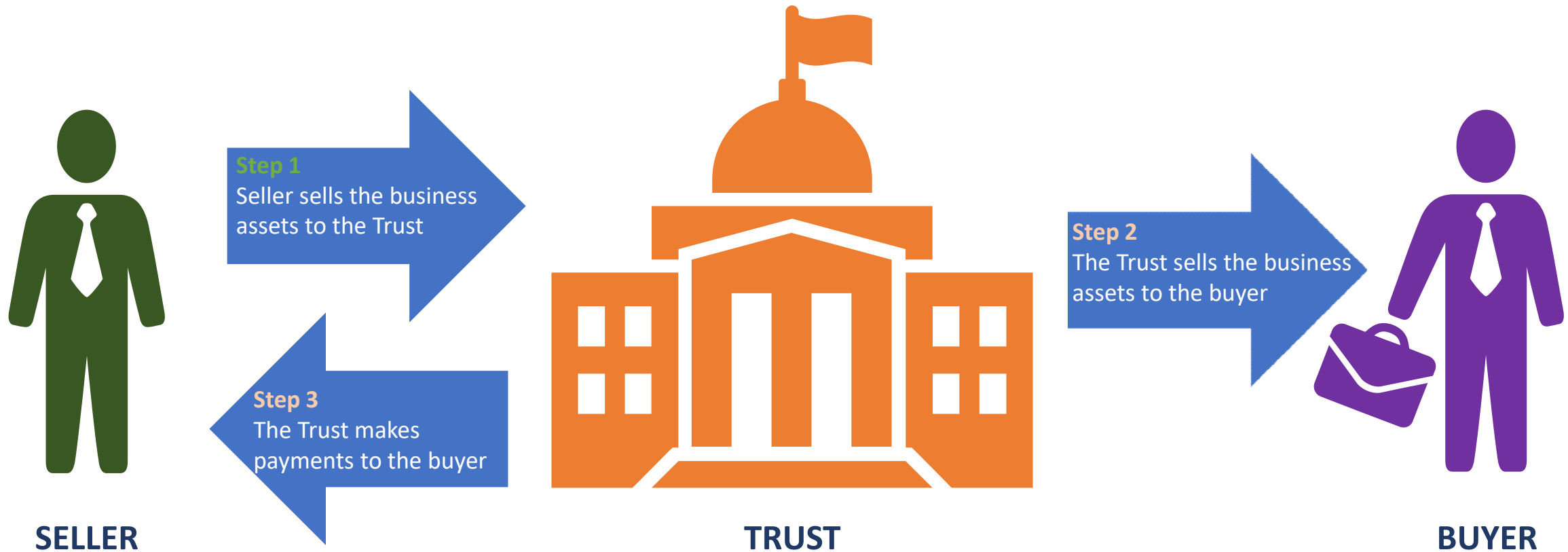


CAPS TRUST / ASSET EXCHANGE STRUCTURE



Advantages of the CAPS Trust / Asset Exchange Structure:

- Defers tax liability - no taxes paid after closing
- Allows the seller to pay taxes over time and take advantage of the tiered tax rates
- Utilizes pre-tax dollars to grow the funds in the trust at an accelerated rate