for questions regarding Bandwidth's ongoing operations:

(1) General Regulatory Questions

Kade Ross, Executive Vice President
Bandwidth.com
Weston Parkway, Suite 100
Cary, NC 27513
Tel: (919) 297-1020
Fax: (919) 297-1101
Email: kross@bandwidth.com

(2) Reports

David Morken, President
Bandwidth.com
Weston Parkway, Suite 100
Cary, NC 27513
Tel: (919) 297-1010
Fax: (919) 297-1101
Email: dmorken@bandwidth.com

(3) Fees

Lance Condray, CFO
Bandwidth.com
Weston Parkway, Suite 100
Cary, NC 27513
Tel: (919) 297-1011
Fax: (919) 297-1101
Email: lcondray@bandwidth.com

(4) Customer Inquiries:

Joe Campbell, VP Operations
Bandwidth.com
Weston Parkway, Suite 100
Cary, NC 27513
Tel: (919) 297-1044
Fax: (919) 297-1101
Email: jcampbell@bandwidth.com

E. Customer Service Contacts

Customers can contact Bandwidth's customer service department by calling toll-free (800) 808-5150, by emailing customercare@bandwidth.com, or online at <http://www.bandwidth.com/content/about?page=contact>.

F. Information required by Section 20:10:24:02 (Interexchange) and 20:10:32:03 (Local Exchange) of the Administrative Rules of South Dakota, Applicants provide the following information:

- (1) 20:10:24:02(1) and 20:10:24:03(1) - Applicant's name, address, telephone number, facsimile number, web page URL, and Email address.

Bandwidth.com CLEC, LLC
4001 Weston Parkway, Suite 100
Cary, NC 27513
Tel: (919) 297-1100
Fax: (919) 297-1101
www.bandwidth.com

- (2) 20:10:24:02(2) and 20:10:24:03(2) - A description of the legal and organizational structure of the Applicants' company.

This information is provided in Section I of this Application.

- (3) 20:10:24:02(3) and 20:10:24:03(3) - The name under which the Applicants will provide local and interexchange services.

Applicant will provide service under the "Bandwidth.com" name.

- (4) 20:10:24:02(4) and 20:10:24:03(5) - A copy of the Applicant's certificate of authority to transact business in South Dakota from the Secretary of State.

A copy of Bandwidth's authority to transact business is provided in Exhibit B to this Application.

- (5) 20:10:24:02(5) and 20:10:24:03(4) - Location of Applicant's principal office.

Bandwidth does not have a principal office in South Dakota. The name and address of Bandwidth's current registered agent is:

Corporation Service Corporation
503 South Pierre Street
Pierre, SD 57501

- (6) 20:10:24:02(6) - The list and description of telecommunications services Applicants intend to offer.

Bandwidth intends to provide local exchange and interexchange telecommunications services.

- (7) 20:10:24:03(6) - A description of Applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services.

Bandwidth has not previously provided service in South Dakota but provides service in numerous states. As set forth in Section I.B of this Application, Bandwidth is authorized to provide telecommunications services in the following states: California, Florida, Georgia, Illinois, Kentucky, Michigan, Montana, New York, New Hampshire, North Carolina, North Dakota, Ohio, Pennsylvania, Texas and Washington. Bandwidth is in the process of obtaining similar authority to provide telecommunications services in all other states. Bandwidth is also authorized by the FCC to provide international and domestic interstate telecommunications services as a non-dominant carrier.

- (8) 20:10:24:02(7) - Statement of how Applicant will provided services.

A detailed statement of how the Applicants will provide their services is described in Sections I and III of this Application.

- (9) 20:10:24:03(7) - Names and addresses of Applicant's affiliates, subsidiaries, and parent organizations.

Applicant's parent is Bandwidth.com, Inc. and is located at the same address as Applicant.

- (10) 20:10:24:02(8) and 20:10:24:03(9) - Narrative description indicating with particularity the geographic area proposed to be served.

