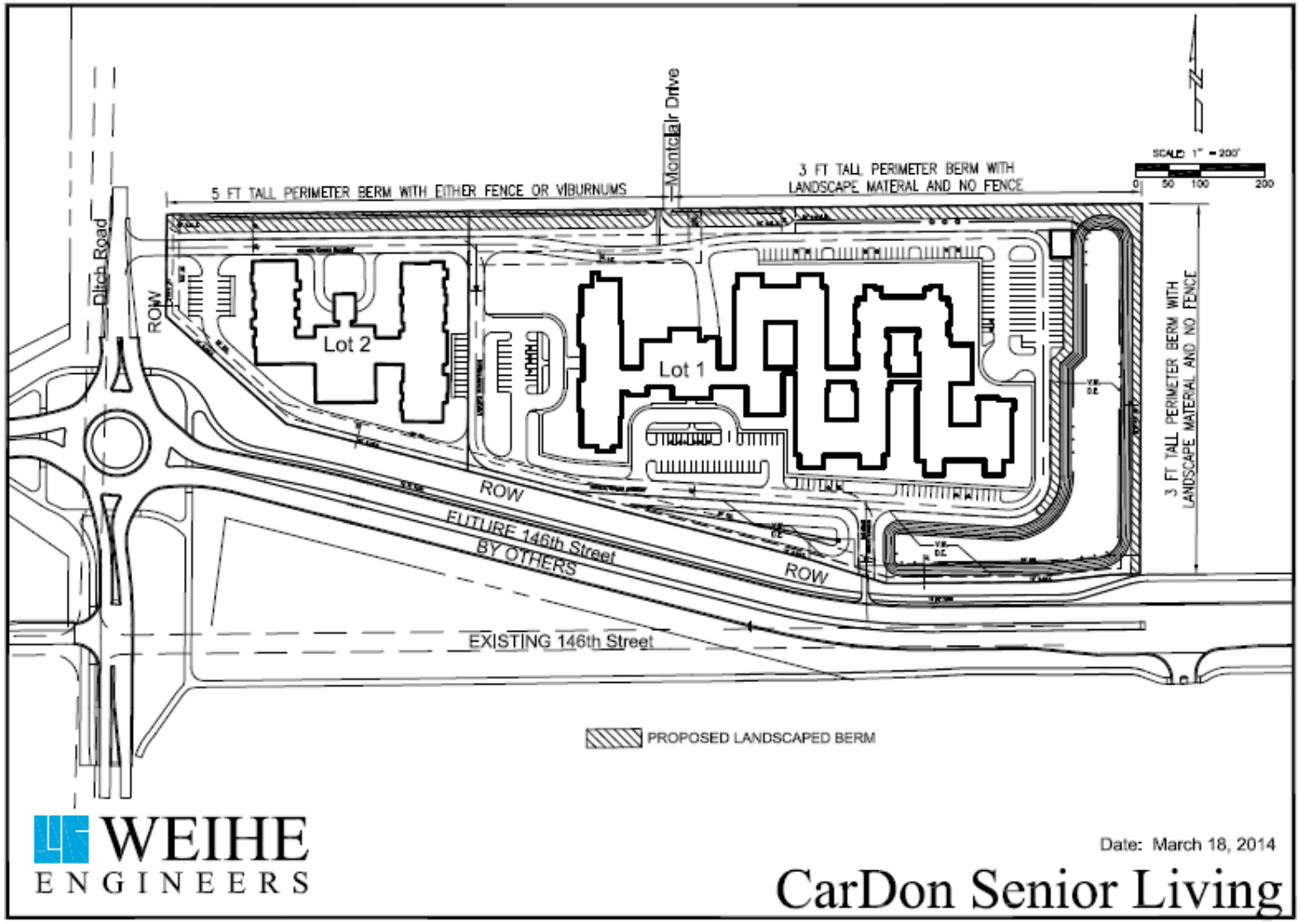
Exhibit B

CONCEPTUAL PLAN