

BION MANAGEMENT TEAM

(4) **Mark A. Smith** (56) has been President, General Counsel and a director of Bion Environmental Technologies, Inc. ('Bion') since late March 2003. Since that time, he has also served as sole director, President and General Counsel of Bion's wholly owned subsidiaries including Bion Dairy Corporation. Since mid-February 2003, Mr. Smith has served as sole director and President and General Counsel of Bion's majority-owned subsidiary, Centerpoint Corporation. Previously, from May 21, 1999 through January 31, 2002, Mr. Smith served as a director of Bion. From July 23, 1999 when he became President of Bion until mid-2001 when he ceased to be Chairman, Mr. Smith served in senior positions with Bion on a consulting basis. Additionally, Mr. Smith was the president of RSTS Corporation prior to its acquisition of Bion Technologies, Inc. in 1992. Mr. Smith received a Juris Doctor Degree from the University of Colorado School of Law, Boulder, Colorado (1980) and a BS from Amherst College, Amherst, Massachusetts (1971). Mr. Smith has engaged in the private practice of law in Colorado since 1980. In addition, Mr. Smith has been active in running private family companies, Stonehenge Corporation (until 1994) and LoTayLingKyur, Inc. (1994-2002). Until returning to Bion during March 2003, Mr. Smith had been in retirement with focus on charitable work and spiritual retreat.

(3) **Dominic Bassani** (59), the General Manager of Bion Dairy Corporation, has been an investor in and consultant to Bion since December 1999. He is an independent investor and since 1990 has owned and operated Bright Capital Ltd., a management consulting company that provides management services to early stage technology companies. He was a founding investor in 1993 in Initial Acquisition Corp. that subsequently merged in 1995 with Hollis Eden Corp. (HEPH), a biotech company specializing in immune response drugs. In 1998, he was retained to reorganize Internet Commerce Corp (ICCA), a leader in business-to-business transactions using the Internet. From January 2000 to the present he has been an investor and consultant to Bion Environmental Technologies, Inc. He is presently an investor in numerous private and public companies primarily in technology related businesses. Prior to 1990, Mr. Bassani was a consultant specializing in providing management reorganization services to small generic pharmaceutical companies and their financial sponsors since 1978.

Salvatore J. Zizza (60) recently rejoined Bion and Dairy during 2005 on a consulting basis and assumed the positions of Chairman and Director of Bion Dairy Corporation on January 1, 2006. Mr. Zizza served as a Director of Bion from December 1999 through February 2003. He has served as Chairman of the Board, President, Treasurer and a Director of Hollis Eden Pharmaceuticals (HEPH) (f/k/a IAC), a NASDAQ listed company, since its inception in November 1992. Mr. Zizza was also Chairman of the Board of Directors of The Lehigh Group, Inc. (f/k/a The LVI Group Inc.) beginning in 1991, and was President and Chief Financial Officer of The Lehigh Group, Inc. from 1985 to 1991. The Lehigh Group Inc., a New York Stock Exchange listed company, was engaged, through its subsidiary, in the distribution of electrical products, and from 1985 until 1991 was one of the largest interior construction and asbestos abatement firms in the United

States. Mr. Zizza was Chief Operating and Chief Financial Officer of NICO, Inc. from 1978 until its acquisition in 1985 by Lehigh Valley Industries, Inc. (currently The Lehigh Group, Inc.) NICO, Inc. was an interior construction firm. Mr. Zizza is a director of The Gabelli Equity Trust, The Gabelli Asset Fund, The Gabelli Growth Fund and The Gabelli Convertible Securities Fund and other funds in the Gabelli fund family. Mr. Zizza is presently Chairman of Hallmark Electrical Supplies Corp, a distributor of electrical products, and Bethlehem Advanced Metals which designs and manufactures high-temperature furnaces for sale and for its own use in the processing of specialty carbon, graphite and ceramic materials for semiconductor and aerospace applications.

