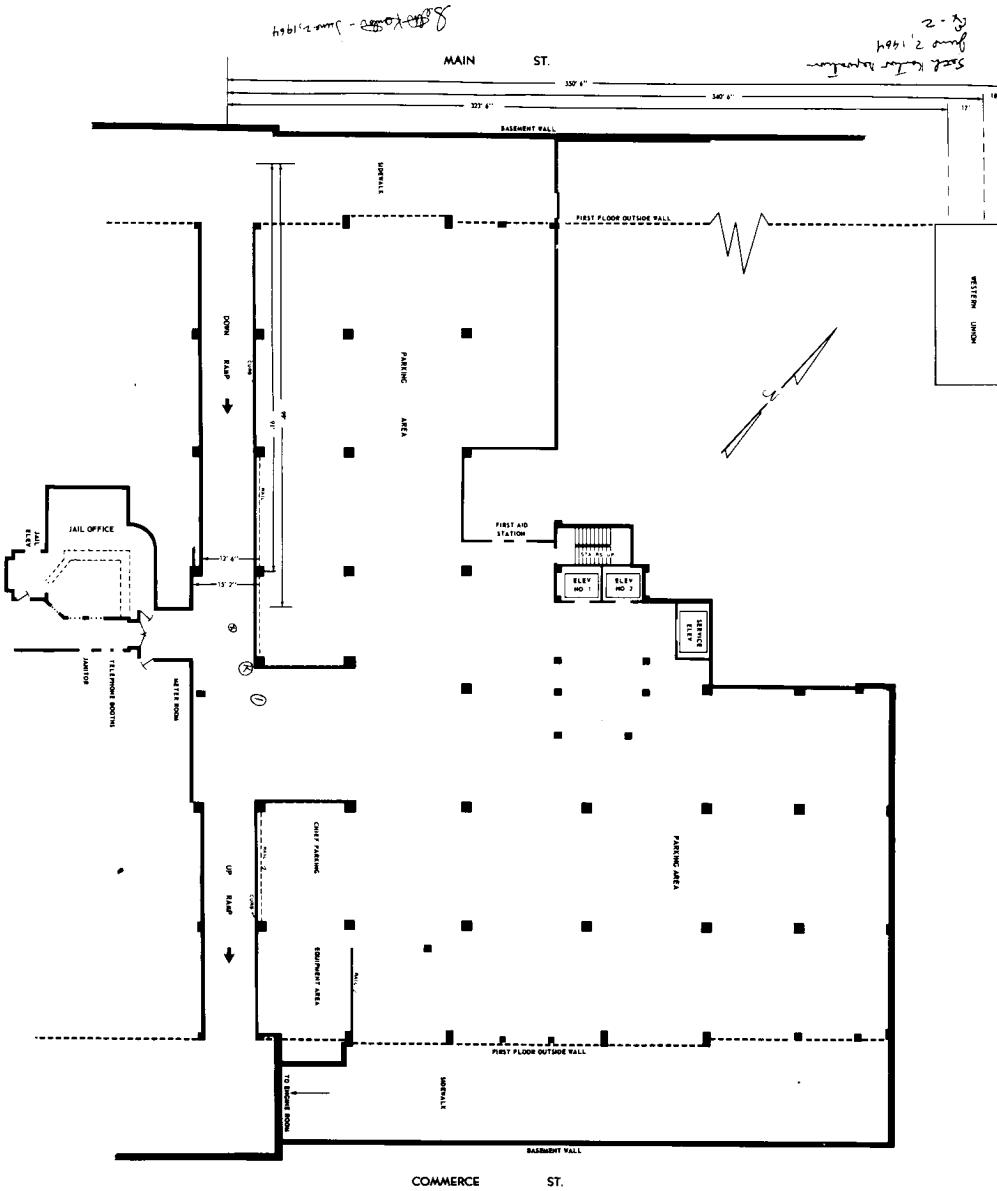

KANTOR EXHIBIT NO. 2