

In re: LONGWEI PETROLEUM INVESTMENT
HOLDING LIMITED SECURITIES
LITIGATION

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This Document Relates To: All Actions
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NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL PERSONS WHO PURCHASED OR OTHERWISE ACQUIRED THE COMMON STOCK OF LONGWEI PETROLEUM INVESTMENT HOLDING LIMITED ("LONGWEI" OR THE "COMPANY") BETWEEN SEPTEMBER 28, 2010 AND JANUARY 3, 2013, BOTH DATES INCLUSIVE, AND ARE NOT EXCLUDED FROM THE CLASS AS DESCRIBED BELOW IN SECTION II.B. (p. 4):

- **PLEASE READ THIS NOTICE CAREFULLY. YOUR LEGAL RIGHTS MAY BE AFFECTED BY THIS LAWSUIT.**
- **YOU MAY BE ELIGIBLE TO RECEIVE MONEY FROM THE SETTLEMENT OF THIS CASE.**
- **TO RECEIVE MONEY FROM THIS SETTLEMENT, YOU MUST SUBMIT A VALID PROOF OF CLAIM AND RELEASE FORM ("PROOF OF CLAIM") POSTMARKED ON OR BEFORE OCTOBER 5, 2016.**
- **IF YOU DO NOT WISH TO PARTICIPATE IN THE SETTLEMENT, YOU MAY REQUEST TO BE EXCLUDED BY SENDING A WRITTEN REQUEST FOR EXCLUSION THAT MUST BE POSTMARKED ON OR BEFORE OCTOBER 6, 2016.**
- **IF YOU WISH TO COMMENT IN FAVOR OF THE SETTLEMENT OR OBJECT TO THE SETTLEMENT, YOU MUST FOLLOW THE DIRECTIONS IN THIS NOTICE.**
- **IF YOU RECEIVED THIS NOTICE ON BEHALF OF A MEMBER OF THE CLASS WHO IS DECEASED, YOU SHOULD PROVIDE THE NOTICE TO THE AUTHORIZED LEGAL REPRESENTATIVE OF THAT MEMBER OF THE CLASS.**

YOU ARE NOTIFIED AS FOLLOWS:

A proposed settlement (the "Settlement") has been reached between the Settling Parties, as defined below, in this class action pending in the United States District Court for the Southern District of New York (the "Court") brought on behalf of all individuals and entities described above (the "Class"). The Court has preliminarily approved the Settlement and has conditionally certified the Class for purposes of settlement only. The terms of the Settlement are set forth in a Stipulation of Settlement dated November 3, 2015, Amendment No.1 to the Stipulation of Settlement dated February 8, 2016, and Amendment No.2 to the Stipulation of Settlement dated May17,2016 (collectively, referred to as the "Settlement Stipulation"), and are available at www.longweipetroleumsecuritieslitigation.com. You have received this Notice of Proposed Settlement of Class Action (the "Settlement Notice") because the Settling Parties' records indicate that you may be a member of the Class. This Settlement Notice is designed to inform you of your rights, how you can submit a claim, how you can be excluded from the Settlement and how you can comment in favor of the Settlement or object to the Settlement. If the Settlement is finally approved by the Court, the Settlement will be binding on you, unless you exclude yourself, even if you do not submit a Proof of Claim to obtain money from the Settlement and even if you object to the Settlement.

The Settlement creates a fund in the amount of **\$1,340,000** in cash (the "Settlement Fund") for the benefit of members of the Class ("Class Members") who purchased or otherwise acquired Longwei common stock between September 28, 2010 and January 3, 2013, inclusive (the "Class Period"), and who otherwise are not excluded from the Class or do not timely file a valid request for exclusion from the Class. Your recovery from the Settlement Fund will be calculated according to the Plan of Allocation which is detailed below in Section II.E below. **Lead Counsel estimates that the average recovery per damaged share of Longwei common stock under the Settlement is \$0.06 before deduction of fees and expenses.** This estimate solely reflects the average recovery per damaged share of Longwei.