(1) **Jere Northrop** (64) is the founder of Bion and developed its technology. He currently serves as the Company's Senior Technology Director and has been a Board of Directors member since April 9, 1992. Dr. Northrop is a founder of Bion Technologies, Inc. and was its President from October 1989 to July 23, 1999. Prior to founding Bion, he had ten years experience in the management of operations and process control at a large municipal advanced wastewater treatment plant in Amherst, New York (1979-1989). He also has twenty-five years of experimental research on both individual and complex systems of microorganisms. Dr. Northrop has a BS degree in biology from Amherst College, Amherst, Massachusetts (1964), a PhD in biophysics from Syracuse University, Syracuse, New York, (1969), and has done post doctoral work at the University of California at Davis, Davis, California and The Center for Theoretical Biology, State University of New York at Buffalo, Buffalo, New York.

(1) **George W. Bloom** (51) has been with Bion Technologies, Inc. since December 2000 and has served as Chief Operating Officer since January 15, 2002. From 1986 through December 2000, Mr. Bloom was employed by Woodard & Curran, Inc., an environmental engineering and science-consulting firm, where he held the position of Chief Engineer of the Municipal Business Center at the time of his departure. Mr. Bloom is a registered professional engineer with over twenty years environmental engineering and consulting experience specializing in the planning, design, construction and operation of waste treatment facilities. Mr. Bloom is responsible at Bion for oversight of the planning, design and construction of waste treatment systems and solids processing facilities. He has his BS in Environmental Science from Cornell University.

(1) **James W. Morris** (56) has served as Chief Technology Officer of Bion Technologies, Inc. since February 2002 and is co-inventor of portions of the Bion process. Prior to joining Bion, Dr. Morris provided the Company with technical assistance and technical advice for over two years as a consultant. Other consulting work included eight years acting as the Senior Technical Consultant for a large environmental consulting firm and the formation of James W. Morris & Associates, Inc. that allowed him to serve clients ranging from small commercial establishments, to municipalities and corporations, as well as a sub consultant to several larger engineering firms. Dr. Morris is a licensed professional engineer in Maine and Vermont with more than 30 years of engineering experience. Over a twelve-year period he performed research and taught graduate and undergraduate engineering as a member of the faculties of Cornell University, the University of Manitoba and the University of Vermont. He earned his BSCE and MSCE at

Tennessee Technological University and a Ph.D. in Environmental Quality/Agricultural Engineering from Cornell University. He is a member of the American Society of Civil Engineers, Water Environment Federation, Institute of Food Technologists, American Society of Agricultural Engineers, Agricultural Engineering Society, Aquacultural Engineering Society and American Water Works Association, Tau Beta Phi (Engineering honor society), Chi Epsilon (Civil Engineering honor society) and is a member of Sigma Xi, The Scientific Research Society of North America.

(2) **David Mager** (52) became a consultant on a full time basis to Bion and Dairy in June 2003 and is Bion Dairy Corporation's Vice President for Public Policy. His role includes: 1) directing the BionSoil efforts, 2) liaison to the media, regulatory and environmental communities, and 3) participation in the Company's research efforts. He is a scientist; inventor and consultant whose specialty is helping companies serve a dual bottom line of being profitable while being environmentally and socially responsible. One of the organizers of the original Earth Day in 1970, David has provided environmental consulting to many large public companies (i.e. Amoco, General Electric, General Motors, Coca Cola, IBM, Unilever) and socially responsible companies (i.e. Aveda, Tommy Boy Records, Rhino Records, Eileen Fisher, Stonyfield Farm Yogurt, Kozy Shack, Gaiam, ABC Home) in helping them make continuous improvements in their environmental footprints. David was Director of Standards at Green Seal and has been involved in the creation of the ISO14000 standards for Environmental Management Systems, the Social Venture Networks' Corporate Standards for Social Responsibility, and environmental standards for many consumer products such as energy efficient light bulbs, recycled paper, water efficient fixtures, paint, household cleaners, appliances, etc. He co-founded Vapor Technologies, now a division of the \$9 billion Masco, which developed an environmentally superior alternative to electroplating. He is concurrently a principal of Meadowbrook Lane Capital, LLC, which among other transactions represented Ben and Jerry's Homemade Ice Cream in their sale to Unilever, and provides consulting to Bion and Dairy through that entity. Mr. Mager has a BS in biology from the State University of New York at Stony Brook (1975).

