

# EXHIBIT D

## **ANTHONY FEA**

Anthony "Tony" Fea, Network Operations Assistant Vice President, is currently responsible for operating and maintaining AT&T's Voice over IP (VoIP) Layer 4 networks domestically and globally. These responsibilities include 24x7 fault management, complex troubleshooting, network element upgrades and enhancements.

Prior to his current position, Mr. Fea was Executive Director of the Layer 1 Transport Project Management and National Implementation Engineering. In this role, Mr. Fea led AT&T's network deployment program for the transport network infrastructure and customer network build programs for AT&T's largest enterprise customer customers. This included all fiber optic cable and high capacity SONET and DWDM optical transport systems deployment across AT&T's ILEC, CLEC and Long Distance networks within the United States and its operating territories.

Mr. Fea joined AT&T in 1998 with the acquisition of Teleport Communications Group (TCG), the largest competitive local exchange carrier in the United States at the time. Prior to joining TCG in 1995, Mr. Fea held positions of increasing responsibilities at Verizon Communications in the network planning, engineering, operations, network finance and executive staff support organizations. Mr. Fea started his career at General Electric.

Mr. Fea received his Bachelor of Engineering in Electrical Engineering from Stevens Institute of Technology. He has attended the Thunderbird Executive Leadership Development program at the American School of International Management. Mr. Fea also attended the AT&T LEAD executive leadership program and AT&T's T University executive leadership program at SMU. Mr. Fea holds two Top Secret security clearances.

**JAMES F. DIONNE, CPA, CMA, MBA**

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**SUMMARY** Finance Manager with over 25 years of experience in increasingly responsible financial supervisory positions at AT&T and in public accounting (Big 4).

**EXPERIENCE**

**AT&T, Inc.**

2009-present **Executive Director-Accounting (D), Regulatory Accounting, Controller Division**

- Expanded responsibility for AT&T regulatory accounting functions to include same for former SBC Communications and BellSouth Communications regulatory accounting operations and reporting functions.
- Expanded regulatory accounting reporting responsibilities to include AT&T Mobility.

**AT&T Corp.**

1996-2009 **Regulatory Controller/Executive Director-Accounting (D), Financial Director (C), Controllers Division**

- Responsible for all AT&T Communications and Teleport Communications Group (TCG) regulatory legal entity recordkeeping and reporting to the FCC, each of 50 state utility commissions, and universal service fund managers, including Universal Service Administrative Company (USAC),
- Prepare and present expert testimony and financial analyses before federal panels and state utility boards in support of AT&T policies and positions saving AT&T annual access charge expenses of over \$10 million in two years,
- Analyze competitor (LD, LEC) earnings, financial reports, investor relations packages and present expert testimony about findings and conclusions,
- Prepare financial analyses and written responses to data requests from parties in regulatory proceedings before the state utility boards,
- Actively participated in Interconnection Agreement negotiations between AT&T and Bell Atlantic on financial and cost study issues in addition to interpretations of the Telecommunications Act of 1996 and subsequent FCC Orders,
- Consolidated all regional regulatory reporting functions into centralized location and saved \$2 million annually as a result of process improvements and identification of added deductions,
- Manage team responsible for filing 1,500 reports annually for AT&T's various legal entities with expanded process responsibilities to incorporate payment and payment tracking,
- Simplify AT&T legal entity structure in joint effort with AT&T Tax,
- Effectively integrated financial regulatory personnel and reporting processes following AT&T acquisition of Teleport Communications Group,
- Coordinate and implement internal controls for Corporate Personal Integrity Program certification process for CFO organization.

2004-2006

**Process Controller (D), Supplier Order to Payment (SOTP) Process, Controller Division,**

- Perform and manage Sarbanes-Oxley testing, documentation, and remediation requirements for multiple processes, including Accounts Payable, Cash Applications, Bank Reconciliations,
- Manage team of 9 professionals that perform and manage controls for bank reconciliations, cash application process, miscellaneous check deposit system, and unclaimed property filings/claims,
- Manage budget, outlook, financial planning, and results reporting for Corporate Services organization, including Global Real Estate, Supplier Management, and Aviation/Executive Services,
- Perform accounts payable cash flow forecasts and financial analysis of monthly activity,
- Implementation of accounting policies and Schedule of Authorization related to Supplier Management, Accounts Payable processing, and electronic invoicing systems (ePro),
- Provide accounting and control requirements and perform testing and implementation of systems upgrades in Accounts Payable process,
- Manage AT&T financial commitment reporting process for Supplier Management contracts and termination fees,
- Perform process controllership for Global Real Estate transactions, including leases, vacant space, and acquisitions/dispositions,

