***VIA ELECTRONIC SUBMISSION***

David A. Stawick
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**Re: Comments on Notice of Proposed Rulemaking Regarding End-User Exception to Mandatory Clearing of Swaps, 75 Fed. Reg. 80,747, RIN 3038–AD10 (Dec. 23, 2010)**

Dear Mr. Stawick:

Shell Trading (US) Company ("STUSCO") and Shell Energy North America (US), L.P. ("Shell Energy") (collectively, "Shell Trading") respectfully submit the following comments in response to the Commodity Futures Trading Commission's ("Commission" or "CFTC") proposed rulemaking on the end-user clearing exception ("End-User Exception" or "Exception").[1] Congress recognized the important role that the over-the-counter swaps markets play in providing commercial swap participants with an outlet to manage risks associated with their businesses. Congress made clear that the Act was not intended to impose significant additional costs and other regulatory burdens on participants who use the swaps markets for this purpose. The clearing exception in Section 723 reflects Congress's commitment to so protect commercial swap participants.

Despite this well-documented intention to except end-users from the Act's clearing requirements, Shell Trading is concerned that the language of the End-User Exception, absent clarification by the Commission, may be misconstrued to exclude certain swap transactions in which end-users use their affiliates to hedge or mitigate their commercial risk. Shell Trading does not believe that the Dodd-Frank Act provides for this result, and without clarification, the Proposed Rule could unintentionally subject many of the organizational structures and processes that end-users employ to manage their commercial risk most efficiently and economically to the Act's clearing and margin requirements.

Like several other commenting parties, Shell Trading also believes that the Commission's proposal that end-users who take advantage of the clearing exception would be required, on a transaction-by-transaction basis, to (i) confirm that each swap is being used to hedge or mitigate commercial risk, (ii) provide financial information for each swap, and (iii) in some cases obtain the approval of its governing body before entering into each uncleared swap would be extremely burdensome to end users. To do so would impose additional costs on end-users; require the

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[1] End-User Exception to Mandatory Clearing of Swaps, 75 Fed. Reg. 80,747 (proposed Dec. 23, 2010) ("Proposed Rule"). The Proposed Rule implements Section 723 of Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act" or "Act").

reporting of information to the CFTC with a frequency that is not required of participants taking advantage of other exemptions; and would not, from Shell Trading's perspective, meaningfully facilitate the CFTC's oversight of the swaps markets. This is especially true regarding inter-affiliate swaps, which have no effect on the markets, and pose no systemic risk. Swaps between affiliates (regardless of whether they are domestic or foreign affiliates) should not be subjected to the reporting and notice requirements associated with uncleared swaps executed with market counterparties.

## I. Description Of Shell Trading And Its Interest In The End-User Clearing Exception

STUSCO and Shell Energy are indirect subsidiaries of Royal Dutch Shell, plc ("Shell"). STUSCO trades various grades of crude oil, refinery feedstocks, bio-components and finished oil-related products, including such commodities that are produced, manufactured or imported by its affiliates. Shell Energy markets and trades natural gas, electricity and environmental products, including the natural gas produced by its affiliates. Both entities actively participate in the U.S. energy derivatives markets. Together they manage risk and optimize value across physical and financial, exchange-traded and over the counter markets.

Commodity merchants like Shell Trading typically use "trading desks" to manage the entity's overall physical and financial positions. The trading desks understand the markets they transact in and the risk to which the firm is exposed through its positions in various commodities and related derivatives. Given the dynamic nature of physical supply and demand positions coupled with price volatility, a trading desk is best situated to limit the risk to the entity's portfolio as a whole, rather than try to match physical supply to financial hedges on a transaction-by-transaction basis. Much like a commodity merchant firm's trading desks, STUSCO and Shell Energy are available to provide supply and hedging functions for affiliated companies. When called upon, they centralize and manage the risk that otherwise resides in the various Shell end-user affiliates, for example, Shell Chemical Company. This is accomplished through inter-affiliate transactions that often take the form of swaps.

As an adjunct to its physical marketing and trading activities and the hedging of certain of Shell's physical exposures, Shell Trading takes proprietary positions in response to internal forecasts of supply and demand to position itself ahead of foreseeable physical price movements. It also executes swaps related to energy commodities with various counterparties to offset its risks, including credit risks, and to facilitate physical transactions.