Bandwidth seeks authority to provide local and interexchange telecommunications services to both business and residential customers. Initially, Bandwidth intends to provide local exchange service in the areas served by Qwest and does not plan to provide service in areas of any small or rural local exchange carriers. Bandwidth's exchanges will mirror those of the incumbent local exchange carrier (initially, only Qwest) in whose service territories Bandwidth will provide service, therefore, Applicants have not included a map showing proposed service areas. Bandwidth intends to offer interexchange services on a statewide basis.

- (11) 20:10:24:02(9) and 20:10:24:03(12) - Financial statements.

The most recent financial statements for Bandwidth and Buyer are provided in Exhibit D to this Application.

- (12) 20:10:24:02(10) and 20:10:24:03(17) - Complaints and regulatory matters.

The names, addresses, telephone number, facsimile number, E-mail address, and toll free number of Bandwidth's representatives to whom all inquiries must be made regarding complaints and regulatory matters are provided in Section IV of this Application.

In the event of a billing dispute, Bandwidth will perform a review of the disputed billing amount and attempt to reach a settlement to the mutual satisfaction of both parties. Following a full investigation to determine whether or not the charges are improper, Bandwidth may adjust the disputed bill. Because customer satisfaction is extremely important to Bandwidth and to its success in the competitive marketplace, all commercially reasonable efforts will be made to address and resolve customer concerns as quickly as possible.

- (13) 20:10:24:03(10) - Technical competence.

Bandwidth is technically and managerially qualified to provide competitive local exchange and interexchange services in South Dakota. Bandwidth's South Dakota operations will be directed by its existing corporate management, technical and operations staffs who are responsible for the interexchange and local exchange operations in other states. Bandwidth will respond to customer complaints promptly using the personnel listed in Paragraph (12) and Section IV above. Bandwidth will perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements. Since Bandwidth will initially be providing service via resale, Bandwidth will initially rely on its underlying carriers to perform necessary facility and equipment maintenance.

- (14) 20:10:24:02(11) and 20:10:24:03(18) - Bill and collect charges.

Bandwidth's customers will be billed directly by Bandwidth. Bandwidth's customer service number, 1-800-808-5150, will be provided on each customer's monthly bill.

- (15) 20:10:24:03(11) - Information explaining how Applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay service.

Bandwidth will comply with all applicable laws and regulations relevant to the provision of these services. Initially, Bandwidth will rely on its underlying carrier to provide such services.

- (16) 20:10:24:02(12) and 20:10:24:03(19) - Information concerning Applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of interexchange and local service customers.

Bandwidth intends to market its services to business and residential customers in the State of South Dakota. Bandwidth plans to market its services directly through direct mail. In addition, Bandwidth may also utilize sales agents to solicit customers by telephone or in person. Bandwidth, however, has not yet developed brochures or other materials to be used in marketing its services in South Dakota. Bandwidth does not plan to engage in multi-level marketing in South Dakota. Bandwidth will comply with South Dakota law and the Federal Communications Commission's regulations governing changing a customer's primary carrier(s).

- (17) 20:10:24:02(13) and 20:10:24:03(21) - Information concerning how Applicant will make available to any person information concerning the applicant's current rates, terms, and conditions for all of its telecommunications services.

Bandwidth will make its telecommunication rates, terms and conditions available to any person by making Bandwidth's tariffs available upon request at its office and by posting them online.

- (18) 20:10:24:03(13) - Information related to interconnection.

Applicant is in the process of obtaining interconnection arrangements with Qwest Corporation.

- (19) 20:10:24:02(14) and 20:10:24:03(22) - Information concerning how Applicant will notify a customer of any materially adverse change to any rate, term, or condition of any telecommunications service being provided to the customer.

Bandwidth will notify customers via mail 30 days in advance of materially adverse changes to any rate, term, or condition of any telecommunications service being provided to customer.

- (20) 20:10:24:02(15) and 20:10:24:03(16) - A list of the states where Applicant is registered or certified to provide telecommunications services.

