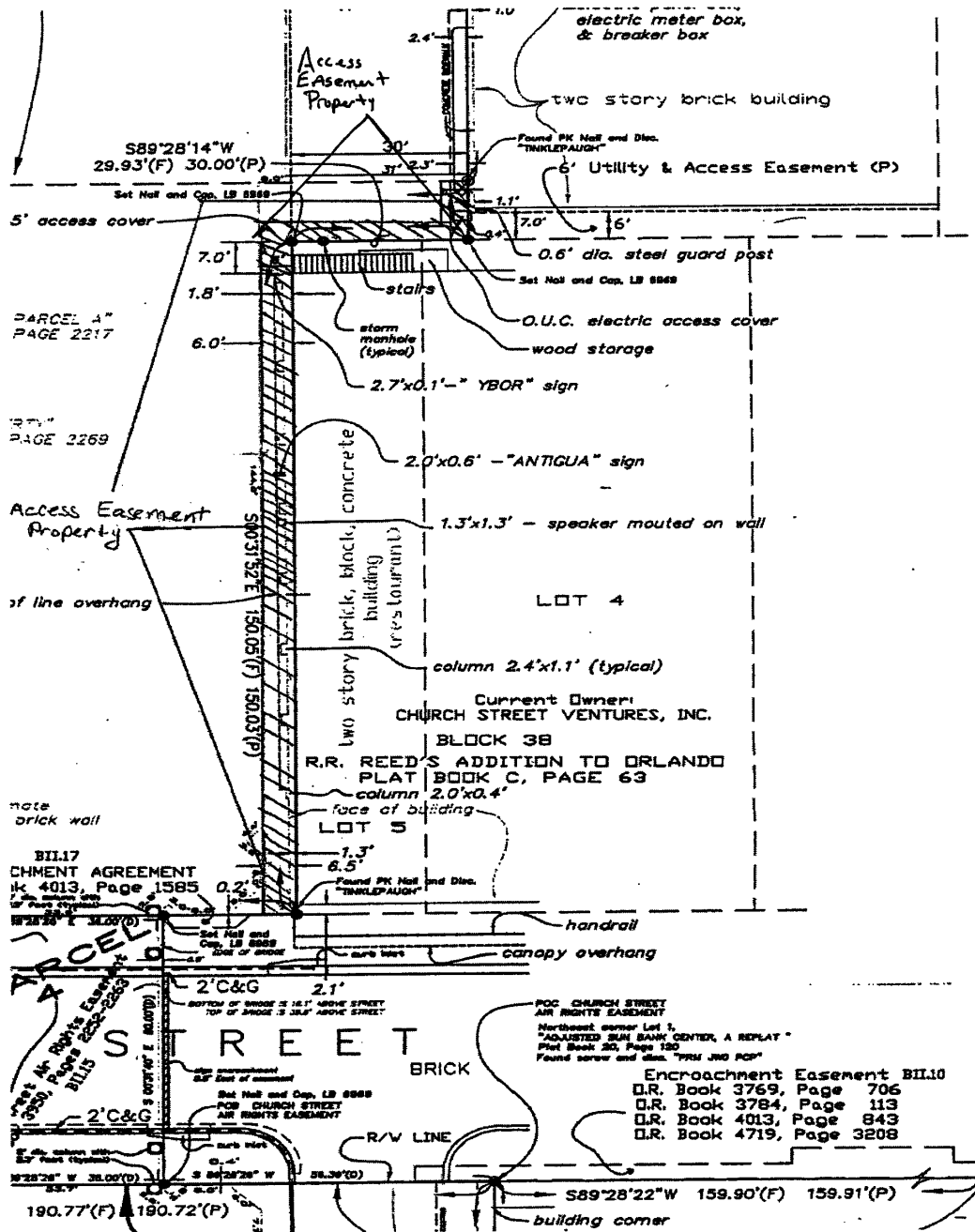


EXHIBIT “D”



437913 v1

437901 v3