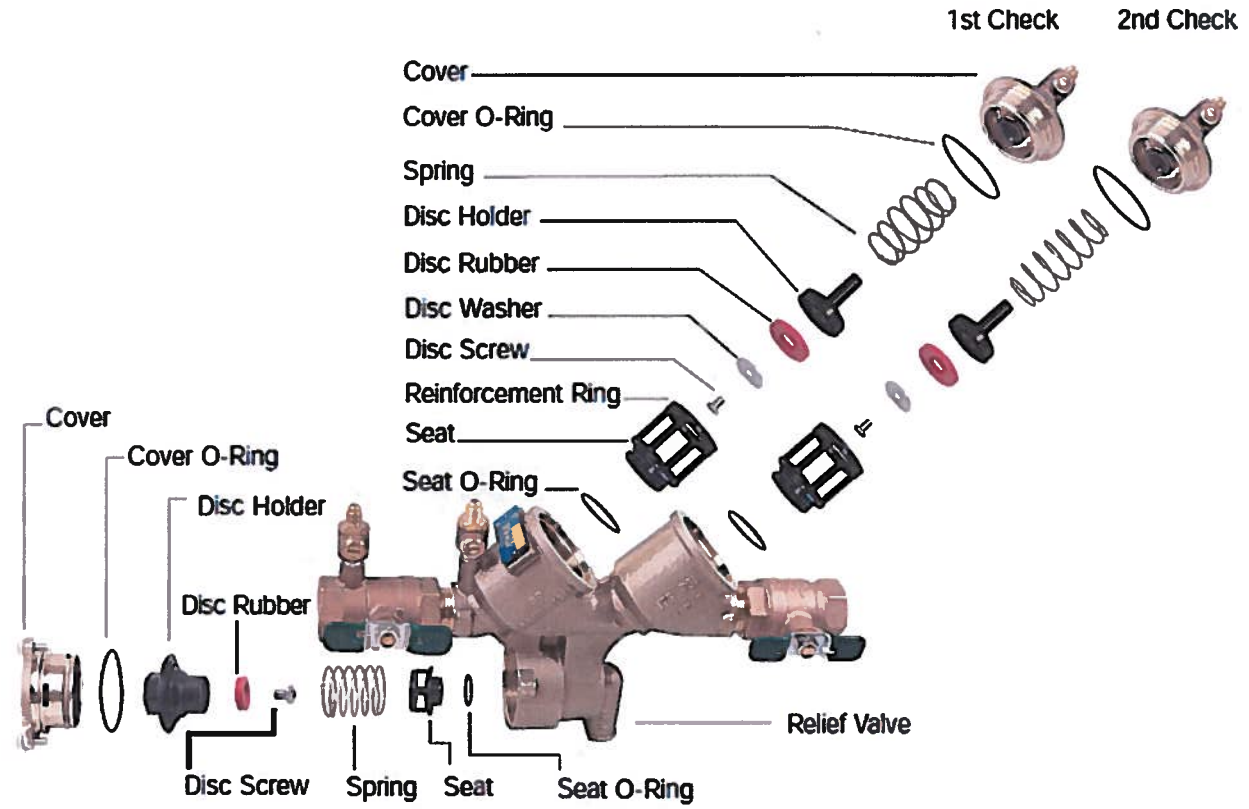EXHIBIT BURKE-2