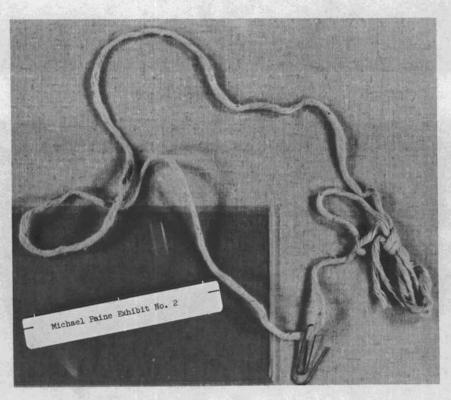


PAINE (MICHAEL) EXHIBIT No. 1



PAINE (MICHAEL) EXHIBIT No. 2