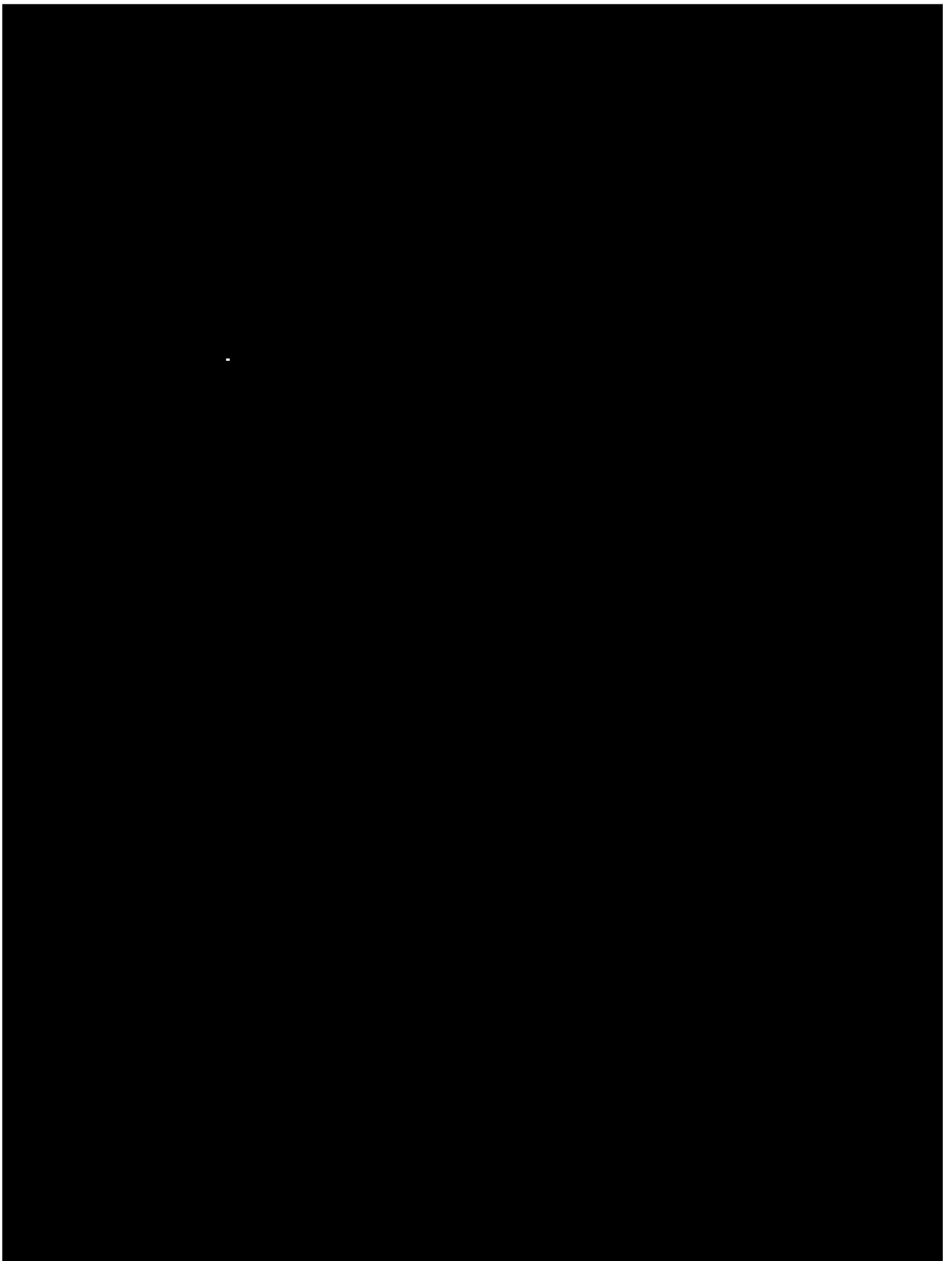





**Item 1.01 Entry into a Material Definitive Agreement.**

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**SIGNATURE**

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