2003-2004

**Process Controller (D), Business Services Customer Order to Cash (COTC) Process, Controller Division**

- Perform and manage Sarbanes-Oxley testing, documentation, and remediation requirements for multiple processes, including Accounts Receivable, Uncollectible Reserves, Indefeasible Rights to Use (IRUs), Sales Liabilities, Regulatory Reporting, Legal Entity (LE) Results, LE Ownership processes, in addition to specific processes for Worksheets and manual journal entries (MJE),
- Manage billing and revenue reporting processes for multiple billers, including revenue recognition, metrics, process improvements, disputes, refunds, and taxes,
- Analyze, report, and manage monthly process for accounts receivable aging and uncollectible reserve (roll rate) process,
- Prepare and analyze the monthly subledger to general ledger accounts receivable reconciliations,
- Track, analyze and apply revenue recognition policy to AT&T Indefeasible Rights to Use (IRU) arrangements,
- Manage process for customer account receivable adjustments, including approvals, process management, and tracking for reporting,

1983-1996

**Manager (B), Associate Manager (A), Finance and Law & Government Affairs**

- Reengineering and project management team member for Communications Services Group, Controller directorate,
- Responsible for monthly financial reporting and analysis of accounts receivable, uncollectible reserve, and uncollectible expense for Business Services business unit. Reviewed month end account balance and activity for accuracy, compliance, and turnover,

- Reviewed all proposed accounting policy changes and changes to the Schedule of Authorizations, in direct support of the Business Services Controller.
- Performed financial issue analysis and accounting policy reviews for use with the FCC to achieve goals of lessened regulation, price cap flexibility, and containment of financial impacts from staff audits,
- Led team that analyzed and reported on revenues, access charge expense, billing expense, uncollectible expense, volumes, and unit costs for each of the 14 states in the Southern Region.
- Developed accounting exhibits, supporting workpapers, testimony and other financial data presented in rate change applications and other proceedings before state Public Service Commissions.

**COOPERS & LYBRAND**

1979 - 1983

**Audit Senior**

- Coordinated field audit and other financial reviews for clients in various industries, including beverage, mining, manufacturing, and education. Developed audit strategies, budgeted time requirements, determined audit guidelines, and led on site teams in the timely completion of the engagements,
- Reviewed SEC reporting and performed quarterly reviews,
- Supervised and developed one to five staff assistants on each engagement,
- Evaluated and documented manual and EDP accounting systems and prepared recommendations for improvement in the related internal controls.

**EDUCATION**

**June 2000**

MBA, New York University, Stern School of Business, New York, NY

**AND**

Recognized as Stern Scholar for outstanding academic performance

**CREDENTIALS**

Beta Gamma Sigma Honor Society

**June 1994**

Earned Certified Management Accountant (CMA) designation

**November 1979**

Passed CPA examination on first sitting

Licensed in the State of Georgia

**May 1979**

BS/BA Accountancy, University of Missouri, Columbia MO

**ASSOCIATIONS**

-Member, American Institute of Certified Public Accountants.

**AND OTHER**

-Member, Institute of Management Accountants.

**ACTIVITIES**

**Michael Guerra**

Current title is Director of Business VoIP footprint expansion. Current business address is 4C217F One ATT Way, Bedminster, NJ 07921. Mike has been with AT&T for over 17 years. He has worked in the Network Designing and Planning Organization along with the Business Voice Product Management organization. He has managed products that include Toll Free Service, Business Voice PRIs and Large Calling Application Services. His current job responsibilities include expanding AT&T's business VoIP services based on customer demand.

**Sherry L. Hill**

**Senior Product Marketing Manager – Business VoIP Services**

Ms. Hill began employment with AT&T in November 1979 working in the Private Line Billing office in Kansas City, Missouri. Since the start of her career she has held various positions including Call Center Management, Product Delivery, and Program Management for consumer services. Starting in 2006 Ms. Hill assumed the position of Senior Product Manager, AT&T Alaska, supporting switched and collocation services, and was most recently assigned to business VoIP services. Ms. Hill received an AA degree from Longview College, Lee's Summit, Missouri in 1994. She is a member of the Women of AT&T, which is an AT&T sponsored Employee Resource Group. Ms. Hill also serves as the fundraising chair for the Alaska chapter of the Women of AT&T and sits on the Board Directors for a Mat-Su Valley Non-Profit organization.