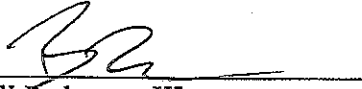


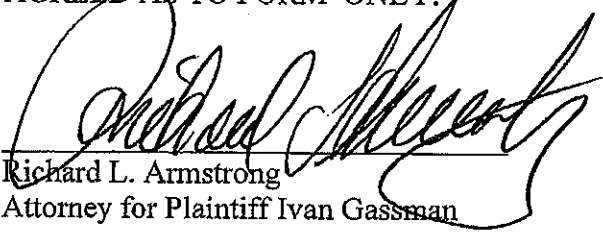


AGREED AS TO FORM AND SUBSTANCE:



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AGREED AS TO FORM ONLY:



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