BENEFITS of SKYTECH TRANSPORTATION TECHNOLOGY

- Maximizes use of existing ROW
- Eliminates grade crossings
- Eliminates need for costly expansion of existing highways
- Increase throughput of entire port area
- Enables future growth at LA/LB ports
- Increases safety to all traffic
- Increases capacity at Dockside, Port & Rail yards
- Optimizes land utilization
- Enhances reliability of freight movement
- Increases capacity
- Reduces congestion on roadways
- Reduces road damage
- Decreases local truck traffic and idling time
- Reduces noise
- Substantially cuts in-basin air pollution and particulate matter emissions
- Eliminates chassis loss
- Reduces cargo damage
- Decreases population illness and medical costs
- Allows for tighter control over traffic and better security
- Reduces maintenance expenses
- Cost Effective
- Tested technology supported by NASA Industrial Partners under a Space Act Agreement
- Has high Return on Investment!

The SkyTech Framework is the first viable, cost effective, secure intermodal transport solution for goods movement, to emerge in decades. SkyTech’s linear induction motor (LIM) powered and its forefront electromagnetic technology allow automated container movement from point to point in a manner that is significantly faster, safer and less expensive a method in operation today. The end-to-end solution is the only method to couple an effective resolution to a worsening crisis-level container congestion, with any kind of a return on investment.

CONTENTS

<table>
<thead>
<tr>
<th>CONTENTS</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cover Page</td>
<td>1</td>
</tr>
<tr>
<td>Company Description</td>
<td>2 - 5</td>
</tr>
<tr>
<td>&amp; Photos</td>
<td></td>
</tr>
<tr>
<td>Aerial Photos and Grid</td>
<td>6 - 7</td>
</tr>
<tr>
<td>Prototype</td>
<td></td>
</tr>
<tr>
<td>Company ORG Chart</td>
<td>8</td>
</tr>
<tr>
<td>Resumes</td>
<td>9 - 12</td>
</tr>
</tbody>
</table>

Integrated smart transport portal container management system, having on-the-fly decision making and learning capacity incorporating relational databases and parallel processors with multiple CPUs, preferably with a Neural Network or other sophisticated artificial intelligence system.
The SkyTech Transportation system is an innovative goods movement system designed to move containerized freight from ships to customers, utilizing an advanced guideway transportation system powered by a Linear Induction Motor (LIM).

Essential elements to the SkyTech Transportation System include: Shuttles, Cranes, Container Storage Grids (primary grids next to the pier and rail ramps, secondary grids for shunting off local deliveries to trucking and rail distribution facilities, and larger tertiary buffer grids to soak up peak load transport spikes and to allow for sorting of shipping containers where priority or train assembly is required), Guideways and Computerized Command, Communications and Control Facilities, and Wireless Communication capabilities exist between each and every shuttle, crane, grid, crane and operation center, and Maintenance Facilities.

The containers are moved by SkyTech Shuttles. The shuttles consist of container crane spreader bars attached to LIMs capable of carrying loaded shipping containers moving over a I-Beam guideway system. The accelerations and speeds, will be determined to test the limits of G-forces appropriate to shipping containers.
Specially designed SkyTech Cranes will facilitate lifting containers up to and down from SkyTech Shuttles. The same cranes will move containers into and out of the SkyTech container storage grids; loading and unloading trains and trucks directly from the grid.

A typical SkyTech Transportation GRID layout set next to a rail line for train assembly. The GRID allows for optimization of storage capacity and enhances land usage.

The container storage grids are high density storage areas where shipping containers are stacked up to 5 high and tightly packed next to each other using LIM powered mobile cranes riding over a racetrack pattern I-Beam guideway. The grids would exist next to each pier and each rail ramp and at local trucking yards. In addition, large buffer grids would exist to absorb peak load shipping and enable sorting and train assembly.
The SkyTech Transportation system is a fully automated goods movement organism capable of moving containers from ship to grid to railhead to trucking terminal.

The SkyTech Transportation system utilizes Neural Networking, parallel processing, and feedback systems to provide internal control of container loads, electrical loads, traffic speeds, container destination routing and priorities.

SkyTech reduces ship turnaround times by creating a raised rail next to piers to reduce lift time both into and out of the ship. With the SkyTech system, an existing container crane can unload a ship in a substantially shorter time by eliminating the choke point at the crane.

The SkyTech system enhances port and railyard security through absolute control of an advanced guideway gauntlet through which all containers must pass. This enables the system operator to implement any number of security checks.

