

Professional Services

Cadence
Consulting
CORPORATION





Our Value Proposition

Cadence Consulting Corporation is a Utah-based compliance and business processing consulting firm specializing in Sarbanes-Oxley 404 and SAS70 readiness services, SEC reporting and audit preparation assistance, internal audit outsourcing, IT risk management services, and financial institution compliance services. Our value proposition includes:

- *Our Experience* – Executing cost effective engagements by providing a high-level of expertise using only experienced professionals. With experienced personnel, our projects are completed efficiently by reducing the overhead associated with on-the-job training, coaching, reviewing, and revising the work of less-experienced staff.
- *Our Flexibility* – Enabling clients to determine how to best use our services. We can either perform all the related tasks necessary to complete each phase of an engagement, we can coach and review work performed or provide clients with a combination of each. We continuously work with our clients to understand the engagement requirements, timing restrictions and desired deliverables to ensure a successful outcome.
- *Our Insight* – Providing consultants with several years of public accounting experience as external auditors. We approach our compliance projects from an external auditors' perspective. We provide management with the necessary knowledge and deliver project documentation in a format that supports and facilitates an efficient external audit or regulatory exam.



Our Services

Cadence Consulting Corporation provides a wide-range of advisory, assurance and internal audit services, including the following five core areas:

1. Sarbanes-Oxley 404 and SAS70 Readiness Services

We help companies prepare for compliance with section 404 of the Sarbanes-Oxley Act and with any SAS70 requirements. Our tailored approach provides flexibility and professionalism to ensure management is prepared. We provide varying levels of assistance based on individual client needs in the following areas:

- a. *Project Management*: We provide technical expertise to manage and scope the Sarbanes-Oxley compliance effort.
- b. *Documentation*: We assist management in outlining and documenting company-level controls, IT general controls and business process controls.
- c. *Testing*: We provide the resources to test and assess the design and operating effectiveness of existing controls.
- d. *Remediation / Assessment*: We help management understand the ramifications of any identified control deficiencies and can develop action plans to help resolve these deficiencies.



Our Services, continued

2. SEC Reporting and Audit Preparation Services

We assist management with their financial reporting function. Specifically, we specialize in the following:

- a. *SEC Reporting:* We assist management with their SEC requirements, including helping companies draft their SEC filings, comply with complicated accounting pronouncements – such as SFAS 123R, SFAS 133 (including updated pronouncements) and FIN 46 – and draft management responses to SEC comment letters.
- b. *Financial Audit Preparation:* We assist management in the preparation of financial reports to meet external audit requirements, including preparing the annual financial statements, lead schedules and memos.
- c. *CFO for Hire:* We assist management during periods of transition or substantial peaks to manage their finance and accounting functions.
- d. *Due Diligence:* We help prepare companies for merger and acquisition activities by ensuring value is fairly presented during the transaction.
- e. *Other Advisory Services:* We assist management in preparing budgets, forecasts, and other analytical reviews to provide both the board of directors and executive management a transparent financial view of the business.



Our Services, continued

3. Internal Audit Outsourcing

We provide expertise to help clients establish effective internal audit functions to ensure that operational, financial and compliance risks are mitigated. We enhance internal audit functions through the following:

- a. *Outsourcing*: We provide a complete internal audit function encompassing all of the essential components. This service is useful for companies lacking audit expertise or seeking an independent viewpoint.
- b. *Co-sourcing*: We complement existing resources to provide specific areas of expertise or we can help audit departments manage peak periods.
- c. *Advisory*: We help companies develop an effective internal audit function, including the creation of annual plans, audit charters and other organizational functions.



Our Services, continued

4. IT Risk Management Services

We provide a wide-range of advisory, assurance and internal audit services, including the following:

- a. *IT Corporate Governance*: We evaluate the structure for managing the IT function and mitigating relevant technology-related risks.
- b. *Software Development / Maintenance*: We review the defined path to production for software development and maintenance for identified applications or can perform post-implementation reviews.
- c. *Information Security*: We measure logical and physical security mechanisms and processes against criteria established by international security standards.
- d. *Application Reviews*: We assess the access levels and segregation of duties within an identified application to ensure appropriateness of the security.
- e. *Data Processing*: We examine the completeness and accuracy of data flows through an application or business cycle by utilizing CAATS and transactional testing.



