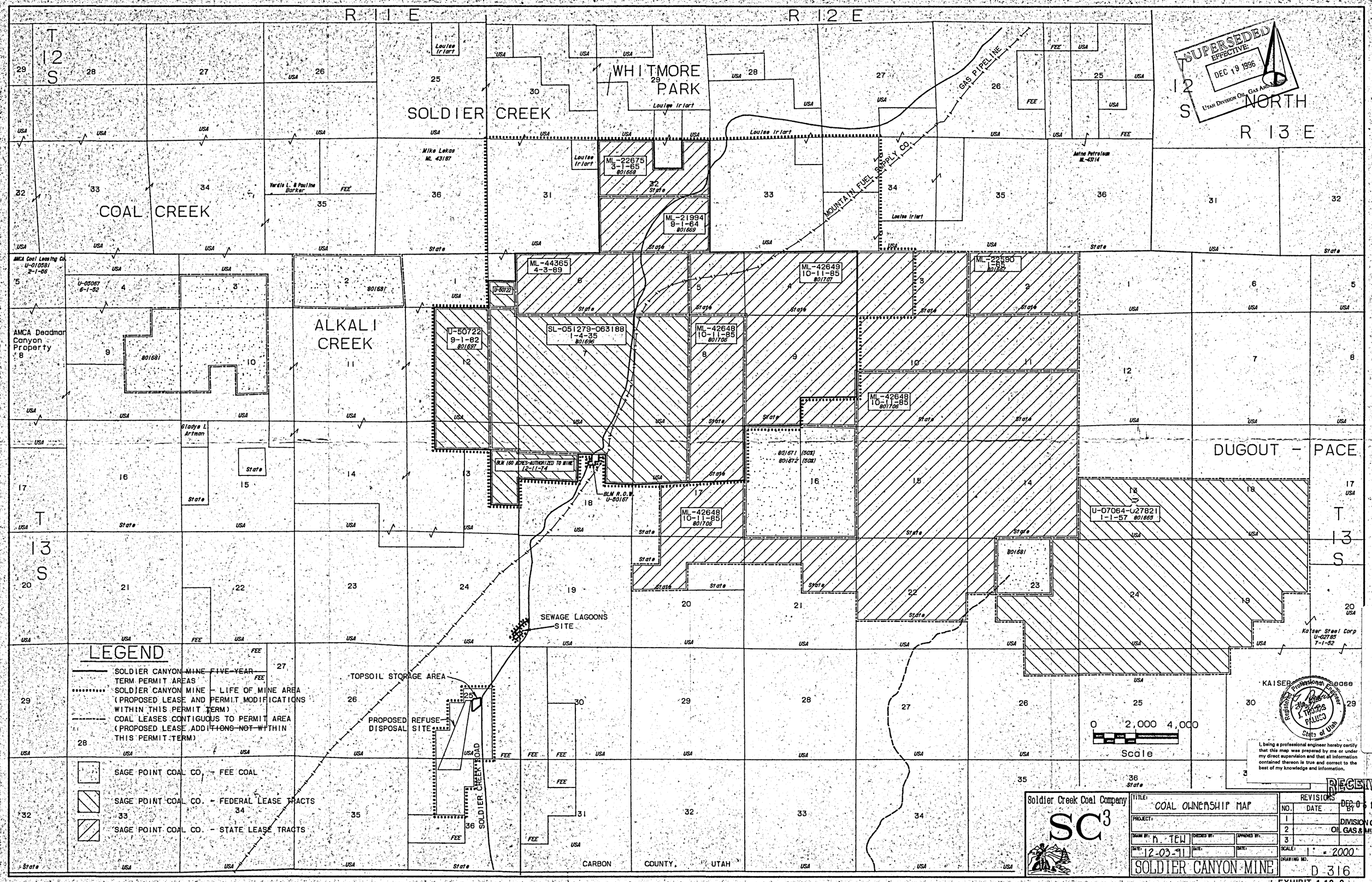

EXHIBIT 1.12-2