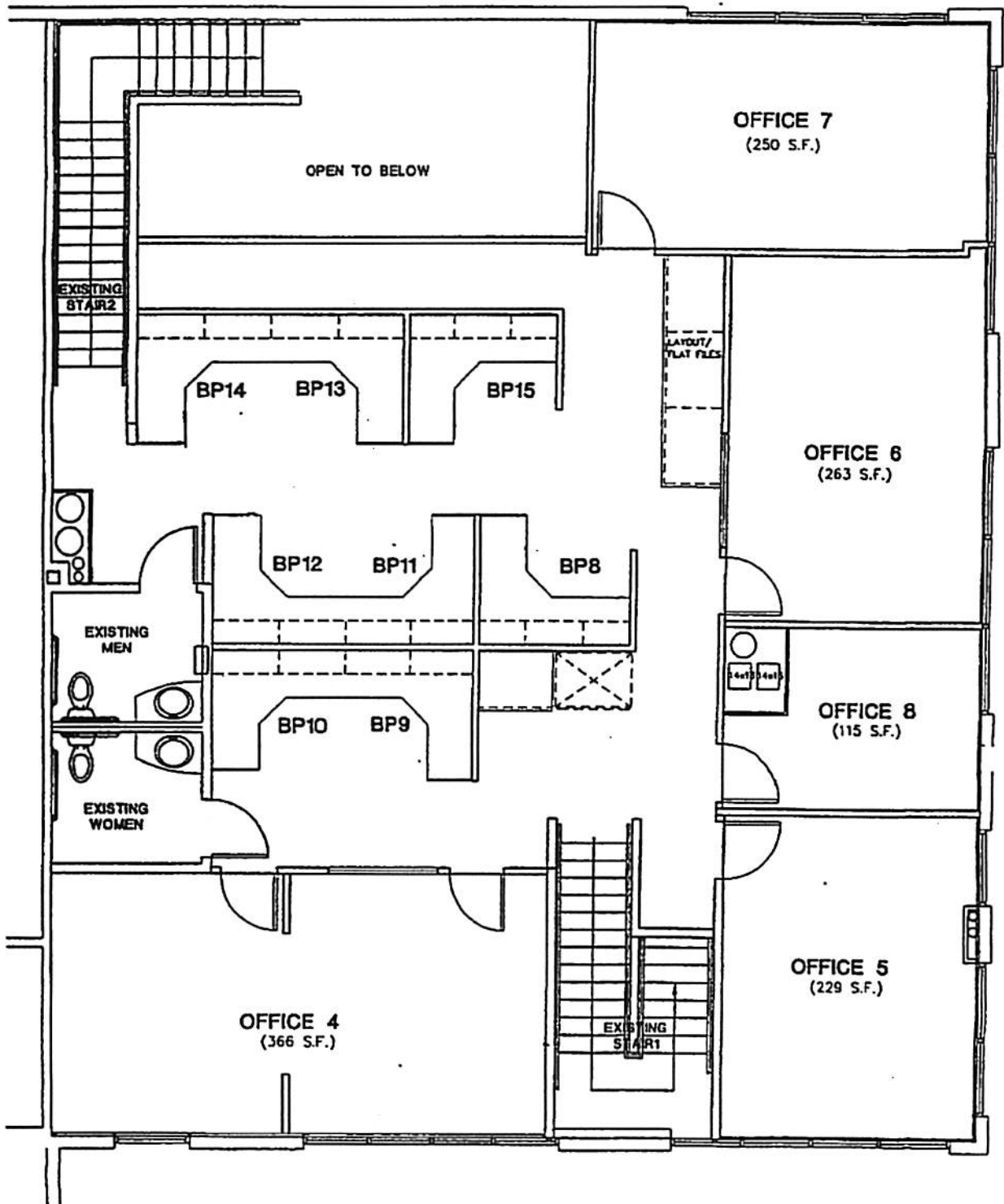


**EXHIBIT "A"**



# EXHIBIT "B"

02/21/05