In addition the SkyTech system features individual shuttles powered by Linear Induction Motors which are in constant communication with central processing facilities and each individual shuttle.
The command and control functions of the SkyTech Transportation system include both centralized and redundant parallel processors operating the system, learning from the operations and correcting errors and improving performance.

In addition, the Neural Network of processors and wireless communications across every vehicle and node in the system enables the system to act as a living shipping organism, adjusting its speeds, loads, destinations, and power requirements on the fly to accommodate peak shipping traffic, emergencies and human intervention.

Software to be designed will incorporate: Forward, Reverse, Braking, Speed Control, Collision Avoidance, Destination Routing, Priorities Coding, Cargo Sensing, container crane lifting, and shuttle to grid insertions and extractions.

Power for the shuttles and cranes provided by induction from third rail type power supply.
SkyTech Transportation guideways can run above existing Right-of-Ways.

The 710 Freeway shown here, is the perfect application. As well, Rail Line ROWs and Edison easements.

Connecting all the docks, rail ramps, truck ramps and distribution centers could obviate the need for expansion of the 710 Freeway and other congested routes.
This photo suggests a possible location for a dockside GRID and potentially viable routes leaving the Harbor to the Alameda Corridor.

Connecting the Los Angeles and Long Beach Harbors to the Union Pacific and Burlington Northern Yards with the SkyTech Transportation System, would greatly expedite usage of the Alameda Corridor for Container Trains, reducing congestion on the surface roads and freeways and dramatically cutting emissions and other pollution.
A high-impact executive in the fields of Transportation and Logistics, Supply Chain Management and Freight Optimization – with a strong background of creating leading edge technology solutions for transportation. A successful P & L manager -- especially skilled at making continuous improvements in service quality, reliability, teamwork, efficiency and profitability. Led the mechanical engineering and technical design of highly efficient next-generation freight optimization system for intermodal, rail, maritime, truck and port transportation.

Extensive professional skills and experience, including:

- Over-Achieving Revenue & Profit Targets
- Improving Processes & Procedures
- Hiring, Training & Team Building
- Using Statistical Analysis Methodology
- Fabricating Mechanical Assemblies
- Maximizing Customer Service & Satisfaction
- Working with Unions & Governmental Entities
- Launching Start-Up Operations
- Preparation of Bids, Proposals & Presentations
- Using JIT & Inventory Controls
- Complying with Safety & DOT Regulations
- Designing Prototypes / R & D
- Tracking Information / Data Security
- Cutting Costs & Boosting Profits

Professional Background

President  Skytech Transportation, Inc.  Wood Dale, IL  2002 – present

Launched, developed, and direct day-to-day operations of startup design company for the transportation industry. Research intermodal, rail, maritime and port freight optimization techniques. Designed prototype of new technology (SkyTech Framework) for intermodal transportation systems. Develop one-of-a-kind end-to-end solutions to achieve just-in-time, cost-effective and safe automated container moves to resolve container congestion issues and realize ROI. Established IMC (Intermodal Marketing Company) to implement industry marketing and business development plans.

- Pioneered, designed, and developed next-generation, low wattage and non-polluting hybrid rail system designed for multiple transportation modes with enhanced land usage and expansion capacity for future requirements.

- Achieved industry recognition as expert on transportation logistics; serve as Advisor to multiple commercial, educational, and governmental agencies.

- Wrote Next Generation Intermodal Roadmap, a white paper on the Web outlining efficient door-to-door system for transportation security.

BRUCE A. DAHNEK (Professional Background, continued)  

President  Laser Express, Inc.  Chicago, IL  1985 – 2001

Launched and managed daily operations of a nation-wide rail drayage carrier with 50 drivers.

- Founded company with $4,000 and sold over $6 million in revenue.
- Served as in-house carrier for GE Transportation, including a large account with GE Plastics.
- Provided logistics services to the Department of Defense, Israel.
- Created and maintained operations for transportation over a seven state area.
- Set up operations authority under D.O.T. rules and regulations.
- Set up offices in Cicero, IL, Portland OR. And Cincinnati OH.
- Successfully led the passage of the Roadability Act (Safe Container Act) in the state of Illinois.
- Was profiled in Illinois Truck News for accurate, predictable and on-time delivery.

Vice President, Operations  Transportation Sales & Services, Inc.  1983 – 1986

Managed all aspects of maritime, rail, and trucking operations including finance, real estate, technology infrastructure, sales, regulatory affairs, public relations, asset management and human resources.

