

ARTICLE 1

1. The purpose of this Agreement is to provide for the orderly and efficient transfer of the assets and liabilities of the Corporation to the transferee Corporation.

2. The transferee Corporation shall be deemed to be the owner of all the assets and liabilities of the Corporation as of the date of the completion of the transfer.

3. The transferee Corporation shall be deemed to be the owner of all the assets and liabilities of the Corporation as of the date of the completion of the transfer.

4. The transferee Corporation shall be deemed to be the owner of all the assets and liabilities of the Corporation as of the date of the completion of the transfer.

5. The transferee Corporation shall be deemed to be the owner of all the assets and liabilities of the Corporation as of the date of the completion of the transfer.

6. The transferee Corporation shall be deemed to be the owner of all the assets and liabilities of the Corporation as of the date of the completion of the transfer.