Lead Counsel intend to ask the Court to award them fees of up to 25% of the Settlement Fund, and reimbursement of litigation expenses not to exceed \$115,000. Lead Counsel also intend to ask the Court to grant certain Class Plaintiff(s), as defined below, award(s) of reasonable costs and expenses (including lost wages) not to exceed \$5,000 in total, directly relating to the Class Plaintiff's representation of the Class pursuant to 15 U.S.C. § 78u-4(a)(4). Collectively, the attorneys' fees and litigation expenses and the award to Class Plaintiff(s) are estimated to average \$0.02 per damaged share of Longwei common stock. If approved by the Court, these amounts will be paid from the Settlement Fund.

The approximate recovery, after deduction of attorneys' fees and expenses and any awards of reasonable costs and expenses (including lost wages) to Class Plaintiffs directly relating to their representation of the Class approved by the Court, is an average of \$0.04 per damaged share of Longwei common stock. This estimate is based on the assumptions set forth in the preceding paragraph. Your actual recovery, if any, will vary depending on the prices and dates at which you purchased and sold Longwei common stock and the number of Proof of Claim forms filed.

If you have any questions regarding the Plan of Allocation or your potential recovery, you may contact Lead Counsel or the Claims Administrator, Heffler Claims Group ("Claims Administrator"), whose contact information is listed below (at pp. 7-10) in this Settlement Notice.

There will be a fairness hearing on the Settlement ("Fairness Hearing") at **10:30 a.m. on October 20, 2016** in Courtroom 17B of the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY, which you may attend.

I. BACKGROUND OF THE CASE

On or after January 4, 2013, five securities class action lawsuits were filed against Longwei, certain current and former officers and directors of Longwei and Longwei's public auditors. One of the class action lawsuits was voluntarily dismissed on March 4, 2013. The remaining four securities class action lawsuits were consolidated into a single proceeding on May 15, 2013, and captioned *In re Longwei Petroleum Investment Holding Limited Securities Litigation*, under the case number 13 Civ. 214 (the "Action"). On May 15, 2013, the Court also appointed Paul Love, Fabio Benedetto Lupis, and Chris Wilson as lead plaintiffs (collectively, "Lead Plaintiffs") and approved Lead Plaintiffs' selection of Faruqi & Faruqi, LLP as lead counsel ("Lead Counsel") in the Action.

On July 8, 2013, Lead Plaintiffs in the Action filed a Consolidated Securities Class Action Complaint (the "CSCAC"). The Settling Defendants filed motions to dismiss the CSCAC commencing on August 14, 2013, and after briefing was complete, the Court entered an order denying the motions to dismiss on January 27, 2014. By Stipulation and Order, on August 1, 2014, Plaintiff Donald Pritt was added as an additional proposed class representative (Plaintiff Donald Pritt and the Lead Plaintiffs are collectively referred to as the "Class Plaintiffs").

Discovery ensued and Lead Counsel has advised the Court that they, along with their accounting expert consultants, reviewed hundreds of thousands of pages of documents produced by the Settling Parties and other non-parties. With what they believed was a full understanding of the strengths and weaknesses of the claims, the Settling Parties participated in mediation with a mediator, Jed D. Melnick, Esq. Ultimately, through Mr. Melnick's efforts, the Settling Parties reached the Settlement that is embodied in the Settlement Stipulation.

The Settlement resolves the lawsuit as to whether Defendants Michael Toups ("Toups"), Gerald DeCiccio ("DeCiccio") and Douglas Cole ("Cole") (collectively, the "Individual Defendants"), and Child Van Wagoner & Bradshaw, PLLC ("Child Van Wagoner") and Anderson Bradshaw PLLC ("Anderson Bradshaw") (collectively, the "Auditor Defendants") violated the federal securities laws by misrepresenting the true financial condition of Longwei. Defendants Toups, DeCiccio, Cole, Child Van Wagoner, and Anderson Bradshaw are collectively referred to as the "Settling Defendants."

The Settling Defendants deny the allegations in the lawsuit and deny any wrongdoing. The Settling Defendants and Class Plaintiffs disagree on liability and damages. Class Plaintiffs believe that, if they prevailed on all their claims, they would recover approximately between \$1.30 to \$1.53 per share, before deductions for fees and expenses and assuming that the full amount of the judgment was collectable. The Settling Defendants believe that, if this matter is litigated, Plaintiffs are likely to recover nothing.