- Set up Epson account for South American distribution, providing financial analysis to facilitate change from trucking to combination of truck and rail services, saving Epson significant money while creating multiple efficiencies, including a just-in-time delivery system.
- Handled moving Epson from Bensenville, IL to Indianapolis, IN.
- Established North American logistics company to pick up and deliver anywhere in continental US, Mexico, and Canada.
- Pioneered hazardous material handling by intermodal operations in the early 1980’s.

Regional Sales Representative  CSX Rail Road / Chessie Motor Express  1980 – 1983

Developed new business accounts and serviced existing accounts for door-to-door delivery services for on-time delivery in territory west of the Mississippi River, excluding California.

- Recognized as #1 Sales Representative for production exceeding 200 trailers per week.
- Developed methodology for significant penetration into protective services of perishable goods.

Professional Affiliations

Advisor:  Intermodal Freight Technology Working Group, U. S. Dept. of Transportation
Board Member:  Intermodal Advisory Council of Chicago (CATS)
              Intelligent Transportation Association of North America
              Partners for Advanced Transit and Highways
Consultant:  The Transportation Center, Northwestern University
Advisor:  University of Wisconsin, U.I.C., I.I.T. & University of California, Berkeley
SkyTech Transportation, Inc.

TRANSPORTATION TECHNOLOGY FOR A NEW ERA.
Bruce Dohnke, President

TODD J. CLEARY
10720 McCune Avenue, Suite 200
Los Angeles, CA 90034  310.559.8118

PROFESSIONAL EXPERIENCE:

THE LAW OFFICE OF TODD J. CLEARY
Los Angeles, California  January 1992 to Present
ATTORNEY AT LAW and
SkyTech Transportation, Inc., VP Business Affairs

CITY OF SANTA MONICA
Santa Monica, California  February 1997 to May 2003
AIRPORT WORKING GROUP MEMBER  December 1996 to January 1997
Chair of the Airport Commissioner’s responsible for oversight of the Santa Monica Airport. Report to and advise the Santa Monica City Council on complex matters as the Airport General Plan, Noise, Pollution and Safety Issues.

TMM, INC.; TOTAL MULTIMEDIA, INC.
GENERAL COUNSEL
In House Counsel to a publicly traded multimedia software company specializing in fractal video compression. Implemented a successful Chapter 11 Bankruptcy Plan of Reorganization. Coordinated outside counsel in the private placement of common stock, negotiation of debt instruments, issuance of preferred stock. Provided legal strategy to the Board of Directors in settling claims and disputes arising out of the reorganization. Assisted the President and other Officers of the company in negotiating intellectual property licenses, consulting agreements and acquisition agreements.

MCKIERNAN, GURROLA, MORIWAKI & BRADY
Los Angeles, California  1983 to 1991
ATTORNEY & FINANCIAL CONSULTANT
Specialized in negotiating and documenting international commercial projects. Emphasis of business was to coordinate foreign and domestic investors with business projects around the world related to infrastructure development. Served as local counsel for one of the major Japanese trading companies.

TILLMAN PROPERTIES
ACQUISITION ANALYST
Searched for existing business to acquire and move into warehouse space owned by Tillman Properties. Researched building materials industry for synergistic opportunities.

AFFILIATED BANK OF MADISON
Madison, WI  September 1973 to September 1980
ASSISTANT PORTFOLIO MANAGER
Assisted the Vice President of Investments in the management of $500 Million in discretionary funds. Analyzed equities for investment potential. Conducted performance evaluation of the pooled funds. Coordinated the quarterly meetings with the bank trust officers.

EDUCATION:

UNIVERSITY OF CALIFORNIA - LA
SCHOOL OF LAW
Los Angeles, California  JURIS DOCTOR, 1989
AMERICAN JURISPRUDENCE AWARD FOR RE: PLANNING, SPECULATION IN SECURITIES, REAL ESTATE, BANKRUPTCY AND COMMERCIAL LAW

UNIVERSITY OF CHICAGO
GRADUATE SCHOOL OF BUSINESS
Chicago, Illinois  MASTERS IN BUSINESS ADMINISTRATION, 1984
SPECIALIZATION IN FINANCE
CONCENTRATION IN INTERNATIONAL BUSINESS
Studied PhD level finance program under Nobel Laureate finance professors George Stigler, Morton Miller and Myron Scholes. Further financial education with Eugene Fama, Michael Musia, James Lorie, Robert Alber, Jon Ingersoll, Henri Theil et al. Selected for the International Exchange Program with London School of Economics. Member of Investment Banking Club.

