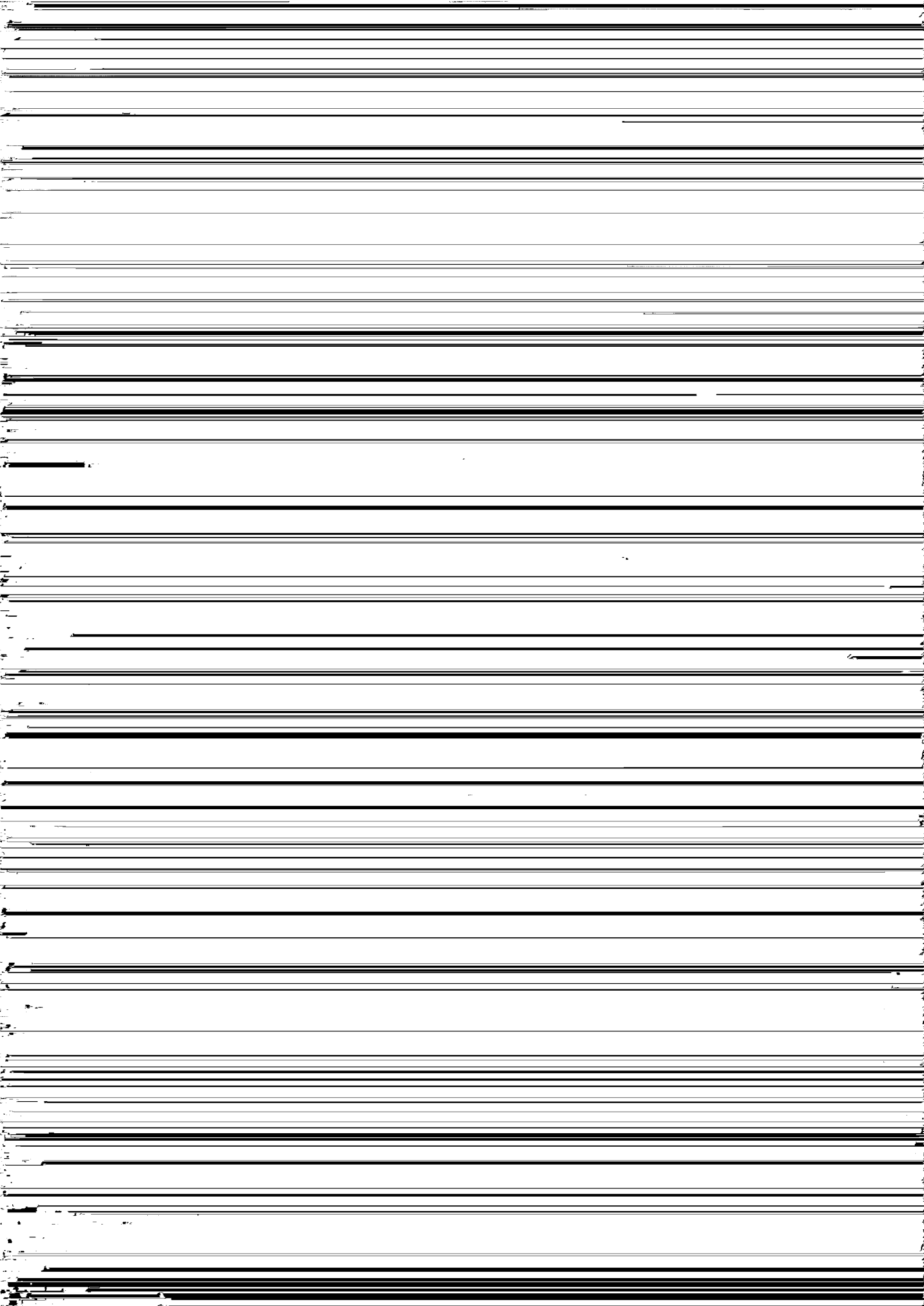MEMORANDUM OF UNDERSTANDING