Our Services, continued

5. Financial Institution Services

We provide a wide-range of audit and regulatory compliance services to the financial institution sector, including the following:

- a. Regulatory Compliance Review*
- b. Internal Audit*
- c. Loan Review*
- d. FDICIA Reporting*
- e. Asset Liability Modeling Review*
- f. Allowance Methodology Validation*
- g. Business Continuity Planning*
- h. Information Systems Examination*
- i. Information Systems Risk Assessment*
- j. External Penetration Testing*
- k. Internal Intrusion Testing*
- l. Policy Development*

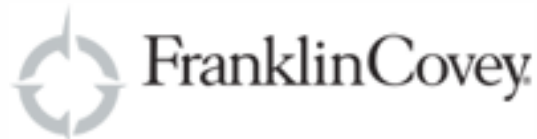


Our Clients

ZIONS BANCORPORATION



Novell.





Our References

- **Lee Wright – Internal Audit Director, Novell**
 - Phone: (801) 861-2770/ Email: lhwright@novell.com
- **David Chidester – Chief Financial Officer, Overstock.com**
 - Phone: (801) 947-3120 / Email: dchidester@overstock.com
- **Fred Beck – Chief Financial Officer, ICON Health & Fitness**
 - Phone: (435) 750-5000 / Email: fbeck@iconfitness.com
- **Niel Nickolaisen – Chief Information Officer, Headwaters**
 - Phone: (801) 984-9424 / Email: nnickolaisen@headwaters.com
- **Larry Schumann – Audit Partner, PricewaterhouseCoopers**
 - Phone: (801) 537-5272 / Email: larry.p.schumann@us.pwc.com
- **Nate Delahunty – Chief Financial Officer, Net Marketing Alliance**
 - Phone: (801) 518-2980/ Email: natdel@netmarketingalliance.net



Appendix – Key Contacts

Below is a list of our core competencies and the primary resource for each area. A resume for each resource is also included.

Service Line	Key Contact
Sarbanes-Oxley 404 Readiness Services	Travis Nielsen (801-554-0080)
SAS70 Readiness and IT Risk Management Services	Gordon Jacobsen (801-554-9881)
SEC Reporting Services	Matthew Crumley (801-949-8951)
Audit Preparation Services	Ty Lombardi (801-865-8152)
Internal Audit Outsourcing Services	Ryan Ollivier (801-358-3126)
Financial Institution Services	Cheri Landgren (801-671-2780)

Travis Nielsen

Travis' Clients Have Included:

- AMP Resources
- Cottonwood Realty
- Equity Oil Company
- EsNet, Ltd
- FX Energy
- Headwaters
- ICON Health & Fitness
- Martin Door Manufacturing
- MIT Financial
- Newmont Gold Corporation
- Novell
- NuSkin Enterprises
- P5
- Pinnacle Gas Resources
- Pride Transport
- Raser Technologies
- Salt Lake City Department of Airports
- Salt Lake City Public Utilities
- SK Daifuku Corporation
- Specialized Health Products
- Tipperary Corporation
- US Synthetic

• Background

- For over seven years, Travis worked with PricewaterhouseCoopers in their Assurance and Business Advisory Services practice, primarily within the Retail and Consumer Products Industry and the Oil and Gas Industry. His primary responsibility at PwC was in supervising, planning, and completing financial statement audits, including an assessment of the client's control environment.
- Travis' clients have included both large, international public companies, as well as Utah-based businesses. His experience in public accounting has included a wide range of complex accounting issues, including SEC filings and comment letters, debt restructurings, and stock compensation issues. Travis has been involved in the Sarbanes-Oxley attestation for several public clients, where he was responsible for his clients' application of the COSO framework, process documentation and other control documentation.
- Travis is a certified public accountant and member of the AICPA. Travis was also an adjunct professor at Westminster College, where he taught senior level accounting courses in auditing, internal controls and Sarbanes-Oxley compliance. In addition, Travis serves as the Treasurer and Executive Committee member of the Board of Directors of Special Olympics Utah (SOUT).

