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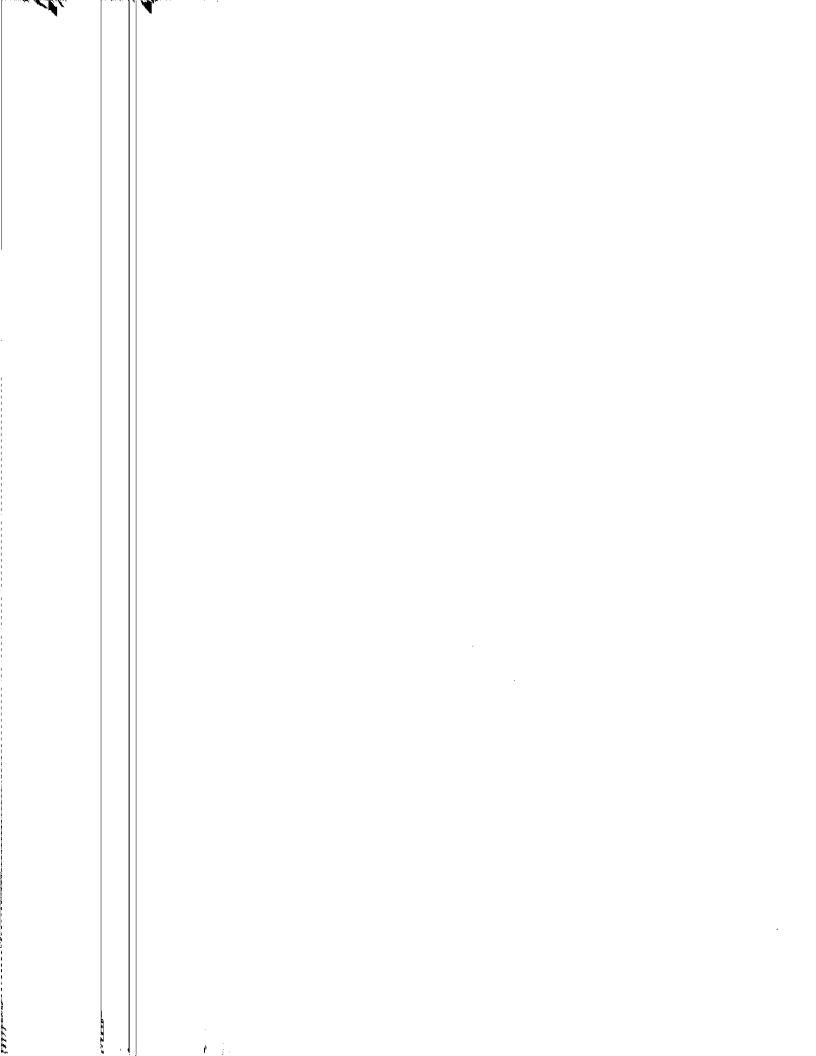
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- C. This MOU will be governed by, and construed under, the laws of the State of New Jersey without regard to conflicts-of-laws principles.
- D. This MOU may be executed in one or more counterparts, each of which will be deemed an original of this MOU and all of which will be deemed to constitute