Bandwidth has never been denied registration or certification in any state and, furthermore, Bandwidth is in good standing with the appropriate regulatory agency in the states where it is registered or certified. As set forth in Section I.B of this Application, Bandwidth is authorized to provide telecommunications services in the following states: California, Florida, Georgia, Illinois, Kentucky, Michigan, Montana, New York, New Hampshire, North Carolina, North Dakota, Ohio, Pennsylvania, Texas and Washington. Bandwidth is in the process of obtaining similar authority to provide telecommunications services in all other states. Bandwidth is also authorized by the FCC to provide

international and domestic interstate telecommunications services as a non-dominant carrier.

- (21) 20:10:24:03(15) - If the Applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and applicant's plans for meeting the service obligations

Bandwidth does not intend to provide local exchange service in the service area of a rural telephone company.

- (22) 20:10:24:02(16) and 20:10:24:03(14) - A description of how the Applicant intends to market its services, and its target market.

As set forth in the response to (16) above, Bandwidth intends to market its services to business and residential customers in the State of South Dakota. Bandwidth plans to market its services directly through direct mail. In addition, Bandwidth may also utilize sales agents to solicit customers by telephone or in person. Bandwidth, however, has not yet developed brochures or other materials to be used in marketing its services in South Dakota. Bandwidth does not plan to engage in multi-level marketing in South Dakota. Bandwidth will comply with South Dakota law and the FCC's regulations governing changing a customer's primary carrier(s).

- (23) 20:10:24:02(17) and 20:10:24:03(24) - Applicant's federal tax identification number and South Dakota sales tax number.

Bandwidth's federal tax identification number is 208326570. Bandwidth does not yet have a South Dakota sales tax number.

- (24) 20:10:24:02(18) and 20:10:24:03(20) - Information regarding the number and nature of complaints filed against Applicant with any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered.

Bandwidth has not had any complaints filed against it in any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider, nor for the act of charging customers for services that have not been ordered.

- (25) 20:10:24:02(19) and 20:10:24:03(23) - Waiver of Commission's Rules.

To the extent necessary, Bandwidth requests a waiver of the local exchange map requirement in §§ 20:10:24:02(8) and 20:10:24:03(9) of the Administrative Rules of South Dakota. Bandwidth seeks authority to provide service statewide, and its local calling areas will mirror those of the incumbent carriers.

(26) 20:10:24:02(20) and 20:10:24:03(25) Other Information.

Further information for the Commission's consideration is provided in Section V of this Application.

V. PUBLIC INTEREST CONSIDERATIONS


Applicants respectively submit that the proposed Transaction serves the public interest. The proposed transaction is expected to invigorate competition in South Dakota. The Transaction will provide Bandwidth a presence in the telecommunications market in South Dakota, and thereby make Bandwidth a more viable competitor in all of its markets, as it can attract customers that seek a carrier that can offer intrastate telecommunications services in multiple states.

The Transaction will not adversely impact South Dakota customers. Given that Bandwidth proposes to offer service on the same rates, terms and conditions of the services that CNT currently offers, Applicants expect the transaction to be virtually transparent to consumers and potential customers except for the change in the name of the carrier offering service.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Accordingly, Applicants respectfully request expedited treatment to permit Applicants to complete the proposed transaction as soon as possible.

Respectfully submitted,

By: 
William B. Wilhelm, Jr.
Brett P. Ferenchak
BINGHAM MCCUTCHEN LLP
2020 K Street, NW
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: william.wilhelm@bingham.com
brett.ferenchak@bingham.com

COUNSEL FOR APPLICANTS

Dated: January 7, 2008

LIST OF EXHIBITS

Exhibit A	-	Formation Documents for Bandwidth
Exhibit B	-	Authorization to Transact Business of Bandwidth
Exhibit C		Management Biographies for Bandwidth
Exhibit D	-	Financial Information [CONFIDENTIAL - Filed Under Seal]
Verifications		

EXHIBIT A

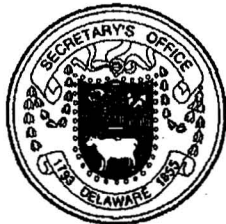
Formation Documents for Bandwidth

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "BANDWIDTH.COM CLEC, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2007, AT 12:51 O'CLOCK P.M.