## II. End-User Exception

Section 723 of the Dodd-Frank Act excepts end-users who use the derivatives markets primarily to manage commercial risk associated with their physical businesses from financial and other obligations imposed on swap dealers and major swap participants. Congress recognized that "clearing may not be suitable for every transaction or every counterparty . . ." and the Act

reflects this reality by providing a "robust end-user clearing exemption for those entities that are using the swaps market to hedge or mitigate commercial risk."[2]

## A. Scope of End-User Exception

The clearing and exchange trading requirements generally applicable to "swaps" under the Commodity Exchange Act ("CEA"), as amended by the Dodd-Frank Act,[3] do not apply if one of the counterparties is an "end user." Under the Dodd-Frank Act, an end-user is a commodity market participant that:

(i) is not a financial entity;[4]
(ii) is using swaps to hedge or mitigate commercial risk; and
(iii) notifies the Commission how it generally meets its financial obligations associated with entering into non-cleared swaps.[5]

The Dodd-Frank Act allows affiliates of end-users to qualify for the End-User Exception if the affiliate: (i) is acting on behalf of the end-user as an agent; and (ii) uses swaps to hedge or mitigate the commercial risk of the end-user or other non-financial entity affiliate of the end-user.[6] However, this extension of the End-User Exception to affiliates might not apply if the affiliate is a swap dealer or a major swap participant – this despite the fact that the Exception does apply if the end-user's swap transaction is opposite an unaffiliated swap dealer.[7] Of even

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2 156 Cong. Rec. H5248 ("Dodd-Lincoln Letter").

3 CEA § 2(h)(1)(A), § 2(h)(8).

4 Section 2(h)(7)(C) of the CEA provides that, for the purposes of the End-User Exception, the term "financial entity" means, in relevant part—

(I) a swap dealer;
(II) a security-based swap dealer;
(III) a major swap participant;
(IV) a major security-based swap participant; . . .
(VIII) a person predominantly engaged in activities that are in the business of banking, or in activities that are financial in nature, as defined in section 4(k) of the Bank Holding Company Act of 1956.

5 Dodd-Frank Act § 723(a)(3) (to be codified as CEA Section 2(h)).

6 Section 2(h)(D)(i) of the CEA provides that "[a]n affiliate of a person that qualifies for [the end user exception] ... may qualify for the exception only if the affiliate, acting on behalf of the person as an agent, uses the swap to hedge or mitigate the commercial risk of the person or other affiliate of the person that is not a financial entity." CEA § 2(h)(7)(D)(i). As a practical matter, a central hedging affiliate does not act as the end-user affiliate's "agent" when it faces the market to hedge or mitigate the commercial risk of the end-user affiliate. Rather, as referenced above, the hedging affiliate centralizes the risks of its affiliates and then manages that risk on a consolidated basis. Thus, to the extent that the hedging affiliate faces the market to lay off risk that cannot be offset internally, it does so as a principal, not as the agent of a particular end-user affiliate. Shell Trading does not believe that this changes the applicability of the End-User Exception, in this case to the central hedging affiliate.

7 CEA § 2(h)(7)(D)(ii).

greater concern to Shell Trading is that, absent clarification by the Commission, this carve out from the End-User Exception may be misinterpreted also to exclude the use of swaps to transfer the risk from the end-user to an affiliated swap dealer.[8] Thus, commercial end-users who manage their risk through affiliated swap dealers or major swap participants may be limited in their ability to transact in this manner, notwithstanding that the affiliate is acting as an extension of the end-user to hedge or mitigate risk.

As described below, interpreting Section 723 to exclude swaps entered into with affiliated swap dealers[9] and major swap participants[10] from the End-User Exception will likely result in the elimination of vital and effective risk management structures regularly employed by end-users like several of Shell Trading's affiliates.

### B. Impact of an Overly Restrictive End-User Exception on End-Users

The legislative history accompanying the Act, coupled with the plain language of the statute, make it clear that Congress provided the End-User Exception because end-users need access to cost-effective risk management tools. End-users have an established track record of using derivatives in a manner that does not create systematic risk. As Representative Colin Peterson explained on the House floor, "[Congress] focused on creating a regulatory approach that permits the so-called end users to continue using derivatives to hedge risks associated with their

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[8] Within an organization like Shell, an end-user affiliate may enter into a swap transaction with a central hedging affiliate to hedge the commercial risk of the end-user ("First Transaction"). The central hedging affiliate, in turn, may lay off that risk by entering into a swap transaction with a third party ("Second Transaction"). The End-User Exception should apply to the First Transaction regardless of the central hedging affiliate's designation as a swap dealer. Shell Trading requests that the Commission clarify that this is the case.

