

## QUALIFICATIONS OF DIRECTORS AND OFFICERS

The officers and directors of the Reorganized Debtor have significant legal, securities, investment banking and accounting experience. This group will elect the directors and officers of the Operating Subsidiaries and assist in such subsidiaries business development activities including employee recruitment, funding and accounting.

*Michael S. Williams* (57). Since 1995, Mr. Williams has been the Chief Executive Officer and Chief Portfolio Officer of Aztoré Holdings, Inc., a Phoenix, Arizona-based investment and management consulting company. Aztoré focuses on software companies and companies in severe financial distress. He has devoted full-time to Aztoré's affairs and Portfolio Companies, focusing on strategic issues, merger and acquisition structuring and portfolio company development. Aztoré specializes in reorganizing financially troubled companies, including reorganization through bankruptcy. Since 1999, Mr. Williams has also been the Chief Executive Officer and Chief Portfolio Officer of Chasseur Holdings, Inc., a company similar to and controlled by Aztoré. From November 1993 to December 1995, Mr. Williams formed and was a Managing Director of Bulldog Investment Company, L.L.C., a private investment company with a business plan similar to Aztoré's. From November 1990 to November 1993, Mr. Williams was the sole principal in Bucher & Williams, a private investment and consulting company.

Mr. Williams has an MBA degree in Strategic Planning and Corporate Finance from the Wharton Graduate School of the University of Pennsylvania in 1974 and a Bachelor of Arts degree in both History and Political Science from Pennsylvania State University in 1969. Mr. Williams holds, or has held during his Aztoré tenure, various officer and director positions in the many of Aztoré's Portfolio Companies, some of which are or have been in extended financial

condition including bankruptcy. Mr. Williams intends to substantially concentrate his efforts on the development of VTEC.

***Lanny R. Lang*** (45). Since 1995, Mr. Lang has been the Chief Financial Officer, Secretary and Treasurer of Aztoré. He devotes full-time to Aztoré's affairs and Portfolio Companies. Since 1999, Mr. Lang has also been the Chief Financial Officer, Secretary and Treasurer of Chasseur Holdings, Inc., a company similar to Aztoré. From November 1991 to December 1995, Mr. Lang, along with Mr. Williams, formed and was a Managing Director of Bulldog Investment Company, LLC, a private investment company with a business plan similar to Aztoré's. From November 1991 to November 1993, Mr. Lang was the sole principal of Lang Financial Services, Inc., a private investment and consulting company. From 1980 to 1985, Mr. Lang was employed in the Audit Department of Price Waterhouse in Minneapolis, Minnesota. Mr. Lang received a BA degree in Accounting from the University of Northern Iowa. Mr. Lang holds various officer and director positions in the many of Aztoré's Portfolio Companies, some of which are or have been in extended financial condition including bankruptcy. Mr. Lang intends to substantially concentrate his efforts on the development of VTEC.