4281536 8100

070024357

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5339487

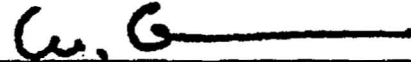
DATE: 01-09-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:21 PM 01/09/2007
FILED 12:51 PM 01/09/2007
SRV 070024357 - 4281536 FILE

**STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION**

- FIRST:** The name of the limited liability company is Bandwidth.com CLEC, LLC.
- SECOND:** The address of the registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle. The name of its Registered Agent at such address is Corporation Service Company.
- THIRD:** This Certificate of Formation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Bandwidth.com CLEC, LLC, this 9th day of January, 2007.



W. Christopher Matton, Authorized Person

EXHIBIT B

Authorization to Transact Business of Bandwidth

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority Limited Liability Company

ORGANIZATIONAL ID #: FL003871

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **BANDWIDTH.COM CLEC, LLC (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application for certificate of authority.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this December 31, 2007.



Chris Nelson
Chris Nelson
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
605-773-4845

CERTIFICATE OF AUTHORITY APPLICATION
OF A

FOREIGN LIMITED LIABILITY COMPANY

RECEIVED
DEC 31 2007

S.D. SEC. OF STATE

Filed this 31st day of Dec, 2007

1. The name of the foreign Limited Liability Company is: Bandwidth.com CLEC, LLC

2. The name of the state or country under whose laws it is organized is: Delaware

3. The street address of its principal office is: 4001 Weston Parkway, Suite 100, Cary, NC 27513

4. The address of its initial designated office in South Dakota is:

503 south Pierre Street, Pierre SD 57501

5. The name and street address of its initial agent for service of process in South Dakota is:

Corporation Service Company, 503 South Pierre Street, Pierre, SD 57501

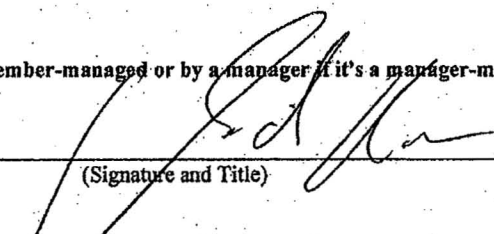
6. The date of organization is 01/09/2007, and the period of duration is: perpetual

7. If the company is manager-managed, rather than member-managed, the name and address of each initial manager:

8. Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-303 (c).
No

This application must be signed by a member if the company is member-managed or by a manager if it's a manager-managed company.

Date 12/05/2007


(Signature and Title)

The Consent of Appointment below must be signed by the registered agent.

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Corporation Service Company, hereby give my consent to serve as the
(name of registered agent)

registered agent for _____
(limited liability company name) Corporation Service Company

Dated _____ By: _____
(signature)

FILING INSTRUCTIONS:

- FILING FEE \$550
- One original and one exact or conformed copy must be submitted
- The application must be accompanied by an original, currently dated *Certificate of Good Standing or Existence* from the Secretary of State in the state where it is organized.

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
605-773-4845

**CERTIFICATE OF AUTHORITY APPLICATION
OF A
FOREIGN LIMITED LIABILITY COMPANY**

1. The name of the foreign Limited Liability Company is: _____

2. The name of the state or country under whose laws it is organized is: _____

3. The street address of its principal office is: _____

4. The address of its initial designated office in South Dakota is: _____

5. The name and street address of its initial agent for service of process in South Dakota is: _____
Corporation Service Company, 503 South Pierre Street, Pierre, SD 57501

6. The date of organization is _____, and the period of duration is: _____

7. If the company is manager-managed, rather than member-managed, the name and address of each initial manager:

8. Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-303 (c).

This application must be signed by a member if the company is member-managed or by a manager if it's a manager-managed company.

Date _____

(Signature and Title)

The Consent of Appointment below must be signed by the registered agent.

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Corporation Service Company, hereby give my consent to serve as the
(name of registered agent)

registered agent for BANDWIDTH.COM CLEC, LLC

Dated 12/20/2007 (limited liability company name)

By: Corporation Service Company
Kelley Cokran, Asst. Secretary
(signature)

FILING INSTRUCTIONS:

- FILING FEE \$550
- One original and one exact or conformed copy must be submitted
- The application must be accompanied by an original, currently dated *Certificate of Good Standing* or *Existence* from the Secretary of State in the state where it is organized.

