

EXHIBIT D

MANAGERIAL AND TECHNICAL QUALIFICATIONS

Innosys Communications, Inc. possesses the requisite managerial and technical qualifications and resources to provide interexchange telecommunications services in the State of Illinois.

Below is a brief description of key personnel, followed by their résumés:

Mr. Youngwhan "Nick" Lee, PhD
President/Chief Executive Officer/Director

Mr. Lee is the founder of Innosys Computing, Inc. dba Innosys Communications, Inc. and has served as its President and CEO since incorporating in 1992. Mr. Lee has a PhD in Computer Science from the University of Illinois, and he has extensive computer and telecommunications experience.

Mr. Charles E. Penfold
Chief Financial Officer

Mr. Penfold manages all aspects of Innosys' receivables, payables, cash position, credit lines, accounting, financial reporting and contract administration. Mr. Penfold is an international financial professional with extensive experience structuring and financing short and medium term trade transactions. His background includes financial management, sales and marketing, credit, lending, documentary services and foreign exchange; he is proficient with government and private guarantee and insurance financing programs.

Mr. Young Cho
Vice President of Operations

Mr. Cho is in charge of Innosys' Network Operations Center. He has extensive experience managing data communications software and hardware.

Mr. Brian Ritzel
Product Manager

Mr. Ritzel is in charge of developing new products for Innosys Communications, Inc. He has previously served as the Director of a computer software company.

Mr. Youngwhan "Nick" Lee, Ph. D.

EXPERIENCE:

President, CEO and the founder
Innosys Communications, Inc. 1989 – Present.
Chief Technical Officer
OpenPop.Com, Inc. 1999 – 2000.
Senior Software Architect
FutureSource, 1996-1998.
Vice-President
Resource Economics Corp., 1993-1995.
Research Assistant
University of Illinois 1986-1991.
Research Programmer
Korea Advanced Institute of Science and Technologies ("KAIST"), 1980-1982.

EDUCATION:

University of Illinois, Urbana-Champaign, IL.
Ph. D. in Computer Science, 1997.
University of Illinois, Urbana-Champaign, IL.
M. S. in Computer Science, 1991.
University of Illinois, Urbana-Champaign, IL.
B.S. in Math & Computer Science, 1996.

PUBLICATIONS:

Lee, Youngwhan. "Business Impact of Internet Telephony to Conventional Telephony Industry," The proceedings of KOREA-US Science and Technology Symposium: Computing and Telecommunication. Chicago April 23-25, 1998.
Lee, Youngwhan. Cooperative Replanning In Response to Conflicts. Ph. D. Dissertation, University of Illinois, 1997.
Lee, Youngwhan, Arthur Baskin. "Toward the General Theory of Engineering Design," The Proceedings of IEEE CAIA, 1992.
Lee, Youngwhan. A Quick Planning Strategy. M.S. Thesis. University of Illinois, 1990.
Kim, E. H., Youngwhan Lee, et al. Satellite Image Processing. KAIST Press. Annual Report. 1981, 1982, 1983.
Kim, E. H., Youngwhan Lee, et al. Utilizing Water Resources in Jeju Island, 1982.

HONORS AND COMMUNITY SERVICES:

President: Dawn Mission, 2001 - Present.
Chairman of the Board: Friends of His Children, 2000 – 2001.
Member: Messengers of Mercy, 1997 – Present.
Steering Committee Member: Korean Scientists and Engineers Association in America, Midwest Regional Conference, 1993.
Treasurer: Korean Scientists and Engineers Association in America, Central Illinois Chapter, 1992-1993.
Member: IEEE Computer Society.

EXPERIENCE:

INNOSYS COMMUNICATIONS, INC., Hinsdale, IL

2001-

Chief Financial Officer

Manage all aspects of the company's receivables, payables, cash position, credit lines, accounting, financial reporting and contract administration.