[9] Section 1a(49) of the CEA provides that a "swap dealer" means any person who—

(i) holds itself out as a dealer in swaps;
(ii) makes a market in swaps;
(iii) regularly enters into swaps with counterparties as an ordinary course of business for its own account; or
(iv) engages in any activity causing the person to be commonly known in the trade as a dealer or market maker in swaps... *Id.*

[10] Section 1a(33) of the CEA provides that a "major swap participant" means any person who is not a swap dealer, and –

(i) maintains a substantial position in swaps for any of the major swap categories determined by the Commission, excluding –
(I) positions held for hedging or mitigating commercial risk; and
(II) position maintained by any employee benefit plan...;
(ii) whose outstanding swaps create substantial counterparty exposure that could have serious adverse effects on the financial stability of the United States banking system or financial markets; or
(iii) (I) is a financial entity that is highly leveraged relative to the amount of capital it holds and that is subject to capital requirements established by an appropriate Federal banking agency; and
(II) maintains a substantial position in outstanding swaps in any major swap category as determined by this Commission. *Id.*

underlying businesses, whether it is energy exploration, manufacturing, or commercial activities. End users did not cause the financial crisis of 2008. They were the victims of it."[11]

End-users manage their commercial risk in many different ways. For example, one end-user may manage its hedging activities by directly facing external counterparties; while another might use a centralized hedging affiliate ("Hedging Affiliate") to execute and manage all hedges; while yet another end-user might use multiple Hedging Affiliates to execute different types of hedges. Regardless of how the end-user's business or particular hedging transactions are structured, in each of these cases the end-user is hedging or mitigating its commercial risk.

For those end-users that manage their commercial risk through one or more Hedging Affiliates, the Hedging Affiliate's trading acumen, dynamic market knowledge, and efficient, enterprise-wide risk management affords the end-users with access to expertise that they might not be able to achieve on their own. This is particularly true for global energy companies that manage a variety of separate, but related, commodities across multiple continents and countries, and at various points along the commodities' production and marketing chain (*i.e.*, upstream, midstream, and downstream). The use of a designated entity within the corporate family to manage price risk provides linkage between the enterprise's overall physical and financial operations. It can allow some of the exposures of the end-user affiliates to be offset internally, reducing the number of swaps that have to be executed with third parties. For example, the price risk associated with production of crude oil by one affiliate could be offset by the price risk faced by an affiliated refiner that desires to hedge the cost of the crude oil that it purchases. This offset is only possible if hedging is handled on a centralized basis. In addition, a centralized Hedging Affiliate allows the end-user to minimize or avoid much of the internal infrastructure that is necessary to support a trading function (*e.g.*, credit facilities, trading agreements). Finally, large trading companies often pay lower fees to exchanges and clearing houses than end-users who do not regularly trade on the exchanges as frequently. Swaps provide a flexible, cost-effective mechanism that facilitates this internal allocation of risk.

Despite these benefits to end-users and the markets generally, the End-User Exception creates barriers to using Hedging Affiliates for risk management purposes because, if the Hedging Affiliate is designated as a swap dealer or a major swap participant, the end-user's ability to take advantage of the End-User Exception is limited. Indeed, end-users who use their Hedging Affiliates to manage their commercial risk may be required to use large amounts of working capital to margin deposits for both sides of the transaction for what would be basically a riskless position at the clearing house. Draining already constrained working capital from a company will reduce its ability to invest in its sector, slowing economic growth.

### C. Congress Did Not Intend to Discourage End-Users From Managing Their Commercial Risk Through Affiliated Entities.

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[11] 156 Cong. Rec. H5245 (daily ed. June 30, 2010)(statement of Rep. Peterson).

**1. The End-User Exception's Exclusion of Affiliated Swap Dealers and Major Swap Participants Could Force End-Users to Rely on Less Efficient Market Practices and Business Structures.**

Congress made it clear that it did "not intend to regulate end-users as major swap participants or swap dealers just because they use swaps to hedge or manage the commercial risks associated with their business."[12] The fulfillment of this intent should not be conditioned upon how an end-user has structured its business. There are many, varied ways that end-users have devised to structure their business to manage their commercial risk effectively and efficiently, and the End-User Exception should be implemented in a manner that permits them to continue to manage this risk with minimal disruption to the end-user's commercial activities, however structured.