SOUTH DAKOTA SECRETARY OF STATE

OFFICIAL RECEIPT

NUMBER 1746059

FORM OF PAYMENT PAD ACCOUNT
ACCOUNT ID 100052 BALANCE \$ 7065.00

DATE 01/02/2008
AMOUNT \$ 570.00
BY STMAHEI

CORPORATION SERVICE COMPANY
ATTN: LAURA MUDRA
1201 HAYS STREET
SECOND FLOOR
TALLAHASSEE FL 32301-2699

THIS RECEIPT IS IN REFERENCE TO:
BANDWIDTH.COM CLEC, LLC

TRANSACTION DESCRIPTION	AMOUNT
CERTIFICATE OF AUTHORITY.....\$	550.00
EXPEDITED FEE.....	20.00

A Trade, Assumed, or Fictitious Business Name

The described business hereby certifies that they will engage in, conduct, or operate a business for profit in the State of South Dakota under the trade, assumed, or fictitious name of:

Bandwidth.com

Conducting business in the following counties:

HUGHES

Owner Name

Bandwidth.com CLEC, LLC

Residence Address

4001 Weston Parkway
Cary North Carolina 27513

Post Office Address

That the address where the main office of such business is to be maintained is:

4001 Weston Parkway Cary North Carolina 27513

Receipt Number: 16298

Registration Date: 10/5/2007

Filed By: David Morken

Amount Paid: \$10.00

Finished

Print This Page

EXHIBIT C

Management Biographies of Bandwidth

Management Biographies for Bandwidth.com

David Morken, Co-founder, Chairman and President

In his position as President of Bandwidth.com, Morken presides over the operations, legal, and product areas of the company at its offices in North Carolina.

In 1994, David Morken co-founded the Internet's first online tax filing service, efile.com, which was acquired when he was called to active duty by the United States Marine Corps in 1995. From 1995 to 1999 he served as a Special Assistant U.S. Attorney, Criminal Prosecutor and Company Commander. He left active duty with the Marine Corps in June 1999 to found Bandwidth.com. Mr. Morken is a 1994 graduate of the University of Notre Dame Law School and member of the Virginia Bar Association. He received a B.A. from Oral Roberts University in 1991.

Henry Kaestner, Co-founder, CEO

In his position as Chief Executive Officer of Bandwidth.com, Henry Kaestner presides over the operations of the company and its offices in Cary, North Carolina and Chicago, Illinois.

Previously, Mr. Kaestner was the CEO of Bandwidth International, an international wholesale telecommunications broker based in London, England, a firm that merged with Bandwidth.com in late 2000. He was also a founder of Chapel Hill Broadband, a US based consultant and broker that specializes in dark fiber and large wholesale transactions that was sold to Cantor Fitzgerald. Mr. Kaestner was a Founder and former President and CEO of Chapel Hill Brokers, an energy broker which achieved more than \$50 million in daily trade volume on more than 150 transactions, for clients including Morgan Stanley and Merrill Lynch. Chapel Hill Brokers was sold to APB Energy (now ICAP Energy) in 1999. Mr. Kaestner is a graduate of the University of Delaware with a degree in International Relations.

Steven Lacoff, Vice President, Product Management and Marketing

In his role as Vice President of Product Management and Marketing, Steven Lacoff has responsibility for all product strategy, development, partner relationships and go-to-market activities for Bandwidth.com portfolio of products and services.

Prior to joining Bandwidth.com, Mr. Lacoff spent four years at Sprint where he established and led the company's IP Enterprise Services organization. In this capacity, Mr. Lacoff held P&L, product management and marketing responsibilities for several global enterprise security and data networking product lines, overseeing the growth of this flagship portfolio into a \$200M business unit. Prior to Sprint, Mr. Lacoff worked for Mercer Management Consulting and Per-Se Technologies, where he gained experience in business strategy, market segmentation and analysis, and technology development. He earned an MBA, with honors, from the Kellogg Graduate School of Management and a BS, with Honors, from the Georgia Institute of Technology.