- Despite a very difficult credit environment, negotiated new short term working capital and term equipment financing packages. Demonstrated eligibility and secured Small Business Administration export guarantees for both facilities. Initiate drawings and repayments for both these facilities.
- Starting from a basic cash-book, installed a comprehensive booking/accounting/reporting system. Input current data, reconciled all accounts including bank deposits and audited and balanced accounts receivable and payable. Now controlling cash and producing financial statements with the new system.
- Review and execute all telecommunications service contracts.
- Established customer credit policies. Conduct credit reviews on prospects and set credit limits, security and payment terms based on credit evaluations.

NATIONAL CITY BANK, Cleveland, OH

1993-2000

Vice President - International Business Development, Oak Brook, IL

Sold the bank's international credit and fee-based services to customers and prospects throughout Illinois and Western Michigan. Partnered with domestic relationship managers and government export specialists in providing customers with credit and documentary structures for their international transactions.

- In very competitive market, from \$0 base, developed \$14 million in loans to small and mid-size customers in two-year period, \$4 million over goal.
- Instrumental in the bank being honored with the U.S. Small Business Administration national "Export Lender of the Year" award in 1995. Structured and made more loans with higher dollar value under the SBA export guarantee program than any other U.S. lender.
- To counter staff shortage in International due to a bank-wide two-year hiring freeze and to continue to provide quality customer service, partnered with and trained 34 selected relationship managers in the territory. This significantly increased their knowledge of international products and deepened the bank's international service coverage in this market.
- Raised the visibility of the bank and promoted international trade with companies in territory by developing and presenting an average of eight half-day trade seminars a year for seven years, often in cooperation with government export specialists. Appointed member of the Illinois District Export Council by the U.S. Secretary of Commerce in recognition of these efforts.
- Earned U.S. Export-Import Bank "Delegated Authority Lender" status by financing larger customer's transactions under Ex-Im's export working capital guarantee program.

FUJI BANK, LTD., Tokyo, Japan

1989-1993

Vice President/Manager - Loan Administration, Chicago, IL

Directed operations supporting loans, commitments and standby letters of credit. Contacted customers and syndication partners on transaction issues. Determined Loan Administration (LA)

staff needs and hired, trained and appraised division personnel. Developed PC programs simplifying LA activities and participated in mainframe evaluations and upgrades.

- Managed complex, medium volume operation with "0-defect" objective. All work completed on schedule with lowest fault rate in branch, having only two penalty-incurring errors in four years.
- Reorganized workflow and job assignments from product to customer specific. This individualized and upgraded service levels and enabled a reduction in staff of 16%.
- While operating below budget, cut staff turnover from 50% per year in 1989/1990 to 0% in 1991/1992. Greatly reduced annual training requirements and enhanced customer service.
- From primarily a typewriter environment, initiated use of PC databases for several department functions. Substantially cut processing times, errors and forms wastage, and remarkably increased division morale.

CONTINENTAL BANK, N.A., Chicago, IL

1967-1988

Vice President/Senior Account Officer, International Financial Institutions Department, Chicago (1985-1988)

Second Vice President/Account Officer, Asia/Pacific Department, Chicago (1981-1985)

Second Vice President/Operations Manager, Hong Kong Subsidiary, Hong Kong (1979-1981)

Assistant Manager/Operations Manager, Osaka Branch, Japan (1976-1979)

Operations Officer, International Unit Operations, Chicago (1974-1976)

Operations Manager, Munich Branch, Germany (1971-1974)

International Management Training/Staff, Chicago (1967-1971)

MILITARY

1959-1965

U. S. Navy; Aviation Electronics Technician, Petty Officer Second Class

Active duty - 1959-1963

Reserves - 1963-1965

Honorable Discharge with recommendation for reenlistment

EDUCATION:

MBA - Managerial Accounting, Kellogg Graduate School of Management
Northwestern University, Evanston, IL, 1975

BSC - Finance, DePaul University, Chicago IL, 1967

Professional Development:

Completed a variety of company and professionally sponsored seminars, including Credit and Lending, Corporate Finance, Treasury Management, International, Export-Import Bank and SBA programs, and Foreign Financial Markets. Regularly participate in and present to economic and political round tables, particularly those addressing international topics.