Depending on how the Commission interprets and applies the End-User Exception, the agency could significantly impede certain end-users' ability to continue their commercial activities as their business is currently structured. Absent clear guidance by the Commission, end-users that centralize their risk management through a Hedging Affiliate that is designated as a swap dealer or major swap participant may be unable to benefit from the End-User Exception. As a result, many end-users could be forced to restructure their businesses and risk management techniques, thereby losing the many benefits of centralized hedging. Such a loss might require end-users to take on additional risk or to transact with third parties. Clearly, Congress did not intend this result or to so burden end-users as to disrupt their established and effective risk management methods and strategies. In the Dodd-Lincoln Letter, Senators Christopher Dodd and Blanche Lincoln warned regulators to "carefully consider the potential burdens that Swap Dealers and Major Swap Participants may impose on end user counterparties – especially if those requirements will discourage the use of swaps by end users or harm economic growth."[13]

As reflected in these comments, Shell Trading encourages the Commission to weigh heavily the harm that will result from misreading Section 723 to subject the swaps entered into by end-users with Hedging Affiliates to clearing and margin requirements where these Hedging Affiliates are deemed to be swap dealers or major swap participants. Given the likely adverse impact, Shell Trading urges the Commission to implement the End-User Exception in a manner that does not infringe on Congress's intent to encourage end-user's management of commercial risk. The consequence of frustrating the ability of end users to hedge using swaps with affiliated swap dealers would be to cause end-users to develop the expertise and infrastructure required to enter into swaps with third parties and bear substantial additional costs. Moreover, transactions with third parties would potentially result in the loss of proprietary information about internal operations. Due to the disadvantages related to transacting with third parties, some end-users may forgo hedging, adding risk to their business and the economy.

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12 *Id.*

13 156 Cong. Rec. H5248.

**2. The Extension of the End-User Exception to Affiliates Should Not be a Function of Whether the Affiliate is Also a Swap Dealer.**

Given the above, Shell Trading encourages the Commission to confirm that the End-User Exception applies to a swap transaction between an end-user and its Hedging Affiliate based upon the function being performed by the Hedging Affiliate (*i.e.*, hedging or mitigating commercial risk), and not the Hedging Affiliate's designation (*i.e.*, swap dealer or major swap participant). Consistent with the language of Section 723 and the intent of Congress, if a Hedging Affiliate of an end-user is engaged in activities to hedge or mitigate an end-user's commercial risk, then the exception should apply to the transaction regardless of the Hedging Affiliate's designation as a swap dealer or major swap participant. Indeed, the Commission recently acknowledged as much:

> In determining whether a particular legal person is a swap dealer or security-based swap dealer, we preliminarily believe it would be appropriate for the person to consider the economic reality of any swaps it enters with affiliates. . . including whether those swaps and security-based swaps simply represent an allocation of risk within a corporate group. [footnote omitted] Swaps and security-based swaps between persons under common control may not involve the interaction with unaffiliated persons that we believe is a hallmark of the elements of the definitions that refer to holding oneself out as a dealer or being commonly known as a dealer.[14]

Senator Collins stated on the Senate floor, "it is not Congress' intention to capture as swap dealers end users that primarily enter into swaps to manage their business risks, including risk among affiliates."[15] The activities performed by Hedging Affiliates are precisely the activities that Congress did not intend to curtail or subject to the greater regulatory oversight applicable to swap dealers and major swap participants. Confirmation of this functionality consideration by the Commission in determining whether the End-User Exception applies to a transaction between an end-user and its Hedging Affiliate would uphold the legislative intent of the End-User Exception and maintain the immense benefit to both industry and consumers that is provided by inter-affiliate hedging.