Jeff Kapell (60) became a consultant to Bion and Dairy in December 2003 and joined the Bion management team on a full-time basis during April 2006 as Bion Dairy Corporation's Vice-President of Renewables. Previously, Mr. Kapell was Associate Principal at SJH & Company, a strategic management-consulting group serving the global agri-food industry. Mr. Kapell served SJH & Company from 2000 to 2005. While at SJH, he led the firm's development of a practice area in "renewables" and has become recognized throughout the industry as a sector expert at the intersection of agriculture and renewable energy. Commencing mid-2005, Mr. Kapell provided consulting services to Bion and Dairy as Principal of Kapell Consulting. Mr. Kapell has also been a cranberry grower for the past twenty-five years and has served on the Board of Ocean Spray Cranberries, Inc., as president of The Cape Cod Cranberry Growers Association, and is currently Vice-Chairman of the Board of the Cranberry Institute. Jeff is an engineer by training, having performed systems analysis for several firms prior to launching his farming and consulting ventures. Mr. Kapell is a graduate of Lehigh University.

(1) **Steve J. Pagano** (43) has been with Bion Technologies since 1993 where he has worked as an operations and design engineer. He has provided design and operations support for numerous waste treatment and research projects on both swine and dairy farms in many states across the USA. He has also provided engineering sales support, as needed, and managed the North Carolina office for several years. From 1984 through 1991 he was employed at NASA-Goddard Space Flight Center in Greenbelt, MD in various positions where he worked in the Materials Control and Applications Branch providing engineering support for several satellite space flight projects. From 1992 to 1993 he taught High School math and science. Stephen has a BS degree in Ceramic Engineering from Alfred University in 1986 and an MS degree in Materials Engineering from the University of Florida in 1991. He is named in two patents held by the Ford Motor Company and the University of Florida relating to his graduate research, which focused on developing low temperature formation antireflective coatings for windshields and glass view ports.

Michael J. McCloskey, age 54, who recently became a consultant to Bion and Dairy with respect to the Dairy Park initiative and their entire dairy business, obtained his Doctorate of Veterinary Medicine in 1976 from the University of Mexico, Mexico City and completed a specialty in dairy production medicine from the University of California, Davis, which he attended from 1978-80. During the period from 1980-89 he ran a dairy consulting/veterinarian practice in Southern California. Also during that period, he was an owner/manager of 2 dairies in Southern California. In 1990, he moved to New Mexico where he established a 5000-milking cow operation. Dr. McCloskey has expanded his dairy operations into Indiana and Michigan. He is the co-owner/manager of Fair Oaks Dairy Farm, Fair Oaks, Indiana. Dr. McCloskey's herd in Indiana is currently at 15,000 dairy cows and expects to add on another 10,000 cows over the next two (2) years. Dr. McCloskey is currently living in Indiana while developing this project. Dr. McCloskey is actively involved in the ownership and management of dairies in New Mexico, Michigan, and Indiana. In 2004, Dr. McCloskey started the Fair Oaks Dairy Adventure and Fair Oaks Dairy Products Partnerships, a large-scale agri-tourism and brand building experience. In 1992, Dr. McCloskey formed a milk marketing business called Quality Milk Sales. As the co-owner/manager of Quality Milk Sales, he is responsible for marketing the milk produced by the dairy farmer members of Select Milk Producers and Continental Dairy Products, who jointly produce in excess of 4 billion pounds of milk per year. These cooperatives stretch through New Mexico, Texas, Oklahoma, Kansas, Indiana, Michigan, and Ohio. Dr. McCloskey was instrumental in the formation of the Southwest Agency, an agency that controls the marketing and transportation of virtually all milk marketed in Texas and New Mexico. This Agency is a Marketing Agency in Common (MAC), created under the Capper-Volstead Act, which allows private dairy farmer cooperatives to collectively bargain to maximize marketing efficiencies. Under the guidance of Dr. McCloskey and the board of Southwest Agency, this agency has been able to stabilize both prices and supplies to the processor/consumer while at the same time returning efficiencies in the form of increased revenue to the producer. The success of the Southwest Agency is now being viewed as the model for achieving price stability without government intervention in other regions of the country. Dr. McCloskey successfully brought together

a joint venture between Glanbia Foods, Select Milk Producers, and Dairy Farmers of America to establish Southwest Cheese Company ('SWC') now under construction. SWC will open its doors in November of 2005 and will receive 10 million pounds of milk per day at its full commission with sales of over 400 million a year. Dr. McCloskey is the acting Chairman of SWC. Dr. McCloskey serves on the board of National Milk Producers Federation and participates in the Federal Order Policy and Dairy Export Policy committees. Dr. McCloskey has had the opportunity to be in a leadership position in every aspect of the dairy industry: from individual cow production to processing, from marketing to federal order reform, and from regional political issues to national issues and international trade.

