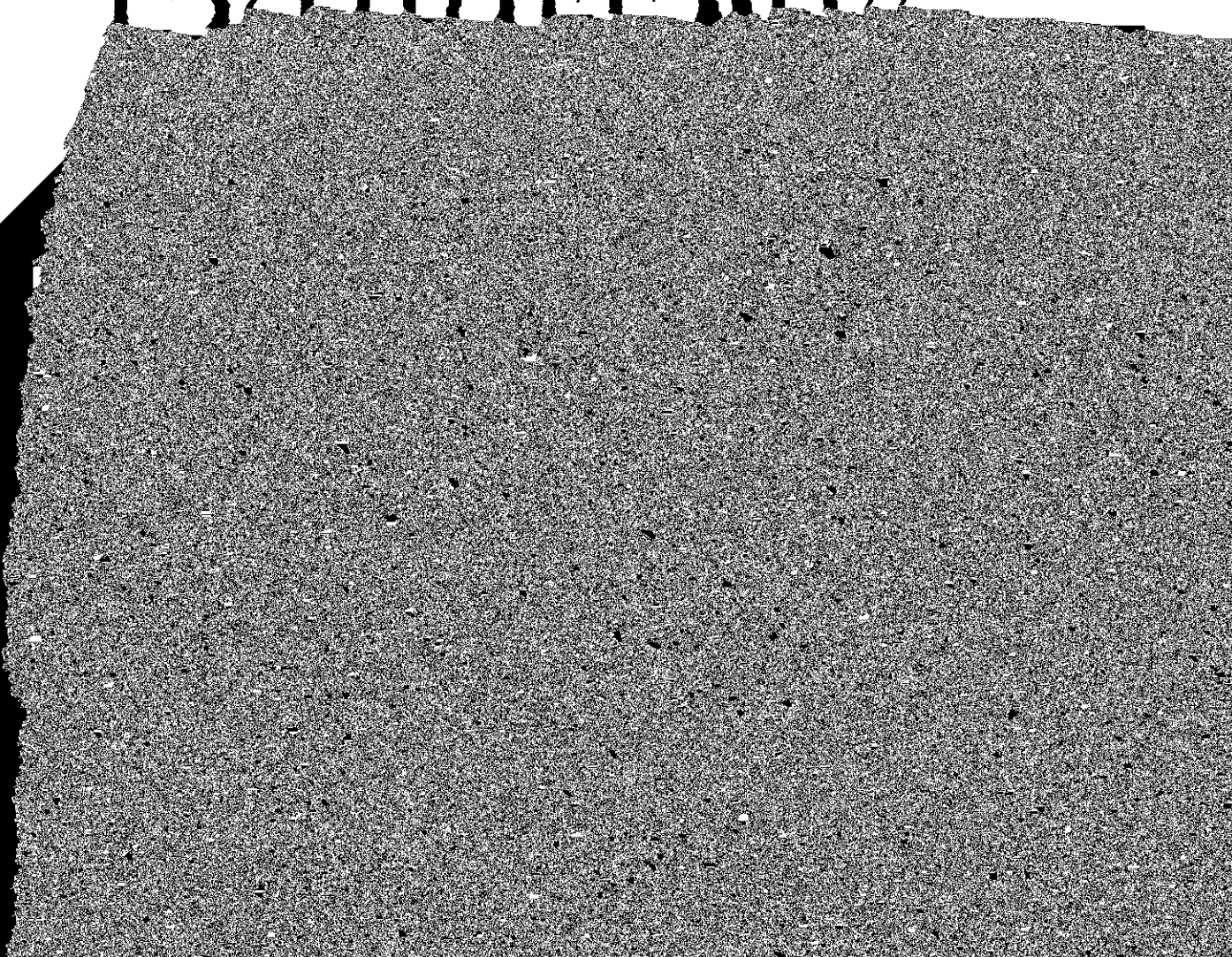


IN WITNESS WHEREOF, the Parties have caused this MEMORANDUM OF
UNDERSTANDING to be signed by their respective representatives this 19th day of September

EXHIBIT “A”

EXHIBIT "D"



[Redacted]

[Redacted]

[Redacted]

EXHIBIT "C"