• Recent Projects

- Evaluated the scoping documentation, developed control documentation (including narratives, flowcharts and control matrices), designed tests to assess the operating effectiveness, and executed these tests for identified key controls on behalf of management for several public companies.
- Managed the 404 external attestation of a billion dollar, multi-national company. This project included an assessment of the company's risk assessment, the resulting process/control documentation and the corresponding tests of controls over the business processes.
- Provided technical expertise to help prepare a private company for a GAAP audit, including drafting and implementing significant accounting policies and procedures.
- Provided consultation on the accounting treatment of the discontinuation of a significant subsidiary in accordance with FAS 144 and FAS 146.
- Planned, supervised and managed financial audit engagements for a variety of both public and private companies and advised some of these clients in responding to SEC comment letters.

• Education

- Master's Degree in Accounting (MAcc) from Brigham Young University

Gordon Jacobsen

Gordy's Clients Have Included:

- 1-800 Contacts
- Accident Compensation Corporation (New Zealand)
- Borland Software Corporation
- FranklinCovey
- IBM (New Zealand)
- ICON Health & Fitness
- JP Realty
- Headwaters
- Kennecott Utah Copper / Kennecott Minerals
- Micron Technology
- Ministry of Transport (New Zealand)
- MIPS Technologies
- Novell
- NuSkin Enterprises
- Overstock.com
- Pixar Corporation
- Raser Technologies
- Regulus
- Reserve Bank of New Zealand
- Select Portfolio Servicing
- Westpac Bank (New Zealand)
- Xilinx Corporation
- Zions Bancorporation

• **Background**

- Gordy worked with PricewaterhouseCoopers for nearly seven years, primarily in their System and Process Assurance practice. Gordy worked in the Salt Lake City (UT), San Jose (CA) and Wellington (New Zealand) offices, where his primary skills were related to the development and assessment of both IT and business process controls. While with PricewaterhouseCoopers, he was involved in the Sarbanes-Oxley attestation for three accelerated filers.
- Gordy also worked on several projects to assist other public companies prepare for compliance with the Sarbanes-Oxley Act, specifically over the documentation and testing of IT and business processes. During these reviews, he was able to develop, review and assess the company's application of COSO, process flowcharts / narratives and control documentation. In addition to performing Sarbanes-Oxley work, he also managed internal audit outsourcing engagements.
- Since joining Cadence Consulting, Gordy has worked with public companies documenting and developing controls and procedures as part of those companies Sarbanes Oxley compliance effort. His specific expertise is in the areas of IT general controls and automated business process controls.
- Gordy is a certified public accountant and member of the UACPA and ISACA.

• **Recent Projects**

- Solely managed a project to assess a company's overall readiness of Sarbanes-Oxley. This task included the coordination of resources to document and assess a companies IT and business processes as well as other overall control environment.
- Served as a technical advisor for several large companies related to the documentation of IT and business processes and controls pertaining related to the Sarbanes-Oxley Act.
- Managed the IT component of two internal audit outsourcing relationships that included reviews over information security management, problem management, user management, software implementations, change management, operating system reviews and application security reviews.
- Performed numerous SAS70, business process and IT general control reviews to support external financial audits and helped companies identify and address risk-based control issues with financial reporting significance.
- Managed and executed control reviews over the security and processing of key financial service systems, including core banking, credit cards, Internet banking and insurance services.

• **Education**

- Master's Degree in Accounting (MAcc) from Brigham Young University

Matthew Crumley

Matt's Clients Have Included:

- Avalon Digital Marketing
- Extra Space Storage
- Idaho Technologies
- IHS
- International Lease Finance Corporation
- Linux Network
- Novell
- NuSkin Enterprises
- Overstock.com
- Southwall Technologies
- Starwood Lodging
- Synnex
- Whittier College