Timothy C. den Dulk, age 43, who recently became a consultant to Bion and Dairy with respect to the Dairy Park initiative and their entire dairy business, owns and manages dairy farms in California, New Mexico, Michigan, Ohio, and Indiana that milk approximately 30,000 cows. He also raises dairy heifers in Tennessee, Kentucky, Missouri, Nebraska, and South Dakota which, when combined with his dairy cows, total to a herd size of almost 60,000 cows. Mr. den Dulk farms row crops on approximately 20,000 acres in the above-mentioned states and grapes, walnuts, peaches and almonds in California. These numbers and geographical diversification give Mr. den Dulk a unique national presence in the U.S. dairy and farming industry. Mr. den Dulk is owner and participates in the management of: a) Quality Milk Sales, Inc., New Mexico, which accounts for 350 loads of milk per day: \$600,000,000 yearly sales: Employs 45 people (including plant employees); b) Pioneer Dairy Laboratory, Inc., New Mexico, Texas; c) Pecos Dairy Investment Group, L.L.C. (Reverse osmosis and Ultra-filtration technology); d) Siesta Foods, Mexico; e) 1st National Bank, Artesia, New Mexico (Ownership of 35%) & f) Farm Journal, LTD; (Minority partner- Publication of Farm Journal magazine). In addition, Mr. den Dulk was a) an Incorporator and Director (1994-1998) of Select Milk Producers, Inc. which is currently managed and operated by Mr. den Dulk's business, Quality Milk Sales) and b) President (1998-present), Incorporator, and Director, Continental Dairy Products, Inc., an Ohio marketing cooperative formed in 1998 (a rapidly growing cooperative with members in Ohio, Indiana, and Michigan).

Tydd Rohrbough, Chairman and CEO of Cornhusker Energy Lexington LLC, has served as a consultant to Bion and Dairy since mid-2004 focusing on matters related to the Dairy Park initiative with emphasis on integration of ethanol facilities. Rohrbough provided the seed capital, secured the complete financing structure and continues to lead the development of the \$81 million greenfield ethanol facility in Nebraska which will be operational later in 2005. Rohrbough is a managing member of ECMS, which provides independent project consulting, management and development services to the Renewable Energy markets. Rohrbough is also President of Dark Horse Inc and Dark Horse LLC, which are special purpose companies that invest in patent or patent pending technologies. Prior to the forming the above companies, Rohrbough was a Private Client Advisor with Bazzis & Riddle, high net worth private client office affiliated with Wachovia (formerly First Union).

Dennis C. Tristao has worked within the agricultural air quality issue arena for over 12 years. His past commitments to the Agricultural Air Quality Task Force resulted in the Memorandum of Understanding between the USDA and the EPA on agricultural air quality research, the establishment of a research priority and funding recommendation and a recommendation for national policy on implementing a voluntary compliance strategy for agricultural producers.

(1) Messrs. Northrop, Bloom, Morris and Pagano are employees of Bion which has been providing their services (substantially all of their working time) to Dairy since the spring of 2003.

(2) Mr. Mager is a consultant to Bion and Dairy who has been performing 100% of his services for the benefit of Dairy's business opportunity in the dairy industry.

(3) Mr. Bassani has provided services, on a consulting basis, to Bion for the last 5 1/2 years primarily in the development and refinement of Bion's technology and business model. Since 2003 he has served as General Manager of Dairy with substantially all his efforts directed to development of the Bion technology for the dairy industry and the Dairy Park initiative and the related integration business model, which is being pursued by Dairy.

(4) Mr. Smith provides legal and management services to both Dairy and Bion.