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November 13, 2007

By Overnight Mail

Chairman Sara Kyle
c/o Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

07-00256

**Re: Joint Petition 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 Chairman Kyle:

On behalf of Computer Network Technology Corporation and Bandwidth.com CLEC, LLC (collectively "Applicants"), enclosed for filing with the Commission are an original and thirteen (13) copies of the above-referenced Joint Petition. Also enclosed is a check in the amount of \$25.00 to cover the filing fee.

Petitioners request confidential treatment of Exhibits E and F. The information submitted as Exhibits E and F 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 Petitioners 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. Ferenczak
Kimberly A. Lacey

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Joint Petition 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

Computer Network Technology Corporation (a/k/a McDATA Services Corporation) (“CNT”) and Bandwidth.com CLEC, LLC (“Bandwidth”) (CNT and Bandwidth collectively, “Petitioners”), through their undersigned counsel and pursuant to Section 65-4-113 of the Tennessee Code and Chapter 1220-4-8-.05(2) of the Rules of the Tennessee Regulatory Authority (“TRA”), respectfully request 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 Tennessee Certificate.¹

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The Petitioners request that the TRA act expeditiously to grant the authority requested herein prior to, but no later than, January 25, 2008, so that the Petitioners can timely consummate the proposed transaction in order to meet important business objectives.

In support of this Petition, the Petitioners state as follows:

I. DESCRIPTION OF THE PETITIONERS

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 Tennessee.

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,

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 Tennessee, CNT is authorized to provide local and intrastate interexchange telecommunications services including private line special access telecommunications services pursuant to Docket No. 03-00612, issued on June 10, 2004. 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 Tennessee. Attached as Exhibit C is a copy of Bandwidth's Registration of a Trade Name (d/b/a).

² Docket No. 06-00271 granted on December 4, 2006.

Bandwidth is authorized to provide telecommunications services in the following states: California, Florida, Illinois, Montana, New York, North Carolina, Ohio, and Texas. Bandwidth has pending requests for authority to provide telecommunications services in Georgia, Pennsylvania, and Virginia and is in the process of seeking similar authority 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 D. Buyer's most recent financial statements from are provided *under seal* as Exhibit E. Additional information regarding the qualifications of Bandwidth is provided in Section IV, below.

II. CONTACT INFORMATION

Questions or inquiries concerning this Petition may be directed to:

For Petitioners:

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 Tennessee and Bandwidth will replace CNT as a Certificated entity in Tennessee.

Petitioners, therefore, respectfully request that the TRA allow CNT to transfer its existing Tennessee 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 TRA determines that the Tennessee Certificate granted to CNT cannot be transferred to Bandwidth, Petitioners 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 Tennessee) 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 Tennessee.

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 Tennessee is provided in Exhibit B. Attached as Exhibit C is a copy of Bandwidth's Registration of a Trade Name (d/b/a).

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

(1) General Regulatory Questions

Kade Ross, Executive Vice President
Bandwidth.com, Inc.
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, Inc.
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, Inc.
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, Inc.
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. Other Petitions and Notice Filings

Petitioners have filed or will be filing similar petitions or applications in the following states: Alaska, District of Columbia, Hawaii, Indiana, Louisiana, Maine, Minnesota, Nebraska, Nevada, New Jersey, New Mexico, Oregon, Rhode Island, South Dakota, Utah, and Wyoming. Petitioners are not filing any notification letters with states in connection with this transaction. Additionally, Petitioners are simultaneously filing a Domestic and International 214 application with the FCC. That application has not yet been accepted by the FCC. Finally, it should be noted that CNT does not have any intrastate customers in Tennessee.

V. PUBLIC INTEREST CONSIDERATIONS


Petitioners respectively submit that the proposed Transaction serves the public interest. The proposed transaction is expected to invigorate competition in Tennessee. The Transaction will provide Bandwidth a presence in the telecommunications market in Tennessee, 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 Tennessee customers. Given that Bandwidth proposes to offer service on the same rates, terms and conditions of the services that CNT currently offers, Petitioners 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, Petitioners respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Petition. Accordingly, Petitioners respectfully request expedited treatment to permit Petitioners to complete the proposed transaction on or prior to January 25, 2008.

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 PETITIONERS

Dated: November 13, 2007

LIST OF EXHIBITS

Exhibit A	-	Formation Documents for Bandwidth
Exhibit B	-	Authorization to Transact Business of Bandwidth
Exhibit C	-	Registration of Trade Name
Exhibit D		Management Biographies for Bandwidth
Exhibit E	-	Financial Statements for Bandwidth [CONFIDENTIAL - Filed Under Seal]
Exhibit F	-	Agreement [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

Bandwidth.com CLEC, LLC is in the process of obtaining this documentation and will submit it to the Commission as soon as possible.

EXHIBIT C

Registration of Trade Name

Bandwidth.com CLEC, LLC is in the process of obtaining this documentation and will submit it to the Commission as soon as possible.

EXHIBIT D

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, efilng.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 E

Financial Statements for Bandwidth

[CONFIDENTIAL - Filed Under Seal]

EXHIBIT F

Agreement

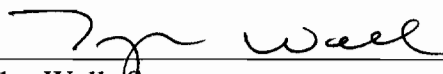
[CONFIDENTIAL - Filed Under Seal]

Verifications

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

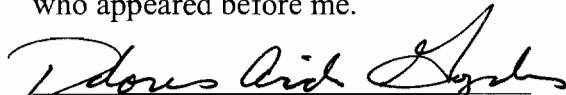
VERIFICATION

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.

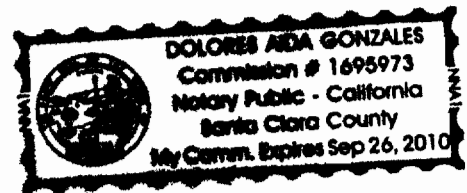


Tyler Wall, Secretary
McDATA Services Corporation (a/k/a Computer
Network Technology Corporation)

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

STATE OF NORTH CAROLINA

§

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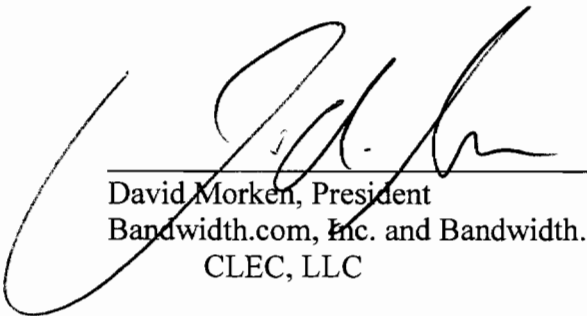
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COUNTY OF WAKE

§

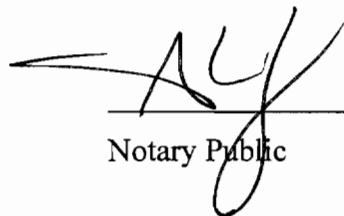
VERIFICATION

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



Adam Carley
Notary Public

My commission expires: 3/27/2012