The Class Plaintiffs and the Settling Defendants (collectively, the "Settling Parties") and their respective counsel have determined that settlement of the Action is advantageous, considering the risks and uncertainties to each side of continued litigation. Class Plaintiffs and Lead Counsel have determined that the Settlement is fair, reasonable, and adequate and is in the best interests of the members of the Class.

II. TERMS OF THE SETTLEMENT

The Settlement Stipulation sets forth the terms of the Settlement, and provides for the following:

A. What is the total size of the Settlement?

The Settling Defendants will collectively pay (or cause to be paid) into an escrow account, pursuant to the Settlement Stipulation, cash in the amount of **\$1,340,000**, which will earn interest for the benefit of the Class.

B. Am I included in the Settlement?

You are a Class Member and are included in the Settlement if (i) you purchased or otherwise acquired Longwei common stock between September 28, 2010 and January 3, 2013, inclusive, and (ii) you are NOT in one of the following groups, each of which is excluded from the Class:

1. Defendants, any members of Defendants immediate families, any entity in which any Defendant has a controlling interest, directors and officers of Longwei, and the affiliates, legal representatives, heirs, predecessors, successors and assigns of any such excluded party.¹
2. All persons who suffered no compensable losses.
3. All persons who would otherwise be a member of the Class, but who timely and validly request to be excluded from the Class. If you want to be excluded from the Class, you may request exclusion from the Class by following the steps described in Section II.F. below.

C. What is the legal effect of the settlement on my rights?

If you are a member of the Class, this Settlement will affect your legal rights. If the Court grants final approval of the Settlement, this Action will be dismissed with prejudice and all Class Members will fully release and discharge the Settling Defendants and other Released Parties, as defined below, from all claims arising from or relating in any manner to (i) the purchase or acquisition of Longwei common stock during the Class Period, and (ii) the allegations, transactions, facts, matters, occurrences, events, acts, disclosures, statements, representations or omissions alleged, asserted, set forth, or referred to in the Action or any pleadings or briefs filed therein, including without limitation, all claims arising out of or relating to any disclosures, public filings or statements by any of the Settling Defendants during the Class Period, or relating to the Class Period and the allegations in this Action. When a person "releases" a claim, that person cannot sue the "released parties" for any of the claims covered by the release.

To share in the Settlement Fund, you must submit a Proof of Claim. If you submit a valid and timely Proof of Claim, you will receive a payment based upon the distribution formula described below in Section II. E below.

The Released Parties means the Settling Defendants and (i) members of their immediate family, including without limitation marital communities and spouses, and their respective heirs,

¹ The term "Defendants" means the Settling Defendants and Defendants Longwei, Cai Yongjun, Xue Yongping and Dora Dong.

executors, estates, and administrators; (ii) any of their current, former, or future parents, subsidiaries, affiliates, divisions, partners, joint venturers, officers, directors, principals, shareholders, members, employees, predecessors, successors, assigns and agents (acting in their capacity as agents); (iii) attorneys, accountants, advisors, insurers, reinsurers, agents (acting in their capacity as agents of the Settling Defendants), associates; and (iv) any other individual or entity in which any Settling Defendant has a controlling interest or which is related to or affiliated with any of the Settling Defendants or their current, former, and future legal representatives, heirs, successors in interest or assigns. Defendants Longwei, Cai Yongjun, Xue Yongping, and Dora Dong are specifically excluded from the definition of Released Parties.

If you do nothing, you will get no money from this Settlement and you will be precluded from starting a lawsuit, continuing with a lawsuit, or being part of any other lawsuit against the Settling Defendants and the other Released Parties about the released claims in this case, ever again.

D. How can I get a payment?

To qualify for a payment, you must submit a Proof of Claim. A Proof of Claim is included with this Settlement Notice. You may also get a Proof of Claim by downloading it from www.longweipetroleumsecuritieslitigation.com. Read the instructions carefully, fill out the Proof of Claim, include all the documents the Proof of Claim asks for, sign it, and mail it postmarked no later than October 5, 2016 to the address provided therein.

