EXHIBIT HH-1

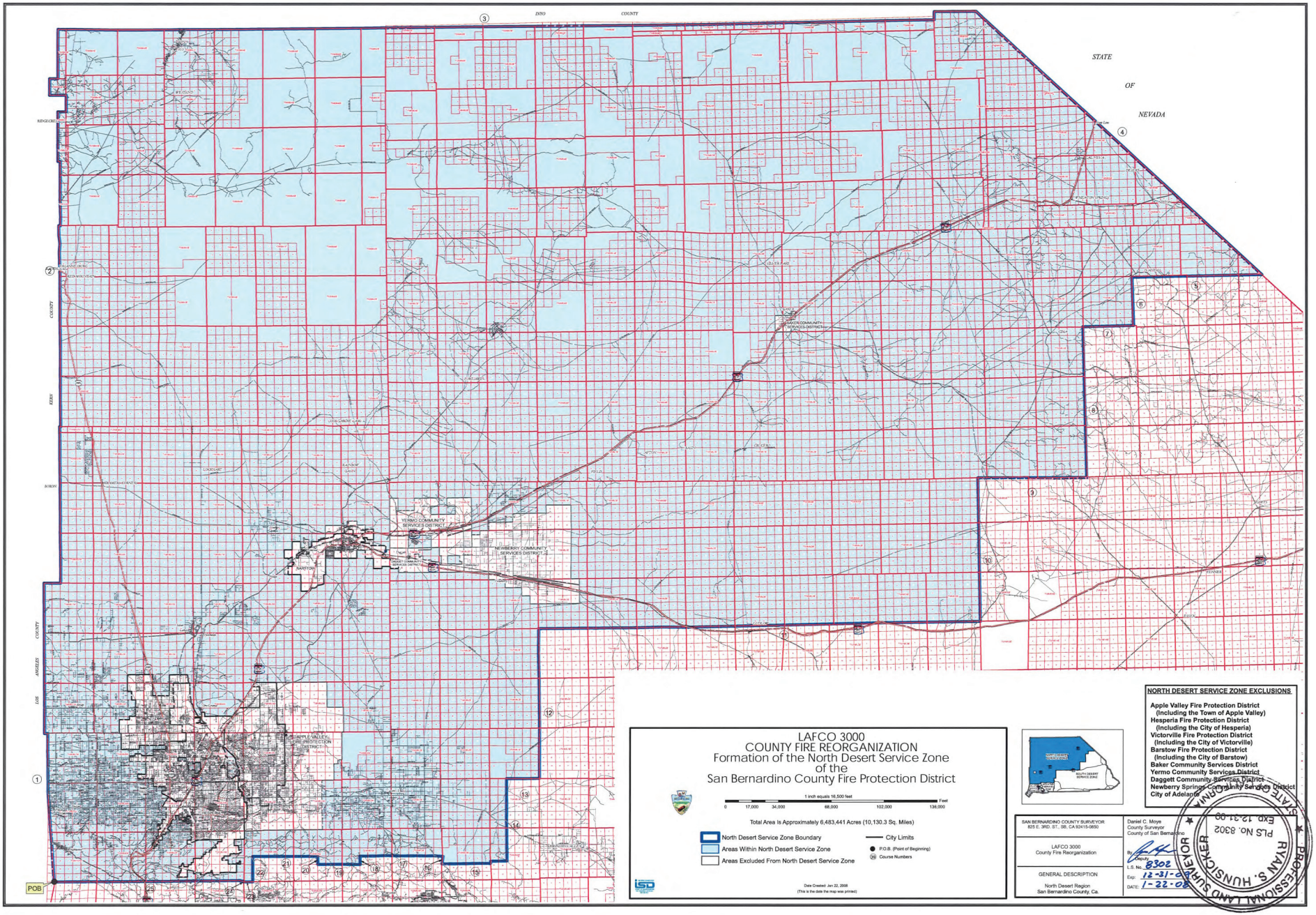

EXHIBIT HH-1