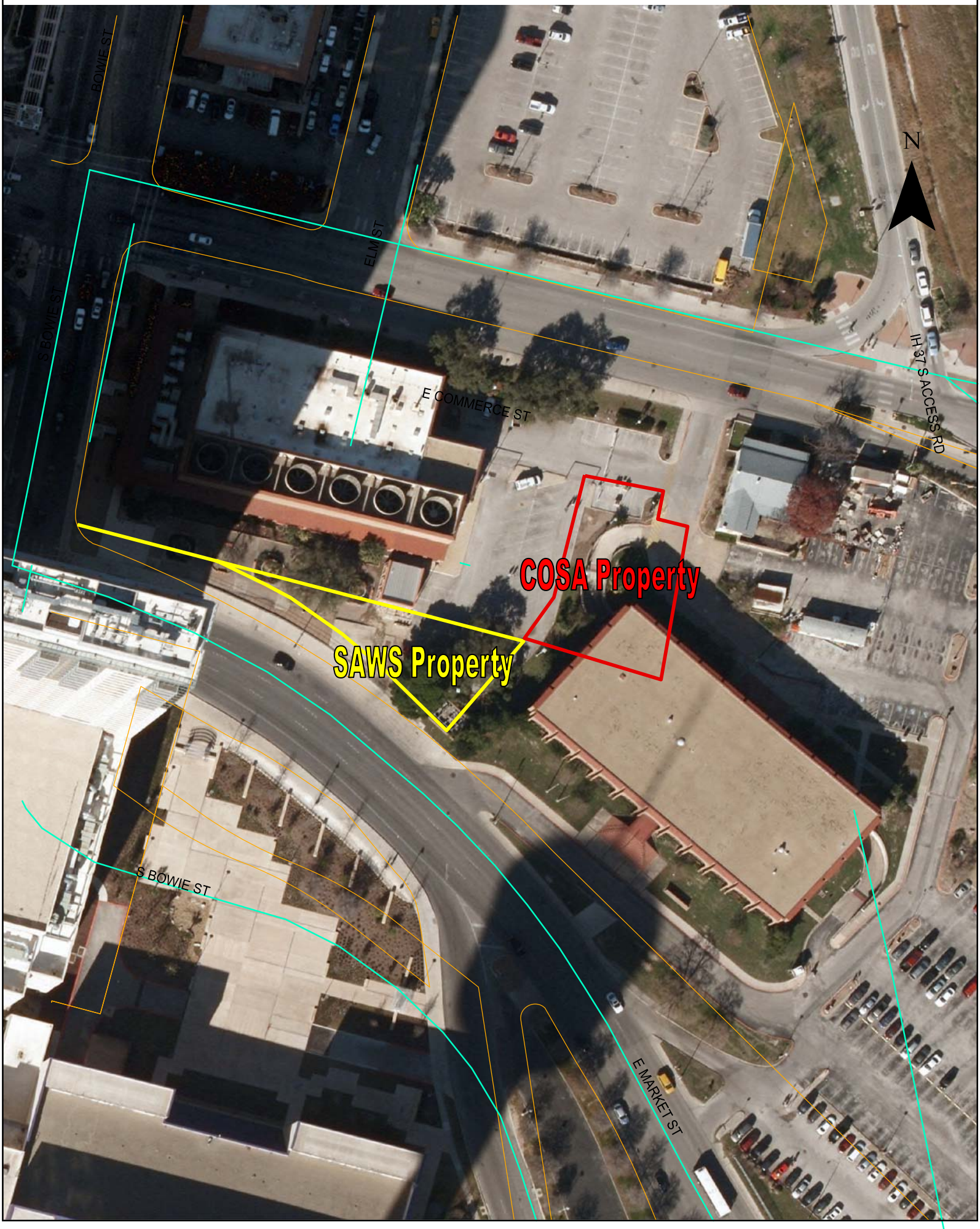Exchange of Property Exhibit