E. Plan of Allocation: What will I receive from the Settlement?

A Class Member's actual recovery will be a proportion of the Net Settlement Fund (defined below), determined by that claimant's recognized loss (*i.e.*, a claim proved by timely submission of a valid Proof of Claim) as compared to the total recognized losses of all Class Members.

The total Settlement Fund consists of **\$1,340,000** plus accrued interest. Subject to the Court's approval, the Settlement consists of: (i) certain administrative expenses of approximately \$100,000, including costs of printing and mailing the Settlement Notice, the cost of issuing a press release, preparation of tax returns and payment of any taxes assessed against the Settlement Fund, and costs associated with the processing of claims; (ii) up to 25% of the Settlement Fund to Lead Counsel for their attorneys' fees and up to \$115,000 for reimbursement for Lead Counsel's expenses; (iii) up to \$5,000 in total for award(s) to certain Class Plaintiff(s) for reasonable costs and expenses (including lost wages) directly relating to their representation of the Class; and (iv) the remaining balance, or "Net Settlement Fund" is estimated to be at approximately \$800,000.

If you are a member of the Class, you will receive a share of the Net Settlement Fund unless you request exclusion from the Class or fail to submit a valid and timely Proof of Claim. Although we cannot determine an exact amount of individual payments at this time, your payment will be based on the formula developed by Class Plaintiffs' damage expert consultant as described below.

1. A recognized loss amount will be calculated for each Longwei share of common stock purchased or acquired during the Class Period from September 28, 2010 through January 3, 2013, inclusive. If the calculation of a recognized loss amount for any particular share purchased or acquired during the Class Period results in a negative number, that number

shall be set to zero.

2. For each share of Longwei common stock purchased or acquired during the Class Period, the recognized loss will be computed as follows:
 - a. If sold on or before January 2, 2013, the recognized loss per share is \$0.
 - b. If sold on January 3, 2013, (the first alleged corrective disclosure and the end of the Class Period), the recognized loss per share is the lessor of (but not less than \$0): (i) purchase price per share minus the settle out price of \$0.56 (the average closing price of Longwei common stock during the 90 days following the end of the Class Period); or (ii) the purchase price per share minus the sale price per share on January 3, 2013; or (iii) \$2.16 per share.
 - c. If still held as of the close of trading on January 3, 2013, the recognized loss per share is the lessor of (but not less than \$0): (i) the purchase price per share minus \$0.56 per share; or (ii) \$2.16 per share.

If you have more than one purchase/acquisition or sale of Longwei common stock during the Class Period, all purchases/acquisitions and sales of Longwei common stock will be matched on a First In, First Out ("FIFO") basis. Class Period sales will be matched first against any holdings at the beginning of the Class Period, and then against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the Class Period.

If the Net Settlement Fund exceeds the sum total amount of the recognized losses of all authorized claimants entitled to receive payment out of the Net Settlement Fund, the excess amount in the Net Settlement Fund shall be distributed pro rata to all authorized claimants entitled to receive payment. The Net Settlement Fund will be allocated among all authorized claimants whose prorated payment is \$10.00 or greater. If the prorated payment to any authorized claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that authorized claimant.

F. Can I opt out of this Settlement?

Yes. If you do not want to participate in this Settlement, but you want to keep any right you may have to sue or continue to sue the Settling Defendants and the other Released Parties in some other lawsuit as to the released claims in this lawsuit, then you may request to be excluded from the Class. **In order to request exclusion from the Class, you must send a signed letter by mail stating that you "request exclusion from the Class in *In re Longwei Petroleum Investment Holding Limited Securities Litigation*, C.A. No. 13 Civ. 214."** Your letter should state the date(s), price(s), and number of shares of all your purchases and sales of Longwei common stock during the Class Period. In addition, be sure to include your name, address, telephone number, and signature. You must mail your exclusion **request postmarked no later than October 6, 2016** to:

LONGWEI PETROLEUM INVESTMENT HOLDING LIMITED SECURITIES LITIGATION
c/o Heffler Claims Group
P.O. Box 58504
Philadelphia, PA 19102-8504

NO REQUEST FOR EXCLUSION WILL BE CONSIDERED VALID UNLESS ALL OF THE INFORMATION DESCRIBED ABOVE IS INCLUDED IN ANY SUCH REQUEST.