Without careful crafting of the rules implementing the End-User Exception, cost-effective business models put in place by corporations to facilitate the ability of their subsidiaries to hedge or mitigate their commercial risk through affiliated entities may be needlessly impaired. This would result in higher costs to both end-users and consumers, reduced liquidity in the market,

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[14] 75 Fed. Reg. 80,174 at 80,183 (proposed Dec. 21, 2010). Perhaps tellingly, it is not just the CFTC that views transactions among affiliates as lacking the "hallmark" elements of swap dealing. Market participants themselves view inter-affiliate transactions differently than "arms length" transactions with third parties. As but one example, natural gas and power markets participants typically do not report, and are discouraged from reporting, inter-affiliate transactions to price index developers. *See* Policy Statement on Natural Gas and Electric Price Indices, 104 FERC ¶ 61,121, at P 34 (2003).

[15] 156 Cong. Rec. S. 105 (Thursday, July 15, 2010) (statement of Senator Collins).

and greater compliance risks and costs for end-users. None of these results would benefit market integrity or the public at large. Moreover, such an outcome would directly contravene Congress's express intent to protect end-users from just such a result. Shell Trading therefore encourages the Commission to make clear that the End-User Exception applies to swaps entered between an end-user and its affiliates, regardless of whether the affiliate is designated as a swap dealer or major swap participant.

## III. Notification Requirements

Under the Proposed Rule, an entity that intends to take advantage of the clearing exception must notify the Commission how it generally meets its financial obligations associated with entering into non-cleared swaps.[16] In addition, the Proposed Rule would require parties to a non-cleared swap to confirm that they are in compliance with the CEA by providing supplemental information for each non-cleared swap. As discussed above, Shell Trading notes that the Dodd-Frank Act generally does not regulate inter-affiliate transactions. As such, the Commission should clarify that any reporting requirement applicable to non-cleared swaps applies only to transactions with non-affiliated counterparties.[17]

Moreover, Shell Trading respectfully suggests that, even for market transactions between non-affiliates, the proposed notification requirements go beyond that which Congress intended and which may be necessary for the Commission to monitor the use of the Exception.

### A. The Commission Should Not Require End-Users to Provide Notice of Their Ability to Meet The Financial Obligations for Each Uncleared Swap.

The Proposed Rule would require an end-user to provide information regarding its use of various forms of credit support each and every time it elects to except a swap from clearing. Such a requirement, however, goes beyond the express language in the Dodd-Frank Act, which provides only that a person apprise the Commission of how it "generally" meets its financial obligations for non-cleared swaps, not how it meets its financial obligations with regard to each swap transaction.[18] Shell Trading believes that the Proposed Rule is overly burdensome and may ultimately be an ineffective way for the CFTC to obtain information about how certain end-users manage credit risk in connection with non-cleared swaps.

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[16] 75 Fed. Reg. at 80,749. All reporting end-users are required to report at least 10 items, while end-users that are issuers of securities under Section 12 of the Exchange Act or are required to file reports under Section 15(d) of the Exchange Act need to report an additional two items.

[17] As inter-affiliate swaps within a holding company do not affect the market or impose risks outside the company owning the affiliates, Shell Trading does not believe the notification requirements will provide useful information to the Commission. Meeting the notification requirements would, however, be burdensome and costly.

[18] CEA Section 2(h)(7)(A)(iii) (An end-user that relies on the End-User Exception must "notif[y] the Commission, in a manner set forth by the Commission, how it generally meets its financial obligations associated with non-cleared swaps.").

Similarly, the Act requires the governing body of publicly-traded entities to review and approve the decision to enter into uncleared swaps, and similarly, the Proposed Rule takes this requirement a step further, and imposes that requirement on each and every uncleared swap transaction.

In the alternative, Shell Trading proposes that the Commission consider establishing a financial notice obligation that allows end-users to provide general information about the methods they use to manage credit risk (*e.g.,* written credit support agreements, pledged or segregated assets, third-party guarantees) in connection with non-cleared swaps on a one-time basis, and to update this information as necessary. Shell Trading also recommends that governing bodies of publicly-traded entities be required to review and approve the decision to enter into uncleared swap transactions once. This is analogous to the authorization normally granted by boards that allow the entities that they govern to enter into new types of transactions. In both cases, Shell Trading submits that it would be more effective and significantly less burdensome to provide this information in a one-time general notice. This process has worked efficiently and effectively in the futures markets for years.[19] There is no reason why a comparable approach would not be equally efficient and effective for the swap markets.[20]

### B. End-Users Should Confirm that Their Use of Uncleared Swaps is Limited to Hedging or Mitigating Commercial Risk on a Periodic Basis.

