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IN WITNESS WHEREOF the undersigned Valley has hereunto caused this instrument to be executed by its duly authorized officials and its corporate seal to be affixed hereto as of the day and year first above written.

Attest:

VALLEY DISTRIBUTORS, INC.

By:

Signed, sealed and delivered in the presence of:

Unofficial Witness

Notary Public

And the second s

[Corporate Seal]

My Commission Expires:____

(IMPRESS NOTARIAL SEAL)

My Commission Expires July 2, 1978