• **Background**

- Matt is an accounting / operations professional with over nine years of experience working in public accounting and private corporations, ranging from public multinationals to technology start-ups.
- Matt has extensive knowledge and experience with SEC/Public financial reporting. Prior to joining Cadence Consulting, Matt was the *Director of Accounting and Financial Reporting* for Overstock.com, where he was responsible for preparing SEC filings, researching technical accounting issues, interfacing with the audit committee and external auditors, managing the 404/internal audit team with compliance efforts and process/system designs, developing and improving the business and financial processes, and performing due diligence on acquisition targets and other potential business transactions.
- Prior to working for Overstock.com, Matt worked with PricewaterhouseCoopers for nearly six years, primarily in their Assurance and Business Advisory practice. Matt worked in the Salt Lake City (UT), San Jose (CA) and Los Angeles (CA) offices, where he focused on the development and assessment of business process controls and performing financial statement audits.
- Matt has also worked in industry as a Divisional Controller for Avalon Digital Marketing and as an Assistant Controller at International Lease Finance Corporation. In both positions, he was responsible for preparing the SEC filings and managing the accounting functions.
- During his career he has had significant accomplishments in corporate partnering, fund-raising, negotiations, and improvement/enhancement of business processes and financial controls.

• **Recent Projects**

- Matt successfully managed the SEC reporting and the implementation of section 404 of the Sarbanes-Oxley Act for Overstock.com.
- At PricewaterhouseCoopers, Matt was instrumental in assisting a large multi-national public company with the implementation of section 404 of the Sarbanes-Oxley Act. He also managed and delivered on several other internal audit projects.
- At Avalon Digital Marketing, Matt negotiated and coordinated financial aspects of the successful merger of C5 Technologies and Mindarrow Systems and the corresponding SEC filing of form S-4. He also negotiated and coordinated the successful factoring of accounts receivable and debt financing and facilitated the sale of corporate assets.

• **Education**

- Master's Degree in Accounting (MAcc) from Brigham Young University

Ty Lombardi

Ty's Clients Have Included:

- Novell
- Hemphill Trucking
- Specialized Health Products International
- ICON Health & Fitness
- Hemphill Trucking
- Net Marketing Alliance
- US Synthetic Corporation
- Powdr Corporation
- BYU - Idaho
- Equity Oil Company
- FX Energy
- Kitco
- L-3 Communications
- Leavitt Group Enterprises
- McMurry Oil
- Pride Transport
- Sinclair Oil
- Smith Sport
- Wencor West

• **Background**

- Ty worked with PricewaterhouseCoopers for nearly five years in their Assurance and Business Advisory Services practice serving in a wide range of industries including the Oil and Gas and Insurance Services industries. His primary responsibility while at PricewaterhouseCoopers was in supervising, planning, and completing financial statement audits. His experience in public accounting included a wide range of accounting issues including stock compensation, minority interests and revenue recognition issues.
- After leaving PricewaterhouseCoopers, Ty worked as controller of a human resource firm and CFO of an insurance company before joining Cadence Consulting. In these positions, Ty was responsible for the preparation and evaluation of financial statements, ensuring the companies' compliance with various state regulations, and the supervision and performance of all accounting functions.
- Since joining Cadence Consulting, Ty has been involved in the Sarbanes-Oxley preparation projects for several public clients, with the responsibility of ensuring clients' readiness for 404 attestations, including the preparation and assessment of the clients' control documentation and the application of each COSO component. Ty has also assisted clients in establishing and documenting policies and procedures. In addition, Ty has also helped clients prepare for audits by ensuring the balances and amounts being reported are correct and providing supporting documentation to substantiate the balances and has assisted a client in preparing SEC filings.
- Ty is a certified public accountant and member of the AICPA.

• **Recent Projects**

- Worked closely with the internal audit function of a billion dollar, multi-national company in implementing, documenting and testing controls of various business processes in order to prepare for an assessment of the company's internal control by the external auditors.
- Helped management of a subsidiary of a large multi-national company establish policies and procedures and implement controls in order to comply with the requirements of Sarbanes-Oxley. Prepared a policies and procedure manuals for the company's business processes.
- Assisted a conglomerate of entities prepare auditable financials for several years.
- Managed a project in which he helped a company prepare its financials statements for several years in relation to an audit associated with the sale of the company.