If you timely and validly request exclusion from the Class: (1) you will be excluded from the Class, (2) you will not share in the proceeds of the Settlement described above, (3) you will not be bound by any judgment in the case, and (4) you will not be precluded from otherwise prosecuting an individual claim against the Settling Defendants or other Released Parties based on the matters alleged in this Action.

G. Notification of Shareholders and Legal Representatives

If your address is different from the address to which the Settlement Notice was directed, or if it changes, you must notify the Claims Administrator for this Settlement of your new address as soon as possible. The Claims Administrator for this Settlement is Heffler Claims Group at: Longwei Petroleum Investment Holding Limited Securities Litigation, c/o Heffler Claims Group, P.O. Box 58504, Philadelphia, PA 19102-8504. Any failure to keep the Claims Administrator informed of your current address may result in the loss of any monetary award you may be eligible to receive. If necessary, please send your new contact information to the address listed below and include your old address, new address, new telephone number, date of birth, and Social Security number. These last two items are required so that the Claims Administrator can verify that the address change is from the actual Class Member:

LONGWEI PETROLEUM INVESTMENT HOLDING LIMITED SECURITIES LITIGATION
c/o Heffler Claims Group
P.O. Box 58504
Philadelphia, PA 19102-8504

The authorized legal representative of a Class Member may receive a recovery on behalf of the Class Member.

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

If you purchased Longwei common stock from September 28, 2010 to January 23, 2013, inclusive, for the beneficial interest of a person or organization other than yourself, the Court has directed that **WITHIN TEN DAYS OF YOUR RECEIPT OF THIS NOTICE**, you either (a) provide to the Claims Administrator the name and last known address of each person or organization for whom or which you purchased Longwei common stock during such time period or (b) request additional copies of this Settlement Notice and the Proof of Claim, which will be provided to you free of charge, and within ten days mail the Settlement Notice and Proof of Claim directly to the beneficial owners of that Longwei common stock. If you choose to follow alternative procedure (b), you are requested to send a statement to the Claims Administrator confirming that the mailing was made as directed. All communications concerning the foregoing should be addressed to the Claims Administrator:

LONGWEI PETROLEUM INVESTMENT HOLDING LIMITED SECURITIES LITIGATION
c/o Heffler Claims Group
P.O. Box 58504
Philadelphia, PA 19102-8504

If you choose to mail the Settlement Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Settlement Notice and Proof of Claim and which would not have been incurred but for the obligation to forward the Settlement Notice and Proof of Claim, upon submission of appropriate documentation to the Claims Administrator.

H. Compensation for the Class Plaintiffs

Certain of the Class Plaintiff(s) may apply to the Court for an award of reasonable costs and expenses (including lost wages) directly relating to their representation of the Class pursuant to the 15 U.S.C. § 78u-4(a)(4). The award(s) that may be sought will not be greater than \$5,000 in the aggregate for all Class Plaintiffs.

I. Compensation for Lead Counsel

At the Fairness Hearing, Lead Counsel will request the Court to award attorneys' fees not greater than 25% of the gross Settlement Fund and reimbursement of expenses incurred in connection with the prosecution of this Action not to exceed \$115,000. The requested fees and expenses, plus the awards to Class Plaintiffs, would amount to an average of not more than \$0.02 per damaged share. There is no assurance the Court will approve of these fees and expenses.

To date, Lead Counsel has not received any payment for its services in conducting the Action, and has not been reimbursed for its expenses incurred in prosecuting this Action. The fee requested by Lead Counsel will seek to compensate counsel for their efforts in achieving the Settlement Fund for the benefit of the Class, and for the risk in undertaking this representation on a wholly contingent basis.

III. CLASS PLAINTIFFS' AND LEAD COUNSEL'S SUPPORT OF THE SETTLEMENT

The Settling Parties engaged in a mediation process using a mediator, Jed D. Melnick, Esq., including an all-day mediation session in person on July 14, 2015, and the Settling Parties and the mediator subsequently conducted discussions and arms-length negotiations with each other with respect to a compromise and settlement of the Action.

