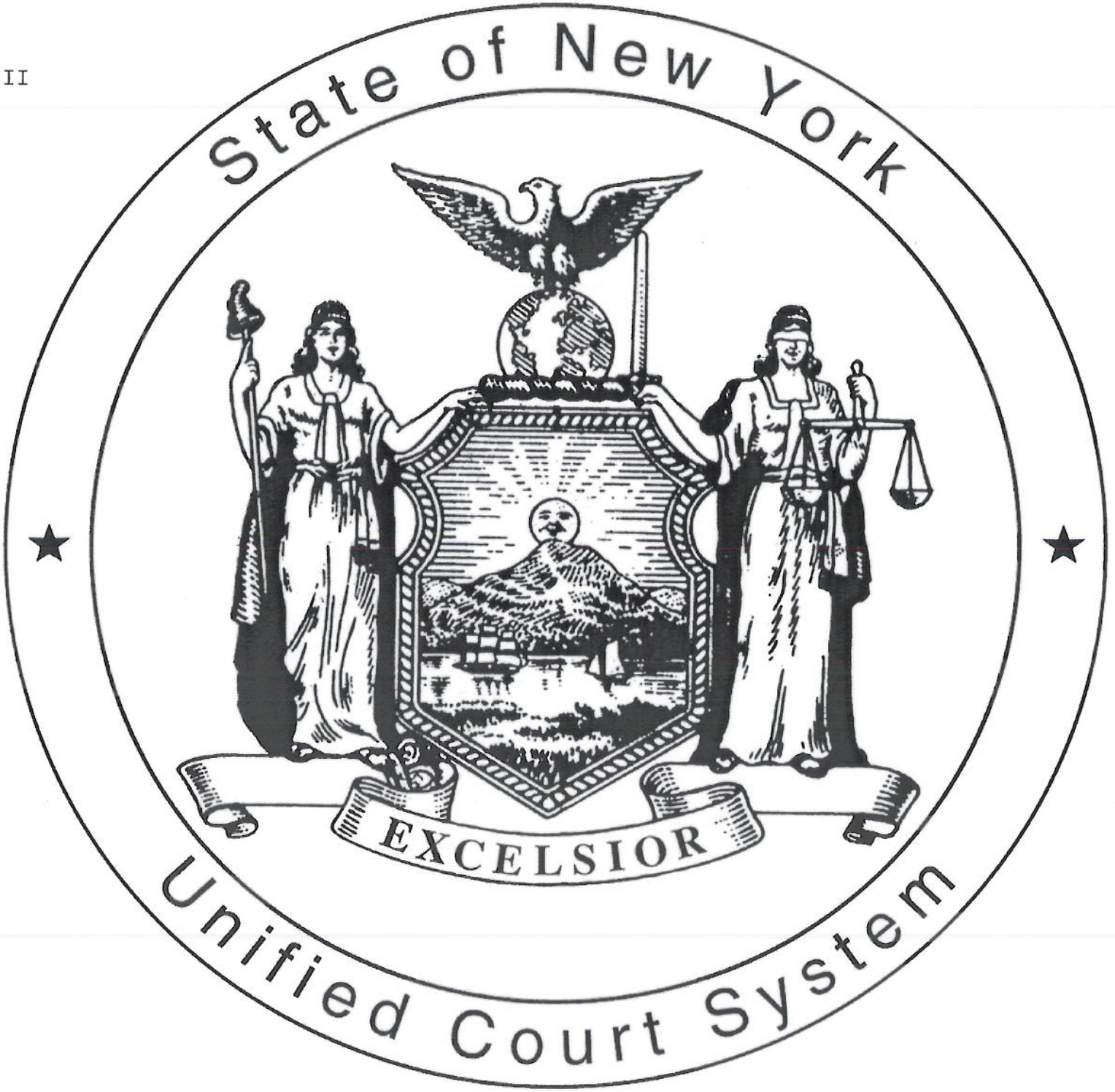EXHIBIT II