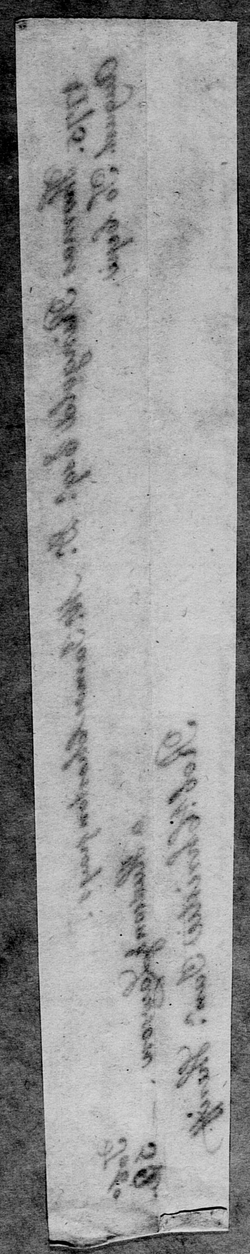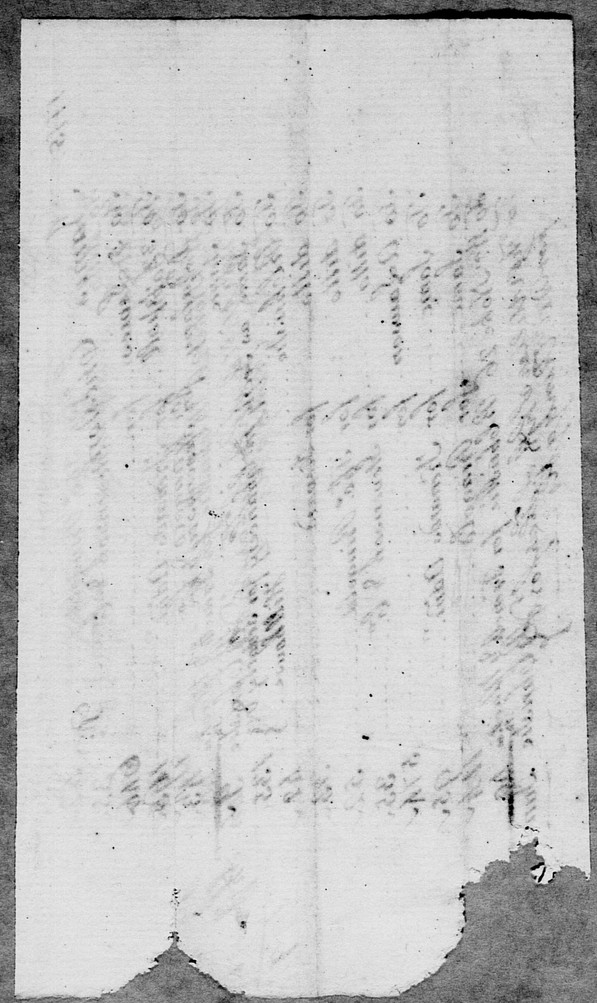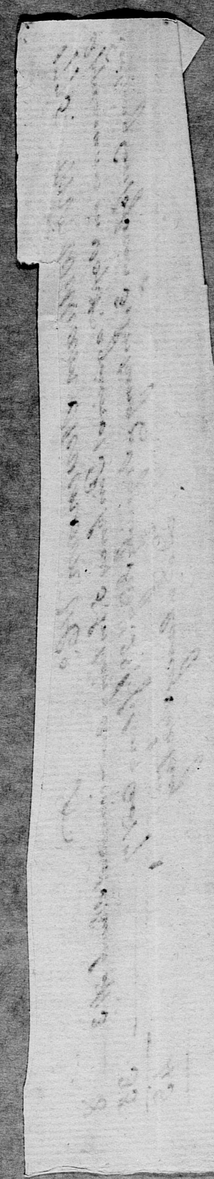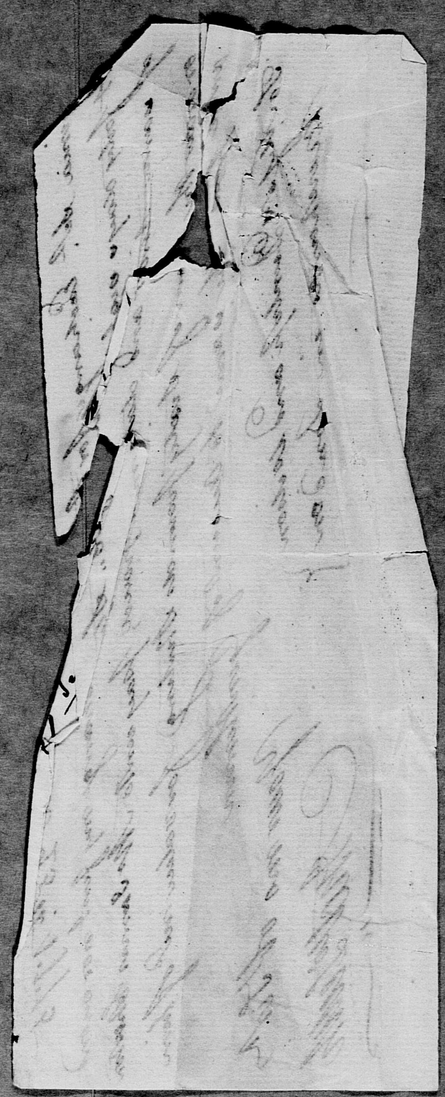SIDE TWO