The Proposed Rule would additionally require end-users to "confirm compliance with particular requirements of [the] CEA" by providing supplemental information for each non-cleared swap, including verification that the end-user is a non-financial entity and that it is using the swap to hedge or mitigate commercial risk.[21] No provision in the CEA compels the Commission to collect these additional categories of information identified in the Proposed Rule. Instead, the Commission explains that this information may be "necessary or useful to prevent abuse of the end-user clearing exception."[22] As regards its hedging transactions, Shell Trading does not object to providing information of the kind identified in the Proposed Rule at the Commission's request. However, it strongly recommends that the Commission require end-users to simply represent in the transaction documents that any swap that they elect not to clear is hedging or

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[19] For example, to be able to exceed speculative position limits for bona fide hedging purposes, market participants may file a hedge exemption application submitting information such as the positions being hedged and information necessary to demonstrate that the position in an appropriate hedge to reduce risk. After the Commission or the relevant exchange grants an exemption, the market participant needs only to resubmit its application once a year or when there is a material change to the information that is the basis of the hedge exemption grant.

[20] Furthermore, to require entities like Shell to provide this information on a transaction-by-transaction basis would be to ignore the fact that Shell's portfolio, which includes the exposure of its various end-user affiliates, is managed as a whole, rather than by matching physical supply to financial hedges on a one to one basis.

[21] 75 Fed. Reg. at 80,750. In addition, CEA Section 2(j) obligates an entity's board of directors or governing body to review and approve the decision to enter into uncleared swaps pursuant to the end-user clearing exception if the entity is required to file reports under Section 15(d) of the Securities Exchange Act of 1934 ("Exchange Act") or is an issuer of securities under Section 12 of the Exchange Act.

[22] *Id.*

mitigating commercial risk. Then, the party that reports the uncleared swap transaction to a swap data repository would designate that the swap was uncleared by virtue of the End-User Exemption. Then, on a case-by-case basis, if the Commission requires additional information, it should obtain that information from the end-user, not the end-user's counterparty.

### C. Adequate Transition Period

All market participants, and in particular end-users, need a reasonable amount of time to comply with the new requirements imposed by the Dodd-Frank Act and the Commission rules implementing the same. The Commission has previously recognized the potential need to provide market participants with more time to comply with the with the Dodd-Frank Act's new statutory and regulatory requirements. In its notice regarding Petitions Seeking Grandfather Relief for Trading Activity Done in Reliance Upon Section 2(h)(1)–(2) of the CEA, the Commission stated that while it was not granting such grandfather relief, the Commission was "prepared to revisit its decision in the future should it be necessary to ensure a smooth transition to the new regulatory regime . . . ."[23] Furthermore, the Commission stated that it would "strive to ensure that current practices will not be unduly disrupted during the transition to the new regulatory regime" and would "use its available exemptive authorities to address" situations in which required regulations may pose "particular difficulties [for persons who rely on Section 2(h)] that cannot be addressed in final regulations."[24]

Although the Dodd-Frank Act provides that no final rule will become effective less than 60 days after its publication in the Federal Register, market participants need more time to come into compliance with the many new requirements in this and other proposed rules. This is particularly true for entities with relatively limited resources, such as end-users. For example, many end-users have limited information technology capabilities and will need a period of time, after the issuance of final regulations, for updating their information technology systems to ensure compliance. Consistent with its prior declarations, Shell Trading respectfully requests that the Commission provide market participants with a reasonable transition period after the final version of this rule is promulgated to come into compliance with its notification requirements. Without a reasonable transition period, many end-users and other similarly situated entities may be unable to comply fully with their new regulatory obligations imposed by this rule.

## IV. Conclusion

Shell Trading appreciates the opportunity to provide these comments and would be pleased to provide the Commission with additional information regarding our views on the application of the End-User Exception and to facilitate an effective and cost-effective rule implementing the same. Please contact me at (713) 767-5632, if you have any questions regarding these comments.

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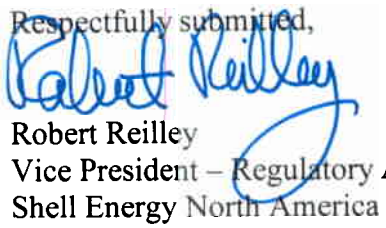
[23] 75 Fed. Reg. 56,512 (Sept. 16, 2010)

[24] *Id.* at 56,513.

Respectfully submitted,



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