Class Plaintiffs and Lead Counsel believe that the Settlement provides a fair, reasonable, and adequate recovery for the Class based on the claims asserted, the evidence developed, the damages that might be proven by the Class in the Action, and the financial ability of the Settling Defendants to pay more than the amount of the Settlement Fund. Upon careful consideration of all the facts and circumstances of this case, Class Plaintiffs and Lead Counsel believe this Settlement is fair, reasonable and adequate.

IV. OPPORTUNITIES TO GIVE YOUR OPINION ABOUT THE SETTLEMENT

If you are a Class Member, you can tell the Court that you agree or do not agree with the Settlement or some part of it. You can object to the Settlement or any of its terms, the proposed Plan of Allocation, the application by Lead Counsel for an award of fees and expenses, and/or

the application by Class Plaintiff(s) for an award of reasonable costs and expenses (including lost wages) for their representation of the Class.

If you wish to submit a written objection to the Settlement, you must send a signed letter stating that you object to the proposed settlement in *In re Longwei Petroleum Investment Holding Limited Securities Litigation*, C.A. No. 13 Civ. 214. Your objection must include a cover page identifying this case name and number. Be sure to include your name, address, telephone number and signature; identify the date(s), price(s), and number of shares of all purchases and sales of Longwei common stock you made during the Class Period. **State the reasons why you object to the Settlement.** Your objection must be postmarked on or before **October 6, 2016** and sent to Faruqi & Faruqi, LLP, at the following address:

Stuart J. Guber
FARUQI & FARUQI, LLP
101 Greenwood Avenue, Suite 600
Jenkintown, Pennsylvania 19046

You do not need to attend the Fairness Hearing to have your written objection considered by the Court.

At the Fairness Hearing, any Class Member may appear and be heard, to the extent allowed by the Court, to state any objection to the Settlement, the Plan of Allocation, Lead Counsel's motion for an award of attorneys' fees and reimbursement of expenses, and/or Class Plaintiffs' application for an award of reasonable costs and expenses (including lost wages) for their representation of the Class. Any such objector may appear in person or arrange, at that objector's expense, for a lawyer to represent the objector at the Fairness Hearing. If you or your representative intend to appear in person but have not submitted a written objection postmarked by October 6, 2016, it is recommended that you give advance notice to Lead Counsel for the Class, Faruqi & Faruqi, LLP, of your intention to attend the hearing in order to object and the basis of your objection. You may contact them at the address provided above.

V. FAIRNESS HEARING

The Court will hold a Fairness Hearing at **10:30 a.m. on October 20, 2016**, at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., Courtroom 17B, New York, NY 10017. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. At the Fairness Hearing, the Court will consider the proposed Plan of Allocation for the proceeds of the Settlement, the application of Lead Counsel for attorneys' fees and reimbursement of expenses, and any application for an award of reasonable costs and expenses (including lost wages) to Class Plaintiff(s) for their representation of the Class.

You should be aware that the Court may change the date and time of the Fairness Hearing. Thus, if you would like to come to the hearing, you should contact lead counsel before coming to confirm the date and/or time has not changed.

VI. ADDITIONAL INFORMATION

This Settlement Notice summarizes the proposed Settlement. More details are contained in the Settlement Stipulation. You can get a copy of the Settlement Stipulation by writing to Lead Counsel at their address above.

You can also call the Claims Administrator toll-free at 1(844) 491-5742, write to the Claims Administrator at Longwei Petroleum Investment Holding Limited Securities Litigation, c/o Heffler Claims Group, P.O. Box 58504, Philadelphia, PA 19102-8504; or visit the website at www.longweipetroleumsecuritieslitigation.com, where you will find a Proof of Claim, copies of important documents relating to the Settlement, answers to common questions about the Settlement, and other information to help you determine whether you are a member of the Class and whether you are eligible for a payment.

For more detailed information concerning the matters involved in this Action, you may contact Lead Counsel, FARUQI & FARUQI, LLP, Stuart J. Guber, Esq., 101 Greenwood Avenue, Suite 600, Jenkintown, PA 19046.

DATED: July 7, 2016