• **Education**

- Master's Degree in Accounting (MAcc) from Brigham Young University, Magna Cum Laude

Ryan Ollivier

Ryan's Clients Have Included:

- AMP Resources
- Amicus
- Arcadian Management Services
- Band of Angels
- Bluewinch (Switzerland)
- Doubletwist
- DPR
- eBay
- EForce
- eWanted
- Fixnet (Switzerland)
- Foxhollow Technologies
- Genus
- GSI Technologies
- Hyclone
- MIT Financial
- Novell
- NuSkin Enterprises
- Oplink
- Overstock.com
- Rambus Software
- Silicon Storage Technologies
- Spectrian
- Swisscom (Switzerland)
- Varian Medical Systems
- Worldview Technologies

• **Background**

- Ryan worked with PricewaterhouseCoopers for over five years, primarily in their Assurance and Business Advisory practice in San Jose, CA. In addition to working for three years in the San Jose, CA office, he also completed a two-year international rotation in Bern, Switzerland. During which time, Ryan headed a number of Sarbanes-Oxley readiness projects for a Foreign Private Issuer, which included helping to document and assess the process and internal control structure. After returning from overseas, he worked for a short period of time in the Salt Lake City Office where he was selected to be a control specialist. Ryan worked extensively in assessing the control documentation for a large accelerated filer in their effort to comply with the Sarbanes-Oxley Act.
- After working his time with PricewaterhouseCoopers, Ryan worked with Fisher Scientific International in a compliance officer consulting position at a subsidiary in Logan, Utah (Hyclone). He was responsible for ensuring that all significant processes were updated, evaluated, and tested to ensure compliance.
- Since joining Cadence Consulting, Ryan has worked with a number of companies documenting and developing controls and procedures as part of those companies' Sarbanes Oxley compliance effort. He has also assisted companies in their preparation for financial statement audits.
- Ryan is a certified public accountant and member of the AICPA.

• **Recent Projects**

- Developed control documentation (including narratives, flowcharts and control matrices), designed tests to assess the operating effectiveness, and executed these test for identified key controls on behalf of management for several public companies.
- Managed Sarbanes-Oxley internal assessment and testing for a major subsidiary of a large multi-national company, including the organization of internal resources and external audit teams.
- Provided technical expertise to help prepare a private company for a GAAP audit, including drafting and implementing significant accounting policies and procedures.
- Managed the execution of the annual financial audit for several public companies, including a large telecommunication company and a large online retailer.
- Researched, concluded and implemented new accounting pronouncements including FAS 142, 143, 146, 148, Fin 45 and 46 and EITF 00-21 and EITF 03-01.

• **Education**

- BS (Accounting) from the University of Utah , Cum Laude

Cheri Landgren

Cheri has worked for the following institutions:

- American Investment Bank, N.A.
- American Investment Financial
- Governor Financial
- Capmark Bank, formerly known as GMAC Commercial Mortgage Bank

• **Background**

- Cheri has over 20 years of banking expertise working as Chief Financial Officer and Chief Operating Officer in both state and federally chartered banks.
- In her banking career, Cheri has been responsible for the accounting, finance, treasury, investment, information technology and operational aspects of various banks ranging in size from \$100 million to \$5 billion.
- Cheri was involved in the start-up of a new institution, which included developing the business plan and financial projections, establishing and implementing policies, processes and internal controls, and all operational challenges of a De Novo institution.
- Cheri has been responsible for acquiring deposits, both broker and retail, establishing borrowing sources, liquidity management, interest risk management and regulatory capital management. She has many years of experience with regulatory compliance and reporting, including compliance with FDICIA.
- Cheri has expertise in developing models for financial projections, regulatory capital adequacy, evaluation and pricing of new and existing lending products, loan loss reserve analysis, etc.
- Prior to working in the banking industry, Cheri was an auditor with Coopers & Lybrand, now PricewaterhouseCoopers.
- Cheri is a certified public accountant and member of the UACPA.

• **Education**

- BS in Accounting from the University of Utah.

• **Community Activities**

Current Service

- Board Member and Finance Chair – Junior Achievement of Utah
- Board Member – University of Utah David Eccles School of Accounting Advisory Board

Past Service

- President – Utah Association of Financial Services
- Board Member – Utah Bankers Association
- President – American Woman's Society of Certified Public Accountants, Utah Chapter

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