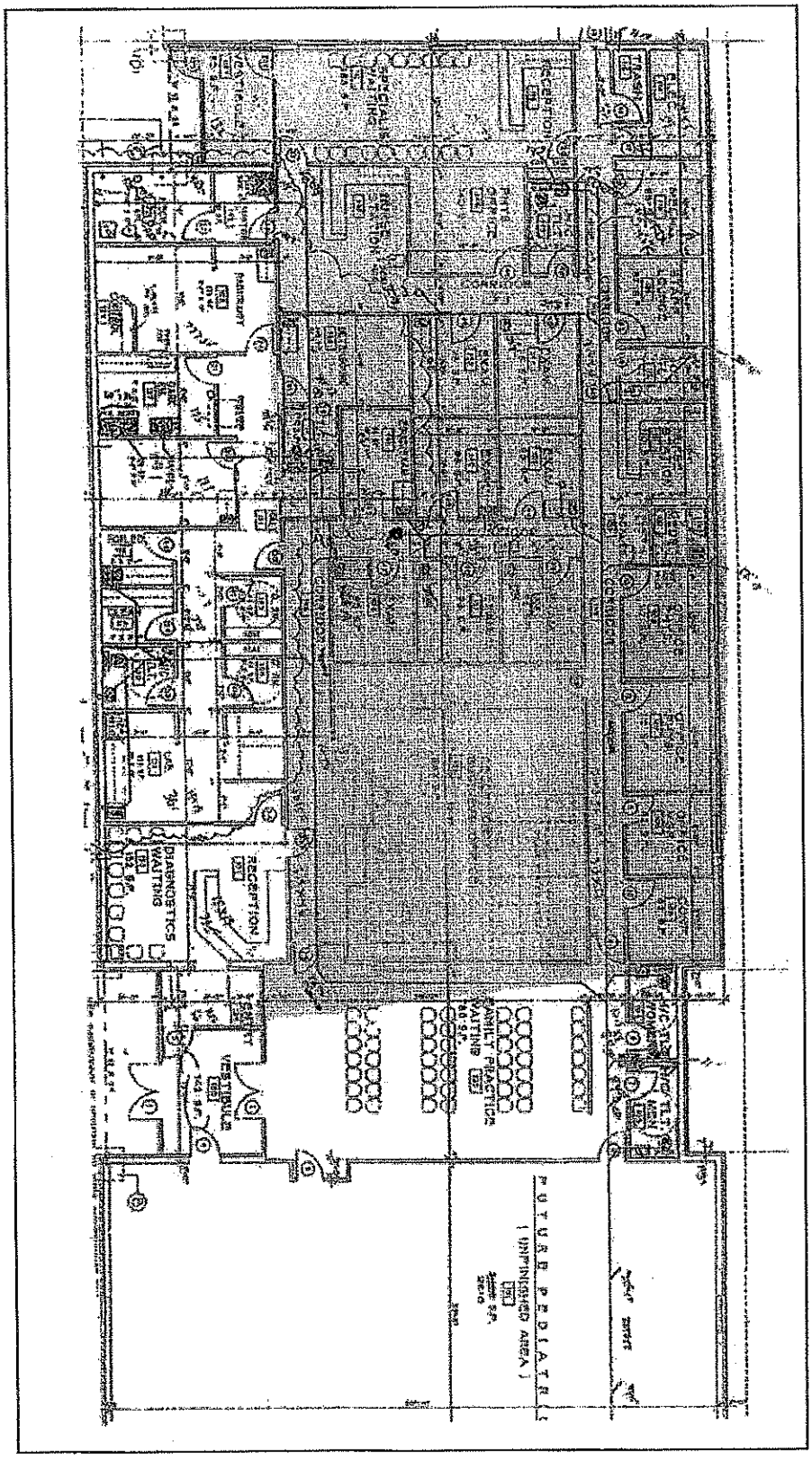
EXHIBIT "B"



{M:\CLIENTS\28069\0000 H0379380:6}