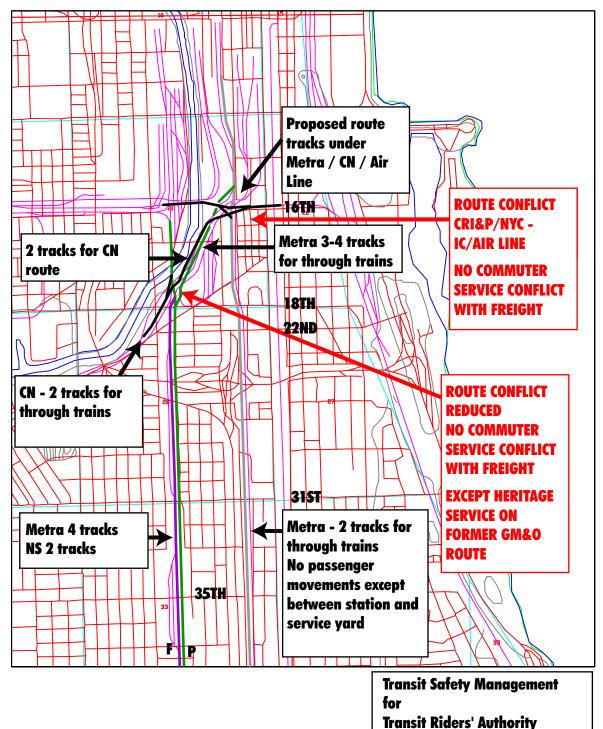
PROPOSED ARRANGEMENT



November 2 2002