Joe Campbell, Vice President of Operations

As the Vice President of Operations, Joe Campbell focuses on the operational efficiency across the Pre Sales, Post Sales, and Network Operations departments all of which set Bandwidth.com apart from its competitors. Mr. Campbell has over 13 years of experience in the technical and administrative areas of telecommunications. Mr. Campbell's continuous focus on process and procedure has been integral in integrating service bundles across the Bandwidth.com portfolio of carriers and setting up new product offerings.

Prior to Bandwidth.com, Mr. Campbell was a manager in the MCI Global Data Test Center where he oversaw MCI's Global East customer base. Mr. Campbell's most notable achievement while with MCI was the development of MCI's Chronic Assessment Group, which handled all 3rd level trouble resolution. Prior to MCI Joe spent 4 years in the United States Army as a 31P, Tech Controller.

Michael Tindall, Network Operations Director

Michael Tindall has served as Network Operations Director for Bandwidth.com since March of 2005. He oversees the Bandwidth VoIP Network, Bandwidth.com's Managed Services Division, and Third level engineering and support. Mr. Tindall collaborates with Bandwidth.com's product development division providing technical leadership for product development initiatives. Previously he served as Network Operations Manager at U.S. Networks where he was responsible for the Managed services division, professional services, and 24x7 Network Operations Center (NOC). Mr. Tindall was a co-founder of ClearSKY Networks, a wireless ISP in the south east where he designed and implemented the wireless network backbone and back office systems. Mr. Tindall received his B.S. in Management and Economics from Clemson University.

EXHIBIT D

Financial Information

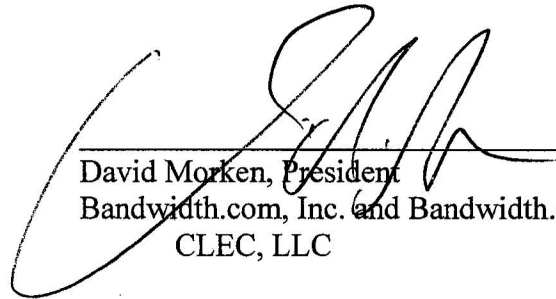
[CONFIDENTIAL - Filed Under Seal]

Verifications

STATE OF NORTH CAROLINA §
 § ss:
COUNTY OF WAKE §


VERIFICATION

I, David Morken, state that I am President of Bandwidth.com, Inc. and Bandwidth.com CLEC, LLC and (together “Bandwidth.com”); that I am authorized to make this Verification on behalf of Bandwidth.com; that the foregoing filing was prepared under my direction and supervision; and that, with respect to Bandwidth.com, the contents are true and correct to the best of my knowledge, information and belief.



David Morken, President
Bandwidth.com, Inc. and Bandwidth.com
CLEC, LLC

Sworn and subscribed before me this 31 day of October, 2007



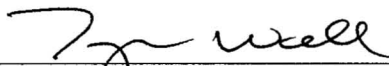
Notary Public

My commission expires: 3/27/2012

STATE OF CALIFORNIA §
 § ss:
COUNTY OF SANTA CLARA §

VERIFICATION

I, Tyler Wall, state that I am Secretary of McDATA Services Corporation (also known as Computer Network Technology Corporation) (“CNT”); that I am authorized to make this Verification on behalf of CNT; that the foregoing filing was prepared under my direction and supervision; and that, with respect to CNT and its parent companies, the contents are true and correct to my knowledge, information and belief.

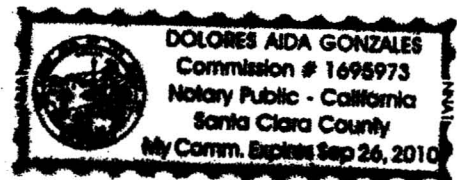


Tyler Wall, Secretary
McDATA Services Corporation (a/k/a Computer
Network Technology Corporation)

Subscribed and sworn to (or affirmed)
Before me on this 8th day of November, 2007 by
Tyler Wall, personally known to me or proved to me
on the basis of satisfactory evidence to be the person
who appeared before me.



Notary Public



My commission expires 9-26-2010