LONDON SCHOOL OF ECONOMICS
SPECIALIZE IN ECONOMICS AND POLICY
MAJOR: THE ECONOMICS OF OCEAN RESOURCES
Studied man's interaction with the oceans and the exploitation of ocean resources from scientific, economic, legal and policy viewpoints. Extensive study of offshore oil production and manganese nodule exploration techniques.

UNIVERSITY OF WISCONSIN - MADISON
SCHOOL OF BUSINESS
Madison, Wisconsin  BACHELOR, BUSINESS ADMINISTRATION, 1980
MAJOR: FINANCE AND INTERNATIONAL BUSINESS
GRADUATE OF THE APPLIED SECURITIES ANALYSIS AND INVESTMENT MANAGEMENT PROGRAM (WISCO-FUND)
Graduated with Distinction. Studied finance, economics and international business with an emphasis on investments. Managed a $100,000 portfolio for the University of Wisconsin.

LICENSES
State Bar of California
California Department of Real Estate Broker
KRISTINA ANDRESEN, AIA
PRINCIPAL

In 1982, Ms. Andersen founded ANDRESEN DESIGN ASSOCIATES in Santa Monica, CA. Specializing in commercial buildings, she has extensive experience in programming, planning, design of new construction, alterations and additions. Ms. Andersen's community work, exceptional client service, prompt submissions and ability to expedite plan checks and approvals has earned the loyalty of a number of prestigious clients which have included:

- Liberty Livewire (Ascent Media) / Todd-AO / Hollywood Digital
  Santa Monica, Hollywood and Burbank (11 years)
- Metro Goldwyn Mayer (5 years)
- Lorimar Productions (5 years), Lorimar / Telapictures (3 years)
- Great Western Properties, Los Angeles / Palm Springs (6 years)
- Tobman Properties, Las Vegas, NV (19 years)

Kristina Andersen has been directly responsible for the design of a wide range of projects from technology intensive post production editing facilities and recording studios to elegant corporate buildings and offices. In the eleven years prior to the establishment of ANDRESEN DESIGN ASSOCIATES, her projects also included offices, hospitals, multi-family residential and academic buildings.

Kristina is very involved with the Westside Community and has received several awards; one very prominent award in 2004 as an honoree as “Woman of the Year” at a fundraiser in Santa Monica, with 500 people in attendance to benefit the YWCA.

CAREER HISTORY

1982 - Present Principal, ANDRESEN DESIGN ASSOCIATES
Santa Monica, CA
Commercial Buildings, Entertainment, Housing

1980 Project Architect, MAXWELL STARKMAN, AIA
Beverly Hills, CA
Design of High-Rise Office Buildings and Condos

1979 Project Architect, THE EDGE FIRM
Palm Beach, FL
Design/Construction Documents – Hospitals

1973 Project Architect, JAMES ASSOCIATES
Indianapolis, IN
University and High School Buildings

1970 Senior Job Captain, EDWIN GIBSON & ASSOCIATES, Indianapolis, IN
HUD 235, REHAB of Apartment Buildings

1969 Draftswoman, GANNETT FLEMING
CORDORY & CARPENTER, Indianapolis, IN
Construction Documents – Roads and Bridges

PUBLICATIONS
LA Architect Magazine
Muzingo Studio, Santa Monica, CA
Mix Magazine
46 Windows Music & Mix, Santa Monica, CA

CERTIFICATIONS
Woman Business Enterprise
(CA Department of Transportation)
Small and Minority Business
(CA Department of General Services)

EDUCATION
5-Year Bachelor of Architecture
4-Year BS Environmental Design
Ball State University
Muncie, Indiana

REGISTRATION
State of California

MEMBERSHIPS
American Institute of Architects
Construction Specifications Institute
Santa Monica College
Director and Treasurer, Board of Associates
City of Santa Monica Commissioner
Department of Building and Safety
Chair, Building Commission
Vice-Chair, Accessibility Appeals Board
Westside Economic Collaborative
Executive Board, Chair-Elect
Chair, Livable Communities Committee
Leadership Committee
Rotary Club of Santa Monica
2-Year Director
Chair, Programs, Literacy Committee
Santa Monica Chamber of Commerce
Executive Board
Government Affairs Committee
Land Use Committee
Upward Bound House
Board Member
90 Units of Low-Income Senior and Transitional Housing in Santa Monica
Program Committee
Special Events Committee
Center for Healthy Aging
Board Member
Planned Giving Committee
Real Estate Committee

Dwight Eisenhower 1942 DC-3
Design Monument for DC-3
Museum of Flying, Santa Monica Airport