Mr. Young Cho

Experience and Education:

- Feb 1998 - : Work for Innosys Communications, Inc.
Present . Switch management
. Network provisioning and management
. Trouble shooting
. Develop Software
- Sept 1995 - : Employed by ShindoHinet Co., Ltd.
Dec 1997 - as a General Manager at System Dept of Telecommunication Division.
. Operational management of data communications software and hardware
. Operational management of worldwide network
. Sales and Customer support
- Oct 1991 - : Employed by ATEL Inc.
Sept 15, 1995 - as a Manager at Fax Communication Division
. Operational management of network and associated equipment
. Sales and Customer support
- Nov 1985 - : Employed by LG Software Ltd.
Oct 1991 - as a Software Engineer and Manager
. main projects
. Stocks and Bonds management system (LG Securities Co., Ltd.)
. Customs Clearance project of the Government
. Logistics project of Korean Navy
- Jan 1984 - : Employed by DaeWoo Motors Co., Ltd.
Nov 1985 - as a programmer at Software Development Department
- Feb 1984 : Graduated from Mathematics Dept., College of Science,
Sung Kyun Kwan University (Bachelor of Science)
- Majored in Mathematics and Minored in Business Management
- Aug 1978 - : Joined the Army
Mar 1981 : Discharged from the Army (Air Defense Artillery)
- Mar 1977 : Entered Mathematics Dept., College of Science,
Sung Kyun Kwan University

Mr. Brian Ritzel

EXPERIENCE:

Product Manager, Innosys Communications, Inc., Hinsdale, IL (2001 - present).
In charge of introducing new telecommunications products. Duties include: developing new telecommunications products and services; insuring compliance with regulations; sales and marketing; negotiating and drafting contracts.

Director, Commodity Analysis Technologies, Inc., Urbana, IL (1993 - 1997).
Managed the research, development, marketing and sales of software and services for forecasting international resource markets. *Research/Development*: Designed software for simulating the effect of environmental regulations on resource markets. Supervised programmer implementation of software design. Developed and directed beta-test strategy. Authored grant applications: US Department of Energy; Illinois State Coal Office. Authored and published company reports. Co-authored software documentation and supervised technical writer. *Marketing/Sales*: Supervised a sales staff of six and a marketing staff of one. Managed development of marketing plan and marketing materials. Maintained contact with clients.

Research Associate, Resource Economics Corporation, Urbana, IL (1990 - 1993).
Worked with programmers to test and develop major additions to software (in C/C++). Maintained calculation engine programming code. Researched and developed model of United States energy supply and demand. Authored documentation. Designed and authored user help system. Developed and presented tutorial workshops for clients.

EDUCATION:

MS, Environmental Science in Civil Engineering
University of Illinois at Urbana/Champaign. Finished course work; thesis not completed.

BA, Political Science
University of Illinois at Urbana/Champaign. 1989.

PUBLICATIONS AND CONFERENCE PAPERS:

Eheart, J. Wayland, Brian J. Ritzel, and S. Ranji, "Using Genetic Algorithms to Solve a Multiple Objective Groundwater Pollution Containment Problem," presented at the Institute for Operations Research and the Management Sciences (INFORMS) Conference on Information Systems & Technology, Washington DC, (May 5-8, 1996).

Kolstad, Charles D. and Brian J. Ritzel, "Is It Finally Time for Midwestern United States High-Sulfur Coal to Enter the International Market?" REC Report 95-1. Urbana, IL, USA: Resource Economics Corporation, (February 1995).

Ritzel, B.J., J.W. Eheart, and S. Ranjithan, "Using Genetic Algorithms to Solve a Multiple Objective Groundwater Pollution Containment Problem," *Water Resources Research*, Vol. 30, No. 5, pp. 1589-1603, (May 1994).

Ritzel, B.J. and J.W. Eheart, "Using Genetic Algorithms to Solve a Multiobjective Groundwater Remediation Problem," presented at the Meeting on Solid Waste Research, Urbana, Illinois, (December 1992).