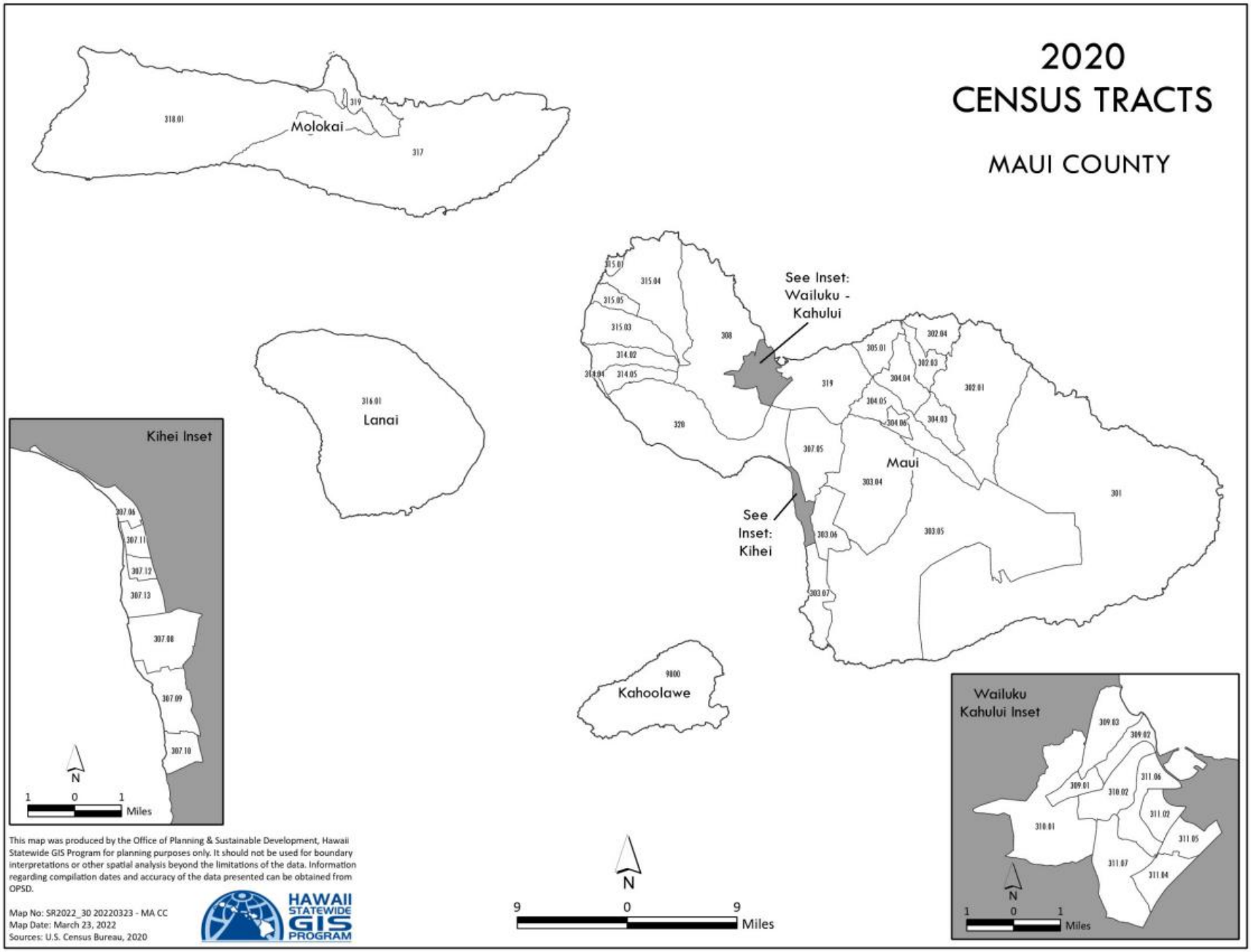EXHIBIT VI.C.3.a